

**MINUTES OF THE SPECIAL BOARD MEETING
OF THE BOARD OF DIRECTORS OF THE
BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2, AND 3
HELD DECEMBER 13, 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, December 13, 2022, 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 (Excused)

Also in attendance were:

K. Sean Allen, Esq., White Bear Ankele Tanaka & Waldron
Kevin Walker, WSDM District Managers
Rebecca Harris, WSDM District Managers
Jak Pattamasaevi, WSDM District Managers
Jeff Odor, Matrix Design Group
Chris Grundy, Project Manager
Nate Mast, Redemption Hill Church
David Neville, Kiemele Family Partnerships
Brady Shyrock, Galloway Engineering
Eric Smith, Matrix Design Group, District Engineer

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 9:00 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. 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. Harris requested the Board postpone item 5. District Manager Report until Mr. Walker joins the meeting. Director Robert Case moved to approve the Agenda as amended; seconded by Director O’Sullivan. Motion passed unanimously.
4. Approval of November 15, 2022 Meeting Minutes: After review, Director O’Sullivan moved to approve the November 15, 2022 Meeting Minutes as presented; seconded by Director Robert Case. Motion passed unanimously.
5. District Manager Report
 - a. Discuss possible Service Plan Amendment: Mr. Walker discussed a possible Service Plan Amendment to increase the mill levy to 50 mills to pay off bonds faster and increase the mills for Operations and Maintenance. The Board discussed increasing the O&M mill levy from 10 to 20 mills.
 - b. ROW Condemnation – City Consent, Engagement of Special Condemnation Counsel: Mr. Walker reported the ROW condemnation needs to move forward but the title company does not know who owns the property. Mr. Walker will continue to work on this issue.
6. President of the Board Report: President Case II noted District updates will be discussed later in the Agenda.
7. Development Status Review
 - a. Engineering Update: Mr. Odor provided the engineering update. The Board discussed the pond and utility easements that are still in process.
 - i. Schedule: Mr. Grundy presented the schedule and upcoming key dates for the project. The anticipated substantial completion date is December 2023.
 - b. Plan Updates:
 - i. Roadway/ Utility/ Storm Water: The Board discussed utilities, storm water, and roadway updates and the coordination of dry utilities.
 - ii. Channel Design: Mr. Odor reported the details are being worked out for the channel design. The permit application process is anticipated to start by end of next month with construction anticipated for January 2024.
 - iii. 24” Water Line, IGA Individual Plan: The Board discussed a meeting is being planned with Norwood, Classic Homes and the District representatives to discuss the 24” water line.
 - c. Construction Schedule/Construction Contracts Approval/Ratify/Pre-Approval: Mr. Grundy presented Change Order No. 6 for traffic signal pole base size revisions for \$7,915 and Pay Application No. 6 in the amount of \$867,232.42. Director O’Sullivan moved to approve Change Order No. 6 and Pay Application No. 6; seconded by Director Byers. Motion passed unanimously.
 - d. Update on Construction Budget and Assurance: Mr. Walker reported that he is working on modifying the assurances with the City to certificates of deposits (CDs).
 - e. Redemption Hill Church: Mr. Mast reported the redesign of the sewer was approved and construction of the sewer line across Bradley Rd. should be done soon. Director Byers reported the paving is done and they are waiting for Bliss Rd. to be paved.
 - f. Challenger Homes: Director Byers had no additional updates for filings 1 and 2 and noted the remaining filings are currently paused due to market conditions.
 - g. Bradley Ridge: Director O’Sullivan reported the School District had reached out regarding the concept plan amendment for the school sites so they can begin the site planning process.
8. Financial Matters
 - a. Approve Unaudited Financial Reports for November 30, 2022: Mr. Walker presented the Unaudited Financial Reports for November 30, 2022. After review, Director O’Sullivan moved

to approve the Unaudited Financial Reports for November 30, 2022; seconded by Director Long. Motion passed unanimously.

- b. Payables through December 12, 2022: Ms. Harris presented the Payables through December 12, 2022 including two new payables for insurance that were received yesterday. After review, Director O’Sullivan moved to approve the Payables through December 12, 2022 including the two additional payables; seconded by Director Long. Motion passed unanimously.
9. Legal Matters: The Board discussed the Kinder-Morgan encroachment agreement. Upon motion and second the Board approved the agreement subject to legal counsel review and comments. Motion passed unanimously.
 10. Other Business
 - a. Next Regular Meeting scheduled: January 10, 2023, at 9:00 AM.
 11. Adjourn: The Board adjourned the meeting at 10:15 AM.

Respectfully Submitted,

Rebecca Harris

By: Recording Secretary