BRADLEY HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 and 3



Regular Board Meeting Tuesday, January 9, 2024, 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: <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 December 12, 2023, Meeting Minutes (enclosure)
- 5. District Manager Report
 - a. Right-of-way acquisition update
 - b. Financial Assurance update
 - c. Covenants and individual community management discussion
 - d. Operations mill levy cap increase
- 6. President of the Board Report
- 7. 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. Construction Schedule/Construction Contracts Approval/Ratify/Pre-approval
 - d. Update on Construction Budget and Assurance
 - e. Redemption Hill Church
 - f. Challenger Homes
 - g. Bradley Ridge
- 8. Financial Matters
 - a. Approve Unaudited Financial Reports through December 31, 2023 (enclosure)
 - b. Review and Approve Payables through January 8, 2024 (enclosure)

- 9. Legal Matters
 - a. Ratify District No. 2 acceptance of Century Communities covenants and restrictions at Bradley Heights authorizing District to provide, implement, and enforce covenants and design review services
- 10. Other Business
 - a. Next Regular Meeting scheduled: February 13, 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 regular meeting at 9:00 AM on Tuesday, the 9th day of January, 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: <a href="https://video.cloudoffice.avaya.com/join/logo.cloudoffice.avaya.com/join/logo.cloudoffice.avaya.com/join/logo.cloudoffice.avaya.com/join/logo.cloudoffice.avaya.com/join/logo.cloudoffice.avaya.com/join/logo.cloudoffice.avaya.com/join/logo.cloudoffice.avaya.com/join/logo.cloudoffice.avaya.com/join/logo.cloudoffice.avaya.com/join/logo.cloudoffice.avaya.com/join/logo.cloudoffice.avaya.com

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 DECEMBER 12, 2023 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, December 12, 2023, 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:

K. Sean Allen, Esq., White Bear Ankele Tanaka & Waldron Kevin Walker, WSDM District Managers
Rylee DeLong, WSDM District Managers
Eric Smith, Matrix Design Group
Jeff Odor, Matrix Design Group
Chris Grundy, Project Manager
Rob Fuller, ROI
Nathan Steele, ROI
David Neville, Kiemele Family Partnerships
Jeremy Raridon
Ryan Case
Joseph Zock
John Radcliffe

<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: Mr. Walker 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: Mr. Walker added item 9.a. Ratify and Approve Covenants and Restrictions for Bradley Heights for Century Homes. Director Long moved to approve the Agenda as amended; seconded by Director O'Sullivan. Motion passed unanimously.
- 4. Approval of November 14, 2023 Meeting Minutes and November 14, 2023 Town Hall Meeting Minutes: After review, Director O'Sullivan moved to approve the November 14, 2023 Meeting Minutes and Town Hall Minutes; seconded by Director Long. Motion passed unanimously.

5. District Manager Report

- a. Service Plan Amendment Status: Mr. Walker noted the City Council is set to consider the mill levy amendment request today at 10:00 a.m.. The desired Service Plan amendment changes District No. 2's O&M mill levy cap from 10 mills to 20 mills which will mirror the City's current policy of permitting an operations mill levy cap of 20 mills.
- b. Right-of-way Acquisition Update: Mr. Walker provided an update on the right-of-way acquisition. Mr. Pat Broe's company has indicated that it does not believe it has the authority to execute a quit claim deed to convey the subject property to the District. Therefore, the District will need to file for an immediate possession hearing with the District Court, make a FMV deposit and any entity that may claim ownership of the subject property will need to address the court, prove ownership and rights and make claims to the FMV funds.
- 6. President of the Board Report: President Case II noted updates will be provided and discussed on the Agenda.

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 roadway, utility, and storm plans.
 - ii. Channel Design: Mr. Odor provided an update on the channel design.
 - iii. 24" and 16" Water Line Update: Mr. Grundy provided an update on the water main extension project.
- c. Construction Schedule/Construction Contracts Approval/Ratify/Pre-approval: Mr. Grundy presented Change Orders 4, 5, and 6. After review, Director O'Sullivan moved to approve the Change Orders 4, 5, and 6; seconded by Director Robert Case. Motion passed unanimously.
- d. Update on Construction Budget and Assurance: Mr. Smith provided an update on the construction budget.
- e. Redemption Hill Church: There was no update.
- f. Challenger Homes: Director Byers provided an update on Challenger Homes and noted pavement was completed for the connection of Bradley Landing. Earth work for filing 5 is anticipated to begin in February 2024.
- g. Bradley Ridge: Director O'Sullivan provided an update on Bradley Ridge and reported they submitted the last plat to the City. Director O'Sullivan discussed land area that will be exempt from school fees from the dedicated land.

8. Financial Matters

- a. Approve Unaudited Financial Reports through November 30, 2023: The Board reviewed the Unaudited Financial Reports through November 30, 2023.
- b. Review and Approve Payables through December 12, 2023: After review, Director Long moved to approve the Unaudited Financial Reports and Payables; seconded by Director O'Sullivan. Motion passed unanimously.

c. Review and Consider Adoption of Resolution Concerning District Imposition and Collection of Plat Drainage Fee: Mr. Walker presented the Resolution Concerning District Imposition and Collection of Plat Drainage Fee. After review, Director O'Sullivan moved to approve the Resolution Concerning District Imposition and Collection of Plat Drainage Fee; seconded by Director Robert Case. Motion passed unanimously.

9. Legal Matters

- a. Ratify and Approve Covenants and Restrictions for Bradley Heights for Century Homes: Mr. Walker presented the Covenants and Restrictions for the Century Homes development area within Bradley Heights. It was noted that the Covenants and Restrictions do not create a HOA but rather empower the District No. 2 to provide certain services like covenant enforcement and design review. An architectural review committee will be established to assist in the enforce the Covenants and Design Review Guidelines. Mr. Allen noted that pursuant to the Special District Act, the District No. 2 revenue needed to pay for these services must come from the actual area served which is the Century Homes development area. After review, Director O'Sullivan moved to consent to the Bradley Heights Metro District No. 2 enforcing the Covenants and Restrictions of Century at Bradley Heights; seconded by Director Byers. Motion passed unanimously.
- 10. Other Business
 - a. Next Regular Meeting scheduled: January 9, 2024 at 9:00 a.m.
- 11. Adjourn: The Board unanimously adjourned the meeting at 10:12 a.m.

Respectfully Submitted,	
By: Recording Secretary	



1:08 PM 01/04/24 Accrual Basis

Bradley Heights Metropolitan District No. 1 Balance Sheet

As of December 31, 2023

	Dec 31, 23
ASSETS Current Assets Checking/Savings	
ECB - Checking	1,877.56
Total Checking/Savings	1,877.56
Accounts Receivable Accounts Receivable	82,958.00
Total Accounts Receivable	82,958.00
Other Current Assets Due From District 3 Due From District 2	785.19 2,200.00
Total Other Current Assets	2,985.19
Total Current Assets	87,820.75
TOTAL ASSETS	87,820.75
LIABILITIES & EQUITY Liabilities Current Liabilities Accounts Payable Accounts Payable	48,078.46
Total Accounts Payable	48,078.46
Total Current Liabilities	48,078.46
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	164,928.46
Equity Retained Earnings Net Income	-142,576.11 65,468.40
Total Equity	-77,107.71
TOTAL LIABILITIES & EQUITY	87,820.75

12:57 PM 01/04/24 Accrual Basis

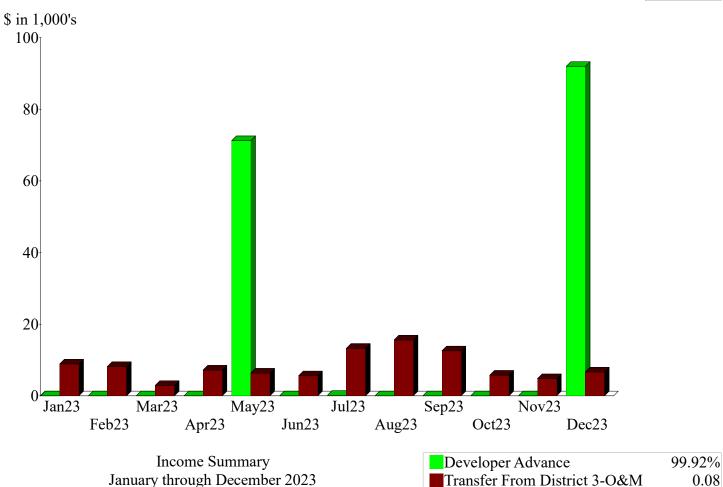
Bradley Heights Metropolitan District No. 1 Profit & Loss Budget vs. Actual

January through December 2023

	TOTAL				
	Dec 23	Jan - Dec 23	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense					
Income					
Developer Advance	92,000.00	163,249.00	70,000.00	93,249.00	233.21%
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	134.97	1,050.78	-915.81	12.85%
Total Income	92,000.00	163,383.97	72,702.07	90,681.90	224.73%
Expense					
Audit	0.00	14,825.00	8,500.00	6,325.00	174.41%
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	3,006.18	37,130.91	36,000.00	1,130.91	103.14%
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	0.00	2,272.94			
Insurance - D1	0.00	2,141.00	1,600.00	541.00	133.81%
Insurance - D2	0.00	250.00	3,000.00	-2,750.00	8.33%
Insurance - D3	0.00	5,292.00	1,600.00	3,692.00	330.75%
Legal	3,665.87	34,176.65	8,000.00	26,176.65	427.21%
Miscellaneous	0.00	46.24			
Total Expense	6,672.05	97,915.58	67,300.00	30,615.58	145.49%
Net Ordinary Income	85,327.95	65,468.39	5,402.07	60,066.32	1,211.91%
Other Income/Expense					
Other Income					
Other Income					
Interest Income	0.00	0.01			
Total Other Income	0.00	0.01			
Total Other Income	0.00	0.01			
Net Other Income	0.00	0.01			
Income	85,327.95	65,468.40	5,402.07	60,066.33	1,211.91%

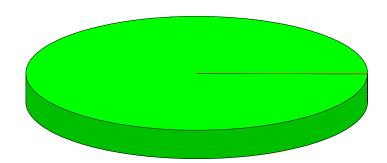
0.01

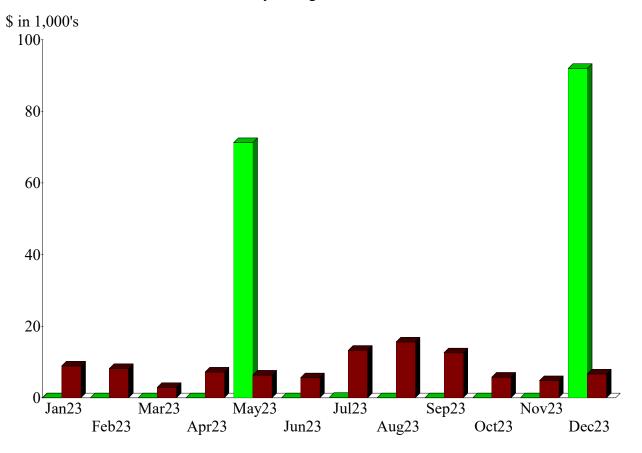
\$163,383.98



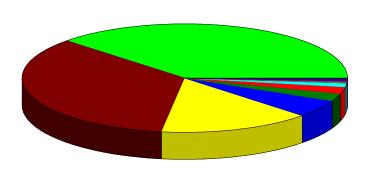
Other Income

Total





Expense Summary
January through December 2023



District Management	37.92%
Legal	34.90
Audit	15.14
Insurance - D3	5.40
Elections	2.32
Insurance - D1	2.19
Dues & Subsriptions (SDA) - D2	1.26
Dues & Subscriptions (SDA) - D1	0.32
Insurance - D2	0.26
Dues & Subscriptions (SDA) - D3	0.23
Other	0.05
Total	\$97,915.58

Bradley Heights Metropolitan District No. 2 Balance Sheet

As of December 31, 2023

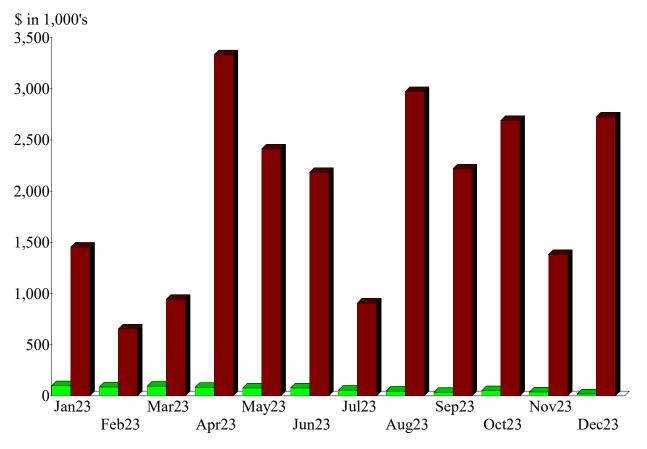
	Dec 31, 23
ASSETS	
Current Assets	
Checking/Savings	2 464 75
ECB Checking UMB Bond Account 156470.1	2,464.75 11,052.61
UMB - Project Fund 156470.2	2,699,028.62
Total Checking/Savings	2,712,545.98
Other Current Assets	
Due from District No 3	9.00
Accounts Receivable Other	39.00
Property Tax Receivable	5,955.20
Total Other Current Assets	6,003.20
Total Current Assets	2,718,549.18
Fixed Assets	0.000.004.04
Construction in Progress	8,622,891.24
Total Fixed Assets	8,622,891.24
TOTAL ASSETS	11,341,440.42
LIABILITIES & EQUITY Liabilities Current Liabilities Accounts Payable	
Accounts Payable	9,325.00
Total Accounts Payable	9,325.00
Other Current Liabilities	
Accrued Interest	2,267,035.00
Due to District 1	2,200.00
Deferred Poperty Tax Revenue	5,955.20
Total Other Current Liabilities	2,275,190.20
Total Current Liabilities	2,284,515.20
Long Term Liabilities	
Series 2021A Bonds	35,000,000.00
Total Long Term Liabilities	35,000,000.00
Total Liabilities	37,284,515.20
Equity	
Retained Earnings	-2,831,697.44
Net Income	-23,111,377.34
Total Equity	-25,943,074.78
TOTAL LIABILITIES & EQUITY	11,341,440.42

11:14 AM 01/05/24 Accrual Basis

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

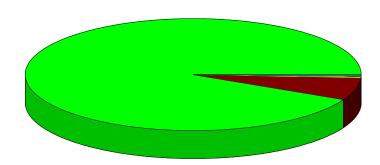
TOTAL

		TOTAL			
	Dec 23	Jan - Dec 23	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense					
Income					
Transfer From D3 DS Taxes	0.00	773.54	788.09	-14.55	98.15%
CY Property Tax - O&M	0.00	929.80	1,565.20	-635.40	59.41%
PY Tax - O&M	0.00	16.58			
Specific Ownership Tax - O&M	13.78	149.23	109.56	39.67	136.21%
CY Property Tax - Debt	0.00	2,789.40	4,695.60	-1,906.20	59.41%
PY Tax Debt	0.00	49.72			
Specifice Ownership Tax - Debt	41.33	447.66	328.69	118.97	136.2%
Impact Fees					
Capital Facility Fees-Platting	0.00	50,983.00			
Total Impact Fees	0.00	50,983.00			
Total Income	55.11	56,138.93	7,487.14	48,651.79	749.81%
Expense					
Miscellaneous	0.00	9,325.00			
Bond Expense					
Bank Fees	1,062.38	38,690.18	20,000.00	18,690.18	193.45%
Debt Service Interest	37,474.70	37,474.70	1,630.54	35,844.16	2,298.3%
Paying Agent Fee	4,000.00	4,000.00	4,000.00	0.00	100.09
Total Bond Expense	42,537.08	80,164.88	25,630.54	54,534.34	312.77%
Capital Outlay					
Legal Expense	1,396.09	4,555.97			
Construction Coordination	19,816.75	29,681.75			
Capital Construction	2,601,100.50	22,665,569.35	21,000,000.00	1,665,569.35	107.93%
Engineering/Planning	60,307.69	923,999.88	2,000,000.00	-1,076,000.12	46.2%
Project Management	0.00	163,700.38	250,000.00	-86,299.62	65.48%
Total Capital Outlay	2,682,621.03	23,787,507.33	23,250,000.00	537,507.33	102.31%
Transfer to District 1	0.00	0.00	1,651.29	-1,651.29	0.0%
Treasurer Collection Fee - O&M	0.00	15.74	23.48	-7.74	67.04%
Treasurer Collection Fee - Debt	0.00	40.05	70.43	-30.38	56.87%
Total Expense	2,725,158.11	23,877,053.00	23,277,375.74	599,677.26	102.58%
Net Ordinary Income	-2,725,103.00	-23,820,914.07	-23,269,888.60	-551,025.47	102.37%
Other Income/Expense					
Other Income					
Interest Income - Debt	19,356.66	709,536.73	100,000.00	609,536.73	709.54%
Total Other Income	19,356.66	709,536.73	100,000.00	609,536.73	709.54%
Net Other Income	19,356.66	709,536.73	100,000.00	609,536.73	709.54%
Income	-2,705,746.34	-23,111,377.34	-23,169,888.60	58,511.26	99.75%

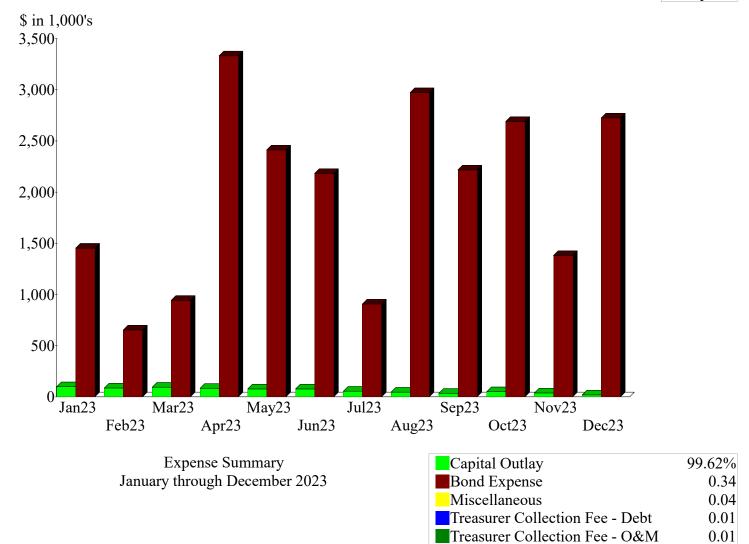


Income Summary
January through December 2023

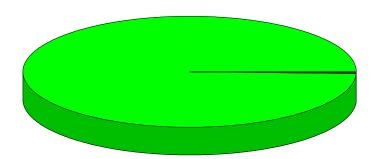
Interest Income - Debt	92.67%
Impact Fees	6.66
CY Property Tax - Debt	0.36
CY Property Tax - O&M	0.12
Transfer From D3 DS Taxes	0.10
Specifice Ownership Tax - Deb	t 0.06
Specific Ownership Tax - O&M	0.02
PY Tax Debt	0.01
PY Tax - O&M	0.01
Total	\$765,675.66



\$23,877,053.00



Total



1:40 PM 01/04/24 Accrual Basis

Bradley Heights Metropolitan District No. 3 Balance Sheet

As of December 31, 2023

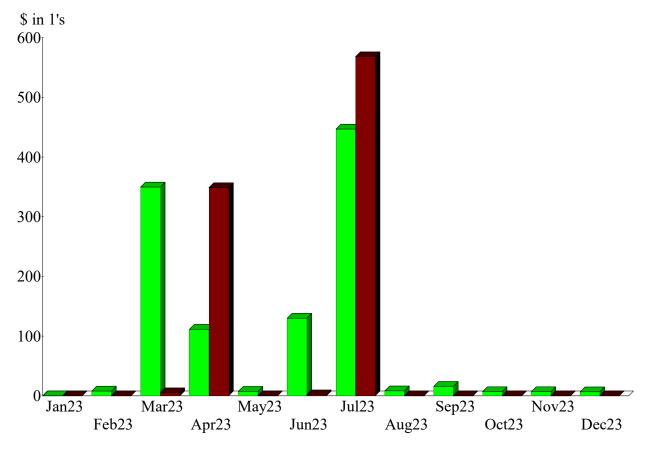
	Dec 31, 23
ASSETS Current Assets Checking/Savings ECB Checking	380.70
Total Checking/Savings	380.70
Total Current Assets	380.70
TOTAL ASSETS	380.70
LIABILITIES & EQUITY Liabilities Current Liabilities Other Current Liabilities Due To District 1	794.19
Total Other Current Liabilities	794.19
Total Current Liabilities	794.19
Total Liabilities	794.19
Equity Retained Earnings Net Income	-589.30 175.81
Total Equity	-413.49
TOTAL LIABILITIES & EQUITY	380.70

1:36 PM 01/04/24 **Accrual Basis**

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

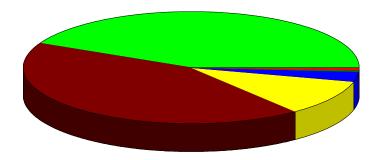
TOTAL

		TOTAL			
	Dec 23	Jan - Dec 23	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense					-
Income					
CY Property Tax - O&M	0.00	115.47	249.00	-133.53	46.37%
PY Tax - O&M	0.00	1.93			
Specific Ownership Tax - O&M	1.72	32.63	17.43	15.20	187.21%
CY Property Tax - Debt	0.00	471.20	747.00	-275.80	63.08%
PY Tax - Debt	0.00	5.81			
Specifice Ownership Tax - Debt	5.17	472.24	52.29	419.95	903.12%
Total Income	6.89	1,099.28	1,065.72	33.56	103.15%
Expense					
Transfer to D2 DS Taxes	0.00	773.54	788.08	-14.54	98.16%
Treasurer Collection Fee - O&M	0.00	3.75	3.74	0.01	100.27%
Treasurer Collection Fee - Debt	0.00	11.21	11.21	0.00	100.0%
Total Expense	0.00	788.50	803.03	-14.53	98.19%
Net Ordinary Income	6.89	310.78	262.69	48.09	118.31%
Other Income/Expense					
Other Expense					
Other Expense					
Transfer to Dist 1 - Gen Fund	0.00	134.97	262.69	-127.72	51.38%
Total Other Expense	0.00	134.97	262.69	-127.72	51.38%
Total Other Expense	0.00	134.97	262.69	-127.72	51.38%
Net Other Income	0.00	-134.97	-262.69	127.72	51.38%
t Income	6.89	175.81	0.00	175.81	100.0%

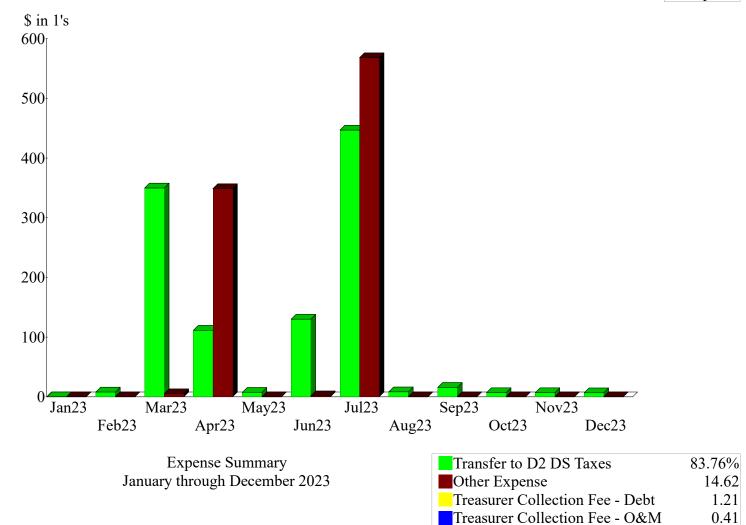


Income Summary	
January through December 2023	3

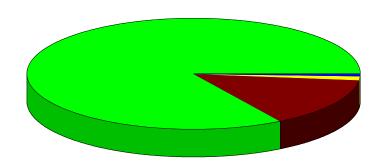
Specifice Ownership Tax - Debt	42.96%
CY Property Tax - Debt	42.86
CY Property Tax - O&M	10.50
Specific Ownership Tax - O&M	2.97
PY Tax - Debt	0.53
PY Tax - O&M	0.18
Total	\$1,099.28



\$923.47



Total





Bradley Heights Metropolitan District No. 1

PAYMENT REQUEST

1/9/2024

GENERAL FUND ACCOUNT

Company	Invoice	Date	Amount	Comments
White Bear Anekele	31187	11/30/2023	\$ 1,785.05	
White Bear Anekele	31657	12/31/2023	\$ 3,665.67	
WSDM District Managers	7761	12/31/2023	3,006.18	
TOTAL			\$ 8,456.90	

_____ \$8,456.90

Bradley Heights Metropolitan District

Bradley Heights Metropolitan District #2

PAYMENT REQUEST

1/9/2023

BOND FUND ACCOUNT

Company	Invoice	Date	Amount	Comments
Classic Consulting	35076	12/12/2023	\$ 560.00	
Frazee	123123	12/31/2023	\$ 324,097.65	
Galloway & Company, Inc	128818	12/6/2023	\$ 2,045.00	
Grundy Construction Management & Const	BHM-026	12/31/2023	\$ 19,816.75	
Matrix Design Group	40444	7/26/2023	\$ 70,273.27	
Matrix Design Group	40446	7/26/2023	\$ 5,541.15	
Matrix Design Group	41634	12/7/2023	\$ 5,990.00	
Matrix Design Group	41802	12/26/2023	\$ 970.00	
Matrix Design Group	41801	12/26/2023	\$ 12,900.00	
Wildcat Construction Inc.	75187-19	12/31/2023	\$ 358,501.50	
WSDM District Managers	7836	12/31/2023	\$ 2,093.43	
TOTAL			\$ 802,788.75	

Bradley Heights