

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE LORETTO HEIGHTS METROPOLITAN DISTRICT NO. 1 HELD APRIL 25, 2022

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, April 25, 2022, 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
Kevin J. Smith
Otis C. Moore, III
Patrick J. Schmitz

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the absence of Director Andrew Klein was excused.

Also In Attendance Were:

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

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

Lindsay Ross; CliftonLarsonAllen LLP

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.

RECORD OF PROCEEDINGS

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 Smith, seconded by Director Moore and, upon vote, unanimously carried, the Agenda was approved, as amended.

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.

CONSENT AGENDA The Board considered the following actions:

- Review and consider approval of the minutes of the February 28, 2022 Regular Meeting.

Following review and discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved and/or ratified approval of, as appropriate, the above Consent Agenda items/actions.

PUBLIC COMMENT There were no public comments.

FINANCIAL MATTERS **Claims:** Ms. Ross reviewed with the Board the payment of claims for the periods beginning March 1, 2022 through April 20, 2022, in the amount of \$686,964.77.

Following review, upon motion duly made by Director Witkiewicz, seconded by Director Moore and, upon vote, unanimously carried, the Board ratified approval of the payment of claims, as presented.

Cash Position Statements: Ms. Ross reviewed with the Board the schedule of cash position dated December 31, 2022, updated as of April 20, 2022.

RECORD OF PROCEEDINGS

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 dated December 31, 2022, updated as of April 20, 2022.

CAPITAL/ CONSTRUCTION MATTERS

Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 5 ("Report No. 5"): The Board reviewed and considered the approval of the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 5, dated April 9, 2022, prepared by Schedio Group LLC, for the amount of \$149,420.35.

Following discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 5, dated April 9, 2022, prepared by Schedio Group LLC, for the amount of \$149,420.35, subject to final review by Ms. Ross.

Verified Public Improvement Costs Pursuant to Report No. 5: The Board considered the acceptance of verified public improvement costs pursuant to Report No. 5.

Following 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. 5.

Reimbursement by Loretto Heights Metropolitan District No. 1 to Hartman Ely Investments LLC: There were no expenses pursuant to Report No. 5 that were reimbursable to Hartman Ely Investments LLC. No action was taken.

Reimbursement by Loretto Heights Metropolitan District No. 1 to ACM Loretto VI LLC: The Board considered the approval of 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. 5.

Following 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. 5.

RECORD OF PROCEEDINGS

Release of bond funds under the Project Management Intergovernmental Agreement between Loretto Heights Metropolitan District No. 1 and the Authority: The Board considered the approval of the request to the Loretto Heights Community Authority (the “Authority”) for release of bond funds under the Project Management Intergovernmental Agreement between Loretto Heights Metropolitan District No. 1 and the Authority.

Following discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the request to the Loretto Heights Community Authority (the “Authority”) for release of bond funds under the Project Management Intergovernmental Agreement between Loretto Heights Metropolitan District No. 1 and the Authority.

Loretto Heights Infrastructure Project (the “Project”): There was no update at this time.

Status of Landscape Design Work: There was no discussion at this time.

Authorize any Necessary Actions Required in Connection with the Project: There was no discussion at this time.

On-Site Distribution Extension Agreement (Electric) and Frost Agreement with Xcel Energy: The Board reviewed the On-Site Distribution Extension Agreement (Electric) and Frost Agreement with Xcel Energy for site lighting in the amt. of \$357,781.72.

Following discussion, upon motion duly made by Director Witkiewicz, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the On-Site Distribution Extension Agreement (Electric) and Frost Agreement with Xcel Energy for site lighting in the amt. of \$357,781.72.

LEGAL MATTERS There were no legal matters to discuss at this time.

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

RECORD OF PROCEEDINGS

ADJOURNMENT

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

Respectfully submitted,

By: *Ann Finn*
Secretary for the Meeting