



**MINUTES OF REGULAR MEETINGS
OF THE BOARDS OF DIRECTORS OF THE
WOODMEN HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 and 3
MARCH 4, 2015 AT 9:00 A.M.**

Pursuant to posted notice, the joint meeting of the Boards of Directors of the Woodmen Heights Metropolitan District Nos. 1, 2 and 3 was held on Wednesday, March 4, 2015 at 9:00 a.m., at 102 E. Pikes Peak Avenue, Suite 200, Colorado Springs, CO 80903.

In attendance were Directors:

Lindsay J. Case, President (by phone)
Les Krohnfeldt, Vice President/Treasurer
Randle Case II, Asst. Secretary (phone)
James Morley, Secretary
Scott Hente, Asst. Secretary

Also in attendance were:

K. Sean Allen, Esq., White, Bear &
Ankele P.C. (by phone)
Kevin Walker, Schooler & Associates
Lori VonFeldt, Schooler & Associates
Bryan Long
Dave Keller
Ross Clinger

Combined Meeting:

The Boards 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:

Director Krohnfeldt called the meeting to order at 9:09 a.m.

2. Declaration of Quorum/Director Qualifications/Disclosure Matters:

Director Krohnfeldt 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. Ms. VonFeldt noted that the Directors' disclosures of their potential conflicts of interest were filed pursuant to state law for the meeting, and were made part of the official minutes of the meeting by reference. The Boards determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

3. Approval of

the Agenda: The agenda was approved.

4. Approval of

the minutes: Director Morley moved to approve November 5, 2014 minutes seconded by Director Krohnfeldt. Motion passed.

5. City/District Intergovernmental Agreement (benefited service area and fair and equitable participation):

There was no discussion.

6. Series 2012 "C" Cost Certification, City Consent to C Bond Status, Series C Bond Resolution Approval:

It was noted that Mr. Blake Jordan is still waiting to receive the legal entity name of certain developers to whom District No. 1 intends to issue reimbursement C Bonds. Director Morley indicated that he is ready to submit his invoices and will get with District Management to finalize them.

7. District Manager Report:

a. Market Status of Ground or Developers-

Director Morley indicated that his development was going well, but delays are happening for builders due to City staff. Director Krohnfeldt also expressed concern with City staff and trying to get their projects approved. Director Krohnfeldt stated that they will be selling 240 lots to Aspen View this year and expect to extend Marksheffel up to Sand Creek this spring, and if the bridge across the creek goes in, they hope to extend further to Tutt.

The Board briefly discussed the looping water system. Director Morley stated that he is looping Forest Meadows into cowpoke and Director Krohnfeldt confirmed that the north loop for residential has been approved. Director Randle Case II indicated that there is still a section that would need to be completed and he would follow up on it.

Director Randle Case II said they are looking at a possible multi-family or attached housing on the north piece of their property and there is a parcel that was originally slated to be offices, but are considering making it residential as well.

8. Financial Statement and Payables:

a. Approval of Invoices-

Director Hente moved to approve the invoices seconded by Director Krohnfeldt. Motion passed unanimously.

b. District Facility Fee/Permit Status/Delinquent Accounts-

Mr. Walker said that communications are progressing with East Woodmen Mini Storage regarding the District fees that are due and will work with them until they have paid in full.

9. Public Comment (on items not already on the agenda):

Mr. Clinger inquired about the process to get financials approved if there is no meeting. The Board explained that the previously established procedure is to have monthly invoices and payments thereon processed through the District Manager's office and routed to the Board for approval with ratification thereof occurring at the next meeting.

10. Executive Session Section 24-6-402(4)(b) and (e):

Executive Session. Pursuant to Section 24-6-402(4)(b) and (e), C.R.S., At 9:37 a.m. Director Hente motioned, and being supported by at an affirmative vote of at least two-thirds of the quorum in attendance, that the Boards convene in an executive session for the sole purpose of receiving specific legal advice regarding the Sorpresa ROW litigation. Pursuant to Section 24-6-402(2)(d.5)(II)(B),

C.R.S., no record or electronic recording will be kept of those portions of the executive session that, in the opinion of the District's attorney, constitute privileged attorney-client communication pursuant to Section 24-6-401(4)(b), C.R.S. The Board did not engage in discussion of any matter not enumerated in Section 24-6-402(4)(b) or (e). The Board did not adopt any proposed policy, position, resolution, rule, regulation, or formal action. The executive session meeting adjourned at 9:53a.m.

11. Other Business:

The next regular meeting will be Wednesday, May 6, 2015 at 9:00 a.m.

12. Adjournment: The meeting was adjourned at: 9:53 a.m.

Respectfully Submitted,

Lori VonFeldt, Manager