

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
HERITAGE HILLS METROPOLITAN DISTRICT (THE “DISTRICT”)
HELD
DECEMBER 1, 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, December 1, 2023, at 8:15 a.m., at the Heritage Hills Clubhouse, 9201 S. Heritage Hills Parkway, Lone Tree, CO 80124.

ATTENDANCE

Directors In Attendance Were:

Shaun Seales; President
Bradley Dodds; Vice President
Christina Epling; Treasurer
Jerome Dyck; Secretary
Todd Griffin; Assistant Secretary

Also In Attendance Were:

Denise Denslow, Carrie Beacom and Ashley Heidt; CliftonLarsonAllen LLP (“CLA”)
Barbara Vander Wall, Esq. and Beth Dauer, Esq.; Seter & Vander Wall, P.C.
Leigh Dufresne; BrightView Landscaping (“BrightView”)
Carson Besgrove; Merrick & Company (“Merrick”)
Chester Gillian; Wizard Works Security Systems
Karl Bruce and Alecia Brown; Heritage Hills HOA
Jeffery Scott; EVstudio
Robert and Jane Bonaz, Gerald Frank, Mel Matthews, Jocelyn King, Health McLaughlin; and other members of the public

ADMINISTRATIVE MATTERS

Call to Order: The meeting was called to order at 8:15 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: A member of the public requested Board meetings be available in a hybrid model. She also inquired about how the Board is

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determining the community needs and the District's budget approval process. Discussion ensued regarding the budget process and the District's projects planned for 2024.

Mr. McLaughlin, resident, expressed concerns regarding the Homeowners Association (HOA) and Metro District and limited information disclosed to home buyers.

Members of the public addressed the Board with concerns regarding the gates and security issues, as well as questions regarding the dissolution of the Metropolitan District.

Mr. Bruce addressed security issues and the HOA's plans to form a task force committee regarding security.

Approval of Agenda: Following discussion, upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board approved the agenda, as amended.

EV Discussion: Mr. Scott discussed the background of EVstudio and highlighted the importance of receiving feedback from the community. Discussion ensued regarding next steps and EVstudio's capabilities.

LANDSCAPING MATTERS

Updates: Ms. Dufresne provided an update for the Board, noting that there is a second fall cleanup scheduled for next week.

Proposals, if any:

BrightView Proposal for 2024 Annual Color in the Amount of \$41,700.00: The Board deferred action to the January Board meeting.

BrightView Proposal for Deep Root Watering in the Amount of \$15,000.00: Following discussion, upon a motion duly made by Director Griffin, seconded by Director Seales and, upon vote, unanimously carried, the Board approved the BrightView Proposal for Deep Root Watering in the Amount of \$15,000.00.

Snow Removal and Equipment Storage: Ms. Dufresne addressed the Board noting that a storage pod is on site in the Overlook parking lot. She also discussed the snow storage area, noting that there may be issues with the terrain and the potential for the skids to get stuck.

BrightView Landscape Service, Inc. Contract for 2024 Landscaping and Maintenance Services: Following discussion, upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board approved the contract with BrightView Landscape Service, Inc. for 2024 Landscaping and Maintenance Services.

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ENGINEERING MATTERS

2023 Roadway Improvement Project: Mr. Besgrove provided an update regarding the 2023 roadway improvement project to the Board, noting there is one change order for the speed hump patch. He also reported Merrick has visited the property and identified areas in need of repair.

Concrete Project: Mr. Besgrove reported the contract with CTF Construction has been executed and the Board is waiting to receive the project start date from the company.

Striping Project – It was noted that the District’s 2-year warranty would not be honored due to the weather conditions, and it is recommended to postpone the project until warmer weather conditions. No action was taken.

Update on Other Capital Projects:

Clubhouse Renovation: Mr. Besgrove reported that a field survey has been completed and that the title commitment is to be complete by December 7, 2023.

Overlook Park Updates: Mr. Besgrove reported that the boundary map has been completed for the Site Improvement Plan. The Board directed Merrick to submit a proposal showing their proposed scope of work and estimated fee. Mr. Besgrove noted he is rescheduling a meeting with the Park Committee to discuss concepts. Director Epling presented an updated proposal for the Overlook Park scope of work.

Proposals for Winding Hills Way Intersection Asphalt Demolition and Replacement: The Board asked about the paver supply. Mr. Besgrove noted that he will determine if CTF Construction can do stamped concrete. Discussion followed regarding stamped concrete versus pavers. The Board directed Mr. Besgrove to solicit a proposal from CTF Construction for stamped concrete.

Update on Brick Wall Repair: Mr. Besgrove noted Merrick’s firm stands behind the best practice to rely on manufacturer’s specifications and not add epoxy specifications. Discussion followed regarding an angled cap to prevent people from sitting on the brick wall, removing the caps, and sealing the wall until the weather is warmer, and putting up signs to deter people from sitting on the wall. Director Dodds expressed his concerns with the amount of time it took to get caution tape put up for the wall.

Following review and discussion, upon a motion duly made by Director Dodds, seconded by Director Griffin and, upon vote, unanimously carried, the Board authorized Merrick to work with a vendor to remove the cap and seal the wall in the amount not to exceed \$15,000.00.

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Services Agreement with Merrick for Engineering Services: 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 Services Agreement with Merrick for Engineering Services for 2024.

Other: It was noted Merrick is working to find solutions to the surface drainage issues in the Overlook and Summit. Discussion ensued.

DIRECTOR MATTERS

Update on Security and Gate Matters: Director Seales informed the Board that his cars have gotten stuck at the gates and inquired about replacing the reader. Discussion ensued regarding the number of transponders throughout the community not working at the gate. Director Dyck noted that he has been using the MyQ application and it has been working without any issues. The Board is considering launching the service to the community.

Discussion followed regarding the quick close barrier arm and testing. The Board determined to start the barrier arm testing on January 2, 2024.

The Board discussed the overlook system being offline and the pedestrian gate issues.

Update on Internet: The Board discussed the lack of communication from Comcast and delays in scheduling services. Director Dyck noted that he has been using Starlink and recommends the Board look into Starlink for internet services. The Board directed CLA to obtain proposals for Starlink.

Other: Ms. Heidt noted that the hoop replacement part is on the way. The Board directed CLA to order a spare basketball hoop part for any future incidents. Further, the Board directed CLA to investigate a stop on the adjustable hoop.

FINANCIAL MATTERS

Interim Claims: Ms. Beacom reviewed the interim claims with the Board. Following discussion, upon a motion duly made by Seales, seconded by Director Dodds and, upon vote, unanimously carried, the Board ratified approval of the interim claims, as presented.

Public Hearing on Proposed 2024 Budget; Resolution No. 2023-11-01 to Adopt 2024 Budget and Appropriate Sums of Money: The Board continued the public hearing to consider the proposed 2024 Budget.

Ms. Dauer reviewed the outcome of the special session with the Board and how it affects the various deadlines for the 2024 budget. Ms. Beacom reviewed the 2024 Budget with the Board.

The Board received comments regarding the pool and the potential to install a dedicated pickleball court. Discussion ensued regarding legal matters, management costs and the transparency of high increase line items on the

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proposed 2024 budget.

The Board closed the public hearing at 11:41 a.m.

Following review, upon a motion made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board approved the 2024 Budget, appropriated the budgeted funds, certified the 2024 mill levy and adopted Resolution No. 2023-11-01 to Adopt the 2024 Budget and Appropriate Sums of Money, subject to changes to assessed valuations.

The Board noted they would like a reserve study performed. The Board also discussed sending the Overlook park design to the community and solicit their feedback.

District Accountant to Prepare and Sign the DLG-70 Certification of Tax Levies Form for Certification to the Board of County Commissioners and Other Interested Parties: Upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board appointed the District's accountant to prepare and sign the DLG-70 Certification of Tax Levies form for certification to the Board of County Commissioners and other interested parties.

MANAGER MATTERS

CliftonLarsonAllen LLP Master Services Agreement and Statement(s) of Work for 2024: Following review and discussion, upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board approved the CliftonLarsonAllen LLP Master Services Agreement and Statement(s) of Work for 2024. The Board would like to meet to discuss management specifics for 2024.

2024 Insurance Renewal: Following review and discussion, upon a motion duly made by Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board approved the 2024 insurance renewal.

Worker's Compensation Insurance for 2024: Following review and discussion, upon a motion duly made by Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board approved worker's compensation insurance for 2024.

Renewal of the Special District Association Membership for 2024: Following review and discussion, upon a motion duly made by Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board authorized the renewal of the Districts' Special District Association Membership for 2024.

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Services Agreement with M.P.M. Recreation and Management, Inc. for Pool Management Services: Following review and discussion, upon a motion duly made by Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board approved the Services Agreement with M.P.M. Recreation and Management, Inc. for Pool Management Services.

Director Seales inquired about the thank you gift to the lifeguards.

LEGAL MATTERS

None.

CONSENT AGENDA

Minutes from November 3, 2023 Regular Board Meeting and November 9, 2023 Special Board Meeting: The Board reviewed the consent agenda. Following review and discussion, upon a motion duly made by Director Seales, seconded by Director Griffin 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, the meeting was adjourned at 11:45 a.m.

Respectfully submitted,

DocuSigned by:

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Secretary for the Meeting