

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, March 12, 2026, at 6:15 p.m. at Town of Severance Town Hall, 3 South Timber Ridge Parkway, Severance, Colorado 80546.

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: Jim Donahue, Miki Arrivas, Steven Stack, Dino DiTullio, and Mike DiTullio.

Also, Present and in Attendance: Brenden Desmond of Spencer Fane LLP, was via teleconference, Guy Johnson, Jackie Johnson, and Dylan Lindesay from the District were also present, and one homeowner please see sign in sheet for attendees.

Directors absent and Excused:

Director, Ron Mullenbach & Daniel Meyers

CALL TO ORDER:

Dylan Lindesay called the meeting to order at 6:17 p.m.

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

Mr. Lindesay 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. Lindesay stated that all the Board members had been administered the Oaths of Office. Mr. Lindesay 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. Lindesay 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 Jim Donahue and seconded by Director Mike DiTullio and unanimously carried, it was resolved to approve the agenda.

CONSIDER APPROVAL OF OCTOBER 23, 2025, MEETING MINUTES:

The Board reviewed the Meeting Minutes of the October 23, 2025, meeting. No new comments were made.

Upon motion duly made by Director Mike DiTullio and seconded by Director Miki Arrivas, & Director Steven Stack and unanimously carried, it was resolved to approve the meeting minutes for October 23, 2025.

CONSIDER APPROVAL OF THMD No. 2 AUDIT EXEMPTION RESOLUTION:

Mrs. Johnson present to the board the Resolution to file the Audit Exemption for THMD Number 2, stating this new resolution allows wet signatures and that we would inform the board when the district will send out any documents for board members to sign, with no further discussion. Upon motion made by Director Jim Donahue and seconded by Director Mike DiTullio and unanimously carried.

CONSIDER APPROVAL OF BOARD MEMBER COMPENSATION FOR REQUIRED MEETINGS

Mr. Johnson presented that their was interest from one of the board members to be compensated for required board meetings. Director Steven Stack mentioned that he was told from lawyers that this was normal in other neighborhoods. Director Jim Donahue asked if this was voted on in years past. Mr. Johnson explained that it was, but with new board members on the board, that this is necessary to discuss. Director Steven Stack entertained a motion to vote on the matter. Director Dino DiTullio pointed out that District No. 1&2 would not vote on this matter. After discussion, Director Steven Stack and Miki Arrivas voted to approve board member compensation for required meetings, Jim Donahue voted to decline. With the votes 2 to 1, Upon motion made by Director Steven Stack and seconded by Director Miki Arrivas to approve board member compensation for required meetings. Brenden Desmond did clarify that this is only for required meetings and that work sessions as well as annual meetings (Which board members are not required to attend) will not count for compensation.

FINANCAL REPORT

Mr. Lindsay presented the schedule of payables for October 2025 through February 2026 with a total of \$653,692.82. Mr. Lindsay did mention the increase of payables for the pest contractor. Due to the avian flu, there has been a large amount of dead geese throughout the neighborhood but specifically around Franklin Lake. Mr. Lindsay mentioned that the pest contractor is scheduled on a weekly basis to pick up and dispose the dead geese until the numbers significantly drop. Director Mike Ditullio & Jim Donahue expressed their gratitude with the district sending the board monthly summaries of payables and how it helps them feel more prepared for these meetings. After discussion with the Boards, upon motion duly made by Director Jim Donahue and seconded by Director Dino DiTullio, and Director Miki Arrivas s and unanimously carried, it was resolved to approve and ratify payables for October 2025 through February 2026 with a total of \$653,692.82.

LEGAL COUNSEL REPORT:

Brenden Desmond reported that there was nothing to add for the legal report.

Mr. Lindsay then presented the new appointment for the District No. 3 board Brad Torr. Brad introduced himself to the board and asked if there were any questions the board may have for him. After discussion with the Boards, upon motion duly made by Director Jim Donahue and seconded by Director Miki Arrivas, and Director Steven Stack unanimously carried, it was resolved to appoint new board member for District No. 3 Brad Torr.

MANAGERS REPORT:

Mr. Lindsay then presented the managers report below,

1. General District items and site work:

- a. Overseeing Lake levels, opening head gates as needed.
- b. Chlorine was used in 2025, will be used in 2026, starting in July.
- c. Replacing dead trees this year as budget allows. We did drop budget for tree replacements as we are anticipating a lower dead tree rate from winter watering.
- d. Driving site for covenants issues.
- e. Keeping up maintenance of all tracts.

- f. Walk alley load alley and streets for warranty. Will make list for builder once ready.
- g. Will walk south side of filing 4: lake area, will make list for Builder.
- h. Replacing/repairing district fencing that was damaged from wind storms
- i. Dead Geese around Franklin Lake. We have our contractor remove these dead geese on a weekly basis. Once the number of dead geese lowers, we will discontinue the weekly pickups
- j. We have installed signs around the neighborhood/trail not to touch wildlife and to keep pets on a leash at all times.
- k. Will start process of getting neighborhood on automatic watering schedule. Will start with one zone/controller and once that zone is having no issues, will then work to the next. There are 4 controllers total. Upgrades to the controllers and maintenance work was needed to be done before starting.
- l. Discuss paint color schemes

2. Web Site:

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

3. District Office:

The board discussed the possibility of adding paint color schemes and or colors for board members to choose from when regards to painting the exterior of their homes. After discussion, it was agreed upon that the district would present a list of colors for the board to review at next meeting.

OTHER MATTERS:

- A. Director Miki Arrivas mentioned that Shelby Foland is no longer the head of the THMD social committee and that she has taken that position over.

PUBLIC COMMENTS:

Resident that was in attendance stated he was interested in the open board position for District No. 3 but since Brad Torr was elected moments earlier, Mr. Johnson informed the homeowner that when board member terms expire we would let him know if positions open back up.

ADJOURNMENT:

With no other matters to bring before the Boards,

Upon motion duly made by Director Mike DiTullio and seconded by Director Jim Donahue and unanimously carried, the Board resolved to adjourn the meeting of the Boards of Directors of the Tailholt Metropolitan District Nos. 1-3 at 6:47 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'.

Guy D. Johnson, Secretary for the meeting