

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

THE GARDENS ON HAVANA METROPOLITAN
DISTRICTS NOS. 1-3

Held: Tuesday, July 26, 2022, at 10:00 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 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. December 1, 2021 Special Meeting Minutes;
- b. 2021 Annual Report; and
- c. 2021 Audit Exemption Applications (District Nos. 1-2)

Legal Matters

Discuss Board Vacancies Ms. Johnson engaged in a discussion with the Boards regarding potential timelines for the appointment of a new director. Director Kaiser nominated Mr. Krowl as a potential new board member.

Financial Matters

Consider Approval of Payables/Financials Ms. Henderson presented the claims through July 18, 2022, in the total amount of \$68,171.72. Following discussion, upon motion duly made and seconded, the Boards approved the claims.

Ms. Henderson presented the Boards with unaudited financial statements, dated March 31, 2022, and the Schedule of Cash Position, dated March 31, 2021, updated as of April 26, 2022. Following discussion, upon a motion duly made, the Boards unanimously accepted the unaudited financial statements and Schedule of Cash Position.

Consider Acceptance of 2021 Audit (District No. 3) Ms. Henderson presented the 2021 Audit to the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 accepted the audit subject to receipt of clean opinion from the auditor.

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

Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 29th day of August, 2022.