

## RECORD OF PROCEEDINGS

### MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF TRANSPORT METROPOLITAN DISTRICT NOS. 1-4 (“Districts ”)

Held: Thursday, January 30, 2020 at 2:00 p.m. at:

2154 E. Commons Ave. Suite 2000  
Centennial, Colorado

#### ATTENDANCE

A special meeting of the Boards of Directors of the Transport Metropolitan District Nos. 1-4, County of Adams, Colorado (“**Boards**”), were 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:

Karl Knapp, President

Kelsey B. Hall, Treasurer

Richard Montgomery, Secretary

Also present were:

William P. Ankele, Jr. Esq, Zachary P. White, Esq. (via speakerphone), White, Bear, Ankele, Tanaka & Waldron, District General Counsel; Steven Marshall, Transport Colorado, LLC; Gary Witt, Wright Water Engineers (via speakerphone).

Call To Order/Declaration of Quorum: Director Knapp noted that a quorum of the Boards was present, and called the special meeting of the Boards of Directors of Transport Metropolitan District Nos. 1-4 to order.

Joint Meetings: The Boards of Directors of the Districts 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 shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

ADMINISTRATIVE  
MATTERS

Disclosure of Potential Conflicts of Interest: 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. No additional disclosures were noted. The Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Agenda: The Agenda for the Districts' special meeting was distributed for the Boards review. Following discussion and upon motion duly made by and seconded the Boards unanimously approved the Agenda.

Minutes: The Boards reviewed the minutes from the November 20, 2019, special meeting. Following discussion, upon motion duly and seconded by the Boards unanimously approved the minutes.

Public Comment: None.

CONSTRUCTION  
MATTERS

Review Bids and Consider Award of 6 Denver Basin Aquifer Wells Drilling Project: The Board of District No. 1 reviewed the bids received from the two bidders, Hydro Resources-Rocky Mountain, Inc. (Hydro Resources) and Layne Christensen Company (Layne). Mr. Witt from Wright Water discussed the bid review process, and the qualifications, capacity, and experience of the bidders. Based on review of the bids and the bid calculations from Mr. Witt, Hydro Resources was identified as the low bidder.

Consider Approval of Construction Agreement, and Authorize Notice of Award and Notice to Proceed: The Board of District No. 1 discussed developments in the well permitting process and resulting changes to the drilling project. The Board discussed the process to issue change orders based on changes in the scope of the project. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved awarding the Construction Agreement to Hydro Resources,

subject to certain adjustments to determine the contract price based on revisions to the scope of the project. Further, upon a motion duly made and seconded, the Board of District No. 1 authorized issuance of the notice of award, and the notice to proceed, subject to finalizing the adjustments to the contract price and scope of work.

#### OTHER BUSINESS

Construction Funding: Mr. Ankele discussed with the Boards the need to secure a source of funding to pay for the well drilling project and described the typical arrangement between the District and developer to provide the necessary finds. The Boards discussed entering into a construction loan funding agreement with the Developer to advance funds to the District. The Boards also discussed the possibility of issuing a promissory note to the developer to secure its reimbursement for the construction loan advances. Following discussion, the Boards directed legal counsel to draft the necessary agreements and documentation to be presented to the Boards for approval.

Next Meeting: The Boards scheduled a special meeting for February 5, 2020.

#### ADJOURNMENT

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

The foregoing record constitutes a true and correct copy of the Minutes of the above-referenced meeting.

The foregoing minutes were approved on the 5<sup>th</sup> day of February, 2020.

*Kelsey Hall*  
Kelsey Hall (Jun 17, 2022 09:29 MDT)

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Secretary