

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
PARK MEADOWS METROPOLITAN DISTRICT
HELD
JANUARY 28, 2013

A regular meeting of the Board of Directors of the Park Meadows Metropolitan District was held on Monday, January 28, 2013 at 5:00 p.m., at the Lone Tree Civic Center, 8527 Lone Tree Parkway, Lone Tree, Colorado 80124.

Attendance: In attendance were Directors:

John Herbolich (left at 6:45 p.m.)
Mark Thomas
Roger Pearson
Greg Kelly
Sharon Van Ramshorst

Also in attendance were:

Bob Blodgett; CliftonLarsonAllen LLP
Tamara Seaver; Icenogle Seaver & Pogue, P.C.
Taylor Goertz and John Cotten; TST, Inc., of Denver
Harold Anderson, Kim Monson, Jack Hidahl and
Steve Hebert; City of Lone Tree
Fred Hammer; The Enclave HOA
John Mullins; PMMD BID
Art Griffith; Douglas County
Rick Solomon; CDOT Region 1
Fred Lantz; Lantz Associates, Transportation Consulting
Jeff Giali, 9818 Cypress Point Circle, Lone Tree

Call to Order

Director Herbolich called the meeting to order at 5:00 p.m.

Declaration of
Quorum/Director
Qualifications/
Disclosure Matters

A quorum was declared present, all Directors are qualified, and there are no disclosure matters.

RECORD OF PROCEEDINGS

Approval of
Agenda

Mr. Blodgett recommended that Item 12A., the Valerian agreement, be amended from \$12,070 to \$12,400. He also recommended that Item 11A. , the Lone Tree Entertainment District Report by Mr. Hebert be moved to the Construction Project Update section. The Board concurred.

Upon a motion duly made by Director Herbolich, seconded by Director Pearson, and upon vote unanimously carried, the Board approved the agenda as amended.

Public Comments

Mr. Hammer invited the Board to the Semi-Annual Heritage/Enclave Social on Sunday, February 17th from 1:00 p.m. to 4:00 p.m. at the clubhouse. The Board thanked Mr. Hammer for his invitation. Mr. Hammer stated he would address the turf reduction program request by Heritage/Enclave during the discussion agenda.

CONSENT AGENDA

Director Van Ramshorst stated her opinion that the District did not follow Robert's Rules of Order in the discussion at the December 17, 2012 meeting, as reported in the draft minutes which reflect a vote on the installation of street lights at Timberline and Ptarmigan failed 2 to 2. She stated that Robert's Rules of Order would prohibit the matter from being reconsidered at a subsequent meeting following an initial vote. Director Van Ramshorst then asked Ms. Seaver for her insight on the matter.

Ms. Seaver reported the District has not adopted any of the various versions of Robert's Rules of Order and, as such, is not bound to follow them in the conduct of the District's business at its meetings. She advised against adopting any version of Robert's Rules of Order given that they are cumbersome, difficult to interpret, have the tendency to create confusion about procedure and distract from the substantive issues being considered. She reported that the District is free, under the chairman's lead, to follow whatever procedures it pleases, provided constitutional protections are met, in the conduct of its meetings.

Director Herbolich indicated the 2 to 2 "vote" in the minutes was actually a straw poll, out of respect for Director Van Ramshorst's absence, and not a formal vote of the Board. After the straw poll indicated the Board was divided, the Board chose to delay the issue until Director Van Ramshorst could attend the next Board meeting for a formal vote.

Director Van Ramshorst asked that the meeting minutes be amended accordingly and that the Board schedule a future discussion of Robert's Rules of Order or other operating procedures so that it is clear what guidelines the Board is following during their discussion and votes on matters.

Ms. Seaver and Mr. Blodgett will provide additional information at the February meeting on this subject.

Mr. Blodgett also will clarify that the medical building will not have pedestrian lights installed in the project on the west side of Yosemite since they already have two pedestrian lights. Mr. Goertz confirmed this information.

Upon a motion duly made by Director Van Ramshorst, seconded by Director Pearson, and upon vote unanimously carried, the Board approved the Consent Agenda with the amendments to the December 17, 2012 special meeting minutes as noted above.

- V. Review and Approve Minutes of the January 14, 2013 and December 17, 2012 Special Meetings
- VI. Information Items
- VII. Accept Denver Water Usage Report

DISCUSSION AGENDA

VIII. Landscape Maintenance/Construction Items – Matt Bevill

A. Accept January Landscape Maintenance Report

Mr. Bevill reviewed the report with the Board. After discussion, the Board accepted the report.

B. Work Orders

1. Supplemental Water to Selected Turf Areas - \$3,200

Mr. Bevill explained the supplemental water is due to the very dry winter and will be applied on those turf areas which have southern exposure and are drying out. Director Pearson asked that the funds be taken from the miscellaneous repair budget of Brickman since the additional supplemental water was not budgeted. Mr. Bevill concurred.

Upon a motion duly made by Director Pearson, seconded by Director Thomas, and upon vote unanimously carried, the Board approved the supplemental water work order in the amount of \$3,200 with the funds being taken from the miscellaneous repair budget for 2013.

Director Pearson also stated that all of the high grass in the medians should be removed immediately. The Board concurred. Brickman will do so.

C. Discuss Water Use Analysis at Heritage/Enclave

Mr. Bevill reviewed the water use analysis report at Heritage/Enclave for years 2012, 2011 and 2010. The water usage is consistent with that expected in the metro area given the amount of rainfall over the last three years.

Mr. Hammer noted that the Enclave has used 400,000 more gallons in 2012 than 2010.

The Board accepted the report.

D. Discuss 2013 Turf Reduction Project Priorities

Mr. Bevill reviewed the turf reduction plans provided to the Board. He stated that Cypress Greens would be the first priority, followed by Heritage Enclave, Muirfield, Fairways 39, and then Timberline and portions of Lone Tree Parkway. Priorities are based on the amount of turf threatened with a southern exposure that continually has to be repaired and replaced every year.

1. Consider Approval of Turf Reduction Project for The Enclave - \$23,840

Director Pearson noted that he and Mr. Bevill attended the recent meeting of The Enclave HOA. The Enclave asked that their turf reduction project be added into the 2013 budget. At this point, only the Cypress Greens project is in the budget.

Mr. Hammer read a report into the record (attached) regarding their request that the project proceed this year.

The Board asked if Heritage/Enclave could contribute to the cost of the project? Mr. Hammer noted the Board has met and they are willing to contribute \$1,600.

Upon a motion duly made by Director Kelly, seconded by Director Pearson, and upon vote unanimously carried, the Board approved the turf reduction project for The Enclave in 2013 in the amount of \$23,840 subject to a contribution of \$1,600 from the Heritage/Enclave HOA.

Director Kelly asked if the savings of the water would equal the proportionate reduction in the amount of sidewalk to be watered. Mr. Bevill indicated this would not occur in the first year, but over time would happen.

Mr. Giali, representing Cypress Greens, stated they appreciated the Board's willingness to fund the Cypress Greens project in 2013. The Board asked Cypress Greens to consider a similar donation or larger to the District since their project budget is \$44,000. Mr. Giali will meet with the HOA Board and report back to the District.

E. Consider Approval of Painting C470 Bridge at Yosemite – Two Tone Rather Than Single Color

Mr. Goertz reported the painters quoted \$41,000 to paint the sides of the underpass two tone rather than single tone. The current quote for a single color is \$37,000. Director Pearson recommended that this action be delayed until the new landscape architect for the landscaping at C470/Yosemite could review these colors and those north of the bridge at Park Meadows Center Drive and Yosemite. The motion failed for lack of a second.

Mr. Cotten recommended only the abutment and the two slopes be painted a single color. The two tone color is in good condition at the moment. The Board concurred.

Upon a motion duly made by Director Van Ramshorst, seconded by Director Kelly, the Board approved painting each side of the underpass plus the abutment in the same single color by a motion of 4 to 1. (Director Pearson No) Mr. Goertz estimated the cost will be less than the \$37,000 previously approved by the Board.

IX. Construction Project Items

A. Lone Tree/PMMD Joint Cooperative Projects – John Cotten

1. Under Construction

None.

2. Under Design

- a. Pedestrian Lights on West Side of Yosemite (Lincoln to Maximus)

Mr. Cotten reported the lights should be under construction by March and completed by late summer.

- b. Park Meadows Drive Reconstruction (West of Acres Green)

Mr. Cotten reported surveying on the project has begun. It is anticipated construction will begin in late summer.

3. Under Study

- a. County Line Road IGA Between Lone Tree and the City of Centennial

Mr. Cotten reported the IGA is completed and has been executed by both cities. The IGA took approximately four years. The Board thanked Mr. Cotten for completing this project.

- b. County Line Road Transportation Study (Chester to Inverness Drive S.) – Art Griffith

Mr. Griffith reported the study will begin in 2013. The cost is \$450,000 to be paid by the TMA at \$225,000 and the other \$225,000 to be paid by Douglas County, the City of Centennial, Arapahoe County and the City of Lone Tree. It should start over the next few months and be finished in the fall of 2013.

B. C470/Yosemite Multi Modal Overpass Project - Art Griffith

Mr. Griffith reported the funds for this project allocated in 2013 of \$1,300,000 were moved by CDOT to the Lincoln Avenue Lane Balance Project.

The current commitment of funds are Douglas County \$167,000, Park Meadows Metropolitan District \$400,000 and CDOT \$1,300,000. The estimated cost of the project is \$2,400,000. There is a \$400,000 shortfall. Mr. Griffith reported this project has been placed on a secondary list by CDOT. They would still like to do the

project. Their fiscal year begins July 31, 2013 (for 2014), and they may be able to allocate the additional \$400,000 so that the project can be budgeted in 2014 for work in 2015-2016. Mr. Griffith will report back to the District in the summer prior to preparing the 2014 budget. He asked that the District reserve the \$400,000 of funds for 2014.

Regarding the Lincoln Avenue Lane Balance Project, Mr. Griffith reported this is a project to add additional through lanes between County Line Road and RidgeGate Parkway. This project is now fully funded at a total of \$32,000,000 - \$10,100,000 from DRCOG, \$5,500,000 from Douglas County and \$16,400,000 from CDOT. He reported Mayor Gunning, Councilmember Millet and Commissioner Hilbert from Douglas County worked very hard behind the scenes with various entities to allocate these funds for this project. Work is scheduled to be done over the next two to three years.

Regarding C470 widening, Mr. Griffith recommended the Board review the C470 Coalition website. The recommendation to the Committee by the technical consultants is to add two managed toll lanes in the middle of the roadway between I-25 and Quebec. The C470 Coalition will be reviewing this recommendation in the coming months. Lone Tree and the District will be asked to help participate in the coming years.

C. Last One-Half Mile Transportation Solutions Report by Nelson Nygaard Dated December 2012 – Greg Kelly

Director Kelly asked the Board to review the recommendations related to the County Line and Lincoln stations which are intended to improve the accessibility of individuals from the station to their work places. Shuttle buses may also be involved in the future to move people between work and the Light Rail stations. There are various sidewalk and crosswalk recommendations that could involve the District in the future. The Board accepted the report.

D. C470/Yosemite Interchange Landscaping Project – Status

Mr. Blodgett reported that the District will need to determine the procedure for involvement with the landscape architect and design options. The contract is with the District; however, TST will be coordinating the contract for the District. Mr. Blodgett or a Board member will be involved in meetings with the consultant in the future.

E. Review Cost Estimate for Landscaped Median in Yosemite (C470 to Park Meadows Drive)

Mr. Goertz reported the cost estimate is \$150,000. Mr. Blodgett reported this is in the 2014 CIP at this time. Further discussion on the projects and priorities in the Five Year CIP will be at a future meeting.

F. Review 2013-2017 Capital Improvement Project Plan

Deferred to the February Board meeting.

F. Lone Tree Entertainment District Report by the Urban Land Institute – Steve Hebert, Community Development Director, COLT

Mr. Hebert reviewed the report with the Board. He reported the City has authorized the retention of a landscape planning/design consultant to review the ULI recommendations and provide options for the City and property owners for the next steps. The ULI panel recommended the name of the area be changed from “The Entertainment District” to a mixed use neighborhood name or title to reflect the fact that it is much more than just entertainment features at this time. Also, coordinated signage, amenities and access will be important in the future.

Director Van Ramshorst noted that the original intent of The Entertainment District was that it be included within the Park Meadows Metropolitan District some day. Mr. Hebert will have the consultant contact the District to discuss this and other options related to financing improvements needed within the District.

Mr. Hebert noted that the estimated assessed value of the District is \$38,000,000. Mr. Blodgett reported at the current PMMD mill levy, this would generate approximately \$228,000 of revenue annually.

X. Financial Items

A. Review January 23, 2013 Cash Position Report and 2012 Property Tax Summary

Mr. Blodgett reviewed with the Board. After discussion, the Board accepted the Report.

B. Approve December Claims Totaling \$43,032.82 and Approve Directors’ Fees Totaling \$471.75

Upon a motion duly made by Director Pearson, seconded by Director Kelly, and upon vote unanimously carried, the Board approved the December claims represented by check numbers 3439 through 3448 totaling \$43,032.82 and directors' fees represented by check numbers 3434 through 3438 totaling \$471.75.

C. Ratify Approval of Directors' Fees for January 14, 2013 Special Board Meeting - \$471.75

Upon a motion duly made by Director Kelly, seconded by Director Pearson, and upon vote unanimously carried, the Board ratified approval of the directors' fees for the January 14, 2013 special meeting represented by check numbers 3429 through 3433 totaling \$471.75.

D. Other

Mr. Blodgett reported Ms. Harwell will attend the February Board meeting and review the December 31, 2012 Financial Statements with the Board.

He also announced that Ms. Kristin Baumgartner, Senior Manager, CLA, and Park Meadows Metropolitan District accountant has accepted a position with the City of Lone Tree as Revenue Manager. Her last day with CLA will be February 15, 2013. The Board wished her the best in her new position with the City.

XI. Manager's Items

B. Genus Zero Project

Deferred to February Board meeting.

C. Referrals

Mr. Blodgett noted the District received a referral on the new Schwab Campus on the south side of Lincoln Avenue west of Park Meadows Drive. This project will add approximately 500,000 square feet of office space and 2,000 to 3,000 employees in the future. After discussion, the Board decided to respond with a "no comment".

D. Other

None.

XII. Attorney's Report

A. Consider Approval of Agreement with Valerian, LLC for Design and Construction Management Services for C470/Yosemite Landscaping Project - \$12,400

Upon a motion duly made by Director Kelly, seconded by Director Van Ramshorst, and upon vote unanimously carried, the Board approved the Agreement in the amount of \$12,400 plus expenses. Ms. Seaver noted that the agreement limits the liability of Valerian to the amount of the fees in the contract. She noted that the Board might find this to be an acceptable risk, given the small and discrete nature of the project, with minimal risk to the District.

B. Update on 2013 IGA with Park Meadows BID

Ms. Seaver reported that no formal action is required by the Board in 2013 beyond the appropriation done as part of the 2013 budget. The Agreement is automatically renewable each year through December 31, 2014, subject to annual appropriation each year.

C. Review and Consider Approval of Agreement with Icenogle Seaver Pogue for 2013 Legal Services

Ms. Seaver reported her firm's fees have increased slightly this year for the first time in five years. Mr. Blodgett noted they are still very competitive in the marketplace for general counsel work.

Upon a motion duly made by Director Thomas, seconded by Director Pearson, and upon vote unanimously carried, the Board approved the 2013 Legal Services Agreement and thanked Ms. Seaver for her excellent work during the first year of her contract in 2012.

D. Legislative Update

Ms. Seaver provided an update on several pending bills under discussion by the legislature. She will continue to do so at future Board meetings.

XIII. Director's Items

None.

XIV. Other Items

Mr. Hidahl distributed copies of the 2012 Lone Tree Citizen Survey Report. He noted that citizens indicated the City has a 98% general approval rate for its services to its citizens. The Board congratulated Mr. Hidahl and the City Council on this accomplishment.

Director Pearson asked if a landscaped median would be useful in Yosemite between Park Meadows Drive and Maximus? He noted there is quite a bit of traffic crossing the double yellow line to turn left into the gas station from northbound Yosemite. Mr. Cotten indicated this crossing movement across the double yellow lines is not illegal. He noted this would be a very short stretch of median and was not sure that it would be useful. Further discussion was tabled.

XV. Adjournment

Upon a motion duly made by Director Thomas, seconded by Pearson, and upon vote unanimously carried, the meeting adjourned at 7:50 p.m.

Respectfully submitted,


Secretary for the Meeting

Next Scheduled Meeting: The Next Meeting is a Regular Meeting scheduled for February 25, 2013 at 5:00 p.m. at the Lone Tree Civic Center, 8527 Lone Tree Parkway, Lone Tree.