

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

THE GARDENS ON HAVANA METROPOLITAN
DISTRICTS NOS. 1-3

Held: Wednesday, November 15, 2023, 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

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, 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.

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:

- June 21, 2023 Regular Meeting Minutes;
- 2022 Annual Report;
- Renewal of Property and Liability Schedule and Limits, Workers Compensation Coverage, and SDA Membership for 2024; and
- 2024 Proposal for Heather Creative Website Maintenance.

Legal Matters

Consider Adoption of 2024 Annual Administrative Resolution

Ms. Johnson presented the 2024 annual administrative resolution to the Boards. Following discussion upon a motion duly made and seconded, the Board unanimously adopted the resolution.

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

Ms. Johnson presented the renewal of the construction management agreement with AMCAP, Inc. to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the renewal.

Financial Matters

Consider Approval of Payables/Financials

Ms. Henderson presented the Boards with the unaudited financial statements dated September 30, 2023, and the Schedules of Cash Position, dated September 30, 2023. updated as of November 6, 2023. Following discussion, upon a motion duly made, the Boards unanimously accepted the unaudited financial statements and Schedules of Cash Position.

No Claims were presented at this time.

Conduct Public Hearing on 2023 Budget Amendments and Consider Adoption of

Ms. Henderson noted a 2023 budget amendment was not necessary.

Resolutions Amending 2023 Budget

Conduct Public Hearings on 2024 Budget and Consider Adoption of Resolutions Adopting 2024 Budget, Imposing Mill Levy and Appropriating Funds

The public hearing on the proposed 2024 Budget 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 2024 Budget Resolution with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously adopted the resolution adopting the 2024 Budget, appropriating funds therefor and certifying mills as shown in the 2024 Budget, subject to receipt of final assessed valuation.

Ms. Henderson reviewed the 2024 Budget Resolution with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously adopted the resolution adopting the 2024 Budget, appropriating funds therefor and certifying mills as shown in the 2024 Budget, subject to receipt of final assessed valuation.

Ms. Henderson reviewed the 2024 Budget Resolution with the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously adopted the resolution adopting the 2024 Budget, appropriating funds therefor and certifying mills as shown in the 2024 Budget, subject to receipt of final assessed valuation.

Consider Auditor Proposals for 2023 Audit (District No. 3)

Ms. Henderson presented the Wipfli proposal for auditor services 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 engagement of Wipfli for the 2023 audit.

Consider Approval of Special Districts Preparation Scope of Work and Payroll Services Scope of Work with CliftonLarsonAllenLLP for District Accounting Services

Ms. Henderson presented the Scope of Work with CliftonLarsonAllen LLP for District Accounting Services. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the scopes.

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 Krow (Mar 27, 2024 09:29 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 26th day of March, 2024.