

MINUTES OF A SPECIAL MEETING OF THE BOARDS OF DIRECTORS

OF

TRANSPORT METROPOLITAN DISTRICT NOS. 1-4

Held: Tuesday, December 14, 2021 at 1:00 p.m. via teleconference

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

Also present were Zachary P. White, Esq., White Bear White Tanaka & Waldron, Attorneys at Law; Jason Carroll, CliftonLarsonAllen; 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. 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. 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. White 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 amended.

Joint Meetings

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.

Public Comment

No members of the public were present.

Consent Agenda

Mr. White reviewed the items on the consent agenda with the Boards. Mr. White advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following item on the consent agenda was unanimously approved

- November 18, 2021 Joint Regular Meeting Minutes

Construction Matters

Construction Status Update

Mr. Hernandez reported that Kelley Trucking is wrapping up grading work, and JHL will start work as soon as permits are ready.

Legal Matters

Consider Approval of Engagement Letter with McGeady Becher P.C. for Special Counsel Service re Regional Transportation Authority

Mr. White presented the Engagement Letter with McGeady Becher P.C. for Special Counsel Service re Regional Transportation Authority 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 letter.

Financial Matters

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.

Review and Consider Approval of Cost Verification Report No. 12 from Schedio Group

Mr. White presented the Cost Verification Report No. 12 from Schedio Group 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 report.

Review and Consider Adoption of Resolution Regarding 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 District Nos. 1 & 3. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1 & 3 unanimously adopted the resolution.

Review Proposals for 2021 Audit and Consider Approval of Engagement of Auditor

Mr. White presented the Audit Proposals for 2021 to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement of Watson Coon Ryan, LLC for the 2021 audits.

Other Business

Next Meeting

January 20, 2022

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.

Kelsey Hall

Secretary for the Meeting

The foregoing minutes were approved on the 20th day of January, 2022.