

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
HERITAGE HILLS METROPOLITAN DISTRICT (THE “DISTRICT”)
HELD
March 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, March 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:

Bradley Dodds, Vice President
Todd Griffin, Secretary
Shaun Seales, Treasurer
Kevin McClure, Assistant Secretary

Darron Tucker, President, was absent and excused.

Also In Attendance Were:

Denise Denslow, Nicholas Carlson, Ashley Heidt and Carrie Beacom;
CliftonLarsonAllen LLP (“CLA”)
Tamara K. Seaver, Esq.; Icenogle Seaver Pogue P.C.
Leigh Dufresne; BrightView Landscaping (“BrightView”)
Joe Nguyen; Dream Makers Landscape
Mike Wilson; American Landscape
Karl Bruce; Heritage Hills Homeowners Association (“HOA”)
Kathy and Steve Fromm; Homeowners

ADMINISTRATIVE MATTERS

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

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: Karl Bruce, President of the HOA, presented the HOA's mission and vision statement, as the Board to adopt the same and then requested the Board consider privatization of District facilities. The Board expressed support for Mr. Bruce's comments but took no action.

Kathy and Steve Fromm, homeowners, inquired about items on the 2023 budget, the plowing of sidewalks near Overlook, and various landscaping areas.

CONSENT AGENDA

March 3, 2023 Agenda

Minutes from January 27, 2023 Special Board Meeting and February 10, 2023 Special Board Meeting

The Board reviewed the Consent Agenda. Following discussion, upon a motion duly made by Director Dodds, seconded by Director McClure and, upon vote, unanimously carried, the Board approved the Consent Agenda, as presented.

DIRECTOR MATTERS

Overlook Park Redesign:

Presentation by Joe Nguyen with Dream Makers: Mr. Nguyen presented schematic plans for potential redesign of Overlook Park to the Board.

Presentation by Mike Wilson with American Landscape: Mr. Wilson presented schematic plans for potential redesign of Overlook Park to the Board.

Following discussion, the Board determined to defer the redesign of Overlook Park until Spring of 2024 and to publicly bid the same based on legal advice of Ms. Seaver.

Security and Gate Matters: Mr. Carlson and Ms. Denslow provided an update for the Board, noting that two new fobs have been mailed to residents.

LEGAL MATTERS

Pool Management Services Contract with M.P.M. Recreation and Management, Inc.:

Ms. Seaver reviewed the contract with the Board. Following discussion, upon a motion duly made by Director Seales, seconded by Director Griffin and, upon vote, unanimously carried, the Board approved the Pool Management Services Contract with M.P.M. Recreation and Management, Inc., with the following changes: (1) Inclusion of tree care as an additional service if desired by the Board, with pricing to be included in the contract and work to be performed only by approved work orders and (2) a delegation of authority to Brightview to fix any and all landscaping and irrigation issues up to a not-to-exceed amount of \$3,000 without prior Board approval, provided that Brightview reports the same to the Board at the next Board meeting.

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First Amendment to Public Works Construction / Improvement Task Order Contract with Wizard Works Security Systems, Inc.: Ms. Seaver reviewed the amendment with the Board. Following discussion, upon a motion duly made by Director McClure, seconded by Director Seales and, upon vote, unanimously carried, the Board approved the First Amendment to Public Works Construction / Improvement Task Order Contract with Wizard Works Security Systems, Inc.

Other: None.

LANDSCAPING MATTERS

Updates: No action was taken.

Proposals, if any:

BrightView Proposal for Edging Repair: No action was taken.

BrightView Proposal for Irrigation Repairs: Ms. Dufresne reviewed the proposal with the Board. Following discussion, upon a motion duly made by Director McClure, seconded by Director Seales and, upon vote, unanimously carried, the Board approved the BrightView Proposal for Irrigation Repairs.

BrightView Proposal for Irrigation Improvements: Ms. Dufresne reviewed the proposal with the Board. Following discussion, upon a motion duly made by Director McClure, seconded by Director Seales and, upon vote, unanimously carried, the Board approved the BrightView Proposal for Irrigation Improvements.

Extending BrightView Contract for 2023 Landscaping Services: Ms. Dufresne reviewed the proposal with the Board and the Board discussed including a tree care option by work order in the contract, as well as allowing BrightView to make repairs to irrigation systems or landscaping in an amount not to exceed \$3,000.00.

Following discussion, upon a motion duly made by Director McClure, seconded by Director Griffin and, upon vote, unanimously carried, the Board approved extending the BrightView contract for 2023 landscaping services in an amount not to exceed \$160,800, as amended, with the following changes: (1) Inclusion of tree care as an additional service if desired by the Board, with pricing to be included in the contract and work to be performed only by approved work orders and (2) a delegation of authority to Brightview to fix any and all landscaping and irrigation issues up to a not-to-exceed amount of \$3,000 without prior Board approval, provided that Brightview reports the same to the Board at the next Board meeting.

Tree Pros Proposal: The Board deferred discussion.

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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 Griffin and, upon vote, unanimously carried, the Board approved the interim claims totaling \$172,667.56.

December 31, 2022 Unaudited Financial Statements: Ms. Beacom reviewed the December 31, 2022 Unaudited Financial Statements 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 December 31, 2022 Unaudited Financial Statements.

Other: None.

MANAGER MATTERS

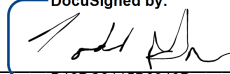
Sign Repairs: Ms. Denslow reviewed the damage to the two main entry monuments with the Board. Following discussion, upon a motion duly made by Director Seales, seconded by Director McClure and, upon vote, unanimously carried, the Board approved associated repairs in an amount not to exceed \$4,000.

Processes regarding Resident Requests: Ms. Denslow reported to the Board that residents have made inquiries about special project requests and asked for the Board's direction in how to handle such inquiries. The Board determined to have a special social event where residents are invited to provide feedback.

ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned at 10:18 a.m. by Director Seales.

Respectfully submitted,

DocuSigned by:

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Secretary for the Meeting