

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE LORETTO HEIGHTS METROPOLITAN DISTRICT NO. 1 HELD MAY 22, 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, May 22, 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 Langley

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

RECORD OF PROCEEDINGS

ADMINISTRATIVE MATTERS **Agenda:** Ms. Finn distributed for the Board's review and approval a proposed Agenda for the Authority'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 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 taxing electors within the District's boundaries.

May 2, 2023 Election: Ms. Finn discussed the results of the May 2, 2023 Regular Election. Ms. Finn noted that Director Waldschmidt was elected to a two-year term and Director Moore and Director Langley were each elected for four-year terms.

Appointment of Officers: Upon motion duly made by Director Witkiewicz, seconded by Director Moore and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Mark Witkiewicz
Treasurer	Otis Moore, III
Secretary	Ann E. Finn
Assistant Secretary	Andrew R. Klein
Assistant Secretary	Paige C. Langley
Assistant Secretary	Megan Waldschmidt

CONSENT AGENDA The Board considered the following actions:

- Review and consider approval of the March 20, 2023 and April 12, 2023 Special 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.

RECORD OF PROCEEDINGS

PUBLIC COMMENT There were no public comments.

**FINANCIAL
MATTERS**

Claims: Ms. Ross reviewed with the Board the payment of claims for the period beginning March 21, 2023 through May 17, 2023, in the amount of \$169,390.58.

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 statements for the period beginning March 31, 2023, updated as of May 10, 2023.

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 statements.

2022 Audit: Ms. Ross reviewed with the Board the draft 2022 Audit.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore, and upon vote, unanimously carried, the Board approved the 2022 Audit and authorized execution of the Representations Letter, subject to final legal review and receipt of an unmodified opinion letter from the auditor.

**CAPITAL/
CONSTRUCTION
MATTERS**

Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 14: The Board discussed the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 14 ("Report No. 14"), dated May 19, 2023, prepared by Schedio Group LLC, for the amount of \$188,692.27.

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. 14.

Verified Public Improvement Costs Pursuant to Report No. 14: The Board discussed the verified public improvement costs pursuant to Report No. 14.

RECORD OF PROCEEDINGS

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. 14.

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. 14: 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. 14.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore 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 and Acquisition Agreement between Loretto Heights Metropolitan District No. 1 and ACM Loretto VI LLC, pursuant to Report No. 14.

Status of Loretto Heights Infrastructure Project: Mr. Laudick provided an update to the Board on development within the District.

Service Agreement for DSST Sign Storage between the District and Davinci Sign Systems, Inc.: The Board reviewed the Service Agreement for DSST Sign Storage between the District and Davinci Sign Systems, Inc.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore, and upon vote, unanimously carried, the Board approved the Service Agreement for DSST Sign Storage between the District and Davinci Sign Systems, Inc.

LEGAL MATTERS

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


RECORD OF PROCEEDINGS

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore, and upon vote, unanimously carried, the Board approved the Intergovernmental Agreement Regarding PILOT by and among the Loretto Heights Community Authority, Loretto Heights Metropolitan District Nos. 1, 2, 3, and 4, ACM Loretto VI LLC, and the City and County of Denver, subject to comments and final legal review.

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 Witkiewicz, seconded by Director Moore and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By:  _____
Secretary for the Meeting