

**MINUTES OF THE REGULAR BOARD MEETING
OF THE BOARD OF DIRECTORS OF THE
BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2, AND 3
HELD MARCH 14, 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, March 14, 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
Kevin Walker, WSDM District Managers
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
Nathan Steele
Charles Cothorn

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 9:04 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: Director O’Sullivan moved to approve the Agenda as presented; seconded by Director Robert Case. Motion passed unanimously.

4. Approval of February 14, 2023 Meeting Minutes: After review, Director O’Sullivan moved to approve the February 14, 2023 Meeting Minutes; seconded by Director Byers. Motion passed unanimously.
5. District Manager Report
 - a. Discuss Possible Service Plan Amendment: Mr. Walker discussed the possible service plan amendment. Mr. Walker requested feedback from Carl Schueler on the simplest option of changing the 10 mills to 20 mills with the current service plan.
 - b. Right of Way Acquisition Update: Mr. Walker provided an update on the right of way acquisition. Next step is to get the parcels appraised.
6. President of the Board Report: President Case II reported the Wildcat trailer has been moved from the Bradley side of the project to the internal side of the project so Bradley Landing can be graded and prepped for paving.
7. Development Status Review
 - a. Engineering Update: Mr. Grundy provided a construction update. The Board discussed that Kinder Morgan is requiring all utilities under their gas lines be jack and bored and they were originally going to be installed by the conventional open-cut methods.
 - i. Schedule: Mr. Grundy provided an update on the schedule.
 - b. Plan Updates
 - i. Roadway/ Utility/ Storm Water: Mr. Odor provided an update on utilities, road, and storm plans.
 - ii. Channel Design: The Board discussed channel design.
 - iii. 24” and 16” Water Line Update: Mr. Grundy presented three construction bids for the 24” and 16” water main extension project. The recommended and lowest cost bid is from Frazee. The Board reviewed the project costs, cost recovery, and allocations. After review and discussion, Director Byers moved to select the contractor based on the bids and get the procurement and construction documents completed and authorize the appropriate officers of the Board to proceed with execution of documents, and the total cost of \$6,496,256.00. Mr. Allen confirmed for Director O’Sullivan that this vote is only as a Director for Bradley Heights MD 1-3 alone and does not obligate to another entity. The motion was seconded by Director O’Sullivan. Motion passed unanimously.
 - c. Construction Schedule/Construction Contracts Approval/Ratify/Pre-Approval: Mr. Grundy confirmed he will send the new contract to Frazee for the water main extension project.
 - d. Update on Construction Budget and Assurance: The Board discussed the construction budget and assurance.
 - e. Redemption Hill Church: There was no update.
 - f. Challenger Homes: Director Byers reported that construction and paving will be moving forward in the filing 2 area in the next few weeks.
 - g. Bradley Ridge: Director O’Sullivan noted he is waiting to hear back on the concept plan amendment.
8. Financial Matters
 - a. Approve Unaudited Financial Reports for February 28, 2023: Ms. Harris presented the Unaudited Financial Reports for February 28, 2023.
 - b. Payables through March 14, 2023: Ms. Harris presented the Payables and noted there are District 1 O&M costs, so a developer advance is needed. Director Long moved to approve the Payables for District 1 subject to funding as presented in the packet; seconded by Director O’Sullivan. Motion passed unanimously. Director O’Sullivan moved to adopt Bond Requisition No. 21 for District 2 in the amount of \$861,542.87; seconded by Director Long. Motion passed unanimously.

- c. Review and Consider Approval of Bradley Heights District No. 1 Audit Exemption: After review, Director O’Sullivan moved to approve Bradley Heights District No. 1 Audit Exemption; seconded by Director Long. Motion passed unanimously.
 - d. Review and Adopt Resolution for Exemption for Audit: After review, Director O’Sullivan moved to adopt Resolution for Exemption for Audit; seconded by Director Long. Motion passed unanimously.
9. Legal Matters: There were no legal matters.
10. Other Business
- a. Cancellation of May 2023 Director Election: Mr. Allen confirmed that there were three nominations received for the three open seats, so the May 2023 Election is cancelled. He noted that Director Byers seat will be vacated in May and the Board can consider reappointing him at the May Board meeting. Director Byers confirmed that he intends to be reappointed to the Board.
 - b. Ms. Harris discussed that there are currently no recorded CCR’s for the District and Director Byers requests that one common set of CCR’s be adopted for the entire District. Mr. Walker suggested using a foundational document that each set of Covenants includes. Mr. Walker will work with Mr. Allen and Director Byers on this item.
 - c. President Case II noted easements that may need to be vacated soon.
 - d. Next Regular Meeting scheduled: April 11, 2023, at 9:00 AM: Director O’Sullivan moved to reschedule the next Board meeting to April 18, 2023 at 9:00 AM; seconded by Director Long. Motion passed unanimously.
11. Adjourn: The Board unanimously adjourned the meeting at 10:50 AM.

Respectfully Submitted,

Rebecca Harris

By: Recording Secretary