

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 9, 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 9, 2023, at 11:00 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

Tom Berger, Vice President/Assistant Secretary/Treasurer

Directors Elizabeth Lee and Dan Jacobs were absent and excused.

Also, In Attendance Were:

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

ADMINISTRATIVE MATTERS

Call to Order and Agenda: Director Tompkins called the meeting to order at 11:03 a.m. Upon motion duly made by Director Tompkins, seconded by Director Berger 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. Director Tompkins also filed a specific conflict statement with the Board and the Secretary of State relating to his relationship with BSP and the proposed use of District No. 3's Series 2023A Bond proceeds to repay the loan with BSP. 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

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notice. The Boards excused the absence of Director Lee and Director Jacobs.

Public Comment: None.

Appointment of Officers: Following discussion, upon motion duly made by Director Berger, seconded by Director Tompkins and, upon vote, unanimously carried, the following slate of officers were appointed for the District:

President: Mark Tompkins

Vice President/Secretary: Lisa Ingle

Vice President/Treasurer: Elizabeth Lee

Vice President/Assistant Secretary/Treasurer: Tom Berger

Vice President/Assistant Secretary/Treasurer: Dan Jacobs

Minutes from the September 25, 2023 Regular Meeting and the October 27, 2023 and November 1, 2023 Special Meetings: Following review, upon a motion duly made by Director Ingle, seconded by Director Berger and, upon vote, unanimously carried, the Boards approved the meeting minutes from the September 25, 2023 Regular Meeting and the October 27, 2023 and November 1, 2023 Special Meetings, as presented.

Updated Minutes from the August 15, 2023 Special Meeting: Following review, upon a motion duly made by Director Berger, seconded by Director Tompkins and, upon vote, unanimously carried, the Boards ratified the approval of the updated minutes from the August 15, 2023 Special Meeting, as presented.

Resolutions Regarding 2024 Annual Administrative Matters: Attorney Cockrel reviewed the Resolutions with the Boards. Following review, upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote, unanimously carried, the Boards adopted the Resolutions Regarding 2024 Annual Administrative Matters, as presented.

Requirements of Section 32-1-809, C.R.S. and Compliance for 2024 (District Transparency Notice): Attorney Cockrel discussed the special district transparency requirements of Section 32-1-809, C.R.S. with the Boards. Following discussion, upon a motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the Boards directed staff regarding compliance for 2024.

FINANCIAL MATTERS

Public Hearings to Consider Amendments of the 2023 Budgets and Resolutions to Amend the 2023 Budgets (District Nos. 1 and 3): Upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote, unanimously carried, the Boards opened the public hearings to an amendment to the 2023 Budgets at 11:10 a.m.

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It was noted that publication of Notice stating that the Boards would consider amendment of the 2023 Budgets and the date, time and place of the public hearings was made in a newspaper having general circulation within the Districts. No written objections were received prior to the public hearings.

No public comments were received, and upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote, unanimously carried, the Boards closed the public hearings at 11:11 a.m.

Following discussion, upon motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the Board adopted the Resolutions Amend the 2023 Budgets, subject to the revisions discussed.

Public Hearings on Proposed 2024 Budgets and Resolutions to Adopt 2024 Budgets (Districts 1, 2, and 3) and Appropriate Sums of Money: Upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote, unanimously carried, the Boards opened the public hearings to consider the proposed 2024 Budgets at 11:10 a.m.

It was noted that Notice stating that the Boards would consider adoption of the 2024 budgets and the date, time and place of the public hearings was published pursuant to statute. No written objections were received prior to the public hearings.

No public comments were received, and upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote, unanimously carried, the Boards closed the public hearings at 11:11 a.m.

Ms. Boroviak reviewed the Budgets with the Boards. Discussion ensued to address the regional mill levies and related increased adjustments and finalization.

Upon motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the Boards approved the 2024 Budget and adopted the Resolutions to Adopt the 2024 Budget and Appropriate Sums of Money, subject to adjustments to the regional mill levies and final bond calculations for District No. 1.

Payment of Claims in the Amount of \$874,426.52 (District No. 1): Following review, upon a motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the Board of District No. 1 ratified the approval of payment of claims in the amount of \$874,426.52, as presented.

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September 30, 2023 Unaudited Financial Statements: Ms. Boroviak reviewed the unaudited financial statements with the Boards. Following review, upon a motion duly made by Director Tompkins, seconded by Director Ingle and, upon vote, unanimously carried, the Boards accepted the September 30, 2023 unaudited financial statements, as presented.

Districts' Accountant to Prepare and Sign DLG-70 Certifications of Tax Levies Form for Certification to the Board of County Commissioners and other interested parties: Upon a motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the Boards authorized the Districts' accountant to prepare and sign the DLG-70 Certifications of Tax Levies forms for certification to the Board of County Commissioners and other interested parties.

Districts' Accountant to Prepare 2025 Budgets: Upon a motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the Boards appointed the Districts' accountant to prepare the 2025 Budgets.

Engagement Letters with Wipfli LLP to Prepare the 2023 Audits: Upon a motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the Boards approved the engagement letters with Wipfli LLP to prepare the 2023 Audits.

LEGAL MATTERS

Director Tompkins and Attorney Cockrel reported that the bond issuance term sheet will be finalized this week. After discussion, upon motion duly made by Director Ingle, seconded by Director Lee, and upon vote with Director Tompkins abstaining, carried without objection, the Boards approved and ratified all actions previously taken with respect to District No. 3's adoption of the Authorizing Resolution for issuance of its Series 2023A Bond, all payments to BSP to repay the outstanding loan, and related authorizations for the Districts' officers to execute all closing documents in connection therewith.

ENGINEERING MATTERS

Director Berger reported that work continues on the South Pedestrian Bridge.

MANAGER MATTERS

CliftonLarsonAllen LLP Master Services Agreement and Statement(s) of Work for 2024: Upon a motion duly made by Director Tompkins, seconded by Director Ingle and, upon vote, unanimously carried, the Boards approved the CliftonLarsonAllen LLP Master Services Agreement and Statement(s) of Work for 2024, as presented.

2023-2024 Landscape Maintenance and Snow Removal Agreement with 8550 Engineering and Consulting, LLC (District No. 1): Upon a motion duly made by Director Tompkins, seconded by Director Ingle and, upon vote,

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unanimously carried, the Board approved the 2023-2024 Landscape Maintenance and Snow Removal Agreement with 8550 Engineering and Consulting, LLC, as presented.

2024 Insurance Renewals and District No. 1 Property Schedule: Mr. Carlson reviewed the 2024 insurance renewals with the Boards. The Boards discussed and noted that the South Pedestrian Bridge and the Kentucky Avenue Bridge should be further investigated for coverage. It was noted that CLA will coordinate the addition of the Kentucky Avenue Bridge to the District No. 1 property schedule with Director Berger.

Upon a motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the Boards approved the 2024 insurance renewals and accepted the District No. 1 property schedule, subject to the revisions discussed.

Renewing Membership in the Special District Association for 2024: Upon a motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the Boards authorized the Districts' membership renewals in the Special District Association for 2024.

DIRECTOR
MATTERS

None.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business, upon a motion duly made by Director Berger, seconded by Director Tompkins and, upon vote, unanimously carried, the Boards adjourned the meeting at 11:59 a.m.

Respectfully submitted,

DocuSigned by:

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Secretary for the Meeting

Certificate Of Completion

Envelope Id: FFC461E776D748F293C6F47DC22825F7	Status: Completed
Subject: Complete with DocuSign: 1E. Minutes - 11-09-2023.pdf	
Client Name: Broadway Station MD 1-3	
Client Number: A120007	
Source Envelope:	
Document Pages: 5	Signatures: 1
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelopeld Stamping: Enabled	Chelsea Bojewski
Time Zone: (UTC-06:00) Central Time (US & Canada)	220 S 6th St Ste 300
	Minneapolis, MN 55402-1418
	Chelsea.Bojewski@claconnect.com
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Status: Original	Holder: Chelsea Bojewski	Location: DocuSign
3/25/2024 5:00:28 PM	Chelsea.Bojewski@claconnect.com	

Signer Events

Lisa Ingle
 lingle@broadwaystation.com
 Security Level: Email, Account Authentication (None)

Signature



Signature Adoption: Drawn on Device
 Using IP Address: 67.162.159.88
 Signed using mobile

Timestamp

Sent: 3/25/2024 5:02:40 PM
 Viewed: 3/27/2024 7:14:03 PM
 Signed: 3/27/2024 7:14:52 PM

Electronic Record and Signature Disclosure:
 Accepted: 3/27/2024 7:14:03 PM
 ID: 2d608b23-6f57-418f-ae4a-80fd997d631e

In Person Signer Events

Signature

Timestamp

Editor Delivery Events

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Agent Delivery Events

Status

Timestamp

Intermediary Delivery Events

Status

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Certified Delivery Events

Status

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Timestamp

Records
 sdrecordsretention@claconnect.com
 Security Level: Email, Account Authentication (None)



Sent: 3/25/2024 5:02:40 PM
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Electronic Record and Signature Disclosure:
 Accepted: 10/5/2023 9:27:44 AM
 ID: 2eeab7cf-9041-488d-bed0-8baedf289723

Witness Events

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Timestamp

Notary Events

Signature

Timestamp

Envelope Summary Events

Status

Timestamps

Envelope Sent	Hashed/Encrypted	3/25/2024 5:02:40 PM
Certified Delivered	Security Checked	3/27/2024 7:14:03 PM
Signing Complete	Security Checked	3/27/2024 7:14:52 PM

Envelope Summary Events	Status	Timestamps
Completed	Security Checked	3/27/2024 7:14:52 PM
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