

## 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  
APRIL 5, 2024

A regular meeting of the Board of Directors of the Heritage Hills Metropolitan District (referred to hereafter as the “Board”) was convened on Friday, April 5, 2024, 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:

Ashley Heidt, Nic Carlson, Stephanie Odewumi and Carrie Beacom;  
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”)  
Jeffrey Scott and Brian Welch; EVstudio  
Bryan Henn and Matt Clarkson; Wizard Works Security Services (“Wizard Works”)  
Steve Fromm; Fromm and Co (“Fromm”)  
Karl Bruce, Paul Strickland, Jill Clark and other members of the public

### ADMINISTRATIVE MATTERS

**Call to Order:** Upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board called the meeting to order at 8:17 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:** Peter B. expressed his concerns regarding fire danger in the

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open spaces, the clubhouse project, the use of an ice slicer and drainage issues.

Karl Bruce noted that Alicia Brown resigned from the HOA Board in order to run for the City Council. Mr. Bruce also inquired about the MyQ App and expressed interest in creating a professional video of the neighborhood to add to the District's website.

Jill Clark asked about the reserve study.

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

### CONSENT AGENDA

**Minutes from February 2, 2024 Regular Board Meeting, February 9, 2024 Special Board Meeting and March 12, 2024 Special Meeting:** Director Dodds inquired about February 2, 2024 Regular Board Meeting Minutes, requesting a revision regarding the next phase of asphalt repairs – adding a note about the Board directing Merrick to research alternative options.

Following review and discussion, upon a motion duly made by Director Seales, seconded by Director Dodds and, upon vote, unanimously carried, the Board approved the Consent Agenda, pending revision to the February 2, 2024 regular Board meeting minutes.

### LANDSCAPING MATTERS

**Updates:** Ms. Dufresne provided an update for the Board. The Board expressed gratitude to Ms. Dufresne and her crew for their work on the snow removal from the last storm. Discussion ensued regarding snow removal, particularly of the sidewalks.

#### **Proposals, if any:**

**BrightView Proposal for Planting Trees and Shrubs Along the Parkway in the amount of \$125,500.00:** Ms. Dufresne reviewed the proposal with the Board, noting that the planting would start in late April 2024. Discussion ensued regarding tree replacements and sod in the streetscape. Director Griffin inquired about the warranty period. It was noted the warranty period is one year. Director Griffin asked if Ms. Dufresne checked with other suppliers to ensure best rates. Director Griffin and Director Dyck will work with Ms. Dufresne to reduce the proposal to \$100,000.00 and include the one-year warranty.

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 Planting Trees and Shrubs along the Parkway, as amended.

**48-hour Notice for Pesticide Treatment:** The Board discussed the

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timeline regarding the pesticide treatment. No action was taken.

### DIRECTOR MATTERS

#### **Update on Security and Gate Matters:**

**Service Agreement with Wizard Works for Security Services:** The Board reviewed the Service Agreement. Discussion ensued regarding the scope of work and cost. Discussion followed regarding the MyQ app and Wizard Works on call services in emergency situations.

Following discussion, upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board approved the Service Agreement with Wizard Works for Security Services, as presented.

**Wizard Works Proposal to Install Cameras at Gates in the Amount of \$63,755.50:** Mr. Henn reviewed the proposal with the Board. Director Griffin asked what the lead time is for the equipment to which it was noted to be four to six weeks. Discussion followed regarding liability with the additional protective equipment.

Following discussion, upon a motion duly made by Director Griffin, seconded by Director Seales and, upon vote, unanimously carried, the Board approved the Wizard Works proposal to install cameras at gates in the amount of \$63,755.50.

**Internet Service Providers:** Mr. Strickland reported to the Board that he has been looking into alternative options for internet service providers and recommended using Starlink Services, LLC (“Starlink”) at all four locations. It was noted the initial cost amounts to \$19,478.00, with monthly cost varying between \$1,330.00-\$1,550.00. Director Griffin asked about the timeline for ordering and installation of the internet services. Mr. Strickland responded it will take about a month to obtain the equipment from Starlink and suggested backfilling with the T-Mobile Wi-Fi in the meantime. Discussion ensued.

Following discussion, upon a motion duly made by Director Seales, seconded by Director Dodds and, upon vote, unanimously carried, the Board approved using Starlink internet services through Mr. Strickland, subject to final contract.

Mr. Strickland spoke about adding WI-FI at the guest common areas, noting there would be a landing page with terms of service before the users can be granted access.

**MyQ App:** The Board previously discussed this item under the security and gate matters.

Director Dyck requested an update on the Lincoln pedestrian gate repairs. Mr.

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Henn noted he will check with Mr. Gilliam on this matter. Director Seales pointed out that the timing of the Yosemite pedestrian gate is off. Mr. Henn responded that his team is working with LiftMaster to troubleshoot that, as their initial research did not determine any causes of the issue.

### FINANCIAL MATTERS

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

**Cash Position Schedule:** Ms. Beacom reviewed the cash position schedule with the Board. Following discussion, upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board accepted the Cash Position Schedule, as presented.

**Budget vs. Actual Reports for January and February:** Ms. Beacom reviewed the budget vs. actual reports for January and February with the Board. Following discussion, upon a motion duly made by Director Seales, seconded by Director Dodds and, upon vote, unanimously carried, the Board acknowledged the budget vs. actual reports for January and February.

**Other:** The Board discussed purchasing a TV for the clubhouse for Board meeting materials. Following discussion, upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board approved the purchase of a TV in the amount not to exceed \$3,000.00 and directed Mr. Fromm to make the purchase.

### MANAGER MATTERS

**Proposal for Reserve Study:** Mr. Carlson review the proposal with the Board. Following discussion, upon a motion duly made by Director Seales, seconded by Director Dodds and, upon vote, unanimously carried, the Board approved the proposal for reserve study for an eight-week delivery time and including a site visit, in the amount of \$5,300.00.

**Other:** The Board discussed street sweeping. Following discussion, upon a motion duly made by Director Seales, seconded by Director Dodds and, upon vote, unanimously carried, the Board directed Mr. Fromm to schedule street sweeping.

Mr. Fromm inquired if the Board received any feedback regarding the newsletter and asked when the Board would like the next newsletter to be sent out.

### LEGAL MATTERS

**Drainage Facilities:** Attorney Dauer provided an update on the drainage facilities to the Board, noting that she met with Fromm and Merrick regarding the potential repairs. Mr. Besgrove noted that once all the irrigation systems are

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turned back on, Merrick will do more investigation on the issue and propose some resolutions.

### ENGINEERING MATTERS

#### **Update on 2024 Capital Projects:**

**Brick Wall Repair Cost Estimate:** Mr. Besgrove provided an update to the Board and reviewed the cost estimate of the brick wall repair, noting that replacement costs are estimated at \$400 per linear foot. He requested direction from the Board regarding the areas work should begin. The Board suggested the “F” areas were priority due to safety concerns. Director Griffin asked about stucco versus brick with cost reduction in mind. Discussion ensued.

**Bid Results for 2024 Asphalt Repairs and Award of Contract:** Mr. Besgrove reviewed his bid evaluation with the Board, noting that Brannan Sand & Gravel Co (“Brannan”) was the lower bidder. Discussion ensued. Following discussion, upon a motion duly made by Director Griffin, seconded by Director Dyck and, upon vote, unanimously carried, the Board awarded the contract for 2024 asphalt repairs to Brannan in the amount of \$559,884.93.

**Proposal to Fix Potholes:** Mr. Besgrove reviewed the proposal to fix potholes with the Board, noting he is waiting for Brannan to clarify a few questions. Mr. Fromm presented a quote from ASAP Asphalt & Concrete Inc. (“ASAP”) for the same work. The Board directed Mr. Besgrove to investigate the ASAP proposal and see if they can meet the contract requirements.

Following discussion, upon a motion duly made by Director Griffin, seconded by Director Dyck and, upon vote, unanimously carried, the Board authorized Mr. Besgrove to finalize a proposal to fix potholes with the exclusion of The Ridge potholes in an amount not to exceed \$20,000.00.

Mr. Fromm noted he is looking into asphalt companies to engage in a maintenance agreement for annual pothole/crack seal upkeep.

**Overlook Park Project:** Following the executive session, upon a motion duly made by Director Seales, seconded by Director Dyck and, upon vote, unanimously carried, the Board rescinded approval regarding the Overlook Park vote that was taken at the March 26, 2024 Special Board Meeting.

**Proposal from Star Playgrounds in the Amount of \$106,359.62:** No action was taken on this matter.

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**Proposal from Dreammakers in the Amount of \$120,000.00:** No action was taken on this matter.

**Clubhouse Renovation:** Mr. Besgrove reviewed the clubhouse renovation with the Board, providing an updated timeline of the project. EVstudio reviewed their schematic design with the Board. Discussion ensued regarding the costs and overall design.

**Capital Projects Fund and Available Project Budget:** Mr. Carlson reviewed the capital projects fund and available project budget with the Board. No action was taken.

**Costs Incurred to Date:** Mr. Carlson reviewed the costs incurred to date. No action was taken.

**EVstudio Contract:** Attorney Dauer reviewed the EVstudio architecture contract. Following review, upon a motion duly made by Director Griffin, seconded by Director Seales and, upon vote, unanimously carried, the Board approved the EVstudio Contract, as presented.

### EXECUTIVE SESSION

**Consultation with the Attorney Related to Project Procurement Criteria, Vendor Contracts, and Developing Negotiating Positions, and Receiving Legal Advice Thereon, Pursuant to Section 24-6-402(4)(b) & (e), C.R.S.:** Upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board entered into Executive Session at 11:15 a.m.

Upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board exited from Executive Session at 12:08 p.m.

Directors Griffin and Epling left the meeting.

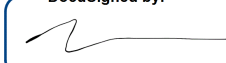
### OTHER BUSINESS

None.

### ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion, duly made by Director Seales, seconded by Director Dyck and, upon vote, unanimously carried, the meeting was adjourned at 12:42 p.m.

Respectfully submitted,

DocuSigned by:  
  
846DC9115B8940D...  
Secretary for the Meeting

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Client Number: A519870	
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