



**MINUTES OF SPECIAL MEETINGS
OF THE BOARDS OF DIRECTORS OF THE
WOODMEN HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 and 3
APRIL 7, 2021 AT 1:00 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, April 7, 2021 at 1:00 p.m., at 119 Wahsatch Avenue, Colorado Springs, Colorado 80903, and via video and telephone conference.

In attendance were Directors:

Lindsay Case, President
Les Krohnfeldt, Vice President/Treasurer
Randle W. Case II, Asst. Secretary
James Morley, Director

Also in attendance were:

Kevin Walker, WSDM
K. Sean Allen, Esq., White Bear Ankele Tanaka & Waldron
Mike Tromboli, Shiloh Mesa

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:

The meeting was called to order at 1:00 p.m. by President Lindsay Case.

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

President 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. 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 the Agenda: The Board had no changes or comments on the Agenda.
4. Approval of the February 3, 2021 Board Meeting Minutes: Mr. Walker noted there was a technical error, and the Minutes are not available for approval. The Board tabled the approval of the Minutes.
5. District Manager Report
 - a. Park Update and Review: Mr. Walker reported there was a community meeting with the HOA last month to discuss the park. A survey is posted on the District website for input and feedback from the community on the Cow Poke and Marksheffel proposed park. Mr. Walker discussed the process moving forward and noted the finalized park design will be presented to the Parks Board in May or June and construction could begin by Fall 2021. Mr. Walker discussed the financing for the park is from \$720,000 in fees collected and additional fees will be collected moving forward. The park design shows \$1 Million in construction costs so the park construction will be phased.
 - b. Marksheffel Rd Bridge Update: Mr. Walker referred to the discussion at the last Board meeting and explained the City of Colorado Springs was asking the District to pay for the Bridge per the annexation agreements. Mr. Walker reported that he and Mr. Allen met with the Public Works Director and the City Attorney to discuss why they believe the District needs to pay for the Marksheffel Rd bridge. The City believes the annexation agreements pass the obligation to the metro districts; Mr. Allen explained the annexation agreement does not obligate the District but simply says it is allowed to pay for the improvement. The District has collected money based on the draft IGA agreement done in 2012 with the City and \$300,000 has been raised from fees for bridge costs.

Director Krohnfeldt stated he would consider contributing the money collected from bridge fees upon the execution of an IGA. Director Randle Case II pointed out the City has not enforced that provision on anyone else south of Woodmen and their practices are inconsistent with public policy and the law. Mr. Allen explained the City cannot obligate the District to pay \$5 Million to construct the bridge based on the annexation agreements with developers. He added it is not in the District's service plan to build a bridge, so the City cannot force the District to be obligated to something that was done before the District was even created. Mr. Allen confirmed if the collected fees are not used for bridge costs, then they would need to be refunded back to the developers who paid the fees. Mr. Allen suggested the Board direct Mr. Walker and himself to communicate back to the City and Public Works Director that the \$300,000 in bridge fees collected can be contributed on the condition that it represents the satisfaction and end to any District contribution on the bridge. Director Krohnfeldt stated he wants to see an agreement in writing from the City that shows the District obligation. Mr. Walker

cautioned against having the City send what they think the District owes in writing. Director Krohnfeldt expressed concerns with the City's inconsistency in enforcing and implementation of policy. Mr. Walker explained that PPRTA should get their reimbursement from Drainage fees. The District should also get \$300,000 in credits if they contribute to the bridge. The Board agreed they are willing to continue discussions on this item but took no action.

- c. **Black Forest Road Construction:** Mr. Walker reported that Black Forest Road construction is proceeding ahead and will be under construction this year. They are still working out the agreements with the District and landscaping. The Board discussed the extension of Cow Poke to Marksheffel.

6. **Developer Updates:** Director Krohnfeldt reported that the last 30 days have been very busy with multiple contracts on commercial lots. Mr. Walker reported he received a letter from an attorney suggesting the District owes them \$2.5 Million in improvements for Marksheffel Road, and there may be a request for a developer reimbursement agreement.

7. **Public Comment:** There was no public comment.

8. **Other Business**
 - a. **Consider Approval of Financial Statements and Payables:** Mr. Walker requested the Board table the approval of the financial statements and payables due to an error.
 - b. **2021 Annual Administrative Resolution:** Director Krohnfeldt moved to approve the 2021 Annual Administrative Resolution; seconded by President Lindsay Case. Motion passed unanimously.
 - c. **Next Regular Meeting Date – Scheduled for May 4, 2021 at 1:00 P.M.:** The Board confirmed the next regular meeting date.

9. **Adjournment:** The Board adjourned the meeting at 2:06 p.m.

Respectfully Submitted,

By: Kristina Kulick for the Recording Secretary