

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

PARK MEADOWS METROPOLITAN DISTRICT

Held: Monday, May 16, 2016 at 5:00 P.M. at the Lone Tree Civic Center, 8527 Lone Tree Parkway, Lone Tree, Colorado.

Attendance:

A regular meeting of the Board of Directors of the Park Meadows Metropolitan District was scheduled in compliance with the laws of the State of Colorado, with the following directors in attendance:

John Herbolich
Greg Kelly
Tom Haning
Sharon Van Ramshorst
Roger Pearson

Also present were:

Steve Parry, director-elect; Stana Herbolich, Doug MacGregor and Mark Thomas, residents; Eric Keesen and Robin Price, The BrightView Group; John Cotten and Taylor Goertz, TTG Corp.; Mayor Jim Gunning, Councilmember Harold Anderson, Councilmember Wynne Shaw and Lisa Albers, P.E., City of Lone Tree; Bob Blodgett, Christine Harwell and Kim Herman, CliftonLarsonAllen LLP; Art Griffith, Douglas County Engineering; Mark Schaefer, P.E., AECOM; Joyce Lew, Board member Heritage Hills Metropolitan District; Donette Hunter and Tamara Seaver, Icenogle Seaver Pogue, PC.

Call to Order/ Declaration of Quorum:

Director Herbolich, noting the presence of a quorum, called to order the regular meeting of the Board of Directors of Park Meadows Metropolitan District at 5:00 P.M.

Directors Matters/Disclosure Matters:

None.

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- Public Comment: None.
- Approval of Agenda: After review and discussion, and upon motion of Director Van Ramshorst, which motion was seconded by Director Pearson, the Board of Directors approved the agenda as presented.
- May 3, 2016 Election Results:
Confirm Newsletter Mailing: Director Herbolich confirmed the newsletter mailing, without page 3 reference.
- Recognition of Councilmember Harold Anderson: The Board recognized out-going Councilmember Harold Anderson for his invaluable work on coordination and acting as liaison between the District and the City of Lone Tree. His current plan includes running for the RTD Board, which he noted, will allow him to continue his work, but that he had enjoyed his role in enhancing the City of Lone Tree to make it an enjoyable place to live.
- Other Board Member Discussions: Director Kelly noted he had spoken with Mr. Hammer regarding District construction of medians in street. Director Pearson reaffirmed the medians and unique traffic signalization is a signature feature in the City of Lone Tree. Mr. Blodgett also noted that the Board was instrumental in beautification of the medians by use of flagstone to offset planting. The first uniquely designed medians in the Denver area had been selected by prior board members including Director Kelly. Director Herbolich next recognized out-going Mayor Jim Gunning for his efforts in beautification by flagstone brick work and pedestrian lighting by presenting Mayor Gunning with a brick from the District as well as a caboose pedestrian light from him. Mayor Gunning thanked the District for working with the City councilmembers to provide beautification projects. He also thanked Councilmember Anderson for his service.
- Director Herbolich introduced Doug MacGregor and Mark Thomas. Mr. MacGregor addressed the board and congratulated Director Herbolich on his many years of service. Mr. Thomas also addressed the board and noted that during his six and a half years on the board, he had appreciated Director Herbolich's leadership and noted that he will be missed.

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Joyce Lew, Heritage Hills Metropolitan District also thanked Director Herbolich for his service and extended the District's appreciation for his guidance.

Mr. Blodgett presented Director Herbolich with a gavel, noting that a normal gavel would not be enough, and instead presented Director Herbolich with Thor's Hammer and a \$150 donation to the VOA in Director Herbolich's name from the Board of Directors. Messrs. Cotten and Goertz presented Director Herbolich with a picture depicting the District's achievements. Ms. Price also acknowledged Director Herbolich's long history with the District and presented him with an honorary BrightView shirt and potted plant. Ms. Seaver presented Director Herbolich with a commemorative bottle of wine. Director Herbolich responded to all by thanking everyone for the opportunity and his experiences obtained from performing his community service.

Administer Oaths of Office: Newly-elected directors Stephen Parry and Sharon Van Ramshorst's oaths of office were administered by Ms. Hunter, a notary public. At this time, Mr. Parry was invited to the director's table and began his four-year term.

Election of Officers: Director Van Ramshorst moved that the following officers be elected to serve as noted:

Greg Kelly – President
Sharon Van Ramshorst – Vice President
Roger Pearson – Treasurer
Thomas Haning – Secretary
Stephen Parry – Assistant Secretary/Assistant Treasurer

Director Haning seconded the motion, and upon vote, unanimously carried. The proposed officers were elected.

Recognition of John J. Herbolich: Director Kelly presented a Resolution Honoring John J. Herbolich for his service on the Board of Directors of the Park Meadows Metropolitan District 2007-2016. Included in the resolution are Mr. Herbolich's accomplishments by receipt of the SDA Collaboration Award in 2011; receipt of the SDA Board Member/Director of the year in 2014; development of the District's Goals and Objectives for annual review and approval; development of the District

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website; significant construction and landscape projects with and located in the City of Lone Tree, Park Meadows Mall commercial areas and providing assistance to various Lone Tree homeowners association to reduce HOA water costs. Further, that May 16, 2016 be declared John J. Herbolich Day within the District. Following the presentation, the board the approved the Resolution.

Consent Agenda:

Director Kelly moved approval of the Consent Agenda, comprising minutes of the April 25, 2016 regular meeting as revised and Denver Water Usage report. The motion was seconded by Director Pearson, and approved unanimously by the Board of Directors.

Discussion Agenda:

Construction Project Items:

County Line Road Improvements Study:

Art Griffith, Douglas County CIP Manager and Mark Schaefer, P.E. of AECOM addressed the Board to discuss the purpose of the County Line Road Improvements Study conducted by Douglas County. The focus of the study is to identify hot spots in the County Line Corridor dealing with traffic, access points and bike and pedestrian issues. They shared recommendations for four intersections to reduce congestion, improve corridor safety, mobility and access to local businesses while encouraging economic growth and providing implementable plans. The four intersections of major concern addressed by the study are the PF Chang's access, the I-25 south bound ramps at County Line, County Line at Inverness Drive and County Line at Chester Street. The goal is to build improvements that will have lasting impacts. At this time, anticipated costs are approximately \$8,000,000 to cover improvements at these intersections. It is anticipated the District would contribute \$750,000 (approximately 8.67% percent of the total cost), during 2017 -2018. Director Kelly noted that revenues the District receives from Park Meadows Mall are important in order to enable continued mobility in this corridor. At this time, Douglas County anticipates final design and CDOT approvals to be complete during summer 2016, utility relocation and right of way acquisition during 2017, coordination and construction scheduling west of I-25 during 2017 and 2018 and coordination and construction scheduling east of I-25 during 2018 and 2019. Formal application was also made to the Board of Southeast Public Improvement

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District for funding of their prorated portion of the project, Douglas County is awaiting a formal response for their funding request. Director Pearson moved to approve funding in the total amount of \$750,000 (\$250,000 during 2017 and \$500,000 during 2018) to fund the Park Meadows Metropolitan District portion of the anticipated costs. Director Haning seconded the motion, which was unanimously approved by the Board.

Lone Tree/PMMD Joint Cooperative Projects:

Tuck Point Median Rehabilitation: Mr. Cotten reported that the Tuck Point Median rehabilitation project should be complete by the end of this week and nothing further is planned for 2016 on this project.

Parkway Drive Landscaped Medians Construction: Construction is scheduled to begin next week on the Parkway Drive Landscaped medians, pending payment and installation of the water tap from Southgate Water and Sanitation District.

New Northbound Yosemite Right Turn Lane at Park Meadows Drive: The closing with Starbucks is complete and all right of way acquisition necessary for the project has been obtained. Advertising for bids on the project should begin within a month.

Review 2016-2021 Capital Improvement Projects Plan: Messrs. Blodgett, Herbolich, Cotten and Director Kelly had reviewed the proposed capital improvement projects plan. Suggestions including eliminating County Line landscaped medians, projects that are not likely to be completed, and addressing landscaping beyond Willow were made. Director Pearson inquired regarding maintenance, and Director Kelly and Mr. Cotten requested additional hardscape be included.

Landscape Maintenance/ Construction Items:

May Landscape Maintenance Report: Ms. Price reported fertilization and broadleaf control had been completed on April 27, 2016, mowing and edging is now on a more consistent schedule. Spraying and weeding in various shrub beds is also underway. Replacement of the evergreen trees requested at the April Board meeting, is also scheduled to begin within the next few weeks as well as replacing trees under warranty on Lincoln Avenue. Finally, she noted that a main line leak at Lone Tree Parkway is being repaired this week. The Board accepted Ms. Price's report.

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Proposed Work Orders:

Ms. Price reviewed with the Board the proposed Work Orders for May comprising (a) Crabapple/Aspen Tree Removal involving removal of 12 crabapple trees and various aspen trees due to last year's freeze damage for a total cost of \$4,619.00; and (b) Crabapple Tree Replacements in various areas around the District for a total cost of \$9,430.00. Director Van Ramshorst moved that the Board of Directors approve the two proposed work orders as presented. The motion was seconded by Director Haning and approved unanimously by the Board. A proposed Work Order for irrigation battery operated clock installation for a total cost of \$3,377.00 was discussed. The board was advised that the proposed work order would be cheaper than costs to bore holes in 12 zones and on an island. Following Ms. Price's review, Director Kelly moved that the Board of Directors approve the proposed work order as presented. The motion was seconded by Director Pearson and approved unanimously by the Board.

Mr. Blodgett requested that Ms. Price and Mr. Goertz address a purported traffic hazard on the Yosemite median just south of The Enclave front entrance. The grasses and pine tree appear to be causing concern for citizens. A recommendation regarding the Piñon tree will be prepared by Ms. Price and Mr. Goertz for review by the Board.

Sunningdale Road Median Landscape Improvement Options:

Ms. Price then reviewed with the Board two design budget options previously requested by the board for the Sunningdale Road Median Landscape Improvement. The first "Option 2 Revised" in the amount of \$19,997 with new plantings, removal of old trees, shrubs, cobble and re-grading, and flagstone to be provided by another contractor. This option will move the grading down to curb level, stop short leaving room for a sign, then finish remaining work in 2017 after South Suburban completes the sign installation. "Option 2" in the amount of \$22,773 was reviewed, but the board determined "Option 2 Revised" would better meet the District's needs. Following discussion, upon motion by Director Van Ramshorst, second by Director Parry and upon vote, unanimously carried, the board approved "Option 2 Revised" in the total amount of \$19,997.

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- Other: Directors Parry and Pearson then requested scheduling a time for a tour of the District's landscaping projects with Ms. Price.
- Financial Items:
- 2015 Audit: Ms. Harwell presented the 2015 Audit, noting that the auditor had an unmodified opinion. Following discussion, Director Kelly moved acceptance of the 2015 audited financial statements and approve filing with the State Auditor. Director Pearson seconded the motion, which was unanimously carried.
- May 13, 2016 Cash Positions Report: The Board reviewed the May 13, 2016 cash position report, the Board accepted the cash report as presented.
- April Claims: Mr. Blodgett then presented the District's claims for the month of April totaling \$243,301.90 and an additional \$554.10 for Directors fees, with a revised total of \$243,856. Director Van Ramshorst moved to approve the claims as revised. Director Pearson seconded the motion which was approved unanimously by the Board.
- ADP Payroll Processing: Ms. Harwell reported that all District client's payroll processing will be moved to ADP Payrolls. Director Kelly moved to approve ADP Payrolls for payroll processing. Director Van Ramshorst seconded the motion, which was unanimously carried.
- Accounting Services Engagement Letter Addendum: Ms. Harwell presented an accounting services engagement letter addendum, she noted that this notifies the District of additional language be added to each page of the monthly or quarterly financial statements. This change is in accord with SARS21, which became effective January 2016. Director Pearson moved to approve the addendum as presented. Director Kelly seconded the motion, which was unanimously carried.
- Manager's Items:
- Website Update: Mr. Blodgett noted that pictures of the newly-elected directors, prior directors and a new listing of director positions would be updated on the District's website. The Board requested that Mr. Blodgett review the website and remove older materials located on the home page.

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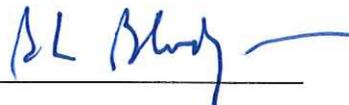
Referrals: Thereafter Mr. Blodgett reviewed several referrals from Douglas County and the Board directed he reply "no comment".

Attorney's Items: None.

Director's Items: Director Pearson noted for the record, his appreciation to John Herbolich for his hard work, dedication and assistance with preparation for board meetings.

Other Items: None.

Adjournment: There being no further business to come before the Board, upon motion made by Director Pearson, second by Director Kelly, the meeting was adjourned at 6:40 P.M.


Secretary