

**MINUTES OF THE REGULAR BOARD MEETING
OF THE BOARD OF DIRECTORS OF THE
BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2, AND 3
HELD AUGUST 8, 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, August 8, 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 (Arrived late)
Bryan Long, Vice President (Excused)
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
Eric Smith, Matrix Design Group
Jeff Odor, Matrix Design Group
Chris Grundy, Project Manager
Rob Fuller, ROI
Nathan Steele, ROI
David Neville, Kiemele Family Partnerships

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 at 9:00 a.m. by Director O’Sullivan. Director Robert Case moved to excuse Director Long’s absence; seconded by Director Byers. Motion passed unanimously.
2. Declaration of Quorum/Director Qualifications/ Disclosure Matters: Mr. Walker 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 Byers. Motion passed unanimously.

4. Approval of July 11, 2023 Meeting Minutes: Director O’Sullivan moved to approve the July 11, 2023 Minutes; seconded by Director Byers. Motion passed unanimously.
5. District Manager Report
 - a. Service Plan Amendment Status: Mr. Walker reported the draft service plan amendment was revised by Mr. Allen and will be submitted to the City later this week.
 - b. Right-of-way Acquisition Update: Mr. Walker discussed the right-of-way acquisition and reported that City Council granted permission to proceed with the condemnation of the two parcels. Mr. Allen requested that the City provide written evidence of its consent for the Districts to exercise their condemnation powers. The Districts will make an official offer and proceed with the condemnation process.
6. President of the Board Report: President Case II joined the meeting. President Case II reported he attended the recent OAC meeting and noted other items will be discussed next in the Agenda.
7. Development Status Review
 - a. Engineering Update: The Board reviewed the monthly engineering and construction report provided by Mr. Grundy.
 - i. Schedule: Mr. Grundy provided an update on the schedule.
 - b. Plan Updates
 - i. Roadway/ Utility/ Storm Water: Mr. Odor provided an update on roadway, utility, and storm plans.
 - ii. Channel Design: The Board discussed channel design.
 - iii. 24” and 16” Water Line Update: Mr. Grundy provided an update on the water main extension project.
 - c. Construction Schedule/Construction Contracts Approval/Ratify/Pre-approval: Mr. Grundy presented Change Orders 19, 20, and 21. After review, Director O’Sullivan moved to approve Change Orders 19, 20, and 21; seconded by Director Robert Case. Motion passed unanimously. Mr. Grundy discussed the construction of road between Legacy Hill and Big Johnson intersection. Director moved to approve the actual construction of road from Legacy Hill and Big Johnson, not to exceed \$65,000; seconded by Director Byers. Motion passed unanimously. Mr. Grundy presented Pay Application #4 for \$901,103.31. After review, Director O’Sullivan moved to approve Pay Application #4 for \$901,103.31; seconded by Director Byers. Motion passed unanimously.
 - d. Update on Construction Budget and Assurance: Mr. Smith provided an update on the construction budget. The Board discussed that the District is short capital to complete the water line project. Mr. Walker and the Board discussed sources of capital such as assurances and drainage credits for the channel improvements. Mr. Walker will provide additional information on this at the next meeting.
 - e. Redemption Hill Church: President Case II noted they are building at the site but had no additional updates.
 - f. Challenger Homes: Director Byers provided an update on behalf of Challenger Homes and reported they are continuing development in Filing 1 and 2.
 - g. Bradley Ridge: Director O’Sullivan provided an update on behalf of Bradley Ridge and reported the concept plan was approved, the school site was moved, and two parks will be dedicated to the City.
8. Financial Matters
 - a. Public Hearing on 2022 Budget Amendment: Director Robert Case moved to open the Public Hearing on the 2022 Budget Amendment; seconded by Director O’Sullivan. Motion passed unanimously. After no public comment, Director O’Sullivan moved to close the Public Hearing; seconded by Director Robert Case. Motion passed unanimously.

- i. Consider the Adoption of District No. 2 Resolution Amending the 2022 Budget: Ms. Harris presented the District No. 2 Resolution Amending the 2022 Budget. After review, Director O’Sullivan moved to adopt District No. 2 Resolution Amending the 2022 Budget; seconded by Director Byers. Motion passed unanimously.
 - ii. Consider the Adoption of District No. 3 Resolution Amending the 2022 Budget: Ms. Harris presented the District No. 3 Resolution Amending the 2022 Budget. After review, Director O’Sullivan moved to adopt District No. 3 Resolution Amending the 2022 Budget; seconded by Director Byers. Motion passed unanimously.
 - b. Approve Unaudited Financial Reports through June 30, 2023: Ms. Harris presented the unaudited financial reports through July 31, 2023. After review, Director O’Sullivan moved to approve the unaudited financial reports through July 31, 2023; seconded by Director Robert Case. Motion passed unanimously.
 - c. Review and Approve Payables through July 11, 2023: Ms. Harris presented the general fund payables through July 11, 2023. After review, Director O’Sullivan moved to approve the general fund payables; seconded by Director Robert Case. Motion passed unanimously. Ms. Harris presented the bond payable, Pay App Requisition #28, after the construction update. She noted the Pay Application #4 will be included as well. After review, Director Byers moved to approve Pay App Requisition #28; seconded by Director O’Sullivan. Motion passed unanimously.
 - d. Update on Drainage Fee: There was no update.
9. Legal Matters: There were no legal matters.
10. Other Business
- a. Next Regular Meeting scheduled for September 12, 2023, at 9:00 a.m.
11. Adjourn: The Board unanimously adjourned the meeting at 10:40 a.m.

Respectfully Submitted,

Rebecca Harris

By: Recording Secretary