

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

THE GARDENS ON HAVANA METROPOLITAN
DISTRICTS NOS. 1-3

Held: Monday, August 29, 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 Jack Krowl and Jonathan Greenfield, 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.

Approval of July 26, 2022 Special Meeting Minutes Ms. Johnson presented the July 26, 2022 Special Meeting Minutes to the Boards for approval. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Special Meeting Minutes.

Legal Matters

Appointment of Board Member and Administration of Oaths of Office Ms. Johnson engaged in a discussion with the Boards regarding the appointment of a new board member. Following discussion, upon a motion duly made and seconded, the Boards unanimously appointed Jack Krowl to the Boards and administered his Oaths of Office.

Financial Matters

Consider Approval of Payables/Financials Ms. Henderson presented the claims through August 22, 2022, in the total amount of \$11,693.44 to the Board of District No. 1. Following discussion, upon motion duly made and seconded, the Board of District No. 1 approved the claims subject to review and comment by Mr. Christian.

Ms. Henderson presented the Boards with the unaudited financial statements dated June 30, 2022, and the Schedule of Cash Position, dated June 30, 2022, updated as of July 31, 2022 for District No. 1, updated as of July 24, 2022 for District No. 2, and updated as of August 17, 2022 for District No. 3 Following discussion, upon a motion duly made, the Boards unanimously accepted the unaudited financial statements and Schedules of Cash Position subject to review and comment by Mr. Christian.

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

Michael Kaiser (Nov 20, 2022 07:11 EST)

Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 16th day of November, 2022.