

**RECORD OF PROCEEDINGS
MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
ROCKY MOUNTAIN RAIL PARK METROPOLITAN DISTRICT**

HELD: The 31st day of August 2023 at 8:30 a.m. (or as soon thereafter as the Board determined), via video conference.

ATTENDANCE:

Per the provisions of Section 32-1-903, C.R.S., as amended by HB21-1278, the District may hold meetings of the Board at a physical location or by telephonic, electronic, or virtual means, or a combination of the foregoing.

A regular meeting of the Board of Directors of Rocky Mountain Rail Park Metropolitan District, Adams County, Colorado, was 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:

Heidi Webb Kelly, President
Robert Thomas Wagner, Secretary/Treasurer
Brian Fallin, Director
Crystal Hostelley, Director

Also present were Mallorie Hansen of CliftonLarsonAllen, Brian Aratani of RMI, and Russell W. Dykstra, Esq. of Spencer Fane LLP.

CALL TO ORDER:

The Board noted that a quorum was present for the purpose of conducting a special meeting of the Board of Directors of Rocky Mountain Rail Park Metropolitan District. The meeting was called to order at 8:30 a.m. Director Dangler was absent, absence excused.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:

Mr. Dykstra discussed the state law requirements for disclosure of potential conflicts of interest with the Directors, noting that completed disclosure statements must be filed for each of the Directors with the Secretary of State and Secretary of the District at least three days prior to a meeting in which a potential conflict may arise. In addition, each Director is to verbally reveal his potential conflicts of interest to the Board prior to beginning the discussion in which the conflict may arise. The Directors did so. It was noted that all Directors had previously completed Conflict of Interest forms and delivered them to Mr. Dykstra's office, and the forms were filed with the Secretary of State at least three days prior to the Board meeting.

APPROVAL OF THE AGENDA:

Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the agenda as presented.

PUBLIC COMMENT:

No members of the public were present.

MINUTES:

Mr. Dykstra presented the minutes from the June 16, 2023, meeting to the Board. Discussion ensued. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the minutes as presented.

FINANCIAL ITEMS:

Claims. Ms. Hansen presented the claims to the Board. Discussion ensued. Upon motion duly made, seconded and upon vote unanimously carried, the Board accepted and approved the claims as presented.

Financial Statements. Ms. Hansen presented the report to the Board. Discussion ensued. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the report as presented.

DIRECTOR ITEMS:

Union Pacific Update. Director Fallin provided an update to the Board. No action was taken.

East Campus Update. Director Fallin provided an update to the Board. No action was taken.

Lisco Update. Director Fallin provided an update to the Board. No action was taken.

South Property Easements and Closeouts Update. Director Fallin provided an update to the Board. No action was taken.

Water Sale (Monks) Update. Director Fallin provided an update to the Board. No action was taken.

ATTORNEY ITEMS:

Review and Consider Approval of Drainage Easement. Mr. Dykstra presented the agreement to the Board. Discussion ensued. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the agreement as presented.

Review and Consider Approval of First Amendment to Agreement for Services. Mr. Dykstra presented the agreement to the Board. Discussion ensued. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the agreement as presented.

OTHER BUSINESS:

None.

ADJOURNMENT:

There being no further business to come before the Board and upon motion duly made, seconded and upon vote unanimously carried, the Board moved to adjourn the meeting at 8:50 a.m. The foregoing Minutes constitute a true and correct copy of the Minutes of the above-referenced meeting and were approved by the Board of Directors of the Rocky Mountain Rail Park Metropolitan District.

Secretary for District