

BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 and 3

Regular Board Meeting Tuesday, June 14, 2022 at 9:00 AM 119 N. Wahsatch Ave. Colorado Springs, Colorado 80903 and Via tele/videoconference <u>https://meet.goto.com/547622885</u> United States: <u>+1 (646) 749-3122</u> <u>_Access Code: 547-622-885</u>

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. Appoint Jim Byers to fill the vacant Board position
- 4. Approval of Agenda
- 5. Approval of May 10, 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
 - Channel design
 - 24" water line, IGA Individual Plan
 - c. Construction Schedule
 - d. Redemption Hill Church
 - e. Challenger Homes
 - f. Bradley Ridge
- 9. Financial Matters
 - a. Review and consider approval for the 2021 Audit for District 2 and District 3
 - b. Approve Unaudited Financial Reports for April 30, 2022 (see attached)
 - c. Payables for May 10, 2022 (see attached)
 - d. Hearing to consider approval of Resolution for District Collection of Drainage Fee (see attached)
 - e. Approval/Ratify/Pre-approval contracts

10. Other Business

- a. Next Regular Meeting scheduled: July 12, 2022, 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 meetings at 9:00 AM on Tuesday, the 14th day of June at 119 North Wahsatch Ave., Colorado Springs, CO 80903, and via tele/videoconferencing at the following: <u>https://meet.goto.com/547622885</u> 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 MAY 10, 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, May 10, 2022, at 9:00 a.m., at 119 N. Wahsatch Avenue, Colorado Springs, CO, and at the tele/videoconference platform of GoToMeeting link: <u>https://meet.goto.com/547622885</u>.

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 Jim Byers, Challenger Homes Jason Thompson Rob Fuller, ROI John Radcliffe Billy Whitehead Candace Mason

<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 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: Director O'Sullivan moved to approve the Agenda as presented; seconded by Director Robert Case. Motion passed unanimously.
- 4. Board Vacancies Consider Appointment of Jim Byers: An application was received by Jim Byers to join the Board and fill the vacancy. Mr. Walker explained he just now sent the qualification contracts to Jim Byers. The Board can consider the appointment of Jim Byers at the next meeting in June.
- 5. Approval of April 12, 2022 Meeting Minutes: After review, Director O'Sullivan moved to approve the April 12, 2022 Meeting Minutes as presented; seconded by Director Long. Motion passed unanimously.
- 6. District Manager Report: Mr. Walker reported he has been working on a lot of the items that will be discussed on the Agenda including the contractual arrangements. He has been meeting with the engineering team and working on a financial investment package for the bond monies.
- 7. President of the Board Report: President Case II reported he was on-site yesterday, and the actual lot configurations are being developed. President Case II and Director Long met with the Colorado Springs Airport Director and they are moving along with their master plan.
- 8. Development Status Review
 - a. Engineering Update: Mr. Odor reported the MDP is approved pending the review fees being paid which he is working with Mr. Walker to get resolved. The initial utility and development plan was approved, and the phase 1 GEC plans are ready for approval pending the financial assurances. Phase 1 utility drawings are with CSU, and he anticipates they will be approved in the near future. Phase 1 storm plans have been submitted for approval last week and the roadway drawings have been resubmitted for an additional review. Phase 2 GEC plans are back with the City for review and is the second submittal. Phase 2 utility and storm plans were submitted last week as well. The phase 2 road plans are expected to be submitted this week which include the Marksheffel improvements and the traffic signal which may be removed from the plans pending the policy of the City.
 - Schedule: Mr. Grundy discussed the updated schedule and noted the full Notice to Proceed was issued on May 3rd for both phase 1 and 2. Wildcat Construction has been working on submittals and procurement for the materials needed for phase 1. Stripping is scheduled for May 23rd with the approved GECs and permits. The Board discussed the phase 1 grading plan and Mr. Grundy noted dirt work for phase 1 should be complete by late June. Director O'Sullivan discussed phase 2 grading and the possibility of changing elevations of the road. Mr. Odor confirmed there was still opportunity to make adjustments. Mr. Grundy noted they need to identify a contractor staging area for excess materials. Mr. Grundy reported that Entech Engineering will complete the construction and testing inspection for both phase 1 and 2. Entech provided an estimate to complete 12 additional borings that are needed in the creek beds for the channel design. Director O'Sullivan moved to approve Entech's estimate for the 12 additional borings; seconded by Director Long. Motion passed unanimously.
 - b. Plan Updates
 - Roadway/ Utility/ Storm Water: There was no additional discussion.
 - c. Redemption Hill Church: Mr. Odor noted they had a brief meeting with Redemption Hill Church, and they are moving forward and making progress.
 - d. Challenger Homes: Mr. Byers reported they are waiting for the development plan to be approved for filings 1 and 2. Filings 2, 3, 5 and 6 are in review at the City.
 - e. Bradley Ridge: Director O'Sullivan and Mr. Radcliffe reported on the filing 1 submittal, and they are expecting comments back this week. He noted the City will allow the Banning Lewis Ranch master plan amendment, concept plan amendment, and the rezone concurrently all

administratively with no public hearings. They hope to make applications for filings 2 and 3 in the next 30 to 60 days.

- f. Widefield School Update: Director O'Sullivan reported that the Widefield School District has approved the locations for both the elementary and junior high schools with a few additional acres for each.
- g. Park and School fee Analysis: Mr. Walker is working on a spreadsheet to keep track of who is dedicating what on parks and schools to prepare for discussions moving forward.

9. Financial Matters

- a. Discuss and direct action on plan for investment of Bond Funds: Mr. Walker discussed a plan to invest the bond funds. He requested the Board consider approval of an engagement letter with Becker Financial to give a proposal for reinvesting the bond funds. He noted this could give the District an additional \$300,000 to spend in the next two years. Mr. Walker clarified the approval would just allow them to ask for proposals from the market and the Board could review an investment plan next month. Mr. Allen confirmed the District is not obligating any funds and it is only engaging their service which is finding the best interest-bearing place to put project funds to earn interest while it sits there. Mr. Allen could not confirm yet if the fees are an eligible cost for the project fund. Mr. Walker commented that his understanding is the bidding agent fee is being paid by the bank that the money is invested with and not the District. Director O'Sullivan moved to approve the engagement letter with Becker Financial; seconded by Director Robert Case. Motion passed unanimously.
- b. Approve Unaudited Financial Reports for April 30, 2022: Mr. Walker presented the Unaudited Financial Reports for April 30, 2022. Director O'Sullivan moved to approve the Unaudited Financial Reports for April 30, 2022 as presented; seconded by Director Robert Case. Motion passed unanimously.
- c. Payables for May 10, 2022: Mr. Walker presented the payables for May 10, 2022 as well as the payable list for the bond requisition. The Board requested a review of monthly district management and legal fees that are capital related and could be paid with bond funds. Director O'Sullivan moved to approve the Payables for May 10, 2022 as presented; seconded by Director Robert Case. Motion passed unanimously.
- d. Hearing on establishing a fee for collection of drainage platting fee by the District: Mr. Walker requested the Board table this item for next month.
- e. Approval/Ratify/Pre-approval Contracts: Director Long moved to ratify the approval of the Entech proposal change order for up to \$269,500; seconded by Director O'Sullivan. Motion passed unanimously.
- 10. Discuss City/District IGA Regarding Project Fund Surety In Lieu of LOC: Mr. Walker reported they will not be doing an IGA with the City because the City would be required to change their ordinance that allows that type of surety. The City's attorneys were against it as well as the District's auditor. The next step is a cash assurance for the approval of the grading and erosion plan. Another possibility is a letter of credit from the bank if the District decides to invest the bond funds.

11. Other Business

- a. Next Regular Meeting scheduled for June 14, 2022, at 9:00 AM. President Case II noted there may be a need for a special meeting before the next regular meeting.
- 12. Adjourn: The Board adjourned the meeting at 10:04 AM.

Respectfully Submitted,

By: Kevin Walker for the Recording Secretary



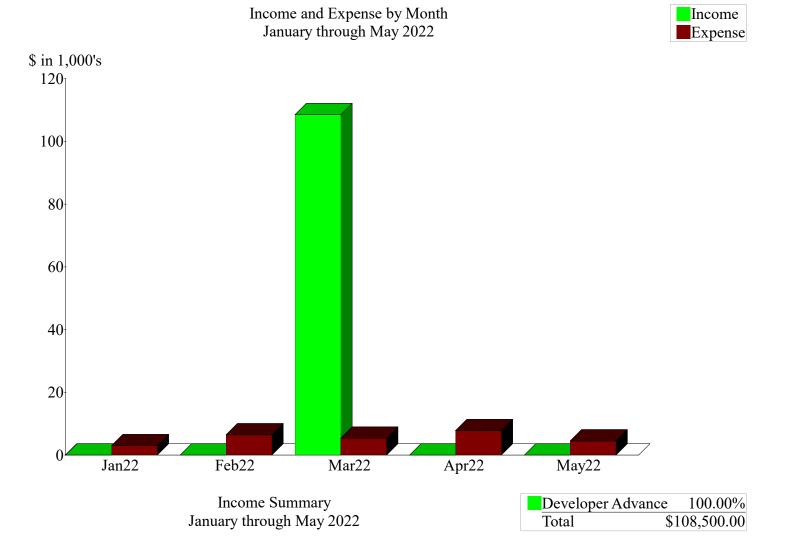
Bradley Heights Metropolitan District No. 1 Balance Sheet As of May 31, 2022

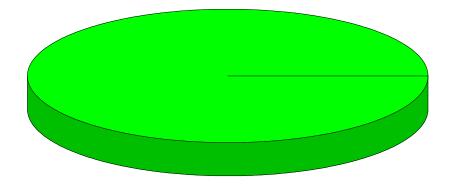
	May 31, 22
ASSETS Current Assets Checking/Savings ECB - Checking	25 569 77
-	25,568.77
Total Checking/Savings	25,568.77
Accounts Receivable Accounts Receivable	56,500.00
Total Accounts Receivable	56,500.00
Other Current Assets Due From District 3 Due From District 2	910.00 1,200.00
Total Other Current Assets	2,110.00
Total Current Assets	84,178.77
TOTAL ASSETS	84,178.77
LIABILITIES & EQUITY Liabilities Current Liabilities Accounts Payable Accounts Payable	4,526.95
Total Accounts Payable	4,526.95
Total Current Liabilities	4,526.95
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	121,376.95
Equity Retained Earnings Net Income	-118,544.63 81,346.45
Total Equity	-37,198.18
TOTAL LIABILITIES & EQUITY	84,178.77

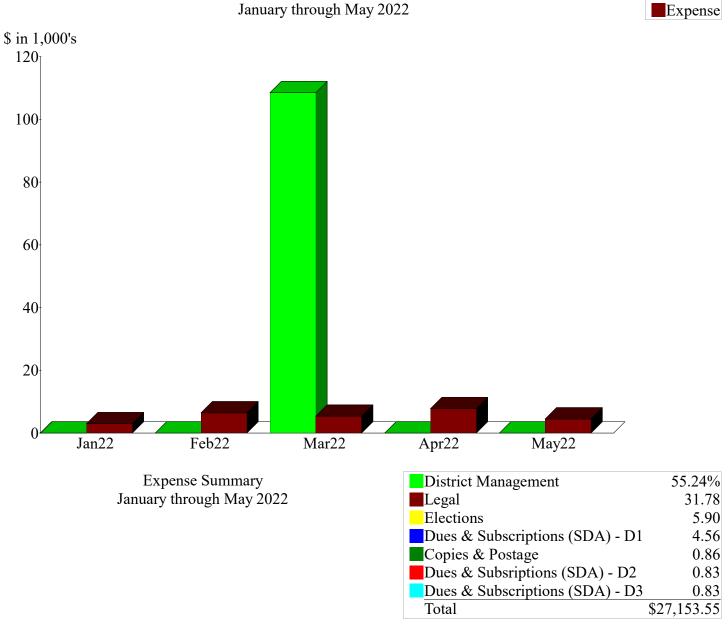
10:21 AM 06/08/22 Accrual Basis

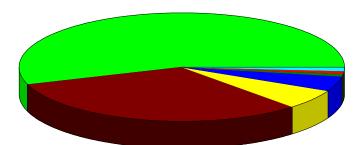
Bradley Heights Metropolitan District No. 1 Profit & Loss Budget vs. Actual January through May 2022

	TOTAL					
	May 22	Jan - May 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	12.00	233.78	1,000.00	-766.22	23.38%	
District Management	3,000.00	15,000.00	36,000.00	-21,000.00	41.67%	
Dues & Subscriptions (SDA) - D1	0.00	1,237.50	500.00	737.50	247.5%	
Dues & Subsriptions (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	141.45	1,601.05				
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	1,373.50	8,630.50	10,000.00	-1,369.50	86.31%	
Total Expense	4,526.95	27,153.55	68,300.00	-41,146.45	39.76%	
Net Ordinary Income	-4,526.95	81,346.45	2,228.13	79,118.32	3,650.88%	
Income	-4,526.95	81,346.45	2,228.13	79,118.32	3,650.88%	









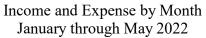
Bradley Heights Metropolitan District No. 2 Balance Sheet As of June 8, 2022

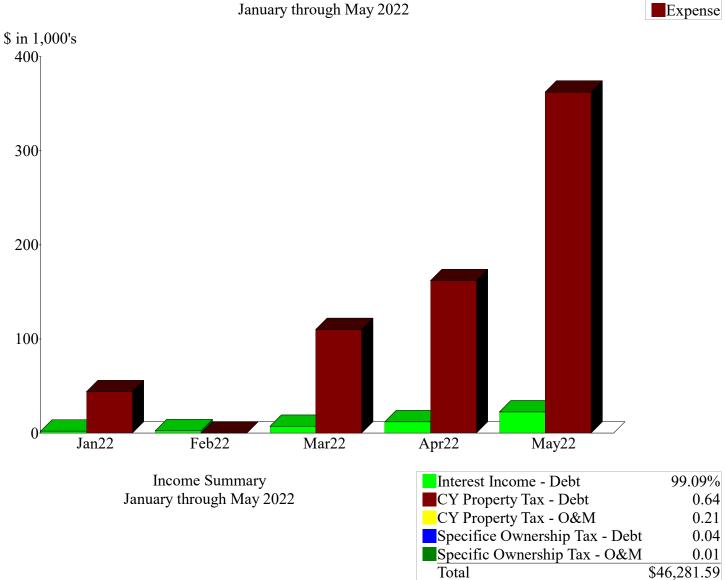
	Jun 8, 22
ASSETS Current Assets	
Checking/Savings ECB Checking UMB - Project Fund 156470.2	3,377.73 33,177,832.81
Total Checking/Savings	33,181,210.54
Other Current Assets Property Tax Receivable	400.21
Total Other Current Assets	400.21
Total Current Assets	33,181,610.75
TOTAL ASSETS	33,181,610.75
LIABILITIES & EQUITY Liabilities Current Liabilities Other Current Liabilities Due to District 1	1,200.00
Deferred Poperty Tax Revenue	400.21
Total Other Current Liabilities	1,600.21
Total Current Liabilities	1,600.21
Long Term Liabilities Series 2021A Bonds	35,000,000.00
Total Long Term Liabilities	35,000,000.00
Total Liabilities	35,001,600.21
Equity Retained Earnings Net Income	-1,187,928.41 -632,061.05
Total Equity	-1,819,989.46
TOTAL LIABILITIES & EQUITY	33,181,610.75

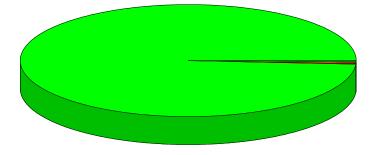
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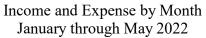
Bradley Heights Metropolitan District No. 2 Profit & Loss Budget vs. Actual January through May 2022

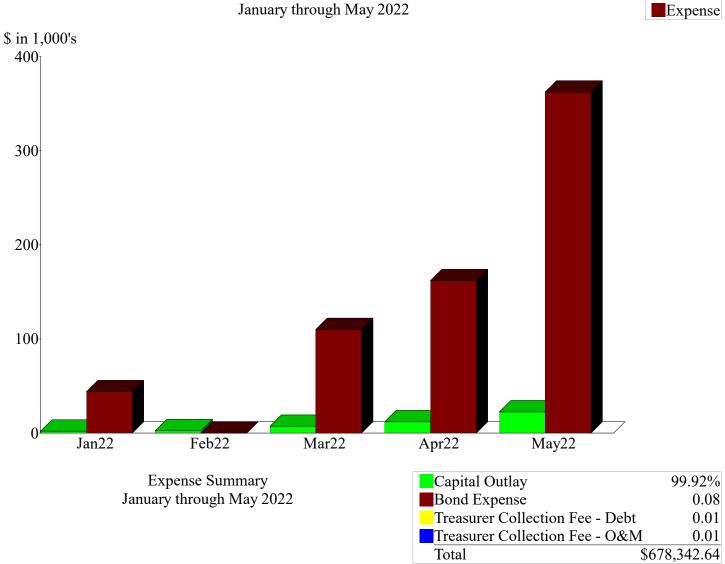
	TOTAL				
	May 22	Jan - May 22	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense					
Income					
CY Property Tax - O&M	15.80	98.15	198.20	-100.05	49.52%
Specific Ownership Tax - O&M	1.56	6.57	13.87	-7.30	47.37%
CY Property Tax - Debt	47.39	294.44	594.60	-300.16	49.52%
Specifice Ownership Tax - Debt	4.69	19.72	41.62	-21.90	47.38%
Total Income	69.44	418.88	848.29	-429.41	49.38%
Expense					
Bond Expense					
Bank Fees	560.96	560.96			
Total Bond Expense	560.96	560.96			
Capital Outlay					
Capital Construction	6,318.75	6,318.75			
Engineering/Planning	346,933.35	630,950.27			
Project Management	8,251.13	40,231.13			
Capital Outlay - Other	275.63	275.63			
Total Capital Outlay	361,778.86	677,775.78			
Treasurer Collection Fee - O&M	0.24	1.49	2.97	-1.48	50.17%
Treasurer Collection Fee - Debt	0.71	4.41	8.92	-4.51	49.44%
Total Expense	362,340.77	678,342.64	11.89	678,330.75	5,705,152.57%
Net Ordinary Income	-362,271.33	-677,923.76	836.40	-678,760.16	-81,052.58%
Other Income/Expense					
Other Income					
Interest Income - Debt	22,437.84	45,862.71			
Total Other Income	22,437.84	45,862.71			
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	22,437.84	45,862.71	-209.10	46,071.81	-21,933.39%
Income	-339,833.49	-632,061.05	627.30	-632,688.35	-100,758.98%

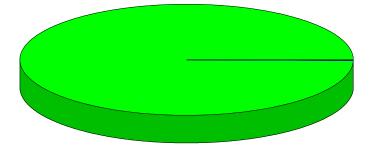












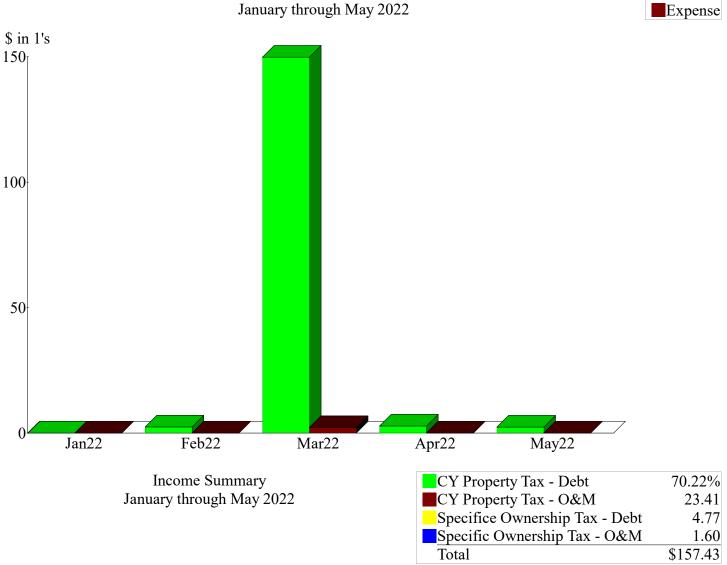
Bradley Heights Metropolitan District No. 3 Balance Sheet As of May 31, 2022

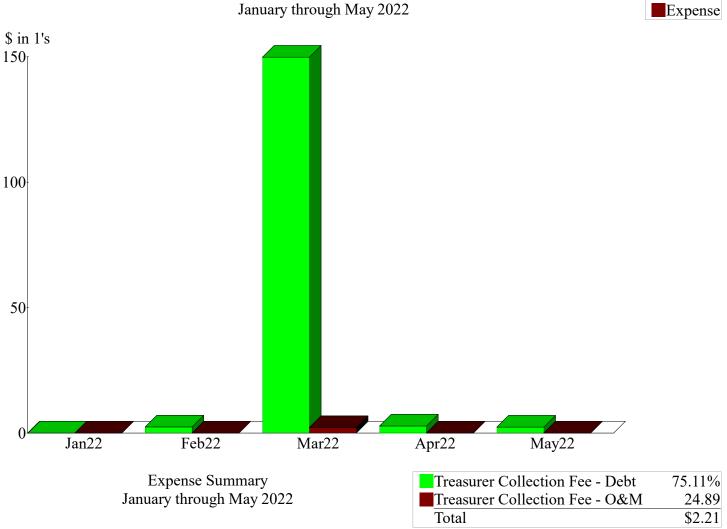
	May 31, 22
ASSETS Current Assets Checking/Savings ECB Checking	227.75
Total Checking/Savings	227.75
Other Current Assets Property Tax Receivable	155.00
Total Other Current Assets	155.00
Total Current Assets	382.75
TOTAL ASSETS	382.75
LIABILITIES & EQUITY Liabilities Current Liabilities Other Current Liabilities Due To District 1 Deferred Poperty Tax Revenue	910.00 155.00
Total Other Current Liabilities	1,065.00
Total Current Liabilities	1,065.00
Total Liabilities	1,065.00
Equity Retained Earnings Net Income	-837.47 155.22
Total Equity	-682.25
TOTAL LIABILITIES & EQUITY	382.75

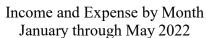
11:05 AM 06/08/22 Accrual Basis

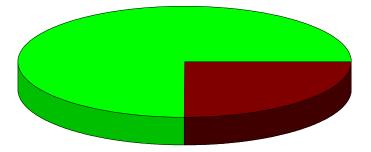
Bradley Heights Metropolitan District No. 3 Profit & Loss Budget vs. Actual January through May 2022

	TOTAL					
	May 22	Jan - May 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	0.60	2.52	5.29	-2.77	47.64%	
CY Property Tax - Debt	0.00	110.55	226.80	-116.25	48.74%	
Specifice Ownership Tax - Debt	1.78	7.51	15.88	-8.37	47.29%	
Total Income	2.38	157.43	323.57	-166.14	48.65%	
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	2.38	155.22	319.04	-163.82	48.65%	
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%	
Income	2.38	155.22	0.00	155.22	100.0%	









Bradley Heights Metropolitan District No. 1

PAYMENT REQUEST

6/14/2022

GENERAL FUND ACCOUNT

Company	Invoice	Date	Amount	Comments
Walker Schooler District Managers	7079	5/31/2022	\$ 3,012.00	
White Bear Anekele	22125	5/31/2022	\$ 1,514.95	
TOTAL			\$ 4,526.95	

\$4,526.95

Bradley Heights Metropolitan District

Bradley Heights Metropolitan District No. 2 PAYMENT REQUEST

6/14/2022

GENERAL FUND ACCOUNT

Company	Invoice	Date	Amount	Comments
Walker Schooler District Managers	50922	5/9/2022	\$ 3,150.0	D **
TOTAL			\$ 3,150.0	0

\$3,150.00

Bradley Heights Metropolitan District

** Walker Schooler Paid the Fees to City of CS Stormwater Enterprises which funds were paid from the Bond fund to District No. 2