

MINUTES OF A SPECIAL MEETING OF THE BOARDS OF
DIRECTORS
OF
BROOMFIELD VILLAGE METROPOLITAN DISTRICT NO. 2
& FLATIRON MARKETPLACE METROPOLITAN DISTRICT
("Districts")

Held: Tuesday, March 9, 2021 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
Richard Merkel
David Olderman

Also present were:

George M. Rowley, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Diane Wheeler, Simmons and Wheeler, District Accountants; Dave Holland, Provident Real Estate; Casey Lekahal with Sherman & Howard, Bond Counsel; Alan Matlosz with Stifel; Allison Hanson, White Bear Ankele Tanaka & Waldron who was present at the meeting location..

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.

Approval of 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 as presented.

Public Comment

None.

Consider Approval of Minutes from December 11, 2020 Special Meeting

Mr. Rowley presented the Minutes from December 11, 2020 to the Boards for consideration. Following discussion, upon a motion duly made and seconded, the Boards approved the minutes.

Legal Matters

Resolution Ratifying Prior Actions of the Boards

Mr. Rowley presented a Resolution Ratifying Prior Actions of the Boards to the Boards for consideration. Following discussion, upon a motion duly made and seconded, the Boards approved the resolution.

2021 Bonds

Consider issuance of general obligation indebtedness consisting of
GENERAL OBLIGATION LIMITED TAX AND REVENUE

Mr. Lekahal provided a summary of the bond resolution and Mr. Matlosz provided a summary of the financing. After discussion and upon a motion duly made and seconded, the Board for Broomfield Village Metropolitan District unanimously approved the resolution.

*REFUNDING
BONDS, SERIES
2021A-1 in an amount
of approximately
\$7,500,000 and
GENERAL
OBLIGATION
LIMITED TAX AND
REVENUE BONDS,
SERIES 2021A-2, in
an amount of
approximately
\$5,500,000, which
amounts are subject to
increase or decrease
as determined by the
Board, or as otherwise
permitted by any
resolution adopted by
the Board at such
meeting, and, in
connection therewith,
the Board will
consider a resolution:
authorizing the
issuance of such
indebtedness;
approving, ratifying
and confirming the
execution of certain
documents; making
determinations and
findings as to other
matters related to such
financing*

Consider Approval of
Resolution Accepting
District Eligible Costs

Mr. Rowley reviewed the Resolution Accepting District Eligible Costs with the Board of Broomfield Village Metropolitan District No. 2. Following discussion, upon a motion duly made and seconded, the Board for Broomfield Village Metropolitan District No. 2 unanimously approved the resolution, subject to an Accountant's Certificate, a certificate from the Developer's Engineer, and a signed Warranty Agreement with Residences at Flatiron Marketplace LP.

Consider Approval of
Warranty Agreement
with Residences at
Flatiron Marketplace
LP

Mr. Rowley reviewed the Warranty Agreement with Residences at Flatiron Marketplace LP with the Board of Broomfield Village Metropolitan District No. 2. Following discussion, upon a motion duly made and seconded, the Board for Broomfield Village Metropolitan District No. 2 unanimously approved the agreement subject to signature by the Residences at Flatiron Marketplace LP and final review by legal counsel.

Financial Matters

Consider Approval of
Payment of Claims
and Financials

Ms. Wheeler presented the payment of claims and financials. Following discussion, the Boards approved the claims and accepted the financials.

Other Business

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

Rick Merkel (Oct 6, 2021 15:56 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 5th day of October, 2021