

# **TAILHOLT METRO DISTRICTS**

## **RECORD OF PROCEEDINGS MINUTES OF THE COORDINATED SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF TAILHOLT METROPOLITAN DISTRICT NO. 3**

**HELD:** Thursday, October 23, 2025, at 6:15 p.m. at South Timnath Community Center, 6000 Summerfields Parkway, Timnath, Colorado 80547.

### **ATTENDANCE:**

The coordinated special meeting of the Boards of Directors of the Tailholt Metropolitan District No. 3 (collectively, the “Board”) was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

Directors Present: Shelby Foland, Jim Donahue, Daniel Meyers, Ron Mullenbach, Dino DiTullio, and Jim Umberger, and Miki Arrivas.

Also, Present and in Attendance: Brenden Desmond of Spencer Fane LLP, Guy Johnson, Jackie Johnson, and Dylan Lindesay from the District were also present, and one homeowner was present via zoom.

### **Directors absent and Excused:**

N/A

### **CALL TO ORDER:**

Director Dino DiTullio called the meeting to order at 6:15 p.m.

### **QUALIFICATION OF BOARD MEMBERS/OATHS OF OFFICE COMBINES MEETING AND NOTICES:**

Mr. Johnson reported that all the Board members are registered to vote in Colorado and are residents and/or owners of taxable real or personal property within the Districts. Mr. Johnson stated that the notice of the meeting was properly posted in at least one public place in each District No. 3 boundaries at least 72 hours prior to this meeting. Notice of meeting and agenda was posted in accordance with law.

### **DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:**

Mr. Desmond discussed the state law requirements for disclosure of potential conflicts of interest with the directors, noting that completed disclosure statements must be filed for each of the Directors with the Secretary of State and the Secretary of the District at least 72 hours prior to a meeting in which a potential conflict may arise. In addition, each director is to verbally reveal his potential conflicts of interest to the Board at the start of the meeting in which the conflict may arise.

### **CONSIDER APPROVAL OF AGENDA:**

The Board reviewed the agenda, Upon motion duly made by Director Dino DiTullio and seconded by Director Jim Donahue and unanimously carried, it was resolved to approve the agenda.

### **CONSIDER APPROVAL OF MARCH 13, 2025, MEETING MINUTES:**

The Board reviewed the Meeting Minutes of the March 13, 2025, meeting. Miki Arrivas mentioned that there was a mistake regarding the attendance. Need to change the meeting minutes to state that Miki Arrivas was in attendance.

Upon motion duly made by Director Dino DiTullio and seconded by Director Miki Arrivas, and unanimously carried, it was resolved to approve the meeting minutes upon amendments.

### **PUBLIC COMMENTS:**

Homeowner Chris from 824 Elias Tarn spoke that he was just joining in and listening to the meeting, had no comments at this time.

### **RESOLUTION CONCERNING ANNUAL ADMINISTRATIVE MATTERS 2026:**

Dino DiTullio opened for discussion the open seat(s) for President and Secretary/Treasurer for District #3. Jim Donahue volunteered himself as President for the board which was voted on by the board. Upon motion duly made by Director Daniel Meyers, seconded by Director Steven Stack, and unanimously carried, appointed Jim Donahue as the new President of District #3.

Daniel Meyers voted for director Miki Arrivas for the open Secretary/Treasurer seat on the board. Without any further comment, upon motion duly made by Director Daniel Meyers, seconded by Director Steven Stack, and unanimously carried appointed Miki Arrivas as the new Secretary/Treasurer of District #3.

The board did request the District post the open seat for the vacant spot on District #3.

Following discussion and appointment of the Directors slate to be:

**Tailholt Metro District No. 1 & 2**

<u>Board of Directors Office</u>	
Dino DiTullio	President
Michael J. DiTullio	Secretary/Treasurer.
Ron Mullenbach	Vice President, Asst. Sec./Treas. Sec./Treas.
Vacant	Vice President, Asst. Sec./Treas.
Vacant	Vice President, Asst. Sec./Treas.

**Tailholt Metro District No. 3**

<u>Board of Directors Office</u>	
Jim Donahue	President
Miki Arrivas	Secretary/Treasurer.
Daniel Meyers	Vice-Pres. /Asst.
Steven Stack	Vice Pres./Asst. Sec./Treas.
Vacant	Vice Pres./Asst. Sec./Treas.

and upon motion duly made by Director Dino DiTullio, seconded by Director Dan Meyers, Director Ron Mullenbach and Director Mike DiTullio, and unanimously carried, the Board resolved to approve the Resolution Concerning Annual Administrative Matters for 2025.

**CONSIDER TRANSPARENCY NOTICES & CONSIDER EXCLUSION OF WORKERS COMPENSATION INSURANCE:**

Guy Johnson presented the Transparency Notices and Exclusion of Workers Compensation insurance. Without further discussion, upon motion, duly made by Director Dino DiTullio, seconded by Director Jim Donahue, Director Ron Mullenbach and Director Mike DiTullio, and unanimously carried, it was resolved to approve the 2026 Transparency Notices for each of the Districts and to authorize District Management to post the notices and provide them to the Division of Local Government as required by statute in compliance with statutory requirements and to approve the Resolution to Exclude the Board from Worker’s Compensation Insurance and to file the Resolution along with the State of Colorado Worker’s Compensation Exclusion form with the appropriate parties.

**CONSIDER APPROVAL OF 2026 DISTRICT SERVICE AGREEMENTS:**

Mr. Johnson presented and discussed engagement letters and/or proposals for service agreements for District Management, Landscape Maintenance Agreement, Annual Audit Agreements, and engagement of District Counsel to the Board of Directors.

There was no comment on changing any of the four service contracts. After further discussion on the matters and upon motion duly made by Director Jim Donahue, seconded by Director Miki Arrivas, Director Ron Mullenbach and Director Mike DiTullio, and unanimously carried, it was resolved to approve the District service agreements and make changes if needed for District Management, Landscape/Maintenance, Annual Audit and Exemption Agreement. Also authorized Guy Johnson to finalize any negotiations and execution of the service agreements for 2026.

**CONSIDER APPROVAL OF AUDIT AND AUDIT EXEMPTION:**

Mr. Johnson reviewed with the Board the 2025 audits and/or exemptions and preparation of the 2025 Audits and exemptions. Mr. Desmond noted that if revenues or expenditures for a district are less than \$750,000 in 2024, the district may file application for Exemption from Audit on or before March 31st.

Upon motion duly made by Director Dino DiTullio and seconded by Director Miki Arrivas, Director Ron Mullenbach, and Director Mike DiTullio and unanimously carried, it was resolved to Ratify the 2024 Audits and Exemptions and authorize Mr. Johnson to prepare for 2025 audits and or fill out application for exemptions from audits as appropriate and to take such further action as necessary to complete and file these documents with the necessary state agencies.

**CONSIDER APPROVAL OF THMD No. 2 AUDIT EXEMPTION RESOLUTION:**

Mr. Johnson presented to the board the Resolution to file the Audit Exemption for THMD Number 2 on-line, with no further discussion. Upon motion made by Director Dino DiTullio and seconded by Director Ron Mullenbach and unanimously carried.

**FINANCAL REPORT**

- a. Consider Approval of 2024 Audits and Authorize Preparation of 2025 Audits/Exemptions by District Accountant.
- b. Consider Approval of Payables for March 2025 through Sept. 2025.
- c. Public Hearing for Amended 2025 Budgets.
- d. Adoption of the 2025 Amended Budgets; Approval of Resolutions to Adopt Budgets; Certify Mill Levies in District No. 1, No.2 and No. 3 and Appropriate Sums of Money:
- e. Public Hearing for 2026 Budgets.
- f. Adoption of the 2026 Budgets; Approval of Resolutions to Adopt Budgets; Certify Mill Levies Districts No.1, No.2 and No.3 along with Commercial Mill Levy and Appropriate Sums of Money.
- g. Consider Amendments and Annual Updates to Developer Funding Agreements and Promissory Notes, as needed

Mr. Johnson presented financials section of the meeting, worth mentioning the review and approval of payables for March 2025 through September 2025 with a total of \$655,594.40.

After discussion with the Boards, upon motion duly made by Director Dino DiTullio and seconded by Director Daniel Meyers, and Director Miki Arrivas and unanimously carried, it was resolved to approve sections A-G from the financials section.

**LEGAL COUNSEL REPORT:**

Brenden Desmond of Spencer Fane LLP discussed the updated letter of engagement from Spencer Fane. There were no comments made at this time

# TAILHOLT METRO DISTRICTS

## District Manager Report

10-23-2025

### 1. General District items and site work:

- a. Overseeing Lake levels, opening head gates as needed.
- b. Replaced dead trees this year as budget allowed.
- c. Driving site for covenants issues.
- d. Keeping up maintenance of all tracts.
- e. Pumphouse upgrades to reduce noise.
- f. Have a home with goats as pets on Elias Tarn, working on being in contact with them to get them re-located.
- g. Sprinkler blowout for residents was October 18, 2025. Multiple signs were posted throughout neighborhood and website notice was emailed out.

### 2. Web Site:

- a. Keeping web site up, placing new documents as needed.
- b. Web site being updated due to new ADA rules.
- c. E-mails to the community come from the web site.

### 3. District Office:

- a. Streamline website annual fee. No news on price increasing for 2026.
- b. Set 2026 Annual Meeting Date  
(July 1, 2026)
- c. Set 2026 Board Meeting Dates  
(March 12, 2026 & October 22, 2026)
- d. All 2026 Meeting Locations

Dylan Lindesay presented the manager report. Dylan Lindesay discussed the meeting locations for future meetings. Severance Town Hall can allow rentals up to 90 days in advance, with a downside that they will kick out meeting if another urgent meeting comes up. The district will plan on having these meetings at Town hall for 2026 and if the meeting gets bumped due to the town hall, we will have to cancel and reschedule meeting.

Board member, Dan Meyers discussed the possibility of having a book of “approved paint colors.” Mr. Johnson stated that the district management team would look into this and see if it is a possibility. All paint change ADA’s are reviewed by management team before the start of projects.

### OTHER MATTERS:

No other comments were made at this time.

**ADJOURNMENT:**

With no other matters to bring before the Boards,

Upon motion duly made by Director Dino DiTullio and seconded by Director Ron Mullenbach and unanimously carried, the Board resolved to adjourn the meeting of the Boards of Directors of the Tailholt Metropolitan District Nos. 1-3 at 6:45 p.m.

The foregoing minutes constitutes a true and correct copy of the directors meeting and discussions that went on during the meeting and are reflected in the meeting minutes of the above-referenced meeting and was approved by the Board of Directors of Tailholt Metropolitan District Nos. 1-3.

A handwritten signature in blue ink, appearing to read "G. D. Johnson".

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Guy D. Johnson, Secretary for the meeting