



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 12, 2025, 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:

Directors in Attendance:

Dino DiTullio (via Teleconference)  
Michael DiTullio  
John Cloudman  
Ben Palmer  
Luke Wagner  
Ron Mullenbach  
Tom Wood

Absent & Unexcused:

Also in Attendance:

Brendan Desmond, of Spencer Fane  
Guy Johnson, Jackie Johnson, Dylan Lindesay from District Management.  
No homeowners were present.

**CALL TO ORDER:**

Director John Cloudman called the meeting to order at 6:34 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 constitute 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 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 posted.

**APPROVAL OF AGENDA:**

John Cloudman presented the agenda for November 12, 2025,

Upon motion, it was duly made by Director John Cloudman, seconded by Director Ben Palmer, Director Michael DiTullio and Director Ron Mullenbach, and unanimously carried to approve the agenda following the changes: Annual Meeting date is switched to July 8, 2026.

**APPROVAL OF MINUTES:**

The meeting minutes of November 07, 2024, meeting was presented and discussed,

Upon motion duly made by Director John Cloudman, seconded by Director Ron Mullenbach, Director Michael DiTullio and Director Luke Wagner, and unanimously carried to approve the meeting minutes of November 07, 2024.

**APPROVAL AND RATIFICATION OF POOL AND DISTRICT IGA'S: INCLUDING POOL OPERATIONS/COSTS WITH SWTMD:**

John Cloudman presented the cost detail for the operations and maintenance of the Community Center & Pool within and including all of Tract M.

Upon motion duly made by Director John Cloudman, seconded by Director Ben Palmer, Director Michael DiTullio and Director Ron Mullenbach, 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 2026:**

**2026 TRANSPARENCY NOTICES:**

**EXCLUSION OF WORKERS COMPENSATION INSURANCE:**

John Cloudman presented a Resolution Concerning Annual Administrative Matters for 2026 for the Districts, the 2026 Transparency Notices, Exclusion of workers compensation insurance.

Without any comments or concerns, Upon motion duly made by Director John Cloudman, seconded by Director Ben Palmer, and Director Michael DiTullio, and unanimously carried, the Board approved the Resolution Concerning Annual Administrative Matters for 2026, the 2026 transparency notices, and the exclusion of workers compensation insurance.

**DISCUSSION OF SECRETARY SEAT FOR DISTRICT #2:**

Mr. Johnson presented to the board that since the Secretary position is open on District #2 there will need to be a vote for what board member takes on that role. Tom Wood nominated himself for the position, with no further comments, Upon motion duly made by Director John Cloudman, seconded by Director Luke Wagner, Director Ben Palmer, and unanimously carried to approve Tom Wood as the new Secretary for District #2.

**APPROVAL OF 2026 DISTRICT SERVICE AGREEMENTS:**

John Cloudman 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. The board collectively agreed that the district continue to seek yearly contracts for landscape management and pool management contracts. The board also asked District Management to seek out pricing for Pulse Fiber internet over Comcast to see if it would save any money.

Upon motion duly made by Director John Cloudman, seconded by Director Luke Wagner, 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 2026.

**2024 AUDITS AND 2025 AUDIT EXEMPTIONS:**

Mrs. Johnson reviewed with the Board the 2024 audits and/or exemptions. Mrs. 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 Ron Mullenbach, Director Luke Wagner, and Director Michael DiTullio, and unanimously carried to authorize Mrs. Johnson to prepare for 2025 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 November 2024 through October 2025 for a grand total of \$2,267,815.93, highlighting the rising cost of water from Fort Collins-Loveland Water District. The board did ask that District Management send over monthly payables to the board for review instead of reviewing lump sums at every meeting. District Management agreed to do so and will send over previous months payables around the middle of the month after. (Example: January payables will be sent to board around February 14).

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 payables for November 2024 through October 2025 for a grand total of \$2,267,815.93

**PUBLIC HEARING FOR 2025 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 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. Mrs. Johnson presented the Amended 2025 budget to the Board due to additional revenue received and expenditures exceed the budget due to the cost of the utilities and are going to need to amend the 2025 budget for District #1 for around \$8,000.

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 Amended 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, 2026 upon final confirmation of assessed valuations from the County.

**2026 BUDGET HEARING:**

**CONSIDER APPROVAL RESOLUTION REGARDING INCREASE OF OPERATION & MAINTENANCE FEE:**

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 2026 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 2026 budget to the Board.

The board discussed extensively regarding the 2026 budget. The main topic being the raise of the operation & maintenance fees for 2026 increasing them to \$1,500 per year per household. Stating we need to set money away for reserves and we need to emphasize saving for reserves in case a big ticket item were to have issues (such as the pool). John Cloudman suggested saving \$100,000 for reserves per year, Tom Wood suggested saving around \$50,000 in reserves per year. The board read through the proposed 2026 budget and decided to make cuts were

they deemed necessary. After deciding what to cut, it was determined there should be around \$55,000 put into reserves for the year 2026.

After further discussion regarding budget matters and questions, 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 increase of operation & Maintenance fees, appropriation of funds for the expenditures set out in the budgets per the changes discussed; (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 and any contract negotiations.

The board also agreed that when this raise in O&M fees are finalized, we need to send an explanation to the homeowners of the neighborhood as to why the fees are being raised, rather than only informing them that the fees have raised.

**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.

**DISTRICT LEGAL COUNSEL REPORT:**

Mr. Brendan Desmond 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. After discussion on the changes with the budget, there were no further comments on the Manager Report.

**Manager Report**

**11/12/2025**

**1. General District items:**

- a. Check fencing will stain the next section and do repairs as needed.
- b. Check detention areas, making sure they drain.
- c. Replaced Trees in ST area as budget allowed.
- d. Moving forward with proposed work around the Community as voted on by board.

**2. Site Work:**

- a. Fence stain project, as budget allows.
- b. Continue neighborhood drive outs for covenant control.
- c. Setting up drain pan for drainage issue to start soon.
- d. Change out mulch to cobble at Sienna.

**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 as needed. SWTMD did also raise O&M rates for 2026.
- b. Replace carpet in Community Center, possible 2027 budget item.
- c. Replacement of Front Door of Community Center to handicap accessible.
- d. Upgrade other doors around the Community Center.
- e. Upgrade Security System.
- f. Upgrade or replace older parts of playgrounds in the pool area and park.
- g. Possibly removing sod in the pool area, replace with concrete or artificial turf. Reduce maintenance work and clean up over the Summer.
- h. Keep in mind fitness center up-grades in 3 more years Est cost \$66,000.00.

**PUBLIC COMMENTS:**

There were no public comment at this time.

**OTHER MATTERS BEFORE THE BOARAD:**

The board requested monthly payables to be sent to the board for review instead of reviewing in one sum at every meeting. District management agreed and will send payables to the board around the 10<sup>th</sup> of each following month.(Ex. January payables will be sent to board around February 10)

Mr. Johnson presented to the board dates for the 2026 year:

Annual Meeting Date: to be changed to July 8, 2026

Board Meeting Dates: March 24, 2026, at 6:30 pm and November 3, 2026, at 6:30pm

**ADJOURNMENT:**

Following no further discussion,

Upon motion duly made by Director John Cloudman, seconded by Director Luke Wagner, 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 8:12 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