

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
PARKER JORDAN METROPOLITAN DISTRICT
HELD
JULY 21, 2011**

A special meeting of the Board of Directors (the "Board") of the Parker Jordan Metropolitan District (the "District") was held on July 21, 2011 at 5:00 p.m. at the offices of Clifton Gunderson LLP, 8390 E. Crescent Parkway, Suite 500, Greenwood Village, CO 80111.

Attendance

In attendance were Directors:

Norman A. Sheldon
Bill Lambertson
Clint Waldron
Mike Cornelsen

Also in attendance were:

Bob Blodgett and Kevin Collins; Clifton Gunderson LLP
Dianne Miller and Matt Ruhland; Miller & Associates Law Offices, LLC
Dan Sheldon; Miller Frishman Development Services, LLC
Mary Powell; ERO
Josh Duncan; J3 Engineering Consultants
Ron Lambert; Mulhern MRE
Joe Shinagle and Foster Kenny; Fiore & Sons

Call to Order

Director Sheldon called the meeting to order at 5:15 p.m. The absence of Director Allen Keesen was excused.

Pledge of
Allegiance

Mr. Sheldon led the Board and audience in the Pledge of Allegiance.

Declaration of
Quorum/Director
Qualifications
Disclosure Matters

Ms. Miller advised the Board that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Board then reviewed the agenda for the meeting, following which each Board member confirmed the contents of any written disclosure previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of members present was necessary to obtain a quorum or otherwise enable the Board to act.

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Director Sheldon reported that he had disclosed his interest as an owner of property located in the District. Director Sheldon is also a shareholder in Colorado Capital Bank, an entity with whom the District has done business. These disclosures are in association with the consideration and/or approval of agenda items which may affect his interests. A written disclosure of his interests was filed with the Secretary of State prior to the meeting.

Director Lamberton reported that he had disclosed his interest as an owner of property located in the District. The disclosure is in association with the consideration and/or approval of agenda items which may affect his interests. A written disclosure of his interests was filed with the Secretary of State prior to the meeting.

Director Waldron reported that he had disclosed his interest as an owner of property located in the District. Director Waldron is also an associate attorney with White, Bear & Ankele, which serves as general counsel to Cornerstar Metropolitan District. The disclosure is in association with the consideration and/or approval of agenda items which may affect his interests. A written disclosure of his interests was filed with the Secretary of State prior to the meeting.

Consideration
of Agenda

Upon a motion duly made by Director Waldron, seconded by Director Lamberton, and upon a vote, unanimously carried, the Agenda was approved as submitted.

Public
Comment

There were no public comments.

CONSENT AGENDA

Mr. Blodgett noted that the June 2011 claims have been revised to a total of \$80,234.61 represented by check numbers 1112 through 1126.

Upon a motion duly made by Director Waldron, seconded by Director Lamberton, and upon a vote, unanimously carried, the Board approved the Consent Agenda as listed below with the additional checks as noted.

- A. Approve Minutes of June 21, 2011 Regular Board Meeting;
- B. Accept July 15, 2011 Schedule of Cash Position;
- C. Accept June 30, 2011 Financial Statements;

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- D. Approve June 2011 Claims - \$80,234.61 Represented by Checks 1112 through 1126;
- E. Informational Items

DISCUSSION AGENDA

Legal

- A. Status of IGA "Participation Agreement" with CCBWQA Regarding Construction for PJCOS Phase II Stream Improvements

Mr. Sheldon reported that a check in the amount of \$586,571 from CCBWQA was received today by the District, per the Agreement.

Upon a motion duly made by Director Waldron, seconded by Director Lamberton, and upon vote unanimously carried, the Board approved the Participation Agreement.

- B. Status of Requested Access Easement from Arapahoe County

Ms. Miller reported the license agreement and various easements related to the Stream and Amenities Project have been approved by Arapahoe County.

- C. Status of \$250,000 IGA with Arapahoe County for LWC Bridge and Eastern Trail Extension Grant

Mr. Blodgett and Mr. Sheldon reviewed the revised Low Water Crossing Bridge and Eastern Trail Extension Grant budget with the Board. Based on the bid from Fiore & Sons, Inc. ("Fiore") for the bridge and the trail, there is now an estimated \$40,000 surplus in the budget after receipt of the grant. These funds can potentially be used for the trail connection to the future Arapahoe Road Trailhead. This is being discussed with Mr. Carter.

Upon a motion duly made by Director Lamberton, seconded by Director Waldron, and upon vote unanimously carried, the Board approved the IGA with Arapahoe County for LWC Bridge and Eastern Trail Extension Grant in the amount of \$250,000.

- D. Status of Exclusion of 27 Acre Open Space from the VCMD

Director Sheldon reported the City of Centennial (the "City") has notified the District that it will not pursue this with the Vermillion Creek Metropolitan District ("VCMD") until the end of July or August. The

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City will report back to the District on the status of this and other issues with the property owners within the VCMD some time by the end of July.

E. Executive Session – Legal Advice

Not required.

F. Staging and Irrigation Agreement with Tagawa

Ms. Miller recommended approval of a staging and irrigation agreement with Tagawa for necessary items related to the PJCOS Amenity and Streambed Project. Mr. Sheldon reported this has been negotiated with Tagawa at no cost to the District.

Upon a motion duly made by Director Waldron, seconded by Director Cornelsen, and upon vote unanimously carried, the Board approved the agreement subject to legal counsel review and distribution to the Board since it was not provided in the meeting packet.

Director Sheldon reported that Mr. Tagawa is also requesting approximately \$2,000 to \$3,000 of landscaping along the split rail fence. Mr. Sheldon said this can be addressed later in the project. The Board was receptive to its future approval.

Capital Projects

A. PJCOS Stream and Amenity Work

1. 404 Permit Status

Ms. Powell reported that approvals are still pending with the U.S. Fish and Wildlife Service, U.S. Army Corps of Engineers (the “Corps”), and the State Historic Preservation Office (“SHPO”). She anticipates that approvals should be provided within the next 30 days. There are no technical issues with the permit to her knowledge or Director Sheldon’s; however, the Corps has a lot of projects being reviewed and has not processed the paperwork yet.

Director Sheldon asked that Ms. Powell provide Mr. Blodgett with a contact individual at the Corps to emphasize the importance of this permit being issued as soon as possible. Ms. Powell indicated Mr. Kyle Downing is the project manager with the Corps and is the one coordinating the activities of SHPO and the U.S. Fish and Wildlife Service to try to complete the permit approval. She reported Ms. Susan Linner is the Region 6 field office person in charge with the U.S. Fish and Wildlife Service.

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After discussion, Director Sheldon agreed to conduct a conference call with Ms. Powell and Mr. Downing to determine if there is anything the District can do to move the approval along.

Director Sheldon reported he has contacted Congressman Coffman's office for assistance. He has provided them information on the status of the permit. No response has yet been received.

Mr. Duncan reported that the future extension of the trail to the Arapahoe Road trailhead will require a minor amendment to the nationwide 404 Permit. This can be addressed at a future date as it is not the subject of the current permit request.

The Board thanked Ms. Powell for her presentation and asked that she continue to do everything possible to expedite the approval of the permit so that the District's project can move forward this year, and not lose a full construction season.

2. Consider Approval of Contract For PJCOS Stream and Amenities Work With The Low Responsive Bidder

Mr. Sheldon reported that Fiore was the low bidder for the Stream Amenities and Low Water Crossing Bridge and Trail Extension Project in the total amount of \$3,552,691.28. There was one other bidder who was significantly higher than Fiore's bid, and another that was within 6% difference. A review of Fiore qualifications by the District, SEMSWA, Urban Drainage and Flood Control District, and the City has determined that Fiore has performed work on other projects similar to the required Cherry Creek Stream corridor work. The consultants and partners recommend approval of Fiore's bid as the lowest responsible and responsive bidder.

Mr. Blodgett reviewed the budget with the Board. Approval of this contract will necessitate an approximate usage of \$500,000 from the District's Capital Projects Fund uncommitted fund balance, due to amenity overcharges.

The Board can designate the \$500,000 as additional landscaping and amenities work which would qualify for future open space sales tax fund grants from Arapahoe County, the City, GOCO or other partners. The Board determined that the District should continue to work with Arapahoe County and other partners to attempt to obtain these funds in the near future. Ms. Miller reported that at a future date the Board could reduce the scope of work in the amenities package to match the available funds prior to proceeding with that portion of the contract in 2011 or 2012.

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Mr. Shinagle reported that Fiore would have some loss of overhead due to a reduction in scope. They requested 7% as their indirect cost loss on any reduction in scope.

They also requested that the District be able to negotiate with Fiore in a range of plus or minus 25% on any unit quantity.

Mr. Shinagle presented a booklet containing Fiore's qualifications to the Board.

After additional discussion, upon a motion by Director Lamberton, seconded by Director Waldron, and upon vote unanimously carried, the Board approved the lowest responsible and responsive bidder as Fiore for the PJCOS Stream Amenities and Low Water Crossing Bridge work in the amount of \$3,552,691.28. The Board asked that the District consultants continue to seek open space grant funds for the overage in the amenities work budget.

Upon a motion duly made by Director Waldron, seconded by Director Cornelson, and upon vote unanimously carried, the Board authorized Ms. Miller to prepare an amendment to the contract to provide for a 7% indirect cost factor applied to any reduction in the future scope of the contract, and also provide that the District may negotiate different unit prices and costs on any components that are increased or decreased by greater or lesser than 25% of the anticipated unit quantities in the contract.

3. Removal of Barb Wire Fence in PJCOS Adjacent to South Creek

The barb wire fence adjacent to South Creek will be removed as a part of the construction contract after construction is completed.

B. Status of Contract for Archeological Dig Adjacent to Cherry Creek

Mr. Sheldon reported the RFP is being finalized and should be released soon. Further update at the August Board Meeting.

C. Consolidated Cherry Creek Projects

Director Sheldon reported he, Mr. Blodgett and Mr. Sheldon participated in a conference call with Mr. Carter this morning. Mr. Carter agreed to review the possibility of additional funds from Arapahoe County to assist with the shortfall in the amenities budget. Mr. Carter also indicated he has

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discussed with the City of Aurora the possibility of participating in the trail extension project to the future Arapahoe Road Trailhead.

D. Status of LWC Bridge and Eastern Trail Extension

Previously discussed.

E. As Builts – Broncos Parkway Trailhead and Cherry Creek Regional Trail

Mr. Sheldon and Mr. Duncan reported the as builts should be completed in the near future.

F. Other Capital Projects

Mr. Sheldon reported that J3 Engineering expended all of the available funds in their design contact for the PJCOS amenities streambed package approximately five months ago. They have not been billing the District for this work since. The Board noted Director Sheldon's comments.

Financial

A. Other Financial Matters

Director Sheldon noted that property taxes paid to date are ahead of the same date last year by a significant percentage. Mr. Collins stated that the Cornerstar property owner most likely paid their taxes earlier this year.

Director Sheldon reviewed the status of the Certificate of Deposits with Mr. Collins.

Director's Items

A. SDA Conference, Breckenridge September 14 -16

Directors Sheldon, Waldron and Cornelson indicated they will attend the conference. Mr. Blodgett will coordinate their registration.

B. Review District Shirt Cost Estimate

Mr. Sheldon noted he has arranged for shirts through his Annual Big Sticks Fund Raiser Tournament held the last 15 years. After discussion, upon a motion duly made by Director Lamberton, seconded by Director Cornelson, and upon vote unanimously carried, the Board authorized Mr. Sheldon to complete the District shirt project for the Board.

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C. CCVEP Pond Issues

Director Sheldon reviewed with the Board. No action was taken.

D. Confirm Holiday Dinner Date

After discussion, the Board confirmed Tuesday, December 13, 2011 at Del Frisco's as the Holiday Dinner date for the Board members, consultants and spouses.

Manager's Items

A. Discuss Consolidated Projects

Previously discussed.

B. PJCOS Weed Control Update

Director Lamberton reported that the work is continuing on the weed control. Ms. Kimmer identified additional weeds along the Cherry Creek Regional Trail. Mr. Sheldon reported he anticipates L&M mowing these weeds tomorrow.

Mr. Blodgett reported that a prairie dog colony has developed within the open space. The Board authorized use of a contractor to address the prairie dog issues.

C. July 15, 2011 CCBWG Meeting Cancelled

Mr. Blodgett reported this meeting was cancelled. The next meeting is in August.

D. Website Update

1. Secure Site Protocol

The Board approved the secure site protocol as recommended by Mr. Nearing.

2. Activity Status Sheet

The Board reviewed the recent activity on the District website.

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E. 2011 GOCO Workshops

Mr. Blodgett will discuss with Ms. Brown to determine whether a mini grant is needed or worthwhile to pursue for the District in the fall of 2011. The deadline for submittal of the grant application is August 26th.

Other Business

A. Confirm Quorum for August 16, 2011 Board Meeting

The Board confirmed a quorum for the August 16, 2011 meeting. Mr. Blodgett will inform Director Keesen.

B. Other Business

None

Adjournment

Upon a motion duly made by Director Lamberton, seconded by Director Sheldon, the meeting was adjourned at 7:45 p.m.



Secretary for the Meeting