



**MINUTES OF SPECIAL MEETINGS
OF THE BOARDS OF DIRECTORS OF THE
WOODMEN HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 and 3
JANUARY 13, 2016 AT 1:30 P.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, January 13, 2016 at 1:30 p.m., at 102 E. Pikes Peak Avenue, Suite 200, Colorado Springs, CO 80903.

In attendance were Directors:

Lindsay J. Case, President
Les Krohnfeldt, Vice President/Treasurer
Scott Hente, Asst. Secretary
Randle Case II, Asst. Secretary

Also in attendance were:

K. Sean Allen, Esq., White, Bear &
Ankele P.C. (by phone)
Terry Schooler, Schooler & Associates
Lori VonFeldt, Schooler & Associates
Kevin Walker, Schooler & Associates
Bryan Long
Ron Waldthausen

James Morley, Secretary, was absent and excused.

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 Lindsay Case called the meeting to order at 1:41 p.m.

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

Director Lindsay Case 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 Krohnfeldt moved to approve the November 4, 2015 minutes seconded by Director Hente. Motion passed.

5. District Manager Report:

a. Market Status of Ground or Developers-

Mr. Schooler stated that Director Morley continues to make progress with Forest Meadows filings 7 and 8 and that Aspen View Homes bought filing 4 containing approximately 65 lots. There are about 10 homes that have been built and half are under contract. The average price for the homes are around \$230K-\$250K. Mr. Schooler stated further that Challenger Homes has done their first 2 phases on the Trails and will be doing another 70-80 lots. They are also doing an adult living complex that is 65 units.

Director Krohnfeldt said that Shiloh Mesa has about 60 acres and plan to close on a total of 120 lots by March and the rest will be done by August. It was noted that Aspen View Homes is the only homebuilder. Director Krohnfeldt indicated that they still have 40 lots to the north of the property that won't be developed until the issues with Sand Creek can be worked out. Mr. Schooler asked if the study that Mr. Sanchez has been working on will solve the issues and Director Krohnfeldt said that it would but don't yet know the requirements and who will be paying for the \$500K project. The Board asked about drainage credits and Mr. Schooler inferred that all the drainage credits for the District had been used towards Pond 2 and that there are only pond land credits left so developers of unplatted land are paying standard drainage fees or offsetting their construction costs for it.

Director Randle W. Case II said regarding the Marksheffel extension that it was articulated that it could be handled with the same format as the Dublin extension, which has been completed. Mr. Schooler suggested meeting with the owners again as soon as possible so that the City could then be shown what could be done. The District has been collecting the \$2,200/acre platting fee of which \$500/acre of that is earmarked for this project. Mr. Schooler thought that with continued collections the District could obligate approximately \$300K towards the project. The Board requested a chart defining the recoveries that have been collected and an updated Tiered list for the next meeting.

b. Shiloh Mesa Exclusion from District 3 and Inclusion into District 2 (Discussion)-

Mr. Schooler stated that Shiloh Mesa would need to have an exclusion from District 3 and an inclusion into District 2. Mr. Allen stated legal descriptions and boundary change petitions will be required from the property owners. Mr. Walker and Mr. Sanchez will assist in gathering the required documents so that a future boundary hearing can be held.

c. New Pilot Payments-

Director Krohnfeldt said that as the church sells acreage the pilot is pro rata adjusted and the current price they are paying is about \$2,700/acre which also provides for a 2 year transfer fee. Mr. Walker worked up a formula for the new PILOT payment amount when the church sells property.

6. 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. Schooler indicated that the Mini Storage people have paid their fees and there is nothing new outstanding.

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

There was no public comment.

8. 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 2:33 p.m. Director Krohnfeldt 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 lawsuit. 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 2:55 p.m.

9. Other Business:

- a. The Boards discussed setting a new regular meeting schedule. It was determined that regular meetings would take place on the first Wednesday at 1:00 p.m. each month as deemed necessary. The next meeting is scheduled for February 3, 2016 at 1:00 p.m.

10. Adjournment: The meeting was adjourned at: 2:57 p.m.

Respectfully Submitted,

Lori VonFeldt, Manager