



**BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 and 3**

Regular Board Meeting  
Tuesday, March 12, 2024, at 9:00 AM  
119 N. Wahsatch Ave.  
Colorado Springs, Colorado 80903

and  
Via tele/videoconference

<https://video.cloudoffice.avaya.com/join/109995525>

United States: [+1 \(213\) 463-4500](tel:+12134634500)

Access Code: 109-995-525

Board of Director	Title	Term
Randle W Case II	President	May 2027
Bryan T Long	Vice-President	May 2027
Ray O’Sullivan	Treasurer/ Secretary	May 2025
Robert Case	Assistant Secretary	May 2025
Jim Byers	Assistant Secretary	May 2027 (appointment to May 2025)

**AGENDA**

1. Call to order
2. Declaration of Quorum/Director Qualifications/ Disclosure Matters
3. Approval of Agenda
4. Approval of February 13, 2024, Meeting Minutes (under separate cover)
5. District Manager Report
  - a. Right-of-way acquisition update
  - b. Covenants and individual community management update
6. President of the Board Report
7. Development Status Review
  - a. Engineering Update
    - i. Schedule
    - ii. Cash Flow – Eric and Kevin
    - iii. Assurances – Kevin and Jeff
    - iv. Drainage Channel financing concepts
  - b. Plan Updates
    - i. Roadway/ Utility/ Storm Water
    - ii. Channel design
    - iii. 24” and 16” water line update
  - c. Construction Schedule/Construction Contracts Approval/Ratify/Pre-approval
  - d. Update on Construction Budget
  - e. Redemption Hill Church - reimbursement
  - f. Challenger Homes
  - g. Bradley Ridge
8. Financial Matters
  - a. Approve Unaudited Financial Reports February 29, 2024 (enclosure)
  - b. Review and approve Audit Exemption Resolution for BHMD No. 1
  - c. Review and Approve Payables through March 11, 2024 (enclosure)

9. Legal Matters
10. Other Business
  - a. Next Regular Meeting scheduled: April 9, 2024, at 9:00 a.m.
11. Adjourn

#### NOTICE OF REGULAR MEETINGS

NOTICE IS HEREBY GIVEN That the Board of Directors of **BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 and 3**, County of El Paso, State of Colorado, will hold a regular meeting at 9:00 AM on Tuesday, the 13<sup>th</sup> day of February, 2024, at 119 North Wahsatch Ave., Colorado Springs, CO 80903, and via tele/videoconferencing at the following: <https://video.cloudoffice.avaya.com/join/109995525> United States: [+1 \(213\) 463-4500](tel:+12134634500) Access Code: 109-995-525 for the purpose of conducting such business as may come before the Board including the business on the attached agenda. The meeting is open to the public.

BY ORDER OF THE BOARD OF DIRECTORS:  
BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 AND 3



**MINUTES OF THE REGULAR BOARD MEETING  
OF THE BOARD OF DIRECTORS OF THE  
BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2, AND 3  
HELD FEBRUARY 13, 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, February 13, 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 (Excused)

Also in attendance were:

K. Sean Allen, Esq., White Bear Ankele Tanaka & Waldron  
Rebecca Harris, WSDM District Managers  
Rylee DeLong, WSDM District Managers  
Eric Smith, Matrix Design Group  
Jeff Odor, Matrix Design Group  
Rob Fuller, ROI  
Nathan Steele, 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 9:00 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 January 9, 2024 Meeting Minutes: After review, Director O’Sullivan moved to approve the January 9, 2024 Meeting Minutes; seconded by Director Robert Case. Motion passed unanimously.
5. District Manager Report
  - a. Right-of-way Acquisition Update: Ms. Harris noted that Mr. Walker will provide an update at the next meeting.
  - b. Financial Assurance Update: Mr. Odor provided an update on the financial assurances and noted that the assurances should be released once the roads are accepted and they close out the grading and stormwater permits.
  - c. Covenants and Individual Community Management Discussion: Ms. Harris reported that the CCR’s for Century Communities have been adopted and recorded, and the Challenger Properties CCR’s and Design Guidelines are in progress. Ms. Harris discussed the covenant enforcement process.
  - d. Discuss Customer Payment Portal Options: Ms. Harris and the Board discussed the online customer payment portal options. The Board directed WSDM to begin the process for the State Internet Portal Authority (SIPA) customer payment portal.
  - e. Campo Road Contract Agreement Discussion: The Board tabled this item until the next meeting.
6. President of the Board Report: President Case II noted updates will be provided and discussed during the meeting.
7. Development Status Review
  - a. Engineering Update: Mr. Smith presented the monthly engineering and construction report.
    - i. Schedule: Mr. Smith 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 and noted almost everything has been approved except for the Filing 3 plat.
    - ii. Channel Design: Mr. Odor provided an update on the channel design.
    - iii. 24” and 16” Water Line Update: Mr. Smith provided an update on the water main extension project.
  - c. Construction Schedule/Construction Contracts Approval/Ratify/Pre-approval: Mr. Odor presented the final change order for all the channel design permitting work and reports. After review, Director O’Sullivan moved to approve the Change Order 003 from Matrix Design Group as proposed; seconded by Director Long. Motion passed unanimously.
  - d. Update on Construction Budget and Assurance: Mr. Odor provided an update on the construction budget and financial assurances.
  - e. Redemption Hill Church: There was no update.
  - f. Challenger Homes: There was no update.
  - g. Bradley Ridge: Director O’Sullivan provided an update on Bradley Ridge and noted he is hoping to get an early grading permit to grade out the park site and another 44-lot subdivision. Director O’Sullivan discussed frustrations with the City’s current policy that is exempting fees and does not have a mechanism in place to collect compensation for the school sites and land that was dedicated. The Board discussed the important distinction that the approval of the plat is not the same as recordation in the agreement with Colorado Center.
8. Financial Matters
  - a. Review and Approve Unaudited Financial Reports through January 31, 2024: Ms. Harris presented the unaudited financial reports through January 31, 2024. After review, Director O’Sullivan moved to approve the unaudited financial reports through January 31, 2024; seconded by Director Robert Case. Motion passed unanimously.

- b. Review and Approve Payables through February 13, 2024: Ms. Harris presented the payables through February 13, 2024. After review, Director O’Sullivan moved to approve the Payables through February 13, 2024; seconded by Director Robert Case. Motion passed unanimously.
9. Legal Matters
  - a. Review and consider approval of HBS Trash Service Contract: Ms. Harris presented the HBS trash service contract. After review, Director O’Sullivan moved to approve the HBS Trash Service Contract pending review by legal counsel; seconded by Director Long. Motion passed unanimously.
  - b. Review and consider adoption of Resolution to Establish Fees, Rates, Tolls, Charges, and Penalties: Ms. Harris presented the Resolution to Establish Fees, Rates, Tolls, Charges, and Penalties. The fee is \$15 for trash service and \$5 administrative billing costs, for a total of \$20 a month per household. After review, Director Long moved to adopt the Resolution to Establish Fees, Rates, Tolls, Charges, and Penalties pending review by legal counsel; seconded by Director O’Sullivan. Motion passed unanimously.
10. Other Business
  - a. Next Regular Meeting scheduled March 12, 2024 at 9:00 a.m.
11. Adjourn: The Board unanimously adjourned the meeting at 9:59 a.m.

Respectfully Submitted,

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By: Recording Secretary



## Bradley Heights Metropolitan District No. 1

## Balance Sheet

03/06/24

As of February 29, 2024

Accrual Basis

	<u>Feb 29, 24</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
ECB - Checking	675.70
<b>Total Checking/Savings</b>	<u>675.70</u>
<b>Accounts Receivable</b>	
Accounts Receivable	69,211.60
<b>Total Accounts Receivable</b>	<u>69,211.60</u>
<b>Other Current Assets</b>	
Due From District 3	785.19
Due From District 2	2,200.00
<b>Total Other Current Assets</b>	<u>2,985.19</u>
<b>Total Current Assets</b>	<u>72,872.49</u>
<b>TOTAL ASSETS</b>	<b><u>72,872.49</u></b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
Accounts Payable	
Accounts Payable	48,372.04
<b>Total Accounts Payable</b>	<u>48,372.04</u>
<b>Total Current Liabilities</b>	48,372.04
<b>Long Term Liabilities</b>	
Developer Advance - Randle Case	41,000.00
Marksheffel-Woodmen Investments	75,850.00
<b>Total Long Term Liabilities</b>	<u>116,850.00</u>
<b>Total Liabilities</b>	165,222.04
<b>Equity</b>	
Retained Earnings	-77,107.71
Net Income	-15,241.84
<b>Total Equity</b>	<u>-92,349.55</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u>72,872.49</u></b>



## Bradley Heights Metropolitan District No. 1

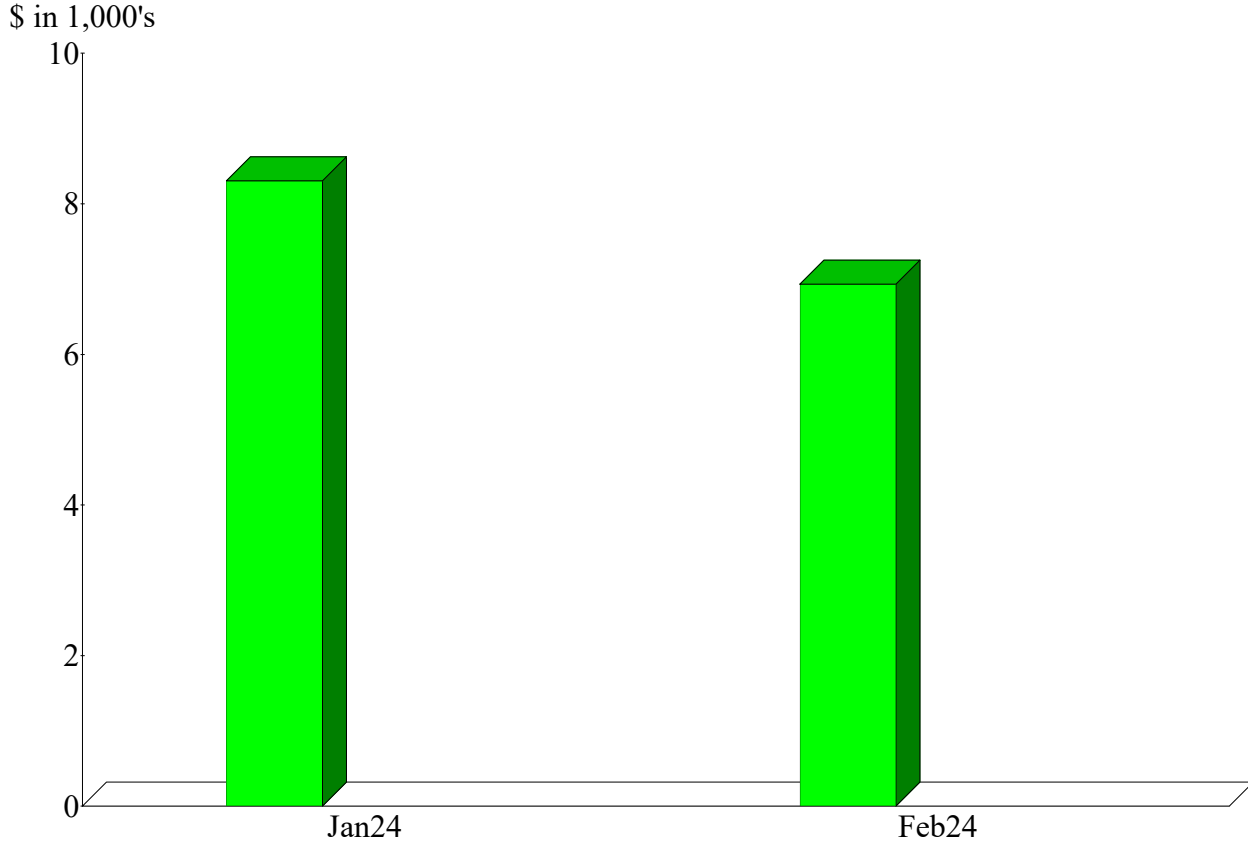
### Profit & Loss Budget vs. Actual

January through February 2024

	TOTAL				
	Feb 24	Jan - Feb 24	Budget	\$ Over Budget	% of Budget
<b>Ordinary Income/Expense</b>					
<b>Income</b>					
Developer Advance	0.00	0.00	85,000.00	-85,000.00	0.0%
Transfer From District 2-O&M	0.00	0.00	2,413.00	-2,413.00	0.0%
<b>Total Income</b>	<b>0.00</b>	<b>0.00</b>	<b>87,413.00</b>	<b>-87,413.00</b>	<b>0.0%</b>
<b>Expense</b>					
Audit	0.00	0.00	15,375.00	-15,375.00	0.0%
Bank Service Charge	0.00	0.00	100.00	-100.00	0.0%
Contingency	0.00	0.00	10,000.00	-10,000.00	0.0%
Copies & Postage	0.00	0.00	500.00	-500.00	0.0%
District Management	5,000.00	10,000.00	60,000.00	-50,000.00	16.67%
Dues & Subscriptions (SDA) - D1	367.01	367.01	500.00	-132.99	73.4%
Dues & Subscriptions (SDA) - D2	1,237.50	1,237.50	1,500.00	-262.50	82.5%
Dues & Subscriptions (SDA) - D3	225.01	225.01	500.00	-274.99	45.0%
Insurance - D1	0.00	0.00	2,000.00	-2,000.00	0.0%
Insurance - D2	0.00	0.00	3,000.00	-3,000.00	0.0%
Insurance - D3	0.00	0.00	3,000.00	-3,000.00	0.0%
Legal	0.00	3,296.91	25,000.00	-21,703.09	13.19%
Miscellaneous	106.25	115.41	0.00	115.41	100.0%
<b>Total Expense</b>	<b>6,935.77</b>	<b>15,241.84</b>	<b>121,475.00</b>	<b>-106,233.16</b>	<b>12.55%</b>
<b>Net Ordinary Income</b>	<b>-6,935.77</b>	<b>-15,241.84</b>	<b>-34,062.00</b>	<b>18,820.16</b>	<b>44.75%</b>
<b>Net Income</b>	<b>-6,935.77</b>	<b>-15,241.84</b>	<b>-34,062.00</b>	<b>18,820.16</b>	<b>44.75%</b>

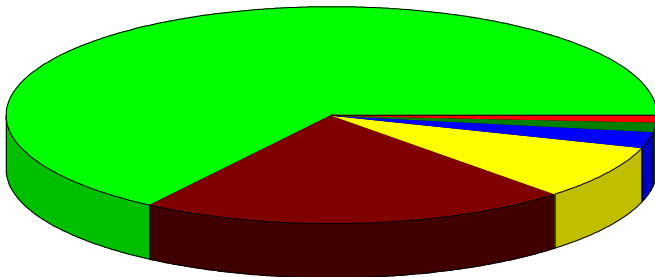
Income and Expense by Month  
January through February 2024

Expense



Expense Summary  
January through February 2024

District Management	65.61%
Legal	21.63
Dues & Subscriptions (SDA) - D2	8.12
Dues & Subscriptions (SDA) - D1	2.41
Dues & Subscriptions (SDA) - D3	1.48
Miscellaneous	0.76
<b>Total</b>	<b>\$15,241.84</b>



By Account

## Bradley Heights Metropolitan District No. 2

03/06/24

## Balance Sheet

Accrual Basis

As of March 6, 2024

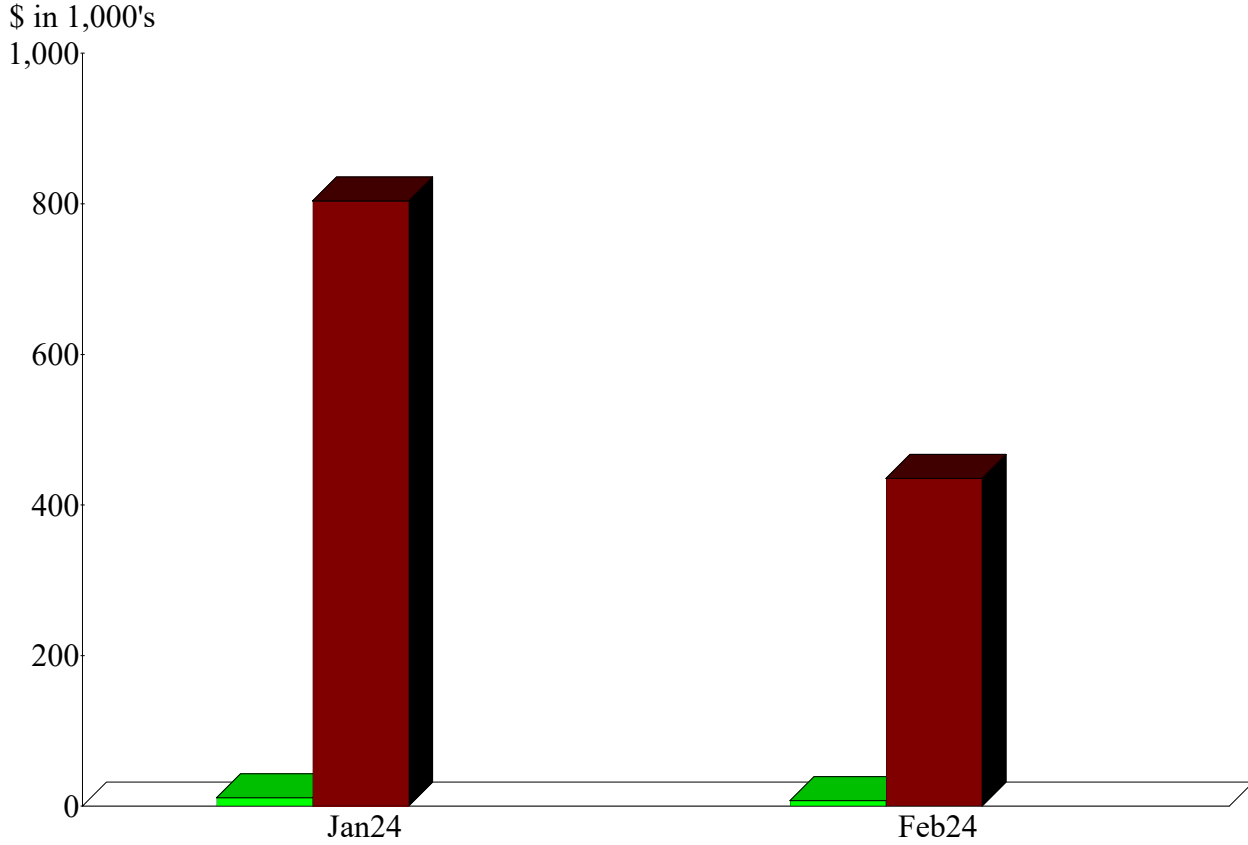
	<u>Mar 6, 24</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
ECB Checking	2,620.89
UMB Bond Account 156470.1	38,176.76
UMB - Project Fund 156470.2	1,478,619.03
<b>Total Checking/Savings</b>	<u>1,519,416.68</u>
<b>Other Current Assets</b>	
Due from District No 3	9.00
Accounts Receivable Other	39.00
Property Tax Receivable	5,955.20
<b>Total Other Current Assets</b>	<u>6,003.20</u>
<b>Total Current Assets</b>	<u>1,525,419.88</u>
<b>Fixed Assets</b>	
Construction in Progress	8,622,891.24
<b>Total Fixed Assets</b>	<u>8,622,891.24</u>
<b>TOTAL ASSETS</b>	<u><u>10,148,311.12</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Other Current Liabilities</b>	
Accrued Interest	2,267,035.00
Due to District 1	2,200.00
Deferred Property Tax Revenue	5,955.20
<b>Total Other Current Liabilities</b>	<u>2,275,190.20</u>
<b>Total Current Liabilities</b>	<u>2,275,190.20</u>
<b>Long Term Liabilities</b>	
Series 2021A Bonds	35,000,000.00
<b>Total Long Term Liabilities</b>	<u>35,000,000.00</u>
<b>Total Liabilities</b>	<u>37,275,190.20</u>
<b>Equity</b>	
Retained Earnings	-25,906,710.20
Net Income	-1,220,168.88
<b>Total Equity</b>	<u>-27,126,879.08</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>10,148,311.12</u></u>

**Bradley Heights Metropolitan District No. 2**  
**Profit & Loss Budget vs. Actual**  
January through February 2024

	TOTAL				
	Feb 24	Jan - Feb 24	Budget	\$ Over Budget	% of Budget
<b>Ordinary Income/Expense</b>					
<b>Income</b>					
Transfer From D3 DS Taxes	0.00	0.00	786.82	-786.82	0.0%
PY Tax - O&M	0.00	0.00	2,287.00	-2,287.00	0.0%
Specific Ownership Tax - O&M	26.89	26.89	160.00	-133.11	16.81%
CY Property Tax - Debt	0.00	0.00	6,862.00	-6,862.00	0.0%
Specifice Ownership Tax - Debt	80.67	80.67	480.00	-399.33	16.81%
<b>Impact Fees</b>					
Capital Facility Fees-Platting	0.00	0.00	119,960.00	-119,960.00	0.0%
<b>Total Impact Fees</b>	<u>0.00</u>	<u>0.00</u>	<u>119,960.00</u>	<u>-119,960.00</u>	<u>0.0%</u>
<b>Total Income</b>	107.56	107.56	130,535.82	-130,428.26	0.08%
<b>Expense</b>					
<b>Bond Expense</b>					
Bank Fees	452.37	1,323.78			
Paying Agent Fee	0.00	0.00	4,000.00	-4,000.00	0.0%
<b>Total Bond Expense</b>	<u>452.37</u>	<u>1,323.78</u>	<u>4,000.00</u>	<u>-2,676.22</u>	<u>33.1%</u>
<b>Capital Outlay</b>					
Capital Construction	358,623.09	1,043,315.67	2,076,963.00	-1,033,647.33	50.23%
Engineering/Planning	60,618.21	158,897.63			
Project Management	15,549.55	35,366.30			
<b>Total Capital Outlay</b>	<u>434,790.85</u>	<u>1,237,579.60</u>	<u>2,076,963.00</u>	<u>-839,383.40</u>	<u>59.59%</u>
Treasurer Collection Fee - O&M	0.00	0.00	34.00	-34.00	0.0%
Treasurer Collection Fee - Debt	0.00	0.00	103.00	-103.00	0.0%
<b>Total Expense</b>	<u>435,243.22</u>	<u>1,238,903.38</u>	<u>2,081,100.00</u>	<u>-842,196.62</u>	<u>59.53%</u>
<b>Net Ordinary Income</b>	-435,135.66	-1,238,795.82	-1,950,564.18	711,768.36	63.51%
<b>Other Income/Expense</b>					
<b>Other Income</b>					
Interest Income - Debt	7,448.45	18,626.94	100,000.00	-81,373.06	18.63%
<b>Total Other Income</b>	<u>7,448.45</u>	<u>18,626.94</u>	<u>100,000.00</u>	<u>-81,373.06</u>	<u>18.63%</u>
<b>Net Other Income</b>	<u>7,448.45</u>	<u>18,626.94</u>	<u>100,000.00</u>	<u>-81,373.06</u>	<u>18.63%</u>
<b>Net Income</b>	<u><u>-427,687.21</u></u>	<u><u>-1,220,168.88</u></u>	<u><u>-1,850,564.18</u></u>	<u><u>630,395.30</u></u>	<u><u>65.94%</u></u>

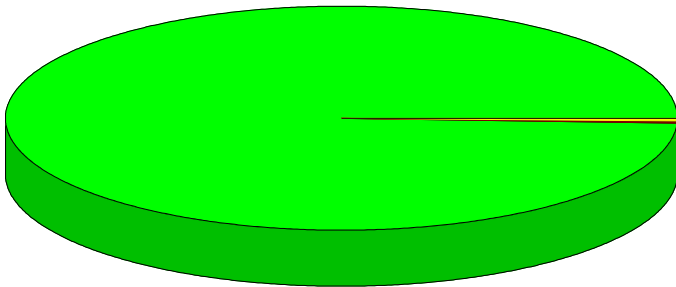
Income and Expense by Month  
January through February 2024

Income  
Expense



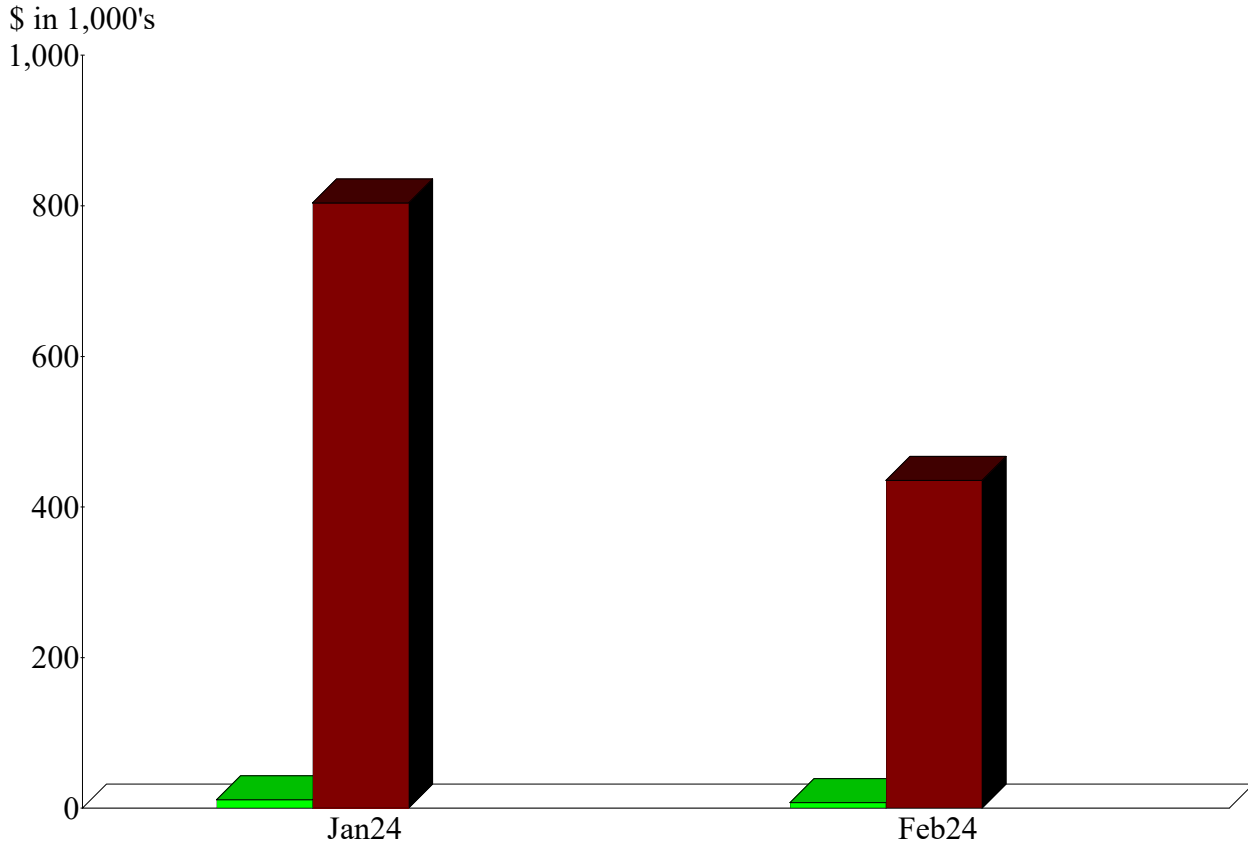
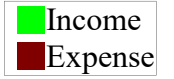
Income Summary  
January through February 2024

Interest Income - Debt	99.43%
Specifice Ownership Tax - Debt	0.43
Specific Ownership Tax - O&M	0.14
<b>Total</b>	<b>\$18,734.50</b>



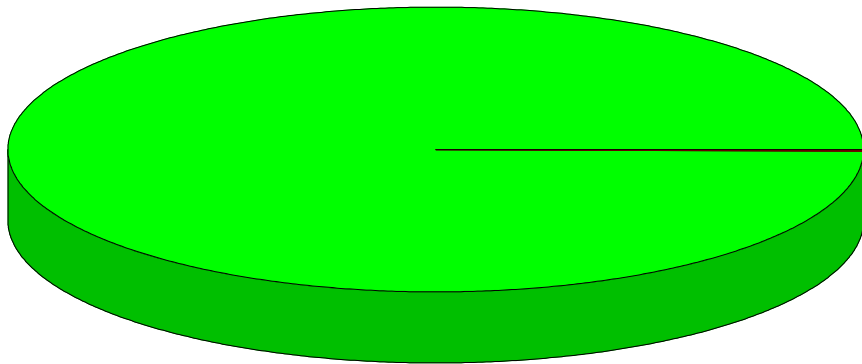
By Account

Income and Expense by Month  
January through February 2024



Expense Summary  
January through February 2024

Capital Outlay	99.89%
Bond Expense	0.11
Total	\$1,238,903.38



By Account

**Bradley Heights Metropolitan District No. 3**

**Balance Sheet**

As of February 29, 2024

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	<u>Feb 29, 24</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
Checking/Savings	
ECB Checking	392.17
<b>Total Checking/Savings</b>	<u>392.17</u>
<b>Total Current Assets</b>	<u>392.17</u>
<b>TOTAL ASSETS</b>	<b><u>392.17</u></b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
Other Current Liabilities	
Due To District 1	794.19
<b>Total Other Current Liabilities</b>	<u>794.19</u>
<b>Total Current Liabilities</b>	<u>794.19</u>
<b>Total Liabilities</b>	794.19
<b>Equity</b>	
Retained Earnings	-407.41
Net Income	5.39
<b>Total Equity</b>	<u>-402.02</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u>392.17</u></b>

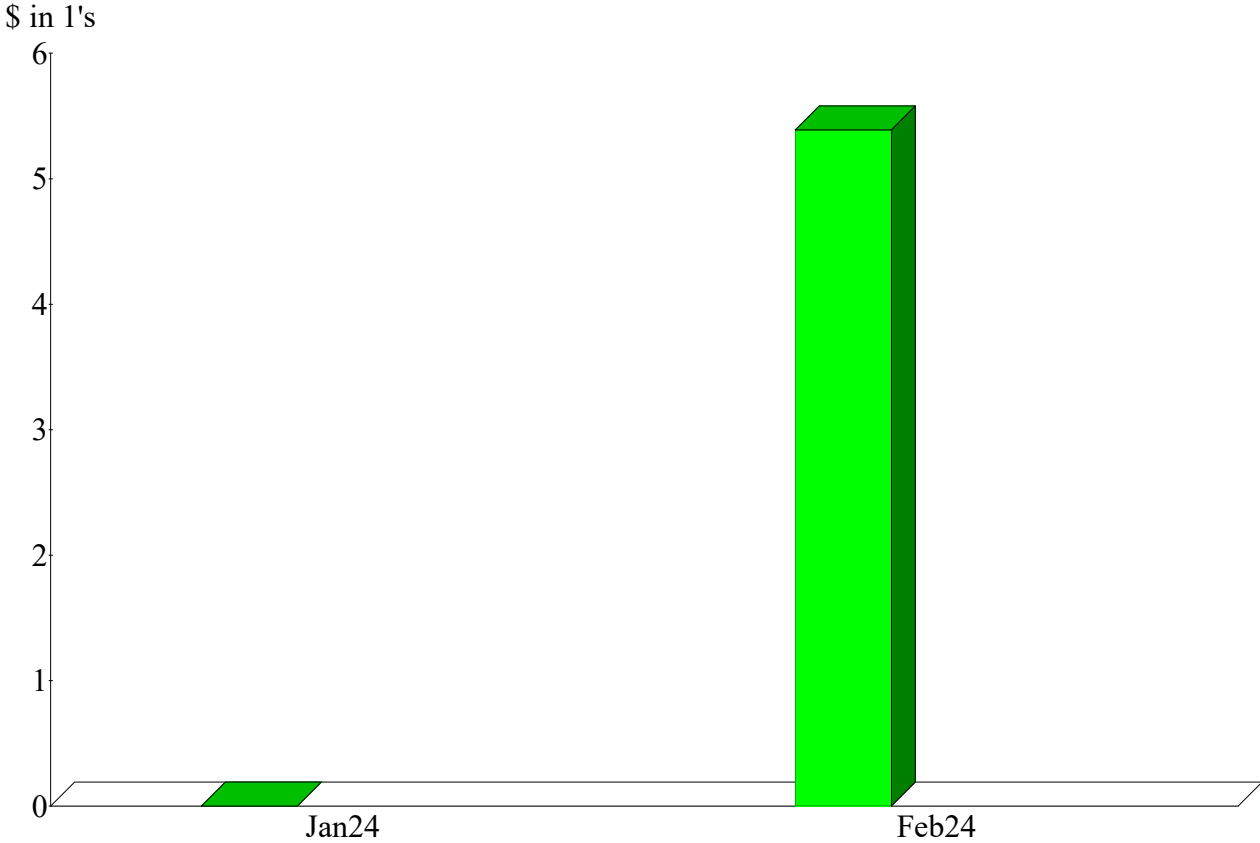
**Bradley Heights Metropolitan District No. 3**  
**Profit & Loss Budget vs. Actual**  
 January through February 2024

	TOTAL				
	Feb 24	Jan - Feb 24	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense					
Income					
CY Property Tax - O&M	0.00	0.00	249.00	-249.00	0.0%
Specific Ownership Tax - O&M	1.35	1.35	17.00	-15.65	7.94%
CY Property Tax - Debt	0.00	0.00	746.00	-746.00	0.0%
Specifice Ownership Tax - Debt	4.04	4.04	52.00	-47.96	7.77%
<b>Total Income</b>	<b>5.39</b>	<b>5.39</b>	<b>1,064.00</b>	<b>-1,058.61</b>	<b>0.51%</b>
Expense					
Transfer to D2 DS Taxes	0.00	0.00	787.00	-787.00	0.0%
Treasurer Collection Fee - O&M	0.00	0.00	4.00	-4.00	0.0%
Treasurer Collection Fee - Debt	0.00	0.00	11.00	-11.00	0.0%
<b>Total Expense</b>	<b>0.00</b>	<b>0.00</b>	<b>802.00</b>	<b>-802.00</b>	<b>0.0%</b>
<b>Net Ordinary Income</b>	<b>5.39</b>	<b>5.39</b>	<b>262.00</b>	<b>-256.61</b>	<b>2.06%</b>
<b>Net Income</b>	<b>5.39</b>	<b>5.39</b>	<b>262.00</b>	<b>-256.61</b>	<b>2.06%</b>



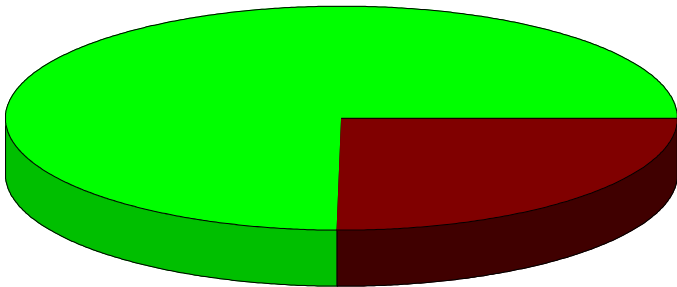
Income and Expense by Month  
January through February 2024

Income



Income Summary  
January through February 2024

Specific Ownership Tax - Debt	74.95%
Specific Ownership Tax - O&M	25.05
Total	\$5.39



By Account



# Bradley Heights Metropolitan District No. 1

## PAYMENT REQUEST

3/12/2024

### GENERAL FUND ACCOUNT

Company	Invoice	Date	Amount	Comments
Special District Assoc of Colorado	2024-1	2/24/2024	\$ 367.01	District 1
Special District Assoc of Colorado	2024-2	2/24/2024	\$ 1,237.50	District 2
Special District Assoc of Colorado	2024-3	2/24/2022	\$ 225.01	District 3
WSDM District Managers	7843	1/31/2024	5,106.25	
<b>TOTAL</b>			<b>\$ 6,935.77</b>	

\$6,935.77

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Bradley Heights Metropolitan District

**Bradley Heights Metropolitan District #2**  
**PAYMENT REQUEST**

3/12/2024

**BOND FUND ACCOUNT**

<b>Company</b>	<b>Invoice</b>	<b>Date</b>	<b>Amount</b>	<b>Comments</b>
Classic Consulting	30836	1/31/2024	\$ 5,381.00	
Frazee	13124	1/31/2024	\$ 233,397.93	
Grundy Construction Management & Cons	BHM-029	2/29/2024	\$ 15,549.55	
RMG	195899-1	2/24/2024	\$ 300.00	
Transportation Resource Services, Inc.	5878	3/1/2024	\$ 350.00	
Wildcat Construction Inc.	75187-21	2/29/2024	\$ 157,638.25	
<b>TOTAL</b>			<b>\$ 412,616.73</b>	