

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
PARKER JORDAN METROPOLITAN DISTRICT
HELD
JUNE 5, 2012**

A special meeting of the Board of Directors (the "Board") of the Parker Jordan Metropolitan District (the "District") was held on June 5, 2012 at 12:00 p.m. at CliftonLarsonAllen LLP, located at 8390 E. Crescent Parkway, Suite 500, Greenwood Village, CO 80111.

Attendance

In attendance were Directors:

Norman A. Sheldon
Mike Cornelsen
Bill Lamberton
Clint Waldron (via telephone)

Also in attendance were:

Bob Blodgett and Kevin Collins; CliftonLarsonAllen LLP
Rick Kron; Grimshaw and Haring
Tom Bishop; D.A. Davidson & Company
Peter Whitmore; Sherman & Howard LLC

Call to Order

Director Sheldon called the meeting to order at 12:00 p.m.

Pledge of
Allegiance

Mr. Whitmore led the Board and audience in the pledge of allegiance.

Declaration of
Quorum/Director
Qualifications
Disclosure Matters

The Board was advised 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.

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

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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.

Mr. Cornelsen presented information on his disclosure as an owner of a home in the Southcreek Subdivision. He indicated his home backs up to the 27-Acre Open Space and he would like this placed into future Board meeting minutes effective with the May 15, 2012 Board meeting. His address is 16161 E. Otero Avenue.

Consideration
of Agenda

The Board approved the Agenda.

Public
Comment

There were no public comments.

2012 Refunding
Notes – Final
Determination to
Issue or Refund
General Obligation
Debt

- A. Approve a Resolution Authorizing the Issuance of Two Series of General Obligation Refunding Notes in the Approximate Aggregate Principal Amount of \$12,000,000 for the Purpose of Refunding a Portion of Existing General Obligation Indebtedness

Mr. Bishop reported that the Series A Notes will total approximately \$3,300,000 and a tax exempt rate of 2.38% for 15 years. Series B Notes in the amount of approximately \$8,300,000 will have an interest rate of 3.66% through September 2013 during the period in which they are taxable and then convert to a tax exempt rate of 2.38% after September 2013.

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Mr. Bishop further reported that Colorado State Bank has requested an amendment to the Resolution to provide that if the loan is not bank qualified in September 2013 due to changes in the law, the interest rate would increase by approximately 25 basis points to 2.63% instead of 2.38%. Mr. Bishop stated this would reduce the net present value savings of approximately 12% to 11%, and from approximately \$1,400,000 to \$1,300,000. He indicated this still is a significant savings from the District's current interest rate on the debt and also from the second low bidder when the RFP's were issued to the banks.

After discussion, the Board decided to accept this requested amendment from Colorado State Bank.

Mr. Whitmore reported that the approval of the Bond Resolution today will also approve the Escrow Agreement with UMB, the Paying Agent and Registrar Agreement with UMB and the Placement Agent Agreement with D. A. Davidson & Company.

Upon a motion duly made by Director Waldron, seconded by Director Cornelsen, and upon a vote, unanimously carried, the Board approved the Resolution as presented.

B. Call Special Meeting for Friday, June 15, 2012 at 10:00 a.m. (Scheduled Bond Closing) In Case Additional Board Actions are Required

Upon a motion duly made by Director Cornelsen, seconded by Director Lamberton, and upon a vote, unanimously carried, the Board called a special meeting for Friday, June 15, 2012 at 10:00 a.m. at CliftonLarsonAllen LLP located at 8390 E. Crescent Parkway, Suite 500, Greenwood Village, CO 80111.

Mr. Kron reported that State statutes specifically provide an option for Board members to participate by telephone in a meeting where the sole item is a Bond approval. Mr. Whitmore stated it is not yet known if a Board meeting will actually be required. Mr. Blodgett's office will notify the Board prior to June 15, 2012.

Other Business

Upon a motion duly made by Director Lamberton, seconded by Director Cornelsen, and upon a vote, unanimously carried, the Board approved Director Cornelsen as Vice President and Assistant Secretary/Treasurer for the District.

Upon a motion duly made by Director Cornelsen, seconded by Director Lamberton, and upon a vote, unanimously carried, the Board ratified the election of Director Lamberton as Secretary/Treasurer of the Board.

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Mr. Whitmore will meet with Directors Sheldon and Cornelsen on Thursday, June 14th at 12:00 noon to sign all of the final closing documents. Mr. Kron will also attend this meeting. Mr. Blodgett and Mr. Collins are unavailable.

Director Sheldon asked that the Board discuss the 1988 IGA between the District and Arapahoe County regarding a 2 mill levy commitment for Cherry Creek Valley Ecological Park improvements. The Board agreed.

Mr. Blodgett and Mr. Collins reported Colorado State Bank had contacted the District regarding this IGA and requested copies of it and its two amendments. These were provided. The bank expressed concern that the IGA does not clearly indicate that the 2 mill levy is terminated in 2026 without a balloon payment of outstanding principal and interest at that time.

Mr. Kron reported he has reviewed the agreement and believes it is clear the District's obligation for the 2 mill levy ceases in 2026 and no payments of accrued principal and interest are required. Director Sheldon noted that Arapahoe County and other entities are apparently short approximately \$500,000 of funds to be able to construct the required Cherry Creek drainage and amenity improvements adjacent to the Ecological Park. He noted there might be an opportunity for the District to assist in this regard in exchange for discussion regarding relief on the 2 mill levy IGA in the future.


Director Sheldon asked Mr. Blodgett to set a meeting with Commissioner Nancy Sharpe, County Administrator Shannon Carter, himself, Director Cornelsen and consultants to discuss the 2 mill levy IGA in the near future.

Director Sheldon asked Mr. Blodgett, Mr. Collins and Mr. Kron to prepare a "fact sheet" on the IGA and the District's past payments to the County and projected future payments through 2026.

Mr. Blodgett reported that the 1988 IGA and its two amendments were provided to Mr. Nearing for placement in the contract administration section of the District's website yesterday.

Adjournment

Upon a motion duly made by Director Cornelsen, seconded by Director Lamberton, and upon a vote unanimously carried, the meeting was adjourned at 1:20 p.m.


Secretary for the Meeting