

MINUTES OF A SPECIAL MEETING OF THE BOARDS OF DIRECTORS

OF

TRANSPORT METROPOLITAN DISTRICT NOS. 1-4

Held: Tuesday, October 20, 2020 at 2:00 p.m.

*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 Health and Environment (CDPHE) on April 26, 2020, the meeting was held 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:

Kelsey B. Hall  
Karl Knapp

Also present were William P. Ankele, Jr., Esq., Zachary P. White, Esq., White Bear White Tanaka & Waldron, Attorneys at Law; Jason Carroll, CliftonLarsonAllen; Steven Marshall, Western Transport; Jim Brodie, Complex Partners

Call to Order/Declaration of Quorum

It was noted that a quorum of the Boards was present and the meeting was called 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. 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.

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.

Public Comment

None.

Consent Agenda

Mr. Ankele provided the items on the consent agenda to the Boards. Mr. Ankele advised that any item can be removed from the consent agenda to the regular agenda upon a request from any Director. No items were requested to be moved from the consent agenda. Upon a motion duly made, seconded and unanimously carried, the Boards approved and adopted the following items:

- Minutes from the June 17, 2020 Special Meeting
- 2021 Joint Annual Administrative Resolution
- 2019 Annual Report
- 2019 Applications for Exemption from Audit
- Property and Liability Schedule and Limits
- Insurance Renewal for 2021

Legal Matters

Conduct Public Hearing on Petition for Exclusion of Real Property from Western Transport, LLC

Director Knapp opened the public hearing on the Petition for Exclusion of Real Property (District No. 3 Resizing). Mr. White noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution and Order for Exclusion of Real Property (District No. 3)

Mr. White reviewed the Petition and Resolution and Order for Exclusion of Property with the Board of District No. 3. The Board of District No. 3 considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 determined to grant the petition and adopt the resolution for exclusion.

Consider Approval of Infrastructure Acquisition and Reimbursement Agreement with Western Transport, LLC

Mr. White presented and reviewed the Infrastructure Acquisition and Reimbursement Agreement with Western Transport, LLC to the Board of District No. 1. The Board discussed the developer and development entity that would be seeking reimbursement from the District and determined to defer action on this matter until the proper developer entity can be identified.

Consider Ratification of

Independent Contractor Agreement with Schedio Group for District Engineering Services

Mr. Ankele presented the Independent Contractor Agreement with Schedio Group for District Engineering Services to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the agreement.

Consider Ratification of Independent Contractor Agreement with AquaWorks DBO, Inc for Wastewater Treatment Plant Engineering Services

Mr. Ankele presented the Independent Contractor Agreement with AquaWorks DBO, Inc for Wastewater Treatment Plant Engineering Services to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the agreement.

Discuss and Consider Website Options - SIPA and Heatherly Creative, LLC

Mr. Ankele presented a Memorandum regarding Heatherly Creative LLC regarding website creation and maintenance to the Boards, and discussed the option of a website through the Statewide Internet Portal Authority. No action was taken.

### Construction Matters

Discussion re Status of Well Drilling Construction Project

The Boards engaged in a general discussion regarding the Well Drilling Construction Project. No action was taken.

Executive Session pursuant to § 24-6-402(4)(b) & (e), C.R.S., to receive legal advice on specific legal questions related to defective work on well drilling project, and determine positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators with respect to remediation of defective work on well drilling project.

None needed.

Consider Approval of Change Order No. 2 with Hydro Resources for Well Equipping Services

Mr. Ankele presented Change Order No. 2 with Hydro Resources for Well Equipping Services to the Board of District No. 1. Mr. White discussed with the Board questions raised by Hydro Resources. Mr. Marshall indicated that he would contact Hydro Resources directly to respond to questions and concerns. Following discussion, upon a motion duly made and seconded, the Board unanimously approved

the change order, subject to final approval by Hydro Resources.

Discuss Authorizing Public Bidding for Grading Work The Boards engaged in a discussion regarding Authorizing Public Bidding for Grading Work. Mr. White discussed with the Boards the public bidding process and timeline associated with bidding construction projects. No action was taken.

Discuss Status of Other Public Improvements The Boards engaged in a discussion regarding the Status of Other Public Improvements. It was noted that engineering work is underway for additional public improvements and work will be bid in the coming months.

### Financial Matters

Consider Approval of Payables None.

Consider Ratification of Engagement Letter with CliftonLarsonAllen for Accounting Services Mr. White presented the Engagement Letter with CliftonLarsonAllen for Accounting Services with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously ratified the engagement letter.

### Bond Matters

Consider Approval of Bond Fee Disclosure Letter from White Bear Ankele Tanaka & Waldron Mr. Ankele presented the Bond Fee Disclosure Letter from White Bear Ankele Tanaka & Waldron to the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the fee disclosure letter.

Consider Approval of Engagement Letter with D.A. Davidson & Company for Investment Banking Services Mr. Ankele presented the Engagement Letter with D.A. Davidson & Company for Investment Banking Services to the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement letter.

Consider Approval of Engagement Letter with Northslope Capital for Financial Advisor Services Mr. Ankele presented the Engagement Letter with Northslope Capital for Financial Advisor Services to the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement letter.

Consider Approval of Engagement Letter with Sherman & Howard for Bond Counsel Services Mr. Ankele presented the Engagement Letter with Sherman & Howard for Bond Counsel Services to the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement letter.

Consider Approval of Mr. Ankele presented the Engagement Letter with Kutak Rock for

Engagement Letter with Kutak Rock for Disclosure Counsel Services

Disclosure Counsel Services to the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement letter.

Consider Ratification of Engagement Letter with Economic & Planning Systems, Inc. for Market Study Services

Mr. Ankele presented the Engagement Letter with Economic & Planning Systems, Inc. for Market Study Services to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement letter.

Consider Approval of Engagement Letter with CliftonLarsonAllen for Cashflow Analysis Services

Mr. Ankele presented the Engagement Letter with CliftonLarsonAllen for Cashflow Analysis Services to the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the engagement letter.

#### Other Business

Consider Appointment of Directors to Fill Vacancies

The Boards engaged in a discussion regarding filling vacancies on the Boards of Directors. Following discussion, the Boards appointed Richard Montgomery to the Boards, and directed legal counsel to draft all paperwork, and file documents with Colorado Courts.

Next Meeting

November 18, 2020

#### 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 B. Hall*

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Secretary for the Meeting

The foregoing minutes were approved on the 18<sup>th</sup> day of November, 2020.









# Transport MD Nos. 1-4; Board Approved Documents for Signature

Final Audit Report

2020-12-10

Created:	2020-12-10
By:	Zachary White (zwhite@wbapc.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAA3tL_a0O2PshXRkSznjXfwq41JmyV2e1P

## "Transport MD Nos. 1-4; Board Approved Documents for Signature" History

-  Document created by Zachary White (zwhite@wbapc.com)  
2020-12-10 - 5:41:31 PM GMT- IP address: 71.218.93.158
-  Document emailed to Karl E. Knapp (kknapp@cvlinc.net) for signature  
2020-12-10 - 5:43:23 PM GMT
-  Email viewed by Karl E. Knapp (kknapp@cvlinc.net)  
2020-12-10 - 5:50:03 PM GMT- IP address: 65.141.217.26
-  Document e-signed by Karl E. Knapp (kknapp@cvlinc.net)  
Signature Date: 2020-12-10 - 6:00:28 PM GMT - Time Source: server- IP address: 65.141.217.26
-  Document emailed to Kelsey Hall (khall@transportcolorado.com) for signature  
2020-12-10 - 6:00:31 PM GMT
-  Email viewed by Kelsey Hall (khall@transportcolorado.com)  
2020-12-10 - 11:28:15 PM GMT- IP address: 189.177.88.247
-  Document e-signed by Kelsey Hall (khall@transportcolorado.com)  
Signature Date: 2020-12-10 - 11:29:18 PM GMT - Time Source: server- IP address: 189.177.88.247
-  Agreement completed.  
2020-12-10 - 11:29:18 PM GMT