

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

THE GARDENS ON HAVANA METROPOLITAN
DISTRICTS NOS. 1-3

Held: Tuesday, March 26, 2024 at 1:00 p.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
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 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.

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.

Election of Officers

The Boards engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Boards elected Director Shwartz as President and Director Krowl as Secretary/Treasurer.

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:

- November 15, 2023 Regular and Annual Meeting Minutes;
- Special District Disclosure Notices Pursuant to §32-1-809, C.R.S.; and
- Joint Resolution Designating Meeting Notice Posting Location

Legal Matters

Other Legal Matters

None.

Financial Matters

Consider Approval of Payables/Financials

Ms. Henderson presented the Boards with the unaudited financial statements dated December 31, 2023, and the payables, dated November 2023 through current in the amount of \$141,249.20. Following discussion, upon a motion duly made, the Boards unanimously accepted the unaudited financial statements and payables.

Consider Approval of 2023 Audit Exemption Applications (District Nos. 1 & 2)

Ms. Henderson presented the 2023 Audit Exemption Applications to the Boards of District Nos. 1 and 2. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1 and 2 unanimously approved the applications.

Conduct Public Hearing on 2023 Budget Amendments and Consider Adoption of Resolutions Amending 2023 Budget (District Nos. 2 & 3)

The public hearing on the 2023 Budget Amendments was opened. Ms. Johnson noted that the notice of public hearing was provided 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 Resolution Amending the 2023 Budget 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 amending the Debt Service Fund to \$147,788.

Ms. Henderson reviewed the Resolution Amending the 2023 Budget 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 amending the Debt Service Fund to \$3,842,902.


Other Business Matters

Next Regular Meeting is June 12, 2024 at 9:00 a.m.

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 \(Jun 13, 2024 10:42 EDT\)](#)
Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 12th day of June, 2024.