

**Woodland Park Downtown Development Authority Board of Directors**  
**Regular Meeting**  
**Tuesday, April 6, 2021 – 7:30 AM**  
**City Hall – Council Chambers**  
**220 W. South Avenue, Woodland Park CO**  
**AGENDA**

1. Call to Order and Roll Call
2. Pledge of Allegiance
3. Additions, Deletions or Corrections to Agenda
4. Approval of Minutes
  - a. March 9, 2021 Regular Meeting Minutes
5. Development Proposals for Woodland Station
  - a. Update from Negotiating Committee – *Elijah Murphy, Tanner Coy*
  - b. Update on Marketing – *Al Born*
  - c. Update on 2016 Temporary Use Plan – *Tanner Coy*
  - d. Board Discussion of Development Proposals – **TO BE DISCUSSED IN EXECUTIVE SESSION**
7. General Discussion
8. Audience Participation on Items Not on the Agenda
9. **Adjourn to Executive Session:** for the purpose of determining positions relative to matters involving development projects within the City of Woodland Park Downtown Development Authority District, regarding: a. Determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators under C.R.S. 24-6-402 (4)(e).
10. Reconvene Regular Meeting
11. Adjourn

**Woodland Park Downtown Development Authority Board of Directors  
Regular Meeting  
Tuesday, March 9, 2021 – 7:30 AM**

**City Council Chambers  
220 W. South Avenue, Woodland Park CO**

**MINUTES**

- 1. Call to Order and Roll Call** – Merry Jo Larsen, Chair, called the meeting to order at 7:30am.

*In Attendance:* Merry Jo Larsen (*Chair*), Elijah Murphy (*Vice Chair/Acting Chair*), Al Born (*Secretary*), Tanner Coy (*Treasurer*), Jerry Good, Robert Zuluaga, Nick Pinell, Al Born, Ellen Carrick, Jan Wilson, Kory T. Katsimpalis (*Assistant to the Board*)

*Others Present:* Booke Smithe, Stephanie Alfieri, Mike Williams

- 2. Pledge of Allegiance** – Elijah Murphy led the Pledge of Allegiance.

**3. Election of Officers**

-Merry Jo Larsen begins the discussion, noting that two Board Members, Elijah Murphy and Jerry Good have been reappointed to their Board positions. Larsen comments that some people have stated an opinion that the DDA needs new blood/individuals. However, the TIF mechanisms are complicated and have taken multiple years for this group to figure out.

-Additionally, we still have one position open, which Ellen Carrick has agreed to fill until new applicants are received/confirmed.

**MOTION:** to keep current Officers in their positions. .

**DISCUSSION:**

-Robert Zuluaga asks current Officers if they are comfortable and willing to maintain their current roles?

-Current Officers indicate they are each willing to maintain their current roles.

Wilson/Murphy. Passed 9 – 0

-Elijah Murphy comments that if there are any members of the community that would like to learn more about TIF, they are welcome to meet with the DDA/Tanner Coy for information, potentially apply for the DDA Board vacancy.

-Zuluaga asks if the open position has to be a property owner within the District? Coy clarifies in the affirmative, the position must be filled by a property owner.

**4. Additions, Deletions or Corrections to Agenda**

**MOTION:** to approve the Agenda as presented. Wilson/Pinell. Passed 9 – 0.

**5. Approval of Minutes**

**a. February 2, 2021 Regular Meeting Minutes**

**MOTION:** to approve the Minutes as presented. Zuluaga/Carrick. Passed 9 – 0.

## 6. Finance Report

-Tanner Coy provides a to-date DDA Finance Report, which was provided to the Board via email. The report includes a copy of the approved budget as well as current, year to-date budget vs. actual profit and loss statement.

-We have received \$213,069.49 in revenue, which has cost \$6,392.08 in County Treasurer fees. The only other transaction has been \$133.20 to fund the Ute Pass Historical Society's preliminary research and design work for interpretive panels at Woodland Station.

-That leaves a net income currently of \$206,544.21.

-Also included is a January – December 2020 budget vs. actual report, to show all revenues and expenditures for 2020 and how that compares to budget. We came well under budget for 2020 expenditures and slightly under budget for 2020 revenues. Net 2020 income was \$455,938.27.

-Unrestricted fund balance include Woodland Station, listed at \$1.06mil.

-Our 2021 budgeted, unrestricted cash reserve is \$261,847. If we stick to budget this year and revenues come in, that is where we will end up.

-Robert Zuluaga asks for clarification regarding a discrepancy between DDA accounting and City Finance accounting, referencing 11.12.20 adjusted numbers.

-Coy comments that he his not quite sure where the discrepancy arose, but was adjusted at some point in City accounting reports. Coy states that the beginning fund balance from 2020 does not match the ending fund balance from 2019. 2020 figures have not yet been audited.

-Zuluaga asks if DDA current QuickBooks figures match those of the City; Coy indicates he has adjusted the DDA accounting to match the figures reported by the City.

-Ellen Carrick asks for clarification regarding the "Accounts Payable" figures. Coy clarifies that figure represents a carry over from about six years ago, when there was a budgeted expenditure that was not spent. Former Finance Director Mike Farina decided to record that as a payable and leave it on the books. This needs to be further researched with the Finance Director to determine if it needs to be carried any more or if it can be readjusted back to the fund balance.

**MOTION:** to approve the Finance Report as presented. Born/Murphy. Passed 9 – 0.

## 7. Board Vacancy

-Merry Jo Larsen suggests that we let the current state of the Board continue until June 2021, when other vacancies will also be addressed. Larsen asks for further discussion.

-Jan Wilson asks how we need to move forward with this. Larsen comments that we will need to re-post the openings and collect applications again.

-Elijah Murphy comments that keeping small Board is not a bad thing. We currently have nine members.

-Robert Zuluaga comments that from Council's standpoint, it was unfortunate that the third applicant was unable to present due to technical limitations. Zuluaga questions whether the candidate who was unable to present due to technical difficulties is still interested, and may want to re-present to Council for consideration?

-Ellen Carrick offers to continue filling the seat until other candidate applications are received.

-Larsen concurs that Carrick will remain on the DDA until a later, awaiting applications from alternative candidates.

## **8. Development Proposals for Woodland Station**

### **a. Real Estate Agent for Listing**

-Merry Jo Larsen questions if we currently have a real estate agent identified who can represent Woodland Station.

-Al Born responds that the Board had given him that assignment during the previous meeting. Born states that he has been in conversations with three separate individuals involved with the real estate market.

-Born comments he has been on the Board a long time, and has seen a number of different people serve both on the DDA Board and City Council. During that time, we have been operating in a fantasy area. The fantasy area has been defined by our overlay district; elements of our Foundation Plan; and regulations put upon the DDA Board, in particular the inability to hold a piece of ground for speculation. For twenty years, we have seen a variety of proposals and performed a number of studies to determine what could go in to the Woodland Station property. We are still at the same point we were twenty years ago. We need to look for something totally different outside of the box.

-Born states that we must examine the reality of the current market to determine next step.

-We have been able to sell of one piece of ground successfully so far, and that transaction was purely market drive. (Woodland Hardware)

-When examining the Woodland Station property, Born sees three distinct parcels each with a distinct use.

-Born states that the chances of finding a master developer to take on the entire project are remote. There are so many issues with the property to make it work that no one wants to tackle it.

-Born continues, noting that considerations must also be made for adjacent property owners, as our actions will impact them. In particular, the AmeriGas Site and the Ute Chief Trailer Court.

-We have to address the issues of drainage, which impact our site and AmeriGas. Where will the required detention pond go? We must have a comprehensive drainage survey of the site. We also have CDOT concerns, indebtedness, waste water, and more. Waste water mains will most likely have to be pumped uphill. So where do we go from here?

-Merry Jo Larsen asks for clarification as to whether or not Born was directed by the Board to contact Arden Weatherford to begin discussion.

-Born states that he was not given authorization to speak to Mr. Weatherford, despite Born making a request to do so.

-Larsen, Good and Zuluaga comment that they thought authorization had been granted; Born responds that the Board did not ultimately grant him authority to begin discussions with Mr. Weatherford.

-Born states his opinion that the Woodland Station property is not big enough to draw a large master developer.

-When we look at the value of the various pieces of the Woodland Station property, Lot 2 appears to have the most value. Second-most valuable is the middle section. We cannot apply the value of one lot to the other, as each as a different value in the market.

-Elijah Murphy states that we have already voted as a Board that the parcels will indeed have different values.

-Born states that in years past, a survey determined that there is some encroachment onto the property by portions of the trailer court. This will also need to be addressed.

-Born states that all of these issues taken together are so insurmountable, that likely the only way to someone to take on the development in its entirety would be to give away the dirt for free. Property tax generation would then be the mechanism to come out from the debt associated with the property.

- How do we move forward? We've had twenty years of plans and feasibility studies that have not come to fruition. The reality is the market does not support it; if it did it would have happened by now.

-Born reiterates his previous proposal that the DDA become a "developing agency" to prepare the land for resale in pieces. We can't do it all at once, and need to start pecking away at it and see how we can develop the area with adjacent property owners.

-Jerry Good asks Born why, if the Board directed him to find an agent to list the property in its entirety, is Born making a case otherwise? Born responds that we have not been able to find a Realtor who is willing to take the property on in the current market.

-Ellen Carrick asks Born who he has spoken with so far.

-Born responds that he has been asked to keep those names and conversations confidential.

-Murphy asks if there was an attempt in the past to give the land away. That ultimately led to local corruption, and going back to that route would be troublesome.

-Born suggests that we re-examine/address the stipulation that the land cannot be held for speculation. No one will be willing to take on that large of a project without owning the property out right.

-Murphy responds that the stipulation in question is State statutory law, and questions Born how he would propose we change it?

-Born comments that we need to work through that to see how it can be changed. It may be a 1-2-year project to get it ready for development due to government process and regulations.

-We also need to examine getting rid of our overlay district, which would require legislative action.

-Jan Wilson and Jerry Good voice their opposition to Born's proposed course of action.

-Larsen asks Mike Williams for his comments and reactions to the conversation he as heard.

-Mike Williams responds first with an acknowledgement that the DDA is indeed in a difficult spot, and the DDA's effort to determine a response and a path forward is appreciated.

-One thing that has been discussed with Mike Croshere would be a concept to bring in a commercial developer with prior DDA/TIF development experience. The developer has recently shown more interest in pursuing the project compared to last fall.

-Williams states that he spoke with a developer recently about potential collaboration, but Williams was unable to provide concrete answers based on the issues and complexities inherent in Woodland Station.

-Williams states that his group currently has enough elements to fill in the preliminary development that would then attract more investors and developers. But would this be speculation if certain portions were held for development after preliminary phase?

-Elijah Murphy asks Al Born to create a document that lists all of the germane issues and concerns currently known regarding development of Woodland Station. Then we need to determine which agencies and bureaucracies that need to be engaged to find solutions. We are the Board that takes care of the major issues, rather than going way down in the weeds.

-Jerry Good comments that there is nothing wrong with selling the entire site to a single developer. The DDA can then have general oversight, but the developer needs to work through the various elements themselves once uses have been defined and determined.

-Tanner Coy comments that it sounds like Al Born is provided at least a partial list of know issues, that we can build upon and move forward. Coy asks Born if he envisions the Board addressing these items directly, or do we need a professional firm/developer to take a look at all this?

-Born responds that these items are way beyond what our volunteer Board can do; we need a professional who can navigate these various marketing, development, and legislative hurdles.

-Good comments that in his opinion those items are the responsibility of the developer, not of the DDA. We should not be expected to take on those costs on behalf of the developer.

-Ellen Carrick comments that these various items ought to be elements of negotiations that occur between the DDA and potential developers.

-Zuluaga comments that he previously worked for a fiduciary in Arizona, and worked with a company whose specific job was to take a piece of land and figure out what to do with it. Over a course of three to four years, the company worked to prepare and market the property for comprehensive development and coordinate between various elements. If it is not our purvey as the DDA to put this all together, then we need to find some type of liaison professional who can coordinate and navigate our particular list of challenges. None of these challenges are insurmountable, but they do need to be pursued and figured out.

-Larsen sates that we have had this conversation over and over again, and have determined that the DDA should indeed maintain an oversight position in collaboration with a developer. The DDA is set to expire in 2032, so we only have about ten years left. We've seen designs previously to turn the property into a public space, and these plans were broadly supported the DDA, City, and Public. We could return to those plans.

-Murphy states that he has a potential local investor that he would like to introduce to Mike Williams. Additionally, as we move forward, there is no requirement for adjacent property owners to engage us. We move forward and put out the invitation, but if it is not taken up then we keep moving forward.

-Born comments that with the AmeriGas site, we will likely have to provide easements for water and drainage across our property at a minimum. Therefore, why not attempt to have their cooperation with our development?

-Murphy states that we are putting the cart in front of the horse. The developer must negotiate agreements with adjacent property owners, no the DDA prior to development. We have been working with Mike Williams for approximately eight months, in the face of a year of unique pandemic challenges and increasing materials costs.

-Born states that it is imperative for the Board to have an understanding an appreciation as to what is required for the benefits of the District, not merely the Woodland Station property.

-Tanner Coy requests that the Board formally authorize Al Born to speak with adjacent property owners to address these issues.

**MOTION:** to authorize Al Born to interact with all adjacent property owners to Woodland Station, as he sees fit, to discuss possible development considerations for the property and their own.

**DISCUSSION:**

-Ellen Carrick offers to accompany/assist Al Born during conversations with adjacent property owners. Board agrees.

Coy/Carrick. Passed 7 – 2. Good, Murphy oppose.

**b. Recommendations for Public Space Usage**

-Merry Jo Larsen suggests that we continue to move forward with public space improvements, including deck/platform construction around the cog car.

-Robert Zuluaga recalls that previous discussions included the idea of pursuing two concurrent tracks: improve the property in its current state for use as an event space, as well as pursuing marketing of the property for large-scale development. What would it take to say to the community we have a space for events?

-Tanner Coy has not furthered the plan from 2016; the changes to the property since drafting include grading, some vegetation plantings, minor drainage improvements, pic nic tables, stage coach and trees, and the recent installation of the cog car adjacent to Bergstrom Park. Current considerations revolve around cog car platform concepts.

-Coy comments that he still likes the “two-pronged” approach of managing the property, wherein we maintain the space as usable for public events while also marketing the property for meaningful development.

-Murphy and Larsen agree with Coy’s assessment. Murphy expresses sensitivity to our actions not interfering with further development. Larsen would like to see the 2016 plan re-examined.

-Zuluaga comments that we are in the snow season now, and would do well to determine what it would cost to create some of the elements included in the 2016 plan to have the site improved and ready for the summer tourist season.

-Al Born asks that with the directive to contact adjacent property owners, does that also authorize he and Ellen Carrick to discuss these elements with Mike Williams?

-Larsen indicates that it does not authorize Born to speak with Williams, in order to keep Murphy/Coy as the main contact for negotiations.

-Ellen Carrick asks if the cog car area will ultimately be taken over by the City? Is this still the concept or has that changed? Larsen indicates that no, that is not currently in the works.

**c. Board Discussion of Development Proposals**

**i. Exclusive Negotiation Agreement – *To Be Discussed in Executive Session***

**ii. The way ahead with Mike Williams and associates**

**9. Woodland Station Improvements – Cog Car Platform**

**a. Cost**

**b. Bids**

-Larsen comments that her original concept was to “think big” and get plans/bids for potential construction. Dave Langley has come up with one plan, which is a bit big and expensive. Dave Bouchan has also created a plan for a platform that is 20’ from the front and 20’ out from the side, which would be big enough to hold a 10’ x 10’ tent with space on either side. The platform could also provide space for picnic tables and viewing areas. That size deck would cost quite a bit.

-Jerry Good questions whether we are approaching a point where we are encroaching on the property so as to make it less-functional for a developer. We are also under the microscope currently for all of our expenditures, and this seems to be a sizable expense.

-Mike Williams comments that the deck could be of benefit to the overall development plan, depending on how far exactly it extends, etc.

-Larsen comments that the deck ought to hold 800-1,000 people for events.

-Tanner Coy reports that the deck in question would cost approximately \$70-80,000 as described. The estimate just for the ADA ramp (time, labor, materials, installed) is \$18,000. If built as drawn, the entire deck is probably a \$70-80,000 expense.

-One potential modification that could downsize the deck about but still maintain its intended functionality would be to take it back about seven feet and re-align the ramp if needed.

-Mike Williams comments that he appreciates multiple use areas, and utilizing the Woodland Station property for the now, and perhaps the deck could be used as a stage for music and events. That may necessitate included elements like electrical outlets and canopy/shade sails. It may increase expense but would also increase attractiveness and usability.

-Larsen asks Coy if the DDA currently has the funds to support a deck project for the cog car.

-Coy responds that we budgeted for a positive net revenue of over \$42,000 on top of the \$219,995 in the unrestricted fund. Currently, we have nothing in future years in terms of expenditure that would change that.

-Good asks if City Council would need to approve this expenditure? Larsen responds that it is not necessary, but she would like it to go before City Council anyway because eventually they will own it. Additionally, if we sod the area to match Bergstrom Park, that would then require a sprinkler system, which then means the grass can't be used as intensively. Hence the need for a deck at the cog car location.

-Good questions how the stage might play into the plans of future developers? Larsen responds that a developer suggested the concept of a stage. Mike Williams concurs that the inclusion of outdoor elopements such as a stage would draw foot traffic to the property. If the location of the cog car is permanent, it ought to be utilized as a draw on the northern end of the property.

-Good urges that we remain sensitive to any potential impacts to future developments, while also improving the site in the near-term.

-Elijah Murphy suggests that for the next meeting the Board visit the site and stake out the proposed outline of the deck for consideration. Robert Zuluaga and Nick Pinell offer to help.

-Larsen states that we have received an invoice from Dave Bouchan for work to-date.

-Jerry Good questions whether we contracted Dave Bouchan or if it was simply a bid.

-Larsen states that he had to prepare drawings, which were approved by the Board.

-Murphy adds that we have a pending request for bid on materials cost from Foxworth Galbraith, and he will follow up with them to see if the bid is ready.

-Coy asks to clarify if the \$1,200 requested in the invoice is for the drawings that have been submitted to-date, and the estimate for the ADA ramp. If he were to continue work upon approval of the plans, there would be further cost involved in order to develop the drawings further to construction plans.

-Coy states that he did not realize we had approved any budget or expenditure at this point, but instead thought we would be receiving a basic concept/sketch for review by the Board. Larsen and Good concur.

-Coy suggests that with the miscommunication on the table and the Board not contractually obligated, not sure if we need to pay. Coy also told him not to send the plans because he may not be paid due to the Board not authorizing expense, but he did anyway. Would it be realistic to ask that if the invoice is paid, then the final drawings be included in that price?

-Good comments that in his years of experience in the trades, companies did not get paid for merely submitting bid materials and plans. It is a bit shocking to be asked to pay for such basic plans.

-Larsen states that she is surprised by the invoice, and also acknowledges that time and effort has been involved in the development of the plans as well.

-Al Born asks if Dave Bouchon can stamp the plans as a certified engineer? Larsen responds yes.

-Carrick suggests that we not play hard ball but instead play soft ball, because other fees may be involved down the road.

-Coy comments that he may respond by stating that there was no authorization to pay for a bid, but if the plans could be updated and downsized a bit, could Dave Bouchon get us to the final drawings for the invoiced \$1,200?

-Murphy asks if we, as a public body, need to extend an RFP? Larsen responds that she did take multiple bids and chose the less-expensive bid.

-Larsen directs Coy to follow-up with Dave Bouchon regarding invoice and potential future steps.

-Mike Williams offer a statement that may provide some clarification for the Board, commenting that his group is interested in pursuing development whether the site is subdivided or kept intact, they just need to know the direction the DDA Board will ultimately be taking.

-Good comments that he spoke with an individual about a week ago who expressed interest in potential investment in Woodland Station. Could he be introduced to Mike Williams? Williams says that would be welcomed.

-Williams also comments that any potential changes to the speculation clause may have positive impact on the future of development at the site.

-Coy describes a process in which the property could be subdivided and deeded as phased development occurred, in order to navigate speculation clauses.

-Robert Zuluaga questions if it would be advantageous for Al Born to speak with the developer that Mike Williams has in mind?

-Murphy thinks that may muddy the waters, and that we need to maintain the current structure of the negotiating committee so as not to create more concurrent discussions.

**10. General Discussion**                      **-TABLED-**

**11. Audience Participation on Items Not on the Agenda**                      **-TABLED-**

**12. Adjourn**

**MOTION:** to adjourn the meeting.                      Murphy/Zuluaga.                      Passed 9 – 0.

Meeting adjourned at 9:19am.

Recorded by Kory T. Katsimpalis, Assistant to the Board

APPROVED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2021

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Al Born, Secretary

**BOARD ACTION ITEMS/ASSIGNMENTS:**

*-Al Born to create a document that lists all of the germane issues and concerns currently known regarding development of Woodland Station.*

*-Al Born and Ellen Carrick to speak with all adjacent property owners to Woodland Station and gauge their interest/willingness to collaborate with development efforts.*

*-Elijah Murphy, Robert Zuluaga, and Nick Pinell will stake out the outline of the proposed cog car deck at the Woodland Station site for examination by the Board upon site visit.*

*-Elijah Murphy will follow up with Foxworth Galbraith regarding a bid for materials cost for a cog car deck.*

*-Tanner Coy to follow-up with Dave Bouchon regarding invoice and potential future steps.*

DRAFT