BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 and 3



Regular Board Meeting Tuesday, February 11, 2025, 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

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 January 14, 2025, Meeting Minutes (enclosed)
- 5. Financial Matters
 - a. Approve Unaudited Financial Reports through January 31, 2025 (enclosed)
 - b. Ratify and Approve Payables through February 11, 2025 (enclosed)
 - c. Review status of past due O&M expenses; developer advance needed
- 6. District Manager Report
 - a. Discuss Drainage Channel Financing
 - b. Update on Covenants and Architectural Submissions
 - c. Update in New Development
 - d. District Provision of Covenant Enforcement Services
- 7. President of the Board Report

a.

- 8. Detailed Discussion of Development Status Review
 - Engineering Update
 - i. Schedule
 - ii. Cash Flow
 - 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. Review and consider acceptance for Channel Improvement Proposals
- f. Redemption Hill Church
- g. Challenger Homes
- h. Bradley Ridge
- 9. General/ Administrative Matters
 - a. Discuss Private Alley Way and Metro Responsibility
 - b. District No. 1 Dissolution Timing
 - c. Review and consider proposal for Special Counsel for Delinquent Fee Collections and Foreclosure Matters; Special Counsel for Covenant and Design Guideline Enforcement Matters (under separate cover)
- 10. Other Business
 - a. Next Regular Meeting scheduled: Mach 11, 2025, 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 11th day of February, 2025, at 119 North Wahsatch Ave., Colorado Springs, CO 80903, and via tele/videoconferencing at the following: <u>https://video.cloudoffice.avaya.com/join/109995525</u> United States: <u>+1 (213) 463-4500</u> 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 January 14, 2025 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, January 14, 2025, at 9:00 a.m., at 119 N. Wahsatch Avenue, Colorado Springs, CO, and via tele/videoconference: <u>https://video.cloudoffice.avaya.com/join/451389423.</u>

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 absence)

Also in attendance were: Jak Pattamasaevi, WSDM District Managers Brenda Juarez, WSDM District Managers Amber Hardekopf, WSDM District Managers Rebecca Harris, WSDM District Managers

Sean Allen, White Bear Ankele Tanaka & Waldron, PC Legal Counsel Tom Patton, Evergreen Surety Ryan Case, Case International Jeff Odor, Matrix Design Group David Neville Nathan Steele, ROI John Radcliff, ROI Mike DeGrant, DeGrant Development Strategies, LLC Chris Grundy, Grundy Construction Management and Consulting

<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. He stated that each Director has been qualified as an eligible elector of the Districts pursuant to Colorado law. The Directors confirmed their qualifications. Mr. Pattamasaevi informed the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Pattamasaevi 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. President Case II inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest regarding 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; seconded by Director O'Sullivan. Motion passed unanimously.
- 4. Approval of December 10, 2024, Regular Meeting Minutes: After review, Director O'Sullivan moved to approve December 10, 2024, Regular Meeting Minutes as amended; seconded by Director Long. Motion passed unanimously.
- 5. Financial Matters
 - a. Approve Unaudited Financial Reports through December 31, 2024: Mr. Pattamasaevi reviewed the unaudited financials. After discussion, Director O'Sullivan motioned to approve the Unaudited Financial Reports through December 31, 2024; seconded by Director Long. Motion passed unanimously.
 - b. Ratify and Approve Payables through January 14, 2025: Mr. Pattamasaevi presented the payables. After discussion Director Long motioned to approve the payables as presented; seconded by Director O'Sullivan. Motion passed unanimously.
 - c. Review status of past due O&M expenses: Mr. Pattamasaevi reviewed the status of past due O&M expenses which were waiting for ROI developer advances.
- 6. District Manager Report
 - a. Discuss Drainage Channel Financing: The Board discussed the channel financing options with Tom Patton, a bond broker, including proposing to the Drainage Board the use of a developer(s) bond as surety in lieu of developers paying drainage fees. The Board directed Mr. Odor, Mr. DeGrant, and WSDM to work with Mr. Patton to continue efforts on researching financing for the project.
 - b. Update for Covenants and Architectural Submissions: Mr. Pattamasaevi provided an update.
 - c. Update on New Development: Mr. Pattamasaevi reported Challenger has platted Filing 5A and is in process of Filing 5B and 5C. He also noted that Challenger will look to annex the new filings into the existing covenants.

Director O'Sullivan advised that Covington Homes is purchasing lots to build 39 single family homes this year and that the builder was planning to adopt separate covenants or may seek to annex into the existing covenants. Mr. Steele advised his Filing No. 2 should be submitted this quarter.

- 7. President of the Board Report: President Case II reported that projects in progress were already on the Agenda.
- 8. Detailed Discussion of Development Status Review
 - a. Engineering Update
 - i. Schedule: Mr. Odor advised that the there was another project in the basin under design that was waiting for approval and may go to construction in the next few months. Mr. Odor also reported that channel would be three months into

construction at the time phase 1 or 2 was expected to be reimbursed and a contingency for funding was needed.

- ii. Cash Flow: Mr. Odor presented the cash flow and budget and advised that there was about \$3.5 million with the Campo Drive Construction being pushed out until the end of the year. He advised that he expected the Church reimbursement in February or March. Mr. Grundy stated the City Tax Department advised that sales tax could not be claimed if there was not a PPRBD building permit on a construction project. Furthermore, he reported that reimbursements from sales taxes would be rebated upon completion of the project instead of on a monthly basis.
- b. Plan Updates:
 - i. Roadway/ Utility/ Storm Water: Mr. Grundy provided an update and advised that the curbing and sidewalks were completed.
 - ii. Channel design: Mr. Odor provided an update in Agenda items 8a.
 - iii. 24" and 16" water line update: Mr. Grundy reported the update regarding the Water Main Extension project and that he would get the claim submitted for reimbursement. Mr. Grundy advised the CCMD's watermain was leaking and CSU was working on repairs. He also advised the 16" was not charged yet since they could not connect at the drain until the CCMD waterline was tested and approved.
 - iv. Sanitary Sewer outfall update: no update was provided.
- c. Construction Schedule/Construction Contracts Approval/Ratify/Pre-approval: After review, Director O'Sullivan moved to approve payment for application # 17; seconded by Director Long. Motion passed unanimously.
- d. Update on Construction Budget: Mr. Odor provided an update in Agenda item 6a.
- e. Review and consider acceptance for Channel Improvement Proposals: Director Case II advised that the Board not vote on a bid at this time.
- f. Redemption Hill Church: Ms. Harris advised she would contact Mr. Walker regarding Reimbursement.
- g. Challenger Homes: Update was provided under Agenda item 6c.
- h. Bradley Ridge: Discussion was had regarding needing a support wall along Bradley Ridge.
- 9.General/ Administrative Matters
 - a. District No. 1 Dissolution Timing: Mr. Allen noted that District No. 1 has served its purpose and the Board may consider pursuing its dissolution later in 2025 or 2026.
 - b. Special Counsel for Delinquent Fee Collections and Foreclosure Matters; Special Counsel for Covenant and Design Guideline Enforcement Matters: Mr. Pattamasaevi advised there were two proposals, and WSDM was waiting for a 3rd proposal before presenting all of them to the Board for review.

10. Other Business

- a. Next Regular Meeting scheduled: February 11, 2025, at 9:00 a.m.
- 11. Adjourn: President Case II moved to adjourn the meeting at 10:01 a.m.

Respectfully submitted,

By: Recording Secretary



Bradley Heights Metropolitan District No. 1 Balance Sheet As of January 31, 2025

	Jan 31, 25
ASSETS Current Assets Checking/Savings ECB - Checking	15 622 52
-	15,623.53
Total Checking/Savings	15,623.53
Accounts Receivable Accounts Receivable	26,416.35
Total Accounts Receivable	26,416.35
Other Current Assets Due From District 3 Due From District 2	785.19 445.00
Total Other Current Assets	1,230.19
Total Current Assets	43,270.07
TOTAL ASSETS	43,270.07
LIABILITIES & EQUITY Liabilities Current Liabilities Accounts Payable Accounts Payable	34,764.07
Total Accounts Payable	34,764.07
Total Current Liabilities	34,764.07
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	151,614.07
Equity Retained Earnings Net Income	-102,769.16 5,574.84
Total Equity	-108,344.00
TOTAL LIABILITIES & EQUITY	43,270.07

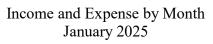
11:50 AM

02/06/25

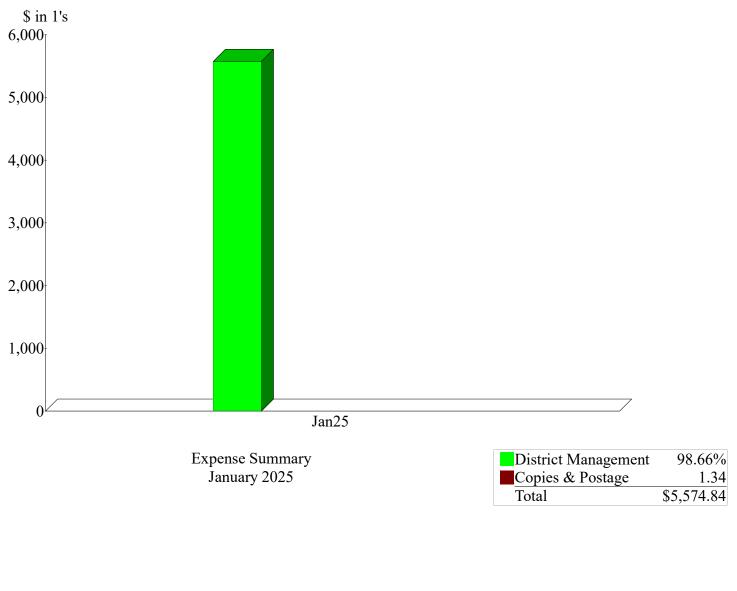
Accrual Basis

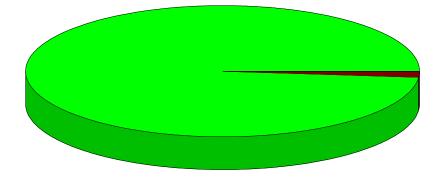
Bradley Heights Metropolitan District No. 1 Profit & Loss Budget vs. Actual January 2025

	Jan 25	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
Developer Advance	0.00	85,000.00	-85,000.00	0.0%
Transfer From District 2-Debt	0.00	51,293.00	-51,293.00	0.0%
Transfer From District 3-O&M	0.00	779.00	-779.00	0.0%
Total Income	0.00	137,072.00	-137,072.00	0.0%
Expense				
Audit	0.00	16,144.00	-16,144.00	0.00
Bank Service Charge	0.00	100.00	-100.00	0.00
Contingency	0.00	10,000.00	-10,000.00	0.0
Copies & Postage	74.84	1,000.00	-925.16	7.5
District Management	5,500.00	66,000.00	-60,500.00	8.3
Dues & Subscriptions (SDA) - D1	0.00	500.00	-500.00	0.0
Dues & Subsriptions (SDA) - D2	0.00	1,500.00	-1,500.00	0.0
Dues & Subscriptions (SDA) - D3	0.00	500.00	-500.00	0.0
Elections	0.00	10,000.00	-10,000.00	0.0
Insurance - D1	0.00	2,500.00	-2,500.00	0.0
Insurance - D2	0.00	5,000.00	-5,000.00	0.0
Insurance - D3	0.00	3,000.00	-3,000.00	0.0
Legal	0.00	30,000.00	-30,000.00	0.00
Total Expense	5,574.84	146,244.00	-140,669.16	3.89
Net Ordinary Income	-5,574.84	-9,172.00	3,597.16	60.89
et Income	-5,574.84	-9,172.00	3,597.16	60.89



Expense





Bradley Heights Metropolitan District No. 2 Balance Sheet As of January 31, 2025

	Jan 31, 25
ASSETS Current Assets Checking/Savings	
ECB Checking	27,320.49
UMB Bond Account 156470.1 UMB - Project Fund 156470.2	167.17 3,066,004.01
Total Checking/Savings	3,093,491.67
Accounts Receivable Accounts Receivable	402,662.04
Total Accounts Receivable	402,662.04
Other Current Assets Due from District No 3 Accounts Receivable Other Property Tax Receivable	9.00 39.00 142,897.00
Total Other Current Assets	142,945.00
Total Current Assets	3,639,098.71
Fixed Assets Construction in Progress	33,970,464.58
Total Fixed Assets	33,970,464.58
TOTAL ASSETS	37,609,563.29
LIABILITIES & EQUITY Liabilities Current Liabilities Accounts Payable	
Accounts Payable	16,061.39
Total Accounts Payable	16,061.39
Other Current Liabilities Retainage Payable	1,351,005.00
Accrued Interest	4,000,957.00
Due to District 1 Deferred Poperty Tax Revenue	445.00 142,897.00
Total Other Current Liabilities	5,495,304.00
Total Current Liabilities	5,511,365.39
Long Term Liabilities Series 2021A Bonds	35,000,000.00
Total Long Term Liabilities	35,000,000.00
Total Liabilities	40,511,365.39
Equity Retained Earnings Net Income	-2,874,025.55 -27,776.55
Total Equity	-2,901,802.10
TOTAL LIABILITIES & EQUITY	37,609,563.29

12:52 PM 02/06/25 Accrual Basis

Bradley Heights Metropolitan District No. 2 Profit & Loss Budget vs. Actual January 2025

GENERAL FUND

Jan 25 Budget \$ Over Budget % of Budget **Ordinary Income/Expense** Income **Trash Service** 0.00 11,728.00 -11,728.00 0.0% **CY Property Taxes** 0.00 51,293.00 -51,293.00 0.0% Specifice Ownership Tax 0.00 -769.00 0.0% 769.00 0.00 63,790.00 -63,790.00 0.0% **Total Income** Expense **Bond Expense Bank Fees** 4.75 **Total Bond Expense** 4.75 **Trash Expense** 805.80 11,728.00 -10,922.20 6.87% **Treasurers Collection Fee** 0.00 -769.00 0.0% 769.00 **Total Expense** 810.55 12,497.00 -11,686.45 6.49% **Net Ordinary Income** -810.55 51,293.00 -52,103.55 -1.58% **Other Income/Expense Other Expense Other Expense** Transfer to Dist 1 - Gen Fund 0.00 51,293.00 -51,293.00 0.0% **Total Other Expense** 0.00 51,293.00 -51,293.00 0.0% **Total Other Expense** 0.00 51,293.00 -51,293.00 0.0% 0.00 -51,293.00 51,293.00 0.0% **Net Other Income** Net Income -810.55 0.00 -810.55 100.0%

1:08 PM 02/06/25 Accrual Basis

Bradley Heights Metropolitan District No. 2 Profit & Loss Budget vs. Actual January 2025

Debt Service Fund

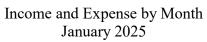
	Jan 25	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
Transfer From D3 DS Taxes	0.00	958.00	-958.00	0.0%
CY Property Taxes	0.00	91,604.00	-91,604.00	0.0%
Specifice Ownership Tax	0.00	6,412.00	-6,412.00	0.0%
Facility Fees	0.00	535,752.00	-535,752.00	0.0%
Impact Fees	0.00	106,943.00	-106,943.00	0.0%
Total Income	0.00	741,669.00	-741,669.00	0.0%
Expense				
Bond Expense				
Bank Fees	3.20			
Debt Service Interest	0.00	535,752.00	-535,752.00	0.0%
Paying Agent Fee	0.00	4,000.00	-4,000.00	0.0%
Total Bond Expense	3.20	539,752.00	-539,748.80	0.0%
Treasurers Collection Fee	0.00	1,374.00	-1,374.00	0.0%
Total Expense	3.20	541,126.00	-541,122.80	0.0%
Net Ordinary Income	-3.20	200,543.00	-200,546.20	-0.0%
Other Income/Expense				
Other Income				
Other Income				
Interest Income - Debt	0.62			
Total Other Income	0.62			
Total Other Income	0.62			
Other Expense				
Other Expense				
Transfer to Cap Projects Fund	0.00	106,943.00	-106,943.00	0.0%
Total Other Expense	0.00	106,943.00	-106,943.00	0.0%
Total Other Expense	0.00	106,943.00	-106,943.00	0.0%
Net Other Income	0.62	-106,943.00	106,943.62	-0.0%
Income	-2.58	93,600.00	-93,602.58	-0.0%

1:14 PM 02/06/25 Accrual Basis

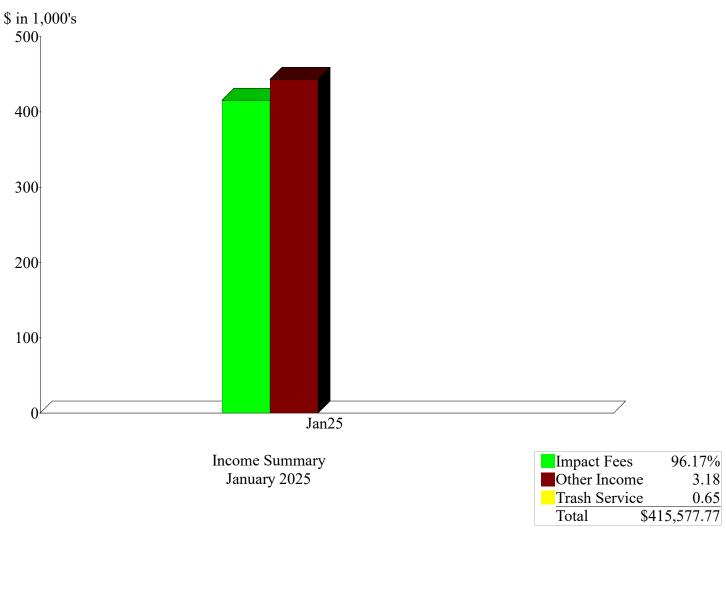
Bradley Heights Metropolitan District No. 2 Profit & Loss Budget vs. Actual January 2025

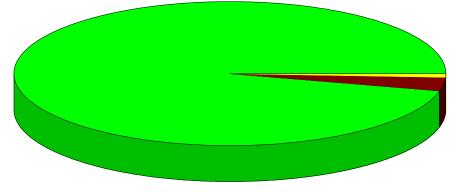
Capital Projects Fund

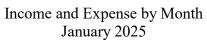
	Jan 25	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
Redemption Hill Church Reimb				
Development	0.00	420,000.00	-420,000.00	0.00
Drainage Fee	0.00	90,289.00	-90,289.00	0.0
Total Redemption Hill Church Reimb	0.00	510,289.00	-510,289.00	0.0
Waterline Refund				
CSU	0.00	1,250,000.00	-1,250,000.00	0.0%
Total Waterline Refund	0.00	1,250,000.00	-1,250,000.00	0.0%
Total Income	0.00	1,760,289.00	-1,760,289.00	0.00
Expense				
Bank Fees	233.33	3,000.00	-2,766.67	7.789
Capital Outlay				
Capital Construction	432,861.24	7,000,000.00	-6,567,138.76	6.189
Engineering/Planning	4,135.00			
Project Management	5,311.00			
Total Capital Outlay	442,307.24	7,000,000.00	-6,557,692.76	6.329
Total Expense	442,540.57	7,003,000.00	-6,560,459.43	6.329
Net Ordinary Income	-442,540.57	-5,242,711.00	4,800,170.43	8.440
Other Income/Expense				
Other Income				
Other Income				
Interest Income - Debt	13,222.46			
Transfer from Debt Service Fund	0.00	106,943.00	-106,943.00	0.0
Total Other Income	13,222.46	106,943.00	-93,720.54	12.369
Total Other Income	13,222.46	106,943.00	-93,720.54	12.369
Net Other Income	13,222.46	106,943.00	-93,720.54	12.369
Income	-429,318.11	-5,135,768.00	4,706,449.89	8.36%



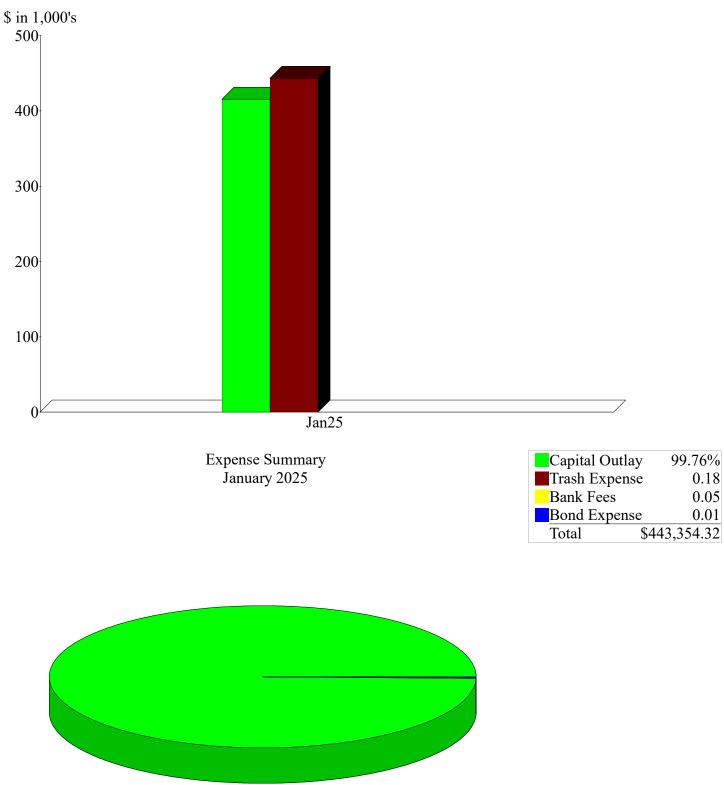
Income Expense







Income Expense





Bradley Heights Metropolitan District No. 1 PAYMENT REQUEST 2/11/2025

GENERAL FUND ACCOUNT

Company	Invoice	Date	Amount	Comments
CO Special Dist Prop & Liability F	25PL-606121130	9/25/2024	\$ 1,941.00	Approved - remains unpaid
Mailing Services, Inc.	5/22/1954	11/15/2024	\$ 61.97	Approved - remains unpaid
Mailing Services, Inc.	2/14/1955	1/8/2025	\$ 74.84	
Mountain View Electric	Multiple	11/6/2024	\$ 177.99	Approved - remains unpaid
TCW Risk Management	13969	10/3/2024	\$ 695.00	Approved - remains unpaid
White Bear Anekele	36942	9/30/2024	\$ 1,119.30	Approved - remains unpaid
White Bear Anekele	37434	10/31/2024	\$ 238.31	Approved - remains unpaid
White Bear Anekele	37935	11/30/2024	\$ 1,612.60	Approved - remains unpaid
White Bear Anekele	38467	12/31/2024	\$ 2,934.07	Approved - remains unpaid
WSDM District Managers	434	9/30/2024	\$ 5,010.59	Approved - remains unpaid
WSDM District Managers	460	10/31/2024	\$ 5,000.00	Approved - remains unpaid
WSDM District Managers	509	11/30/2024	\$ 5,139.81	Approved - remains unpaid
WSDM District Managers	556	12/31/2024	\$ 5,258.59	Approved - remains unpaid
WSDM District Managers	600	1/31/2025	\$ 5,500.00	
WSDM District Managers				
WSDM District Managers				
TOTAL			\$ 34,764.07	

\$34,764.07

Bradley Heights Metropolitan District

Balance Per Bank 2/6/25	15,623.53
Current Payables	(5,574.84)
Prior Months Payables	(29,189.23)
Outstanding Dev Advance	26,416.35
Funds Needed	7,275.81

Bradley Heights Metropolitan District No. 2 PAYMENT REQUEST 2/11/2025 **GENERAL FUND ACCOUNT**

Company	Invoice	Date	Amount	Comments
HBS Trash	FR4940226	12/31/2024	\$ 720.00	Approved 1/14/25
	FR5043912	1/31/2025	\$ 805.80	
Mountain View Electric	106055500	12/4/2024	\$ 40.59	Approved 1/14/25
UMB Bank	122424	12/24/2024	\$ 14,495.00	Approved 1/14/25
TOTAL			\$ 16,061.39	

\$16,061.39

Bradley Heights Metropolitan District

Balance Per Bank2/5/25	27,507.83
Current Payables	(16,061.39)
Funds Needed	11,446.44