

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
HERITAGE HILLS METROPOLITAN DISTRICT (THE “DISTRICT”)
HELD
JULY 10, 2023

A special meeting of the Board of Directors of the Heritage Hills Metropolitan District (referred to hereafter as the “Board”) was convened on Monday, July 10, 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
Christina Epling, Treasurer
Jerome Dyck, Secretary
Todd Griffin, Assistant Secretary

Bradley Dodds, Vice President, was absent and excused.

Also In Attendance Were:

Denise Denslow, Nicholas Carlson, Ashley Heidt, Carrie Beacom and Celeste Terrell; CliftonLarsonAllen LLP (“CLA”)
Tamara K. Seaver, Esq.; Icenogle Seaver Pogue P.C.
Leigh Dufresne; BrightView Landscaping (“BrightView”)
Carson Besgrove; Merrick & Company (“Merrick”)
Chester Gilliam, Bryan Henn and Matt Clarkson; Wizard Works Security Systems, Inc. (“Wizard Works”)
Karl Bruce; Heritage Hills HOA President
Steve Fromm; Homeowner

ADMINISTRATIVE MATTERS

Call to Order: The meeting was called to order at 8:15 a.m. by Director Seales.

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.

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Public Comment: None.

CONSENT AGENDA

July 10, 2023 Agenda:

Minutes from June 2, 2023 Regular Board Meeting:

Minutes from June 12, 2023 Special Board Meeting:

The Board reviewed the consent agenda, noting that the minutes from the May 22, 2023 and June 27, 2023 special meetings were not ready for the Board to approve. 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 amended.

JOINT PROPERTY TAX DRAFT EMAIL TO HOMEOWNERS

Mr. Bruce addressed the Board regarding his draft of a potential email to Heritage Hills homeowners regarding property tax matters. Mr. Bruce noted it would be helpful for the community to better understand their property taxes. Ms. Seaver advised the Board that SB23-303 referenced in the draft is associated with Proposition HH to be voted on in the fall of November 2023. She noted that until after the November election is would premature to report anything related to SB23-303 to the community. She also noted that the draft was not accurate and appeared geared to achieve community upset. . Following Board discussion, the Board expressed their desire that the email not be sent.

ENGINEERING MATTERS

Heritage Hills Parkway and South Hidden Hills Place Intersection Plan:

Mr. Besgrove reviewed the items approved by the Board at the previous meeting, noting that Director Dodds requested he look into other options following Board approval of the contract with Chavez. Mr. Carlson noted that at the time of Director Dodd's advisement Chavez Services LLC had already be directed to begin ordering materials for the Board-approved plan. The Board discussed the quality of work on the existing crosswalk, noting that the concrete has already cracked, and the pavers are settling. Director Griffin and Mr. Besgrove discussed the schedule of work.

2023 Roadway Improvement Project: Mr. Besgrove reviewed base bids for the full mill and overlay project and the alternate additive bids for a potential cap and seal. Mr. Besgrove recommended awarding the contract to Brannan Sand & Gravel Company, LLC. Following review and discussion, upon a motion duly made by Director Griffin, seconded by Director Seales and, upon vote, unanimously carried, the Board awarded the 2023 Roadway Improvement Project, per the base bid, to Brannan Sand & Gravel Company, LLC.

Director Griffin asked if pavers by the Overlook mailboxes could be replaced with asphalt. Director Epling noted some pavers in the Overlook parking lot are broken. Mr. Besgrove reported that this work could be done by a change order.

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Miscellaneous Items: The Board discussed repainting the speed bumps in the community, and potentially: (a) renovating the Clubhouse, (b) installing a pavilion at the Overlook Park, and (c) installing a dog park. It was noted the City of Lone Tree recommends all improvements be included in one site improvement plan.

Following discussion, upon a motion duly made by Director Griffin, seconded by Director Seales and, upon vote, unanimously carried, the Board determined to move forward with the site improvement plan process for a pavilion in Overlook Park.

The Board then discussed a ten-year plan for wall maintenance.

LEGAL MATTERS

Private Property Signs: This item was not discussed.

Executive session pursuant to Sections 24-6-402(4)(b) and 24-6-402(4)(e), C.R.S. for the purpose of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators related to (1) open meeting laws and acceptable forms of communication; and (2) District security matters: Following discussion, upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board entered into executive session at 9:20 a.m.

Following discussion, upon a motion duly made, seconded and, upon vote, unanimously carried, the Board exited from executive session. At this time Ms. Seaver left the meeting.

Upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board voted to waive, in limited part and solely with respect to the HOA and its Board, the Board's attorney-client privilege with respect to general and special counsel's memo regarding matters related to dissolution. The Board then directed CLA to share the memo with the HOA.

DIRECTOR MATTERS

Security and Gate Matters: Mr. Gilliam provided an update on security matters, noting that they have cleaned the gatehouses and are working on repairs to the resident entrance gate at Yosemite and repairs to the Lincoln pedestrian gate. The Board directed Wizard Works to keep the Lincoln and Yosemite pedestrian gates open from 8:00 a.m. to 6:00 p.m.

Wizard Works Proposal for Camera System Upgrades and Enhancements in the amount of \$50,262.00: Mr. Gilliam reviewed the proposal with the Board. No action was taken.

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Comcast Site Survey Orders: Director Seales reported there may be an option to work with T-Mobile for WiFi and that he has been testing it in the Clubhouse. The Board discussed the bandwidth of the network and related bandwidth requirements for the gates and cameras. No action was taken.

The Board discussed the MyQ application and camera positions.

TrafficCalm Proposal for Flashing Stop Signs in the amount of \$2,372.00: 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 eight flashing stops signs from TrafficCalm and the installation of the signs in an amount not to exceed \$10,000.

Pesticide Sign Alternative: This item was not discussed.

LANDSCAPING MATTERS

Updates: Ms. Dufresne provided an update to the Board. Ms. Dufresne reported the Fiesta product material cost is higher than the Broadleaf, which is currently being used. The Board discussed the budget for BrightView and what has been spent year-to-date. The Board directed BrightView to move forward with the application of Fiesta.

Ms. Dufresne reviewed the tree analysis with the Board, noting that mealy bugs are the greatest concern. Following discussion, upon a motion duly made by Director Griffin, seconded by Director Seales and, upon vote, unanimously carried, the Board approved treating the trees for mealy bugs in the amount of \$4,285.00.

Proposals, if any:

BrightView Proposal for Plant Replacements Spring 2023 in the amount of \$15,995.36: The Board tabled action on this proposal.

BrightView Proposal for Tree Pruning Spring 2023 in the amount of \$13,469.23: The Board directed CLA to look into options with the Colorado Special Districts Property and Liability Pool concerning pruning. 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 tree pruning Spring 2023 in the amount of \$13,469.23.

BrightView Proposal for Storm Clean Up on June 23-24, 2023 in the amount of \$5,378.00: 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 storm clean up on June 23-24, 2023 in the amount of \$5,378.00.

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BrightView Proposal for Hand Weeding in the amount of \$4,302.40:

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 hand weeding in the amount of \$4,302.40.

BrightView Proposal for June Additional Projects in the amount of

\$2,111.79: 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 June additional projects in the amount of \$2,111.79.

BrightView Proposal to Remove Dead Shrubs on Parkway in the

amount of \$2,554.55: 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 to remove dead shrubs on parkway in the amount of \$2,554.55

FINANCIAL
MATTERS

Interim Claims: Ms. Beacom reviewed the interim claims 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 interim claims totaling \$357,608.25.

2022 Audit: Ms. Beacom reviewed the 2022 Audit 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 2022 Audit, subject to receipt of clean auditor's opinion.

MANAGER
MATTERS

Future Meeting Dates: The Board discussed moving the next Board meeting to August 11, 2023.

Other: The Board discussed communication with the community and potentially starting monthly newsletters. Director Griffin will work with Mr. Carlson to format.

ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned at 11:58 a.m.

Respectfully submitted,

DocuSigned by:

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Secretary for the Meeting