

MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF

THE GARDENS ON HAVANA METROPOLITAN DISTRICT NOS. 1-3

Held: Wednesday, June 17, 2020 at 9:00 a.m.

*The meeting was held via teleconference due to the State of Emergency declared by Governor Polis and Public Health Order 20-23 Implementing Social Distancing Measures, and threat posed by the COVID-19 coronavirus.*

**Attendance**

A special meeting of the Boards of Directors of The Gardens on Havana Metropolitan District Nos. 1-3 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Boards, were in attendance:

Ira Shwartz  
Michael Kaiser  
Brenda L. Soper

Kristin Bowers Tompkins, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; Gigi Pangindian and Margaret Henderson, CliftonLarsonAllen, LLP, District Accountant; and Faith Kirkpatrick, AmCap, Inc.

**Combined Meetings**

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of actions taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of each District. Where necessary, action taken by an individual District will be so reflected in these minutes.

**Call to Order/ Declaration of Quorum**

It was noted that a quorum of the Boards were present and the meeting was called to order.

**Conflict of Interest Disclosures**

Ms. Tompkins advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tompkins reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to

the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Tompkins inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

**Agenda**

Ms. Tompkins presented the proposed agenda to the Boards for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda.

**Public Comment**

None.

**Consent Agenda**

Ms. Tompkins advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- a. November 20, 2019 Minutes
- b. Resolution Declaring Emergency Procedures and Authorizing Teleconferences for Regular and Special Meetings
- c. Resolution Establishing an Electronic Signature Policy
- d. 2019 Annual Report
- e. Application for Exemption from Audit (Nos. 1 and 2)

**Legal Matters**

**Financial Matters**

**Payables/Financials**

Ms. Henderson presented the Board of District No. 1 with the Unaudited Financial Statements dated March 31, 2020 and schedule of cash position updated as of June 1, 2020. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously accepted the unaudited financials and schedule of cash position.

Ms. Henderson presented the Board of District No. 1 with claims payable. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously ratified approval of claims for the period November 20, 2019 through June 9, 2020, totaling \$75,133.27.

Ms. Henderson presented the Board of District No. 2 with the Unaudited Financial Statements dated March 31, 2020 and schedule of cash position updated as of May 29, 2020. Following discussion, upon a motion duly made and seconded, the Board of District No. 2

unanimously accepted the unaudited financials and schedule of cash position.

Ms. Henderson presented the Board of District No. 3 with the Unaudited Financial Statements dated March 31, 2020 and schedule of cash position updated as of June 4, 2020. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously accepted the unaudited financials and schedule of cash position.

Consider Acceptance of 2019 Audit

Ms. Pangindian presented the 2019 Audit to the Board of District No. 3 for consideration. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously approved acceptance of the audit subject to a receipt of a clean opinion from the auditor and Ms. Kirkpatrick's review/comment by June 30, 2020.

Review Pledged Revenue Analysis from CliftonLarsonAllen LLP

Ms. Henderson presented the Boards with the Pledged Revenue Analysis from CliftonLarsonAllen LLP. No Board action required.

**Other Business**

Ms. Kirkpatrick requested that CliftonLarsonAllen distribute June 30 unaudited financials and updated pledged revenue analysis to see impacts of COVID.

Adjournment

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

*Michael Kaiser*

Michael Kaiser (Nov 23, 2020 08:21 MST)

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Secretary for the Meeting










# 2020-11-18 Gardens of Haven Special Meeting Signature Packet

Final Audit Report

2020-11-23

Created:	2020-11-20
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