

**MINUTES OF SPECIAL MEETINGS
OF THE BOARDS OF DIRECTORS OF THE
WOODMEN HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 and 3
MARCH 2, 2022 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, March 2, 2022 at 1:00 p.m., at 119 Wahsatch Avenue, Colorado Springs, Colorado 80903, and via video and telephone conference.

In attendance were Directors:

Les Krohnfeldt, Vice President/Treasurer
James Morley, Secretary (Arrived late)
Randle W. Case II, Asst. Secretary
Kyle Geditz, Asst. Secretary (Via phone)

Excused Directors

Lindsay Case, President

Also in attendance were:

K. Sean Allen, Esq., White Bear Ankele Tanaka & Waldron (Via phone)
Kevin Walker, WSDM
Rebecca Hardekopf, WSDM
Bruce Peele, Goodwin Knight

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 Vice President Les Krohnfeldt.

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

Vice 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 requested the Board add Agenda item 10.c. International Code Council Membership Approval Ratification as well as Discussion on the Board Officer Reappointments after item 4. Director Case II moved to amend the Agenda as discussed; seconded by Director Geditz. Motion passed unanimously.
4. Approval of the November 3, 2021 and December 22, 2021 Meeting Minutes: Director Case II moved to approve the November 3, 2021 and December 22, 2021 Meeting Minutes as presented; seconded by Vice President Krohnfeldt. Motion passed unanimously.
5. Board Vacancy and Officer Reappointments: The Board acknowledged and accepted Lindsay Case's resignation due to family issues. Director Case II nominated Les Krohnfeldt as President and Randle Case II as Vice President/Treasurer, and the Board vacancy would be an Assistant Secretary position; seconded by Director Geditz. Motion passed unanimously.
6. Cottages at Woodmen Heights annexation and opt-out fee discussion: Mr. Walker requested the Board postpone this item until Director Morley joins the meeting. Mr. Walker explained the history and that Challenger and Goodwin Knight purchased the master drive parcel and it was in the initial annexation of Woodmen Heights, so it is subject to the same annexation agreement, however it was never annexed to the District. Since this was discovered, Mr. Walker has been communicating with Mr. Peele at Goodwin Knight to come up with a solution. Mr. Walker explained there is an opportunity for the District to accept an opt out because the land is not part of the District at the moment and the future development funds is not obligated to the bonds. Goodwin Knight is offering to pay an opt out of 65% of the costs from the fees, wastewater recovery charges, building permit fees, and tax obligations. After discussion, Director Morley moved to counteroffer with 72% paid in 30 days; seconded by Director Case II. Motion passed unanimously. Mr. Walker noted he will inform Goodwin Knight formally and address it with the City.
7. District Manager Report
 - a. Park Update and Review: Mr. Walker reported they are working on the final design of the park, but construction has been delayed due to Aspen View moving dirt off and on the site. Mr. Walker discussed the community garden and due to a lack of community interest, the garden will be removed. Director Morley joined the meeting.
8. Development Updates: Mr. Walker discussed development updates and noted there is a lot of development going on such as a development proposal on Tutt Blvd from Toll Brothers for townhouses. Mr. Walker discussed Woodmen Road MD and noted negotiations continue

regarding the wetlands on Mr. Gatto's property. Director Morley noted he may be interested in purchasing the wetlands for Sterling Ranch. The Board requested that Mr. Allen and Mr. Walker move forward with closing out the paperwork with the City on the bridge issue.

9. Public Comment: There was no public comment.

10. Legal Matters

- a. Election Update: Mr. Walker provided an election update and noted out of roughly 3,000 electors, 1 application was received to fill the Board vacancy. Director Geditz agreed to withdraw his application to avoid a contested election and will rejoin the Board by appointment to fill Lindsay Case's vacant position if needed after the election. Director Geditz left the meeting due to another obligation.

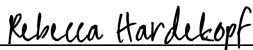
11. Financial Matters

- a. Consider Approval of Unaudited Financial Statements and Payables: Mr. Walker presented the Unaudited Financial Statements and Payables. Director Morley moved to approve the Unaudited Financial Statements and Payables; seconded by Director Case II. Motion passed unanimously.
- b. Consider adoption of BiggsKofford Audit Engagement letter for District No. 1 – 3: Director Morley moved to approve and adopt the BiggsKofford Audit Engagement letter for District Nos. 1-3; seconded by Director Case II. Motion passed unanimously.
- c. International Code Council Membership Approval Ratification: There was no discussion.

12. Adjournment: Next Regular Meeting Date – Scheduled for April 6, 2022, at 1:00 P.M. The Board adjourned the meeting at 1:48 P.M.

Respectfully Submitted,

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By: Recording Secretary