

## RECORD OF PROCEEDINGS

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### MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE LORETTO HEIGHTS METROPOLITAN DISTRICT NO. 1 HELD JULY 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, July 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  
Andrew R. Klein  
Otis C. Moore, III

#### Also In Attendance Were:

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

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

Lindsay Ross; CliftonLarsonAllen LLP

Ted Laudick; Silverbluff Companies, Inc.

Paige Langley; Westside Investment Partners, Inc. (Board Candidate)

#### 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.

#### ADMINISTRATIVE MATTERS

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

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Following discussion, upon motion duly made by Director Moore, seconded by Director Klein 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.

**Vacancy on the Board:** The Board discussed the vacancy on the Board and considered the appointment of Paige C. Langley to the Board of Directors.

Following discussion, upon motion duly made by Director Klein, seconded by Director Moore and, upon vote, unanimously carried, the Board appointed Paige C. Langley to the Board of Directors. The Oath of Office was administered.

**Appointment of Officers:** Upon motion duly made by Director Klein, 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 Klein
Assistant Secretary	Paige C. Langley

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**CONSENT AGENDA** The Board considered the following actions:

- Review and consider approval of the minutes of the June 27, 2022 Regular Meeting.

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

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**PUBLIC COMMENT** There were no public comments.

**FINANCIAL  
MATTERS**

**Claims:** Ms. Ross reviewed with the Board the payment of claims for the periods beginning May 18, 2022 through July 13, 2022, in the amount of \$955,024.57.

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.

**Unaudited Financial Statements and Schedule of Cash Position:** There was no update at this time.

**2021 Audit:** Ms. Ross reviewed with the Board the draft 2021 Audit.

Following review and discussion, upon motion duly made by Director Klein, seconded by Director Moore, and upon vote, unanimously carried, the Board approved the 2021 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:** There was no report at this time.

**Verified Public Improvement Costs Pursuant to Report:** There was no update at this time.

**Reimbursement by Loretto Heights Metropolitan District No. 1 to Hartman Ely Investments LLC under the Facilities Reimbursement Agreement among Loretto Heights Metropolitan District No. 1, ACM Loretto VI LLC, and Hartman Ely Investments LLC, pursuant to Report:** There was no update at this time.

**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. 7:** There was no update at this time.

**Loretto Heights Infrastructure Project (the "Project"):**

**Status of Landscape Design Work:** Mr. Laudick noted the landscape design work is underway.

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*Authorize any Necessary Actions Required in Connection with the Project:* Mr. Laudick reported the paving is underway but there are supply issues with the concrete.

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### **LEGAL MATTERS**

**Letter of Agreement with the City and County of Denver by and through the Board of Water Commissioners (“Denver Water”) concerning property to be irrigated by District No. 1:** Attorney Hoistad reviewed with the Board a Letter of Agreement with the City and County of Denver by and through the Board of Water Commissioners (“Denver Water”) concerning property to be irrigated by District No. 1.

The Board deferred action at this time.

**Amendment to Payment in Lieu of Taxes:** The Board discussed and considered the amendment to the payment in lieu of taxes and acknowledged the bondholder consent thereto.

Following discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the amendment to the payment in lieu of taxes and acknowledged the bondholder consent thereto, subject to receipt of executed opinion letters. The Board authorized the President to execute.

**Conveyance of Real Property from ACM Loretto VI LLC to Loretto Heights Metropolitan District No. 1:** The Board considered the acceptance of conveyance of real property from ACM Loretto VI LLC to Loretto Heights Metropolitan District No. 1.

Following discussion, upon motion duly made by Director Moore, seconded by Director Witkiewicz and, upon vote, unanimously carried, the Board accepted the conveyance of real property from ACM Loretto VI LLC to Loretto Heights Metropolitan District No. 1.

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### **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 Klein, seconded by Director Moore and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: *Ann Finn*  
Secretary for the Meeting