

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
HERITAGE HILLS METROPOLITAN DISTRICT (THE “DISTRICT”)
HELD
JANUARY 27, 2023

A special meeting of the Board of Directors of the Heritage Hills Metropolitan District (referred to hereafter as the “Board”) was convened on Friday, January 27, 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:

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

Also In Attendance Were:

Denise Denslow, Nicholas Carlson and Ashley Heidt; CliftonLarsonAllen LLP (“CLA”)
Shannon Smith Johnson; Icenogle Seaver Pogue P.C.
Leigh Dufresne; BrightView Landscaping (“BrightView”)
Carson Besgrove and Ashley Cronin; Merrick & Company
Luis Tovar and Scott Barnett; Mulhern MRE Inc.
Alecia Brown; Member of the Public

ADMINISTRATIVE MATTERS

Call to Order: The meeting was called to order at 8:18 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: None.

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CONSENT AGENDA

January 27, 2023 Agenda Minutes from January 4, 2023 Regular Board Meeting and January 13, 2023 Special Board Meeting

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

DIRECTOR MATTERS

Proposed District Engineering Services:

Merrick & Company (“Merrick”): Mr. Besgrove and Ms. Cronin, with Merrick, introduced themselves to the Board and provided a brief history on their backgrounds and noteworthy districts and projects they have worked on. Mr. Besgrove noted that Merrick has worked with the City of Lone Tree previously. Discussion ensued regarding past projects, the size of the company, etc.

Mulhern MRE Inc.: Mr. Barnett and Mr. Tovar, with Mulhern MRE Inc., introduced themselves to the Board and provided background on the company and nearby districts they work with. Discussion ensued. Director Griffin provided context regarding the types of projects the District currently has and projects the District anticipates pursuing.

Following discussion, upon a motion duly made by Director Griffin, seconded by Director Seales and, upon vote, majority carried, the Board engaged Merrick for District Engineering Services, subject to preparation and execution of a consulting services agreement to be prepared by the District’s legal counsel. Director Dodds opposed. The Board directed the District’s legal counsel to review the current engineering services contract with IMEG and prepare a notice of termination if necessary to terminate the services thereunder beginning in 2023.

Overlook Park Redesign: Director Griffin provided an update for the Board, noting that he has spoken with three companies and has one meeting today. He noted his goal is to select a plan to move forward with by the end of February.

Security and Gate Matters: Mr. Carlson reported Flock Group Inc. is on site today beginning their services. Mr. Carlson reviewed the update from Wizard Works. Discussion ensued regarding cameras.

Wizard Works Proposals: Mr. Carlson reviewed the Wizard Works proposal for new readers and fobs. The Board discussed the logistics regarding how many fobs homeowners have, how to distribute new fobs and communication regarding the change.

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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 for new readers and fobs in an amount not to exceed \$21,393.54, subject to preparation and execution of a Task Order No. 3 for the same prepared by the District's legal counsel.

Mr. Carlson reviewed the Wizard Works proposal for pedestrian gate rework at the main entrance. Discussion ensued. The Board requested Chester Gilliam attend the next Board meeting to present where all the gate arms will be installed.

Other: Director Griffin reported he met with Ms. Denslow and Ms. Seaver regarding the retaining walls. Discussion ensued. No action was taken.

LEGAL MATTERS

May 2, 2023 Director Election: Ms. Johnson reported two Directors' terms expire in May and that the Call for Nominations will be published in the newspaper and on the website. Ms. Johnson reviewed the timeline of the election. Following discussion, the Board directed CLA to send an email to the community regarding the election.

Fencing Rebate Policy: This item was deferred.

Other: The Board discussed the status of communication with the South Suburban Parks and Recreation District ("SSPRD") maintenance of drainage property abutting residential property with the District and directed legal counsel to transmit correspondence to SSPRD requesting SSPRD reconsider its position.

LANDSCAPING MATTERS

Updates: The Board thanked Ms. Dufresne for her efforts in snow removal.

Ms. Dufresne provided an update for the Board, noting that the holiday lights have been removed and they are working on removing the snow piles in cul-de-sacs. Discussion ensued regarding snow removal. No action was taken.

Proposals, if any:

BrightView Proposal for Edging Repair: The Board deferred action.

BrightView Proposal for Irrigation Repairs: The Board deferred action.

Extending BrightView Contract for 2023 Landscaping Services: The Board deferred action.

FINANCIAL MATTERS

Other: None.

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Processes regarding Resident Requests: The Board tabled discussion.

Other: Discussion ensued regarding potential Clubhouse renovations and a potential pool slide. No action was taken.

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 Seales and, upon vote, unanimously carried, the meeting was adjourned at 10:31 a.m.

Respectfully submitted,

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Secretary for the Meeting