

MINUTES OF A JOINT REGULAR MEETING OF THE
BOARDS OF DIRECTORS

OF

TRANSPORT METROPOLITAN DISTRICT NOS. 1-5

Held: Thursday, May 19, 2022 at 8:00 a.m. via teleconference

Attendance

The joint regular meeting of the Boards of Directors of Transport Metropolitan District Nos. 1-5 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, Cass Aurich, CliftonLarsonAllen; Jim Brodie, Complex Partners; Theron Skidmore, Front Range Construction Management; and William Metcalf, Port Colorado

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.

Consider Appointment of Directors and Election of Officers of The Board of District No. 5 engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Board elected Director Hernandez as President and Director Hall as Secretary/Treasurer.

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 presented.

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 items on the consent agenda were unanimously approved, ratified and adopted:

- Minutes from the April 21, 2022 Joint Regular Meeting (District Nos. 1-5)
- Amended and Restated 2022 Annual Administrative Matters Resolution (District Nos. 1-5)
- Resolution Establishing an Electronic Signature Policy (District No. 5)
- Amended and Restated Coordinating Service Agreement (District Nos. 1-5)

Construction Matters

Construction Status Update Ms. Hall provided a construction status update to the Boards.

Consider Authorizing Bidding of Site Plan 1A Grading and Erosion Control Project The Board discussed the Bidding of Site Plan 1A Grading and Erosion Control Project. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the authorization of bidding for the project.

*Independent Contractor
Agreements*

Consider Approval of First Addendum to Independent Contractor Agreement with Felsburg, Holt & Ullevig, Inc

Mr. White presented the First Addendum to Independent Contractor Agreement with Felsburg, Holt & Ullevig, Inc. to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the addendum.

Consider Approval of Assignment of Independent Contractor Agreement with Engineering Underground to Kimley Horn and Associates

Mr. White presented the Assignment of Independent Contractor Agreement with Engineering Underground to Kimley Horn and Associates to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the assignment of agreement.

*Construction Contract
Change Orders*

Consider Approval of Change Order Nos. 6, 14, 17 to JHL Constructors

Ms. Hall presented the Change Order Nos. 6, 14 and 17 to JHL Constructors to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the change orders.

Legal Matters

Consider Approval of License Agreement with Western Transport, LLC for AST #3

Mr. White presented the License Agreement with Western Transport, LLC for AST #3 to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agreement.

Conduct Public Hearing on Petition for Inclusion from Western Transport, LLC (District No. 5)

Director Hernandez opened the public hearing on the Petition for Inclusion of Property (NE Quarter/SE Quarter, Section 22). 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 Inclusion of Real Property (District No. 5)

Mr. White reviewed the Petition and Resolution and Order for Inclusion of Property (NE Quarter/SE Quarter, Section 22) with the Board of District No. 5. Following discussion, upon a motion duly made and seconded, the Board of District No. 5 determined to grant the petition and adopt the resolution.

Financial Matters

Consider Approval of Master Service Agreement with CliftonLarsonAllen

Mr. Carroll presented the Master Service Agreement with CliftonLarsonAllen to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agreement.

Review and Consider Approval of Cost Verification Report No. 17 from Schedio Group

Mr. Carroll reviewed Cost Verification Report No. 17 from Schedio Group with the boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the report.

Consider 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/financials.

Consider Acceptance of 2021 Audits (Nos. 1 & 3)

Mr. Carroll presented the 2021 Audits 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 accepted the audits.

Conduct Public Hearing on 2022 Budget and Consider Adoption of 2022 Budget Resolution (District No. 5)

Director Hernandez opened the public hearing on the proposed 2022 Budget. Mr. White noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Mr. Kerr reviewed the 2022 Budget Resolution with the Board of District No. 5. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2022 Budget, appropriating funds therefor and certifying 0.000 mills for the General fund, 0.000 mills for the Debt Service fund, 0.000 mills for the Capital Projects Fund, and 0.000 mills for the Contractual Obligation fund.

Other Business

Next Meeting

June 16, 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.



Secretary for the Meeting

The foregoing minutes were approved on the 16th day of June, 2022.