

BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 and 3

Regular Board Meeting
Tuesday, May 10, 2022 at 9:00 AM
119 N. Wahsatch Ave.
Colorado Springs, Colorado 80903
and

Via tele/videoconference
<https://meet.goto.com/547622885>
United States: [+1 \(646\) 749-3122](tel:+16467493122)
Access Code: 547-622-885

Board of Director	Title	Term
Randle W Case II	President	May 2023
Bryan T Long	Vice-President	May 2023
Ray O'Sullivan	Treasurer/ Secretary	May 2025
Robert Case	Assistant Secretary	May 2025
VACANT	Assistant Secretary	May 2023

AGENDA

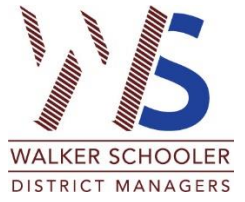
1. Call to order
2. Declaration of Quorum/Director Qualifications/ Disclosure Matters
3. Approval of Agenda
4. Board Vacancies - Consider appointment of Jim Byers
5. Approval of April 12, 2022, Meeting Minutes (see attached)
6. District Manager Report
7. President of the Board Report
8. Development Status Review
 - a. Engineering Update
 - Schedule
 - b. Plan Updates
 - Roadway/ Utility/ Storm Water
 - c. Redemption Hill Church
 - d. Challenger Homes
 - e. Bradley Ridge
 - f. Widefield School Update
 - g. Park and School fee analysis – Kevin (see attached)
9. Financial Matters
 - a. Discuss and direct action on plan for investment of Bond Funds (see attached information)
 - b. Approve Unaudited Financial Reports for April 30, 2022 (see attached)
 - c. Payables for May 10, 2022 (see attached)
 - d. Hearing on establishing a fee for collection of drainage platting fee by the District.
 - e. Approval/Ratify/Pre-approval contracts
10. Discuss City/District IGA Regarding Project Fund Surety In Lieu of LOC
11. Other Business
 - a. Next Regular Meeting scheduled: June 14, 2022, at 9:00 a.m.

12. 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 meetings at 9:00 AM on Tuesday, the 10th day of May at 119 North Wahsatch Ave., Colorado Springs, CO 80903, and via tele/videoconferencing at the following: <https://meet.goto.com/547622885> United States: Access Code: 547-622-885 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 APRIL 12, 2022
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 12, 2022, at 9:00 a.m., at 119 N. Wahsatch Avenue, Colorado Springs, CO, and at the tele/videoconference platform of GoToMeeting link: <https://meet.goto.com/547622885>.

Attendance

In attendance were Directors:

Randle Case II, President
Bryan Long, Vice President
Robert Case, Assistant Secretary
Ray O'Sullivan, Assistant Secretary

Also in attendance were:

K. Sean Allen, Esq., White Bear Ankele Tanaka & Waldron
Kevin Walker, WSDM
Rebecca Hardekopf, WSDM
Eric Smith, Matrix Design Group, District Engineer
Chris Grundy, Project Manager
David Neville, Kiemele Family Partnerships
Jeff Odor, Matrix Design Group
Nate Mast, Redemption Hill Church
Tony Gordon, Redemption Hill Church
Jim Byers, Challenger Homes

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.

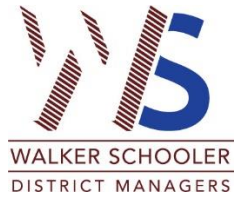
1. Call to order: The meeting was called to order by President Case II at 9:00 a.m.
2. Declaration of Quorum/Director Qualifications/ Disclosure Matters: President Randle Case II indicated that a quorum of the Boards was present and stated that each Director has been qualified as an eligible elector 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. Mr. Walker 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: President Case II requested the Board add a potential Executive Session to consult with legal counsel under Financial Matters. Director Long moved to approve the Agenda as amended; seconded by Director O'Sullivan. Motion passed unanimously.

4. Board Vacancy: There was no discussion.
5. Approval of March 8, 2022 Meeting Minutes: After review, Director Robert Case moved to approve the March 8, 2022 Meeting Minutes as presented; seconded by Director O'Sullivan. Motion passed unanimously.
6. District Manager Report: Mr. Walker reported he has been working construction **agreements** and preparing to issue the contract for construction. The auditors have also been preparing for the District Audit.
7. President of the Board Report: President Case II noted that updates and discussion will be had later in the Agenda. He reported that work continues with the City on the final disposition of the excess right of way.
8. Development Status Review
 - a. Engineering Update: Mr. Odor updated the Board and noted they are waiting on document approvals and signatures from the City. Phase 2 is in the review and approval process, and he anticipates those in the next couple months. Mr. Grundy discussed the RFP for infrastructure work for Phases 1 and 2 and he noted three bids were received.
 - Schedule: Mr. Grundy noted the schedule will be updated once an RFP is awarded.
 - b. Plan Updates
 - Roadway, Utility, Stormwater: Mr. Odor reported that these items are in progress or nearing approval in Phase 1 with Phase 2 following.
 - c. Redemption Hill Church: Mr. Gordon reported that the 5th review of their development plan was received, and they hope to have things wrapped up in the next few weeks.
 - d. Challenger Homes: Mr. Byers reported they are waiting on final approval of the development plans for Filings 1 and 2. Final plats have been submitted for both Filings 1 and 2. Development plans for Filings 3 - 6 are pending submittal. Earth work is ongoing with wet utilities to start mid-May. There are roughly 400 lots total for Filings 1 - 6. Mr. Byers said he anticipates recording plats in early July. The Board discussed plans for fencing and cattle in the area.
 - e. Bradley Ridge: Director O'Sullivan provided an update and reported the Kiemele parcel was submitted and accepted by the City for the application for development plans. He noted they continue to work on the school plans.
 - f. Widefield School Update: Mr. Walker noted he will work on figuring out school fees with the owners.
9. Financial Matters
 - a. Discuss Developer Advance Agreements / Reimbursements
 - Operation and Administrative Advance and Reimbursement Agreement with developers including Challenger and ROI: Mr. Walker presented the form of Operation and Administrative Advance and Reimbursement Agreement to be used with developers who make advances to the Districts for administrative and operational expenses. Director Long moved to accept the use and entering into the Operation and Administrative Advance and Reimbursement Agreement with developers including Challenger and ROI subject to execution and review by legal counsel; seconded by Director Robert Case. Motion passed unanimously.
 - Developer Infrastructure Acquisition and Reimbursement Agreement with Challenger and ROI: Mr. Walker presented the Developer Infrastructure Acquisition and Reimbursement Agreements with Challenger and ROI. Director Long moved to accept the Developer Infrastructure Acquisition and Reimbursement Agreements with Challenger and ROI; seconded by Director Robert Case. Motion passed unanimously.

- Discuss responsibility for demolition of the 12" water line through the property: Discussion regarding the water line that crosses through the District's right of way and into private property. The expense has not been budgeted for and the Board questioned is who is the responsible party for the demolition.
 - b. Approve Unaudited Financial Reports for March 31, 2022: After review, Director O'Sullivan moved to approve the Unaudited Financial Reports for March 31, 2022; seconded by Director Robert Case. Motion passed unanimously.
 - c. Payables for April 12, 2022: After review, Director O'Sullivan moved to approve the Payables for April 12, 2022; seconded by Director Robert Case. Motion passed unanimously.
 - d. Discuss drainage, platting and building permit fees collection by the District: Mr. Walker discussed the District's collection of drainage fees instead of payment to the City. The Board will take action on this item at the next meeting.
 - e. Approval/Ratify/Pre-approval contracts: The Board decided there was no need for an executive session to discuss with legal counsel.
 - Matrix design of Phase 2 Design contract: Director O'Sullivan moved to approve Matrix design of Phase 2 Design contract; seconded by Director Long. Motion passed unanimously.
 - Drainage design- CLOMR/LOMR and other channel revisions: Director O'Sullivan moved to approve the Drainage design – CLOMR/LOMR and other channel revisions; seconded by Director Long. Motion passed unanimously.
 - Review bids for Phase 1 and 2 RFP and award: The Board reviewed the bids for Phase 1 and 2 RFP. Mr. Grundy recommended Wildcat from both a price and schedule perspective. Director O'Sullivan noted he has a good working relationship with Wildcat from projects past. The Board confirmed with Mr. Grundy that the RFP process has met all of the criteria for the conditions of the Metro District for receiving an open public bid. After Board review of all bids, Director O'Sullivan moved to proceed and award the bid to Wildcat; seconded by Director Robert Case. Motion passed unanimously.
 - Mr. Grundy presented four bids for the Testing Inspection. He recommended Entech based on them providing the best price and being the geotechnical engineer. After Board review of all bids, Director Long moved to accept Entech's bid; seconded by Director Robert Case. Motion passed unanimously.
10. Discuss City/District IGA Regarding Project Fund Surety In Lieu of LOC: Mr. Walker noted there were no updates to discuss.
11. Other Business
- a. Next Regular Meeting scheduled: May 10, 2022, at 9:00 AM.
12. Adjourn: The Board adjourned the meeting at 10:30 AM.

Respectfully Submitted,

By: Kevin Walker for the Recording Secretary



Balance Sheet

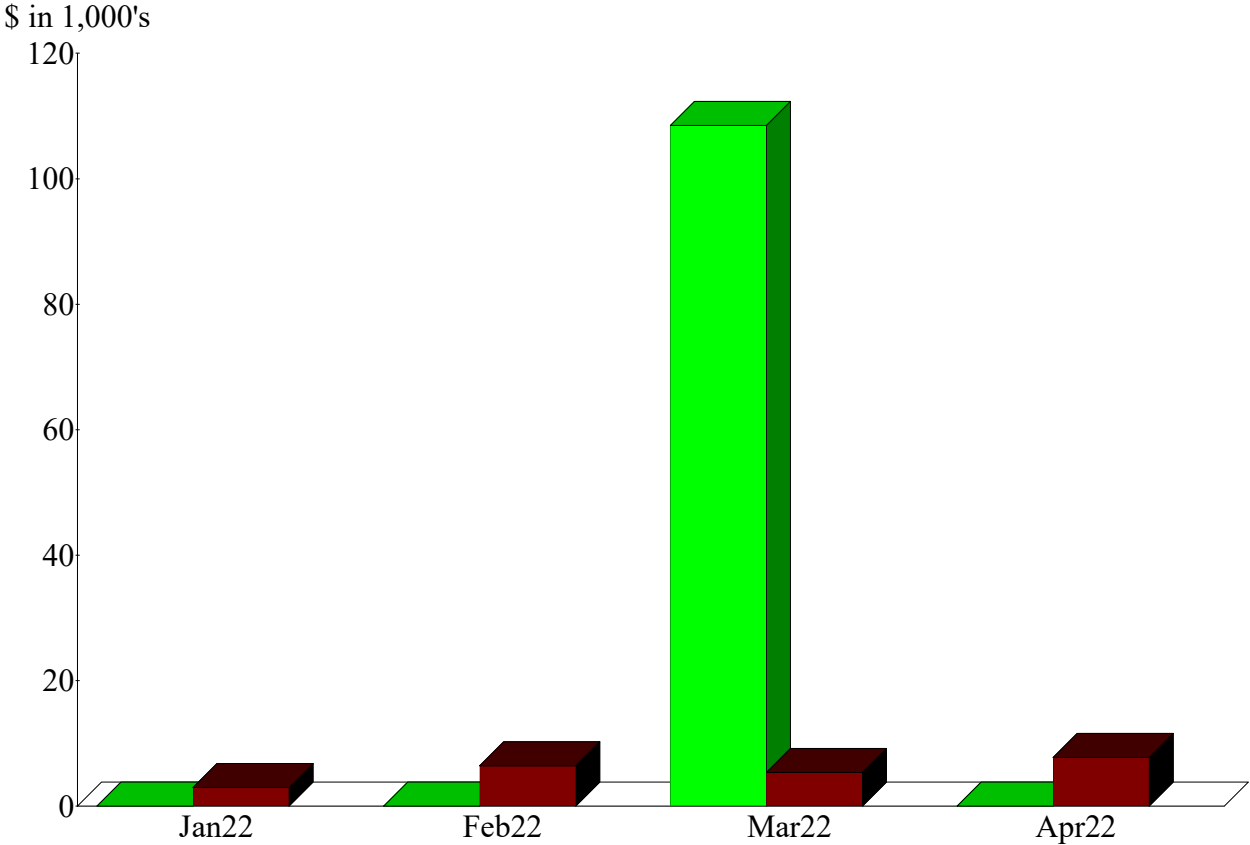
As of April 30, 2022

	Apr 30, 22
ASSETS	
Current Assets	
Checking/Savings	
ECB - Checking	33,365.83
Total Checking/Savings	33,365.83
Accounts Receivable	
Accounts Receivable	56,500.00
Total Accounts Receivable	56,500.00
Other Current Assets	
Due From District 3	910.00
Due From District 2	1,200.00
Total Other Current Assets	2,110.00
Total Current Assets	91,975.83
TOTAL ASSETS	91,975.83
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	7,797.06
Total Accounts Payable	7,797.06
Total Current Liabilities	7,797.06
Long Term Liabilities	
Developer Advance - Randle Case	41,000.00
Marksheffel-Woodmen Investments	75,850.00
Total Long Term Liabilities	116,850.00
Total Liabilities	124,647.06
Equity	
Retained Earnings	-118,544.63
Net Income	85,873.40
Total Equity	-32,671.23
TOTAL LIABILITIES & EQUITY	91,975.83

Bradley Heights Metropolitan District No. 1
Profit & Loss Budget vs. Actual
January through April 2022

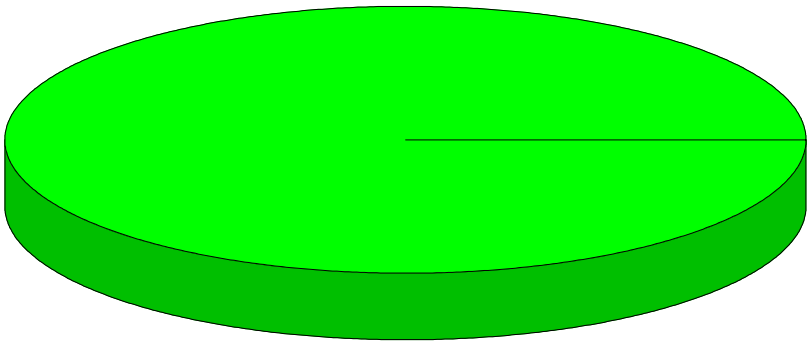
	TOTAL				
	Apr 22	Jan - Apr 22	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense					
Income					
Developer Advance	0.00	108,500.00	70,000.00	38,500.00	155.0%
Transfer From District 2-O&M	0.00	0.00	209.10	-209.10	0.0%
Transfer From District 3-O&M	0.00	0.00	319.03	-319.03	0.0%
Total Income	0.00	108,500.00	70,528.13	37,971.87	153.84%
Expense					
Audit	0.00	0.00	8,500.00	-8,500.00	0.0%
Bank Service Charge	0.00	0.00	100.00	-100.00	0.0%
Contingency	0.00	0.00	5,000.00	-5,000.00	0.0%
Copies & Postage	119.98	221.78	1,000.00	-778.22	22.18%
District Management	3,000.00	12,000.00	36,000.00	-24,000.00	33.33%
Dues & Subscriptions (SDA) - D1	0.00	1,237.50	500.00	737.50	247.5%
Dues & Subscriptions (SDA) - D2	0.00	225.71	500.00	-274.29	45.14%
Dues & Subscriptions (SDA) - D3	0.00	225.01	500.00	-274.99	45.0%
Elections	177.33	1,459.60			
Insurance - D1	0.00	0.00	1,600.00	-1,600.00	0.0%
Insurance - D2	0.00	0.00	3,000.00	-3,000.00	0.0%
Insurance - D3	0.00	0.00	1,600.00	-1,600.00	0.0%
Legal	4,499.75	7,257.00	10,000.00	-2,743.00	72.57%
Total Expense	7,797.06	22,626.60	68,300.00	-45,673.40	33.13%
Net Ordinary Income	-7,797.06	85,873.40	2,228.13	83,645.27	3,854.06%
Net Income	-7,797.06	85,873.40	2,228.13	83,645.27	3,854.06%

Income and Expense by Month
January through April 2022



Income Summary
January through April 2022

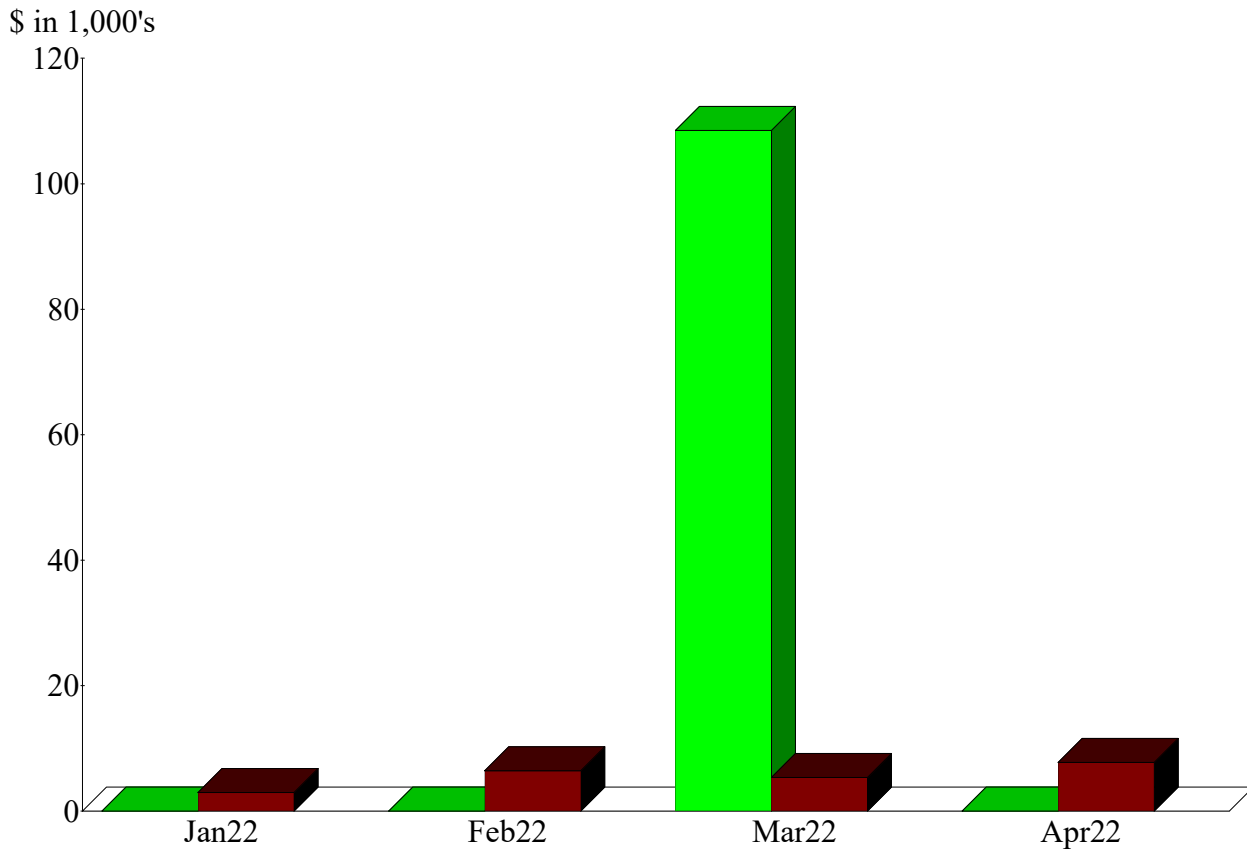
Developer Advance	100.00%
Total	\$108,500.00



By Account

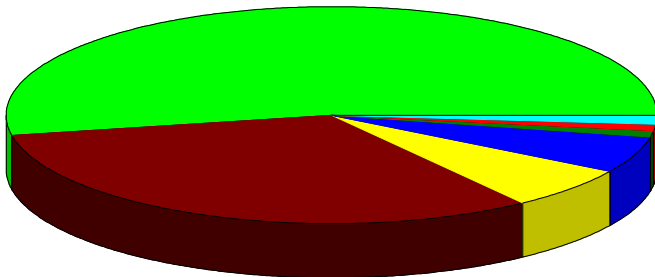
Income and Expense by Month January through April 2022

Income
Expense



Expense Summary January through April 2022

District Management	53.03%
Legal	32.07
Elections	6.45
Dues & Subscriptions (SDA) - D1	5.47
Dues & Subscriptions (SDA) - D2	1.00
Dues & Subscriptions (SDA) - D3	0.99
Copies & Postage	0.98
Total	\$22,626.60



By Account

Balance Sheet

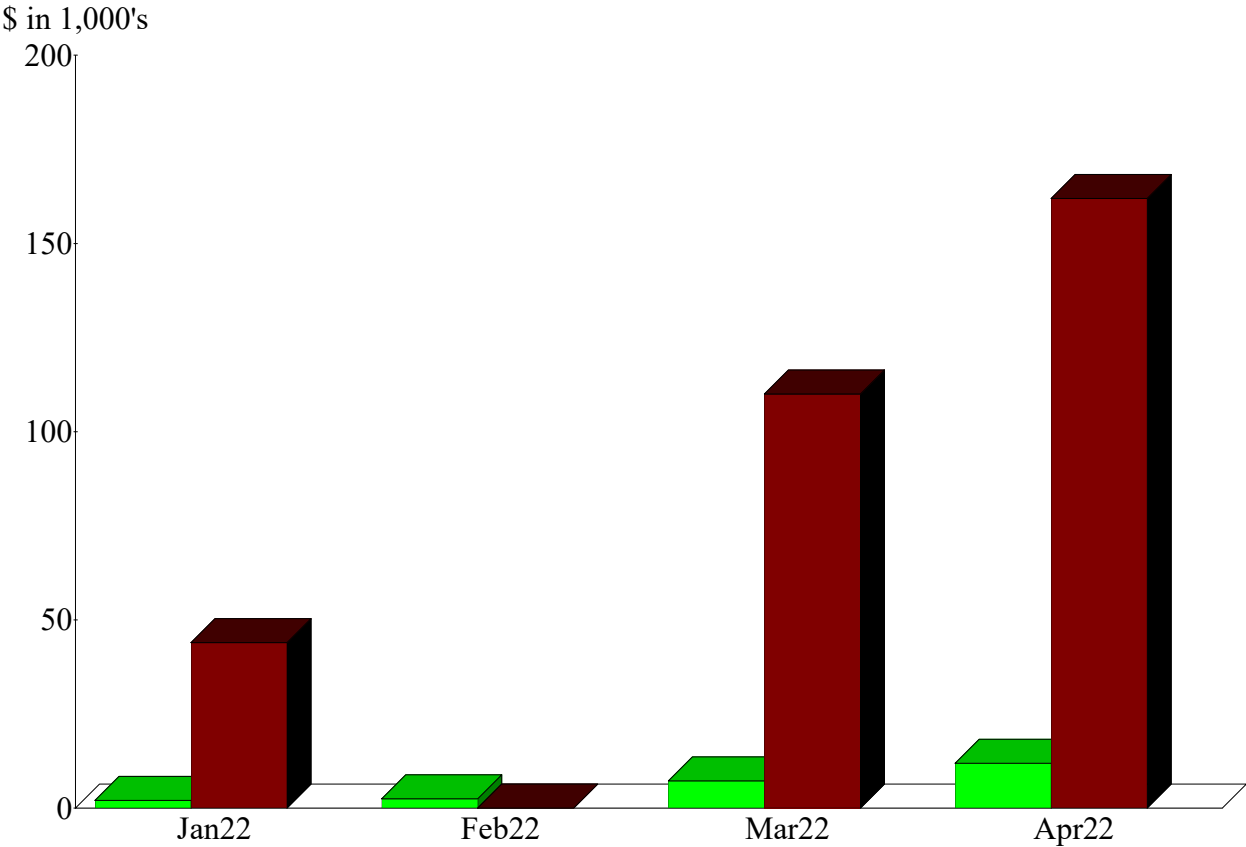
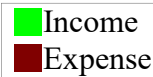
As of April 30, 2022

	Apr 30, 22
ASSETS	
Current Assets	
Checking/Savings	
ECB Checking	434.87
UMB - Project Fund 156470.2	33,520,609.16
Total Checking/Savings	33,521,044.03
Other Current Assets	
Property Tax Receivable	463.40
Total Other Current Assets	463.40
Total Current Assets	33,521,507.43
TOTAL ASSETS	33,521,507.43
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Due to District 1	1,200.00
Deferred Property Tax Revenue	463.40
Total Other Current Liabilities	1,663.40
Total Current Liabilities	1,663.40
Long Term Liabilities	
Series 2021A Bonds	35,000,000.00
Total Long Term Liabilities	35,000,000.00
Total Liabilities	35,001,663.40
Equity	
Retained Earnings	-1,187,928.41
Net Income	-292,227.56
Total Equity	-1,480,155.97
TOTAL LIABILITIES & EQUITY	33,521,507.43

Bradley Heights Metropolitan District No. 2
Profit & Loss Budget vs. Actual
January through April 2022

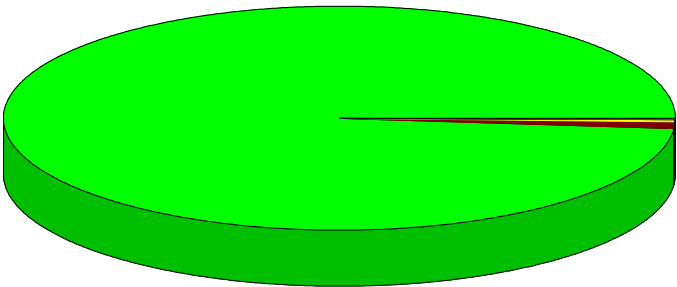
	TOTAL				
	Apr 22	Jan - Apr 22	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense					
Income					
CY Property Tax - O&M	3.80	82.35	198.20	-115.85	41.55%
Specific Ownership Tax - O&M	1.85	5.01	13.87	-8.86	36.12%
CY Property Tax - Debt	11.40	247.05	594.60	-347.55	41.55%
Specifice Ownership Tax - Debt	5.54	15.03	41.62	-26.59	36.11%
Total Income	22.59	349.44	848.29	-498.85	41.19%
Expense					
Capital Outlay					
Engineering/Planning	153,957.40	284,016.92			
Project Management	7,995.00	31,980.00			
Total Capital Outlay	161,952.40	315,996.92			
Treasurer Collection Fee - O&M	0.07	1.25	2.97	-1.72	42.09%
Treasurer Collection Fee - Debt	0.17	3.70	8.92	-5.22	41.48%
Total Expense	161,952.64	316,001.87	11.89	315,989.98	2,657,711.27%
Net Ordinary Income	-161,930.05	-315,652.43	836.40	-316,488.83	-37,739.41%
Other Income/Expense					
Other Income					
Interest Income - Debt	11,900.49	23,424.87			
Total Other Income	11,900.49	23,424.87			
Other Expense					
Other Expense					
Transfer to Dist 1 - Gen Fund	0.00	0.00	209.10	-209.10	0.0%
Total Other Expense	0.00	0.00	209.10	-209.10	0.0%
Total Other Expense	0.00	0.00	209.10	-209.10	0.0%
Net Other Income	11,900.49	23,424.87	-209.10	23,633.97	-11,202.71%
Net Income	<u>-150,029.56</u>	<u>-292,227.56</u>	<u>627.30</u>	<u>-292,854.86</u>	<u>-46,584.98%</u>

Income and Expense by Month
January through April 2022



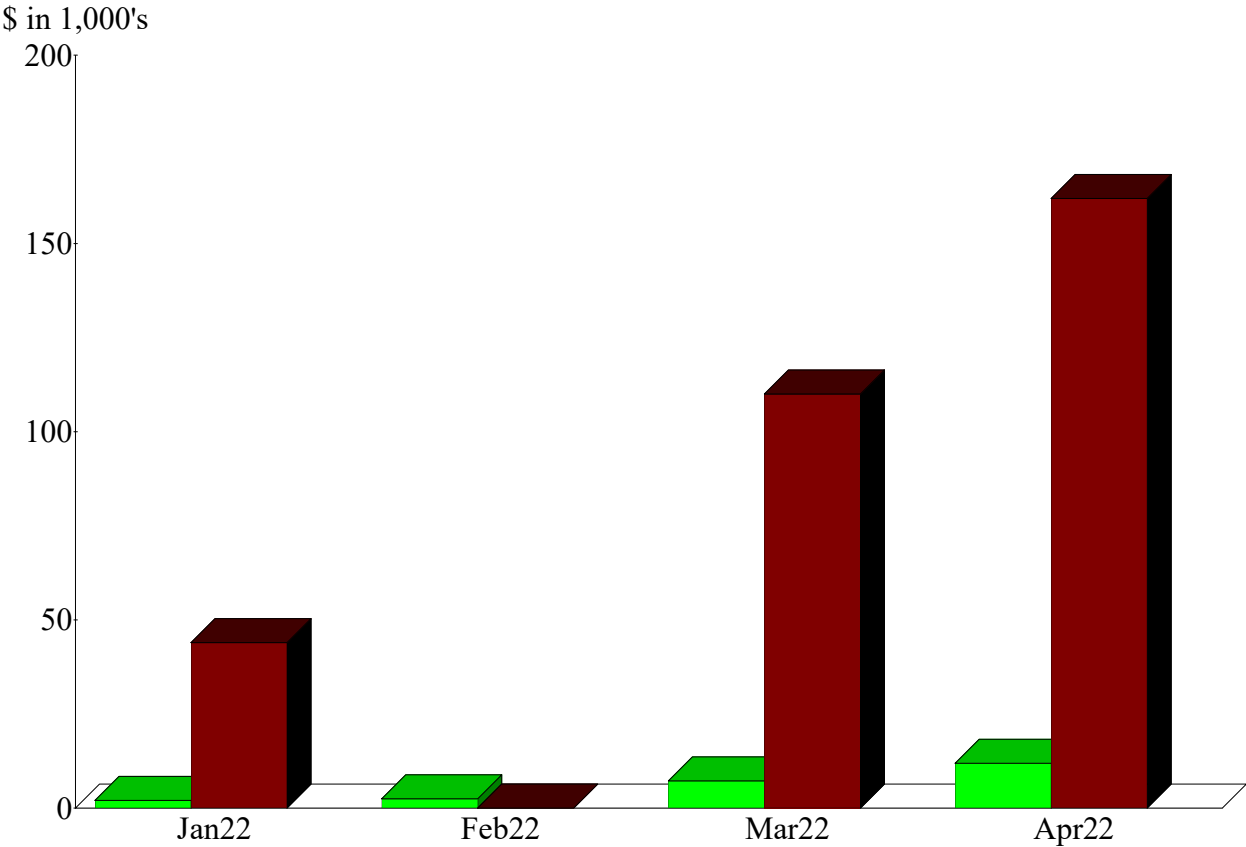
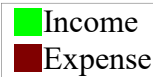
Income Summary
January through April 2022

Interest Income - Debt	98.53%
CY Property Tax - Debt	1.04
CY Property Tax - O&M	0.35
Specifice Ownership Tax - Debt	0.06
Specific Ownership Tax - O&M	0.02
Total	\$23,774.31



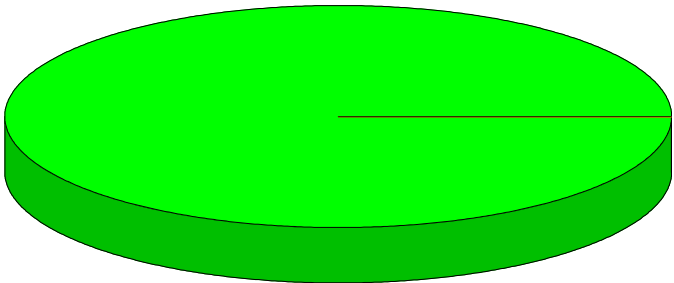
By Account

Income and Expense by Month
January through April 2022



Expense Summary
January through April 2022

Capital Outlay	100.00%
Treasurer Collection Fee - Debt	0.01
Treasurer Collection Fee - O&M	0.01
Total	\$316,001.87



By Account

Balance Sheet

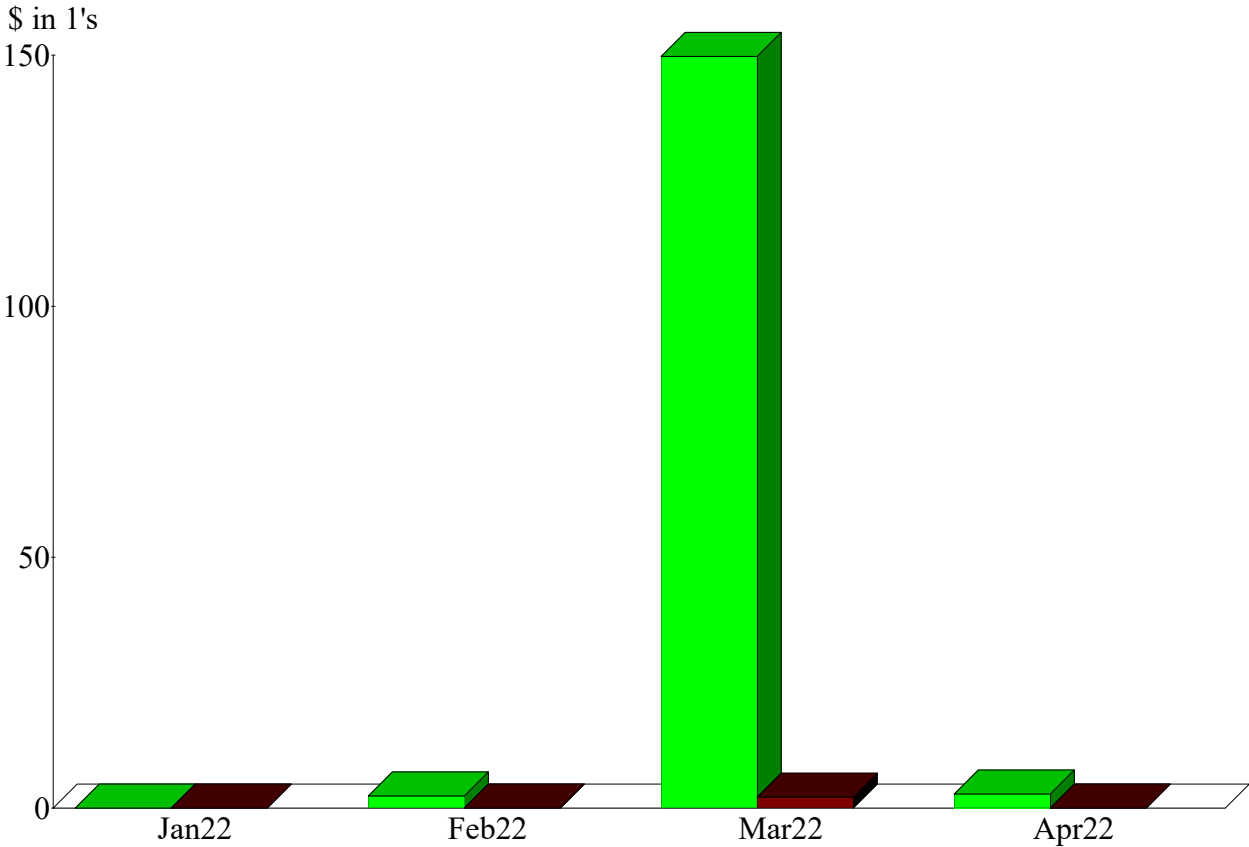
As of April 30, 2022

	Apr 30, 22
ASSETS	
Current Assets	
Checking/Savings	
ECB Checking	225.37
Total Checking/Savings	225.37
Other Current Assets	
Property Tax Receivable	155.00
Total Other Current Assets	155.00
Total Current Assets	380.37
TOTAL ASSETS	380.37
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Due To District 1	910.00
Deferred Property Tax Revenue	155.00
Total Other Current Liabilities	1,065.00
Total Current Liabilities	1,065.00
Total Liabilities	1,065.00
Equity	
Retained Earnings	-837.47
Net Income	152.84
Total Equity	-684.63
TOTAL LIABILITIES & EQUITY	380.37

Bradley Heights Metropolitan District No. 3
Profit & Loss Budget vs. Actual
January through April 2022

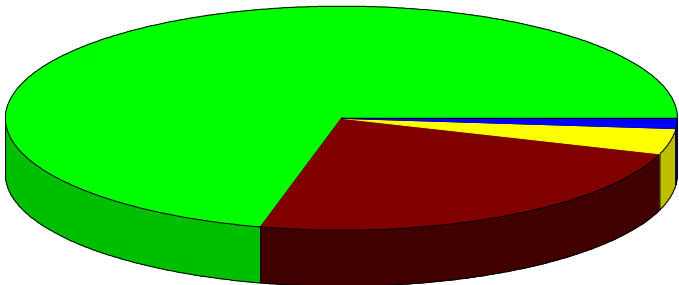
	TOTAL				
	Apr 22	Jan - Apr 22	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense					
Income					
CY Property Tax - O&M	0.00	36.85	75.60	-38.75	48.74%
Specific Ownership Tax - O&M	0.71	1.92	5.29	-3.37	36.3%
CY Property Tax - Debt	0.00	110.55	226.80	-116.25	48.74%
Specifice Ownership Tax - Debt	2.11	5.73	15.88	-10.15	36.08%
Total Income	2.82	155.05	323.57	-168.52	47.92%
Expense					
Treasurer Collection Fee - O&M	0.00	0.55	1.13	-0.58	48.67%
Treasurer Collection Fee - Debt	0.00	1.66	3.40	-1.74	48.82%
Total Expense	0.00	2.21	4.53	-2.32	48.79%
Net Ordinary Income	2.82	152.84	319.04	-166.20	47.91%
Other Income/Expense					
Other Expense					
Other Expense					
Transfer to Dist 1 - Gen Fund	0.00	0.00	319.04	-319.04	0.0%
Total Other Expense	0.00	0.00	319.04	-319.04	0.0%
Total Other Expense	0.00	0.00	319.04	-319.04	0.0%
Net Other Income	0.00	0.00	-319.04	319.04	0.0%
Net Income	2.82	152.84	0.00	152.84	100.0%

Income and Expense by Month January through April 2022



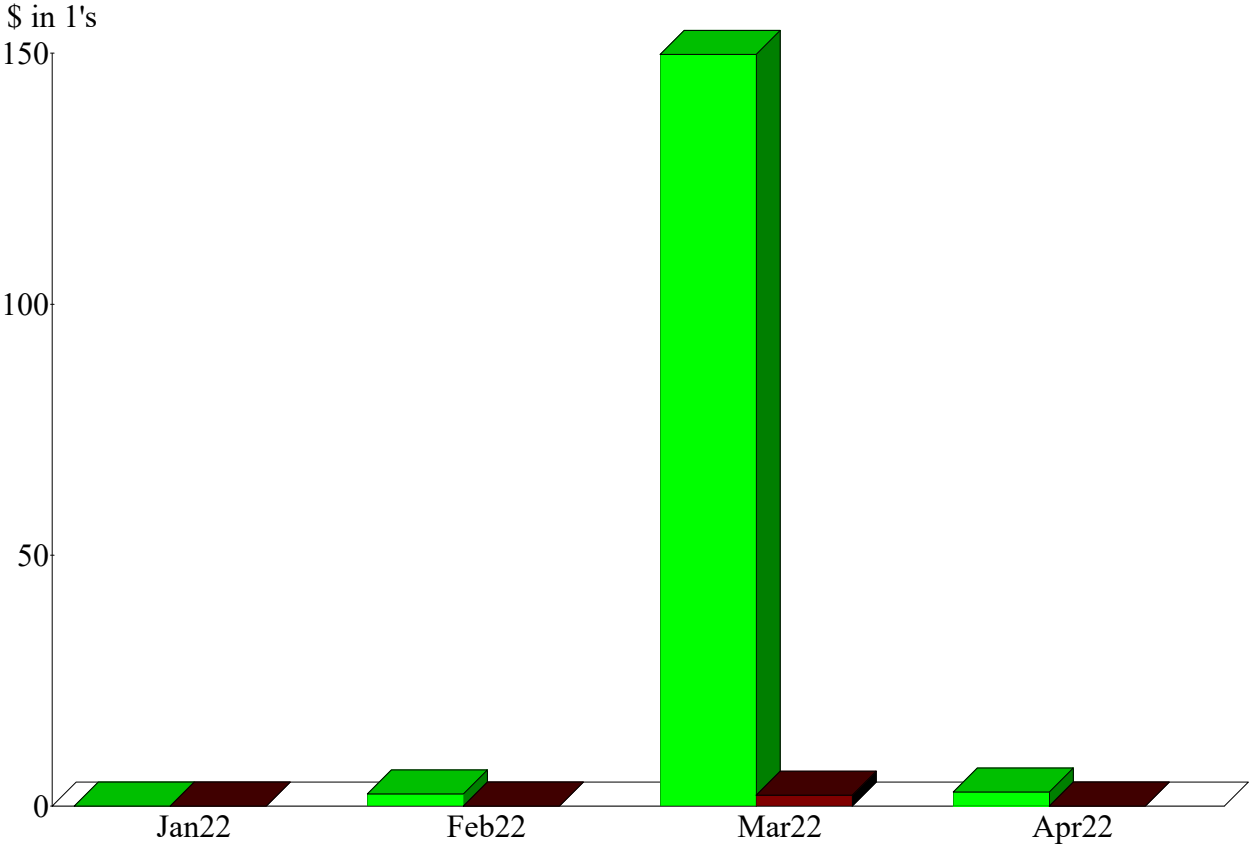
Income Summary January through April 2022

CY Property Tax - Debt	71.30%
CY Property Tax - O&M	23.77
Specifice Ownership Tax - Debt	3.70
Specific Ownership Tax - O&M	1.24
Total	\$155.05



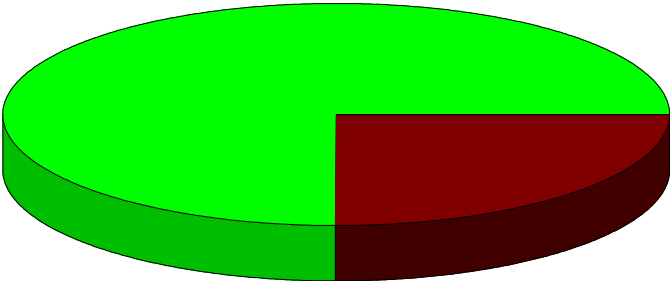
By Account

Income and Expense by Month
January through April 2022



Expense Summary
January through April 2022

Treasurer Collection Fee - Debt	75.11%
Treasurer Collection Fee - O&M	24.89
Total	\$2.21



By Account

Bradley Heights Metropolitan District
PAYMENT REQUEST
5/5/2022

GENERAL FUND ACCOUNT

Company	Invoice	Date	Amount	Comments
Walker Schooler District Managers	7053	4/30/2022	\$ 3,119.98	
White Bear Anekele	22044	4/30/2022	\$ 4,677.08	
TOTAL			\$ 7,797.06	

\$7,797.06

Bradley Heights Metropolitan District

Bradley Heights Metropolitan District
PAYMENT REQUEST
4/20/2022

BOND FUND ACCOUNT

Company	Invoice	Date	Amount	Comments
ENTECH	1146044	2/28/2022	\$ 19,650.00	
Galloway & Company, Inc	106172	4/15/2022	\$ 699.75	
Grundy Construction Management & Consulting	BHM-005	3/31/2022	\$ 7,995.00	
Matrix Design Group	35119	11/10/2021	\$ 21,930.15	
Matrix Design Group	36066	4/4/2022	\$ 235.00	
Matrix Design Group	36067	4/4/2022	\$ 111,442.50	
TOTAL			\$ 161,952.40	

Bradley Heights Metropolitan District