

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE BROADWAY PARK NORTH METROPOLITAN DISTRICT NO. 2 HELD SEPTEMBER 20, 2021

A special meeting of the Board of Directors of Broadway Park North Metropolitan District No. 2 (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. It was noted that the meeting was being held within the boundaries of the District. 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 November 11, 2020 Continued Meeting.

## FINANCIAL MATTERS

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, it was determined an amendment to the 2021 Budget was not necessary at this time.

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 ("PPF 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 acknowledged Broadway Park North Metropolitan District Nos. 1's ("District No. 1") authorization of 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 acknowledged District Nos. 1's authorization of 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 acknowledged District Nos. 1's authorization of reimbursement under the Facilities Funding and Acquisition Agreement with BMP Northwest LLC., in the amount of final verified costs by Schedio.

Requisition of funds pursuant to the 2020 Bonds and authorize necessary actions in conjunction therewith: The Board discussed the Requisition of funds for the payment of vendors and reimbursements to PPF AMLI Broadway Park, LLC, PDG Denver Design LLC, TI-Grand Crossing, L.L.C. and TGI-Denver Design District, L.L.C., and BMP Northwest LLC, as authorized above, pursuant to the 2020 Bonds. Following discussion, upon a motion duly made by Director D. Cohen, seconded by Director Chan, and upon vote unanimously carried, the Board authorized and approved the Requisition of funds pursuant to the 2020 Bonds and authorized necessary actions in conjunction therewith.

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