

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE LORETTO HEIGHTS PROGRAMMING METROPOLITAN DISTRICT HELD FEBRUARY 23, 2022

A Special Meeting of the Board of Directors of the Loretto Heights Programming Metropolitan District (referred to hereafter as "Board") was convened on Wednesday, February 23, 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 Schmitz

Following discussion, upon motion duly made by Director Schmitz, seconded by Director Moore and, upon vote, unanimously carried, the absence of Andrew Klein 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 Becher 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 Becher 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 Schmitz, 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 taxpaying electors within the District's boundaries.

PUBLIC COMMENT There were no public comments.

FINANCIAL MATTERS **2021 Application for Exemption from Audit:** Ms. Ross reported to the Board that the application for exemption from audit is almost complete and will be distributed to Board for review and execution.

LEGAL MATTERS **Public Hearing on the Inclusion of real property owned by ACM VI Loretto LLC** The President opened the Public Hearing on a Petition for Inclusion of real property owned by ACM VI Loretto LLC ("Petition").

It was noted that publication of notice stating that the Board would consider the inclusion of the property and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received and the public hearing was closed.

Following discussion, upon motion duly made by Director Schmitz, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the inclusion of property as described in the Petition and adopted Resolution No. 2022-02-01, Resolution for Inclusion of Real Property. A copy of the resolution is attached hereto and incorporated herein by this reference.

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Public Hearing on the Inclusion of real property owned by THB Loretto Land LLC: Attorney Becher reported to the Board that the anticipated Petition for Inclusion from THB Loretto Land LLC has not yet been received. No action was taken.

Public Hearing on the Inclusion of real property owned by GPAI Loretto, LLC: Attorney Becher reported to the Board that the anticipated Petition for Inclusion from GPAI Loretto, LLC has not yet been received. No action was taken.

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

ADJOURNMENT There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote, unanimously carried, the meeting was continued to February 28, 2022 at 2:00 p.m.

Respectfully submitted,

By: *Ann Finn*
Secretary for the Meeting