BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 and 3



Continued Board Meeting Tuesday, August 20, 2024, at 3:30 PM 119 N. Wahsatch Ave. Colorado Springs, Colorado 80903 and

Via tele/videoconference

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

United States: <u>+1 (213) 463-4500</u> **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 July 30, 2024, Continued Meeting Minutes (enclosed)
- 5. Financial Matters
 - a. Approve Unaudited Financial Reports through July 31, 2024 (enclosed)
 - b. Ratify and Approve Payables through August 20, 2024 (enclosed)
 - c. Review Developer Advance funding for July 1, 2024 through June 30, 2025 (under separate cover)
- 6. District Manager Report
 - a. Assurance Update
 - b. Drainage Channel Financing concepts
 - i. Discuss and consider engagement for Bond Broker
- 7. President of the Board Report
- 8. Detailed Discussion of Development Status Review
 - a. Engineering Update
 - i. Schedule
 - ii. Cash Flow Eric and Kevin
 - b. Plan Updates
 - i. Roadway/ Utility/ Storm Water
 - ii. Channel design
 - iii. 24" and 16" water line update
 - iv. Sanitary Sewer outfall update
 - c. Construction Schedule/Construction Contracts Approval/Ratify/Pre-approval
 - d. Update on Construction Budget

- e. Redemption Hill Church
- f. Challenger Homes
- g. Bradley Ridge
- 9. Legal Matters
- 10. Other Business
 - a. Next Regular Meeting scheduled: September 10, 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 continued meeting at 9:00 AM on Tuesday, the 20th day of August, 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 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 SPECIAL BOARD MEETING OF THE BOARD OF DIRECTORS OF THE BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2, AND 3 HELD JULY 30, 2024 AT 9:00 AM

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, July 30, 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:

Rebecca Harris, WSDM District Managers
Beth Diana, WSDM District Managers
Chris Grundy, Project Manager
Eric Smith, Matrix Design Group
Jeff Odor, Matrix Design Group
Nathan Steele, ROI
Ryan Case, Interested Party
John Ratcliffe
Chris Jorgensen, BiggsKofford
Ben Taylor

<u>Combined Meeting:</u> 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: President Case II 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 moved to approve the Agenda as presented; seconded by

Director Byers. Motion passed unanimously.

4. Approval of June 4, 2024 Continued Meeting Minutes: After review, Director O'Sullivan moved to approve the June 4, 2024; seconded by Director Byers. Motion passed unanimously.

5. Financial Matters

- a. Public Hearing on Bradley Heights Metropolitan District No. 2 2023 Budget Amendment: President Case II opened the public hearing on the Bradley Heights Metropolitan District No. 2 2023 Budget Amendment. Ms. Harris presented the 2023 Budget Amendment. After no public comment, the public hearing was closed.
 - i. Review and consider adoption of Resolution to Amend Bradley Heights Metropolitan District No. 2 2023 Budget Amendment: After review, Director O'Sullivan moved to adopt the Resolution to amend the Bradley Heights Metropolitan District No. 2 2023 Budget Amendment; seconded by Director Byers. Motion passed unanimously.
- b. Review and consider acceptance of 2023 Audit Presentation: Mr. Jorgensen with BiggsKofford provided a detailed review of the 2023 Audit. The Auditors are providing an unmodified, unqualified opinion which reflects a clean audit, and no issues were found. The Board requested that BiggsKofford add language that references the internal controls that do currently exist. After review, Director O'Sullivan moved to accept the 2023 Audit as presented; seconded by Director Robert Case. Motion passed unanimously with Director Long excused.
- c. Approve Unaudited Financial Reports through June 30, 2024: Ms. Harris presented the Unaudited Financial Reports through June 30, 2024. After review, Director O'Sullivan moved to approve the Unaudited Financial Reports as presented; seconded by Director Byers. Motion passed unanimously.
- d. Ratify and Approve Payables through July 30, 2024: Ms. Harris presented the Payables through July 30, 2024. After review, Director O'Sullivan moved to ratify and approve the Payables as presented; seconded by Director Robert Case. Motion passed unanimously.
- a. Discuss Operations and Maintenance funding and establishment for new Agreements: Ms. Harris reported the District needs funding to pay the legal counsel and district management invoices that are past due.

6. District Manager Report

- b. Assurance Update: Ms. Harris reported the request for an extension was sent to the City. The calculations and information regarding the \$2 million cost split will be sent to the Board for review.
- c. Drainage Channel Financing Concepts: Ms. Harris reported she will reach out to parties along the drainage channel including the Boy Scouts to discuss financing concepts.
- 7. President of the Board Report: President Case II noted new development in the District.
- 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 gave an update on the cash flow.
 - b. Plan Updates
 - i. Roadway/ Utility/ Storm Water: Mr. Odor provided an update on the Filing 3 annexation plat and development plans.
 - ii. Channel Design: The Board discussed that the RFP is still in progress.
 - iii. 24" and 16" Water Line Update: Mr. Grundy provided an update on the 24" and 16" water line. A meeting will be held to coordinate with CSU Utilities.
 - iv. Sanitary Sewer outfall update: The Board discussed the sanitary sewer outfall update.

- c. Construction Schedule/Construction Contracts Approval/Ratify/Pre-approval: After review, Director Byers moved to approve Pay Application No. 14 for Frazee and No. 24 for Wildcat; seconded by Director Robert Case. Motion passed unanimously.
- d. Update on Construction Budget: There were no updates.
- e. Redemption Hill Church: There were no updates.
- f. Challenger Homes: Director Byers provided an update and noted progress is being made on Filing 5.
- g. Bradley Ridge: Director O'Sullivan and Mr. Steele provided an update on Bradley Ridge development. Director O'Sullivan discussed Ballot Initiative 51 that could impact metro districts.

9. Legal Matters

- a. Review and consider approval of Lena Gail Funding and Reimbursement Agreement: After review, Director O'Sullivan moved to approve the Lena Gail Funding and Reimbursement Agreement; seconded by Director Robert Case. Motion passed unanimously.
- b. Review and consider approval of Bradley Heights Metropolitan District No. 2 Declaration And Agreement For Payment In Lieu Of Taxes: Mr. Taylor discussed the 20-acre proposed development that will eventually be a tax-exempt property. Both DA Davidson and WSDM worked on the calculations. President Case II disclosed that he and Director Robert Case are children of Lena Gail Case and they do not have direct financial connection to the transaction. After review, Director O'Sullivan moved to approve the Bradley Heights Metropolitan District No. 2 Declaration And Agreement for Payment In Lieu Of Taxes; seconded by Director Byers. Motion passed unanimously.
- c. Review and consider approval of Resolution Regarding Policies, Procedures and Penalties for the Enforcement of the Governing Documents: After review, Director O'Sullivan moved to approve the Resolution Regarding Policies, Procedures and Penalties for the Enforcement of the Governing Documents and adopt the Design Guidelines; seconded by Director Byers. Motion passed unanimously.

10. Other Business

- a. Next Regular Meeting schedule: The Board continued the next meeting for August 20, 2024 at 3:30 p.m.
- 11. Adjourn: Director Robert Case moved to continue the meeting to August 20, 2024 at 3:30 p.m.; seconded by Director Byers. Motion passed unanimously.

Respectfully Submitted,	
By: Recording Secretary	



Bradley Heights Metropolitan District No. 1 Balance Sheet

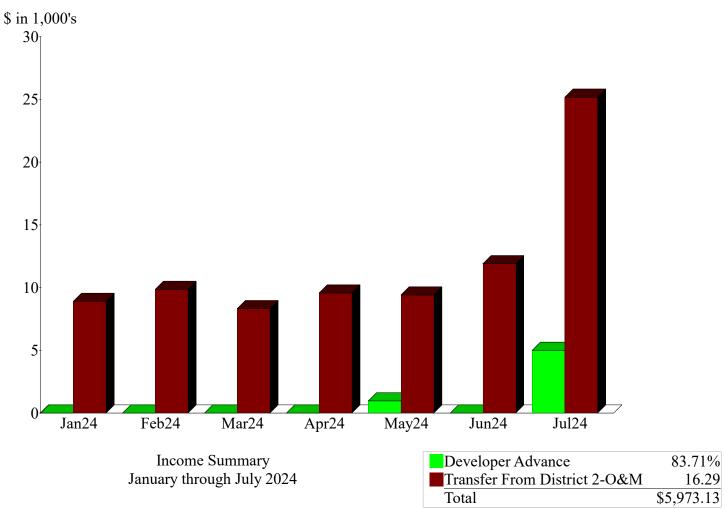
As of July 31, 2024

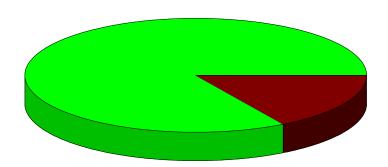
	Jul 31, 24
ASSETS Current Assets Checking/Savings ECB - Checking	14,671.01
Total Checking/Savings	14,671.01
Accounts Receivable Accounts Receivable	36,886.80
Total Accounts Receivable	36,886.80
Other Current Assets Due From District 3	785.19
Total Other Current Assets	785.19
Total Current Assets	52,343.00
TOTAL ASSETS	52,343.00
LIABILITIES & EQUITY Liabilities Current Liabilities Accounts Payable Accounts Payable	89,771.92
Total Accounts Payable	89,771.92
Total Current Liabilities	89,771.92
Long Term Liabilities Developer Advance - Randle Case Marksheffel-Woodmen Investments	41,000.00 75,850.00
Total Long Term Liabilities	116,850.00
Total Liabilities	206,621.92
Equity Retained Earnings Net Income	-77,107.71 -77,171.21
Total Equity	-154,278.92
TOTAL LIABILITIES & EQUITY	52,343.00

12:14 PM 08/15/24 Accrual Basis

Bradley Heights Metropolitan District No. 1 Profit & Loss Budget vs. Actual January through July 2024

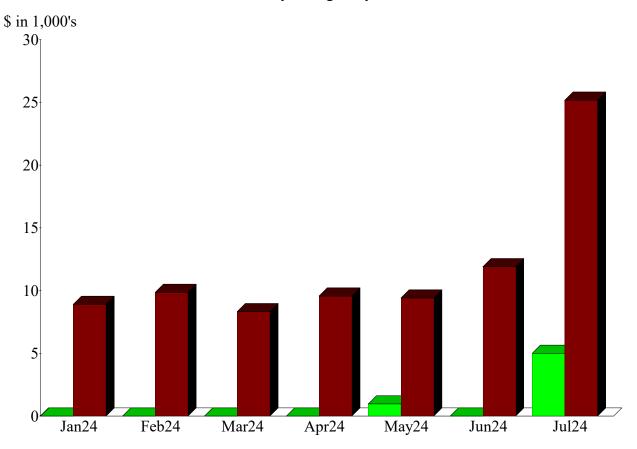
	Jul 24	Jan - Jul 24	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense					
Income					
Developer Advance	5,000.00	5,000.00	85,000.00	-80,000.00	5.88%
Transfer From District 2-O&M	0.00	973.13	2,413.00	-1,439.87	40.33%
Total Income	5,000.00	5,973.13	87,413.00	-81,439.87	6.83%
Expense					
Audit	15,375.00	15,375.00	15,375.00	0.00	100.0%
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	171.00	521.06	500.00	21.06	104.21%
District Management	5,000.00	35,000.00	60,000.00	-25,000.00	58.33%
Dues & Subscriptions (SDA) - D1	0.00	367.01	500.00	-132.99	73.4%
Dues & Subsriptions (SDA) - D2	0.00	1,237.50	1,500.00	-262.50	82.5%
Dues & Subscriptions (SDA) - D3	0.00	225.01	500.00	-274.99	45.0%
Insurance - D1	0.00	595.00	2,000.00	-1,405.00	29.75%
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	4,321.90	29,520.54	25,000.00	4,520.54	118.08%
Miscellaneous	303.22	303.22	0.00	303.22	100.0%
Total Expense	25,171.12	83,144.34	121,475.00	-38,330.66	68.45%
Net Ordinary Income	-20,171.12	-77,171.21	-34,062.00	-43,109.21	226.56%
Income	-20,171.12	-77,171.21	-34,062.00	-43,109.21	226.56%





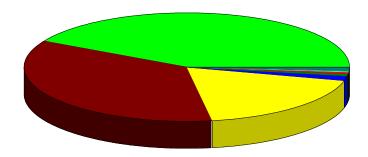
Income and Expense by Month January through July 2024





Expense Summary
January through July 2024

District Management	42.10%
Legal	35.51
Audit	18.49
Dues & Subsriptions (SDA) - D2	1.49
Insurance - D1	0.72
Copies & Postage	0.63
Dues & Subscriptions (SDA) - D1	0.44
Miscellaneous	0.36
Dues & Subscriptions (SDA) - D3	0.27
Total	\$83,144.34



Bradley Heights Metropolitan District No. 2 Balance Sheet

As of July 31, 2024

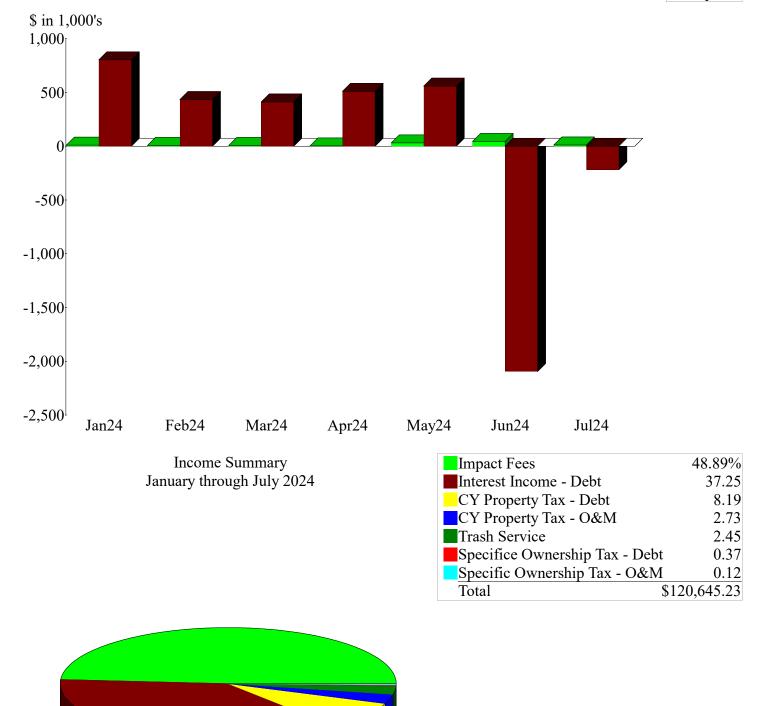
	Jul 31, 24
ASSETS	
Current Assets	
Checking/Savings ECB Checking	457,681.92
UMB Bond Account 156470.1	98,026.17
UMB - Project Fund 156470.2	2,335,769.71
Total Checking/Savings	2,891,477.80
Other Current Assets	
Due from District No 3	9.00
Accounts Receivable Other	39.00
Total Other Current Assets	48.00
Total Current Assets	2,891,525.80
Fixed Assets	
Construction in Progress	33,761,404.24
Total Fixed Assets	33,761,404.24
TOTAL ASSETS	36,652,930.04
LIABILITIES & EQUITY Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	442,041.68
Total Accounts Payable	442,041.68
Other Current Liabilities	
Retainage Payable	1,351,005.00
Accrued Interest	4,000,957.00
Total Other Current Liabilities	5,351,962.00
Total Current Liabilities	5,794,003.68
Long Term Liabilities	
Series 2021A Bonds	35,000,000.00
Total Long Term Liabilities	35,000,000.00
Total Liabilities	40,794,003.68
Equity	
Retained Earnings	-3,853,190.50
Net Income	-287,883.14
Total Equity	-4,141,073.64
TOTAL LIABILITIES & EQUITY	36,652,930.04

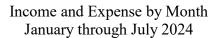
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Bradley Heights Metropolitan District No. 2 Profit & Loss Budget vs. Actual January through July 2024

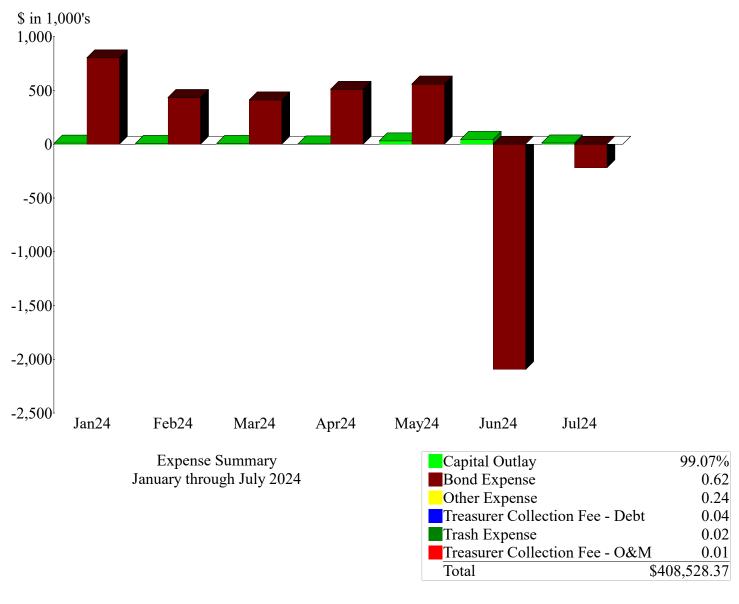
TOTAL

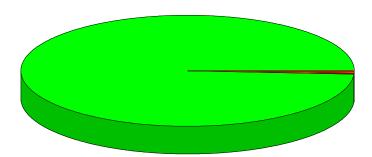
			10	IAL	
	Jul 24	Jan - Jul 24	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense					
Income					
Trash Service	1,460.00	2,961.00			
Transfer From D3 DS Taxes	0.00	0.00	523.00	-523.00	0.0%
CY Property Tax - O&M	49.04	3,291.84	4,712.00	-1,420.16	69.86%
Specific Ownership Tax - O&M	25.07	148.89	330.00	-181.11	45.12%
CY Property Tax - Debt	147.12	9,875.53	8,397.00	1,478.53	117.61%
Specifice Ownership Tax - Debt	75.22	446.65	588.00	-141.35	75.96%
Impact Fees					
Capital Facility Fees-Platting	0.00	58,980.00	119,960.00	-60,980.00	49.17%
Total Impact Fees	0.00	58,980.00	119,960.00	-60,980.00	49.17%
Total Income	1,756.45	75,703.91	134,510.00	-58,806.09	56.28%
Expense					
Bond Expense					
Bank Fees	270.06	2,523.03			
Debt Service Interest	0.00	0.00	119,960.00	-119,960.00	0.0%
Paying Agent Fee	0.00	0.00	4,000.00	-4,000.00	0.0%
Total Bond Expense	270.06	2,523.03	123,960.00	-121,436.97	2.04%
Capital Outlay					
Legal Expense	120.31	120.31			
Construction Coordination	0.00	427,380.10			
Capital Construction	-276,209.84	-497,972.76	2,076,963.00	-2,574,935.76	-23.98%
Engineering/Planning	25,531.65	393,202.67			
Project Management	31,099.10	82,014.95			
Total Capital Outlay	-219,458.78	404,745.27	2,076,963.00	-1,672,217.73	19.49%
Trash Expense	0.00	90.91			
Treasurer Collection Fee - O&M	0.74	49.01	71.00	-21.99	69.03%
Treasurer Collection Fee - Debt	2.21	147.02	126.00	21.02	116.68%
Total Expense	-219,185.77	407,555.24	2,201,120.00	-1,793,564.76	18.52%
Net Ordinary Income	220,942.22	-331,851.33	-2,066,610.00	1,734,758.67	16.06%
Other Income/Expense					
Other Income					
Interest Income - Debt	10,201.68	44,941.32	100,000.00	-55,058.68	44.94%
Total Other Income	10,201.68	44,941.32	100,000.00	-55,058.68	44.94%
Other Expense					
Other Expense					
Transfer to Dist 1 - Gen Fund	0.00	973.13	2,413.00	-1,439.87	40.33%
Total Other Expense	0.00	973.13	2,413.00	-1,439.87	40.33%
Total Other Expense	0.00	973.13	2,413.00	-1,439.87	40.33%
Net Other Income	10,201.68	43,968.19	97,587.00	-53,618.81	45.06%
Income	231,143.90	-287,883.14	-1,969,023.00	1,681,139.86	14.62%











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Bradley Heights Metropolitan District No. 3 Balance Sheet

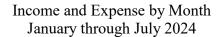
As of July 31, 2024

	Jul 31, 24
ASSETS Current Assets Checking/Savings ECB Checking	1,055.57
Total Checking/Savings	1,055.57
Total Current Assets	1,055.57
TOTAL ASSETS	1,055.57
LIABILITIES & EQUITY Liabilities Current Liabilities Other Current Liabilities Due To District 1	794.19
Total Other Current Liabilities	794.19
Total Current Liabilities	794.19
Total Liabilities	794.19
Equity Retained Earnings Net Income	-423.47 684.85
Total Equity	261.38
TOTAL LIABILITIES & EQUITY	1,055.57

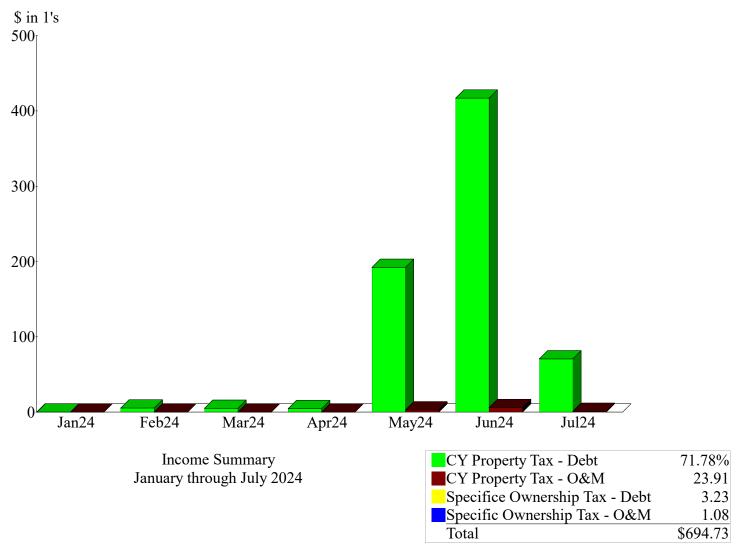
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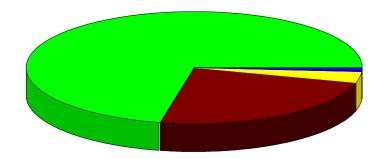
Bradley Heights Metropolitan District No. 3 Profit & Loss Budget vs. Actual January through July 2024

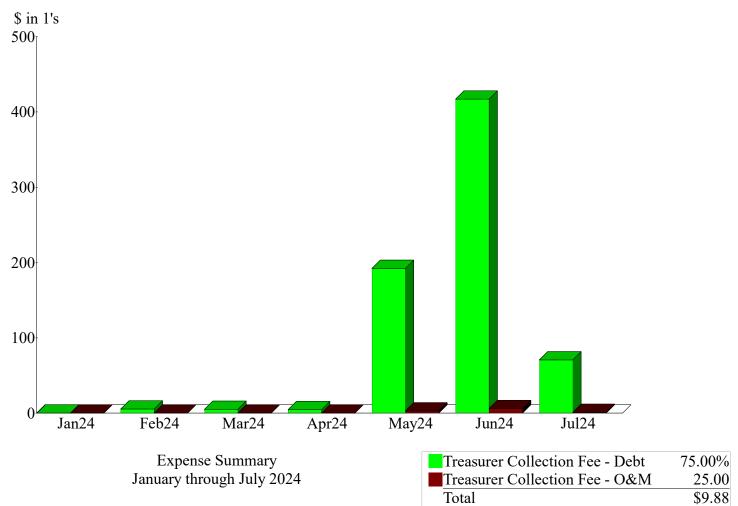
	Jul 24	Jan - Jul 24	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense					
Income					
CY Property Tax - O&M	16.40	166.14	249.00	-82.86	66.72%
Specific Ownership Tax - O&M	1.26	7.48	17.00	-9.52	44.0%
CY Property Tax - Debt	49.21	498.70	746.00	-247.30	66.85%
Specifice Ownership Tax - Debt	3.77	22.41	52.00	-29.59	43.1%
Total Income	70.64	694.73	1,064.00	-369.27	65.29%
Expense					
Transfer to D2 DS Taxes	0.00	0.00	787.00	-787.00	0.0%
Treasurer Collection Fee - O&M	0.25	2.47	4.00	-1.53	61.75%
Treasurer Collection Fee - Debt	0.74	7.41	11.00	-3.59	67.36%
Total Expense	0.99	9.88	802.00	-792.12	1.23%
Net Ordinary Income	69.65	684.85	262.00	422.85	261.39%
t Income	69.65	684.85	262.00	422.85	261.39%

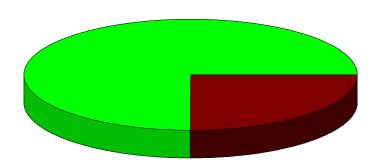














Bradley Heights Metropolitan District No. 1

PAYMENT REQUEST

8/20/2024

GENERAL FUND ACCOUNT

Company	Invoice	Date	Amount	Comments
Biggs Kofford	116410	7/30/2024	\$ 9,600.00	Audit District 2
Biggs Kofford	116411	7/30/2024	\$ 5,775.00	Audit District 3
CO Special Dist Prop & Liability F	25WC-60908-0207	8/8/2024	\$ 445.00	District 2
CO Special Dist Prop & Liability F	25WC-60910-0392	8/8/2024	\$ 445.00	District 3
White Bear Anekele	35977	7/31/2024	\$ 4,341.90	
WSDM District Managers	305	7/31/2024	\$ 5,474.22	
TOTAL			\$ 30,445.06	

\$30,445.06

Bradley Heights Metropolitan District

 Balance Per Bank 8/15/24
 2,399.23

 Current Payables
 (30,445.06)

 Prior Months Payables
 (47,945.08)

 Outstanding Dev Advance
 36,886.30

 Funds Needed
 (39,104.61)

Bradley Heights Metropolitan District #2

PAYMENT REQUEST

8/20/2024

GENERAL FUND ACCOUNT

Company	Invoice	Date	Amount	
HBS	FR4447814	7/31/2024	\$ 226.14	
UMB	10	8/7/2024	\$ 23,992.00	Century Communities
UMB	8/10/2024	8/10/2024	\$ 10,767.93	Jan-July Pledged Rev
TOTAL			\$ 34,986.07	