

## RECORD OF PROCEEDINGS

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MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
HERITAGE HILLS METROPOLITAN DISTRICT (THE "DISTRICT")  
HELD  
NOVEMBER 3, 2023

A regular meeting of the Board of Directors of the Heritage Hills Metropolitan District (referred to hereafter as the "Board") was convened on Friday, November 3, 2023, at 8:15 a.m., at the Heritage Hills Clubhouse, 9201 S. Heritage Hills Parkway, Lone Tree, CO 80124. The meeting was open to the public.

### ATTENDANCE

#### Directors In Attendance Were:

Shaun Seales; President  
Bradley Dodds; Vice President  
Christina Epling; Treasurer (via Microsoft Teams)  
Todd Griffin; Assistant Secretary

Jerome Dyck, Secretary, was absent and excused.

#### Also In Attendance Were:

Nicholas Carlson, Carrie Beacom and Ashley Heidt; CliftonLarsonAllen LLP ("CLA")  
Elizabeth Dauer, Esq.; Seter & Vander Wall, P.C. ("SVW")  
Leigh Dufresne; BrightView Landscaping ("BrightView")  
Carson Besgrove and Brian Bern; Merrick & Company ("Merrick")  
Karl Bruce; Heritage Hills HOA  
Joyce Lew; Resident

### ADMINISTRATIVE MATTERS

**Call to Order:** The meeting was called to order at 8:16 a.m.

**Disclosures of Potential Conflicts of Interest:** The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. No additional conflicts were disclosed at the meeting.

**Quorum, Location of Meeting and Posting of Meeting Notices:** A quorum was confirmed. The Board meeting was noticed as required.

**Public Comment:** Mr. Bruce inquired about when the holiday lighting will begin. The Board determined to have the lights turned on the day before Thanksgiving.

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**Agenda:** Following review, upon a motion duly made by Director Dodds, seconded by Director Seales and, upon vote, unanimously carried, the Board approved the agenda, as presented.

**Resolution No. 2023-11-01 Regarding 2024 Annual Administrative Matters:**

Attorney Dauer reviewed the Resolution with the Board. Following review, upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, the Board adopted Resolution No. 2023-11-01 Regarding 2024 Annual Administrative Matters, as presented.

**LANDSCAPING  
MATTERS**

**Updates:** Ms. Dufresne provided an update to the Board, noting that they are beginning to put up Christmas lights as well as completing their first fall cleanup. In addition, the irrigation has been winterized.

**Proposals, if any:** Ms. Dufresne reviewed the entrance flower designs for 2024 with the Board. No action was taken.

**Snow Removal and Equipment Storage:** The Board reviewed the snow removal plan. Discussion followed regarding the storage of equipment. The Board directed BrightView to place a storage container in the Overlook Park for snow removal equipment storage during snow season.

**ENGINEERING  
MATTERS**

**2023 Roadway Improvement Project:** Mr. Besgrove reviewed the Brannan pay app and the asphalt project with the Board. Director Griffin noted that he was pleased with Merrick's work and received great feedback from the community. Discussion ensued regarding when to renovate the clubhouse parking lot. Following discussion, upon a motion duly made by Director Griffin, seconded by Director Dodds and, upon vote, unanimously carried, the Board approved the pay app pending publication of final payment in the amount of \$445,105.48.

Mr. Besgrove noted he has reached out to several companies and has received quotes for the concrete repairs along the parkway. He has engaged CTF Construction to complete the project. Discussion ensued.

Mr. Besgrove stated he reached out to sub-contractors for the restriping of the speed bumps and stop bars. He is waiting to receive one more quote.

**Other Capital Projects:** Mr. Besgrove provided an update on the Overlook projects to the Board.

Mr. Besgrove reviewed the Dream Makers proposal for the Overlook Park pavilion design and noted that he expressed concern with Dream Makers experience in this area of work. He noted that Merrick has the capability to complete this project in-house with their landscape architects and civil engineering. Discussion ensued regarding the design of the pavilion. The Board directed Merrick to complete the

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design work in-house.

Mr. Besgrove stated that four responses were received regarding the Clubhouse Request for Proposal (“RFP”). Discussion followed regarding interviewing potential bids. Director Dodds noted he was very pleased with the RFP Merrick had drafted.

**Proposals for Winding Hills Way Intersection Asphalt Demolition and Paver Replacement:** The Board reviewed two proposals for the asphalt demolition and replacement of pavers in the Winding Hills Way Intersection. Discussion ensued regarding the use of stamped concrete versus pavers since there is an issue of the pavers settling. The Board directed Merrick and Director Griffin to work with Dream Makers to get an estimate for stamped concrete.

Mr. Bern stated he reviewed the Dream Makers proposal to repair the brick walls, noting that he does not agree with the approach they wish to take to repair the brick wall. Following discussion, upon a motion duly made by Director Griffin, seconded by Director Dodds and, upon vote, unanimously carried, the Board directed Merrick to solicit bids from other companies for the project in an amount not to exceed \$15,000.00.

Merrick continues to research the surface and drainage issues with algae and is investigating solutions.

### DIRECTOR MATTERS

**Security and Gate Matters:** Director Seales mentioned there have been issues with the transponders not reading accurately. Discussion ensued concerning different forms of transponders, gate issues, and the testing of the barrier arm. The Board requested that Wizard Works be present when testing the arm and to keep a list of any issues that arise.

Mr. Carlson noted that Wizard Works wants to replace the hinges on the gates prior to testing the barrier arm. The Board expressed they would like the hinges replaced sooner rather than later, ideally next week.

The Board noted the close arm of the Lincoln pedestrian gate was repaired but since has been broken again.

**Internet:** The Board is still waiting on Comcast to provide an estimate on trenching.

### FINANCIAL MATTERS

**Interim Claims:** Following review, upon a motion duly made by Director Griffin, seconded by Director Seales and, upon vote, unanimously carried, the Board approved the interim claims totaling \$111,447.50.

**September 30, 2023 Unaudited Financial Statements:** Following review, upon a motion duly made by Director Griffin, seconded by Director Dodds and, upon vote,

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unanimously carried, the Board accepted the September 30, 2023 Unaudited Financial Statements.

**Public Hearing on Amendment of 2023 Budget; Resolution to Amend 2023 Budget:** It was noted that no amendment to the 2023 Budget was required.

**Public Hearing on Proposed 2024 Budget; Resolution No. 2023-11-02 to Adopt 2024 Budget and Appropriate Sums of Money:** Director Griffin opened the public hearing to consider the proposed 2024 Budget at 9:54 a.m.

It was noted that Notice stating that the Board would consider adoption of the 2024 Budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

Ms. Lew inquired as to when the 2024 Budget would be available for the public to review. The Board directed her to the enclosed 2024 Budget within the meeting packet.

Mr. Bruce asked about the timing of posting the financial statements and asked if there is a way to get the Budget to the public prior to the meeting so they have ample time to review and provide comments.

Upon a motion made by Director Griffin, seconded by Director Seales and, upon vote, unanimously carried, the Board continued the public hearing to December 1, 2023 Board meeting, upon Legal's recommendation.

**Executive Session:** Upon a motion duly made by Director Griffin, seconded by Director Seales and, upon vote, unanimously carried, the Board entered into Executive Session at 10:07 a.m.

The Board exited from Executive Session at 11:06 a.m. and determined to schedule a special Board meeting for November 17, 2023 at 8:15 a.m.

**District Accountant to Prepare DLG-70 Certification of Tax Levies Form for Certification to the Board of County Commissioners and other interested parties:** This item was deferred to December 1, 2023 Board meeting.

**Engagement Letter with Wipfli to Prepare 2023 Audit:** Ms. Bartow reviewed the engagement letter with the Board, noting there was an increase in Wipfli's fee. Following discussion, upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board approved the engagement letter with Wipfli to prepare the 2023 Audit.

**MANAGER  
MATTERS**

**CliftonLarsonAllen LLP Master Services Agreement and Statement(s) of Work for 2024:** This item was deferred to December 1, 2023 Board meeting.

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**Renewing Membership in Special District Association for 2024:** This item was deferred to December 1, 2023 Board meeting.

LEGAL MATTERS

None.

CONSENT AGENDA

- **Minutes from October 4, 2023 Regular Board Meeting and October 20, 2023 Special Board Meeting:**
- **Contract to Fix Concrete Curbs:**
- **Arrowhead Landscape Services Proposal for Grate Cleaning and Draining in the amount of \$8,112.00:**

The Board reviewed the consent agenda. Following review and discussion, upon a motion duly made by Director Griffin, seconded by Director Seales and, upon vote, unanimously carried, the Board approved the Consent Agenda, as presented.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Griffin, seconded by Director Dodds and, upon vote, unanimously carried, the Board adjourned the meeting at 11:16 a.m.

Respectfully submitted,

DocuSigned by:

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Secretary for the Meeting