



**MINUTES OF SPECIAL MEETINGS  
OF THE BOARDS OF DIRECTORS OF THE  
WOODMEN HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 and 3  
AUGUST 4, 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, August 4, 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 (Excused)  
Les Krohnfeldt, Vice President/Treasurer (via phone)  
Randle W. Case II, Asst. Secretary  
James Morley, Secretary (via phone)  
Kyle Geditz, Asst. Secretary (via phone)

Also in attendance were:

Kevin Walker, WSDM  
K. Sean Allen, Esq., White Bear Ankele Tanaka & Waldron (via phone)  
Braden Hammond, BiggsKofford (via phone)

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 1:03 p.m. by Director Case II.

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

Director 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. 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 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: Mr. Walker requested to discuss two items under District Manager Report, discussion on signs for a school, and discussion on the southeast corner of Marksheffel and Woodmen. The Board approved the Agenda.
4. Approval of the June 2, 2021 Board Meeting Minutes: Director Morley moved to approve the June 2, 2021 Board Meeting Minutes as presented; seconded by Director Krohnfeldt. Motion passed unanimously.
5. Acceptance of Audit of Financial Statements for 2020: Mr. Walker noted the 2020 Audit of Financial Statements have been reviewed by Mr. Allen and distributed to the Board. Director Geditz moved to accept the Audit of Financial Statements for 2020; seconded by Director Morley. Mr. Hammond noted he will file the extension for the Audit and pointed out the additional line item on the financial statements due to the bonds being defeased. He confirmed there will be no compliance issues. Motion passed unanimously. Mr. Hammond left the meeting.
6. Review and Approval of:
  - a. Amendment to the District Facilities Construction and Service Agreement: Mr. Allen explained the Amendment to the District Facilities Construction and Service Agreement (the “Master IGA”) and noted the Master IGA is no longer needed as a result of the actual bond financing that has taken place and use of a Capital Pledge Agreement between Districts 2 and 3. Mr. Allen noted that an amendment to the Master IGA is needed to allow for the immediate termination thereof. Director Geditz moved to amend the Master IGA; seconded by Director Krohnfeldt. Motion passed unanimously.
  - b. Termination of the District Facilities Construction and Service Agreement (“Master IGA”): Director Krohnfeldt moved to terminate the Master IGA; seconded by Director Geditz. Motion passed unanimously.
  - c. Approval of District Coordinating Services Agreement: Mr. Allen noted that the operation and maintenance coordination component of the terminated Master IGA is replaced with the District Coordinating Services Agreement. After discussion by the Boards, Director Geditz moved to approve the District Coordinating Services Agreement between the Districts; seconded by Director Krohnfeldt. Motion passed unanimously.
7. District Manager Report
  - a. Park Update and Review: Mr. Walker updated the Board on the park and presented the review of the park concept plan that was submitted to the City of Colorado Springs for approval. The District will go before the Park Board in September with final approval in October and then final design can begin.

- b. Black Forest Road Construction: Mr. Walker reported the project has been slow to start but the District is continuing coordination and there are no recent updates.
  - c. Quail Brush Creek HOA/District No. 2 Conveyance Agreement: Mr. Walker reported the District will maintain all of Quail Brush Creek. Quail Brush Creek HOA is still working through their process to hand over the property to the District.
  - d. Signs for a school: Mr. Walker reported the Grand Peak School would like to put up a 4 x 8 sign at the corner of Cowpoke and Black Forest on District property. Mr. Walker told them that they needed approval from the City first and then guidelines will need to be created. The Board discussed approving the sign with guidelines for the school but not opening it up for all commercial in the area to put up signage.
  - e. Southeast corner of Marksheffel and Woodmen Discussion: Mr. Walker discussed the 34 acres at the southeast corner of Marksheffel and Woodmen that is seeking approval from the City for an apartment complex and commercial pads. He noted standard maintenance will be done for the area including maintenance of the water quality ponds.
8. Developer Updates: Mr. Walker reported that Aspen View is moving forward with their residential developments. Director Geditz reported they are hoping to be done with the two commercial plats in Filing 2 and 3 in August at the Shiloh Mesa commercial on the northeast corner of Marksheffel and Woodmen. Director Morley reported that Sterling Ranch is doing well but they are struggling to get approvals at the County in a timely manner.
9. Public Comment: There was no public comment.
10. Other Business
- a. Review and consider:
    - i. Authorization to pay utility and stormwater fees via automatic payment with review of all invoices by the Board Treasurer: Director Morley moved to approve the authorization to pay utility and stormwater fees via automatic payment with review of all invoices by the Board Treasurer; seconded by Director Geditz. Motion passed unanimously.
    - ii. Adoption of Bill.com for payment of District ongoing expenses: After review, Director Geditz moved to approve the adoption of Bill.com for payment of District ongoing expenses; seconded by Director Morley. Motion passed unanimously.
  - b. Consider Approval of Unaudited Financial Statements and Payables: After review, Director Krohnfeldt moved to approve the unaudited financial statements and payables; seconded by Director Geditz. Motion passed unanimously.
  - c. Next Regular Meeting Date – Scheduled for September 1, 2021 at 1:00 P.M.: The Board agreed to meet on the next regular meeting date.
12. Adjournment: The Board adjourned the meeting at 1:43 p.m.

Respectfully Submitted,

*Kristina Kulick*

By: Kristina Kulick for the Recording Secretary