

## RECORD OF PROCEEDINGS

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MINUTES OF A REGULAR MEETING OF  
THE BOARDS OF DIRECTORS OF THE  
BROADWAY STATION METROPOLITAN DISTRICT  
NOS. 1 - 3 (THE "DISTRICTS")  
HELD  
SEPTEMBER 26, 2022

A regular consolidated 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 September 26, 2022, at 1:00 p.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, Secretary  
Elizabeth Lee, Treasurer  
Tom Berger, Assistant Secretary/Treasurer  
Dan Jacobs, Assistant Secretary/Treasurer

#### Also, In Attendance Were:

Anna Jones, Nic Carlson, Jason Carroll and Terri Boroviak; CliftonLarsonAllen LLP ("CLA")  
Paul Cockrel; Cockrel Ela Glesne Greher & Ruhland, P.C.

### ADMINISTRATIVE MATTERS

**Call to Order and Approval of Agenda:** Director Tompkins called the meeting to order at 1:07 p.m. Following review, upon a motion duly made, seconded and, upon vote, unanimously carried, the Boards approved the agenda, as amended to include acceptance of claims for District No. 1.

**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.

**Quorum, Location of Meeting and Posting of Meeting Notice:** The Boards confirmed a quorum, the location of the meeting and the posting of the meeting notice.

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**Public Comment:** None.

**Minutes from the September 6, 2022 Special Meeting:** Following review, upon a motion duly made by Director Tompkins, seconded by Director Jacobs and, upon vote, unanimously carried, the Boards approved the minutes from the September 6, 2022 Special Meeting, as presented.

### FINANCIAL MATTERS

**July 31, 2022 Unaudited Financial Statements:** Ms. Boroviak reviewed the Financial Statements with the Boards. Director Tompkins provided the background regarding the District structure, stating District Nos. 2 and 3 are financing Districts and District No. 1 is the operating District. Ms. Boroviak noted that some information in the Financial Statements will be labeled differently going forward to clarify DURA and regional mill levy transactions. Following review, upon a motion duly made by Director Tompkins, seconded by Director Ingle and, upon vote, unanimously carried, the Boards accepted the July 31, 2022 Financial Statements, as presented.

**Paid Claims Totaling \$1,345,781.28 for District No. 1:** Ms. Boroviak reviewed the claims with the Board of District No. 1. Following review, upon a motion duly made by Director Tompkins, seconded by Director Ingle and, upon vote, unanimously carried, the Board of District No. 1 accepted the paid claims totaling \$1,345,781.28, as presented.

**Other:** Ms. Boroviak reviewed the draft budget and meeting schedule with the Boards.

### LEGAL MATTERS

**Change Order Approval Policy:** Attorney Cockrel reviewed the draft Change Order Approval Policy with the Boards. Discussion ensued. Following review and discussion, upon a motion duly made by Director Lee, seconded by Director Berger and, upon vote, unanimously carried, the Boards approved the draft Change Order Approval Policy, subject to minor revisions by general counsel.

**Resolutions Designating Custodian of Records:** Attorney Cockrel reviewed the Amendments with the Boards, noting that they authorize the change in the Districts' Custodian of Record from general counsel to district manager. Following review, upon a motion duly made by Director Tompkins, seconded by Director Lee and, upon vote, unanimously carried, the Boards approved the Amendments to Resolutions Designating Custodian of Records, as presented.

**Posting Location Resolutions:** Attorney Cockrel reviewed the Resolutions, noting that the new website created by CLA will be the official posting location for Districts' meetings going forward. Following review, upon a motion duly made by Director Tompkins, seconded by Director Ingle and, upon vote, unanimously carried, the Boards approved the Posting Location Resolutions, as presented.

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**Development Services Reimbursement:** Director Tompkins discussed the agreement for development services with the Boards. No action was taken.

### ENGINEERING MATTERS

**Draft Change Order #1 for South Pedestrian Bridge between District No. 1 and Kraemer North America, Inc. in the amount of \$1,892,972:** Director Berger reviewed the draft Change Order with the District No. 1 Board, noting that the final amount may decrease once finalized and that minor modifications will be made. Following review and discussion, upon a motion duly made by Director Ingle, seconded by Director Jacobs and, upon vote, unanimously carried, the District No. 1 Board approved draft Change Order 1 for South Pedestrian Bridge from Kraemer North America, Inc. in the amount of \$1,892,972, subject to minor revisions discussed.

**Task Order #6 for Obelisk Structure and South Pedestrian Bridge Services between District No. 1 and Matrix Design Group, Inc. in the amount of \$348,640.88:** Director Berger reviewed Task Order #6 with the District No. 1 Board. Following review and discussion, upon a motion duly made by Director Tompkins, seconded by Director Ingle and, upon vote, unanimously carried, the District No. 1 Board approved Task Order #6 for Obelisk Structure and South Pedestrian Bridge Services between District No. 1 and Matrix Design Group, Inc. in the amount of \$348,640.88, as presented.

**Frost Agreement for Installation of Gas and/or Electric Distribution and Service Laterals between District No. 1 and Xcel Energy:** Mr. Berger reviewed the Agreement with the District No. 1 Board, noting there is a gas regulating station that will be removed in order to develop a park for a total cost of \$298,545.68. Following review and discussion, upon a motion duly made by Director Tompkins, seconded by Director Ingle and, upon vote, unanimously carried, the District No. 1 Board approved the Frost Agreement for Installation of Gas and/or Electric Distribution and Service Laterals from Xcel Energy, as presented.

**Task Order #20 for Parcel U Entitlements between District No. 1 and Matrix Design Group, Inc. in the amount of \$278,900:** Director Berger reviewed Task Order #20 with the District No. 1 Board. Following review and discussion, upon a motion duly made by Director Tompkins, seconded by Director Ingle and, upon vote, unanimously carried, the District No. 1 Board approved Task Order #20 for Parcel U Entitlements between District No. 1 and Matrix Design Group, Inc. in the amount of \$278,900, as presented.

**Change Order #22 for Kentucky Avenue Bridge Artwork Installation between District No. 1 and Kraemer North America, Inc. in the amount of \$86,227.74:** Director Berger reviewed Change Order #22 with the District No. 1 Board, noting the purpose is for traffic control for the Kentucky Avenue

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Bridge cladding project. Following review and discussion, upon a motion duly made by Director Ingle, seconded by Director Lee and, upon vote, unanimously carried, the District No. 1 Board approved Change Order #22 for Kentucky Avenue Bridge Artwork Installation from Kraemer North America, Inc. in the amount of \$86,227.74, as presented.

### MANAGER MATTERS

**Manager Spending Authority:** This item was not discussed.

**Other:** None.

### OTHER BUSINESS

**Quorum for the Next Meeting:** It was noted that the next meeting will be rescheduled to November to hold the 2023 Budget public hearings once the draft 2023 Budgets have been distributed to the Boards for review.

### ADJOURNMENT

There being no further business, upon a motion duly made by Director Ingle, seconded by Director Berger and, upon vote, unanimously carried, the Boards adjourned the meeting at 2:58 p.m.

Respectfully submitted,

DocuSigned by:

*Lisa Ingle*

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Secretary for the Meeting