

MINUTES OF THE JOINT REGULAR MEETING OF THE
BOARDS OF DIRECTORS OF

THE GARDENS ON HAVANA METROPOLITAN
DISTRICTS NOS. 1-3

Held: Wednesday, November 16 2022, at 9:00 a.m.

This meeting was held via teleconference.

Attendance

A combined regular 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
Jack Krowl

Director Kaiser was absent. All absences are deemed excused unless otherwise noted in these minutes.

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 Christianson 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.

Appointment of Officers

The Boards engaged in discussion regarding the appointment of officers. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the appointment of Director Shwartz as President, Director Kaiser as Secretary/Treasurer, and Director Krowl as Assistant Secretary.

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 amended.

Public Comment

None.

Approval of August 29, 2022 Special Meeting Minutes

Ms. Johnson presented the August 29, 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

Consider Adoption of 2023 Joint Annual Administrative Resolution

Ms. Johnson presented the Boards with the 2023 Joint Annual Administrative Resolution. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution as discussed.

Consider Adoption of Joint Resolution Calling May 2023 Election

Ms. Johnson presented the Joint Resolution Calling May 2023 Election to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution, designating the Districts’ website as the second method of providing notice of Call for Nominations.

Consider Approval of Renewal of Property and Liability Schedule and Limits, Workers Compensation Coverage, and SDA Membership for 2023

Ms. Johnson presented the Property and Liability Schedule to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the schedule, workers compensation coverage, and the SDA membership renewal.

Consider Approval of Special Districts Preparation Scope of Work, Payroll Services Scope of Work, and Public Improvement Fee Scope of Work with Clifton Larson Allen LLP for District

Ms. Johnson presented the Special Districts Preparation Scope of Work, Payroll Services Scope of Work, and Public improvement Fee Scope of Work to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the Scope with Clifton Larson Allen.

Accounting Services (District No. 1)

Consider Approval of Special Districts Preparation Scope of Work with Clifton Larson Allen LLP for District Accounting Services (District No. 2)

Consider Approval of Special Districts Preparation Scope of Work with Clifton Larson Allen LLP for District Accounting Services (District No. 3)

Consider Approval of Renewal of Construction Management Agreement with AMCAP, Incorporated (District No. 1)

Ms. Johnson presented the Special Districts Preparation Scope of Work to the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved the Scope with Clifton Larson Allen.

Ms. Johnson presented the Special Districts Preparation Scope of Work to the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously approved the Scope with Clifton Larson Allen.

Ms. Johnson presented the Renewal of Construction Management Agreement with AMCAP Incorporated to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the renewal of the agreement.

Financial Matters

Consider Approval of Payables/Financials

Ms. Henderson presented the claims through November 7, 2022, in the total amount of \$10,958.66 to the Board of District No. 1. Following discussion, upon motion duly made and seconded, the Board of District No. 1 ratified the claims.

Ms. Henderson presented the Boards with the unaudited financial statements dated September 30, 2022, and the Schedule of Cash Position, dated September 30, 2022, updated as of October 17, 2022 for District No. 1, updated as of October 17, 2022 for District No. 2, and updated as of October 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.

Conduct Public Hearing on 2023 Budget and Consider Adoption of Resolution Adopting 2023 Budget, Imposing Mill Levy and Appropriating Funds

The public hearing on the proposed 2023 Budgets was opened. Ms. Johnson noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Henderson reviewed the proposed 2023 Budgets with the Boards. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor 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 2023 Budget, appropriating funds therefor and certifying 25.000 mill for the Debt Service Fund and .687 mill for the Refund and Abatement Fund.

Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor and certifying 40.754 mill for the Debt Service Fund.

The Board directed legal counsel and the District's accountant to certify the mill levies by December 15, 2022 and file the 2023 Budget by January 30, 2023.

Consider Appointment of Board Member to sign the DLG70 Certification of Tax Levies

The Board

Bill.com

Ms. Henderson presented an overview to the Boards for Bill.com. Ms. Johnson noted the delay in payments to vendors. Following discussion, the Boards agreed to proceed without Bill.com.

Consider Approval of 2022 Auditor Proposals (Wipfli LLP and Haynie and Company) (District No. 3)

Ms. Henderson presented the 2022 Auditor Proposals to the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously approved Wipfli LLP as the 2022 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.


Jack Krowl (Jun 23, 2023 12:30 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 21st day of June, 2023.