

**MINUTES OF REGULAR MEETINGS  
OF THE BOARDS OF DIRECTORS OF THE  
WOODMEN HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 and 3  
JUNE 1, 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, June 1, 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, President  
James Morley, Secretary  
Randle W. Case II, Vice President/Treasurer  
Jack Amberg, Asst. Secretary

Also in attendance were:

K. Sean Allen, Esq., White Bear Ankele Tanaka & Waldron (Via phone)  
Kevin Walker, WSDM

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: President Krohnfeldt requested discussion on The Enclave pond landscape. The Board approved the Agenda as amended.

4. Approval of the May 4, 2022 Joint Meeting Minutes: Director Case II moved to approve the May 4, 2022 Joint Meeting Minutes as presented; seconded by Director Morley. Motion passed unanimously.
5. District Manager Report
  - a. The Cottages Master Drive Opt-Out update: Mr. Walker reported the agreement is signed and the projected closing date is June 6, 2022. The opt-out date has been extended to June 15, 2022. \$770,447 will be paid in two payments, one at closing and one payment 45 days later. Mr. Walker noted they may pay in total next week. Mr. Walker recommended to pay off all of the tiers with the funds and using the remaining funds for the East Park. After discussion, Woodmen Heights Metropolitan District No. 1 Director Case II moved to direct the District Manager and appropriate District No. 1 officers to pay off the tiers first with the funds from The Cottages Master Drive Opt-Out Agreement and use the remaining funds for East Park; seconded by Director Morley. Motion passed unanimously. Mr. Walker explained the request of tier reimbursement payment to Scott Hente and Robert Ormsten in lieu of of RS Holdings and recommended the Board authorize the payment based on Mr. Allen's review documentation to be supplied to the District concerning the status of RS Holdings and Hente and Ormsten's right to receive the tier reimbursement payment and receipt of a W-9 from the appropriate individuals and entities. The auditors recommend this as well and Mr. Hente and Mr. Ormsten have asserted they will indemnify the District relative to paying the individuals instead of RS Holdings. Director Morley moved to authorize the payment to Scott Hente and Robert Ormsten; seconded by Director Case II. Motion passed unanimously.
  - b. Park Update and Review: Mr. Walker reported they are waiting on Aspen View to provide information regarding ownership of the land and the final survey. The Woodmen Heights Metropolitan District No. 2 Board discussed the release of the easement. On behalf of District No. 2, Director Case II moved to authorize the District Manager to release the easement; seconded by Director Morley. Motion passed unanimously.
  - c. BID at Woodmen and Marksheffel Park: Mr. Walker explained the BID has decided to go to City Council and request an additional mill levy and tax themselves higher instead of the IGA.
  - d. The Enclave pond landscape: President Krohnfeldt discussed the detention pond and noted no landscaping was put in by the developer. Mr. Walker explained that once the sureties are released and the City accepts the new landscaping, the District can take over the maintenance.
6. Development Updates: The Board discussed development updates and noted there is a lot of growth and development going on. President Krohnfeldt noted a new office building is going in as well as a dental office on the corner of Marksheffel. Across from Starbucks is a Big O Tire and the Church is finishing the site work and pond.
7. Public Comment: There was no public comment.
8. Legal Matters:

- a. Marksheffel Road IGA (District Contribution Limited to Escrow Deposit): Mr. Walker reported they will work this out with the City to give them funds that have been collected which is roughly \$320,000.

9. Financial Matters

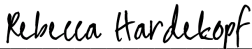
- a. Consider Approval of Unaudited Financial Statements and Payables: Director Morley moved to approve the Unaudited Financial Statements and Payables as presented; seconded by Director Case II. Motion passed unanimously.
- b. Discuss use of proceeds from The Cottages Master Drive Opt-Out agreement: Mr. Walker discussed the intent to pay off the reimbursement tiers and using the remaining funds for funding the park.
- c. Discuss modification of fee structure for East Park: The Board will discuss this item at the next meeting.

10. Adjournment: The Board adjourned the meeting at 1:53 PM.

- a. Schedule a Special Meeting to discuss Audit: Mr. Walker noted the Audit needs to be reviewed and resolution signed by July 31<sup>st</sup>.
- b. Next Regular Meeting Date – Scheduled for August 3, 2022, at 1:00 PM.

Respectfully Submitted,

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By: Recording Secretary