

MINUTES OF A SPECIAL MEETING OF THE BOARDS OF DIRECTORS

OF

TRANSPORT METROPOLITAN DISTRICT NOS. 1-4

Held: Thursday, June 17, 2021 at 10:00 a.m. via teleconference

Due to the risks posed by COVID-19, this 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:

Nick Hernandez
Kelsey B. Hall
Richard Montgomery

Also present were William P. Ankele, Jr., Esq., White Bear White Tanaka & Waldron, Attorneys at Law; Jason Carroll, CliftonLarsonAllen; Theron Skidmore (Construction Manager), Steven Marshall, 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 Hernandez called the meeting to order.

Conflict of Interest Disclosures

Mr. Ankele advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at 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. Director Hernandez noted his affiliation with Western Transport, LLC as CEO. 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 and seconded, the Boards unanimously approved the agenda as presented.

Approval of Minutes from
May 27, 2021, Joint
Regular meeting

Mr. Ankele presented the Minutes from the May 20, 2021 Joint Regular 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

Construction Status Update

Mr. Skidmore updated the Boards on Construction matters. The work with Kelley Trucking is ongoing. Mr. Skidmore noted that Well 2 is close to producing and that Well 3 is currently being drilled. Currently the Sub-Area 1 Road and Utilities Construction Project is out to bid; the bid opening is July 4th. Mr. Skidmore also noted that the Roadway/Utility project bids are due July 8th and that bids for the Waste Water Treatment Plant Project are due on June 24th.

Legal Matters

Consider Approval of
Master Engineering
Services Agreement with
Westwood Professional
Services, Inc.

Mr. Ankele presented the Master Engineering Services Agreement with Westwood Professional Services, Inc, noting that the agreement calls for a series of services necessary for future district projects, some of which are fixed fee and others are hourly, and that the projects would be initiated by separate work orders. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agreement in a joint motion with Work Order No. 1, subject to final language after Westview review, with legal counsel to consult with Director Hall.

Consider Approval of Work Order to Westwood Professional Services, Inc. for Survey Services

The Work Order to Westwood Professional Services, Inc. for Survey Services as approved in a joint motion with the Master Engineering Services Agreement.

Consider Approval of Independent Contractor Agreement with Select Energy Services, LLC for Water Transfer Services

Mr. Ankele presented the Independent Contractor Agreement with Select Energy Services for water transfer services and noted that the District's approved form of agreement had been heavily edited by the contractor; legal counsel accepted certain changes made, and rejected others. Mr. Ankele advised the Boards that there could be additional language changes to the agreement, based on the edits. Following discussion, upon a joint motion duly made and seconded, the Boards unanimously approved the agreement, subject to review by Select Energy Services.

Consider Approval of Work Order 1 to Independent Contractor Agreement with Lyons Automation for Potable Water System Control Services – VFD Panel Stand

Mr. Ankele presented the Work Order 1 to Independent Contractor Agreement with Lyons Automation for Potable Water System Control Services – VFD Panel Stand to the Board of District No. 1. Following discussion, upon a joint motion duly made and seconded, the Board unanimously approved the work order.

Consider Approval of Work Order 1 to Independent Contractor Agreement with COR Engineering, LLC for Water Tower and Well Site Engineering Services

Mr. Ankele presented the Work Order 1 to Independent Contractor Agreement with COR Engineering, LLC for Water Tower and Well Site Engineering Services to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the work order.

Consider Approval of Work Order 2 to Independent Contractor Agreement with COR Engineering, LLC for Water Tower and Well Site Engineering Services

Mr. Ankele presented the Work Order 2 to Independent Contractor Agreement with COR Engineering, LLC for Water Tower and Well Site Engineering Services to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the work order.

License Agreements

Mr. Ankele noted to the Board of District No. 1 that several license and easement agreements between the District and Western Transport, LLC have been proposed in order to allow the District to have access to property owned by Western Transport, LLC to undertake construction activities. Mr. Ankele explain to the Board the statutory requirements concerning conveyance of real property

interests, including that the District may only acquire an interest in real property for not more than fair market value. Mr. Ankele noted that Western Transport will provide a memorandum to the District regarding the compensation amounts for each of the interest being acquired by the District.

Consider Approval of License Agreement with Western Transport, LLC for Above Ground Water Storage Tanks Mr. Ankele presented the license agreement with Western Transport, LLC for the Above Ground Water Storage Tanks. Following discussion regarding the terms of the license agreement, upon a motion duly made and seconded, the Board unanimously approved the license agreement.

Consider Approval of License Agreement with Western Transport, LLC for Construction Water Storage Pond Mr. Ankele presented the license agreement with Western Transport, LLC for the Construction Water Storage Pond. Following discussion regarding the terms of the license agreement, upon a motion duly made and seconded, the Board unanimously approved the license agreement.

Consider Approval of License Agreement with Western Transport, LLC for Well Water Facilities Mr. Ankele presented the license agreement with Western Transport, LLC for Well Water Facilities. Following discussion regarding the terms of the license agreement, upon a motion duly made and seconded, the Board unanimously approved the license agreement.

Consider Approval of License Agreement with Western Transport, LLC for Water Supply Line Mr. Ankele presented the license agreement with Western Transport, LLC for Water Supply Lines. Following discussion regarding the terms of the license agreement, upon a motion duly made and seconded, the Board unanimously approved the license agreement.

Consider Approval of Compensation and Consideration Agreement with Western Transport, LLC Mr. Ankele presented the Compensation and Consideration Agreement with Western Transport, LLC associated with the Water Supply Line license agreement. Following discussion regarding the fair market value for the license agreement, upon a motion duly made and seconded, the Board unanimously approved the Compensation and Consideration Agreement.

Consider Approval of Temporary Construction Easement with Western Transport, LLC Mr. Ankele presented the temporary construction agreement with Western Transport, LLC. Following discussion regarding the terms of the temporary construction agreement, upon a motion duly made and seconded, the Board unanimously approved the temporary construction agreement.

Consider Approval of Compensation and Consideration Agreement with Western Transport, Mr. Ankele presented the Compensation and Consideration Agreement with Western Transport, LLC associated with the Temporary Construction Agreement. Following discussion regarding the fair market value for the temporary construction agreement, upon a

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motion duly made and seconded, the Board unanimously approved the Compensation and Consideration Agreement.

Consider Approval of First Amendment to Water Lease Agreement with Western Transport, LLC

Mr. Ankele presented the First Amendment to Water Lease Agreement with Western Transport, LLC to the Boards. Mr. Ankele noted that he had not made an assessment on the fee, and that Mr. White will address the fee. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agreement.

Financial Matters

Review and Approval Verification Report No. 6 from Schedio Group

Mr. Ankele presented the Verification Report No. 6 from Schedio Group to the Boards. Mr. Ankele noted that that the Requisition is \$409K whereas the certification was higher. Mr. Carroll said that was because there were some overfunding of prior costs and so those were being netted out. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the verification report.

Approval of Payables/Financials

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

Other Business

Next Meeting

July 15, 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.



Secretary for the Meeting

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