

Spring 2017

Invisible Suburbs: Privatized Growth in Suburban Metropolitan Denver, 1950-2000

Kevin Weinman

University of New Hampshire, Durham

Follow this and additional works at: <https://scholars.unh.edu/dissertation>

Recommended Citation

Weinman, Kevin, "Invisible Suburbs: Privatized Growth in Suburban Metropolitan Denver, 1950-2000" (2017). *Doctoral Dissertations*. 157.

<https://scholars.unh.edu/dissertation/157>

This Dissertation is brought to you for free and open access by the Student Scholarship at University of New Hampshire Scholars' Repository. It has been accepted for inclusion in Doctoral Dissertations by an authorized administrator of University of New Hampshire Scholars' Repository. For more information, please contact nicole.hentz@unh.edu.

INVISIBLE SUBURBS:
PRIVATIZED GROWTH IN SUBURBAN METROPOLITAN DENVER, 1950-2000

BY

KEVIN C. WEINMAN

Bachelor's of Business Administration, University of Notre Dame, 1993
Master's of Business Administration, University of North Carolina, Chapel Hill, 1999
Master's of Arts, University of Colorado, Colorado Springs, 2005

DISSERTATION

Submitted to the University of New Hampshire
in partial fulfillment of
the Requirements of the Degree of

Doctor of Philosophy

In

History

May 2017

ALL RIGHTS RESERVED

© 2017

Kevin C. Weinman

This dissertation has been examined and approved in partial fulfillment of the requirements for the degree of Doctorate in History by:

Dissertation Director, Kurk Dorsey, Professor of History

Lucy E. Salyer, Associate Professor of History

J. William Harris, Professor of History

John M. Halstead, Professor of Natural Resources & Environment

Michael Childers, Assistant Professor of History, University of Northern Iowa

On May 8, 2017

Original approval signatures are on file with the University of New Hampshire Graduate School

ACKNOWLEDGEMENTS

Although there is no normal path to the completion of a doctoral dissertation, my route was more circuitous than most. I entered the University of Notre Dame in 1989 squarely convinced that the purpose of college was to learn how to become an accountant. Funny things happen when interacting with amazing scholar-teachers and brilliant classmates who hold more sophisticated worldviews. Through the normally-destructive force of peer pressure, I decided to pursue a second major. Everyone was doing it. I didn't know what else I would study, just that it would not require the use of a calculator. Thankfully, I chose history. I am forever grateful to each of my history professors at Notre Dame for their excellent teaching and the effort they took to work with a business major: military historian Robert Kerby, medieval historian William Dohar, the late historian of modern European history Robert Wegs, the late visiting professor of Polish history Andrzej Bartnicki, and Native American historian Greg Dowd.

In 1993, however, America needed accountants, even those who opted to write a senior thesis about Jacksonian America. I spent a decade working in accounting and finance roles and obtaining a Master's in Business Administration. In 2003, the allure of continued studies in history became too great to resist, and I enrolled in the Master's in History program at the University of Colorado-Colrado Springs while still working full-time. There, nineteenth-century America historian Harlow Sheidley and environmental and South Asian historian Christopher Hill provided insightful countenance and challenging tutelage. I am particularly grateful for the close and thoughtful counsel of Paul Harvey, religious historian, chair of the

graduate program at the time, and one of the hardest-working scholars-teachers I have ever known.

In 2007, I joined Dartmouth College as an administrator, responsible for budgeting and financial planning. Soon after, I applied to the University of New Hampshire's History Ph.D. program, with the unreasonable request that I pursue studies while continuing to work full-time. Thankfully, I fielded a happy phone call from then-History Graduate Program Director Ellen Fitzpatrick welcoming me to UNH. I will be forever grateful to the department for taking a chance on me. This work would not have been possible without the generosity and flexibility of a number of people at Dartmouth, including Julie Dolan, Adam Keller, Mike Wagner, and Steve Kadish. I thank them for permitting me the time and space for classwork and research, including a leave period to gather archival materials in Colorado for this study.

I moved to Amherst College in 2013 to become its chief financial officer, and once again benefitted from the outsized generosity of colleagues who supported my studies at every turn. In particular, I owe much to President Biddy Martin, whose service to Amherst is remarkable and inspiring, and whose personal counsel and generosity has been a source of strength to me for four years now. I also would like to thank former Amherst Trustee Danielle Allen, now the Director of the Edmond J. Safra Center for Ethics at Harvard, who took more than a casual interest in my scholarly work and found time at each quarterly board meeting to catch up on my progress and provide a gentle nudge to keep moving forward.

To a person, the history department at UNH is replete with amazing scholars, teachers, and mentors. That I have the opportunity to cite certain faculty members is only emblematic of the fact that my scholarly interests and the quirks of the course schedule brought me in closer contact with some rather than others. Lucy Salyer and Bill Harris taught the modern United

States history readings-research continuum from which this project was hatched. I appreciate that both agreed to serve on my dissertation committee. I very much appreciated, and benefitted from, the constructive criticism that they offered in the classroom and as dissertation readers. I owe a particular debt of gratitude to retired urban history professor Jeffrey Diefendorf. Much of the Introduction to this dissertation is rooted in our collaborations. Lastly, and most importantly, I would like to thank the current History Graduate Program Director and my primary adviser, Professor Kurk Dorsey. Kurk's tireless commitment to his students, his research, and his leadership of the graduate program at UNH is prolific. From the beginning, I have appreciated his wisdom, humor, and measured criticism. Any errors or omissions are mine, but unquestionably this work is far better as a result of Kurk's insights and helpful criticism. His patience and tolerance during some extended periods of relative silence while I was juggling work, family, and research was never warranted but always granted.

This project brought me to a number of excellent archival collections at Colorado institutions. I came into contact with dozens of dedicated professionals who provided valuable assistance at every turn. In particular, the Douglas County History Research Center (DCHRC) at The Philip S. Miller Library in Castle Rock, Colorado, the flagship branch of the Douglas County Public Library, is extraordinary. A sizable portion of my analysis rests upon the meticulous work done by research librarians at DCHRC over decades. In particular, I offer deep thanks to Shawn Boyd and Annette Gray for their assistance over several different visits to the library. Similarly, the Western History collections at the Denver Public Library and the repository of reports from state agencies at the Norlin Library of the University of Colorado-Boulder proved to be invaluable resources.

Excerpts from this work were published in an essay in the Fall, 2014 *Journal of the American West*, an issue entirely dedicated to the analysis of suburban life in the American West. I thank Colin Irvine from Augsburg College for spearheading this collection of essays, as well as journal editor Steven Danver. I also thank Thomas Isern, North Dakota State University; Janet Ward, University of Oklahoma; and Cindy Ott, St. Louis University, for moderating panel discussions where I presented aspects of this work at the 2010 Western Historical Association conference at Lake Tahoe, the 2013 Pacific Coast Branch of the American Historical Association conference in Denver, and the 2015 American Society of Environmental History conference in Washington, D.C., respectively. I met Michael Childers, a terrific historian of Colorado and the West, at the 2010 WHA conference when he was a fellow graduate student. I appreciated Mike's willingness to participate as a member of the committee, especially considering the heavy demands of his own research and teaching as an assistant professor at the University of Northern Iowa. I also appreciated John Halstead's participation on my dissertation committee and his sharp insights and suggestions for further research.

I extend my deepest gratitude and appreciation to my family. I am grateful that my father, Joe, and my late mother, Dolores, supported my desire to leave home for South Bend as a first-generation college student in 1989. My mother passed far too soon in 2014 at the age of sixty-four. She found my seemingly incessant pursuit of graduate studies over the years both bewildering and admirable, and was always curious about what I was up to – and why – every time we were together. She would have enjoyed celebrating the completion of this work with me, and I would have liked that more than anything. Beth, my wife of over twenty years, and my children Alex (16) and Brooke (12) have lived with this project for a very long time and have been equal partners throughout. Sometimes this work has been in the forefront in the form of

time away from home to research or time at home locked away in another room to read and write. Other times it has lurked in the background as a project that was always there, relentless in its demand of my attention. At all times, it has placed a burden on them. The patience and tolerance that these three remarkable people have demonstrated is beyond that which I deserve. They even willingly consented to join me in 2012 for what I dubiously depicted as a “summer vacation” to suburban Highlands Ranch, Colorado for some R&R (research and relaxation, in that order). This dissertation, like every graduate class, exam, and paper over many years, has been a true team effort. It is equally a product of their support as my own efforts. Although I will try, I can never repay this debt. My enduring love to them all.

LIST OF TABLES

Table I.1:	Twenty-Five Most Populous U.S. Cities, 1950, and Growth/(Decline) by 1980.....	9
Table 2.1:	Colorado Special Districts, 1992 vs. 1982.....	86
Table 2.2:	Multi-Purpose Districts in Four Suburban Denver Metro Counties, 1992....	87
Table 2.3:	Colorado Real Estate Developments Served by Four or More Metropolitan Districts, 2007.....	105
Table 3.1:	Six-County Denver Metropolitan Area Population Trends and Ratios, 1960-1980.....	111
Table 4.1:	Highlands Ranch Metro District Board of Director Election Results, 1988-2000.....	192
Table 4.2:	Highlands Ranch Metropolitan District #3, Board of Director Elections – Four Open Seats, 1996: Signatories on “Petition for Nomination of Director to Serve on the Board of Directors”.....	194
Table 4.3:	Highlands Ranch Community Association Board of Director Election: Five Open Seats, 1990.....	199
Table 5.1:	DRCOG Population Estimates for the Year 2000: Discrete Activity Centers..	231
Table 5.2:	DRCOG Population Estimates for the Year 2000: Metro Denver Suburbs.....	231
Table 5.3:	Fastest Growing Counties in the United States, 1980-2000.....	244
Table 5.4:	Employment-to-Population Ratio, 1980.....	252
Table 6.1:	Population Growth from 1990-2015 in the Twenty-Five Largest US Cities, 2015.....	288
Table 6.2:	Ten Fastest Growing Colorado Counties, 2010-15.....	291

LIST OF FIGURES

Figure I.1:	Metropolitan Denver Population: Central City versus Suburbs, 1950 & 2015.....	16
Figure 2.1:	Local Governments by Type: 1952-2002.....	55
Figure 2.2:	Colorado Special Purpose Districts, 1955.....	63
Figure 2.3:	Colorado Special Purpose Districts by County, 1955.....	63
Figure 2.4:	Colorado Multi-Purpose Districts by County, 1992.....	86
Figure 2.5:	Colorado Special District vs. Municipality Revenues, 1972-2007.....	97
Figure 2.6:	Special District Revenues as % of Total Local Governance Revenues: Colorado vs USA, 1972-2007.....	98
Figure 2.7:	Special District Revenues as % of Total State Revenues, 1972-2007.....	99
Figure 2.8:	Colorado Metro District Revenues as % of Total Special District Revenues, 1972-2007.....	100
Figure 2.9:	Newly Created Metropolitan Districts in Colorado, 1968-2007.....	102
Figure 2.10:	Multi-Purpose Districts by State: All States with More than Fifty, 2007.....	103
Figure 2.11:	Other Multiple-Purpose Districts by State, 2012.....	103
Figure 3.1:	Population Trend, Six-County Denver Metropolitan Area, 1960-1980.....	110
Figure 3.2:	Map of Douglas County, Colorado, 2016.....	113
Figure 5.1:	Ratio of Local Tax to State Tax Collections, 1990.....	264
Figure 5.2:	Distribution of Colorado Municipal Sales Tax Rates, 1995.....	265
Figure 5.3:	State Sales Tax Payments per \$1,000 of Personal Income, 1990.....	266
Figure 6.1:	Housing Price Index, US & Selected Cities, 2003-10.....	285
Figure 6.2:	City of Denver Population, 1940-2015.....	287

Figure 6.3:	Denver Housing Price Index, 2003-10.....	289
Figure 6.4:	Ratio of Growth Rate to Population Share: City of Denver vs. Rest of Metro Denver, 1950-2015.....	291

ABSTRACT

INVISIBLE SUBURBS: PRIVATIZED GROWTH IN SUBURBAN METROPOLITAN DENVER, 1950-2000

by

Kevin C. Weinman

University of New Hampshire, May 2017

This dissertation studies the causes and effects of rapid and uncoordinated suburban growth in metropolitan Denver, Colorado after the Second World War. The region experienced sprawling, low-density residential development on its periphery despite a powerful wave of anti-growth sentiment that swept the state in the sixties and seventies. This study argues that this resulted from the difficulties experienced by Coloradans in reconciling a number of their cherished ethics: individual freedom and the sanctity of property rights versus a nascent environmentalism, fervent pursuit of wealth and economic opportunity versus an enduring celebration of the state's traditional ranching heritage and rural character, and a preference for local control versus a desire for more comprehensive regional solutions to the problems of growth.

The pace and type of suburban growth and development in metropolitan Denver emerged neither from intentional strategies nor a dominant development ethos. Instead, decades of indecisiveness and inaction at the state and county levels subjected the Denver metropolitan area to exogenous forces that filled the void. Outside corporate real estate developers privatized much of the process of the state's suburban growth by acquiring large plots of ranchland in unincorporated areas, creating and controlling an unprecedented number of governmental entities

called “special districts” to provide infrastructure and public services to their developments, and designing and building enormous communities that were cities in all but name. These “invisible suburbs” overwhelmed county, regional, and state efforts to integrate these new communities seamlessly into the metropolitan area. Privatized development carried socioeconomic, civic, financial, and environmental implications for the region and its residents.

This study focuses upon Denver’s southern suburbs, particularly those located in Douglas County, the nation’s fastest growing county during the late twentieth century. It analyzes state and local government records and reports, United States Census Bureau population and local government data, voting records, corporate publications, legal records and correspondence, and newspaper accounts to illustrate the efforts and struggles of the region’s residents and governments to contend with growth. It combines elements of business, environmental, public policy, and urban history to add to the historical literature of late-twentieth century American suburbanization.

TABLE OF CONTENTS

ACKNOWLEDGEMENTS..... iv
LIST OF TABLES..... v
LIST OF FIGURES..... vi
ABSTRACT..... viii

CHAPTER	PAGE
INTRODUCTION.....	1
1. “WE WILL FIGHT UNTIL THEY ARE AS BLOODY AS A BULL’S HOCK” Growth and Resistance in Metropolitan Denver.....	27
2. “A FAVORITE OF DEVELOPERS IN THE GO-GO DAYS” Special Districts in Colorado, 1950-2000.....	49
3. “THE DREAM OF THE WESTERN WORLD” Douglas County, Colorado 1960-1980.....	106
4. “THIS IS IN-YOUR-FACE, WE’RE GOING TO DO WHAT WE WANT” Growth of an Invisible Giant: Highlands Ranch, 1980-2000.....	169
5. “RETAIL PROPERTIES ARE REALLY YOUR SLOT MACHINES” Regional Effects of Privatized Growth.....	222
EPILOGUE: “IT’S LIKE WATCHING A GOAT RODEO”.....	282
BIBLIOGRAPHY.....	300

INTRODUCTION

In her classic and influential 1961 work *The Death and Life of Great American Cities*, Jane Jacobs skewered the pitiable figure of the urban planner. She spared none of the profession's historical and contemporary figures. From larger-than-life planners of entire cities in the late nineteenth and early twentieth centuries such as Ebenezer Howard, Daniel Burnham, and Frederick Law Olmstead through contemporary figures such as Robert Moses and armies of college-educated professional planners, Jacobs excoriated their confident efforts to plan and build orderly cities through artificial means. Instead, Jacobs argued that vibrant cities emerged organically through an often chaotic and unscripted process that ultimately produced diverse, mixed-use communities. Jacobs explained that the misinformed tenets of urban planning were codified in law and so widely accepted as a result of “decades of preaching, writing and exhorting by experts...that mush like this must be good for us.” As a result, it was difficult for residents to wrest control of their neighborhood from planners. “It is not easy for uncredentialed people to stand up to the credentialed,” Jacobs quipped, “even when the so-called expertise is grounded in ignorance and folly.” Thus, the “sacking of cities” continued.¹

Jacobs's ideas heavily influenced a new generation of urban thinkers.² At the time of her classic work, the nation was in the early stages of a lengthy, disruptive, and transformative

¹ Jane Jacobs, *The Death and Life of Great American Cities* (New York: Random House, 1961), xii, 6, 10.

² An ironic illustration of the widespread allure of Jacobs's classic work can be found in the fawning praise of Andres Duany, Elizabeth Plater-Zyberk, and Jeff Speck, the authors of *Suburban Nation: The Rise of Sprawl and the Decline of the American Dream*. “We still refer to our dog-eared copy whenever we feel the need for some sage

period of suburbanization. While suburbanization often is imagined to be a largely American phenomenon arising in the era after the Second World War, its historical roots can be found worldwide in the earlier urban creations of the same planners criticized by Jacobs. Many of these planning motifs emerged from the reform impulses of the Progressive Era, including the Garden City movement conceived by Ebenezer Howard in London, extension planning in nineteenth-century Germany, high-minded aesthetic concepts such as the park and boulevard designs of Frederick Law Olmstead and the City Beautiful movement of Charles Mulford Robinson and Daniel Burnham, and the concept of greenery and open space mixed with “city practical” concepts of Werner Hegemann.³ In a later era, New York’s Robert Moses’s emphasis

advice,” they explain in admiration. Duany was the pioneering developer of Seaside, Florida in 1981, one of the first creations of the “New Urbanism” movement that espoused high-density, mixed-use, walkable communities. Although Seaside’s design incorporated several key elements of Jacobs’s ideology, the town developed a reputation as an artificial construct and has been lampooned for its social conformity. It was selected as the location for the filming of *The Truman Show*, a 1998 movie depicting a character named Truman Burbank living a bland suburban existence as the unwitting subject of a perpetual reality television show. The “town” is an elaborately-fabricated set encased in a gigantic plastic bubble. Burbank (a name that is a play on Burbank, California, the location of studios and sets for film and television productions) physically and metaphorically escapes his stifling existence to the delight of the millions of fans of the fictional television program. Although Seaside’s creators sought to generate an authentic urban alternative in Jacobs’s tradition to suburban communities, they could not artificially create a community that matched her ideal of dense, chaotic urban neighborhoods created organically over time.

³ See Sam Bass Warner Jr, *Streetcar Suburbs: The Process of Growth in Boston (1870-1900)* (Cambridge: Harvard University Press, 1962) for an analysis of American suburbanization that began well before the dawn of the twentieth century. Smog and pollution in industrial-age London inspired Ebenezer Howard’s “Garden City” concept emphasizing the creation of small, low-rise cities of no larger than thirty-thousand people with abundant green-space. This movement led Robert Fishman to label London “the birthplace of Suburbia.” Robert Fishman, *Bourgeois Utopias: The Rise and Fall of Suburbia* (New York: Basic Books, 1987). Jacobs attacked Howard and others in this mold as “de-centrists” and destructive to the core city. Jacobs, *The Death and Life of Great American Cities*, 27. Anthony Sutcliffe notes that in the nineteenth century, the “suggestion that public control might be exercised over private land was potentially a revolutionary idea,” until German planners took control of the city’s growth through “extension planning” into adjacent areas. In many cities, medieval fortifications constrained growth in rapidly-industrializing cities, a problem that planners solved by sequentially introducing new tracts of land into the city’s developed area. Anthony Sutcliffe, *Toward the Planned City: Germany, Britain, the United States, and France, 1780-1914* (New York: St. Martin’s Press, 1981). Olmstead and Burnham designed grand masterpieces of American cities including Olmstead’s Central Park in New York, Golden Gate Park in San Francisco, and the emerald necklace boulevard in Chicago, and Burnham’s World Columbian Exposition design for the 1893 Chicago World’s fair and comprehensive plans for Chicago and Seattle. Critics of the City Beautiful movement highlight that these creations were public works of art aimed at the wealthy in the spirit of taming the perceived corrosive influences of the city and to secure order and the obedience of the lower classes rather than efforts to design a livable city for all. William Wilson, *The City Beautiful Movement* (Baltimore: Johns Hopkins Press, 1981). Thomas R. Hines, *Burnham of Chicago: Architect & Planner* (Oxford: Oxford University Press, 1974). Hegemann rejected the perceived excesses of the “city beautiful” concept, replacing it with the notion of “city practical” that

on highways over public transportation in New York city spurred a prolonged period of population diffusion and the destruction of working-class neighborhoods in the country's largest city, garnering the relentless criticism of Jacobs.⁴

Although suburbanization was neither a new nor a uniquely American phenomenon in 1961, the frenetic pace of suburban growth after the Second World War upended the notion of who, exactly, was the credentialed urban planner by this point in time. Gone were the days when individual planners produced majestic comprehensive plans that prescribed the future usage patterns of an entire city. By midcentury, urban planning had taken a new and chaotic form as a disparate range of public and private actors exerted direct and indirect influence over the nature of urban and suburban development. For example, federal policymakers promoted freeway construction and enabled discriminatory mortgage lending practices that opened the suburbs to legions of automobile-driving whites and trapped minority communities within the eviscerated urban core.⁵ Public and private entities eagerly stepped in to take full advantage of the economic

emphasized transportation and accessible housing as the essential building blocks of lower-density, suburban environments. Christiane Crasemann Collins, *Werner Hegemann and the Search for Universal Urbanism* (New York: W.W. Norton & Company, 2005). Daniel Schaffer, ed., *Two Centuries of American Planning* (Baltimore: Johns Hopkins Press, 1988). Lewis Mumford, *The City in History: Its Origins, Its Transformations, and Its Prospects* (New York: Harcourt, 1961).

⁴ Robert A. Caro, *The Power Broker: Robert Moses and the Fall of New York* (New York: Vintage Books, 1974). Anthony Flint, *Wrestling with Moses: How Jane Jacobs Took on New York's Master Builder and Transformed the American City* (New York: Random House, 2009). To this day, the city's two commercial airports – Laguardia and John F. Kennedy – are not connected to the city's subway or transit rail networks. Jacobs successfully activated a grass-roots coalition to save Greenwich Village's now iconic Washington Square Park, which Moses considered to be a slum, from destruction by the construction of Moses's proposed Lower Manhattan Expressway (LOMEX).

⁵ In an early and seminal work about the history of postwar suburbanization, Kenneth Jackson cites a number of factors that collectively contributed to postwar suburbanization, including an increase in per capita wealth, an abundance of cheap land, easy automobile transportation, federal subsidies to buttress the housing and lending industries, the innovation of the cost-effective balloon-frame house, and a relative distaste for urban life. He holds particular contempt for governmental agencies such as the Federal Housing Administration (FHA) and Home Owners' Loan Corporation (HOLC) and their discriminatory lending policies that extended access to suburban living to white Americans while consigning black Americans to deteriorating urban neighborhoods devastated by eroding tax bases and an epidemic of urban poverty and decay. Kenneth T. Jackson, *Crabgrass Frontier: The Suburbanization of the United States* (Oxford: Oxford University Press, 1985). In his study of urban blight in Detroit, Thomas Sugrue highlighted how the selective lending policies and "redlining" practices of federal

opportunities afforded by this seismic shift in urban development. Residential and commercial real estate developers discovered the lucrative opportunities afforded by assuming a more active role in the planning process.⁶ Local governments competed with each other to lure development and its attendant tax revenues. Homeowners' associations proliferated as an increasingly powerful form of quasi-government despite their illiberal and undemocratic characteristics.⁷ All

organizations like the HOLC, and later, the FHA and Veterans Administration (VA) that essentially denied access to homes to minorities in large parts of the city. Thomas J. Sugrue, *The Origins of the Urban Crisis: Race and Inequality in Postwar Detroit*. (Princeton: Princeton University Press, 1996). For a study that touches upon similar themes in Oakland, California, see Robert Self, *American Babylon: Race and the Struggle for Postwar Oakland* (Princeton: Princeton University Press, 2003). Other studies about the effects of federal highway construction on suburbanization include Owen D. Gutfreund, *20th Century Sprawl: Highways and the Reshaping of the American Landscape* (New York: Oxford University Press, 2004), Greg Hise, *Magnetic Los Angeles: Planning the 20th Century Metropolis* (Baltimore: The Johns Hopkins University Press, 1997) and Linda Scarborough, *Road, River, and Oil: Boy Politics: A Texas County's Path from Farm to Supersuburb* (Austin: Texas State Historical Association, 2005).

⁶ The enormous master-planned communities of Levittown, New York and Levittown, Pennsylvania brought the principles of wholesale community planning and assembly-line production to the suburbs, and made the ownership of a single-family standalone home a reality to the middle class. Many of Levitt's design principles – small houses on small lots, low-cost and low-quality materials, limited variety in floor plans, controlled outward appearances – have been denounced, then as now, as an “urban planning disaster,” as Kenneth Jackson argues. However, Jackson also notes that “Levittown was a huge popular success where it counted – in the marketplace,” selling as many as 1,400 homes in a single day. “If imitation is the sincerest form of flattery,” Jackson quips, “William Levitt has been much honored in the past forty years.” Jackson, *Crabgrass Frontier*, 237. See also Herbert J. Gans, *The Levittowners: Ways of Life and Politics in a New Suburban Community* (London: Allen Lane, 1967). Other large master-planned communities soon followed, as corporate real estate interests harnessed their financial power to overwhelm local and regional planning agencies in the pursuit of profits for their shareholders. Marc Weiss, *The Rise of the Community Builders: The American Real Estate Industry and Urban Land Planning* (New York: Columbia University Press, 1987). Michael N. Danielson, *Profits and Politics in Paradise: The Development of Hilton Head Island* (Columbia: University of South Carolina Press, 1995). Suburban retail mall construction played a particularly outsized role in the creation of a sprawling low-density landscape on the periphery. Enabled by highway construction and fueled by the voracious consumerism emblematic of the affluent post-war years, ever-larger retail malls served as a magnet to draw wealthy residents away from the city center – both as shoppers and, ultimately, suburbanites. The downtown department store, once the anchor of a vibrant and affluent central business district, suffered as a result. Alison Isenberg, *Downtown America: A History of the Place and the People Who Made It* (Chicago: University of Chicago Press, 2004), Lizabeth Cohen, *A Consumer's Republic: The politics of Mass Consumption in Postwar America* (New York: Vintage Books, 2003), Robert Fogelson, *Downtown: Its Rise and Fall, 1880-1950*. New Haven: Yale University Press, 2001. Elizabeth Blackmar, “Of REITs and Rights: Absentee Ownership in the Periphery,” in Jeffrey M. Diefendorf and Kurk Dorsey, eds. *City, Country, Empire: Landscapes in Environmental History* (Pittsburgh: University of Pittsburgh Press, 2005).

⁷ Paul Lewis, *Shaping Suburbia: How Political Institutions Organize Urban Development* (Pittsburgh: University of Pittsburgh Press, 1996). See Evan McKenzie, *Privatopia: Homeowner Associations and the Rise of Residential Private Government* (New Haven, Yale University Press, 1994) for a scathing analysis of HOAs and their undemocratic behaviors – forced membership by virtue of purchasing a property, one vote per property not per person, the exclusion of renters from the right to vote or to serve in governance, the infamous and heavy-handed nature of the restrictions and exclusions placed on property owners (for example, permitted and disallowed paint colors), and so on.

of these trends eroded the influence of the professional urban planner and subjected the undeveloped suburban and exurban landscape to the decisions and actions of a multiplicity of individuals and institutions, “credentialed” or not.

Postwar Colorado offers a rich setting for the study of the complex and chaotic transformations in urban planning during the age of suburbanization. This study evaluates the causes and effects of rampant and uncoordinated suburban growth in metropolitan Denver, Colorado, from 1950 through 2000 with a particular emphasis on suburban Douglas County. At various times during this era, the state was home to the nation’s fastest growing and wealthiest county, highest rate of ex-municipal governance via comprehensive entities called “metropolitan districts,” one of the largest overnight municipal incorporations in United States history, and one of the nation’s largest master-planned communities. In a rapidly-oscillating power struggle between pro-development and anti-growth forces, the state won then rejected and returned the right to host the Winter Olympic Games, the only victorious city ever to fail to host the games. Paradoxically, Denver’s suburbs earned prominent nationwide attention both for an unprecedented rate of governmental bankruptcy filings and for growth so rapid that it served as the quintessential example of unmitigated suburban sprawl.⁸ While a wave of suburbanization swept the entire nation, the extremes experienced in Colorado hint at an instructive set of underlying conditions that led to these noteworthy outcomes. In short, this study will argue that the state’s tumultuous period of suburbanization resulted from the difficulties experienced by

⁸ CBS-TV’s *60 Minutes* ran a feature story on a spate of special district bankruptcies in the state in the late-1980s and early-1990s that left residents responsible for repaying bondholders of these failed governments. *National Geographic* published a long-form article about suburban sprawl in 1996 that exclusively highlighted Highlands Ranch in Douglas County. See chapters two and four, respectively, for a more extensive analysis of each event.

Coloradans in reconciling a number of cherished ethics: individual freedom and unfettered property rights versus a nascent environmentalism, fervent pursuit of wealth and economic opportunity versus an enduring celebration of the state's traditional ranching heritage and rural character, and a preference for local control versus a desire for more comprehensive regional solutions to the problems of growth. Before turning to the specifics of these conditions and outcomes and how they add an important chapter to the history of American suburbanization, a brief review of the historiography of suburban history is necessary.

After the Second World War, millions of Americans moved from the city to the suburbs, making the United States a majority suburban nation by the early 1990s.⁹ Numerous factors, many well-chronicled by historians, served both to push residents to the suburbs and to pull them away from the city. The allure of the suburbs was enhanced by a prolonged period of postwar economic expansion and prosperity. Pent-up consumer demand after the austerity of the war years, excess American manufacturing capacity from war-time industrial expansion, and an international manufacturing base devastated by the destruction of the war positioned the American economy for several decades of robust growth. Higher paying jobs secured both by strong labor unions and the improved skillset of college-educated workers under the G.I. Bill fueled the emergence of a burgeoning middle class. As a result, a wave of consumerism swept the nation; Americans were eager to spend their newfound wealth on products that manufacturers were equally eager to sell to them. Demand for automobiles and household appliances quickly

⁹ "We are now a suburban nation with an urban fringe and a rural fringe," William Schneider provocatively argued in 1992. He declared the 1992 presidential election to be "the first election of the suburban century." The 1990 United States Census noted that nearly half of Americans lived in the suburbs, a remarkable transition from 1950 when only one-quarter of Americans lived in suburbs. William Schneider, "The Suburban Century Begins," *The Atlantic*, July 1992.

led to a desire for larger homes with kitchens, garages, and backyards.¹⁰ The American political economy contributed to these trends. While for-profit entities including real estate developers and appliance manufacturers continued to do what they have always done – develop products and advertising strategies to maximize sales and profits – the full weight of federal and local public policy supported these private efforts. Development-friendly policies led to publicly-funded highway construction, water and sewer capital projects, incentives and subsidies for new development, and “urban renewal” efforts that overtly aimed to clear slums and capture lands for reuse through eminent domain. As a result, the line between public and private blurred significantly during the era of postwar suburbanization as real estate developers enjoyed the financial support and encouragement of the public sector at the federal, state, and local levels.¹¹

While many in the burgeoning middle class happily succumbed to the allure of this new suburban landscape, many Americans did not eagerly move to the suburbs as much as they fled the escalating real and perceived problems of the central city. While industrial expansion drove economic growth, it also created choking pollution, chemical hazards, poor water quality, sanitation issues, and other factors contributing to poor health. Wealthier residents abandoned the industrial urban core, leaving poorer residents – often African Americans – behind. Restrictive housing practices constrained minorities to the industrial city. Cities such as Gary, Indiana; Newark, New Jersey; and St. Louis, Missouri transformed into poor, segregated, and polluted ghettos, setting the stage for the riots and social unrest that would emerge in these cities

¹⁰ See Cohen, *Consumer's Republic* for a comprehensive history of the rapid onset of consumerism and the many factors that made it possible including the emergence of mass marketing techniques. Also, see Dolores Hayden, *Building Suburbia: Green Fields and Urban Growth, 1850-2000* (New York: Pantheon Books, 2003).

¹¹ See Adam Rome, *The Bulldozer in the Countryside: Suburban Sprawl and the Rise of American Environmentalism* (New York: Cambridge University Press, 2001), Hayden, *Building Suburbia*, and Jackson, *Crabgrass Frontier*.

and many others in the sixties.¹² In addition, wealthy white residents fled the central city as a result both of unpopular “busing” policies and escalating crime rates experienced in cities that struggled to retain a vibrant economy.¹³ As a result, seventeen of the twenty largest cities in the United States lost population from 1950 to 1980, even as many of these same metropolitan areas grew and the population of the nation as a whole increased by fifty percent during this time frame. Collectively, these twenty cities lost nearly ten percent of their population in just thirty years, and five of them lost over one-third of their residents (Table I.1). While industrial “Rust Belt” cities such as Detroit, Buffalo, Cleveland, and Pittsburgh experienced the most severe population declines, more affluent cities with service-based economies such as San Francisco, New York, and Washington, D.C. also suffered significant outmigration. The appeal of urban living diminished dramatically in the age of postwar suburbanization. In 1950, the nation’s twenty most populous cities housed 18.2 percent of the nation’s population; by 1980 these same cities housed only 11.0 percent of the nation’s population.¹⁴

¹² See Andrew Hurley, *Environmental Inequalities: Class, Race, and Industrial Pollution in Gary, Indiana, 1945-1980* (Chapel Hill: University of North Carolina Press, 1995), and Martin Melosi, *The Sanitary City: Urban Infrastructure in America from Colonial Times to the Present* (Baltimore: The Johns Hopkins University Press, 2000).

¹³ Sugrue, *The Origins of the Urban Crisis*. Self, *American Babylon*. Busing emerged in the 1970s in cities such as Boston, Charlotte, Denver, and many others as a strategy to bring racial equity to urban schools that found themselves increasingly segregated along racial lines. See J. Anthony Lukas, *Common Ground: A Turbulent Decade in the Lives of Three American Families* (New York: Vintage Books, 1985) for a study of busing in Boston.

¹⁴ This trend did not merely reflect the sagging fortunes of large Rust Belt cities after 1950. The twenty most populous cities in 1980 only comprised 12.1% of the nation’s population, a decline of about one-third from the proportion housed by the top twenty cities in 1950.

Table I.1: Twenty-Five Most Populous U.S. Cities, 1950 and Growth/(Decline) by 1980

	1950 Census	1980 Census	1950-80 Change	
	<u>Population</u>	<u>Population</u>	<u>Population</u>	<u>%</u>
New York	7,891,957	7,071,639	(820,318)	-10.4%
Chicago	3,620,962	3,005,072	(615,890)	-17.0%
Philadelphia	2,071,605	1,688,210	(383,395)	-18.5%
Los Angeles	1,970,358	2,966,850	996,492	50.6%
Detroit	1,849,568	1,203,339	(646,229)	-34.9%
Baltimore	949,708	786,775	(162,933)	-17.2%
Cleveland	914,808	573,822	(340,986)	-37.3%
St Louis	856,796	453,085	(403,711)	-47.1%
Washington	802,178	638,333	(163,845)	-20.4%
Boston	801,444	562,994	(238,450)	-29.8%
San Francisco	775,357	678,974	(96,383)	-12.4%
Pittsburgh	676,806	423,938	(252,868)	-37.4%
Milwaukee	637,392	636,212	(1,180)	-0.2%
Houston	596,164	1,595,138	998,974	167.6%
Buffalo	580,132	357,870	(222,262)	-38.3%
New Orleans	570,445	557,515	(12,930)	-2.3%
Minneapolis	521,718	370,951	(150,767)	-28.9%
Cincinnati	503,998	385,457	(118,541)	-23.5%
Seattle	467,591	493,846	26,255	5.6%
Kansas City	456,622	448,159	(8,463)	-1.9%
Total	27,515,609	24,898,179	(2,617,430)	-9.5%
USA Population	151,325,798	226,542,199	75,216,401	49.7%
% of USA Population	18.2%	11.0%		

U.S Census Bureau, "Population of the 100 Largest Urban Places: 1950." <https://www.census.gov/population/www/documentation/twps0027/tab18.txt>. U.S. Census Bureau, "Population of the 100 Largest Urban Places: 1980." <http://www.census.gov/population/www/documentation/twps0027/tab21.txt>. Accessed February 4, 2017.

The wave of suburbanization that swept the United States in the second half of the twentieth century overwhelmed the efforts of state, regional, county, and local planners to manage the pace and nature of growth and led to environmental and socio-economic

consequences. Central to many critiques of suburbanization is the concept of “urban sprawl” – low-density, low-rise, automobile-dependent development that consumed land and energy resources and segregated residential, commercial, and industrial districts. Bolstered by permissive national, state, and local policies, real estate developers diligently set about the task of transforming the suburban and exurban countryside. It was more profitable and easier for developers to build upon the empty canvas of open lands on the urban periphery than to redevelop the urban core. This “leapfrog” development resulted in large detached homes on large lots, vastly increasing the nation’s demand for energy to fuel automobile miles and to heat, cool, and power residences. The transformation of vast stretches of rural land into houses and pavement eliminated productive farmland and destroyed wetlands and wildlife habitat. Air and noise pollution and groundwater contamination damaged public health. Demand for limited water resources, particularly in the arid West, not only depleted aquifers, it pitted municipalities against each other and spurred animosity between ranchers and farmers on the one hand and urban and suburban residents on the other.¹⁵

Despite these problems, emboldened developers created ever-larger suburban communities in the postwar era. By building master-planned communities large enough to

¹⁵ Rome, *The Bulldozer in the Countryside*. Rome draws heavily from the ideals of conservationist and naturalist Aldo Leopold, who pleaded for a “land ethic” in his 1950s classic *A Sand County Almanac* to protect lands from human development. Water in the arid West has drawn the attention of many historians. For a seminal work that analyzes the pursuit of water in the West, including an analysis of the efforts of Las Vegas, Nevada and the powerful Southern Nevada Water Authority General Manager Patricia Mulroy, see Marc Reisner, *Cadillac Desert: The American West and Its Disappearing Water* (New York: Penguin Books, 1986). For studies of water struggles in Colorado, including the creation and funding of several elaborate systems to tunnel water from the comparatively wet western slope of the Continental Divide to the arid urban Front Range, see Patricia Nelson and Jason L. Hanson, *A Ditch in Time: The City, the West, and Water*. (Golden, Colorado: Fulcrum Publishing, 2012) and Stephen C. Sturgeon, *The Politics of Western Water: The Congressional Career of Wayne Aspinall* (Tucson: University of Arizona Press, 2002). Other works analyzing the controversial and persistent efforts of western boosters to impound water through the construction of dams and the efforts of environmentalists to resist, including John McPhee, *Encounters with the Archdruid* (New York: Farrar, Straus, and Giroux, 1971), Mark Fiege, *Irrigated Eden: The Making of an Agricultural Landscape in the American West* (Seattle: University of Washington Press, 1999) and Mark Russell, *A Story that Stands Like a Dam: Glen Canyon and the Struggle for the Soul of the West* (New York: Henry Holt and Company, 1989).

function as towns or even small cities, real estate developers increasingly served as de facto urban planners and controlled the levers of local government, blurring the line between the public and private realms. Elected by no one, motivated by self-interest, and often headquartered far away from the communities they built, corporate developers offered no guarantees that their actions would reflect the values and growth management principles of the cities they helped to create. The absolute power of developers was muted by a variety of public entities such as municipal and county planning commissions and through the existence of a tangled web of zoning and development statutes. However, these master-planned communities often were built in unincorporated areas outside the purview of municipalities. Often, local officials were desperate for growth and the tax revenues it would bring and eagerly ceded authority to developers. While unfettered growth created regional problems, state and regional planning bodies lacked the authority in many places to counter these local growth impulses. As a result, privatized and localized planning and development proliferated in postwar America, frustrating efforts to institute comprehensive regional growth management strategies.¹⁶

Not only did urban planning become increasingly privatized in postwar America, so did urban governance, particularly on the urban fringe. New residential developments needed public

¹⁶ Robert Lang has extensively studied growth in unincorporated areas. See Robert Lang, *Edgeless Cities: Exploring the Elusive Metropolis* (Washington, D.C., Brookings Institution Press, 2003), Robert E. Lang and Dawn Dhavale, *Reluctant Cities? Exploring Big Unincorporated Census Designated Places* (Blacksburg, Virginia: Metropolitan Institute, July 2003), and Robert E. Lang and Jennifer B. LeFurgy, *Boomburbs: The Rise of America's Accidental Cities* (Washington, D.C.: Brookings Institution Press, 2007). For studies about growth on the periphery in Phoenix, Arizona, see Michael F. Logan, *Fighting Sprawl and City Hall: Resistance to Urban Growth in the Southwest* (Tucson: University of Arizona Press, 1995) and Janine Schipper, *Disappearing Desert: The Growth of Phoenix and the Culture of Sprawl* (Norman: University of Oklahoma Press, 2008). Other works addressing privatized growth in the West and elsewhere include Carl Abbott, *The Metropolitan Frontier: Cities in the Modern American West* (Tucson: University of Arizona Press, 1993), Lincoln Bramwell, *Wildeburs: Communities on Nature's Edge* (Seattle: University of Washington Press, 2014), John M. DeGrove, *Land Growth & Politics* (Washington: Planners Press, 1984), John M. Findlay, *Magic Lands: Western Cityscapes and American Culture After 1940* (Berkeley: University of California Press, 1992), and Jon C. Teaford, *Post-Suburbia: Government and Politics in Edge Cities* (Baltimore: The Johns Hopkins University Press, 1997).

services such as police and fire protection, public utilities such as water and sewer, and public amenities such as parks and recreation. Developers could not sell homes without these services, but since they often built in unincorporated areas in newly-urbanizing counties they could not always rely upon municipal and county governments to provide them. As a result, governmental entities called special districts and quasi-governmental homeowners' associations mushroomed in rapidly-suburbanizing areas as substitutes for traditional municipal governance. In many cases, real estate developers themselves created these governmental entities and directed their operations for years by controlling board seats and other leadership positions. Additionally, a number of factors served to limit civic participation in general and voter turnout in particular in special district governments and homeowners' associations, including a general lack of awareness of their existence, confusion about which entities provided services to a particular geography, and codified restrictions on voter eligibility. These conditions permitted corporate developers either to influence governance principles and decision-making or to control them outright.¹⁷

Despite these environmental, social, and governance implications of suburbanization, not all historians and contemporary observers lament the rise of the suburb. Many suburbs grew to become new urban nodes on the periphery, often clustered around major highways. Some of these corridors, including Silicon Valley in California, Route 128 outside of Boston, and

¹⁷ Although comparatively understudied relative to their proliferation over the last seventy-five years, homeowners' associations and special districts have attracted the attention of a number of historians. See Evan McKenzie, *Privatopia: Homeowner Associations and the Rise of Residential Private Government* (New Haven, Yale Press, 1994), Kathryn A. Foster, *The Political Economy of Special-Purpose Government* (Washington, D.C.: Georgetown University Press, 1997), Nancy Burns, *The Formation of American Local Governments: Private Values in Public Institutions* (New York: Oxford University Press, 1994), John C. Bollens, *Special District Governments in the United States* (Berkeley: University of California Press, 1961), and Lisa Card, "One Person, No Vote? A Participatory Analysis of Voting Rights in Special Purpose Districts," *Thomas Jefferson Law Review* 27:1 (Fall 2004): 57-92.

Research Triangle Park in North Carolina, rapidly grew into some of the world's most successful hubs of innovation. Observers raced to coin new phrases to describe these new suburban powerhouses, including "edge cities," "technoburbs," and "cities of knowledge."¹⁸ Others saw sinister motivations in the efforts of cities such as Boulder, Colorado, and Portland, Oregon to curtail suburban sprawl as "members of the incumbents' club" drove up their own property values by restricting the freedoms of others to relocate to their cities.¹⁹ Still others argued that postwar suburbanization actually reflected a democratization of the urban periphery, replacing the elite suburban enclaves of the first half of the twentieth century with mixed-use, affordable communities for the middle class to live and work. In this view, residents did not flee the central city but rather followed the economic opportunities that moved outside of the aging inner urban core.²⁰

In reality, these views have been drowned out by more numerous critics of suburbanization. Lewis Mumford suggested in 1961 that the "present planless suburban spread,

¹⁸ Joel Garreau argues that "edge cities" emerged as suburban residents demanded places to work, shop, and play nearer to their homes. Professional, commercial, and retail businesses eagerly catered to the ready-made crowd of educated, wealthy suburbanites, who were ideal employees and customers. As such, these new nodes of activity emerged seemingly overnight, absent conscious planning and in undeveloped areas. They are successful by many common measures: per capita income, rent-per-square-foot, occupancy rates, and so on. "Edge City is the crucible of America's urban future," he argues. Joel Garreau, *Edge City: Life on the New Frontier* (New York: Doubleday, 1991). See also Robert Fishman, *Bourgeois Utopias: The Rise and Fall of Suburbia* (New York: Basic Books, 1987), Margaret Pugh O'Mara, *Cities of Knowledge: Cold War Science and the Search for the Next Silicon Valley* (Princeton: Princeton University Press, 2005), and Bruce J. Schulman, *From Cotton Belt to Sunbelt: Federal Policy, Economic Development, and the Transformation of the South, 1938-1980* (Durham: Duke University Press, 1994).

¹⁹ Robert Bruegmann, *Sprawl: A Compact History* (Chicago: University of Chicago Press, 2005). Bruegmann believes suburban critics are engaging in "the exalted business of telling everyone how urban areas ought to work," while ignoring the evidence that they are already working quite well. Anti-sprawl crusaders simply "want to reform the lives of other people," he bluntly concludes.

²⁰ In his study of Los Angeles, Greg Hise explains that "suburban industrial clusters" such as Henry Kaiser's Panorama City brought jobs and opportunity to the urban periphery and offer an important and understudied element of postwar suburbanization. Greg Hise, *Magnetic Los Angeles: Planning the 20th Century Metropolis* (Baltimore: The Johns Hopkins University Press, 1997). For an argument that suggests suburbs transformed from elite enclaves to vibrant, middle class communities, see Fishman, *Bourgeois Utopias*.

with its congestion and blight, [is] an ignoble substitute for civic order and regional design.” To Mumford, the deleterious effects of unfettered capitalism and its need for a “vast reserve of miserable people” led to these lamentable developments.²¹ Rapid escalation of the pace of suburbanization after the Second World War drew deeper and more widespread criticisms. “For the past fifty years, we Americans have been building a national landscape that is largely devoid of places worth caring about,” note several particularly caustic critics.²² A similarly-minded observer calls the suburbs “the geography of nowhere.”²³ Films and television series often depict the suburbs as soulless communities where residents harbor both dark secrets and unspoken and unfulfilled ambitions to escape the drudgery.²⁴ Perhaps most tellingly, many critics simply presume the notion that suburbanization is understood to be an unqualified disaster in no need of explanation. For example, Denver, the subject of this study, has often been characterized as “the Los Angeles of the Rockies,” by critics who assume that the audience naturally understands Los Angeles to be the epitome of low-density sprawl, and that this style of development is clearly undesirable.²⁵ Despite this widespread criticism, satire, and vitriol, suburban living proved

²¹ Mumford, *The City in History*.

²² Duany et al, *Suburban Nation*, x.

²³ James Kunstler, *Geography of Nowhere: The Rise and Decline of America’s Man-Made Landscape* (New York: Touchstone, 1993).

²⁴ In addition to the previously mentioned *The Truman Show*, other notable movies that explore the crushing conformity and desperation of suburban life include *The Stepford Wives* (1972) and the television show it inspired, *Desperate Housewives* (2004-12), *Blue Velvet* (1986), *Pleasantville* (1998), *American Beauty*, the 1999 Academy Award winner for Best Picture, and *Little Children* (2006). In addition, the very titles of films such as *The ‘Burbs* (1989) and *SubUrbia* (1996) suggest their producers felt that no further modifiers were necessary to signal the absurdity and darkness that lies within.

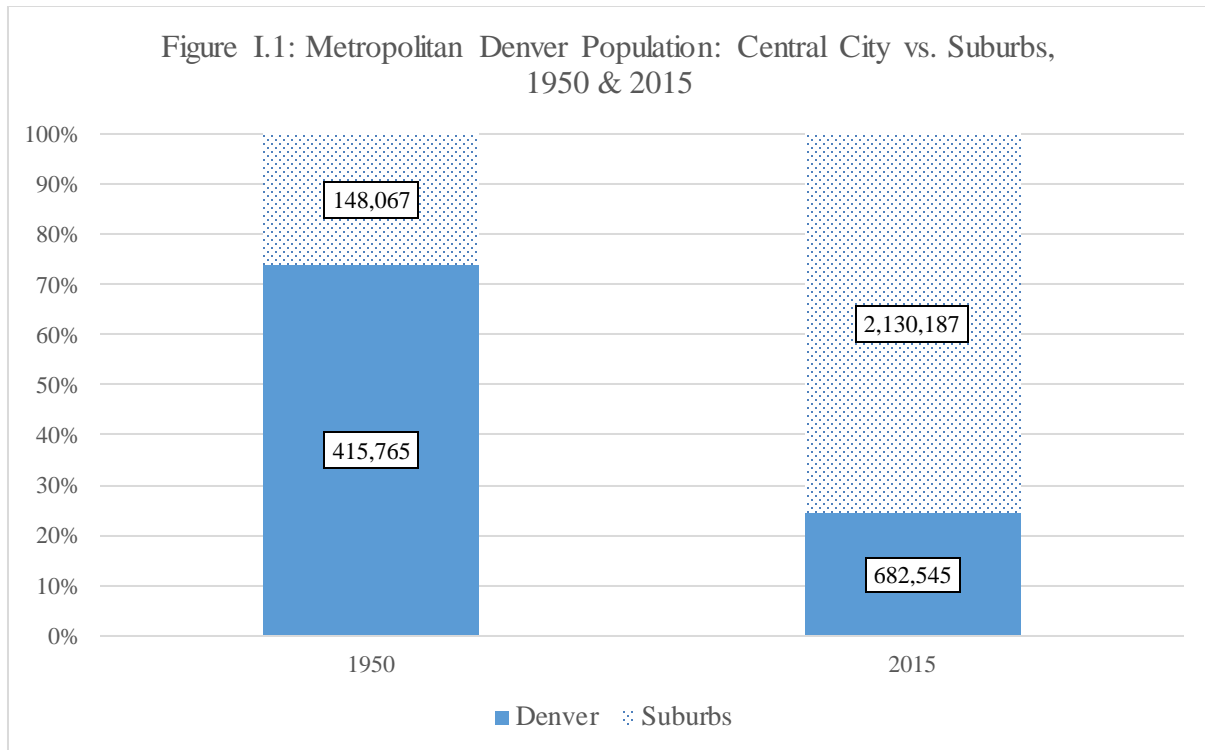
²⁵ Colorado Governor Richard Lamm often utilized this depiction to criticize the state’s lackluster efforts to guide growth and to awaken the state’s residents to the fate that he believed awaited them. Throughout the research performed for this study, critics frequently likened Denver and the Front Range to Los Angeles, with the same presumption that this represented a clear and understood disaster.

irresistible to tens of millions of Americans who voted with their feet, their automobiles, and their backyard grills in the decades following the Second World War. In a rebuke of Los Angeles critic Mike Davis, Bryce Nelson mockingly asked “If this is hell, why is it so popular?”²⁶

Unquestionably, Denver and its suburbs were popular places in the second half of the twentieth century and into the new millennium. In absolute terms, metropolitan Denver – the core city and its suburbs – grew dramatically, moving from the nation’s twenty-fifth largest city with fewer than 600,000 people in 1950 to the nineteenth-largest city in 2015 with over 2.8 million people. Nearly all of this growth occurred in the suburbs, which added two million people over this period of time. In 1950, seventy-four percent of residents in the Denver metropolitan area lived within the core city limits and only twenty-six percent in the suburbs. Just thirty years later, these figures essentially reversed, with the suburbs accounting for seventy-six percent of the metropolitan area’s population (Figure I.1). This occurred despite a powerful wave of anti-growth sentiment that swept the state during the sixties and seventies and was a particularly visible and influential force throughout this time period. Growth management advocates sought strong and concerted efforts to protect open space, preserve clean air, and conserve land and water. Many were inspired by the nascent environmental movement of the late sixties and seventies. However, their efforts were effectively negated by the enduring dedication of state residents to individual property rights and a widespread distaste for powerful, centralized government. The battle lines were never distinct and discrete; individuals on both

²⁶ Mike Davis, *City of Quartz: Excavating the Future in Los Angeles*. New York: Vintage Books, 1992. Bryce Nelson, “If This is Hell, Why is it So Popular?” *New York Times*, March 3, 1991. Nelson’s quote is reminiscent of the quip often attributed to the inimitable Yogi Berra, “Nobody goes there anymore, it’s too crowded.”

sides of the debate occupied much common ground. Many property rights advocates, for example, valued the state’s ranching heritage and preferred to retain a rural character. On the other hand, many anti-growth adherents preferred local solutions rather than heavy-handed state and regional solutions to growth management.



United States Census Bureau, Census of Population, 1950, and United States Census Bureau, *Annual Estimates of the Resident Population, April 1, 2010 to July 31, 2015*.

<https://factfinder.census.gov/faces/tableservices/jsf/pages/productview.xhtml?src=CF>, accessed March 14, 2017.

During these crucial decades, Coloradans were unable to reconcile their many cherished traditions and values. Decades of debate at the state, regional, county, and local levels produced myriad plans and proposals that either were not enacted or ineffective. A stalemate ensued. Indecisiveness and inaction left the Denver metropolitan area vulnerable to exogenous forces that eagerly filled the void. Private interests in the form of outside corporate real estate developers

acquired large plots of ranchland in unincorporated areas to design and build enormous communities that were cities in all but name. They worked at the local level to exploit gaps in formal governmental oversight by creating and controlling special districts and, more specifically, metropolitan districts. This permitted them a wide range of influence over the patterns of development. The frenetic pace of development overwhelmed county and regional efforts to guide growth in a way that would integrate these new communities into the surrounding area. As a result, a state that valued modest growth and local control ended up with neither.

This study aims to occupy the complex intersection of business, environmental, public policy, and urban history within the context of the history of the American West. It positions suburbanization not as an intentional construct but rather as an unintentional outcome. Historian Paul Lewis labels Denver a “fractured city” as a result of its perplexing maze of state and county commissions, local governments, special districts, and quasi-governmental entities. He argues that the disjointed work of these entities inhibited the state’s ability to create a coherent land use policy. Indeed, much of the evidence presented in this study affirms Lewis’s conclusion that there was an unprecedented multiplicity of governmental and quasi-governmental entities in the state. These entities attempted to influence growth patterns in accordance with their individual biases. However, Lewis’s view inverts cause and effect. The state’s outsized reliance on special and metropolitan districts, for example, emanated from a gaping void in the capacity of state, regional, county, and municipal governments to orchestrate growth. As a result, the pace and type of growth and development in metropolitan Denver emerged not from intentional strategies or a dominant development ethos. Rather, decades of infighting and indecision at and across local, county, regional, and state government concluded with weak state land use laws and

provisions, a regional planning entity that held virtually no authority and influence, and overmatched county governments and their fledgling and ineffective planning offices and commissions. In the end, suburban Denver became a nationally-notable hub of privatized and “invisible suburbs” – large residential communities that remained unincorporated indefinitely. This study evaluates the causes and consequences of this form of development.

Organization and Methods

At its core, this is a case study of the urban and suburban development in one county, Douglas, in one metropolitan area, Denver, in one state, Colorado, over the second half of the twentieth century. In part, then, it stands as a work of local history. However, the richness of this particular place and time lies in the unique combination of local, regional, and statewide circumstances and forces that acted collectively to create an extreme form of suburbanization. As such, the primary aim of this study is broader than a simple presentation of a local story. In telling the local story, it sheds light on larger patterns of growth in the region, the state, and the nation.

This study is organized into five chapters and an epilogue that are loosely chronological, covering the period from about 1950 through nearly the present day. The bulk of the analysis is concentrated from 1970 through 2000, the period of the most feverish growth and development in Denver’s suburbs.²⁷ A variety of source materials were consulted, especially governmental and corporate records and the contemporary statements of key figures as recorded in local newspapers and periodicals and personal correspondence. Governmental records at all levels –

²⁷ For example, in 1970 Douglas County housed a mere 8,407 residents; after thirty years of an annualized growth rate of nearly eleven percent, it was a booming, sprawling suburban powerhouse of over 175,000 people by 2000.

national, state, regional, county, municipal, and special district – serve as a cornerstone of this study. United States Census Bureau reports and databases provide essential information that illustrates population and local governmental growth patterns in Colorado and places those trends in context of the nation as a whole. State legislative studies provide a window into the concerns of state representatives and committees about growth management, land consumption, and the proliferation of special districts. Similarly, the reports of state governmental and quasi-governmental agencies such as the Division of Local Government and its Department of Local Affairs, Colorado Legislative Council, Colorado Land Use Commission, and the Denver Regional Council of Governments also highlight the desire for more comprehensive, collaborative, and regional approaches to solving regional problems. County records including master plans and land use plans not only demonstrate the attitudes and preferences of county officials, they also usefully illustrate key data and insights about the condition of the county at the time of the plan's issuance. Last, this study draws important insights and conclusions from the use of local governmental records. In particular, the analysis digs deeply into records of community associations and special districts, including metropolitan districts, often overlooked units of governance despite their proliferation and prevalence in the second-half of the twentieth century. Articles of incorporation, service plans, budgets, financial reports, meeting minutes, voting records, press releases, personal correspondence, newsletters, and fact sheets issued by community associations and special districts permit a detailed assessment of the powers and limitations of these non-municipal forms of local governance.

The motivations and actions of real estate development corporations comprise an important element of this study. Corporate records, though notoriously difficult to access, are utilized where possible. In particular, reports, financial records, correspondence, and marketing

materials from corporate developers including Mission Viejo Company, Philip Morris Incorporated, Colorado Western Development Company, and Terracor Incorporated were consulted. Like other works involving elements of business history, this study relies upon primary source materials that indirectly illustrate the actions and motivations of corporations such as legal correspondence between public entities and corporate legal counsel, and publicly-available court records. Lastly, this study relies heavily upon newspaper records of contemporary statements and declarations made by key figures during the many contentious debates over growth management events such as master plan proposals, incorporation efforts, local elections, ballot initiatives, legislative proposals, court proceedings, and open forums. Newspaper accounts best capture the thoughts and feelings of individuals in the moment, and often reflect the deep passions involved in the efforts of Coloradans to contend with the vexing challenges presented by their competing values.

Chapters

Chapter one provides a brief and summary-level overview of the history of the Denver metropolitan area and the state of Colorado with an emphasis on growth management matters and a focus on the first few decades after the Second World War. Since its founding as a territory in 1861 and achievement of statehood in 1876, Colorado experienced alternating waves of economic booms and busts often tied to fortunes of the markets for natural resources. Sentiments about growth and development held by state officials and the population as a whole oscillated between enthusiastic support and energetic resistance. From 1945 through the mid-sixties, Colorado grew modestly at first then explosively as the state benefitted both from booming conditions in the energy, defense, and technology industries and from the active

boosterism of its leaders. Rising discontent in the sixties and early seventies and an emergent environmental movement tempered the excitement for growth in the state. Anti-growth voices coalesced around the leadership of Richard Lamm, the charismatic state representative who successfully shepherded the movement to reject the Winter Olympic Games and subsequently ascended to three terms as state governor from 1974 through 1986. Over time, pro-growth and anti-development forces largely battled to a draw, leaving the state without a coherent approach for growth management. State and regional entities such as the Colorado Land Use Commission and the Denver Regional Council of Governments were granted few powers and little authority. As the remainder of the study will highlight, the lack of a clear and executable regional planning strategy opened the door to privatized planning and development.

Special districts, the focus of chapter two, have become the most prevalent form of government in the United States. Shortly after the Second World War, there were more municipalities than special districts; today, special districts outnumber municipalities by a factor of nearly two-to-one. Chapter two begins by describing the rise of the special district, its usefulness and limitations as a mode of governance, and its role in enabling the postwar wave of suburbanization. Next, the chapter traces state legislative efforts from 1955 through 1985 to curtail the proliferation of special districts in Colorado. These episodes highlight the growing tensions between advocates of a stronger state and regional role in growth management and those favoring more localized, privatized, and permissive attitudes toward growth. The chapter continues with a brief analysis of the rise of the special district in the state and presents data and illustrations that reveal the increasing concentration of such districts in the rapidly suburbanizing counties surrounding Denver. Next, the chapter examines the shaky underpinnings of a heavy reliance upon special districts through an analysis of a wave of bankruptcy filings in the late

eighties and early nineties by “dirt districts” – new special districts created by developers to provide services to new communities that quickly failed. These failures devastated residents who did not understand the financial responsibilities and risks that special districts shifted directly to them. Lastly, the chapter concludes with a quantitative analysis of the outsized reliance upon special districts and the unprecedented usage of metropolitan districts in Colorado. This presentation rests upon an analysis of forty-years of raw data collected by the United States Census Bureau through its quinquennial Survey of Governments. Although other Sun Belt states grew rapidly in the postwar era, none utilized the metropolitan district to the extent experienced in Colorado. Colorado’s permissive stance toward the utilization of special district as a substitute for municipal governance enabled rapid, localized, and developer-led growth.

From 1980 through 2000, Douglas County, Colorado was the fastest growing county in the nation and at times was the county with the highest household median income. Chapter three evaluates the early stages of growth in the state and county in the sixties and seventies. Like many metropolitan areas across the nation during this era, Denver’s suburbs, including Douglas County, absorbed nearly all of the population growth in the metropolitan area as the central city stagnated. A deep study of two troubled Douglas County communities founded in the 1960s – Perry Park and The Pinery – illustrates the challenges that the county experienced in absorbing its share of this rapid growth. By this early date, there was no local or county planning apparatus to oversee growth and no agreed-upon overarching growth management principles. In a soon-to-be-familiar refrain in the state, corporate real estate developers filled the void in Douglas County. While some master-planned communities succeeded, Perry Park and The Pinery did not, leading to decades of problems both for residents and the county. The chapter continues by chronicling the rancorous and failed efforts to create the first Douglas County master plan in 1974-75.

Contentious debates pitted citizens and county officials against each other, culminating in the release and subsequent withdrawal of a controversial plan proposal. Next, an analysis of the failed efforts of the short-lived Colorado Land Use Commission to impose state-level mandates on the county highlights the growing exasperation of state officials with unfettered growth. The county grudgingly resumed its efforts to develop a master plan in the late seventies, only to experience an even more bitter period of political infighting, power struggles, and dysfunction within its county offices. The chapter concludes with a review of the arrival of a large corporate real estate developer that proposed to design and build a community of ninety thousand residents called Highlands Ranch, a new city in all but name. Without a master plan or overarching growth management principles, county and regional officials grudgingly approved the proposal and set the county on a twenty-year growth spree unlike any experienced by the nation's other three thousand counties over this stretch of time. In the end, indecision at the county and local levels ultimately ceded authority over growth patterns in Denver's suburbs to corporate real estate developers.

Chapter four chronicles the history of Highlands Ranch from inception in 1979 through completion around the turn of the century. Still unincorporated to this day, Highlands Ranch remains an invisible suburb with limited civic participation. As such, it offers an opportunity to study the social, economic, environmental, and regional effects of large-scale, privately-directed suburban growth. The chapter begins with a contextual overview of unincorporated communities in the United States and an illustration of the rarity of large unincorporated master-planned communities such as Highlands Ranch. Next, the chapter presents an extended analysis of the Highlands Ranch Metropolitan Districts (HRMDs) and the Highlands Ranch Community Association (HRCA), the primary entities of local governance. An analysis of founding

documents, board membership, meeting minutes, voting records, and election turnout data demonstrates the broad extent of control wielded by executives of the private developer for decades. Beginning in 1990, community residents unsuccessfully sought to wrest control of the of Highlands Ranch from the enduring grip of the developer. The chapter recounts the numerous unsuccessful efforts to incorporate Highlands Ranch into a city with a more representative model of governance. These failed as a result of the general difficulties inherent in eliminating metropolitan districts, the specific resistance of the HRMDs themselves, and the missteps of residents who lacked the expertise to create a compelling and viable alternative form of government. As a result, Highlands Ranch residents have never been presented with a ballot initiative for incorporation into a city. The chapter concludes with an analysis of the successful consolidation of the four HRMDs into a single, enormous governmental entity during the 2000s, further solidifying an entrenched form of governance that routinely generated confusion among residents and very low election turnout.

The final chapter returns to state, regional and county efforts to plan and manage the growth unleashed by Highlands Ranch and other suburban developments. The chapter begins by examining the history of the Denver Regional Council of Governments (DRCOG), a voluntary organization with limited authority to manage growth across the region. Since its formation in 1955, the council unsuccessfully endeavored to channel growth into existing urban corridors and limit suburban and exurban land consumption. Next, the chapter recounts Douglas County's efforts to issue county master plans and utilize those plans to shape and influence the nature of growth in the county. Although the county's planning capacity rapidly improved in the 1980s and 1990s, growth pressures released by the approval of Highlands Ranch overwhelmed the county's efforts to guide growth. As a result, Douglas became both the nation's fastest growing

and wealthiest county with little socio-economic diversity. Its residents commuted by automobile to professional jobs located outside of the county while the county's robust but low-wage retail sector required armies of low-wage workers to commute long-distances into the county. These conditions exacerbated the region's automobile dependency and led to traffic congestion, air pollution, and costly regional transportation infrastructure improvements. The chapter concludes with an analysis of the incessant and destructive inter-jurisdictional rivalry between the region's municipalities over the pursuit of sales tax revenues. Cities and towns competed to lure retail developers to build shopping complexes within their borders. They also sought tax revenues through the annexation of unincorporated areas that contained commercial and retail districts. As a result, the region experienced land consumption through a burgeoning supply of shopping malls and the accompanying construction of parking lots and roadways. In addition, residents throughout the region found themselves thrust into frequent annexation conflicts that eroded self-determination and further inhibited their ability to establish and maintain their preferred means of governance. These were unintended but impactful consequences of a fragmented and localized approach toward growth management.

The epilogue briefly extends the analysis into the twenty-first century. Despite years of weak and failed efforts to create a more compact city, there were signs that Denver was beginning to experience an urban resurgence. In part, Denver benefitted from broader forces that brought urban living back into vogue as the nation experienced a "back to the city" movement. At the same time, the appeal of suburban life on the periphery declined as a result of a severe dislocation of the mortgage lending markets, escalating fuel costs from their turn-of-the-century lows, and urban reinvestment in public transportation. As a result, the core city of Denver reversed its population decline and began growing again, adding 200,000 residents in the last

twenty years. Denver was not simply the beneficiary of global forces; its officials have been active participants in the renaissance. Regional planning in Denver has strengthened over the last two decades. DRCOG carries more authority than before, and regional communities have shown greater eagerness to participate in regional growth management initiatives. However, the metropolitan area continues to contend with the legacy of a half-century of laissez-faire attitudes toward growth management and the enduring primacy of individualism and property rights. Land consumption on the urban fringe has continued to occur at a faster pace than regional planners predict and desire. Municipal participation in regional growth-management efforts has been motivated by self-interest and access to sales tax revenues rather than by a deep commitment to regional planning. The state's annexation battles have persisted. Cities that recently have incorporated to defend themselves against annexation by a hungry neighbor rather than to pursue a more positive aim such as a better form of governance or a more coherent community have struggled to create well-functioning governments. As a result, the legacy of Denver's half-century of privatized growth and development in the second half of the twentieth century continues to persist.

CHAPTER 1

“WE WILL FIGHT UNTIL THEY ARE AS BLOODY AS A BULL’S HOCK” Growth and Resistance in Metropolitan Denver, Colorado

Since its founding as an “instant city” in the late-1850s, Denver has experienced successive waves of new arrivals eager to participate in the city’s economic promise.¹ The city’s origins trace to the Pike’s Peak Gold Rush that began in late 1858 and reached feverish pace the following year. News of gold discoveries leaked eastward, and tens of thousands of “fifty-niners” arrived at the base of the Rocky Mountains in the western expanses of the Kansas Territory as soon as winter turned to early spring. Settlements sprouted all along the Front Range, the easternmost stretch of the Rocky Mountains extending from today’s southern Wyoming to southern Colorado.² In 1858 and 1859, two adjacent sites were staked out by the St.

¹ Gunther Barth used the term “instant cities” in a useful study of the comparison of the early stages of growth and development in Denver with that of San Francisco, Salt Lake City, and other Western cities. Gunther Barth, *Instant Cities: Urbanization and the Rise of San Francisco and Denver* (New York: Oxford University Press, 1975). This chapter relies upon a number of general studies of the history of Colorado and of the city and region of Denver. Carl Ubbelohde, Maxine Benson, and Duane A. Smith, *A Colorado History, Seventh Edition* (Boulder: Pruett Publishing Company, 1986), Carl Abbott, Stephen J. Leonard, and Thomas J. Noel, *Colorado: A History of the Centennial State*, Fourth Edition (Boulder: University Press of Colorado, 2005), Lyle Dorsett and Michael McCarthy, *The Queen City: A History of Denver: Second Edition* (Boulder: Pruett Publishing Company, 1986), Stephen J. Leonard and Thomas J. Noel, *Denver: Mining Camp to Metropolis* (Niwot, Colorado: University Press of Colorado, 1990), Stephen J. Leonard and Thomas Noel, *A Short History of Denver* (Reno: University of Nevada Press, 2016), and William Wyckoff, *Creating Colorado: The Making of a Western American Landscape, 1860-1940* (New Haven: Yale University Press, 1999).

² Although the term “Front Range” still formally refers to the mountains themselves, it is now primarily the name applied to the urban and suburban corridor stretching from Fort Collins on the northern end through Boulder, Denver, Colorado Springs and to Pueblo, Colorado on the southern end. More generous definitions of the region stretch as far as Casper, Wyoming to the north and Santa Fe and Albuquerque to the south. Between five million and seven million people live in the Front Range region, depending on the selected boundaries.

Charles Town Company and Auraria Town Company alongside Cherry Creek about twenty miles east of the mountains. Although the modest gold pocket at the site had already been panned out, the companies sought to capitalize on the anticipated surge of mountain gold prospectors by establishing towns to provide lodging, supplies, and services to “mine the miners.” The St. Charles Town company was soon renamed “Denver City” by its founder William H. Larimer, Jr. to curry the favor of Kansas Territory Governor, General James W. Denver.³ Gold was located in abundance during 1859 at several locations around Pike’s Peak to the south and in Cherry Creek Canyon and Boulder Canyon to the west. The boosters of Auraria and Denver found their fledgling settlements at risk of abandonment as a result of the burgeoning competition of newer towns established closer to the mountains. Golden City and Boulder City to the west, and Canon City, Colorado City, and Fountain City to the south near present-day Colorado Springs all threatened the long-term viability of Auraria and Denver. To strengthen their settlements in the face of this competition, the founders agreed to merge into one community in 1860, retaining the name Denver City.

As the first town that weary settlers and supply transporters reached on their long journey westward, and with an enviable location at the convergence of Cherry Creek and the South Platte River, Denver enjoyed a natural geographic advantage over its rivals. However, it was the actions of profit-minded boosters that secured its emergence as the area’s dominant settlement and, eventually, the commercial hub of a vast region spanning hundreds of thousands of square miles. Larimer secured stagecoach connections between departure points on the other side of the

³ Unbeknownst to Larimer, Governor Denver had resigned while he was traveling westward, and Samuel Medary in fact was the sitting governor of the territory. Colorado historians Stephen J. Leonard and Thomas J. Noel quipped that this historical quirk is the reason why the Denver Broncos are not today known as the Medary Broncos, and why singer Henry John Deutschendorf, Jr. took the stage name John Denver rather than John Medary. Leonard and Noel, *A Short History of Denver*, 12.

Great Plains and the new city. William H. Byers founded the *Rocky Mountain News* in April, 1859, and utilized the paper to tout the immense economic promise of the new town and the region as a whole. Powerful Republican governors of the newly-created Colorado Territory including William Gilpin (1861-62) and John Evans (1862-65) served both as boosters and civic leaders. As a result, the new city of Denver survived a challenging first decade marked by the petering out of the gold rush, a damaging fire, a deadly flood, and the Civil War. Despite their efforts, the city's population stagnated; its population in 1870 remained almost exactly where it was a decade earlier at about 4,700 people. By that time, its future prospects were further threatened by the United Pacific Railroad's decision to bypass Colorado Territory altogether and avoid the rugged Colorado mountains by building the transcontinental railroad through modern-day southern Wyoming instead.⁴ Local businessmen and bankers leapt into action; Evans, Byers, David Moffitt, Walter Cheesman, and others orchestrated rail line connections to Cheyenne to the north and to Kansas to the east. Additional rail lines were rapidly constructed to connect Denver to the mountain towns to the west and cities of Colorado Springs and Pueblo to the south. Thus, by the time Colorado achieved statehood in 1876, Denver had emerged as the new state's largest and most important commercial center. From the very beginning, Denver was

⁴ This would not be the last time that the mountainous terrain to Denver's west would complicate efforts to connect the city to the western slope of the Rockies and the Pacific Coast. Originally, the forty thousand-mile interstate highway network authorized by the Federal Highway Act of 1956 excluded a highway west of Denver as a result of the prohibitive costs and physical challenges of building a high-speed divided highway through the mountains. Instead, Denver originally was slated to be the western terminus of Interstate 70. Denver's public officials and boosters – particularly the ski resort owners in the mountains west of the city – protested the exclusion and appealed to the White House for a revision. As a result, President Eisenhower authorized the extension of the interstate for an additional 550 miles through the mountains to its terminus at Interstate 15 in southern Utah. The route was not completed until late 1992 and involved several engineering achievements including a twelve-mile stretch through Glenwood Canyon and the nearly two-mile long Eisenhower-Johnson Memorial Tunnel through the Continental Divide, the world's highest vehicular tunnel at approximately 11,000 feet above sea level. It took over eleven years to build and costs escalated far higher than planned. The federal government funded ninety percent of its construction. For a description of the role of the ski industry in the highway's approval and construction, see Michael W. Childers, *Colorado Powder Keg: Ski Resorts and the Environmental Movement* (Lawrence: University of Kansas Press, 2012).

the product of development-minded leaders and reliant upon the inflow of new arrivals for its survival.

By 1890, Denver boomed to over 100,000 residents. A network of privately-built streetcar lines fueled the first wave of suburbanization in the new city. In Denver as elsewhere, thoroughfares thrived or withered as a result of the placement of streetcar routes, a fact acutely understood by entrepreneurs. The Sixteenth Street corridor, for example, became the city's most important retail strip when a streetcar route was constructed along that route.⁵ Not to be outdone, merchants on adjacent Fifteenth Street enticed a transit company to construct a parallel route that was unnecessary for transportation needs but essential for the commercial viability of the street. Denver's outward expansion, then and now, was physically unconstrained by terrain and geography. With the mountains far to the west, Denver's flat topography offered vast reserves of cheap, developable land. To many, this was the appeal of life on the dusty prairie. "As if reacting to crowded cities elsewhere, Denverites seemed obsessed [in the late nineteenth century] with spacious parcels and plenty of elbow room," note Colorado historians Stephen Leonard and Thomas Noel.⁶ The Depression of 1893 only temporarily slowed the city's growth and enthusiasm, but it did challenge the fiscal viability of several of its early suburbs. In the wake of the depression, Denver annexed a number of them into its city limits. In 1902, Denver annexed more suburbs and grew still further by merging into a consolidated city-county structure, officially becoming "The City and County of Denver."

⁵ It remains so to this day, particularly after it was converted in 1982 into a pedestrian-only section for a duration of about one mile.

⁶ Leonard and Noel, *Denver: Mining Camp to Metropolis*, 60-61. Noel's lifetime of historical research and study of the state of Colorado has earned him the widely-recognized nickname "Doctor Colorado," or "Dr. Colorado" for short, a name that he touts eagerly and that none of his fellow western historians would dispute. <http://www.dr-colorado.com/>.

After the turn of the twentieth century, Denver's fortunes rose and fell in sync with natural resource markets. A second wave of precious metal discoveries in the mountains, primarily gold and silver, reignited the mining industry for a few decades. Next, Denver found itself well-positioned to benefit from discoveries of vast coal and oil reserves in Wyoming, Oklahoma, and Texas. The city was a natural home for the direct businesses required by the mines and derricks such as smelters and equipment manufacturing as well as indirect supporting businesses ranging from banks and law firms to saloons and brothels. These developments enriched the city and helped it nearly triple in growth from 1900 to 1930 to almost 300,000 people.

Wary of an overreliance on natural resources, Denver's civic leaders and business community sought to diversify the city's economic base in the four decades prior to the Second World War. Tourism became an important part of the city and state economy as boosters promoted the perceived health benefits of the region's high altitude and thin air to faraway audiences increasingly concerned about the health hazards of pollution and industrialization. In particular, Colorado began to develop the nation's most extensive concentration of ski resorts during these decades as a result of a collaborative partnership between energetic developers and the National Forest Service.⁷ Farming and ranching on Denver's hinterlands brought stockyards, packinghouses, meat processors, and auctioneers to the city.⁸ In a trend that began during the interwar period and would only accelerate during the early years of the Cold War, metropolitan

⁷ For an extended study of the development of the ski industry in Colorado, see Childers, *Colorado Powder Keg*.

⁸ See William Cronon, *Nature's Metropolis: Chicago and the Great West* (New York: W.W. Norton & Company, 1991) for a classic study about the economic and environmental interdependency of the city and surrounding countryside and the pressures that the actions of each exert upon the other. For a collection of essays that further explore the connection between city and hinterlands in an environmental context, see Jeffrey M. Diefendorf and Kurk Dorsey, eds., *City, Country, Empire: Landscapes in Environmental History* (Pittsburgh: University of Pittsburgh Press, 2005).

Denver benefitted from a meteoric growth in national defense expenditures through the emergence of private corporations supplying the military's needs and through the selection of the city and region for a number of new military posts.⁹ However, there were limits to the city's efforts to diversify its economy. Manufacturing entrepreneurs were hampered by high shipping costs not only from the city's remote location but also from the exorbitant rates charged by a railroad oligopoly. In addition, the city's notoriously conservative banking community emphasized asset preservation over lending, forcing Denver entrepreneurs to seek capital from the banks of the eastern financial hubs of New York and Philadelphia.

These challenges foreshadowed two key factors that often would impact the economic prospects of the city and state and influence the worldview of its civic and business leaders and its residents throughout the rest of the century. First, despite efforts to diversify its economy, Denver remained excessively reliant upon natural resources, particularly oil and coal. The cyclical nature of these businesses and their vulnerability to uncontrollable geopolitical events resulted in periods of feverish growth interspersed with devastating economic contractions. The inability of civic leaders to settle upon a unifying principle for growth management traced, in part, to the oscillating attitudes of residents towards growth depending on the then-current stage

⁹ With the onset of the Second World War and continuing into the Cold War, the War Department (reconstituted as the National Military Establishment under the National Security Act of 1947, and renamed the Department of Defense in 1949) increasingly selected locations deep within the nation's interior to protect military installations from longer-range weaponry. Colorado's location hundreds of miles from the northern and southern international borders and even further away from the nearest international body of water, the Gulf of Mexico, made it an appealing place for new military posts. Colorado Springs, in particular, became a major military location, with the Fort Carson army post (1942) and four Air Force installations: Schriever Air Force Base (1985), Peterson Air Force Base (1942), Air Force Academy (1954), and Cheyenne Mountain Air Force Station (1966) which houses North American Aerospace Defense Command (NORAD). The Denver area became home to Buckley Air Force Base (1943), Lowry Air Force Base (1948, since closed) and two weapons facilities, Rocky Flats Plant which manufactured nuclear weapons from 1952 to 1992, and Rocky Mountain Arsenal which manufactured chemical weapons from 1942 to 1992. Both weapons facilities were closed as a result of extensive environmental contamination, underwent years of federally-funded clean-up efforts as "Superfund" sites, and have since reopened as National Wildlife Refuges.

of the energy boom-bust cycle. Burgeoning energy exploration and production in Denver's hinterlands not only fueled economic and residential growth in city and country alike but also spurred calls for growth control and environmental protection. Likewise, economic recessions experienced during depressed global energy markets elevated voices advocating for development-friendly policies and quieted calls for growth management. In this rapidly-growing state, the large number of new arrivals exacerbated this effect as newcomers alternatively sought to benefit from the state's economic promise and to defend the beauty, open spaces, and healthful environment that attracted them to Colorado in the first place. Second, the city's fortunes often relied upon the capital, goodwill, and whim of faraway private interests – financiers and investors – and public entities – the federal government and its many agencies. Bernard DeVoto wrote of this effect in 1934 when he characterized the American West as a “plundered province,” angrily denouncing the East Coast elites and riches that subverted the West to colonial-like dependency.¹⁰ These conditions left Coloradans feeling perpetually uneasy and uncertain about their future and lacking the ability to control their affairs. This sparked a strong political preference for local control that influenced many of the attitudes and decisions towards growth and development throughout the century.

After the conclusion of the Second World War, Colorado participated in the early stages of a long-term migration of millions of Americans from the “Rust Belt” of the industrial Northeast and Midwest to the “Sun Belt” of the American South and West. At first, state and city officials and elites were ambivalent about this trend. Leonard and Noel note that Denver's “city fathers feared change, as did most business leaders.”¹¹ “If these people would just go back

¹⁰ Bernard Augustine DeVoto, “The West: A Plundered Province,” *Harper's Magazine*, August 1934.

¹¹ Leonard and Noel, *Denver: Mining Camp to Metropolis*, 235-240.

to where they came from,” seventy-seven year-old Denver Mayor Benjamin Stapleton quipped in 1946 while peering out of his downtown office at snarled traffic on the city streets below, “we wouldn’t have any problems here.” Colorado historians Lyle Dorsett and Michael McCarthy offer harsh words for the conservative business elite that wielded power in the state at this time, noting that “capitalists napped, resting on their trust funds” instead of launching new ventures.¹² In addition, entrenched businessmen jealously guarded their control of the city’s fortunes from upstart rivals, denying the hopes of outsiders like famed industrialist Henry Kaiser to establish new manufacturing facilities in the city. Increasingly, many Denverites rejected this insularity and protection of the established order. Energetic entrepreneurs supplanted the “trust fund” contingent. They were eager to expand upon the good fortunes that the city experienced during the war years. They voted Stapleton out of office for the second time in 1946, replacing him with a thirty-five-year-old Navy veteran named J. Quigg Newton, Jr. Mayor Newton and his successor, Will Faust Nicholson, embraced the pro-growth mantra of the Denver Chamber of Commerce. In 1952, the Newton administration eliminated a twelve-story downtown building-height restriction, fueling a construction frenzy and providing the city with a skyline more emblematic of its emergence as the commercial capital of the intermountain West. At the same time, thousands of former military personnel who were stationed for a period at one of the state’s

¹² Lyle W. Dorsett and Michael McCarthy, *The Queen City: A History of Denver*, 249-53. Stapleton served as Denver’s mayor for twenty years over five terms (1923-31; 1935-47). Perhaps ironically given his later anti-growth sentiments, he was ousted in 1931 in part over his pro-growth advocacy for the construction of the Denver Municipal Airport which had the misfortune of opening one week before Black Friday and the onset of the Great Depression. The airport, renamed Stapleton in his honor, was seen as extravagant, unnecessary, and located too far from the city. After the city’s growth subsumed the airport and it became too small to serve the bustling city’s needs, it was decommissioned in 1995 and replaced by Denver International Airport, another facility excoriated for its location far outside of the urban core and for its extravagance and cost overruns. Today, the former airport site has been redeveloped into the “Stapleton” neighborhood, a wildly-successful, master-planned and walkable suburban community in the “New Urbanism” tradition.

military posts were eager to move their families to experience the beauty of the Front Range. As a result of natural demand and a shift in mentality from conservatism to growth, Denver grew by over fifty-three percent within its city limits from 1940 through 1960.

While the core city of Denver experienced real growth, the explosive growth occurred in the suburbs. Collectively, Denver's five suburban counties in the postwar years – Adams, Arapahoe, Boulder, Douglas, and Jefferson – more than tripled over these same two decades.¹³ As early as 1960, Denver's suburban counties already housed about as many residents, 440,312, as the central city, 493,887.¹⁴ Not all of these newcomers arrived to live in the suburbs and work in the city; increasingly, commercial activity followed the migration of residents to the city's inner suburban ring. The Denver Technology Center (DTC, or Tech Center) was an early and prominent example of the shift in commercial activity from downtown to the suburbs. Even as commercial real estate developers were erecting sparkling new skyscrapers in downtown Denver, other developers were searching for an alternative. George M. Wallace, a builder whom historian Paul Lewis calls "one of the most significant and complex figures in the suburban Denver boom," experienced a moment of epiphany in a downtown Denver parking lot. "Some son of a bitch...had opened his door and left a big white scratch on my [new black] car," he cursed in a 1988 *Denver Business Journal* interview. "I was so goddamned mad [I decided to] find a little piece of land outside of Denver where I'd build my own office – with a parking space 20 feet wide."¹⁵ With that, the Tech Center was born, eventually growing to over ten million

¹³ While Douglas County would later become the locus of suburban growth in metropolitan Denver and a primary subject for the remainder of this study, it was located outside the orbit of the city by this early date. Only 4,816 residents lived in Douglas County in 1960.

¹⁴ United States Census Bureau, *Census of Population*, 1940, 1960.

¹⁵ Paul G. Lewis, *Shaping Suburbia: How Political Institutions Organize Urban Development* (Pittsburgh: University of Pittsburgh Press, 1996), 147-153. The Tech Center was an early example of what Joel Garreau later called "Edge Cities," new self-contained urban nodes on the periphery of a central city typically located alongside a

square feet of office and advanced manufacturing space. Companies such as Hewlett Packard, Honeywell, First Data Corporation, and several pioneering companies in the cable and satellite television industries flocked to the Tech Center and its miles of high-rise office buildings clustered alongside Interstate 25 just south of Denver's city limits. In a soon-to-be-familiar pattern of development in metropolitan Denver, the Tech Center was built on unincorporated lands by a flamboyant real estate magnate, governed by special districts established by the developer, and later annexed by a tax-hungry municipality for its revenues. True to Wallace's desire, the Tech Center was designed for automobile commuters and was an early catalyst of the shift in residential patterns southward from the City and County of Denver to the South Metro Denver suburbs of Arapahoe, Jefferson, and Douglas counties.¹⁶

Increasingly, private and public interests collaborated in the pursuit of growth and development in the postwar years. The state's ill-fated efforts to host a Winter Olympiad offer the most prominent example of politicians, boosters, and businessmen working together towards a shared vision of a booming state economy. Executives of companies in the burgeoning ski resort industry spearheaded a failed effort to secure the 1960 Winter Olympic Games that instead were awarded to Squaw Valley, California. By the mid-1960s, a group of businessmen from both the mountains and the Front Range that stood to benefit from the attention and growth that an Olympic Games would generate joined with selected politicians to form the Colorado Olympic Committee (COC) to lobby once again to host a future Olympiad. Historian Michael

freeway. By 1991, he identified 123 edge cities across the nation, each of which contained over five million square feet of commercial space and over 600,000 square feet of retail space. Each catered to suburban automobile commuters who no longer needed to commute to and from downtown for employment. Joel Garreau, *Edge Cities: Life on the New Frontier* (New York: Doubleday, 1991).

¹⁶ From the beginning, the Tech Center catered almost exclusively to automobile-commuting professionals. Situated alongside I-25, a succession of medium-rise buildings of ten or twenty stories lined the interstate from north to south, each with ample parking (though with less than twenty-feet of width per car).

Childers notes that the National Forest Service served as a willing partner in these efforts through the “institutionalization” of support and permissiveness within the agency of ski resort construction on Forest Service lands. Nine new ski resorts were opened on Forest Service lands during the sixties alone. The Committee implored the United States Olympic Committee (USOC) to select Denver as the nation’s entrant into the international competition to host the 1976 Winter Olympic Games. In 1967, the efforts of the COC paid off; the USOC approved Colorado’s bid and advanced its candidacy for consideration by the International Olympic Committee (IOC). Colorado Governor John Love threw his wholehearted support behind the effort in a campaign titled “Sell Colorado,” noting that the games would benefit “all Colorado.” He gushed that the state would “provide the best facilities and the best games ever.”¹⁷ The IOC concurred with the promise and potential of bringing the games to the Rocky Mountains and announced its selection in 1970 of Denver to host the twelfth Winter Olympiad.¹⁸

Childers argues that most Coloradans welcomed or at least accepted the expansion of the tourism industry in general and the ski industry in particular. However, he argues that the Olympics episode tested and found the limits to which Colorado’s residents would accept a bald-faced, pro-development agenda. In part, resistance to the Games was rooted in an emergent environmental consciousness that swept the nation during the sixties and seventies. Concerns about industrial air and water pollution, the loss of open space to highway construction and suburban development, the destruction of wildlife habitat, and threats to wilderness areas posed by population growth and development led to grass-roots activism and federal responses such as

¹⁷ Richard D. Lamm and Duane A. Smith, *Pioneers & Politicians: Colorado Governors in Profile* (Golden, Colorado: Pruett Publishing, 1984), 164.

¹⁸ For an extended historical account of Colorado’s successful Olympic bid and the subsequent firestorm of dissent and debate throughout the state that led both to the removal of public funds for the Games and to an emergent anti-growth movement within the state, see Childers, “Rich Man’s Games, Poor Man’s Taxes,” in *Colorado Powder Keg*, 68-95.

the issuance of the Wilderness Act (1964) and Clean Air Act (1972) and the creation of the Environmental Protection Agency (1970). Long-time Coloradans and recent arrivals alike were concerned about the environmental consequences of growth in the state. Escalating automobile and home heating emissions coupled with thin oxygen in the high-altitude region and the enveloping effect of the mountains led to temperature inversions and the Front Range's notorious "brown cloud," a visible and reviled effect of the unhealthful aspects of growth. Incessant battles between Front Range cities and mountain towns over the control of limited water supplies to slake the growing thirst of an urbanizing area caused many to wonder about the long-term sustainability of urbanization in an arid region. To many, the mountains and wilderness areas were already at risk of being loved too much, and the scars carved into mountainsides by the ski industry were emblems both of the state's emergent economic might and environmental destruction.

The Olympic Games threatened to accelerate growth and development in the state to a feverish pace, far beyond a comfortable level to all but the most ardent supporters. In particular, many Coloradans were unnerved by the sprawling geographical expanse of sporting venues envisioned by the organizers of the games. Until then, hosts of the Winter Olympics conducted the games within compact areas. For example, the seven sporting venues of Lake Placid, New York, the host of the 1932 and 1980 Winter Games, were located within nine miles of each other and are all visible from a single vantage point in the village. Similarly, the sporting venues at preceding host locations Squaw Valley (1960), Innsbruck (1964) and Grenoble (1968) were compact and contained within a small area. The original set of proposed venues for the Denver Olympics, by contrast, stretched over an eighty-mile diameter.¹⁹ The city would host arena-based

¹⁹ Later, the substitution of Steamboat Springs in the north-central part of the state for Evergreen and Indian Hills, and Beaver Creek instead of Copper Mountain stretched the geographic reach of the games still further to a diameter

sports such as hockey and figure skating. Alpine skiing events would occur at Copper Mountain, a ski resort deep within the Rockies. The towns of Evergreen and Indian Hills in the foothills about thirty miles from downtown Denver were chosen by the organizers to host cross country skiing, ski-jumping, and bobsledding competitions. As a result, the Denver Olympic Games would have required an unprecedented scale and scope of development, not only to build the sporting venues themselves but also to create the transportation infrastructure and hospitality amenities required to accommodate throngs of visitors across a vast region. These selections diffused the potential for rapid growth and development far beyond metropolitan Denver and forced citizens all across the state to consider the impact of the games on their communities. Games organizers and boosters imagined this to be an unequivocal benefit to the state. “The influx of visitors, plus a continued flow prompted by the exposure given the host city will be a benefit to all facets of business in the state,” Love’s Lieutenant Governor Mark Hogan bluntly stated in 1969.²⁰ Not only would the city and state garner invaluable international attention and prestige that would bring more new arrivals and business to the region, some of the infrastructure needed to accommodate this growth would already be in place to support this growth.

Not everyone shared Hogan’s enthusiasm. Many residents expressed reservations about the environmental consequences of rampant growth that the Olympic Games would usher into the state. Equally important, they also chafed at the secret and collusive nature of the efforts of private interests and state officials in securing and organizing the games unilaterally without broader participation and input. Corporate executives from Vail Associates, Adolph Coors

of over one hundred fifty miles. With Interstate 70 still under construction, automobile transit would have been laborious; games organizers envisioned flying contestants from Denver to Steamboat Springs for their competitions.

²⁰ *Denver Post*, December 13, 1969. Cited in Childers, *Colorado Powder Keg*, 75.

Company, Ski Magazine, United Airlines, and other prominent corporations in state served as the driving forces to secure the games. Committee meetings were often held privately and meeting minutes were provided only to Governor Love. The committee often made decisions that would carry enormous consequences to certain residents absent community involvement. Residents of the suburban foothills towns of Evergreen and Indian Hills, for example, were surprised and angry to learn of their selection as sporting venue hosts. Organizers simply presumed that these residents, and all residents statewide, shared their vision of a growing and economically thriving state. Foothills residents rejected this vision with particular venom. Many residents of these far-flung suburban communities moved to the foothills purposefully to escape the crowds and congestion of the city. They were long-range commuters who were willing to endure the time, cost, and traffic of daily travels to and from the city to enjoy a quiet existence in the mountains. Most did not welcome the prospect of a new and permanent bobsled course and ski-jump takeoff ramp in their communities. They dreaded the arrival of tens of thousands of Olympic spectators in 1976 and countless hundreds of thousands of tourists in the ensuing years to visit the sporting venues. A vigorous campaign of opposition ultimately led to the capitulation of the games' organizers and the selection of Steamboat Springs as the site for the events that were originally slated for the foothills. Localized resistance to venue selections proved to be an early warning that the entire Olympics experiment had awakened an anti-development sentiment in the state.

As the secret workings of the organizing efforts became more broadly known, opponents of the games came to suspect that the entire effort was simply a means to enrich the state's business community at the expense of both taxpayer dollars and the state's environment and "quality of life." These suspicions were further buttressed by the decision of the organizers to move the alpine ski venue from Copper Mountain to Beaver Creek twenty-five miles to the west,

a site recently purchased by Vail Associates and one that would need, and probably receive, fast-track authorization by the Forest Service to develop in time for the games. Since Vail Associates executives for years had participated in the leadership of the efforts to bring the games to Colorado and now to orchestrate their preparation, this move represented a significant conflict of interest. Several participants on the executive committee of the Denver Olympic Committee resigned in protest. Across the state, opposition to the games began to coalesce. A new liberal and anti-growth movement in the state emerged out of a shared desire to terminate the state's participation in the 1976 Olympic Games and in the process brought state representative Richard Lamm to the forefront of state politics. The speed and fury of the opposition effort took even its organizers by surprise. In January, 1972, the opposition group Citizens for Colorado's Future (CCF) was created; by November 1972 the group rallied enough support to end the Olympic bid via a statewide referendum where citizens overwhelmingly voted to deny state funds for Olympic venues and infrastructure. While games organizers scrambled for alternative solutions in a last ditch effort to retain the games, the November vote essentially ended the state's Olympic hopes. With only three years to go, the IOC scrambled and awarded the games to 1964 Olympic Games host Innsbruck, Austria since the city had the willingness to host again and the venues in place to host on such short notice. "The Olympics were too expensive for a small state with a limited tax base," Richard Lamm later explained.²¹

Lamm capitalized on his prominent role in the opposition effort by becoming the de facto leader of the state's anti-growth and environmental movements. He embarked on a four-month walking tour of the state as the Democratic Party candidate for governor in 1974 and was elected by a comfortable margin of about 63,000 out of about 825,000 votes. His engaging personality

²¹ Lamm and Smith, *Pioneers & Politicians*, 173.

and straightforward style garnered him widespread adulation in the state and two more terms with ever-increasing popular vote margins.²² Upon his departure from office after choosing not to seek a fourth term, the *Denver Post* fondly recounted his twelve years in office by describing Lamm as “a refreshing rarity in 20th century politics” and noting that “his independent spirit was embraced warmly by Colorado’s independent citizenry.”²³ Despite his warmth and gregarious personality, he offered sharp critiques and harsh words for proponents of unrestrained growth and development. Lamm also fully subscribed to the plundered province thesis, and put his criticism of the federal government and eastern elites in apocalyptic terms. “This is our West. And it is dying,” he wrote a half-century after the publishing of DeVoto’s essay. He decried the effects of “Eastern imperialism” and argued that the “West was living precariously at the colonial end of a new American mercantile system.” In his view, eastern money and corporations exploited the West for its raw materials and natural beauty, transforming and even destroying its lands and polluting its air and water while westerners stood powerless to defend their lands.²⁴

²² Lamm won the 1978 gubernatorial vote by over 165,000 votes and the 1982 election by 325,000, over double the vote total of Republican John D. Fuhr.

²³ *Denver Post*, January 11, 1987, cited in Lamm and Smith, *Pioneers & Politicians*, 174.

²⁴ Lamm’s Olympic Games legacy is complicated in light of his anger over a perceived exploitation of Colorado’s energy resources by faraway corporations in the late seventies and early eighties. On the one hand, the Olympic Games represented an opportunity for Coloradans and Colorado-based corporations such as Vail Associates to assert a newfound economic might over easterners and other visitors from faraway places who would be eager to pay for their Colorado experience. Like all Olympic hosts, the state would have had an invaluable and prolonged opportunity over a fortnight to project a confident, independent, and powerful image to the rest of the world. It would have represented an opportunity to reverse the “West as plundered province” narrative. However, Lamm’s focus remained long-term. He was convinced the games would accelerate permanent growth, and was willing to sacrifice homegrown economic gains to defend the state against still more newcomers. He acknowledged as much in a 2010 interview with NBC News. “We didn’t stop growth,” he acknowledged, “but we made a wonderful statement about growth at any price.” It is difficult to fully reconcile Lamm’s argument about the West’s inability to defend itself from the exploitation of the American East on the one hand with a shunned opportunity to take control of its economic future on the other. Lamm seemed to rail against greed, growth and development more than anything, and reserved a more acerbic rhetoric against such greed, growth, and development when it occurred at the hands of outsiders. *NBCNews.com*, “The Olympics That Weren’t: How Colorado Won, and Lost, the ’76 Winter Games,” February 18, 2010.

Lamm suggested that the priorities of federal energy policy and the profit motives of energy corporations overrode the imperatives of local control and environmental protection in the West. “The western states are not consulted,” he argued, “they are ignored. Their rights are abrogated, their sovereignty destroyed.”²⁵

Few things united Coloradans of different political persuasions more than the shared and reviled sense of subservience to outside interests. In addition, the Olympics movement brought Coloradans together in a shared effort to preserve their fragile environment and recapture control of the pace of growth. It seemed that the rejection of the Olympics and the election of Lamm would be a watershed event and a turning point in the history of growth and development in the state. The movement succeeded for a time by rejecting the notion that growth was a panacea for the state’s challenges and was essential for the state’s economic health and the welfare of its residents. It reasserted a popular claim to open spaces, environmental protections, and clean air and water, questioned the absolutism of property rights, and challenged the wisdom of permitting corporate, private interests to enjoy an unchecked role in dictating the terms of growth. Anti-growth sentiments had been strengthening for some time, and the rejection of the games was but one illustration of this. Like President Richard Nixon at the federal level, pro-development

²⁵ Governor Richard D. Lamm and Michael McCarthy, *The Angry West: A Vulnerable Land and Its Future* (Boston: Houghton Mifflin Company, 1982), 5, 12-18, 283-4. Although he was primarily interested in the protection of the environment and the state’s open space, Lamm was not simply referring to environmentally-minded westerners as the “Angry West.” Growth and development-minded residents were similarly frustrated with the influence and outright control of the West by eastern corporations and the federal government. In particular, they were rankled by the control exerted by federal agencies such as the Department of the Interior (national parks administered by the National Park Service and public lands administered by the Bureau of Land Management) and Department of Agriculture (national forests administered by the National Forest Service) over vast stretches of the western landscape. Discontent boiled over during the Jimmy Carter administration with the “Sagebrush Rebellion” of the late seventies, a movement that sought to expand local land use rights on federal lands and even to transfer federal lands to state and local control. Although Lamm believed the movement was “anchored in self-interest and greed” and in part was a “cynical raid by selfish political and economic interests,” he understood why legions of “honest but misguided” westerners were angry. Throughout the twentieth century in Colorado, tensions between growth and development on one hand and local control and environmental protections on the other were constant.

Republican Governor John Love recognized the emerging environmental sensibilities of his constituents and consented to a number of legislative efforts that addressed these concerns. In 1970, he signed the Colorado Land Use Act that created the Colorado Land Use Commission and launched a comprehensive effort to develop a statewide land-management system. He also signed bills requiring counties to develop master plans to guide growth and empowered the state to step in where local and county growth management efforts proved lacking. Between the rejection of Olympics in November, 1972 and Lamm's election in November, 1974, it was the Republican contingent in the state legislature that hurriedly tried to pass state land use legislation to preempt federal land use regulations and to counter the growing stature of growth-control Democrats. In 1974, Republican Governor John Vanderhoof, who replaced Love in office after he departed to be President Nixon's Director of the Office of Energy Policy, declared that the drafting of land use legislation was needed to address "the most serious challenge ever before the state."²⁶

Strong voices also were emerging at the local level for more intentional growth control efforts, although municipal self-interest often hid behind these motivations. For decades, the City and County of Denver physically grew through extensive annexations of surrounding unincorporated lands. Between 1941 and 1974, Denver's physical size nearly doubled to 120 square miles.²⁷ In this manner, Denver was like many other cities in the nation such as Jacksonville, Indianapolis, Houston, Oklahoma City, and San Antonio that combatted outmigration to the suburbs in part by annexing the suburbs. However, since becoming a

²⁶ For an extended analysis of Colorado land use legislative proposals, debates, and laws in the 1970s, see John M. DeGrove, "Colorado: A State-Local Puzzle" in *Land, Growth, and Politics* (Washington: Planners Press, 1984), 291-333.

²⁷ *Denver Urbanism*, "Denver Annexation?" August, 2011. <http://denverurbanism.com/2011/08/denver-annexation.html>. Accessed February 26, 2017.

combined city-county in 1902, any annexation executed by Denver transferred land from one county to another. Many suburbanites feared the growing reach of the central city into the suburbs, particularly the possibility that Denver would extend its controversial school busing practices to integrate the schools of wealthier and largely white suburbs with schools in the increasingly poor and minority-populated city. When Denver sought to annex a vibrant shopping mall, Greenwood Plaza, in an unincorporated area adjacent to affluent Greenwood Village, the suburban city's residents resisted mightily. "We will fight Denver in all ways possible, like Poland did when Hitler decided he needed more land," blurted Greenwood Village's mayor. "We will fight until they are as bloody as a bull's hock."²⁸ Suburban Republican activist Freda Poundstone, a state legislator representing Greenwood Village, proposed an amendment to the state constitution that would limit the ability of a municipality to annex lands from a different county without the approval of a majority of the residents of the entire county. Traditionally, only affected residents would vote on their annexation, and many eagerly accepted annexation to gain access to municipal services. In effect, the Poundstone Amendment, as it came to be known, was aimed solely at Denver, which was the only consolidated city-county in the state at that time.²⁹ Suburban residents were not eager to see Denver creep ever closer to their neighborhoods. To supporters, a constitutional amendment carried not only the virtue of instituting this restriction in the strongest legislative form possible and essentially making it irreversible, but also of harnessing the voting power of rural and suburban citizens statewide against the common adversary of the central city. After the passage of the amendment in 1974,

²⁸ *Denver Post*, October 25, 1975, in Leonard and Noel, *Denver: Mining Camp to Metropolis*, 293.

²⁹ In 2001, the City of Broomfield advocated for a statewide voter ballot initiative to create the consolidated City and County of Broomfield. This merely simplified a confusing situation created by the city's lands falling within four different counties – Boulder, Adams, Jefferson, and Weld, and it passed without controversy.

Denver's population growth stagnated then declined; a reemergence of growth in recent years has occurred primarily from urban infill and high-rise downtown construction.

Despite the initial fervor of growth-control efforts of the 1970s highlighted by the rejection of the Olympics, the creation of land use legislation, and the constraint of Denver's growth, the anti-growth movement did not congeal into a new and unifying set of growth management principles. This proved to be simply another chapter in an ongoing saga where the prevailing attitudes in the state shifted alternatively between growth and restraint. The events of the seventies were a continuation of the ongoing struggles of state leaders and residents to reconcile the contradictions inherent in their values. By the end of the decade, well before the Lamm governorship had even come to an end, the anti-growth movement withered in the face of an energy-driven economic downturn that hit the state hard and reignited appetites for growth and development.³⁰ Private companies and real estate developers reasserted a primary role in dictating the nature and pace of growth in the state. The Land Use Commission essentially ceased to function when an increasingly pro-development legislature slashed its budget to nearly zero. Many counties, including those poised for rapid suburban growth, could not reach consensus on growth strategies and failed to meet their legal obligations to enact master plans. As a result, centralized growth-management efforts at the state and county levels largely fell out of favor even while the movement's greatest champion still held the highest office in the state.

³⁰ Conflicts with oil-rich nations in the Middle East led to a second wave of "oil shocks" in the late seventies characterized by artificial disruptions in oil supplies from intentional limitations of oil production by OPEC nations. Rationing of gasoline for automobiles resulted in infamous "gas lines" where automobile commuters waited for hours simply to fill their gas tanks. A national economic recession ensued with rampant inflation and skyrocketing interest rates. Domestic energy production endured wild swings in oil prices that created production frenzy followed by equally severe slowdowns. In Colorado, a particularly devastating development occurred on "Black Sunday," May 2, 1982, when declining prices abruptly led Exxon to shutter oil shale operations at the Colony Project on the western slope in the northwestern part of the state. The move threw 2,100 people out of work instantaneously and had a devastating economic impact on thousands of other workers throughout the state. Communities from Craig to Grand Junction experienced localized symptoms akin to the Great Depression.

The anti-Olympic movement was rooted in a desire for clean air, slow growth, conservation of open space, and protection of wildlife and wilderness. It fought corporate interests and successfully curtailed the power of corporate executives to influence public policy. It embraced and advocated a stronger role for the state's executive and legislative branches in asserting authority over growth and development. And it elevated the intangible and collective benefits of open space, recreation, and the protection of scenery over the economic benefits of development. While these values prevailed for a time, countervailing values that were ascendant in the forties, fifties and early sixties returned once again. Soon, a desire for local control over state control, individual property rights over collective land use restrictions, a laissez-faire approach toward private corporations over governmental regulations and limitations, and economic growth and development over environmental restrictions emerged once again. Without a unifying and enduring attitude toward growth management, state officials and residents remained powerless to influence growth patterns one way or another.

With the resurgence of a pro-development and localized approach towards growth management in the mid-to-late seventies, no part of metropolitan Denver, and the state as a whole, stood more in the crosshairs of the coming wave of growth than Douglas County to the city's south. In the late seventies, the county housed fewer than 25,000 people and was largely ignored in regional growth debates. For example, Douglas County did not join the Denver Regional Council of Governments as a member until 1981, so the council did not include the county's immense potential for growth in its studies, reports, and proposals for the Denver area until that time. However, a number of factors made Douglas an appealing target for corporate real estate developers. The county had no master plan or land use plan, was controlled by a

three-person county commission with two pro-development members, and housed residents perpetually at odds with each other over questions of land use. In addition, its hundreds of thousands of acres of developable ranchlands and enviable location just outside of Denver's existing suburban ring enabled the growth that would follow. Much of the remainder of this study will explore both the localized and regional conditions for rampant growth in Douglas County that catapulted it to become the fastest growing county in the nation from 1980-2000. It also will assess how a state that could be so committed for a time to the imperatives of environmental protection and growth management that it did something never before done – reject the Olympic Games – could also be the setting for some of the nation's least controlled and most privatized growth and development. Before exploring the localized context and course of events in Douglas County, the subjects of chapters three and four, the next chapter will assess the role that the proliferation of special districts played in the rapid suburbanization of metropolitan Denver.

CHAPTER 2

“A FAVORITE OF DEVELOPERS IN THE GO-GO DAYS” Special Districts in Colorado, 1950-2000

In May, 1993, a long and twisted course of events reached a bizarre climax in Douglas County District Court. “A landmark trial of a special-district dispute ended in classic style,” noted Steve Raabe, *Denver Post* business writer. The case in question pitted *Peanuts* creator Charles Schultz and six hundred other municipal bond investors, including “a retired schoolteacher whose life savings [were] at risk,” against 425 homeowners in a failed development “who could end up homeless” as a result of the proceedings.¹ The community in question was Castle Pines North, an upscale development in unincorporated Douglas County built by Castle Pines Land Corporation (CPLC) led by noted real estate developer Jack Vickers III. Like many other real estate developments in suburban Denver, CPLC created an all-encompassing special district, Castle Pines North Metropolitan District, to build infrastructure and provide public services to the new community. The Metro District issued a staggering \$38 million bond to pay for necessary infrastructure. Had the development succeeded, tax revenues paid to the district by homeowners over a period of years would have covered interest and repaid principal on the loan. However, Vickers’s grand visions proved too ambitious for the difficult Colorado real estate market of the time. CPLC filed for bankruptcy and lost the property in a foreclosure in 1990 after only 425 homes out of the planned 3,600 – twelve percent - were built.

¹ *Denver Post*, “Castle Pines Offers Judge Tough Choice,” May 12, 1993, C-1.

Tax revenues proved insufficient to repay over \$3 million in annual interest due on the loan, and the Castle Pines North Metropolitan District also filed for bankruptcy.

Bondholders refused to accept losses on their investment in the public securities, and filed a class-action lawsuit to deny the Metro District's bankruptcy request. After two years of failed negotiations to arrive at a mutually-agreeable financial settlement between the district and the bondholders, the case proceeded to courtroom hearings. In 1992, United States Bankruptcy Court Judge Roland Brumbaugh dismissed the case, and thus denied the bankruptcy request from the metropolitan district.² This decision cleared the way for bondholders to take the unusual step of seeking remuneration directly from the community's residents. In an effort to play on emotional sensibilities in a case otherwise based on the cold financial logic of municipal bonds, legal counsel for the bondholders called only one witness to the stand in the Castle Rock courtroom. Seventy-five year-old retired schoolteacher Millie McCue and her husband invested their entire life savings, \$50,000, in these municipal bonds, believing them to be safe, as did many investors in governmental obligations. Attorneys for the homeowners countered with their own emotional appeal, predicting that a ruling on behalf of the bondholders would result in a "death spiral of higher taxes, lower property values, and bankrupt residents." Ordinary residents would be held accountable for the failures of a corporate developer and a governmental entity that few knew existed and still fewer truly understood. Douglas County District Court Judge Thomas Curry sided with bondholders, and ordered homeowners to pay \$13.5 million over a number of years, including large one-time levies of \$25,000 to \$31,000 per property in 1994.³

² *Denver Post*, "Metro District Rejected: Castle Pines North Loses Chapter 11 Bid," October 30, 1992, C1.

³ *Denver Post*, "District Ordered to Pay Debt," May 13, 1993, C1.

The Castle Pines North incident merely hints at the range of vexing issues surrounding the postwar suburbanization of rural Douglas County, Colorado. At both the state and local level, treasured values collided with other treasured values. In particular, individual interests – property rights, protection of property values, local control, belief in free markets, and distaste for governmental restrictions – competed against collective interests – a desire for slow growth, open spaces, protection of natural beauty, and environmental preservation. As noted in the previous chapter, Coloradans felt ambivalent about a strong and direct role for the state in orchestrating growth patterns and development. Yet county governments in areas primed for growth often were ill-equipped to contend with growth pressures, and in many developing areas municipal governance was non-existent. As a result, Coloradans were faced with the difficult conundrum of how to facilitate orderly growth absent traditional public mechanisms of growth management.

In an effort to reconcile their distaste for state regulation of growth and their desire for orderly growth, Coloradans came to accept and even embrace the quasi-governmental special district to provide discrete public services such as water, sewer, and police and fire protection to newly-developing areas. In Colorado and elsewhere in the United States, special districts were useful in facilitating the early stages of community development, particularly in areas outside of town boundaries and in developing counties lacking planning expertise. In particular, Coloradans opted to rely upon all-encompassing special districts, called “metropolitan districts,” at a rate unseen elsewhere in the nation. These governmental units provided virtually all public services under a single governmental unit to newly-developing areas, obviating the need for communities to incorporate into municipalities. Developers often embraced the metropolitan district as the simplest means to establish public services and finance and build the infrastructure

necessary to make their new communities viable and attractive to prospective homeowners. In fact, developers often eagerly created these governmental entities themselves and directed their activities by controlling their governing boards for years. In most cases, residents either lacked knowledge about special districts or were confused about their role and authority; many failed or declined to participate in their governance.

However, the appeal of the special district in general, and metropolitan district in particular, was far from universal. Scholars and contemporary observers alike often criticized special districts for the dampening effect they often have on civic participation. Throughout history, both federal and Colorado state legislators and officials lamented the proliferation of such districts. They feared this trend would result in the exclusion of newly-developing areas from regional and state planning coordination and place unsuspecting residents under weak and ineffective governments. Over a period of several decades, Colorado state legislators consistently targeted this emergent and growing form of local governance for curtailment and even eradication, with no success. As time passed and Coloradans became increasingly reliant upon this form of government, many of the fears of these critics came true. By the 1980s, Colorado garnered nationwide attention for some large and high-profile special district bankruptcies that revealed the hazards involved in ceding civic authority to fledgling and isolated governmental entities.

Yet, as the twentieth century came to a close, Coloradans continued to rely heavily upon special districts to guide its meteoric growth. No other state experienced such a surge in the all-encompassing metropolitan district as a permanent substitute for more traditional municipal governance. In this chapter, I will first briefly trace the emergence of the special district as the most prevalent form of government in post-war America, with attention to the observations and

critiques of the few scholars who have extensively studied special districts. Next, I will highlight a succession of increasingly critical studies undertaken from the mid-1950s through the mid-1980s, at the federal level and in Colorado, to illuminate the challenges inherent in governance by special district and to propose remedies to this growing trend, all to no avail. Lastly, I will analyze the proliferation of special districts in general, and metropolitan districts in particular, in Colorado throughout this period and into the new century. In part, this analysis relies upon a detailed assessment utilizing United States Census Bureau data from its quinquennial Census of Governments from 1972 through 2007. These data confirm the outsized and growing reliance on metropolitan districts as the primary method of governance in the state's rapidly-growing suburban areas. These developments – the emergence of the special district, the failure of prominent figures in the state and beyond to curtail their utilization, and the subsequent proliferation in post-war Colorado – set the stage for the form of development in Colorado that will be the subject of the remainder of this study.

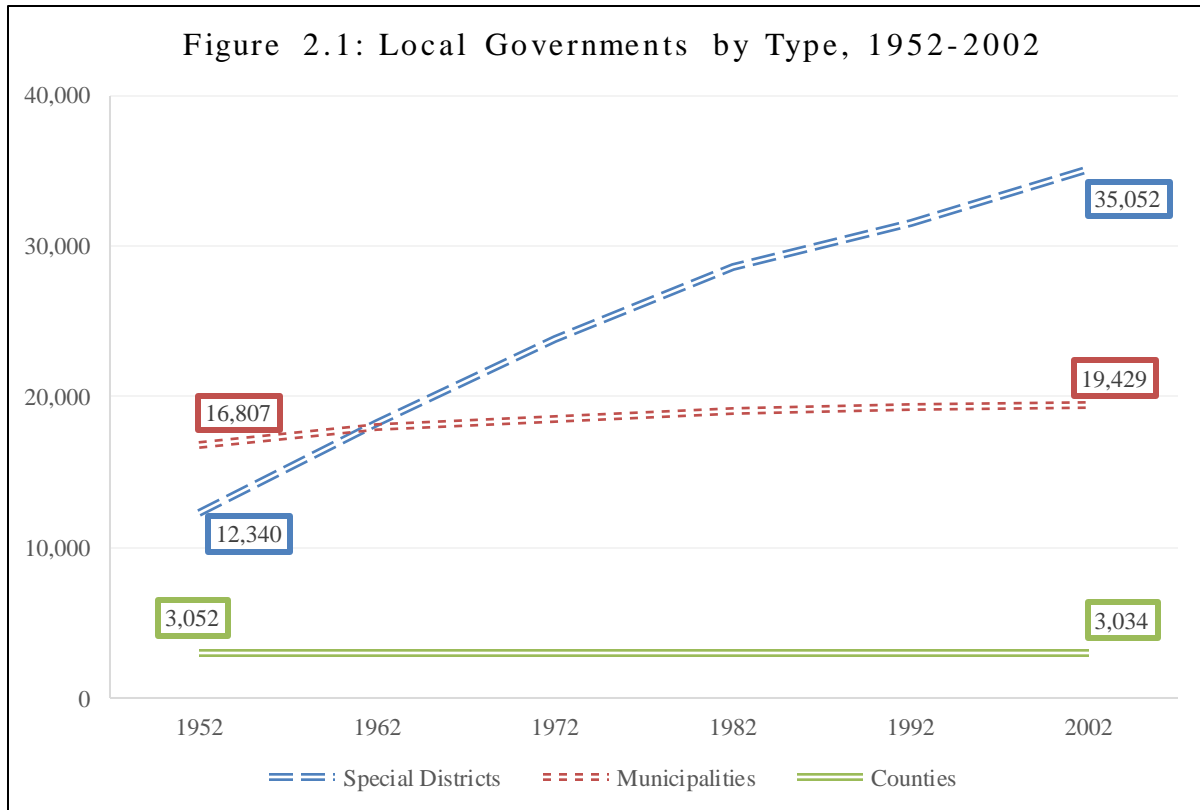
Emergence of the Special District in Post-War America

Special-purpose governments, or "special districts" as they are more commonly described, are local governmental entities that generally provide a specific public service such as fire protection, wastewater management, water, parks and recreation, electric power, mass transit, soil conservation, irrigation, housing development, and hospitals. Some special districts, called "multiple-purpose districts," provide two or more of these services. Those providing a broad array of services as a substitute for a town or city are called "metropolitan districts." Special district operations are funded in a variety of ways. Some districts have taxing authority, with the right to levy taxes on residents living within their domain. Others fund operations

through user fees, such as water districts that send monthly bills to customers for their metered water utilization. Many districts, particularly those formed to create and operate a major capital project such as a highway, have the authority to issue bonds to raise funds for the project. Special district governance is widely varied as well. Districts may have board members and senior managers that are either appointed or elected.

Nationwide, the creation of special districts to provide local public services exploded in the post-war era (Figure 2.1). Public affairs scholar David Miller referred to this as “one of the most significant trends in local governmental administration in the United States.”⁴ The number of incorporated municipalities (cities and towns) grew by only 2,622 in the fifty years after 1952, an average of only one new town or city per state per year. The number of counties, not surprisingly, remained largely unchanged over this duration since states were largely divided into units of county governance by this time. However, there were over 23,600 new special districts created in the United States during this period, nearly tripling in number from 12,340 to 35,052 by 2002. By that point, there were nearly two special districts for every municipality in the United States.

⁴ David Miller, *The Regional Governing of Metropolitan America* (Boulder: Westview Press, 2002), 19.



U.S. Census Bureau, *2012 Census of Governments: Organization Component Estimates*. Table 4: General Purpose Local Governments by State: Census Years 1942-2012, and Table 5: Special-Purpose Local Governments by State: Census Years 1942-2012. <https://www.census.gov/govs/cog/>. Accessed November 5, 2016.

Despite this dramatic growth, scholars have devoted comparatively little attention to special districts. One of the few historians of these governmental entities, Kathryn Foster, noted in 1997 that “knowledge of [the] causes and consequences” of special districts “remains modest.” While “libraries fill stacks with books on municipalities,” they “offer a relative handful of volumes on special-purpose governments.”⁵ Little has changed since. Those scholars who have studied special districts offer a wide range of conclusions about why real estate developers or residents form a special district to provide a public service (or services) rather than securing

⁵ Kathryn A. Foster, *The Political Economy of Special-Purpose Government* (Washington, D.C.: Georgetown University Press, 1997), 4.

that service from a municipality, county, or state government. Often, special districts are created for simple reasons of practicality or expediency. John Bollens, author of the first authoritative study of special districts, noted that existing units of government might be unsuitable for the provision of the service, either due to the geographic area in which the service is needed (for example, a new development in an unincorporated area), limitations on governmental finances, or the lack of administrative capacity or desire of the governmental unit to take on the new service or service area. In addition, there might be a desire on the part of service recipients to work outside of the existing governmental structure by creating a new unit that perhaps allows for better focus on the desired service provision. Occasionally, existing governmental units agree to create a new district to avoid competition over service provision. To Bollens, expediency is perhaps the most important reason a district is created, since it is generally simpler and faster to create a new district rather than attempt to convince another unit of governance to assume responsibility for a new region or service.⁶

However, special-district scholars suggest that such districts are not always created in the best interests of residents of the community or region. They have questioned the motivations behind the initial formation of a special district and identify a number of social problems that result from a reliance upon such forms of government. For example, Bollens notes that districts are often created from “unadorned self-interest, as when real estate developers create a district to allow for the construction of a new residential community. In many cases, self-interest on the part of a business also represents the public interest, since a new residential community benefits from the provision of public services. At times, however, the establishment of a new district is

⁶ John Bollens, *Special District Governments in the United States* (Los Angeles: University of California Press, 1961), 5-15.

“baldly based on complete selfishness,” such as the creation of a road district that provides “employment opportunities, in construction and maintenance, for governing body members and their relatives and friends.”⁷

In a deeper assessment of the intersection between corporate behavior and local governance decisions, Nancy Burns also identifies elements of self-interest in the proliferation of special districts. Burns dismisses the notion that special districts were simply the most expedient way to provide services to rapidly suburbanizing areas. Instead, “businesses – developers and manufacturers – have led many of these efforts,” to “creat[e] congenial regulatory climates, congenial tax climates, and mechanisms for increasing the value of land.” She identifies a number of social problems that emerged as a result, since “these businesses have enabled middle- and upper-middle class citizens to acquire services, to keep their taxes low, to wall out the poor, and to indulge their taste for racial exclusion.”⁸ Burns also cites the appeal to developers of the ease by which special districts can raise proceeds by issuing bonds to finance infrastructure investments. This allowed them to finance the start-up costs of their development through the use of borrowed funds to be repaid by residents through property taxes rather than their own money. Often, municipalities were required by law to secure the permission of residents via a referendum to authorize the issuance of debt to fund public infrastructure. Special districts could sidestep such state and municipal requirements and limitations that were intended to protect citizens from the financial risks that governmental borrowing sometimes creates. Most significantly, Burns argues that developers utilized special districts to create conditions of

⁷ Bollens, *Special District Governments in the United States*, 5-15.

⁸ Nancy Burns, *The Formation of American Local Governments: Private Values in Public Institutions* (New York: Oxford University Press, 1994), 5.

governance that maximized profits. Since special districts could be created in areas with few citizens, the very creation of a new special district was “largely [an] entrepreneurial” event. “Developers’ values are institutionalized without much compromise,” Burns argues through the use of special districts. They were able to “institute a less visible politics” that helped “provide a potential windfall.”⁹ Kathryn Foster’s research on a variety of case studies on the fiscal and policy consequences of special districts supports Burns’s arguments. “Special districts influence public policy in ways often inconsistent with public goals,” she concludes, “particularly with respect to growth and development.”¹⁰ As I will later illustrate, developers in Colorado were able to control the politics of the state’s largest and most comprehensive special districts for decades, far beyond the initial formation of the real estate development.

Scholar-critics of special districts highlight a number of societal problems exacerbated by the proliferation of special-purpose government. “There are too many governments in most metropolitan areas,” Bollens bluntly observed at the early date of 1957, even before special district governments grew at a staggering rate of 25% per decade between 1957 and 1997.¹¹ He expressed concerns with what he called “suburbanitis” and its attendant problems, particularly “the lack of area-wide approaches” to regional problems of growth. He observed that local governments logically made decisions in the narrow best interests of the community they served, yet the “effect of judgments made in isolation...is sometimes detrimental to the well-being of the metropolitan area as a whole.”¹² Likewise, David Miller notes that special districts are formed

⁹ Burns, *The Formation of American Local Governments*, 32.

¹⁰ Foster, *The Political Economy of Special-Purpose Government*, 76.

¹¹ Bollens, *Special District Governments in the United States*, 51-52. United States Census Bureau, *Census of Governments. Volume 1: Governmental Organization*, 2002.

¹² Bollens, *Special District Governments in the United States*, 51-52.

generally to “solve a particular problem rather than as the result of a desire to address a set of complex and interrelated problems or issues in a metropolitan area.”¹³ Jon Teaford takes this argument a step further by noting that fragmented, localized governance in suburbanizing areas reflected an intentional desire to avoid the creation of a coherent city and instead to create and perpetuate what he calls “village life.”¹⁴ Numerous special district scholars also highlight concerns about the lack of participatory democracy in communities governed by special districts. Elections of district board members notoriously garner miniscule turnout, creating conditions by which interested parties can secure the levels of local control. “Americans have...created a realm of particularly unaccountable and unrepresentative politics,” Burns concludes. “Local politics becomes quiet” as special districts “do this while no one watches except interested developers.”¹⁵ Lisa Card argues that the United States Supreme Court’s refusal to extend the principle of one person, one vote to special district elections – which often confer voting authority based on property owners or on the basis of taxes paid – denies citizens the equal and effective right of democratic participation in this form of local governance.¹⁶ As I will demonstrate through the remainder of this study, Coloradans experienced these and other side effects of the reliance on special districts during the period of rapid suburbanization in the counties surrounding Denver.

¹³ Miller, *The Regional Governing of Metropolitan America*, 42.

¹⁴ Jon C. Teaford, *Post Suburbia: Government and Politics in the Edge Cities* (Baltimore: The Johns Hopkins University Press, 1996), 8.

¹⁵ Burns, *The Formation of American Local Governments*, 117.

¹⁶ Lisa Card, “One Person, No Vote? A Participatory Analysis of Voting Rights in Special Purpose Districts,” *Thomas Jefferson Law Review* 27:1 (2005), 57.

Colorado's Usage of Special Districts: Concerns & Attempted Remedies

Beginning in the 1950s and continuing through the 1980s, a number of state and federal legislative committees and non-governmental interest groups undertook studies to evaluate the causes and effects of Colorado's disproportionately high reliance on special districts for local public service delivery. Although these reviews were undertaken by different groups at different times over a thirty-year period, they were remarkably similar in their findings and recommendations. In general, they concluded that the proliferation of special districts was harmful to growth management and local governance in the state. They argued that state oversight of special district activities was ineffectual, and that special district operations were often conducted poorly and in a manner that did not comply with state law. These reviews produced a variety of observations and recommendations that either sought to curtail or eliminate the creation and use of special districts, or to improve special district operations, visibility, and accountability. Some of these recommendations did lead to the passage of important legislation that clarified and better regulated the conduct of special district operations. However, most failed to achieve passage, particularly efforts to provide protection to citizens living within special district service areas and to halt the growth of special districts in the state through more radical reforms. As a result, many of the concerns identified in the 1950s about special districts remained unresolved into the 1980s and 1990s. In addition, the creation of new special districts accelerated during this period of time, particularly in the rapidly-suburbanizing areas around Denver. Despite efforts to the contrary by legislators and concerned citizens alike, Colorado experienced one of the nation's highest rates of special district growth, an extraordinarily high reliance on metropolitan districts as substitutes for general-purpose government, and a high failure rate of districts that garnered nationwide attention and criticism.

In 1955, the Colorado House of Representatives instructed the Legislative Council of the Colorado General Assembly to undertake the first study of special districts in the state. The Legislative Council was a joint body that included six state representatives, including chairman Parker L. Burch, and five state senators, including vice-chairman Vernon A. Cheever. The council created a three-member subcommittee chaired by state representative C. Gale Sellens to conduct the review. In an early illustration of the challenges the state was experiencing in its oversight of special districts, the council noted that simply “compiling a complete inventory of existing special districts” was “a formidable task since there is no one place where special district information is collected.” Although special districts were required to submit annual filings that included basic information about the district (assessed valuations, tax rates, budgets, and so on), the State Tax Commission noted that this was not always done, and even if done, was often incomplete. The council engaged county assessors in an effort to compile data for its 1955 report, but found that many were unable to compile information about special districts in their own county as a result of inadequate or non-existent record-keeping. After much effort, the council managed to create a list of special districts by type and location, but expressed a belief that this list was not complete.¹⁷

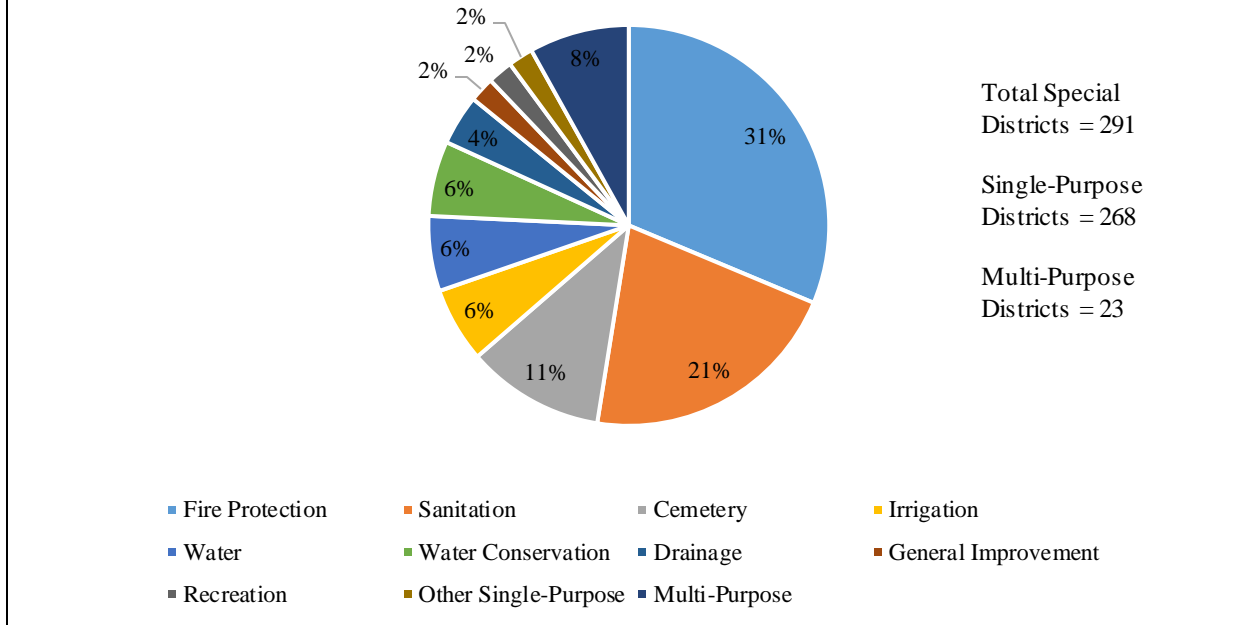
In the end, the Legislative Council reported that Colorado held 291 special districts in 1955. A review of its census of Colorado special districts reveals that these were simple units of governance concentrated in rural areas. Ninety-two percent of these districts provided a single service. Slightly over half provided either fire protection (31%) or sanitation services (21%).

¹⁷ Legislative Council of the Colorado General Assembly, *Legislative Council Report to the Colorado General Assembly: Special Districts*. Research Publication No. 16: December, 1955, i-ii.

Other single-purpose districts provided cemetery (11%), irrigation (6%), water (6%), or water conservation (6%) services to residents (Figure 2.2). Only twenty-three Colorado special districts provided multiple services, and of those, twenty-two provided the closely-related services of water and sewer. Only one metropolitan district operated in the state in 1955. In addition, the Legislative Council's data indicated that most special districts were still located in rural areas (Figure 2.3). Only thirty-seven percent of special districts were located in the six-county area surrounding Denver even though these counties held fifty-three percent of Colorado's population. However, an early sign of change can be seen in the fact that the rapidly-suburbanizing counties of Denver contained the vast majority of special districts in the metropolitan area. The three fastest growing counties in the 1950s – Adams, population growth of 199%; Arapahoe, 118%; Jefferson, 129% – already held about one-third of all special districts in the state.¹⁸ That aside, the Legislative Council's report showed that in the mid-1950s Colorado's special districts largely filled specific gaps in service provision in rural and non-urban areas. They were focused, localized entities. Large multi-purpose districts intended to serve as substitutes for traditional municipal governance had not come into existence at this time.

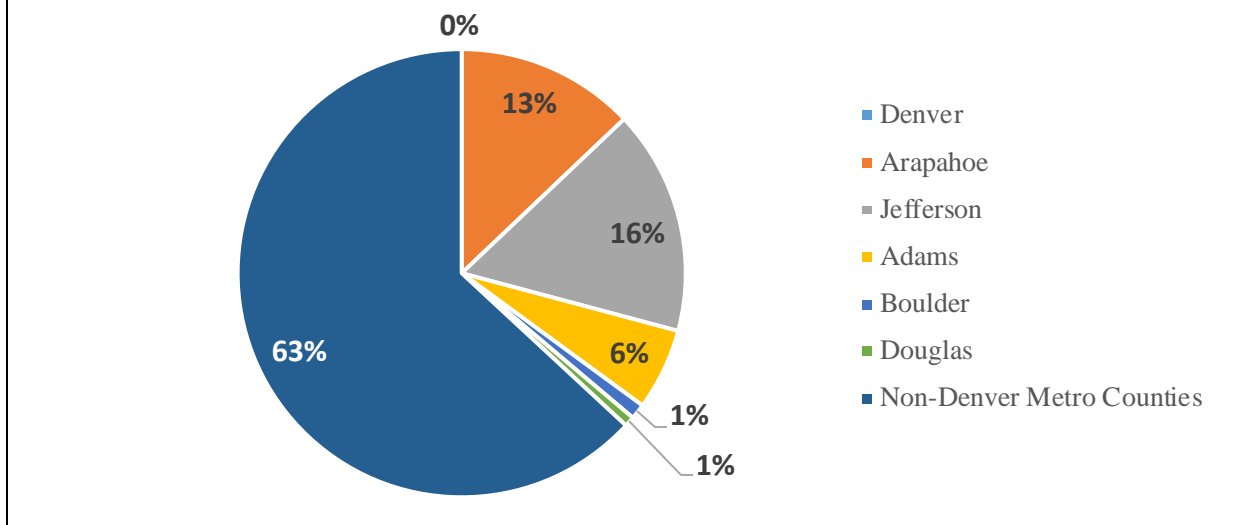
¹⁸ Colorado Department of Local Affairs, *Historical Census Data – Counties and Municipalities*. https://demography.dola.colorado.gov/population/data/historical_census/. Accessed November 5, 2016.

Figure 2.2: Colorado Special Purpose Districts, 1955



Legislative Council of the Colorado General Assembly, *Legislative Council Report to the Colorado General Assembly: Special Districts*. Research Publication No. 16: December, 1955.

Figure 2.3: Colorado Special Purpose Districts by County, 1955



Legislative Council of the Colorado General Assembly, *Legislative Council Report to the Colorado General Assembly: Special Districts*. Research Publication No. 16: December, 1955.

In its evaluation of special district operations, the Legislative Council expressed five concerns and offered recommendations for each. First, it believed “financial procedures appear to be lax; many districts apparently follow neither acceptable budgeting nor accounting practices.” In many cases, required budgetary public hearings were not held, audits were not performed, and the only financial record maintained by the district was a checkbook register. The determination of appropriate tax rates would have been impossible without budgets and other financial data. The council recommended that county commissioners be granted ultimate responsibility for setting of tax rates only after proper budgets, financial statements were created, and audits were performed. Next, the council found a number of confusing, overlapping, and often conflicting statutes governing the maintenance of districts. Similarly, the council noted that “special districts may be formed in almost as many ways as there are types of districts,” including elections, court petitions, state agency petitions, or county commissioner fiat. Also, a variety of standards existed to determine voter eligibility in special district elections, including residency, land ownership (either by acreage owned or assessed value thresholds), taxes paid, and so on. In all three cases, the council recommended a study to evaluate ways to standardize the rules for creating, maintaining, and participating in the governance of special districts. Lastly, the council noted that the consolidation of related districts was very difficult and recommended new procedures to make this easier.¹⁹

In the end, the 1955 report was a severe indictment of the confusing nature of rules and regulations governing the creation and operation of special districts. More critically, the report highlighted the informal and haphazard nature of special district operations. Special districts

¹⁹ Legislative Council of the Colorado General Assembly, *Legislative Council Report to the Colorado General Assembly: Special Districts*. Research Publication No. 16: December, 1955.

appeared to operate with little professionalism, formality, and oversight, despite being entrusted with the power to collect and disburse taxpayer funds. Despite these problems, none of the commission's recommendations was immediately enacted. It took another ten years for a law that simply granted county commissioners the authority to review new special district proposals and to formalize accounting and auditing requirements. Eighteen years would pass before a uniform election law would be passed by the Colorado legislature, and even then, significant variations in district election procedures were permitted for several more decades.²⁰ While financial and operating procedures of special districts certainly improved over time, procedural concerns would be a continuing critique of special districts far into the future.²¹

In 1960 the Colorado League of Women's Voters expressed significant concerns about the accountability of special districts to Colorado voters. "While one of the theoretical advantages of the special district is its accountability to the local electorate," the League noted, "the existence of overlapping special districts in an area may make it almost impossible for the conscientious citizen to inform himself and vote intelligently in the elections of all the governmental units which may affect him." The League noted that a Colorado resident would need to stay informed about the qualifications of candidates and proposed governmental actions at many levels, including state, county, town, and potentially up to a dozen special districts. Each government entity might hold recurring elections at different designated times throughout the year, and each might also hold additional special elections on proposed bond issuances or

²⁰ Colorado Legislative Council, "Report to the Colorado General Assembly: Recommendations for 1985 Committee on: Special Districts," Research Publication No. 291, December, 1984, 15-16. In 1965, the Special District Control Act was passed by the Colorado General Assembly. In 1973, the General Assembly adopted a uniform election law for special districts. Both are addressed later in later sections.

²¹ Legislative Council of the Colorado General Assembly, *Legislative Council Report to the Colorado General Assembly: Special Districts*. Research Publication No. 16: December, 1955.

other significant one-time needs.²² As a result, special district elections often drew little turnout given the confusion of multiple jurisdictions and the competing constraints of time and attention. Additionally, the League recognized a problem with coordination of governmental services. “Piecemeal service-by-service solution of problems tends to divide the area along functional lines rather than to achieve a coordinated approach to the total complex of problems,” the League noted.²³

The federal government shared the League’s concerns with the nationwide increase in reliance on special districts, and, in particular, the coordination challenges that this proliferation presented. In 1959, the 86th United States Congress and President Eisenhower established the Advisory Commission on Intergovernmental Relations to give “continuing attention to intergovernmental problems,” since “population growth and scientific developments portend an increasingly complex society in future years [and] intensifies the need...for the fullest cooperation...between the levels of government.”²⁴ The commission released a report bluntly titled “The Problem of Special Districts in American Government” in May, 1964. It provided a number of understandable explanations for the reliance on special districts, particularly in developing areas where the reach and authority of existing local governments were often inadequate to establish services. Special districts often were not subject to the same restrictive limitations on taxing and borrowing that counties and municipalities might endure. User fees often were more politically palatable than tax increases, both to government officials and to residents. Special districts were useful tools to meet specific needs such as the construction of a

²² League of Women’s Voters of Colorado, “Cooperation or Confusion? Local Government in Colorado.” 1960, 40.

²³ League of Women’s Voters of Colorado, “Cooperation or Confusion? Local Government in Colorado.” 1960, 35.

²⁴ The Advisory Commission on Intergovernmental Relations, “The Problem of Special Districts in American Government,” May, 1964, iv.

new library, establishment of a new park, or the extension of services to a new area. In fact, the commission acknowledged that special districts served an important role in local governance, and noted that the general public was largely satisfied with services received from special districts.

However, the commission noted that the proliferation of special districts led to a variety of vexing problems. It argued that “there would be few districts in the United States” if they were honestly evaluated against a sensible set of criteria including political responsiveness to citizens, the effectiveness and economy of service provision, the coordination of governmental and political responsibility, and the ability of governance methods to adjust over time to meet changing needs.²⁵ In particular, the commission argued that the multiplicity of special districts made effective coordination of service provision impossible, leading to ineffective and uneconomical service provision, duplication and wasteful competition between governmental agencies, low citizen awareness and participation in local governance, and difficulty in consolidating or eliminating districts once they were no longer necessary. The commission was especially concerned about this last point. In “fringe areas of urban communities, the need for services comes irregularly.” Certainly, special districts were an effective means to provide services to newly developing areas. The ease of special district creation “discourages thoughts of annexation to the core city or of incorporation,” at the time a new community is formed. However, the commission noted that once a district was created, it proved very difficult to eliminate, even after the capacity and reach of municipal governance grew to accommodate the new area. “Special districts hinder structural reorganization of local government,” the

²⁵ The Advisory Commission on Intergovernmental Relations, “The Problem of Special Districts in American Government,” May, 1964, 67-70.

commission noted. The dissolution of special districts often required super majorities in elections as a result of carefully-crafted by-laws designed to protect the district's existence. Since "the public generally pays little attention to activities of special districts once formed," turnout in elections often was limited to "special interest groups" with strong motivations for perpetuating the existence of the district. On the other side, special district by-laws generally prohibited the expansion of special districts to cover new geographic areas or to include additional services. This limitation made it difficult for the district to adapt to the changing needs of the communities it served or could serve. Lastly, annexation of lands deriving services from special districts, or the consolidation of multiple districts into fewer districts, proved difficult in most cases.²⁶

Therefore, as new communities matured, untangling the maze of districts providing localized and specialized services proved nearly impossible. A rapidly-developing region, then, was permanently left with a governmental structure that was established only to orchestrate its formative years. While this structure may have been the optimal method to initiate growth and development, it often did not best serve the needs of the region as it developed into a stable set of communities. The commission's recommendations were designed to address this problem in three ways: increase control over existing special districts by all levels of government, encourage consolidation of existing districts, and restrict the creation of new districts. In general, it looked to the state to play a stronger role in the creation, oversight, coordination, consolidation, and dissolution of special districts. It recommended state legislation to require thorough reviews of district proposals and consideration of alternatives; state agency reviews of special district rates,

²⁶ The Advisory Commission on Intergovernmental Relations, "The Problem of Special Districts in American Government," May, 1964, 56.

fees, budgets, reports, and audits; periodic reviews of the effectiveness of intergovernmental cooperation and consideration of alternatives including district dissolution, and the extension of powers to counties to better serve unincorporated areas.²⁷

Echoing the criticisms of special districts levied by the Colorado Legislative Council and the federal Advisory Commission on Intergovernmental Relations, Colorado legislators took several actions in the 1960s and early 1970s to bring structure and uniformity to special district operations and governance in the state. First, the Governor's Local Affairs Study Commission conducted a study from 1963-1966 of special district governance in Colorado. The commission concurred with the Legislative Council that there was a "special district problem" that posed "obstacles to logical governmental development." In particular, the commission was concerned about "the alarming growth rate of these units," particularly in the provision of urban services including water, sanitation, fire protection, and parks and recreation. As a result of the commission's recommendations, the Colorado General Assembly passed the Special District Control Act in 1965, which, among other things, formalized accounting and auditing requirements for all local governments including special districts. It also granted county commissioners the power to review petitions for the formation of special districts in an effort to allow for the oversight and coordination of local government activities at a more regional level of state government. Commissioner reviews were intended "to give some assurance that districts are needed and that there is an adequate operational and financial base" to ensure their ongoing viability and solvency.²⁸

²⁷ The Advisory Commission on Intergovernmental Relations, "The Problem of Special Districts in American Government," May, 1964, 75-85.

²⁸ Colorado Legislative Council, "Report to the Colorado General Assembly: Recommendations for 1985 Committee on: Special Districts," Research Publication No. 291, December, 1984, 16-17.

Despite the passage of the Special District Control Act in 1965, the creation of special districts in Colorado showed no signs of slowing. By 1967, special districts had grown to over 900, an increase of nearly 400% in just twelve years. With only two hundred-fifty municipalities in the state, there were now nearly four special district governmental units for every municipal government.²⁹ Nationwide, special districts only slightly outnumbered municipalities at this time. As a result, the Colorado Division of Local Government and its Director J.D. Arehart took the next step to highlight and address the perceived challenges of the unfettered growth of special districts by presenting a condemnatory report to Governor John Love and the Colorado General Assembly in 1967. “With the present state of county and municipal organization in Colorado, the future of local government looks dim,” the division argued ominously. Its report highlighted three main problems: confusion and rivalry between counties and municipalities in the provision of services to newly-developing areas, the failure to recognize that issues related to growth needed regional rather than local solutions, and the increasing tendency of localities to bypass the state altogether in favor of federal solutions.

“Confusion exists among local officials as to their proper role in providing government services” to new developments, the division noted. This led counties and municipalities improperly to “turn to the special purpose district,” most alarmingly in the urban areas of the state where “local government should be the strongest.”³⁰ “Governmental conflicts” were commonplace. In particular, “many county officials have declared war on the municipality as if it were a competing unit of government rather than the complimentary unit it should be.” As a

²⁹ Division of Local Government, “Annual Report to the Governor and the General Assembly Concerning Local Government in Colorado,” December, 1967, 2.

³⁰ Division of Local Government, “Annual Report to the Governor and the General Assembly Concerning Local Government in Colorado,” December, 1967, 3-4.

result, many areas consciously remained unincorporated, particularly those under development by private real estate interests, “even though their citizens would be better served if they were [incorporated].” On the other end of the spectrum, annexation battles forced some unincorporated areas into “illogical and illconceived incorporations.” In addition, developers building in unincorporated areas “turn[ed] to the special purpose district, adding more governmental units to an already complex situation.” The Special Districts Control Act “effectively reduced the number of new districts being formed,” the division acknowledged, but this did nothing to eliminate districts already in existence. The Division recommended a host of solutions at the state level to remedy these problems, including constitutional amendments to redefine the functions and powers of municipal and county government. In particular, the division saw the extension of county powers over unincorporated areas as a way to stem the flood of special districts and poorly designed municipalities.³¹

Next, the Colorado Division of Local Governments essentially argued that counties and municipalities were looking in the wrong direction for assistance with “certain functions [that] have grown beyond the capabilities of both” such as air and water pollution, liquid and solid waste disposal, and crime detection. The Division argued that these issues should be matters of regional and state concern, but instead of seeking solutions at the regional or state level, counties and municipalities encouraged the creation of still smaller units such as special districts. The Division recommended the creation of strong regional governing councils with the reach and power necessary to contend with urban problems on a larger scale. Colorado lacked a statute permitting the creation of a regional or statewide “Council of Governments” that could perform

³¹ Division of Local Government, “Annual Report to the Governor and the General Assembly Concerning Local Government in Colorado,” December, 1967, 6-13.

regional planning and coordination of local services. The Denver Regional Council of Governments (DRCOG, colloquially pronounced “doctor cog”), comprised of the counties and incorporated towns and cities in the Denver metropolitan area, was the closest such entity in existence. It was first called the Inter-County Regional Planning Association when formed in 1955 by officials from Denver, Adams, Arapahoe, and Jefferson counties who sought a shared forum to discuss their concerns about growth in metro Denver.³² However, DRCOG was a voluntary organization with no power to implement, monitor, and enforce planning actions across the region. It relied upon the goodwill of its member entities for compliance with council proclamations, and thus could not perform the function desired by the Division of Local Government. Public policy scholar Paul G. Lewis described Colorado’s approach as “exhort, support, and encourage ‘good planning’ by counties and municipalities,” absent a strong state mandate to do so.³³ David Miller labeled Denver’s regional planning approach as “advisory,” since there were “inadequate means to implement (the) plan except the willingness of local governments to adhere to the plan on a voluntary basis.”³⁴ The division proposed either a new statute or constitutional amendment to create an empowered regional council. “Colorado should take the lead to permit a stronger organization or federation of local governments with the powers necessary to solve local jurisdictional problems,” the division argued.³⁵ Despite the division’s urgings, such an empowered agency has never existed in the state. By the 1990s,

³² Denver Regional Council of Governments, “Shaping the Region with One Voice: DRCOG 50 Years, Celebrating fifty years of service, 1955-2005,” 2005.

³³ Paul G. Lewis, *Shaping Suburbia: How Political Institutions Organize Urban Development* (Pittsburgh: University of Pittsburgh Press, 1996), 118.

³⁴ Miller, *The Regional Governing of Metropolitan America*, 105.

³⁵ Division of Local Government, “Annual Report to the Governor and the General Assembly Concerning Local Government in Colorado,” December, 1967, 6-13.

DRCOG strengthened modestly as a result of the grudging realization of the value of such an empowered organization in the face of rapid growth and its attendant problems as well as a federal action to imbue such agencies with the authority to dispense or withhold federal funds for infrastructure projects. The work of the council in the 1990s and into the twenty-first century will be covered further in chapter five and the epilogue.

In 1969, fourteen years after sponsoring the first study of special districts, the Colorado General Assembly once again directed the Legislative Council “to examine some of the problems posed by so-called ‘special’...districts.” By this time, growing displeasure at the state level with the proliferation of special districts led to a more fervent desire for reform. As a result, the forty-seventh General Assembly issued a more specific and prescriptive set of expectations for the Legislative Council than the fortieth General Assembly had in 1955. The Assembly wanted to understand “the feasibility of recodifying the laws under which (special districts) are established” and to see “a proposal for a major revision of Colorado’s laws governing the establishment and operation of special districts.” The Legislative Council dutifully complied by creating a joint committee comprised of nine state representatives and five state senators called “The Committee on Local Government.” Representative John D. Fuhr chaired the committee, and state senator Anthony F. Vollack served as vice chairman. In order to gather insights from the widest variety of constituencies and to boost chances of acceptance and passage of its recommendations, the committee solicited observations from many different entities, including the Colorado Municipal League, the Colorado Association of County Commissioners,

League of Women Voters, Division of Local Government, the newly-created City of Lakewood, Colorado, and many others.³⁶

In November, 1970 after nearly two years of work, the committee released an eighty-two page proposal to replace the state's current legislation governing the creation and operation of special districts, Articles 23-25, Chapter 89 of Colorado's Revised Statutes. The rapid emergence of special district governance outpaced legislative efforts to guide their formation, and "the committee found that [special district] statutes [have] evolved largely by piece-meal amendment." "The evolutionary growth of these laws resulted in a [lack of] uniformity, logic, and integrity both as to policy and implementing directives," the committee observed. As a result, much of the committee's legislative proposal aimed to bring "uniformity in the formation, organization, operation, and the conduct of elections for special districts in order that the general public may more easily understand the laws governing them." It echoed the earlier concerns from the Legislative Council about the variety of ways in which special districts were formed, and recommended that county commissioners and not courts authorize the formation of new districts. It also aimed to standardize the timing and participation requirements for special district elections in an effort to make "them more visible to the public and, as a result, make district boards more responsive to the needs of the people they serve."³⁷

While much of its proposal addressed modest clarifications and enhancements to special district elections and operations rather than sweeping reforms, an important exception involved the committee's bold effort to eliminate metropolitan districts, or metro districts. Metropolitan

³⁶ Colorado Legislative Council, *Proposed Codification of Urban Service District Laws: Legislative Council Report to the Colorado General Assembly*, Research Publication No. 153, November, 1970, vii, xiii-xvi.

³⁷ Colorado Legislative Council, *Proposed Codification of Urban Service District Laws: Legislative Council Report to the Colorado General Assembly*, Research Publication No. 153, November, 1970, xiii-xv.

districts were somewhat of an accidental creation in the state under the Metropolitan District Act of 1947. Proponents of the act intended to make it easier for a single district to provide the related and limited services of water, sewer, and fire protection. Metropolitan districts were not utilized extensively in the years after that act was passed (recall, there was only one metropolitan district in existence in 1955). In fact, “legal counsel for bonding firms [were] reluctant to approve bonds for [large] district combinations.” However, the committee realized that increasingly elaborate and comprehensive multi-purpose districts could be created in the coming years that could circumvent the need to create municipalities. The committee argued that “the unique combination of services **apparently** authorized by the Metropolitan District Act would **appear** to include almost all of the functions of a municipality,” but be exempt from “the same constitutional and statutory limitations and responsibilities.” (emphasis added) This could lead unincorporated areas to “elect to form such districts rather than incorporat[e] as a city or town,” when the committee believed that “general purpose government should [instead] be developed within the traditional framework of cities, towns, and counties only.”³⁸

As a result, a centerpiece of its proposal attempted to eliminate the ability to create metropolitan districts as substitutes for traditional municipal governance. The committee recognized that the provision of certain complementary services by a single special district might be desirable in some cases. Thus, its proposed edits to Chapter 89 attempted to clearly delineate the services that could and could not be provided by a single special district. It grouped the following services and permitted the combination of services within each group, but not across groups:

³⁸ Colorado Legislative Council, *Proposed Codification of Urban Service District Laws: Legislative Council Report to the Colorado General Assembly*, Research Publication No. 153, November, 1970, xvi, 3-4.

89-23-3 (b): Water; sanitation; fire protection; or any combination thereof; or
89-23-3 (c): Parks; recreation; library services; or any combination thereof; or
89-23-3 (d): Cemetery; or
89-23-3 (e): Hospital; convalescent, nursing home, and other health and medical care services, and ambulance services; or any combination thereof; or
89-23-3 (f): Streets

For example, a district could provide water, sanitation, and fire protection services under 89-23-3 (b), since these were deemed interrelated, but could not provide water and cemetery services since these were deemed unrelated. This proposal was squarely aimed at eliminating the potential substitution of a municipality with a single, comprehensive metropolitan district.³⁹

The efforts of the Committee on Local Government yielded mixed results. A portion of its sweeping proposal dealing with the formalization of special district election laws was carved out and passed in 1973 as Senate Bill 401. This provision “established uniform election procedures, requirements, and dates of elections,” modest but important reforms to the conduct of special district elections. However, the vast majority of the commission’s proposals failed to make it through legislative reviews, including its efforts to eliminate metropolitan districts. The entire proposal was introduced in the 1971 legislative session as Senate Bill 80. It was revised extensively, passed as Senate Bill 363, but failed to achieve passage in the House. In the 1973 session, Senate Bill 363 was revived in the Senate, revised once again, but tabled by the Senate Local Government Committee. It did not come up for vote in either house.⁴⁰ The Colorado Department of Local Affairs blamed the failure of these efforts in part “because of too many

³⁹ Colorado Legislative Council, *Proposed Codification of Urban Service District Laws: Legislative Council Report to the Colorado General Assembly*, Research Publication No. 153, November, 1970, 3-4.

⁴⁰ Colorado Legislative Council, *Report to the Colorado General Assembly: Recommendations for 1985 Committee on Special Districts*, Research Publication No. 291, December, 1984, 19.

amendments recommended by special interests.”⁴¹ The 1965 and 1973 legislative acts delivered modest reforms to special district governance in Colorado. After passage, county officials held more authority over the creation of districts. Clearer guidelines and requirements in the conduct and reporting of financial activities and elections were created. However, these acts did not deliver sweeping reform to local governance in Colorado that might have altered the means by which the state’s rapid growth would be orchestrated in the coming years.

Despite the failures to pass the majority of changes in the proposed 1971 and 1973 legislation, advocates of special district reform turned to more radical proposals in the mid-1970s, each of which failed as well. A 1973 report from the Department of Local Affairs took a broader view of the challenges created by accelerating growth in Colorado. The department bluntly noted that “the legislature cannot agree on who should control the special district,” a particular concern since it believed “special districts have always presented an organizational problem for meeting requirements of urbanization.” The department faulted the state for lacking “a state policy of strong local government,” and allowing “the corporate developer alone to set the course for new cities and towns.” It found the creation of the fledgling Land Use Commission in 1970 to be an important step, but lamented that “nothing has been done to establish a contemporary local government structure to implement the forthcoming recommendations of these bodies.” Its freewheeling indictment of state policy also noted that “Colorado still does not have a municipal incorporation policy” and suggested “unlimited incorporation and selective annexation as determined under current law should not be permitted to continue in the absence of state direction and in the face of [an anticipated] two million more people to serve and govern.” It argued for a state policy of “regionalism” that would rely heavily

⁴¹ Department of Local Affairs, “Colorado’s Special Districts: An Overview,” 1973, 13.

on counties and a strong state effort to “give local officials the powers to meet the problems of growth and increased density.” “However the growth of the past was handled,” the department concluded, “it isn’t good enough for tomorrow. Some effort has to be taken now by the General Assembly.”⁴²

Officials concerned about the effects of growth in 1970s Colorado continued to place significant blame on the fragmentation of local government through the proliferation of special districts, and sought solutions that would shift power to state, county, and traditional municipal governance. Two radical proposals to curtail the growth and potentially eliminate special districts were included in bills introduced during the 1975 and 1976 sessions. House Bill 1092 proposed that “no new special district could be formed after July 1, 1975 and within one year, all special districts were to be transferred to general purpose local governments.” It also would have required counties to develop service plans for urbanized unincorporated areas. If passed, House Bill 1092 would have taken the unprecedented step to erase special districts from Colorado and vastly expand the responsibilities and powers of municipal and county governance. A less audacious bill was introduced in 1976 that would not have eliminated existing districts, but instead proposed the prohibition of the formation of new urban service districts (metropolitan, water, water and sanitation, fire protection, cemetery, and hospital). Under this proposal, counties and municipalities would have been granted stronger rights to “assume the responsibility for the provision of services of any special districted located wholly or partially within their boundaries” if they chose to do so.⁴³ Neither measure passed.

⁴² Department of Local Affairs, “Colorado’s Special Districts: An Overview,” 1973, 3, 4, 12-13.

⁴³ Colorado Legislative Council, *Report to the Colorado General Assembly: Recommendations for 1985 Committee on Special Districts*, Research Publication No. 291, December, 1984, 19-20.

A few years passed before the next comprehensive effort to curtail the use of special district governance in the state. In 1984, the Colorado Legislature issued House Joint Resolution 1027 directing the Legislative Council once again to form a committee on Special Districts to recommend actions to the Colorado Legislature. This committee included seven state senators and eight representatives from the House, including future governor Bill Owens. It was chaired by state representative Vickie Armstrong; state senator Kathy Arnold served as vice-chairman. Specifically, Joint Resolution 1027 charged the committee to evaluate ways to improve the visibility of special districts to constituents through further election reform, ensure their financial viability, encourage alternative means of delivering services rather than continued formation of more districts, strengthen the ability of general-purpose governments to dissolve and absorb districts, and achieve greater economies of scale in special district operations. The committee's 192-page report highlighted previous failed efforts to address the perceived problems of special districts through legislative actions, and proposed sixteen bills to achieve both new and previously proposed reforms.⁴⁴

The committee took care to elucidate the ways that special districts filled important needs and facilitated growth in a growing state. Districts "served as a convenient and some argue a necessary vehicle by which a developer of rural, suburban, and mountain subdivisions can finance necessary municipal type services...desired by the people they serve," the committee acknowledged. It echoed findings of a recent federal study that "special districts are frequently the only means by which citizens can obtain a badly needed government service...are best equipped to take advantage of opportunities of scale...can be easily funded through user

⁴⁴ Colorado Legislative Council, *Report to the Colorado General Assembly: Recommendations for 1985 Committee on Special Districts*, Research Publication No. 291, December, 1984, 1, 3.

fees...[and can] remove services from the political process and place them in a nonpartisan, managerial environment.” Most importantly, the committee claimed that “special districts have played a critical role in the development of our state and in its transition from a primarily rural to a diversified, urban economy.”⁴⁵

Yet, the Committee on Special Districts found that many of the most basic concerns about special districts in Colorado that frustrated the state legislature nearly thirty years earlier still remained problems in 1984. Echoing previous findings, the committee identified many problems created by governance via special districts, including the absence of proper oversight, the lack of compliance, general confusion, lack of awareness by residents served by districts, and poor or inaccurate recordkeeping. Remarkably, nearly thirty years after the 1955 study, the committee noted that there still was no clear and correct accounting for the number of districts operating in the state. Three state agencies held three different counts of special districts in Colorado. The Division of Local Government counted 747, the State Auditor’s Office reported 760, and the Property Tax Administrator noted 730.⁴⁶ None of these figures came close to matching the United States Census Bureau’s count of 1,031 special districts in the 1982 Census of Governments.⁴⁷ Additionally, “people residing within a special district often do not know who the district officials and employees are,” partially since “districts are not required to list a local representative with the county or Division of Local Government.” Many special districts continued to neglect to “file copies of their budgets with the Division of Local Government and

⁴⁵ Colorado Legislative Council, *Report to the Colorado General Assembly: Recommendations for 1985 Committee on Special Districts*, Research Publication No. 291, December, 1984, 26-28.

⁴⁶ Colorado Legislative Council, *Report to the Colorado General Assembly: Recommendations for 1985 Committee on Special Districts*, Research Publication No. 291, December, 1984, 23.

⁴⁷ United States Census Bureau, *1982 Census of Governments Volume 1: Governmental Organization*, Washington, DC, April, 1985, 2.

copies of their audits with the State Auditor” despite a requirement to do so, because “there are no penalties or other provisions to enforce their failure to comply.” Most importantly, “homebuyers in new subdivisions may not be informed of the existence of districts utilized by the developer to provide basic infrastructure and the potential tax burden if the development is not completed as scheduled.”⁴⁸ This observation would prove prescient, as a wave of special district bankruptcies swept the state in the late 1980s and early 1990s, leaving many unsuspecting homeowners with hefty financial liabilities to fund a government they did not even know existed.

The Committee on Special Districts also criticized special districts for inhibiting the utilization of traditional governance units such as cities, towns, and counties. Special districts facilitated growth on the periphery of urban areas, leading to “isolated subdivisions” served by a number of different districts that caused the “fragmentation and fractionalization of Colorado’s local government structure.” Once a new community acquired services through special districts, the committee found “the desire to incorporate, annex, or elect to have a county provide urban services appears to diminish.” Residents of unincorporated communities often saw the creation of a city or town as a needless additional level of government through “a short-sighted reluctance...to pay for and receive the benefits of municipal government,” the committee argued.⁴⁹

Other charges leveled by the committee related to quality, cost, and accountability issues. “Services maintained by special districts are generally below municipal quality,” the committee

⁴⁸ Colorado Legislative Council, *Report to the Colorado General Assembly: Recommendations for 1985 Committee on Special Districts*, Research Publication No. 291, December, 1984, 3.

⁴⁹ Colorado Legislative Council, *Report to the Colorado General Assembly: Recommendations for 1985 Committee on Special Districts*, Research Publication No. 291, December, 1984, 28-30.

bluntly asserted. Citing a recent report by the Colorado Municipal League, the committee suggested that the “growing number and size of special districts in Colorado are responsible in part for major increases in local property taxes.” County commissioners were often advised by their attorneys that they have “limited ability to reject a [proposed special district] service plan” since the burden of proof resides with the commissioners to demonstrate that the district’s petition has not met the requirements of the 1965 Special District Service Act. Thus, county commissioners approved virtually all special district petitions despite the efforts of recent legislation to strengthen county oversight over special district creation. The committee highlighted a number of election and accountability problems with special districts, including a general lack of voter awareness about polling places (which often were located in private residences), election dates, voter and candidate eligibility as a result of overlapping district borders, and guidelines about the cancellation of elections and reporting of election results.⁵⁰

Altogether, these criticisms depicted a serious agglomeration of problems that suggested the Committee on Special Districts was poised to present a visionary overhaul of local governance in Colorado. Instead, the committee crafted sixteen proposed legislative bills that simply offered modest and pragmatic improvements to the way special districts were created, monitored, and dissolved. The committee’s recommendations were intended to strengthen reporting and financial requirements, close loopholes, eliminate poor practices, and implement consequences if districts failed to comply. For example, Bill 29 proposed an annual December 31 deadline for districts to adopt a budget and stiffened requirements to notify and submit supporting materials regarding budgets, audits, service plans, and contact information to state

⁵⁰ Colorado Legislative Council, Colorado Legislative Council, *Report to the Colorado General Assembly: Recommendations for 1985 Committee on Special Districts*, Research Publication No. 291, December, 1984, 29-30, 34.

agencies. The proposal authorized county treasurers and state auditors to withhold tax receipts from the district until it complied with the requirement. If a district did not submit financial information, hold elections, or provide services within a two-year period, the Colorado Division of Local Government could dissolve the district. Bill 30 would require developers to notify property purchasers about the existence of the special district, the services it provided, and an estimate of how high their property taxes might become if a community would only reach partial completion of 10, 25, 50, and 75 percent of the total proposed development. The committee was appalled to learn that “it is common to have members of the [special district] board who are running for reelection (or candidates for election) [also] serve as election judges.” Thus, Bill 32 proposed to disallow candidates for a board position from also serving as election judge in that same election. The other thirteen proposed bills dealt with even more mundane aspects of special district governance – the number of signatures required to establish a district, the number of newspapers in which an election announcement must be posted and the column size of the posting (“cannot be less than ten column inches in size”), and so on.⁵¹

While the committee’s proposals sought to solve a number of issues, it essentially left the system of special district creation and governance intact. None of the radicalism inherent in the proposals of the mid-1970s can be found in the 1984 report. If enacted, the committee’s proposals would have brought much needed and long overdue reforms to special district formation, operation, and oversight. However, in light of recent failures to make major modifications to special district governance at the state legislative level, the committee took a safer approach to tackling problems in need of a bolder solution.

⁵¹ Colorado Legislative Council, “Report to the Colorado General Assembly: Recommendations for 1985 Committee on: Special Districts,” Research Publication No. 291, December, 1984, 28-32, 44.

The Rise of the Multi-Purpose District in Colorado

While Colorado continued to wrestle with different means to contain the growth of special districts within its borders, both state and national patterns of special district creation and utilization were undergoing significant change. By 1982, the utilization of multiple-purpose districts nationally had risen dramatically. In 1952, there were only sixty-seven special districts in the nation that performed more than one function, 0.5% of total districts. On average, each state held only about one multi-purpose district, and there was only one such district for every 2.2 million Americans. By 1982, however, there were 2,597 multi-purpose districts in the United States, more than fifty per state on average and one for every 90,000 Americans. Despite the rapid growth in multi-purpose districts, single-purpose districts still comprised the vast majority – ninety-one percent – of special districts nationwide. Even amongst multi-purpose districts, nearly half were simple dual-purpose districts that provided the closely-related services of water and sewer. Notwithstanding a modest nationwide trend toward more complex multi-purpose districts, governance by special district remained localized and narrow.⁵²

In Colorado, however, there was a far more pronounced trend toward multi-purpose districts, particularly comprehensive metropolitan districts.⁵³ They became a favorite tool of developers in rapidly-suburbanizing parts of the state. By 1982, Colorado held 122 multi-

⁵² United States Census Bureau, *1982 Census of Governments Volume 1: Governmental Organization*, Washington, DC, April, 1985, 15.

⁵³ The 1992 Colorado Department of Local Affairs report refers to all multi-purpose districts as “metropolitan districts.” The 1992 United States Census of Governments, released the same year, notes 209 multi-purpose districts in Colorado, close to the 235 figure reported by the Department of Local Affairs. Of those, 118 were sewer and water districts – simple dual-purpose districts. Sixty-seven such multi-purpose districts were noted as “metro districts” or “metropolitan districts” by the Census Bureau. While this, in itself, is a large number (and would become dramatically larger in the coming years), it appears that the Department of Local Affairs was including all multi-purpose districts in its definition of “metropolitan districts.” Thus, I describe all such districts above simply as “multi-purpose districts.”

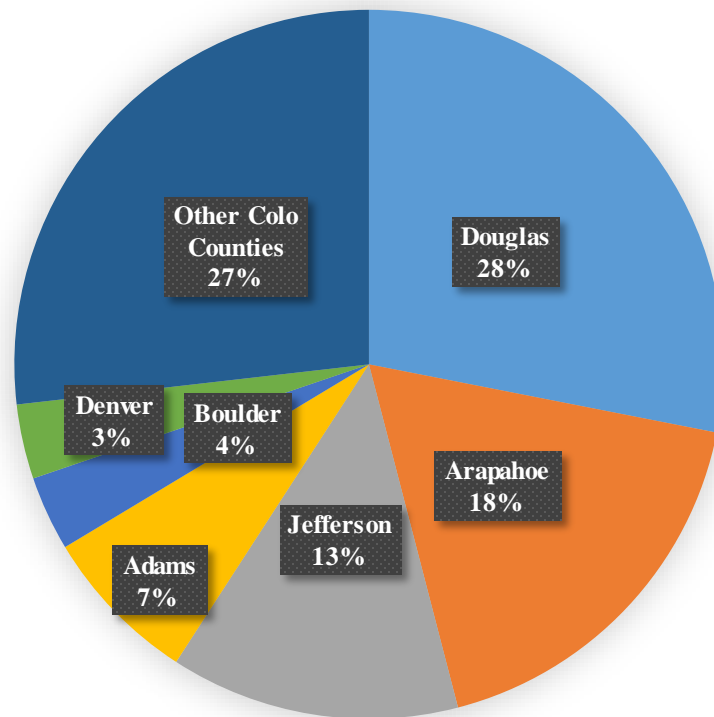
purpose districts, one for every 25,000 residents and about four times as many per capita than the national average. From 1982 to 1992, the growth of single-purpose special districts stagnated, but multi-purpose districts nearly doubled over the decade (Table 2.1). Nearly all of the growth in the most complex and comprehensive multi-purpose districts from 1982 to 1992 occurred in the four suburbanizing counties around Denver: Douglas, Arapahoe, Jefferson, and Adams. By 1992, these four counties held 156 such districts, about two-thirds of all the multi-purpose districts in the state's sixty-two counties (Figure 2.4). By contrast, Colorado's other fifty-eight counties held seventy-percent of the single-purpose special districts in the state. Douglas County alone, despite a population of only 60,000 residents, less than two percent of Colorado's population, was home to nearly thirty percent of its multi-purpose districts by 1992. In 1982, Douglas held only one such district; by 1992 it had sixty-six. Additionally, these four growing, suburban counties utilized multi-purpose districts in a much higher proportion of total special districts compared to other counties in the state. While 26.9% of all special districts were multi-purpose districts in other Colorado counties, 44.4% of special districts in these counties were multi-purpose including a staggering 74.2% of Douglas County special districts. Nationwide, only 8.0% of all special districts were multi-purpose districts (Table 2.2).

Table 2.1: Colorado Special Districts, 1992 versus 1982

	<u>1982</u>	<u>1992</u>	<u>Increase/ (Decrease)</u>	<u>10-Year Growth Rate</u>	<u>Annualized Growth Rate</u>
Total Special Districts	776	875	99	12.8%	1.2%
Single-Purpose Districts	654	640	-14	-2.1%	-0.2%
Multi-Purpose Districts	122	235	113	92.6%	6.8%
Multi-Purpose District %	16%	27%			

Colorado Department of Local Affairs, Division of Local Government, *Special Districts in Colorado: An Overview*, 1992, Denver, Colorado, 5.

Figure 2.4: Colorado Multi-Purpose Districts by County: 1992



Colorado Department of Local Affairs, Division of Local Government, *Special Districts in Colorado: An Overview*, 1992, Denver, Colorado, 5.

Table 2.2: Multi-Purpose Districts in Four Suburban Denver Counties, 1992

	<u>Multi- Purpose</u>	<u>Single- Purpose</u>	<u>Total Districts</u>	<u>Multi- Purpose %</u>
Douglas	66	23	89	74.2%
Arapahoe	42	72	114	36.8%
Jefferson	31	72	103	30.1%
Adams	17	28	45	37.8%
Total, Four Counties	156	195	351	44.4%
Total, Colorado	235	640	875	26.9%
Four County % of Colo.	66.4%	30.5%	40.1%	
Total, USA	2,519	29,036	31,555	8.0%

Colorado Department of Local Affairs, Division of Local Government, *Special Districts in Colorado: An Overview*, 1992, Denver, Colorado, 5. United States Census Bureau, *Annual Survey of State and Local Government Finances and Census of Governments* (1992).

Thus, after thirty-years of failed efforts at the state level to eliminate or even simply slow the creation of new special districts, the fastest-growing parts of the state overwhelmingly looked to the special district to orchestrate growth. These areas formed ever larger and more complex multi-purpose districts. In particular, this period marked the rise of the metropolitan district in Colorado that the Legislative Counsel feared when it launched a failed effort to eradicate them in 1970. The 1947 Metropolitan District Act enabled the easy creation of such governments, authorizing them with a petition signed by only fifteen percent of affected taxpayers. Since new developments housed little to no residents aside from the developer himself, this statute allowed a developer the authority to create metropolitan districts and “finance his infrastructure with...federally subsidized loans...with little or no personal risk.” As a result, a developer could

“singlehandedly create such a district before selling any of his land and thereby avail himself of a broad range of municipal powers.”⁵⁴

During the 1980s, growth in metropolitan districts exploded. They “were a favorite of developers in the go-go days...as housing projects sprung up like prairie grass and real estate prices soared.”⁵⁵ Owen Gutfreund notes that several states permitted “aggressive use of tax-exempt bonds” to facilitate suburban development by the use of special districts, but states other than Colorado “did not authorize them to fund brand-new development.” “In Colorado, the practice was entirely unregulated,” he continues, and “as a result, Colorado accounted for nearly half of this type of borrowing nationwide.”⁵⁶ The trend toward metropolitan districts was alarming to state government officials for the many reasons previously noted. However, it was the poor financial condition of many metropolitan districts and several recent high profile metropolitan district bankruptcies that grabbed the attention of state and even national observers. In the three years between 1989 and 1991, aggregate metropolitan district net income, exclusive of debt issuance proceeds, exceeded \$50 million in losses each year and totaled approximately \$180 million in aggregate losses over the three-year period. Total net income excluding debt issuance proceeds for all other districts totaled only \$65 million in losses during this same period. Thus, metropolitan districts accounted for nearly 75% of all special district deficits over this stretch.⁵⁷

⁵⁴ Owen D. Gutfreund, *20th Century Sprawl: Highways and the Reshaping of the American Landscape* (New York: Oxford University Press, 2004), 113.

⁵⁵ *Denver Post*, “Muni-Bond Defaults Rattle Investors,” December 24, 1989.

⁵⁶ Gutfreund, *20th Century Sprawl*, 113.

⁵⁷ Colorado Department of Local Affairs, Division of Local Government, *Special Districts in Colorado: An Overview*, 1992, Denver, Colorado, 6, 9. Debt proceeds create a long-term liability for the district. They must be paid back in full over time, either through occasional amortization payments or through a one-time “bullet” payment at loan maturity. Including these receipts as revenues alongside tax or user fee collections can result in a misleading

In addition to the relatively poor financial performance of metropolitan districts compared to other special districts, state officials were concerned about a spate of Chapter 9 bankruptcy filings by metropolitan districts. Governmental bankruptcies at the municipal and county levels have been rare events in American history. Counties and municipalities have broad and diverse revenue streams and close public oversight of spending and borrowing through often unwieldy but broadly-participatory political processes. When bankruptcies have occurred, they were nationally noteworthy events.⁵⁸ While special district defaults and bankruptcies are also rare events, they occur at a much higher rate. Special district operations carry higher risk due to their concentrated purpose, revenue streams, and service areas. Political oversight is less strenuous and participatory than the typical municipality. Districts created as tools to serve a newly-developing area carry still greater risk; their solvency relies upon the success of the developments that they were created to serve. For a rapidly-growing state such as Colorado with a history of economic booms and busts and a heavy reliance upon special districts and metropolitan districts, the stage was set for governmental bankruptcies to occur at an alarming rate.

One such economic bust occurred in the late-eighties and hit the real estate industry particularly hard. Up to thirty districts in the state were pushed into default or bankruptcy

financial picture in a year when debt was issued. Thus, debt proceeds are excluded from the figures presented above.

⁵⁸ Orange County, California filed for bankruptcy in 1994 after engaging in risky investments. The “Great Recession” triggered by the financial crisis in 2007 pushed several cities into insolvency, including cities devastated by the housing collapse such as Stockton and San Bernardino, and other cities already in distress from long-term economic decline such as Detroit and Harrisburg. New York City teetered on the brink of bankruptcy in the mid-1970s but managed to avoid defaulting on its debt obligations. State governments are not afforded bankruptcy protections by law; no state has defaulted on its obligations since Arkansas in 1933, the depths of the Great Depression. Bloomberg Business Week, “The Case for Allowing U.S. States to Declare Bankruptcy,” January 21, 2016. <https://www.bloomberg.com/news/articles/2016-01-21/the-case-for-allowing-u-s-states-to-declare-bankruptcy>, accessed March 10, 2017.

proceedings, with nine still under bankruptcy protection in 1992.⁵⁹ Most bankruptcy cases were precipitated by tax-exempt bond issuances to secure proceeds for infrastructure that proved to be beyond the ability of the new district to repay. This resulted from a substantial slowdown in the Denver real estate market in the late 1980s and early 1990s and subsequent slower sales of new homes than eager real estate developers had anticipated. Thus, tax revenues and user fees fell short of requirements to meet regular debt service obligations. In other instances, growth projections proved overly optimistic, or developers simply failed to meet promises. The *Denver Post* later estimated that these “dirt districts” – serving brand new communities that barely existed on paper – issued \$1 billion in debt to finance development during the 1980s real estate boom in metropolitan Denver. Districts later defaulted on about one-quarter of this debt, or \$250 million.⁶⁰ This dismal record led to “a Colorado public-relations nightmare that made national news, including CBS-TV’s *60 Minutes*.”⁶¹ The state legislature passed three bills in 1991 to address this problem. Senate Bill 91-14 capped the amount of bonds a district could issue at \$2 million or fifty percent of the district’s assessed value, whichever was larger. Senate Bill 91-159 required the Colorado Securities Commissioner to review and approve bond proposals before issuance. House Bill 91-1282 mandated the reporting of development data compared to original projections to the Division of Local Government in an effort to provide assurances to actual and potential investors in special district bonds about the safety of their investments.⁶² The

⁵⁹ Colorado Department of Local Affairs, Division of Local Government, *Special Districts in Colorado: An Overview*, 1992, Denver, Colorado, 9.

⁶⁰ *Denver Post*, “People Prove to Be Commodity Risk in Castle Pines North,” August 17, 1979, C-4.

⁶¹ *Denver Post*, “Witter Settles Claims,” September 17, 1998, C-1.

⁶² Colorado Department of Local Affairs, Division of Local Government, *Special Districts in Colorado: An Overview*, 1992, Denver, Colorado, 8-9.

Department of Local Affairs argued that recent special district insolvencies were isolated events caused by “a relatively few special districts,” and “98 percent of Colorado’s special districts appear to be financially sound.” However, the bankruptcies of metropolitan districts and tenuous finances of others held profound implications for residents of the communities served by these districts. The *Denver Post* reported in 1989 that “Colorado metropolitan district [bond] issues usually are unrated bonds [because] the New York bond rating agencies consider them too risky to rate.” Without the seal of approval from independent rating agencies, metropolitan district bonds “quickly gain[ed] a reputation as the junk bonds of municipal finance.”⁶³ While investors understood the risk, many individuals purchasing property in these neighborhoods were oblivious that they were buying homes in areas governed by special districts. They were unaware of the risk and potential consequences of special district failures in their locales. Unlike traditional municipalities, the viability of special districts was reliant upon the success of private corporations in an unusually direct and profound manner.

The “largest and best known of the Colorado metro districts to have failed” was Castle Pines North Metropolitan District.⁶⁴ As previously highlighted, Castle Pines North filed for Chapter 9 bankruptcy protection citing an inability to make a December 1, 1990 payment to bondholders. Tax revenues from the anticipated sale of 3,600 homes would have been sufficient to repay the bond with an eighteen-year duration and a 9.75% interest rate. However, by 1990 only 425 homes had been sold, and developer Jack Vickers III and the Castle Pines Land Corporation (CPLC) lost the property in a foreclosure to creditor The Writer Corporation, a subsidiary of U.S. West Financial Services. Tax revenues were insufficient to continue to meet

⁶³ *Denver Post*, “Muni-Bond Defaults Rattle Investors,” December 24, 1989.

⁶⁴ *Denver Post*, “Metro District Rejected,” October 30, 1972, C-7.

the \$3.5 million interest due annually on the bond issue.⁶⁵ The bankruptcy filing precipitated a long series of court battles in which creditors sought remuneration from a variety of named defendants, including Vickers, the district's board, and Dean Witter Reynolds, Inc., the firm engaged by CPLC to market the securities. The initial class-action lawsuit was filed in April, 1991, on behalf of Charles Schulz and over six hundred investors in the securities.⁶⁶ After nearly two years of failed settlement negotiations, a United States bankruptcy court judge dismissed the district's bankruptcy request, believing the district was not doing all that it could to meet its financial obligations. "I don't know of a more classic case of unreasonable delay that's prejudicial to creditors," Judge Roland Brumbaugh bluntly stated after the district failed to meet an October 1, 1991 deadline to submit a financial restructuring plan. The district had previously submitted three proposals, but all were "termed inadequate" by bondholders since they made "unrealistic assumptions...based on future development" that were not likely to materialize. The dismissal opened the door for creditors to sue the district itself in Douglas County District Court, and seek payment directly from the residents of the district.⁶⁷

The Castle Pines North default was the first time a Chapter 9 bankruptcy filing by a governmental entity was denied.⁶⁸ As a result, it was "considered a landmark [decision] because it test[ed] the practical limits on the theoretically unlimited tax pledge backing the district's unrated bonds."⁶⁹ A judge could force the metro district's tax rate to a high enough level to ensure the repayment of bondholders. The ruling blurred the line further between public and

⁶⁵ *Denver Post*, "Castle Pines North District in Bankruptcy," November 18, 1990, C-1.

⁶⁶ *Denver Post*, "Castle Pines N. Backers are Sued," April 12, 1991, C-1, C-3.

⁶⁷ *Denver Post*, "Metro District Rejected," October 30, 1992, C-1, C-7.

⁶⁸ *Denver Post*, "Castle Pines North Case Under Way in Castle Rock," May 6, 1993, D-3.

⁶⁹ *Denver Post*, "Castle Pines Offers Judge Tough Choice," May 12, 1993, C-1.

private realms as public tax rates could, in effect, be set by private investors through the conduit of a judge. John Ewing, president of the metro district board of directors, objected on the grounds that “as a public entity, [the district] has the right under state law to maintain its financial viability and set its own rates.” High tax rates would lead to a self-defeating effect, he argued, since “growth will stagnate, and growth is the only way they’ll get paid.”⁷⁰ By the time of the district court ruling in May, 1993, the district’s financial obligation to bondholders had reached \$44.5 million as it continued to miss required installment payments and accumulate unpaid interest expense obligations.

Douglas County District Court Judge Thomas Curry’s ruling ordered the homeowners to pay \$13.5 million, with repayment through a large one-time 1994 tax levy averaging \$25,000 to \$31,000 per home and modestly higher annual tax levies continuing for another ten years. The decision, in effect, transferred financial responsibility to unsuspecting Castle Pines residents for the developer’s failures and held 425 existing homeowners responsible for the infrastructure costs of a 3,600 home community. Homeowners, who spent on average between \$190,000 and \$220,000 for their homes, reacted angrily to the ruling. They argued “they should not be forced to pay for Vickers’ overoptimistic projections of growth in the community,” and metro district officials noted that “most of the homeowners will be unwilling or unable to make the payments” despite the threat of foreclosure on their homes should they fail to pay.⁷¹ In the end, bondholders recognized the self-defeating nature of this approach, since growth and development in Castle Pines would have been difficult with such punitive tax rates. Another round of negotiations with homeowners led to a compromise that included a refinancing of the debt to a forty-year duration

⁷⁰ *Denver Post*, “Metro District Rejected,” October 30, 1992, C-1, C-7.

⁷¹ *Denver Post*, “District Ordered to Pay Debt,” May 13, 1993, C-1, C-2.

at an 8.55% interest rate, and mill levy increases of 40-65 mills annually for the same duration which added \$1,000 to \$1,625 to the tax bill of a \$200,000 home. Additionally, the bondholders secured \$7.75 million in further remuneration from Dean Witter Reynolds for alleged misrepresentation through overstatements of the land's value and a failure to disclose that construction was proceeding slower than projections.⁷² By 1999, growth returned to Castle Pines North, easing the district's financial woes. A Denver-based municipal bond analyst noted that the community was "the first failed deal...that has grown out of its problems," which he called "a watershed event...for bond geeks." In fact, patient bondholders and savvy investors scored significant gains from the incident. Denver-based investment firm EBI Securities, for example, acquired "a substantial portion of the Castle Pines North bonds...when they were trading at some substantial discounts, because we knew there was value in the original \$38 million of infrastructure."⁷³

As a result of homeowner confusion and anger over special district financial troubles and the realization that they held ultimate liability to repay bondholders, the Colorado Department of Local Affairs began publishing a report for prospective purchasers of property in locations serviced by special districts. This report, updated and republished every three to five years, alerts prospective buyers that if "development does not occur within expected time frames" in their communities, "the mill levies within the districts must be increased, meaning higher tax bills for property owners within the districts." As a result, the department urged the prospective buyer to ask twenty-three separate questions designed to ascertain the district's financial status and potential risks before buying a home in an area served by special districts: "Are the principal

⁷² *Denver Post*, "Witter Settles Claims," September 17, 1998, C-1, C-9.

⁷³ *Denver Post*, "People Prove to be Commodity Risk in Castle Pines North," August 17, 1999, C-4.

and interest payments on the general obligation bonds insured? Are the bonds secured with a letter of credit? If the bonds are Limited Tax Obligations, what is the mill levy cap associated with the bonds? What is the ratio of debt outstanding to the assessed valuation of the district? Is there a “balloon” payment associated with the debt service in a future year? How much tax revenue is the district contractually obligated to transfer to other districts?” Certainly, there should be a reasonable expectation that prospective homebuyers expend efforts to understand the governance arrangements of their new communities. However, very few individuals would possess the necessary financial acumen to comprehend the meaning and implication of these and other financial considerations. Additionally, the Department of Local Affairs readily admitted further complications and frustrations, even in simple matters such as the name of the special district in which a property is located. Citizens “cannot call and simply give an address, expecting the state to know in which districts that address is located,” the department astonishingly conceded. “The only place they can learn this basic information is from the County Treasurer or County Assessor,” and after securing the names of the district(s) “they may call the Department of Local Affairs for financial information on that set of special districts.”⁷⁴

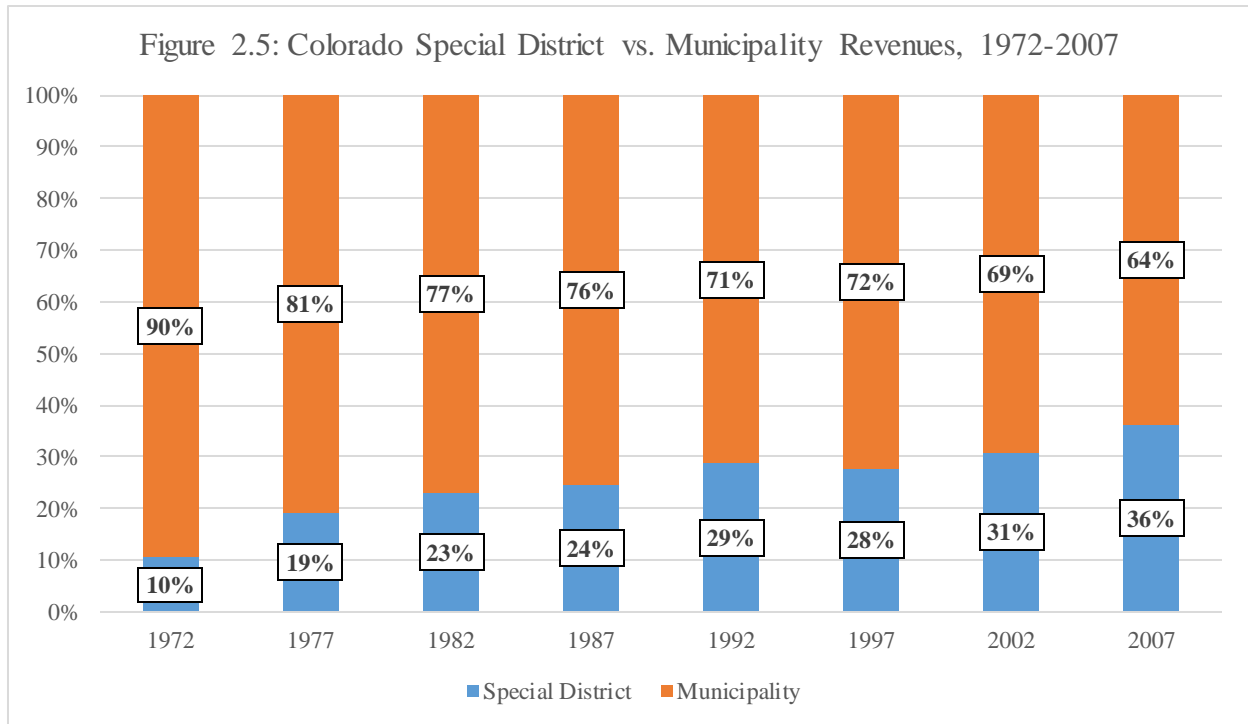
Despite these expansive and high profile problems, the pace of special district creation in the state accelerated to a feverish pace in the late 1990s and into the new century. Data and conclusions presented in the remainder of this chapter rest upon a comprehensive analysis of detailed United States Census Bureau survey data from its quinquennial Census of Governments, published in years ending in “2” and “7.”⁷⁵ In 1972, Colorado municipalities derived \$465

⁷⁴ Colorado Department of Local Affairs, “Special Districts: A Brief Review for Prospective Homeowners,” Revised September 4, 2009, 4-7.

⁷⁵ A brief description of approach and methodology is warranted. Published Census of Governments reports present a variety of summary-level information about all government types in the United States – state, county, municipal, school districts, and special districts. The Census Bureau obtains and compiles data through surveys distributed to all governments nationwide every five years. Upon request, the Census Bureau will provide raw data files in zip

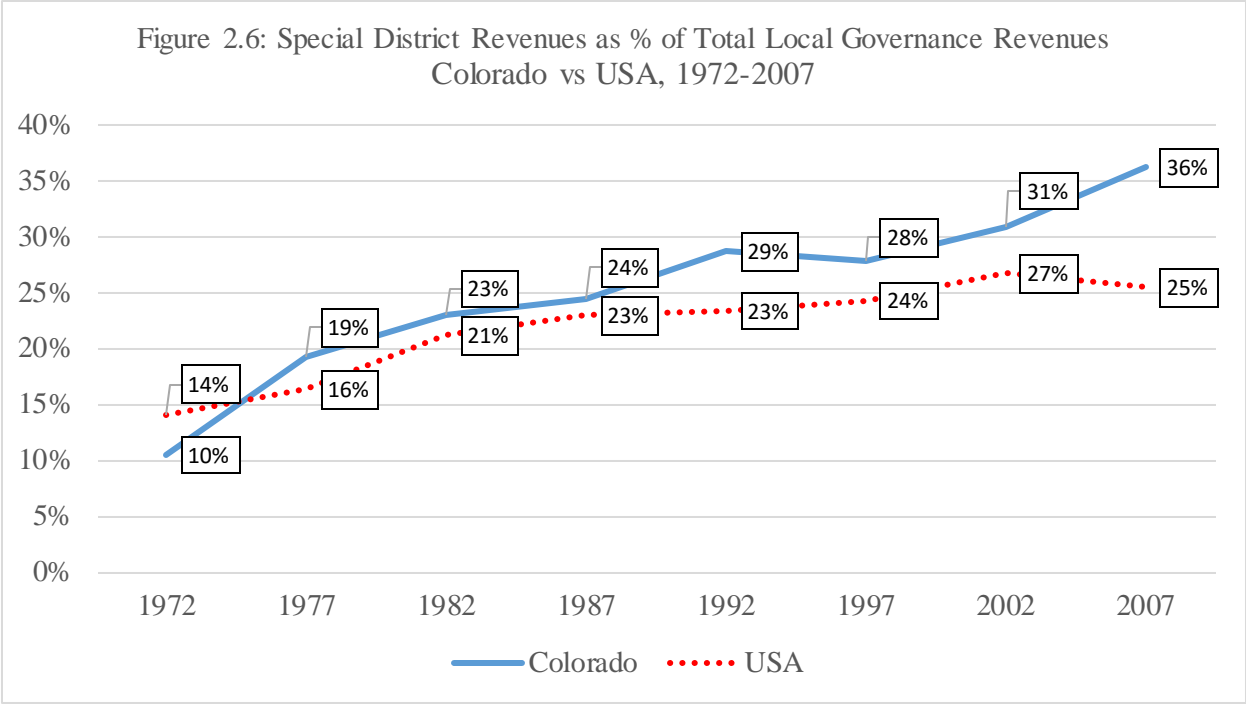
million in revenues, about ninety percent of all local government revenues; special districts garnered the other ten percent, only about \$54 million. By 2007, however, special districts revenues had grown to \$4.9 billion, thirty-six percent of all statewide local tax revenues and more than well-established cities such as Denver (\$2.5 billion), Colorado Springs (\$1.5 billion), Fort Collins (\$0.4 billion), and Boulder (\$0.3 billion) combined (Figure 2.5). Special district revenues grew by over 9000% over this period, an annualized, compounding growth rate of fourteen percent.

format. I obtained these databases for eight different quinquennial surveys, 1972 through 2007. These files were obtained via email correspondence on August 28, 2013 with Debbie Loreto-Domer, US Census Bureau, Governments Division, Outreach and Education Branch. Each database contains an enormous amount of data. For example, the 2007 Census of Governments provides details for each of the 88,357 individual governmental units in existence at the time of the survey. For each government, up to 479 different data elements are provided: population, revenues by type, expenditures by type, debt balances, and many more. Thus, the 2007 database alone includes over 42 million data points. In total, the eight databases I reviewed included over 250 million individual data points. These census data provide the most comprehensive view available into the nation's special district governments. The 2007 database divides special districts (government code "6") into 32 categories; 28 single-purpose, 4 multiple-purpose. District-level information is available for over 35,000 special districts then in existence. Through the use of Census Bureau two-digit code assignments and a manual review of special district titles, it is possible to identify metropolitan districts. See footnote 85 for a further description of this approach.



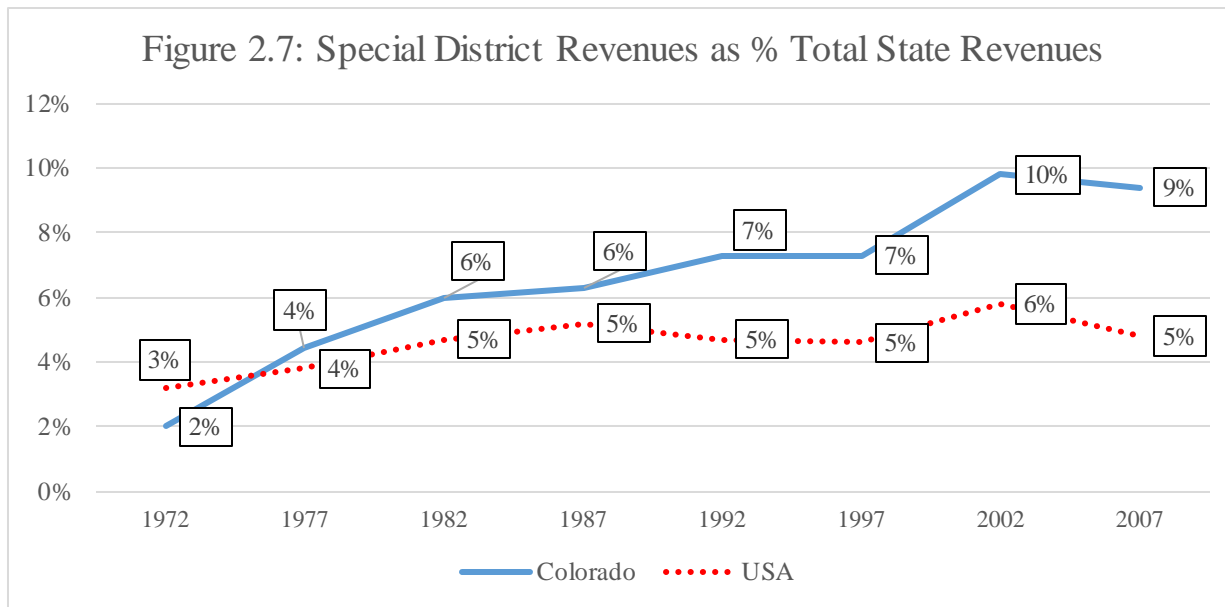
United States Census Bureau, *Annual Survey of State and Local Government Finances and Census of Governments* (1972, 1977, 1982, 1987, 1992, 1997, 2002, 2007). Data manually compiled through an analysis of United States Census Bureau database. See footnote 75 for a description of this approach.

In the national context, Colorado’s increasing reliance on special districts was dramatic and noteworthy. In 1972, fourteen percent of local state government revenues were secured by special districts nationwide, compared to ten percent in Colorado. While Colorado special district revenues surged to 36% of total local government revenues by 2007, as noted above, special districts nationwide only grew to one-quarter of local revenues (Figure 2.6).



United States Census Bureau, *Annual Survey of State and Local Government Finances and Census of Governments* (1972, 1977, 1982, 1987, 1992, 1997, 2002, 2007). Data manually compiled through an analysis of United States Census Bureau database. See footnote 75 for a description of this approach.

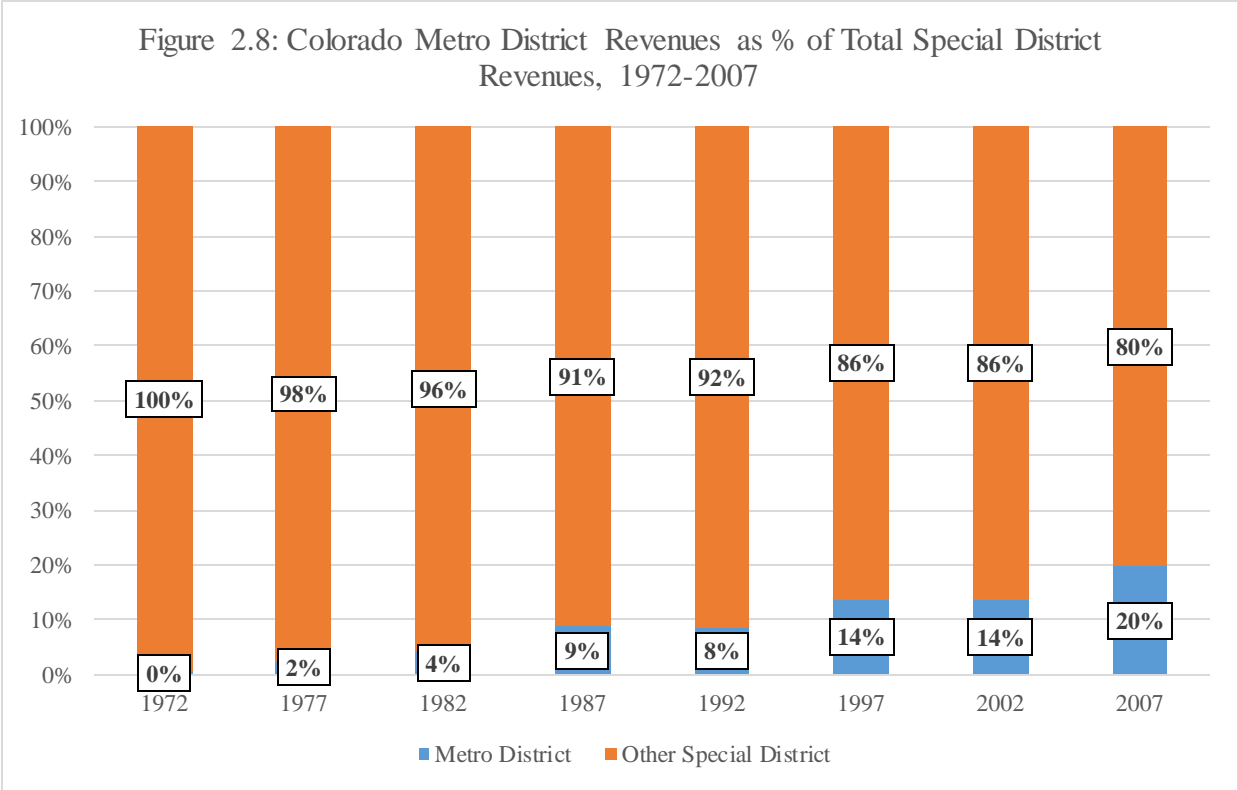
Even considering all state governmental revenues, including state governments and school districts, Colorado's increasing utilization of special districts significantly outpaced the rest of the nation. Special districts in Colorado collected nine cents of every dollar in total state governmental revenues, nearly double the ratio of the rest of the nation (Figure 2.7).



United States Census Bureau, *Annual Survey of State and Local Government Finances and Census of Governments* (1972, 1977, 1982, 1987, 1992, 1997, 2002, 2007). Data manually compiled through an analysis of United States Census Bureau database. See footnote 75 for a description of this approach.

Within the category of special districts, metropolitan districts represented the fastest growing entities in the state. In 1972, metropolitan district revenues were a mere \$204,000, barely noticeable even within the subset of special districts. By 2007, metropolitan district revenues had exploded to nearly \$1 billion, one-fifth of all special district revenues in the state (Figure 2.8).⁷⁶

⁷⁶ A further note on method is warranted with respect to metropolitan districts. Analysis of “metropolitan districts” utilizing the United States Census of Governments is difficult, since the Census Bureau does not specifically define, designate, or track “metropolitan districts” - districts that in effect serve as a substitute for municipal governments - as a separate category of special districts. The Census Bureau does designate “multi-purpose districts” as a distinct category, and tracks four separate types of multi-purpose districts. Three of these are dual-purpose districts: Fire Protection & Water Supply (code 96), Natural Resources & Water Supply (code 97), Sewerage & Water Supply (code 98). The Census Bureau includes a final category called Other Multifunction Districts (code 99). Nearly all districts with “Metro District” or “Metropolitan District” in the title were classified as “Other Multifunction Districts” by the Census Bureau, though some were designated as “Other, Unallocable (code 88).” Since code 88 districts are counted by the Bureau as single-function districts, the survey slightly undercounts the Census Bureau’s official reporting of “multi-function districts.” For the purpose of my analysis of metropolitan districts, I reviewed all special districts and counted those with “metro district” or “metropolitan district” in the title, regardless of which two-digit cost assigned by the Census Bureau. Since there are inconsistencies in how each quinquennial census titles districts from survey to survey, I took care not to double count any district that I could identify as being identical to one from a prior survey. For example, a district one survey might be noted as “ABC Metro District” and the next “ABC Metropolitan District.”

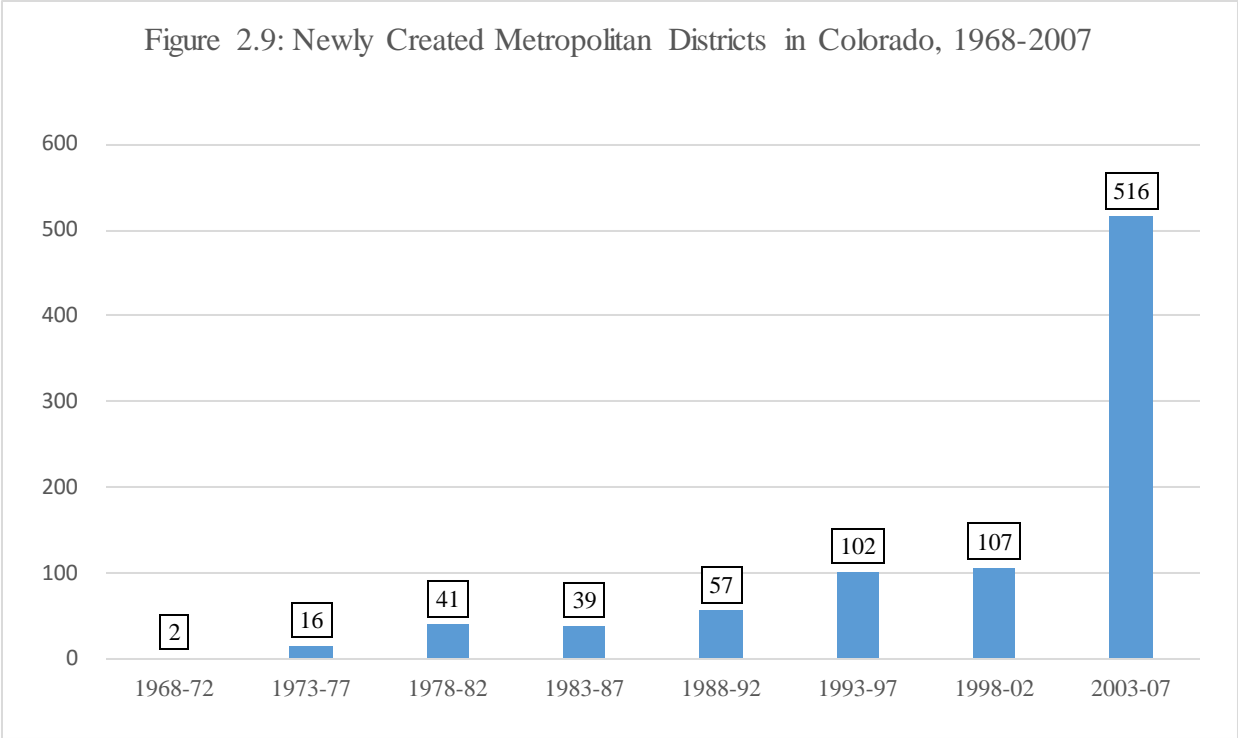


United States Census Bureau, *Annual Survey of State and Local Government Finances and Census of Governments* (1972, 1977, 1982, 1987, 1992, 1997, 2002, 2007). Data manually compiled through an analysis of United States Census Bureau database. See footnote 75 for a description of this approach.

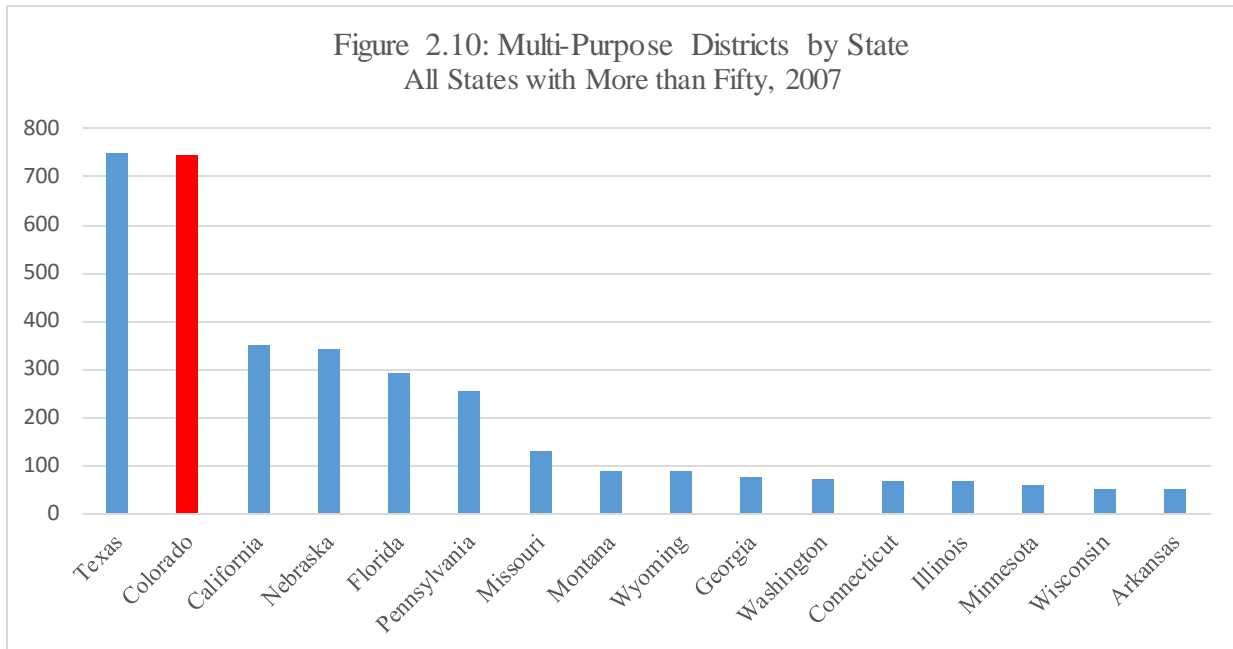
In large part, the growth of special district revenues emanated simply from the meteoric rise in the number of new metropolitan districts in the late 1990s and into the new century. From 1992 through 1997, approximately one hundred new metropolitan districts were created in Colorado compared to a total of only about 150 over the preceding quarter-century. Another 107 were established from 1998 through 2002. Over the next five years, a staggering 516 were created (Figure 2.9). No other state in the nation came to rely so heavily on the creation and deployment of municipal governance through metropolitan districts. In 2007, there were only six special districts outside of the state of Colorado that utilized the name “metropolitan district” or “metro district.” In Colorado alone, there were 703 metropolitan districts. A number of these were enormous, rivaling the size and scope of the state’s largest municipalities. Fifteen Colorado

metropolitan districts derived over \$10 million in revenues, with some as high as \$60 million.⁷⁷ Overall, Colorado's 744 multi-purpose districts (including metropolitan districts plus dual-purpose districts) ranked second only to the 748 located in Texas, a state with three times the population. California ranked third with only 352 multi-purpose districts, less than half of Colorado's total. Only seven states had as many as one hundred such districts. Other rapidly-growing western states did not rely upon such districts to guide suburban growth. In Utah, there were only twenty-four multi-purpose districts. Nevada held only twenty, Arizona had fifteen, and New Mexico was home to only nine (Figure 2.10). By the 2012 Census of Governments, Colorado was home to nearly one-third of all of the "other multiple-function districts" in the nation. These are all of the districts that provide two or more services excluding the common combinations of "natural resources and water supply" and "sewerage and water supply." This category includes metropolitan districts and other complex districts that provide a broad combination of services to the areas that they serve (Figure 2.11).

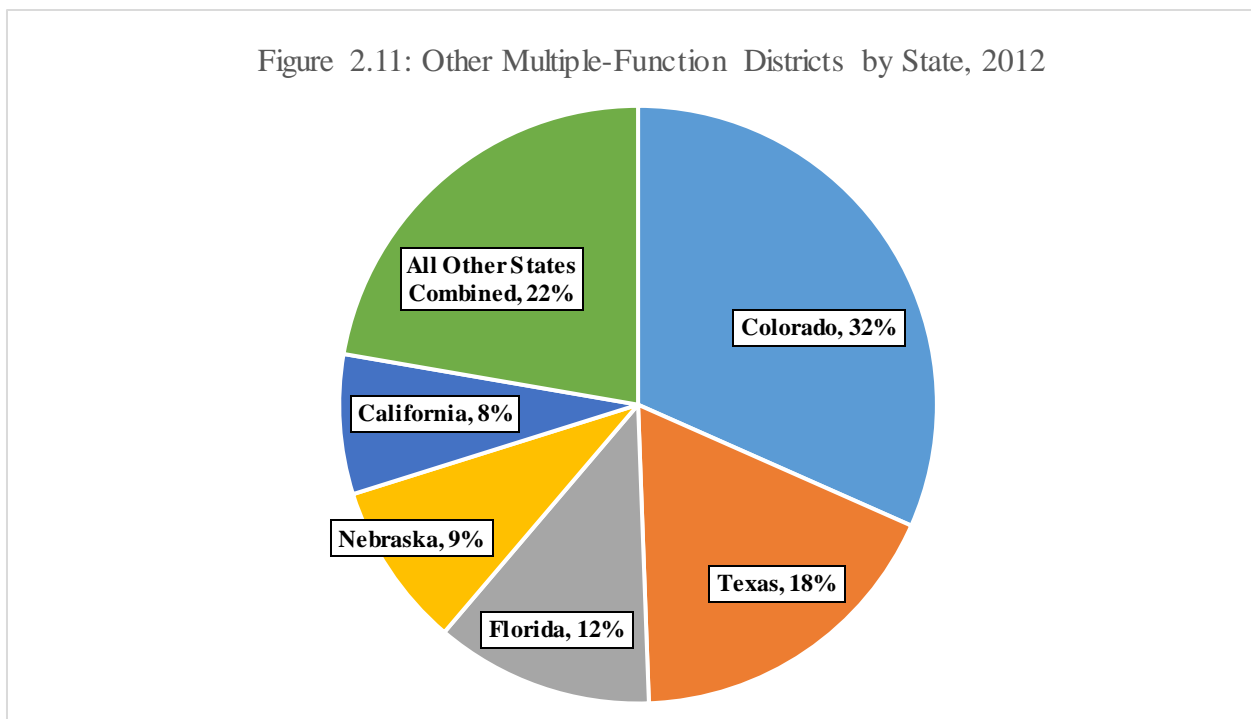
⁷⁷ United States Census Bureau, *Annual Survey of State and Local Government Finances and Census of Governments* (2007). Data manually compiled through an analysis of United States Census Bureau database. See footnote 81 for a description of this approach. The six metro, or metropolitan, districts outside of the state of Colorado were: Hartford County Metropolitan District (CT), Bangor Monitor Metro District (ME), Linwood Metro District (ME), Kawkawlin Metropolitan District (ME), Beecher Metropolitan District (ME), and Chester Metropolitan District (SC).



United States Census Bureau, *Annual Survey of State and Local Government Finances and Census of Governments* (1972, 1977, 1982, 1987, 1992, 1997, 2002, 2007). Data manually compiled through an analysis of United States Census Bureau database. See footnote 81 for a description of this approach. The Census of Governments only counts districts with at least \$1,000 of revenues. There conceivably could have been more districts formed officially but not yet in operation.



United States Census Bureau, *Annual Survey of State and Local Government Finances and Census of Governments* (2007). Data manually compiled through an analysis of United States Census Bureau database using the four two-digit codes assigned to multi-purpose districts by the Census Bureau: 96, 97, 98, and 99. See footnote 75 for a description of this approach.



United States Census Bureau, *Annual Survey of State and Local Government Finances and Census of Governments* (2012). Table 9: Special District Governments by Function and State: 2012. <https://factfinder.census.gov/faces/tableservices/jsf/pages/productview.xhtml?src=bkmk>, accessed March 11, 2017.

Not only were real estate developers eager to create new special districts to enable their residential developments, they increasingly created multiple new metropolitan districts within a single development to assist with the phased nature of large communities. In 2007, there were twenty-eight developments in Colorado that had four or more metropolitan districts each (Table 2.3). This represented a dramatic fragmentation of local government in Colorado. Real estate developers made little effort to integrate these new communities into existing municipal governance. They instead opted to control all aspects of their formation and early-stage growth through the creation and operation of new metro districts. Such a perplexing maze of metropolitan districts proved confusing to residents and easy to control by developers. As we will explore in future chapters, the enormous Highlands Ranch development in Douglas County utilized four active metropolitan districts to govern the new community. Highlands Ranch residents remained perpetually confused about which district they inhabited. Most never voted. Executives of Mission Viejo Corporation, the developer of Highlands Ranch, occupied nearly all metro district board seats from the development's formation in 1979 until they sold the development to another corporation in 1996.

Table 2.3: Colorado Real Estate Developments Served by Four or More Metro Districts, 2007

<u># Metro Districts</u>	<u>Real Estate Developments</u>
11:	Cherry Creek South, Colorado International Center
10:	Horizon
9:	Prime Sites, Rampart Range, Villages Castle Rock
8:	Copperleaf, Green Valley Ranch
7:	Meadows, Eastern Hills
6:	Bromley Park, Painted Prairie, Jefferson Center
5:	North Range, Creekside, Dawson Ridge, Maher Ranch, Sky Ranch
4:	Canyons, Centerra, Meridian Village, Murphy Creek, Northwest, Four Mile, Saddle Rock, Spring Valley, Windsor NW

United States Census Bureau, *Annual Survey of State and Local Government Finances and Census of Governments* (2007). Data manually compiled through an analysis of United States Census Bureau database. See footnote 81 for a description of this approach. The Census of Governments only counts districts with at least \$1,000 of revenues. There conceivably could have been more districts formed officially but not yet in operation.

Special districts in Colorado survived numerous challenges to their existence at the state level during the first few decades after the Second World War. State legislators who lamented the informality of early districts and the challenges such districts posed to more comprehensive growth planning in Colorado were frustrated in their efforts to eradicate districts from the state map. Once Colorado's population growth began accelerating in the 1970s and 1980s, developers eagerly embraced special districts in general, and metropolitan districts in particular, to facilitate the establishment and growth of their real estate developments. Colorado special districts survived a series of severe and very public embarrassments from a bevy of high profile defaults and bankruptcies in the late 1980s. Despite all of this, Coloradans embraced growth by special districts at a level unprecedented in the United States, particularly metropolitan districts. From the 1980s to the present, Douglas County, Colorado has been the state's fastest growing county, and one of the nation's fastest growing and wealthiest counties. Much of its growth has occurred within the domain of the metropolitan district. A deeper analysis of its growth in the context of its heavy reliance upon metropolitan districts will illustrate the effects of this type of growth.

CHAPTER 3

“THE DREAM OF THE WESTERN WORLD” Douglas County, Colorado: 1960-1980

In April, 1975, Douglas County officials held a public forum in Castle Rock to solicit citizen input for a county land use plan. This meeting occurred two months after officials withdrew the county's first plan proposal in the face of intense opposition from angry residents. The modest passage of time did little to calm the ire of residents who felt county planners favored preservation over property rights, and growth control over development. While residents were largely unified in their opposition to the plan, they cited a variety of reasons for their concerns. Some sought to protect the value of their financial stake in their property and to maintain the right to sell to hungry property developers who were already starting to stake out the county, literally and figuratively, for development opportunities. County landowners “are sitting on this enormous investment,” one resident noted, and “the only alternative for these people is if they have the opportunity to sell their land for a reasonably high price and can either retire or go elsewhere.” Other residents were more concerned with the encroachment of government over the rights of current residents rather than future arrivals. “Where does the right of the community start,” another meeting attendee asked, if the government can step in to protect land for people who are not here yet? “The dream of the western world,” he continued in a lengthy and impassioned diatribe, was rooted in individual rights against “monarchical power” as

established by the ancient Greeks, in the Middle Ages, and in the Declaration of Independence. Finally, some questioned exactly how much open space was necessary since there was “so much land in Douglas County that couldn’t be developed that we will always have a pretty good supply of so-called greenbelt.”¹

Twelve months earlier, five county residents had drafted a land use plan proposal under the direction of the county’s planning director, Bill Noe. This plan responded both to a state mandate for counties to produce such plans and to very real and accelerating growth pressures in Douglas County. A desire to protect the county’s residents from the odious effects of urban sprawl influenced every principle within the proposal. Its authors attempted to defend county residents against the encroachment of suburban Denver just to the north. Many were concerned with the increase in school crowding, traffic congestion, and crime rates, all perceived to be results of accelerating growth. There was also concern about the transfer of open space and ranchlands to the hands of residential developers who cared more for profits than for the interests of existing residents. The authors of the proposal believed they were acting in the best interests of their neighbors, and they expected a favorable reaction to the proposal. The rancorous debates that followed and ultimately forced the withdrawal of the plan dashed these hopes and illustrated the complex crosscurrents of sentiment that existed on Denver’s outer edges.

A number of cherished Western ethics roared into open conflict in the debate over growth management in Douglas County in the 1970s. Individual freedom and unfettered property rights collided with a desire for environmental preservation, conservation of water and other scarce

¹ Douglas County MasterPlan Panel Discussion, Audiotape (Castle Rock, Colorado: Douglas County History Research Center, Philip S. Miller Library, April 24, 1975).

resources, and protection of open spaces. Eagerness for the pursuit of wealth and economic opportunity conflicted with a wish to preserve the county's ranching heritage and rural character. Preference for active local control through public means collided with a distrust and distaste of government and faith in free markets. A complex web of interdependency and conflict resulted, where supporters of one of these ethics found themselves aligned alternatively as allies and enemies with supporters of another ethic at different times, depending on the situation. In the end, it simply proved impossible to make Douglas County be all things to all people during this period of embryonic growth.

As a result, the 1970s were a tumultuous period for the county. Public officials locked horns with each other in a series of internecine squabbles over the right course of action. County residents and officials also battled throughout the decade, reaching no consensus and developing no common approach to address growth. Local governance in newly developing areas was non-existent, as development almost universally occurred in unincorporated areas that failed to organize into municipalities. Colorado state officials, alarmed at the extent of the dysfunction, became entangled with county officials in disputes that raged inside and outside of courtrooms. As a result, inertia ruled the day on the major questions related to growth management. Market forces filled the void; by the end of the decade, county lands were under rapid development by corporate interests, and Douglas County was well on its way to becoming the nation's most rapidly growing county. Yet despite the grandiose promises of real estate interests for well-planned communities that would serve as national models, many such efforts resulted in unfinished projects and bankruptcies. By the end of the decade, the county was riddled with half-finished developments, and given the power struggles within county and local governments, there was still no county master plan.

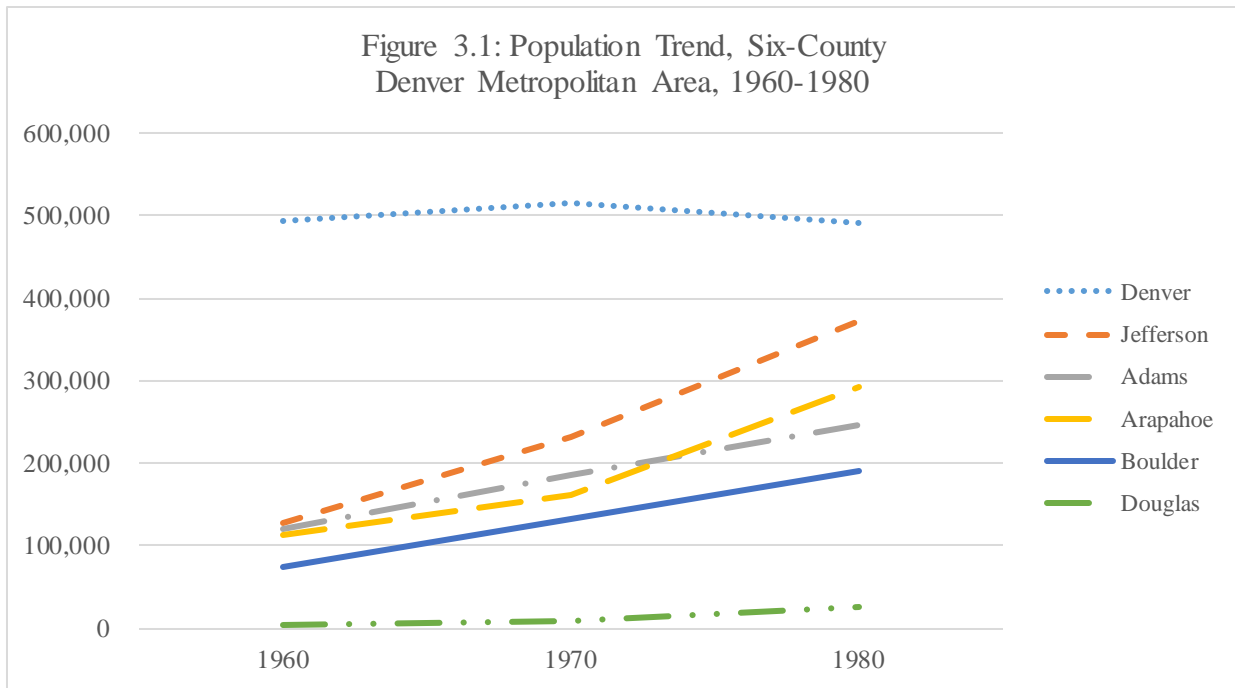
In this chapter, I will briefly highlight the mounting growth pressures along the Colorado Front Range after 1960. Next, I will present two case studies of failed developments on the urban periphery, Perry Park and The Pinery, both in Douglas County. Residents of these developments lacked recourse to local and county governments, highlighting the risks and challenges inherent in unplanned, developer-led growth. Despite these challenges, residents of Douglas County vehemently resisted county planning efforts that they saw as heavy-handed, resulting in a failed effort to comply with a state mandate to issue a county master plan. Statewide efforts to exert more influence over growth management, including the short-lived and unsuccessful tenure of the Colorado Land Use Commission, fared no better. As growth accelerated, a second effort to develop a Douglas County master plan fell victim to interpersonal squabbles and a lack of cooperation in a highly-politicized environment. Lastly, one of the nation's largest real estate developers arrived amidst the dysfunction to propose the construction of Highlands Ranch, which would soon become the fastest growing master-planned community in America and the flagship development in the nation's fastest growing and wealthiest county.²

Early Growth Pressures in Metro Denver

In the 1960s and 1970s, metropolitan Denver, like many cities in the West, was in the early stages of dramatic growth. The population of Denver County and the surrounding five counties of Jefferson, Adams, Jefferson, Boulder, and Douglas increased by about 75%, from

² The United States Census recorded the Highlands Ranch population as 0 in 1980, 10,665 in 1990, 70,461 in 2000, and estimated it to be 90,661 in 2007. David Lewis, "Strong '94 seen for development Highlands Ranch tops U.S. in home, lot sales," *Rocky Mountain News*, July 22, 1994. Douglas County population grew by 191% from 1990 to 2000, faster than any other county in the nation. US Census, Census 2000 PHC-T-4, <http://www.census.gov/population/www/cen2000/briefs/phc-t4/tables/tab04.pdf>. Michael Romano, "Douglas richest county," *Rocky Mountain News*, February 12, 1999.

934,199 in 1960 to 1,618,461 in 1980, an average annual growth rate of nearly 3%. However, the population of Denver County actually declined by 1,500 residents during this period; all of the growth of nearly 700,000 new residents occurred in the surrounding suburban counties (Figure 3.1).



United States Census Bureau, “Colorado: Population of Counties by Decennial Census: 1900 to 1990,” <http://www.census.gov/population/cencounts/co190090.txt>, September 27, 1995. Accessed April 10, 2013.

As a result, the population of Denver County fell from 53% of the total of the six-county area to only 30% in just twenty years. Together, the South Metro Denver suburban counties of Jefferson and Arapahoe comprised 41% of the metropolitan area population by 1980, exceeding Denver’s population by almost 175,000 after totaling barely half of Denver County’s population just twenty years earlier (Table 3.1).

Table 3.1: Six-County Denver Metropolitan Area Population Trends and Ratios, 1960-1980

County	1960	%	1970	%	1980	%	Annual Growth
Denver	493,887	53%	514,678	42%	492,365	30%	0.0%
Jefferson	127,520	14%	233,031	19%	371,753	23%	5.5%
Arapahoe	113,426	12%	162,142	13%	293,621	18%	4.9%
Adams	120,296	13%	185,789	15%	245,944	15%	3.6%
Boulder	74,254	8%	131,889	11%	189,625	12%	4.8%
Douglas	4,816	1%	8,407	1%	25,153	2%	8.6%
6-County Total	934,199	100%	1,235,936	100%	1,618,461	100%	2.8%
Total Colorado	1,753,947		2,207,259		2,889,964		2.5%
6-County Area as % of Total Colorado	53%		56%		56%		

United States Census Bureau, “Colorado: Population of Counties by Decennial Census: 1900 to 1990,” <http://www.census.gov/population/cencounts/co190090.txt>, September 27, 1995. Accessed April 10, 2013.

Thus, by 1970, the suburbanization of Denver, like that of other major American cities, was well underway. Dramatic growth in South Metro Denver, particularly Arapahoe and Jefferson Counties, was fueled in part by George M. Wallace’s 1962 creation of the wildly successful Denver Technological Center suburban office park. In part, this experience reflected broader national trends toward suburbanization and the decline of central cities. As historian Kenneth Jackson noted, eighteen of the nation’s twenty-five largest cities lost population between 1950 and 1980 even as most of these metropolitan areas grew.³ Joel Garreau highlighted that the “new frontier” offered by “edge cities” like the Denver Tech Center were a primary reason for this.⁴ As previously noted, Denver’s suburban migration was also partially influenced by the Poundstone Amendment to the Colorado state constitution, a successful 1974

³ Kenneth Jackson, *Crabgrass Frontier: The Suburbanization of the United States*, New York: Oxford University Press, 1985, 4.

⁴ Joel Garreau, *Edge City: Life on the New Frontier*, New York: Anchor Books, 1991.

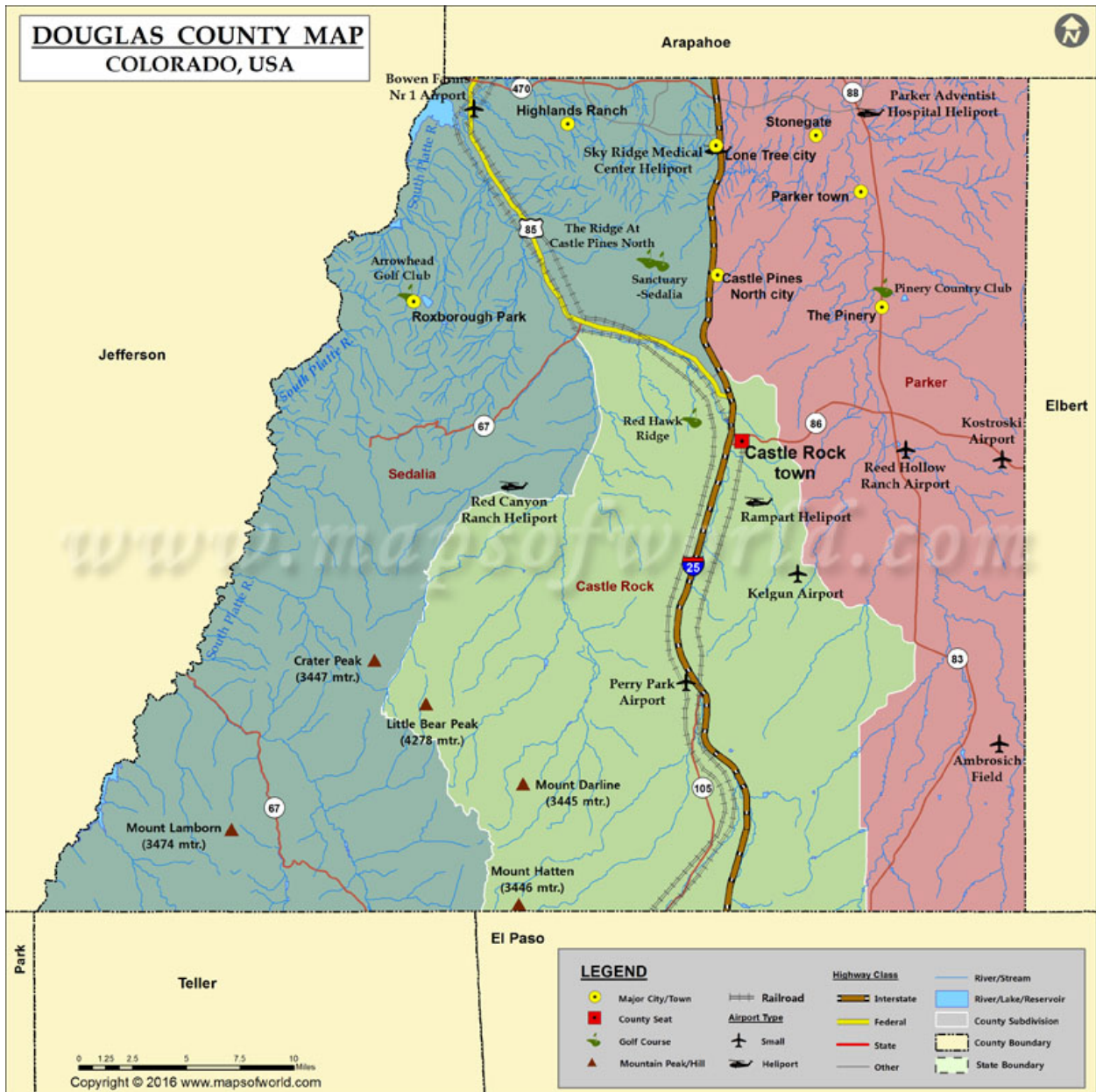
ballot initiative that made it virtually impossible for the city of Denver to annex adjacent land. The amendment, motivated by anger over Denver's school busing practices, "shift[ed] growth to the suburbs in Arapahoe County to the south and Jefferson County to the west, as "new housing in the suburbs went up at the same time as the new office buildings downtown."⁵

Douglas County, located to the south of Jefferson and Arapahoe Counties, was situated just outside of Denver's suburban ring at this time (Figure 3.2). Although the northern reaches of the county were located only about fifteen miles from downtown Denver, suburban growth on a grand scale had not yet pushed that far south. Most of the county's residents lived either in the county seat of Castle Rock or scattered on ranches that dotted the county's gently-rolling, treeless landscape. However, there were no illusions about the pressures building from Denver and rapidly-growing Colorado Springs, flanking the county's northern and southern borders, respectively. Despite this awareness, Douglas County officials proved slow on many fronts to develop a formal approach to guide growth in the county. A county master plan was not approved until 1983, eleven years after the Colorado legislature passed Senate Bill 35 on May 4, 1972 requiring each county to do so. An early effort to create a plan in the mid-1970s was thwarted by deep divisions about the extent to which the county should regulate growth and development without unduly infringing upon personal property rights. In addition, individual communities targeted by developers for growth lacked coherent governance institutions such as zoning boards or planning committees to monitor growth and hold developers accountable for creating complete and vibrant communities. Many of the county's early real estate development

⁵ Peter Wiley and Robert Gottlieb, *Empires in the Sun: The Rise of the New American West* (New York: G.P. Putnam's Sons, 1982), 133.

projects were undertaken by inexperienced and underfunded companies, several of which went bankrupt and left residents and the county with unfinished communities.

Figure 3.2: Map of Douglas County, Colorado, 2016



<http://www.mapsofworld.com/usa/states/colorado/counties/douglas-county-map.html>

“Decades of Broken Promises from Men Who Saw Themselves as Giants”⁶ Perry Park and The Pinery

Douglas began experiencing a real estate boom in the late 1960s. Several large master-planned developments were underway, including the Colorado Western Development Company’s 14,000-acre Perry Park Ranch located in southwestern Douglas County. While much of the rest of the county was unforested, Perry Park was a beautiful “mixed growth forest conservation park.” To capture the interest of urbanites looking for a retreat in the woods and “an investment in the natural beauty of Colorado,” Perry Park would preserve forty percent of acreage as untrammelled forestland while developing the remaining sixty-percent. During the proposal phase, the developer sought to allay fears that the new development would be a financial burden to area residents. “Contrary to some beliefs, this concept, instead of costing the taxpayers money, will actually engender a large amount of money through tax assessment of developed lots,” the company’s marketing materials promised in 1969.⁷ Much of this assessment relied on the prediction that “a good proportion of the homes will be of the second-home type, [generating] tax money without increasing the number of children in the school system.” Colorado Western anticipated the “scrutiny of urban planners whose desire is to stem the uncontrolled tide of megalopolis,” but believed its proposal was unique and appealing enough to “provide guide-lines for future land developments and recreational communities throughout the nation.” Colorado Western recognized the importance of adequate infrastructure, and promised to “provide for such modern conveniences and facilities as paved and gravel roads, water, underground power, and telephone to all lots contained in the community area of Perry

⁶ Jess Stainbrook, Executive Producer, *Perry Park in the Shadows of Giants*, Douglas County Television, 2004.

⁷ Colorado Western Development Co., “Development Concept for Perry Park Ranch,” 1969. Philip S. Miller Library, Castle Rock, Colorado.

Park.” In addition, the developer promised amenities such as a PGA-approved 18-hole golf course, polo fields, stables, a heated pool, and a 5,600-foot airstrip (to be extended to 9,000 feet during a subsequent phase of development). At final buildout, Colorado Western President Lee H. Stubblefield proposed a “totally master planned self-sufficient ‘new town’” including four golf courses, six residential villages, hospitals, schools, shopping centers, and an industrial park.⁸ In a 1969 offering of one hundred fifty-four lots, second-home sites were priced from \$4,500 to \$6,000 (approximately \$28,200 to \$37,600 in 2013 dollars) and required buyers to build homes of a minimum size of 1,000 square feet; permanent occupancy home sites cost \$5,500 to \$10,000 (approximately \$34,500 to \$62,700 in 2013 dollars) and required a minimum of 1,700 square feet.⁹ As a result, Perry Park would not be for everyone. “Residents are afforded both privacy and the opportunity for interplay with compatible people of similar interests,” the developer promised. Colorado Western also believed its concept was “thoughtfully and imaginatively conceived,” and avoided “outmoded patterns created by former generations, patterns that are now forcing our cities into painful review of their real purpose.”¹⁰

By 1972, Colorado Western had filed an approved community development district plan with the county and already zoned and sold half of the development (an in-house sales force was established and sales to the general public began in or about 1967). However, as construction proceeded, opponents to the project became more vocal in expressing their concerns and more vigilant in challenging Colorado Western’s handling of the project. In a three-hour hearing at the

⁸ “Companies Merge for Development North of Here,” Unmarked newspaper clipping circa 1969-1970, Philip S. Miller Library, Perry Park Clippings.

⁹ Colorado Western Development, “Development Concept for Perry Park Ranch: Perry Park Filing No. 2, Price List,” Undated Sales Brochure, Philip S. Miller Library, Perry Park Clippings.

¹⁰ Colorado Western Development, “Development Concept for Perry Park Ranch,” Undated Sales Brochure, Douglas County History Research Center, Philip S. Miller Library, Perry Park clippings file.

December, 1972 Douglas County Planning Commission meeting, lead attorney for the newly-created, 22-member West Plum Creek Landowners' Association (WPCLA) asserted that "planning for profit doesn't always include proper planning for the public problems generated." The association engaged a handful of consultants to study environmental concerns. The firm of Black & Vestch argued that "the sewerage system applications are inadequate," and a "zero discharge [approach] is unrealistic." Water geology firm Owens & Associates cited inadequate consideration of aquifer lives and recharge rates, and the lack of an ongoing monitoring program. Water engineering firm Blatchley Associates noted that data was insufficient to prove that the development's water needs would not exhaust both surface and underground sources. Traffic consulting firm Alan M. Voorhees & Associates noted the pending strain on vehicular traffic on area roads, citing as unrealistic the developer's estimate that only fifteen percent of residents would commute to work outside of the community when fifty percent was more likely. It is not clear whether the WPCLA members were intrinsically concerned about environmental matters or rather with protecting their property values, privacy, or the serenity of the surrounding landscape. Regardless, environmental arguments did not win the day given other imperatives. County Commissioner Russell Higginson revealed one of many conundrums faced by officials contending with rapid growth by noting, "Goodness knows we need business interests in Perry Park to offset the huge school costs anticipated." Despite the concerns of the WPCLA and its consultants, the project proceeded.¹¹

Unrelated economic and financial concerns soon took center stage, threatening developments such as Perry Park. The severe recession precipitated by the Arab oil embargo of 1973-74 curtailed demand for far-flung residential developments and halted construction at Perry

¹¹ *Denver Post*, "Ranchers Challenge Perry Park Developers Plan," December 1, 1972, 50.

Park. By 1975, Colorado Western experienced severe financial difficulties that imperiled its lofty aims. The Perry Park Land Owners Association (PPLOA) evaluated legal action to address unmet promises. PPLOA alleged that Colorado Western failed to construct and maintain some roads and extend utility and sewer lines in a complete and timely manner, installed some utility lines above ground rather than below, constructed multi-family units in excess of the limit (“excess condominium development”), sold lots less than the one-acre minimum, failed to protect forty percent of the property as conservation lands, and did not complete the country club. However, the landowners were less interested in initiating legal proceedings than securing the services and facilities initially promised by the developer.¹² As a result, the PPLOA initiated discussions about organizing a metropolitan district in 1976, and published a proposed Service Plan for the new district on May 5th.¹³

Despite the many challenges inherent in governance via special district, the PPLOA determined that action was necessary for several reasons. “The development of Perry Park...is not progressing at a rate considered necessary to maintain a sound economic basis for the community,” it argued. “Colorado Western Development Company has closed its sales offices in Perry Park, has disposed of much of its real estate holdings in the area, has disposed of or is attempting to dispose of its construction and maintenance equipment, has discharged most of its employees and sales representatives, [and] has stated...that its current cash flow condition does not permit it to pursue completion of the Perry Park Development at this time.” The PPLOA assessed five different “policy choices” available to achieve the completion of the development,

¹² State of Colorado, *In the Matter of the Suspension or Revocation of the Subdivision Developer’s Registration and Certification of Colorado Western Development Company*, Case No. 3-0061-7, October 19, 1977. Friedman, Bader, & Dufty memorandum to Perry Park Land Owners Association, April 1, 1975.

¹³ The Proposed Perry Park Metropolitan District, Service Plan, May 5, 1976. Philip S. Miller Library.

desired amenities, and essential services: seek another developer to complete the project, incorporate as a city, ask Douglas County to complete the road system and operate the facilities, take no action and allow the development to fail, or organize a special district to obtain needed funding and manage the community. Since most lots were sold, developers would not be interested, given the lack of potential for cash flow and profit. Perry Park was too small at this point (fewer than 200 occupied households) to make incorporation viable. While Douglas County did have the legal obligation to complete roads by virtue of approving the plats and acceptance of bond money, the county would not complete and operate other facilities. No action would essentially condemn Perry Park to the status of a ghost town and destroy existing landowners' property value. As a result, the PPLOA chose to organize a metropolitan district as its best, and perhaps only, option. Such an approach inverted the usual reasons such districts were formed. In this instance, the residents themselves sought to organize the district as a means to guide development in an effort to wrest control of their community from a reluctant developer. Thus, the district was a reactionary creation from below rather than a top-down strategy by the developer.¹⁴

On March 7, 1977, the Perry Park Metropolitan District (PPMD) was formed with two main purposes. First, it would begin the task of providing community services and facilities, and funding those by issuing debt and levying taxes on landowners. Second, it would vigorously pursue efforts to force Colorado Western to fulfill its obligations and, short of that, take legal action. The fledgling Metro District immediately threatened a lawsuit against Colorado Western if efforts were not made to complete roads, set aside greenbelt space, and fulfill other promises made during the marketing of the development. It also took the ambitious step of attempting to

¹⁴ The Proposed Perry Park Metropolitan District, Service Plan, May 5, 1976, 9-11. Philip S. Miller Library.

capture ownership rights to the community amenities from the developer. Only eleven days after the district was formed, it demanded that Colorado Western transfer “title to the various amenities which landowners were individually assured would be available.”¹⁵ Urgency was deemed important due to rumors that Colorado Western and Lee Stubblefield, owner of 71% of company stock, would soon sell the Perry Park property, leaving PPMD with limited recourse. Robert J. Dyer, a member of the law firm Bader & Duffy representing PPMD, noted “it would be very difficult to enforce such promises against any third party purchaser, since we do not believe the promises made by CW to be covenants running with the land which would bind a third party purchaser.”¹⁶ In a May 1977 letter to Lee Stubblefield, PPMD President Floyd Eldridge threatened “the immediate undertaking of legal action which would have the effect of blocking any transfer of title to Colorado Western’s properties of interest,” should this occur.¹⁷ Nevertheless, Colorado Western transferred title to Perry Park to Stubblefield directly. This act severed Colorado Western’s liability and paved the way for its bankruptcy filing. When that occurred, Dyer warned that “it may be very difficult ... to recover such transfers back into the Colorado Western estate [and] Stubblefield would have the property free and clear.”¹⁸ Stubblefield then sold a large portion of the remaining Perry Park property in 1977 for \$1,650,000 to Ramon Jarrell, sole stockholder of a company called Perry Park Properties. To put Perry Park residents at ease, Jarrell indicated that “he did not wish to come in and develop only

¹⁵ Perry Park Metropolitan District letter, signed by Director Floyd Eldridge, to Peter Kost, Colorado Western Development Company, March 18, 1977, Philip S. Miller Library.

¹⁶ Bader & Duffy letter to Floyd J. Eldridge, President, Perry Park Metropolitan District, May 9, 1977, Philip S. Miller Library.

¹⁷ Floyd Eldridge, Director of Perry Park Metropolitan District, letter to Lee Stubblefield, President Colorado Western Development Company, approved for sending May 16, 1977. Philip S. Miller Library.

¹⁸ Robert J. Dyer, Bader & Dufty, letter to Harold Anderson, Perry Park Country Club, November 4, 1977.

his newly-acquired land and leave the remainder of the development with some of its present problems such as water, sewer and roads. Jarrell said he would like to improve the entire Perry Park development.”¹⁹ Such promises were, of course, non-binding.

Despite the sale, PPMD moved ahead with its legal action against Colorado Western and Jarrell. PPMD faced a number of technical challenges to its intended action. Since the PPMD did not exist at the time of the initial promises by Colorado Western or the alleged breach of contracts, PPMD’s standing to sue was in doubt. PPMD’s legal counsel, Bader & Dufty, believed this problem could be evaded by identifying an individual landowner who purchased property in the early stages of the development to serve as primary plaintiff, with PPMD joining the lawsuit representing the other landowners under the “parens patriae” principle. This argument would allow PPMD to sue on behalf of the people of Perry Park as their responsible representative.²⁰ PPMD identified two landowners, W.V. and Evelyn Kniffin and Martin and Alice Platt, to join the litigation as plaintiffs, in part by promising to “bear all expenses (including costs and attorneys’ fees)...including all expenses associated with any counter-claims brought against you by either Defendant.”²¹ Still, the PPMD realized the case against Colorado Western would be stronger with the participation of other aggrieved parties, particularly the Perry Park Homeowner’s Association, Echo Hills Country Club and Douglas County. However, PPMD’s aggressive tactics were concerning at best, and alienating at worst, to other potential allies, despite the universal interest in securing services and infrastructure for the unfinished

¹⁹ *Douglas County News-Press*, “Stubblefield Sells DC Interests,” Undated newspaper clipping circa 1977, Philip S. Miller Library.

²⁰ Friedman, Bader, & Dufty memorandum to Perry Park Land Owners Association, April 1, 1975. Philip S. Miller Library.

²¹ Bader & Dufty letter to Martin H. Platt, March 29, 1978, signed by Floyd Eldridge, President, Perry Park Metropolitan District. Philip S. Miller Library.

development. For example, PPMD's relationship with the county proved vexing, and the metro district's leaders could not decide whether Douglas County was friend or foe in this instance. PPMD believed that "Douglas County has liability for the completion of roads within Perry Park since Douglas County accepted a completion bond from Colorado Western Development Company in an amount less than necessary to assure completion of such roads by Colorado Western." Thus, PPMD implored Douglas County to join the suit, and brashly threatened "to seek to amend our complaint to include Douglas County as a defendant" if the county declined to participate alongside PPMD in its actions.²² Despite this tactic, Douglas County declined, stating "we prefer to persue (sic) our present policy of negotiations."²³ PPMD relented, and declined to sue Douglas County. The homeowner's association and country club also declined to join, weakening the lawsuit and elevating the importance of question of PPMD's standing to sue in court.

The exact nature of the claim also frustrated PPMD and its legal counsel. Fraud would have been the most desirable claim to prove in court, since it would have rendered Colorado Western's officers and directors personally liable, not just the corporation. Since Colorado Western was approaching bankruptcy at this time, it was advantageous to reach beyond the corporation for financial remedy. However, Perry Park's legal representatives realized that a fraud claim had a low chance of success, since it required an intentional misstatement on the part of Colorado Western when it was likely that Colorado Western had in fact intended to provide the promised amenities. In addition, Perry Park would not succeed in securing title to the

²² Robert J. Dyer, Bader & Dufty, letter to Gill B. Whitman, Chairman of Board of Douglas County Commissioners, March 30, 1978.

²³ Board of County Commissioners of Douglas County letter to Robert J. Dyer, Bader & Dufty, April 7, 1978. Philip S. Miller Library.

greenbelt space promised by Colorado Western through legal action, even if breach of contract was proven. Perry Park residents were dismayed by the prospect that these lands, originally set aside for permanent conservation, could be sold and developed while the developed areas sat in an incomplete state, lacking basic services and adequate roads.²⁴

On January 30, 1979, District Court Judge John Gately issued a ruling in favor of the Kniffins for \$1,355,209, far short of the \$12 million requested by the plaintiffs. Of the awarded amount, \$855,209 was identified as the cost to complete the unfinished roads to county standards, and \$500,000 was identified as the cost to construct a dam and reservoir, as promised in contractual filings. Judge Gately rejected the plaintiffs' claim to compensation for promises made in brochures and marketing materials, since these materials were not part of Colorado Western's formal filings related to the development and thus were not contractual obligations. Thus, Colorado Western was not held to its promises to leave forty percent of lands undeveloped as "greenbelt," limit multi-family housing, build a water and sewer system, construct an airstrip, and require one-acre minimums for homesites. In addition, the judge rejected the plaintiffs' claim of fraudulent representation since "Colorado Western did intend to perform its obligations under the contracts at the time it entered into the contracts with the Kniffins." Since the Kniffins were deemed to be representative of the class of landowners harmed by the failures of Western Colorado, the judge allowed for an award that exceeded the immediate harm suffered by the Kniffins specifically; thus, the \$1.355 million ruling was awarded on behalf of the Kniffins but was to be directed to the Perry Park Metropolitan District for the specific purpose of constructing the roads, dam, and reservoir. Judge Gately dismissed PPMD's own claims, awarding no damages, and in effect disallowing PPMD as a claimant. Additionally, Judge Gately rejected the

²⁴ Friedman, Bader, & Dufty memorandum to Perry Park Land Owners Association, April 1, 1975.

claim for \$8.5 million to construct a water and sewer system, arguing this was not the responsibility of the developer but should be undertaken by an established special district, Perry Park Water and Sanitation District. The plaintiffs took some satisfaction that the ruling held Lee Stubblefield personally liable, negating his efforts to move all remaining assets out of Colorado Western and effectively bankrupting the company.²⁵

However, litigation continued and appeals were filed, and the damages were reduced to \$11,000 by the Colorado State Court of Appeals on August 28, 1980. The court ruled that “the Kniffins are entitled to recover damages for any loss they actually sustained because of the breach of contract,” but are “not entitled to benefit from an enhanced award for their expectation of a ‘way of life’ described in sales literature which was not part of their agreement.”²⁶ Thus, the Appeals Court rejected the lower court’s assertion that the Kniffins could stand for the class of landowners harmed by breach of contract. Since Judge Gately disallowed PPMD as claimants, the reversal under these grounds was complete. The Colorado Supreme Court denied the Petition for Certiorari in early 1981, refusing to hear the appeal and effectively ending legal options for Perry Park residents.²⁷

The relationship between Perry Park residents and developer Raymond Jarrell grew icy almost immediately as it became clear that Jarrell intended to focus upon developing new areas of the property that he had purchased from Stubblefield. It was initially believed that Jarrell, “as

²⁵ In the District Court in and for the County of Douglas and State of Colorado, Civil Action No. 4798. Perry Park Metropolitan District, W.V. Kniffin, Evelyn Kniffin, Martin H. Platt, and Alice Platt vs. Colorado Western Development Company, A Colorado Corporation, and Lee E. Stubblefield. Filed in District Court, Douglas County Colo, Jan 26, 1979.

²⁶ *Douglas County News-Press*, “Stubblefield Judgment Reversed on Appeal,” September 2, 1980.

²⁷ Letter from Robert J. Dyer, Hannon Stultz, Brightwell, & Dyer, to Sally Maguire, January 7, 1981. Philip S. Miller Library.

part of [a] development strategy in Perry Park, [intended] to complete Perry Park Village including the completion of all roads, underground utilities, and amenities.”²⁸ However, Jarrell instead proposed a new 14,000 resident community, Douglas Park, on the property acquired from Stubblefield, signaling no intention to fix the problems of the existing development. President of the Echo Hills Country Club Bob Dolby argued that Jarrell “emphasized in several meetings with residents that he was not responsible for any of Stubblefield’s obligations, he bought only the assets.”²⁹ The country club represented a particular point of contention between residents and Jarrell. After a series of disputes between the parties, Jarrell filed suit to evict the members from the country club, essentially dissolving the organization. Jarrell also threatened to sue the Perry Park Water and Sanitation District over another issue.³⁰ The transfer of Perry Park to a new, solvent developer did not alleviate long-standing problems with the initial phase of development.

After the appellate court reversal, Perry Park Metropolitan District was left with little but legal bills. Its 1981 mill levy proposal included an astonishing 166% increase from the prior year to 9.06 mills.³¹ A full thirty-two percent of the Metro District’s 1981 budget was allocated to pay down a portion of the amount owed to attorney Robert Dyer.³² The attorney’s invoice for November, December 1978 and January 1979 totaled \$20,460 for 400 hours of work; by October

²⁸ Robert J. Dyer, Bader & Dufty letter to Ramon Jarrell, February 13, 1978. Philip S. Miller Library.

²⁹ *The Express*, September 26, 1979, 2.

³⁰ Robert C. Dolby, Chairman, Perry Park Country Club Board of Directors, letter to The Douglas County Commissioners, September 12, 1979. Philip S. Miller Library.

³¹ Property taxes and special district assessments are generally charged on a “mill levy” basis, a cost per \$1,000 of assessed property value, either on the complete assessed value or a discounted value that exempts a flat amount before applying the mill levy rate. In this manner, owners of higher value properties pay more to fund local services than their neighbors owning lower-value properties.

³² *Douglas County News Press*, “Mill Levy Increase Approved for Perry Park Metro,” October 30, 1980, A5

1980 it remained unpaid, in addition to prior billings of \$14,645.³³ At the same time, the Perry Park Water and Sanitation District raised its mill levy, already the highest in Douglas County and one of the highest in the state, by 24% to 31.5 mills for 1981 to cover increased operating and debt service expenditures.³⁴ Thus, the beleaguered residents of Perry Park were left with a community that was a fraction of its intended size, a new developer hostile to the interests of existing residents, unpaid bills from a lengthy and unsuccessful legal battle, incomplete roads and utilities, and special district tax rates that were unusually high and growing. As of the time of the initial court ruling in 1979, “virtually all of the over 1,300 lots in Perry Park [were] sold, [but] only some 200 or so homes and townhomes had been built,” largely due to the continuing failure to extend roads and utilities to these lots.³⁵ Certainly, the failure of Perry Park to achieve the lofty aims of its developer is not unique; the American landscape is riddled with the hollowed-out visions of overly ambitious developers or projects initiated just prior to a collapse in the real estate market. However, without a clear countywide vision for growth management or a legal apparatus to negotiate between the developer and the community, Perry Park residents invested blindly and without a safety net. The decision to establish a metropolitan district as a quasi-governmental entity represented a savvy, aggressive, and self-directed strategy by ordinary citizens to take control of their community. Yet it proved too late and reactionary to combat the enormous problems created by the overreach and financial troubles of the initial developer.

Perry Park was but one of many failed developments in 1970s Douglas County, each revealing the same sorts of perils facing residents settling in unincorporated communities in

³³ Robert J. Dyer, Bader & Duffy, Attorneys at Law, letter to Douglas Woolston, Treasurer, Perry Park Metropolitan District, January 17, 1979.

³⁴ *Douglas County News Press*, “Perry Park Water Board Hikes Levy,” October 30, 1980, A5.

³⁵ *Rocky Mountain News*, “\$1.3 million judgment,” February 7, 1979.

locations lacking well-defined public governance structures. Roxborough Park, Parker City Land Company, and The Pinery also contended with bankrupt owners, unfinished developments, unmet promises, lengthy legal disputes, and difficulties in obtaining assistance from county and local governmental agencies. Private development outpaced the growth in size and sophistication of local and county governmental and quasi-governmental institutions.

Not all failed developments galvanized the enthusiasm for self-governance that occurred in Perry Park. In the case of The Pinery, a 5,500-acre community with an anticipated population of 12,000 people at build-out, apathy from residents repeatedly thwarted efforts to establish a metropolitan district, even though the community lacked police, fire protection, recreation, and other public services. Instead, residents felt the county was responsible for providing them with services, or they simply preferred to avoid financial levies for services and an active role in governing their community. Like other Douglas County communities at this time, The Pinery was founded by a private developer without a pre-determined solution for local governance. In 1976, five years after Utah-based developer Terracor, Inc. created the new community, some residents expressed disappointment with the level and quality of its public services and evaluated their options. They expressed palpable resentment of Douglas County officials, who they believed were “not providing an adequate level of necessary services to any of its residents because of its failure to comprehend, or its resistance to, the fact that it has ceased to be a rural county and is now a suburb of Denver, Colorado.” Residents did not blame Terracor for this situation, and in fact sought to combine forces with Terracor executives and residents of other Douglas County communities in a “united effort...to cause Douglas County to raise its level of services [and] to become more efficient in the administration of its affairs.” If Douglas County failed to act, The Pinery residents threatened “to institute a law suit, or a series of law suits, to

compel it to properly exercise the police powers granted to it by the state. Despite their disappointment with Douglas County services, some residents eventually concluded that the creation of a metropolitan district represented their best option. “Our initial reaction is that a metropolitan district would best meet [our] objective,” some residents asserted, since it “offers significant flexibility in accomplishing not only the immediate objective of improving necessary governmental services, but of meeting additional needs for dissimilar services as they arise in the future.” Seemingly, this offered a clear path forward.³⁶

Little went right for the community in the coming years. Terracor filed for bankruptcy in 1981. Residents still had not created a metropolitan district by this time, despite a stated intention from Terracor to “arrange funding so the District efforts can proceed.”³⁷ In the 1982 settlement agreement related to the bankruptcy, Terracor agreed to pay \$770,000 in total: \$657,000 to Douglas County for use in completing roads and drainage systems, and \$113,000 to The Pinery statutory creditors’ committee for use in creating and operating the long-anticipated metropolitan district and covering its unpaid attorney’s fees.³⁸ Despite the receipt of these funds, a metropolitan district still had not been created by 1985. At a meeting attended by only 100 people in a community of over 1,300 households, The Pinery residents again weighed options to address “the sorry state of the...badly deteriorating roads” in the community. Despite the recommendation of a consulting firm to establish a metropolitan district to address these and

³⁶ Kenton Willis letter to John Kurowski, “Recommendation Concerning Governmental Services at The Pinery,” April 8, 1976. Willis was summarizing the results of a meeting held in Denver Colorado that included, among others, the President of The Pinery Betterment Association, Chairman of The Pinery Architectural Control Committee, and Chairman of The Pinery Property Protection Committee

³⁷ C. Bruce Miller, Executive Vice President, Terracor, Inc., letter to Don Anderson, Chairman, The Pinery Creditor’s Committee, September 23, 1981.

³⁸ Second Amended Consolidated Chapter 11 Plan of Debtors, Article VIII: The Pinery, September 14, 1982.

other problems, “a motion to direct the homeowners’ association board to continue the process towards forming a metro district was defeated.” Instead, the residents in attendance felt strongly that the roads were the responsibility of Douglas County and passed a resolution that the Douglas County Commissioners “promise in writing to be responsible for the upkeep of the roads in The Pinery,” utilizing new sales tax revenues then under consideration.³⁹

After another sparsely-attended homeowners’ association meeting in January, 1986 that drew less than two-dozen residents, the Douglas-County News Press penned a scathing editorial critical of governance in Douglas County’s unincorporated areas in general. “Is anybody there? Does anybody care?” the paper asked. “Evidence indicates no...the very problems in organizing this effort – lack of concern and involvement by a few on behalf of the many – are the major reasons we’ve been critical of the creation and proliferation of special districts in Douglas County,” it continued. While a tiny group of concerned residents worked “basically in a vacuum” to resolve issues, the vast majority of residents “don’t want to bother with a metro district” and instead essentially preferred to live in a community with substandard roads and non-existent recreational amenities rather than “become enmeshed in the day to day detail of such governments.”⁴⁰ Since the district would have a reliable source of annual income from state lottery proceeds and rental of recreational vehicle parking spaces, the annual cost to each household would only total \$24-36 per year. This low cost coupled with general residential apathy raised the ire of the editorial board still further. In 1988, the metro district proposal failed to pass at the ballot box.

³⁹ *Parker Press*, “No answers yet for The Pinery; more discussion, Sept. 11,” August 2, 1985.

⁴⁰ *Douglas County News-Press*, “Is Anybody There? Does Anybody Care? Evidence Indicates No,” January 15, 1986, 4.

Another metro district service plan was drafted for consideration in July, 1990 by the Pinery Homeowners Association (PHA). While homeowners' associations and special districts often clashed over matters of authority and jurisdiction, the PHA recognized its inability to contend with larger questions and matters of governance. The PHA also was acutely aware of local indifference, if not outright hostility, to the notion of a metro district. The plan proposed only a modest scope of services and no construction activities for the new metro district. "Significant infrastructure is not anticipated," the plan postulated. "Engineering services are expected to be minimal [and] no indebtedness is anticipated to be incurred." Pains were taken to explain why The Pinery could not simply secure services from nearby established districts, though the service plan did indicate that a future merger of the proposed district with others could be feasible "at some distant future date." Only nominal costs were anticipated to property owners, \$45 per annum on a home value of \$150,000.⁴¹ Despite the limited scope and cost of the proposed entity, residents located within the proposed service area once again voted it down, this time by the narrow tally of 34 votes out of 862 cast.⁴² Residents again articulated a preference for limited services rather than becoming more involved in the execution and funding of public services. The decision left the PHA as the primary voice for the community. In 1995, for example, the PHA served in the unusual role of arguing before the Douglas County Planning Commission against the undesired encroachment of a nearby 771-home community on The Pinery.⁴³ It failed. In the end, Perry Park and The Pinery shared little in common aside from the

⁴¹ Pinery Homeowners Association, Inc., and Collins & Cockrel, P.C., Attorneys, *Service Plan for The Pinery Homeowners Metropolitan District*, July, 1990.

⁴² The Pinery Homeowners' Association Website, "Pinery History," <http://www.pinery.org/aboutus/history2.html>, accessed January 5, 2015.

⁴³ *Denver Post*, "Pinery Group Still Battling: Key round lost in bid to cut development," September 20, 1995.

bankruptcy of their developers. Although residents of each community held vastly different levels of commitment to self-governance, they all contended with the consequences of settling in fledgling communities that lacked clear governance mechanisms and were located in a county that was unwilling or unable to provide leadership.

Douglas County Planning Part I: Failed Efforts at Master Planning in the 1970s

Master planning in Douglas County got off to a promising start as the Douglas County Commission dutifully established the county's first planning commission on November 9, 1971.⁴⁴ In so doing, the three county commissioners – Carl Winkler (Chairman), David Curtis, and Gill Whitman – began the land use planning process before the passage of Senate Bill 35 in 1972 required the county to do so. The planning commission was comprised of five citizen members, Jack Griffith and Santo Bertuzzi from Castle Rock, Jean Mosely and Virginia Pollock from Sedalia, and Chuck Hewitt from Parker. The commission operated under the direction of William (Bill) Noe, Douglas County's planning director, a paid staff member who reported to the county commissioners. As the planning commission set about its work, Douglas County was already experiencing the early stages of unprecedented growth despite a widespread impression that “the county at present is quite antigrowth,” and a sense that the planning commission was “basically controlled by the ecology groups.” Noe himself was thought to be the primary “architect of a low-density zoning policy that [had] many developers convinced the county is ‘anti-growth.’” Noe's concerns primarily related to water and the ability (or inability) of water resources to meet the needs of a rapidly-urbanizing county.⁴⁵ As we will see, Noe's

⁴⁴ *Denver Post*, “Planners Named in Douglas,” November 13, 1971, 32.

⁴⁵ *Rocky Mountain News*, “Douglas County Ready for Rapid Expansion,” November 18, 1973, 81.

predisposition against growth would play a major role in galvanizing factions on either side of the growth debate, and Noe's position as planning director would become a casualty of those passionate views.

However, at this early stage, the perception of Douglas County officials as anti-growth advocates belied reality. Large developments were already underway, including Perry Park (14,000 acres), The Pinery (5,000 acres), Acres Green (1,200 homes), and Parker City Land Corporation's development in the city of Parker (estimated population of 15,000). Other developments under varying stages of planning included Centrium ("a \$300 million city north of Castle Rock"), Castle Pines (a "\$200 million dream city") and Malibu (an "\$80 million luxury community"). Land values, not surprisingly, were also skyrocketing. One realtor noted that "land that was selling for \$60 to \$100 an acre [twenty years ago] now...is getting \$2,500 an acre," with a quarter-acre prime building site in Castle Rock commanding \$7,500.⁴⁶

Such growth, particularly in the absence of the guiding principles of a master plan, raised concerns both within and outside of the county. At a 1971 Colorado Land Use Commission workshop, several Douglas County residents indicated that "the county's tax base is rapidly becoming inadequate to handle the school facilities that will be needed," and "a crisis situation may develop if commerce and industry don't move into the county to balance the tax base." Bob Clark, a Colorado State University ecologist, expressed concern that only a few large developers were driving the urban transformation of Douglas County by taking "land owned by a few people and open[ing] it up to a vast number of people." "All the ground in Douglas County outside of the Forest Service land could be classed as transitional," he continued, suggesting that

⁴⁶ *Rocky Mountain News*, "Douglas County Ready for Rapid Expansion," November 18, 1973, 81.

all privately-owned land could soon be developed.⁴⁷ The Tri-County Health Department, serving Douglas, Arapahoe, and Adams counties, urged Douglas County commissioners to consider a moratorium on new subdivisions as a result of inadequate information about the region's water supply. "I question whether there is a suitable amount of ground water available in the area for this development," Donn Berve, the associate director for environmental quality control, noted. With lots already planned for 180,000 residents, Berve estimated 40,000 acre-feet of water per year would need to be taken from an underground aquifer. "The 'safe yield' from underground supplies in the entire five-county [Denver] metropolitan area...is only 7,000 acre-feet," Berve estimated. Whether growth would continue at a rapid pace or be curtailed due to these and other concerns, it was clear that Douglas County needed a comprehensive land use plan at this time.

After more than two years of work, the Douglas County Planning Commission produced a draft of the County's first land use plan for consideration by the general public and by the County Commission in early 1974. Fearful of the coming flood of new residents, the Planning Commission produced a clear set of principles in stark opposition to the County's impending urban transformation. "The philosophy of the Douglas County Land Use Plan is a belief that urban sprawl is undesirable, unnecessary, and wastes productive land," the planning commission declared. The commissioners defended this position by postulating "that the majority of citizens in Douglas County wish to resist the forces that work for more intense urbanization and want to maintain a rural atmosphere." Widely seen as a defense of the county's ranching heritage, the plan argued that "Douglas County must insure that its agricultural value not be destroyed or lost" since it is "impossible to reclaim such land for this use." In a bold assertion of its power over the private sector, the Commissioners vowed "to deny without exception, any proposed plan, zoning,

⁴⁷ *Denver Post*, "Douglas County Worried by Rapid Development," August 21, 1971, 32.

or change in use that perpetuates or allows urban sprawl.” Furthermore, the commission forewarned potential developers wishing to undertake projects that “it is the burden of the developer to prove...that his proposal...is compatible with county goals and objectives,” and he (or she) should be prepared to “pay for the liabilities that are associated with his proposal in its inception as well as in the future.” “Each proposed development shall be evaluated for its total impact in the immediate area, in the region, and in the county,” the commissioners declared.⁴⁸

The plan was not entirely unfriendly to development and included elements that would commonly be found in the plans of other areas experiencing rapid growth. It proposed to channel growth into a few growth corridors which would represent “a cluster concept which will establish distinct communities with separate physical entities.”⁴⁹ Planning commissioners designated specific land uses for each area of the county that generally retained existing usage patterns. Thus, areas already permitting commercial or residential growth perhaps could continue to do so, thereby prohibiting other areas of the county from such development. Yet, these accommodations to growth interests proved insufficient. Neither Planning Director Noe nor the five planning commissioners anticipated the firestorm that their proposal would generate. The *Douglas County News* blandly reported before the report’s release that the “planners expect adoption of [the] master use land plan.”⁵⁰ At a public forum on April 16, 1974, one resident commended the commission for creating a plan “which will provide us with the kind of county we live in.” However, anger spilled over from other attendees. Paul Ilgen astutely recognized the fault line within the plan. “The plan changed the old-time feud between cattlemen and sheepmen

⁴⁸ Douglas County Planning Commission, *Land Use Plan: Douglas County Colorado*, April 23, 1974.

⁴⁹ *Douglas County News*, “Planners Expect Adoption of Master Land Use Plan, April 11, 1974, 17.

⁵⁰ *Douglas County News*, “Planners Expect Adoption of Master Land Use Plan, April 11, 1974, 17.

to one between cattlemen and urbanites,” he noted. “The county was going to perpetuate the rights of ranchers while denying those of urban people who want to move into the county.”⁵¹

The plan attempted to defend the county from the city by retaining a distinct, nonurban character.

Although the commission claimed to be promoting the interests of current county residents, subsequent proceedings suggested the views of the commissioners were far from universal. The plan and the commission were subjected to increasing criticism in the following months, particularly from landowners whose property fell within proposed “greenbelt” areas and thus would not be able to sell their lands for certain usages. The plan stipulated many tracts that could only be sold and developed as large plots of five to ten acres or more to protect open views. This severely restricted the value of the land to prospective developers and thus current landowners. Much of the county’s western half and southeastern corner, as well as lands circling Castle Rock, the county’s only major incorporated town, were designed to be either open space or large-lot tracts. As a result, many landowners felt the county’s master plan was too heavy-handed in assigning specific purposes to the county’s lands, thereby restricting property rights and individual freedom.⁵²

Many criticisms were levied against the process itself. The *Parker Press* suggested that the approach was “naïve.” The paper also noted that County Commission Chairman Winkler “said in retrospect that the county should have considered hiring advisory help, rather than trying to do it all themselves and save money.” Communication was poor; no detailed maps were presented at the April, 1974 meeting, and thereafter “the detailed map was delayed in getting printed, further delaying public knowledge.” Chairman Winkler acknowledged harboring

⁵¹ *Douglas County News*, “Land Use Plan Gets Public Airing,” April 18, 1974.

⁵² *Parker Press*, “History of DC’s Land Use Plan,” February 13, 1975.

concerns at the meeting but “he did not feel the public hearing was the proper time and place to show his differences with the planning commission.” Winkler’s instinct to avoid an awkward situation at the public forum aside, it is difficult to understand why the county commissioners would not have familiarized themselves with the contents of the planning commission’s proposed plan before the meeting, or at least acted expediently after the meeting to press for modifications.⁵³

As public discontent grew, the county commission voided the plan in its entirety ten months later. A crowd of one hundred residents cheered the announcement at a February, 1975 meeting. Many residents objected to the commission’s hostility to development, fearing this would limit the rights of landowners to use their land as they wished. “The plan seemed to consign many in the county to poverty,” a person identified as “Mrs. Jack Janowitz” noted, “as it dictated that certain areas would have to remain as agricultural land in an era when agricultural enterprise was becoming a more and more difficult proposition.” More directly, Mary Hier claimed “the plan seemed to spell doom for the ‘only boom Douglas County has ever known.’” Dale Mickelson “called the plan both illegal and immoral as it abridged the basic freedoms of both the rich and poor.” Voiding the plan “defused an explosive situation,” as “petitions were circulated [at the meeting] calling for the removal of the members of the planning commission.”⁵⁴

The failed effort to develop an acceptable land use plan for Douglas County illustrates the difficulties county officials and residents experienced balancing the competing values of the broader community. On the surface, the commission seemed mindful of the need to produce a

⁵³ Sherry Hartman, *Parker Press*, “History of DC’s Land Use Plan,” February 13, 1975.

⁵⁴ *Douglas County News*, “Commissioners Void Land Use Plan,” February 13, 1975.

plan that responded to a variety of these values. In the plan, the commission articulated five goals: maintain a rural atmosphere, prevent urban sprawl, develop and preserve open space and parks, develop an efficient transportation system, and build a strong economic base. Yet, the commission emphasized the preservation of a rural environment over the creation of a robust and diversified economy, and it failed to respond to the desire of residents to control decisions about their property and the use of open space. The county's economic objectives, the commission stated in its proposal, should be "to evaluate the total impact of proposed industrial and commercial land use," and "deny those which do not meet the quality Douglas County desires."⁵⁵ To the residents of Douglas County, the commission's plan read more like an anti-development missive rather than a genuine attempt to channel growth in a more careful manner. The commission missed a critical opportunity to initiate a healthy community debate over growth in the county. Instead, its inflammatory rhetoric spurred public distrust of growth planning in general and the role of local government in particular. As a result, county officials and residents avoided an honest accounting of the trade-offs between growth and preservation. Finally, while residents largely opposed the plan as presented, they held divergent views on the major questions in need of answers. Even large landholders were unable to reconcile their interest in retaining the county's rural atmosphere with a desire to maintain individual property rights and, potentially, to profit handsomely through increasing land values.

The inability to define a clear policy towards growth left the county ripe for unplanned private development. Douglas County leaders lacked the resolve to reengage in another planning exercise at this time. At the February, 1975 meeting that rejected the initial master plan proposal, Commissioner Winkler outlined a path to the creation of a new land use proposal that

⁵⁵ Douglas County Planning Commission, *1974 Land Use Plan*.

would involve eight planning districts. Each would create a committee and hold public forums to solicit input from citizens. By March, 1979, only three of the eight committees had done so, despite a declaration from Winkler that the creation of a revised plan was the county's "number one priority" in both 1977 and 1978.⁵⁶ An interim Douglas County plan would not be published until 1981. The County issued its first permanent plan in 1983. Douglas County was not the only Colorado county that failed to produce a master plan in the years after the passage of Senate Bill 35 in 1972 requiring each county to do so. By 1975, only one out of Colorado's sixty-three counties had submitted master plans to the state.⁵⁷ However, no county was growing faster than Douglas, and thus, no county was in greater need of a plan with clear guiding principles. Estimates placed Douglas County at approximately 21,500 residents in 1978, up over 155% in just eight years since the 1970 census was completed, or an annualized growth rate of 12.5%.⁵⁸ Absent a master plan, the County Commissioners, generally friendly to development, held unrestrained authority to approve developer proposals, while Planning Commissioner Noe and the Planning Commission, generally more restrained in their attitudes toward growth and development, held comparatively less power and influence over the pace of growth in the county since they reported to the County Commissioners. In the years after the 1975 rejection of the master plan proposal, the ease with which the County Commissioners approved new subdivisions led to two confrontations, one regional and one local. First, the Colorado Land Use Commission took the unprecedented action of bringing a court action against Douglas County to allow it to monitor the development of new housing subdivisions in the county as a matter of

⁵⁶ *Douglas County News-Press*, "Master Plan: Half-decade of Tries May See Finale," March 20, 1979, B6.

⁵⁷ *Douglas County News-Press*, Letters to the Editor, former Douglas County Planning Commission members Virginia M. Pollock and Oneita K. Williamson, August 31, 1978, 4.

⁵⁸ CE Maguire, Inc., Douglas Country Transportation Study, March, 1980, 13.

“state interest.”⁵⁹ Next, a decade-long power struggle occurred within Douglas County governance between property-rights proponents and slow-growth advocates that led to a variety of squabbles, firings, and public debates over control of the county’s future. Both of these events brought to the forefront large questions about the respective roles of state, county, and local authorities in growth management in the county.

Colorado Land Use Commission versus Douglas County

A number of incidents in Douglas County led to a series of clashes with Colorado state officials that elevated questions of state versus local control in growth management. In addition to Perry Park, Douglas County was home to a myriad of troubled developments by 1977. Roxborough Park was planned for 6,400 homes but “about 30 families live in the largely unbuilt project,” as a result of the bankruptcy of developer Woodmoor Corporation. At the Parker City Land Corporation development, the previously-mentioned development for 15,000 people, “skeletons of apartment buildings stand as reminders of the widely heralded...project that went bankrupt after New York City banks withdrew backing.” County Planning Commissioner Noe suggested that such failures could be mitigated if the county held more stringent regulations governing the approval process and establishing developer responsibility. For example, “the county should require builders to establish escrow accounts to pay for the sewer and water portions of projects – even if developers go out of business or abscond with money.” Also, “the county could require more detailed financial information from developers so the county does not have to provide services developers were supposed to fund.” As a small county with only 21,000 residents, Douglas’s resources were not adequate to cover the costs of additional infrastructure to

⁵⁹ *Denver Post*, “Panel Seeks to Monitor Development,” September 24, 1977, 5.

support rapid growth, let alone step in to provide services that developers failed to provide. For example, Parker City Land Corporation roads remained unfinished at the time of its bankruptcy, and the county typically did not begin maintenance of new roads until completion by the developer. But since “residents of failed projects often force counties to provide unrequired services,” Douglas County “[snow]plows what are essentially private roads when it can.” In 1977, Douglas County had over 600 miles of unpaved roads but only paved five to seven new miles per year. “We figured that’s all we could afford,” County Commissioner Carl Winkler admitted. Additional concerns were noted in the adequacy of school facilities, the capacity of the sheriff’s department, the increase in vehicle traffic, and the lack of local job opportunities.⁶⁰

A group of concerned Douglas County residents asked the Colorado Land Use Commission (LUC) to take the unusual step to intervene by limiting the pace and nature of growth in Douglas County. Residents and officials from neighboring Arapahoe County also expressed concern due to the spillover effects of rapid growth in Douglas County. In October, 1977, the LUC decided to act, voting in a unanimous 4-0 decision to take Douglas County to court in act that Chairman Gene Fisher called “regrettable but necessary” over a perceived lack of written regulations guiding the growth process. The LUC believed that it possessed the right to sue Douglas County by declaring the “staggering” growth in Douglas County a “matter of state interest.”⁶¹ As early as December, 1970, the year of its formation, the LUC requested that the state legislature assign it the authority to oversee areas of state concern in the realm of land use. Such areas the LUC deemed to fall under the umbrella of state concern included “specification of minimum standards and criteria for land development, and land use

⁶⁰ *Rocky Mountain News*, “Nagging Growth Pains Hit Douglas County,” November 20, 1977, 6, 20.

⁶¹ *Denver Post*, “Suit to test Land-Use Powers,” October 9, 1977, 1, 18.

development or change related to: water source and delivery systems, new towns, substantial new growth areas of all types and their impact on the affected region, trends in urbanization, employment patterns, the natural environment,” among others. Areas of local concern as recommended by the LUC included “responsibility to prepare, adopt and maintain land use plans and land use controls, the application of appropriate minimum state land development standards, involvement with applicable regional, state, and federal land use decision making processes, [and] the responsibility for including state and regional land use determinations in the local planning process.”⁶² The Colorado State Legislature granted this authority to the LUC as part of the controversial HB 1041. This bill extended the life of the LUC beyond its initial four-year term and significantly strengthened the LUC by allowing it to take counties to court that failed to develop guidelines for land use involving areas of state interest. Its intended lawsuit against Douglas County would be the first test case of this authority under that regulation.⁶³

In particular, the LUC expressed long-standing concerns about the impact of large subdivisions on the state. In 1972, the LUC estimated that at least 229 large-scale subdivisions and 400-500 additional subdivisions of five hundred acres or less were in various stages of planning, platting, and sale by developers. In total, these new developments represented over one million acres, and the inclusion of areas under option for development totaled nearly 2 million acres. The LUC noted that in similar situations in other states, “areas which were once rural in nature and seasonal in use have been quickly converted to densely developed permanent residences with serious problems, including those of inadequate water and sewer capabilities and

⁶² Colorado Land Use Commission, “Commission Recommendations to the Governor and General Assembly,” December 1, 1970.

⁶³ *Douglas County News-Press*, “Where Does State Right Begin, Local Interest End,” March 20, 1979.

inadequate school facilities.” The Commission remained unimpressed with county planning and efforts to guide such growth in a responsible manner, noting “a lack of control over subdivision activity in the state,” in part due to “county plans [which are] not based upon coherent programs and often represent little more than arbitrarily created portrayals of development or, at the other extreme, simple extension of past development trends.” Additionally, the LUC cited a “lack of environmental control in shaping the development of Colorado,” noting the “failure of the promoter or developer to provide necessary improvements” for water, sewer, soil conservation, flood and fire hazards, pollution control, and wildlife management. Such failures “forced lot purchasers and resident taxpayers of counties throughout Colorado to bear the cost of such improvements.” While the LUC indicated its purpose “is not to criticize local government,” its suggestion that local governments were ill-equipped or ill-inclined to contend with the externalities of growth illustrated the Commission’s intent to assert a stronger role over residential development activity.⁶⁴

The assertion of state power over local initiative proved a key fault line in the dispute between the LUC and the Douglas County Commissioners. Carl Winkler, a seven-year veteran of the Douglas County Board of Commissioners, frequently cited the imperative of absolute property rights in his support of new developments in the county. Winkler said he “wants the commission to do nothing that would force down the value of property,” and he “oppose[d] state involvement in deciding what can be built. I don’t think anybody has the right to tell anybody how to live or where to live.” The LUC expressed concerns on several fronts. First, it preferred zoning regulations that met minimum standards, including that “local governments should

⁶⁴ Colorado Land Use Commission, “Progress Report: Colorado State Land Use Plan and Management System,” Presented to the 48th General Assembly, Second Regular Session, February, 1972, 3-6.

require developers to show how basic services – schools, transportation, and waste disposal – will be provided without overloading existing community systems.” Since decisions about development “affect not only the local area but other Colorado citizens,” the LUC would attempt to encourage local governments “to make at least minimal provisions for good land use,” Commissioner Gene Fisher suggested. Echoing this point, Arapahoe County residents expressed alarm at the lack of regional planning behind the new developments in Douglas County, much of which occurred along the county’s northern reaches just to the south of the Arapahoe County line. “It will create a traffic disaster,” said retired Air Force Lieutenant Colonel Harry Leopold, head of ACCORD (Arapahoe County Council for Organized and Responsible Development), a group claiming to represent twenty-four homeowner associations with 60,000 members in the county. “Unless these new communities they want to build down there are completely self-contained, we’ve had it.”⁶⁵ Lastly, the LUC believed Douglas County’s recent record clearly demonstrated its absolute commitment to development over a process that carefully evaluated developer proposals. “Anywhere anyone wanted a subdivision, it’s been approved,” former LUC staff member Jim Ohl observed.⁶⁶

Much of the tension between local and state growth management efforts could be traced to the simple fact that Douglas’s three elected county commissioners held enormous influence over the course of development in the county. As a state-level entity unbiased by individual and local influences, the LUC attempted to represent broader interests in ensuring Douglas grew in an environmentally-friendly and orderly manner. As the failed 1974-75 planning effort revealed, sentiment within the county aligned more closely with the commissioners’ views that

⁶⁵ *Rocky Mountain News*, “Panel Seeks to Monitor Development,” September 24, 1977, 15.

⁶⁶ *Rocky Mountain News*, “Nagging Growth Pains Hit Douglas County,” November 20, 1977, 6, 20.

development be controlled locally, free of unwelcomed interference from the LOC and other outside entities. However, at least two Douglas County residents, Louis Pakiser and Betsy Miller, sided with the LUC in the matter, even though they served the county on the Douglas County Land Use Advisory Committee. Pakiser, the chairman of the advisory committee, penned one of the initial letters to the LUC requesting its intervention, then immediately resigned his position. “I would characterize the current approval of development and subdivisions in the county as chaotic and potentially damaging to the future of Douglas County,” he averred. Betsy Miller, one of the few residents of the failed Roxborough Park community, felt that “the state land-use board provides the only avenue of appeal for those concerned with the county’s growth policies or lack of them.” County policies were “creating a speculator’s heaven,” Miller argued, increasing the likelihood of more failed communities.⁶⁷ Miller testified at a Land Use Commission hearing and leveled personal and serious allegations at the Douglas County Board of Commissioners and its members. She argued that the state must step in because the three commissioners “will do anything and everything they can to circumvent” state subdivision regulations. “The county commissioners say that growth will pay its own way, but it doesn’t,” she continued. “Our taxes keep going up and up and up, and our services are either non-existent or getting worse.”⁶⁸ The Douglas County Commissioners removed Miller from her position shortly after her comments, and made no effort to hide the motivation behind the dismissal. “Her obligatory affiliation was with Douglas County rather than the state,” Winkler argued. “Her duty was to uphold the actions of the county commissioners and her personal differences should have

⁶⁷ *Rocky Mountain News*, “Range Wars in the Suburbs: Officials Ride Crest of Douglas Growth Tide,” November 25, 1977, 21, 24.

⁶⁸ *Rocky Mountain News*, “Panel Seeks to Monitor Development,” September 24, 1977, 5, 15.

been aired with the Board of County Commissioners rather than the state commission.”⁶⁹

As a result of these testimonials and complaints, the LUC adopted a resolution formally requesting that Douglas County declare the creation of large new communities in Douglas County, such as Jarrell’s Douglas Park, a matter of state interest under HB 1041. Douglas County Attorney Earl Dazey indicated that the county met the requirement under HB 1041 to hold a hearing to consider the measure, but the Commissioners “decided not to designate,” instead determining “control by county zoning and subdivision regulations,” was adequate. The LUC was not satisfied and proceeded with legal action against the county.⁷⁰

Within Douglas County, there was sentiment against the perceived encroachment of the state into local planning and growth matters. At a Douglas County Planning Commission meeting in October, 1977, shortly after the LUC threatened to take legal action, “tempers flared” over concerns that the Colorado Division of Wildlife and the LUC intended to “confiscate” private lands that were deemed to be wildlife habitat. “How much more are they going to take from us?” Mildred Jankowitz asked, continuing, “[The Division of Wildlife] cannot take our property.” A number of state and county officials, including Bernie Goetze, wildlife conservation officer, and James Kurtz-Phelan, assistant district attorney for the state, were on hand to dispel any notions that any state agency, including the Division of Wildlife and the LUC, could confiscate or condemn property. Goetze further clarified that “the only acquisition of land [by the state] would be through normal channels of real estate transactions with a willing seller and a willing buyer,” and even then only with the final approval of the state legislature. Douglas County Attorney Earl Dazey stated that the Douglas County Commissioners and the Division of

⁶⁹ *Parker Press*, “One Man’s Opinion,” October 26, 1977.

⁷⁰ *Douglas County-News Press*, “LUC Enters County Growth Picture, Impetus for Change,” March 20, 1979.

Wildlife operated as peers, and thus the county commissioners would have “cooperative power” and “joint participation” in land use decisions. Douglas County resident Bruce Dixon was not convinced and declared the joint decision-making capacity of the Douglas County Commissioners and Division of Wildlife on wildlife designations as “de facto confiscation.”⁷¹

On the question of land use planning within the county, the ninety attendees at this meeting offered more mixed views. Betty Miller, the recently dismissed member of the Douglas County Land Use Advisory Committee, urged caution on large and small subdivision proposals alike, noting that a small development of 100 homes would lead to 340 new residents and the need for five new school classrooms. Miller claimed the recent debate over development had been largely “a one-sided discussion concerned with the economic well-being of the large landowner” to the detriment of the lot owner. Fellow Roxborough Park resident and local TV news reporter Dave Minshall urged “the highest degree of ‘pickiness’ when regulating for development” since “once unruly development gets its foot in the door, you can’t get it out.” Many did not agree with Miller and Minshall. Mary Hier accused Minshall of wanting “no growth.” Janowitz argued that Douglas County was “far behind in development, stating that ‘we are finally getting a Safeway,’” and that “development should come in and it would take care of itself.” Harvey Deutsch, attorney for the potential Highlands Ranch development, argued that the new regulations agreed to by the LUC and the Douglas County Commissioners were needlessly burdensome on small developers, while John Shipper remarked that “this appears to be a right-to-work bill for county planners.”⁷² Clearly, the escalating pace of growth in Douglas County and the controversial actions taken by the LUC and proposed by other state agencies

⁷¹ *Douglas County News-Press*, “Tempers Flare at DC Land Use Hearing,” October 27, 1977.

⁷² *Douglas County News-Press*, “Tempers Flare at DC Land Use Hearing,” October 27, 1977.

were raising emotions and sharpening lines of disagreement over growth in a rapidly transforming county.

However, while some predicted that “the conflict [between the LUC and Douglas County] could signal the end in Colorado of a cherished Western ethic – the absolute right of a man to do what he pleases with his land,” the confrontation fizzled out before any such grandiose outcomes ensued.⁷³ Once again, cherished Western ethics clashed, as property rights won out over the preservation of open spaces and public access to those spaces. In May, 1978, the Douglas County Commissioners agreed to a set of “new community regulations” as part of a mediated, out-of-court compromise with the LUC. These regulations established a set of requirements for developers to meet during the proposal approval process, including the submission of wildlife preservation plans to the LUC and compliance with “new community regulations” defining clearer developer responsibilities.⁷⁴ Despite the amicable solution, a new disagreement surfaced about whether existing development proposals would need to comply with these new regulations. The LUC argued that “no development would be excluded from the new community regulations unless it had a recorded final plat as of the date the regulations were adopted.” The Douglas County Commissioners sided with Good Financial Corporation, developer of Park Meadows subdivision, which argued that these rules should not be applied retroactively to existing proposals but instead be assessed on a “case-by-case basis.” The LUC relented in this particular case by determining that Good Financial “substantially complied with the regulations.”⁷⁵ Furthermore, the LUC declined to intervene with an emergency order to halt

⁷³ *Rocky Mountain News*, “Range Wars in the Suburbs: Officials Ride Crest of Douglas Growth Tide,” November 25, 1977, 21.

⁷⁴ *Douglas County News-Press*, “LUC Enters County Growth Picture, Impetus for Change,” March 20, 1979.

⁷⁵ *Denver Post*, “Douglas, Land Use Agency Working Out Differences,” October 2, 1978, 15.

the development of another Douglas County subdivision, The Mountain at Woodmoor, despite first unanimously passing a motion declaring its concern about landslide and fire hazards. When state geologists and the developer concurred that the issues could be avoided through careful development, the LUC ended its participation in the matter by simply urging county officials and the development to reach agreement on a resolution.⁷⁶ Alternatively, in a February, 1979 unanimous vote, the LUC reaffirmed its intent “not to compromise on the stringent new communities regulations” until Douglas County developed a master plan. This served to pressure the county to fulfill its obligations under Senate Bill 35, now seven years old.

In general, however, the LUC’s initial bold challenges of Douglas County development failed to result in a landmark outcome that would have asserted a strong, new state role in guiding development in Colorado, and its subsequent actions signaled an effort to retrench from its aggressive pursuit of this aim. By the late 1970s, the LUC’s decade-long efforts to influence and shape urban development at the local level had run their course. A groundswell of resistance to the perceived overreach of the LUC led state legislators to slash its appropriation by about seventy percent in 1978 to \$58,000. By this time in Colorado’s history, support for the surge of heavy-handed, state-led efforts to control growth was already waning. The LUC received no funding from the state at all after 1983. Although the commission continued to meet, its powers were effectively eliminated. By 1998, commission meetings had ceased altogether. Denver environmental lawyer Joseph B. Dischinger evocatively concluded that LUC “at best could serve as a gadfly to encourage local government action,” since it was never provided explicit or implied powers to carry out its vision of coordinated, regional planning on behalf of the state.⁷⁷

⁷⁶ *Denver Post*, “Land Board Declines to Stop Development,” December 17, 1978, 14.

⁷⁷ Joseph B. Dischinger, “Local Government Regulation Using 1041 Powers,” *The Colorado Lawyer* 79 (December 2005), 79-87.

Its short-lived existence served as another illustration of the challenges of identifying and implementing acceptable state-wide solutions to the challenges of growth.

Douglas County Planning Part II: Continued Debates and Delays

The vocal debate over the 1974-75 master plan proposal and the 1977 confrontation with the LUC seemed to crystalize Douglas County residents and leaders into two distinct factions: property rights advocates in favor of absolute local authority over growth matters on one side, and slow growth advocates amenable to a larger role for regional and state actors on the other. This debate was ubiquitous at nearly all public forums during the late 1970s and visible in elections, board seat appointments, public meetings, and newspaper editorials. In 1978, Sonya Blackstock unsuccessfully ran against incumbent Carl Winkler for County Commissioner on a platform emphasizing the need for more active planning efforts to manage growth effectively. “Lack of planning is systematically eroding the quality of our lifestyle,” she argued in 1978. “Little thought has been given to consequences of land use or growth,” she continued, “and today we are experiencing the results in terms of crowded schools, poor road maintenance and increased taxes.” Blackstock offered harsh words for the planning commission, noting “little planning has been accomplished,” since it was established in 1972. “Shall we continue as we have for the past 10 years, willy-nilly, whatever-comes, whenever-it-comes, however-it comes?” she provocatively asked. “Or, shall we plan for orderly, controlled, and steady growth?”⁷⁸ An organization called “Concerned Citizens for Douglas County’s Future” supported Blackstock’s platform centered upon “controlled growth” that championed the interests of “relatively small

⁷⁸ Sonya B. Blackstock, “Blackstock Writes on Representation Growth, Planning,” *Douglas County News*, September 7, 1978.

landowners, taxpayers, parents, [and] neighbors” that it believed were “the majority of the people in this county.”⁷⁹ Former Douglas County Planning Commissioner Cap Bell echoed Blackstock. “In ’75, there was a void after the first master plan was denied,” he noted. “No one knew what to do. There was no communication between the public, the planning commission, or county commissioners.”⁸⁰ Virginia M. Pollock and Oneita K. Williamson, two former members of the Douglas County Planning Board, weakly defended the County’s slow pace in planning. Although the 1972 bill required counties to submit a master plan to the state, “it did not specify when,” Pollock and Williamson noted in August of 1978. “Only one county out of 63 had submitted any master planning material to the state,” they continued, “so why the rush for Douglas County?”⁸¹ Douglas County residents sided with the views of Pollock and Williamson, delivering a victory to Winkler over Blackstock in the 1978 election.⁸²

Simultaneously, chaos and intrigue hit the Douglas County Planning Commission. At an “impromptu board meeting” in early November, 1978, Director of Planning Bill Noe was fired by the Douglas County Commission in a divided vote. Commissioners Carl Winkler and Gill Whitman voted for his ouster, while Doc Duncan dissented. Duncan claimed he was not informed of Winkler’s and Whitman’s intentions to fire Noe, and complained “I have never

⁷⁹ *Douglas County News-Press*, “Opinions – Features, Letters to the Editor, August 31, 1978. Interestingly, one of the signatories, Suzy McDanal, would serve as a future Douglas County Commissioner alongside Blackstock and Frank McCurdy beginning in 1982, although by this time the relationship between Blackstock and McDanal had turned decidedly frosty. See more on this episode below.

⁸⁰ *Douglas County News-Press*, “Planners Navigate Turbulent Waters in Last Five Years,” March 20, 1979.

⁸¹ *Douglas County News-Press*, “Concerned Citizens for Douglas County’s Future, Letter to the Editor,” August 31, 1978.

⁸² Blackstock would later win a seat on the Board the next time she ran for the office, replacing term-limited Gill Whitman in 1982.

witnessed such underhanded political chicanery.”⁸³ While no formal reasoning was provided for the dismissal, Winkler told the *Denver Post* that he “has been dissatisfied with the planning office for several years. I want better continuity between that office and other county departments.” Winkler also claimed “Noe didn’t have sufficient background in planning and didn’t make a big enough effort to bring light industry to Douglas County.” He also intimated dissatisfaction with Noe’s relationship with developers, saying “we need to be hard-boiled with developers but we need to be fair.” Duncan found this argument specious, suggesting instead that Noe’s friendliness with the LUC during the dispute between Jarrell and the LUC over adherence to the new communities regulations was the final straw.⁸⁴

Noe’s reputation as anti-development and anti-growth during the period leading up to the creation of the 1974 draft land use plan likely did not help his case with pro-development commissioners Winkler and Whitman. His termination suggested that, by 1978, Douglas County leadership had turned decidedly and openly pro-growth, inspired by the imperative of private property rights and local control. The county’s increasing squabbles over the previous few years with “outsiders” at the state level sharpened the resolve of county leaders to control decisions related to the county’s growth, shield Douglas County from the unwelcomed intrusions of state organizations, and expunge anyone at the local level who found common cause with these state organizations. A group of concerned citizens immediately protested Noe’s dismissal, thereby indirectly challenging the new more aggressive local-rights regime within county leadership. They lobbed several criticisms against the two County Commissioners they believed orchestrated Noe’s dismissal, including “preferential treatment given to developers, that the ‘high’ planning

⁸³ *Douglas County News-Press*, “Noe’s Reinstatement Denied; Recall Rumblings Heard,” November 9, 1978.

⁸⁴ *Denver Post*, “Land-Use Link Said Cause of Planner Noe’s Firing,” November 3, 1978, 23.

standard of the county have been ‘betrayed’ in favor of a planning ‘vacuum,’ and that Noe was a scapegoat for the ‘failure of Douglas County to (develop) a comprehensive master plan.’” “I think it is frightening that they fired the one man we needed the most,” noted Duncan. At a meeting a week after Noe’s firing, Duncan made a motion to reinstate Noe, but Winkler and Whitman refused to reconsider and the motion failed, 2-1. Outrage ensued, including threats to recall Whitman (Winkler just won re-election and would not be eligible for recall for six months). A *Douglas County News-Press* reporter identified only one Winkler-Whitman supporter among the fifty attendees; she was “cut off by a Noe supporter” when she tried to speak.⁸⁵ In February, 1979, the Douglas County Commissioners appointed Noe’s replacement, Hank Epstein, a 28-year old with a master’s degree in urban planning with less than four years of experience on the planning staffs of suburbs in Texas and Arizona. In an initial interview, Epstein was “hesitant to broach the growth issues in Douglas County...saying [he was] employed to carry out the policies of the county commissioners.”⁸⁶ In effect, the role of the planning director was transformed from thought leader and policy maker to dutiful executor of the will of the county commissioners, a further consolidation of planning power in the hands of two individuals.

In April 1978, Douglas County Commissioners grudgingly accepted membership in the Denver Regional Council of Governments (DRCOG). This agency, which will be further explored in chapter five, served as a voluntary forum for the various municipalities and counties to collaborate on matters of growth in the region. The County Commissioners decided that joining DRCOG was preferable to proposals on the table to create a “Metropolitan Council,”

⁸⁵ *Douglas County News-Press*, “Noe’s Reinstatement Denied; Recall Rumblings Heard,” November 9, 1978.

⁸⁶ *Denver Post*, “Kent State Shootings Shaped Douglas Planner’s Goals,” February 23, 1979.

supported by Governor Richard D. Lamm and Colorado Open Space Council President John Birmingham. Commissioner Whitman noted that the commissioners “had studied the question of joining DRCOG for some time and finally had come to the conclusion that the county ‘was part of the metropolitan growth area.’” He also noted that DRCOG offered “a better deal for Douglas County” than the proposal to include Douglas in an elected 15-member Metropolitan Council because DRCOG “grants a spot on its council to each county and municipality that participates.” The Metropolitan Council concept was still in formative stages, but if placed on the ballot and approved by voters, would replace DRCOG with fifteen council districts of 100,000 people or more, “submerg[ing] Douglas in a much larger district.”⁸⁷ As a result, all three local state representatives also adamantly opposed the creation of a Metropolitan Council, favored weakening the LUC, and advocated for local control over growth and planning. Joe Winkler, House District 40 Representative, was the most aggressive on these issues, working as part of the previously-mentioned efforts to reduce funding to the LUC and introducing two bills to rescind some of the powers and redefine the intent of the commission. District 22 Senator Ralph Cole believed the LUC had “been rather punitive, and [had] kind of singled out Douglas County,” as a result of “persons on the LUC being anti-growth and preserving the status quo.” Ultimately, he blamed Governor Lamm for these appointments. Like other Douglas County representatives, he opposed a metropolitan council since it would be “the first step toward metropolitan government [with] giant school districts [and] police departments,” and little local control from small counties like Douglas and communities like Castle Rock. Lastly, Cole argued that the state should not operate or fund any mass transit because “we really don’t have [very high concentration of population] here or any place in Colorado.” Sam Barnhill, District 15 Senator,

⁸⁷ *Rocky Mountain News*, “Douglas County Links to DRCOG,” April 9, 1978.

was the only member to express willingness among the group to consider a metropolitan council if a workable form was proposed, but still favored the concept of local control and a weaker LUC.⁸⁸

Dysfunctional relationships within the Douglas County planning commission and board of commissioners not only continued but accelerated in the coming years, as a result of both genuine disagreements over growth and development and personal pettiness. For example, a rift developed between Frank McCurdy, the new Chairman of the County Commission, and Doc Duncan, a long-standing board member, over Duncan's insistence not to work on Tuesdays after Monday evening public meetings and McCurdy's equal insistence to hold commissioner's meetings on Tuesdays. Thus, McCurdy and the third commissioner Sonia Blackstock often met and made decisions under a quorum of two-thirds attendance. "Frank and I don't talk at all," Duncan admitted.⁸⁹ Upon his retirement from the Board in 1984, Duncan assailed Blackstock's micromanaging style that included determining "who could and couldn't have plants in windows [and] where people could smoke, and she [also] caused or helped to cause the removal of the coffee station which was a convenience and a morale factor" in the office.⁹⁰

Duncan's replacement, Suzy McDanal, experienced perhaps a worse working relationship with McCurdy and Blackstock than Duncan. "Frank and Sonya conduct meetings without informing me, before or after the fact," she lamented. In a tactic that McCurdy described as a "witch hunt" and "despicable...McCarthyism at the local level," McDanal demanded the resignations of two county administrators at a public forum and in the press for alleged

⁸⁸ *Douglas County News-Press*, "LUC, Growth, Water Discussed by Solons," October 20, 1979.

⁸⁹ *Parker Press*, "Rift Between Commissioners Grows," December, 1984.

⁹⁰ *Parker Press*, "Commissioner Explains His Position, Motivations," December, 1984.

embellishment of a resume. McDanal utilized information obtained from a Citizen's Budget Committee volunteer who had performed an unauthorized background check. McCurdy and Blackstock accused McDanal of acting unilaterally, declared there were no irregularities on the disputed resume.⁹¹ Blackstock made a motion to remove the volunteer from the nine-member Citizens Budget Committee, an advisory panel to the Commissioners, finalized by a 2-0 vote with McDanal abstaining. Another committee member resigned in protest of the removal. Shortly thereafter, six of the remaining seven Citizens Budget Committee members, largely sympathetic to McDanal, resigned en masse after "Frank [McCurdy] said that if his appointees don't like his policies or agree with his philosophies, he'll ask them to resign." "Basically, committee members refuse to be a rubber stamp," committee member Paul Almirall declared.⁹² Other residents leveled accusations at the County Commissioners. In a letter to the Colorado State Attorney General Duane Woodward and Governor Lamm, Dorothy Quaid and Jane Ferguson averred that "conflict of interest has been a factor in agreements made by our County Commissioners with developers [that have been] made furtively, without public notification and bypassing the regulatory process." They claimed to represent "a large group of concerned citizens in Douglas County" including "a faction within the County government [who] are willing to come forward and substantiate these allegations."⁹³

These events merely culminated a decade-long pattern of amateurism, factionalism, and in-fighting within the Douglas County Board of Commissioners, the Planning Commission, and

⁹¹ *Douglas County News-Press*, "Stormy Battle Labeled 'Witch Hunt,'" May 20, 1985, 1, 15.

⁹² *Rocky Mountain News*, "6 of 7 Members Resign Douglas Budget Panel," July 17, 1985.

⁹³ Letter from Dorothy Quaid and Jane Ferguson to Attorney General Duane Woodward, October 1, 1984. The letter urges that Woodward "not contact our County Attorney nor our District Attorney. We will explain this in further detail when we meet with you," perhaps due to their suspected complicity in such actions.

citizen groups. In addition, its hostility to state agencies, unwillingness and inability to publish a master plan until 1983 (eleven years after the state mandate in Senate Bill 35 and long after many large real estate developments had begun), tepid engagement with regional planning bodies such as DRCOG, and voracious defense of individual property rights over county-wide planning left Douglas County in a weak position to orchestrate the speed and nature of growth in the county.

Mission Viejo Company and the Launch of a New City in All but Name

Into this vacuum stepped Mission Viejo Company, a wholly-owned subsidiary of the international conglomerate Philip Morris Companies, Inc., best known for its Marlboro cigarettes and global leadership in the tobacco industry. In January, 1978, Mission Viejo acquired a purchase option on the entire 33.5 square-mile Highlands Ranch located on the northern edge of Douglas County from Marvin Davis, a private investor who had recently acquired the property for \$13.66 million from the estate sale of its longtime owner and resident Lawrence Phipps, Jr. The Phipps family held a prominent place in Colorado life for decades. Phipps Jr.'s father was a United States Senator from 1918-1930, and two other Phipps brothers were the current owners of the Denver Broncos football team. Highlands Ranch had "long been a part of Colorado's ranching, political, and social history," was often the scene of lavish parties at its stunning mansion, and, since 1929, was the home turf of the Arapahoe Hunt Club.⁹⁴ Phipps descendants, however, were eager to convert the property into monetary wealth in part to pay for "substantial

⁹⁴ Susan Consola Appleby, *Fading Past: The Story of Douglas County, Colorado* (Palmer Lake, Colorado: Filter Press, 2001), 62. Rocky Mountain News, "Highlands Ranch Part of Colorado's History," February 19, 1978.

inheritance taxes” that Phipps Jr.’s death generated.⁹⁵ Lawrence Phipps III noted that Marvin Davis was chosen as the winning bidder because he “offered the highest price in cash.”⁹⁶ Davis’s quick resale of the purchase option to Mission Viejo, a company with experience “in community building in its most aggressive form” suggested the days of horseback coyote hunts on the idyllic property were coming to an end.⁹⁷ Davis suggested the land could support a community of 250,000 people.⁹⁸ “City larger than Boulder projected at Phipps’ Ranch,” noted the *Littleton Independent*.⁹⁹ The company’s current projects included its flagship development of Rancho Mission Viejo, California, a master-planned community of over 40,000 people on 11,000 acres in Orange County; it aimed to bring this style of development to the Front Range.

With county planning efforts mired in turmoil, Mission Viejo aggressively moved forward. The terms of the purchase agreement allowed Mission Viejo up to two years to assess the feasibility of a development project on the ranchlands, create a master plan for its development, and obtain the approval of county authorities for the project. Mission Viejo earmarked \$997,000 for a comprehensive study of the economic and environmental feasibility of the development of “a land area larger than the city of Boulder.” The tentative purchase price was believed to be around \$26 million; if consummated, it would become the largest private land sale in the state’s history ahead of the \$19.2 million sale of Courthouse Square in downtown

⁹⁵ *Douglas County News*, “Phipps Wants Highest and Best Development,” February 2, 1978, 11.

⁹⁶ *Rocky Mountain News*, “Highlands Ranch Part of Colorado’s History,” February 19, 1978.

⁹⁷ Appleby, *Fading Past*, 61.

⁹⁸ *Denver Post*, “Mission Viejo Takes Phipps Land Option,” January 10, 1978, 8.

⁹⁹ Shirley Smith, *Littleton Independent*, “City larger than Boulder projected at ‘Phipps’ ranch,” January 12, 1978.

Denver in 1976.¹⁰⁰ Such an outcome would symbolize a dramatic shift in the center of power and money in the Colorado real estate development industry away from downtown commercial development to suburban residential construction. Neighboring communities and the state expressed immediate concern about the transformation that the development of Highlands Ranch would bring to the region. Littleton, a suburb of over 20,000 people just to the north of Highlands Ranch, considered options to annex the property and exert influence over the nature and pace of its development. Roy Romer, Colorado State Treasurer and future governor, “suggested the state buy the land and preserve three-fourths in open space and turn over the rest for high-density residences,” in a similar effort to guide the development process.¹⁰¹

After a year of study and evaluation, Mission Viejo released an environmental impact statement in early 1979 that revealed the staggering scope of the proposed development and meticulous private planning then underway. “Mission Viejo Company proposes to develop 8,530 acres [13.3 square miles] of the 21,437-acre project over a period of 20 to 30 years,” the author of the report, Jack R. Raub and Company, stated. “The community will include 30,033 dwelling units, 432 acres of commercial and office space and 504 acres of industrial space, while 12,907 acres, or 60 percent, will be designated for nonurban uses. Estimated ultimate population is approximately 90,000.”¹⁰² For a county that housed a mere 25,000 residents in 1980 and few existing commercial, industrial and retail businesses, this proposal presaged nothing short of its complete transformation.

Although the primary purpose of the environmental impact statement was to evaluate

¹⁰⁰ *Rocky Mountain News*, “Mission Viejo to Study Davis Land,” January 11, 1978, 5.

¹⁰¹ *Douglas County News*, “Phipps Wants Highest and Best Development,” February 2, 1978, 11.

¹⁰² Jack R. Raub Company, *New Communities Permit and Rezoning Applications, and Environmental Impact Statement for the New Town of Highlands Ranch* (Englewood, Colorado), I-1.

“the existing environmental setting, the environmental impacts of the proposed action, and mitigation measures proposed to minimize the adverse impacts,” the statement also highlighted a number of reasons Mission Viejo believed Douglas County officials and citizens should support the project. There were three discernable arguments throughout the report: rapid growth in Douglas County was inevitable and should not be resisted, development of Highlands Ranch would be handled most responsibly by one developer planning and directing the entire project, and the proposed scale of the project was necessary to secure peripheral benefits such as the protection of open space and the construction of a diverse range of housing sizes and costs.¹⁰³

By 1978, South Metro Denver was already experiencing a surge in population, even as the population within Denver’s city limits was shrinking.¹⁰⁴ Another master-planned development, the 10,000-acre Ken Caryl Ranch in Jefferson County, started in 1970, already housed 10,661 residents by 1980.¹⁰⁵ Arapahoe County locations including Littleton, Greenwood Village, and the unincorporated areas that would become Centennial were booming. Mission Viejo noted these forces at work. “Recent new construction in southern Arapahoe and northern Douglas Counties suggests that development in this portion of the Denver Metropolitan Area will continue due to its location between Denver and Colorado Springs,” the Company argued. “Therefore, growth in this area would occur even if the proposed New Town was not built.”¹⁰⁶ Denying the proposed project would “necessitat[e] the accommodation of the same population in

¹⁰³ Jack R. Raub Company, *Environmental Impact Statement*, I-2.

¹⁰⁴ Between 1970 and 1980, Denver’s population fell by 4% to 493,000 while the Denver Metropolitan Statistical Area (MSA) grew by 29% to 1,429,000. US Census, www.census.gov.

¹⁰⁵ United States Census Bureau. *Census of Populations*, 1980.

¹⁰⁶ Jack R. Raub Company, *Environmental Impact Statement*, I-19.

other areas of Douglas County and the Denver metro area,” Mission Viejo argued.¹⁰⁷ In other words, 90,000 people were coming with or without the project.

Next, Mission Viejo lobbied for a coordinated development approach, arguing that if the plan were rejected, “the redistribution of growth in other areas would necessitate conventional development resulting in an increased level of environmental impacts when compared with the proposed Development Plan.” Mission Viejo suggested “conventional development” – a term it did not define – would involve less open space (“only the required 30%” versus the Company’s plan of 60%) and a more haphazard and lower-density arrangement of residential and commercial centers. The Company argued its “New Town design...result[s] in a more environmentally efficient community over the long-term. Per capita vehicle miles traveled, trip lengths, energy and water requirements, and pollutant emissions generated will be significantly lower for the New Town of Highlands Ranch than for development typical of the area.” It argued that its plan offered a blueprint for responsible growth that would not be possible if the ranch were parsed into smaller pieces and sold to other developers.¹⁰⁸

Finally, the Company suggested that the proposed size scale of the project was adequate to meet demand and necessary “to achieve the benefits of a balanced community.” The statement considered the consequences of a “lower-density residential development concept,” presumably one with fewer than 90,000 residents and 900 acres of commercial and industrial development. These undesirable outcomes would include “higher per capita VMT [vehicle miles traveled] and air emissions,” as well as “increased per capita costs for necessary public service facilities such as sewer, water, police, fire, open space, etc.” More subtly, the Company suggested its ability to

¹⁰⁷ Jack R. Raub Company, *Environmental Impact Statement*, I-14.

¹⁰⁸ Jack R. Raub Company, *Environmental Impact Statement*, I-14-19.

offer lower-cost housing options would be threatened by a lower-density project. It would experience “increased difficulty in providing the broadest range of housing opportunities, including housing available to New Town workers, thereby necessitating longer commuting trips to work and increasing air pollutant emissions.”¹⁰⁹ If forced to build at a lower density, Mission Viejo would choose to develop largely higher-end housing that would not be affordable to lower-income residents. Underlying this position, of course, were the financial objectives of Mission Viejo and Philip Morris. They would seek an adequate return on their hefty investment, and profitable housing for lower-income residents would only be feasible in a large-scale project.

In the end, Mission Viejo essentially presented Douglas County officials with few feasible options. Growth was coming to Douglas County; officials could either accept Mission Viejo’s plan emphasizing open space and a diverse housing stock, or take their chances with a disjointed and uncoordinated development pattern managed by a multitude of developers. “It’s hard to deal with what they propose without having a [county] master plan,” a member of the Douglas County Planning Board observed. Before county planner Noe was fired, he suggested that if a plan existed, it would be “easy to see if a developer meets your standards,” but without one, no such assessment could be made.¹¹⁰ Thus, little official opposition was mounted to the proposal. In fact, several seemingly natural adversaries agreed with Mission Viejo’s position and supported the plan. “Although I am confident that many residents of Littleton might wish to see all 22,000 acres of Phipps Ranch left in its current state,” said Sally Parsons, the President of the Littleton City Council, “we realize the land will probably develop in the future. We believe that it is highly desirable that the entire ranch be developed by a single firm rather than

¹⁰⁹ Jack R. Raub Company, *Environmental Impact Statement*, I-14-15.

¹¹⁰ Denver Post, “Landowners Voice Alarm Over Plans for New City,” September 10, 1978.

subdivided and sold to numerous developers with each going in a separate direction. We believe that the preliminary plan which Mission Viejo Company has prepared is an excellent one and contains many fine concepts for a new community.” The approval of the city council of neighboring Littleton, located directly to the north of Highlands Ranch, was noteworthy since it would feel the ancillary effects of this growth most acutely. Robert J. Parsons, president of the Arapahoe County Commission on Responsible Development, articulated similar sentiments. “The general feeling is that if the land to the south of us is to be developed, which it most likely will be at some time in the future, then it would be very beneficial that this development be done with a unified plan by a single major developer,” he suggested. “We of course hope and trust that [its] promises will be fulfilled.” As we have seen in the instance of other developer bankruptcies in Douglas County and other promises not kept, this was far from an assured proposition at this early date. A measure of resignation is discernable in each response; each group grudgingly accepted the inevitability of growth in the region and seemed to be most concerned that it occur in an orderly, carefully-managed fashion.¹¹¹

In truth, there was much to admire about the proposed development, particularly compared to the haphazard nature of development that had occurred in Douglas County throughout the 1970s. Unlike the developers of Perry Park, The Pinery, Roxborough Park, and Parker Land Corporation, Mission Viejo was an experienced developer with substantial financial resources, minimizing the risk that Highlands Ranch would turn out to be a partially-finished and abandoned development. Its 1979 revenues totaled \$150 million and profits were \$22.4 million. Additionally, Philip Morris management “is exceptionally aggressive in employing divisional cross-subsidization strategies,” an investment analyst noted in 1979. Its “U.S. cigarette

¹¹¹ Jack R. Raub Company, *Environmental Impact Statement*, unnumbered appendix pages.

operations are inordinately profitable,” which would allow Philip Morris to cover any temporary losses in Mission Viejo operations should they arise.¹¹² The intention to leave thirteen thousand acres, or sixty percent of the property, undeveloped on the southern portion of the ranch would contain the urbanization to the northern reaches of Douglas County, adjacent to similar growth in Arapahoe County and a logical geographical extension of the Denver metropolitan area as a whole. Lastly, the entire area would be developed in accordance with a single overarching plan, albeit a privately-developed plan rather than a publicly-created land use or master plan. The fragmentation of such a large property into dozens of developments orchestrated by many private firms and the profit motivations of hundreds of different investors would likely have left the county and region with the difficult task of integrating these creations into a coherent whole.

These factors notwithstanding, there remained serious concerns about this proposal, especially the availability of water for the project. Estimates determined that between 14,000 and 16,000 acre-feet of water were needed annually for a fully-developed community of 90,000 residents. Although this amount of water would not be needed in full for twenty-five years, Mission Viejo needed to secure water rights up front to allay the fears of state regulators, the County Commission, and prospective buyers. Two aquifers – Arapahoe Formation and Laramie-Fox Hills – were the primary sources of water in Douglas County at that time. The Colorado Division of Water Resources determined each to be “nontributary bedrock aquifers” with “very little recharge” to replenish water withdrawn from wells. As such, the agency considered this to be a “mining situation” and required that any usage occur at a rate that would extend the supply

¹¹² Sanford C. Bernstein & Company, “Black Book – Philip Morris Incorporated,” 1980, 33-34.

of water for at least one hundred years.¹¹³

Initially, Mission Viejo sought to obtain its water almost exclusively from these underground water supplies. Immediately after the announcement of the purchase option on the property in January, 1978, the company applied for twenty-eight wells (fifteen in the Laramie-Fox Hills aquifer, thirteen in the Arapahoe aquifer) to obtain the annual supplies needed to support a proposed community of 90,000 people at build out. Each well would be capable of drawing 480 acre-feet annually, or about 13,500 acre-feet in total. Mission Viejo had already secured another 900 acre-feet of water rights from the Willows Water and Sanitation District, which the company would utilize in the early stages of its development while these twenty-eight wells were constructed.¹¹⁴ Additionally, Mission Viejo held surface water rights to the Lower Plum Creek Ditch which had an annual flow of over 14,000 acre-feet. However, Colorado creeks run at a trickle for much of the year and only a fraction of this flow would be available for the needs of the new community.¹¹⁵

In a blow to Mission Viejo's development plans, State Engineer C.J. Kuiper rejected twenty-five of the twenty-eight well requests in July, 1978, under the principle that Mission Viejo could not "ensure that there would be no injury" to present users of these aquifers, as required by state law.¹¹⁶ Mission Viejo executives vehemently disagreed with this reasoning, arguing that "Colorado water law...permits the landowner to mine the nontributary aquifers beneath his property at a controlled rate" and vowed to request "that the state engineer reconsider

¹¹³ Jack G. Raub Company, "Highlands Ranch Zoning Packages: Mandatory Referral Letters Comments and Responses," July 6, 1979, Water Pgs. 1-9.

¹¹⁴ Jim Kiersey, *Denver Post*, "Mission Viejo Unveils Highlands Ranch Plan," July 26, 1978, 19.

¹¹⁵ *Rocky Mountain News*, "Ranch Water Picture Disputed by Experts," February 4, 1978.

¹¹⁶ *Denver Post*, "State engineer to deny applications for all but 3 of 28 water wells," July 23, 1978, 38.

his denial of these well permit applications.” Despite this serious setback, Mission Viejo looked elsewhere for water, and patched together a solution that combined groundwater draws and surface water utilization, pledged future conservation efforts, and suggested future technologies would reduce demand. Mission Viejo negotiated the right to lease 5,000 acre-feet per year from the City of Englewood with options to increase that to 13,000 acre-feet. Combined with its surface water rights from Plum Creek and the rights to the Willows district water, Mission Viejo was able to proceed without water from the disputed wells. In August, 1980, a state water judge partially agreed with Mission Viejo’s position, and overturned Kuiper’s denial of fifteen well permits. Judge Robert Behrman determined that state law did not preclude a landowner from accessing water beneath his or her property simply because other landowners might be harmed. Instead, those landowners could pursue recourse for these alleged harms by seeking compensation if the new wells harmed their water supplies. Such claims, of course, would be difficult and expensive to prove, and any individual attempting to sue a corporation of Mission Viejo’s financial strength would be at a decided disadvantage.¹¹⁷

Additionally, the reliance on a single, powerful development interest left Douglas vulnerable to unfulfilled or unachievable promises. There were two primary promises that would prove difficult for Mission Viejo to meet in the coming years. First, Mission Viejo declared that Highlands Ranch would not simply become a “bedroom community” of commuters to jobs in other parts of metropolitan Denver. It estimated that a planned industrial-commercial park would “employ 82 percent of those living in the new community,” though Mission Viejo “refused to reveal the names of those companies [interested in locating in the park], the number of potential employees or the kinds of jobs to be offered.” Next, Mission Viejo “promised to

¹¹⁷ *Rocky Mountain News*, “Water Judge OK’s Highlands Ranch Wells,” August 24, 1980, 11.

provide low and moderate-income housing,” but again refused to enumerate “how much of the housing will be provided and when it will be built.”¹¹⁸ Skepticism abounded from the very beginning about these claims. A consultant to the Denver Research Institute estimated that nearly sixty percent of Highlands Ranch workers would commute to Denver.¹¹⁹ Douglas County Planning Commissioner Cap Bell “was not satisfied with a word-of-mouth commitment for industry or a variety of housing in the development,” and predicted “we are getting a community of managers [with] no place for the kids to work.”¹²⁰ As the next chapter will reveal, the creation of the Highlands Ranch community served as a primary catalyst for the transformation of Douglas County into a wealthy residential enclave with few jobs for its residents and traffic problems for itself and neighboring counties.

Mission Viejo’s power and influence over Douglas County’s development raised concerns at the state level. The Colorado State Department of Local Affairs urged that “incorporation or annexation should occur relatively soon,” since “some type of governmental entity will be needed,” because “no mention is made regarding any overall organization for the management of public services.”¹²¹ Company Vice President Toepfer expressed immediate and vehement objection to the prospect of annexation of Highlands Ranch into Littleton or other existing communities, or incorporation of Highlands Ranch into its own town or city.¹²²

¹¹⁸ Bill McBean, *Denver Post*, “Mission Viejo Plan OK Likely,” September 7, 1979, 17.

¹¹⁹ Bill McBean, *Denver Post*, “Increased Smog, Traffic Foreseen,” January 5, 1979, 19.

¹²⁰ Kristine Zierk, *Douglas County News-Press*, “Mission Viejo Reps Give Last Informal Pitch on Project,” September 4, 1979.

¹²¹ Jack G. Raub Company, “Highlands Ranch Zoning Packages: Mandatory Referral Letters Comments and Responses,” July 6, 1979, Community Services Pg. 1.

¹²² *Denver Post*, “Mission Viejo Lists Promises to Douglas,” July 27, 1978, 24.

“Incorporation is impossible until the population and a sufficient tax base is established,” he argued. “Other new towns have proven that they can function very efficiently under county government thereby making incorporation a superfluous layer of government.”¹²³ Instead, company officials planned to establish “a new type of combined control of special districts allowed under state law under one board of directors to cut down on excessive taxation and duplication of effort.”¹²⁴ The establishment of one board of directors would allow Mission Viejo to control the community’s levers of governance. Without any residents in the initial stages of the project, the company could virtually assure that leadership positions in the new public entity would be company representatives. Since special district elections generally attracted far less public interest than incorporated town elections of mayors and town councilpersons, Mission Viejo would have a strong likelihood of retaining control of the district far into the future. The future relationship between Mission Viejo and Highlands Ranch special districts will be addressed more thoroughly in the next chapter.

With a Douglas County Commission vote to approve or reject the project scheduled for September, 1979, a vigorous public debate took shape over the contentious subject of growth in the county. One poll revealed that only 5.8% of Douglas County respondents approved of the Mission Viejo plan as written, and 85.1% preferred to see Douglas County remain rural.¹²⁵ Colorado Governor Richard Lamm, a vocal opponent of unrestrained and unplanned growth in the state, cited large communities like Highlands Ranch as a reason for broader efforts to manage growth. “It is hard for anyone to say with a straight face Mission Viejo is not going to affect

¹²³ Jack G. Raub Company, “Highlands Ranch Zoning Packages,” Community Services Pg. 3.

¹²⁴ *Denver Post*, “Mission Viejo Lists Promises to Douglas,” July 27, 1978, 24.

¹²⁵ *Rocky Mountain News*, “Poll Shows Objections to Highlands Ranch,” January 26, 1979, 47.

more than just Douglas County,” he observed. He called Highlands Ranch “a new city,” where “decisions ought to be made by a wider jurisdiction than that of county commissioners.”

“Sprawl is the most consumptive of the things we are scarcest of: Tax dollars,” he continued. “Sprawl is the most expensive for local governments to maintain.”¹²⁶ However, “the idea of putting up gates at the county lines is not very practical,” the *Douglas County News-Press* editorialized, “and like it or not, the county will grow.”¹²⁷ Developers felt unfairly targeted by an unreasonable public; Chapman Young joked that he and fellow “developers are, in the popular mind, down on a social scale with pimps and dope pushers.”¹²⁸ Mission Viejo attempted to soothe the concerns of Douglas County residents. “We have taken tremendous personal pride in making sure that our projects are well taken care of,” noted Toepfer. “We will be good housekeepers.”¹²⁹ Some articulated skepticism over Mission Viejo’s “word-of-mouth commitment for...a variety of housing in the development.” The LUC offered a similar critique. “If the job opportunities and the housing don’t mix, we lose what’s good about the project,” noted Ted Rodenbach, a commission staff member.¹³⁰ The Douglas County Property Owners Association voiced concerns about the size of the development, and asked Mission Viejo to consider a town half of the proposed size. “You may ask, what happens to the 45,000 people who don’t settle at Highlands Ranch?” said Jim Wolfson, vice president of the group. “The majority of them would end up in living in other metro area counties. Should we take on other

¹²⁶ *Douglas County News-Press*, “Lamm: Present Policies Continuing ‘Unacceptable,’” March 20, 1979.

¹²⁷ *Douglas County News-Press*, “Growth in DC, Choose Sides, Gather Ammunition, Think,” March 20, 1979.

¹²⁸ *Douglas County News-Press*, “Developer – Not Four-Letter Word, But Close,” March 20, 1979.

¹²⁹ *Douglas County News-Press*, “Process Important, Mission Viejo Project Not Instant City,” March 20, 1979.

¹³⁰ Kristine Zierk, *Douglas County News-Press*, “LUC Questions Housing Mix Guarantees, OKs Highlands,” September 5, 1979.

counties' growth or just settle for our fair share?"¹³¹

Although there was no shortage of opinions about the development (Highlands Ranch has always stoked passionate viewpoints on all sides), no serious opposition to the proposal materialized and no significant alternatives were proposed. On September 12, 1979, the Douglas County Planning Commission voted unanimously to approve the project. In a final push to secure approval, Mission Viejo produced a firmer commitment to set aside permanently the originally-proposed 13,374 acres of open space. The commissioners seemed satisfied with the relatively-low density of 1.4 dwelling units per acre across the entire project (although the ratio of dwelling units to developable acreage was 3.5) and the concentration of the growth in certain areas.¹³² "I shudder to think what other developers would have done with the same land," stated Commissioner Doc Duncan. Ultimately, this decision proved to be a critical turning point in Douglas County history. With local approval secured, Mission Viejo Company exercised its purchase option and acquired Highlands Ranch for \$28 million a few months later. Thus, "the most energetic residential construction undertaking in state history" began in 1980 with the first home sold in 1981.¹³³ By the time the first Douglas County plan was published in 1983, many decisions related to the future of Highlands Ranch and Douglas County were already made and the county was well on its way to rapid growth. Future land use plans would need to contend with an immutable reality: growth was no longer simply imminent, it had arrived.

¹³¹ Jim Wolfson, "Viewpoint: A Key to Douglas County's Future," *Douglas County News-Press*, September 11, 1979.

¹³² $30,033 \text{ units} \div 8,530 \text{ developable acres} = 3.5 \text{ units per developable acre}$.

¹³³ *Douglas County News-Press*, "Once Barrier, Mission Viejo Now DC Focal Point," March 20, 1979.

CHAPTER 4

“THIS IS IN-YOUR-FACE, WE’RE GOING TO DO WHAT WE WANT” Growth of an Invisible Giant: Highlands Ranch: 1980-2000

In 2000, two organizations that had been “at odds with each other at various times during [Highlands Ranch’s] 20-year history” tried to improve their “temperamental relationship” with the formation of a new joint committee.¹ Highlands Ranch Community Association (HRCA) was a large homeowners’ association that provided recreational facilities and programs and performed covenant enforcement and architectural reviews to the entire unincorporated community. The Highlands Ranch Metro Districts (HRMDs, or the Metro Districts) were five comprehensive special districts that each served a distinct set of neighborhoods by providing or contracting for the provision of a full range of public services including water and wastewater, road construction and traffic control, fire protection, and parks and trails. HRCA and the Metro Districts often clashed over questions of authority in their efforts to provide services to residents. In particular, the Metro Districts’ control of parks and HRCA’s ownership of recreational programs created the potential for overlap, confusion, and conflict. In 1999, “the Metro Districts broke with tradition by building and running its own tennis facility,” and “went one step further”

¹ *Douglas County News-Press*, “Committee will seek to unite HRCA, Metro Districts,” December 28, 2000.

in 2000 “by starting its own softball leagues.”² The HRCA found these moves an objectionable encroachment into its domain. An HRCA delegate noted that the two organizations were senselessly competing with each other to provide similar services to the same residents. “At some point we need to decide what recreational facilities are going to be provided by the homeowners’ association and what do we really want the other board to provide,” the HRCA delegate noted, betraying a competitive bias of his own.³ The Metro Districts’ proposal to construct a new batting cage located within a mile of an existing HRCA-maintained batting cage, as well as a new in-line skating park, pushed HRCA delegates over the edge. “When someone starts to compete and a revenue source of the HRCA ... starts to go away, that causes us some consternation,” fumed HRCA Community Manager Gary Debus. This most recent escalation of the feud led to the creation of the HRCA/Metro Districts Collaboration Committee, comprised of members of both organizations, with an aim of reconciling their differences.

The committee met roughly once per month over the last four months of 2000, with a goal to stop “wasting energy arguing about responsibilities and duplication of services,” and “to discuss [future] growth, development of cultural activities...and increasing recreational programs and facilities.”⁴ Optimism abounded at this renewed commitment to collaboration. In a decidedly modest early achievement, representatives of the HRCA and the Metro Districts agreed “with the concept of no longer criticizing each other in the media.”⁵ The committee sought to utilize the distinct strengths and capabilities of each organization to determine the best

² *Douglas County News-Press*, “HRCA: Metro Districts unnecessarily duplicating recreation services,” July 27, 2000.

³ *Douglas County News-Press*, “HRCA Board cites ignored requests for cooperation as reason for withdrawing from Collaboration with Metro Districts,” March 1, 2001.

⁴ *Douglas County News-Press*, “Committee will seek to unite HRCA, Metro Districts,” December 28, 2000.

⁵ Metro Districts/HRCA Community Collaboration Committee. Meeting Minutes. October 3, 2000.

means of providing facilities, programs, and services to the community. In the end, however, the spirit of cooperation between HRCA and the Metro Districts proved fleeting. Another feud emerged over the seemingly mundane issue of advertising in bus shelters. Two Metro District board members accused the HRCA of “trying to sabotage relations between the two organizations” after the HRCA sent a letter of complaint directly to the Douglas County Commissioners opposing the idea of advertising put forward by a member of the Metro Districts. “This is terrible,” Metro District board member Nick Robinson angrily declared directly to Debus at the August 23, 2000 Metro Districts’ board meeting. “This is...in-your-face, we’re going-to-do-what-we-want,” he continued, “what kind of crap is this?”⁶ Debus declined to respond to Robinson’s tirade.

A few months later, the HRCA accused Metro District leadership of similar misdeeds and ultimately sank the collaboration committee. The HRCA board of directors abruptly canceled the January 10, 2001 meeting of the collaboration committee, and “officially discontinued participation in negotiations” with the Metro Districts via a letter sent on January 16. The letter cited “several circumstances where a commitment has been made that has not been kept,” including “a letter dated November 11, 2000 advising HRCA that it would not be allowed field use at Redstone Park” and the reversal of a decision to permit the HRCA to conduct in-line skating programs at the new Metro District rink.⁷ “At what point do you continue to meet in good faith when the words do not match the actions?” asked HRCA Board Member Jeff

⁶ *Douglas County News-Press*, “HRMD board members accuse HRCA of trying to sabotage relations,” August 31, 2000.

⁷ Highlands Ranch Community Association, letter to Honorable Boards of Directors, Highlands Ranch Metropolitan Districts, January 16, 2001. Philip R. Miller Library, Castle Rock, Colorado.

Wasden.⁸ Terry Nolan, Metro Districts General Manager (a salaried professional position that directed the operations of all five districts), expressed dismay that the matter was handled impersonally via mail, and noted that he “was disappointed that we didn’t discuss their issues at the [last] meeting.”⁹ The abrupt refusal by HRCA to participate on a joint committee that it had created, and the inability of HRCA and the Metro Districts to discuss things openly, rather than through letters and the media hints at the depths of dysfunction in the relationship between the two entities.

A squabble about batting cages, softball fields, and in-line skating programs hardly reflects a crisis in governance. However, these episodes merely hint at some larger issues and challenges inherent in the governance of an enormous unincorporated community conceived and controlled by private interests. From its formation in 1979 through the present day, Highlands Ranch has remained unincorporated, one of only handful of such communities of its size in the United States. From its inception, it has operated without a mayor, council, or city manager and instead has derived public services from special districts (primarily the Metro Districts, but also several water and sanitation special districts and a nearby fire district), the HRCA, and Douglas County government. Although virtually every large city in the country is governed by either a mayor or council model, a variety of other governance structures are possible.¹⁰ Nothing

⁸ *Douglas County News-Press*, “HRCA board cites ignored requests for cooperation as reason for withdrawing from Collaboration Committee with Metro Districts,” March 1, 2001.

⁹ *Douglas County News-Press*, “HRCA pulls out of talks with Metro Districts,” February 1, 2001.

¹⁰ The National League of Cities describes five main forms of municipal governance: Mayor-Council, Council-Manager, Commission, Town Meeting, and Representative Town Meeting. Of the thirty largest cities in the United States, twenty-nine employ either the Mayor-Council or Council-Manager form of governance (Portland, Oregon deploys a commission model). <http://www.nlc.org/build-skills-and-networks/resources/cities-101/city-structures/forms-of-municipal-government>, accessed August 6, 2015.

precludes a community like Highlands Ranch from eschewing centralized government for a more fragmented set of service providers. However, such an approach has led to a number of conditions and consequences, not all in the favor of the community's residents. Highlands Ranch residents did not participate in the selection of the forms of government for their community. Rather, the developer, Mission Viejo Company, created the special districts and community association in a manner that permitted its senior executives to control the leadership of the community association in its early years, and the special districts for decades. Confusion in the community about the existence and role of special districts and chronically low turnout at community association and special district elections permitted Mission Viejo to control the levers of governance for years. When some residents pushed for a more traditional and participatory municipal governance model in the 1990s, the entrenched power and influence of the developer and special district officials voraciously defended the status quo. Multiple attempts to incorporate into a municipality and shift power to a more participatory form of governance failed. Thus, as the community matured into a city in all but name, its residents were locked into a form of government that they did not choose and that they were powerless to change.

In this chapter, I will first highlight the relative rarity of large communities located in unincorporated areas, despite the fact that nearly forty percent of Americans live outside of incorporated municipalities. Next, I will trace the history of governance in Highlands Ranch, one of the few such large communities located in unincorporated areas. This resulted from the ability of the developer to work within Coloradans' acceptance of governance by special district, which afforded corporate executives the opportunity to occupy the key seats of governance and to control all of the critical decisions in the community for decades. By the time the community

had grown and matured enough to seek a greater level of self-governance via municipal incorporation, the existing system of corporate-led governance via special district had become so entrenched as to make this transition impossible. Consolidation of these districts into a single, enormous metropolitan district after the turn of the century further solidified this arrangement. In the end, Colorado's uniquely localized and developer-friendly growth policies sent Highlands Ranch down a path that favored the developer at all turns and left citizens with few outlets for meaningful civic participation.

Invisible Cities: Unincorporated America

Over time and through the present day, many Americans have lived outside the boundaries of municipalities of one kind or another – cities, towns, boroughs, townships, and so on. Instead, they reside in unincorporated areas devoid of a municipal governance structure. Over 100 million Americans, about thirty-eight percent, lived in unincorporated areas in 2000. Not surprisingly, a proportionately larger number of rural Americans historically have lived in unincorporated areas than those living in urban and suburban areas. In 2000, over sixty percent of the non-urban population lived in unincorporated areas, compared to roughly one-in-three urban and suburban Americans.¹¹ There are many reasons why any particular geographic location may not have been brought under the domain of an incorporated entity of one kind or another. Many such areas, particularly west of the hundredth meridian in the arid Great Plains

¹¹ US Census Bureau, "Population Distribution Inside and Outside Incorporated Places: 2000." It is important to note that the Census Bureau employs rigid standards for assessing incorporation status. For example, "In the New England states, only cities and boroughs are recognized as incorporated places by the Census Bureau. Towns in New England are recognized as minor civil divisions (largely due to the rural character of many New England towns) and are not treated as incorporated places." In addition, as discussed further below, other definitional complications serve to further boost the number of Americans that the Census Bureau recognizes as living in unincorporated communities; for example, all residents of Arlington and Alexandria, Virginia technically live in unincorporated areas because the county of Fairfax is the primary unit of governance.

and intermountain West, house few residents at all. The land may be under the control of a federal agency (Bureau of Land Management, National Park Service, National Forest Service, and so on), or it may simply be remote and devoid of permanent human presence. Other unincorporated areas include only a smattering of widely-dispersed residences, perhaps a few ranches on sprawling landscapes. Population levels may be too low or too scattered to justify the creation of a municipality. Still other unincorporated areas may contain small yet distinct communities that function as towns in all but name and governance. Residents identify as members of a distinct place with a name that can be found on a map. Yet no municipality has been formed, generally because the community is too small to justify the added expense and administrative burden of a municipal government. Usually the county provides specific services such as a sheriff's office and fire protection directly to these unincorporated areas.

A final category of unincorporated communities is not rural at all, and can be found in the developing suburban and exurban areas of larger cities. Generally, such communities begin in unincorporated areas, as developers acquire lands outside the existing urban and suburban core. To ensure that prospective residents of their planned communities will receive public services, developers may take the initiative to establish special districts. Once developers build a large enough mass of housing and businesses, a municipal governance apparatus may form and assume responsibility for service provision to the newly-developed community. Residents of the community may guide the process to form a new town or city themselves, or an adjacent town or city may annex these lands and subsume them into an existing municipality. At times, this annexation event is initiated by the residents, eager to receive municipal services. They find this preferable to establishing a new standalone municipality, either to avoid the difficulties in establishing a new public entity from scratch or to take advantage of the efficiencies inherent in

an existing and well-functioning government. In other instances, the annexation is initiated by the host city, as the established municipality seeks to take advantage of state annexation laws to draw adjacent communities into its jurisdiction. Often, this is done where there is an appealing imbalance of taxation revenues relative to the costs of service provision. For example, an unincorporated area with a large retail center and high potential sales tax revenues but relatively small residential population with lower demands for municipal services often prove to be a tempting annexation target to a neighboring municipality.¹² For these reasons, the permanent existence of large and distinct unincorporated communities such as Highlands Ranch in major metropolitan areas is rare. Instead, unincorporated status for these communities is often a temporary step along the path to the formation of a municipality.

Urban affairs and planning scholars Robert E. Lang and Dawn Dhavale have analyzed the prevalence, causes, and conditions of these larger urban unincorporated communities that have resisted any form of incorporation. They have labeled those with over 50,000 residents “reluctant cities” since they are large enough to constitute mid-sized cities yet, for one reason or another, such a city had not formed. Using data from the 2000 United States Census, they found 601 “places” in the United States, either cities or unincorporated communities, called census-designated places (CDPs) by the Census Bureau, with over 50,000 residents in the United States. Of these, 560 (ninety-three percent) were incorporated municipalities, and forty-one (seven percent) were CDPs. Highlands Ranch was in this group; it was the fourteenth largest CDP in

¹² Many states have tightened restrictions on the ability of incorporated cities to annex adjacent lands against their will, in part to control “land grabs” for taxation reasons. In other places, the specter of annexation is an everyday fact of life for residents of unincorporated areas. The city of Houston, in lieu of full annexation, works through utility special districts to levy and collect a one percent sales taxes from neighboring communities. “It’s kind of bribery,” notes Paul Lewis, since “Houston seems to play off suburban fears of annexation to demand taxes in exchange for promises to leave them alone.” *Houston Chronicle*, “Houston plugs budget holes with suburban sales tax,” January 24, 2015.

the country in the 2000 census utilized by Lang and Dhavale (it grew to the tenth largest CDP by the 2010 Census). Collectively, only about three million residents, or one out of every one hundred Americans, called one of these forty-one large CDPs home. This constituted a total population smaller than the San Diego metropolitan area. Additionally, reluctant cities were rather small; none contained a population large enough to rank amongst the largest 100 cities in America. In fact, had Lang and Dhavale chosen sixty thousand residents rather than fifty thousand as the cutoff point for their analysis, the universe of reluctant cities would have dropped from forty-one to just sixteen.¹³

Their analysis of the forty-one reluctant cities noted that many remained unincorporated due to unique local considerations. Twenty-four of these CDPs, well over half of the total, were concentrated in just three metropolitan areas where county governments were unusually strong and directly provided all or a large share of public services: Los Angeles County, Miami-Dade County, and several counties in the Washington-Baltimore metropolitan area. Fairfax County, Virginia, for example, contained no incorporated towns or cities at all; the county serves as the primary unit of local governance. For these communities, remaining unincorporated simply reflected broader norms and patterns of regional governance rather than a strategic and conscious decision. The remaining seventeen reluctant cities, including Highlands Ranch, had what Lang and Dhavale call “strong private governments,” primarily managed by homeowners’ associations and special districts. Of these, three were Las Vegas suburbs that operated under a 1974 statute called the Nevada Unincorporated Town Government Law. This statute, unique to Nevada, formally recognizes “unincorporated towns” as legal entities and permits them to create town

¹³ Robert E. Lang and Dawn Dhavale, “Reluctant Cities? Exploring Big Unincorporated Census Designated Places” (Blacksburg, Virginia: Metropolitan Institute, 2003).

boards to adopt ordinances, punish breaches of ordinances, and provide public services.¹⁴ That they do not rank as cities is a largely a technicality since they operate as cities in all but name.

The remaining fourteen reluctant cities collectively housed only 830,268 people, or about three out of every one thousand residents of the United States, approximately the population of metropolitan Dayton, Ohio. This list includes some of the largest master-planned communities in America, including Highlands Ranch, Columbia, Maryland, Reston, Virginia, The Woodlands, Texas, Town 'n' Country, Florida, and Levittown, Pennsylvania, one of two suburbs famously created in the 1950s by William Levitt that brought mass production techniques to suburban housing development. Lang and Dhavale argue that these rare, large unincorporated communities have not resisted incorporation out of “some strident anti-government ethos, but rather [they made] a strategic call that municipal government is unnecessary” since another form of governance filled the void. “Big unincorporated CDPs highlight the changing role of cities in providing governmental services for their citizens,” they conclude. “If local conditions can create a governance structure,” they continue, “whether through a strong county presence, or private organizations, the traditional route to municipal government through incorporation may be unnecessary.” Lang and Dhavale suggest that many residents of these CDPs would be surprised to learn that their community is not a city already, tellingly signaling a strong lack of awareness about how their community is governed. When incorporation debates arise in these

¹⁴ George W. Borden and Thomas R. Harris, “Legal and Economic Considerations for the Incorporation of Nevada Towns,” Reno: Nevada Cooperative Extension, Center for Economic Development, University of Nevada, August, 2000. Legislative Commission of the Legislative Counsel Bureau, State of Nevada, Unincorporated Town Governments, Bulletin #118, 1973. Earlier creation of town governments was inhibited by a strong county government system and a requirement that incorporated town boards included two members of the board of county commissioners, an arrangement that the Legislative Commission deemed “an unworkable scheme.” As a result, by 1973, Nevada held only sixteen incorporated towns and cities but thirty-nine unincorporated towns. The law was intended to retain the elements of strong county governance yet incentivize the creation of stronger town governance mechanisms.

places, residents often express concerns about the potential costs of additional governance since they are already paying assessments, taxes, or user fees to other governmental entities.¹⁵

However, the question of the optimal method of self-governance in Highlands Ranch does not conform to the thesis advanced by Lang and Dhavale. Certainly, Highlands Ranch residents and Mission Viejo Corporation were concerned about the potential added costs of municipal government. Efforts to incorporate always generated arguments to this effect from some residents, from Mission Viejo, and from the Metro Districts that argued that a new layer of governance was needlessly expensive and duplicative. However, the convergence of several other factors, all rooted in Colorado's historical distaste for a strong public role in guiding growth, made any resolution on incorporation more vexing for Highlands Ranch. Residents wishing to incorporate to gain a stronger measure of influence and control over the governance of their community repeatedly contended with the existence of a single large private developer with the power to delay or deny any action not in its best interest. Highlands Ranch's developers - Mission Viejo Company first, then Shea Homes after its acquisition of Mission Viejo in 1996 - often did just that, vehemently resisting community efforts to incorporate. The companies impeded efforts to incorporate for fear of losing their nearly absolute authority over development decisions and to guard against higher taxes that would have inhibited their ability to sell houses to residents and commercial real estate to businesses. In addition, several large metropolitan districts were essentially run by the developer and quickly became so large and powerful that there was no viable path to eliminating them in the event of incorporation. The Metro Districts actively and vociferously lobbied against incorporation. They cited the rather circular, perhaps

¹⁵ Robert E. Lang and Dawn Dhavale, "Reluctant Cities? Exploring Big Unincorporated Census-Designated Places," Metropolitan Institute at Virginia Tech Census Note 03:01 (July 2003).

ironic, logic that a municipal government would be needlessly duplicative and inherently more expensive than status quo governance under the Metro Districts, although this was only true given the presumed permanency of the Metro Districts themselves. Additionally, Highlands Ranch was home to one of the largest homeowners' associations in the United States. Although the HRCA actively supported incorporation at many points, its lack of sophistication and professional leadership led to many bungled efforts to advocate for incorporation and secure the support of residents. Lastly, chronically low community participation in the activities and elections of the HRCA and Metro Districts permitted a small group of entrenched interests to maintain the status quo for decades. In the end, Highlands Ranch residents remained firmly locked into the form of governance that was created simply to guide the community's formative years. No community referendum on incorporation has ever occurred, despite many efforts by some to advocate for a more traditional city government. To illustrate how Highlands Ranch became an invisible city, it is necessary to examine the origins of the HRCA and Highlands Ranch Metro Districts and trace their evolution over time.

Highlands Ranch Governance: Metro Districts and the Community Association

From the very beginning Mission Viejo was deeply involved in Metro District and HRCA leadership and operations, blurring the lines between public and private, profit and not-for-profit, and civic and corporate realms. Like many developers, Mission Viejo contended with the real possibility that its construction of new homes would outpace the creation of schools, community amenities, and institutions of governance. With visions for a thirty-three thousand home community, the stakes were high, and the company moved rationally and aggressively to create the conditions for a successful and profitable venture. As we have seen, other Douglas

County developments foundered and ultimately failed as a result of the lack of infrastructure and amenities. The potential for this problem was particularly acute for the Highlands Ranch development, located in a small and largely undeveloped county that had little capacity to fund and operate new services for the enormous new community. From the beginning, Mission Viejo did not hesitate to fund, orchestrate, and in some cases, directly lead efforts to develop and operate public services. In 1981, for example, the company agreed to pay the architectural fees on a new 600-student school that it wished to open by September, 1982, “even if we don’t get our money back,” declared Joseph Blake, a Mission Viejo senior vice president.¹⁶ A few months later, the company also agreed to finance construction of the \$3 million school in its entirety via an agreement that was “the first of its kind in Colorado.”¹⁷ When the school was finished, too few students lived in Highlands Ranch for the county to justify and afford opening and operating the school. Thus, the company once again provided funds to the county, giving \$250,000 to subsidize operating costs in another unique arrangement. “We just don’t have any experiences in the past 10 years that I can recall,” that were similar to this arrangement, noted Colorado State Commissioner of Education Calvin Frazier. While local and state officials expressed some concern about the possibility that the company would exert undue control over the operations of the school given its unusual financial investment, most rightly believed that the Company simply wanted a fully functioning school because “it helps them sell homes.”¹⁸ Mission Viejo also stepped in to provide other amenities before Highlands Ranch grew large enough to fund their

¹⁶ *Douglas County News-Press*, “Mission Viejo to pay for new school architect,” January 22, 1981.

¹⁷ *Rocky Mountain News*, “Highlands residents to fund school,” August 21, 1981, 71. The company’s efforts were not altruistic; the agreement between the county and the company required property tax revenues generated from residents within Highlands Ranch be deposited into an escrow account and paid to the Company once funds were adequate to cover the cost of construction plus interest at a rate of up to nine percent.

¹⁸ *Rocky Mountain News*, “Developer’s cash lets school open,” July 29, 1982, 7.

construction and operation on its own. The company built the Northridge facility, Highlands Ranch's first recreational center, and dedicated it to the HRCA to direct its operations. It also donated \$800,000 for the Crestview Pool and \$200,000 in funds toward the construction of a Douglas County library within the boundaries of Highlands Ranch.¹⁹

While the company's financial contributions provided important assistance to launching the new community, Highlands Ranch would not succeed without functioning and effective community governance. Consistent with its other actions, and reminiscent of actions taken by other Colorado real estate developers, Mission Viejo directly created these governmental and quasi-governmental units. In the early 1980s, Mission Viejo formulated the HRCA as a non-profit corporation under Colorado law, and five metro districts and three water and sanitation districts as "political subdivisions of the State of Colorado and as quasi-municipal corporations pursuant to Title 32, Colorado Revised Statutes."²⁰ Each played an essential yet distinct role in governing the new suburb, and together they ensured that essential infrastructure and services would be provided to new residents to make Mission Viejo's new development a success. Without these services, prospective buyers would not purchase homes in the new community, no matter how well designed or built. Thus, while the Metro Districts and HRCA provided services directly to residents, Mission Viejo Company stood as the most important beneficiary of these public services. As time passed, Mission Viejo ceded responsibilities to the HRCA and the Metro Districts, but it always did so with its corporate interests squarely in mind. Although the HRCA and the Metro Districts ultimately answered to residents, Mission Viejo, and later Shea

¹⁹ Highlands Ranch Community Association, "Some Questions and Answers about the Highlands Ranch Community Association," 1992.

²⁰ Highlands Ranch Metropolitan District, Comprehensive Annual Financial Report, for the year ended December 31, 2007, p. ii.

Homes, retained extensive direct and indirect control over the affairs of these entities. Their executives secured and held seats on the respective boards of directors, allowing the companies to establish and exert disproportionate voting power to influence, and often control, operations, policy, and the form of community governance. Senior vice president Blake, for example, served as president of the HRCAs Board of Directors in its early years, elected by a slate of delegates that was comprised largely of Mission Viejo employees.²¹ Well into the 1990s, Mission Viejo executives held seats on the Metro District boards, usually winning unopposed elections. An in-depth evaluation of the HRCAs and Metro Districts illustrates the means by which Mission Viejo retained control of their operations and established the conditions that led to a measure of permanency for these forms of government.

Mission Viejo formed the HRCAs in September, 1981 as a non-profit corporation “to enhance the quality and value of all property...to act as manager of Association-owned properties, and to perform functions for the benefit of the owners of privately-owned sites.”²² Its activities were governed by a fifty-six page “Community Declaration,” recorded at the Douglas County Clerk’s office on September 19th. Although it held wide-ranging powers and obligations, the association was created essentially to serve two primary roles. First, it enhanced recreational opportunities for residents by constructing, building, managing, and maintaining recreation facilities and conducting athletic and other recreational and social programs. Second, it protected property valuations for all by establishing and enforcing restrictive covenants and performing architectural reviews of proposed residential projects.²³ To successfully fulfill these

²¹ *Highlands Ranch Reporter*, “Community Association Delegates and Board of Directors Elected,” May, 1983. *Highlands Ranch Herald*, “Mission Viejo Co. offers land, \$200,000 in library drive,” June, 1988.

²² Porter & Company, Certified Public Accountant, Highlands Ranch Community Association Auditor’s Report, Financial Statements, and Supplemental Information, December 31, 2007, p.8.

²³ Mission Viejo Company, Highlands Ranch: How It Works, July, 1995.

two roles, Mission Viejo's Community Declaration granted HRCA extensive powers to "make and enforce rules and regulations," and to "fix, levy, collect, and enforce payment of assessments." Individuals purchasing property within the geographic boundaries of the association were required to consent to inclusion in the association as a condition of the property purchase agreement. In theory, residents chose to subordinate certain rights and freedoms to the authority of the HRCA by virtue of their voluntary decision to purchase property in the community. Like most homeowners' associations, the HRCA operated as a quasi-governmental entity protecting the public good as defined in the Community Declaration, with powers to enforce rules, impose taxes, approve or deny certain individual property management actions, levy fines, and place liens on property. In extreme cases the HRCA, like other homeowners' associations, could even initiate foreclosure proceedings and take control of properties.

Unlike municipal governments, however, the rules of operation for the HRCA were defined in their entirety by Mission Viejo, the "Declarant" that crafted the Community Declaration for the new homeowners' association. In so doing, Mission Viejo effectively codified the apparatus by which the HRCA would govern itself in perpetuity, absent a successful amendment of the articles in the declaration. Mission Viejo determined that the HRCA would be governed by a small board of "Directors," who were required to execute expansive duties such as maintaining properties deeded to the Association by the Declarant, creating and balancing budgets, and enforcing covenants and requirements on property owners. They could borrow money by issuing bonds on behalf of the association. A large number of "Delegates," representing distinct geographic neighborhoods (ninety-two, as of 2015), would elect directors

and advise them about the sentiment of their constituents on important matters.²⁴ “Members” would elect their delegates, but had no direct role in the election of directors. The Community Declaration equated members to privately-held properties, not individuals. Owners of each property were entitled to one vote regardless of how many people (if any at all) resided on the property. Renters, as non-property owners, were granted no voting power in these elections at all. As a result, many resident adults were granted no votes in HRCA matters, while non-resident property owners could vote on HRCA questions. Each delegate was free to vote issues at his or her sole discretion.²⁵ However, delegates could not vote by proxy; only votes cast by delegates present at official meetings would be registered and counted towards the election or settlement of a ballot issue. As a result, residents whose delegate did not attend a meeting that involved a vote were not represented in that process. The votes of each delegate were weighted by the number of members in his or her district plus one additional vote for every three apartment units located in that district. This served to limit the power held by residents who rented rather than owned their home.²⁶

In the Declaration, Mission Viejo retained many direct and indirect rights for itself both as developer and as owner of yet-to-be-developed properties. The company alone would determine when new properties would be annexed into the Association. Upon such a determination, the HRCA was obligated to accept the property and, for communal lands and

²⁴ Highlands Ranch Community Association, “Delegates and Board Meetings,” <http://hrcaonline.org/About-Us/Guides-Communication/Calendar-Schedules/Event-Detail/title/delegate-board-meetings-8>. Accessed December 28, 2015.

²⁵ An exception was made for the possibility that a majority of members of a given district could organize “a duly constituted meeting of the Members” to instruct their delegate to vote on an issue in proportionality to the vote of those members. Subsequent experiences with chronically low turnout at Highlands Ranch elections have suggested a low likelihood of the utilization of this provision. Community Declaration for Highlands Ranch Community Association, Inc., filed September 10, 1981, p.14.

²⁶ Community Declaration for Highlands Ranch, 1981.

properties, to maintain and provide programming for them at the HRCA's expense. In addition, Mission Viejo determined the initial size and composition of the HRCA Board, set at only three individuals. It appointed three of its own employees as the sole directors of the board in 1981, including Joseph Blake, senior vice president for financial and administrative operations. In perhaps the most tangible manifestation of the blurred lines between public and private, Mission Viejo established its own corporate address as the registered office of the HRCA: 6 Inverness Court East, Englewood, Colorado 80112. Perhaps most importantly, Mission Viejo executed a clever maneuver to assure itself the right to control a significant percentage of member votes throughout the anticipated thirty-year construction phase. "Declarant (Mission Viejo) shall hold a Membership in the Community Association for each Privately Owned Site owned by Declarant," read a portion of Section 4.3 of the HRCA Community Declaration. By controlling a large number of member votes, Mission Viejo heavily influenced decisions over which individuals served as delegates, and thus, directors of the association. Since Mission Viejo controlled when properties were annexed into the Community Association, it could, and as we will see, did, place many of its own lots into the association to stockpile votes for delegate elections. By this manner, Mission Viejo was able to defend its corporate interests against any democratic impulse that would lead to alternative community priorities, and, potentially, impede the company's ability to sell lots and houses.²⁷

Evan McKenzie, the foremost scholar of community associations, has noted that community associations across the country have deployed many of these same tactics.²⁸ "In a variety of ways, these private governments are illiberal and undemocratic," he argues in a blunt

²⁷ Community Declaration for Highlands Ranch, 1981.

²⁸ Evan McKenzie, *Privatopia: Homeowner Associations and the Rise of Residential Private Government* (New Haven: Yale University Press, 1994).

and provocative analysis. Boards are allowed to “operate outside constitutional restrictions because the law views them as business entities rather than governments [and] courts accept the legal fiction that all the residents have voluntarily agreed to be bound by the covenants by virtue of having bought a unit in the development.” Throughout history and through the present day, democratic principles in homeowners’ associations often have differed greatly from democratic principals in municipal settings. Instead of “one person, one vote,” homeowners’ associations, including the HRCA, generally deployed a “one property, one vote” principal. Thus, many residents, including renters and adults in multi-person households, were denied the power of the vote (an example of “renters being disenfranchised but still subject to the board’s authority,” McKenzie wrote), while non-residents or corporations that own property in the community could exercise a vote, or even many votes.²⁹ Historian Lisa Card reached the same conclusion for special districts, suggesting the United States Supreme Court created this situation. “The ability of special purpose districts to be effective forums for the exercise of democracy has been greatly diminished by the different treatment given to them by the Supreme Court,” she argues. “The Court, by refusing to extend the principle of one person, one vote to special purpose district elections has allowed states to deny citizens the benefits of participation in these uniquely local forums.”³⁰ The existence of several layers between the few who controlled key decisions about the community (e.g., board of directors, architectural review committee members) and the voting

²⁹ McKenzie, *Privatopia*, 20-21.

³⁰ Lisa M. Card, “One Person, No Vote? A Participatory Analysis of Voting Rights in Special Purpose Districts,” *Thomas Jefferson Law Review* (27:1, Fall 2004), 57-92. Card cites the 1973 case *Salyer Land Co. v Tulare Lake Basin Water Storage District*, where the Court determined that if an entity meets two tests it is exempted from the principal of one person, one vote. First, the entity must have been established for a special limited purpose, and second, its operations must exert a disproportionate effect on the certain subgroup of citizens given the franchise. In such cases, it may assign differential voting rights.

public often led to confusion about community governance, low turnout at elections, and an increased ability for entrenched interests to influence, and often control outright, the entire process. Finally, the packaging of mandatory obligations and restrictions on residents as a condition of home ownership restricted individual freedoms enjoyed routinely elsewhere.

For example, HRCA leadership wielded extensive and unchallengeable authority in the realm of architectural review. A powerful Architectural Review Committee of just five members was appointed directly by the HRCA Board of Directors; neither delegates nor members were afforded a role in their selection or oversight. Individuals on the Architectural Committee did not even need to be “members” as defined by the HRCA Community Declaration; the board reserved the right to appoint representatives who did not live in the community to this important committee. Any “improvement to property” in Highlands Ranch needed the consent of the Architectural Review Committee. In guidelines that it established for itself, the committee noted “improvement to property is very broadly defined,” and included, among other things, “any landscaping or change in grade of property; installation of any...patio, deck, pool, or hot tub; removal of any building; [and] any change of exterior appearance.” The Committee possessed the right to levy fines for non-compliance, and declared its decisions to be final.³¹ It exercised its authority extensively. For example, in April, 1995 alone, the Committee sent 140 letters of non-compliance to property owners violating conformity standards. The committee met twice during the month, with a “major emphasis...in the area of landscaping” compliance. It declared its focus would turn next to “paint, rec(reational) vehicles, and portable basketball boards.” At this meeting alone, seven residents’ files were remanded to the HRCA Board of Directors for

³¹ Highlands Ranch Community Association, “Residential Improvement and Site Maintenance Guidelines,” Revised March 16, 2010.

continued non-compliance and further escalation of the punitive process. The committee reported that “one owner became quite upset when told the Committee found the color (of his home) too bright.” Despite receiving “a number of suggestions on alternate colors,” the owner was not mollified and “has even returned the letter sent to him” in defiance. On the plus side, the Committee did decide at this meeting to allow a faux California redwood material for awnings “on a test basis.”³²

While the HRCAs have always been a single organization representing the entire Highlands Ranch community, the historical evolution of the various special districts providing services to the community was more convoluted. In 1980, Mission Viejo created five metro districts, simply labeled Highlands Ranch Metro District 1, Highlands Ranch Metro District 2, and so on. Each district served a distinct geographic area, and each property was served by a single metro district. Only Metro 1 and Metro 2 conducted active operations in the early years of development since homes were initially constructed only in the geographic service areas of those districts. Metro 3 and Metro 4 supported areas that Mission Viejo slated for later development, and did not provide active services until after 1990. Metro 5 included only lands owned by Mission Viejo that would never be developed, and has never provided services. All five Metro Districts were served by a single, unified professional staff of managers, accountants, and a variety of service providers. The five Metro Districts were combined in 2006 into a single entity, the Highlands Ranch Metro District, to create one of the largest special districts in the United States.

³² Architectural Review Committee, Meeting Minutes, April 18, 1995. Architectural Control Status Report, May 16, 1995. Residents could also utilize the committee to remedy the odious property maintenance situations of their neighbors; the Committee reported receiving eighty-seven letters of complaint about other property owners.

Prior to the 2006 consolidation, the four active Metro Districts served important roles in the development and growth of Highlands Ranch. They constructed roadways, installed and maintained roadway landscaping, installed and operated traffic signals and street lights on major roadways, constructed and maintained parks, open space, and trail systems, managed nonurban areas, constructed storm drainage facilities, and provided emergency and fire protection services.³³ For water and wastewater services, Mission Viejo created three other special districts: Highlands Ranch Water and Sanitation District, Phase I, which provided services to Metro 1; Highlands Ranch Water and Sanitation District, Phase II, which provided services to Metro 2; and Centennial Water and Sanitation District, which built and managed the delivery and treatment facilities. These districts were later consolidated into a single water and sanitation district that retained the Centennial Water and Sanitation District name. The Metro Districts billed residents for water usage and sewer services, and then paid the water and sanitation districts in a relationship defined by an intergovernmental agreement between the districts. As a result, Highlands Ranch residents only interacted with their designated Metro District even though they effectively received services from several special districts. In their early years, all districts utilized their power to borrow for capital projects by issuing debt in public finance markets. They utilized proceeds to construct roads, water delivery systems, wastewater treatment facilities, and other major capital projects. Revenues derived from tax assessments and user fees provided the Metro Districts with the funds needed to pay interest and repay principal to bondholders over a period of many years.³⁴

³³ Highlands Ranch Metropolitan Districts Brochure, July, 1997.

³⁴ Information accessed from the various audited financial statements of Highlands Ranch Metropolitan District #1, Highlands Ranch Metropolitan District #2, Mission Viejo Water and Sanitation District, Highlands Ranch Water and Sanitation District Phase I, Highlands Ranch Water and Sanitation District, Phase II, and Centennial Water and Sanitation District, for the years ended December 31, 1982, and December 31, 1987. Viewed at the offices of

Certainly, the existence of so many special districts, some of which merely provided services on behalf of other districts, created a far more convoluted organizational structure than the single-entity HRCA. As a result, Highlands Ranch residents always expressed more confusion about the workings of the Metro Districts than they did about the HRCA. Each Metro District was led by a board of directors composed of five individuals. Elections occurred every two years. Individual directors held four-year terms and thus only faced reelection every other election cycle. Residents elected their slate of Metro District directors in elections determined by popular vote, so unlike the HRCA, no delegates stood between residents and their directors. Often, Metro District elections put referendum questions directly in front of the voters. When calls became louder in the 1990s for the incorporation of Highlands Ranch into a municipality, leaders of the four active Metro Districts often defended these entities as fully democratic institutions with “twenty elected representatives,” five for each district. However, throughout their history, Highlands Ranch Metro District elections garnered little interest, with dismal and often completely non-existent turnout. Board of director elections often were canceled due to the lack of candidates. State law permitted the cancellation of special district elections where the number of candidates did not exceed the number of open positions, as long as the board of directors met to authorize the cancellation of the election. Candidates who filed to run in these elections simply were named the winners of open seats through a “declaration deeming candidates elected,” certified by the secretary of the board and the other sitting directors. From 1988 through 2000, there were thirty-one scheduled board of director elections at the five Highlands Ranch Metro Districts. Twenty-four of them, or seventy-seven percent, did

Highlands Ranch Metro District, June, 2014. <http://centennialwater.org/wp-content/uploads/2011/12/ExecutiveSummary.pdf>, accessed January 9, 2016.

not produce more candidates than seats available; elections were either canceled outright or were held simply because there was a separate ballot initiative requiring an election to be held. A grand total of only 1,233 ballots were cast over these seven election cycles, and over seventy percent of those were cast at the 1994 election, the only year of even modest electoral activity. Highlands Ranch held 31,372 eligible voters in 1998 (Table 4.1). Little improvement followed; in 2002, only 454 votes were cast, and in 2004, only 755 out of nearly 52,000 eligible voters cast ballots at the polls, a turnout rate of 1.4%.³⁵

TABLE 4.1: Highlands Ranch Metro Districts Board of Director Election Results, 1988-2000

<u>Year</u>	<u>Metro District #1</u>	<u>Metro District #2</u>	<u>Metro District #3</u>	<u>Metro District #4</u>	<u>Metro District #5</u>
1988	CANCELED	CANCELED	N/A: district not yet operational	N/A: district not yet operational	N/A: district not yet operational
1990	CANCELED	CANCELED	CANCELED	CANCELED	N/A: district not yet operational
1992	111 Ballots Cast	22 Ballots Cast	CANCELED	CANCELED	CANCELED
1994	486 Ballots Cast	358 Ballots Cast	CANCELED	39 Ballots Cast	CANCELED
1996	CANCELED	CANCELED	CANCELED	CANCELED	CANCELED
1998	UNOPPOSED (15 Ballots Cast)	UNOPPOSED (14 Ballots Cast)	UNOPPOSED (4 Ballots Cast)	UNOPPOSED (8 Ballots Cast)	UNOPPOSED (9 Ballots Cast)
2000	136 Ballots Cast	CANCELED	CANCELED	31 Ballots Cast	CANCELED

All information for elections from 1988 through 2000 was obtained from records held at Highlands Ranch Metro District offices through an inspection request made to Terry Nolan, General Manager. Review of these records occurred in July, 2013. Note that if a ballot initiative existed, board elections were still included on the ballot even though there essentially was no need for it. For example, this occurred in 1998. Director elections would have been canceled otherwise.

Such low voter interest and election turnout resulted in a high percentage of board seats secured by senior employees at Mission Viejo Corporation, and later Shea Homes. Employees

³⁵ *Douglas County News-Press*, “Nolan expects record turnout in May,” February 2, 2006.

of Mission Viejo Corporation served on numerous Metro District boards on multiple occasions. For example, James Toepfer, the Colorado Division President of Mission Viejo, served as a director on all five Highlands Ranch Metro District boards at various times, winning uncontested elections in 1988, 1990, 1992, and 1994. In 1986, he was the chairman of all nine special district boards then in existence.³⁶ From 1992 through 1996, he served on four of the five HRMD boards simultaneously. Mission Viejo employees Kevin Murphy and Jeffrey Kappes served on four and all five of the boards, respectively, at various points in time. During the 1990s, Joseph Blake, Colorado Division Senior Vice President of Mission Viejo, served on all boards except Highlands Ranch Metro District #1. Mission Viejo executives occasionally stepped aside when there was interest from community members in serving on Metro District boards. Blake and Ormiston, for example, withdrew their candidacies on March 6, 1998, when two candidates surfaced for the Metro 3 election on May 5, 1998. As a result, William Carlisle and Jeffrey Koslosky were elected unanimously by the four voters who turned in ballots. However, this was not always the case. One of the few elections that presented voters with a choice of candidates occurred in the May 3, 1994 election of directors for Metro 4. Although Blake, Murphy, and John Kilrow each “won” seats in uncontested elections in Metro 3 and Metro 5 that same day, they were comparatively routed in their bids for seats in Metro 4 by candidates who had never previously held seats in any Highlands Ranch Metro District election.³⁷ James Toepfer finished third out of five candidates in the Metro 1 election to secure the final seat (three seats were

³⁶ Metro 1, Metro 2, Centennial Water & Sanitation, and Highlands Ranch Water & Sanitation Districts, Phases I through VI.

³⁷ All information from elections held from 1988 through 2000 was obtained from election records held at Highlands Ranch Metro District offices through an inspection request made to Terry Nolan, General Manager. Review of these records occurred in July, 2013. In the election for two open four-year seats, Blake garnered only 12 votes and Murphy 10 votes, losing to Danny McKee (29 votes) and Mike Harris (27 votes). Kilrow lost handily in the election for an open two-year seat, 27 to 12 to Michael Calhoun.

open), defeating the fourth place candidate by a mere three votes. Although turnout was sparse, the voters who made it to a polling station chose other candidates than the ones they were typically presented. However, these were exceptions to the usual pattern of Mission Viejo and Shea Homes executives running unopposed for leadership seats of the primary units of governance for the community.

Even before scheduled elections, Mission Viejo executives barely needed to present their candidacy to the electorate. Per the bylaws of the various Highlands Ranch Metro Districts, prospective candidates to board seats only needed to secure five signatures on a petition and submit this petition no closer than sixty-six days before the election to appear on a ballot. Executives of the Mission Viejo Company easily navigated this system to secure positions on the ballot for themselves and for each other. The 1996 Metro 3 election provided one particularly egregious example of this, since all candidates were company employees (Table 4.2).

Table 4.2: Highlands Ranch Metro District #3, Board of Director Elections for 4 Open Seats, 1996 Signatories on "Petition for Nomination of Director to Serve on the Board of Directors"

Candidates	Jeffrey F. Kappes		Teresa Kershnik		John Kilrow		Stephen Ormiston	
Signatories	John Kilrow	2/22/96	John Kilrow	2/22/96	Lisa Kilrow	2/23/96	John Kilrow	2/22/96
	Stephen Ormiston	2/22/96	Stephen Ormiston	2/22/96	Stephen Ormiston	2/22/96	Cathy B. Ormiston	2/22/96
	Teresa Kershnik	2/22/96	Timothy Kershnik	2/22/96	Teresa Kershnik	2/22/96	Teresa Kershnik	2/22/96
	Joseph B. Blake	2/22/96	Joseph B. Blake	2/22/96	Joseph B. Blake	2/22/96	Joseph B. Blake	2/22/96
	Dezi A Kappes	2/22/96	Jeffrey Kappes	2/22/96	Jeffrey Kappes	2/22/96	Jeffrey Kappes	2/22/96

Petition for Nomination of Director to serve on the Board of Directors: Highlands Ranch Metropolitan District #3. Obtained from election records held at Highlands Ranch Metro District offices through an inspection request made to Terry Nolan, General Manager. Review of these records occurred in July, 2013.

In each instance, every candidate obtained exactly and only five signatures, precisely the number of signatures required by election law, despite the urging on the petition that “it is recommended that more than five signatures are acquired.” Every candidate signed the petition of every other candidate in this election, and each candidate’s spouse signed his or her petition. Vice President

Joseph Blake signed all four petitions. In all but one instance, every signature was obtained on the same day, February 22, 1996, six days before the deadline, although John Kilrow needed one more day to secure the signature of his wife, Lisa. The exact same sequence of events occurred for the four director seats on the Centennial Water and Sanitation District, as the same four candidates submitted petitions with the same five signatories, each of whom signed the petition the same day they signed each candidate's petition for Metro 3 director. To be clear, these candidates did nothing illegal. Their petitions were submitted on time and included the required number of signatures. However, no candidate made an effort to reach out to any residents of the community who were not employees of Mission Viejo Company. Such outreach might have helped educate and inform community members of the community's governance structure, the upcoming election, and the opportunity to participate in the governance of the community. Instead, the spectacle of these candidates simultaneously signing each other's forms to fulfill an electoral requirement to run for unopposed seats fails to inspire thoughts of a well-functioning democracy at the local level.³⁸

While Highlands Ranch developers (first Mission Viejo, then Shea Homes after 1996) exerted control of the Metro Districts through a combination of savvy dealings and voter apathy, developer control of the water district was even more absolute. "More and more people...are talking about a revolution [or] at least would like to take their fight to city hall," the *Denver Post* noted in 2004, "except there is no city hall." Although fewer than 100 Shea Homes employees were among the 76,000 Highlands Ranch residents in 2004, all five board members of the Centennial Water District, a special purpose district with contiguous borders with Highlands

³⁸ In 2015, Ormiston, Kershisnik, Kappes, and Kilrow still served as four of the five directors of Metro 5. *Highlands Ranch Metro District Messenger*, Summer/Fall 2015.

Ranch and complete control over water service provision and rates charged to users, were Shea Homes employees. In fact, since the creation of the district in 1980, every board member was an employee of either Mission Viejo, or Shea Homes after its acquisition of Mission Viejo. All elections were canceled under the same logic that many HRMD elections were canceled; the number of candidates did not exceed the number of open board seats. Only in the case of the water district, this eventuality was completely controlled by the developers. The Centennial Water District was formed within a 2.5-acre parcel wholly owned by Mission Viejo and later included in the sale to Shea Homes. Per the district's 1980 service plan, only residents of this parcel could serve as directors on the district board. Although no one, Mission Viejo or Shea Homes employees included, ever resided on this land, employees of these firms entered into "intent to buy" leases with the developers, which made them eligible to run for board seats under the water district's by-laws. Shea Homes' executives were unapologetic in their use of this tactic and unguarded in their reasoning. In 2004, Steve Ormiston, Vice President of Planning and continuously involved in the development of Highlands Ranch dating to his time as a Mission Viejo executive when it purchased the property in 1979, explained "If the board were now elected from the community at large, policies governing water services might be enacted that would prohibit [us] from completing Highlands Ranch." Highlands Ranch developers sought "to control the costs and continuity of development" to the benefit of its own interests. They did not do so to suppress democratic processes per se, or to act against the best interests of Highlands Ranch residents. They did so to remove barriers to the effective, efficient, and profitable completion of the development. Ormiston suggested that upon build-out in ten years, after the developers' work would be completed, the water district would likely be merged with the Metro Districts and governed by a popularly-elected board. Until then, residents wishing to participate

in the leadership of the public entity would have to wait. "Legal or not, having our water decisions made by the developer just isn't right," countered resident Kevin Skruch. "This is great for the developer, but totally wrong from a citizen's viewpoint," resident Dina Steeve noted, echoing Skruch's view. "They've removed the democracy that we go to war to protect elsewhere."³⁹

Throughout the entire build-out period of Highlands Ranch, the executives of the corporate developer and the directors of the many special districts that served the community were nearly exclusively one and the same. This permitted the company to control key decisions related to the development of the community, or at least prevent decisions that could make it more difficult to sell lots, houses, and commercial real estate. In the rare instances when the company articulated the reasons for its interest in serving on these boards, it acknowledged as much. At least part of its motivation related to its desire to avoid the potentially damaging effects that decisions made by residents might have on the freedom the company experienced in executing its development plan for the community. Certainly, Mission Viejo executives were community members as well as businessmen. They were residents and developers simultaneously; they lived in the community from its inception in the late 1970s, through and beyond the transfer to Shea Homes in the 1990. They felt genuine interest in serving their community and believed they balanced the best interests of the community and the company. These outcomes were not mutually exclusive. However, the design, creation, development, and governance of a small city from inception to build-out by a for-profit entity raises serious questions about the nature of democratic governance at the local level. As we will see, company

³⁹ Denver Post, "Waterpolitics steam residents: Highlands Ranch developer controls board," April 12, 2004, B2, B4.

leaders vehemently opposed any efforts by residents to institute a municipal form of governance for fear of losing control of development decisions.

Mission Viejo also exerted significant influence over the affairs of the HRCA in its early years. In 1986, for example, the company won three of the five board seats when delegates were presented with a ballot that listed exactly five candidates for five seats: three company members and two residents.⁴⁰ However, by 1990, Mission Viejo was losing its grip on the leadership of the HRCA. As previously noted, Mission Viejo controlled thousands of votes by virtue of its ownership of properties served by the HRCA. In 1990, the company controlled 2,260 votes for the director election, over twelve percent of total votes (recall, delegates voted for directors and controlled votes in proportion to properties located within his or her district). That year, six candidates ran for five seats, including company executives Blake and Jeff Kappes. Despite controlling so many votes, the company realized that it could not safely secure election for both Blake and Kappes. It sacrificed Kappes' candidacy by directing all of its 2,260 votes to Blake, who ultimately finished second in the election and won a seat. Kappes finished last and lost his seat on the board. Excluding Mission Viejo's votes, Kappes and Blake would have finished last and second-to-last, respectively. The next closest candidate, Ron Keenan, received roughly fifty percent more non-company votes than either Blake or Kappes (Table 4.3).

⁴⁰ Highlands Ranch Community Association, "Your Hometown Herald," Volume: No. 2, March, 1986.

Table 4.3: Highlands Ranch Community Association Board of Directors Election: Five Open Seats, 1990

Candidate	Affiliation	Status	Non-Mission Viejo votes		Mission Viejo Votes		Total Votes		Result
			#	%	#	%	#	%	
Vickey Starkey	Resident	Incumbent	4,027	25%	0	0%	4,027	22%	ELECTED
Joseph Blake	Mission Viejo	Incumbent	1,684	10%	2,260	100%	3,944	22%	ELECTED
Howard Wichter	Resident	Incumbent	3,196	20%	0	0%	3,196	17%	ELECTED
Perry Glantz	Resident	New Candidate	3,110	19%	0	0%	3,110	17%	ELECTED
Ron Keenan	Resident	New Candidate	2,422	15%	0	0%	2,422	13%	ELECTED
Jeffrey Kappes	Mission Viejo	Incumbent	1,606	10%	0	0%	1,606	9%	NOT ELECTED
			16,045	100%	2,260	100%	18,305	100%	

Highlands Ranch Herald, “Kappes out, residents in on board,” April 25, 1990.

Failed Efforts to Incorporate Highlands Ranch

The 1990 election signaled a shift in sentiment amongst some residents toward self-governance. Once the HRCA secured control of the association from Mission Viejo, its leadership began to examine incorporation, the next logical step in community self-governance. “Some residents are worried about how much control they will have over the community’s future,” explained a *Rocky Mountain News* reporter, particularly since “Mission Viejo Company...has stopped building homes and plans to sell the land to other builders.”⁴¹ The HRCA formed a committee to conduct an incorporation feasibility study on July 21, 1992. “It’s about time,” said Allen Chapman, president of the HRCA, “we need the ability to control our own destiny.” If Highlands Ranch incorporated in 1992, it would have instantly become the largest city in Douglas County, and the twentieth largest in Colorado. HRCA leaders believed that such a large community deserved better services and more formalized governance. “City government has an opportunity to provide services at a different level than what a county government [can],” HRCA Manager Gary DeBus argued. Anticipating potential concerns about increased costs of municipal governance, Chapman and Debus reminded residents that they were already paying for services from the Metro Districts (roads, water, sewer, parks), the county (sheriff), and the neighboring town of Littleton (fire

⁴¹ *Rocky Mountain News*, “Highlands Studies Incorporation,” June 12, 1990.

protection). All of these “arrangements [were] likely to continue,” at least while the city was in its formative phase. They also noted that a city of Highlands Ranch would be able to generate additional revenues by levying a municipal retail sales tax; only incorporated cities and towns were permitted by Colorado law to do so. It also could secure monies from the Colorado Highway Users Trust Fund, another revenue source legally available only to incorporated communities.⁴²

About fifty community members joined the “Incorporation Feasibility Committee,” which began its work in October, 1992. Immediately, the committee realized the extraordinary influence Mission Viejo Company and the Metro Districts could have over its work, and ultimately, the method of governance in Highlands Ranch. The developer still owned large amounts of contiguous land in Highlands Ranch, and under state law, any landowner with over forty acres of property needed to consent affirmatively to annexation. “One of the things that troubles me,” HRCA delegate Steve Hensen highlighted, “is that if Mission Viejo or the special districts are in their offices saying they won’t allow their property to be included, we’re all just howling at the moon and we might as well go home right now and play with our kids.” Committee member and former vice president of finance for Mission Viejo Jim Creager thought the company would not consent. “Would you blame them?” he asked. “Would you want another level of government telling you what to do?”⁴³ In addition, the Metro Districts, as entities formed under the state of Colorado and not local authorities, could not be eliminated easily, even though a municipality could provide those services to the community. “To try and unwind those special districts would be a nightmare,” Hensen acknowledged. As early as October 30, 1992, the committee accepted this reality. Even under a new city of Highlands Ranch,

⁴² *Rocky Mountain News*, “Cattle Spread Tries to Grow Into City,” August 2, 1992.

⁴³ *Highlands Ranch Herald*, “Incorporation committee wrangles with many questions,” October 2, 1992.

the committee “recommended keeping the districts in place and simply utilizing their services on a contractual basis.”⁴⁴

In February, 1993, before the committee even completed and issued its report, Mission Viejo Company provided the answer expected by the committee: it would not support incorporation. “The majority of our land is not developed yet,” Mission Viejo spokesman Andy McCown noted. He declared that the company would opt to exclude large sections of the ranch from the new city, citing “the requirement of new taxes and fees and the possible and unnecessary impacts of premature incorporation on the orderly growth and development of Highlands Ranch.” Although McCown did not explain what he meant by “premature incorporation” or what “unnecessary impacts” incorporation might have, this represented merely the latest incident of the company reacting negatively to the prospect of losing control of development decisions. Another company official, Senior Vice President Jerry Poston, argued “that incorporation at this time may be counterproductive to a growing economic base since new businesses would be more inclined to locate in adjacent areas where city taxes don’t exist. The company suggested incorporation should be delayed for at least ten more years.”⁴⁵

Without the developer’s lands, a city of Highlands Ranch would have resembled a patchwork quilt of properties or a gerrymandered congressional district, with some areas included and other adjacent areas excluded. The new city would lack the economies of scale and contiguous landmass needed to efficiently provide services and spread the costs of those services across the entire community. Exclusion of undeveloped lands would also deprive the new city of \$2.4 million in use taxes on construction materials realizable when those lands were developed. In their feasibility analysis, incorporation advocates determined that those revenues were necessary to balance the

⁴⁴ *Highlands Ranch Herald*, “Incorporation committee moves forward with calculations,” October 30, 1992.

⁴⁵ *Highlands Ranch Herald*, “Viejo declines support of HR incorporation,” February 19, 1993.

municipal budget. As Poston suggested, commercial businesses might gravitate toward the unincorporated sections of Highlands Ranch, given the absence of a local sales tax. Plans for a financially-viable new city relied upon a proposed 3.5% local sales tax as a principal revenue source. In the end, the feasibility committee capitulated on those grounds. It concluded in August, 1993 that incorporation would be too costly, and recommended annual reconsideration of the question. Committee members suggested that a time would come for incorporation once commercial and retail activities grew enough to expand the potential tax base.⁴⁶

A more serious effort to incorporate, also spearheaded by the HRCA, occurred in 1997. Many in the community, particularly the HRCA's leaders, remained concerned about the community's future and continued to seek stronger local control of the community's affairs. In addition, new threats of annexation by neighboring communities elevated the urgency of the incorporation question. In 1996, the neighboring small but wealthy enclave of Lone Tree incorporated into a municipality of its own, and some worried that the new city would look westward to Highlands Ranch for expansion. "That might be something we'd be interested in," Lone Tree Mayor Jack O'Boyle casually declared in the midst of the latest incorporation squabbles at Highlands Ranch. The new city of Lone Tree covered only one square mile, only about three percent of the land area of Highlands Ranch. It housed a mere 3,000 residents at the time of its incorporation. In their energetic efforts to launch the new city, Lone Tree officials volunteered their time, and sold t-shirts, license plate holders, and hats to generate needed funds. That such a tiny and fledgling municipality could pose a viable threat to Highlands Ranch and its tens of thousands of residents highlighted the vulnerability of remaining unincorporated in suburban Colorado.⁴⁷

⁴⁶ *Rocky Mountain News*, "Incorporation termed too costly," August 4, 1993, 5a.

⁴⁷ Fears of Lone Tree's expansionist aims proved well founded over the following two decades. By 2015, Lone Tree had grown to 9.6 miles, absorbing valuable retail and commercial areas along I-75 and C-470 through multiple annexation events. *Highlands Ranch Herald*, "Would Lone Tree annex Highlands Ranch?" August 22, 1997. Colorado Community Media, "Before Growing Tall, Lone Tree started small."

In March, 1997, at the urging of the HRCA, three graduate students at the University of Denver undertook another incorporation feasibility study under the direction of Professor Gordon von Stroh, a Highlands Ranch resident, HRCA leader, and incorporation advocate.⁴⁸ Their report, referred to as the “APEX Study” since the students called themselves the APEX Group, found that growth and changing circumstances now made a new city of Highlands Ranch financially viable. New commercial activity along the development’s northern edge would help generate enough revenues from a proposed 3.5% city sales tax to fund the city’s budget without any property taxes at all. The addition of a modest local property tax would generate an additional \$116 per house and leave the new city with a significant surplus. The new city’s \$5.7 million annual operating budget would cover new costs for municipal leadership including a town manager, a finance department, and annual debt repayment costs from a \$7 million bond for a new municipal building and other start-up costs. The students heeded the lessons of the earlier incorporation drive, and automatically assumed that Mission Viejo would choose again to exclude its property from the new city. Mission Viejo indeed reaffirmed its unwillingness to include its lands within the incorporation boundary. “Our position remains the same,” company spokeswoman Cheryl Haflich bluntly stated upon release of the report. The APEX study also presumed the continued existence of the Metro Districts. The financial projections for the new city covered payments to the Metro Districts for water, sanitation, and other services, as well as payments to Douglas County for police protection, and to the town of Littleton for fire protection.⁴⁹

<http://coloradocommunitymedia.com/stories/Part-1-of-3-Before-growing-tall-Lone-Tree-started-small,202702>, accessed November 26, 2015.

⁴⁸ Von Stroh died in 2012. He was remembered as a “Highlands Ranch legend” after twenty years of service to the HRCA. *Highlands Ranch Herald*, “von Stroh was active in business, Highlands Ranch,” posted online March 20, 2012.

⁴⁹ *Highlands Ranch Herald*, “Incorporation could happen next year,” March 14, 1997. *Denver Post*, “Highlands Ranch, the city: Study finds move feasible,” March 13, 1997.

On June 26, 1997, three months after the APEX Study was released, the five Metro Districts took an unusual step by issuing a unified summary response document that rebuked the conclusions of the feasibility study. “Why try change what is working so well, when there is nothing fundamentally wrong with the existing community form?” the unsigned statement declared. Arguing that Highlands Ranch residents already received “a healthy combination of quality public services at affordable costs” from “government agencies and community-based associations [that] have worked together,” the Metro Districts continued to question the need for a city. Their three-page report, titled “Incorporation for Highlands Ranch is not Practical at This Time,” included ten arguments that refuted the primary assertions of the APEX study. First, the Metro Districts noted that a 3.5% sales tax and new property tax did not represent a “small additional tax burden,” as suggested by the APEX Group and the HRCA, particularly since “a city structure would add an additional layer of government with no new services.” Five of the other points suggested that the new city’s costs would prove to be higher than the APEX Group assumed, including road maintenance, start-up costs, borrowing costs, library operation, and overall cost per resident. The Metro Districts argued that the APEX Group’s growth projections were too optimistic, and that fewer properties would opt to join the new city. The Metro Districts concluded by noting that “incorporation is an option, not necessarily a goal,” and that the Metro Districts, “governed by twenty elected representatives, will continue to...look at options for the strongest form of community government.”⁵⁰ Incorporation advocates reacted strongly against the declaration. “I was disappointed with the Metro Districts,” noted Scott Cook, the chairman of the Incorporation Feasibility Committee, an entity formed by the HRCA. “They did not take the time to look at the issue,” he continued, asserting that “it was a knee-jerk reaction because they felt threatened.”⁵¹

⁵⁰ Highlands Ranch Metropolitan Districts, “Incorporation for Highlands Ranch is not Practical at this Time,” Prepared June 26, 1997. Douglas County Library.

⁵¹ *Douglas-County News Press*, “Metro Districts opposes Ranch incorporation,” July 8, 1998.

Despite Metro District opposition, incorporation took a significant step forward in 1998 when the Incorporation Feasibility Committee declared its intention to hold a community vote on the question of incorporation by November 1999. The committee particularly focused on the imperative of local control in stating the case for incorporation. For example, while the Douglas County Sheriff's Office provided police protection to Highlands Ranch, as it did to other parts of the county, the committee argued that it was "not set up to be a metropolitan police department" that it felt the community needed. Additionally, Cook noted that "the county told (the committee that) the current level of service being provided by the county is not something that can be sustained," given the rapid growth of Highlands Ranch. Cook also cited a limited community voice in county affairs and a loss of control over property tax revenues as further reasons for incorporation.⁵² Recurring worries about the annexation aims of nearby communities also fueled the desire for an incorporated municipality. In addition to an expansionistic Lone Tree to its east, a larger annexation battle loomed to the immediate north of Highlands Ranch and threatened to engulf the community as well. Tiny, wealthy Greenwood Village sought to annex a massive tract of unincorporated lands in southern Arapahoe County containing valuable commercial and residential real estate and its robust potential for property and sales taxes. After years of contentious battles in the courtroom and the media, the new city of Centennial was formed in 2001 with over 100,000 residents, one of the largest incorporations in United States history.⁵³ (This landmark event in the history of Denver's suburbs will be further evaluated in chapter five and the epilogue.) In the midst of these proceedings, incorporation advocates in Highlands Ranch felt a great sense of urgency to resolve its own municipal status. "We know it's do or die," said David Avrin of the HRCA. "If we don't do it now, somebody else will take [our] commercial land for their own." Following its instincts that a strong form of local

⁵² *Douglas-County News Press*, "Metro Districts opposes Ranch incorporation," July 8, 1998.

⁵³ *Denver Post*, "Childhood's end," September 14, 2000.

governance was needed, the committee proposed a “home rule city” structure with a council/manager form of government that would own decisions over taxation, zoning, and city ordinances. The new city would be funded by a new local property tax of \$50 per \$100,000 of assessed valuation annually, and a new three percent sales tax on goods and services purchased within the boundaries of the new city.⁵⁴

Throughout 1999, incorporation advocates launched a series of efforts to educate residents on the benefits of incorporation to build support leading up to an anticipated November referendum. Similar to prior incorporation efforts, the HRCA was the driving force behind this initiative. At this point, the HRCA disbanded the Incorporation Feasibility Committee and formed a new one, the Community Information Committee (CIC), with virtually the same membership, and still chaired by Scott Cook. This move reflected a pivot away from merely considering incorporation to advocating for its enactment. The committee set a June 1, 1999 deadline for determining if a November election could take place on the question. Between February and June, a number of open forums and community discussions were held across Highlands Ranch. Although lightly attended, these meetings generated intense debate and included spirited opposition to the aims of the CIC. Discontent with the proposal centered upon three primary concerns: distaste for increased taxation, confusion and outright anger over the proposed boundaries of the new city, and general confusion about the meaning of incorporation and motivation behind its advocacy. (A fourth matter – the rights and limitations of the HRCA’s ability to utilize association time and money to persuade residents to support the proposed measure – will be addressed below).⁵⁵

Unlike its vocal opposition in the aftermath of the APEX study in 1997, the Metro Districts remained relatively quiet, realizing the burden fell squarely on the HRCA to convince the electorate

⁵⁴ *Douglas-County News Press*, “Residents may seek city status,” February 19, 1999.

⁵⁵ *Douglas County News-Press*, “CIC not registered as a committee,” April 8, 1999.

that a municipal structure was worth the added tax burden. Early in the debate, an opposition group initially named “Citizens Concerned About Incorporation,” (CCAI) later renamed “Citizens Against Raising Taxes,” (CART) formed under the leadership of Shirley George and Nick Robinson to “answer questions...that have not been answered by the Highlands Ranch Community Association’s incorporation feasibility committee.”⁵⁶ George expressed repeated concerns about increased taxation. “When you come right down to the bottom line,” she argued, “it hits you right in the pocketbook.” George and other members of the committee remained unconvinced about any potential benefits of a municipal government, and were resolutely opposed to any incremental cost. George also expressed confusion about the motivations of incorporation advocates. “What is to be gained by incorporation?” she asked. “Is it power, is it jobs, or is it money in their pockets?”⁵⁷

Perhaps the most damaging development to the prospect of incorporation involved the misguided efforts of incorporation advocates to include two adjacent neighborhoods outside of Highlands Ranch: Wildcat Ridge, a development with 560 homes, and MacArthur Ranch, a development with seventy-three homes. City advocates did so to extend Highlands Ranch borders to provide access to Interstate 25, located just to the east of Highlands Ranch, and to avoid leaving small pockets of developed lands outside of the proposed new city. However, the CIC inexplicably failed to notify residents of these communities of their inclusion before publishing a map of the proposed city. Few Wildcat Ridge or MacArthur Ranch residents welcomed the prospect of joining a large new city, particularly when they had never before identified with Highlands Ranch. “This is another way to chip away at our freedom,” Oklahoma native George McMakin noted. He and his wife Lequita had moved to Colorado for “elbow room” fourteen years earlier and already chafed

⁵⁶ *Douglas County News-Press*, “Citizens Concerned about Incorporation meeting draws 100,” March 18, 1999.

⁵⁷ *Douglas County News-Press*, “Incorporation forum addresses issues such as taxes, government,” September 16, 1999.

while watching Highlands Ranch gradually spread toward their house.⁵⁸ “When someone puts you on the map without communicating it obviously makes you defensive,” explained Wildcat Ridge resident and community association board member Thomas Sandagaard. As a result, residents from these communities joined the CCIA and became some of its most vocal members in opposition to incorporation. Efforts to include acreage outside Highlands Ranch also stoked the ire of Lone Tree, which had included these same lands within its plans for future annexation. Inexcusably, CIC members were unaware of this, despite the existence of a Lone Tree comprehensive plan filed with the county that asserted rights to input and influence over zoning issues in Wildcat Ridge. Lone Tree Mayor Jack O’Boyle approached the committee in March to explain that he “look[ed] upon this as intrusion upon his space.”⁵⁹ The inclusion of these developments proved controversial and stirred up significant discontent that was extensively covered in the press. It was a needless diversion that proved to be a serious misstep by creating suspicion among many residents about the true aims of the pro-incorporation forces, and it served to galvanize the opposition. A *Rocky Mountain News* writer called the boundary controversy a “political distraction” just as officials were launching education efforts and public discussion forums.⁶⁰ For a community minimally aware of its form of governance and largely disengaged from local public policy, such a public controversy provided another reason to distrust the proposal and remain with the status quo.

In the end, this most recent push to incorporate Highlands Ranch sputtered in just a few months. On April 20, 1999, the CIC announced that it would delay efforts to put the question to a community vote for another year, targeting November, 2000. “This will give us time to get everything in order,” explained CIC member Greg Bloom. “We just realized we’re not doing a great

⁵⁸ *Rocky Mountain News*, “Don’t fence them in,” April 11, 1999.

⁵⁹ *Douglas County News-Press*, March 25, 1999.

⁶⁰ *Rocky Mountain News*, “Don’t fence them in,” April 11, 1999.

job of education,” he added.⁶¹ By November, 1999, incorporation advocates pushed the targeted election date back another year in the face of continuing confusion and opposition within the community. Just one month later, and less than one year after the CIC was formed to replace the Incorporation Feasibility Committee, CIC halted the incorporation initiative altogether. In its place, advocates of all sides of the question agreed to form a “partnership or committee with directors from Shea Homes, the Highlands Ranch Metro Districts, and the Highlands Ranch Community Association to look at issues surrounding the community and its future.” Terry Nolan, general manager of the Metro Districts, continued to express a belief that all of Highlands Ranch’s many existing service providers – the Metro Districts, water and wastewater district, fire protection districts, community association, developer, and county (sheriff’s office, library) – “do a wonderful job.” Thus, future collaborative efforts would evaluate ways these service providers could improve service delivery rather than consider alternative structures of governance. CIC members, while not ceding all hope that incorporation would occur someday, seemed resigned to the fact that this might not happen. “In the next three to five years, we probably don’t need to force incorporation,” Bloom conceded.⁶²

While the Metro Districts welcomed the termination of incorporation efforts by the HRCA, Nolan acknowledged “contentious issues between the Metro Districts and the community association...need[ed] to be dealt with,” and he expressed hope that the “HRCA and Metro Districts would join forces and therefore speak with one voice.” Bloom reserved the right of the CIC to reformulate and reopen the issue of incorporation if HRCA and the HRMDs could not make progress in strengthening and unifying community governance.⁶³ However, as we have seen, the spirit of

⁶¹ *Rocky Mountain News*, “Highlands Ranch delays incorporation ballot issue,” April 21, 1999.

⁶² *Douglas County News-Press*, “Incorporation efforts put on hold, for now,” December 15, 1999.

⁶³ *Douglas County News-Press*, “Incorporation efforts put on hold, for now,” December 15, 1999.

collaboration between HRCA and the Metro Districts evaporated almost as soon as it formed. The HRCA/Metro Districts Collaboration Committee, formed in 2000, dissolved in early 2001 over disputes about softball teams and bus stop billboards. This failure did not ignite further efforts to incorporate Highlands Ranch. Instead, it was the Metro Districts that took the next tangible step toward strengthening the existing form of governance and making it less likely that one of the nation's largest unincorporated communities would ever become its own city.

Metro District Consolidation

With the question of incorporation seemingly settled for the moment, the Metro Districts themselves conducted a successful movement from 2004-2006 to consolidate four of the five Highlands Ranch Metro Districts, each with its own five-member board of directors and providing services to a distinct geographic subsection of Highlands Ranch, into a single consolidated Metro District.⁶⁴ If formed, the consolidated Metro District would become one of the largest special districts in the United States, providing comprehensive public services to about 80,000 residents. A single unified district would be run by a seven-member board elected by the entire community, eliminating the previous system where residents were divided into smaller districts of equal sizes and served by representatives only working for residents of that district. General Manager of the Metro Districts Terry Nolan articulated a number of advantages to the proposed consolidation. He suggested that it would improve the efficiency of local governance by eliminating duplicative activities and expenditures such as insurance and audit fees, resulting in modest cost savings. A single district would avoid the ever-present confusion amongst residents about their government. "People don't

⁶⁴ Recall, four of the five metro districts – Highlands Ranch Metro District 1, 2, 3, and 4 – served residential areas and were included in the consolidation plans, while the fifth, Highlands Ranch Metro District 5, essentially was a shell entity covering the yet-to-be-developed lands still owned by Shea Homes. It provided no services, though it did have a board of directors.

know which district they live in [and] they don't know who their board members are," noted Nancy Jensen, a board member of Metro 2.⁶⁵ A unified district also would permit the leveling of tax rates; residents of some districts paid more taxes than others due to arbitrary factors. Perhaps most importantly, a single government would lead to a closer sense of community rather than a perpetuation of the current federation of neighborhoods and districts.⁶⁶

Opposition to consolidation centered upon issues of representation and an overall lack of confidence in the Metro Districts. Steve Taraborelli, a concerned resident who formed a group called Citizens for Representation to oppose the consolidation initiative, argued that representation would suffer. "With 20 members of the board, the ratio is 2,250 (adult residents) to 1 (representative)," he observed, while "after consolidation, it would be 6,429 to 1, leaving 4,971 people disenfranchised." Taraborelli clearly displayed a flawed understanding of disenfranchisement (in addition to faulty arithmetic), since all residents would be represented under a newly consolidated board. In fact, all directors would represent the entire community under the proposed scheme, not a specific district, so each resident could call upon seven directors rather than just five directors under the multiple metro district model. However, Taraborelli correctly highlighted the point that fewer directors would lead potentially to less personal representation, a fact that Terry Nolan also acknowledged. "Going from twenty board members to seven means that it's less likely you will have an elected representative from your neighborhood," Nolan explained, a loss that presented residents with "something to think about" when determining their vote.⁶⁷

⁶⁵ *Denver Post*, "Highlands Ranch ballots in," May 2, 2006, p. B-04.

⁶⁶ *Highlands Ranch Herald*, "Metro Districts consider consolidation," January 14, 2004. Although each Metro District was a separate unit of governance with its own board and elected officials, Terry Nolan and other paid administrative employees worked for all districts in aggregate. As a result, estimated cost savings from consolidation were low - \$45,000 annually, less than one dollar per resident.

⁶⁷ *Denver Post*, "Is 1 head better than 4? Highlands Ranch weighs board merger," September 15, 2005, p. 6a.

Tim LaMacchio, a board member of Metro 4 and consolidation critic, levied more serious charges against the Metro Districts, suggesting consolidation would further entrench an ineffective governance model. “If you haven’t been to an HRMD meeting, you don’t realize how dysfunctional this local government is,” LaMacchio stated caustically in a letter urging a vote against consolidation. He accused Metro District leadership of deploying an “authoritarian style” that was “Machiavellian.” He suggested “trust in HRMD has deteriorated to the point of nonexistence,” with exasperated Highlands Ranch residents avoiding involvement because “it’s a waste of time,” and since they felt “unable to have any true impact.” He closed by suggesting “consolidation will decrease community representation dramatically.”⁶⁸

In the weeks leading up to the election, residents on both sides of the issue attempted to galvanize support in the face of ongoing confusion and low levels of interest. Thirteen days before the election, only “a tiny group of people turned out to hear a debate between opponents and proponents of consolidation,” noted *Douglas County News-Press* reporter Robyn Lydick.⁶⁹ Despite pockets of concern, the final vote registered a solid victory for pro-consolidation forces, though with characteristically low voter turnout. After years of discussion and extensive efforts to inform the community of the ballot initiative, only 7,536 votes were cast, representing a turnout rate of about fifteen percent (although this represented a sharp increase from prior Metro District elections; as previously examined, only 2,442 ballots were registered in the prior nine bi-annual elections combined, an average of just 271 per election). About seventy-percent of ballots supported consolidation.⁷⁰

⁶⁸ *Douglas County News-Press*, “Consolidation is a Matter of Trust in Metro Districts,” April 13, 2006.

⁶⁹ *Douglas County News-Press*, “Nothing new in consolidation debate,” April 20, 2006.

⁷⁰ *Douglas County News-Press*, “Consolidation passes solidly,” May 4, 2006.

Metro District consolidation certainly represented a sensible and logical action at this stage of development, when the community was approaching build-out. Highlands Ranch benefited from the existence of several Metro Districts during its first quarter-century of construction and growth, when neighborhoods passed through different stages of development at different times. Across the ranch, development occurred unevenly, and a multitude of smaller, localized special districts allowed for a targeted, timely, and cost-effective provision of new infrastructure and services. As a result, residents of more developed neighborhoods avoided subsidizing newly-developing neighborhoods, which could have occurred if a single metro district had served the entire community from the very beginning.⁷¹ At the time of Metro District consolidation, development of the ranch was approaching maturity, and the continued maintenance of multiple districts no longer proved necessary. As a result, reaction to Metro District consolidation was favorable, even among historical foes and supporters of incorporation. “This will make it easier for HRMD and HRCA to work together for the betterment of Highlands Ranch,” noted Nick Robinson, who at times served on the boards of both the Metro Districts and the HRCA and often expressed frustration with working relationships between the organizations.⁷² County officials also expressed optimism about the relative benefits of a single metro district. All three Douglas County Commissioners approved of the consolidation initiative, even though some ultimately preferred incorporation. “Anytime we can reduce government, bring things together, make things work a little more smoothly, it’s got to have a positive effect on future tax rolls,” concluded Commissioner Mike Maxwell. Senior county planner Bill Fowler noted that “improved efficiencies cannot be realized without consolidation.”⁷³

⁷¹ Developing neighborhoods required costly infrastructure and capital investment. The governmental entity would likely need to issue debt to obtain proceeds to spend on road construction, traffic lights, utility infrastructure, and parks. Mature neighborhoods primarily expend resources on operating expenses.

⁷² *Douglas County News-Press*, “Consolidation passes solidly,” May 4, 2006.

⁷³ *Denver Post*, “Highlands Ranch consolidation favored,” February 23, 2006, p. B-01.

However, such praise merely reflected the relative benefits of reducing four duplicative districts to one rather than the appeal of a consolidated Metro District compared to an incorporated city. In fact, the period of the consideration of Metro District consolidation saw surprisingly little debate about the question of incorporation. Terry Nolan and Metro District leadership, as always, remained opposed to incorporation and fervently deflected further consideration of the question. They spent significant time educating the community that the question of Metro District consolidation was separate and distinct from incorporation. “This is about the Metro Districts alone,” Nolan noted in 2005.⁷⁴ “This consolidation effort has...nothing to do with becoming a city,” he repeated the following month, as the consolidation vote neared. He reminded the community that “the Metro Districts have historically been against incorporation.” Metro 1 Board Chairman Allan Dreher echoed this viewpoint, a common refrain from Metro District officials. “There is really no reason to incorporate,” he said, suggesting it always leads to higher taxes.⁷⁵ This feeling was nearly universal among the elected Metro District board members. The *Denver Post* reported in 2006 that “all but one of the 20 sitting board members who serve residential areas [i.e., excluding Metro 5] have said they would oppose forming a city in the future.”⁷⁶ The one member supporting incorporation, Kathy Smith, was a longtime critic of the Metro Districts. She previously challenged the commitment of Metro District leadership to transparency in governance, asking board members if they actually preferred lower turnout in elections and asserting that major issues in the past “were passed without participation.”⁷⁷ When board membership was reduced from twenty members under four active districts to seven under the consolidated district, Smith was not retained.

⁷⁴ *Denver Post*, “Is 1 head better than 4? Highlands Ranch weighs board merger,” September 15, 2005, p. 6a.

⁷⁵ *Douglas-County News-Press*, “Issue confuses residents,” October 13, 2005.

⁷⁶ *Denver Post*, “‘Town visionary’ ready to serve,” June 12, 2006, p. a1.

⁷⁷ Colorado Community Media, “Looking back at 2005 in the Ranch,” December 29, 2005. <http://coloradocommunitymedia.com/stories/Looking-back-at-2005-in-the-Ranch,34763>, accessed January 3, 2006.

Despite the continued protestations of Metro District leadership, some saw consolidation as a logical step towards incorporation and predicted another push in the coming years. Immediately after the vote affirming consolidation, Metro District foe Steve Taraborelli believed incorporation to be inevitable. In a move that was part comedy and part protest, he declared his candidacy for mayor for the future city of Highlands Ranch. This “gives me three to five years of name recognition and listening to residents,” in preparation for the mayoral election, he noted.⁷⁸ State and county officials also presumed the community would eventually recognize that an incorporated city would secure a stronger voice in state and regional affairs. “As a city, you have a mayor and a council that can sit down with governors, senators, and all manners of heads of state,” explained Sam Mamet, Associate Director of the Colorado Municipal League. “You’re looked at a lot different than if you’re a collection of special districts or homeowners’ associations.”⁷⁹ “I’m a supporter of the ultimate incorporation of Highlands Ranch,” noted Douglas County Commissioner Steve Board, believing the community would eventually opt to become a city.⁸⁰

In reality, Metro District consolidation made incorporation much less likely. In the decade following consolidation through the present day, no incorporation effort again has emerged. Evan Goulding, executive director of the Special District Association of Colorado, noted that a consolidation of metro districts in the state had never before occurred.⁸¹ Given the state’s unusual and continued acceptance of governance by metro district, the merger of some of the state’s largest

⁷⁸ *Denver Post*, “‘Town visionary’ ready to serve,” June 12, 2006, p. a1. In an odd twist, Taraborelli actually vehemently opposed incorporation much like he opposed metro district consolidation, largely under the premise that larger government is expensive and undesirable. However, he saw incorporation as inevitable in the aftermath of consolidation. He used an example to explain his interest in serving as mayor of the new city, “Say you’re in a family and the kids want a dog, but the husband and wife are against getting a dog. If you’re going to wind up getting a pet anyway, the parent at least wants to say what kind of dog.”

⁷⁹ *Denver Post*, “Is 1 head better than 4? Highlands Ranch weighs board merger,” September 15, 2005, p. 6a.

⁸⁰ *Denver Post*, “Highlands Ranch consolidation favored,” February 2, 2006, p. 4b.

⁸¹ *Denver Post*, “Is 1 head better than 4? Highlands Ranch weighs board merger,” September 15, 2005, p. 6a.

metro districts into an enormous consolidated district diminished the prospect of the community becoming a city. As previously noted, all metro districts were creations of the state. A metro district would not automatically vanish if and when incorporation of an area it served occurred, and the Highlands Ranch Metro Districts consistently showed no inclination to disband should a city of Highlands Ranch eradicate the continuing need for them. Jim Worley, general manager of the Metro Districts in the mid-1990s, expressed willingness to co-exist with a hypothetical city of Highlands Ranch. “Either way, it doesn’t matter to me,” he quipped, without offering any indication that a city might subsume the role that the Metro Districts played.⁸² After assuming the general manager role from Worley, Terry Nolan also simply assumed a city would be additive to the Metro Districts. “Becoming a city is another level of government,” he continued, repeating an assertion he made repeatedly during the various efforts to incorporate Highlands Ranch over the prior fifteen years.⁸³ “We are a separate organization, with elected officials,” he said in 1998. “We would most likely continue to operate” regardless of whether residents formed a city.⁸⁴ As previously highlighted, Metro District leadership consistently cited the specter of increased taxes and duplicative governmental layers and services in staunchly opposing incorporation efforts. In a community with strong small-government sentiment and an aversion to taxes, this argument carried the debate. Metro District leadership – its elected officials and salaried administrators – did not offer the possibility of retrenchment or elimination to alleviate the problem of rising taxes and needlessly overlapping services. Thus, although they held the solution to the very problem they argued would arise should incorporation occur, Metro District leaders consistently opted to preserve the status quo, and in effect blocked the community from becoming a city.

⁸² *Rocky Mountain News*, “Highlands Ranch looks into cityhood,” February, 1997.

⁸³ *Denver Post*, “Is 1 head better than 4? Highlands Ranch weighs board merger,” September 15, 2005, p. 6a.

⁸⁴ *Douglas County News-Press*, “Metro District opposes Ranch incorporation,” July 8, 1998.

Despite the prediction of increased voter interest and community engagement with a more centralized model of governance, participation in the consolidated Highlands Ranch Metro District elections and civic interest in leadership positions has remained low. In 2014, for example, candidates for three of the five open director positions ran unopposed. Only two candidates ran for a fourth seat, and three ran for the last seat. Thus, in a community of nearly 100,000 residents, seven individuals ran for five seats. In the election, a total of only 1,463 ballots were cast despite a mail-in option and a lengthy voting period. This represented a turnout rate of less than three percent of eligible voters.⁸⁵ Only 210 people cast their ballots on Election Day in person at a polling station. Thus, aside from the one-time increase when the question of Metro District consolidation was on the ballot in 2004, and a modest boost in voter interest in 1994, turnout for bi-annual director elections routinely has been well below five percent. By contrast, two recent studies of mayoral elections estimate turnout averaging between twenty-six and twenty-seven percent in incorporated cities in the United States.⁸⁶

In addition to voter confusion about HRCA and the Metro Districts, individuals working for these entities also lacked a clear understanding of the rights and limitations of their entities. Occasionally their actions ran afoul of the law itself. Sometimes they simply exceeded the authority that residents were willing to grant to them. As previously examined, the HRCA discovered the limits of its authority when it advocated for incorporation to a confused citizenry that was suspicious of its motivations.

⁸⁵ Highlands Ranch Metro District, “Highlands Ranch Metro District director election results,” Press Release, May 7, 2014. The community housed over 93,000 residents at that time.

⁸⁶ Thomas M. Holbrook and Aaron C. Weinschenk, “Campaigns, Mobilization, and Turnout in Mayoral Elections,” *Political Research Quarterly*, (15 July 2013): 6, accessed January 2, 2016, doi: 10.1177/1065912913494018. Neal Caren, “Big City, Big Turnout? Electoral Participation in American Cities,” *Journal of Urban Affairs* 1 (2007): 31-46.

During the first decade of the twentieth century, both the HRCA and the Metro Districts worked to advance other issues that they believed were in the community's best interest, but in the process discovered that the law and some residents found these actions objectionable. To be sure, the HRCA and Metro Districts acted in good faith, and governmental misdeeds are by no means limited to community associations and special districts. Yet in another illustration of the difficulties inherent in the governance of a city in all but name, the HRCA and Metro Districts often demonstrated a measure of political amateurism and were forced to backtrack when residents questioned their rights and authorities.

In August, 1998, the HRCA promised that it would play an unbiased role in the community's consideration of the incorporation question, despite years of clear and persistent public advocacy of incorporation. Recognizing community awareness of its prior advocacy and that some might find this problematic, the HRCA tried to assure the community otherwise. "Several news reports have indicated that the HRCA is pro incorporation," the board of directors acknowledged in a newsletter to the community. "This is simply not the case at this time...the facts, both pro and con, must be fully evaluated."⁸⁷ In attempting to fulfill this unbiased charter, the Incorporation Feasibility Committee submitted a proposal totaling 'several hundred pages' to the HRCA in February, 1999. The proposal included a recommendation for a \$20,000 allotment to be used to educate the community, in an unbiased manner, about the proposed referendum on the question. An advisory committee of the HRCA approved this proposal and the allocation of funds by a 23-7 vote; the full board of directors endorsed this at their February 16, 1999 meeting. Controversy arose immediately over the allocation of homeowner dues for actions that some deemed to be political advocacy on the matter. Opponents were further rankled by a later revelation that most of the funds would be spent conducting the election itself rather than community education efforts. These concerns were

⁸⁷ Highlands Ranch Community Association, HRCA News, August, 1998.

confirmed in part by the revelation that only \$50 of the allotment was spent for educational purposes, and even that was merely for overhead transparencies for use at community meetings.⁸⁸ Likewise, incorporation foes blasted the refusal of HRCA leadership to release a legal opinion that its directors received from its lawyers on the question of incorporation, citing attorney-client privilege. On April 27th, three residents, including one delegate of the HRCA, filed for an injunction in Douglas County District Court, seeking release of the legal opinion and information about the utilization of the \$20,000 in funds. In a separate charge, opponents accused the CIC of failing to register with the state of Colorado as a committee, an act that would have granted it certain rights and privileges. As previously highlighted, the HRCA later abandoned its efforts to conduct a referendum on incorporation as a result of these and other controversies.

At other times the Metro Districts also acted in a manner found objectionable enough by residents to pursue legal action. In 2002, the Metro Districts actively campaigned to promote funding for a number of cultural amenities, including an arts building, senior center, and historical park. In March, the Metro Districts formed the “Enhance the Ranch Committee” to consider a bond election to fund the desired capital projects. They printed and mailed brochures on August 22 to the entire community titled “Enhance the Ranch Report to the Community,” describing the proposed projects. Five days later, the Metro Districts formally established Ballot Issue 5A for the community to decide upon the bond issuance (a referendum that would eventually lose by a three-to-one margin). Subsequent to this date, the Metro Districts paid for three invoices related to the printed materials and mailings. Some residents argued that this act was illegal under the Colorado Fair Campaign Practices Act, which stated that “no...political subdivision [of the state] shall...expend any public moneys from any source, or make any contributions, to urge electors to vote in favor of or against any local ballot issue” after the title of the issue was legally fixed. Resident Kevin Skruch, who

⁸⁸ *Douglas County News-Press*, “Special meeting scheduled: HRCA to discuss rescinding approval for \$20,000.”

would later secure election to a director seat on Metro 2, successfully brought suit against the Metro Districts, resulting in a de minimis fine of \$300. The court determined that the Metro Districts illegally took a number of actions to promote the initiative, citing its efforts to identify “allies and enemies” of the proposal and then ensure only allies filled seats on the Enhance the Ranch Committee. Additionally, the court determined that the four-page, glossy-colored brochure mailed to residents “was entirely a positive description of the four projects,” and “contained no arguments against the projects.” Metro 3 and Metro 4 appealed the court ruling on principle (Metro 1 and Metro 2 declined further participation in the legal matter). On December 30, 2004, over two years later, the Colorado Court of Appeals issued a 2,760-word opinion affirming the decision of the lower court and retaining the \$300 fine.⁸⁹ Dissonant Metro District board member Tim LaMacchio cynically argued in 2006 that Metro District leadership felt no real remorse for the outcome, noting that a fellow board member believed it was simply a case of “a judge who has nothing better to do.” However, the Metro Districts learned the lesson. In the period leading up to the Metro District consolidation vote in 2006, Terry Nolan instructed Metro District staff “not to do anything resembling campaigning.” “I sent out a memo to the entire staff that the fair campaign practices act is in effect,” he told the *Douglas County News-Press*, and “they know they can [only] factually answer questions.”⁹⁰

Given all the ways local governmental entities can act improperly, these violations of public advocacy restrictions by the HRCA and Highlands Ranch Metro Districts were fairly minor misdeeds. Like the trivial squabble between the Metro Districts and the HRCA over softball fields and batting cages, these missteps did not reflect crises in governance. They were, however,

⁸⁹ *Douglas County News-Press*, “Consolidation election ready to proceed,” March 9, 2006. Colorado Court of Appeals, No. 03CA1332, In the Matter of the Petition of Skruch versus Highlands Ranch Metropolitan Districts Nos. 3 and 4, December 30, 2004.

⁹⁰ *Douglas County News-Press*, “Consolidation election ready to proceed,” March 9, 2006.

emblematic of broader challenges inherent in the governance of a privatized, invisible city. With virtually non-existent elections, no overarching individual executive or executive board, and the pervasive influence a self-interested corporate developer, it has never been clear who, exactly, governs the community. Efforts to bring greater clarity to this question were repeatedly frustrated by the developer and the power of the status quo. At the core, the cause of these conditions can be found in Colorado's unique and extensive acceptance and utilization of metro districts as substitutes for municipal governance and distaste for public planning that ceded control to private developers to define and control the levers of local governance. Despite the existence today of nearly one hundred thousand residents in Highlands Ranch and the fact that the original developer had left town, metaphorically speaking, in 1996, governance structures originally put in place by the developer for the developer's benefit have endured.

CHAPTER 5

“RETAIL PROPERTIES ARE REALLY YOUR SLOT MACHINES” Regional Effects of Privatized Growth

In the mid-1990s, photographer Jim Richardson pitched a story to the editors at *National Geographic* called “A New Boom in the Rockies: Colorado’s Front Range Searches for Growth It Can Live With.” Richardson noted that he planned to use his camera to explore how “the story of the Front Range's ongoing economic and cultural transition displays the underpinnings of most issues facing the New American West.” “Cities and towns across the West are searching for an elusive balance of jobs that provide economic stability with environmental harmony,” he continued, leading to “questions about the costs, consequences and quality of development [that] pervade public policy.”¹ To illustrate the face of suburban sprawl in the West, Richardson zeroed in on Highlands Ranch.

In November, 1996, *National Geographic* published the story, titled simply “Colorado’s Front Range,” written by Mike Long and supplemented with a dozen of Richardson’s photographs. The article’s bland title belied the sharpness of the critique that emanated from Long’s pen and Richardson’s camera. Long vividly described Highlands Ranch neighborhoods as “obedient files of homes that wind like conga lines among corridors of open space.” “Today I

¹ Jim Richardson, “A New Boom in the Rockies: Colorado's Front Range Searches for Growth It Can Live With,” original story proposal to National Geographic editors, 1996. Provided by the author via personal correspondence.

drive by precise lawns and precise homes whose garages front Glenhaven Road,” he continued, “their closed doors like closed mouths that have swallowed residents being digested inside.”

Long asked former governor Richard Lamm, still a vocal opponent of Colorado developmental patterns, about his feelings of the type of suburban development that had become pervasive along the Front Range. “I don’t mind people moving to Colorado,” he acknowledged, but “the question is, how do we accommodate them? With suburb after mindless suburb? We’re growing a Los Angeles of the Rockies right here, an endless strip city, and we’re doing it knowingly. Knowingly!”²

Yet it was Richardson’s photography that attracted national attention and local condemnation. The images powerfully depicted Highlands Ranch as the quintessential embodiment of urban sprawl, none more dramatically than a hypnotic and unflattering aerial panorama splashed across a double-page spread. It highlighted an unbroken sea of enormous new homes arranged so closely together that it is impossible to discern where one ended and another began. “More homes invade the range, like these in Highlands Ranch,” the caption read, “a planned community so large that it has its own zip code.”³ The selection of Highlands Ranch as the emblem of urban sprawl irked both Mission Viejo Company executives and Colorado Governor Roy Romer. Richardson explained that his critique was not directed specifically at Highlands Ranch, but instead was “about the forces of growth in the American West.” “Denver and the Front Range were just a telling microcosm of those trends,” he continued, “and... Highlands Ranch was just one of many, many developers doing exactly what the market wanted

² Michael E. Long, “Colorado’s Front Range,” *National Geographic* 190, no. 5 (November, 1996): 90.

³ Long, *National Geographic*, November 1996, 85, 99-100.

— build new housing developments for a booming West.”⁴ Yet, both Mission Viejo executives and Colorado officials recognized the acute public relations damage such an image might do both to the development in particular and to the state overall. Upon discovery of the magazine’s intention to publish a feature on Front Range suburban sprawl, Governor Romer and Mission Viejo President Joe Blake each drafted letters of protest to the magazine. Blake requested withdrawal of the photo, and Romer vouched for Mission Viejo as “one company in Colorado that has tried to plan correctly, [they] are trying to be responsible.”⁵ The magazine’s editors interpreted the inquiries as a concerted attempt to sway their editorial freedom. “I’ve worked here 16 years and never seen such a response,” Dennis Dimick, assistant director of illustrations, remarked. “We chose the picture because Jim Richardson...feels strongly that it is a typical situation in Douglas County,” he continued. “The campaign of Joe Blake of Mission Viejo and the governor of Colorado will have no effect,” he concluded defiantly; the photograph was published.⁶

The pictures did indeed tell an undeniable story; rampant suburban growth along the Front Range was a stark reality during the waning decades of the twentieth century. Although a depiction of Denver as a “Los Angeles of the Rockies” overstated the extent of the city’s sprawl by the year 2000, the desires of many state officials and residents to curtail growth and implement effective regional planning solutions had not succeeded by this time. Once again, Coloradans could not reconcile their competing impulses and conflicting values. In this chapter,

⁴ Jim Richardson (personal communication, November 2014).

⁵ *Rocky Mountain News*, “Magazine to picture teeming subdivision,” August 3, 1996.

⁶ *Denver Post*, “Highlands Ranch loses fight over photo,” August 3, 1996.

I will first trace the history of the state's unsuccessful regional planning efforts. While many shared the visions put forth by the Denver Regional Council of Governments (DRCOG), the unwillingness of state officials and residents to imbue such efforts with enforceable authority or impactful incentives resulted in regional planning proposals that were often dismissed, ignored, or too ambitious to achieve within the current realities. Next, I will examine the efforts of Douglas County officials to contend with growth absent an enforceable regional plan. As previously noted, Douglas County was the nation's fastest growing county from 1980-2000. Its experiences illustrate the challenges inherent in addressing acute growth pressures almost exclusively at the local level. Last, I will examine the causes and effects of Colorado's heavy reliance upon local sales taxes to fund local services. While thousands of municipalities across the nation seek revenues through local sales taxes as an appealing alternative to direct taxation of their residents through property tax levies, Colorado's preference for local versus state and regional governance, and its distaste for individual property taxes, created a hypercharged environment for the pursuit of retail establishments subject to taxation. Municipalities had a strong incentive to secure retail and commercial enterprises either by encouraging businesses to establish operations in their cities or annexing lucrative commercial businesses in adjacent unincorporated areas. As a result, the chase for sales tax revenues contributed to an overbuilt retail sector and led to decisions about governance structure and municipal boundaries that often were ill-suited to the needs of a community's residents. By the turn of the century, Coloradans continued to contend with an unsettled legacy of conflict between regional and local solutions for growth management.

Regional Planning along the Front Range: Denver Regional Council of Governments

Efforts at coordinated planning for land use and growth across the metropolitan Denver region have been spearheaded by the Denver Regional Council of Governments (DRCOG). From its beginning, DRCOG has functioned as a voluntary forum for collaboration across municipalities and counties on regional issues of growth management: transportation concerns including construction projects, traffic safety, and the alleviation of highway congestion; environmental matters including air and water quality, water supply, wastewater capacity, and open space; and urban development considerations including land consumption, urban densification, and economic vibrancy. It was originally formed in 1955 as the Inter-County Regional Planning Commission through a voluntary collaboration of officials from Denver, Adams, Arapahoe, and Jefferson Counties to contend with growth that “was spilling outside the limits of the City and County of Denver.” In 1968, the organization renamed itself the Denver Regional Council of Governments, using the word council “to indicate more clearly its function as an association of public officials” and Denver to “signify the responsibility of the core city to its neighbors.”⁷ Each county and municipality holds a single seat on the council’s Board of Directors and is granted one vote on matters considered by the council. Thus, the smallest incorporated town in the area held the same power as counties and larger cities in the council. Denver, as a coterminous city and county, held two votes, still a disproportionately weak role given its size; it often “complained that DRCOG is a forum for suburbs to gang up on the central city.”⁸ Each member county or municipality selected an individual, often a mayor, town

⁷ Denver Regional Council of Governments, “The Denver Region: Goals for the Future,” 1971. Denver Regional Council of Governments, “Shaping the Region with One Voice: DRCOG 50 Years, Celebrating Fifty Years of Service 1955-2005,” 2005.

⁸ Paul G. Lewis, *Shaping Suburbia: How Political Institutions Organize Urban Development* (Pittsburgh: University of Pittsburgh Press, 1996), 104.

councilman, or county commissioner to serve as its representative on the board. Unincorporated areas had no direct representation on the council and were covered only indirectly by the vote and participation of their county representative. DRCOG has always operated with no formal authority or power to issue binding plans and decisions and no power to levy taxes or fees.⁹ Despite these limitations, the council has been active throughout its existence and its studies and recommendations have led to notable achievements, such as the construction of a new international airport, a convention center, and a number of mass transit projects. It has wielded considerably less influence in its efforts to develop an actionable blueprint for growth management in the region. In 1997, the *Denver Post* credited DRCOG with “giv(ing) the area a unified planning structure,” but noted that the council “depends on the good will of its member cities and counties to enforce those plans (and) such cooperation is not always forthcoming.”¹⁰

Between 1950 and 1970, the population of the counties of Denver, Adams, Arapahoe, Boulder, and Jefferson almost exactly doubled from 612,160 to 1,227,569. In 1971, DRCOG attempted to address this meteoric growth by proposing a series of goals to answer two questions: “what kind of metropolitan area do residents desire for the future?” and “what quality of environment do the citizens of the region want?” In general, its twelve goals emphasized equity and balance in economic opportunity and public services, diversity in educational options and cultural activities, and environmental protection including the preservation of scarce natural resources and the promotion of public health. Most notably, DRCOG took the bold step of proposing a search for an “optimal population size and distribution for the region” to protect

⁹ The 1990 amendment to the Federal Clean Air Act did empower regional planning agencies such as DRCOG with the authority to provide or deny federal highway funds for transportation projects. As I will show later, this authority elevated DRCOG’s stature and ability to indirectly influence development and growth.

¹⁰ *Denver Post*, Editorial, February 9, 2007, D-04.

“quality of life.” DRCOG acknowledged that the optimal population level still needed to be determined through an analysis that would measure the “carrying capacity” of the region given resource constraints, topography considerations, and the values of its citizenry. It identified specific strategies that could be taken to limit population, including “land development controls such as greenbelts and density regulations,” but also through an “adjustment in the level of economic activity” in the region. For an entity lacking any formal powers and possessing weak coercive powers, DRCOG boldly proposed aggressive measures to limit population growth. In doing so, it operated squarely within the firm-handed, growth-control impulse that pervaded Colorado in the 1970s.¹¹

In early 1974, after two-and-a-half years of research and analysis, the Joint Regional Planning Program (JRPP) issued the “Regional Land Use, Highway, and Public Transportation Plan.” The JRPP included DRCOG, the Regional Transportation District and the Colorado Division of Highways. The JRPP set 2,350,000 residents as the goal for the Year 2000 for metropolitan Denver. That represented an annual growth rate of three percent, a sharp reduction from the recent rate of five percent. Its authors were alarmed by a “surge in immigration and residential construction [that] has resulted in the conversion of large parcels of...land to...residential use, especially in areas lying on the periphery of the urbanized area.” In response, the plan advocated channeling as much growth as possible to the Central Business District of Denver, as well as twelve other discrete “major activity centers” that would retain a distinct urban identity and separation from other such nodes to avoid an unbroken stretch of “nondescript, low density sprawl.”¹² These centers were largely already in existence, and some

¹¹ Denver Regional Council of Governments, “The Denver Region: Goals for the Future,” 1971.

¹² The thirteen major activity centers included six standalone cities: Denver, Boulder, Littleton, Arvada, Northglenn, Englewood, and seven general areas that did not coincide with municipal borders: Federal Center/Community College/Westland Areas, Villa Italia Vicinity, Alameda/I-225 Area, CU Medical Center/Colorado-Colfax Area,

were “currently depressed areas” in need of redevelopment. All, with the exception of Boulder, were located within ten miles of downtown Denver; none were located in Douglas County. The plan envisioned these centers as places where people would live, work, and shop, “relieving some travel demand throughout the region.” The plan’s “land use concept” placed a high priority on the maintenance of open space and protection of areas of “ecological, environmental, agricultural, historic, and archeological significance.” It proposed that such lands in private ownership should remain in their current state and not developed.¹³

Although DRCOG referred to its population predictions as “projections,” they were as much policy statements as demographic forecasts. The council endeavored to channel growth to existing urban centers, limit leap-frog development, and prevent the blending together of discrete municipalities into unbroken chains of development. Over time, DRCOG’s regional growth and development plans, updated every few years, sought to discourage the exact patterns of growth that the Denver metropolitan area came to experience. Had its vision been fulfilled, the population of Denver and the other major activity centers would have been much higher and the population of the suburbs would have been much lower by the year 2000 than the actually turned out to be. As a public agency lacking coercive powers, however, DRCOG was entirely reliant upon the voluntary cooperation of localities, counties, major landowners, and developers to accept its vision of urban infill and preservation of open space on the periphery. While there may have been general agreement with DRCOG’s vision in principal, thousands of discrete, localized, and uncoordinated decisions over time by these constituencies, and the choices of

Cherry Creek Shopping and Residential Area, Colorado Boulevard/I-25 Area, and General Area of Denver Technological Center/Greenwood Plaza. As noted later, the indefinite borders of the general areas complicate efforts to fully measure the outcomes over time, particularly population trends.

¹³ Denver Regional Council of Governments, “Regional Land Use, Highway and Public Transportation Plans: Denver Region, Summary Report,” January, 1974, p. 5-9.

hundreds of thousands of homebuyers, led to a very different outcome: less concentration of growth in existing urban centers and “infill” areas and more dispersed growth in remote and easier-to-develop lands further afield.

In the end, DRCOG’s 1974 overall estimate for metropolitan Denver’s population in the year 2000 was remarkably accurate. The council accurately projected aggregate demand for immigration to the city overall. In fact, it slightly overestimated total population by about three percent, despite intentionally using a growth rate lower than recently experienced at the time of its prediction.¹⁴ Sharp economic downturns hit Denver’s energy-dependent economy in the late 1970s and several times during the 1980s which slowed growth before it accelerated once again in the 1990s. Despite this accurate forecast for the region as a whole, however, local growth patterns differed dramatically from DRCOG’s predictions and desires. Most notably, DRCOG predicted far more migration to the city of Denver and other major activity centers than actually occurred, while it wildly underestimated suburban residential development and growth far from the Denver central business district (CBD). Of the thirteen major activity centers proposed in the 1974 report, six were discrete cities with populations that can be measured over time: Denver, Boulder, Arvada, Northglenn, Englewood, and Littleton. The other seven locations are nodes within a city with indefinite borders and unmeasurable populations (“Alameda/I-225 area,” and “Villa Italia vicinity,” for example). For each of the six discrete municipalities, DRCOG substantially overestimated future population growth (Table 5.1). Conversely, DRCOG sharply underestimated population growth in Douglas County and other Denver metropolitan area suburbs (Table 5.2).

¹⁴ DRCOG’s original estimate of 2,350,000 was made for the five counties comprising the Denver MSA, excluding Douglas County. When DRCOG added Douglas County as a member in 1980, it estimated a year 2000 population for the county of 121,000 for an updated total of 2,471,000. Actual population for this area totaled 2,396,000 in the 2000 US Census.

Table 5.1: DRCOG Population Estimates for the Year 2000

Discrete Major Activity Centers

<u>Major Activity Centers</u>	<u>DRCOG Projection</u>	<u>US Census Actual</u>	<u>Actual vs. Projection</u>
Denver	626,700	554,636	-11%
Boulder	134,900	97,385	-28%
Arvada	122,400	102,153	-17%
Englewood	45,900	31,727	-31%
Northglenn	40,100	31,575	-21%
Littleton	49,300	40,340	-18%
Totals	1,019,300	857,816	-16%

Table 5.2: DRCOG Population Estimates for the Year 2000

Metro Denver Suburbs

<u>Douglas County</u>	<u>DRCOG Projection</u>	<u>US Census Actual</u>	<u>Actual vs. Projection</u>
Highlands Ranch	47,300	70,931	50%
Castle Rock	17,300	20,224	17%
Parker	5,600	23,558	321%
All Other County	50,800	61,053	20%
Total Douglas County	121,000	175,766	45%
<u>Other Denver Suburbs</u>	<u>DRCOG Projection</u>	<u>US Census Actual</u>	<u>Actual vs. Projection</u>
Aurora	260,400	276,393	6%
Longmont	73,700	71,093	-4%
Louisville	13,600	18,937	39%
Lyons	2,500	2,033	-19%
Lafayette	14,000	23,197	66%

Denver Regional Council of Governments, "Regional Growth and Development Plan for the Denver Region," Adopted June 1, 1978, Updated to Reflect All Amendments as of January 31, 1981." Population projections for Douglas County date to 1981, when the county became a member of DRCOG. United States Census Bureau, *Census 2000*.

Clearly, DRCOG overestimated the effectiveness of regional growth management measures to direct and contain growth within urban nodes. DRCOG also underestimated the ongoing demand from homebuyers to live in detached homes located on the periphery as well as the effectiveness of real estate developers to meet this demand.¹⁵ In particular, DRCOG misread the potential for growth in Douglas County, both in its projections and in its failure to include a serious assessment of the impact of growth in the county in its regional plans throughout the 1970s. As a result of county resistance and the failure of DRCOG to insist upon its membership, Douglas County did not join the council as a member until the early 1980s. None of the council's studies included an assessment of the county until January, 1980.¹⁶ However, DRCOG's failures in foreseeing the demand for far flung suburban and exurban growth were not limited to Douglas County; it underestimated suburban growth throughout the entire Denver metropolitan area. For example, while DRCOG overestimated the year 2000 population of Boulder by twenty-eight percent, it underestimated population in Boulder's adjacent suburbs of Louisville and Lafayette by thirty-nine percent and sixty-six percent, respectively. In the end, DRCOG overestimated the natural appeal of its urban growth strategy; neither developers nor residents found dense urban residential developments to be as appealing as suburban neighborhoods. DRCOG also

¹⁵ Cost, as always, was a major factor in consumer choice for housing and for a residential community. However, there was no clear pattern to housing cost across these "major activity centers" and the suburbs highlighted in Tables 5.1 and 5.2 that would explain why suburban growth outpaced projections while the growth of activity centers did not. Of the discrete activity centers, Boulder historically has been the most expensive Front Range city as a combination of its cachet as a distinctive and desirable university town and as a result of its own restrictive development policies. On the other hand, Arvada, and Northglenn are working-class cities with more affordable housing. Similarly, Denver's suburbs exhibit a wide range of housing cost profiles. As highlighted throughout this study, housing prices in Highlands Ranch have historically been very high compared to the metropolitan area as a whole. Louisville and Lafayette also are expensive suburbs, largely as a result of their location near Boulder. However, Aurora, Castle Rock, and Longmont have presented residents with a more modestly-priced suburban option.

¹⁶ Denver Regional Council of Governments, "Regional Growth and Development Plan for the Denver Region: Proposed Extension to Douglas County," (January, 1980).

overestimated the effectiveness of regional planning efforts through voluntary means. Absent any mechanisms to incentivize or mandate growth management decisions across the region, its activity center concept lived only at the conceptual level.

By the 1990s, DRCOG recognized that effective, coordinated regional planning within the Denver metropolitan area would not occur without a stronger regional planning organization with the authority to execute and enforce policy decisions. It commissioned the Metro Forum, “a task force of 27 distinguished regional citizens” that included state legislators and officials, city mayors, and representatives from corporations, a law firm, a medical center, a newspaper, a consulting firm, and the United States Environmental Protection Agency. The task force was chaired by John Buechner, Chancellor of the University of Colorado-Denver. Metro Forum recommended disbanding DRCOG and replacing it with an “Umbrella Regional Planning and Service Agency” that would “be designated as the official planning agency for all state and federal programs in the region.” The proposed agency would remedy the most significant limitation of DRCOG in its current form by extending broad powers to the new agency to issue comprehensive growth and development plans, orchestrate the delivery of services on a coordinated and regional basis, issue bonds for infrastructure or capital improvements, mediate disputes between local entities, levy taxes, and suspend public or private projects deemed to be inconsistent with growth management policies.¹⁷ If enacted, it would have represented a sharp departure from the state’s prior reluctance to imbue a regional planning entity with direct and sufficient power to orchestrate and regulate patterns of growth within the state.

¹⁷ Metro Forum, “Regional Governance in the Denver Metropolitan Area Report to the Board of Directors, Denver Regional Council of Governments,” December, 1991.

This bold proposal sought to address a number of problems. While acknowledging that “local governments are fully capable of responding to those issues which are strictly local in nature,” Metro Forum argued that many of Denver’s most pressing issues – environmental quality, public health, transportation, and tax equity – demanded regional solutions. “Better governance – not more government” was needed. “Clearly, there is no shortage of government in the Denver region,” the Forum observed, making particular note of the existence of hundreds of special districts in the region operating alongside eight counties and thirty-six municipalities. While Metro Forum expressed some concern about the lack of efficiency in governance and service provision under such a patchwork system, it directed its attention most acutely to solving the environmental problems of uncoordinated governance rather than fixing the inefficiencies of local governments themselves. Four of the seven categories of functions proposed for the umbrella agency were environmental in nature: water supply, air and water quality, solid waste management, and open space preservation. It specifically noted that compliance with federal environmental mandates such as the Clear Air Act, Clean Water Act, and other legislation regulating pollutant discharge and solid waste management was impossible absent collaboration. However, its concerns were larger than simple compliance. “The risk lies in the Denver area repeating the mistakes of other regions, where growth has made solving environmental problems seem insurmountable,” the authors argued. “Growth and development will increase the pressures on our environmental resources,” they continued, and a regional framework was needed for the “delicate balancing of growth and development opportunities while concurrently addressing such issues as air quality, solid waste management, water quality, toxic waste reduction, and wetlands preservation.” Absent a regional organization with vested authority, “local governments [would

be] left with few options other than to compete against each other for growth, infrastructure, and tax revenue” as they “seek ways to guarantee a high quality of life for their residents.”¹⁸

Although Denver lawyer and Metro Forum participant Tom Grimshaw called the umbrella agency proposal “a modest step...not a revolutionary thing,” the Metro Forum’s proposals were bold within the context of localism in Colorado. Despite the fact that “numerous regional government ideas [had] been defeated in Colorado over the past 40 years,” DRCOG’s Metro Forum proposed the creation of an empowered regional planning authority akin to the Metropolitan Service District in Portland, Oregon, perhaps the nation’s preeminent example of a powerful regional planning entity.¹⁹ “Metro,” as it is widely known, was created in 1970 at the urging of both local and state officials in Oregon. Similar to DRCOG’s proposals for Denver in the 1970s, Metro channeled development and population inflows to occur within “urban growth boundaries.” It sought to sharply curtail development on the remote open spaces of the Portland region. Metro was granted substantial power; its seven-member board was authorized to overrule the proposed actions of any of the twenty-four municipalities and three counties of the Portland area if those plans were deemed to harm the metropolitan areas as a whole. In 1997, the *Denver Post* compared and contrasted the differential experiences of the two states. While “Colorado politicians avoid the issue of state-mandated land reform...former Oregon Governor Tom McCall risked his political future to crusade for it.” “During the 1970s, the Republican spoke out against ‘sagebrush subdivisions, coastal condomania and the ravenous rampage of suburbia.’” The path was never easy: “it’s been a knockdown, drag-out fight all the way,” noted

¹⁸ Metro Forum, “Regional Governance in the Denver Metropolitan Area Report to the Board of Directors, Denver Regional Council of Governments,” December, 1991.

¹⁹ *Denver Post*, “Regional Planning Agency Advised: Leaders Suggest Unit with Clout,” December 18, 1991, 3B.

a local county farm bureau president.²⁰ Yet, the Portland metropolitan area came to embrace the concept of a strong regional planning authority. In 1992-93, Metro's budget was fifty times that of DRCOG, since the organization was granted authority to levy taxes and fees and received substantial revenues from local governments.²¹ As a result, Portland stands today as the nation's most prominent example of a regionally-planned city.²² The metropolitan area grew by only five square miles between 1979 and 1997 and covered only 350 total square miles by that time. Metropolitan Denver, by contrast, expanded from 300 square miles in 1970 to approximately 530 square miles by 1997.²³ By the turn of the century, metropolitan Denver's population density was far lower than that of Greater Portland. Denver spread over an area about fifty percent larger than Greater Portland, even though it housed only twelve percent more residents.²⁴ DRCOG estimated that Denver would grow still further to 850 square miles by 2020 if no measures were taken.²⁵

²⁰ *Denver Post*, "Developing the Future," February 10, 1997, 1A.

²¹ Lewis, *Shaping Suburbia*, 107.

²² Cities that have deployed a more heavy-handed and centralized model of growth management such as Portland and Boulder have succeeded in limiting the geographic expanse of urbanization and suburbanization. They contain denser and more walkable urban settings than other cities. However, the artificial constraint of growth and has limited housing supply and consumer choice, leading to very high housing prices and, as a result, limiting access to the city for lower-income citizens.

²³ *Denver Post*, "Developing the Future," February 10, 1997, 1A.

²⁴ No official population figures exist for 1997, the year that the *Denver Post* prepared its comparative study of the size, population, and planning history and philosophies of the two cities. Using the imperfect combination of 2000 census data and 1997 square mileage, Denver's population density averaged 4,071 people per square mile (2,157,756 residents living over 530 square miles), while Portland's density averaged 5,636 people per square mile (1,927,881 residents living over 350 square miles). Since Denver's physical size continued growing much faster than Portland's in the years following 1997, it is likely the gap in population density only grew further by 2000. United States Census Bureau, "Metropolitan Statistical Areas Sorted by Census 2000 Population," <https://www.census.gov/population/www/cen2000/migration/metxmet/indexp.html>, accessed January 21, 2017.

²⁵ Denver Regional Council of Governments, *Metro Vision 2020 Plan*, February, 2000.

Despite Portland's example, Metro Forum's efforts in 1991 to replace a voluntary DRCOG with a more fully empowered umbrella service agency failed amidst the continuing preference for localized control in Colorado. "Like other things, it ended up as a report on the shelf," lamented Jefferson County Commissioner Rich Ferdinandsen, a signatory to Metro Forum's proposal. The failed effort to constitute an umbrella service agency rested alongside similar failures to create an empowered regional planning organization with a "metro county" in the 1960s, a "metropolitan council" in the 1970s, and a collaborative effort by Denver, the city of Aurora, and Jefferson County in the 1980s. "If you're just thinking with your head [a regional planning authority] just makes sense," noted Denver City Councilwoman Cathy Reynolds in 1997 (Reynolds served on the metropolitan council study panel in the 1970s). But, "people don't want to give up their turf."²⁶

After the failure of the umbrella service authority concept, DRCOG and Metro Forum continued to press onward with the full realization that an empowered regional planning agency or state governmental mandates were not possible within Colorado's political climate. Armed with this perspective, the council finally succeeded in issuing a regional plan that won the approval of its members in 1997, called "Metro Vision 2020." At the outset, this plan conceded "the need for local control" over growth matters in Colorado, and worked to create implementation strategies that were "voluntary, flexible, [and] collaborative" and that "would not require state legislation." Its efforts and concessions paid off; DRCOG members voted 37 to 2 in favor of a proposal that seemed bold by Colorado's tentative standards. Reminiscent of DRCOG's "major activity center" concept from the 1970s, Metro Vision 2020 sought to preserve open space and channel growth through higher-density development in what it labeled "urban

²⁶ Denver Post, "Regional Cooperation Shot Down for 40 Years," February 9, 1997, A-15.

centers” and “free-standing communities.” It established “growth barriers” in the region to prevent sprawl to the city’s outer regions. Metro Vision included a specific goal of constraining the metropolitan region to 747 square miles by 2020. On the surface, this was not an aggressive target. It reflected a robust increase of nearly fifty percent from the current size of the metropolitan area. This rate of growth roughly equaled Metro Vision’s estimated overall growth rate in population over this same period; therefore, the target simply sought to maintain, rather than increase, the current overall population density of the region. However, it did represent a significant reduction in growth from Metro Vision estimates. By 2020, Metro Vision projected that the metropolitan area would swell to a size of 850 square miles without implementation of its recommendations. Still worse, if each municipality and county built out to its own individualized published growth plan, an estimated 1,150 square miles of land would eventually come under development.²⁷

Despite the successful and nearly-unanimous issuance of Metro Vision 2020 so soon after the failure of the Metro Forum’s umbrella service authority plan, celebration was muted and skepticism was rampant. The agreement was largely theoretical at this stage since it lacked nearly all of the important specifics necessary to put the plan into action. It served as a political instrument to influence smarter-growth decisions in the future rather than a concrete and actionable blueprint for growth management. As a result, “staffers at DRCOG were somewhat reserved” about the plan, despite years of toil. “This is a beginning, not an ending,” noted Thornton mayor and DRCOG chairperson Margaret Carpenter. A number of challenges remained. The plan relied upon the passage of a sales tax hike to fund transportation improvements. Also, “many [critical] specifics were still missing including the locations of the

²⁷ Denver Regional Council of Governments, Metro Vision 2020 Plan, February, 2000.

urban centers” upon which the entire plan hinged. DRCOG members would need to transcend their local loyalties to come together for this important determination, a difficult proposition since “none of them was elected as a regional representative.” While the overwhelming vote to approve Metro Vision demonstrated that “nearly all metro-area cities and counties accept the *idea* of regional growth limitations,” the success of the plan hinged upon specific municipalities and counties actually curtailing growth within their areas. An early indication of the difficulties that remained came from Ken Siler, a DRCOG representative and councilman from Wheat Ridge, an inner-ring suburb of Denver and a likely candidate for infill growth. “I can tell you right now, my constituents don’t want any growth,” he said. On the flip side, many faraway communities likely to be outside of DRCOG’s growth barriers, such as those in Douglas County, would have an appetite for growth and the tax revenues that would come with it. Doris De Penning, an anti-growth activist, articulated this possibility by noting, “because the cities want their tax base, we end up with sprawl.”²⁸ Lastly, Metro Vision remained silent on the critical point of where the urban growth boundaries would be drawn, necessary to meet the goal of containing the metropolitan area to 747 square miles. At the time of Metro Vision’s approval, DRCOG staffers could only predict “that a map will be finalized within six months.”²⁹

Despite the challenges that remained, the acceptance of Metro Vision 2020 was a major step in the direction of coordinated planning across the metropolitan area. Regional commitment to the principles enunciated in the plan were further solidified by the signing of the “Mile High Compact” on August 10, 2000. Five counties and twenty-five municipalities signed the initial

²⁸ *Denver Post*, “Building the Future,” February 9, 1997, A-01.

²⁹ *Denver Post*, “Growth Plan for Denver Area Adopted,” March 20, 1997, B-01.

agreement, encompassing seventy-three percent of the metropolitan area population.³⁰

Signatories to the Compact consented to what DRCOG described as a binding agreement. They “acknowledge[d] that Metro Vision 2020 is the comprehensive guide for the development of the region,” and committed to develop land use plans that advanced the principles inherent in Metro Vision 2020. They also agreed to identify and adopt “Urban Growth Areas” or “Urban Growth Boundaries” and “to allow urban development only within those areas.” Lastly, they committed to “intergovernmental collaboration” to address “issues that overlap or affect neighboring jurisdictions or districts will be addressed in a collaborative process.”³¹

Predictably, the plan had its critics, particularly those who saw it as hostile to growth. Carl A. Raschke, a University of Denver humanities professor and senior fellow at the pro-property rights Independence Institute, labeled plan supporters as “no-growthers,” and expressed contempt that “an unelected cadre of urban design ‘experts’ and nameless bureaucrats would decree what forms of economic activity in this state are sinful, and what are righteous.” He asserted that, by consenting to Metro Vision 2020, Coloradans failed to “learn from the anti-growth crusades of the 1970s, which combined with depressed energy prices plunged the Colorado economy into a tailspin and lengthy recession that few old-timers want to relive.”³² Raschke’s ideological fears of a return to a widespread anti-growth policies proved unfounded as proponents of the plan struggled to enact its core elements. In 2005, when it produced an interim assessment of progress against MetroVision 2020, DRCOG concluded that “urban land

³⁰ BizWest, “Mile High Compact Seeks Regional Planning,” August 25, 2000. Noteworthy absences from the original signatories included the major suburban counties of Adams, Jefferson, and Arapahoe. By 2017, there were over 45 combined county and municipality signatories, although over ten percent of the metropolitan area population resided under the jurisdiction of governmental entities that still had not signed on to the Compact.

³¹ Denver Regional Council of Governments, “Mile High Compact,” August 10, 2000.

³² *Denver Post*, “Who Wants to Go Back to the 70’s?,” May 25, 1997, D-04.

consumption isn't showing signs of slowing," since lower-density, larger-lot "semi-urban development is having an effect on the region." Developers were consuming land at a rate of eleven square miles per year, approximately thirty-percent higher than the level needed to contain metropolitan Denver to Metro Vision's goal of a 747 square-miles by 2020. In addition, employment growth was not keeping pace with residential growth in "semi-urban" centers, leading to increased highway congestion. In 1990, DRCOG noted that fifty miles of highways in the region were congested during peak periods of travel and the average commuter experienced congested conditions forty percent of the time. By 2005, two hundred and fifty highway miles were chronically congested and sixty percent of commuting time occurred in congested conditions. In 1997, Metro Vision 2020 estimated a backlog in highway funding of \$12 billion; this amount nearly doubled to \$22 billion in only eight years as federal and state highway funds not only failed to keep up with the rate of population growth, but actually declined in absolute terms.³³

DRCOG did present some optimistic findings in its 2005 report, including an increase in urban infill in an early sign of a back-to-the-city movement that has occurred across the country after the turn of the century. In addition, park area and the preservation of open space were on the rise, and air quality was improving from Denver's notorious "brown cloud" days of the 1970s through the 1990s.³⁴ In the end, however, DRCOG's efforts in the 1990s and 2000s mirrored the struggles of regional planning throughout the state's history. Former governor Richard Lamm, perhaps the state's most prominent advocate of strong regional growth planning, noted that

³³ Denver Regional Council of Governments, "Measuring Progress: Regional Performance Measures and Indicators," April 2005.

³⁴ Denver Regional Council of Governments, "Measuring Progress: Regional Performance Measures and Indicators," April 2005.

despite significant financial support, “the results [of DRCOG] are marginal. When you try to list the dynamic things DRCOG has done, nobody can think of anything.”³⁵ Public policy scholar Paul G. Lewis notes that DRCOG’s failures fall squarely in line with those of other regional planning bodies with local officials serving as members. “Councils of governments have shown severe limitations since their heyday” when federal grant monies were plentiful in the 1960s and early 1970s, he concludes. With respect to DRCOG, Lewis argues that Colorado’s extreme brand of “localism and distrust of government” and the council’s attempts to “write politically palatable proposals” that did not boldly “address the main shortcomings of Denver’s regional governance” led to its failures. Despite a common and widespread desire to solve or simply mediate the regional problems of growth – air quality, transportation, and water supply – DRCOG did not have the mandate needed to do so. It remained “minimal and pro forma” as an agent of growth management. As previously highlighted, the extreme fragmentation of local governance in metropolitan Denver, particularly through the reliance upon special districts, contributed to the failure of DRCOG’s efforts to offer regional solutions. “Voters were being asked to add another unit [of governance – DRCOG] without clear areas of responsibility,” Lewis noted, to an already “complex system of government.”³⁶ Absent an empowered and effective regional planning apparatus, cities and counties within the Denver metropolitan area were left to their own devices to plan and guide growth. An evaluation of the history of land use and urban planning efforts in Douglas County illustrates the difficulties experienced by officials in executing effective growth management activities at the local level.

³⁵ Leonard, Stephen J., and Thomas J. Noel, *Denver: Mining Camp to Metropolis* (Niwot, Colorado, University of Colorado Press, 1990), 475.

³⁶ Lewis, *Shaping Suburbia*, 103-107.

County Planning Case Study: Douglas County

Douglas County planners faced an enormous challenge over the last two decades of the twentieth century. As previously examined, the county's initial effort to produce a land use plan in 1974-75 failed amidst significant disagreements amongst residents and county officials about the driving principles of growth management. When county commissioners approved Mission Viejo's proposal to construct Highlands Ranch in 1979 in the continued absence of a county master plan, conditions were firmly in place for meteoric residential growth in the county. Douglas County's population skyrocketed by 140% from 1980 to 1990 to over sixty thousand residents. Among the country's three thousand counties, only Flagler County, Florida grew faster on a percentage basis than Douglas during this decade. However, this was merely a precursor to the 1990s, when Douglas County became the fastest growing county in the nation. During the decade, it grew by an astounding 191%, nearly tripling in size after a decade when it more than doubled. In the 1990s, the median rate of population growth across all counties in the United States was 8.4%. Only six other counties grew even half as fast as Douglas. No other county appeared among the top ten fastest growing counties in both the 1980s and 1990s (Table 5.3).

Rank	County	State	1980-1990 Growth		Rank	County	State	1990-2000 Growth	
			1990 Pop.	Growth				2000 Pop.	Growth
1	Flagler	FL	28,701	163.0%	1	Douglas	CO	175,766	191.0%
2	Douglas	CO	60,391	140.1%	2	Forsyth	GA	98,407	123.2%
3	Hernando	FL	101,115	127.4%	3	Elbert	CO	19,872	106.0%
4	Camden	GA	30,167	125.6%	4	Henry	GA	119,341	103.2%
5	Osceola	FL	107,728	118.6%	5	Park	CO	14,523	102.4%
6	Fayette	GA	62,415	114.9%	6	Loudoun	VA	169,599	96.9%
7	Gwinnett	GA	352,910	111.4%	7	Paulding	GA	81,678	96.3%
8	Dawson	GA	9,429	97.5%	8	Summit	UT	29,736	91.6%
9	Nye	NV	17,781	96.5%	9	Boise	ID	6,670	90.1%
10	Elko	NV	33,530	94.2%	10	Eagle	CO	41,659	90.0%

United States Census Bureau, Census 2000 PHC-T-4, Ranking Tables for Counties: 1990-2000. <https://www.census.gov/population/www/cen2000/briefs/phc-t4/index.html>, accessed March 16, 2016. United States Census Bureau, Census 1990, "Population of the States and Counties of the United States: 1790-1990." <https://www.census.gov/population/www/censusdata/pop1790-1990.html>, accessed March 16, 2016.

After the approval of the Highlands Ranch development, Douglas County officials successfully released the county's first approved master plan in 1983, replacing an interim plan published in 1981. Successive plans were produced in 1986, 1992, 2001, and 2008. Each attempted to contend with the reality of accelerating demand for residential housing in the county, particularly in its northern sections, which included Highlands Ranch. In doing so, Douglas County officials dealt with a lack of an effective planning apparatus at the state or regional level and an electorate that distrusted heavy-handed efforts to control growth at the local level. The authorization of Highlands Ranch and its 90,000 new residents – 150% of the county's entire 1980 population – forced county officials to accept growth as a given and to develop planning strategies to accommodate rather than contest this growth. As a result, the county's primary strategy was to match this residential growth with a commensurate level of industrial and commercial growth. By bringing jobs to Douglas County, officials believed the

impact of growth could be muted by reducing the negative environmental and ever-elusive “quality of life” measures caused by long-range automobile commuting.

Over time, however, efforts to match growth with still more growth failed. The arrival of employers and jobs to the county did not keep pace with population growth. The jobs that did come were concentrated in the low-wage retail and restaurant sectors. As a result, long-range commutes were common in both directions, as wealthier county residents traveled outside the county to office-based jobs, while lower-income residents living elsewhere within the Denver metropolitan area commuted to the county for jobs in the unskilled service sector. Freeways located within and near the county became some of the most traffic-ridden corridors in the region, commute times remained long, and automobile traffic from the county contributed significantly to Denver’s notorious “brown cloud” pollution. Despite exponential growth and the promises by developers, including Mission Viejo, to construct a wide range of housing stock for a socio-economically diverse populace, the county hardened into an upper-income enclave with far less ethnic diversity than the region as a whole. In the end, well-meaning county officials and citizens found that localized planning absent a clear and actionable regional blueprint for growth management left Douglas County relatively powerless to guide the pace and nature of growth within its borders.

In 1981, Douglas County officials reignited efforts to produce a master plan. They contended with the remnants of the 1974-75 struggle between proponents of growth and property rights on the one hand and those seeking to defend the rural nature of the county on the other. In an important step forward from the failures of their predecessors, county planners began these renewed efforts by acknowledging the contradictory community impulses and values that framed

the difficult challenge ahead. “The first [assumption we must make] is that growth is inevitable,” the plan began. “The second, which may be interpreted as contrary to the first, is that the citizens of Douglas County wish to maintain a rural environment.” Despite the approval of Highlands Ranch and the impending arrival of ninety thousand new residents in that part of the county alone, the primary objective of the failed 1974 proposal – keeping Douglas County rural – still held seven years later. However, this plan lacked the hostility towards development of the 1974 plan, and instead aimed to achieve “controlled growth, involving well planned, efficient development that will complement the surrounding rural atmosphere and provide a strong economic base for Douglas County.”³⁷ A new point of emphasis in this plan was the active development of retail, commercial and industrial enterprise within the county. Two factors influenced this newly-stated objective: a desire to bring jobs closer to Douglas County residents, and a strategy to generate tax revenues to fund the County’s rapidly-growing appetite for public services.

Eager to avoid the mistakes of the past, the Douglas County Planning Commission made a concerted effort to solicit and incorporate the input of Douglas County residents in the plan. The commission learned that residents “feel that there are not adequate employment opportunities within the county.” In 1979, fifty percent of Douglas County workers traveled to employers located in Denver or surrounding communities outside of the county; only thirty-two percent worked at a location in Douglas County outside of their home.³⁸ Of those, twenty percent worked in government. Private sector employment opportunities in Douglas County

³⁷ Douglas County Planning Commission, *Douglas County Interim Master Plan* (Castle Rock, Colorado, April 11, 1981), i.

³⁸ Douglas County Planning Commission, *1981 Interim Master Plan*, G-1.

were rare.³⁹ Such a situation posed a great problem for an area experiencing dramatic residential growth. Although “Douglas County has the highest per capita income of any county in the state,” the plan noted, “the county is revenue poor indicating a clear disparity between (sic) tax generating activities such as industrial, commercial and business uses.”⁴⁰ Without a stronger set of economic activities like those in Denver and its inner suburbs, Douglas County would be left with few attractive options to generate an adequate level of tax revenue. It would be forced either to reduce the quality or quantity of public services or pass a high relative tax burden onto its residents.⁴¹ Since sixty-five percent of the county’s budget went to the school district, reducing county services would have been difficult.⁴² The only true option, the commission felt, was to increase retail, commercial, and industrial activity. Despite universal interest in “an expansion of the industrial, commercial, and business areas” within the county, the commission, perhaps unsurprisingly, found that residents “wanted these land uses somewhere else [in the county].”⁴³ Issues with “nimbyism,” the propensity to desire something so long as it is “not in my back yard,” were certainly not unique to Douglas County, but they created a significant challenge to county planners. The commission, thus, focused on attracting growth in economic activity.

³⁹ Douglas County Planning Commission, *1981 Interim Master Plan, Technical Appendix, A8*.

⁴⁰ Douglas County Planning Commission, *1981 Interim Master Plan, G-1*.

⁴¹ Residents seeking to preserve a rural environment and constraining growth might have found a higher tax environment to be an appealing strategy. However, Coloradans already enjoyed one of the lowest property tax burdens in the nation, and municipalities consistently experienced significant difficulties securing voter approval for property tax increases. Additionally, existing residents would not accept increases to their own taxes as a result of new development that could not pay its way. As a result, even county officials who were disinclined to support growth were incentivized to seek revenues to pay for public services in an equitable manner.

⁴² Douglas County Planning Commission, *1981 Interim Master Plan, G-2*.

⁴³ Douglas County Planning Commission, *1981 Interim Master Plan, A-3*.

“A healthy, viable economy should generate 30% of the tax revenues from the industrial, commercial, and business sectors,” the commission stated. In 1980, only 16.7% of Douglas County tax revenues were generated from business activity within its borders.⁴⁴ “Most development activity in the county has been predominantly sub-urban with a disproportionate share of commercial or retail uses,” the commission began. “This type of development has been partially responsible for ... the proliferation of urban sprawl. Many revenues are lost outside of the county when a large number of residents travel more than fifty miles to shop. Because of a lack of commercially generated revenues this has led to an increasing burden on the homeowner to provide tax dollars for local improvements to roads and schools.” As a result, the commission desperately sought a more “balanced relationship between residential, retail, and employment sectors of the local economy.”⁴⁵

Thus, with dramatic residential growth coming to Douglas County in the aftermath of the approval of Highlands Ranch, county planners chose not to try to contest or restrain growth but instead tried to mold the shape and form that this growth would take. Specifically, county planners developed a voracious appetite for a commercial sector to counterbalance residential growth and to provide residents with places close to home to work and shop. The 1981 plan and its amendments argued that the creation of a robust employment and retail base would alleviate rather than exacerbate the problem of urban sprawl. However, the desire to accommodate residential and commercial growth while maintaining a rural atmosphere led to a number of vague and wide-ranging planning objectives that, at a minimum, would be extremely difficult to balance, and at worst, were incompatible and unachievable in the aggregate. At this point in

⁴⁴ Douglas County Planning Commission, *1981 Interim Master Plan*, Technical Appendix, A7. The 16.7% was comprised of 10.0% from taxation of commercial enterprises and 6.7% from taxation of industrial enterprises.

⁴⁵ Douglas County Planning Commission, *1981 Interim Master Plan, April 1982 Major Amendments Packet*, 10.

time, county planners clearly recognized mounting growth pressures but failed to reconcile competing local values. For example, the commission established a goal to contain commercial activity by “encourag[ing] the delineation of areas that can accommodate high growth while discouraging the proliferation of urban sprawl.”⁴⁶ Merely “encouraging” density in a county that valued its rural identify and did not desire traditional urbanization would prove to be a difficult strategy to execute. Another goal sought to “encourage a climate for business which is consistent with community growth desires.”⁴⁷ It also proved impossible to create a “climate” for business that was friendly enough to commercial interests yet responsive to the desire of residents to avoid sprawling retail and industrial districts.

As a result, the objectives outlined in the 1981 plan were unrealistic efforts to match residential population levels with a corresponding level of commercial and industrial enterprise. With an electorate divided on the question of growth versus preservation, county planners contended with an impossible political environment. A more recent Douglas County master plan, issued in 2001, retrospectively acknowledged that “the [1981] Interim Plan goals and policies provided little direction.”⁴⁸ This represented a critical juncture in the history of Douglas County’s development, when a clear and actionable plan was desperately needed. As early as 1982, Douglas County planners were scrambling to keep up with the countywide effects of growth unleashed by the approval of Highlands Ranch. Unbeknownst to the commission, future growth would wildly exceed its estimates, further compounding the task at hand. The 1981 plan used DRCOG’s estimate of 121,000 county residents by the year 2000; as previously noted, the

⁴⁶ Douglas County Planning Commission, *1981 Interim Master Plan, April 1982 Major Amendments Packet*, 12.

⁴⁷ Douglas County Planning Commission, *1981 Interim Master Plan*, G-3.

⁴⁸ Douglas County Planning Commission, *Douglas County: 2020 Comprehensive Master Plan* (Castle Rock, Colorado, May 1, 2001), 1-6.

actual 2000 population of 175,000 exceeded this estimate by nearly fifty percent. This difference of 54,000 residents nearly totaled the county's entire population of 60,391 in 1980.⁴⁹

Following the lead of the 1981 plan, subsequent plans released by Douglas County Commissioners increasingly emphasized the pursuit of commercial growth to meet the burgeoning county's demand for jobs and the public sector's need for tax revenues. The 1983 plan, for example, more explicitly adopted an agenda to "ensur[e] the fiscal vitality and well-being of the County by establishing a strong, well-balanced tax base" fueled by "a highly developed retail sector" and "establishment of effective private/public sector cooperation in economic development."⁵⁰ These efforts were motivated by the fact that Douglas County's jobs-to-population ratio lagged far behind that of Denver and even the neighboring suburban county of Arapahoe (Table 5.4). The city of Denver's high ratio reflected its status as an employment center where residents of surrounding communities commuted to work. Douglas County's low ratio suggested the opposite; its residents tended to work outside the county, supporting the concerns of planners that the county's limited commercial and industrial activity could not meet the demand for jobs. With many more residents on the way, it is understandable that county planners sought an aggressive expansion of the county's commercial base. They hoped their efforts would "mean fewer cars on the road and change the community's image as nothing more than a commuter village."⁵¹ However, this strategy produced mixed results. Despite the county's

⁴⁹ In addition, the commission assumed a much slower growth rate for Highlands Ranch – the part of the county urbanizing the fastest. They estimated population at 'build-out' for Highlands Ranch between 66,072 and 84,100. However, US census projections estimated a 2007 population of 90,843 in the Highlands Ranch census designated place (CDP) with the project still not complete. Douglas County Planning Commission, *1981 Interim Master Plan*, A-1. Douglas County Planning Commission, *1981 Interim Master Plan*, Technical Appendix A2. United States Census, uscensus.gov.

⁵⁰ Douglas County Planning Commission, *Douglas County Master Plan* (Castle Rock, Colorado, 1983), 4, 12. These objectives were repeated almost verbatim in the 1986 Plan.

⁵¹ *Rocky Mountain News*, "Coming of Age," January 9, 2000.

emphasis on attracting business activity, it has not been able to grow its commercial and industrial sectors fast enough to keep up with population growth. This result has not been for lack of effort; major employers and jobs have indeed come to the county.⁵² However, the county's population grew much faster than the business sector. By 1984, the employment-to-population ratio had actually fallen to 0.20 from the dismal level of 0.24 in 1980 as the trickle of newcomers turned into an unmitigated flood.⁵³ The 1986 Douglas County Master Plan estimated the employment-to-population ratio would grow to 0.50 by 2010.⁵⁴ As a result of slower-than-expected job growth relative to the influx of new residents, the master plan produced in 2001 pushed the expected date that the county would reach a 0.50-to-1 ratio back to 2020. The county's estimate once again seemed improbably optimistic; county officials assumed there would be 194,025 jobs in Douglas County by 2020, while a comparable estimate produced by the Colorado State Department of Local Affairs officially projected far fewer jobs, only 113,471.⁵⁵ By 2006, the ratio had only risen to 0.30, roughly fifty thousand jobs short of a 0.50-to-1 ratio.⁵⁶ Repeatedly, the county's optimism that it could match growth in population with growth in jobs proved to be unrealistic.

⁵² Large employers that established significant operations in northern Douglas County in the 1990s and 2000s include Visa, Merrill Lynch, Lucent Technologies, Echostar, and Qwest Communications.

⁵³ Douglas County Planning Commission, *Douglas County Master Plan* (November 18, 1986), 11.

⁵⁴ Douglas County Planning Commission, *1986 Master Plan*, 11. Douglas County Planning Commission, *Douglas County 2030 Comprehensive Master Plan* (May 18, 2008), calculated from population data on 1-4 and jobs data on 1-6. The 2008 Plan now estimates the employment-to-population ratio will not rise above 0.50 until sometime after the year 2020, over a decade later than the projection in the 1986 Master Plan.

⁵⁵ Douglas County Planning Commission, *Douglas County: 2020 Comprehensive Master Plan* (Castle Rock, Colorado, May 1, 2001), 2-6.

⁵⁶ Douglas County Planning Commission, *Douglas County 2030 Comprehensive Master Plan*.

Table 5.4: Employment-to-Population Ratio, 1980

<u>Area</u>	<u>Jobs per Resident</u>
Denver (City/County)	0.87 to 1
Denver (Entire Metro Area)	0.54 to 1
Arapahoe County	0.41 to 1
Douglas County	0.24 to 1

Douglas County Planning Commission, *1983 Master Plan*, 12.

In addition, much of the job growth occurred in the low-paying retail sector at large retailers such as Albertson’s grocery stores, the Home Depot, and the wildly successful Park Meadows Mall along the county’s northern border. From 1990 to 2001, retail jobs in the county grew by 13,000, an increase of 485%, over three times the rate of population growth. Retail employment grew to comprise a staggering 32% of all county jobs in 2001, the county’s largest job category and nearly double the national rate of retail sector employment. However, these jobs paid an average of only \$17,339 per year.⁵⁷ In 2001, the Douglas County Planning Commission called the proliferation of low-paying jobs “an astounding reality.” Going forward, county commissioners predicted that only 21% of new jobs in the county would pay over \$20 per hour, while double that proportion, 42%, would pay under \$10 per hour.⁵⁸ Employees at these wages could neither afford to buy a home nor rent housing in the county. The median price of a home in Douglas County was \$236,000 at this time, far out of the reach of most of the county’s retail workers.⁵⁹ By 2007, the average home value skyrocketed still further to \$334,500,

⁵⁷ Douglas County Planning Commission, *2001 Master Plan*, pg. 2-2. Bureau of Labor Statistics, “The Employment Situation: December 2001.” Approximately 23.4 million Americans worked in the retail sector at this time out of a total labor force of 131.5 million, a proportional rate of 17.7%.

⁵⁸ Douglas County Planning Commission, *Douglas County: 2020 Comprehensive Master Plan* (Castle Rock, Colorado, May 1, 2001), pp. 2-6, 2-7.

⁵⁹ Michele Ames, “Douglas County Richest in the Nation,” *Rocky Mountain News*, June 5, 2002. An international consulting firm considers housing markets with median home values less than three times the median gross income to be “affordable,” while home values more than five times income are “severely unaffordable.” Douglas County median income totaled \$83,000 in 2000, which computes to a reasonable home value/median income ratio of 3.16

exacerbating the affordability gap.⁶⁰ Additionally, little effort was expended by developers or county officials to match housing stock with the needs of this new work force. From 1990 to 1992, virtually no multi-family homes or apartments were built at all; between 0.1% and 0.3% of all units constructed those years were multi-family units. By the late 1990s, the proportion of multi-family units increased to an average of 17% annually, and 2000 saw a substantial increase to 34.5%.⁶¹ However, this increase proved inadequate to tamp down skyrocketing rents. Annual rent increases averaged between 8.6% and 15.9% each year from 1992 to 2000, well above average general inflation of 2.6% over this timeframe.⁶² Additionally, the median single-family home built in Douglas County was 38% larger than the median size of houses in existence nationwide in 2000. While 38.8% of houses nationwide were under 1,500 square feet, only 7.8% of homes in unincorporated Douglas County were this small. Nearly fifty percent of Douglas County homes were over 2,500 square feet, compared to a national average of about twenty percent.⁶³

Adjacent Arapahoe and Jefferson Counties offered few housing options for Douglas County's retail workers. Overall, household incomes in those counties far exceeded state averages and were well above those of Denver County and the more working-class county of

However, even a household with two retail workers in Douglas County would have been faced with a median home price of 7.56 times their income in 2001, well into the "severely unaffordable" range. Wendell Cox Consultancy, *5th Annual International Housing Affordability Survey*, 2009. <http://www.demographia.com/dhi.pdf>.

⁶⁰ US Census, *2005-07 American Community Survey*. <http://factfinder.census.gov> – Douglas County, Colorado Fact Sheet.

⁶¹ Douglas County Planning Commission, *Douglas County: 2020 Comprehensive Master Plan* (Castle Rock, Colorado, May 1, 2001), pp. 2-3, 2-4.

⁶² Douglas County Planning Commission, *Douglas County: 2020 Comprehensive Master Plan* (Castle Rock, Colorado, May 1, 2001), pp. 2-3, 2-4. Annual increases calculated using data provided in this report. CPI information obtained from <http://www.statista.com/statistics/191077/inflation-rate-in-the-usa-since-1990/>, accessed March 16, 2016.

⁶³ Douglas County Planning Commission, *Douglas County: 2020 Comprehensive Master Plan* (Castle Rock, Colorado, May 1, 2001), pp. 2-3, 2-4.

Adams far to the north. In particular, communities located adjacent to Douglas County, such as Columbine Valley and southern stretches of Littleton and Centennial, were among the wealthiest in those counties. Communities immediately to the north of those such as Greenwood Village and Cherry Creek were some of the wealthiest in the state. As a result, many full-time workers in the county's primary employment sector needed to commute long distances to their workplaces.⁶⁴ Although county planners emphasized the need to bring jobs and commercial and industrial tax revenues to Douglas County, it is clear that neither the amount nor the type of such growth was sufficient to achieve this objective.

As a result of the county's inability to augment its tax base with revenue from retail and commercial enterprise, Douglas County residents have experienced higher property tax rates than residents of neighboring counties. In 2005, Douglas County's property tax mill levy rates on homes was the highest in the six-county Denver metropolitan area, forty-four percent higher than the City and County of Denver and thirty-eight percent higher than the statewide average.⁶⁵ This is more striking when considering that much of Douglas County, including Highlands Ranch, is unincorporated and has no town government to fund, that residents of Highlands Ranch and other real estate developments pay additional fees for services provided by their homeowners association rather than local government, and that Douglas County homes are generally valued among the highest along the Front Range and thus would seemingly lead to a lower rate of

⁶⁴ As elsewhere, retail jobs in Douglas County offered opportunities for part-time employment by the area's teenagers, college students, and second-wage earning adults. Income from these employees were not required to support the income needs of entire households. Yet transient and part-time labor could supplement but not replace the need for a permanent work force for the county's largest commercial sector, and housing prices within a wide radius were prohibitive for anyone reliant upon their wages to cover living expenses.

⁶⁵ Colorado Division of Property Taxation, *2005 Thirty-Fifth Annual Report to the Governor and the General Assembly*, Section X, "Certification of Levies and Revenues by County." A mill levy is the rate that, when applied to the assessed valuation of the home, determines the property tax due from the homeowner. Douglas County average mill levy was 101.50, while Denver County was 70.27 and the statewide average was 73.48.

taxation. Douglas County homeowners have not yielded quietly to their higher tax burden. In 2005, 6.2% of the county's residents filed formal protests against their property tax assessments to the county tax commission, over twice the rate of residents of the City and County of Denver. In addition, nearly forty percent of these protests resulted in appeals to the state commission, over twice the statewide average rate.⁶⁶

Another indicator of growth overwhelming planning relates to the inability of the county to achieve a measure of socioeconomic and racial diversity. Recall, Mission Viejo promised that Highlands Ranch would be a mixed community with diverse housing stock that would include affordable options for lower-income workers, including the community's support staff. In addition, the 1983 Master Plan envisioned that "as the County undergoes this urbanization process, it is expected that the demographic characteristics will become more like the area as a whole."⁶⁷ Neither occurred. By the late 1990s, Douglas County was the richest county in the nation by a large margin, exceeding the second wealthiest county by almost twenty percent.⁶⁸ Highlands Ranch households were even wealthier, earning a staggering median income of almost \$103,000 by 2007. Poverty rates in Highlands Ranch, Castle Rock, Lone Tree, and Parker were below two percent at this time, compared to nearly fourteen percent in the City and County of

⁶⁶ Protests and appeals obtained from Colorado Division of Property Taxation, *2005 Annual Report*, 24. Number of parcels (needed to calculate protest and appeal rates) obtained from detailed county-by-county schedules in Section VI, "Taxable Real and Personal Property Assessed by the Counties."

⁶⁷ Douglas County Planning Commission, *1983 Master Plan*, 10.

⁶⁸ Michael Romano, "Douglas Richest County," *Rocky Mountain News*, February 12, 1999. Douglas County wealth exceeded that of the second-wealthiest county, North Slope Borough, Alaska by 19.8%. While other wealthy counties such as Marin County, California, Westchester County, New York, and Fairfield County, Connecticut held towns and communities with wealth and opulence far beyond the level that could be found in Douglas County, the small size of Douglas County and the heavy proportion of upper-middle class professionals boosted its average household income beyond that of other counties.

Denver.⁶⁹ Perhaps the most telling, if imperfect, measure of the community's economic clout was its selection in 2001 to be the "home to the only Ferrari, Bentley, Rolls Royce, and Maserati dealership in a four state area."⁷⁰

In some ways, economic diversity in Highlands Ranch fell victim to the community's success, as crushing demand drove up housing prices in all categories. Even during Denver's real estate swoon during the mid-1980s, Highlands Ranch homes remained in high demand, garnering as much as sixteen percent of the market for new home sales in metropolitan Denver. "Something strange is happening at the Highlands Ranch," the *Denver Post* noted in 1989. "Development of the property is moving along as if owner Mission Viejo Co. is unaware that metro Denver is enduring its worst home-building depression in more than 35 years."⁷¹ True to its promise, Mission Viejo did produce homes at a variety of price points. "There is a broad range of homes there from the \$500,000 range to the low \$100,000s, including little houses," Bill Vejo, director of a Colorado-based real estate consulting firm, noted in 1989. "It's a real democratic concept that you don't see in other master-planned communities."⁷²

However, the maintenance of housing affordability has proved more elusive. In 2001, the *Highlands Ranch Herald* noted "at this time the county has no specific plan for keeping homes at affordable prices." Although Peter Italiano, the county's community development director, was "working to eliminate this problem by creating pockets of affordable housing," such as a new 78-unit townhome complex in Highlands Ranch, these efforts were far too limited to alleviate the

⁶⁹ US Census, *2005-07 American Community Survey*. <http://factfinder.census.gov> – Highlands Ranch, Colorado Fact Sheet.

⁷⁰ Tamra Monahan, "Ferrari dealership zooms into Highlands Ranch," *Highlands Ranch Herald*, June 14, 2001.

⁷¹ Steve Raabe, "Highlands Ranch Wades Through Slump," *Denver Post*, January 13, 1989.

⁷² David Lewis, "Strong '94 seen for development - Highlands Ranch tops U.S. in home, lot sales," *Rocky Mountain News*, July 22, 1994. Steve Raabe, "Highlands Ranch Wades Through Slump," *Denver Post*, January 13, 1989.

affordability problem.⁷³ “If you don't have housing units for all income levels, you're not going to attract all income levels,” Colorado state demographer Elizabeth Garner noted in 2008.⁷⁴ In addition, Douglas County demographics were far from representative of the Denver metropolitan area as a whole, despite the predictions issued in the 1983 Master Plan. White residents composed 90.3% of county population in 2007, compared to 83.1% statewide, 77.7% in Arapahoe County, and 72.4% in the City and County of Denver.⁷⁵ In the end, rampant growth drove up home values and overwhelmed the modest attempts of developers and county planners to build communities that were accessible to a wide range of potential residents.

Since its founding in 1979, Highlands Ranch has always elicited strong and divergent views. “When it comes to Highlands Ranch, there's no middle ground,” Guy Kelly of the *Rocky Mountain News* observed in 1994. “People love it or they hate it. Period.”⁷⁶ Its residents generally seem to love it. “Pinch yourself because yes, you live here,” resident Brian Phillips gushed. “This is a perfect example of the many places that feel like a world away but are comfortably within suburbia.”⁷⁷ Although rapid growth came with side effects – traffic, crowded schools, endless construction – many seemed “willing to put up with some hassles for the quality of life they enjoy in Highlands Ranch. Everything is here for people to live in a clean,

⁷³ Tamra Monahan, “County sees need for affordable housing in Highlands Ranch,” *Highlands Ranch Herald*, November 29, 2001.

⁷⁴ Jeff Kass and Burt Hubbard, “Highlands Ranch leads in household income Community also ranks second in education level,” *Rocky Mountain News*, September 23, 2008.

⁷⁵ US Census, *2005-07 American Community Survey*. <http://factfinder.census.gov> – Fact Sheets for Douglas County, Arapahoe County, Jefferson County, state of Colorado, and city of Denver.

⁷⁶ Guy Kelly, “Highlands Ranch grows up fast: Love it or hate it, booming 'burb is becoming a significant community,” *Rocky Mountain News*, October 16, 1994.

⁷⁷ Brian Phillips, “The Ranch Turns Silver,” <http://denver.yourhub.com/HIGHLANDSRANCH/Stories/Stories>. 9/11/2006.

wholesome community," resident Ron Keenan explained.⁷⁸ As early as 1989, "20 percent of home sales have been purchased internally," by existing residents who had found their ideal community and were already beginning the time-honored American tradition of trading up to larger, more desirable homes as their families grew, their aspirations expanded, and their incomes swelled (or their borrowing capacity, at least).⁷⁹

However, many outsiders blame the development and countless smaller developments like it in the region for making "the Denver metropolitan area...the fourth-worst region in the United States in terms of urban sprawl."⁸⁰ Some Highlands Ranch critics turned poetic – almost lyrical – in their condemnation. Knowingly or not, their words strikingly echoed those of Mike Long's in the 1996 *National Geographic* article, both in scorn and style. In 2001, Susan Consola Appleby, a Douglas County resident, observed that Highlands Ranch is a "sea of cloned homes flowing endlessly along the waves of formerly barren, wind-whipped prairie hills."⁸¹ Timothy Egan, *New York Times* columnist and author of non-fiction works about the American West, evocatively suggested that "the homes were dropped, as if they fell from the air, on wide, curving streets. A garage was sometimes bigger than the entire house people had left behind."⁸² Others minced no words. "If Highlands Ranch is our vision of the future, God help us all," carped Jeff Rundles of *ColoradoBiz Magazine*.⁸³

⁷⁸ Guy Kelly, "Highlands Ranch cries out for amenities Services, businesses scramble to keep up with, cash in on soaring consumer demands in exploding new community," *Rocky Mountain News*, October 16, 1994.

⁷⁹ Steve Raabe, "Highlands Ranch Wades Through Slump," *Denver Post*, January 13, 1989.

⁸⁰ Carl Abbott, Stephen J. Leonard, and Thomas J. Noel, *Colorado: A History of the Centennial State*, 4th ed. (Boulder: University Press of Colorado, 2005), 374.

⁸¹ Susan Consola Appleby, *Fading Past: The Story of Douglas County, Colorado* (Palmer Lake, Colorado: Filter Press, 2001), 69.

⁸² Timothy Egan, *Lasso the Wind: Away to the New West* (New York: Alfred Knopf, 1998), 130.

⁸³ Jeff Rundles, "A Leadership Vacuum," *ColoradoBiz Magazine*, September, 1999.

Blanket condemnation of Highlands Ranch and the planning efforts of Douglas County is insufficient and unsatisfying; instead, an assessment is needed of the efforts of the community and the county to contend with sprawl under the conditions they experienced. Mission Viejo, county planners, and Highlands Ranch governance (its homeowner-managed community association and the metro districts) took many steps to alleviate the problems of growth within the community and the county. In an area with a strong aversion to taxes, Highlands Ranch residents consistently voted to tax themselves to pay for freeway interchanges and to fund school bonds to ease a potentially crippling school crowding problem.⁸⁴ In an effort to create mixed-use, walkable development inspired by the “New Urbanism” movement, Highlands Ranch authorized a “town center” to house a mix of retail, office, government, and residential units as well as a large lawn and amphitheater for gatherings and live performances. “Most communities begin with a downtown area and grow from there, Highlands Ranch has taken the opposite approach,” noted the *Highlands Ranch Herald*.⁸⁵ As previously mentioned, sixty-percent of the Highlands Ranch is open space, providing residents with abundant recreational opportunities and limiting the number of homes that will ultimately be built on the property. Wide parkways up to six-lanes in width allow automobile traffic to flow with limited congestion throughout the community.

Although many problems were mitigated within the boundaries of the community, some were simply exported to the surrounding region. As Highlands Ranch in particular and Douglas

⁸⁴ There was one setback - an \$87.5 million bond proposal in October 1992 that lost a county-wide vote by 36 votes out of nearly 16,000 cast (despite a Highlands Ranch vote 71% in favor). Janet Bingham, “New try due in Douglas: Close bond-issue loss stuns schools,” *Denver Post*, October 8, 1992. Otherwise, school bond issues have enjoyed much success. See, for example, Virginia Grantier, “New schools ease Douglas strains,” *Denver Post*, September 9, 1995.

⁸⁵ *Highlands Ranch Herald*, “Proposed town center described as ‘cutting edge’,” February 24, 2000.

County in general became a magnet for residential growth that was particularly attractive to a wealthier set of automobile commuters, the effects of this growth soon were felt across the broader metropolitan area. In Denver as elsewhere, the effects of rapid growth can be illustrated most clearly by escalating automobile traffic. Colorado Highway 470, or “C-470,” the subject of a colorful and controversial history, is the setting where the effects of rapid development in Douglas County can be seen most acutely.⁸⁶ Constructed by the Colorado Division of Highways and completed in 1985, the freeway serves as Highlands Ranch’s main link to Interstate 25 a few miles to the east (and from there, a connection to Denver to the north and Colorado Springs to the south) and Interstate 70 to the west. The freeway played a major role in enabling the success of a project the size of Highlands Ranch. “They’re in the right part of town, their planning is good, and they’ve got 12 miles of frontage on C-470,” noted the president of Richmond Homes, one of Highlands Ranch’s builders.⁸⁷ Recognizing the benefits of freeway access, Highlands Ranch residents eagerly voted to tax themselves to pay for the four interchanges that link the community to the freeway.⁸⁸

Traffic almost immediately became a crippling problem on C-470, particularly near the Highlands Ranch interchanges. The problem began early; the population estimates for Highlands Ranch used by the Division of Highways in its planning for the freeway were woefully inadequate. Oddly, it projected only 27,600 residents by the year 2000; Highlands

⁸⁶ Originally, the freeway was to be Interstate 470, a complete loop around Denver funded as part of the interstate highway system. However, anti-growth sentiment in Denver in the 1970s resulted in the elimination of the road from the system. Later, C-470 was built from I-25 westward to I-70 with federal funds. E-470, a freeway that rings Denver’s eastern half, was built later as a toll-road as a result of a public-private partnership. The northwestern quadrant of the original proposed loop has not yet been built.

⁸⁷ Steve Raabe, “Highlands Ranch wades through slump,” *Denver Post*, September 13, 1989.

⁸⁸ See Shelley Gonzales, “Highlands Ranch, C-470 to link up,” *Rocky Mountain News*, May 24, 1996, for a discussion of the completion of the fourth interchange. The Highlands Ranch Metro Districts paid the \$9 million construction cost.

Ranch's actual population reached 70,000 by that date.⁸⁹ The freeway was essentially obsolete from the moment it opened, and has been the location of some of the state's worst traffic ever since.⁹⁰ With few exceptions, the highest traffic counts on C-470 consistently have been at the Highlands Ranch interchanges, soaring from an average of 24,975 vehicles per day in 1986 to 92,675 in 2007.⁹¹ In addition, the growth of the entire south Metro Denver region, including Highlands Ranch and Douglas County, caused similar traffic congestion on Interstate 25 south of Denver. A massive, \$1.67 billion, five-year project (Transportation Expansion Project, or T-REX) became necessary to widen the highway and add a light-rail line to more effectively shuttle suburbanites to their jobs in the city center. Solving the problem of traffic within the confines of Highlands Ranch was much easier and far less expensive than contending with escalating regional traffic problems.

In the 1980s and 1990s, Douglas County officials labored to limit the effects of growth within the county. The conditions for meteoric growth in Douglas County were created by a number of factors, including the rejection of the 1974/75 plan due to its heavy-handed approach toward constraining development, the approval of Highlands Ranch in 1979, the lack of a regional growth plan, and the pressures placed on the Denver metropolitan area with the arrival of approximately thirty thousand new residents annually. Since the largely ineffective 1983 plan, subsequent Douglas County plans were thoughtful, professional efforts to contend with unprecedented growth. However, without a state or regional approach to growth management, the county was left to contend with the effects of growth largely on its own. In such a context,

⁸⁹ Jack R Raub Company, *Environmental Impact Statement*, IV-84.

⁹⁰ Emily C. Dooley, "Commuter traffic outgrowing C-470," *Highlands Ranch Herald*, May 11, 2000.

⁹¹ Daily traffic count statistics obtained via email from Leo Livecchi at the Colorado Division of Highways, March 10, 2009.

growth pressures pitted communities against communities, and counties against counties. In Colorado, the sharpest battlegrounds for these conflicts occurred in the realms of annexation conflicts and the incessant quest for sales tax revenues.

Sales Tax and Annexation: An Integrated Story

In 1990, the combined state and local tax burden on Colorado residents ranked slightly lower than nationwide averages. On both a per capita and an income-adjusted basis, Coloradans paid about five percent less to fund their state and local governments than residents of other states. On a per capita basis, Coloradans paid an average of \$1,925 annually to state and local governments, the twenty-first highest total in the nation, compared to a nationwide average of \$2,021. Coloradans paid \$105.26 for every \$1,000 in personal income in state and local taxes, the thirty-fourth highest rate amongst the states. Nationwide, residents paid an average of \$111 per \$1,000 in personal income to fund their state and local governments. Over time, the relative change in Colorado's tax burden closely mirrored nationwide trends. From 1978 to 1990, the national average state and local tax burden relative to income declined 0.2% per year, while Colorado's decreased 0.3% per year.⁹² By these measures, the state and local tax burden experienced by its residents roughly equaled that of the typical state in the union.

Colorado's unremarkable state and local tax burden compared to other states belied some stark differences beneath the surface that carried profound implications for local governance and municipal development. For example, Coloradans experienced one of the lowest overall state

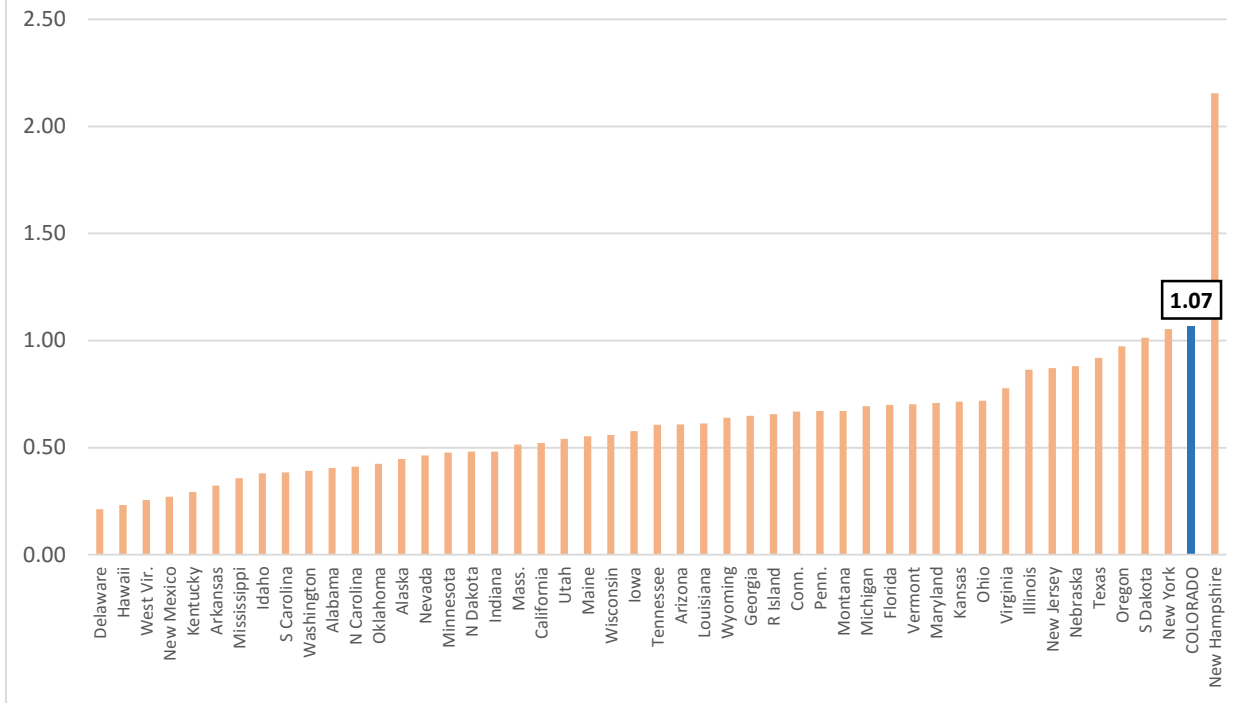
⁹² Department of Revenue, Office of State Planning and Budgeting, "Colorado State and Local Finance Study: Part 1: State Revenues," March 10, 1992, 4-5. Per capita state and local tax collections in several high population states such as New York (\$3,267), Massachusetts (\$2,359), New Jersey (\$2,527), and California (\$2,220) skewed the national average upward. As a result, Colorado ranked twenty-first overall, above the midpoint, despite a per-capita figure that was about five percent lower than the national average.

tax burdens in the nation but one of the highest local tax burdens. Total Colorado revenues from state taxes – income, sales, excise, and others – ranked 48th in the nation relative to personal income, ahead of only New Hampshire and South Dakota. Conversely, Colorado’s revenues from local taxes – property, sales, and others, ranked sixth. Overall, Colorado was one of only four states in the nation where local tax revenue collections exceeded state tax collections. Its ratio of \$1.07 in local tax collections for every \$1.00 in state tax collections was nearly double the national average of \$0.62 and exceeded every state other than New Hampshire (\$2.15-to-\$1) (Figure 5.1). This reflected the long-standing preference for local rather than state or regional solutions and services, and an unprecedented receptivity to governance by special district.⁹³ As presented throughout the rest of this study, these conditions have had profound implications for the nature of growth and development in the state.⁹⁴

⁹³ Colorado’s preference for local governance was a localized effect; it did not simply reflect a larger condition common to the western states overall. Inclusive of Colorado, the eleven western states in the lower forty-eight averaged only fifty-nine cents of local tax collections, slightly below the national average. Exclusive of Colorado, the average of the remaining ten western states fell still further to fifty-five cents. Thus, the westernmost states as a group actually relied less upon local versus state governance in comparison to the nation as a whole.

⁹⁴ Reliance upon local taxes, which tend to be regressive such as property and sales taxes, rather than state taxes, which tend to be progressive such as income taxes, also had a significant socio-economic impact on the state. In 1989, for example, residents earning below \$10,000 paid a staggering 23.94 percent of their income in combined state and local taxes, while Coloradans earning more than \$50,000 paid only 10.32 percent. Department of Revenue, “Colorado State and Local Finance Study,” 46-47.

Figure 5.1: Ratio of Local Tax to State Tax Collections, 1990

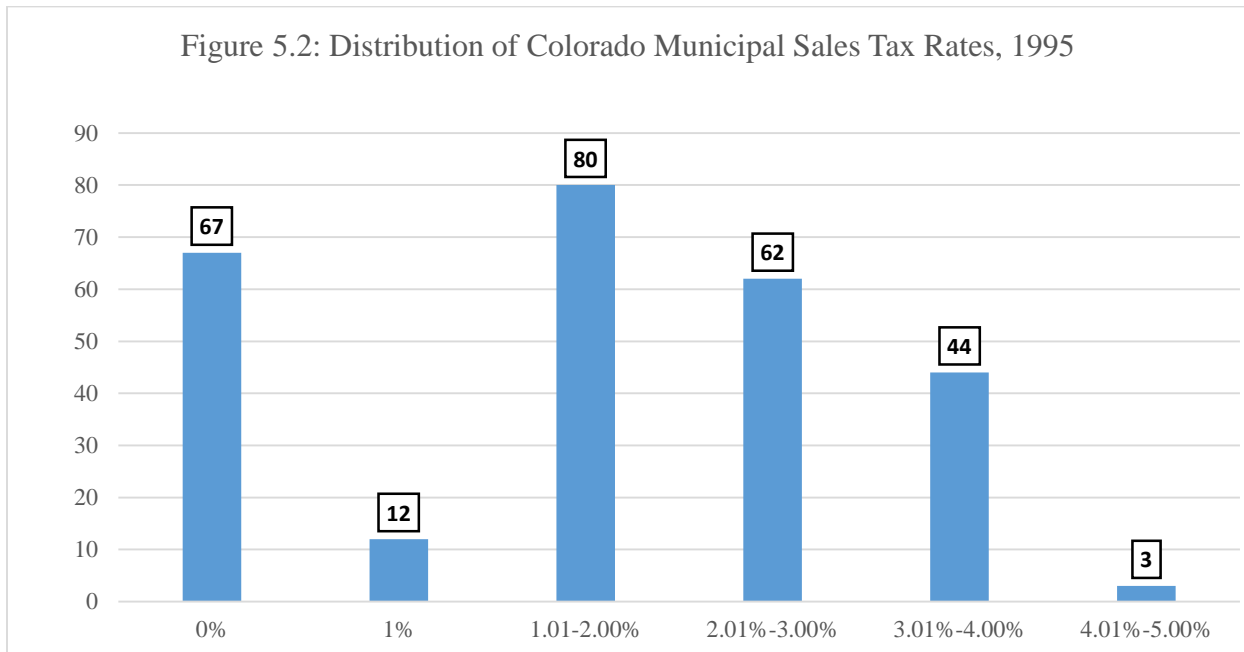


Ratios calculated from state-by-state data presented in Department of Revenue, “Colorado State and Local Finance Study,” 5. New Hampshire was the only state in the union in 1990 that levied neither a state income tax nor a state sales tax. It relied heavily upon state and local residential property taxes to fund public services. Additionally, the state derived revenues from non-tax sources including the exclusive operation of the state’s liquor retail outlets.

Colorado’s unique and localized approach toward sales taxes has also played a heavy role in the urban and suburban development of the state. Colorado first levied a uniform statewide sales tax under the “Emergency Retail Sales Tax of 1935,” setting the amount at two percent. The rate was increased to three percent in 1965. Aside from a 15-month period in the 1980s when it was increased by one-half percent, the state sales tax rate has remained at three percent ever since, as Coloradans have consistently voted against proposals to increase the rate.⁹⁵ In

⁹⁵ Department of Revenue, “Colorado State and Local Finance Study,” 75-76. The 1935 act was a direct response to the Great Depression, and the tax was intended to be temporary. Similar to the experiences of other states and taxing authorities, authorized taxes are difficult to eliminate. “Needless to say, the emergency of 1935 has long since passed,” the Department of Revenue quipped.

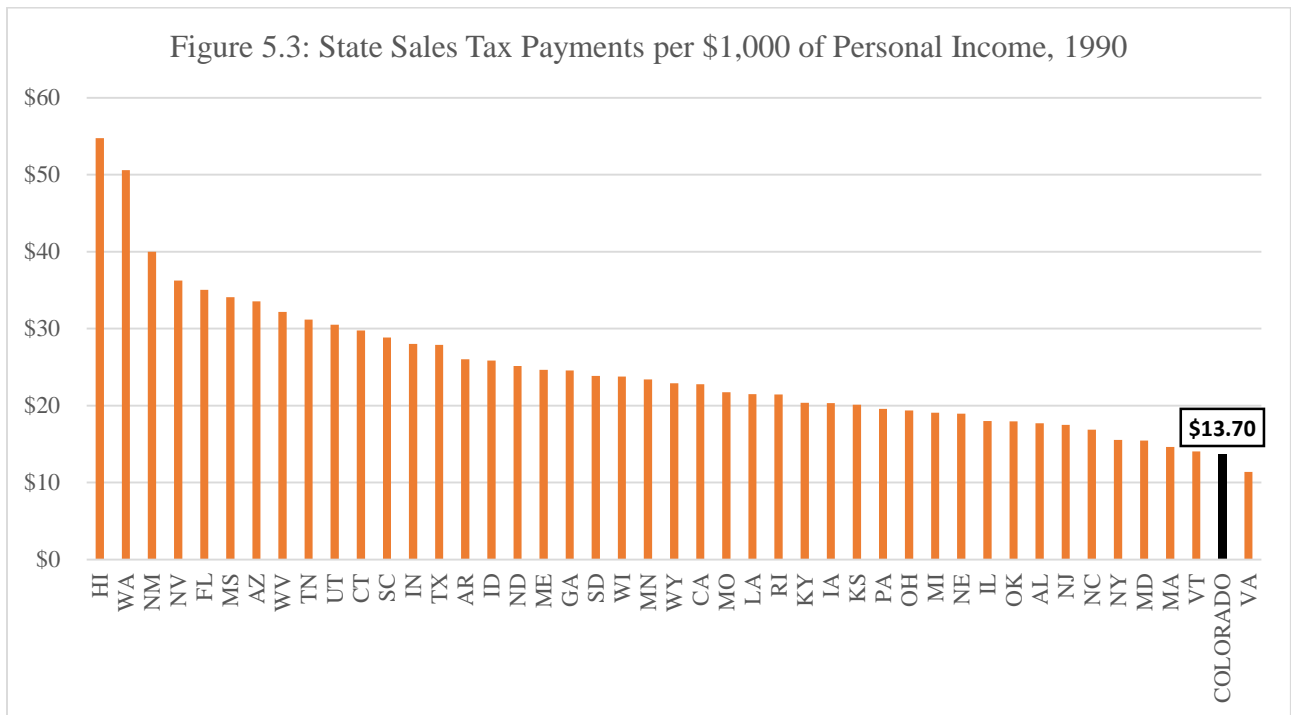
addition to the uniform state sales tax, state law also has permitted municipalities and counties to levy a sales tax. In 1965, only thirteen Colorado municipalities did so. As of 1995, however, 201 of the state’s 268 municipalities levied sales tax rates averaging 2.57 percent, ranging from one percent to five percent (Figure 5.2).



Colorado Municipal League, “Municipal Sales and Use Taxes: 1996 Edition,” Denver, Colorado, 4.

While the overall average sales tax rates in Colorado mirrored those of other states, there has been a stark and impactful disparity between sales taxes levied at the state and local levels. Of the forty-five states that levy a state sales tax, Colorado’s state sales tax rate of three percent was the lowest in the nation in 1990. State sales tax revenues paid by residents relative to personal income ranked the second-lowest in the nation (Figure 5.3). Conversely, Coloradans experienced the nation’s second highest rate of local sales taxes relative to personal income; only Oklahomans paid a higher percentage of their income in local sales taxes. Colorado municipalities collected over four times as much as the national average in per capita local sales

taxes.⁹⁶ By 1990, sales taxes had become the single largest and most important source of revenues for municipalities. Whereas municipalities in other states relied more heavily upon property taxes and only derived twenty-eight percent of their revenues from local sales taxes, Colorado cities and towns relied upon sales taxes for a stunning sixty-seven percent of their revenues.⁹⁷



Colorado Department of Revenue, “Colorado State and Local Finance Study,” 84.

In part, the mix of low state and high local sales tax revenues was simply another reflection of the state’s preference for local governance. Likewise, local reliance upon sales taxes rather than property taxes also emanated from another Colorado value that emphasized the sanctity of property rights, making it politically difficult for officials to increase property tax

⁹⁶ Department of Revenue, “Colorado State and Local Finance Study,” 7-8.

⁹⁷ Colorado Municipal League, “Municipal Sales and Use Taxes,” 4.

rates. Yet the increasing reliance upon local sales taxes to fund local services impacted the urban development of the Front Range in at least two key ways. Armed with the ability to levy a sales tax of up to five percent, municipalities competed aggressively to lure businesses, particularly retail enterprises, to their cities. Retail businesses generated very high “yield” to municipalities, with revenues far exceeding the cost of providing services to these businesses. Municipal sales taxes proved easier to enact, as residents of retail-rich communities benefitted from non-resident shoppers to fund a portion of the municipal budget. However, competition for retailers amongst municipalities resulted in a number of growth management challenges, including the proliferation of “retail sprawl” with strip-malls and parking lots and the creation of automobile congestion as both shoppers and employees travel by car to reach these new centers.⁹⁸ A prime example of this was the 1996 opening of Park Meadows Mall located on the extreme northern edge of Douglas County. This high-end “retail resort,” anchored by Nordstrom and housing 160 other retailers, has been a remarkable economic success, exceeding the national average sales-per-square-foot figure by over fifty percent. However, “the mall and related development [will] have their ugly sides,” predicted the *Rocky Mountain News* when the mall opened in August, 1996.⁹⁹ The usual side effects were anticipated – increased automobile traffic from 70,000 additional car-trips per day, the creation of low-paying jobs without corresponding low-paying housing, and the conversion of thousands of acres of open space into roads, parking lots, and retail square footage.

In addition to the never-ending quest to attract retail businesses, Colorado’s reliance upon

⁹⁸ Historian Elizabeth Blackmar notes that the increase in non-resident real estate investors through real estate investment trusts (REITs) have exacerbated suburban sprawl resulting from retail real estate development. Elizabeth Blackmar, “Of REITs and Rights: Absentee Ownership on the Periphery,” in *City, Country, Empire: Landscapes in Environmental History*, ed. Jeffrey M. Diefendorf and Kurk Dorsey (Pittsburgh: University of Pittsburgh Press, 2005), 81-98.

⁹⁹ *Rocky Mountain News*, “Surging South Metro,” August 25, 1998, 14B.

local sales taxes created the conditions for another important phenomenon: annexation for the purposes of securing tax revenues. Since unincorporated areas legally could not levy sales taxes, they were very attractive to retailers who wished to provide a cost advantage to shoppers. However, retail businesses located in such areas became attractive targets for annexation for revenue-hungry municipalities. With large swaths of unincorporated lands and liberal annexation statutes in Colorado, energetic municipalities could absorb adjacent areas with retail businesses and leave behind residential neighborhoods that were costly to serve. Colorado's business community used this to their advantage. George Wallace fully leveraged these conditions by constructing the Denver Tech Center in an unincorporated area and then securing concessions from municipalities through annexation. "I'm the guy who built the tax base for Arapahoe County [and] that's why Arapahoe County is a very well-to-do county," he boasted in 1984, in the process confirming the unique power and influence developers could wield in Denver's fragmented and localized governance climate. "Now I'm going to do the same thing for Douglas County," he declared at the time the DTC purchased Meridian Park in the northern part of the county, the largest commercial real-estate development in the Denver metropolitan area.¹⁰⁰

While Denver's ability to annex surrounding lands was eradicated with the 1974 Poundstone Amendment, the suburban fringe turned into a feeding frenzy of annexations and threatened annexations around the turn of the century. For example, the diminutive and youthful City of Lone Tree in Douglas County only incorporated in 1996 and housed a mere 4,873 residents in 2000. Yet, it annexed the lucrative Park Meadows Mall in 2006, to "enhanc[e]

¹⁰⁰ *Denver Post*, "DTC Buys Meridian Park," undated newspaper article, Douglas County History Research Center newspaper clippings, Philip S. Miller Library, Castle Rock, Colorado. Shea Properties, "Our History: The Colorado Story," <http://www.dtcmeridian.com/about/people/our-history>, accessed January 21, 2017. Greenwood Village first annexed the Denver Tech Center in 1967, but the Colorado Supreme Court nullified the annexation in September 22, 1975.

revenues to the City while also ensuring that revenues will be reinvested in the area to sustain its economic vitality over time.”¹⁰¹ As previously mentioned, the casual suggestion by Lone Tree’s mayor shortly after its incorporation that the new city might have an interest in annexing Highlands Ranch spurred a measure of urgency in that community’s incorporation movement. On the other side, residents of unincorporated areas were forced to cast a constant and wary eye towards adjacent revenue-hungry municipalities. Some Coloradans tried to mute the feverish pace of annexation by at least eliminating “flagpole annexations,” the most odious type of land grab whereby cities reached across rivers or reservoirs or via a narrow right-of-way to gain access to a large, noncontiguous tract of land.¹⁰²

Despite the rapid growth of Douglas County and the City of Lone Tree’s annexation of Park Meadows, Douglas County was not the epicenter of annexation battles in the Denver metropolitan area in the last decades of the twentieth century. In part, this was due to the simple fact that the county had very few municipalities that could execute annexations. In 1990, there were only three incorporated towns or cities located entirely within in Douglas county: Castle Rock (incorporated in 1881, population 8,708 in 1990), Larkspur (1979, population 232), and Parker (1980, population 5,450).¹⁰³ Additionally, the Poundstone Amendment all but eliminated the possibility that a neighboring town in Arapahoe County would reach across county lines to annex unincorporated sections of Douglas County. Instead, adjacent Arapahoe County was the location of a number of prominent and contentious annexation conflicts. In addition to statewide

¹⁰¹ City of Lone Tree, “About Lone Tree,” http://www.cityoflonetree.com/government/about_lone_tree, accessed January 21, 2017.

¹⁰² *Rocky Mountain News*, “Bill Would Curb Suburbs’ Growth,” February 25, 1985, 1.

¹⁰³ Small sections of Littleton and Aurora were located in the extreme northern end of Douglas County, but the bulk of these cities were located in other counties (Littleton was primarily situated in Arapahoe County, and Aurora stretched into Arapahoe and Adams Counties).

conditions that directly and indirectly encouraged municipalities to consider annexing adjacent areas, Arapahoe's patchwork quilt of unincorporated and incorporated communities contributed to a volatile situation. The county held eleven municipalities in 1990, ranging from tiny Deer Trail, population 476, to sprawling Aurora, population 222,000. For years, several of these cities aggressively pursued growth via annexation, especially Aurora and Greenwood Village.

Perhaps the most intriguing of all of the late-twentieth century annexation battles in the Denver metropolitan area occurred in southern Arapahoe County. A decades-long struggle over twenty-eight contiguous square miles with over one hundred thousand residents, over twenty percent of the county's population, ultimately concluded with the 2001 incorporation of the city of Centennial, one of the largest overnight creations of a new city in American history.¹⁰⁴ Like other such squabbles in the state, sales tax revenues were at the heart of the matter. On one side of the debate, and physically on either side of the unincorporated area, sat the expansionist and energetic cities of Greenwood Village and Aurora. Over the years, these cities gazed longingly at the valuable commercial districts in the area for the potential to capture significant new sales tax revenues. On the other side, residents of these unincorporated communities feared that the loss of retail and commercial properties to an adjacent municipality would leave them with an exclusively residential enclave that lacked a sufficient tax base to continue purchasing public services from the usual patchwork of special districts. As "an island with virtually no tax base," residents would experience either declines in the quality and quantity of public services or significant increases in residential property taxes.¹⁰⁵

However, this was far from a contest fought simply over money. The actions of those on

¹⁰⁴ Centennial's population at the time of its incorporation was slightly over 100,000, roughly the same as Santa Clarita, California at the time of its incorporation in 1987 and Miami Gardens, Florida in 2003.

¹⁰⁵ *Rocky Mountain News*, "Arapahoe Neighborhoods Urged to Form New City," February 4, 1987, 21.

all sides of the debate were rooted in the desire to transcend a number of conditions that were created and hardened over a chaotic half-century of decentralized planning and growth management in the region. Ironically, activists on both sides of the incorporation/annexation question cited the exact same motivation for their views and actions: the lack of regional solutions to regional problems. Greenwood Village leaders, for example, promised to put any new tax revenues derived from annexation to use not to enrich their small city and its wealthy residents, but rather to invest in infrastructure improvements neglected by county and state governments but necessitated by meteoric regional population growth. The city also sought the funds and the stature to act as a powerful voice on behalf of the region's residents, in Greenwood Village and beyond, to constrain growth and development in the region. Amidst a perceived vacuum in regional growth management, Greenwood Village, in short, proposed to transcend its status as a municipality to act as a de facto regional planner. Additionally, residents of the unincorporated area of Arapahoe County soon to become Centennial felt powerless to influence any aspect of their future. They lacked a voice in key county and regional decisions. Long-time residents sought to preserve the limited-government, low-tax environment that attracted them to the rural, unincorporated lands on the southern edge of the county so many years earlier. Residents lived at constant risk of absorption into a number of surrounding communities whose civic values and priorities might differ from those of their own. As a result, they turned to municipal governance as a defensive measure. In the end, the new city of Centennial was hatched not as a complementary collection of cohesive neighborhoods and individuals, but as a reflection, and culmination, of a half-century of disjointed growth and governance in the suburbs.

Like much of South Metro Denver, the future city of Centennial began as a creation of corporate developers designing and building communities in unincorporated areas. At the time

of its incorporation in 2001, nearly seventy-percent of Centennial residents resided in the census-designated places (CDPs) of Southglenn and Castlewood. The Southglenn community was created in 1961 by Perl-Mack Construction Company in the mold of the Levittowns and many other successful master-planned suburban developments in the post-war era. Southglenn offered “Cadillac-like values and Chevy prices,” as the developers promised to “sell the steak – not the sizzle.”¹⁰⁶ Like many other such developments in the region, sales were brisk and growth was robust. Perl-Mack, led by partners Jordon Perlmutter and Samuel Primack, developed a wide range of residential and commercial projects in the Denver area before their thirty-one-year partnership dissolved in 1983, including millions of square-feet of shopping malls, a community similar to Southglenn located north of Denver called Northglenn, and thousands of apartment units in the city of Denver.¹⁰⁷ Their tenure did not lack for controversy. It included accusations of millions of dollars in unpaid federal taxes as well as improper leveraging of close ties with the mayor of Denver to circumvent the city planning office. “These guys don’t know which way is up,” Primack said in 1973 about the Denver Planning Office. “Some of these individuals have no more idea of practicality than the man in the moon,” he said, recycling a common point of conflict between developers and public administrators. “If put in the real world where they had to earn a dollar by virtue of their (work), they couldn’t.”¹⁰⁸

By the 1980s, some residents of Southglenn, Castlewood, and other adjacent unincorporated areas proposed a new city to “end all the bickering and fighting – in and out of court – that goes on over annexations and developments,” said incorporation proponent Dave

¹⁰⁶ *Denver Post*, “Perk-Mack Tells Success Formula,” January 28, 1962.

¹⁰⁷ *Rocky Mountain News*, “Perl-Mack Partners Decide to Cut Ties,” July 28, 1983.

¹⁰⁸ *Denver Post*, “Perl-Mack Co. Denies Owing \$5.1 million in Back Taxes,” August 22, 1961, 3. *Denver Post*, “Homebuilder Labels Planners ‘Dreamers’,” November 1, 1973, 31, 34.

Pompili in 1986. Pompili and other like-minded residents also sought the self-determination and local control that would come with forming their own city rather than contend with the possibility that a large neighbor would annex all or part of their communities. At this time, proponents of incorporation deemed the city of Aurora to be the main threat to subsume the area as part of “a massive annexation...that would extend the city south almost to Castle Rock.” In 1950, Aurora housed only 11,000 residents, about three percent of the city of Denver’s population. However, the city grew voraciously through annexation and population inflow to become Colorado’s largest city by land area by 2010, over one hundred fifty square miles spanning three counties, and third largest in population behind Denver and Colorado Springs. As they had throughout the state’s history, real estate developers sought to anchor their creations in the most development-friendly communities, and Aurora ranked among the friendliest. In 1986, “nearly a dozen developers [were] eager to annex a 33 square-mile area to Aurora” and sought to block efforts by residents to incorporate instead into a new city.¹⁰⁹ At least one developer simultaneously sought to broker an annexation with Greenwood Village at this same time. Thus, an “intricate game of land chess,” played out on the complicated chessboard of Colorado land use politics between citizens, cities, and real estate interests in yet another contest for local control.¹¹⁰ After a series of conflicts in the courtroom and in the media, this particular game ended in a stalemate, with neither a new city nor a large-scale annexation of unincorporated lands.

The final drive toward Centennial’s incorporation began at a pancake breakfast with the creation of a citizen-advocacy organization called Arapahoe Citizens for Self-Determination

¹⁰⁹ *Rocky Mountain News*, “Backers of Centennial City Vow to Fight on,” December 5, 1986, 17.

¹¹⁰ *Rocky Mountain News*, “Centennial Backers Shift Tactics,” December 17, 1986.

(ACSD), led by Randy Pye.¹¹¹ This time, it was Greenwood Village rather than Aurora, and civic leaders rather than developers, that threatened annexation. Nearby residents had good reason to believe that Greenwood Village might seek to subsume valuable commercial properties via the annexation process. “Annexations have defined Greenwood Village from the mid-1960s through the present,” the city proclaims in its history. In a stroke of irony, Freda Poundstone, architect of the 1974 Poundstone Amendment that eliminated Denver’s ability to annex adjacent lands, deployed an aggressive strategy of annexation for Greenwood Village while serving as its mayor in the 1980s. “The money that came in was a godsend to the city,” she noted. “Retail properties (with their sales tax revenue) are really your slot machines,” she unabashedly explained in the clearest description of the incentives created by the state’s convoluted tax system. “With retail, for every dollar spent, you get \$14 back [while] for every dollar received from residential property taxes, a city spends \$1.80 in services.” Over time, Greenwood Village annexed some of the Denver metropolitan area’s most lucrative commercial areas, including the Denver Tech Center, Greenwood Plaza, and a number of businesses along Arapahoe Road.¹¹² As a result, Greenwood Village held about thirty-eight thousand jobs compared to a population of about fourteen thousand people in 2014, an employment-to-jobs ratio of 2.60-to-1. This was over four times the national average of 0.59-to-1.¹¹³

Pye and advocates of a city of Centennial squarely depicted incorporation as a defensive effort to avoid potentially crippling annexations of commercial areas by Greenwood

¹¹¹ City of Centennial. History. <http://www.centennialco.gov/contract-city-history.aspx>. Accessed January 15, 2017.

¹¹² City of Greenwood Village, Colorado. History 1850-2000. <http://www.greenwoodvillage.com/index.aspx?NID=1463>. Accessed January 15, 2017.

¹¹³ City of Greenwood Village, Colorado. Village Profile. <http://www.greenwoodvillage.com/Index.aspx?NID=1093>. Accessed January 15, 2017. United States Department of Labor, Bureau of Labor Statistics. Employment-Population Ratio. <https://data.bls.gov/timeseries/LNS12300000>. Accessed January 15, 2017.

Village. While an annexation targeting revenue-rich commercial and retail sectors to the exclusion of costly residential areas was “legal in all senses...morally it is incomprehensible,” argued Pye in 1998. Estimates suggested that a selective annexation of unincorporated Arapahoe communities could reduce the tax base of those areas by fifty percent or more, leaving “islands of residential neighborhoods” and lost “revenues for sheriff protection, parks, trails, and open space.”¹¹⁴ In addition, Arapahoe County Commissioner and incorporation proponent John Brackney highlighted a number of other arguments for incorporation. “If Greenwood Village succeeds in its annexation plans,” he explained, “it will destroy the unincorporated citizens’ ability to protect their quality of life, to control taxes, and to have self-determination.” Also, unincorporated residents were largely served by counties, but “counties are not designed to provide either the political representation or services required to maintain viable, densely-populated communities.” If successful, proponents of the new city suggested that a simple 1.5% municipal sales tax would cover the costs of providing services to the city, a figure that Greenwood Village Mayor David Phifer called “utterly not believable.”¹¹⁵

As ACSD members and incorporation proponents feared, Greenwood Village issued a plan in October, 1998 to annex over three square miles of unincorporated Arapahoe County that included a sizable number of commercial properties but only about 1,500 homes. If successful, the annexation would have increased the physical size of Greenwood Village by about fifty-percent. “It is our worst nightmare come true,” Pye lamented. Thus, the fate of the proposal would be determined by “a race to the finish line.” The annexation required a successful vote by

¹¹⁴ *Denver Post*, “Proponents of New City Fear Greenwood’s Growth,” August 5, 1998, A01. *Denver Post*, “To Be or Not to Be (A City), November 15, 1998.

¹¹⁵ *Denver Post*, “To Be or Not to Be (A City), November 15, 1998.

Greenwood Village residents, while the incorporation of a new city required a majority vote by prospective new residents; whichever occurred first would likely determine the outcome.¹¹⁶

“It’s all about money,” Pye argued.¹¹⁷ However, the words and actions of Greenwood Village officials over a number of decades suggested that the city was also trying to use its influence and wealth to shape growth and development patterns in the surrounding region to its advantage. City officials expressed frustration with the ineffectiveness of Arapahoe County government and other regional agencies to contend with burgeoning traffic issues and the need for park and recreation improvements. The city essentially proposed to step in and solve these problems not just for its residents but for the region as a whole. “Rather than see traffic congestion worsen and our quality of life further deteriorate,” said Phifer, “Greenwood Village has agreed to undertake some of the \$500 million in road projects, contingent upon annexation of commercial properties to generate adequate revenue.”¹¹⁸ The city proposed to apply a new three percent municipal sales tax, on top of the 3.8 percent state and special district sales tax already in place, to retail activity within the annexed areas. This would derive \$30 million in new revenues, doubling the city’s existing budget. After spending \$7 million to provide services to new residents, another \$7 million to provide services to businesses, and \$1 million in tax incentives, the city would bank a sizable annual surplus of \$15 million. It promised to utilize the windfall on road projects, parks, and enhanced bus service to the benefit of its residents and to the wider South Metro Denver region as a whole.¹¹⁹

¹¹⁶ *Denver Post*, “Greenwood Stakes Claim to Key Land,” October 15, 1998, A01, A19.

¹¹⁷ *Denver Post*, “Proponents of New City Fear Greenwood’s Growth,” August 5, 1998, A01.

¹¹⁸ *Denver Post*, “To Be or Not to Be (A City),” November 15, 1998.

¹¹⁹ *Denver Post*, “Residents-in-Limbo Eye Costs,” November 22, 1998.

In another illustration of Greenwood Village's desire to serve as a powerful voice for the region, the city energetically fought the proposal to bring commercial passenger flights to nearby Centennial Airport. In 1998, Greenwood Village City Council took the unusual and aggressive step of appropriating \$250,000 of municipal funds to combat Federal Aviation Administration (FAA) efforts to authorize passenger flights. City officials strongly opposed such an outcome, and proposed to use the city's clout and wealth to protect the region from noise pollution and commercial development of the area. They admonished incorporation proponents for their lack of regional advocacy. "What amount of money has been earmarked for this fight from the incorporators of Centennial City?" asked Phifer. He went still further, insinuating airport expansion proponents were behind the city initiative. "Are we to believe it is just a coincidence," he asked sardonically, "that certain individuals who support such an expansion of service at Centennial also are deeply involved with the formation of Centennial City?"¹²⁰ Greenwood Village Councilman Jim Underhill said that "Centennial City proponents...are being used" by airport interests "so they can expand cargo and passenger operations."¹²¹

Not all were convinced that Greenwood Village would have the best interests of its neighbors in mind if it were permitted to annex these lands and its tax base. "Now Greenwood Village says they must become a benevolent dictator and tax everyone else so they can solve our mutual transportation problems," quipped Brackney. There were no guarantees that Greenwood Village would deploy its newly-derived \$30 million in annual sales tax revenues to benefit the region, nor that the interests of Greenwood Village would always complement those of other communities. Yet, there were some who were exasperated with the status quo and unmoved by

¹²⁰ *Denver Post*, "To Be or Not to Be (A City)," November 15, 1998.

¹²¹ *Denver Post*, "Official: All Should be Greenwood with Envy," February 11, 1999.

the prioritization of low taxes above all else. “In the past 10 years, the complete lack of urban management in the region has resulted in ugly strip development and aggravating gridlock,” complained *Denver Post* anchor columnist Diane Carman. “Essentially, the ideal upon which the vision of Centennial City is founded is that we need to make sure our taxes are as low as possible,” she continued, and “when it comes to transportation initiatives, land-use management, or quality of life issues, the philosophy of the Centennial organizers is to avert their eyes.”¹²² Although far from unbiased, councilman Underhill noted that “when outside forces threaten...Greenwood Village acts right away with money or lawyers.” “The revenues raised would build roads that no one plans to do,” he continued. “The governor won’t do it. Arapahoe County can’t do it. And Centennial never would be able to do it with its proposed 1.5 percent sales tax.”¹²³

Two years of legislative and legal maneuvering were necessary to determine which referendum – the Greenwood Village annexation vote or the Centennial incorporation vote – could proceed first, likely determining the victor. Initially, the State Senate expressed hesitation to become involved in what it saw as a local issue, and urged mediation between the parties. Given the binary nature of the question, mediation failed. The Colorado state legislature intervened by passing a law giving incorporations of more than 75,000 people precedence over annexations. Greenwood Village challenged, and on June 27, 2000, the Colorado Supreme Court issued a forty-seven-page ruling upholding the law, clearing the way for the incorporation vote. Nearly forty-eight percent of eligible voters turned out on September 13, 2000 to authorize

¹²² *Denver Post*, “A Broader Vision Needed,” December 5, 1998.

¹²³ *Denver Post*, “Official: All Should be Greenwood with Envy,” February 11, 1999.

the creation of the new city of Centennial with seventy-seven percent of the vote. Colorado's seventh-largest city was born.¹²⁴

* * * * *

Though ultimately unsuccessful, Greenwood Village's efforts are instructive in analyzing and understanding the suburban environment the state had created for itself by the end of the century. In a key sense, Greenwood Village's actions represented a uniquely Colorado solution – one based in local control – to solve regional problems of rapid growth in an environment with unsettled governance. Rejection of the empowerment of state or regional actors did not, of course, eliminate the problems. But neither did it mean Coloradans were not serious about managing growth or preserving the very attributes that drew them to move to, or remain in, the state. Coloradans did not completely reject the power of public solutions to solve regional problems; they merely created and permitted a complex patchwork of public and private actors, each with different tools and limitations to effect change. The more local the actor, the more power they granted the actor, but the less effective the actor could be in singularly solving broader challenges. In some ways, this orientation and preference for local control emanated from the “plundered province” mindset of westerners in general. Yet while western defiance of governments and outsiders flared often in rural settings, the preference for local and private

¹²⁴ *Denver Post*, “Senate Panel Delays Centennial Vote,” January 27, 1999. *Denver Post*, “State Closer to Getting New City: Court Ruling Favors Centennial Backers,” June 27, 2000. *Denver Post*, “Childhood’s End,” September 14, 2000. *Denver Post*, “Centennial Turnout Small,” February 2, 2001.

actors over state and regional efforts in urban and suburban settings took on an acute form in Colorado.¹²⁵

All actors, large and small, worked to shape the nature of growth in the state in accordance with their views and perspectives of what was best, and within the confines of their powers. Taken together, these actions shaped the form and powers of governance and the particular strategies of growth management in the state by the turn of the twenty-first century. Special districts, metropolitan districts, annexations, unincorporated areas, developer-created master-planned communities, sales tax conflicts, low property taxes, a weak but slowly-strengthening regional planning apparatus – these and many more characteristics were reflections of Colorado’s attitudes and values. These conditions led to some noteworthy events and outcomes related to growth and its management: the world’s only rejection of an Olympic Games, the rejection of a largely federally-funded beltway, the nation’s fastest-growing and wealthiest county, the nation’s highest rate of comprehensive governance through special purpose districts, one of the nation’s largest master-planned communities, and one of the nation’s largest overnight incorporations. It also resulted in many smaller acts that are no less instructive and reflect these same values. For example, in 2006, late night noise from Fiddler’s Green, a popular outdoor concert venue, attracted a unique, localized solution. Greenwood Village simply annexed the venue. Fiddler’s Green was located in “an island of unincorporated land,” noted Mayor Nancy Sharpe. “Now the City has the ability to work with them on noise.” Echoing similar arguments from prior decades, Sharpe explained that Greenwood Village was serving as

¹²⁵ Examples of rural flare-ups are many; some of the most prominent include the Sagebrush Rebellion of the late 1970s and early 1980s, and standoffs over a national forest access road in Jarbidge, Nevada in 1999, BLM lands and grazing fees led by the Bundy family in southern Nevada in 2014, and the imprisonment of two eastern Oregon ranchers over illegal burns on public lands in 2016. For a comprehensive repository of articles about these and many other such events, see *High Country News*, “Forty Years of Sagebrush Rebellion,” January 4, 2016, <http://www.hcn.org/articles/sagebrush-rebellion>, accessed March 5, 2017.

regional benefactor, not simply in its own self-interests. After annexation, Greenwood Village began to “regulate the hours of concerts and noise levels [because] it is important for our quality of life.”¹²⁶ A wealthy suburb annexing land simply to impose quiet hours so residents of the region could get some sleep – a suburban Colorado solution to a universal problem.

¹²⁶ City of Greenwood Village, Colorado. History 2000-2015.
<http://www.greenwoodvillage.com/index.aspx?NID=1932>. Accessed January 15, 2017.

EPILOGUE

“IT’S LIKE WATCHING A GOAT RODEO”

Around the turn of the twenty-first century, the nation as a whole experienced the beginnings of a “back to the city” movement. A number of factors contributed to this, including the preference of Generation X and millennials for the social connection and environmental sustainability of dense urban villages, a long-term decline in urban violent crime rates, and the widespread adoption of the mixed-use development concepts of the new urbanism movement. City planners responded by reinvesting in mass transit, and commercial interests responded by constructing residences and opening businesses that catered to the interests of an increasingly affluent urban populace. As a result, a number of American cities such as New York, Chicago, Washington, D.C., San Francisco, and Boston experienced a significant slowdown and even a reversal in the long-term downward trend in population from 1950 through the end of the twentieth century. Even some long-maligned urban locales such as Brooklyn, Newark, Hoboken, Providence, and Oakland experienced modest population increases while also developing an appeal to young professionals that would have been unthinkable to an earlier generation. Not everyone has celebrated this trend. Working class and poor neighborhoods have rapidly gentrified, driving up rents for residents and businesses and driving out long-time lower income residents and business owners. The costs and benefits of the urban renaissance are beyond the scope of this study. It is clear, however, that these trends have signaled a slowdown in the suburbanization of the nation that occurred at a rapid and unmitigated pace from the end of

the Second World War through the end of the twentieth century.

On the other side of the equation, a number of factors have converged to make large-lot and low-density development on the exurban fringe less appealing to the American population in recent years, including the shrinking size of the American family, a sharp spike in automotive fuel prices from the historical lows of the late-1990s, and the collapse of the sub-prime mortgage market in 2007 that sent suburban home prices plummeting and triggered the “Great Recession.” In light of these developments, some critics have gone so far as to proclaim the death of the suburb altogether. In 2008, just seventeen years after Joel Garreau stated that “Americans are pretty smart cookies who know what they are doing” by voting with their feet, dollars, and SUVs for new suburban “edge cities,” Christopher Leinberger countered by boldly predicting that low-density, large-home residential developments on the urban fringe would become “the next slum.” Large and generally poorly-constructed suburban homes located far from mass transit and the vibrant core of the central city were already losing their appeal, he argued. “Many [such homes] are empty” he observes, as a result of overbuilding during the years of the housing bubble. “Renters of dubious character occupy” some “McMansions” that were once the exclusive domain of wealthy families. “Graffiti, broken windows, and other markers of decay have multiplied,” Leinberger notes. These are trends he believes will continue. He concludes with a provocative suggestion that the popular seventies movie *Escape from New York*, which “perfectly captured the zeitgeist of its moment,” might be remade in a few decades by a movie with a similar dystopian plot but instead titled *Escape from the Suburban Fringe*.¹

Leinberger’s observations were drawn in the immediate aftermath of the collapse of the

¹ Joel Garreau, *Edge Cities: Life on the New Frontier* (New York: Doubleday Press, 1991), xix. Christopher Leinberger, “The Next Slum?” *The Atlantic*, March, 2008.

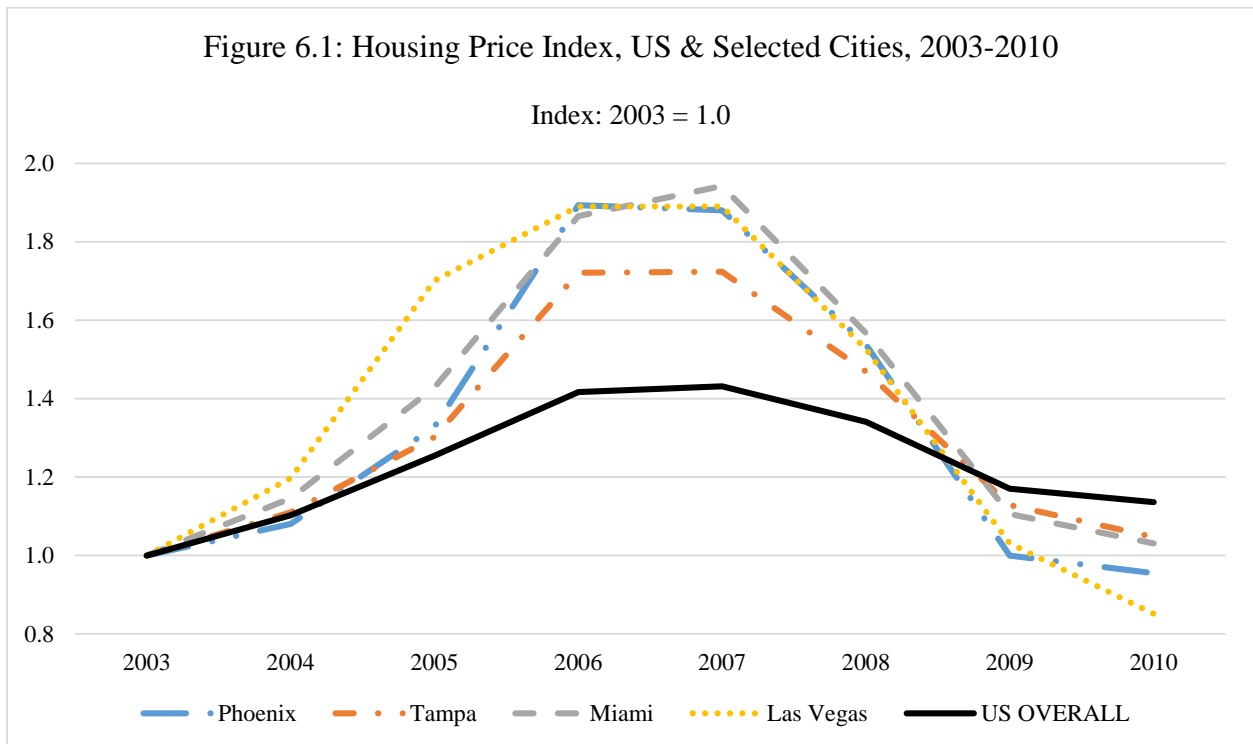
subprime mortgage market in 2007 that included a tidal wave of foreclosures, personal bankruptcies, banking collapses, skyrocketing unemployment, a fifty-percent decline in stock market valuation, and a severe worldwide economic recession. In large part, the crisis grew from product innovations in the financial market that the United States Treasury later described as “predatory lending” practices.² These tactics allowed an increasing number of Americans access to mortgage loans to purchase homes with very low down payments, low initial interest rates subject to significant increases over time, and with little verification of their ability to repay the loans. As a result, the rate of homeownership in the United States skyrocketed from 63.5% in 1994 to nearly seventy percent in 2004. President George W. Bush celebrated this development as part of his emphasis on creating an “ownership society.” “We can put light where there's darkness, and hope where there's despondency in this country,” he noted in 2002. “And part of it is working together as a nation to encourage folks to own their own home.”³ Significant demand for homeownership drove up average home prices nationwide by a staggering forty-two percent from 2003 to 2006, an annualized rate of increase of 12.3% that both was unprecedented and unsustainable for the normally-staid housing market. In the Sunbelt, already growing from a long-term population shift from the Midwestern and Northeastern Rust Belt, an unmitigated frenzy ensued as house prices nearly doubled over the same three-year period in Miami, Tampa, Las Vegas, and Phoenix. Young homebuyers scrambled to purchase a home before they were ready, to avoid being locked out altogether by runaway home prices. Entrepreneurs sensed an opportunity and purchased several homes at a time with little or no down payment to renovate,

² Board of Governors of the Federal Reserve Board, “Federal Financial Regulatory Agencies Issue Final Statement on Subprime Mortgage Lending,” June 29, 2007.

³ *New York Times*, “Bush Drive for Homeownership Fueled Housing Bubble,” December 21, 2008.

rent, or simply hold for a few years and sell at an enormous expected, and easy, profit.

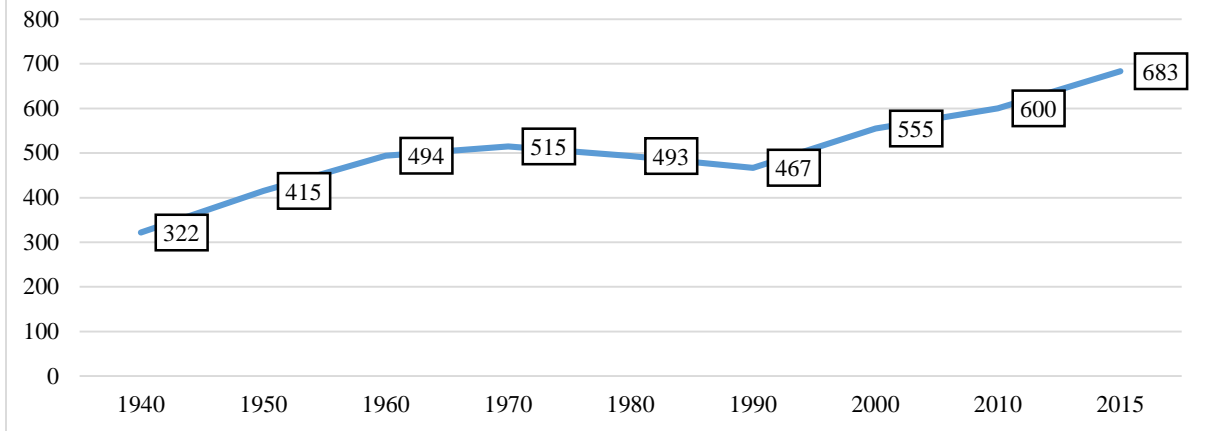
Soon, evidence of the shaky underpinnings of the housing boom became apparent as a trickle of defaults and foreclosures turned into a flood. House prices plummeted, particularly in cities that experienced the sharpest gains. Home prices in Las Vegas and Phoenix, for example, fell all the way below their 2003 values by 2010 (Figure 6.1). Homeowners who bought at the height of the market bubble found themselves “underwater” on their mortgages, as home values sank far lower than the loan balances they owed. Some simply turned the keys in to their bank and walked away rather than continue to pay for an asset deteriorating in value. Some major banks and investment firms such as Washington Mutual and Lehman Brothers failed, and the federal government stepped into “bail out” institutions deemed too large to fail such as Bear Stearns, AIG, Fannie Mae, and Freddie Mac.



S&P Dow Jones Indices LLC, S&P/Case-Shiller U.S. National Home Price Index© [CSUSHPINS], retrieved from FRED, Federal Reserve Bank of St. Louis; <https://fred.stlouisfed.org/series/CSUSHPINS>, December 25, 2016. All data captured from the January monthly index for each year, and re-calibrated using the January, 2003 data point as the baseline.

Contrary to the boom-and-bust nature of urban and suburban growth and development in post-2000 America and despite a well-earned reputation as a boom-and-bust city since its founding, Denver participated in the nationwide urban renaissance but avoided the extremes of runaway growth and wild swings in home prices that plagued many other Sunbelt cities. After losing nearly ten percent of its population from 1970-1990, the City and County of Denver began growing again and exceeded its 1990 population by two hundred thousand residents by 2015 (Figure 6.2). Among the twenty-five most populous cities in 2015, Denver grew faster than all but five of them since 1990. Overall, Denver's population grew at a rate almost double the nationwide average during this time period. Yet, relative to other large Sunbelt cities, Denver's growth was about average. Cities such as Charlotte, Austin, Fort Worth, San Antonio, and Phoenix grew faster than Denver, while Denver's rate of growth exceeded that of Houston, Jacksonville, El Paso, Dallas, and Nashville (Table 6.1) In addition, changes in housing prices in Denver remained muted relative to other Sun Belt cities during and after the housing bubble; in fact, the expansion and subsequent fall of housing prices in Denver occurred at roughly half of the rate of nationwide averages (Figure 6.3). As a result, Denver enjoyed a period of robust but manageable population growth that contributed to a vibrant yet stable economy that largely remained immune to the wide-ranging effects of the financial crisis.

Figure 6.2: City of Denver Population 1940-2015 (in 000s)



United States Census Bureau, *Census of Population and Housing*. 1950, 1960, 1970, 1980, 1990, 2000, 2010.

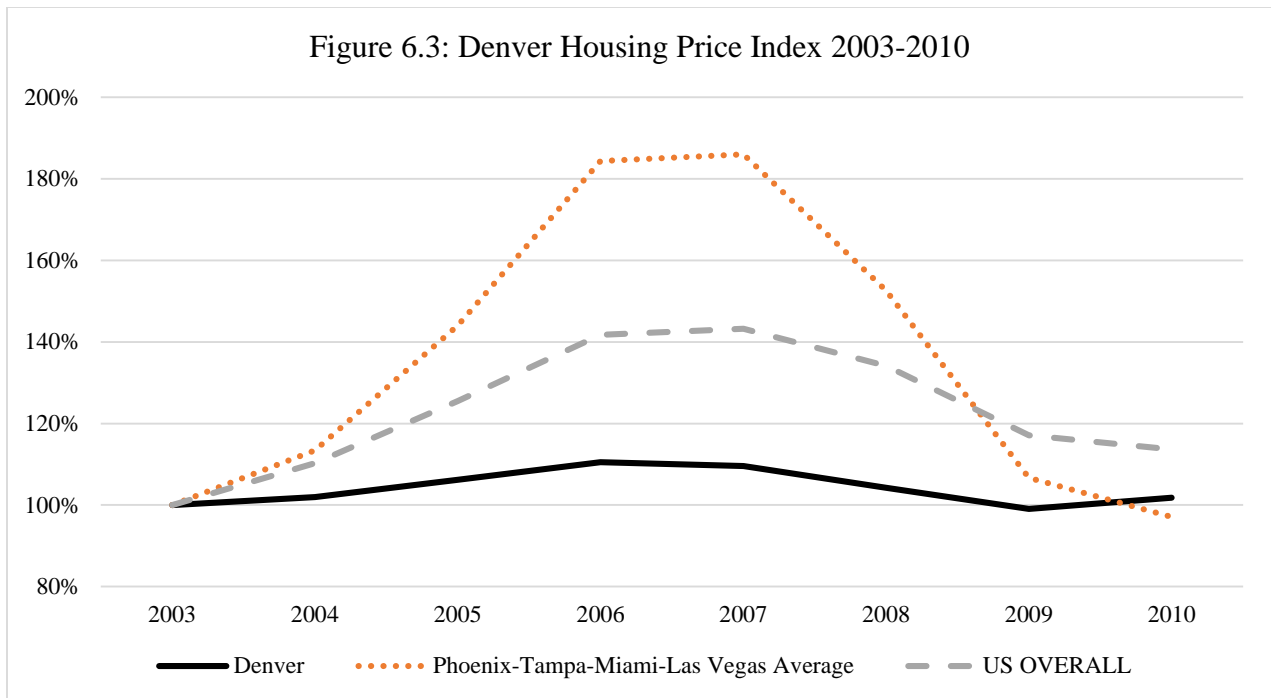
United States Census Bureau, *Annual Estimates of the Resident Population*, April 1, 2010 to July 31, 2015.

<https://factfinder.census.gov/faces/tableservices/jsf/pages/productview.xhtml?src=CF>, accessed March 14, 2017.

Table 6.1: Population Growth from 1990-2015 in the Twenty-Five Largest US Cities, 2015

	Population Rank, 2015	US Census Population (in 000s)				Growth Rates	
		1990	2000	2010	2015 (est.)	1990-2015	2000-15
Charlotte	17	396	541	731	827	108.8%	52.9%
Austin	11	466	657	790	932	100.0%	41.9%
Fort Worth	16	448	535	741	833	85.9%	55.7%
Phoenix	6	983	1,321	1,446	1,563	59.0%	18.3%
San Antonio	7	936	1,145	1,327	1,469	56.9%	28.3%
Denver	19	467	555	600	683	46.3%	23.1%
Houston	4	1,630	1,954	2,099	2,296	40.9%	17.5%
Jacksonville	12	635	735	822	868	36.7%	18.1%
Columbus	15	633	711	787	850	34.3%	19.5%
Seattle	18	516	563	609	684	32.6%	21.5%
El Paso	20	515	564	649	681	32.2%	20.7%
San Jose	10	782	895	946	1,027	31.3%	14.7%
Dallas	9	1,007	1,189	1,197	1,300	29.1%	9.3%
Nashville	25	511	570	601	655	28.2%	14.9%
<i>NATIONWIDE</i>	<i>N/A</i>	<i>249,620</i>	<i>282,160</i>	<i>310,500</i>	<i>315,180</i>	<i>26.3%</i>	<i>11.7%</i>
San Diego	8	1,111	1,223	1,307	1,395	25.6%	14.1%
San Francisco	13	724	777	805	865	19.5%	11.3%
New York	1	7,322	8,008	8,175	8,550	16.8%	6.8%
Indianapolis	14	731	782	820	853	16.7%	9.1%
Boston	23	574	589	618	667	16.2%	13.2%
Los Angeles	2	3,485	3,695	3,793	3,972	14.0%	7.5%
Washington	22	607	572	601	672	10.7%	17.5%
Memphis	24	610	650	647	656	7.5%	0.9%
Philadelphia	5	1,585	1,518	1,526	1,567	-1.1%	3.2%
Chicago	3	2,783	2,896	2,696	2,720	-2.3%	-6.1%
Detroit	21	1,028	951	714	677	-34.1%	-28.8%

United States Census Bureau, “Annual Estimates of the Resident Population for Incorporated Places of 50,000 or More, Ranked by July 1, 2015 Population: April 1, 2010 to July 1, 2015,” May, 2016.



S&P Dow Jones Indices LLC, S&P/Case-Shiller U.S. National Home Price Index© [CSUSHPINSA], retrieved from FRED, Federal Reserve Bank of St. Louis; <https://fred.stlouisfed.org/series/CSUSHPINSA>, December 25, 2016. All data captured from the January monthly index for each year, and re-calibrated using the January, 2003 data point as the baseline.

Not only did the city of Denver grow dramatically after 1990 relative to a prolonged stagnant period during the sixties, seventies, and eighties, it also equaled and eventually surpassed the growth rate of its suburbs over the last quarter-century in a remarkable reversal of a long-term trend. From 1950 through 1990, the population rate of metropolitan Denver nearly tripled from 563,000 to 1,623,000 residents, a robust rate of thirty percent per decade. Nearly all of this growth occurred in the suburbs; the city of Denver grew by only 52,000 residents while the suburbs absorbed the other one million newcomers. Figure 6.4 highlights the proportion of the population growth each decade captured by the central city versus the suburbs relative to the share of population. An index of 1.00 would indicate that the percentage of population growth matched the share of existing population, resulting in no proportional gain or loss in the share of

overall metropolitan population over that decade. An index over 1.00, then, indicates a higher proportion of newcomers relative to share of existing population, and an index below 1.00 indicates the opposite. From 1950 through 1990, the relative gains of the suburbs and stagnation of the city of Denver are readily apparent. In fact, during the 1970s and 1980s the city of Denver actually lost population. Even in the 1990s and 2000s, when the city of Denver began growing again at a substantial rate above the national average, the suburbs continued to exceed Denver's rate of growth albeit by a lower proportion than previous decades. Since 2010, however the city of Denver actually has captured a larger proportion of newcomers relative to its size than the suburbs. In fact, the County of Denver was the second-fastest growing county in the entire state from 2010 through 2015, even exceeding the growth rate of Douglas County, which had been the nation's fastest growing county from 1980-2000 (Table 6.2). Only Broomfield County, Colorado's other coterminous city-county created in 2001 and located in the rapidly-growing US-36 corridor between Boulder and Denver, grew faster than Denver County. Denver's growth relative to its suburbs and the rest of the state is all the more remarkable since Colorado was the third-fastest growing state in the nation over this timeframe behind only North Dakota and Texas.

Figure 6.4: Ratio of Growth Rate to Population Share
City of Denver vs. Rest of Metro Denver, 1950-2015

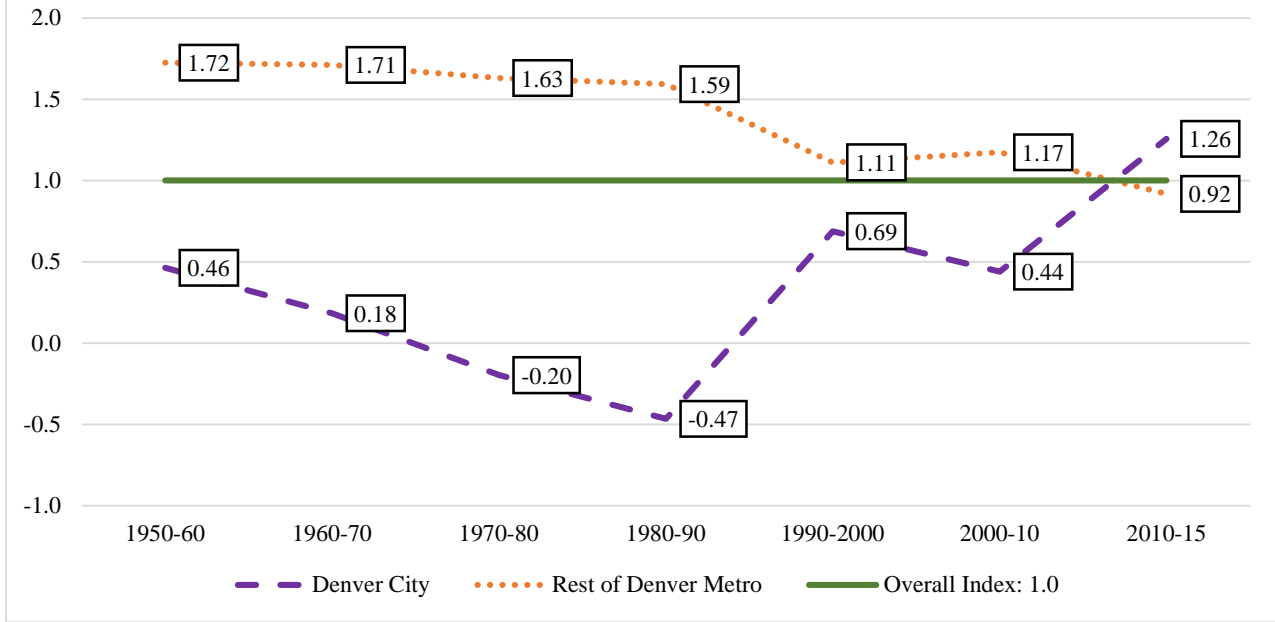


Figure compiled and calculated utilizing 1950-2010 decennial US Census population data and 2015 US Census population estimates for the Denver-Aurora-Lakewood metropolitan statistical area and the consolidated city-county of Denver, and taking the difference between the two to determine the “Rest of Denver Metro.”

Table 6.2: Ten Fastest Growing Colorado Counties, 2010-15

	<u>2010</u>	<u>2015</u>	<u>Change</u>
Broomfield	55,889	65,065	16.4%
Denver	600,158	682,545	13.7%
Douglas	285,465	322,387	12.9%
Weld	252,825	285,174	12.8%
Larimer	299,630	333,577	11.3%
Adams	441,603	491,337	11.3%
Arapahoe	572,003	631,096	10.3%
Boulder	294,567	319,372	8.4%
El Paso	622,263	674,471	8.4%
Summit	27,994	30,257	8.1%
Rest of the State	1,576,799	1,621,293	2.8%
Statewide Total	5,029,196	5,456,574	8.5%

US Census data, as accessed at Denver Urbanism, “Denver Census Update, 2016,”

<http://denverurbanism.com/2016/03/census-update-2016.html>, accessed January 1, 2017.

Thus, after the turn of the century, it seemed that Denver had finally transcended the rancorous conflicts over growth management that physically and metaphorically dotted the metropolitan landscape throughout the duration of the second half of the twentieth century. Several scholars argued that it was DRCOG's Metro Vision 2020, issued in 1997, that ushered in a new and successful era of cooperation between the region's political leaders and real estate developers. This culminated in a "surge of interest in sustainable urban growth." Andrew Goetz, a geography professor at the University of Denver, called Metro Vision 2020 a "watershed moment" that marked the time when the city left behind its history of growth control efforts rooted in confrontation and the heavy-handed governance of the Richard Lamm years. Instead, Goetz argues that Metro Vision 2020 favored voluntary "new non-traditional coalitions of business, government and citizen groups that truly believe in the merits of an alternative urban development model." As a result, a wave of "smart growth" emerged in the opening decades of the twenty-first century that was defined by a return to the central city through a commitment to "new urbanism, infill development, affordable housing, historical preservation, transit-oriented development and urban growth boundaries." This new era was characterized by projects beloved by planning experts and residents alike, such as the wildly successful redevelopment of the former Stapleton Airport into a model of new urbanism in its mix of residential, retail, and commercial activities in a walkable environment. Several downtown redevelopment projects such as the 16th Street pedestrian mall and the "LoDo" (Lower Downtown) area of the city also epitomized this shift.⁴ Stephen Dobrinich, a public policy scholar at the University of Oregon, echoed Goetz's findings about the new spirit of cooperation between urban planners and

⁴ Andrew Goetz, "Suburban Sprawl or Urban Centres: Tensions and Contradictions of Smart Growth Approaches in Denver, Colorado." *Urban Studies* 50:11 (August, 2013).

developers in the new century. He went as far as to describe Denver's efforts as a "highly-collaborative regional process," an unthinkable description just a few decades earlier.⁵

However, any conclusions that Denver has transcended its history of localized planning and growth management in recent years must be tempered with a more measured assessment of both the motivations that have undergirded recent moves toward regionalism and the challenges presented by the lasting effects of half-century of disjointed growth and governance. Although Goetz and Dobrinich offer a clearly positive assessment of the recent trend toward regional cooperation, their findings hint at the limitations of this trend and the powerful effect of a lingering localism in growth management actions after the turn of the century. While Goetz highlights many successful urban infill projects that increased population density in the city of Denver and inner-suburbs, he also acknowledges that the metropolitan area as a whole continued to expand geographically at a far faster rate than outlined by DRCOG. Recall, Metro Vision 2020 set a target of containing the urbanized land area to 747 square miles by 2020 from a base of 530 square miles in 1997, an implied growth rate of 1.5 percent per year. In DRCOG's Metro Vision 2035, an update of the original plan published in 2007, it noted that the urban land area had already grown to 717 square miles by 2006, or an actual growth rate of 3.4 percent per year. Without aggressive action, Metro Vision 2035 estimated a massive urbanized area of 1,106 square miles by 2035. Despite the successful efforts to densify the urban core, Goetz noted that "large-lot development in outlying jurisdictions continues to contribute to the expansion of the urbanized land area."⁶ Truly successful comprehensive regional growth management solutions

⁵ Stephen Dobrinich, "Regional Governance: Local Planning and Development Implications in Denver, Colorado." University of Oregon Department of Planning Public Policy and Management, June, 2015.

⁶ Goetz, "Suburban Sprawl or Urban Centres," 2191.

over the long-term would require both successful urban infill and containment of land consumption on the periphery. After 2000, Denver experienced far more success in the former than the latter.

In addition, Goetz highlights the difficulties city planners experienced when they tried to implement DRCOG's vision of a vastly expanded regional transit infrastructure. There was initial widespread enthusiasm across the region for a more robust commuter transit system emphasizing light rail route development and highway improvements. Funding for a \$1.67 billion initial "transportation extension" project, or "T-REX" was authorized by voters in 1999. It aimed to relieve the crippling traffic between Denver's southern suburbs, the Denver Tech Center, and downtown Denver. (Not surprisingly, much of this traffic emanated from the rapid residential expansion of the city's southern suburbs, especially Highlands Ranch and other developments in Douglas County). The project was an unqualified success; it was completed under budget and nearly two years early, and provided both commuter rail transit and highway improvements to a part of the metropolitan area that had experienced dramatic growth. In 2004, voters again approved funding via a 0.4% local sales tax increase for another major transportation project, the massive \$4.7 billion "FasTracks" program that sought to expand the rail network by 122 miles along six radial corridors. This project proved far more difficult than T-REX. It was immediately plagued both by cost escalation and unmet tax revenue expectations. As a result, a \$1.8 billion overrun was anticipated as early as 2010. The financial downturn and Great Recession soured public tolerance for cost escalations. Another sales tax increase proposal of 0.4% was withheld from the ballot as a result of an expected lack of voter support. In 2010 the *Denver Post* reported that the entire scope of the project, originally slated for completion in

2017, might not be finished until 2042 given the lack of adequate financial resources.⁷ As elsewhere, the willingness of Coloradans to fund public infrastructure had limits.

Dobrinich concurs with Goetz's conclusion that Metro Vision 2020 sparked a successful turn toward regional planning and cooperation in growth management across metropolitan Denver. Nevertheless, his study highlights that even Mile High Compact signatories agreed to abide by the vision articulated in Metro Vision 2020 largely out of enlightened self-interest rather than a truly collaborative effort to solve the region's growth challenges. As noted in chapter five, DRCOG held the power to allocate federal transportation funds by virtue of its status as a federally-designated Metropolitan Planning Organization. As such, DRCOG incentivized the creation of urban centers by directing federal funds toward those municipalities that best embraced this concept. There was nothing unique or wrong, of course, with the collaboration of federal and regional governmental and quasi-governmental entities to incentivize municipal behavior by dispersing (or, conversely, withholding) funds. As previously described, Colorado's municipalities were perpetually starved for tax revenues and were particularly attracted to any idea that might generate sales tax revenues and attract both higher-income residents and retail shoppers. As such, DRCOG's emphasis in Metro Vision of a metropolitan area dotted with urban nodes and connected by over one hundred miles of light rail lines essentially gave rise to a new front in the state's incessant sales tax wars. "Communities with robust commercial development have large tax bases while communities that lack this type of development often lack financial stability," Dobrinich notes. Not surprisingly, his study of five metropolitan communities identifies that "interest in bringing more sales tax revenue" was

⁷ Goetz, "Suburban Sprawl or Urban Centres," August 2013. Denver Times, "Denver Post, "RTD Decides not to Seek FasTracks Tax Hike This Year," April 14, 2010.

the primary motivating factor for adopting the urban centers concept for the suburban and rapidly-growing communities of Lone Tree, Aurora, and Greenwood Village, while more established municipalities such as Denver and Thornton expressed an interest in rail lines simply to improve transit options for their residents. Although still largely positive about the role of incentives, Dobrinich concludes that “some communities treated the incentives as the goal rather than a tool for fostering true mixed-use centers,” and for those communities “the likelihood of long-term success may be compromised.”⁸ As a result, the extent and durability of recent trends toward urbanization and regional growth management along the Front Range is a story that has yet to be fully written.

Finally, Colorado’s ubiquitous incorporation and annexation debates continued to prove vexing in the new century. In the fifteen years since Centennial’s 2001 incorporation, only one new city, Castle Pines in Douglas County, has formed in the state, the fewest incorporations over that time period in the state’s history. Highlands Ranch remains unincorporated, part of the significant proportion of Douglas County population that continued to live in unincorporated areas as of the 2010 census. Incorporation, however, remained far from a panacea, and several recently-incorporated communities experienced significant difficulties. In 1994, the 584 residents of the tiny community of Foxfield voted to incorporate into a new city. The city registered just over one square mile in size, and its incorporation vote needed the approval of county commissioners since it held fewer than 500 registered voters. Located between the rapidly-growing cities of Aurora to the north and Parker to the south, residents feared they would be annexed and the undeveloped lands in the community would be zoned for denser

⁸ Dobrinich, “Regional Governance: Local Planning and Development Implications in Denver, Colorado.” June, 2015.

development. Residents wanted to “guarantee that their country lifestyle will not change.” Community by-laws required that all lot sizes exceed 2.5 acres, and the area was known for being “horse country.” Although residents voted 3-to-1 in favor of becoming a city, ensuing events demonstrated the potential pitfalls of incorporating primarily for defensive purposes. Just weeks after the mayor took office in 1994, he “stopped coming to meetings” after the six members of the board of trustees denied him veto power over their decisions. Soon, the town’s financial viability came into question as the costs of road maintenance and a costly connection into the county’s water system became necessary when falling groundwater levels caused household wells to fail. A rift developed between residents who now expected municipal-quality public services and those who settled in the community for its rustic and rural qualities. At one meeting, residents spent two hours expressing their “dissatisfaction with how town officials are maintaining roads.” “Next thing, they’ll want lights and sewers,” grumbled long-time resident and trustee Earl Bohannon. “It’s like watching a goat rodeo – just chaos,” resident Chuck Scavuzzo quipped about the divisions within the town. As a result, in 2002, just eight years after incorporating, the city consented to a dissolution referendum. At the same election, all seven seats on the board were open since “no one – not even the incumbents – says they want the jobs.”⁹ Ultimately, the dissolution vote failed and Foxfield remained a city. Yet the episode highlighted the tensions inherent in a state with cities eager to grow through annexation and the lack of options held by residents in unincorporated areas to defend the status quo.

Centennial experienced growing pains of its own in the years following its 2001 incorporation. Predictions by incorporation detractors about the inadequacy of the 1.5% sales

⁹ *Denver Post*, “Residents Win Incorporation Vote: Foxfield Closer to Becoming a City,” August 3, 1994. *Denver Post*, “Election 2001,” November 7, 2001. *Denver Post*, “Judge Upholds April 2 Vote on Whether to Dissolve Foxfield,” February 22, 2002.

tax immediately proved correct, and the city found itself mired in serious financial difficulties from the outset. Incorporation proponents relied on “faulty economic data” in determining the 1.5% figure, and actual 2002 sales tax collections were a staggering fifty percent short of the projected \$15.5 million. In its early days, the new city relied upon Arapahoe County for most of its public services, but sales tax revenue shortfalls left it unable to pay its bills to the county. As early as May, 2002, just fifteen months after officially becoming a city, Centennial officials sought to defer half of the required payment for law enforcement, public works, and other services. Arapahoe County, experiencing financial difficulties of its own, reacted angrily. “My office will do nothing with Centennial until they pay their bill,” county clerk and recorder Tracy Baker declared. At this late date, the new city had not even paid the county the \$62,000 cost of running the September, 2000 incorporation referendum.¹⁰ Over the coming months, Centennial officials including Randy Pye, the key advocate for incorporation who became the city’s first mayor, negotiated payment alternatives with Arapahoe officials. Ultimately Centennial made half of its required \$2.7 million payment to the Arapahoe County in May, 2002. Despite the clear lack of revenues to fund public services, neither Arapahoe nor Centennial officials presented voters with ballot initiatives to increase sales and use taxes to adequate levels. Arapahoe leaders felt voters would view such increases as a “bailout” of Centennial, and Centennial leaders were loath to renege on a core pledge made to secure the incorporation victory. As a result, Centennial slashed \$10 million in services from a \$23 million budget for 2002. Some Centennial residents feared becoming a “Band-Aid city” where schools and police made do without resources and streets were “crumbling.” Eventually, both Arapahoe County and Centennial raises sales tax rates by 0.25% and 1.00%, respectively, effective January 1, 2004.

¹⁰ *Denver Post*, “Arapahoe Faces Budget Crunch,” May 22, 2002.

Prior to then, Arapahoe was the only county in the Denver metropolitan area without a county sales tax. After the installation of the new sales tax, Centennial residents paid 6.55% in sales taxes, up from 3.8% before incorporation and only 0.25% below the amount that Greenwood Village had proposed for the areas it sought to annex in 2000.¹¹

In the years since the turn of the century, the Denver metropolitan area has continued to grow at a rapid rate, like many other Sun Belt cities. The central city has experienced a dramatic turnaround after decades of stagnation, successfully recapturing a sizable portion of growth from its suburbs. Yet, the metropolitan area as a whole continues to contend with rampant land consumption on the urban fringe. In addition, Denver's legacy of fragmentation in governance at the local level, with a particular reliance on special districts and all-encompassing metropolitan districts, has continued to present challenges to managing growth on a regional basis. Key actors at the state, regional, county, and local levels have continued to press forward for solutions, working within the unique limitations and opportunities presented by a half-century of privatized growth and development.

¹¹ *Denver Post*, "Centennial Pays Half of its Debt to County," May 29, 2002. *Denver Post*, "Centennial Won't Take Tax Hike to Voters," August 9, 2002. Colorado Department of Revenue. *History of Local Sales/Use Taxes*. Denver, July, 2016.

BIBLIOGRAPHY

Published Books & Journal Articles

- Abbott, Carl. *The Metropolitan Frontier: Cities in the Modern American West*. Tucson: University of Arizona Press, 1993.
- Abbott, Carl. *How Cities Won the West: Four Centuries of Urban Change in Western North America*. Albuquerque, University of New Mexico Press, 2008.
- Abbott, Carl, Stephen J. Leonard, and Thomas J. Noel. *Colorado: A History of the Centennial State*, 4th ed. Boulder: University Press of Colorado, 2005.
- Andrus, Cecil D. and Joel Connelly. *Cecil Andrus: Politics Western Style*. Seattle: Sasquatch Books, 1998.
- Appleby, Susan Consola. *Fading Past: The Story of Douglas County, Colorado*. Palmer Lake, Colorado: Filter Press, 2001.
- Baden, John A. and Donald Snow. *The Next West: Public Lands, Community, and Economy in the American West*. Washington, D.C.: Island Press, 1997.
- Baldassare, Mark. *When Government Fails: The Orange County Bankruptcy*. Berkeley: University of California Press, 1998.
- Barth, Gunther. *Instant Cities: Urbanization and the Rise of San Francisco and Denver*. New York: Oxford University Press, 1975.
- Bauroth, Nicholas. "Buyer's Remorse: The Relationship between Local Economic Circumstances and Special District Policies." *Politics and Policy* 35:2 (2007): 366-394.
- Bauroth, Nicholas. "Pick Your Poison: The Exercise of Local Discretion on Special District Governance." *Politics and Policy* 37:1 (2009), 177-199.
- Benfield, F. Kaid, Matthew D. Raimi, and Donald D.T. Chen. *Once There Were Greenfields: How Urban Sprawl is Undermining America's Environment, Economy, and Social Fabric*. New York: National Resources Defense Council, 1999.
- Berry, Christopher R. *Imperfect Union: Representation and Taxation in Multilevel Governments*. Cambridge: Cambridge University Press, 2009.

- Berube, Alan, Bruce Katz, and Robert E. Lang, eds. *Redefining Urban and Suburban America: Evidence from Census 2000, Volume 3*. Washington, D.C., Brookings Institution Press, 2006.
- Blackford, Mansel. *The Lost Dream: Businessmen and City Planning on the Pacific Coast, 1890-1920*. Columbus: Ohio State University Press, 1993.
- Bollens, John C. *Special District Governments in the United States*. Berkeley: University of California Press, 1961.
- Borden, George W. and Thomas R. Harris. *Legal and Economic Considerations for Incorporation of Nevada Towns*. Reno: University of Nevada, August, 2000.
- Bramwell, Lincoln. *Wildebubs: Communities on Nature's Edge*. Seattle: University of Washington Press, 2014.
- Bridge, Franklin M. *Metro Denver: Mile High Government*. Boulder: University of Colorado, Bureau of Governmental Research and Service, 1963.
- Bruegmann, Robert. *Sprawl: A Compact History*. Chicago: University of Chicago Press, 2005.
- Burns, Nancy. *The Formation of American Local Governments: Private Values in Public Institutions*. New York: Oxford University Press, 1994.
- Cape, William H., Leon B. Graves, and Burton M. Michaels. *Government by Special Districts*. Lawrence: University of Kansas Publications, 1969.
- Card, Lisa. "One Person, No Vote? A Participatory Analysis of Voting Rights in Special Purpose Districts." *Thomas Jefferson Law Review* 27:1 (Fall 2004): 57-92.
- Caro, Robert A. *The Power Broker: Robert Moses and the Fall of New York*. New York: Vintage Books, 1974.
- Carr, Jered B. "Local Government Autonomy and State Reliance on Special District Governments: A Reassessment." *Political Research Quarterly* 59:3 (September, 2006): 481-492.
- Childers, Michael W. *Colorado Powder Keg: Ski Resorts & the Environmental Movement*. Lawrence, Kansas: University of Kansas Press, 2012.
- Cohen, Lizabeth. *A Consumer's Republic: The Politics of Mass Consumption in Postwar America*. New York: Vintage Books, 2003.
- Collins, Christiane Crasemann. *Werner Hegemann and the Search for Universal Urbanism*. New York: W.W. Norton and Company, 2005.

- Cronon, William. *Nature's Metropolis: Chicago and the Great West*. New York: W. W. Norton & Company, 1991.
- Cronon, William, ed. *Uncommon Ground: Rethinking the Human Place in Nature*. New York: W.W. Norton & Company, 1996.
- Danielson, Michael N. *Profits and Politics in Paradise: The Development of Hilton Head Island*. Columbia: University of South Carolina Press, 1995.
- Davis, Mike. *City of Quartz: Excavating the Future in Los Angeles*. New York: Vintage Books, 1992.
- Davis, Mike. *Ecology of Fear: Los Angeles and the Imagination of Disaster*. New York: Vintage Books, 1998.
- Decker, Peter R. *Old Fences, New Neighbors*. Golden, Colorado: Fulcrum Publishing, 1998.
- DeGrove, John M. *Land Growth & Politics*. Washington: Planners Press, 1984.
- DeVoto, Bernard Augustine, "The West: A Plundered Province," *Harper's Magazine*, August 1934.
- Diefendorf, Jeffrey M. and Kurk Dorsey, eds. *City, Country, Empire: Landscapes in Environmental History*. Pittsburgh: University of Pittsburgh Press, 2005.
- DiMartino, Danielle, and John V. Duca. "The Rise and Fall of Subprime Mortgages," Federal Reserve Bank of Dallas *Economic Letter* 2, no. 11 (November 2007): 1-8.
- Dobrinich, Stephen. *Regional Governance: Local Planning and Development Implications in Denver, Colorado*. Eugene: University of Oregon, Department of Planning Public Policy and Management, June, 2015.
- Domosh, Mona. *Invented Cities: The Creation of Landscape in Nineteenth Century New York and Boston*. New Haven: Yale University Press, 1996.
- Dorsett, Kyle W. and Michael McCarthy. *The Queen City: A History of Denver, 2nd ed.* Boulder, Colorado: Pruett Publishing Company, 1986.
- Dorsey, Kurkpatrick. *The Dawn of Conservation Diplomacy: U.S.-Canadian Wildlife Protection Treaties in the Progressive Era*. Seattle: University of Washington Press, 1998.
- Duany, Andres, Elizabeth Plater-Zyberk, and Jeff Speck. *Suburban Nation: The Rise of Sprawl and the Decline of the American Dream*. New York: North Point Press, 2000.
- Editors of *High Country News*. *Living in the Runaway West: Partisan Views from Writers on the Range*. Golden, Colorado: Fulcrum Publishing: 2000.

- Egan, Timothy. *Lasso the Wind: Away to the New West*. New York: Vintage Books, 1998.
- Ehrenhalt, Alan. *The Great Inversion and the Future of the American City*. New York: Alfred A. Knopf, 2012.
- Fiege, Mark. *Irrigated Eden: The Making of an Agricultural Landscape in the American West*. Seattle: University of Washington Press, 1999.
- Findlay, John M. *Magic Lands: Western Cityscapes and American Culture After 1940*. Berkeley: University of California Press, 1992.
- Fishman, Robert. *Bourgeois Utopias: The Rise and Fall of Suburbia*. New York: Basic Books, 1987.
- Flint, Anthony. *Wrestling with Moses: How Jane Jacobs Took on New York's Master Builder and Transformed the American City*. New York: Random House, 2009.
- Florida, Richard. *Who's Your City: How the Creative Economy is Making Where to Live the Most Important Decision of Your Life*. New York: Basic Books, 2009.
- Florida, Richard. *The Rise of the Creative Class: And How It's Transforming Work, Leisure, Community and Everyday Life*. New York: Basic Books, 2004.
- Fogelson, Robert. *Downtown: Its Rise and Fall, 1880-1950*. New Haven: Yale University Press, 2001.
- Foster, Kathryn A. *The Political Economy of Special-Purpose Government*. Washington, D.C.: Georgetown University Press, 1997.
- Gans, Herbert J. *The Levittowners: Ways of Life and Politics in a New Suburban Community*. London: Allen Lane, 1967.
- Garreau, Joel. *Edge City: Life on the New Frontier*. New York: Doubleday, 1991.
- Gerstle, Gary. *American Crucible: Race and Nation in the Twentieth Century*. Princeton: Princeton University Press, 2001.
- Gittell, Ross. *Renewing Cities*. Princeton: Princeton University Press, 1992.
- Glaeser, Edward. *Triumph of the City: How Our Greatest Invention Makes Us Richer, Smarter, Greener, Healthier, and Happier*. New York: Penguin Books, 2012.
- Goetz, Andrew. "Suburban Sprawl or Urban Centres: Tensions and Contradictions of Smart Growth Approaches in Denver, Colorado." *Urban Studies* 50 (11), 2178-95.

- Gomez, Arthur R. *Quest for the Golden Circle: The Four Corners and the Metropolitan West, 1945-1970*. Lawrence: University of Kansas Press, 1994.
- Gutfreund, Owen D. *20th Century Sprawl: Highways and the Reshaping of the American Landscape*. New York: Oxford University Press, 2004.
- Hamilton, David K. *Governing Metropolitan Areas: Response to Growth and Change*. New York: Garland Publishing, 1999.
- Harrigan, John J. and Ronald K. Vogel. *Political Change in the Metropolis*, 6th ed. New York: Longman, Inc., 2002.
- Hayden, Dolores. *Building Suburbia: Green Fields and Urban Growth, 1820-2000*. New York: Random House, 2003.
- Hevly, Bruce and John M. Findlay. *The Atomic West*. Seattle: The University of Washington Press, 1998.
- Hine, Robert V. and John Mack Faragher. *The American West: A New Interpretive History*. New Haven: Yale University Press, 2000.
- Hines, Thomas S. *Burnham of Chicago: Architect & Planner*. Oxford: Oxford University Press, 1974.
- Hise, Greg. *Magnetic Los Angeles: Planning the 20th Century Metropolis*. Baltimore: The Johns Hopkins University Press, 1997.
- Hurley, Andrew. *Environmental Inequalities: Class, Race, and Industrial Pollution in Gary, Indiana, 1945-1980*. Chapel Hill: University of North Carolina Press, 1995.
- Isenberg, Alison. *Downtown America: A History of the Place and the People Who Made It*. Chicago: University of Chicago Press, 2004.
- Jackson, Kenneth T. *Crabgrass Frontier: The Suburbanization of the United States*. New York: Oxford University Press, 1985.
- Jacobs, Jane. *The Death and Life of Great American Cities*. New York: Random House, 1961.
- Jacobs, Jane. *The Economy of Cities*. New York: Random House, 1969.
- Jacobs, Meg. *Pocketbook Politics: Economic Citizenship in Twentieth-Century America*. Princeton: Princeton University Press, 2005.
- Jacoby, Karl. *Crimes Against Nature: Squatters, Poachers, Thieves, and the Hidden History of American Conservation*. Berkeley: University of California Press, 2001.

- Jensen, Alan N. "Colorado's Land Use Law as Seen by a Country Lawyer." *The Colorado Lawyer* 6:10 (October, 1977): 1770-1777.
- Jonas, Andrew E.G., Andrew R. Goetz, and Sutapa Bhattacharjee, "City-regionalism as a Politics of Collective Provision: Regional Transport Infrastructure in Denver, USA." *Urban Studies* 51 (11), 2444-65.
- Klinge, Matthew W. *Emerald City: An Environmental History of Seattle*. New Haven: Yale University Press, 2007.
- Kunstler, James Howard. *The Geography of Nowhere: The Rise and Decline of America's Man-Made Landscape*. New York: Touchstone, 1993.
- Kurtz-Phelan, James. "H.B. 1041: A Step Toward Responsible and Accountable Land Use Decisions." *The Colorado Lawyer* 6:10 (October, 1977): 1686-1729.
- Lamm, Richard D. and Michael McCarthy. *The Angry West: A Vulnerable Land and Its Future*. Boston: Houghton Mifflin Company, 1982.
- Lamm, Richard D. and Duane A. Smith. *Pioneers & Politicians: Colorado Governors in Profile*. Golden, Colorado: Fulcrum Publishing, 2008.
- Lang, Robert E. *Edgeless Cities: Exploring the Elusive Metropolis*. Washington, D.C., Brookings Institution Press, 2003.
- Lang, Robert E. and Dawn Dhavale. *Reluctant Cities? Exploring Big Unincorporated Census Designated Places*. Blacksburg, Virginia: Metropolitan Institute, July 2003.
- Lang, Robert E., and Jennifer B. LeFurgy. *Boomburbs: The Rise of America's Accidental Cities*. Washington, D.C.: Brookings Institution Press, 2007.
- Larue, James. "Highlands Ranch: A Quest for Community." July 29, 1998. <http://www.sni.net/~jlarue/hrquest.html>. Accessed and archived by Douglas County Libraries, July 29, 1998.
- Leinberger, Christopher. "The Next Slum?" *The Atlantic*, March 2008.
- Leonard, Stephen J. and Thomas Noel. *Denver: Mining Camp to Metropolis*. Niwot, Colorado: University of Colorado Press, 1990.
- Leonard, Stephen J. and Thomas Noel. *A Short History of Denver*. Reno: University of Nevada Press, 2016.
- Lewis, Paul G. and Max Neiman. *Custodians of Place: Governing the Growth and Development of Cities*. Washington: Georgetown University Press, 2009.

- Lewis, Paul G. *Shaping Suburbia: How Political Institutions Organize Urban Development*. Pittsburgh: University of Pittsburgh Press, 1996.
- Limerick, Patricia Nelson. *The Legacy of Conquest: The Unbroken Past of the American West*. New York: W.W. Norton and Company, 1987.
- Limerick, Patricia Nelson. *Something in the Soil: Legacies and Reckonings in the New West*. New York: W.W. Norton and Company,
- Limerick, Patricia Nelson and Jason L. Hanson. *A Ditch in Time: The City, the West, and Water*. Golden, Colorado: Fulcrum Publishing, 2012.
- Logan, Michael F. *Fighting Sprawl and City Hall: Resistance to Urban Growth in the Southwest*. Tucson: University of Arizona Press, 1995.
- Long, Michael E. "Colorado's Front Range." *National Geographic*, November 1996.
- Lotchin, Roger W. *Fortress California, 1910-1961: From Warfare to Welfare*. Chicago: University of Illinois Press, 1992.
- Lukas, J. Anthony. *Common Ground: A Turbulent Decade in the Lives of Three American Families*. New York: Vintage Books, 1985.
- Maher, Neil M. *Nature's New Deal: The Civilian Conservation Corps and the Roots of the American Environmental Movement*. New York: Oxford University Press, 2008.
- Marx, Leo. *The Machine in the Garden: Technology and the Pastoral Ideal in America*. New York: Oxford University Press, 1964.
- May, Elaine Tyler. *Homeward Bound: American Families in the Cold War Era, revised ed.* New York: Basic Books, 2008
- McGirr, Lisa. *Suburban Warriors: The Origins of the New American Right*. Princeton: Princeton University Press, 2001.
- McKenzie, Evan. *Privatopia: Homeowner Associations and the Rise of Residential Private Government*. New Haven, Yale University Press, 1994.
- McPhee, John. *Encounters with the Archdruid*. New York: Farrar, Straus, and Giroux, 1971.
- Melosi, Martin. *The Sanitary City: Urban Infrastructure in America from Colonial Times to the Present*. Baltimore: The Johns Hopkins University Press, 2000.
- Miller, Char, ed. *Cities and Nature in the American West*. Reno: University of Nevada Press, 2010.

- Miller, David Y. *The Regional Governing of Metropolitan America*. Boulder: Westview Press, 2002.
- Miller, Gary J. *Cities by Contract: The Politics of Municipal Incorporation*. Cambridge, Massachusetts: The MIT Press, 1981.
- Mohr, Raymond A. ed. *The Making of Urban America*. Wilmington, Delaware: Scholarly Resources, Inc., 1988.
- Mollenkopf, John. *The Contested City*. Princeton: Princeton University Press, 1983.
- Moretti, Enrico. *The New Geography of Jobs*. New York: Houghton Mifflin Harcourt, 2012.
- Mullen, Gerard E. "The Use of Special Assessment Districts and Independent Special Districts as Aids in Financing Private Land Development." *California Law Review*, Vol. 53, No. 1 (Mar 1965), pp 364-385.
- Mumford, Lewis. *The City in History: Its Origins and Transformations, and Its Prospects*. New York: Harcourt, Brace and World, 1961.
- Nash, Gerald. *The American West Transformed: The Impact of the Second World War*. Bloomington: University of Indiana Press, 1985.
- Nash, Roderick. *Wilderness and the American Mind*. New Haven, Yale University Press, 1967.
- Nelson, Arthur C. and Robert E. Lang. *The New Politics of Planning: How States and Local Governments Are Coming to Common Ground on Reshaping America's Built Environment*. Washington, D.C.: ULI – The Urban Land Institute, 2009.
- Nicholson, R. James. "Of Land Use Legislation, Developers, Uncertainty and Things," *The Colorado Lawyer* 6:10 (October, 1977): 1756-1767.
- Novak, Benjamin. "Legal Classification of Special District Corporate Forms in Colorado." *Denver Law Journal* 45 (1968): 348-380.
- O'Mara, Margaret Pugh. *Cities of Knowledge: Cold War Science and the Search for the Next Silicon Valley*. Princeton: Princeton University Press, 2005.
- Philpott, William. *Vacationland: Tourism and Environment in the Colorado High Country*. Seattle: University of Washington Press, 2013.
- Pisani, Donald. *Water, Land & Law in the West: The Limits of Public Policy, 1850-1920*. Lawrence: University of Kansas Press, 1996.
- Pock, Max. *Independent Special Districts: A Solution to the Metropolitan Area Problems*. Ann Arbor: Michigan Legal Publications, 1962.

- Power, Thomas Michael. *Lost Landscapes and Failed Economies: The Search for a Value of Place*. Washington, D.C.: Island Press, 1996.
- Power, Thomas Michael and Richard N. Barrett. *Post-Cowboy Economics: Pay and Prosperity in the New American West*. Washington, D.C.: Island Press, 2001.
- Reisner, Marc. *A Dangerous Place: California's Unsettling Fate*. New York: Penguin Books, 2003.
- Reisner, Marc. *Cadillac Desert: The American West and Its Disappearing Water*. New York: Penguin Books, 1986.
- Robbins, William G. *Colony and Empire: The Capitalist Transformation of the American West*. Lawrence: University of Kansas Press, 1994.
- Robbins, William G. *Landscapes of Conflict: The Oregon Story 1940-2000*. Seattle: University of Washington Press, 2004.
- Rome, Adam. *The Bulldozer in the Countryside: Suburban Sprawl and the Rise of American Environmentalism*. New York: Cambridge University Press, 2001.
- Rothman, Hal. *Devil's Bargains: Tourism in the Twentieth-Century American West*. Lawrence: University Press of Kansas, 1998.
- Rothman, Hal. *Neon Metropolis: How Las Vegas Started the Twenty-First Century*. New York: Routledge, 2003.
- Russell, Mark. *A Story that Stands Like a Dam: Glen Canyon and the Struggle for the Soul of the West*. New York: Henry Holt and Company, 1989.
- Scarborough, Linda. *Road, River, and Ol' Boy Politics: A Texas County's Path from Farm to Supersuburb*. Austin: Texas State Historical Association, 2005.
- Schaffer, Daniel, ed. *Two Centuries of American Planning*. Baltimore: The Johns Hopkins University Press, 1988.
- Schipper, Janine. *Disappearing Desert: The Growth of Phoenix and the Culture of Sprawl*. Norman: University of Oklahoma Press, 2008.
- Schulman, Bruce J. *From Cotton Belt to Sunbelt: Federal Policy, Economic Development, and the Transformation of the South, 1938-1980*. Durham: Duke University Press, 1994.
- Self, Robert. *American Babylon: Race and the Struggle for Postwar Oakland*. Princeton: Princeton University Press, 2003.

- Sharp, Elaine B. *Does Local Government Matter? How Urban Politics Shape Civic Government*. Minneapolis: University of Minnesota Press, 2012.
- Sitkoff, Harvard. *The Struggle for Black Equality: 1954-1992*. New York: Farrar, Strauss and Geroux, 1993.
- Sprague, Marshall. *Newport in the Rockies: The Life and Good Times of Colorado Springs, 4th ed.* Athens: Ohio University Press, 1987.
- Starr, Kevin. *Golden Dreams: California in an Age of Abundance, 1950-1963*. New York: Oxford University Press, 2009.
- Stegner, Wallace. *Beyond the Hundredth Meridian: John Wesley Powell and the Second Opening of the West*. New York: Penguin Books, 1953.
- Stetzer, Donald Foster. *Special Districts in Cook County: Toward a Geography of Local Government*. Chicago: University of Chicago Press, 1975.
- Sturgeon, Stephen C. *The Politics of Western Water: The Congressional Career of Wayne Aspinall*. Tucson: University of Arizona Press, 2002.
- Sugrue, Thomas J. *The Origins of the Urban Crisis: Race and Inequality in Postwar Detroit*. Princeton: Princeton University Press, 1996.
- Sutter, Paul. *Driven Wild: How the Fight Against Automobiles Launched the Modern Wilderness Movement*. Seattle: University of Washington Press, 2002.
- Sutcliffe, Anthony. *Toward the Planned City: Germany, Britain, the United States, and France, 1780-1914*. New York: St. Martin's Press, 1981.
- Teaford, Jon C. *The Twentieth-Century American City*. Baltimore: The Johns Hopkins University Press, 1986.
- Teaford, Jon C. *Post-Suburbia: Government and Politics in Edge Cities*. Baltimore: The Johns Hopkins University Press, 1997.
- Teaford, Jon C. *The Metropolitan Revolution: The Rise of Post-Urban America*. New York: Columbia University Press, 2006.
- Ubbelohde, Carl, Maxine Benson, and Duane A. Smith. *A Colorado History, 7th ed.* Boulder, Colorado: Pruett Publishing Company, 1995.
- Wallis, Allan. "Pathways to Managing Regional Growth: Lessons from Portland, Oregon, and Denver, Colorado." *Borderlands: The Journal of Spatial Planning in Ireland* (August, 2012).

- Warner, Christopher J. "Of Growth Controls, Wilderness and the Urban Strip." *The Colorado Lawyer* 6:10 (October, 1977): 1730-1755.
- Warner, Sam Bass. *Streetcar Suburbs: The Process of Growth in Boston, 1870-1900*. Cambridge: Harvard University Press, 1962.
- Weinman, Kevin. "Ranchland Metropolis: Planning and Growth in Douglas County Colorado." *Journal of the West* 53.4 (Fall, 2014): 22-36.
- Weiss, Marc A. *The Rise of the Community Builders: The American Real Estate Industry & Urban Land Planning*. New York: Columbia University Press, 1987.
- Wells, Christopher. *Car County: An Environmental History*. Seattle: University of Washington Press, 2012.
- White, Michael D. and Raymond L. Petros. "Land Use Legislation: H.B. 1034 and H.B. 1041." *The Colorado Lawyer* 6:10 (October, 1977): 1686-1713.
- White, Richard. *It's Your Misfortune and None of My Own: A New History of the American West*. Norman: University of Oklahoma Press, 1991.
- White, Richard. *Land Use, Environment, and Social Change: The Shaping of Island County, Washington*. Seattle: University of Washington Press, 1999.
- White, Richard, and John M. Findlay. *Power and Place in the North American West*. Seattle: University of Washington Press, 1999.
- Wickersham, Kirk Jr. "Land Use Management in Colorado: Past, Present, and Future." *The Colorado Lawyer* 6:10 (October, 1977): 1780-1785.
- Wiley, Peter and Robert Gottlieb. *Empires in the Sun: The Rise of the New American West*. New York: G.P. Putnam's Sons, 1982.
- Wilkerson, Charles F. *Crossing the Next Meridian: Land, Water, and the Future of the West*. Washington, D.C.: Island Press, 1992.
- Wilkerson, Charles F. *The Eagle Bird: Mapping a New West*. Boulder: Johnson Books, 1992.
- Williams, Donald. *Urban Sprawl*. Santa Barbara: ABC-Clio, Inc., 2000.
- Wilson, William H. *The City Beautiful Movement*. Baltimore: The Johns Hopkins University Press, 1989.
- Worster, Donald. *Dust Bowl: The Southern Plains in the 1930s*. New York: Oxford University Press, 1979.

Wyckoff, William. *Creating Colorado: The Making of a Western American Landscape, 1860-1940*. New Haven: Yale University Press, 1999.

Newspapers & Periodicals

5280 Magazine

The Atlantic

Aurora Sentinel

BizWest

Centennial Citizen

Centennial Town-Journal

Cervi's Journal

Colorado Business Magazine

Denver Post

Douglas County News-Press

The Express

Harper's Weekly

High Country News

Highlander News-Press

Highlands Ranch Community Association News

Highlands Ranch Herald

Highlands Ranch Reporter

Littleton Independent

Metro Districts Messenger (Highlands Ranch)

National Geographic

New York Times

Parker Press

Rocky Mountain News

South Metro [Denver] Business Ledger

Washington Post

Government/Quasi-Government Documents

Arapahoe County Planning Commission. *Arapahoe County Comprehensive Plan*. Littleton, Colorado, October 29, 1985.

Arapahoe County Planning Commission. *Arapahoe County Comprehensive Plan*. June 19, 2001.

CE Maguire, Inc. *Douglas County Transportation Study*. March, 1980.

CH2M Hill. *Highlands Ranch Transportation Improvement Program*. Prepared for Douglas County, Colorado. Denver, January 12, 2007.

CH2M Hill. *Northern Douglas County Transit Feasibility Study*. Prepared for Douglas County Planning Department. Greenwood Village, Colorado, July 29, 1987.

City of Lone Tree. *Home Rule Charter*. Colorado Code Publishing Company, Fort Collins, Colorado, 2008.

City of Lone Tree Community Development Department. *City of Lone Tree: Comprehensive Plan*. Lone Tree, Colorado, March 7, 2000.

City of Lone Tree City Council. *City of Lone Tree Comprehensive Plan*. Lone Tree, Colorado, September 16, 2008.

Cohen, Darryl T, United States Census Bureau. *Population Distribution Inside and Outside Incorporated Places: 2000*. Washington, D.C.

Colorado Department of Local Affairs, Division of Local Government. *Model for a Planned Unit Development*. Denver, 1973.

Colorado Department of Local Affairs, Division of Local Government. *Formation and Statutory Responsibilities: Special Districts*. Denver, 1988.

Colorado Department of Local Affairs, Division of Local Government. *Special District Service Plans: Special Districts*. Denver, 1988.

Colorado Department of Local Affairs, Division of Local Government. *Districts and Alternate Government Financing Mechanisms*. Denver, July, 1988.

Colorado Department of Local Affairs, Division of Local Government. *Colorado's Special Districts: An Overview*. Denver, 1992.

Colorado Department of Local Affairs, Division of Local Government. *Elections: Quick Reference Sheet: Special Districts*. Denver, 1998.

Colorado Department of Local Affairs, Division of Local Government. *Municipal and County Financial Overview: A Supplement to the Local Government Financial Compendium*. Denver, June, 1993.

Colorado Department of Local Affairs. *Special District Elections: Frequently Asked Questions*. Denver, May, 2004.

Colorado Department of Local Affairs. *Special Districts: A Brief Review for Prospective Homeowners*. Denver, September, 2009.

Colorado Department of Revenue. *Colorado State and Local Finance Study, Part I: State Revenues*. Denver, March 10, 1992.

Colorado Department of Revenue. *History of Local Sales and County Lodging Taxes*. Denver, January 2008.

Colorado Department of Revenue. *History of Local Sales/Use Taxes*. Denver, July, 2016.

Colorado Division of Local Government. *Annual Report to the Governor and the General Assembly*. Denver, December, 1967.

Colorado Division of Local Government. *Colorado Local Government Financial Trends: An Analysis by Planning and Management Regions of 1960 through 1971*. Denver, 1973.

Colorado Division of Local Government. *TABOR, Gallagher & Mill Levies: Are Local Revenues Being Shortchanged?* Denver, 1997.

Colorado Land Use Commission. *Commission Recommendations to the Governor and General Assembly*. Denver, December 1, 1970.

Colorado Land Use Commission. *Progress Report: Colorado State Land Use Plan and Management System*. Denver, February, 1972.

- Colorado Land Use Commission. *Report by the Colorado Land Use Commission: A Land Use Program for Colorado, Summary Report*. Denver, Colorado, December 1, 1973.
- Colorado Land Use Commission. *The Direct Costs of Growth: A Comparison of Changes in Local Government Expenditure in Growth and Non-Growth Counties in Colorado*. Denver, 1974.
- Colorado Land Use Commission. *Report to the Colorado General Assembly: Local Government Progress Under House Bill 1041*. Denver, January, 1975.
- Colorado Land Use Commission. *A Citizen's View of Land Use in Colorado: A Report to the Governor and People of Colorado*. Denver, December, 1976.
- Colorado Land Use Commission. *Statement of Policy Regarding Local Regulation of Matters of State Interest*. Denver, June 16, 1978.
- Colorado Land Use Commission. *Colorado's Open Space: A Study in Achievement, Neglect, and Opportunity*. Denver, October, 1986.
- Colorado Legislative Council. *Report to the Colorado General Assembly: Proposed Codification of Urban Service District Laws. Research Publication No. 153*. Denver, November, 1970.
- Colorado Legislative Council. *Report to the Colorado General Assembly: Regional Service Authorities. Research Publication No. 176*. Denver, November, 1971.
- Colorado Legislative Council. *Report to the Colorado General Assembly: Recommendations for 1985 Committee on: Special Districts. Research Publication No. 291*. Denver, December, 1984.
- Colorado Municipal League. *Colorado Annexation Guide: An Analysis of the Municipal Annexation Act of 1965*. Boulder, Colorado, 1966.
- Colorado Municipal League. *Special Improvement Districts in Colorado: 1991 Edition*. Denver, 1991.
- Colorado Municipal League. *Municipal Sales and Use Taxes: 1996 Edition*. Denver, 1996.
- Colorado Revised Statutes. *Title 32: Special Districts*. Denver, Colorado, 2013.
- Colorado State Planning Office. *Douglas County Water and Sewer Facility Plan*. Denver, circa 1965.
- Colorado State Planning Office. *Annexation: Colorado Legislative Notebook for Local Officials and Planning Commissions*. Denver, 1970.

- Committee on Legal Services, by Jennifer G. Gilroy of the Colorado Bar, Revisor of Statutes, and the Office of Legislative Legal Services. *Colorado Revised Statutes, 2010*. Denver, January, 2010.
- Community Matters, Inc., Center for Resource Management, Cutler & Stanfield LLP, and Gerstenberger Associates. *Managing Colorado's Future: A Guidebook for Integrating Land Use, Transportation and Air Quality Planning*. March, 1997.
- Denver Regional Council of Governments. *The Denver Region: Goals for the Future*. Denver, 1971.
- Denver Regional Council of Governments. *Alternative Development Policies: Growth Alternatives, Technical Memorandum 0-2.3/001*. Denver, April, 1972.
- Denver Regional Council of Governments. *An Approach to Regional Services: The Colorado Service Authority Act of '72*. Denver, May, 1972.
- Denver Regional Council of Governments. *Memorandum: Discussion and Analysis Regarding the Formation of a Regional Service Authority for Metropolitan Denver*. Denver, July 31, 1972.
- Denver Regional Council of Governments. *Mile High Compact*. August 10, 2000.
- Denver Regional Council of Governments. *Regional Land Use, Highway, and Public Transportation Plans: Denver Region*. Denver, January, 1974.
- Denver Regional Council of Governments. *Summary of Environmental and Historical Preservation Assessments of Draft Regional Growth and Development Plan for the Denver Region*. Denver, November, 1977.
- Denver Regional Council of Governments. *Regional Growth and Development Plan for the Denver Region*. Denver, Colorado, June 1, 1978.
- Denver Regional Council of Governments. *DRCOG Review and Analysis of the Highlands Ranch New Community Proposal*. Submitted to the Douglas County Planning Department. Denver, June 13, 1979.
- Denver Regional Council of Governments. *Regional Growth and Development Plan for the Denver Region: Proposed Extension to Douglas County, for Draft Discussion Purposes*. Denver, January, 1980.
- Denver Regional Council of Governments. *With One Voice*. Denver, 1990.
- Denver Regional Council of Governments. *Metro Forum: Regional Governance in the Denver Metropolitan Area*. Denver, December, 1991.

- Denver Regional Council of Governments. *Metro Vision: A Regional Development Plan for the Denver Region Vision Statement, Principles, and Policies*. Denver, May, 1992.
- Denver Regional Council of Governments. *Outlook 2020*. Denver, 1992.
- Denver Regional Council of Governments. *Metro Vision 2020 Plan*. Denver, 2000.
- Denver Regional Council of Governments. *Metro Vision 2020 Urban Growth Boundary History and Progress: Updated Report 2004*. Denver, 2004.
- Denver Regional Council of Governments. *Measuring Progress: Regional Performance Measures and Indicators*. Denver, April, 2005.
- Douglas County Department of Planning and Community Development. *1989 Douglas County Residential Development Monitoring Report*. Castle Rock, Colorado, March, 1990.
- Douglas County Department of Planning and Community Development. *Douglas County Population and Development Report Through 1994*. Castle Rock, Colorado, March 1995.
- Douglas County Planning Commission. *Land Use Plan, Douglas County, Colorado*. Castle Rock, Colorado, April 23, 1974.
- Douglas County Planning Commission. *Douglas County Master Plan*. Castle Rock, Colorado, 1983.
- Douglas County Planning Commission. *Douglas County Master Plan: Executive Summary*. Castle Rock, Colorado, January 1992.
- Douglas County Planning Commission. *Douglas County 2020 Comprehensive Master Plan*. Castle Rock, Colorado, May 1, 2001.
- Douglas County Planning Commission. *Douglas County 2030 Master Plan*. Castle Rock, Colorado, May 18, 2008.
- Douglas County Planning Department. Annual Housing Unit Growth Rate, and New Residential Units in Unincorporated Douglas County, 1990-99. January, 2000.
- Highlands Ranch Community Association. *Bylaws of Highlands Ranch Community Association, Inc.* Douglas County, Colorado Recorder, September, 1981. Book 421, Pages 1011-1041.
- Highlands Ranch Community Association. *Highlands Ranch: A Planned Community, Fact Sheet*. May, 1991.
- Highlands Ranch Community Association. *Some Questions and Answers about the Highlands Ranch Community Association*. 1992.

Highlands Ranch Community Association. Architectural Control Committee meeting minutes, April 18, 1995, and Status Report, May 16, 1995.

Highlands Ranch Community Association. *Restated Articles of Incorporation with Amendments of Highlands Ranch Community Association*. State of Colorado, Department of State, November, 1998.

Highlands Ranch Community Association. Letter to Douglas County Commissioners re: Sign Code. August 15, 2000.

Highlands Ranch Community Association. Letter to Highlands Ranch Metropolitan Districts re: Metro Districts/HRCA Community Collaboration Committee. January 16, 2001.

Highlands Ranch Community Association. Adopted Budgets, 2008, 2012.

Highlands Ranch Community Association. *Residential Improvement and Site Maintenance Guidelines*. April 5, 2010.

Highlands Ranch Community Association. Financial Statements as of December 31, 2011 (with Summarized Financial Information as of December 31, 2010).

Highlands Ranch Metro District. *Local Government Finance – Funding*. Highlands Ranch, Colorado, 2011.

Highlands Ranch Metro Districts. Letter to Highlands Ranch Community Association re: 2001 Redstone Park Field Availability. November 20, 2000.

Highlands Ranch Metro Districts. Letter to Highlands Ranch Community Association. January 24, 2001.

Highlands Ranch Metropolitan District. *Comprehensive Annual Financial Report. For the Years Ended December 31, 2002, 2007, and 2010*.

Highlands Ranch Metropolitan Districts. *Incorporation for Highlands Ranch is not Practical at This Time*. Highlands Ranch, Colorado, June 26, 1997.

Highlands Ranch Metropolitan Districts. *Summary Response to the Apex Group Feasibility Study for Incorporation of Highlands Ranch Prepared in March, 1997*. Highlands Ranch, Colorado, June 26, 1997.

Highlands Ranch Metropolitan Districts. Description of services provided. Highlands Ranch, Colorado, July, 1997.

Highlands Ranch Metropolitan Districts. Management Committee Minutes. August 29, 2000.

- Highlands Ranch Metropolitan Districts. *Facts About the Highlands Ranch Boulevard Interchange*. Highlands Ranch, Colorado.
- Highlands Ranch Metropolitan Districts No. 1, 2, 3, 4, and 5. Board of Director election results, 1986 through 2000, and Petitions for Nomination of Director to Serve on the Board of Directors, 1996. Obtained by request from Terry Nolan, Highlands Ranch Metropolitan District General Manager. Highlands Ranch, Colorado, July, 2012.
- Highlands Ranch Metropolitan District #1. *Combined Financial Statements for the Years Ended December 31, 1982 and 1987*.
- Highlands Ranch Metropolitan District #2. *Combined Financial Statements for the Years Ended December 31, 1982 and 1987*.
- Highlands Ranch Metropolitan District #1, 2, and 4. *Financial Statements for the Year Ended December 31, 1992*.
- Highlands Ranch Metro District. *Local Government Finance – Funding*. 2012.
- Highlands Ranch Water and Sanitation District Phase I. *Combined Financial Statements for the Years Ended December 31, 1982 and 1987*.
- Highlands Ranch Water and Sanitation District Phase II. *Combined Financial Statements for the Years Ended December 31, 1982 and 1987*.
- Jack G. Raub Company. *New Communities Permit and Rezoning Applications, and Environmental Impact Statement for the New Town of Highlands Ranch*. Project Sponsor: Mission Viejo Company. Englewood, Colorado. 1979.
- Legislative Council of the Colorado General Assembly. *Special Districts: Research Publication No. 16*, Denver, December 1955.
- Littleton Natural Resources and Energy Conservation Task Force. *A Report to Littleton City Council on Highlands Ranch Environmental Impact Statement*. Littleton, Colorado, May 25, 1979.
- Metro Districts/HRCA Community Collaboration Committee Meeting Minutes. October 3 and December 5, 2000.
- Mission Viejo Company. *Planned Community District Development Guide for Highlands Ranch, Douglas County, Colorado*. Douglas County Planning and Zoning Office, Castle Rock, Colorado, August, 1979.
- Mission Viejo Company, *Community Declaration for Highlands Ranch Community Association, Inc.* Douglas County Colorado Recorder. September, 1981. Book 421 Pages 924-1006.

Mission Viejo Water and Sanitation District. Combined Financial Statements for the Year Ended December 31, 1982.

Perry Park Landowners' Association Newsletter, Volume II, No. 6, December 1975.

Perry Park Metropolitan District. Service Plan: The Proposed Perry Park Metropolitan District. Douglas County History Research Center, Philip S. Miller Library, Castle Rock, Colorado.

Perry Park Metropolitan District. Board of Directors Meeting – Minutes. March 23, 1977. Douglas County History Research Center, Philip S. Miller Library, Castle Rock, Colorado.

Perry Park Metropolitan District. Perry Park Metropolitan District Board of Directors to Perry Park Landowners re: Colorado Western Development Company. Larkspur, Colorado, November 14, 1977. Douglas County History Research Center, Philip S. Miller Library, Castle Rock, Colorado.

The Pinery Homeowners Association, Inc. Service Plan for the Pinter Homeowners Metropolitan District. July 1990.

Porter & Company. *Highlands Ranch Community Association: Auditor's Report Financial Statements and Supplemental Information, December 31, 2007*. Ventura, California, March 12, 2008.

South Metro Denver Economic Development Group. The South Metro Denver Profile. 1997.

State of Colorado. *Colorado Front Range Project: Douglas County Front Range Report*. Denver, August, 1980.

United States Census Bureau. *Annual Survey of State and Local Government Finances and Census of Governments*. Washington, D.C., 1957, 1967, 1972, 1977, 1982, 1987, 1992, 1997, 2002, 2007, 2012.

United States Census Bureau. *Finances of Special District Governments*. 1997, 2002, 2007.

United States Census Bureau. *Census of Population and Housing*. 1950, 1960, 1970, 1980, 1990, 2000, 2010.

United States Department of Housing and Urban Development. *Final Environmental Impact Statement, Highlands Ranch Housing Development, Douglas County, Colorado*. Denver, 1981.

Corporate Publications

Associated Land Consultants, Inc. *City of Lone Tree: Design Guidelines*.

Colorado Western Development Company. Undated promotional materials from the late 1960s for its Perry Park Ranch development, including its development concept and price list. Douglas County History Research Center, Philip S. Miller Library, Castle Rock, Colorado.

Design Workshop. *RidgeGate Residential District Sub-Area Plan*, prepared for Coventry Development Corporation. Denver, July 22, 2003.

Mission Viejo Company. *Highlands Ranch Zoning Packages: Mandatory Referral Letters Comments and Responses*. Englewood, Colorado, July 6, 1979.

Mission Viejo Company. *Highlands Ranch: How it Works*. July, 1995.

Peter Jamar Associates, Inc. *Castle Pines Village Development Guide*. Vail, Colorado, September, 1987.

Peter Jamar Associates, Inc. *Castle Pines Village Planned Development – Second Amendment*. Vail, Colorado, September, 1987.

Peter Jamar Associates, Inc. *Castle Pines North Development Guide*. Vail, Colorado, September, 1987.

Peter Jamar Associates, Inc. *Castle Pines North Planned Development – Second Amendment*. Vail, Colorado, September, 1987.

Sanford Bernstein & Company, Inc. *Bernstein Research: Mission Viejo*. New York, circa 1980.

Unpublished Theses

Brown, Seth (1998). *Highlands Ranch: A History of Government and Politics in America's #1 Master Planned Community*. Yale University, New Haven.

Yose, Sheria (2002). *S.O.S. Save Our Small Town: Creating Sprawl*. Colorado State University, Fort Collins, Colorado.

Audio & Video Recordings

Jess Stainbrook (Executive Producer). (2004). *Perry Park in the Shadows of Giants*. Douglas County Television.

Douglas County Master Plan Panel Discussion, Audiotape (Castle Rock, Colorado: Douglas County History Research Center, Philip S. Miller Library, April 24, 1975).