

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

HELD: The 14th day of March 2022 at 10:00 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
Crystal Hostalley, 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 10:04 a.m. Director Dangler and Director Fallin 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 amended.

PUBLIC COMMENT:

No members of the public were present.

MINUTES:

Mr. Dykstra presented the minutes from the February 14, 2022 special meeting to the Board. 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. Upon motion duly made, seconded and upon vote unanimously carried, the Board ratified and approved the claims as presented.

Accountants Report. Ms. Bartow presented the financial report to the Board. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the report as presented.

DIRECTOR ITEMS:

Consider Ratification of CLA Billing and Limited Management Services Engagement Agreement. The Board discussed the agreement. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the agreement as presented.

Consider Ratification of ORC Agreement. The Board discussed the agreement. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the agreement as presented.

Consider Ratification of Rules and Regulations. The Board discussed the agreement. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the agreement as presented.

Consider Ratification of Permanent Pipeline Easement Agreement. The Board discussed the agreement. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the agreement as presented.

Troxel Easement Update. Mr. Dykstra provided an update on the status of the condemnation. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved submitting a deposit to the Court.

IPD update – North Construction. The Board discussed the IPD contract amendment. No action was taken.

Street G – Quit Claim update. Director Hostelley provided an update to the Board. No action was taken.

Consider Retainage Release Acceptance. Director Hostelley provided an update to the Board. Discussion ensued regarding the IPD amendment and related revisions. No action was taken.

ATTORNEY ITEMS:

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

OTHER BUSINESS:

The Board discussed easements and the status of development activity and related issues.

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 10:21 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