



SOUTH TIMNATH
METRO DISTRICT

**RECORD OF PROCEEDINGS
MINUTES OF THE JOINT SPECIAL MEETING
OF THE BOARDS OF DIRECTORS OF
SOUTH TIMNATH METROPOLITAN DISTRICT NOS. 1 & 2**

HELD: Thursday, November 07, 2024, at 6:30 p.m. at 6000 Summerfields Parkway, Timnath, CO 80547.

ATTENDANCE:

The joint special meeting of the Boards of Directors of the South Timnath Metropolitan District Nos. 1 & 2 (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:

<u>Directors in Attendance:</u>	<u>Absent & Unexcused:</u>
Dino DiTullio	Jennifer DiTullio
Michael DiTullio	
John Cloudman	
Ben Palmer	
Luke Wagner	
Ron Mullenbach	
Michael Harrington	

Also in Attendance:

David O’Leary and Brendan Desmond, of Spencer Fane via Zoom
Guy Johnson, Jackie Johnson, Dominck DiTullio from District Management.
Several homeowners were present, please see attendance sheet in the Meeting Notebook as to homeowners that were present.

CALL TO ORDER:

Director John Cloudman called the meeting to order at 6:32 p.m.

QUALIFICATION OF BOARD MEMBERS/OATHS OF OFFICE:

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 informed the Board that the official bonds for the board members had been obtained through a bonding company and/or through the special district insurance pool and that all the Board members had been administered the Oaths of Office. Thereupon, the directors assumed their duties as members of the Board of Directors.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:

Mr. Johnson 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 with 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.

DISCUSSION OF OPEN MEETING REQUIREMENTS/POSTING REQUIREMENTS:

Mr. Johnson discussed the open meeting requirements and the posting requirements for the Districts, noting that any non-social meetings of three or more of the directors constituted an official meeting, and that notice of a meeting for the Districts is to be (1) provided to each Board member, and (2) posted in at least one public place within the District boundaries or posted on the District website at least 24 hours in advance of the meeting. If possible, the posting should include specific agenda information. Mr. Johnson further noted that notice of this joint special meeting had been so posted. The notice requirement is to post 24 hours in advance of the meeting either at one physical location in the District or online at the District website. (Conflicts are filed 72 hours in advance). Mr. Johnson further noted that notice of this joint special meeting had been so posted.

APPROVAL OF AGENDA:

Mr. Johnson presented the agenda for November 07, 2024, meeting,
Upon motion duly made by Director John Cloudman, seconded by Director Michael Harrington, Director Michael DiTullio and Director Dino DiTullio, and unanimously carried to approve the agenda as presented.

APPROVAL OF MINUTES:

The meeting minutes of April 22, 2024, meeting was presented and discussed,

Upon motion duly made by Director John Cloudman, seconded by Director Michael Harrington, Director Michael DiTullio and Director Dino DiTullio, and unanimously carried to approve the meeting minutes of March 09, 2023.

APPROVAL OF POOL OPERATIONS/COST WITH SWTMD:

Mr. Johnson presented the cost detail for the operations and maintenance of the Community Center & Pool within and including all of Tract M. Director John Cloudman stated he understood the need that the SWTMD Board was in and their need to add additional revenue to offset the cost of the pool by selling Out of District Memberships, however he felt that SWTMD approving the sale of Out of District Memberships with out having a discussion with or joint agreement with the STMD board was inconsiderate to STMD, and would like to see the IGA between the district address the sale of Out of Poo Memberships for the future years.

Upon motion duly made by Director John Cloudman, seconded by Director Michael Harrington, Director Michael DiTullio and Director Dino DiTullio, and unanimously carried; the Board approved the resolution for the cost split for the Community Center & Pool and including all of Tract M for STMD with SWTMD.

RESOLUTION CONCERNING ANNUAL ADMINISTRATIVE MATTERS 2025:

Mr. Johnson presented a Resolution Concerning Annual Administrative Matters for 2025 for the Districts.

Upon motion duly made by Director Dino DiTullio, seconded by Director John Cloudman, and Director Michael DiTullio, and unanimously carried, the Board approved the Resolution Concerning Annual Administrative Matters for 2024, including: the contact person (s) for the District; the designated posting location (s) for the District; and the location for meetings of the Board of Directors.

TRANSPARENCY NOTICES:

Mr. Johnson presented the Transparency Notices and discussed that these will need to be posted on the District's website on or before January 15, 2025. These notices will also be provided to the Division of Local Government and appropriate state agencies as required by law. After further discussion on the matter

Upon motion duly made by Director Dino DiTullio, seconded by Director John Cloudman, and Director Michael DiTullio, and unanimously carried, the Board approved the 2025 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.

EXCLUSION OF WORKERS COMPENSATION INSURANCE:

Mr. Johnson noted that it was time to renew the Resolution for the Board to be excluded from Worker's Compensation, if the Board elects to continue not having worker's compensation coverage for the board members they must adopt a resolution and file updates with the State. After further discussion,

Upon motion duly made by Director Dino DiTullio, seconded by Director John Cloudman, and Director Michael DiTullio, and unanimously carried, the Board approved 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, and unanimously carried.

APPROVAL OF 2025 DISTRICT SERVICE AGREEMENTS:

Mr. Johnson presented and discussed engagement letters and/or proposals for service agreements for District Management, Landscape Maintenance Agreements, Pool Management, Annual Audit and Exemption Agreements, Snack Shack agreement, and Engagement of District Counsel to the Board of Directors. Mr. Johnson discussed the renewal and/or engagement of service providers for the District and reviewed the proposed costs and expenditures related to these service agreements with the Board. With no further discussion,

Upon motion duly made by Director John Cloudman, seconded by Director Michael Harrington, Director Michael DiTullio and Director Dino DiTullio, and unanimously carried to approve the District service agreements for District Management, Pool Management, Maintenance, Snack Shack, Audit Engagement and District Counsel. The board has authorized Guy Johnson to finalize any negotiations and execution of the service agreements for 2025.

AUDIT AND AUDIT EXEMPTION:

Mr. Johnson reviewed with the Board the 2023 audits and/or exemptions. Mr. Johnson stated that both STMD #1 and STMD #2 would be audited due to #1 being the operating District and #2 holding the bond.

Upon motion duly made by Director John Cloudman, seconded by Director Ben Palmer, Director Luke Wagner, and Director Michael DiTullio, and unanimously carried to authorize Mr. Johnson to prepare for 2024 audits and to take such further action as necessary to complete and file these documents with the necessary state agencies.

PAYABLES:

Mr. Johnson reviewed with the Board the expenditures for April 2024 through October 2024 for a grand total of \$1,111,167.13. After further discussion on the matters, With no further discussion,

Upon motion duly made by Director John Cloudman, seconded by Director Luke Wagner and Director Michael DiTullio, and unanimously carried; the Board approved the payable for April 2024 through October 2024 for a grand total of \$1,111,167.13.

PUBLIC HEARING FOR 2024 AMENDED BUDGET:

Upon motion made by Director John Cloudman, seconded by Director Ben Palmer, Director Luke Wagner, Director Dino DiTullio, and unanimously carried, the public hearing was opened on the proposed budgets for fiscal year 2024 for South Timnath Metropolitan District Nos. 1 & 2. Mr. Johnson reported that notice of the public hearing had been published in accordance with statutory requirements. Mr. Johnson presented the Amende 2024 budget to the Board due to additional revenue received.

After further discussion regarding budget matters and questions, hearing no further comments, the public hearing was closed by motion by Director John Cloudman, seconded by Director Ben Palmer, Director Luke Wagner and unanimously carried.

Upon motion duly made by Director John Cloudman, seconded by Director Ben Palmer, Director Dino DiTullio and unanimously carried, the Board: resolved (1) to approve and adopt the Amened 2024 budgets as presented with mill levies Gallagherized with any changes discussed; (2) to authorize the appropriation of funds for the expenditures set out in the budgets; (3) to authorize the President and the Secretary to sign the necessary documentation; and (4) directed the District Manager to finalize and file the budgets with the Division of Local Government prior to January 31, 2025 upon final confirmation of assessed valuations from the County.

CONSIDER APPROVAL OF INCREASE OF O & M Fees:

Mr. Johnson stated that at this time he would like to Table the discussion about an increase and have a work session in February or March of 2025 to evaluate the repairs to the clubhouse/pool and discuss the increase at that time.

2025 BUDGET HEARING:

Upon motion made by Director John Cloudman, seconded by Director Ben Palmer, Director Luke Wagner, Director Dino DiTullio, and unanimously carried, the public hearing was opened on the proposed budgets for fiscal year 2025 for South Timnath Metropolitan District Nos. 1 & 2. Mr. Johnson reported that notice of the public hearing had been published in accordance with statutory requirements. Mr. Johnson presented the proposed 2025 budget to the Board.

After further discussion regarding budget matters and questions, hearing no further comments, the public hearing was closed by motion by Director John Cloudman, seconded by Director Ben Palmer, Director Luke Wagner and unanimously carried.

Upon motion duly made by Director John Cloudman, seconded by Director Ben Palmer, Director Luke Wagner and unanimously carried, the Board: resolved (1) to approve and adopt the 2025 budgets as presented with mill levies Gallagherized with any changes discussed; (2) to authorize the appropriation of funds for the expenditures set out in the budgets; (3) to authorize the President and the Secretary to sign the necessary documentation; and (4) directed the District Manager to finalize and file the budgets with the Division of Local Government prior to January 31, 2025 upon final confirmation of assessed valuations from the County.

CONSIDER APPROVAL OF UPDATES TO THE PROMISSORY NOTES & RESOLUTION:

Mr. Johnson presented the promissory note with updates to interest only,

Upon motion duly made by Director John Cloudman, seconded by Director Ben Palmer, and unanimously carried; the Board approved the Resolution and Updates to the Promissory Note.

PUBLIC COMMENTS:

Director John Cloudman recognized Tom Wood on Edgevale, Mr. Wood wanted to thank the board and the developer for all their time and efforts in our district.

DISTRICT LEGAL COUNSEL REPORT:

Mr. Johnson presented to the board the Resolution to update CORA and 2025 Election Resolution, after further discussion

Upon motion duly made by Director John Cloudman, seconded by Director Ben Palmer, and unanimously carried; the Board approved the Resolution Updating CORA and the Resolution

DISTRICT MANAGERS REPORT:

Mr. Johnson was asked to review some of the few points of the District Managers report.

1. General District items:

- a. Check fencing will stain the next section.
- b. Check detention areas, making sure they drain.

- c. Areas around Tallgrass have a lot of growth and will need to trim down and repair drainage swells.
- a. 17 Trees in east detention pond need to be removed and several pruned.
- b. Drainage swell on east side by park needs a drain pan, a lot of sump pump water flowing in this area.
- c. Trees in area need to be replace roughly 22 have died.
- d. Changing out 5 areas that are mulch and replacing with cobble stone, as budgets allow.
- e. Replace mulch and dead shrubs at Summerfield's and Threbell with new plants and cobble stone.
- f. Replace mulch and dead shrubs at Summerfield's and Sienna with new plants and cobble stone.
- g. Disc gold needs to add some starter pads.
- h. Received a CORA Request, Attorney spent 5 hours and District team spent 3.5 hours collecting information per the request. Invoice the person allowed rates, but district charged full rates.

2. Site Work:

- a. Fence stain project, as budget allows.

3. Web Site:

- a. Up-dating as needed.

4. Community Center & Pool: With STMD.

- a. SWTMD Low on funds, working with on doing some maintenance and replacements.
- b. Resurface parking lot. Have price.
- c. Restripe Parking lot. Have price.
- d. Paint/Stain exterior of Community Center. Have price.
- e. Paint interior of Community Center, have price.
- f. Replace carpet in Community Center, have estimate.
- g. Replacement of Front Door to handicap accessible.
- h. Upgrade other doors around the Community Center.
- i. Add Additional Security Camera east side of pool.
- j. Upgrade Security System. Over 8 years old, hard to find parts.
- k. Replacing zero entry drain covers at the pool, completed.
- l. Pumps to slides. Slides and all play equipment over 8 years old and no longer made.
- m. Upgrade or replace older parts of playgrounds in the pool area and park.
- n. Possible removing sod in the pool area, replace with concrete or artificial turf.
- o. Upgrade play structures/amenities in pool play area and park.
- p. Keep in mind fitness center up-grades in 3 more years Est cost \$66,000.00.
- q. Getting pest control bids.

OTHER MATTERS BEFORE THE BOARAD:

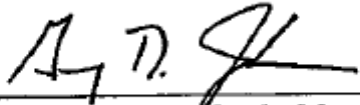
Mr. Johnson presented to the board dates for the 2025 year:
 April 29, 2025, at 6:30 pm and November 6, 2025, at 6:30pm

ADJOURNMENT:

Following no further discussion,

Upon motion duly made by Director John Cloudman, seconded by Director Ben Palmer, Director Dino DiTullio, and unanimously carried, the Board adjourned the joint organizational meeting of the Board of Directors of the South Timnath Metropolitan District Nos. 1 & 2 at 7:28 p.m.

The foregoing minutes constitute a true and correct copy of the minutes of the above-referenced meeting and was approved by the Board of Directors of South Timnath Metropolitan District Nos. 1 & 2.



 Guy D. Johnson, Secretary for the Meeting