

**MINUTES OF THE SPECIAL BOARD MEETING OF
THE BOARD OF DIRECTORS OF THE
BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2, AND 3
HELD AUGUST 20, 2024
AT 3:30 PM**

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, August 20, 2024, at 3:30 p.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- (Excused)
Bryan Long, Vice President
Robert Case, Assistant Secretary
Ray O’Sullivan, Treasurer/Secretary
Jim Byers, Assistant Secretary

Also in attendance were:

Rebecca Harris, WSDM District Managers
Beth Diana, WSDM District Managers
K. Sean Allen, Esq., District Legal Counsel
Chris Grundy, Project Manager
Eric Smith, Matrix Design Group
Jeff Odor, Matrix Design Group
Nathan Steele, ROI
John Ratcliffe
Chris Jorgensen, HR Green
Brady Shyrock
James Fuller

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 Long.
2. Declaration of Quorum/Director Qualifications/ Disclosure Matters: Ms. Harris indicated that a quorum of the Boards was present with Director Long excused. He 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 added item 10.b. New Business. Director O’Sullivan moved to approve the Agenda as amended; seconded by Director Byers. Motion passed unanimously.
4. Approval of July 30, 2024 Continued Meeting Minutes: Director Long noted he was not in attendance at the meeting. After review, Director O’Sullivan moved to approve the July 30, 2024 as amended; seconded by Director Byers. Motion passed unanimously.
5. Financial Matters
 - a. Approve Unaudited Financial Reports through July 31, 2024: Ms. Harris presented the Unaudited Financial Reports through July 31, 2024. After review, Director O’Sullivan moved to approve the Unaudited Financial Reports as presented; seconded by Director Robert Case. Motion passed unanimously.
 - b. Ratify and Approve Payables through August 20, 2024: Ms. Harris presented the Payables through August 20, 2024. After review, Director O’Sullivan moved to ratify and approve the Payables as presented; seconded by Director Byers. Motion passed unanimously.
 - c. Review Developer Advance funding for July 1, 2024 through June 30, 2025: Ms. Harris presented the developer advance funding through June 30, 2025. After review, Director O’Sullivan moved to approve the Developer Advance funding through June 30, 2025 with the updated acreage percentages; seconded by Director Robert Case. Motion passed unanimously.
6. District Manager Report
 - a. Assurance Update: The Board discussed the assurances with the City.
 - b. Drainage Channel Financing Concepts: The Board discussed the drainage channel financing concepts.
 - i. Discuss and consider engagement of Bond Broker: Ms. Harris recommended the Board engage a bond broker.
7. President of the Board Report: There was no discussion.
8. Detailed Discussion of Development Status Review
 - a. Engineering Update
 - i. Schedule: Mr. Grundy presented the monthly report and provided an update on the schedule.
 - ii. Cash Flow: Mr. Smith provided an update on the cash flow.
 - b. Plan Updates
 - i. Roadway/ Utility/ Storm Water: Mr. Smith provided an update on the Filing 3 annexation plat and development plans. It was determined the Marksheffel Road is in the City and the District does not need to go through the annexation process.
 - ii. Channel Design: The Board discussed the channel design.
 - iii. 24” and 16” Water Line Update: Mr. Smith provided an update on the 24” and 16” water line.
 - iv. Sanitary Sewer outfall update: The Board discussed the sanitary sewer outfall update.
 - c. Construction Schedule/Construction Contracts Approval/Ratify/Pre-approval: There were no updates.
 - d. Update on Construction Budget: Mr. Smith provided an update on the construction budget.
 - e. Redemption Hill Church: There were no updates.
 - f. Challenger Homes: There were no updates.
 - g. Bradley Ridge: Director O’Sullivan noted they are moving forward with utility and drain plan approvals.
9. Legal Matters: Mr. Allen confirmed the PILOT Agreements with Lincoln Properties were fully executed and filed by Lincoln Properties.

10. Other Business
 - a. Next Regular Meeting: September 10, 2024 at 9:00 a.m.
 - b. New Business: Director O’Sullivan and Director Byers discussed the access agreement and easement for the sewer line going through private property. Director O’Sullivan discussed the drainage ponds and land fees. He noted that updated cost-share calculations will be submitted for consideration by the Board at the next meeting regarding the line going through Filing 4. Director O’Sullivan discussed the plat exhibit for the 17-acre elementary school site that includes 5 acres for housing, and he noted it was less than the requested 17 acres and needs to be corrected.

11. Adjourn: Director O’Sullivan moved to adjourn the meeting at 5:00 p.m.; seconded by Director Byers. Motion passed unanimously.

Respectfully Submitted,

Rebecca Harris

By: Recording Secretary