

MINUTES OF A SPECIAL MEETING OF THE BOARDS OF DIRECTORS

OF

TRANSPORT METROPOLITAN DISTRICT NOS. 1-4

Held: Thursday, April 15, 2021 at 10:00 a.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 Zachary P. White, Esq., White Bear White Tanaka & Waldron, Attorneys at Law; Jason Carroll, Vy Nguyen, CliftonLarsonAllen; Steven Marshall, Western Transport LLC; Nick Hernandez, Western Transport LLC; Theron Skidmore (Construction Manager), 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.

Conflict of Interest Disclosures

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

Consider Appointments to Fill Board Vacancies and Election of Officers

Mr. White discussed with the Boards the process to appoint Directors to fill vacancies. Mr. White noted that the Boards published a Notice of Vacancy and no eligible electors presented a letter of interest to be appointed to the Boards. Nick Hernandez expressed interest in being appointed to the Boards. His qualifications were confirmed by legal counsel. Following discussion, upon a motion duly made and seconded, the Boards unanimously appointed Nick Hernandez to the Boards of District Nos. 1-4, and directed legal counsel to prepare and file all required documents.

The Boards engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Boards elected Director Hernandez as President, Director Hall as Secretary/Treasurer, and Director Montgomery as Assistant Secretary.

Approval of Agenda

Mr. White 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 March 22, 2021, Joint Special meeting

Mr. White presented the Minutes from the March 22, 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.

## Construction Matters

Consider Approval of Temporary Construction Easement Agreement with Western Transport, LLC

Mr. White discussed the need for a Temporary Construction Easement Agreement with Western Transport, LLC to the Boards. Mr. White discussed with the Board of No. 1 the need to access Western Transport, LLC's property to undertake construction activities. Legal and Western Transport, LLC will be working to determine which property should be included in the temporary construction easement. No decisions were made, and the matter was deferred.

Consider Approval Water Supply Line Temporary Easement Agreement with Adams County

Mr. White discussed the need for a Water Supply Line Temporary Easement Agreement with Adams County to the Boards. Adams County is anticipated to approve the agreement in early May. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agreement, subject to approval by Adams County. The Board of District No. 1 will sign the agreement after Adams County approves the agreement.

Consider Ratification of Independent Contractor Agreement with Kelley Trucking for Water Trucking Services

Mr. White presented the Independent Contractor Agreement with Kelly Trucking for Water Trucking Services to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously ratified the agreement.

Consider Ratification of Independent Contractor Agreement with McDonald Farms Enterprises, Inc. for Water Trucking Services

Mr. White presented the Independent Contractor Agreement with McDonald Farms Enterprises, Inc. for Water Trucking Services to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Boards unanimously ratified the agreement.

Consider Approval of Addenda with Westwood Professional Services, Inc. (CVL)

Mr. White presented the Addenda with Westwood Professional Services, Inc. (CVL) to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 approved the addenda. Director Knapp abstained from voting on the matter.

Consider Approval of Independent Contractor Agreement with Felsburg, Holt & Ullevig for Transportation Services

Mr. White presented the Independent Contractor Agreement with Felsburg, Holt & Ullevig for Transportation Services to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 approved the agreement.

Consider Approval of Independent Contractor Agreement with 5 Smooth Stones Restoration, PLLC for Construction Observation Services

Mr. White presented the Independent Contractor Agreement with 5 Smooth Stones Restoration, PLLC for Construction Observation Services and scope of work to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the agreement.

Discussion and Consideration to Bid Construction Contracts

Mr. White discussed with the Boards the process for bidding two new construction projects with the Boards.

Consider Approval to Bid Transport Elevated Potable Water Storage Tank Construction Project

Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously determined to bid the project.

Consider Approval to Bid Well #1 Equipment and Site Improvements Construction Project

Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously determined to bid the project.

Consider Award of Construction Agreement for Construction Water Storage Pond to Dufrane Construction, LLC

Mr. Skidmore discussed the Award of Construction Agreement for Construction Water Storage Pond to Dufrane Construction, LLC and reviewed and compared the three bids previously reviewed by the Board of District No. 1. Dufrane Construction, LLC was determined to be the low bidder after comparing all the bid quantities and totals. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the award to Dufrane Construction, LLC.

Consider Approval of Change Order No. 4 to Well Drilling Construction Agreement with Hydro Resources-Rocky Mountain, Inc.

Mr. White presented Change Order No. 4 to Well Drilling 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 of District No. 1 unanimously approved the change order.

### Legal Matters

Discussion and Consider Approval of Water Purchase Agreement with Western Transport, LLC

Mr. Marshall discussed the status of discussions regarding a Water Purchase Agreement with Western Transport, LLC. Mr. White discussed with the Boards certain statutory limitations on acquisition of water that need to be reviewed and considered. The Board of District No. 1 determined to continue to explore the transaction with

Western Transport, LLC.

Discussion and Consider Approval of Lease Agreement with Western Transport LLC for Water Supply Lines, Water Well Pads, Construction Ponds, and AST Locations

The Board of District No. 1 engaged in a discussion regarding the Lease Agreement with Western Transport LLC for Water Supply Lines, Water Well Pads, Construction Ponds, and AST Locations. Mr. White and Mr. Marshall discussed with the Board leasing certain property from Western Transport, LLC. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 determined to continue to explore the transaction with Western Transport, LLC.

Financial Matters

Consider Adoption of Resolution Re Acceptance of District Eligible Costs Incurred by Western Transport, LLC

Mr. White presented the Resolution Regarding Acceptance of District Eligible Costs Incurred by Western Transport, LLC to the Boards of Districts No. 1 and No. 3. Mr. White discussed that Schedio Group has presented Engineer's Verification Report No. 4, which recommends the reimbursement of district eligible costs for reimbursement to Western Transport, LLC. It was noted that Schedio Group's report is being updated to include costs that were missed. CliftonLarsonAllen is also reviewing the costs and will provide a certification. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1 and 3 unanimously adopted the resolution, subject to receipt of a final certification from Schedio Group and CliftonLarsonAllen. District No. 1 approved the requisition a requisition to the project fund in the amount of the final certification, subject to receipt of the same.

Consider Approval/Ratification of Engineers Cost Verification Report

The Boards reviewed cost verifications 2, 3 and 4, prepared by Schedio Group. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the cost verifications.

Consider Approval of Payables/Financials

Ms. Nguyen presented the Payables/Financials to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the current claims and cash sheets.

Other Business

Discussion Re Insurance Coverage for the District

Mr. White discussed the current Insurance Coverage for the Districts with the Boards. The Boards will continue to discuss insurances needs as improvements are constructed and put in service by the Districts. No action was taken.

Other

Director Knapp resigned his position on all Boards, Nos. 1-15 at the

end of the meeting. The Boards acknowledged the resignation of Director Knapp and thanked him for his service to the Districts.

Next Meeting

May 20, 2021.

Adjourn

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.



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Secretary for the Meeting

The foregoing minutes were approved on the 20<sup>th</sup> day of May, 2021.