

MINUTES OF A SPECIAL MEETING OF THE BOARDS OF DIRECTORS

OF

BROOMFIELD VILLAGE METROPOLITAN DISTRICT NO. 2 & FLATIRON MARKETPLACE METROPOLITAN DISTRICT (“Districts”)

Held: Tuesday, September 1, 2020 at 10:00 a.m. via Teleconference

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders, issued by the Colorado Department of Health and Environment (CDPHE), and the threat posed by the COVID-19 coronavirus, the meeting was held via teleconference.

**Joint Meeting**

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes is the action of each of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

**Attendance**

A special meeting of the Boards of Directors of the Broomfield Village Metropolitan District No 2 & Flatiron Marketplace Metropolitan District, County of Broomfield, Colorado (“**Boards**”), was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present and acting:

Michael Tamblyn

Also present were:

George M. Rowley, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel, Diane Wheeler, Simmons and Wheeler, District Accountants, Dave Holland and Rick Merkel

**Call to Order**

Director Tamblyn noted that a quorum of the Boards were present and called the meeting to order.

**Disclosure of Potential Conflicts of Interest**

Mr. Rowley advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Rowley reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Mr. Rowley inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

**Agenda**

The agenda for the District's special meeting was distributed for the Boards' review. Following discussion and upon motion duly made and seconded the Boards unanimously approved the agenda.

**Appointment of Director**

Mr. Rowley stated that a notice of vacancy had been published and no letters of interests had been received. The Boards then appointed Mr. Merkel as the Secretary/Treasurer and administered the oath.

**Public Comment**

None.

**Meeting Minutes**

Mr. Rowley presented the July 7, 2020 Special Meeting Minutes to the Board. Following discussion, upon motion duly made and seconded the Boards unanimously ratified the minutes.

**Legal Matters**

**Update on Bond Issue**

The Boards engaged in a general discussion regarding an update on the Bond Issuance.

**Update on Construction**

Mr. Holland provided an update on construction happening within the Districts' boundaries.

**Consider Approval for District Engineer**

After discussion and review of the three proposals and upon a motion duly made and seconded, the Boards approved the proposal from MMI Water Engineers LLC.

Consider Approval of Municipal Financial Advisor for Bonds After discussion and review of the proposals and upon a motion duly made and seconded, the Boards approved the proposal from Piper Sandler to act as municipal advisor..

Bond Underwriter After discussion and upon a motion duly made and seconded, the Boards ratified Stifel Nicholas as the bond underwriter.

Market Study After discussion and upon a motion duly made and seconded, the Boards authorized Director Tamblyn to sign an agreement for a market study.

Consider Approval of Bond Fee Disclosure Mr. Rowley presented the Approval of Bond Fee Disclosure to the Boards. Following discussion, upon motion duly made and seconded the Boards unanimously approved the disclosure.

### **Financial Matters**

Payables/Financials The Boards engaged in a general discussion regarding the payables/financials. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved and ratified the payables and accepted the financials.

Consider Approval of 2019 Audit Ms. Wheeler presented the Broomfield Village Board with the 2019 Audit for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the 2019 Audit subject to a clean opinion and final review by legal counsel.

**Other Business** Next Meeting & Budget Hearing: October 6, 2020

**Adjournment** There being no further business to come before the Boards and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting

  
Rick Merkel (Oct 12, 2020 09:41 MDT)

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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 6<sup>th</sup> day of October, 2020.