



Business Agenda Items

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|---|-----------|
| I. Call to Order | 6:00 p.m. |
| II. Guest Speaker – None | 6:01 p.m. |
| III. Pledge of Allegiance | 6:01 p.m. |
| IV. Roll Call/Establishment of Quorum | 6:02 p.m. |
| V. Proof of Notice of Meeting | 6:05 p.m. |
| VI. Approval of Minutes from the Preceding Meeting of the Delegates
January 16, 2024 | 6:07 p.m. |
| VII. Member Forum <i>Sign-up in advance; 3-minute time limit</i> | 6:10 p.m. |
| VIII. Board of Directors Report | 6:15 p.m. |
| • Board voting process | |
| IX. Board of Directors Comments | 6:20 p.m. |
| X. General Manager Report <i>Mike Bailey</i> | 6:25 p.m. |
| XI. Department Updates | 6:30 p.m. |
| Operations <i>Mark Gunther</i> | |
| Art & Education <i>Meredith Parker</i> | |
| XII. Continued/New Business | 6:45 p.m. |
| • Board of Director Candidates | |
| ○ Dan DeBacco, Incumbent Board Director | |
| ○ Jay Geiger | |
| ○ Todd Landgrave, Delegate | |
| ○ Leo Stegman, Delegate | |
| ○ Monica Wasden, Incumbent Board Director | |
| ○ Delegate Q & A | |
| XIII. Delegate Forum <i>Sign-up in advance; 3-minute time limit</i> | 7:10 p.m. |
| XIV. Adjournment | 7:20 p.m. |

The Board of Directors Meeting follows immediately upon adjournment of the Delegate Meeting.

The Next Delegate and Board meeting will be held on Tuesday, March 19, 2024.

Disclaimer – This packet is provided for informational purposes only and is subject to change. Other matters may be considered as deemed appropriate. Some documents or information may have been unavailable at the time this agenda was prepared. For additional information, contact: theresa.hill@hrcaonline.org. The Board Working Session, Delegate Meeting, Board of Directors Meeting, and all other HRCA Committee Meetings are open to our members.

Delegate Meeting Minutes

January 16, 2024

6:00 p.m.

Southridge Rec Center

Agenda item: Guest Speaker Chief Michael McIntosh **Presenter:** Chief McIntosh

Chief McIntosh presented a PowerPoint outlining the leadership within Douglas County Sheriff's Offices, Student Resource Officers, and the Explosive Detection Dog Unit.

Agenda item: Department Updates **Presenter:** HRCA Staff

Conclusions:

Chad Mejia, Sports and Fitness, presented a PowerPoint outlining the programs within the department. The five major departments include Fitness, Race Series, Tennis and Pickleball, Therapeutic Recreation, and Sports.

Agenda item: Call to Order **Presenter:** Jim Allen

Jim Allen called the meeting to order at 6:28 p.m.

Agenda item: Pledge of Allegiance **Presenter:** Jim Allen

President Allen led the meeting in the Pledge of Allegiance.

Agenda item: Roll Call/Establishment of Quorum **Presenter:** Theresa Hill

Conclusions:

A quorum was established; 19,213 of 31,934 lots were present.

Agenda item: Proof of Notice of Meeting **Presenter:** Kurt Huffman

Kurt Huffman confirmed the Proof of Notice of Meeting.

Agenda item: Approval of Minutes for the Meeting of the Delegates for the November 14, 2023, Meeting **Presenter:** Jim Allen

Conclusions:

November 2023 minutes were approved—motioned by Dennis Epperly, representing Districts 2/106, and seconded by Homar Alvarado, representing District 68. Motion carried.

Agenda item: Member Forum **Presenter:** N/A

Discussion:

None

Agenda item: Board of Directors Report **Presenter:** Jim Allen

Conclusions:

President Allen presented a PowerPoint. Within the report:

Board of Director Elections. Three seats will be up for election, and the deadline to submit Board applications is January 26, 2024. Election announcements will happen on March 19, 2024.

Delegate Elections will occur in even numbered and vacant districts. The deadline to apply or intent to return is March 1, 2024.

Agenda item: Board of Director Comments **Presenter:** Board of Directors

Conclusions:

Monica Wasden: Thanked Mike and the Staff for the December Volunteer Appreciation event. She also commented on the new meeting format. She let Delegates know her intent to rerun as a Board Member.

Dan DeBacco: Let Delegates know his intent to rerun as a Board Member.

Melissa Park: Thanked staff for coming up and sharing departmental information.

Kurt Huffman: Thanked everyone for the December Volunteer Appreciation Event

Agenda item: General Manager Report **Presenter:** Mike Bailey

Conclusions:

Mike Bailey presented a PowerPoint. Within his report:

A highlight of the Highlands Ranch Scholarship Fund, which will have applications available at the end of January.

A reminder of snow removal within Highlands Ranch, sharing which entities cover streets and sidewalks.

A request from Representative Bob Marshall, House District 43, who has requested to come speak at our Delegate meeting. Delegates expressed interest in having him speak.

Bailey introduced Rebecca Ruiz, HRCA's new Marketing Director.

Agenda item: Continued Business **Presenter:** N/A

None

Agenda item: New Business **Presenter:** N/A

None

Agenda item: Delegate Forum **Presenter:** Delegates

None

Agenda item: Adjournment **Presenter:** Melissa Park

Conclusions:

Motioned by Ginger Nixt, representing District 91, and seconded by Dennis Epperly, representing Districts 2/106. The Meeting of the Delegates was adjourned at 6:52 p.m.

Respectfully submitted,

Melissa Park, Interim Secretary

DISTRICT DELEGATE ROLL CALL
 MEETING DATE: January 16, 2024
 RECORD DATE: January 16, 2024

Dist No.	DELEGATE NAME	Enter "X" if Present Enter "P" if Proxy	Enter "F" if in Favor Enter "O" if Opposed Enter "A" if Abstained Enter "S" if Split	Total # of Lots	LOTS*	PROXY	F+O+A	TOTAL IN FAVOR	TOTAL OPPOSED	TOTAL ABSENTIONS
1	LESLIE MILLER			297	-	-	-	-	-	-
2	DENNIS EPPERLY	X		266	266	-	-	-	-	-
3	TODD LANDGRAVE	X		184	184	-	-	-	-	-
4	ROY KING (Stratton Ridge) (General)	F		153	-	153	-	-	-	-
5	JEDY DYK (Bradford Hills)			108	-	-	-	-	-	-
6	LARISA KNAFELC (Sugarmill)			126	-	-	-	-	-	-
7	MICHAEL RILEY			295	-	-	-	-	-	-
8	VACANT (Chalet)			97	-	-	-	-	-	-
9	DIANA PERKINS (Remington Bluffs)	X		50	50	-	-	-	-	-
10	JIM MARISEY			143	-	-	-	-	-	-
11	ERIC EICHER	X		251	251	-	-	-	-	-
12	CONNIE ROSEL (Falcon Hills)			113	-	-	-	-	-	-
13	HILARY PRICE			199	-	-	-	-	-	-
14	TAMMY KELLY (General)	F		185	-	185	-	-	-	-
15	JUSTIN HILL			200	-	-	-	-	-	-
16	ELIZABETH STROCK	X		105	105	-	-	-	-	-
17	GREG HERMAN			166	-	-	-	-	-	-
18	GLENN PROULX			318	-	-	-	-	-	-
20	JEAN REHNKE			208	-	-	-	-	-	-
21	ANDREW CURRIER	X		189	189	-	-	-	-	-
22	BRYAN WALSH			132	-	-	-	-	-	-
23	MICHAEL MEEHAN			142	-	-	-	-	-	-
24	CONNIE ROSEL			83	-	-	-	-	-	-
25	ANDY JONES			438	-	-	-	-	-	-
26	REBECCA ROTHWELL	X		183	183	-	-	-	-	-
27	KYLE ANHORN			242	-	-	-	-	-	-
28	BRYAN WALSH			48	-	-	-	-	-	-
30	JOE AHLGRIM (Timberline)	X		368	368	-	-	-	-	-
40	FRANK IMPINNA (Elizabeth Stroock)	F		368	-	368	-	-	-	-
41	TOMMY DOLAN			366	-	-	-	-	-	-
49	BETHANY KOCH	X		291	291	-	-	-	-	-
50	LINDA MALLETT (Gleneagles)	X		345	345	-	-	-	-	-
51	SID BASU			253	-	-	-	-	-	-
52	CLINTON CAVE (General)	F		234	-	234	-	-	-	-
53	SHARYN LANDIS			171	-	-	-	-	-	-
60	PATRICIA CALLIES			181	-	-	-	-	-	-
61	JEFF ROHR			105	-	-	-	-	-	-
62	NANCY SMITH (Kim Harp)			197	-	-	-	-	-	-
63	TODD LANDGRAVE	X		51	51	-	-	-	-	-
64	RUSSELL KING	X		130	130	-	-	-	-	-
65	DON WOODLAND			96	-	-	-	-	-	-
66	JEFF ROHR			224	-	-	-	-	-	-
68	HOMAR ALVARADO	X		152	152	-	-	-	-	-
69	LOUISE ANSARI			182	-	-	-	-	-	-
70	TERI HELMSTAD (The Village)	X		81	81	-	-	-	-	-
71	CONNIE ROSEL (Falcon Hills South)			26	-	-	-	-	-	-
73	VACANT			1,184	-	-	-	-	-	-
74	BILL BUELTNER	X		940	940	-	-	-	-	-
75	VACANT			74	-	-	-	-	-	-
76	BRET ROGERS	X		223	223	-	-	-	-	-
77	MELISSA SMESSEART	X		420	420	-	-	-	-	-
78	AMIT GUPTA			274	-	-	-	-	-	-
79	CONNIE MANZER (The Retreat)	X		101	101	-	-	-	-	-

Dist No.	DELEGATE NAME	Enter "X" if Present Enter "P" if Proxy	Enter "F" if in Favor Enter "O" if Opposed Enter "A" if Abstained Enter "S" if Split	Total # of Lots	LOTS*	PROXY	F+O+A	TOTAL IN FAVOR	TOTAL OPPOSED	TOTAL ABSENTIONS
80	LAURA EICHER	X		1,533	1,533	-	-	-	-	-
81	AL BONNEAU			20	-	-	-	-	-	-
82	BRUCE BROWN	X		778	778	-	-	-	-	-
83	ANDY NATALIE	X		180	180	-	-	-	-	-
84	DAVID ALPERT			705	-	-	-	-	-	-
85	DEBORAH SPICER	X		784	784	-	-	-	-	-
86	DAWN KEATING			1,290	-	-	-	-	-	-
87	JENNIFER HARRIS (Indigo Hill)	X		481	481	-	-	-	-	-
88	CAROLYN GROOM (Weatherstone)	X		294	294	-	-	-	-	-
89	MARY KAY COURTNEY (Villages at H.R.)			323	-	-	-	-	-	-
90	BARBARA SMITH (Spares)	X		250	250	-	-	-	-	-
91	GINGER NIXT (Settlers Village)	X		199	199	-	-	-	-	-
92	MICHELLE RATCLIFF (Canyon Ranch)	X		440	440	-	-	-	-	-
93	JENNIFER PARK			260	-	-	-	-	-	-
94	AL PELKOWSKI (Westridge Knolls)	X		617	617	-	-	-	-	-
95	TOM RYNO			56	-	-	-	-	-	-
96	VACANT (Highwoods HOA)			104	-	-	-	-	-	-
97	WILLIAM SMITH			336	-	-	-	-	-	-
98	DANA SCANTLAND (Sundance @ Indigo Hill)			225	-	-	-	-	-	-
99	MICHAEL PETRUCCELLI (Carlyle Park)			213	-	-	-	-	-	-
100	GAIL FRANCIS	X		177	177	-	-	-	-	-
101	VACANT			111	-	-	-	-	-	-
102	PAULA BACHELLER			202	-	-	-	-	-	-
103	JAC LEIBBS	X		401	401	-	-	-	-	-
104	TOMIA NEALY	X		532	532	-	-	-	-	-
105	JOSEPH ADEN (Monica Wasden)	P		353	-	353	-	-	-	-
106	DENNIS EPPERLY	X		226	226	-	-	-	-	-
107	VACANT			579	-	-	-	-	-	-
108	MIKE MILLINGTON			208	-	-	-	-	-	-
109	LEO STEGMAN (Backcountry) (Laura Eicher)	P		1,252	-	1,252	-	-	-	-
110	MARK DICKERSON (Stonebury)			87	-	-	-	-	-	-
111	MIKE WOODLAND (Firelight)	X		1,863	1,863	-	-	-	-	-
112	PATTIE MCGUINNESS (Highland Walk)	X		298	298	-	-	-	-	-
113	FRANK IMPINNA (Elizabeth Stroock)	P		517	-	517	-	-	-	-
114	CLAY KARR (The Hearth) (Mike Woodland)	P		1,652	-	1,652	-	-	-	-
115	COLIN CAMPBELL (Brownstones)	X		359	359	-	-	-	-	-
116	ROBERT STRAUSS (Tresana)	X		557	557	-	-	-	-	-
120	VACANT (Clock Tower Residences)			318	-	-	-	-	-	-
121	ROBERT BLACKINGTON	X		200	200	-	-	-	-	-
200	VACANT (Commercial District)			396	-	-	-	-	-	-
212	VACANT (Stonesbridge)			77	-	-	-	-	-	-
213	KAREN BURCH (Palomino Park)			523	-	-	-	-	-	-
TOTAL				31,934	14,499	4,714	-	-	-	-
QUORUM 51%				16,286				19,213	85%	



Business Agenda Items

- I. Call to Order
- II. Roll Call/Establishment of Quorum
- III. Proof of Notice of Meeting
- IV. Consent Agenda:
 - Approval of Board Meeting Minutes of Action from January 2024
 - Approval of Architectural Review Committee Minutes from January 2024
 - Approval of Design Review Committee Minutes from January 2024
 - Approval of the Finance Committee Minutes from November 2024
 - Approval of Resolution 24_01_01 Highlands Ranch Community Association Inc., Regarding Finance Committee Charter
 - Approval of Resolution 24_01_02 Highlands Ranch Community Association Inc., Regarding Charter for the Architectural Committee
- V. Member Forum
- VI. Director Comments
- VII. Committee Reports
 - Delegate Meeting
 - Finance Committee – Review of the January 2023 Financials
- VIII. General Manager Report
- IX. Continued Business
- X. New Business
- XI. Delegate Forum
- XII. Adjournment

The Board of Directors Meeting follows immediately upon adjournment of the Delegate Meeting.
The Next Delegate and Board meeting will be held on Tuesday, March 19, 2024.

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Agenda item: Call to Order **Presenter:** Jim Allen

Conclusions:

The meeting was called to order at 7:04 p.m.

Agenda item: Establishment of Quorum/Roll Call **Presenter:** Kurt Huffman

Conclusions:

A quorum was established. Directors Jim Allen, Melissa Park, Monica Wasden, Dan DeBacco, and Kurt Huffman were present.

Agenda item: Proof of Notice of Meeting **Presenter:** Kurt Huffman

Conclusions:

Kurt Huffman confirmed the Proof of Notice of Meeting.

Agenda item: Consent Agenda **Presenter:** Melissa Park

Action Items:

- Approval of Board Meeting Minutes of Action from December 2023
- Approval of Architectural Review Committee Minutes from December 2023
- Approval of Architectural Review Committee Applicant Patricia Callies
- Approval of Design Review Committee Applicant Erik Okland
- ~~Approval of Resolution 24_01_01 Highlands Ranch Community Association Inc., Regarding Finance Committee Charter~~
- ~~Approval of Resolution 24_01_02 Highlands Ranch Community Association Inc., Regarding Charter for the Architectural Committee~~
- Approval of Resolution 24_01_03 Highlands Ranch Community Association Inc., Regarding Resolution 17_01_03 and Specific Duties of Board Members

Discussions:

President Allen requested to remove Resolution 24_01_01 and Resolution 24_01_02 from the Consent Agenda for further discussion and to be amended to include the Director and Committee recommendations. The two agenda items are moved to the February 2024 Board of Directors Agenda.

Conclusions:

A motion was made by Monica Wasden and seconded by Dan DeBacco to approve the Consent Agenda. Motion carried.

Agenda item: Member Forum

Presenter:

Discussions: None

Agenda item: Director Comments

Presenter: Board of Directors

Discussions:

Jim Allen: Commented on the new layout and setup, which was much appreciated.

Monica Wasden: None

Dan DeBacco: None

Melissa Park: None

Kurt Huffman: Commented on the new layout and thanked staff for the updates.

Agenda item: Committee Reports

Presenter: N/A

Discussions:

Delegate Meeting: None

Finance Committee: Brice Kahler presented the November 2023 Finances and a draft of the December 2023 Finances. He presented and discussed the HRCA balance sheet, cash flow statements, and income statements.

Conclusions:

A Motion was made by Dan DeBacco and seconded by Melissa Park to approve the November 2023 HRCA financials as presented. Motion carried.

Agenda item: General Manager Report

Presenter: Mike Bailey

Discussions:

General Manager Mike Bailey commented on the following:

The Committee Charters and the process for going forward to get the Resolutions approved.

An update on the meeting he attended with Director DeBacco and Douglas County representatives regarding plans for Wildcat Regional Park.

Nick Bravata, I.T. Manager, is working on a permission audit system to assess shared folder access and cold storage movement.

A reminder that the Board is scheduled to meet with the Architectural Review Committee on January 17, 2024.

The continued efforts to meeting and reoccurring meetings with Centennial Water, HRMD, Douglas County, South Suburban, and Lone Tree. Bailey informed the Board that he is set to speak at HRMD's meeting on January 30.

Congratulations to Monica Wasden for being appointed to the Executive Board of the Economic Development Chamber Committee.

Agenda item: Continued Business

Presenter: N/A

None

Agenda item: New Business

Presenter: N/A

Director Huffman shared that he was offered a new opportunity that is in direct conflict with his duties at HRCA and that he will be resigning effective immediately.

The Board and General Manager Mike Bailey thanked Director Huffman for his service.

Agenda item: Delegate Forum

Presenter: N/A

Discussions:

Mike Woodland | District #111 – Asked how to move forward with appointing a new Board Director. Legal representative, Lindsay Smith, shared Bylaw information. The Board agreed to send out follow up communication regarding this process.

Agenda item:: Adjournment

Jim Allen

Conclusions:

The Board of Directors Meeting was adjourned at 7:35 p.m.

Respectfully submitted,

Melissa Park, Interim Secretary



HIGHLANDS RANCH COMMUNITY ASSOCIATION

ARCHITECTURAL REVIEW COMMITTEE

DATE: January 17, 2024

MEETING MINUTES

I. CALL TO ORDER

The meeting was called to order at 5:30 p.m.

- Roll call was taken, and a quorum was established and the Minutes of the February 1, 2023 meeting were approved.

Member Name	Present	Absent	Excused
Laurie Allred, Chair	✓		
Elizabeth Bryant	✓		
Jeff Rohr	✓		
Laura Eicher	✓		

Also in attendance:

Jim Allen – Board of Directors President
Monica Wasden – Board of Directors

Melissa Park – Board of Directors
Dan DeBacco- Board of Directors

Mike Bailey – General Manager
Brian Sheppelman – Director of Corporate Compliance
Jayma Wessling CIS Coordinator

Kerry and Dalinda Barbour – Homeowners

II. RESIDENTIAL APPOINTMENTS:

1. **9531 Painted Canyon – Privacy Screening/Fencing**
 - a. The Committee voted to unanimously approve a privacy fence.

III. NEW BUSINESS: Architectural Reviews – The Committee Members reviewed the following submittals.

1. **1185 Briarhollow – Addition**
 - a. The Committee unanimously voted to postpone the decision by way of denial due to insufficient information.
2. **9516 Cherryvale – Shed Variance**
 - a. The Committee unanimously conditionally approved.
3. **475 Angus Way - Commercial Vehicle**
 - a. The Committee unanimously voted to deny.
4. **2880 Canyon Crest - Paint**
 - a. The Committee unanimously voted to approve alternative colors supplied to homeowner.
5. **6326 Nassau Court – Double Deck with Pergola**
 - a. The Committee unanimously voted to approve the awning as submitted.

IV. DISCUSSION

- a. Board of Directors and Architectural Review Committee discussed the following items:
 - I. Charter
 - II. Residential Improvement Guidelines and Lighting

With no further business, the regular meeting adjourned at 8:10 p.m

Laurie Allred, Architectural Review Committee Chair



HIGHLANDS RANCH COMMUNITY ASSOCIATION

DEVELOPMENT REVIEW COMMITTEE

January 31, 2024

MEETING MINUTES

I. Call to Order

The meeting was called to order at 6:01 p.m. by **Z. Cantrell**

Roll call was taken by **A. Madlambayan**

Member Name	Present	Absent	Excused
Zell Cantrell	✓		
Ariel Madlambayan	✓		
Greg Banks			✓
Henry Hollander			✓
Michael Burmeister	✓		
Erik Okland	✓		
Kyle Matthews			✓

Also in attendance:

HRCA: Diana Sklenar - Community Improvement Services Manager, Woody Bryant - DRC Consultant

Project Representatives: Mark Gunther – Director of Operations HRCA

II. Review and Approval: October 11, 2023, meeting minutes

Action:

A motion was made to defer the October Meeting Minutes and send via email by **M. Burmeister**, seconded by **Z. Cantrell**

- 2 member(s) **Concur;**
- 0 member(s) **Dissent;**
- 2 member(s) **Abstain.**

III. Presentation for Southridge Recreation Center by Woody Bryant & Mark Gunther

- Patio Renovation

IV. Discussion:

- Drainage from roof to downspouts: Prefinished color to match the roofing material and downspouts will follow the steel column down, land on top of the precast concrete and flow over the brick base.
- Electrical Outlets: Outlets will be revised to be 18" AFF instead of 48" installed within the masonry. All conduit runs are to be painted to match steel column colors.
- Fire Protection: Drip lines are required in the location shown; the system needs to slope to a low point for condensate drainage occasionally because of the fire protection system being a dry system. Sprinkler lines are sloping with the structure of the deck for aesthetic reasons. Drip lines will be hidden from view and painted to match the color of the steel.
- Landscaping/acoustics: Current landscaping has a berm with trees. Installation of any new vegetation would require an adjustment to the irrigation system. Improvements are

currently not in the budget but may be revisited in the future.

- Light spill: Lighting will be under the patio structure and therefore will not spill out and are dimmable.
- Upgrade existing lighting: Matching the hue/color will be visited.
- Relocation of pedestrian poles: Poles need to stay in current location to allow for adequate illumination of sidewalk.
- Permanent site furnishings: The space will be flexible. Furniture will not be permanently affixed to the ground.
- Canopy Edge Detail to reduce water: horizontal metal roofing graphically should overlap the vertical metal roofing to ensure property water drainage into the gutter.
- Acoustical features: The current ceiling has minimal acoustical features. The triangular pockets in the decking will absorb sound. An upgrade to the ceiling would provide minimal noise absorption at a premium cost. Research will continue.

V. Action:

- A motion was made by **A. Madlambayan** to **approve the submittal as presented. Seconded by M. Burmeister.**
 - a. **4** member(s) **Concur;**
 - b. **0** member(s) **Dissent;**
 - c. **0** member(s) **Abstain.**

X. With no further business, a motion was made by Z. Cantrell to adjourn the meeting. Seconded by A. Madlambayan. The meeting adjourned at 6:15 pm.



HIGHLANDS RANCH

COMMUNITY ASSOCIATION

Minutes

November 13, 2023, Finance Committee Meeting
Highlands Ranch Community Association, Inc.
Eastridge Recreation Center

FC Members Present:

Dan DeBacco, Chair
Ron Welk
Jennifer Harris
Leighton Stephenson
Homar Alvarado
Mikell Wilcox
Shane Callahan

FC Members Absent:

Michael Flower

Staff Members Present:

Brice Kahler, CFO
Emily Arnold, Accounting Manager

Board Members and Visitors Present:

Bret Rogers, Delegate – District 76

1. The Finance Committee meeting was called to order at 6:00 p.m. by Dan DeBacco. A quorum of the Finance Committee was present.
2. The Finance Committee reviewed the October 16, 2023, Finance Committee meeting minutes.

A motion was made to approve the October 16, 2023, HRCA Finance Committee meeting minutes. The motion was approved with two abstentions.

Motion: Ron Welk Second: Shane Callahan

3. The Finance Committee reviewed and discussed the October 31, 2023, HRCA Financial Statements. The actual to budget favorable/unfavorable variances were identified, explained, and discussed. Overall, consolidated HRCA revenue exceeds budget by \$1.2M largely due to interest income and program performance. Consolidated expenses are flat compared to budget. The Finance Committee asked various questions regarding Balance Sheet and Income Statement line items including program analyses and the partnerships with Metro Districts and Douglas County for certain community events.

A motion was made to recommend that the HRCFA Finance Committee accept the October 31, 2023, Highlands Ranch Community Association Financial Statements. The motion was approved unanimously.

Motion: Mikell Wilcox Second: Jennifer Harris

4. The Finance Committee reviewed the 2024 proposed meeting dates. A review of fund balances was added to the February 2024 meeting.

A motion was made to recommend that the HRCFA Finance Committee accept the 2024 Calendar. The motion was approved unanimously.

Motion: Ron Welk Second: Shane Callahan

5. With no further business, the meeting was adjourned at 7:10.

Respectfully Submitted,

Emily Arnold, Accounting Manager

**RESOLUTION 24-01-01
OF
HIGHLANDS RANCH COMMUNITY ASSOCIATION, INC. REGARDING
FINANCE COMMITTEE CHARTER**

SUBJECT: Adoption of an amended Charter for the Finance Committee

PURPOSE: To provide a revised structure for the creation and operation of the Finance Committee

AUTHORITY: The Declaration, Bylaws, and Articles of Incorporation of the Association and Colorado law

EFFECTIVE DATE: February 20, 2024

RESOLUTION: WHEREAS, the Highlands Ranch Community Association, Inc. (“HRCA”) has created the Finance Committee to assist the Board of Directors in the management of the financial operations of the HRCA; and,

WHEREAS, the Finance Committee Charter and Bylaws previously adopted by the Board on February 15, 2022, requires revisions and updates; and,

WHEREAS, the Board has determined to consolidate the prior Charter and Bylaws into a single Charter; and,

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors adopts the attached Charter of the Finance Committee of the Board of Directors of Highlands Ranch Community Association, Inc.

PRESIDENT’S CERTIFICATION: The undersigned, being the President of Highlands Ranch Community Association, Inc., a Colorado nonprofit corporation, certifies that the foregoing Resolution was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors on February 20, 2024, and in witness thereof, the undersigned has subscribed his/her name.

Highlands Ranch Community Association, Inc.,
a Colorado nonprofit corporation

By: _____
Its: President

HIGHLANDS RANCH COMMUNITY ASSOCIATION, INC.
FINANCE COMMITTEE CHARTER
Adopted _____, 2024

WHEREAS, the Highlands Ranch Community Association, Inc. (“HRCA”) has created the Finance Committee to assist the Board of Directors in the management of the financial operations of the HRCA; and,

WHEREAS, the Finance Committee Charter and Bylaws previously adopted by the Board on February 15, 2022, requires revisions and updates; and,

WHEREAS, the Board has determined to consolidate the prior Charter and Bylaws into a single Charter; and,

NOW THEREFORE, the Board of Directors hereby adopts the following Resolution and Finance Committee Charter.

- I. **Purposes.** The role of the Finance Committee is to assist the Board of Directors in the management of the financial operations of the Highlands Ranch Community Association (HRCA), including the Administrative and Recreation Funds and special restricted funds. The committee will also assist the Board of Directors in ensuring that the books and records of HRCA conform to generally accepted accounting principles and the provisions of the Community Declaration for Highlands Ranch Community Association, Inc. (Community Declaration).
- II. **Definitions.**
 - a. **Presiding Party.** The Presiding Party is the individual selected to present monthly updates regarding Finance Committee activities to the Board of Directors at the monthly Board meeting or work sessions prior thereto. The Presiding Party must meet the same qualifications as are required by the HRCA Bylaws for election or appointment to the Board of Directors. The Presiding Party may, but need not be, the Treasurer.
 - b. **Administrator.** The Administrator facilitates the conduct of Finance Committee meetings and shall be a Staff member. The Administrator does not vote on Finance Committee decisions. The Presiding Party and the Administrator may be the same person. The Administrator may designate the Presiding Party to facilitate the conduct of any Finance Committee meeting in his or her absence.
- III. **Membership.**
 - a. The Finance Committee will comprise five to nine HRCA members in good standing who have relevant financial expertise.
 - b. The Board of Directors appoints and may remove Finance Committee members in its discretion. The Board of Directors selects the Presiding Party. The General Manager selects the Administrator.
 - c. The HRCA Finance Director and Accounting Manager will be regular attendees and active participants in meeting discussions, and may be the Administrator, and the Presiding Party if qualified.
 - d. The Board shall, at its discretion, appoint a Board liaison to the Finance Committee.
- IV. **Vacancies.** Any vacancy on the Finance Committee be advertised in the HRCA communications (Newsletter, website, etc.). Highlands Ranch homeowners wishing to serve

on the Finance Committee may submit a letter of intent, resume, Committee Application Form and Disclosure Statement under the Conflict of Interest Policy to the HRCA Administrative office. The current Members of the Committee will review the application and make recommendations to the Board of Directors. The Board shall act on such recommendations promptly. The position of any Finance Committee member who misses four or more meetings in a consecutive twelve-month period without excuse shall be deemed vacant without further action by the Board.

V. **Quorum.** Quorum for any meeting of the Finance Committee shall be a majority of the voting Finance Committee members present in person or by proxy.

VI. **Term.**

- a. Finance Committee members serve for one (1) year terms unless otherwise specified; provided, however, that Finance Committee members may resign at any time.
- b. The Presiding Party and Administrator shall be appointed annually.

VII. **Powers, Duties and Responsibilities.** The Finance Committee shall:

- a. Conduct monthly meetings on the third Monday of each month or as otherwise determined by the Finance Committee members.
- b. Review and make recommendations on the financial statements and budgets for operating and reserve accounts, as well as other funds of HRCA. The Finance Committee will assist in the annual budgeting process in order to determine that the common expense assessments are properly and fairly levied against the homeowners. The Finance Committee will also provide guidance in determining collection, investment and reserve policies.
- c. Review all monthly, quarterly and annual financial statements, annual budgets for operating, reserve, bond and special funds, collection policy, investment policy as well as any other financial projects requested by the HRCA Board of Directors.
- d. Conduct other duties as assigned by the HRCA Board of Directors.
- e. Adhere to the Finance Committee Charter.

VIII. **Meeting Schedule and Notice.**

- a. The Finance Committee members shall establish the calendar of the regular monthly Finance Committee meeting annually.
- b. Notice of any meeting of the Finance Committee, whether regular, special, study session, or workshop, shall be provided by the Administrator to the Finance Committee members at least 72 hours prior to the meeting, and shall at that time be published with the HRCA Newsletter and/or HRCA Website, or other means available (e.g. Notice Boards with HRCA facilities).
- c. The HRCA Board of Directors, the HRCA President, or any two Finance Committee members may call a special meeting of the Finance Committee with 72 hours' notice given to each Finance Committee member for issues which may need discussion and action by the Committee.
- d. Study sessions or workshops can be called at any time by the Administrator, Presiding Party, or any two Finance Committee members for educational purposes; however, no formal action or decisions can be made.
- e. Members are expected to attend each of the monthly meetings, the scheduled budget meetings and the Annual meeting.

IX. Conduct of Meetings.

- a. Members will display common courtesy and respect for one another, HRCA employees, and community residents.
- b. The Finance Committee shall meet with the Board of Directors annually for the purpose of reviewing and recommending the next year's budget to be scheduled before the third Tuesday of October.
- c. Meetings shall be held in the HRCA's administrative offices or such other location as is designated in the notice provided to Finance Committee members.
- d. Regular and special meetings may be conducted electronically as permitted by the Colorado Revised Nonprofit Corporation Act.
- e. All meetings of the Finance Committee, including study sessions and workshops, are open to HRCA members or their designated representatives, except as permitted by C.R.S. 38-33.3-308(4).
- f. Each voting Finance Committee member shall have one vote; the Administrator, HRCA Finance Director and Accounting Manager are non-voting Finance Committee members. A majority vote of the Finance Committee members present is required for a motion to be adopted.
- g. The Board of Directors, the Presiding Party, or any two Finance Committee members may put a measure to question before the Finance Committee by email with a reasonable deadline identified. That measure shall be deemed approved if a majority of all voting Finance Committee members (excluding any HRCA staff) vote in favor of the measure. Any Finance Committee member not responding by the deadline shall be recorded as an abstention. A record of the measure and the results of the vote will be recorded in the minutes of the next regular meeting.

X. Ethics and Conflicts. All Finance Committee members are bound by Resolution 17-01-03, establishing duties and responsibilities of Directors, Delegates, and Committee Members.

- a. Each Finance Committee member will discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she believes to be in the best interest of HRCA. The Finance Committee will be an unbiased sounding board in addressing financial issues and make decisions based on facts.
- b. The Finance Committee recognizes that holding a position which represents the public interest is a public trust. To actively promote public confidence, the Finance Committee member must be aware of a possible conflict of interest arising in the course of duty.
 - i. For purposes of this Charter only, a conflict of interest is described as a situation where the person:
 - has a financial interest in the matter;
 - will be directly affected by the decision in the matter;
 - believes he has a conflict of interest as defined by an applicable law;
 - or will gain an advantage to relations, groups or associations to whom affiliated.
 - ii. A Finance Committee member experiencing a potential conflict of interest shall declare that interest publicly and recuse himself/herself from the deliberations. Further, the Finance Committee member may not discuss the conflicted matter privately with other Finance Committee members voting on the issue.

- XI. **Reporting.** The Administrator or a person designated by the Administrator will prepare written minutes promptly following each Finance Committee meeting, which shall be approved for publication at the following meeting. The Presiding Party will provide a monthly written or oral report of Finance Committee activity to the Board.

- XII. **Severability; Revisions to Charter.** The Board of Directors may revise this Charter at its discretion at any time and shall provide notice to the Finance Committee of any revisions to the Charter's terms. If any portion of this Charter is in conflict with the governing documents of the HRCA, or is deemed unenforceable by statute or regulation, that portion of this Charter shall become void and the HRCA governing document and/or the applicable statute or regulation will take precedence. The remainder of the Charter unaffected by this conflict shall remain in effect.

Approved: **FINANCE COMMITTEE**

Dan DeBacco, **Chairman**

Adopted: **BOARD OF DIRECTORS**

Jim Allen, **President**

Adopted this _____ day of _____, 2024.

RESOLUTION 24-01-02
OF
HIGHLANDS RANCH COMMUNITY ASSOCIATION, INC. REGARDING
CHARTER FOR THE ARCHITECTURAL COMMITTEE

SUBJECT: Adoption of a Charter for the Architectural Committee

PURPOSE: To provide a structure for the creation and operation of the Architectural Committee

AUTHORITY: The Declaration, Bylaws, and Articles of Incorporation of the Association and Colorado law

EFFECTIVE DATE: February 20, 2024

RESOLUTION: WHEREAS, the Community Declaration for Highlands Ranch Community Association, Inc. provides, in Article X, that “the approval of the Architectural Committee shall be required for any Improvement to Property on any Residential Site and, if so provided in the Supplemental Declaration covering any Commercial Site..., then for any Improvement to Property on any such Commercial Site.”

WHEREAS, the Highlands Ranch Community Association (“HRCA”) has historically functioned with three arms of the “Architectural Committee”: the Architectural Review Committee (“ARC”), which reviews architectural submissions for Residential Sites; the Design Review Committee (“DRC”), which reviews architectural submissions for Commercial Sites, and the staff review process (“Staff”), which reviews submissions not otherwise reviewed by the ARC or DRC to facilitate timely responses for community members.

WHEREAS, the Board of Directors desires to clarify the respective roles and responsibilities of the ARC, DRC, and Staff, to facilitate timely reviews, ensure aesthetic continuity and harmony, and fulfill the purposes of the Community Declaration.

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors adopts the attached Charter for the Architectural Committee of the Board of Directors of Highlands Ranch Community Association, Inc.

PRESIDENT’S CERTIFICATION: The undersigned, being the President of Highlands Ranch Community Association, Inc., a Colorado nonprofit corporation,

certifies that the foregoing Resolution was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors on February 20, 2024, and in witness thereof, the undersigned has subscribed his/her name.

Highlands Ranch Community Association, Inc.,
a Colorado nonprofit corporation

By: _____
Its: President

HIGHLANDS RANCH COMMUNITY ASSOCIATION, INC.
ARCHITECTURAL COMMITTEE CHARTER

Adopted _____, 2024

WHEREAS, the Community Declaration for Highlands Ranch Community Association, Inc. provides, in Article X, that “the approval of the Architectural Committee shall be required for any Improvement to Property on any Residential Site and, if so provided in the Supplemental Declaration covering any Commercial Site..., then for any Improvement to Property on any such Commercial Site.”

WHEREAS, the Highlands Ranch Community Association (“HRCA”) has historically functioned with three arms of the “Architectural Committee”: the Architectural Review Committee (“ARC”), which reviews architectural submissions for Residential Sites; the Design Review Committee (“DRC”), which reviews architectural submissions for Commercial Sites, and the staff review process (“Staff”), which reviews submissions not otherwise reviewed by the ARC or DRC to facilitate timely responses for community members.

WHEREAS, the Board of Directors of HRCA appoints individuals to the ARC and DRC, and hires employees who select Staff members.

WHEREAS, the Board of Directors desires to clarify the respective roles and responsibilities of the ARC, DRC, and Staff, to facilitate timely reviews, ensure aesthetic continuity and harmony, and fulfill the purposes of the Community Declaration (the “Declaration”).

NOW THEREFORE, the Board of Directors hereby adopts the following Resolution and Architectural Committee Charter.

I. Provisions Applicable to Staff, ARC, and DRC.

- a. Definitions. Capitalized terms shall have the same meaning as set forth in the Declaration.
- b. Criteria for Approval. The Architectural Committee, including Staff, the ARC, and the DRC, shall approve any proposed Improvement to Property only if they deem in their reasonable discretion that the Improvement to Property in the location indicated will not be detrimental to the appearance of the surrounding areas of HRCA as a whole; that the appearance of the proposed Improvement to Property will be in harmony with the surrounding areas of HRCA; that the Improvement to Property will not detract from the beauty, wholesomeness and attractiveness of HRCA or the enjoyment thereof by Owners; and that the upkeep and maintenance of the proposed Improvement to Property will not become a burden on HRCA. The Architectural Committee may condition its approval of any proposed Improvement to Property upon the making of such changes therein as the Architectural Committee may deem appropriate.
- c. Fees. HRCA shall require the payment of a fee to accompany each request for approval of any proposed improvement to property. The amount of such fee shall be uniform for similar types of proposed improvements or the fee will be determined in a reasonable manner, such as based upon the estimated cost for the improvement to property.
- d. Timing. Any Owner’s failure to complete the proposed Improvement to Property within one (1) year after the date of approval shall be in noncompliance with the requirements for approval of improvements to property, subject to enforcement by HRCA.
- e. Miscellaneous. The Architectural Committee shall treat all applications for Improvements to Property fairly and impartially, without bias or prejudice, and in the best

interest of the Association, seek and rely upon professional guidance as appropriate, and hold open meetings, as required by state law.

- f. No Waiver. No action or failure to act by the Architectural Committee or by the Board of Directors, and no variance granted by the Architectural Committee, shall constitute a waiver or estoppel with respect to future action by the Architectural Committee or the Board of Directors with respect to any Improvement to Property. Specifically, the approval by the Architectural Committee of any Improvement to Property shall not be deemed a waiver of any right or an estoppel to withhold approval or consent for any similar Improvement to Property or any similar proposals, plans, specifications or other materials submitted with respect to any other Improvement to Property.
- g. Nonliability. There shall be no liability imposed on the Architectural Committee, any member of the Committee, any Committee Representative, the Community Association any member of the Board of Directors or Declarant for any loss, damage or injury arising out of or in any way connected with. the performance of the duties of the Architectural Committee unless due to the willful misconduct or bad faith of the party to be held liable. In reviewing any matter, the Architectural Committee shall not be responsible for reviewing, nor shall its approval of an Improvement: to Property be deemed approval of the Improvement to Property from the standpoint of safety, whether structural or otherwise, or conformance with building codes or other governmental laws or regulations.
- h. Liaison. The Board shall appoint a Board liaison to the ARC, DRC, or Staff.
- i. Severability. If any portion of this Charter is in conflict with the governing documents of the HRCA, or is deemed unenforceable by statute or regulation, that portion of this Charter shall become void and the HRCA governing document and/or the applicable statute or regulation will take precedence. The remainder of the Charter unaffected by this conflict shall remain in effect.

II. Staff Charter. The role of Staff in the HRCA Architectural Committee is to provide a speedy resolution of architectural submissions for owners within HRCA. In addition, Staff is responsible for maintaining all corporate records relating to architectural submissions as required by Colorado law.

- a. Definitions
 - i. Administrator. The Administrator facilitates the conduct of Staff review of architectural submissions and shall be a Staff member.
- b. Membership. Staff shall comprise such individuals as are designated by the HRCA Community Improvement Services Manager from time to time.
- c. Duties and Responsibilities. Staff shall:
 - i. Issue guidelines or rules relating to the procedures, materials to be submitted and additional factors which will be taken into consideration in connection with the approval of any proposed Improvements to Property and related procedures and other matters for the enforcement of the Community Declaration. Such guidelines or rules may waive the requirement for approval of certain Improvements to Property or exempt certain requirement for approvals, if such approval is not reasonably required to carry out the purpose of the Community Declaration. Such guidelines may elaborate or expand upon the provisions related to the procedures and criteria for approval and enforcement, but no such guidelines will be inconsistent with the provisos or requirements of the Community Declaration, Bylaws of the Community Association or the Highlands Ranch Community District Development Guide or Douglas County Zoning Regulations or Colorado State Law, as applicable.

- ii. Inspect Improvements to Property for completion and compliance with the approved submission.
- iii. Furnish a certificate with respect to the approval or disapproval of any Improvement to Property or with respect to whether any Improvement to Property was made in compliance herewith. Any person, without actual notice to the contrary, shall be entitled to rely on said certificate with respect to all matters set forth therein.

III. ARC Charter. The role of the ARC in the HRCA Architectural Committee is to review applications for proposed improvements to Residential Sites that are of a nature that has not been previously addressed by the ARC or Staff or regularly addressed by Staff, or that require consideration of a variance.

a. Definitions.

- i. **Presiding Party.** The Presiding Party is the individual selected to present monthly updates regarding ARC activities to the Board of Directors at the monthly Board meeting or work sessions prior thereto. The Presiding Party must meet the same qualifications as are required by the HRCA Bylaws for election or appointment to the Board of Directors.
- ii. **Administrator.** The Administrator facilitates the conduct of ARC meetings and shall be a Staff member. The Administrator does not vote on ARC submissions.

b. Membership.

- i. The ARC will comprise five to nine HRCA members in good standing who have relevant expertise.
- ii. The Board of Directors appoints and may remove ARC members in its discretion.

c. Term.

- i. ARC members serve for two (2) year terms unless otherwise specified; provided, however, that ARC members may resign at any time.
- ii. The Presiding Party and Administrator shall be appointed by the Board annually at a duly noticed Board meeting, or if not appointed by the Board, may be appointed by the General Manager.

d. Powers, Duties and Responsibilities. The ARC shall:

- i. Conduct meetings each month in accordance with a schedule approved by the Board of Directors annually to review submittals for Improvements to Properties on Residential Sites. Meetings may be conducted electronically, and cancelled or rescheduled with two days' notice by the HRCA General Manager.
- ii. Receive, by submittal and/or appointment, information, data and comments from residents of HRCA and/or other relevant parties, make the committee's recommendation and include resident's comments for consideration of submitted Improvements to Property.
- iii. Review all submittals and conclude its business no later than 11:00 p.m., unless otherwise agreed to by the Administrator.
- iv. Render decisions within thirty (30) days after receipt by the ARC of all materials required, unless such time is extended by mutual agreement.

e. Variations. The ARC may authorize variances from compliance with any of the provisions of the Community Declaration or any Supplemental Declaration, including restrictions upon height, size, floor area or placement of structures or similar restrictions, when circumstances such as topography, natural obstructions, hardship, aesthetic or environmental considerations may require. Variances must be evidenced in writing and will only take effect when approved by a majority of the ARC.

- f. Reporting. An ARC designee, or a member of Staff, will prepare written minutes promptly following each meeting, which shall be approved for publication at the following meeting. The Presiding Party will provide a monthly written or oral report of ARC activity to the Board.

IV. DRC Charter. The role of the DRC in the HRCA Architectural Committee is to review architectural submissions for commercial sites within the community. As such, DRC members will typically have specialized experience in architecture, planning and zoning, engineering, and other real estate professions.

- a. Definitions.
 - i. Presiding Party. The Presiding Party is the individual selected to present monthly updates regarding DRC activities to the Board of Directors at the monthly Board meeting or work sessions prior thereto. The Presiding Party must meet the same qualifications as are required by the HRCA Bylaws for election or appointment to the Board of Directors.
 - ii. Administrator. The Administrator facilitates the conduct of DRC meetings and shall be a Staff member. The Administrator does not vote on DRC submissions.
- b. Membership.
 - i. The DRC will comprise five to nine HRCA members in good standing who have relevant expertise.
 - ii. The Board of Directors appoints and may remove DRC members in its discretion.
- c. Term.
 - i. DRC members serve for two (2) year terms unless otherwise specified; provided, however, that DRC members may resign at any time.
 - ii. The Presiding Party and Administrator shall be appointed by the Board annually at a duly noticed Board meeting, or if not appointed by the Board, may be appointed by the General Manager.
- d. Powers, Duties and Responsibilities. The DRC shall:
 - i. Conduct meetings each month in accordance with a schedule approved by the Board of Directors annually to review submittals for Improvements to Properties on Commercial Sites.
 - ii. Receive, by submittal and/or appointment, information, data and comments from residents of HRCA and/or other relevant parties, make the committee's recommendation and include resident's comments for consideration of submitted Improvements to Property.
 - iii. Review all submittals and conclude its business no later than 11:00 p.m., unless otherwise agreed to by the Administrator.
 - iv. Render decisions within thirty (30) days after receipt by the DRC of all materials required, unless such time is extended by mutual agreement.
- e. Variiances. The DRC may authorize variances from compliance with any of the provisions of the Community Declaration or any Supplemental Declaration, including restrictions upon height, size, floor area or placement of structures or similar restrictions, when circumstances such as topography, natural obstructions, hardship, aesthetic or environmental considerations may require.
- f. Reporting. A DRC designee, or a member of Staff, will prepare written minutes promptly following each meeting, which shall be approved for publication at the following meeting. The Presiding Party will provide a monthly written or oral report of DRC activity to the Board.

V. **Provisions Applicable to ARC and DRC.**

- a. **Vacancies.** Any vacancy on the ARC or DRC will be advertised in the HRCA communications (Newsletter, website, etc.). Highlands Ranch homeowners wishing to serve on the ARC or DRC may submit a letter of intent, resume, Committee Application Form and Disclosure Statement under the Conflict of Interest Policy to the HRCA Administrative office. The current Members of the Committee will review the application and make recommendations to the Board of Directors. The Board shall act on such recommendations promptly. The position of any ARC or DRC member who misses four or more meetings without excuse shall be deemed vacant without further action by the Board.
- b. **Quorum.** Quorum for any meeting of the ARC or DRC shall be a majority of the voting members of the ARC or DRC present in person or by proxy.
- c. **Conduct of Meetings.**
 - i. Members will display common courtesy and respect for one another, HRCA employees, and community members.
 - ii. Meetings shall be held in the HRCA's administrative offices or such other location as is designated in the notice provided to committee members.
 - iii. Regular and special meetings may be conducted electronically as permitted by the Colorado Revised Nonprofit Corporation Act.
 - iv. The Administrator may call special meetings on an as-needed basis.
 - v. All meetings of the ARC and DRC, including study sessions and workshops, are open to members or their designated representatives, except as permitted by C.R.S. 38-33.3-308(4).
 - vi. Each voting member of the ARC and DRC shall have one vote; any Staff members are non-voting members. A majority vote of the members present is required for a motion to be adopted.
- d. **Ethics and Conflicts.** All ARC and DRC members are bound by Resolution 17-01-03, establishing duties and responsibilities of Directors, Delegates, and Committee Members.
 - i. Each ARC and DRC member will discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she believes to be in the best interest of HRCA.
 - ii. The ARC and DRC members recognize that holding a position which represents the public interest is a public trust. To actively promote public confidence, the ARC and DRC members must be aware of a possible conflict of interest arising in the course of duty.
 1. For purposes of this Charter only, a conflict of interest is described as a situation where the person:
 - has an ownership interest in the matter;
 - will be directly affected by the decision in the matter;
 - believes he has a conflict of interest as defined by an applicable law;
 - or will gain an advantage to relations, groups or associations to whom affiliated.
 2. A committee member experiencing a potential conflict of interest shall declare that interest publicly and recuse himself/herself from the deliberations. Further, the committee member may not discuss the

conflicted matter privately with other committee members voting on the issue.

- VI. Tribunal.** If the Architectural Committee denies, imposes conditions on, or refuses approval of a proposed Improvement to Property, the Applicant may appeal to the Board of Directors by giving written notice of such appeal to the Community Association and the Architectural Committee within twenty (20) days after such denial or refusal. The Board of Directors or a Tribunal appointed pursuant to the Bylaws shall hear the appeal in accordance with the provisions of the Bylaws for Notice and Hearing, and the Board shall decide whether or not the proposed Improvement to Property or the conditions imposed by the Architectural Committee shall be approved, disapproved or modified.
- a. Role of Tribunal. In the context of Architectural Committee decisions, the Tribunal shall act on behalf of the Board of Directors in hearing appeals submitted by applicants. The Tribunal shall exercise its independent judgment to determine whether Staff, the ARC, or the DRC abused the discretion afforded to it as specified in Paragraph I.b., above.
 - b. Standard of Review. The Tribunal shall review decisions for an abuse of discretion. The Tribunal’s review of architectural appeals is not *de novo*.
- VII. Revisions to Charter.** The Board of Directors may revise this Charter at its discretion at any time and shall provide notice to the Architectural Committee of any revisions to the Charter’s terms.

Adopted _____, 2024.

President

Attest:

Secretary