

OFFICERS' CERTIFICATE OF
CONTINENTAL MATERIALS CORPORATION

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440 SOUTH LASALLE STREET, SUITE 3100

CHICAGO, ILLINOIS 60605

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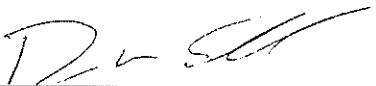
MAY 7, 2021

The undersigned, an officer of Continental Materials Corporation, a Delaware corporation (the "Company"), hereby certifies on behalf of the Company that:

1. The undersigned is a duly elected, qualified, and acting officer of the Company.
2. Noah Mineo, Chief Financial Officer of the Company, is authorized and directed, for and on behalf of the Company, to execute and deliver any and all agreements, instruments, certificates, or other documents.

[Signature Page Follows]

IN WITNESS WHEREOF, I have executed this certificate as of the date set forth above.

By: 
Name: Ryan Sullivan
Title: Chief Executive Officer

August 21, 2020

Resolution of the Board of Directors of the Colorado Water Protective and Development Association

Resolution No. 2020-7

As provided in the Article IV, Section 5 of the Bylaws, the Board of Directors has the “immediate control and supervision over the business affairs and management of the Association and shall have the power and authority to hire and employ such . . . employees . . . as may be necessary and advisable to carry out the purposes of this Association . . .” Article Second, section 1.(d) of the Articles of Incorporation provides the Association’s purposes include to “[a]cquire, develop and operate a permanent water supply, including . . . to acquire, construct, maintain and operate a system for the diversion, supply storage, and distribution of water to its members, or for benefit of its members, for the beneficial purposes within the area served by the Association.”

WHEREAS, The Board of Directors has agreed to pursue purchase certain properties (“TMOP Properties”) from Castle Concrete Company and TMOP Legacy Company, f/k/a/ Transit Mix of Pueblo (collectively, “Seller”), and to pursue development of the TMOP Properties, if successfully purchased, for water diversion, storage, and distribution for the benefit of CWPDA members.

WHEREAS, on July 15, 2020, CWPDA, entered into a Purchase and Sale Agreement (“PSA”) with Seller to purchase the TMOP Properties.

Now, therefore, be it resolved by the Board of Directors that the President and the General Manger are hereby authorized and directed to take all steps necessary and execute all documents to implement the terms of the PSA, including, but not limited to, to transfer DRMS Permit Nos. M1977573 and M1984008, for as long as the PSA is in effect.

Signed, this 21st day of August, 2020.

THE BOARD OF DIRECTORS OF THE COLORADO WATER PROTECTIVE AND DEVELOPMENT ASSOCIATION

President of the Board of Directors:



Name:

Matthew Proctor

Secretary of the Board of Directors:



Name:

Celesta Jane Rhodes



STATE OF
COLORADO

Lennberg - DNR, Patrick <patrick.lennberg@state.co.us>

SO Due Date, Incompleteness Notice, Pueblo East and West (M1986-015 and M1977-573)

Kent Ricken <kent@cwpa.org>

Tue, Jun 29, 2021 at 5:10 PM

To: "Lennberg - DNR, Patrick" <patrick.lennberg@state.co.us>

Cc: Jerald Schnabel <Jerald_Schnabel@castleaggregate.com>, Dan Tucker <dan@cwpa.org>

Patrick,

Please find attached a Resolution by the CWPDA Board of Directors granting the General Manager (myself) to execute all documents related to this project. This should satisfy item 2 of the incompleteness letter.

Best Regards,

Kent Ricken

General Manager

Colorado **W**ater **P**rotective and **D**evelopment **A**ssociation
Arkansas **G**roundwater **U**sers **A**ssociation

www.cwpda.org www.arkwater.com

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[Quoted text hidden]



CWPDA Board Resolution 2020-7 - Authorizing K Ricken re TMOP Purchase.PDF
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**APPLICANTS' AGREEMENT TO REQUEST TRANSFER
OF MINERAL PERMIT AND SUCCESSION OF OPERATORS**

WHEREAS, on April 13, 2021 Permit Number M1977-573 ("Permit") was granted to Noah Mineo Continental Materials Corporation ("Permittee"), pursuant to which Permit, Permittee has engaged in a mining operation located in Pueblo County, Colorado.

WHEREAS, The Permit includes and incorporates any and all subsequent Amendments, Technical Revisions and/or Conversions.

WHEREAS, Permittee wishes to assign the entire Permit, along with all associated rights and responsibilities to Colorado Water Protective and Development Association ("Prospective Successor"), and Prospective Successor wishes to become Successor Permittee under the Permit.

WHEREAS, Prospective Successor has inspected the mining and reclamation operations and is fully aware of the conditions thereof.

WHEREAS, Prospective Successor understands that the Reclamation Plan (the "Plan") is an integral part of the Permit and is required by law. Prospective Successor has had an opportunity to thoroughly review the Plan, understands that the Plan has not been completed and that, if Prospective Successor becomes Successor, he/she/it will assume full responsibility for the completion of the Plan.

NOW THEREFORE, Permittee and Prospective Successor hereby agree, for their own benefit and for the benefit of the State, as follows:

Prospective Successor agrees to accept all of the conditions of the Permit, including the condition that the operation remains in compliance with all applicable laws and regulations, and to perform all of the obligations of the Permittee under the Permit.

Prospective Successor agrees to complete the Plan, and to assume all liability for the same, as to all areas presently disturbed, as well as to all areas hereafter disturbed.

Prospective Successor agrees to submit to the Division of Reclamation, Mining and Safety ("Division"), Performance and Financial Warranties, as required by applicable law and regulations, which will be substituted for the Performance and Financial Warranties previously filed by the Permittee, if and when the Division approves a Transfer of Mineral Permit and Succession of Operators ("SO") and releases the latter Warranties.

Prospective Successor represents to the State that, to the best of its knowledge, information and belief, it is not in violation of any of the provisions of the Mined Land Reclamation Act (C.R.S. § 34-32-101 *et. seq.*) ("Hard Rock Act") and associated Rules (2 C.C.R. 407-1) ("Hard Rock Rules") or the Land Reclamation Act for the Extraction of

Construction Materials (C.R.S. § 34-32.5-101 *et. seq.*) ("Construction Materials Act") and associated Rules (2 C.C.R. 407-4) ("Construction Materials Rules"), with respect to any other operation conducted by the Prospective Successor in the State of Colorado.

Permittee and Prospective Successor hereby request that the Mined Land Reclamation Board ("Board") approves their SO Application, recognizes the Prospective Successor as Successor Operator under the Permit, accepts the Prospective Successor's Performance and Financial Warranties, and releases the current Permittee's Performance and Financial Warranties.

SIGNED, SEALED AND DATED this 12 day of May, 2021.

PERMITTEE

Noah Mlneo Continental Materials Corporation

Name of Permittee

By

Signature of Officer

Title of Officer

PROSPECTIVE SUCCESSOR

Colorado Water Protective and Development Association

Name of Prospective Successor

By

Signature of Officer

Title of Officer

NOTARY FOR PERMITTEE

STATE OF Illinois)

COUNTY OF McHenry)

ss.:

The foregoing instrument was acknowledged before me this 12 day of May, 2021,
by Lucas Auchstetter as Notary Public of Illinois.

Notary Public

My Commission Expires

10-15-2024



NOTARY FOR PROSPECTIVE SUCCESSOR

STATE OF _____)
) ss.:
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of _____, _____,
by _____ as _____ of _____.

Notary Public _____

My Commission Expires _____

STATE APPROVAL
[for completion by Division]

- (a) The Board hereby approves the transfer of permit number _____ from
_____ to _____.
- (b) The Board hereby recognizes _____ as Successor Operator under
such Permit.
- (c) The Board hereby accepts the Performance and Financial Warranties submitted by Successor and hereby
releases _____, as former Permittee from all obligations under
its Performance and Financial Warranties. The Board further releases all affected financial warrantors from
obligations under Financial Warranties associated with the former Permittee.

STATE OF COLORADO
DEPARTMENT OF NATURAL RESOURCES
MINED LAND RECLAMATION BOARD
DIVISION OF RECLAMATION, MINING AND SAFETY

By: _____
Division Director

Date Executed: _____