BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 and 3



Regular Board Meeting Tuesday, May 9, 2023, at 9:00 AM 119 N. Wahsatch Ave. Colorado Springs, Colorado 80903 and Via tele/videoconference <u>https://video.cloudoffice.avaya.com/join/451389423</u> United States: <u>+1 (213) 463-4500</u> <u>_Access Code: 451-389-423</u>

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
VACANT	Assistant Secretary	May 2027 (appointment to May 2025)

AGENDA

- 1. Call to order
- 2. Declaration of Quorum/Director Qualifications/ Disclosure Matters
- 3. Oaths of Affirmation
- 4. Appointment of Officers
- 5. Approval of Agenda
- 6. Approval of April 18, 2023 Meeting Minutes (enclosure)
- 7. District Manager Report
 - a. Discuss Service Plan Amendment
 - b. Right of way acquisition update
- 8. President of the Board Report
- 9. Development Status Review
 - a. Engineering Update
 - i. Schedule
 - b. Plan Updates
 - i. Roadway/ Utility/ Storm Water
 - ii. Channel design
 - iii. 24" and 16" water line update
 - c. Review and approve Classic Consulting Contract
 - d. Colorado Interstate Gas Company, LLC Amended Encroachment Agreement
 - e. Construction Schedule/Construction Contracts Approval/Ratify/Pre-approval
 - f. Update on Construction Budget and Assurance
 - g. Redemption Hill Church
 - h. Challenger Homes
 - i. Bradley Ridge
- 10. Financial Matters

- a. Approve Unaudited Financial Reports through April 30, 2023 (enclosure)
- b. Review and Approve Payables through May 9, 2023 (enclosure)
- c. April 2022 Funding and Reimbursement Agreements for Operations (ROI and Challenger)
- 11. Legal Matters
- 12. Other Business
 - a. Next Regular Meeting scheduled: June 13, 2023, at 9:00 a.m. and review 2022 Audit.
- 13. 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 9th day of May, 2023, at 119 North Wahsatch Ave., Colorado Springs, CO 80903, and via tele/videoconferencing at the following: <u>https://video.cloudoffice.avaya.com/join/451389423</u> United States: <u>+1 (213) 463-4500</u> Access Code: 451-389-423 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 APRIL 18, 2023 AT 8:30 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, April 18, 2023, at 8:30 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

Also in attendance were:

K. Sean Allen, Esq., White Bear Ankele Tanaka & Waldron Kevin Walker, WSDM District Managers Rebecca Harris, WSDM District Managers Adam Noel, WSDM District Managers Jeff Odor, Matrix Design Group Eric Smith, Matrix Design Group Chris Grundy, Project Manager David Neville, Kiemele Family Partnerships John Radcliffe Nathan Steele Rob Fuller Blaine Perkins

<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 8:30 AM.
- 2. Declaration of Quorum/Director Qualifications/ Disclosure Matters: President 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. 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 were noted. The Boards determined that the participation of the meeting. No additional disclosures were noted. The Boards determined that the Boards to act.

- 3. Approval of Agenda: Director O'Sullivan moved to approve the Agenda as presented; seconded by Director Long. Motion passed unanimously.
- 4. Approval of March 14, 2023 Meeting Minutes: After review, Director Long moved to approve the March 14, 2023 Meeting Minutes; seconded by Director O'Sullivan. Motion passed unanimously.
- 5. District Manager Report
 - a. Discuss Service Plan Amendment: Mr. Walker noted he is waiting until after the councilmember change at City Council to proceed on the service plan amendment.
 - b. Right of Way Acquisition Update: Mr. Walker provided an update on the right of way acquisition. Condemnation efforts have been put on hold and work is being done to clean up the ownership issues.
- 6. President of the Board Report: President Case II reported the owner, architect, and contractor meetings are being held every two weeks and the next meeting is April 25th at 8:30 AM.
- 7. Development Status Review
 - a. Engineering Update: Mr. Grundy presented the monthly engineering and construction report.
 i. Schedule: Mr. Grundy provided an update on the schedule.
 - b. Plan Updates
 - i. Roadway/ Utility/ Storm Water: Mr. Odor provided an update on utilities, road, and storm plans. He noted cost savings from the pond revisions.
 - ii. Channel Design: The Board discussed channel design.
 - iii. 24" and 16" Water Line Update: Mr. Grundy discussed the water main extension project. Mr. Grundy discussed additional insurance coverage for the water main materials.
 - c. Review and Approve Classic Consulting Contract: Mr. Grundy presented the Classic Consulting contract for the water main extension project. The service amount is \$15,950. The Board discussed the 15% charge for Norwood. After review, Director O'Sullivan moved to approve the Classic Consulting Contract in the amount of \$15,950; seconded by Director Robert Case. Motion passed unanimously.
 - d. Colorado Interstate Gas Company, LLC Amended Encroachment Agreement: Mr. Grundy presented the Colorado Interstate Gas Company, LLC Amended Encroachment Agreement to complete the crossings. After review, Director O'Sullivan moved to approve the Colorado Interstate Gas Company, LLC/ Kinder Morgan Amended Encroachment Agreement; seconded by Director Byers. Motion passed unanimously.
 - e. Construction Schedule/Construction Contracts Approval/Ratify/Pre-Approval: Mr. Grundy presented Change Order No. 11 for \$5,061.03. Director Long moved to approve Change Order No. 11 for \$5,061.03; seconded by Director O'Sullivan. Motion passed unanimously. Mr. Grundy presented a Change Order for the Frazee contract for additional insurance coverage in the amount of \$4,953. Director O'Sullivan moved to approve the Change Order for \$4,953; seconded by Director Byers. Motion passed unanimously. Mr. Grundy presented a Change Order for second construction inspection and testing for the water main project in the amount of \$25,785. Director O'Sullivan moved to approve the Entech Change Order in the amount of \$25,785; seconded by Director Long. Motion passed unanimously.
 - f. Update on Construction Budget and Assurance: There will be a budget update at the June Board meeting.
 - g. Redemption Hill Church: There was no update.
 - h. Challenger Homes: Director Byers provided an update and noted they are on Filing 2, there are lots under contract and they will be recording their first plat. Mr. Walker confirmed the District can get their plat recorded in 30 days. The Board discussed parks and amenities.
 - i. Bradley Ridge: Director O'Sullivan provided an update and presented the newest concept plan. The Board discussed the CDOT access permit.

8. Financial Matters

- a. Approve Unaudited Financial Reports through April 18, 2023: Ms. Harris presented the Unaudited Financial Reports through April 18, 2023.
- b. Review and Approve Payables through April 18, 2023: Ms. Harris presented the Payables through April 18, 2023. Mr. Walker requested approval for an additional bond request. Director O'Sullivan moved to approve the Payables and additional bond request of \$3,341,376.92 to include \$327,305.05; seconded by Director Byers. Motion passed unanimously.

9. Legal Matters

a. Director Appointment Effective May 3, 2023 – Byers: Mr. Allen explained that due to a technical timing issue with the Self Nomination form, Director Byers' current term ends on May 2nd at 7:00 PM. The Board can appoint him to a new 2-year term effective May 3, 2023. Director Long moved to appoint Jim Byers to a 2-year term effective May 3, 2023; seconded by Director O'Sullivan. Motion passed unanimously.

10. Other Business

- a. Next Regular Meeting scheduled for May 9, 2023, at 9:00 AM.
- 11. Adjourn: The Board unanimously adjourned the meeting at 9:55 AM.

Respectfully Submitted,

By: Recording Secretary



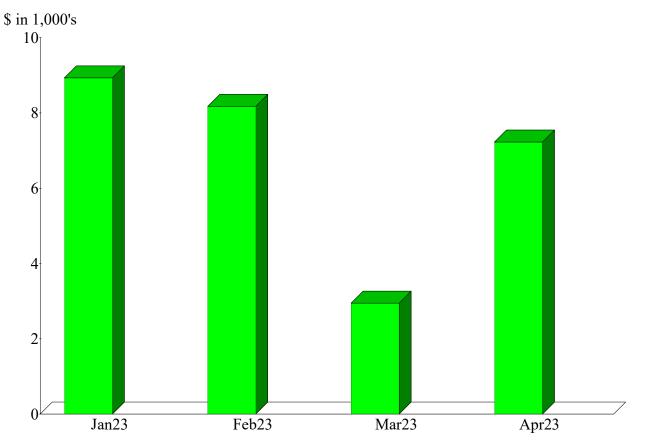
Bradley Heights Metropolitan District No. 1 Balance Sheet As of April 30, 2023

	Apr 30, 23
ASSETS Current Assets Checking/Savings	199.76
ECB - Checking	188.76
Total Checking/Savings	188.76
Accounts Receivable Accounts Receivable	50,000.00
Total Accounts Receivable	50,000.00
Other Current Assets Due From District 3 Due From District 2	910.00 4,200.00
Total Other Current Assets	5,110.00
Total Current Assets	55,298.76
TOTAL ASSETS	55,298.76
LIABILITIES & EQUITY Liabilities Current Liabilities Accounts Payable Accounts Payable	58,303.99
Total Accounts Payable	58,303.99
Total Current Liabilities	58,303.99
Long Term Liabilities Developer Advance - Randle Case Marksheffel-Woodmen Investments	41,000.00
Total Long Term Liabilities	116,850.00
Total Liabilities	175,153.99
Equity Retained Earnings Net Income	-92,576.11 -27,279.12
Total Equity	-119,855.23
TOTAL LIABILITIES & EQUITY	55,298.76

9:40 AM 05/05/23 Accrual Basis

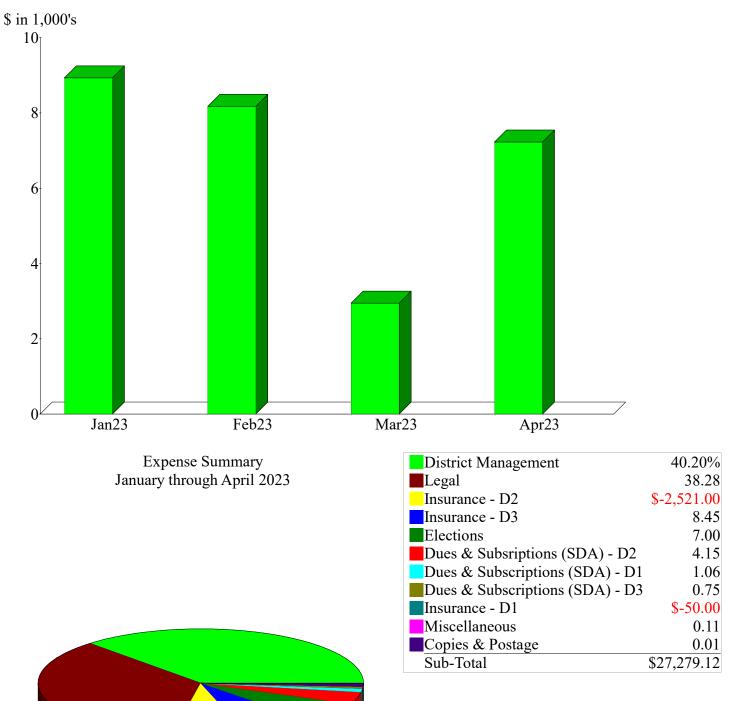
Bradley Heights Metropolitan District No. 1 Profit & Loss Budget vs. Actual January through April 2023

TOTAL					
	Apr 23	Jan - Apr 23	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense					
Income					
Developer Advance	0.00	0.00	70,000.00	-70,000.00	0.0
Transfer From District 2-O&M	0.00	0.00	1,651.29	-1,651.29	0.0
Transfer From District 3-O&M	0.00	0.00	1,050.78	-1,050.78	0.0
Total Income	0.00	0.00	72,702.07	-72,702.07	0.00
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	0.00	2.10	1,000.00	-997.90	0.21
District Management	3,000.00	12,000.00	36,000.00	-24,000.00	33.33
Dues & Subscriptions (SDA) - D1	0.00	316.22	1,500.00	-1,183.78	21.08
Dues & Subsriptions (SDA) - D2	0.00	1,237.50	500.00	737.50	247.5
Dues & Subscriptions (SDA) - D3	0.00	225.02	500.00	-274.98	45.0
Elections	161.44	2,088.44			
Insurance - D1	0.00	-50.00	1,600.00	-1,650.00	-3.13
Insurance - D2	0.00	-2,521.00	3,000.00	-5,521.00	-84.03
Insurance - D3	0.00	2,521.00	1,600.00	921.00	157.56
Legal	4,059.75	11,425.96	8,000.00	3,425.96	142.83
Miscellaneous	6.18	33.88			
Total Expense	7,227.37	27,279.12	67,300.00	-40,020.88	40.53
Net Ordinary Income	-7,227.37	-27,279.12	5,402.07	-32,681.19	-504.98
Income	-7,227.37	-27,279.12	5,402.07	-32,681.19	-504.98



Expense

NO TRANSACTIONS MATCHING GRAPH



Expense

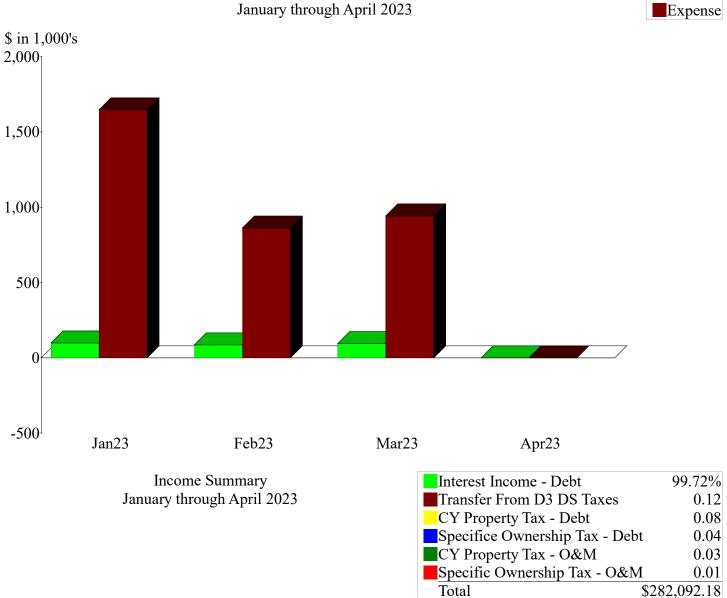
Bradley Heights Metropolitan District No. 2 Balance Sheet As of April 30, 2023

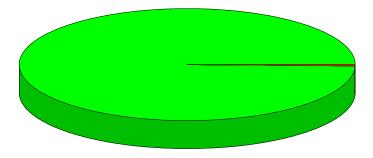
	Apr 30, 23
ASSETS	
Current Assets Checking/Savings	
ECB Checking UMB Bond Account 156470.1	13,596.57 0.57
UMB - Project Fund 156470.2	22,646,083.22
Total Checking/Savings	22,659,680.36
Accounts Receivable Accounts Receivable	506,831.00
Total Accounts Receivable	506,831.00
Other Current Assets Accounts Receivable Other Property Tax Receivable	39.00 5,973.20
Total Other Current Assets	6,012.20
Total Current Assets	23,172,523.56
Fixed Assets Construction in Progress	149,480.92
Total Fixed Assets	149,480.92
TOTAL ASSETS	23,322,004.48
LIABILITIES & EQUITY Liabilities Current Liabilities Accounts Payable Accounts Payable	12,386.28
Total Accounts Payable	12,386.28
Other Current Liabilities	,0000
Accrued Interest	577,959.00
Due to District 1 Deferred Poperty Tax Revenue	4,200.00 5,973.20
Total Other Current Liabilities	588,132.20
Total Current Liabilities	600,518.48
Long Term Liabilities	
Series 2021A Bonds	35,000,000.00
Total Long Term Liabilities	35,000,000.00
Total Liabilities	35,600,518.48
Equity Retained Earnings Net Income	-9,109,209.76 -3,169,304.24
Total Equity	-12,278,514.00
TOTAL LIABILITIES & EQUITY	23,322,004.48

9:48 AM 05/05/23 Accrual Basis

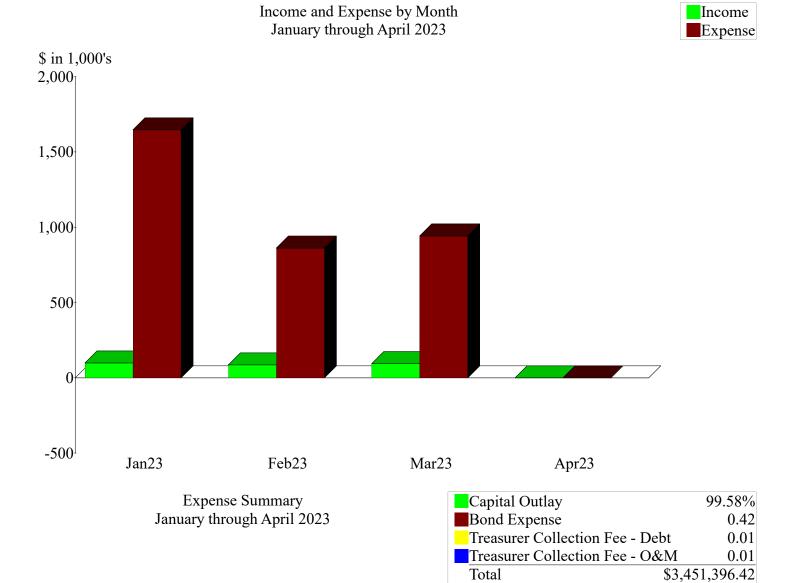
Bradley Heights Metropolitan District No. 2 Profit & Loss Budget vs. Actual January through April 2023

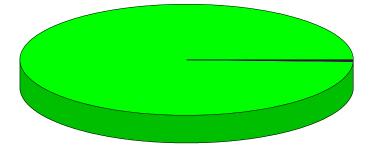
	TOTAL						
	Apr 23	Jan - Apr 23	Budget	\$ Over Budget	% of Budget		
Ordinary Income/Expense							
Income							
Transfer From D3 DS Taxes	347.13	347.13	788.09	-440.96	44.05%		
CY Property Tax - O&M	21.40	71.90	1,565.20	-1,493.30	4.59%		
Specific Ownership Tax - O&M	13.93	39.45	109.56	-70.11	36.01%		
CY Property Tax - Debt	64.20	215.70	4,695.60	-4,479.90	4.59%		
Specifice Ownership Tax - Debt	41.79	118.32	328.69	-210.37	36.0%		
Total Income	488.45	792.50	7,487.14	-6,694.64	10.59%		
Expense							
Bond Expense							
Bank Fees	0.00	14,518.36	20,000.00	-5,481.64	72.59%		
Debt Service Interest	0.00	0.00	1,630.54	-1,630.54	0.0%		
Paying Agent Fee	0.00	0.00	4,000.00	-4,000.00	0.0%		
Total Bond Expense	0.00	14,518.36	25,630.54	-11,112.18	56.65%		
Capital Outlay							
Legal Expense	0.00	2,158.79					
Capital Construction	0.00	3,182,161.44	21,000,000.00	-17,817,838.56	15.15%		
Engineering/Planning	-1,307.50	222,690.25	2,000,000.00	-1,777,309.75	11.14%		
Project Management	0.00	29,863.26	250,000.00	-220,136.74	11.95%		
Total Capital Outlay	-1,307.50	3,436,873.74	23,250,000.00	-19,813,126.26	14.78%		
Transfer to District 1	0.00	0.00	1,651.29	-1,651.29	0.0%		
Treasurer Collection Fee - O&M	0.32	1.09	23.48	-22.39	4.64%		
Treasurer Collection Fee - Debt	0.96	3.23	70.43	-67.20	4.59%		
Total Expense	-1,306.22	3,451,396.42	23,277,375.74	-19,825,979.32	14.83%		
Net Ordinary Income	1,794.67	-3,450,603.92	-23,269,888.60	19,819,284.68	14.83%		
Other Income/Expense							
Other Income							
Interest Income - Debt	0.00	281,299.68	100,000.00	181,299.68	281.3%		
Total Other Income	0.00	281,299.68	100,000.00	181,299.68	281.3%		
Net Other Income	0.00	281,299.68	100,000.00	181,299.68	281.3%		
Income	1,794.67	-3,169,304.24	-23,169,888.60	20,000,584.36	13.68%		





Income





Bradley Heights Metropolitan District No. 3 Balance Sheet As of April 30, 2023

	Apr 30, 23
ASSETS Current Assets Checking/Savings ECB Checking	445.40
Total Checking/Savings	445.40
Other Current Assets Property Tax Receivable	554.40
Total Other Current Assets	554.40
Total Current Assets	999.80
TOTAL ASSETS	999.80
LIABILITIES & EQUITY Liabilities Current Liabilities Other Current Liabilities Due To District 1 Deferred Poperty Tax Revenue	910.00 554.40
Total Other Current Liabilities	1,464.40
Total Current Liabilities	1,464.40
Total Liabilities	1,464.40
Equity Retained Earnings Net Income	-580.30 115.70
Total Equity	-464.60
TOTAL LIABILITIES & EQUITY	999.80

10:09 AM 05/05/23 Accrual Basis

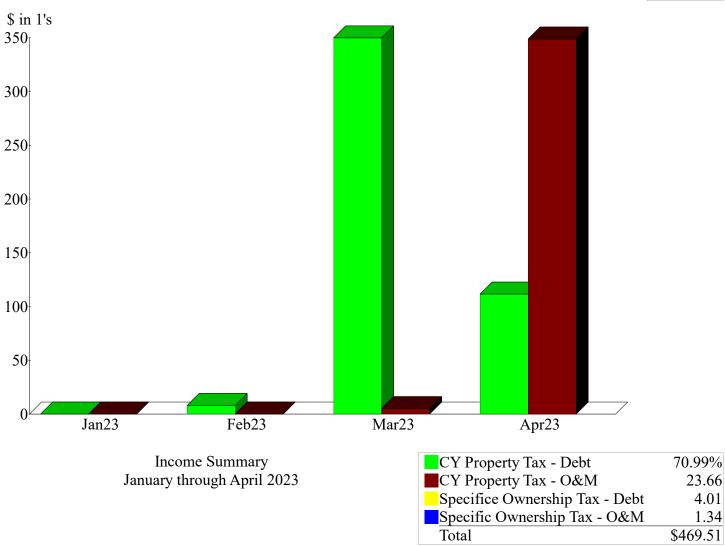
Bradley Heights Metropolitan District No. 3 Profit & Loss Budget vs. Actual January through April 2023

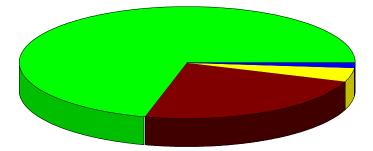
TOTAL Budget \$ Over Budget % of Budget Apr 23 Jan - Apr 23 **Ordinary Income/Expense** Income CY Property Tax - O&M 25.70 111.10 249.00 -137.90 44.62% 2.22 Specific Ownership Tax - O&M 6.28 17.43 -11.15 36.03% **CY Property Tax - Debt** 77.10 333.30 747.00 -413.70 44.62% Specifice Ownership Tax - Debt 6.65 18.83 52.29 -33.46 36.01% **Total Income** 111.67 469.51 1,065.72 -596.21 44.06% Expense Transfer to D2 DS Taxes 347.13 347.13 788.08 -440.95 44.05% **Treasurer Collection Fee - O&M** 0.39 1.68 3.74 -2.06 44.92% **Treasurer Collection Fee - Debt** 1.16 5.00 11.21 -6.21 44.6% **Total Expense** -449.22 44.06% 348.68 353.81 803.03 -237.01 115.70 -146.99 44.04% **Net Ordinary Income** 262.69 **Other Income/Expense Other Expense Other Expense** -262.69 Transfer to Dist 1 - Gen Fund 0.00 0.00 262.69 0.0% 0.0% **Total Other Expense** 0.00 0.00 262.69 -262.69 **Total Other Expense** 0.00 0.00 262.69 -262.69 0.0% **Net Other Income** 0.00 0.00 -262.69 262.69 0.0% -237.01 115.70 0.00 115.70 100.0% **Net Income**

Income and Expense by Month January through April 2023

Income

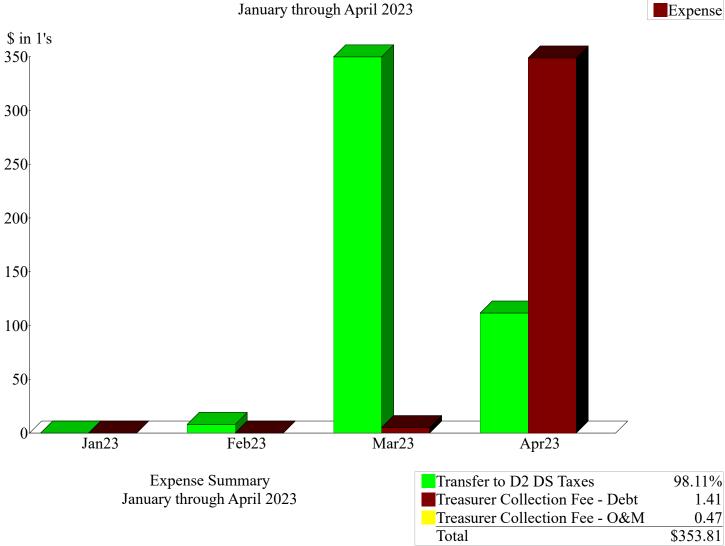
Expense

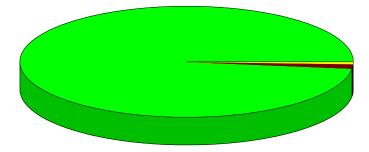




Income and Expense by Month January through April 2023

Income







Bradley Heights Metropolitan District #2 PAYMENT REQUEST 5/9/2023

BOND FUND ACCOUNT

Company	Invoice	Date	Amount	Comments
Galloway & Company, Inc	119509	4/14/2023	\$ 487.00	
Galloway & Company, Inc	119508	4/14/2023	\$ 155.00	
Grundy Construction Management & Consulting	BHM-018	4/28/2023	\$ 19,386.25	
Matrix Design Group	39642	5/2/2023	\$ 18,012.50	
Matrix Design Group	39643	5/2/2023	\$ 43,237.50	
UMB Bank	50523	5/5/2023	\$ 1,307.51	Refund from Galloway
Timothy F Brewer	14122	3/31/2023	\$ 12,136.28	Refund from MVEA
Wildcat Construction Inc.	75187-11	4/30/2023	\$ 2,316,546.67	
TOTAL			\$ 2,411,268.71	

Paid by Check Back to the Project Fund

Bradley Heights Metropolitan District

Bradley Heights Metropolitan District No. 1 PAYMENT REQUEST

5/9/2023

GENERAL FUND ACCOUNT

Company	Invoice	Date	Amount	Comments
White Bear Anekele	27636	4/30/2023	\$ 4,221.19	
WSDM District Managers	7399	4/30/2023	\$ 3,006.18	
TOTAL			\$ 7,227.37	

\$7,227.37

Bradley Heights Metropolitan District