



Heather Gardens METROPOLITAN DISTRICT

HEATHER GARDENS METROPOLITAN DISTRICT BOARD ACTION

DATE: FEBRUARY 15, 2024

MOTION NUMBER: 5-2-15-2024

MOTION: ADOPT LEGAL SERVICES ADDENDUM

I move that the Heather Gardens Metropolitan District Board of Directors approve the accept of an Addendum to Legal Service Engagement with Jennifer Ivey's firm to an "on call" limited type representation.

ECONOMIC COST TO THE DISTRICT: \$
APPROPRIATED BY:

Motion by: Robin O'Meara

Second by:

Rita Effler

Rationale: This will allow the District to specify specific legal questions or tasks it needs legal assistance with relieving the District's attorney from monitoring all documents, agenda or other District documents or communications.

Debate: _____

Secondary Motion to : _____

Secondary Motion by: _____ Second by: _____

VOTE:

	Yes	No
Craig Baldwin		✓
Rita Effler	✓	
Eloise Laubach		✓
Robin O'Meara	✓	
Daniel Taylor	✓	
Total	3	

Yes	No

The secondary motion does/does not have a majority and passes/fails.

The main motion does does not have a majority and passes fails.

Robin O'Meara

Robin O'Meara, Secretary
HGMD Board of Directors

Daniel Taylor

Daniel J. Taylor, President
HGMD Board of Directors



ICENOGL SEAVR POGUE

February 1, 2024

VIA ELECTRONIC MAIL

Heather Gardens Metropolitan District
c/o Daniel Taylor, President
Daniel.Taylor@HGmetroDist.org

Re: Addendum to Legal Services Engagement – Heather Gardens Metropolitan District

Board Members:

Icenogle Seaver Pogue, P.C. (the “Firm”) is submitting this addendum modifying the scope of its legal services engagement with the Heather Gardens Metropolitan District (the “District”) dated November 10, 2020. A truncated scope for the Firm has become necessary based on requests made and direction provided by one or more members of the Board of Directors of the District (the “Board”) which are inconsistent with, and actively undermine, an engagement to provide general counsel legal services.

By way of illustration and not limitation, the Firm has repeatedly been directed not to perform standard general counsel services, including but not limited to, review of meeting materials in advance of Board meetings, and review of agendas and meeting notices for legal compliance in advance of Board meetings. Further the Firm has been directed not to attend unplanned special meetings of the Board and has not been consulted in advance of or in conjunction with preparation of various documents of legal import to the District. Most recently, the Firm has been directed not to attend any meetings of the Board or perform any legal services, unless explicitly requested to do so by the Board.

These various limitations do not allow the Firm to continue the provision of general counsel legal services as those services require meeting legal compliance and attendance.

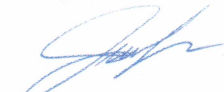
Therefore, and as a result of the foregoing, this addendum amends the existing legal services engagement to recognize that the Firm is unable to continue serving in the capacity of general legal counsel to the District. As of the date of this correspondence, the Firm will no longer provide general legal counsel services. Instead, the Firm will provide solely limited and “on-call” legal services regarding District legal matters as may from time to time be expressly directed by the District in writing and agreed to by the Firm. For the avoidance of doubt, the Firm will no longer perform general legal monitoring, legal compliance or other legal work for the District. Further, and to avoid confusion about “on-call” assignments which may be given to the Firm from time to time, the Firm will only take direction from the Board as a whole or from the President of the Board (or such other person as may be designated as the Firm’s liaison in writing) who represents that the Board as a whole has given direction to the President to engage with the Firm on the topic or issue.

This addendum, together with our engagement letter dated November 10, 2020 and Standard Terms of Engagement attached thereto, are intended to formalize our altered role as “on-call” limited legal counsel. Please confirm your agreement to the new terms of our engagement by signing this letter in the space indicated below, sending us a scanned copy with your signature and retaining the original copy for yourself.

If you have any question regarding these terms, please feel free to contact us.

Very Truly Yours,

ICENOGL SEAVR POGUE
A Professional Corporation



Jennifer L. Ivey

Enclosures

Accepted by: *Daniel P Taylor*
Title: *President Hams*
Date: *2-15-2024*



Heather Gardens METROPOLITAN DISTRICT

HEATHER GARDENS METROPOLITAN DISTRICT
BOARD ACTION

DATE: FEBRUARY 15, 2024

MOTION NUMBER: 4-2-15-2024

TO ACCEPT THE PROCEDURE MEMORANDUM OF THE CLUBS AND ACTIVITIES COMMITTEE.

MOTION: Upon the recommendation of the clubs and activities committee I move that the heather gardens metropolitan district board of directors accept the CAC procedure memorandum and refer it for approval at the ~~m~~ March 21, 2024 regular board meeting.

ECONOMIC COST TO THE DISTRICT: \$0

Motion by: Craig Baldwin

Second by: Robin O'Meara

Rationale: By accepting this proposal with a 30 day waiting period we offer to field comments and questions from the community. In this case I have a number of suggestions to offer.

Comment by February 25, 2024.

Debate: _____

Secondary Motion to : _____
Secondary Motion by: _____ Second by: _____

VOTE:

	Yes	No		Yes	No
Craig Baldwin	✓				
Rita Effler	✓				
Eloise Laubach	✓				
Robin O'Meara	✓				
Daniel Taylor	✓				
Total					

The secondary motion does/does not have a majority and passes/fails.
The main motion does/does not have a majority and passes/fails.

Robin O'Meara

Robin O'Meara, Secretary
HGMD Board of Directors

Daniel Taylor

Daniel J. Taylor, President
HGMD Board of Directors