

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE LORETTO HEIGHTS METROPOLITAN DISTRICT NO. 1 HELD FEBRUARY 27, 2023

A Regular Meeting of the Board of Directors of the Loretto Heights Metropolitan District No. 1 (referred to hereafter as the "Board") was convened on Monday, February 27, 2023, at 2:00 p.m. The District Board meeting was held via Zoom. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Mark J. Witkiewicz
Otis C. Moore, III
Paige C. Langley

Following discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore and, upon vote, unanimously carried, the absences of Directors Andrew R. Klein and Megan Waldschmidt were excused.

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc.

Megan Becher, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C..

Lindsay Ross; CliftonLarsonAllen LLP

Ted Laudick; Silverbluff Companies, Inc.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. It was noted that a quorum was present, and Attorney Hoistad requested members of the Board disclose any potential conflicts of interest regarding any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. Attorney Hoistad noted that Directors' Disclosure Statements were filed for all Directors by the statutory deadline. No additional conflicts were disclosed at the meeting.

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ADMINISTRATIVE MATTERS **Agenda:** Ms. Finn distributed for the Board's review and approval a proposed Agenda for the District's Regular Meeting.

Following discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore and, upon vote, unanimously carried, the Agenda was approved, as amended, to remove the consideration of the ratification of approval of payment of claims, and to remove the review and acceptance of Unaudited Financial Statements.

Meeting Location/Manner and Posting of Meeting Notice: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. The Board determined that the meeting would be held via video/telephonic means and encouraged public participation via video or telephone. The Board further noted that notice of the time, date and location/manner of the meeting was duly posted, and that the Board had not received any objections to the video/telephonic manner of the meeting, or any requests that the video/telephonic manner of the meeting be changed by taxing electors within the District's boundaries.

CONSENT AGENDA The Board considered the following actions:

- Review and consider approval of the January 23, 2023 regular meeting minutes.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the above Consent Agenda items/actions.

PUBLIC COMMENT There were no public comments.

FINANCIAL MATTERS **Schedule of Cash Position:** The Board reviewed a schedule of cash position for the period ending December 31, 2022, updated as of December 31, 2022.

Following discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore and, upon vote, unanimously carried the Board accepted the schedule of cash position for the period ending December 31, 2022.

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CAPITAL/ CONSTRUCTION MATTERS

Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 10: The Board discussed the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 10 ("Report No. 10"), dated December 22, 2022, prepared by Schedio Group LLC, for the amount of \$30,283.55.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore, and upon vote, unanimously carried, the Board approved Report No. 10.

Verified Public Improvement Costs Pursuant to Report No. 10: The Board discussed the verified public improvement costs pursuant to Report No. 10.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore, and upon vote, unanimously carried, the Board accepted the verified public improvement costs pursuant to Report No. 10.

Reimbursement by Loretto Heights Metropolitan District No. 1 to Hartman Ely Investments LLC: There was no reimbursement due to Hartman Ely Investments LLC, pursuant to Report No. 10.

Reimbursement by Loretto Heights Metropolitan District No. 1 to ACM Loretto VI LLC: The Board discussed the reimbursement by Loretto Heights Metropolitan District No. 1 to ACM Loretto VI LLC under the Facilities Funding and Acquisition Agreement between Loretto Heights Metropolitan District No. 1 and ACM Loretto VI LLC, pursuant to Report No. 10.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore, and upon vote, unanimously carried, the Board approved the reimbursement by Loretto Heights Metropolitan District No. 1 to ACM Loretto VI LLC under the Facilities Funding and Acquisition Agreement between Loretto Heights Metropolitan District No. 1 and ACM Loretto VI LLC, pursuant to Report No. 10.

Loretto Heights Infrastructure Project (the "Project"): There was no report at this time.

Status of landscape design work: There was no report at this time.

Necessary actions required in connection with the Project: No actions were discussed at this time.

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LEGAL MATTERS **Facilities Funding Agreement between Loretto Heights Metropolitan District No. 1 and Mercy Housing Mountain Plains:** The Board reviewed and consider approval of the Facilities Funding Agreement by and between Loretto Heights Metropolitan District No. 1 and Mercy Housing Mountain Plains dated March 16, 2023.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore, and upon vote, unanimously carried, the Board approved the Facilities Funding Agreement by and between Loretto Heights Metropolitan District No. 1 and Mercy Housing Mountain Plains dated March 16, 2023.

Agreement and Assignment Regarding Metropolitan District Payments between Mercy Housing Mountain Plains and ACM Loretto VI LLC: The Board reviewed and acknowledge the Agreement and Assignment Regarding Metropolitan District Payments by and between Mercy Housing Mountain Plains and ACM Loretto VI LLC dated March 16, 2023.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore, and upon vote, unanimously carried, the Board approved the Agreement and Assignment Regarding Metropolitan District Payments by and between Mercy Housing Mountain Plains and ACM Loretto VI LLC dated March 16, 2023.

Amended and Restated Facilities Acquisition Agreement between Loretto Heights Metropolitan District No. 1, ACM Loretto VI LLC, and THB Loretto Land LLC: The Board reviewed and consider approval of Amended and Restated Facilities Acquisition Agreement between Loretto Heights Metropolitan District No. 1, ACM Loretto VI LLC, and THB Loretto Land LLC.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore, and upon vote, unanimously carried, the Board approved subject to final review by Director Witkiewicz the Amended and Restated Facilities Acquisition Agreement between Loretto Heights Metropolitan District No. 1, ACM Loretto VI LLC, and THB Loretto Land LLC.

OTHER BUSINESS There were no other matters to discuss at this time.

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ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Witkiewicz, seconded by Director Moore and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: *Ann Finn*
Secretary for the Meeting