

**MINUTES OF THE SPECIAL BOARD MEETING
OF THE BOARD OF DIRECTORS OF THE
BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2, AND 3
HELD MAY 9, 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, May 9, 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
Nathan Steele, ROI

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. Oaths of Affirmation: The Board discussed that President Case II is unable to sign the Oaths of Affirmation virtually, so Director Long will sign as an Officer of the Board.
4. Appointment of Officers: Director Robert Case moved to keep the Officers the same; seconded by Director Long. Motion passed unanimously.

5. Approval of Agenda: President Case II added an item to approve the authorization for signing the Bradley Ridge subdivision filing #1 Drainage Report. Director Long moved to approve the Agenda as amended; seconded by Director Byers. Motion passed unanimously.
6. Approval of April 18, 2023 Meeting Minutes: After review, Director Robert Case moved to approve the April 18, 2023 Meeting Minutes; seconded by Director Long. Motion passed unanimously.
7. District Manager Report
 - a. Discuss Service Plan Amendment: Mr. Walker discussed the service plan amendment and noted he has a meeting next week with the new Special District Officer at the City. The Board discussed the intent of the proposed service plan amendment is to increase from 10 mills to 20 mills for operations and maintenance.
 - b. Right of Way Acquisition Update: Mr. Walker provided an update on the right of way acquisition. The condemnation efforts will move forward on the right of way piece and parcel #2 which is the drainage ditch. Mr. Walker will request the two Appraisers that provided proposals to resubmit them.
8. President of the Board Report: President Case II reported the owner, architect, and contractor meetings are being held regularly. Additional updates will be provided later in the meeting.
9. Development Status Review
 - a. Engineering Update: Mr. Grundy presented the monthly engineering and construction report.
 - 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 discussed the water main extension project.
 - c. Review and Approve Classic Consulting Contract: There was no discussion.
 - d. Colorado Interstate Gas Company, LLC Amended Encroachment Agreement: Mr. Grundy discussed the encroachment contracts for the pipeline crossings and noted he is still waiting on Kinder Morgan.
 - e. Construction Schedule/Construction Contracts Approval/Ratify/Pre-Approval: Director Byers moved to ratify the approval of Pay App #11 that totals \$2,316,546.67; seconded by Director O'Sullivan. Motion passed unanimously. Director Byers moved to approve signing of the CSU Bill of Sale for Phase 1A and 2; seconded by Director O'Sullivan. Motion passed unanimously. Director O'Sullivan moved to approve the \$1,053,000.00 contract with Wildcat for Marksheffel Road; seconded by Director Long. Motion passed unanimously.
 - f. Update on Construction Budget and Assurance: Mr. Smith provided an update on the construction budget. Currently, the project costs are overbudget but close to what was estimated. There will be a more detailed budget review at the next meeting.
 - g. Redemption Hill Church: There was no update.
 - h. Challenger Homes: Director Byers reported that the filing 2 plat is recorded, assurances have been posted for the improvements, and the closing is pending the deal with Century Homes and is anticipated for later this week. He noted they are waiting on the plat recordation for Bliss and Bradley Landing.
 - i. Bradley Ridge: Director O'Sullivan provided an update and noted they are scheduled for the CSU Board regarding the 24" water line going through Waterview North on May 17th. Director O'Sullivan discussed the concept plan amendment and the school site and noted the fee requirements have been paid to the City.
10. Financial Matters

- a. Approve Unaudited Financial Reports through April 30, 2023: Ms. Harris presented the Unaudited Financial Reports through April 30, 2023. Director O’Sullivan moved to authorize the phase 1 water line plans, design phase 4, and Bradley Ridge final drainage report to be executed by representatives of the District; seconded by Director Long. Motion passed unanimously.
 - b. Review and Approve Payables through May 9, 2023: Ms. Harris presented the Payables through May 9, 2023. Director Long moved to approve the Payables and Unaudited Financial Reports; seconded by Director Byers. Motion passed unanimously.
 - c. April 2022 Funding and Reimbursement Agreements for Operations (ROI and Challenger): Mr. Walker and Mr. Allen are finalizing the Agreements and will present them to the Board for signatures when they are ready.
11. Legal Matters: There were no legal matters.
 12. Other Business
 - a. Next Regular Meeting scheduled for June 13, 2023, at 9:00 AM.
 13. Adjourn: The Board unanimously adjourned the meeting at 10:00 AM.

Respectfully Submitted,

Rebecca Harris

By: Recording Secretary