

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

**HELD:** The 25<sup>th</sup> day of January 2023 at 2:00 p.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 Lisa Johnson, Carrie Bartow, Shauna D'Amato and 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 2:01 p.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 November 2, 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 and accepted the report as presented.

Cash Position Report. Ms. Bartow presented the cash position report to the Board. Discussion ensued. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved and accepted the report as presented.

## **DIRECTOR ITEMS:**

Review and Consider Approval of 2023 Water Fee Schedule. Mr. Dykstra reported that proper notice had been made in order for the Board to conduct a public hearing on the water fee schedule. The public hearing was opened. There being no members of the public present the public hearing was closed. The Board discussed the water fee schedule. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the water fee schedule as presented.

Review and Consider Ratification of Ramey 2023 ORC Agreement. The Board discussed the ORC agreement. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the ratification the agreement as presented.

Review and Consider Ratification CLA's 2023 Statements of Work. The Board discussed the statement of work. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the ratification the agreement as presented.

Review and Consider Ratification of Authorizing Directors Hostalley, Fallin and Wagner as Signatories to the District's Accounts. The Board discussed the adding signatories to the District's accounts. Upon motion duly made, seconded and upon vote unanimously carried, the Board

approved the ratification of the signatories as presented.

**ATTORNEY ITEMS:**

Mr. Dykstra provided an update on legislation to the Board.

**OTHER BUSINESS:**

Ms. Johnson provided an update on snow removal contractors.

**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 2:31 p.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 J. Wagner*

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Secretary for District