

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE BROADWAY PARK NORTH METROPOLITAN DISTRICT NO. 1 HELD SEPTEMBER 20, 2021

A special meeting of the Board of Directors of Broadway Park North Metropolitan District No. 1 (hereinafter the "Board") was duly held on Monday, September 20, 2021, at 9:00 a.m., at the office of D4 Urban LLC, 595 S. Broadway, Suite 200, Denver, Colorado 80209. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Daniel M. Cohen, President
Chris Waggett, Secretary
Donna Chan, Treasurer

Also In Attendance Were:

Paula Williams and Jennifer S. Henry (via telephone); McGeady Becher P.C.
Diane Wheeler (via telephone); Simmons & Wheeler, P.C.
Dawn Schilling (via telephone); Schilling & Company, Inc.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Attorney Williams noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. Attorney Williams noted that all Directors' Disclosure Statements had been filed by the statutory deadline.

ADMINISTRATIVE MATTERS

Agenda: The Board reviewed the Agenda for the meeting and following discussion, upon a motion duly made by Director D. Cohen, seconded by Director Chan, and upon vote unanimously carried, the Board approved the Agenda, as amended, and excused the absences of Directors Frank and W. Cohen.

Meeting Location: The Board entered into discussions regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, upon motion duly made by Director D. Cohen, seconded by Director Chan, and upon vote unanimously carried, the Board determined that because there was not a suitable or convenient location within the District boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated date, time and location. It was further noted that notice of the time, date and location of the meeting was duly posted and that no objections to the location or any requests

that the meeting place be changed by taxpaying electors within the District's boundaries have been received.

Designation of 24-Hour Posting Location: Following discussion, upon motion duly made by Director D. Cohen, seconded by Director Chan and, upon vote, unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted on the District's website at least 24-hours prior to each meeting or if unavailable at the following physical location: on a light pole in the boundaries of the District.

Public Comment: There was no public comment.

November 2, 2020 Special Meeting Minutes and November 11, 2020 Continued Meeting Minutes: Following discussion, upon a motion duly made by Director D. Cohen, seconded by Director Chan, and upon vote unanimously carried, the Board approved the minutes from the November 2, 2020 Special Meeting and the November 11, 2020 Continued Meeting.

FINANCIAL MATTERS

Payment of Claims: The Board reviewed the claims list. Following discussion, upon motion duly made by Director Chan, seconded by Director D. Cohen, and upon vote unanimously carried, the Board ratified the payment of claims as presented in the amount of \$202,897.78.

2021 Budget Amendment Hearing: The President opened the public hearing to consider amending the 2021 Budget.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2021 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 this public hearing. There were no comments from the public in attendance and the public hearing was closed.

Following discussion, upon motion duly made by Director D. Cohen, seconded by Director Chan, and upon vote unanimously carried, the Board adopted Resolution No. 2021-09-01 Amending the 2021 Budget.

2020 Audit: Ms. Schilling presented the 2020 Audit to the Board. Following discussion, upon motion duly made by Director D. Cohen, seconded by Director Chan, and upon vote unanimously carried, the Board approved the 2020 Audit and authorized execution of the Representations Letter.

Engineer's Report and Verification of Costs Associated with PPF AMLI Broadway Park, LLC Horizontal Work dated September 2, 2021 ("PPM AMLI Report"), prepared by Schedio Group, LLC ("Schedio"): Following review, upon a motion duly made by Director D. Cohen, seconded by Director Chan, and upon vote unanimously carried, the Board accepted the PPF AMLI Report prepared by Schedio, in the amount of \$902,190.21 and authorized reimbursement under the Facilities Funding and Acquisition Agreement with

PPF AMLI Broadway Park, LLC, in the amount of final verified costs by Schedio.

Engineer's Report and Verification of Costs Associated with PDG Denver Design LLC Horizontal Work dated September 2, 2021 ("PDG Report"), prepared by Schedio: Following review, upon a motion duly made by Director D. Cohen, seconded by Director Chan, and upon vote unanimously carried, the Board accepted the PDG Report prepared by Schedio, in the amount of \$1,232,924.73 and authorized reimbursement under the Facilities Funding and Acquisition Agreement with PDG Denver Design LLC, TI-Grand Crossing, L.L.C. and TGI-Denver Design District, L.L.C., in the amount of final verified costs by Schedio.

Engineer's Report and Verification of Costs Associated with BMP Northwest LLC Work dated September 20, 2021 ("BMP Northwest Report"), prepared by Schedio: Following review, upon a motion duly made by Director D. Cohen, seconded by Director Chan, and upon vote unanimously carried, the Board accepted the PDG Report prepared by Schedio, in the amount of \$6,202,761.79 and authorized reimbursement under the Facilities Funding and Acquisition Agreement with BMP Northwest LLC., in the amount of final verified costs by Schedio.

CAPITAL IMPROVEMENTS

Alameda Transit Plaza Art Installation: Director C. Cohen reported that the Art Installation is complete.

Artwork Reproduction Rights License Agreement: Following discussion, upon motion duly made by Director D. Cohen, seconded by Director Chan, and upon vote unanimously carried, the Board ratified approval of the Artwork Reproduction Rights License Agreement between the District and Clark Richert.

Status of Public Improvement to support Price and AMLI Developments: Director D. Cohen provided a brief report.

Rules and Regulations for Mercado Plaza: Discussion deferred.

LEGAL MATTERS

Second Amendment to Facilities Funding and Acquisition Agreement with BMP Northwest LLC: Following discussion, upon motion duly made by Director D. Cohen, seconded by Director Chan, and upon vote unanimously carried, the Board ratified approval of the Facilities Funding and Acquisition Agreement with BMP Northwest LLC.


Agreement for Services – Civil Engineering Review of Authorized Expenditures: Following discussion, upon motion duly made by Director D. Cohen, seconded by Director Chan, and upon vote unanimously carried, the Board approved the Agreement for Services – Civil Engineering Review of Authorized Expenditures with Martin/Martin, Inc.

Emblem Encroachment Permit and Indemnification Letter: Following discussion, upon motion duly made by Director D. Cohen, seconded by Director Chan, and upon vote unanimously carried, the Board ratified approval of the application for Emblem Encroachment Permit and Indemnification Letter to the City and County of Denver.

OTHER MATTERS: The Board rescheduled the October 20, 2021 budget meeting to November 4, 2021 at 9:00 a.m. at the offices of D4 Urban LLC.

ADJOURNMENT There being no further business to come before the Board at this time, the meeting was adjourned.

Respectfully submitted,

By 

Secretary for the Meeting