

## 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  
OCTOBER 27, 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 October 27, 2023, at 2:00 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 and Nic Carlson; CliftonLarsonAllen LLP ("CLA")  
Nick Taylor and Steph Chichester; North Slope Capital Advisors  
Shelby Noble; Piper Sandler & Co.  
David Lucas; Sherman & Howard L.L.C.  
Paul Cockrel; Cockrel Ela Glesne Greher & Ruhland, P.C.

### ADMINISTRATIVE MATTERS

**Call to Order and Approval of Agenda:** Director Lee called the meeting to order at 2:03 p.m. Following review, upon a motion duly made by Director Lee, seconded by Director Ingle 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

## RECORD OF PROCEEDINGS

---

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

**Public Comment:** None.

### LEGAL MATTERS

**Parameters Resolution for Series 2023 Bonds (District No. 3):** Attorney Cockrel and Attorney Lucas reviewed the details of the attached Parameters Resolution and accompanying Bond documents with the Board of District No. 3. Following review, upon a motion duly made by Director Lee, seconded by Director Jacobs, with a vote of Directors Ingle, Lee, Berger, and Jacobs yea with Director Tompkins abstaining, the Board of District No. 3 adopted and approved the attached Parameters Resolution for Series 2023 Bonds and the accompanying Bond documents, as presented.

**Escrow Agreement (District No. 1):** Following review, upon a motion duly made by Director Lee, seconded by Director Jacobs, with a vote of Directors Ingle, Lee, Berger, and Jacobs yea with Director Tompkins abstaining, the Board of District No. 1 approved the attached Escrow Agreement, as presented.

### OTHER BUSINESS

It was noted that a special meeting is scheduled for November 1, 2023 at 9:00 a.m.

### ADJOURNMENT

There being no further business, upon a motion duly made by Director Lee, seconded by Director Ingle and, upon vote, unanimously carried, the Boards adjourned the meeting at 2:27 p.m.

Respectfully submitted,

DocuSigned by:

*Lisa Ingle*

4BA0B5FF5B5745D...

Secretary for the Meeting