

**LORETTO HEIGHTS COMMUNITY AUTHORITY  
("AUTHORITY")**

141 Union Boulevard, Suite 150  
Lakewood, Colorado 80228-1898  
Tel: 303-987-0835 • 800-741-3254  
Fax: 303-987-2032

<https://lorettoheightscommunityauthority.com/>

NOTICE OF REGULAR MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Expiration:</u>
<b>Mark J. Witkiewicz</b> , (LHMD 1)	President	May 3, 2025
<b>Otis C. Moore, III</b> , (LHMD 4)	Treasurer	May 4, 2027
<b>Andrew R. Klein</b> , (LHMD 2)	Assistant Secretary	May 3, 2025
<b>Paige C. Langley</b> , (LHMD 3)	Assistant Secretary	May 4, 2027
Ann E. Finn	Secretary	

DATE: May 22, 2023

TIME: 2:00 p.m.

PLACE: **Zoom Meeting: This meeting will be held via Zoom without any individuals (neither District representatives nor the general public) attending in person. The meeting can be joined through the directions below:**

Zoom information:

<https://us02web.zoom.us/j/84634589517?pwd=c3NYZzJnaFdXcFFxR1cwYjcwbFdKUT09>

Meeting ID: 846 3458 9517

Passcode: 992435

Dial in: 1-253-215-8782

I. ADMINISTRATIVE MATTERS

A. Present disclosures of potential conflicts of interest.

---

B. Confirm quorum; confirm location of meeting and posting of meeting notice and approve agenda.

---

C. Acknowledge extension of terms and reaffirm positions of Directors Amen and Langley on the Authority Board of Directors, pursuant to Section 3.4 of the Loretto Heights Community Authority Establishment Agreement.

---

D. Consider appointment of Officers:

President \_\_\_\_\_  
Treasurer \_\_\_\_\_  
Secretary \_\_\_\_\_  
Asst. Secretary \_\_\_\_\_  
Asst. Secretary \_\_\_\_\_  
Asst. Secretary \_\_\_\_\_

E. Review and consider approval of the March 20, 2023 and the April 12, 2023 special meeting minutes (enclosure).

---

II. PUBLIC COMMENTS

A. Members of the public may express their views to the Board on matters that affect the Authority that are not otherwise on the agenda. Comments will be limited to three (3) minutes.

---

III. FINANCIAL MATTERS

A. Review and accept the Schedule of Cash Position for the period ending March 31, 2023, updated as of May 17, 2023 (enclosure).

---

B. Review and consider approval of draft 2022 Audit and authorize execution of Representations Letter (to be distributed).

---

IV. CAPITAL/CONSTRUCTION MATTERS

A. Review and consider approval of Engineer’s Report and Verification of Costs Associated with Public Improvements Report No. 14, dated May 19, 2023, prepared by Schedio Group LLC, for the amount of \$188,692.27 (“Report No. 14”) (enclosure).

---

B. Consider acceptance of verified public improvement costs pursuant to Report No. 14.

---

- C. Consider acknowledgment of 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.
- 

- D. Ratify approval of Requisition Nos. \_\_\_ under the Loretto Heights Community Authority's Special Revenue Bonds, Series 2021<sup>(3)</sup> (to be distributed).
- 

V. LEGAL MATTERS

- A. Discuss and consider approval of 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 (to be distributed).
- 

VI. OTHER BUSINESS

- A. \_\_\_\_\_
- 

- VII. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR JUNE 26, 2023.**

## RECORD OF PROCEEDINGS

---

### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE LORETTO HEIGHTS COMMUNITY AUTHORITY HELD MARCH 20, 2023

A Special Meeting of the Board of Directors of the Loretto Heights Community Authority (referred to hereafter as "Board") was convened on Monday, March 20, 2023, at 2:00 p.m. The Authority Board meeting was held via Zoom. The meeting was open to the public.

#### ATTENDANCE

##### Directors In Attendance Were:

Mark J. Witkiewicz, representing Loretto Heights MD No. 1  
Otis C. Moore, III, representing Loretto Heights MD No. 4  
Paige Langley; representing Loretto Heights MD No. 3

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

Megan Waldschmidt; Westside Investment Partners, 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 Special 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 Authority'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 Authority's Service Area.

**Minutes:** The Board reviewed the minutes of the February 27, 2023 Regular Meeting.

Following discussion, upon motion duly made by Director Witkiewicz, seconded by Director Moore and, upon vote, unanimously carried, the minutes of the February 27, 2023 Regular Meeting were approved.

---

### PUBLIC COMMENT

There were no public comments.

---

### FINANCIAL MATTERS

**Schedule of Cash Position:** The Board reviewed a schedule of cash position for the period ending December 31, 2022.

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 for the period ending December 31, 2022, updated as of March 17, 2023.

---

### CAPITAL/ CONSTRUCTION/ MATTERS

**Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 12:** The Board discussed the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 12 ("Report No. 12"), dated March 14, 2023, prepared by Schedio Group LLC, for the amount of \$887,584.55.

## RECORD OF PROCEEDINGS

---

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. 12.

**Verified Public Improvement Costs Pursuant to Report No. 12:** The Board discussed the verified public improvement costs pursuant to Report No. 12.

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. 12.

**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 and Acquisition Agreement between Loretto Heights Metropolitan District No. 1 and ACM Loretto VI LLC, pursuant to Report No. 12.

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 and Acquisition Agreement between Loretto Heights Metropolitan District No. 1 and ACM Loretto VI LLC, pursuant to Report No. 12.

**Requisition No. 64:** The Board considered ratifying the approval of Requisition No. 64 under the Loretto Heights Community Authority's Special Revenue Bonds, Series 2021<sup>(3)</sup>.

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 Requisition No. 64.

### **LEGAL MATTERS**

None.  
\_\_\_\_\_

### **OTHER BUSINESS**

The Board discussed cancelling the March 27, 2023 regular meeting.

Following review and discussion, upon motion duly made by Director Witkiewicz, seconded by Director Langley, and upon vote, unanimously carried, the Board cancelled the March 27, 2023 regular meeting.  
\_\_\_\_\_

## RECORD OF PROCEEDINGS

---

### ADJOURNMENT

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

Respectfully submitted,

By: \_\_\_\_\_  
Secretary for the Meeting

## RECORD OF PROCEEDINGS

---

### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE LORETTO HEIGHTS COMMUNITY AUTHORITY HELD APRIL 12, 2023

A Special Meeting of the Board of Directors of the Loretto Heights Community Authority (referred to hereafter as "Board") was convened on Wednesday, April 12, 2023, at 2:00 p.m. The Authority Board meeting was held via Zoom. The meeting was open to the public.

#### ATTENDANCE

##### Directors In Attendance Were:

Mark J. Witkiewicz, representing Loretto Heights MD No. 1  
Andrew R. Klein, representing Loretto Heights MD No. 2  
Paige Langley, representing Loretto Heights MD No. 3

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.

Megan Waldschmidt; Westside Investment Partners, 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



## RECORD OF PROCEEDINGS

---

meeting.

### ADMINISTRATIVE MATTERS

Agenda: Ms. Finn distributed for the Board's review and approval a proposed Agenda for the Authority'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 Authority'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 Authority's Service Area.

### 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

## RECORD OF PROCEEDINGS

---

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. 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 and Acquisition Agreement, pursuant to Report No. 13.

**Requisitions under the Loretto Heights Community Authority's Special Revenue Bonds, Series 2021<sup>(3)</sup>**: The Board discussed ratifying the approval of Requisitions under the Loretto Heights Community Authority's Special Revenue Bonds, Series 2021<sup>(3)</sup>.

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 project fund requisitions to reimburse THB Loretto Land for costs verified 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.

---

### **LEGAL MATTERS**

**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.

---

## RECORD OF PROCEEDINGS

---

**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 and seconded, and upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: \_\_\_\_\_  
Secretary for the Meeting

**LORETTO HEIGHTS COMMUNITY AUTHORITY**  
**Schedule of Cash Position**  
**March 31, 2023**  
**Updated as of May 17, 2023**

	<u>Debt Service Fund</u>	<u>Capital Project Fund</u>	<u>Total</u>
<b><u>UMB - Project Fund - 155994.2</u></b>			
Balance as of 03/31/23	\$ -	\$ 24,457,699.96	\$ 24,457,699.96
Subsequent activities:			
04/13/23 Requisition No.65	-	(339,779.56)	(339,779.56)
04/21/23 Requisition No.66	-	(87,282.92)	(87,282.92)
<b>Subtotal Available Balance</b>	<b>-</b>	<b>24,030,637.48</b>	<b>24,030,637.48</b>
<b><u>UMB - Bond Fund - 155994.1</u></b>			
Balance as of 03/31/23	\$ 201,823.25	\$ -	\$ 201,823.25
<b>Subtotal Available Balance</b>	<b>201,823.25</b>	<b>-</b>	<b>201,823.25</b>
<b>Anticipated Balance</b>	<b>201,823.25</b>	<b>24,030,637.48</b>	<b>24,232,460.73</b>

Monthly Yield Information

UMB 4.94% APY as of 3/31/2023

\*Accounts with zero balance not shown

# **LORETTO HEIGHTS METROPOLITAN DISTRICT NO. 1**

## **ENGINEER'S REPORT AND VERIFICATION OF COSTS ASSOCIATED WITH PUBLIC IMPROVEMENTS**

PREPARED BY:

SCHEDIO GROUP LLC  
809 14<sup>TH</sup> STREET, SUITE A  
GOLDEN, COLORADO 80401

LICENSED PROFESSIONAL ENGINEER:

TIMOTHY A. MCCARTHY  
STATE OF COLORADO  
LICENSE NO: 44349

DATE PREPARED: May 19, 2023

CLIENT NO: 200402

PROJECT: Loretto Heights Thrive

Engineer's Report and Verification of Costs No. 14

## TABLE OF CONTENTS

### ENGINEER'S REPORT

INTRODUCTION .....	1
SUMMARY OF FINDINGS .....	3
DETERMINATION OF PUBLIC PRORATION PERCENTAGES .....	3
VERIFICATION OF COSTS .....	4
VERIFICATION OF PAYMENTS .....	5
VERIFICATION OF CONSTRUCTION .....	5
SPECIAL CIRCUMSTANCES AND NOTABLE METHODOLOGIES .....	5

### ENGINEER'S VERIFICATION

ENGINEER'S VERIFICATION .....	6
-------------------------------	---

### EXHIBIT A

SUMMARY OF VERIFIED SOFT, INDIRECT, AND HARD COSTS SEGREGATED BY SERVICE PLAN CATEGORY .....	7
--	---

### EXHIBIT B

SUMMARY OF COSTS REVIEWED .....	9
---------------------------------	---

### EXHIBIT C

SUMMARY OF DOCUMENTS REVIEWED .....	12
-------------------------------------	----

## ENGINEER'S REPORT

### INTRODUCTION

Schedio Group LLC ("Schedio Group") and Loretto Heights Metropolitan District No. 1 ("District") entered into a *Service Agreement for Engineering and Cost Verification Services* on April 5, 2020. This *Engineer's Report and Verification of Costs Associated with Public Improvements* ("Report") is the 14th deliverable associated with the Agreement, more specifically *Task 1 – Independent Professional Engineer's Review and Verification of Costs Incurred to Date Associated with Public Improvements*.

Schedio Group has reviewed the *Service Plan for Loretto Heights Metropolitan District No. 1 in the City and County of Denver, Colorado* ("Service Plan"), prepared by McGeady Becher P.C. and approved August 26, 2019. Per the Service Plan, the Project is a mixed use residential and commercial development located southwest of the City's downtown area on the site formerly occupied by the Loretto Heights College and later by the Loretto Heights College and Colorado Heights University. The Planned Development constitutes a redevelopment and repurposing of existing facilities and infrastructure. Development is anticipated to begin in 2020 and be substantially completed in 2025, as development warrants, with an estimated population of approximately two thousand five hundred (2,500) residents and one thousand (1,000) daytime occupants at build out. The total estimated costs of Public Improvements... are approximately \$96,000,000 in 2019 dollars. Of that amount, approximately \$69,135.00 may be attributable to eligible Public Improvements and the remaining \$27,765,000 may be attributable to DURA eligible improvements.

In addition, per the *Facilities Funding and Acquisition Agreement* ("FFAA"), by and between Loretto Heights Metropolitan District No. 1, and ACM Loretto VI LLC ("ACM Loretto") effective February 14, 2020:

Section 3.1 Improvements Acquired by the District. The Parties agree that prior to the Developer requesting that the District acquire any Improvements pursuant to this Agreement, the District shall obtain a certification of an independent engineer retained by the District that the Construction Related Expenses are reasonable and comparable for similar projects as constructed in the local community, and verification from the District's accountant that the Construction Related Expenses are reimbursable ("Verified Costs") based on the copies of the invoices, bills, and requests for payment provided to the District pursuant to Section 3.4. The Developer shall provide the District and/or the independent engineer with written evidence of the date that payment was made by the Developer for all Verified Costs.

Section 4.1 Reimbursement of Developer. Subject to the receipt of funding pursuant to Section 4.3 herein and all other applicable provisions hereof, the District agrees to make payment to the Developer for all Developer Advances and /or Verified Costs, together with interest thereon, unless otherwise agreed to in writing by the Parties.

Per the *Facilities Reimbursement Agreement* ("FRA") by and between Loretto Heights Metropolitan District No. 1, ACM Loretto VI LLC and Hartman Ely Investments LLC ("Hartman Ely") dated June 3, 2021:

Covenants and Agreements 1. Construction of Hartman Ely Improvements. The parties hereby acknowledge that Hartman Ely shall design, construct, and complete the Hartman Ely Improvements

and the District anticipates that the Hartman Ely Improvements will be accepted by the District or other local governing jurisdiction.

Covenants and Agreements 2. Certification of Construction Costs. The parties hereby agree that the District's receipt of a written certification from an independent engineer engaged by the District that the Construction Related Expenses of the Hartman Ely Improvements are reasonable and comparable to the costs of similar public improvements constructed in the Denver Metropolitan Area and the review and approval of the independent engineer and the District's accountant that the Construction Related Expenses are reimbursable ("Certified Construction Costs") based on the copies of the invoices, bills, and requests for payment provided to the District pursuant to this Section ("Engineer's Verification") shall be a condition precedent to the District's reimbursement to Hartman Ely for Construction Related Expenses. The District's independent engineer shall provide such Engineer's Verification within thirty days of the District's receipt of Hartman Ely's provision of a complete set of the information and documentation provided below. Notwithstanding, the actual Construction Related Expenses incurred by Hartman Ely may exceed the Certified Construction Costs. Hartman Ely shall provide the District the following documents to calculate the Certified Construction Costs:

- (a) Lien waivers and indemnifications from each contractor verifying that all amounts due to contractors, subcontractors, material providers or suppliers have been paid in full, in a form acceptable to the District;
- (b) Copies of all contracts, pay requests, change orders, invoices and evidence of payment of same, the final AIA payment form (or similar form approved by the District), canceled checks, and any other requested documentation to verify the amounts of reimbursable Construction Related Expenses requested; and
- (c) Such other documentation, records, and verifications as may be reasonably be required by the District.

Covenants and Agreements 3. Reimbursement. Subject to Hartman Ely's satisfaction of the provision of Section 2 and all other applicable provisions hereof, the District agrees to make payment to Hartman Ely for the Certified Construction Costs, but not in excess of the Reimbursement Amount. Payment shall be made to Hartman Ely within 15 days of the District's approval of any Engineer's Verification, subject to availability of funds as set forth in Section 4 hereof.

Recital K. The District agrees to reimburse Hartman Ely up to a maximum amount of One Hundred Thousand and Zero Dollars (\$100,000.00) for Construction Related Expenses associated with the Hartman Ely Improvements in accordance with and subject to the requirements of this Agreement (the "Reimbursement Amount").

Per the *Facilities Acquisition Agreement* ("FAA"), by and between Loretto Heights Metropolitan District No. 1 and THB Loretto Land LLC (the "Buyer"), dated October 5, 2021:

Covenants and Agreements 7. Verification of Costs. Upon Buyer's completion of any Buyer's District Improvements, Buyer shall cooperate with Seller and the District, at no out-of-pocket cost to the Buyer, to enable the District's engineer or other independent engineer licensed in the State of Colorado to prepare a cost verification of Buyer's District Improvements so that expenses can be verified as qualified Construction Related expenses that may be eligible for reimbursement to Seller as District Reimbursement Rights. Such cost verification shall include, but not necessarily be limited to, a certification by the engineer generally stating that: (i) the Improvement(s) are fit for the intended purpose; (ii) Buyer's District Improvements (including individual components) were constructed in



substantial accordance with their design; and (iii) the costs for the design, construction and completion of said Buyer's Districts Improvements are reasonable.

Per the *Agreement and Assignment Regarding Metropolitan District Payments ("AARMDP")*, by and between THB Loretto Land LLC ("Buyer") and ACM Loretto VI LLC ("Seller") dated October 5, 2021:

Section 3. Seller Reimbursement Rights. Buyer acknowledges that: (i) the construction and conveyance of the District Improvements shall be made without compensation to Buyer; and (ii) any reimbursements, credits, payments, or other amounts payable by the District on account of the District Improvements or any other matters related thereto ("Metro District Payments") shall remain the property of the Seller and shall not be conveyed to Buyer.

This Report does not consider interest. If applicable, interest will be determined by the District's Accountant.

The purpose of this Report is to segregate and to verify costs associated with the design and construction of Public Improvements as authorized by the Service Plan and to recommend an amount to be reimbursed by the District to the Developers per the respective FFAA, FRA, FAA, and AARMDP.

### SUMMARY OF FINDINGS

To date, Schedio Group has reviewed a total of \$8,245,627.72 in soft, indirect, and hard costs associated with the design and construction of improvements. Of the \$8,245,627.72 reviewed, Schedio Group has verified \$6,146,756.67 as Capital Costs associated with the design and construction of Public Improvements which are eligible for reimbursement from the District to the Developers or for payables by the District to Vendors.

Per *Loretto Heights Metropolitan District No. 1 – Engineer's Report and Verification of Costs No. 13 ("ERVC13")*, prepared by Schedio Group LLC and dated April 11, 2023, Schedio Group had reviewed a total of \$7,953,265.21 in soft, indirect, and hard costs associated with the design and construction of improvements. Of the \$7,953,265.21 reviewed, Schedio Group had verified \$5,958,064.40 as Capital Costs associated with the design and construction of Public Improvements, of which \$5,771,670.10 was eligible for District reimbursement to ACM Loretto, \$109,720.34 was eligible for District reimbursement to Hartman Ely, and \$76,673.96 was directly paid by the District to Vendors.

Regarding this Report, Schedio Group has reviewed \$313,222.26 in soft, indirect, and hard costs associated with the design and construction of improvements. Of the \$313,222.26 reviewed, Schedio Group has verified \$188,692.27 as Capital Costs associated with the design and construction of Public Improvements, of which **\$188,692.27** is eligible for reimbursement from the District to ACM Loretto VI LLC. See *Exhibit A – Summary of Verified Soft, Indirect, and Hard Costs Segregated by Service Plan Category*.

### DETERMINATION OF PUBLIC PRORATION PERCENTAGES

*Figure 1 & Figure 2 – Determination of Public Proration Percentages* below summarizes the public and private areas within the District's Service Area. The ratio of Total Public Area to Total Area yields a Public Proration Percentage that can be applied to select costs with both public and private components. Areas were taken directly from, or derived from, the *Loretto Heights Filing No. 1 Plat*, the *Improvement Survey Plat – Thrive Loretto Heights Ph 1A-B Plat*, and *Lot 1, Block 1 & 2 and Lot 2, Block 1 Storm & Sanitary Sewer Plans*. The Public Proration Percentage was calculated and applied as deemed

appropriate by Schedio Group. See *Exhibit B – Summary of Costs Reviewed* for application of the Public Proration Percentage.

AREA TYPE		SF	AREA TYPE AS %
Total Area -->		3,359,251	100.00%
PRIVATE LOTS		2,220,925	
Total Private Area -->			66.11%
ROW		647,778	
TRACTS			
A	Drainage	50,723	1.51%
B	Drainage	67,720	2.02%
BB	Public Access	54,050	1.61%
C	Drainage	4,650	0.14%
D	Public Access	30,993	0.92%
E	Public Access	50,221	1.50%
F	Public Access	33,873	1.01%
G	Public Access	5,758	0.17%
H	Public Access	95,623	2.85%
I	Public Access	21,536	0.64%
J	Public Access	47,461	1.41%
JA	Drainage	542	0.02%
JB	Drainage	5,493	0.16%
JC	Drainage	4,650	0.14%
K	Public Access	5,678	0.17%
N	Public Access	11,577	0.34%
Total Public Area -->		1,138,326	33.89%
Private % -->		2,220,925	66.11%
Public % -->			33.89%

*Figure 1 – Determination of Public Proration Percentage for Loretto Heights Filing No. 1*

PHASE 1A - 1D	SF	PRI AREA (SF)	% PRI	PUB AREA (SF)	% PUB
THRIVE PHASE 1A	77,571	46,215	59.58%	31,356	40.42%
THRIVE PHASE 1B	70,216	48,993	69.77%	21,223	30.23%
THRIVE PHASE 1C	72,724	49,876	68.58%	22,848	31.42%
THRIVE PHASE 1D	44,934	29,127	64.82%	15,807	35.18%
THRIVE 1A & 1B	147,787	95,208	64.42%	52,579	35.58%
THRIVE 1B, 1C & 1D	187,874	127,995	68.13%	59,878	31.87%
THRIVE 1A, 1B, 1C & 1D	265,445	174,210	65.63%	91,234	34.37%

*Figure 2 - Determination of Public Proration Percentages for Loretto Heights Thrive Phase 1A-1D*

## VERIFICATION OF COSTS

Schedio Group reviewed soft, indirect, and hard costs associated with the design and construction of Public Improvements. Schedio Group found costs associated with Public Improvements to be reasonable when compared to similar projects, during similar timeframes in similar locales.

**VERIFICATION OF PAYMENTS**

For the current Report, Schedio Group verified payments in the amount of \$313,222.26, of which \$188,692.27 is associated with the design and construction of Public Improvements.

**VERIFICATION OF CONSTRUCTION**

Schedio Group performed a site visit on May 18, 2023. Goodland Construction Pay Application No. 6 reasonably represents the work completed to date on site. The constructed Public Improvements appear to be in general conformance with the approved construction drawings. See *Exhibit C – Summary of Documents Reviewed*. Photos are available from Schedio Group upon request.

**SPECIAL CIRCUMSTANCES AND NOTABLE METHODOLOGIES**

None.

## ENGINEER'S VERIFICATION

Timothy A. McCarthy, P.E. / Schedio Group LLC ("the Independent Consulting Engineer") states as follows:

The Independent Consulting Engineer is an engineer duly qualified and licensed in the State of Colorado with experience in the design, construction, and verification of Public Improvements of similar type and function as those described in the attached Engineer's Report dated May 19, 2023.

The Independent Consulting Engineer has reviewed applicable construction and legal documents related to the Public Improvements under consideration to state the conclusions set forth in this Engineer's Verification.

The Independent Consulting Engineer performed a site visit on May 18, 2023. The Independent Consulting Engineer finds and determines that Public Improvements considered in the attached Engineer's Report were constructed in general accordance with the approved construction drawings.

The Independent Consulting Engineer finds and determines that Public Improvements considered in the attached Engineer's Report, from January 31, 2023 (date of Securitas Invoice No. 11151798) to March 31, 2023 (date of Goodland Construction Pay Application No. 6) are reasonably valued at \$188,692.27.

In the opinion of the Independent Consulting Engineer, the above stated value for soft, indirect, and hard costs associated with the design and construction of the Public Improvements is reasonable and consistent with costs of similar improvements constructed for similar purposes during the same timeframe and similar locales and is eligible for reimbursement by Loretto Heights Metropolitan District No. 1 to ACM Loretto VI LLC in the amount of **\$188,692.27**.



May 19, 2023

---

Timothy A. McCarthy, P.E. | Colorado License No. 44349

## **EXHIBIT A**

### **SUMMARY OF VERIFIED SOFT, INDIRECT, AND HARD COSTS SEGREGATED BY SERVICE PLAN CATEGORY**

# SUMMARY OF VERIFIED SOFT, INDIRECT, AND HARD COSTS SEGREGATED BY SERVICE PLAN CATEGORY

For Review

05/18/2023 2:47:05 PM

	TOT AMT VER NOS 1-14	TOT AMT VER NOS 1-14	TOT AMT VER NOS 1-14	TOT AMT VER NOS 1-14	TOT PREV AMT VER NOS 1-13	TOT PREV AMT VER VER NOS 1-13	TOT PREV AMT VER VER NOS 1-13	TOT PREV AMT VER VER NOS 1-13	TOT AMT VER NO 14	TOT CUR AMT VER VER NO 14	TOT CUR AMT VER VER NO 14	TOT CUR AMT VER VER NO 14
	District + ACM Loretto VI LLC + Hartman Ely Investments LLC	DISTRICT TO VENDORS	ACM Loretto VI LLC	Hartman Ely Investments LLC	District + ACM Loretto VI LLC + Hartman Ely Investments LLC	DISTRICT TO VENDORS	ACM Loretto VI LLC	Hartman Ely Investments LLC	District + ACM Loretto VI LLC + Hartman Ely Investments LLC	DISTRICT TO VENDORS	ACM Loretto VI LLC	Hartman Ely Investments LLC
<b>SOFT AND INDIRECT COSTS</b>												
Operations & Maintenance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Organizational	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Capital												
Streets	\$ 851,155.89	\$ 28,794.93	\$ 813,483.56	\$ 8,877.40	\$ 831,559.24	\$ 28,794.93	\$ 793,886.92	\$ 8,877.40	\$ 19,596.64	\$ -	\$ 19,596.65	\$ -
Water	\$ 413,663.33	\$ 26,644.00	\$ 387,019.33	\$ -	\$ 407,317.67	\$ 26,644.00	\$ 380,673.67	\$ -	\$ 6,345.66	\$ -	\$ 6,345.66	\$ -
Sanitary Sewer	\$ 405,454.86	\$ 21,235.03	\$ 384,219.83	\$ -	\$ 399,109.20	\$ 21,235.03	\$ 377,874.17	\$ -	\$ 6,345.66	\$ -	\$ 6,345.66	\$ -
Parks and Recreation	\$ 489,882.46	\$ -	\$ 481,005.06	\$ 8,877.40	\$ 483,536.80	\$ -	\$ 474,659.40	\$ 8,877.40	\$ 6,345.66	\$ -	\$ 6,345.66	\$ -
<b>TOTAL SOFT AND INDIRECT COSTS --&gt;</b>	<b>\$ 2,160,156.52</b>	<b>\$ 76,673.96</b>	<b>\$ 2,065,727.77</b>	<b>\$ 17,754.79</b>	<b>\$ 2,121,522.91</b>	<b>\$ 76,673.96</b>	<b>\$ 2,027,094.16</b>	<b>\$ 17,754.79</b>	<b>\$ 38,633.59</b>	<b>\$ -</b>	<b>\$ 38,633.60</b>	<b>\$ -</b>
<b>HARD COSTS</b>												
Operations & Maintenance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Organizational	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Capital												
Streets	\$ 3,370,799.98	\$ -	\$ 3,324,817.21	\$ 45,982.78	\$ 3,348,137.06	\$ -	\$ 3,302,154.29	\$ 45,982.78	\$ 22,662.92	\$ -	\$ 22,662.92	\$ -
Water	\$ 182,286.80	\$ -	\$ 182,286.80	\$ -	\$ 87,820.03	\$ -	\$ 87,820.03	\$ -	\$ 94,466.77	\$ -	\$ 94,466.77	\$ -
Sanitary Sewer	\$ 75,445.71	\$ -	\$ 75,445.71	\$ -	\$ 69,429.64	\$ -	\$ 69,429.64	\$ -	\$ 6,016.07	\$ -	\$ 6,016.07	\$ -
Parks and Recreation	\$ 337,170.82	\$ -	\$ 291,188.05	\$ 45,982.78	\$ 331,154.75	\$ -	\$ 285,171.98	\$ 45,982.78	\$ 6,016.08	\$ -	\$ 6,016.07	\$ -
<b>TOTAL HARD COSTS --&gt;</b>	<b>\$ 3,965,703.32</b>	<b>\$ -</b>	<b>\$ 3,873,737.77</b>	<b>\$ 91,965.55</b>	<b>\$ 3,836,541.48</b>	<b>\$ -</b>	<b>\$ 3,744,575.93</b>	<b>\$ 91,965.55</b>	<b>\$ 129,161.84</b>	<b>\$ -</b>	<b>\$ 129,161.84</b>	<b>\$ -</b>
<b>SOFT AND INDIRECT + HARD COSTS</b>												
Operations & Maintenance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Organizational	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Capital												
Streets	\$ 4,221,955.87	\$ 28,794.93	\$ 4,138,300.77	\$ 54,860.17	\$ 4,179,696.31	\$ 28,794.93	\$ 4,096,041.21	\$ 54,860.17	\$ 42,259.56	\$ -	\$ 42,259.57	\$ -
Water	\$ 595,950.12	\$ 26,644.00	\$ 569,306.12	\$ -	\$ 495,137.70	\$ 26,644.00	\$ 468,493.70	\$ -	\$ 100,812.43	\$ -	\$ 100,812.43	\$ -
Sanitary Sewer	\$ 480,900.57	\$ 21,235.03	\$ 459,665.54	\$ -	\$ 468,538.84	\$ 21,235.03	\$ 447,303.81	\$ -	\$ 12,361.73	\$ -	\$ 12,361.73	\$ -
Parks and Recreation	\$ 827,053.28	\$ -	\$ 772,193.11	\$ 54,860.17	\$ 814,691.55	\$ -	\$ 759,831.38	\$ 54,860.17	\$ 12,361.74	\$ -	\$ 12,361.73	\$ -
<b>TOTAL SOFT AND INDIRECT + HARD COSTS --&gt;</b>	<b>\$ 6,125,859.85</b>	<b>\$ 76,673.96</b>	<b>\$ 5,939,465.55</b>	<b>\$ 109,720.34</b>	<b>\$ 5,958,064.40</b>	<b>\$ 76,673.96</b>	<b>\$ 5,771,670.10</b>	<b>\$ 109,720.34</b>	<b>\$ 167,795.45</b>	<b>\$ -</b>	<b>\$ 167,795.45</b>	<b>\$ -</b>
<b>TOTAL OPERATIONS &amp; MAINTENANCE COSTS --&gt;</b>												
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>TOTAL CAPITAL COSTS --&gt;</b>	<b>\$ 6,125,859.85</b>	<b>\$ 76,673.96</b>	<b>\$ 5,939,465.55</b>	<b>\$ 109,720.34</b>	<b>\$ 5,958,064.40</b>	<b>\$ 76,673.96</b>	<b>\$ 5,771,670.10</b>	<b>\$ 109,720.34</b>	<b>\$ 167,795.45</b>	<b>\$ -</b>	<b>\$ 167,795.45</b>	<b>\$ -</b>

**EXHIBIT B**

**SUMMARY OF COSTS REVIEWED**

# SUMMARY OF COSTS REVIEWED

Loretto Heights Metropolitan District No. 1  
Verification of Costs No. 14

1/4 Splits	25.00%	25.00%	25.00%	25.00%
1/2 Splits	33.33%	33.33%	33.33%	33.33%
3/4 Splits	50.00%	50.00%	50.00%	50.00%
1/1 Splits	100.00%	100.00%	100.00%	100.00%

LINE	REQ NO	COST TYPE	DEVELOPER	VENDOR	DESCRIPTION	INV NO	INV AMT	INV DATE	CHK NO	PAID DATE	PM AMT	NO BY/BY PAID	DATE CLEARED	VER AMT	% PAID	PRJ AMT	% FUL	FUB AMT	VER FUB AMT	% O&M	O&M AMT	DISTRICT -> VENDORS	DISTRICT -> ACORN LORETTA LLC	DISTRICT -> INVESTMENTS LLC	% CAP	VER CAP AMT	STREETS	WATER	SANITATION	PARKS & REC		
1	1	HARD	ACM LORETTA VLLC	Colorado Cleanup Corporation	Loretto Heights Demolition/Abatement	20210001	2,508,495.50	06/01/21	Multiple	Multiple	2,508,495.50	0.00%	06/01/21	2,508,495.50	100.00%	2,508,495.50	0.00%	2,508,495.50	2,508,495.50	100.00%	2,508,495.50	-	-	-	2,508,495.50	-	-	-	-	-	-	
1	1	SOFT	ACM LORETTA VLLC	Harris Kocher Smith	18702 Loretto Heights	Multiple	157,364.00	Multiple	Multiple	Multiple	157,364.00	13.42%	04/28/21	157,364.00	85.58%	24,778.16	100.00%	482,585.84	0.00%	-	-	-	-	-	100.00%	482,585.84	2,483,910.66	195,302.36	78,614.76	76,110.36	132,558.16	
1	1	SOFT	ACM LORETTA VLLC	T&M Management, Field Work and Reporting	T&M Management, Field Work and Reporting	4048	2,396.85	08/23/20	Multiple	Multiple	2,396.85	0.00%	-	2,396.85	0.00%	-	100.00%	2,396.85	2,396.85	0.00%	-	-	-	-	100.00%	2,396.85	2,396.85	-	-	-	-	
1	1	SOFT	ACM LORETTA VLLC	IRIS Migration and Design Inc.	T&M Management, Field Work and Reporting	4067	4,540.00	10/17/20	Multiple	Multiple	4,540.00	0.00%	-	4,540.00	0.00%	-	100.00%	4,540.00	4,540.00	0.00%	-	-	-	-	100.00%	4,540.00	4,540.00	-	-	-	-	
1	1	SOFT	ACM LORETTA VLLC	IRIS Migration and Design Inc.	T&M Management, Field Work and Reporting	4076	3,197.00	12/21/20	Multiple	Multiple	3,197.00	0.00%	-	3,197.00	0.00%	-	100.00%	3,197.00	3,197.00	0.00%	-	-	-	-	100.00%	3,197.00	3,197.00	-	-	-	-	
1	1	SOFT	ACM LORETTA VLLC	Landmark Environmental, Inc.	Loretto Heights_ProjContMgmt	5078	2,932.50	11/13/20	Multiple	Multiple	2,932.50	0.00%	-	2,932.50	0.00%	-	100.00%	2,932.50	2,932.50	0.00%	-	-	-	-	100.00%	2,932.50	2,932.50	-	-	-	-	
1	1	SOFT	ACM LORETTA VLLC	Landmark Environmental, Inc.	Loretto Heights_ProjContMgmt	6020	2,009.25	10/29/20	Multiple	Multiple	2,009.25	0.00%	-	2,009.25	0.00%	-	100.00%	2,009.25	2,009.25	0.00%	-	-	-	-	100.00%	2,009.25	2,009.25	-	-	-	-	
1	1	SOFT	ACM LORETTA VLLC	Landmark Environmental, Inc.	Loretto Heights_ProjContMgmt	6052	2,279.20	11/27/20	Multiple	Multiple	2,279.20	0.00%	-	2,279.20	0.00%	-	100.00%	2,279.20	2,279.20	0.00%	-	-	-	-	100.00%	2,279.20	2,279.20	-	-	-	-	
1	1	SOFT	ACM LORETTA VLLC	Landmark Environmental, Inc.	Loretto Heights_ProjContMgmt	6075	1,455.32	10/27/21	Multiple	Multiple	1,455.32	0.00%	-	1,455.32	0.00%	-	100.00%	1,455.32	1,455.32	0.00%	-	-	-	-	100.00%	1,455.32	1,455.32	-	-	-	-	
1	1	SOFT	ACM LORETTA VLLC	Landmark Environmental, Inc.	Loretto Heights_ProjContMgmt	6123	2,511.18	03/19/21	Multiple	Multiple	2,511.18	0.00%	-	2,511.18	0.00%	-	100.00%	2,511.18	2,511.18	0.00%	-	-	-	-	100.00%	2,511.18	2,511.18	-	-	-	-	
1	1	SOFT	ACM LORETTA VLLC	Landmark Environmental, Inc.	Loretto Heights_ProjContMgmt	6147	16,042.95	02/26/21	Multiple	Multiple	16,042.95	0.00%	-	16,042.95	0.00%	-	100.00%	16,042.95	16,042.95	0.00%	-	-	-	-	100.00%	16,042.95	16,042.95	-	-	-	-	
1	1	SOFT	ACM LORETTA VLLC	Shears Adkins Rodmore	Loretto Heights	Multiple	303,811.30	Multiple	Multiple	Multiple	303,811.30	25.80%	07/30/21	303,811.30	75.95%	224,872.34	100.00%	-	-	-	-	-	-	-	100.00%	224,872.34	56,218.09	56,218.09	56,218.09	56,218.09	56,218.09	
1	1	SOFT	ACM LORETTA VLLC	Week Associates	Loretto Heights Master Plan - 19006	Multiple	25,795.00	Multiple	Multiple	Multiple	25,795.00	24.73%	06/23/21	25,795.00	75.27%	19,415.59	100.00%	-	-	-	-	-	-	-	100.00%	19,415.59	6,333.90	6,333.90	6,333.90	6,333.90	6,333.90	
1	1	SOFT	ACM LORETTA VLLC	Week Associates	Loretto Heights Master Plan - 19006	Multiple	56,470.00	Multiple	Multiple	Multiple	56,470.00	16.02%	06/23/21	56,470.00	28.41%	9,044.34	83.98%	47,425.66	0.00%	-	-	-	-	-	-	100.00%	47,425.66	11,856.42	11,856.42	11,856.42	11,856.42	11,856.42
1	1	HARD	ACM LORETTA VLLC	Xoii Energy	New Gas Distribution - Job No. 1220423	210021	171,252.72	02/02/21	Multiple	Multiple	171,252.72	100.00%	06/10/21	171,252.72	100.00%	-	100.00%	-	-	-	-	-	-	-	100.00%	-	-	-	-	-	-	
1	1	HARD	ACM LORETTA VLLC	Xoii Energy	New Electric Distribution - Job No. 42365247	210146	237,451.36	04/16/21	Multiple	Multiple	237,451.36	0.00%	06/10/21	237,451.36	0.00%	-	100.00%	237,451.36	237,451.36	0.00%	-	-	-	-	100.00%	237,451.36	237,451.36	-	-	-	-	
1	1	HARD	ACM LORETTA VLLC	Xoii Energy	New Gas Distribution / Distribution Reinforcement - Job No. 11999938	20210118	286,798.28	03/18/21	Multiple	Multiple	286,798.28	100.00%	06/10/21	286,798.28	100.00%	-	100.00%	-	-	-	-	-	-	-	100.00%	-	-	-	-	-	-	
2	6	HARD	Hartman By Investments LLC	Barbara Constructors, Inc.	Panorama Hall - Irrigation Pipe and Manholes	Multiple	79,465.55	Multiple	Multiple	Multiple	79,465.55	0.00%	-	79,465.55	0.00%	-	100.00%	79,465.55	79,465.55	0.00%	-	-	-	-	100.00%	79,465.55	79,465.55	-	-	-	35,732.78	
2	6	SOFT	ACM LORETTA VLLC	Barbara Constructors, Inc.	Professional Services - P&I and R/CCT Drawings	Multiple	282.90	06/02/21	Multiple	Multiple	282.90	0.00%	-	282.90	0.00%	-	100.00%	282.90	282.90	0.00%	-	-	-	-	100.00%	282.90	282.90	-	-	-	79.73	
2	6	SOFT	ACM LORETTA VLLC	Denver Water	Per Review Fees for Submittal # 4 with Plan 20181	20210607	2,000.00	06/07/21	Credit Card	Multiple	2,000.00	0.00%	-	2,000.00	0.00%	-	100.00%	2,000.00	2,000.00	0.00%	-	-	-	-	100.00%	2,000.00	2,000.00	-	-	-	2,000.00	
2	6	SOFT	ACM LORETTA VLLC	Denver Water	Plan Review Fees	20210601	4,090.00	06/11/21	VISA	Multiple	4,090.00	0.00%	-	4,090.00	0.00%	-	100.00%	4,090.00	4,090.00	0.00%	-	-	-	-	100.00%	4,090.00	4,090.00	-	-	-	4,090.00	
2	6	SOFT	ACM LORETTA VLLC	Harris Kocher Smith	18702 Loretto Heights	Multiple	176,122.86	Multiple	Multiple	Multiple	176,122.86	5.33%	09/25/21	176,122.86	94.47%	166,577.99	0.00%	-	-	-	-	-	-	-	100.00%	166,577.99	107,600.00	19,176.05	19,176.05	19,176.05	20,488.75	
2	6	SOFT	ACM LORETTA VLLC	Harris Kocher Smith	Panorama Hall at Loretto Heights	Multiple	7,550.00	Multiple	Multiple	Multiple	7,550.00	0.00%	-	7,550.00	0.00%	-	100.00%	7,550.00	7,550.00	0.00%	-	-	-	-	100.00%	7,550.00	7,550.00	-	-	-	7,550.00	
2	6	SOFT	ACM LORETTA VLLC	Shears Adkins Rodmore	Loretto Heights	Multiple	20,750.00	Multiple	Multiple	Multiple	20,750.00	0.00%	-	20,750.00	0.00%	-	100.00%	20,750.00	20,750.00	0.00%	-	-	-	-	100.00%	20,750.00	5,187.50	5,187.50	5,187.50	5,187.50	5,187.50	
2	6	SOFT	ACM LORETTA VLLC	Week Associates	Loretto Heights ROW Landscape - 1003	Multiple	24,919.00	Multiple	Multiple	Multiple	24,919.00	0.00%	-	24,919.00	0.00%	-	100.00%	24,919.00	24,919.00	0.00%	-	-	-	-	100.00%	24,919.00	12,459.50	-	-	-	12,459.50	
3	4	SOFT	City and County of Denver	Sanitary Storm Drain Plan Review Fee	20210601	50,029.95	07/20/21	Multiple	Multiple	50,029.95	0.00%	-	50,029.95	0.00%	-	100.00%	50,029.95	50,029.95	0.00%	-	-	-	-	100.00%	50,029.95	28,794.99	-	-	-	21,235.00		
3	4	SOFT	Loretto Heights MD	Denver Water	Perf for Inspection Fee and Review Fee	9_RateRange	26,644.00	07/22/21	Multiple	Multiple	26,644.00	0.00%	-	26,644.00	0.00%	-	100.00%	26,644.00	26,644.00	0.00%	-	-	-	-	100.00%	26,644.00	26,644.00	-	-	-	26,644.00	
3	11	HARD	ACM LORETTA VLLC	Colorado Cleanup Corporation	Loretto Heights Demolition/Abatement	9_RateRange	92,356.50	03/19/21	Multiple	Multiple	92,356.50	0.00%	-	92,356.50	0.00%	-	100.00%	92,356.50	92,356.50	0.00%	-	-	-	-	100.00%	92,356.50	92,356.50	-	-	-	92,356.50	
3	11	SOFT	ACM LORETTA VLLC	Harris Kocher Smith	18702 Loretto Heights	Multiple	5,440.00	Multiple	Multiple	Multiple	5,440.00	16.90%	08/01/21	5,440.00	83.00%	888.00	100.00%	-	-	-	-	-	-	-	100.00%	4,552.00	1,088.00	1,088.00	1,088.00	1,088.00	1,088.00	
3	11	SOFT	Hartman By Investments LLC	Hartman By Investments	Project #210447 Panorama Hall at Loretto Heights	Multiple	2,117.50	06/25/21	Multiple	Multiple	2,117.50	0.00%	-	2,117.50	0.00%	-	100.00%	2,117.50	2,117.50	0.00%	-	-	-	-	100.00%	2,117.50	2,117.50	-	-	-	2,117.50	
3	11	SOFT	Hartman By Investments LLC	Hartman By Investments	Construction Management (At Ditch Renour)	Inv. No. 1	4,350.78	06/27/21	Multiple	Multiple	4,350.78	0.00%	-	4,350.78	0.00%	-	100.00%	4,350.78	4,350.78	0.00%	-	-	-	-	100.00%	4,350.78	2,175.39	2,175.39	2,175.39	2,175.39	2,175.39	
3	11	SOFT	Hartman By Investments LLC	Hartman By Investments	Construction Management (At Ditch Renour)	Inv. No. 2	105.88	08/07/21	Multiple	Multiple	105.88	0.00%	-	105.88	0.00%	-	100.00%	105.88	105.88	0.00%	-	-	-	-	100.00%	105.88	52.94	52.94	52.94	52.94	52.94	
3	11	SOFT	Hartman By Investments LLC	Hartman By Investments	Valuation of Loretto Heights Water Assets	20210701	3,600.00	07/26/21	Multiple	Multiple	3,600.00	0.00%	-	3,600.00	0.00%	-	100.00%	3,600.00	3,600.00	0.00%	-	-	-	-	100.00%	3,600.00	3,600.00	-	-	-	3,600.00	
3	11	SOFT	ACM LORETTA VLLC	Landmark Environmental, Inc.	Loretto Heights_ProjContMgmt	Inv. No. 620	3,901.59	03/11/21	Multiple	Multiple	3,901.59	0.00%	-	3,901.59	0.00%	-	100.00%	3,901.59	3,901.59	0.00%	-	-	-	-	100.00%	3,901.59	3,901.59	-	-	-	3,901.59	
4	4	SOFT	Hartman By Investments LLC	Harris Kocher Smith	Irrigation Main Renour	210473.3	2,862.50	07/14/21	Multiple	Multiple	2,862.50	0.00%	-	2,862.50	0.00%	-	100.00%	2,862.50	2,862.50	0.00%	-	-	-	-	100.00%	2,862.50	1,431.25	1,431.25	1,431.25			



SUMMARY OF COSTS REVIEWED

Table with columns: VER NO, REQ NO, COST TYPE, DEVELOPER, VENDOR, DESCRIPTION, INV NO, INV AMT, INV DATE, CHKS NO, PMT DATE, PMT AMT, AID BY/FO PAID I, DATE CLEARED, VER PMT AMT, % PRI, PRI AMT, % PUB, PUB AMT, VER PUB AMT, % O&M, O&M AMT, DISTRICT - VENDORS, DISTRICT - ACH/INVEST/LLC, DISTRICT - PARTITION INVEST/LLC, % CAP, VER CAP AMT, STREETS, WATER, SANITATION, PARKS & REC. Rows include various projects like 'Residential Site Plan & Grading', 'Site Plan Recommendations', 'Staking for Boring Locations', etc.

## **EXHIBIT C**

### **SUMMARY OF DOCUMENTS REVIEWED**

## SUMMARY OF DOCUMENTS REVIEWED

### SERVICE PLANS

- Service Plan for Loretto Heights Metropolitan District No. 1, prepared by McGeady Becher P.C., dated August 26, 2019

### DISTRICT AGREEMENTS

- Facilities Funding and Acquisition Agreement between Loretto Heights Metropolitan District No. 1 and ACM Loretto VI LL, dated February 18, 2021
- Facilities Reimbursement Agreement between Loretto Heights Metropolitan District No. 1, AMC Loretto VI LLC and Hartman Ely Investments LLC, dated June 3, 2021
- Loretto Heights Rezoning and IMP Development Agreement, by and among the City and County of Denver, ACM Loretto VI LLC, Loretto Heights Metropolitan District Nos. 1, 2, 3, 4, and 5, Loretto Heights Programming Metropolitan District, and Pancratia Hall Partners, LLC, dated April 20, 2021
- Facilities Acquisition Agreement, by and between Loretto Heights Metropolitan District No. 1 and THB Loretto Heights Land LLC, dated October 5, 2021
- Agreement and Assignment Regarding Metropolitan District Payments, by and between THB Loretto Land LLC and ACM Loretto VI LLC, dated October 5, 2021

### PROFESSIONAL REPORTS

- Loretto Heights Southern Drainage Assessment, prepared by IRIS Mitigation and Design, Inc., dated August 27, 2020
- Loretto Heights Field Visit Approved Jurisdictional Determination Request, prepared by IRIS Mitigation and Design, Inc., dated December 2, 2020

### PLANNING DRAWINGS – ACM LORETTO

- Denver Public Schools, ROW & Temporary Construction Easement Exhibit, prepared by Harris Kocher Smith, dated December 23, 2020
- Denver Public Schools, Grading Exhibit, prepared by Harris Kocher Smith, dated March 11, 2021
- Denver Public Schools, Utility Exhibit, prepared by Harris Kocher Smith, dated March 11, 2021

### PLANNING DRAWINGS – THRIVE

- Loretto Heights Thrive – Lot 1, Block 10 Site Development Plan, prepared by Harris Kocher Smith
- Loretto Heights Thrive CAD Site Plan Update, prepared by DTJ Design, dated November 4, 2022
- Loretto Heights Thrive Western Slope Site Plan, prepared by DTJ Design, dated November 16, 2022
- Loretto Heights Thrive Draft Phasing Plan (Subject to Change), prepared by DTJ Design, dated November 16, 2022

**LAND SURVEY DRAWINGS – ACM LORETTO**

- Loretto Heights Filing No. 1 Plat (Unrecorded)

**LAND SURVEY DRAWINGS-THRIVE**

- Loretto Heights Filing No. 1 Plat, prepared by Harris Kocher Smith, dated August 25, 2021, Not Recorded
- Improvement Survey Plat – Thrive Loretto Heights Ph 1A-B, prepared by Harris Kocher Smith, last revised November 11, 2022, Not Recorded
- Improvement Survey Plat-Thrive Loretto Heights, Recorded Parcel Reconfiguration, dated 9/26/22, Reception No. 2022124614

**CONSTRUCTION DRAWINGS – ACM LORETTO**

- Gas Redistribution Exhibit Nos 1, 2, and 3, prepared by Xcel Energy, dated December 4, 2020
- Gas Line Relocation (100% Public Due to Widening of Federal Blvd), prepared by Xcel Energy, dated April 14, 2021
- Electrical Redistribution Exhibit, prepared by Xcel Energy, dated April 15, 2021
- Loretto Heights - Westside Overlot Grading Exhibit (undated)
- Pancratia Hall Irrigation Overflow Reroute Drawing, prepared by Harris Kocher Smith, dated May 6, 2021

**CONSTRUCTION DRAWINGS – THRIVE**

- Loretto Heights Phases 1A, 1B, 1C, & 1D Landscape Construction Drawings, prepared by DTJ Design, dated January 11, 2023, Bid Set-Not for Construction
- Loretto Heights Thrive Phase 1A Storm and Sanitary Sewer Plans, prepared by Harris Kocher Smith, approved April 27, 2022
- Loretto Heights Thrive Phase B-D Storm and Sanitary Sewer Plans, prepared by Harris Kocher Smith, approved November 15, 2022

**RECORD DRAWINGS**

- None

**CONSULTANT CONTRACTS – ACM LORETTO**

- Harris Kocher Engineering Group, INC, Project Consulting Agreement Project Services Preliminary Engineering and Construction Documentation/Drawing Services, dated March 10, 2019
  - o Change Order Nos. 3-4, 6-12, 14, and 17, dated May 26, 2019 through June 20, 2022
- Harris Kocher Engineering Group, Inc., Proposal to prepare an irrigation plan and profile for Irrigation Main Reroute, dated May 21, 2021, Fully Executed
- IRIS Mitigation and Design, Inc., Project Consulting Agreement, dated August 6, 2020
  - o Change Order Nos. 1 and 2, dated August 7, 2020 through October 29, 2020

- Landmark Environmental Inc., Master Services Agreement for Waste Handling, Sub Surface Related Work, Testing and Observation Services, Asbestos Materials, dated November 26, 2019
  - o Change Order Nos. 2 and 3, dated December 18, 2019 through August 21, 2019
- Shears Adkins Rockmore Architects, LLC, Master Services Agreement for Research and Documentation, Framework Planning, City Lead Master Planning Process, Architectural & Planning Services, dated September 30, 2018
  - o Change Order No. 1, dated November 11, 2019
- Wenk Associates, Master Services Agreement for Grading, Stormwater and Open Space Planning, Landscaping, Architectural & Planning Services, dated January 3, 2019
  - o Change Order Nos. 1 and 2, dated April 12, 2019 through February 15, 2020

#### CONSULTANT CONTRACTS – THRIVE

- A.G. Wassenaar, Inc., Executed Proposal for Geotechnical Due Diligence Study, dated March 14, 2019
- A.G. Wassenaar, Inc., Executed Proposal for Geotechnical Site Development Study, dated September 1, 2021
- A.G. Wassenaar, Inc., Executed Proposal for Soil and Foundation Studies, dated January 20, 2022
- A.G. Wassenaar, Inc., Proposal for Foundation Recommendation Verification, dated July 20, 2022
- B & J Surveying, Inc., Professional Services Proposal for Land Surveying, dated November 9, 2021
- B & J Surveying, Inc., Executed Proposal for Staking for Boring Locations, dated March 29, 2019
- B & J Surveying, Inc., Executed Proposal for Staking for Boring Locations, dated January 21, 2021
- CTL Thompson, Executed Proposal for Phase 1 Environmental Site Assessment, dated January 10, 2019
- Down to Earth Compliance, Proposal for Erosion Control, dated January 7, 2022
- DTJ Design, Letter of Agreement to Provide Conceptual Product Footprints and Site Plan Refinement, dated May 31, 2019
  - o Change Order Nos. 1- 4, dated November 14, 2019 through August, 17, 2021
- DTJ Design, Proposal for Landscape Construction Documentation + Services During Construction, dated August 27, 2020
- DTJ Design, Agreement for Formal Site Development Plan Submittal, dated March 24, 2021
- DTJ Design, Agreement to Provide Zoning Submittal Preparation Services, dated October 28, 2019
- DTJ Design, Agreement to Provide Landscape Construction Drawings & Services during Construction for Thrive Phase 1A-1D
  - o Work Order No. 1, Water, Sanitary Sewer, and Storm Drainage for Thrive Phase 1A and 1B, dated June 3, 2022

- Harris Kocher Smith, Phase 1 Scope of Services, dated November 23, 2020
  - o Change Order Nos. 1, 2, and 4-7, dated February 5, 2021 through May 16, 2022
- Harris Kocher Smith, Phase 2B Scope of Services, dated January 12, 2023
- Keller North America, Inc., Master Terms & Conditions Agreement, dated June 1, 2022
  - o Keller North America, Inc., Work Order for Water Injection for Buildings, dated July 8, 2022, Executed
- Kimley-Horn & Associates, Letter Agreement to Provide Dry Utility Consulting Services, dated June 3, 2022, Executed
- LT Environmental Inc., Proposal for Construction Stormwater Compliance Services, dated September 30, 2020
- Metrostudy, Proposal for Product Pricing & Positioning Analysis, dated February 17, 2019, Executed
- RG Engineering Consultants, Executed Proposal for Additional Electrical Engineering Services, dated November 2, 2021
- RG Engineering Consultants, Proposal for Additional Electrical Engineering Services, dated December 29, 2022
- Westwood Professional Services, Inc., Proposal for Civil Engineering and Surveying Services, dated January 19, 2023

#### **CONSULTANT INVOICES**

- See *Exhibit A - Summary of Costs Reviewed*

#### **CONTRACTOR CONTRACTS**

- BioTerra Constructors, Inc., Proposal for Pancratia Hall – Irrigation Pipe and Manholes, dated May 4, 2021, Executed
- Colorado Cleanup Corporation, Contract for Loretto Heights Abatement & Demolition, Phase 1, dated August 19, 2020, Executed
- Goodland Construction, Inc., Master Terms & Conditions Agreement, dated April 20, 2022
- Goodland Construction, Inc., Work Order for Loretto Heights – Thrive Home Builders – Phase 1A and 1B for Earthwork, Wet Utilities, and Concrete, dated June 3, 2022, Executed

#### **CONTRACTOR PAY APPLICATIONS**

- Bioterra, Pay Applications 1 and 2, dated May 31, 2021 through June 19, 2021
- Colorado Cleanup Corporation, Pay Application Nos. 1-9, dated August 31, 2020 through March 18, 2021
- Colorado Cleanup Corporation, Loretto Heights Pool, Pay Application Nos. 1-4, dated June 29, 2022 through August 31, 2022
- Goodland Construction, Inc. Pay Application Nos. 1-6, dated November 8, 2022 through March 31, 2023