

RECORD OF PROCEEDINGS

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**MINUTES OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF THE  
PARKER JORDAN METROPOLITAN DISTRICT  
HELD  
DECEMBER 13, 2011**

A special meeting of the Board of Directors (the "Board") of the Parker Jordan Metropolitan District (the "District") was held on December 13, 2011 at 4:15 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 Lamberton  
Allen Keesen  
Clint Waldron  
Mike Cornelsen

Also in attendance were:

Bob Blodgett, Kevin Collins; Clifton Gunderson LLP  
Dianne Miller and Matt Ruhland; Miller & Associates Law Offices, LLC  
Dan Sheldon; Miller Frishman Development Services, LLC  
Ron Lambert; Mulhern MRE  
Susan Brown; Valerian LLC  
Josh Duncan; J3 Engineering  
Brenda Sheldon; Director Sheldon's spouse  
Cady Sheldon; Dan Sheldon's spouse

Call to Order

Director Sheldon called the meeting to order at 4:20 p.m.

Pledge of  
Allegiance

Mr. Lambert 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

## RECORD OF PROCEEDINGS

---

the participation of members present was necessary to obtain a quorum or otherwise enable the Board to act.

Director Sheldon reported that he had disclosed his interest as an owner of property located in the District. 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 Keesen reported that he is 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 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.

Director Cornelsen reported that he has no conflicts to disclose. Therefore, no written disclosure of interest was filed with the Secretary of State prior to the meeting.

Consideration  
of Agenda

The Board approved the Agenda as submitted.

Public  
Comment

There were no public comments.

### **CONSENT AGENDA**

Mr. Blodgett recommended removal of Item F, Reimbursement of \$4,984.34 to Alberta Partners for System Development Fees since the engineering certification has not yet been received. Director Lamberton answered questions regarding Item D, the Emerald Isle Landscaping 2012 Agreement.

## RECORD OF PROCEEDINGS

---

The Board also noted that the ACWWA mailing containing the 2011 newsletter has been sent to residents of South Creek and the District. Director Cornelsen expressed his appreciation to Mr. Mendisco for his work on the newsletter.

After discussion, and upon a motion duly made by Director Keesen, seconded by Director Lamberton, and upon a vote, unanimously carried, the Board approved the Consent Agenda with the exception of Item F. (Director Cornelsen was absent for this vote.)

- A. Approve Minutes of the November 15, 2011 Regular Board Meeting Minutes
- B. Accept December 12, 2011 Schedule of Cash Position
- C. Approve November 2011 Claims Represented by Check Numbers 1223 through 1246 Totaling \$425,013.63
- D. Adopt 2012 Landscape Maintenance Agreement with Emerald Isle Landscaping, Inc.
- E. Accept 2011 Newsletter
- F. Approve Reimbursement of \$4,984.34 to Alberta Partners for System Development Fees Previously Paid
- G. Approval of Open Space Sign Package Installation – Boyd Signs - \$15,999
- H. Information Items

### **DISCUSSION AGENDA**

Capital  
Projects

- A. PJCOS Stream and Open Space Reclamation/Amenity Work (the “Project”)
  - 1. Power Point Update – Dan Sheldon

Mr. Sheldon reported that he did not prepare a Power Point for this meeting. He reviewed his recent executive summary report to the Board regarding the status of activities on the Project. He noted that the GESC plan is being revised by J3. He will provide a copy of this information to Ms. Fetters.

## RECORD OF PROCEEDINGS

---

Mr. Sheldon will also inform the Fetters/MPIC of the PJCOS Stakeholder's meeting to discuss the GESC so that the Fetters/MPIC can participate if desired.

Mr. Sheldon noted that the State Engineer's office and Water Commissioner are considering a requirement for a Substitute Water Supply Plan ("SWSP") in association with a de-watering permit. The consultants believe there is deminimus use of water on the site and loss through evaporation as the water is pumped to the approved diversion channels. However, if the State requires an SWSP, it is potentially a lengthy and costly process and could cause the Project to be terminated. The consultants are recommending that a water rights engineer and water rights attorney be retained to assist the District in meeting with the State Engineer's office and Water Commissioner on Friday, December 16, 2011 to discuss these issues.

Ms. Miller recommended retention of Martha Whitmore, Jackson Kelly PLLC, as the District's water rights attorney. She noted that Ms. Whitmore recommended the use of Leonard Rice Engineers, Inc. as the District's water rights engineer for this meeting.

Both will be retained on an hourly basis. Following the meeting on Friday, it may be possible to estimate what the additional time commitment may be.

Following additional discussion, and upon a motion duly made by Director Lamberton, seconded by Director Waldron, and upon a vote, unanimously carried, the Board approved agreements with Leonard Rice Engineers, Inc. and Jackson Kelly PLLC, subject to final legal review of both agreements, effective immediately.

### 2. Status of Arapahoe County OSTAB Request for Open Space Grant Funding – \$643,000

Mr. Sheldon reported the OSTAB unanimously recommended approval of the District's \$643,000 grant request for PJCOS open space reclamation costs. There will be a study session with the Board of County Commissioners ("BOCC") on January 24, 2012 to discuss the request. The BOCC has the final decision.

### 3. Status of Vacation and Designation of Two Revised Easements with MPIC – Discuss Fetters' Proposed Alternative(s)

Mr. Sheldon reported that Mr. Scajaghy, attorney for the Fetters/MPIC noted they may have an alternative proposal regarding the easements granted by the District. The District has yet to receive the proposed alternative, though Ms. Miller indicated Mr. Scajaghy has recently stated

## RECORD OF PROCEEDINGS

---

they are working on the proposed alternative and will submit it to the District when completed.

### B. Other Capital Projects

Ms. Brown distributed copies of the kiosk button layout and supporting sheets for Board review. She asked for comments within the next two weeks.

The Board asked that information and pictures of the 1965 flood on Cherry Creek be included in the kiosk in the appropriate place.

### Legal

#### A. Status of Open Records Requests from MPIC and the Fetters Family

Ms. Miller reported the Fetters/MPIC have filed a lawsuit against the District citing a violation of CORA requirements. The District filed an answer and counter claim with the Court. The Fetters/MPIC have until December 23, 2011 to respond to the District's counter claim.

#### B. Executive Session – Legal Advice (If Necessary)

Not necessary.

### Financial

#### A. Discuss Director Fee Payments – Change to W2 Instead of 1099's

Mr. Collins reported the IRS sent a letter to the District in November indicating that the Directors are employees and should immediately be changed to W2 status rather than a 1099 independent contractor status. The IRS also requested approximately \$3,000 in back taxes in withholding for 2009 and 2010. Mr. Collins will contact the revenue agent to discuss a waiver of the 2009 and 2010 fine levies.

Mr. Collins reported that as of today's meeting, the Directors are being paid as employees with a W2, and this has been corrected for all of 2011.

### Director's Items

None.

### Manager's Items

#### A. Status of Advertising Signs for PJCOS Pet Waste Stations

Director Sheldon reported he is meeting on site with Centennial Bank, the sign company and Mr. Mendisco on December 14, 2011 to locate and install the signs. He expressed appreciation to Mr. Mendisco for his work on this project.

RECORD OF PROCEEDINGS

---

Other Business

A. Confirm Quorum for January 17, 2012 Board Meeting

All Board members except Director Keesen can attend this meeting.

B. Other Business

None.

Continued  
Board Meeting

Upon a motion duly made by Director Keesen, seconded by Director Cornelsen, and upon a vote unanimously carried, the Board approved to continue the meeting at the Chinook Restaurant located at 6380 S. Fiddlers Green Circle, Greenwood Village 80111 at 5:40 p.m. Director Waldron did not attend the continued meeting.

The Board expressed their appreciation to Ms. Brandenburger for her work in planning and coordinating the holiday dinner. Mr. Clemens Georg, restaurant manager, also expressed his appreciation to Ms. Brandenburger.

Adjournment

The meeting adjourned at 9:10 p.m.

  
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Secretary for the Meeting