

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
SEPTEMBER 25, 2023

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 September 25, 2023, 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")
Madison Phillips; Cockrel Ela Glesne Greher & Ruhland, P.C.

ADMINISTRATIVE MATTERS

Call to Order and Approval of Agenda: Director Tompkins called the meeting to order at 1:04 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 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.

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.

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Approval of Minutes from the August 15, 2023 Special Meeting: Following review, upon a motion duly made by Director Tompkins, seconded by Director Berger and, upon vote, unanimously carried, the Boards conditionally approved the meeting minutes from the August 15, 2023 Special Meeting, subject to the revisions discussed.

FINANCIAL MATTERS

Payment of Claims in the Amount of \$6,495,891.52 (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 Berger and, upon vote, unanimously carried, the Board of District No. 1 approved and ratified the approval of payment of claims in the amount of \$6,495,891.52, as presented.

June 30, 2023 Financial Statements: Ms. Boroviak reviewed the 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 June 30, 2023 financial statements, as presented.

2022 Audits: Following review, upon a motion duly made by Director Lee, seconded by Director Ingle and, upon vote, unanimously carried, the Boards approved the 2022 Audits, as presented.

LEGAL MATTERS

Resolution Regarding Reimbursements from Future Bond Issue (District No. 3): Attorney Phillips and Director Tompkins reviewed the Resolution with the Board of District No. 3. Following review, upon a motion duly made by Director Tompkins, seconded by Director Lee and, upon vote, unanimously carried, the Board of District No. 3 approved the Resolution Regarding Reimbursements from Future Bond Issue, as presented.

ENGINEERING MATTERS

None.

MANAGER MATTERS

None.

DIRECTOR MATTERS

Change Order #28 for Kentucky Avenue Bridge Tennessee Avenue Waterline from Kraemer North America, Inc. in the Amount of \$502,173.34: Director Berger reviewed the Change Order with the Boards, noting that the work was for a water main extension and expects the work to be completed in the fall. Following review, upon a motion duly made by Director Ingle, seconded by Director Berger and, upon vote, unanimously carried, the Boards ratified the approval of Change Order #28 for Kentucky Avenue Bridge Tennessee Avenue Waterline from Kraemer North America, Inc. in the Amount of \$502,173.34, as presented.

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OTHER BUSINESS

Reschedule December 25th Meeting to November: It was noted that CLA will poll the Boards' availability for dates in November for the 2024 Budget hearing.

Director Tompkins provided an update to the Boards regarding discussions with the City of Denver and Denver Urban Renewal Authority concerning Filing 4 infrastructure improvements.

Director Tompkins informed the Boards that the 2023 JSB Bond disclosures are underway and the bonds are anticipated to close in late October.

ADJOURNMENT

There being no further business, upon a motion duly made by Director Jacobs, seconded by Director Berger and, upon vote, unanimously carried, the Boards adjourned the meeting at 1:31 p.m.

Respectfully submitted,

DocuSigned by:

Lisa Ingle

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Secretary for the Meeting