

**MINUTES OF THE REGULAR BOARD MEETING
OF THE BOARD OF DIRECTORS OF THE
BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2, AND 3
HELD JANUARY 10, 2023
AT 9:00 AM**

Pursuant to posted notice, the regular meetings of the Board of Directors of the Bradley Heights Metropolitan District Nos. 1, 2 and 3 were held on Tuesday, January 10, 2023, at 9:00 a.m., at 119 N. Wahsatch Avenue, Colorado Springs, CO, and via tele/videoconference: <https://video.cloudoffice.avaya.com/join/451389423>.

Attendance

In attendance were Directors:

Randle Case II, President
Bryan Long, Vice President
Robert Case, Assistant Secretary
Ray O’Sullivan, Treasurer/Secretary
Jim Byers, Assistant Secretary

Also in attendance were:

K. Sean Allen, Esq., White Bear Ankele Tanaka & Waldron
Rebecca Harris, WSDM District Managers
Jeff Odor, Matrix Design Group
Eric Smith, Matrix Design Group
Chris Grundy, Project Manager
David Neville, Kiemele Family Partnerships
John Radcliffe

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 9:03 AM.
2. Declaration of Quorum/Director Qualifications/ Disclosure Matters: President 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. Ms. Harris 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. Harris added agenda item 9.a. Engagement of Legal Counsel for ROW Condemnation. Director O’Sullivan moved to approve the agenda as amended; seconded by Director Byers. Motion passed unanimously.

4. Approval of December 13, 2022, Meeting Minutes: After review, Director Robert Case moved to approve the December 13, 2022, Meeting Minutes as presented; seconded by Director O’Sullivan. Motion passed unanimously.
5. District Manager Report
 - a. Discuss possible Service Plan Amendment: Ms. Harris noted there are no updates.
 - b. ROW Condemnation – City Consent, Engagement of Special Condemnation Counsel: Ms. Harris presented the engagement letter for special condemnation counsel, Tim Brewer for the ROW Condemnation. Director O’Sullivan moved to approve Tim Brewer as special condemnation counsel for District No. 2; seconded by Director Long. Motion passed unanimously.
6. President of the Board Report: President Case II reported he participated in the Owner Architect Contractor meeting held yesterday. He noted further construction reports will be heard later in the meeting.
7. Development Status Review
 - a. Engineering Update
 - i. Schedule: The Board discussed the schedule and that everything should be completed within the three-year period of the bond requirement. Mr. Grundy provided an update on the construction schedule.
 - b. Plan Updates
 - i. Roadway/ Utility/ Storm Water: Mr. Odor reported on plan updates and noted plan revisions for the gas line at Bradley Landing are in process. Utility easements are being resolved, and pond submittals are being reviewed by the city. Mr. Odor reported on the plat and noted the phase 1 plat was submitted, and phase 2 plat is on hold pending the Marksheffel issue.
 - ii. Channel Design: There was no discussion.
 - iii. 24” Water Line, IGA Individual Plan: Mr. Smith provided an update on the 24” water line. The purpose is to complete the loop so that the Bradley Heights development is served with CSU water. The Airport is open to constructing the HS-20 roadway over the water line and entering into an agreement with CSU. Mr. Smith provided an analysis of the estimated costs for the project and estimated cost recovery. Mr. Smith noted they will re-bid the project and present bids for Board consideration at the next meeting. After discussion, Director O’Sullivan moved to retain Matrix Design Group and Chris Grundy to manage and design as necessary for the 24”/16” loop; seconded by Director Robert Case. Motion passed unanimously.
 - c. Construction Schedule/Construction Contracts Approval/Ratify/Pre-Approval: Mr. Grundy presented Change Order No. 7 for \$8,362.67 and No. 8 for \$25,458.49. Director O’Sullivan moved to approve Change Order Nos. 7 and 8 as presented; seconded by Director Long. Motion passed unanimously. Mr. Grundy presented Pay App No. 7 from Wildcat Construction for \$1,421,593.26. Director O’Sullivan moved to approve Pay App No. 7 from Wildcat Construction for \$1,421,593.26; seconded by Director Long. Motion passed unanimously.
 - d. Update on Construction Budget and Assurance: Ms. Harris reported they are continuing work on the certificates of deposits.
 - e. Redemption Hill Church: There was no update.
 - f. Challenger Homes: There was no additional discussion.
 - g. Bradley Ridge: Director O’Sullivan noted they are moving forward and are currently on track. Mr. Radcliffe confirmed the concept plan amendment with the school district has been submitted.
8. Financial Matters

- a. Approve Unaudited Financial Reports for December 31, 2022: Ms. Harris presented the Unaudited Financial Reports for December 31, 2022.
 - b. Payables through January 4, 2023: Ms. Harris presented the Payables through January 4, 2023. Director Byers moved to approve the Payables through January 4, 2023, and accept the Unaudited Financial Reports as presented; seconded by Director Long. Motion passed unanimously.
9. Legal Matters
- a. Engagement of Legal Counsel for ROW Condemnation: There was no additional discussion.
10. Other Business
- a. Next Regular Meeting scheduled: February 14, 2023, at 9:00 AM.
11. Adjourn: The Board adjourned the meeting at 10:26 AM.

Respectfully Submitted,

Rebecca Harris

By: Recording Secretary