

MINUTES OF A SPECIAL MEETING OF THE BOARDS OF DIRECTORS

OF

TRANSPORT METROPOLITAN DISTRICT NOS. 1-4

Held: Monday, March 22, 2021 at 1:00 p.m. via teleconference

Due to the Executive Order issued by Governor Polis on April 26, 2020, requiring all residents of the State of Colorado to stay-at-home to minimize the spread and impact of COVID-19, and the Updated Public Health Order 20-28 implementing the Executive Order, issued by the Colorado Department of Public Health and Environment (CDPHE) on April 26, 2020, the meeting was held via teleconference.

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

The special meeting of the Boards of Directors of Transport Metropolitan District Nos. 1-4 was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, have confirmed their qualifications to serve, were in attendance via teleconference:

Kelsey B. Hall
Karl Knapp
Richard Montgomery

Also present were William P. Ankele, Jr., Esq., Zachary P. White, Esq., White Bear White Tanaka & Waldron, Attorneys at Law; Jason Carroll, Vy Nguyen, CliftonLarsonAllen; Steven Marshall, Nick Hernandez, Theron Skidmore, Western Transport LLC; and Jim Brodie, Complex Partners.

Call to Order/Declaration of Quorum

It was noted that a quorum of the Boards was present and Director Knapp called the meeting to order at 1:03 p.m.

Conflict of Interest

Mr. Ankele advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at

Disclosures

the meeting. Mr. Ankele reported that disclosures for those directors with 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. Ankele noted that a quorum was present and 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. Director Hall noted her affiliation with Western Transport, LLC as Senior Land and Project Manager. The Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Approval of Agenda

Mr. Ankele presented the proposed agenda to the Boards for consideration. Following discussion, upon a motion duly made by Director Hall and seconded by Director Knapp, the Boards unanimously approved the agenda as presented.

Approval of Minutes from February 10, 2021, Joint Special meeting

Mr. White presented the Minutes from the February 10, 2021 Joint Special meeting to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the minutes as presented.

Public Comment

No members of the public were present.

Legal Matters

Consider Ratification of Full and Final Release and Settlement Agreement with Hydro Resources – Rocky Mountain, Inc.

Mr. White presented the Full and Final Release and Settlement Agreement with Hydro Resources – Rocky Mountain, Inc. to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously ratified the agreement.

Discussion regarding Establishment of Monthly Meeting Schedule

The Boards engaged in a discussion regarding the Establishment of a Monthly Meeting Schedule. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the regular meeting dates changed to the 3rd Thursday of each month, at 10:00 a.m.

Consider Amendment to Annual Administrative Resolution

Mr. White presented the Amendment to the Annual Administrative Resolution to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the amendment.

Construction Matters

Review Bids for
Construction Management
Services

Mr. White presented the Bids for Construction Management Services to the Board of District No. 1. Mr. White advised the Board that Western Transport, LLC was the only bidder. Mr. Marshall discussed the bid and qualifications to provide the services. Mr. Skidmore was proposed to act as the primary construction manager contact at Western Transport, LLC.

Consider Approval of
Construction Management
Services Agreement with
Western Transport, LLC

Mr. White presented the Construction Management Services Agreement with Western Transport, LLC to the Board of District No. 1. After discussion, the Board determined that the proposed compensation was reasonable. Following discussion, upon a motion duly made and seconded, the Board approved the agreement. Director Hall informed the Board that she has a potential conflict of interest involving the matter discussed herein, and Director Hall abstained from voting on the matter.

Consider Approval of Sub-
Area 1, Filing 1 Grading
and Erosion Control
Construction Agreement
with Kelley Trucking

Mr. White presented the Sub-Area 1, Filing 1 Grading and Erosion Control Construction Agreement with Kelley Trucking to the Board of District No. 1. Mr. White discussed the proposed use of AIA standard construction agreement proposed for use by Western Transport. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement, subject to review from Legal Counsel, and updates to include required public entity construction contract language.

Review Bids for
Construction Water Storage
Pond Construction Project

Mr. White presented the Bids for Construction Water Storage Pond Construction Project. Mr. White and Mr. Brodie reviewed bids received from HEI, and Dufrane. The apparent low bidder was identified. The Board of District No. 1 discussed the variation between bids, and changes that may be made to materials used, which may further decrease the bid amount. The Board also discussed changes to the plans that may increase the bid amount.

Consider Approval of
Construction Water Storage
Agreement, authorize
Notice of Award, and
Notice to Proceed

The Board of District No. 1 determined to award the contract to the apparent low bidder, subject to final review of the bids and comparison of the bid amounts and totals, and finalizing contract form and plans. The contract amount may include a 10% contingency added to the contract price. Legal Counsel will finalize form of AIA contract for use. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the construction agreement, Notice of Award, and Notice to Proceed with the apparent low bidder, subject to finalization of the contract documents and confirming the low bidder.

Discussion re Rebidding Sub-Area 1, Filing 1, Road and Utilities Construction Project

The Board of District No. 1 discussed reasons for rebidding the Sub-Area 1, Filing 1 construction agreement. It was noted that the plans are now more complete than when the original bid was sent out, and Filing 1-A has been removed from the bid plans. Mr. Ankele noted that statute permits the Board to reject all prior bids. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the rebidding of the construction project, once plans are finalized.

Consider Approval of Change Order Nos. 2 & 3 to Construction Agreement with Hydro Resources – Rocky Mountain Inc.

Mr. White presented the Change Order Nos. 2 & 3 to Construction Agreement with Hydro Resources – Rocky Mountain Inc., to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the change orders.

Consider Approval of City of Aurora Application for Permit Stormwater Quality Discharge Construction Activities re Grading and Erosion Control Construction Project

Mr. White presented the City of Aurora Application for Permit Stormwater Quality Discharge Construction Activities Regarding Grading and Erosion Control Construction Project to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the application.

Consider Approval of Change Order No. 1 to Agreement with Newterra for Influent Lift Station Assembly

Mr. White presented Change Order No. 1 to Agreement with Newterra for Influent Lift Station Assembly to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the change order.

Consider Approval of Independent Contractor Agreement with Underground Consulting Solutions for Pothole Services

Mr. White presented the Independent Contractor Agreement with Underground Consulting Solutions for Pothole Services. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the agreement.

Consider Approval of Independent Contractor Agreement with HydroLogistics, LLC for Water Storage Equipment Rental

Mr. White presented the Independent Contractor Agreement with HydroLogistics, LLC for Water Storage Equipment Rental to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Consider Approval of Independent Contractor Agreement with Aureus

Mr. White presented the Independent Contractor Agreement with Aureus Energy Services, Inc. for Water Transfer Services to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Energy Services, Inc. for
Water Transfer Services

Discussion re Access to
Western Transport, LLC
Property for Construction
Activities

Temporary Construction Easements

The Board of District No. 1 engaged in a discussion regarding Temporary Construction Easements. Following discussion, the Board directed legal counsel to provide a form of Temporary Construction easements to review. Additionally, the Board directed CVL to prepare an exhibit for the bounds of construction to include with the form.

Lease for Construction Water Pond

The Board engaged in a discussion regarding the Lease for Construction Water Pond. Following discussion, the Board directed legal counsel to provide a form of ground lease, for review.

Discussion re Access to
Adams County Rights-of-
Way for Construction
Activities (Temporary
Water Supply Line
Easements)

The Board of District No. 1 engaged in a Discussion re Access to Adams County Rights-of-Way for Construction Activities (Temporary Water Supply Line Easements). Director Hall noted that the District will need to use a lay flat water line across Adams County property for bringing water to the District, for construction purposes. Following discussion, the Board directed legal counsel to review the proposed license agreement with Adams County.

Financial Matters

Consider Approval of
Payables/Financials

Mr. Carroll and Ms. Nguyen provided the Payables/Financials to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the payables and financials.

Public Hearings on 2020
Budget Amendments
(District Nos. 1 & 2)

Director Hall opened the public hearing on the 2020 Budget Amendments. Mr. Ankele noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of
Resolution Amending 2020
Budget (District No. 1)

Mr. Carroll reviewed the Resolution Amending the 2020 Budget with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously adopted the resolution amending the General Fund to \$115,000 and the Capital Projects Fund to \$71,000.

Consider Adoption of
Resolution Amending 2020
Budget (District No. 2)

Mr. Carroll reviewed the Resolution Amending the 2020 Budget with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously

adopted the resolution amending the General Fund to \$75,000.

Other Business

Discussion re Director
Vacancies on Boards of
Directors

The Boards engaged in a Discussion Regarding Vacancies on the Boards of Directors. Director Knapp indicated a desire to resign. Following discussion, the Boards directed legal counsel to publish a Notice of Vacancy in the earliest available approved newspaper. The Boards will consider appointments at a subsequent meeting.

Adjourn

Next meeting April 15, 2021.

There being no further business to come before the Boards, and following discussion and upon a 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.

Kelsey Hall

Secretary for the Meeting

The foregoing minutes were approved on the 15th day of April, 2021.