



**MINUTES OF A JOINT REGULAR MEETING
OF THE BOARDS OF DIRECTORS OF THE
WOODMEN HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 AND 3
FEBRUARY 7, 2024 AT 1:00 P.M.**

Pursuant to posted notice, the joint regular meeting of the Boards of Directors of the Woodmen Heights Metropolitan District Nos. 1, 2 and 3 was held on Wednesday, February 7, 2024, 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 (Unexcused Absence)
Randle W. Case II, Vice President/Treasurer
Jack Amberg, Asst. Secretary
Kyle Geditz, Asst. Secretary (Unexcused Absence)

Also in attendance were:

Rebecca Harris, WSDM
Kevin Walker, WSDM
Rylee DeLong, WSDM
Tate Crosby, White Bear Ankele Tanaka & Waldron

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 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: Director Case II moved to approve the Agenda as presented; seconded by Director Amberg. Motion passed unanimously.
4. Approval of the November 8, 2023 Joint Meeting Minutes and District No. 2 November 8, 2023 Town Hall Meeting Minutes: After review, Director Amberg moved to approve the November 8, 2023 Joint Meeting Minutes and District No. 2 November 8, 2023 Town Hall Meeting Minutes; seconded by Director Case II. Motion passed unanimously.
5. Financial Matters
 - a. Consider Approval of Unaudited Financial Statements as of December 31, 2023: Ms. Harris presented the Unaudited Financial Statements as of December 31, 2023. After review, Director Amberg moved to approve the Unaudited Financial Statements as of December 31, 2023 as presented; seconded by Director Case II. Motion passed unanimously.
 - b. Ratify and consider Approval of Payables through February 7, 2024: After review, Director Amberg moved to approve the payables through February 7, 2024 for Districts 1-3; seconded by Director Case II. Motion passed unanimously.
 - c. BiggsKofford 2023 Audit Engagement Letters: After review, Director Case II moved to ratify the approval of the 2023 Audit Engagement Letters with BiggsKofford; seconded by Director Amberg. Motion passed unanimously.
6. District Manager Report
 - a. Authentix at Wolf Ranch Opt-Out: Ms. Harris and Mr. Walker discussed the potential opt-out agreement with Authentix at Wolf Ranch. Authentix at Wolf Ranch is in the process of annexing to the City.
 - b. Aspen Meadows Park Update and Review: Mr. Walker provided an update on the new Aspen Meadows park. The park design has been completed and the District officially owns the park site, and they are preparing to go to bid in the next few weeks.
 - c. D-20 School site discussion: Mr. Walker provided an update on the District 20 school site. Mr. Walker will attend the March 7th school board meeting.
 - d. Meeting with Cumbre Vista 1 HOA Update: Ms. Harris discussed the meeting with the new Cumbre Vista 1 HOA Manager where they clarified the separate responsibilities of the HOA and District.
 - e. Mr. Walker noted he has been in touch with the City regarding payment of the Marksheffel fees. Mr. Walker provided a draft agreement between the City and the District in January, and it is being reviewed by the City.
7. Development Updates: The Board discussed the Church and commercial development within the District.
8. Public Comment: There was no public comment.
9. Legal Matters

- a. Discussion and update for District No. 1 dissolution: Ms. Harris provided an update on the District No. 1 dissolution.
 - b. District No. 1 Quitclaim Deed of real property; District Nos 2 and 3 Acceptance of real property conveyance: After review, Director Case II moved to approve the District No. 1 Quitclaim Deed of real property; District Nos 2 and 3 Acceptance of real property conveyance subject to finalization by legal counsel; seconded by Director Amberg. Motion passed unanimously.
10. Adjourn: Director Amberg moved to adjourn the meeting at 1:50 p.m.; seconded by Director Case II. Motion passed unanimously.
- a. Next Meeting Date: March 6, 2024 at 1:00 p.m. The Board discussed the March meeting may be cancelled due to lack of quorum. The Board discussed the repeated absences of Directors Morley and Geditz and directed WSDM to follow up.

Respectfully Submitted,

Rebecca Harris

By: Recording Secretary