

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

HELD: The 7th day of May, 2021 at 11:00 a.m. (or as soon thereafter as the Board determined), via video conference.

ATTENDANCE:

“Due to the COVID 19 situation and State of Colorado recommendations and orders regarding public meetings, the board met via teleconference. Anyone wishing to listen to the meeting may dial in to the conference call-in number provided. Participants will be limited to commenting only during the public comment portion of the agenda or specific public hearings as required.”

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 was 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 11:03 a.m. Director Hostalley and Director Dangler were absent, absence excused.

APPROVAL OF THE AGENDA:

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

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:

Mr. Dykstra noted that disclosure statements had been filed on behalf of the members of the Board of Directors with the Office of the Colorado Secretary of State and with the Secretary of the District. Upon motion duly made, seconded and upon vote unanimously carried, the Board directed that said disclosures be incorporated herein.

PUBLIC COMMENT:

None.

DIRECTOR ITEMS:

The Board discussed the termination of Fritsche Law LLC and engagement of Spencer Fane LLP as general counsel. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the termination of Fritsche Law LLC and engagement of Spencer Fane LLP.

ATTORNEY’S ITEMS:

Mr. Dykstra presented the IPD statutory framework to the Board. Discussion ensued. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the publication of the IPD notice and preparation of the IPD agreement.

OTHER BUSINESS:

The Board discussed the termination of ATS and engagement of Schedio Group as district engineer. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the termination of ATS and engagement of Schedio Group.

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 11:15 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