

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE LORETTO HEIGHTS METROPOLITAN DISTRICT NO. 1 HELD APRIL 12, 2023

A Special Meeting of the Board of Directors of the Loretto Heights Metropolitan District No. 1 (referred to hereafter as the "Board") was convened on Wednesday, April 12, 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
Andrew R. Klein
Paige Langley
Megan Waldschmidt

Following discussion, upon motion duly made by Director Witkiewicz, seconded by Director Langley and, upon vote, unanimously carried, the absence of Director Otis C. Moore, III was 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 Special Meeting.

Following discussion, upon motion duly made by Director Witkiewicz, seconded by Director Langley and, upon vote, unanimously carried, the Agenda was approved, as presented.

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 taxpaying electors within the District's boundaries.

PUBLIC COMMENT There were no public comments.

CAPITAL/ CONSTRUCTION MATTERS **Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 13:** The Board discussed the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 13 ("Report No. 13"), dated April 11, 2023, prepared by Schedio Group LLC, for the amount of \$339,779.56.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Langley, and upon vote, unanimously carried, the Board approved Report No. 13.

Verified Public Improvement Costs Pursuant to Report No. 13: The Board discussed the verified public improvement costs pursuant to Report No. 13.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Langley, and upon vote, unanimously carried, the Board accepted the verified public improvement costs pursuant to Report No. 13.

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

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and Acquisition Agreement between Loretto Heights Metropolitan District No. 1 and ACM Loretto VI LLC, pursuant to Report No. 13.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Langley and upon vote, unanimously carried, the Board acknowledged the reimbursement by Loretto Heights Metropolitan District No. 1 to ACM Loretto VI LLC under the Facilities Funding an Acquisition Agreement, pursuant to Report No. 13.

Letter of Direction for reimbursement to be made to THB Loretto Land LLC: The Board reviewed the Letter of Direction for reimbursement to be made to THB Loretto Land LLC.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Langley, and upon vote, unanimously carried, the Board acknowledged and approved the Letter of Direction for reimbursement to be made to THB Loretto Land LLC.

Special Construction Proposal with CenturyLink Inc.: The Board reviewed the Special Construction Proposal with CenturyLink Inc.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Langley, and upon vote, unanimously carried, the Board approved the Special Construction Proposal with CenturyLink Inc., subject to receipt of final costs, and noted that payment was being made under protest due to increased costs. Director Witkiewicz and Attorney Becher noted they would continue working towards a favorable resolution to the costs with CenturyLink Inc.

LEGAL MATTERS

Amended and Restated Facilities Acquisition Agreement by and among Loretto Heights Metropolitan District No. 1, ACM Loretto VI LLC, and THB Loretto Land LLC: The Board reviewed the Amended and Restated Facilities Acquisition Agreement by and among 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 Langley, and upon vote, unanimously carried, the Board ratified and approved the Amended and Restated Facilities Acquisition Agreement by and among Loretto Heights Metropolitan District No. 1, ACM Loretto VI LLC, and THB Loretto Land LLC.

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First Amendment to Facilities Funding and Acquisition Agreement by and between Loretto Heights Metropolitan District No. 1 and ACM Loretto VI LLC: The Board reviewed the First Amendment to Facilities Funding and Acquisition Agreement by and between Loretto Heights Metropolitan District No. 1 and ACM Loretto VI LLC.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Langley, and upon vote, unanimously carried, the Board approved the First Amendment to Facilities Funding and Acquisition Agreement by and between Loretto Heights Metropolitan District No. 1 and ACM Loretto VI LLC.

Purchase and Sale Agreement by and among City and County of Denver, ACM Loretto VI LLC, Loretto Heights Community Authority, and Loretto Heights Metropolitan District Nos. 1, 2, 3, and 4: The Board reviewed the Purchase and Sale Agreement by and among City and County of Denver, ACM Loretto VI LLC, Loretto Heights Community Authority, and Loretto Heights Metropolitan District Nos. 1, 2, 3, and 4.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Langley, and upon vote, unanimously carried, the Board approved the Purchase and Sale Agreement by and among City and County of Denver, ACM Loretto VI LLC, Loretto Heights Community Authority, and Loretto Heights Metropolitan District Nos. 1, 2, 3, and 4.

Facilities Acquisition Agreement by and between Loretto Heights Metropolitan District No. 1 and MCMP 20 Loretto LLLP, effective March 16, 2023: The Board reviewed the Facilities Acquisition Agreement by and between Loretto Heights Metropolitan District No. 1 and MCMP 20 Loretto LLLP, effective March 16, 2023 (differentiated from the below).

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Langley, and upon vote, unanimously carried, the Board ratified approval of the Facilities Acquisition Agreement by and between Loretto Heights Metropolitan District No. 1 and MCMP 20 Loretto LLLP, effective March 16, 2023.

Facilities Acquisition Agreement by and between Loretto Heights Metropolitan District No. 1 and MCMP 20 Loretto LLLP, effective March 16, 2023: The Board reviewed the Facilities Acquisition Agreement by and between Loretto Heights Metropolitan District No. 1 and MCMP 20 Loretto LLLP, effective March 16, 2023 (differentiated from the above).

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Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Langley, and upon vote, unanimously carried, the Board ratified approval of the Facilities Acquisition Agreement by and between Loretto Heights Metropolitan District No. 1 and MCMP 20 Loretto LLLP, effective March 16, 2023.

Assignment Agreement by and between MHMP 20 Loretto LLLP and ACM Loretto VI LLC, effective March 16, 2023: The Board reviewed the Assignment Agreement by and between MHMP 20 Loretto LLLP and ACM Loretto VI LLC, effective March 16, 2023.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Langley, and upon vote, unanimously carried, the Board acknowledged the Assignment Agreement by and between MHMP 20 Loretto LLLP and ACM Loretto VI LLC, effective March 16, 2023.

Agreement and Assignment Regarding Metropolitan District Payment by and between MHMP 20 Loretto LLLP and ACM Loretto VI LLC, effective March 16, 2023: The Board reviewed the Agreement and Assignment Regarding Metropolitan District Payment by and between MHMP 20 Loretto LLLP and ACM Loretto VI LLC, effective March 16, 2023.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Langley, and upon vote, unanimously carried, the Board acknowledged the Agreement and Assignment Regarding Metropolitan District Payment by and between MHMP 20 Loretto LLLP and ACM Loretto VI LLC, effective March 16, 2023.

OTHER BUSINESS

There was no other business at this time.

ADJOURNMENT

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

Respectfully submitted,

By: 
Secretary for the Meeting