

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 23, 2022

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 23, 2022, at 9:00 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
Elizabeth Lee, Treasurer
Dan Jacobs, Assistant Secretary/Treasurer

Secretary Lisa Ingle and Assistant Secretary/Treasurer Tom Berger were absent and excused.

Also, In Attendance Were:

Anna Jones; CliftonLarsonAllen LLP ("CLA")
Paul Cockrel and Madison Phillips; Cockrel Ela Glesne Greher & Ruhland, P.C.
Terry Smith and Tamara Lowin; Members of the Public

ADMINISTRATIVE MATTERS

Call to Order and Approval of Agenda: Director Tompkins called the meeting to order at 9:05 a.m. Following review, upon a motion duly made by Director Tompkins, seconded by Director Lee 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.

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Public Comment: None.

LEGAL MATTERS

Executive Session Pursuant to 24-6-402(4)(b) and (e), C.R.S., Relating to Engagement and Advice of Special Counsel with Respect to Denver Urban Renewal Authority Determinations and Related Matters: Upon a motion duly made by Director Tompkins, seconded by Director Lee and, upon vote, unanimously carried, the Boards entered into Executive Session at 9:13 a.m.

Upon a motion duly made by Director Tompkins, seconded by Director Lee and, upon vote, unanimously carried, the Boards exited Executive Session at 9:29 a.m. and entered into regular session.

The Boards authorized the engagement of Sherman & Howard as special counsel.

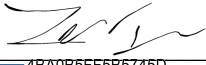
OTHER BUSINESS

Other: None.

ADJOURNMENT

There being no further business, upon a motion duly made by Director Lee, seconded by Director Jacobs and, upon vote, unanimously carried, the Boards adjourned the meeting at 9:31 a.m.

Respectfully submitted,

DocuSigned by:

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Secretary for the Meeting