

**MINUTES OF THE REGULAR BOARD MEETING
OF THE BOARD OF DIRECTORS OF THE
BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2, AND 3
HELD NOVEMBER 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, November 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
Rylee DeLong, 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 President Case II.
2. Declaration of Quorum/Director Qualifications/ Disclosure Matters: Ms. Harris 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 Long moved to approve the Agenda as presented; seconded by Director O’Sullivan. Motion passed unanimously.

4. Approval of October 10, 2023 Meeting Minutes: After review, Director O’Sullivan moved to approve the October 10, 2023 Minutes; seconded by Director Byers. Motion passed unanimously.
5. District Manager Report
 - a. Service Plan Amendment Status: Mr. Walker reported on the Service Plan Amendment and the hearing with City Council is Scheduled for December. The Amendment changes District 2 O&M mill levy from 10 mills to 20 mills.
 - b. Right-of-way Acquisition Update: Mr. Walker provided an update on the right-of-way acquisition, that we are working on processing a quit claim deed.
6. President of the Board Report: President Case II noted updates will be provided and discussed on the Agenda.
7. 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 roadway, utility, and storm plans.
 - ii. Channel Design: Mr. Odor provided an update on the 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 the Change Order for crediting the traffic signal materials for Wildcat. Director O’Sullivan moved to approve the Change Order for crediting the traffic signal materials; seconded by Director Robert Case. Motion passed unanimously.
 - d. Update on Construction Budget and Assurance: Mr. Smith provided an update on the construction budget. A cash flow analysis will be done and presented at the next meeting.
 - e. Redemption Hill Church: There was no update.
 - f. Challenger Homes: Director Byers provided an update on Challenger Homes and noted preparations to pave Phase 3 this week. The next plat to be recorded is for filing 1 in late December. All paving should be done up to Bradley Landing by the first week of December.
 - g. Bradley Ridge: Director O’Sullivan provided an update on Bradley Ridge and reported they are moving forward in the platting process.
8. Financial Matters
 - a. Approve Unaudited Financial Reports through October 31, 2023: After review, Director O’Sullivan moved to approve the Unaudited Financial Reports through October 31, 2023; seconded by Director Robert Case. Motion passed unanimously.
 - b. Review and Approve Payables through November 14, 2023: Ms. Harris presented the payables through November 14, 2023 and noted the \$2.1 Million payment on the bond. After review, Director O’Sullivan moved to approve the payables through November 14, 2023 as presented including the \$2.1 Million bond payment; seconded by Director Byers. Motion passed unanimously.
 - c. Public Hearing on 2023 Budget Amendments: Director O’Sullivan opened the public hearing on the 2023 Budget Amendments; seconded by Director Robert Case. Motion passed unanimously. Ms. Harris presented the 2023 Budget Amendments. After no public comment, the public hearing was closed.
 - i. Consider Adoption of District 1 Resolution Amending 2023 Budget
 - ii. Consider Adoption of District 2 Resolution Amending 2023 Budget
 - iii. Consider Adoption of District 3 Resolution Amending 2023 Budget: There was no budget amendment needed for District 3.

- d. Public Hearing on 2024 Budget: Director O’Sullivan opened the public hearing on the 2024 Budget; seconded by Director Robert Case. Motion passed unanimously. Ms. Harris presented the 2024 Budget. After no public comment, the public hearing was closed. The Board authorized the imposition of District No. 2 maximum allowed operations and maintenance mill levy under the Service Plan as of the day to certify the mill levy, whether it is 20 mills adjusted or 10 mills adjusted. Director O’Sullivan moved to approve and adopt the 2023 Budget Amendments as discussed and the 2024 Budgets as proposed with the mill levy pending the Service Plan Amendment; seconded by Director Robert Case. Motion passed unanimously.
 - i. Consider Adoption of District 1 Resolution Adopting 2024 Budget
 - ii. Consider Adoption of District 2 Resolution Adopting 2024 Budget
 - iii. Consider Adoption of District 3 Resolution Adopting 2024 Budget
- e. Review and Consider Adoption of Resolution Concerning District Imposition and Collection of Plat Drainage Fee: Ms. Harris noted that WSDM is still working on this item, and it will be ready by the next meeting. The Board tabled this item.

9. Legal Matters

- a. Review and Consider Approval of WSDM – District Managers Engagement Letter: After review, Director O’Sullivan moved to approve the WSDM – District Managers Engagement Letter; seconded by Director Robert Case. Motion passed unanimously.
- b. Review and Consider Approval of BiggsKofford 2023 Audit Engagement Letter for District 2: After review, Director O’Sullivan moved to approve the BiggsKofford 2023 Audit Engagement Letter for Districts 2 and 3; seconded by Director Robert Case. Motion passed unanimously.
- c. Review and Consider Approval of BiggsKofford 2023 Audit Engagement Letter for District 3: There was no additional discussion.
- d. Discuss and Adopt the Meeting Schedule for 2024: The Board scheduled the 2024 meetings for the second Tuesday of each month at 9:00 a.m.
- e. Consider Adoption of 2024 Annual Administrative Resolution: Ms. Harris presented the 2024 Annual Administrative Resolution. After review, Director O’Sullivan moved to approve the 2024 Annual Administrative Resolution and 2024 Renewal of Liability and Property Insurance; seconded by Director Byers. Motion passed unanimously.
- f. Consider Approval of 2024 Renewal of Liability and Property Insurance: Ms. Harris presented the 2024 Renewal of Liability and Property Insurance. It was approved in the above combined motion.

10. Other Business

- a. Next Regular Meeting scheduled: December 12, 2023, at 9:00 a.m.

11. Adjourn: The Board unanimously adjourned the meeting at 10:12 a.m.

Respectfully Submitted,

Rebecca Harris

By: Recording Secretary