

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF
HEATHER RIDGE METROPOLITAN DISTRICT NO. 1**

Held: January 14, 2010, at 4:00 p.m. at 2811 S. Xanadu Way, Aurora, Colorado.

Director Attendance A meeting of the Heather Ridge Metropolitan District No. 1 (the "District") was held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the board, were in attendance:

Errol Rowland	James Bruce	Mary Lou Braun
Jane S. Klein	Joan Beldock	Vincent Roith
Van Lewis		

Also present for the District: Sean Allen, Esq., White, Bear & Ankele Professional Corporation, general counsel; Diane Wheeler and Kim Stark, Simmons & Wheeler, district accountant. A public audience was also in attendance.

Call to Order & Quorum / Director Rowland noted a quorum was present and all directors present
Qualifications were qualified to serve. Director Rowland called the meeting to order.

Approval of Agenda Motion made and seconded to approve the agenda. The motion passed
unanimously.

Approval of Minutes The minutes from the November 12th, November 23rd, December 1st, and
December 10th meetings were discussed. Motion made and seconded to
approve the minutes. Motion passed unanimously.

Financial Matters Ms. Wheeler presented a draft December 31, 2009 financial statement and
invoices/claims payable to the board for consideration. The draft financial
statement will be reviewed by the directors and considered at the next
meeting. After consideration of the current and interim invoices, upon
motion and second the invoices were approved for payment.

Golf Course Operation Director Roith indicated that the UAHR, Inc., Golf Pro and Dumitri
Agreements agreements continue to be discussed and comments, as they are received,
will be forwarded to Mr. Allen, otherwise such agreement understandings
are place subject to finalization.

Mr. Allen will prepare draft consultant agreements and advisory board policy
for future consideration by the board.

Repair/Construction Ratification of Bishop-Brogden Associates, Inc. for water well analysis and
Contracts consulting work was given. Bishop-Brogden's analysis indicates that both
irrigation wells are in need of capping and new wells to be drilled. Bishop-
Brogden will publish invites to bid for the necessary water well projects.
The bids will be compared and the most responsive and reasonable bid will
be selected. Since funding for the drilling project has already been
approved and determined, and due to timing constraints, the board directed
Directors Rowland, Roith and Lewis to select the most responsive and
reasonable bid so that drilling can commence.

Director Roith reported that bid solicitation for individual HVAC/mechanical
engineering work for various separate HVAC replacement projects have
been made.

A fence replacement agreement was presented to the board for consideration. After discussion of the need to replace the maintenance shed fencing and various bid comparisons, a motion and second was made to award the fence contract to North Suburban. Motion passed unanimously.

Public Construction
Agreement Memorandum

Mr. Allen presented a memorandum to the board and others who are involved in contracts that the District is a party. The memo discusses bidding requirements, contract bonding requirements, final payment and final payment advertising requirements that the District is to follow. Mr. Allen encouraged the board and others to familiarize themselves with the requirements outlined in the memorandum.

Contract Approval
Authority for Advisory
Board and UAHR, Inc.

The board discussed the ability to have the Advisory Board and UAHR, Inc., be able to approve District contracts within a certain range. Motion made and seconded to authorize UAHR, Inc., to approve/award District contracts for services and construction with contract prices between \$0 and \$5,000, authorize the Advisory Board to do the same for contract prices between \$5,001 and \$20,000, while any contract for more than \$20,000 must be directly approved by the District's board of directors. Motion passed unanimously.

UAHR, Inc., and the Advisory board must submit signed requisitions to the District for payment on such contracts with 4 signatures and 3 signatures per requisition respectively.

County Grant
Applications and City IGA

Director Rowland discussed the progress on the grant applications for the trails and water wells. The grant applications call for evidence of District support and City support. Mr. Allen was instructed to draft the appropriate resolutions to evidence District support for each grant application. The Service Plan and City/District IGA state that a separate grant IGA is necessary with the City to enable the District to have authorization to pursue grants that the City is also eligible. Meetings with City staff are planned and a draft grant IGA has been submitted. The District will ask the City to negotiate and enter into a grant authorization IGA and sign letters of grant support to serve as evidence of external support necessary for the applications.

General Matters

New Meeting Location: The board determined to move future meetings to the District owned facility at 13521 E. Iliff Ave. New notices of regular meeting with the new address will be posted prior to the next meeting.

2010 Annual Administrative Resolution: Mr. Allen presented the 2010 Annual Administrative Matters Resolution to the board for consideration. Mr. Allen noted that the Resolution covered various administrative matters that were required to be attended to by District consultants throughout the year. Motion made and seconded to approve the resolution. The motion passed unanimously.

Adjourn

Motion made and seconded to adjourn. Meeting adjourned.

The foregoing minutes were approved by the Board of Directors on February 11, 2010, and constitute a true and correct copy of the minutes of the above-referenced meeting.

Secretary for the Meeting