

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF PARK CREEK METROPOLITAN DISTRICT HELD JANUARY 27, 2022

The regular meeting of the Board of Directors (“Board”) of the Park Creek Metropolitan District (“Park Creek” or “District”) was held on Thursday, January 27, 2022 at 9:00 a.m., virtually via Zoom. Links and call-in information were provided.

ATTENDANCE

Directors in attendance:

King H. Harris, Chair
Rus Heise
James Chrisman
Brian Fennelly

Director absent (whose absence was excused):

John Moye

Also, in attendance:

Jan Bevier of Stapleton Development Corp.
Tammi Holloway of Stapleton Development Corp.
Diane Wheeler of Simmons and Wheeler
Barbara Neal, Public Art Consultant
Forrest Hancock of Brookfield Properties Development
Sarah French of Brookfield Properties Development
Kerry O’Connell of M.A. Mortenson
Shannon Gifford of City and County of Denver
Ty Holt of The Holt Group (special counsel)
Megan Murphy of White Bear Ankele Tanaka & Waldron
Justin Ross of Westerly Creek Metropolitan District
Joseph Stanoch of CRL Associates
Shalise Hudley-Harris
Tom Reynolds
Paul R. Cockrel of Collins Cockrel & Cole
Micki L. Mills of Collins Cockrel & Cole
Sarah Luetjen of Collins Cockrel & Cole

RECORD OF PROCEEDINGS

NOTICE

It was noted that the agenda notice of the meeting had been properly posted as required by law.

CONFLICTS OF INTEREST

It was reported that Directors Chrisman and Fennelly had previously filed a Disclosure of Potential Conflict of Interest Statement with the Board and the Secretary of State in accordance with statutory requirements. Director Chrisman's conflict arises from his employment relationships or officership or directorship positions with Forest City Stapleton, Inc., Forest City Stapleton Land, LLC or other subsidiaries of Forest City Enterprises, L.P. and its related entity, Brookfield Properties Development (collectively "Forest City"), the developer of property within the District and Westerly Creek Metropolitan District ("Westerly Creek" and together with the District, the "Districts"), including entering into various reimbursement, funding, management and service agreements with the District. Director Fennelly's conflict arises from his consulting and contract services for Forest City and his potential conflict of interest arising from his prior position with the Master Community Association, Inc., which provides property management services for the District.

Directors Harris and Moye also have previously filed Disclosure of Potential Conflict of Interest Statements with the Board and the Secretary of State in accordance with statutory requirements. Such conflicts arise from their respective directorship or officership positions with Stapleton Development Corporation, a non-profit corporation ("SDC"), which is responsible for the disposition of the development property owned by the City and County of Denver ("City") within the Districts, including entering into agreements with the Districts and with SDC Services Corp., a subsidiary company, which provides administrative services to the Districts under the Professional Services Agreement.

All Disclosure of Potential Conflict of Interest Statements, whether filed for this meeting or previously, are deemed continuing in nature and are incorporated into the record of the meeting.

RECORD OF PROCEEDINGS

All Directors stated that the participation of at least three of them in the meeting was necessary to obtain a quorum of the Board or otherwise enable the Board to act; that written disclosures of such potential conflicts of interest of each Director had been filed with the Board and the Secretary of State in accordance with statutory requirements; and that the nature of each Director's private interests related to their consulting, directorship or officership positions with either Forest City Stapleton, Inc., Forest City Stapleton Land, LLC or other subsidiaries of Forest City Enterprises, L.P, the Master Community Association, Inc., and SDC or SDC Services Corp. After each Director had summarily stated for the record the fact and nature of his private interests and had further stated that the determination to participate in voting or take any other action on any contract or other matter in which he may have a private interest would be made in compliance with Section 24-18-201(1)(b)(V), C.R.S., on an ad hoc basis, the Board turned its attention to the agenda items.

MINUTES

The Board reviewed the Minutes of the December 16, 2021 regular meeting. Upon motion duly made, seconded and unanimously carried, the Board approved the Minutes of such meeting.

PUBLIC ART

The Board reviewed the Public Art Projects Update submitted by Ms. Neal, a copy of which is attached hereto. Upon motion duly made, seconded and unanimously carried, the Board accepted the Public Art Report.

TREASURER'S REPORT

Ms. Bevier indicated there were no December 2021 financials or Treasurer's Report at this time.

Ms. Wheeler reported that the only proposal for the preparation of the District's 2021 Audit was received from Banks, Finley, White & Co., even though RFPs were provided to several auditing firms. Mr. Cockrel advised that he has requested Banks Finley to confirm its

RECORD OF PROCEEDINGS

clearance of any conflicts with respect to performing the District's audit work. Upon motion duly made, seconded and unanimously carried, the Board accepted the Banks Finley proposal for performing the 2021 Audit, subject to the clearance of any potential conflicts of interest regarding their work with SDC or other related entities

DEVELOPMENT MANAGER'S REPORT

Mr. Hancock presented the pre-award trade contract recommendation, as reflected in the Development Manager's Report attached hereto and incorporated herein by this reference. The Board reviewed the DBE participation and discussed options to improve. Upon motion duly made, seconded and unanimously carried, the Board approved the pre-award trade contracts, as reflected in the Development Manager's Report attached hereto, subject to the Chair and Mortensen working with the recommended contractors to improve DBE participation, if possible.

Mr. Hancock reported on various development issues.

LEGAL REPORT

Director Fennelly and Mr. Cockrel reported on the 2021 surplus TIF funds currently available for encumbrance by the District for new trunk projects, amounting to approximately \$5,300,000. Upon motion duly made, seconded and unanimously carried the Board authorized encumbering such surplus TIF funds and using such funds to finish certain trunk projects listed under IFDA No. F-8, including park improvements.

Mr. Cockrel presented the Resolution Designating Location to Post Notice designating the ground floor lobby of 7350 East 29th Avenue as the location where the agenda notice will be posted at least 24 hours prior to each meeting of a quorum of the Board. Upon motion duly made, seconded and unanimously carried, the Board adopted the Resolution, a copy of which is attached hereto.

Upon motion duly made, seconded and unanimously carried, the Board approved the engagement letter for Cockrel Ela Glesne

RECORD OF PROCEEDINGS

Greher & Ruhland, P.C., as the District's general counsel.

EXECUTIVE
SESSION

Chair Harris then moved that the regular meeting of the Board be temporarily adjourned and that the Board reconvene in Executive Session for the sole purpose of providing direction to and receiving advice of General Counsel regarding the bond refinancing and other financial matters in accordance with Section 24-6-402(4)(b) and (e), C.R.S. The motion was seconded and unanimously carried. The Board temporarily adjourned the regular meeting at 9:25 a.m. and reconvened in Executive Session.

The Board then reconvened in regular session at 9:55 a.m.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned.



Secretary for the Meeting

**NOTICE OF REGULAR MEETING OF THE BOARD OF DIRECTORS OF
PARK CREEK METROPOLITAN DISTRICT**

NOTICE IS HEREBY GIVEN that the regular meeting of the Board of Directors of the Park Creek Metropolitan District, City and County of Denver, Colorado, will be held on Thursday, January 27, 2022, at 9:00 a.m. Due to public health concerns, the meeting will be held virtually via Zoom. To join the meeting, please visit the following link or call one of the following phone numbers:

Please click this URL to join. <https://us02web.zoom.us/j/82675748935>

Or join by phone: US: +1 346 248 7799 or +1 669 900 9128 or +1 253 215 8782

or +1 312 626 6799 or +1 646 558 8656 or +1 301 715 8592

Webinar ID: 826 7574 8935

AGENDA

1. Public comment.
2. Disclosure of potential conflicts of interest.
3. Approval of Minutes of December 16, 2021 regular meeting.
4. Public Art Report (Barbara Neal).
5. Treasurer's Report (Jan Bevier and Diane Wheeler).
 - Review and acceptance of current financial statements
 - Consider proposal from Banks, Finley, White & Co. of Co PC for preparation of 2021 Audit.
6. Development Manager's Report (Forrest Hancock).
 - Discussion and approval of project awards, contracts and change orders
7. Attorney's Report (Paul Cockrel).
 - Consider approval of engagement letter with Cockrel Ela Glesne Greher & Ruhland
 - Consider adoption of Resolution Designating Posting Location
 - Review letter from DURA regarding 2021 Retained Taxes pursuant to Cooperation Agreement between City, DURA and SURA
8. Any other matter that may come before the Board.
9. Executive Session including determining negotiation positions (Section 24-6-402(4)(e), C.R.S.) and consultation with District special counsel regarding legal advice on Westerly Creek Metropolitan District matters (Section 24-6-402(4)(b), C.R.S.).
10. Next Board meeting scheduled for February 24, 2022.

January 19, 2022

MEMORANDUM

TO: The Board of the Park Creek Metropolitan District
FROM: Barbara Neal
Public Art Consultant for Central Park
RE: Public Art Projects Update

Ellipse I (East 29th Avenue and Xenia Street) *The Eye and the Horizon (After Monet)*

Commission: \$100,000

Artist: Ilan Averbuch (Long Island City, NY)

Completed. 2006

Monitor.

Assessed, January 11, 2022.

The artwork appears to be holding up well thanks to annual inspection and treatment of any damage to the painted steel elements. The plaque is badly scuffed and difficult to read. It should be replaced.

Recommend scheduling annual inspection and conservation this summer.

Invoice paid to Demiurge for graffiti removal last month.

Northfield *Airfoils*

Commission: \$100,000

Artist: Patrick Marold (Denver, CO)

Completed. 2006

Monitor.

Assessed January 10, 2022.

The artwork is in good condition.

The single airfoil at Montview High School has some damage to the screened vertical edge.

Will contact Becca Meyers, Principal, Montview High School, to arrange for repair.

Maintenance and conservation are the school's responsibility according to the agreement signed with PCMD for the long-term loan of this artwork.

Central Park Recreation Center *Staplefield and Thought Balloons*

Commission: \$250,000

Artist Team: Walczak & Heiss (Marek Walczak, NY and Wesley Heiss, PA)

Completed. 2011

Thought Balloons commissioned by Arts and Venues Denver Public Art Program

Staplefield conveyed to the City and County of Denver in 2011 via an Assignment of Interest.

Monitor.

Assessed January 11, 2022.

Both artworks are functioning. Contacted Arts and Venues to see when the *Staplefield* light strings would be reprogrammed to respond to motion instead of its current random programming.

The website, <http://thoughtballoons.org/> will continue to solicit suggestions for dialogue text indefinitely.

F15 Pool *Conditional Reflections*

Commission: \$75,000

Artists: Jeanine Centuori and Russell Rock of UrbanRock Design (Los Angeles, CA)

Completed. 2008

Deaccessioned 2013

Eastbridge Town Center *Talking Parking Meters*

Commission: \$100,000

Artists: Jim Green (Denver, CO) and Ryan Elmendorf (Denver, CO)

Completed. 2017

Monitor.

Assessed January 11, 2022

The “Greetings” meter and the “Nature Sounds” meter are not functioning; there is no response to motion in the vicinity. The “Transportation” meter is working as intended. Contacted the sound technician and requested an estimate for repair.

Ellipse II (East 35th Avenue and Xenia Street) *The Picnic*

Commission: \$110,000

Artist: Gerald Heffernon (Winters, CA)

Completed. 2009

Monitor.

Assessed January 10, 2022

This bronze sculpture continues to be the repository for squeegee taken from the adjacent walking path. Annual cleaning and waxing have helped prevent severe damage from the squeegee, irrigation and UV exposure. However, the patina is deteriorating because of the accumulated abrasion. It does need to have the patina renewed. The sculpture last received patina treatment in 2014. Requested and received a recommendation for a conservator for bronze repair and/or patina from Arts and Venues. Will solicit estimates for this conservation work and report to PCMD with a recommendation.

Central Park Boulevard Median *Prairie Reef*

Commission: \$150,000

Artist: Erick Johnson (Fort Collins, CO)

Completed. 2010

Monitor.

Assessed January 11, 2022

This artwork is in good condition. Last summer, this artwork benefitted from comprehensive conservation. The metal elements of this artwork received rust mitigation

and the moisture damage on the concrete bases was repaired/replaced and weep holes created.

Community Garden

Garden Stories

Commission: \$75,000

Artist: Lars Stanley (Austin, TX)

Completed. 2009

Conveyed to the City and County of Denver 2009 via an Assignment of Interest.

Monitor.

Assessed January 11, 2022

This artwork is being considered for conservation by Arts and Venues. Requested an update from their maintenance and conservation staff on what conservation they plan to do and on what schedule.

Westerly Creek

Chorus

Commission: \$155,000

Artist: Thomas Sayre (Raleigh, NC)

Completed. 2010

Conveyed to the City and County of Denver 2011 via an Assignment of Interest.

Monitor.

Assessed January 11, 2022

The artwork is in good condition. There is evidence of some very small graffiti on the inside of one vessel in the grouping adjacent to Beeler Street. Advised Arts and Venues and requested its removal

Prairie Basin Park

Phantom Pavilion

Commission: \$175,000

Artist: Volkan Alkanoglu (Portland, OR)

Completed: 2018

Monitor.

Assessed January 10, 2022

The new identification plaque has been installed.

The artwork is in good condition.

Requested an update from Arts and Venues about the status of the process for conveyance to the City.

Sandhills Prairie Park

Drift Inversion

Commission: \$175,000

Artist: David Franklin (Indianola, WA)

Completed: 2017

Monitor.

Assessed January 10, 2022

This artwork is in good condition but it needs cleaning. Insect debris has accumulated around the lights. The last cleaning was in October 2019.

Requested an update from Arts and Venues about the status of the process for conveyance to the City

The Bluffs Park *Wind Gate Art Suite*

The Five

First Light

Beyond the Plains

Commission: \$300,000

Artist: Rodrigo Nava (Putney, VT)

Completed: 2019

Monitor.

Assessed January 10, 2022

This artwork is in good condition.

Requested an update from Arts and Venues about the status of the process for conveyance to the City

No date as yet for expansion and installation of the final sculptural element for North End Park.

Prickly Plume Park *Open House*

Commission: \$100,000

Artist: Ty Gillespie (Paonia, CO)

Completed 2021

Monitor.

Assessed January 11, 2022

This artwork is in good condition.

January 27, 2022

Park Creek Metropolitan District Board Meeting

Development Manager Agenda

Project Update-

F60 (40th Ave extension) work continues

PC Ph3 continues to advance

F57 parks continue to work when weather allows

Award Recommendation –

Pre Award Rec-

TOD Plaza landscape recommendation is to Brightview \$704,605

Two bids were received and Brightview was the low bidder with the highest DBE percentage. DBE participation is lower than preferred however the work scope is limited to company crews from both bidders. Subcontract work is low in this work scope.

Work Order Approval

None

Change Order Approval

None



4715 North Willow Street
Denver, CO 80238
www.mortenson.com

January 20, 2022

Forrest Hancock
Forest City Stapleton
7351 East 29th Avenue
Denver, CO 80238

**RE: Filing 34 – CP Plaza
Award Recommendation – Landscaping, Site Furnishings, and Drainage
Mortenson Project No. 21060046**

Dear Forrest:

Mortenson/Civil Technologies has reviewed the proposals for the construction scopes of work for Filing 34 Central Park Station Plaza – Landscaping, Site Furnishings, & Drainage. It is our recommendation that Park Creek Metropolitan District award the contract to Brightview Landscape Development. The scope of work includes Planter Drainage systems, Irrigation, Trees, Plantings, Site furnishings, and 2year Maintenance.

Proposed Contract Amount: \$704,645 IFDA Budget: \$ 591,465

The pricing results were as follows:

<u>Proposer</u>	<u>Proposal Amount</u>	<u>Score</u>	<u>Remarks</u>
Brightview Landscape & Development	\$ 704,605	8	DBE 1.1 %
Environmental Landworks Co.	\$ 739,730	6	DBE 0%

This award recommendation is based on the best qualified responsive proposer as evaluated in accordance with the qualification standards established in the Request for Proposal. Please review and advise if you have any questions.

Sincerely,


Kerry O'Connell
Project Executive

Concurrence:

Forrest Hancock
Development Manager/ Forest City Stapleton Inc.

Attachments: Scope Leveling Sheet, List of Solicited Subcontractors

STAPLETON REDEVELOPMENT
FILING 34 Uinta Plaza - Landscaping

PROPOSAL ANALYSIS
PROJECT: FILING 34 Uinta Plaza - Landscaping
SCOPE: LANDSCAPE
RECOMMENDED PROPOSER: [REDACTED]

PROPOSAL REQUIREMENT	ENVIRONMENTAL LANDWORKS COMPANY INC. (With Full scope Civil)	BRIGHTVIEW
A. STATEMENT OF QUALIFICATIONS	2	2
B. REPRESENTATIVE PAST PROJECTS	2	2
C. LIST OF PROPOSED CONTRACTORS	1 0%	2 1.10%
D. PRICE RESPONSE	1	2
	\$739,730	\$704,645

PROPOSER: ENVIRONMENTAL LANDWORKS BRIGHTVIEW
EMR (2020): CREWS: 8 20
AVAIL: MHS: 1 1
TOTAL SCORE 6 8

Scoring is assigned as follows:

1. Maximum number of points available for each proposal requirement is equal to the total number of proposers being evaluated.
2. Proposal requirements A (Statement of Qualifications) and B (Representative Past Projects) are assigned the maximum number of points for that section if the proposer turned in all appropriate forms as required by the RFP. If proposer did not turn in statement of qualifications and representative past projects as required by the RFP, then a zero score was assigned if proposer did not submit the proposal by the time stated in the RFP, then a score of zero was assigned.
3. Proposal requirements C (List of Proposed Contractors) and D (Price Response) are scored relative to the other proposers.
4. Proposers providing no participation in their listing of proposed contractors received a zero score for section C.

**FILING 34 Uinta Plaza - Landscaping
LANDSCAPE**

Estimate #
Estimator

TBD
Kerry Oconnell /Manuel Rocha



Subcontractor	Base Bid	Scope Fill	Bond	Potential Expenditures	Total Bid	DELTA TO MAM	DELTA TO MAM
FILING 34 UINTA PLAZA - LANDSCAPING IFDA Budget	\$587,465	\$4,000	\$0	\$0	\$591,465		
ENVIRONMENTAL LANDWORKS COMPANY INC.(With Full scope Ci-	\$735,730	\$4,000	\$0	\$0	\$739,730	\$148,265	25.1%
BRIGHTVIEW	\$700,645	\$4,000	\$0	\$0	\$704,645	\$113,180	19.1%

**Central Park Station Plaza - Landscape
 Park Creek Metropolitan District
 Stapleton Redevelopment - Infrastructure and Parks Improvements**

Construction Manager in writing of the reasons why a different Subcontractor is being used and has obtained approval of the Construction Manager of the substitution.

Subcontractor	Work Assignment	DBE-SBE / Non-DBE-SBE	Subcontract Dollar Value
NAME: Matthews Landscape <hr/> ADDRESS: 17994 E. Progress Place Centennial, CO 80015 <hr/> PHONE: 303-693-1904	Landscape	SBE	\$5,241.67
NAME: JK Transports, Inc. <hr/> ADDRESS: PO Box 88 Firestone, CO 80520 <hr/> PHONE: (303)918-2045	Hauling	MWBE/SBE	\$2,280.00
NAME: <hr/> ADDRESS: <hr/> <hr/> PHONE: <hr/>			
NAME: <hr/> ADDRESS: <hr/> <hr/> PHONE: <hr/>			

*JAKAL
 \$7521*

SIGNATURE: Kris Kaufman Digitally signed by Kris Kaufman
 Date: 2021.10.11 13:08:43 -06'00' DATE: _____

(This page can be duplicated if additional sheets are required.)

PARK CREEK METROPOLITAN DISTRICT

RESOLUTION DESIGNATING LOCATION TO POST NOTICE

WHEREAS, pursuant to §§24-6-402(2)(c) and 32-1-903(2) C.R.S., notice and, where possible, the agenda of the Park Creek Metropolitan District (“District”) Board of Directors (“Board”) meetings at which the adoption of any formal action is to occur or at which a majority or quorum of the body is in attendance, or is expected to be in attendance, shall be posted within the boundaries of the District at least 24 hours prior to each meeting at a location designated at the first regular meeting of each year.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Park Creek Metropolitan District as follows:

Notices of meetings (regular, special and work/study session) of the Board required pursuant to §24-6-401, *et seq.*, C.R.S., shall be posted at least 24 hours prior to each meeting at the ground floor lobby of 7350 East 29th Avenue, Denver, Colorado.

ADOPTED this 27th day of January, 2022.

PARK CREEK METROPOLITAN DISTRICT

By 
King H. Harris, Chair

ATTEST:

By 
James Chrisman, Secretary