

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

HELD: The 28th day of April 2022 at 10:00 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 special 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

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

All Board members and consultants appeared via video conference.

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 10:02 a.m. Director Dangler and Director Hostelley were 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 March 14, 2022 special 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. Bartow presented the claims to the Board. Discussion ensued regarding the invoice review and approval process. Upon motion duly made, seconded and upon vote unanimously carried, the Board ratified and approved and accepted the claims subject to reallocation of the condemnation legal fees to the capital fund.

Accountants Report. Ms. Bartow presented the financial 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:

Review and Consider Approval of Road Maintenance Plan. The Board reviewed the plan. Discussion ensued. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the plan as presented.

Construction Update. Director Fallin provided an update on construction activity, district improvements, lot sales and new users within the District. It was noted that the north side construction is to begin in the coming months.

Easement Update – South Parcel East. Director Fallin provided an update on the easement acquisition.

District Tracts – Adams County GIS. The Board discussed the remaining plat issues, the confirmation of district ownership and plat issues which have been resolved.

Task Order Updates - #4 and #5. Director Falling provided an update on task order issuance and finalization of the south side construction and start of the north side construction.

ATTORNEY ITEMS:

Consider Setting Regular Meeting Date/Time. The Board discussed setting a regular meeting. No action was taken.

Mr. Dykstra provided an update on legislation and the impacts to the District.

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 10:40 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.

Robert T. Wagner

Secretary for District