

**MINUTES OF THE SPECIAL BOARD MEETING
OF THE BOARD OF DIRECTORS OF THE
BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2, AND 3
HELD MARCH 8, 2022
AT 9:00 AM**

Pursuant to posted notice, the special meetings of the Board of Directors of the Bradley Heights Metropolitan District Nos. 1, 2 and 3 were held on Tuesday, March 8, 2022, at 9:00 a.m., at 119 N. Wahsatch Avenue, Colorado Springs, CO, and at the tele/videoconference platform of GoToMeeting link: <https://meet.goto.com/547622885>.

Attendance

In attendance were Directors:

Randle Case II, President
Bryan Long, Vice President
Robert Case, Assistant Secretary (by phone)
Ray O’Sullivan, Assistant Secretary

Also in attendance were:

K. Sean Allen, Esq., White Bear Ankele Tanaka & Waldron (by phone)
Kevin Walker, WSDM
Rebecca Hardekopf, WSDM
Eric Smith, Matrix Design Group, District Engineer (by phone)
Chris Grundy, Project Manager (by phone)
David Neville, Kiemele Family Partnerships (by phone)
Jeff Odor, Matrix Design Group (by phone)
Nate Mast, Redemption Hill Church (by phone)
Tony Gordon, Redemption Hill Church (by phone)

Combined Meeting: The Board of Directors of the Districts have determined to hold a joint meeting of the Districts and to prepare joint minutes of actions taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

1. Call to order: The meeting was called to order by President Case II at 9:05 a.m.
2. Declaration of Quorum/Director Qualifications/ Disclosure Matters: President Randle Case II indicated that a quorum of the Boards was present and stated that each Director has been qualified as an eligible elector of the Districts pursuant to Colorado law. The Directors confirmed their qualification. Mr. Allen advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Walker reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State’s Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Allen inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.
3. Approval of Agenda: Ms. Hardekopf requested the Board add Review and Approval of the Audit Exemption for Bradley Heights MD No. 1 under Financial Matters. Director Long moved to approve the Agenda as amended; seconded by Director Robert Case. Motion passed unanimously.

4. Board Vacancy and Appointment of Treasurer/ Secretary Position: Mr. Walker explained Mr. Jim Byers agreed to join the Board. He will be eligible once the Notice of Vacancy is published, and he can be appointed at the May 10th Board meeting following the Election. Director Long moved to appoint Director O'Sullivan as Secretary/Treasurer; seconded by Director Robert Case. Motion passed unanimously. Director Long moved to approve the change of signature cards for Eastern Colorado Bank; seconded by Director Robert Case. Motion passed unanimously.
5. Approval of December 14, 2021 Meeting Minutes, January 11, 2022 Meeting Minutes, and February 15, 2022 Meeting Minutes: After review, Director Robert Case moved to approve the December 14, 2021 Meeting Minutes, January 11, 2022 Meeting Minutes, and February 15, 2022 Meeting Minutes as presented; seconded by Director O'Sullivan. Motion passed unanimously.
6. District Manager Report: Mr. Walker reported he has been preparing for the upcoming Audit as well as participating in the construction meetings and reviewing documents with the construction manager. Mr. Walker has been reviewing District finances and noted the operating account is out of money. He suggested splitting costs between the two developers and the primary property owner to cover the shortfall in 2021 and fund operations and maintenance for 2022.
7. President of the Board Report: President Randle Case II noted that updates and discussion will be had later in the Agenda.
8. Development Status Review
 - a. Engineering Update
 - Schedule: Mr. Grundy discussed the updated schedule and noted the second submittal of the master drainage and development plan will go to the City on March 25th. The final submittal of the stormwater plans will be in a week, and phase 1 utility drawings have been submitted. Mr. Grundy discussed the phase 2 design schedule and noted it is on target.
 - Stockpile location, agreements, timing: Mr. Grundy informed the Board that the Contractor RFP has been advertised and the closing date for submissions of proposals is March 28th. The estimated starting dates for phase 1 construction is early May running through late November, and phase 2 starting late May running through with a break in the winter to July 2023. Mr. Grundy discussed the stockpile and noted there are two options of either dumping the excess in a stockpile, and the other is to compact the excess in a specified location.
 - b. Plan Updates
 - Roadway, Utility, Stormwater: Mr. Odor discussed that Challenger expressed concern with the construction schedule and that material ordering is not going to provide them the access they are looking for by their October 1st deadline of delivering lots. A solution that was discussed with Challenger is to provide them with the plans so they can order the materials and potentially complete the construction of utilities if needed and be reimbursed by the District. If the District's contractor is able to meet Challenger's deadline, then the District would purchase the materials back from Challenger. The Board discussed the 24" line and the need to move things forward in a timely manner.
 - c. Redemption Hill Church: Mr. Gordon reported they have submitted drawings to RBD and are receiving comments back. The permits should be ready in the next three weeks with the exception of the DP. They will be bringing dirt in for the grading but could use the excess if it is suitable quality.
 - d. Challenger Homes: Mr. Walker reported that Challenger is proceeding according to their October 1st deadline.

- e. Bradley Ridge: Director O'Sullivan reported there was a change in lot sizes to 45' x 90' from 35' x 90'. They will submit for permits in 2 weeks. He noted they will be reshuffling the parks and school site which could create an area for excess dirt.
- f. Widefield School Update: President Randle Case II reported they met with Widefield School representatives and discussed options for school sites sizes and parking issues.

9. Financial Matters

- a. Approval of the Audit Exemption for Bradley Heights MD No. 1: Ms. Hardekopf explained that District No. 1 is eligible for a short-form Audit exemption. Director O'Sullivan moved to approve the Audit Exemption for Bradley Heights MD No. 1; seconded by Director Long. Motion passed unanimously.
- b. Discuss Developer Advance Agreements / Reimbursements: Mr. Walker and Mr. Allen will be working on Developer Advance Agreements and Reimbursement structure for Board review at the next meeting.
- c. Approve Unaudited Financial Reports for February 28, 2022: Director O'Sullivan moved to accept the Unaudited Financial Reports for February 28, 2022 as presented; seconded by Director Robert Case. Motion passed unanimously.
- d. Payables for March 8, 2022: Mr. Walker presented the Payables and noted the payment for insurance and the bond acquisition. After review, Director O'Sullivan moved to approve the Payables including the bond draw; seconded by Director Long. Motion passed unanimously.
- e. Ratify/Pre-approval Contracts, if any: There was no discussion.

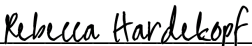
10. Other Business

- a. Ratify approval of ICC Membership: Director O'Sullivan moved to ratify the approval of the ICC Membership; seconded by Director Robert Case. Mr. Walker noted that ICC has pushed back on the membership qualifications, so Mr. Walker is working on that. Motion passed unanimously.
- b. Next Regular Meeting scheduled: April 12, 2022, at 9:00 AM.

11. Adjourn: The Board adjourned the meeting at 10:19 AM.

Respectfully Submitted,

DocuSigned by:



By: 4AT8925FF745405 The Recording Secretary