

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE HAVANA BUSINESS IMPROVEMENT DISTRICT
CONCERNING ANNUAL ADMINISTRATIVE MATTERS
2025**

WHEREAS, the Board of Directors (the “Board”) of the Havana Business Improvement District (the “District”) is to perform certain tasks on a recurring basis in the operation of the District;

NOW, THEREFORE, BE IT RESOLVED by the Havana Business Improvement District within the City of Aurora, Arapahoe County, Colorado, as follows:

1. Contact Person. The Board hereby names **Executive Director** as the contact person within the District. The contact person is authorized under C.R.S. 24-10-109(3)(b) to accept notices of claims against the District and, if any such claim is received, must promptly notify the President of the Board and Legal Counsel for the District of such receipt.

2. Operating Plan and Preliminary Budget. The Board directs **Executive Director** to submit a proposed Operating Plan and Preliminary Budget to the Board by September 15, in order to file the same with the City/Town no later than the statutory deadline of September 30.

3. Budget. The Board directs **Accountant, Executive Director, and Legal Counsel** to submit a proposed budget to the Board by October 15; to schedule a public hearing on the proposed budget; to prepare a final budget, budget resolution and budget message, the certification of mill levies, if applicable, and any budget amendment(s) needed; to certify the mill levies on or before December 15, if applicable; and to file the approved budget and amendment(s) with the proper governmental entities in accordance with the Local Government Budget Law of Colorado, Sections 29-1-101 to 29-1-115, C.R.S. Such actions must be completed by December 31.

4. Intergovernmental Agreements. If the District receives a written request from the Division of Local Government, the Board directs **Legal Counsel** to prepare and file within thirty days of such request, an informational listing of all contracts in effect with other political subdivisions, in compliance with Section 29-1-205, C.R.S.

5. Annual Securities Report. If required, the Board directs the **Accountant** to prepare and file the annual public securities report for nonrated public securities issued by the District (if any), with the Department of Local Affairs on or before March 1, in accordance with Section 11-58-101 to 11-58-107, C.R.S.

6. Audit/Audit Exemption. The Board directs that an audit of the financial statements be prepared and submitted to the Board before June 30 and further directs that the Audit be filed with the City/Town in which it was originally organized to accompany the City/Town audit that is filed with the State Auditor by July 31, as required by Section 29-1-603, C.R.S. In the event that the timetable will not be met, **the auditor and the Accountant** are directed to request extensions of time to file the audit as needed. If neither the revenues nor

the expenditures for the past year exceed \$100,000, then the Board directs that a short form application for exemption from audit shall be prepared. If either revenues or expenditures are greater than \$100,000 but are less than or equal to \$750,000, then the Board directs that a long form application for exemption from audit shall be prepared. The short form or long form application shall be submitted to the Board and then filed with the State Auditor by March 31, as required by Section 29-1-604, C.R.S.

7. Unclaimed Property. The Board directs **Executive Director** to prepare the Unclaimed Property Act report and forward it to the State Treasurer by November 1 if there is District property presumed abandoned and subject to custody as unclaimed property, in accordance with Section 38-13-110, C.R.S.

8. Public Records. The Board designates **Board Secretary** as the official custodian of public records as such term is used in Section 24-72-202, C.R.S., with the functions thereof hereby delegated to **Executive Director** as the custodian as defined in 24-72-202(1.1), C.R.S. The custodian is authorized to develop such procedures as may be reasonably required for the protection and retention of such records. On behalf of the District, the custodian shall charge the maximum fees allowed by law for copies, research and retrieval, development of privilege log, and such other services as are authorized by law. Any cost associated with any research and retrieval of public records is outlined in the Resolution Adopting Policies and Fee Schedule for the Handling of Record Requests Under the Colorado Open Records Act.

9. CORA Policy. Pursuant to Section 24-72-205, C.R.S., the Board has adopted or hereby adopts a policy concerning research and retrieval fees for public records.

10. Data Privacy Policy. Pursuant to Sections 24-73-101, et seq., C.R.S., the Board has previously adopted a written policy for the destruction of documents containing personal identifying information, for implementing reasonable security procedures and practices to protect personal identifying information, and for notifying Colorado residents of a security breach or possible security breach.

11. E-mail Policy. Pursuant to Section 24-72-204.5, C.R.S., the Board hereby adopts a written policy that District management may monitor electronic mail communications at any time, with or without cause, and further states that correspondence of any employee in the form of electronic mail may be a public record under the public records law and may be subject to public inspection under Section 24-72-203, C.R.S.

The Board further directs that when and if the District has employees, the following electronic mail policy will be in effect:

- A. All employees of the District may have access to the District's electronic mail communications system, which access may include utilization of a District-assigned email address for use in both internal and external email communications.
- B. Employees cannot expect a right of privacy in their use of the District's electronic communications system.

C. Employees understand, acknowledge and agree that all communications in the form of electronic mail may be considered a public record pursuant to CORA and may be subject to public inspection pursuant to C.R.S. Section 24-72-203 of CORA.

D. The District reserves the right to monitor an employee's electronic mail communication(s) including, but not limited to, circumstances where the District, in its sole discretion, reasonably believes that such communication(s) may be considered a public record pursuant to C.R.S. § 24-72-203 of CORA.

12. Fair Campaign Practices Act – Gifts and Honoraria. The Board is reminded that in accordance with the Fair Campaign Practices Act, each Board member is required to report to, and in a manner prescribed by, the Secretary of State certain items received in connection with their service, such report to be filed on or before January 15, April 15, July 15, and October 15 of each year, as required by Sections 1-45-109 and 24-6-203, C.R.S. No report needs to be filed unless a director receives \$53 or more in cash or loans, or real or personal property having a value of \$53 or more. Further, the Board is reminded that in accordance with Section 24-6-203, C.R.S., if a Board member receives annual compensation from the District of more than \$2,400, then the Board member is required to file a quarterly report in the prescribed manner with the Secretary of State.

13. Newspaper. The Board designates *Aurora Sentinel* as the newspaper of general circulation within the boundaries of the District, or in the vicinity of the District if none is circulated within the District, and directs that all required legal notices shall be published in the afore named newspaper. If publication in such newspaper is impossible or impracticable, then any legal newspaper published in the county may be used as an alternative.

14. Director Compensation/FICA. The Board of Directors of the District determines that each director shall not receive compensation for services as directors.

15. Officers. The District has elected the following officers for the District:

Name	Title
Garrett Walls, Western Centers, Inc.	President
Yulissa Williams, Bank of the West	Vice President
Jennifer Dunn, First Bank	Director
Kerstin Hitchcock, Gary's Full-Service Auto Repair	Director
Matt Rauzi, Colorado's Pro Gym	Director
Donavon Welsh, Havana Auto Parts	Director
Adriana Lara, Target	Director
Mark Hammerbeck, Herrada Printing	Director
Vacant	

Unless the District acts to elect new officers, or an officer resigns his office, such officers shall serve indefinitely.

16. Director Indemnification. The Board of Directors of the District extends the current indemnification resolution to allow the resolution to continue in effect as written. In the event an indemnification resolution is not in effect, then the approval of this administrative matters resolution shall be deemed to authorize indemnification of the Directors of the District when acting in good faith within the scope of their duties and in the best interests of the District, to the fullest extent allowed by law.

17. Designated Posting Location for the Posting of Meeting Notices. Pursuant to Section 24-6-402(2)(c)(I), C.R.S., the Board of Directors of the District has adopted a Resolution Concerning Online Notice of Public Meetings, which authorizes the Board to post notices of its public meetings, including specific agenda information, on the following public website: <https://onhavanastreet.com/> no less than twenty-four hours prior to the holding of the meeting. In the event the District is unable to post a notice online in exigent or emergency circumstances, such as a power outage or an interruption in internet service that prevents the public from accessing the notice online, in accordance with Section 24-6-402(2)(c)(III), C.R.S., the Board designates the following location within the District's boundaries as the official designated posting place for the posting of meeting agendas no less than twenty-four hours prior to the meeting: alternate emergency posting location at US Bank 941 South Havana Street, Aurora, Colorado 80012.

18. Meetings. The District may hold meetings of the Board at a physical location or by telephonic, electronic, or virtual means, or a combination of the foregoing. The meeting notice of all meetings of the Board that are held telephonically, electronically, or by other means not including physical presence shall include the method or procedure, including the conference number or link, by which members of the public can attend the meeting.

The Board determines to hold regular meetings on the on the Third Thursday of each month by virtual means; provided, the Board may, from time to time, determine to hold any meeting at a physical location or by telephonic, electronic, or virtual means, or a combination of the foregoing, in its discretion as an administrative matter without the need for amending this resolution.

In addition, regular and special meeting notices shall be posted shall be posted as identified above in accordance with Section 24-6-402(2)(c), C.R.S. The Board directs **Executive Director** to prepare notices for posting. **Legal Counsel** shall revise the notices when the Board intends to make a final determination to issue or refund general obligation indebtedness, to consolidate the District, to dissolve the District, to file a plan for adjustment of debt under federal bankruptcy law, to enter into a private contract with a director, or not to make a scheduled bond payment.

21. Independent Mail Ballot Elections. The Board deems it expedient for the convenience of the electors that all regular and special elections of the District shall be conducted as an independent mail ballot election in accordance with Section 1-13.5-1101, C.R.S., unless a polling place election is deemed necessary and expressed in a separate election resolution.

22. Disclosure of Potential Conflict of Interest. The Board has determined that **Legal Counsel** will file general conflict of interest disclosure forms provided by board members with the Secretary of State by January 31 of each year, which forms will be updated on an annual basis through information given to Legal Counsel by board members. If a specific conflict arises regarding a certain transaction of the Board, the Board member is required to notify Legal Counsel at least five days prior to the date of the meeting so that the transactional disclosure form may be filed in a timely manner, in accordance with Section 18-8-308, C.R.S. Additionally, at the beginning of every term, Legal Counsel shall request that each board member submit information regarding actual or potential conflicts of interest.

23. Special District Association. The District is currently a member of the Special District Association (“SDA”) and the Board directs its **Executive Director** to pay the annual SDA membership dues in a timely manner.

24. Insurance. The Board directs **Executive Director** to at least biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained.

25. Continuing Disclosure. The **Legal Counsel** shall provide continuing disclosure service if and as applicable to the bonds and other financial obligations of the District.

26. Workers’ Compensation. Pursuant to Section 8-40-202(1)(a)(I)(B), C.R.S., the appointed officials of the District shall not be deemed to be an employee within the meaning of Section 8-40-202(1)(a), C.R.S. Such exclusion shall apply for all policy years until such time as the exclusion may be repealed by the Board of Directors of the District or unless **Executive Director** at the direction of the Board acquires coverage.

27. PDPA. Pursuant to the provisions of the Colorado Public Deposit Protection Act § 11-10.5-101, et seq., C.R.S., the Board appoints **District Treasurer** as the official custodian of public deposits.

28. Underground and Aboveground Storage Tanks. If applicable, the Board directs **Legal Counsel** to register and renew annually all underground and/or aboveground storage tanks with the state inspector of oils.

29. Underground Facility Locating. If applicable, the Board directs **Legal Counsel** to provide accurate information regarding the boundaries of the District’s service area, the type of underground facility(ies) that may be encountered within such service area, and the name, address and telephone number of a person who shall be the designated contact person for the information regarding the District’s underground facilities along with information concerning underground facilities that the District owns or operates which are not located within the designated service area to the Utility Notification Center of Colorado. The Board further authorizes the District to maintain its membership in the notification association as a “Tier 1” member, if applicable.

30. Recording of Conveyances of Real Property to the District. Pursuant to C.R.S 38-35-109.5(2), **Legal Counsel** is designated as an appropriate official to record conveyances of real property to the District within 30 days of such conveyance.

31. Ratification of Past Actions. The Board members have reviewed the minutes of every meeting of the Board conducted in the calendar year prior to the adoption of this Resolution, and the Board, being fully advised of the premises, hereby ratifies and affirms each and every action of the Board taken in the prior calendar year.

32. Emergency Liaison Officer. The Board designates the President of the District, in his/her capacity as elected official for the District, as the Emergency Liaison Officer responsible for facilitating the cooperation and protection of the District in the work of disaster prevention, preparedness, response, and recovery with the Colorado Office of Emergency Management and any local disaster agencies. The Emergency Liaison Officer shall have the authority to designate such agents as (s)he shall determine appropriate to perform any and all acts necessary to facilitate the responsibilities of the Emergency Liaison Officer.

33. Execution of District Documents by Electronic Methods. Where necessary, convenient and permissible by law, the Board authorizes the execution of District documents on behalf of the Board through electronic methods such as DocuSign, electronic PDF, or similar means and in multiple counterparts, all of which shall constitute single, valid documents of the Board as if signed in paper format.

34. Official District Website. If requested or required, the Board directs **Executive Director** to establish and maintain an official District website. If the District elects to establish and maintain an official District website, it may do so in the discretion of the Board either as set forth elsewhere in this Resolution or by separate Board action.

35. Dates Herein. All dates set forth in this Resolution shall be in 2025 unless otherwise specified.

36. Automatic Renewal. This Resolution shall be deemed renewed each year until terminated or a new resolution is adopted.

[remainder of page intentionally left blank; signature page follows]

Adopted and approved this 14th day of November, 2024.

HAVANA BUSINESS IMPROVEMENT DISTRICT

By: _____
Board President

ATTEST:

By: _____
Executive Director