

## 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  
MARCH 25, 2024

A consolidated regular 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 Monday March 25, 2024, 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  
Elizabeth Lee, Vice President, Treasurer  
Tom Berger, Vice President, Assistant Secretary/Treasurer  
Dan Jacobs, Vice President, Assistant Secretary/Treasurer

Director Lisa Ingle, Vice President/Secretary, was absent and excused.

#### Also, In Attendance Were:

Anna Jones, Chelsea Bojewski, Terri Boroviak and Samuel Devereux;  
CliftonLarsonAllen LLP ("CLA")  
Paul Cockrel, Esq., Dakota Spence-Zurek Esq. and Kristin Herndon; Cockrel  
Ela Glesne Greher & Ruhland, P.C.

### ADMINISTRATIVE MATTERS

**Call to Order and Agenda:** The meeting was called to order at 1:06 p.m. Following review, upon a motion duly made by Director Tompkins, seconded by Director Jacobs and, upon vote, unanimously carried, the Boards approved the consolidated agenda, as amended, to include the Matrix Design Group, Inc. Change Orders Memo under Financial Items as Item C, and the appointment of Director Lee as Assistant Secretary under Administrative Matters as Item F.

**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 Notices:** The Boards

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

**Public Comment:** None.

**Minutes from the November 9, 2023 Special Meeting:** Following review, upon a motion duly made by Director Berger, seconded by Director Tompkins and, upon vote, unanimously carried, the Boards approved the Minutes from the November 9, 2023 Special Meeting, as presented.

**District Officers:** Attorney Cockrel discussed the need of appointing another Director to the role of Assistant Secretary, supplementing the prior appointment of officers, with the Boards. Following discussion, upon a motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the Boards appointed Director Lee as Assistant Secretary/Treasurer.

### FINANCIAL MATTERS

**Payment of Claims in the amount of \$2,714,218.83 (District No. 1):** Following review, upon a motion duly made by Director Jacobs, seconded by Director Tompkins and, upon vote, unanimously carried, the District No. 1 Board approved payment of claims in the amount of \$2,714,218.83, as presented.

**December 31, 2023 Unaudited Financial Statements and Schedule of Cash Position (District Nos. 1-3):** Ms. Boroviak reviewed the Unaudited Financial Statements and Schedule of Cash Position for District No. 1-3 with the Boards. It was noted that a budget amendment will be needed at the June meeting.

Discussion ensued regarding classification of certain revenues and expenditures. Director Tompkins and Ms. Boroviak will work together to make appropriate adjustments for clarity.

Following discussion, upon a motion duly made by Director Jacobs, seconded by Director Berger and, upon vote, unanimously carried, the Boards accepted the December 31, 2023 Unaudited Financial Statements and Schedule of Cash Positions for District Nos. 1-3, as presented.

**Matrix Design Group, Inc. Memo Regarding Task Order Updates:** Director Berger reviewed the Memo with the Boards, noting that the Memo was intended to capture information regarding the six Task Orders centered around adding funds to existing Task Orders, bridge designs work and construction management. Discussion ensued. Following discussion and review, upon a motion duly made by Director Jacobs, seconded by Director Tompkins and, upon vote, of three yeases, with Director Berger abstaining, the Boards approved the Matrix Design Group, Inc. Memo regarding Task Order updates, as

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presented.

### LEGAL MATTERS

**Reallocation of Costs Memo Dated March 18, 2024:** Director Tompkins reviewed the Memo, explaining how costs are allocated and the necessary reallocations needed outlined in the Memo. Discussion ensued. Director Tompkins indicated he expects the District will need to explain the reallocation process in detail with DURA. Following discussion, upon a motion duly made by Director Jacobs, seconded by Director Lee and, upon vote, unanimously carried, the District No. 1 Board approved the Reallocation of Costs Memo dated March 18, 2024, based on the realignment of figures outline in the Memo and the roll forward from previous figures.

**Resolution Adopting a Policy for Interim Approval of Contracts:** Attorney Cockrel reviewed the Resolution with the District No. 1 Board, noting that the Resolution now clarifies the process and timeliness of submittals. Following review and discussion, upon a motion duly made by Director Berger, seconded by Director Tompkins and, upon vote, unanimously carried, the District No. 1 Board adopted the Resolution Adopting a Policy for Interim Approval of Contracts, as presented.

**Invoice Approval Form:** Attorney Cockrel reviewed the form with the Boards. He stated that the form will now be added to all invoices by Matrix Design Group, Inc. Discussion ensued.

**Bylaws:** Attorney Cockrel reviewed the updated Bylaws with the Boards. Following review, upon a motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the Boards approved the Bylaws, as presented.

### ENGINEERING MATTERS

**8550 Engineering and Consulting, LLC Task Orders for 2024 (District No. 1):** Director Tompkins reviewed the Task Orders with the District No. 1 Board.

**Task Order No. 004-2023 in the amount of \$8,810.00:** Upon a motion duly made by Director Berger, seconded by Director Lee and, upon vote, unanimously carried, the District No. 1 Board approved Task Order No. 004-2023 in the amount of \$8,810.00, as presented.

**Task Order No. 001-2024 in the amount of \$96,645.00:** Upon a motion duly made by Director Berger, seconded by Director Lee and, upon vote, unanimously carried, the District No. 1 Board approved Task Order No. 001-2024 in the amount of \$96,645.00, as presented.

**Task Order No. 002-2024 in the amount of \$193,600.00:** Upon a motion duly made by Director Berger, seconded by Director Lee and, upon vote, unanimously carried, the District No. 1 Board approved

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Task Order No. 004-2023 in the amount of \$8,810.00, as presented.

**Task Order No. 003-2024 in the amount of \$20,468.00:** Upon a motion duly made by Director Berger, seconded by Director Lee and, upon vote, unanimously carried, the District No. 1 Board approved Task Order No. 003-2024 in the amount of \$20,468.00, as presented.

**Task Order No. 004-2024 in the amount of \$16,400.00:** Upon a motion duly made by Director Berger, seconded by Director Lee and, upon vote, unanimously carried, the District No. 1 Board approved Task Order No. 004-2024 in the amount of \$16,400.00, as presented.

**Task Order No. 005-2024 in the amount of \$22,000.00:** Upon a motion duly made by Director Berger, seconded by Director Lee and, upon vote, unanimously carried, the District No. 1 Board approved Task Order No. 005-2024 in the amount of \$22,000.00, as presented.

**Task Order No. 006-2024 in the amount of \$15,350.00:** Upon a motion duly made by Director Berger, seconded by Director Lee and, upon vote, unanimously carried, the District No. 1 Board approved Task Order No. 006-2024 in the amount of \$15,350.00, as presented.

**Task Order No. 007-2024 in the amount of \$17,930.00:** Upon a motion duly made by Director Berger, seconded by Director Lee and, upon vote, unanimously carried, the District No. 1 Board approved Task Order No. 007-2024 in the amount of \$17,930.00, as presented.

**Task Order No. 009-2024 in the amount of \$61,350.00:** Upon a motion duly made by Director Berger, seconded by Director Lee and, upon vote, unanimously carried, the District No. 1 Board approved Task Order No. 009-2024 in the amount of \$61,350.00, as presented.

**Task Order No. 010-2024 in the amount of \$159,600.00:** Upon a motion duly made by Director Berger, seconded by Director Lee and, upon vote, unanimously carried, the District No. 1 Board approved Task Order No. 010-2024 in the amount of \$159,600.00, as presented.

**Parcel U Infrastructure Procurement Memo and Filing 3 Infrastructure Change Order #17 in the amount of \$1,777,242.10:** Director Berger reviewed the Memo and Change Order with the District No. 1 Board. Discussion ensued. Director Berger was directed to send contracts to legal counsel to ensure the existing language confirms with the new policy.

Following review and discussion, upon a motion duly made by Director Tompkins, seconded by Director Lee and, upon vote, unanimously carried, the

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District No. 1 Board approved the Parcel U Infrastructure Procurement Memo and Filing 3 Infrastructure Change Order #17, between District No. 1 and Concrete Express, Inc. in the amount of \$1,777,242.10, as presented.

**Parcel U Infrastructure Procurement – Phase 2 Memo Regarding Awards for Work and Filing 3 Infrastructure Change Order #18 in the amount of \$548,516.05:** Following review and discussion, upon a motion duly made by Director Tompkins, seconded by Director Lee and, upon vote, unanimously carried, the District No. 1 Board approved the Parcel U Infrastructure Procurement – Phase 2 Memo regarding awards for work and Filing 3 Infrastructure Change Order #18, between District No. 1 and Concrete Express, Inc. in the amount of \$548,516.05, subject to the City’s approval of the second report.

MANAGER  
MATTERS

None.

DIRECTOR  
MATTERS

Director Tompkins noted graffiti on the southern pedestrian bridge. He also discussed the turnover of assets stating that as Matrix Design Group, Inc. completes something, there should be a turnover to CLA.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business, the Boards adjourned the meeting at 2:28 p.m.

Respectfully submitted,

DocuSigned by:

*Lisa Ingle*

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Secretary for the Meeting