

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

Held: Tuesday, July 19, 2022, at 11:00 a.m. 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

Also present were:

George M. Rowley, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Diane Wheeler, Simmons and Wheeler, District Accountants; and Dave Holland, Provident Real Estate.

Call to Order

Director Tamblyn noted that a quorum of the Boards was 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 as to whether any

Directors of the Boards had any additional disclosures of potential or existing conflicts of interest with respect to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the Directors present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Agenda

The agenda for the Districts' regular meeting was distributed for review by the Boards. Following discussion, and upon motion duly made and seconded, the Boards unanimously approved the agenda as presented.

Public Comment

None.

Consent Agenda

Mr. Rowley provided the items on the consent agenda to the Boards. Mr. Rowley advised that any item can be removed from the consent agenda to the regular agenda upon a request from any Director. No items were requested to be moved from the consent agenda. Upon a motion duly made and seconded, the Boards unanimously approved, adopted and ratified the following items:

- April 5, 2022 Regular Meeting Minutes

Legal Matters

Mr. Rowley advised the Boards that the requisition for District eligible costs had been finalized and is ready for signature.

Financial Matters

Consider Acceptance of Unaudited Financials and Approval of Claims

Ms. Wheeler presented the March 31, 2022, unaudited financial statements to the Boards for consideration. Following discussion, and upon a motion duly made and seconded, the Boards unanimously accepted the March 31, 2022, unaudited financials.

Ms. Wheeler presented the claims to the Boards for consideration. Following discussion, and upon a motion duly made and seconded, the Boards unanimously accepted the claims in the amount of \$11,306.93.

Review Draft 2021 Audit Ms. Wheeler presented the draft 2021 Audit to the Board of Broomfield Village Metropolitan District No. 2. Following discussion, and upon a motion duly made and seconded, the Board of Broomfield Village Metropolitan District No. 2 unanimously accepted the 2021 Audit, subject to comments from the Auditor and Legal Counsel.

Other Business Mr. Holland reported that the first phase is now about 85% occupied and the developer has submitted plans for the second phase of the project, a five-story building with a private parking structure to be called “Traverse” located directly west of the existing building. He also reported that the Flatiron Marketplace Metropolitan District Fashion District is currently on hold.

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

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

Rick Merkel

Secretary for the Meeting

The foregoing Minutes were approved by the Boards of Directors on the 4th day of October 2022.