

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARDS OF DIRECTORS OF THE
BROADWAY STATION METROPOLITAN DISTRICT
NOS. 1 - 3 (THE "DISTRICTS")
HELD
JUNE 24, 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, June 24, 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

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, Nic Carlson and Terri Boroviak; CliftonLarsonAllen LLP ("CLA")

Paul Cockrel, Esq.; Cockrel Ela Glesne Greher & Ruhland, P.C.

ADMINISTRATIVE MATTERS

Call to Order and Agenda: The meeting was called to order at 1:01 p.m. Following review, upon a motion duly made by Director Ingle, seconded by Director Berger and, upon vote, unanimously carried, the Boards approved the consolidated agenda, as amended to include the addition of post packet task orders under "Engineering Matters."

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

Public Comment: None.

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Minutes from the March 25, 2024 Regular 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 March 25, 2024 meeting, as presented.

CONSENT AGENDA

The Boards considered the following items under the Consent Agenda:

- Past Approved Pay Apps and Performance Bonds
- Past Approved Task Orders and Change Orders from Kraemer North America Inc.

Following review, upon a motion duly made by Director Tompkins, seconded by Director Ingle and, upon vote, unanimously carried, the Boards ratified approval of the Consent Agenda, as presented.

FINANCIAL MATTERS

Payment of Claims in the amount of \$4,226,280.75 (District No. 1): Ms. Boroviak presented the Payment of Claims to the District No. 1 Board. Following review, upon a motion duly made by Director Lee, seconded by Director Ingle and, upon vote, unanimously carried, the District No. 1 Board approved payment of claims in the amount of \$4,226,280.75, as presented.

Public Hearing to Consider Amendment of 2023 Budget and Resolution to Amend 2023 Budget (District No. 1): Upon a motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the District No. 1 Board opened the public hearing to consider an amendment to the 2023 Budget at 1:07 p.m.

It was noted that publication of Notice stating that the District No. 1 Board would consider amendment of the 2023 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

No public comments were received, and upon a motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the District No. 1 Board closed the public hearing at 1:08 p.m.

Ms. Boroviak reviewed the 2023 Budget amendment with the District No. 1 Board.

Upon a motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the District No. 1 Board approved the amendment to the 2023 Budget and adopted the Resolution to Amend the 2023 Budget, as presented.

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Draft 2023 Audits: Ms. Boroviak presented the draft 2023 Audits with the Boards. Following review and discussion, upon a motion duly made by Director Tompkins, seconded by Director Jacobs and, upon vote, unanimously carried, the Boards approved the draft 2023 Audits, pending final comments from Board members and Attorney Cockrel.

LEGAL MATTERS

Memorandum Regarding Website Accessibility Requirements: Attorney Cockrel review the Memorandum with the Boards. Following review, upon a motion duly made by Director Tompkins, seconded by Director Ingle and, upon vote, unanimously carried, the Boards approved the Memorandum regarding website accessibility requirements, pursuant to the revision from “Officer” to “Coordinator.”

Conversations with DURA on Third Supplement: Attorney Cockrel provided an update to the Boards.

ENGINEERING MATTERS

Task Orders, Change Orders and Agreements for 2024 (District No. 1): Director Berger reviewed the Task Orders with the District No. 1 Board.

Construction Services Contract Amendment No. 1 for Kentucky Avenue Bridge: Upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote with Director Berger abstaining, unanimously carried, the District No. 1 Board ratified the Construction Services Contract Amendment No. 1 for Kentucky Avenue Bridge, as presented.

Task Order No. 6 – Amendment 4 Filing 3 & 4 Infrastructure from Matrix Design Group Inc. in the amount of \$255,825.00: Upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote with Director Berger abstaining, unanimously carried, the District No. 1 Board ratified Task Order No. 6 – Amendment 4 Filing 3 & 4 Infrastructure from Matrix Design Group Inc. in the amount of \$255,825.00, as presented.

Task Order No. 6 – Amendment 5 Filing 3 & 4 from Matrix Design Group Inc. in the amount of \$295,650.00: Upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote with Director Berger abstaining, unanimously carried, the District No. 1 Board ratified Task Order No. 6 – Amendment 5 Filing 3 & 4 from Matrix Design Group Inc. in the amount of \$295,650.00, as presented.

Task Order No. 6 – Amendment 7 to Bridge Design from Matrix Design Group Inc. in the amount of \$385,822.50: Upon a motion duly made by Director Ingle, seconded by Director Tompkins and,

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upon vote with Director Berger abstaining, unanimously carried, the District No. 1 Board ratified Task Order No. 6 – Amendment 7 to Bridge Design from Matrix Design Group Inc. in the amount of \$385,822.50, as presented.

Task Order No. 6 – Amendment 8 for Bridge Matrix Structure from Matrix Design Group Inc. in the amount of \$66,000.00: Upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote with Director Berger abstaining, unanimously carried, the District No. 1 Board ratified Task Order No. 6 – Amendment 8 for Bridge Matrix Structure from Matrix Design Group Inc. in the amount of \$66,000.00, as presented.

Task Order No. 7 – Amendment 4 for Bridges from Matrix Design Group Inc. in the amount of \$195,640.00: Upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote with Director Berger abstaining, unanimously carried, the District No. 1 Board ratified Task Order No. 7 – Amendment 4 for Bridges from Matrix Design Group Inc. in the amount of \$195,640.00, as presented.

Task Order No. 7 – Amendment 4 for Bridges from Matrix Design Group Inc. in the amount of \$246,487.50: Upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote with Director Berger abstaining, unanimously carried, the District No. 1 Board ratified Task Order No. 7 – Amendment 4 for Bridges from Matrix Design Group Inc. in the amount of \$246,487.50, as presented.

Task Order No. 21 North Pedestrian Bridge from Matrix Design Group Inc. in the amount of \$75,000.00: Upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote with Director Berger abstaining, unanimously carried, the District No. 1 Board ratified Task Order No. 21 North Pedestrian Bridge from Matrix Design Group Inc. in the amount of \$75,000.00, as presented.

Task Order No. 2019-04 Phase II Contract from Matrix Design Group Inc. in an amount not to exceed \$21,000.00: Upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote with Director Berger abstaining, unanimously carried, the District No. 1 Board ratified Task Order No. 2019-04 Phase II Contract from Matrix Design Group Inc. in an amount not to exceed of \$21,000.00, as presented.

Proposal from 8550 Engineering and Consulting for Tree Installation in an approximate amount between \$2,000.00 and \$2,400.00: Upon a motion duly made by Director Ingle, seconded by

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Director Tompkins and, upon vote, unanimously carried, the District No. 1 Board ratified the proposal from 8550 Engineering and Consulting for tree installation in an approximate amount between \$2,000.00 and \$2,400.00, as presented.

Task Order No. 21 for Continuation of Construction Management Services from Matrix Design Group Inc. in the amount of \$560,549.00: Upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote with Director Berger abstaining, unanimously carried, the District No. 1 Board ratified Task Order No. 21 for continuation of construction management services from Matrix Design Group Inc. in the amount of \$560,549.00, as presented.

Task Order No. 22 for Continuation of Survey Services from Matrix Design Group Inc. in the amount of \$98,166.00: Upon a motion duly made by Director Ingle, seconded by Director Tompkins and, upon vote with Director Berger abstaining, unanimously carried, the District No. 1 Board ratified Task Order No. 22 for continuation of survey services from Matrix Design Group Inc. in the amount of \$98,166.00, as presented.

Change Order No. 17 to Broadway Station Filing 3 Infrastructure Project from Concrete Express Inc. in the amount of \$1,777,242.10: Upon a motion duly made by Director Lee, seconded by Director Jacobs and, upon vote, unanimously carried, the District No. 1 Board ratified Change Order No. 17 to Broadway Station Filing 3 Infrastructure Project from Concrete Express Inc. in the amount of \$1,777,242.10, as presented.

Change Order No. 18 to Broadway Station Filing 3 Infrastructure Project from Concrete Express Inc. in the amount of \$548,516.05: Upon a motion duly made by Director Lee, seconded by Director Jacobs and, upon vote, unanimously carried, the District No. 1 Board ratified Change Order No. 18 to Broadway Station Filing 3 Infrastructure Project from Concrete Express Inc. in the amount of \$548,516.05, as presented.

Change Order No. 19 to Broadway Station Filing 3 Infrastructure Project from Concrete Express Inc. in the amount of \$577,020.55: Upon a motion duly made by Director Lee, seconded by Director Jacobs and, upon vote, unanimously carried, the District No. 1 Board ratified Change Order No. 19 to Broadway Station Filing 3 Infrastructure Project from Concrete Express Inc. in the amount of \$577,020.55, as presented.

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MANAGER
MATTERS

None.

DIRECTOR
MATTERS

Director Tompkins discussed specific DURA issues with the Boards. No action was taken.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business, upon a motion duly made by Director Berger, seconded by Director Lee and, upon vote, unanimously carried, the Boards adjourned the meeting at 1:55 p.m.

Respectfully submitted,

Signed by:



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Secretary for the Meeting