

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF THE
BROADWAY STATION METROPOLITAN DISTRICT
NOS. 1 - 3 (THE "DISTRICTS")
HELD
NOVEMBER 1, 2023

A consolidated special meeting of the Boards of Directors of the Broadway Station Metropolitan District Nos. 1 – 3 (referred to hereafter collectively as the "Boards" and District Nos. 1-3 collectively as the "Districts") was convened on November 1, 2023, at 9:00 a.m. This Districts' Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Mark Tompkins, President
Lisa Ingle, Vice President/Secretary
Elizabeth Lee, Vice President/Treasurer
Tom Berger, Vice President/Assistant Secretary/Treasurer
Dan Jacobs, Vice President/Assistant Secretary/Treasurer

Also, In Attendance Were:

Anna Jones; CliftonLarsonAllen LLP ("CLA")
David Lucas; Sherman & Howard L.L.C.
Paul Cockrel and Madison Phillips; Cockrel Ela Glesne Greher & Ruhland, P.C.

ADMINISTRATIVE MATTERS

Call to Order and Approval of Agenda: The meeting was called to order at 9:00 a.m. Following review, upon a motion duly made by Director Berger, seconded by Director Jacobs and, upon vote, unanimously carried, the Boards approved the agenda, as presented.

Disclosures of Potential Conflicts of Interest: It was reported that each Board member had previously filed a Disclosure of Potential Conflict of Interest Statement with the Secretary of State in accordance with statutory requirements. Such Statements generally set forth the Board member's individual relationship with Broadway Station Partners, LLC ("BSP"), the developer of all land in the Districts, or other related entities. All Disclosure of Potential Conflict of Interest Statements, whether filed for this meeting or previously, are deemed continuing in nature and are incorporated into the record of the meeting in the form originally filed with the Boards. It was noted that Director Tompkins will abstain from all actions relating to the District No. 3 Series 2023A Bond transaction because of his insubstantial ownership interest in BSP and the partial use of bond proceeds to repay the loan previously made by BSP.

Quorum, Location of Meeting and Posting of Meeting Notice: The Boards

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confirmed a quorum, the location of the meeting and the posting of the meeting notice.

Public Comment: None.

LEGAL MATTERS

Amendment No. 7 to Reimbursement Agreement for Public Infrastructure Funding with Broadway Station Partners, LLC: Attorney Cockrel reviewed the attached amendment to the Reimbursement Agreement with the Boards. Following review, upon a motion duly made by Director Lee, seconded by Director Berger, with a vote of Directors Ingle, Lee, Berger, and Jacobs yea with Director Tompkins abstaining, the Boards approved Amendment No. 7 to Reimbursement Agreement for Public Infrastructure Funding with Broadway Station Partners, LLC, as presented.

Consent Agreement with Broadway Station Partners, LLC: Attorney Cockrel reviewed the attached Consent Agreement with the Boards. Following review, upon a motion duly made by Director Lee, seconded by Director Berger, with a vote of Directors Ingle, Lee, Berger, and Jacobs yea with Director Tompkins abstaining, the Boards approved the Consent Agreement with Broadway Station Partners, LLC, as presented.

Denver Urban Renewal Authority Bond Consent Agreement between District No. 1 and District No. 3: Attorney Cockrel reviewed the attached Consent Agreement with the Boards. Following review, upon a motion duly made by Director Lee, seconded by Director Berger, with a vote of Directors Ingle, Lee, Berger, and Jacobs yea with Director Tompkins abstaining, the Boards approved the Denver Urban Renewal Authority Bond Consent Agreement between District No. 1 and District No. 3, as presented.

Resolution Authorizing Issuance and Sale of Broadway Station Metropolitan District No. 3 Tax Increment Supported Revenue Bonds, Series 2023A originally adopted on October 27, 2023, along with any other bond closing documents requiring action by any of the Boards: Attorney Lucas reviewed the attached Resolution with the Boards. Following review, upon a motion duly made by Director Lee, seconded by Director Berger, with a vote of Directors Ingle, Lee, Berger, and Jacobs yea with Director Tompkins abstaining, the Boards ratified the approval of the Resolution Authorizing Issuance and Sale of Broadway Station Metropolitan District No. 3 Tax Increment Supported Revenue Bonds, Series 2023A originally adopted on October 27, 2023, along with any other bond closing documents requiring action by any of the Boards, as presented.

OTHER BUSINESS

It was noted that UMB Bank will hold the original bond documents in their vault once fully executed.

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ADJOURNMENT

There being no further business, upon a motion duly made by Director Berger, seconded by Director Ingle and, upon vote, unanimously carried, the Boards adjourned the meeting at 9:23 a.m.

Respectfully submitted,

DocuSigned by:

Lisa Ingle

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Secretary for the Meeting