

MINUTES OF THE JOINT SPECIAL MEETING OF THE  
BOARDS OF DIRECTORS OF

THE GARDENS ON HAVANA METROPOLITAN  
DISTRICTS NOS. 1-3

Held: Wednesday, December 1, 2021, at 9:30 a.m.

*This meeting was held via teleconference.*

**Attendance**

A combined 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 laws of the State of Colorado. The following directors, having confirmed their qualification to serve on the Boards, were in attendance:

Ira Shwartz  
Michael Kaiser

Also present were: Audrey G. Johnson, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, General Counsel; Margaret Henderson, CliftonLarsonAllen, LLC, District Accountant; and Jonathan Greenfield and Mario Christian, AmCap, Inc.

**Call to Order/Declaration of  
Quorum/Director  
Qualifications**

It was noted that a quorum of each of the Boards was present that all had confirmed their qualification to serve, and the meeting for the Districts was called to order.

**Conflict of Interest  
Disclosures**

Ms. Johnson advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Johnson 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. Johnson noted that a quorum was present and 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.

**Administrative Matters**

Approval of Agenda

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

**Public Comment**

None.

**Consent Agenda**

The Boards reviewed the items on the consent agenda. No items were requested to be removed from the consent agenda. Upon a motion duly made, the following items on the consent agenda were unanimously approved, ratified, and/or adopted:

- a. June 28, 2021 Special Meeting Minutes
- b. Renewal of General Liability Schedule and Limits, Workers Compensation Coverage, and SDA Membership for 2022
- c. Renewal of Construction Management Agreement with AMCAP, Inc. (District No. 1)

**Legal Matters**

Consider Adoption of 2022 Annual Administrative Resolution

Ms. Johnson presented the Resolution to the Boards. Following discussion, upon a motion duly made, the Boards unanimously adopted the resolution.

Consider Adoption of Resolution Calling May 2022 Election

Ms. Johnson presented the Resolution Calling Election. After discussion, and upon a motion duly made and seconded, the Boards adopted the Resolution and approved publishing the Call for Nominations on the District’s website as the second method of providing notice.

Consider Adoption of Resolution Designating the Location of Regular Meetings of the Boards of Directors

Ms. Johnson presented the Resolution to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the Resolution.

**Financial Matters**

Approval of Master Service Agreement, Special Districts Preparation Scope of Work, and Payroll Services Scope of Work with CliftonLarsonAllen, LLP, for District Accounting Service.

Ms. Henderson presented to the Boards the Master Service Agreement for approval. Following discussion, Upon a motion duly made and seconded, the CLA Master Agreement was conditionally approved by the Boards, pending receipt, review, and final approval by legal counsel and Directors Shwartz and Kaiser.

Consider Approval of Payables/Financials

Ms. Henderson presented to the Board of District No. 1 the claims from June 12, 2021 through November 24, 2021 in the total amount of \$40,079.07. Upon motion duly made and seconded, the Board of District No. 1 ratified the claims.

Ms. Henderson presented the Boards of District Nos. 1 and 2 with the unaudited financial statements dated September 30, 2021 and the Schedule of Cash Position, dated September 30, 2021, updated as of November 24, 2021. Following discussion, upon a motion duly made, the Board of District Nos. 1 and No. 2 unanimously accepted the unaudited financial statements and Schedule of Cash Position.

Ms. Henderson presented the Board of District No. 3 with the unaudited financial statements dated September 30, 2021 and the Schedule of Cash Position, dated September 30, 2021, updated as of November 12, 2021. Following discussion, upon a motion duly made, the Board of District No. 3 unanimously accepted the unaudited financial statements and Schedule of Cash Position.

Conduct Public Hearing on 2021 Budget Amendment (District Nos. 2 and 3) and Consider Adoption of Resolution Amending 2021 Budget

The public hearings on the proposed 2021 Budget Amendment for District Nos. 2 and 3 were opened. Ms. Johnson noted that the notice of public hearing was published in accordance with Colorado law. No written objections were received prior to the meeting. There being no public comment, the hearings were closed.

Following discussion, upon motion duly made and seconded, the Board of District No. 2 unanimously adopted the Resolution to Amend 2021 Budget amending the Debt Service Fund to \$148,730.

Following discussion, upon motion duly made and seconded, the Board of District No. 3 unanimously adopted the Resolution to Amend 2021 Budget amending the Debt Service Fund to \$3,185,000.

Conduct Public Hearing on 2022 Budget and Consider Adoption of Resolution Adopting 2022 Budget, Imposing Mill Levies and Appropriating Funds

The public hearing on the proposed 2022 Budget was opened. Ms. Johnson noted that the notice of public hearing was published in accordance with Colorado law. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Henderson reviewed the 2022 Budgets and Resolutions with the Boards.

Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously adopted the resolution adopting the 2022 Budget as discussed, appropriating funds therefore and certifying 0.00 mills.

Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously adopted the resolution adopting the 2022 Budget as discussed, appropriating funds therefore and certifying 0.000 mills in the general fund and 25.000 for Contractual Obligations.

Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously adopted the resolution adopting the 2022 Budget as discussed, appropriating funds therefore and certifying 0.000 mills in the general fund and 38.965 mills in the debt service fund.

The Boards directed legal counsel and the District's accountant to certify the mill levies by December 15, 2021 and file the 2022 Budgets by January 30, 2022.

Consider Approval of  
Engagement of Simmons &  
Wheeler to Prepare 2021 Audit  
(District No. 3)

Ms. Henderson presented the proposed engagement letter to the Board of District No. 3. Following discussion, and upon a motion duly made and seconded, the Board of District No. 3 approved the Engagement, subject to final review and approval by directors Shwartz and Kaiser.

**Other Business Matters**

None.

**Adjournment**

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

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

*Michael Kaiser*

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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 26<sup>th</sup> day of July, 2022.