

**MINUTES OF THE REGULAR BOARD MEETING
OF THE BOARD OF DIRECTORS OF THE
BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2, AND 3
HELD APRIL 9, 2024
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, April 9, 2024, 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
Rebecca Harris, WSDM District Managers
Rylee DeLong, WSDM District Managers
Chris Grundy, Project Manager
Eric Smith, Matrix Design Group
Jeff Odor, Matrix Design Group
Rob Fuller, ROI
Nathan Steele, ROI
John Radcliffe, ROI
David Neville, Kiemele Family Partnerships
Ryan Case, Interested Party

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 9:01 a.m. by President Case II.
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 Byers. Motion passed unanimously.

4. Approval of March 12, 2024, and March 14, 2024, Meeting Minutes: After review, Director O’Sullivan moved to approve the March 12, 2024 Meeting Minutes as corrected; Director Robert Case seconded. Motion passed unanimously. After review, Director O’Sullivan moved to approve the March 14, 2024 Meeting Minutes as corrected; Director Robert Case seconded. The motion passed unanimously.
5. District Manager Report
 - a. Covenants Status: Ms. Harris reported Challenger Communities, LLC is expected to annex its property/lots into the currently recorded Century Communities CCR’s, and note the Design Guidelines for the Century and Challenger areas are being drafted.
6. President of the Board Report: President Case II gave an update on the Amara project and Redemption Church. No action was taken.
7. Development Status Review
 - a. Engineering Update: Mr. Grundy presented the monthly engineering and construction report. After reviewing it, the board decided to hold a special meeting to discuss pending change orders and other issues.
 - i. Schedule: Mr. Grundy provided an update on the schedule.
 - ii. Cash Flow: Mr. Grundy provided an update on the Cash flow.
 - iii. Assurances: Mr. Walker provided an update on the letter he wrote to the city regarding assurances required for public improvements.
 - iv. Drainage: There was no update.
 - b. Plan Updates
 - i. Roadway/ Utility/ Storm Water: Mr. Grundy provided an update on roadway, utility, and storm plans and noted almost everything has been approved except for the Filing 3 plat.
 - ii. Channel Design: Mr. Grundy 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 Change Order No. 07. Director O’Sullivan moved to approve Change Order No. 07 for Asphalt for \$69,560.86; Director Byers seconded the motion. Motion passed unanimously.
 - d. Update on Construction Budget and Assurance: Mr. Grundy provided an update on the construction budget and financial assurances.
 - e. Redemption Hill Church: President Case II provided an update.
 - f. Challenger Homes: Director Jim Byers provided an update for the closing with Century Homes, working on the CCRs and continuing work on Filing 5.
 - g. Bradley Ridge: Director O’Sullivan provided an update on Bradley Ridge Filing 4,5, and 6. Additionally, waiting for the approval of plans.
8. Financial Matters
 - a. Review and Approve Unaudited Financial Reports through March 31, 2024: Ms. Harris presented the unaudited financial reports through March 31, 2024. After review, Director O’Sullivan moved to approve the unaudited financial reports through March 31, 2024, seconded by Director Jim Byers. Motion passed unanimously.

- b. Review and Approve Payables through April 9, 2024: Ms. Harris presented the payables through April 9, 2024. After review, Director O’Sullivan moved to approve the Payables through April 9, 2024; seconded by Director Robert Case. Motion passed unanimously.

9. Legal Matters

- a. Review and consider the adoption of a Resolution of the Board of Directors of Bradley Heights Metropolitan District No.2, Authorizing the Execution and Delivery for the Consummation of Right-of-way for Bradley Landing to Marksheffel Rd: Mr. Walker and Mr. Allen discussed with the board. Director O’Sullivan moved to approve the Resolution; seconded by Director Robert Case. Motion passed unanimously.

10. Other Business

- a. Next Regular Meeting is scheduled for May 14, 2024, at 9:00 am.

11. Adjourn:

- a. President Case II made a motion to continue this meeting to April 30, 2024, at 1:30 pm, seconded by Director Byers. The motion passed unanimously.

Respectfully Submitted,

Rebecca Harris

By: Recording Secretary