



**MINUTES OF A JOINT SPECIAL MEETING
OF THE BOARDS OF DIRECTORS OF THE
WOODMEN HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 AND 3
NOVEMBER 8, 2023 AT 1:00 P.M.**

Pursuant to posted notice, the joint special meeting of the Boards of Directors of the Woodmen Heights Metropolitan District Nos. 1, 2 and 3 was held on Wednesday, November 8, 2023, at 1:00 p.m., at 119 Wahsatch Avenue, Colorado Springs, Colorado 80903, and via video teleconference.

In attendance were Directors:

Les Krohnfeldt, President
James Morley, Secretary (excused absence)
Randle W. Case II, Vice President/Treasurer
Jack Amberg, Asst. Secretary
Kyle Geditz, Asst. Secretary

Also in attendance were:

K. Sean Allen, Esq., White Bear Ankele Tanaka & Waldron
Rebecca Harris, WSDM
Kevin Walker, WSDM
Rylee DeLong, WSDM
Ryan Case

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 PM by President Krohnfeldt.
2. Declaration of Quorum/Director Qualifications/Disclosure Matters: President 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. 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: Ms. Harris removed items 5.c.ii. and 5.c.iii. Director Case II moved to approve the Agenda as amended; seconded by Director Geditz. Motion passed unanimously.
4. Approval of the October 4, 2023 Joint Meeting Minutes: After review, Director Amberg moved to approve the October 4, 2023 Minutes; seconded by Director Case II. Motion passed unanimously.
5. Financial Matters
 - a. Consider Approval of Unaudited Financial Statements as of October 31, 2023: After review, Director Case II moved to approve the Unaudited Financial Statements as of October 31, 2023 and ratify the payables through November 8, 2023 as amended; seconded by Director Amberg. Motion passed unanimously.
 - b. Ratify and consider Approval of Payables through November 8, 2023: Ms. Harris presented the payables and added the District No. 2 Director fees for September, October and November.
 - c. Public Hearing on 2023 Budget Amendment: President Krohnfeldt opened the public hearing on the 2023 Budget Amendment. Ms. Harris presented the District No. 1 2023 Budget Amendment. After no public comment, the public hearing was closed.
 - i. Consider Adoption of District 1 Resolution Amending 2023 Budget: Director Amberg moved to adopt District 1 Resolution Amending the 2023 Budget; seconded by Director Geditz. Motion passed unanimously.
 - d. Public Hearing on 2024 Budget: President Krohnfeldt opened the public hearing on the 2024 Budgets. Ms. Harris presented the 2024 Budgets. After no public comment, the public hearing was closed. The District No. 2 Board discussed lowering District 2's mill levy from the prior years to offset the expected higher assessed valuation from increase home values within the District.
 - i. Consider Adoption of District 1 Resolution Approving 2024 Budget: After review, Director Amberg moved to adopt Districts 1, 2 and 3 Resolutions Approving the 2024 Budget; seconded by Director Geditz. Motion passed unanimously.
 - ii. Consider Adoption of District 2 Resolution Approving 2024 Budget
 - iii. Consider Adoption of District 3 Resolution Approving 2024 Budget
6. District Manager Report
 - a. Discuss Authentix at Wolf Ranch Agreement to Opt-Out of the Woodmen Heights Metropolitan District No. 2 Service area: Ms. Harris discussed the Authentix at Wolf Ranch agreement to opt-out of the District No. 2 service area. WSDM will present an analysis and calculation for the opt-out fee at the next meeting.
 - b. Aspen Meadows Park Update and Review: Mr. Walker provided an update on the park and reported that Aspen View hasn't conveyed the land to the District yet.

- c. D-20 School Site Discussion: Mr. Walker discussed the D-20 school site and noted that he plans to attend the January 2024 school board meeting to request they consider doing something with the property.
7. Development Updates: The Board discussed commercial development within the District.
8. Public Comment: There was no public comment.
9. Legal Matters
 - a. Review and Consider Adoption of Resolution to Dissolve District No. 1: Mr. Allen presented the Resolution to Dissolve District No. 1. After review, Director Amberg moved to adopt the Resolution to Dissolve District No. 1; seconded by Director Geditz. Motion passed unanimously.
 - b. Discuss District No. 1 Asset Transfer to District Nos. 2 and 3; Accounting Certificate Regarding No Outstanding Financial Obligations; Written City Consent to Dissolution: Ms. Harris and Mr. Allen explained the District No. 1 asset transfer to District Nos. 2 and 3, the Accounting Certificate Regarding No Outstanding Financial Obligations and the requirement to obtain written City Consent to Dissolution.
 - c. Review Draft of Petition for Dissolution of District No. 1: Mr. Allen presented the draft of Petition for Dissolution of District No. 1. After review, Director Amberg moved to approve the Petition for Dissolution of District No. 1; seconded by Director Geditz. Motion passed unanimously.
 - d. Discuss and Approve the Regular Board Meeting Schedule for 2024: The Board scheduled the 2024 Regular Board Meetings for the first Wednesday of every month at 1:00 p.m. The annual Town Hall Meeting will be scheduled with the November Board meeting.
 - e. Consider Approval of 2024 Annual Administrative Resolution: After review, Director Case II moved to approve the 2024 Annual Administrative Resolution; seconded by Director Amberg. Motion passed unanimously.
 - f. Review and Consider Approval of WSDM – District Managers Engagement Letter: After review, Director Amberg moved to approve the WSDM - District Managers Engagement Letter; seconded by Director Case II. Motion passed unanimously.
 - g. Review and Consider Approval of District 1, 2, and 3 BiggsKofford 2023 Audit Engagement Letter: Ms. Harris noted they are still waiting on the engagement letters from BiggsKofford and requested a tentative approval for when they are received. Director Amberg moved to approve the BiggsKofford 2023 Audit Engagement Letters for Districts 1, 2, and 3 pending the rates are consistent with budget appropriations; seconded by Director Case II. Motion passed unanimously.
 - h. July 1, 2024 Website ADA Compliance: Ms. Harris discussed the new ADA compliance requirements for District websites.
10. Adjourn: The Board unanimously adjourned the meeting at 1:50 p.m.
 - a. Next Meeting Date: The Board canceled the December and January Board meetings and will meet on February 7, 2024 at 1:00 p.m.

Respectfully Submitted,

Rebecca Harris

By: Recording Secretary