

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

**HELD:** The 17<sup>th</sup> day of June 2022 at 11:00 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  
Crystal Hostelley, 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 11:03 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 amended.

## **PUBLIC COMMENT:**

No members of the public were present.

## **MINUTES:**

Mr. Dykstra presented the minutes from the April 28, 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. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved and accepted the claims as presented.

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.

Cash Position and Schedules. 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 reports as presented.

## **DIRECTOR ITEMS:**

Review and Consider Approval of Task Order #4. Mr. Fallin presented the agreement to the Board. Discussion ensued. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the ratification of the agreement as presented.

Review and Consider Approval of IPD Amendment. The Board discussed the amendment. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the amendment as presented.

Review and Consider Approval of Task Order #5. The Board discussed the task order. No action was taken.

Review and Consider Approval of Amendment to Task Order #2. Mr. Fallin presented the agreement to the Board. Discussion ensued. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the ratification of the agreement as presented.

Discuss Landscape and Cash in Lieu. The Board discussed the Adams County acceptance and assurance of completions letter.

**ATTORNEY ITEMS:**

Review and Consider Approval of Amendment to Fee Schedule re: Bulk Water Sale Rate. 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 AdCo Assurance Deposit Issue/Agreement. No action was taken.

Review and Consider Approval of Specialized Environmental Services Temporary Sewer Bypass with McDonald Farms. Mr. Fallin discussed the agreement with the Board. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the agreement as presented.

Review and Consider Acceptance of Assignment of Aurora ROW License. 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:**

The Board discussed bill.com's payment requirements. No action was taken.

**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 11:22 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