

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

Held: March 11, 2010, at 4:00 p.m. at 13521 East Iliff Ave., Aurora, Colorado.

Director Attendance	<p>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:</p> <table border="0" style="margin-left: auto; margin-right: auto;"><tr><td>Errol Rowland</td><td>James Bruce</td><td>Mary Lou Braun (absent)</td></tr><tr><td>Jane S. Klein</td><td>Joan Beldock</td><td>Vincent Roith</td></tr><tr><td>Van Lewis</td><td></td><td></td></tr></table> <p>Also present for the District: Sean Allen, Esq., White, Bear & Ankele Professional Corporation, general counsel; Diane Wheeler, Simmons & Wheeler, district accountant. A public audience was also in attendance.</p>	Errol Rowland	James Bruce	Mary Lou Braun (absent)	Jane S. Klein	Joan Beldock	Vincent Roith	Van Lewis		
Errol Rowland	James Bruce	Mary Lou Braun (absent)								
Jane S. Klein	Joan Beldock	Vincent Roith								
Van Lewis										
Call to Order & Quorum / Qualifications	Director Rowland noted a quorum was present and all directors present 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 January 14, 2010 and February 11, 2010 meetings were discussed. Motion made and seconded to approve the minutes. Motion passed unanimously.									
Golf Course Operation Agreements	Director Roith indicated that the UAHR, Inc., Golf Pro and Dumitri agreements are still in process.									
New Golf Carts and New Lease	Director Roith presented a new golf cart lease for the use of sixty (60) new golf carts for a three (3) year term with a warranty and availability to have additional carts provided for tournaments. The new lease would replace the existing lease that was assigned to the District at the time it purchased the Golf Course. After a discussion about the existing lease and aging golf carts, a motion was made and seconded to enter into the new golf cart lease. Motion passed unanimously.									
Golf Course Marketing	Director Rowland mentioned the various types of marketing methods that are taking place about the Golf Course.									
AED – Emergency Equipment	Director Roith reported that an automated external defibrillator (AED) has been purchased and can be used in cases of cardiac arrhythmia.									
Advisory Board Policy	Mr. Allen presented a resolution to the District Board regarding the creation of an Advisory Board to serve as the managing and directing body of and for the District Board with respect to the Golf Course and the Golf Course manager/operator (UAHR, Inc.). The resolution sets forth the scope of the Advisory Board. After further discussion and review of the resolution, a motion was made and seconded to pass the advisory board resolution. Motion passed unanimously.									
Repair/Construction Contracts	Director Rowland informed the board that the water well drilling has commenced. Director Roith reported HVAC work relative to the kitchen has started.									
County Grant Applications and City IGA	The City/District 2010 Grant Authority IGA was ratified which authorized the District to seek ARCO grants in 2010. Director Rowland discussed the progress on									

the grant application approval process for the trails and water wells. Grant approval or denial decisions are expected to be released by ARCO in late April.

General Matters

2010 Director Election. Mr. Allen informed the board that the conditions upon which the director could be cancelled had been met and the election was duly cancelled. Those candidates that submitted self nomination applications will begin their new terms in May 2010.

Financial Matters

Ms. Wheeler presented financial statement, current cash flow analysis, and invoices/claims payable to the board for consideration. After consideration of the current and interim invoices, upon motion and second, the invoices were approved for payment.

2009 Auditor

Ms. Wheeler informed the board of the need to select an audit firm for the 2009 audit which the District will be required to complete. After a discussion, upon motion and second, Wagner and Barnes, P.C. was selected.

Adjourn

Motion made and seconded to adjourn. Meeting adjourned.

The foregoing minutes were approved by the Board of Directors on May 13, 2010, and constitute a true and correct copy of the minutes of the above-referenced meeting.

Secretary for the Meeting