

RECORD OF PROCEEDING

MINUTES OF THE SPECIAL MEETING OF ROCKY MOUNTAIN RAIL PARK METROPOLITAN DISTRICT

HELD
February 12, 2021

The special meeting of the Board of Directors of the Rocky Mountain Rail Park Metropolitan District was held at 4601 DTC Blvd, Suite 130, Denver, Colorado, on February 12, 2021, at 10:00 A.M.

ATTENDANCE Directors in Attendance:
Heidi Webb Kelly
Robert Thomas Wagner
Brian Fallin
Crystal Hostalley (remote)

Absence Excused:
Gregory M. Dangler

Also in Attendance:
Joan Fritsche, Esq.; Fritsche Law, LLC
Carrie Bartow, CLA (remote)

CALL TO ORDER The special meeting of the Board of Directors of Rocky Mountain Rail Park Metropolitan District was called to order by Chairman Kelly at 10:00 a.m., noting that a quorum was present, with four of the five Board Members in attendance and that the meeting had been properly posted. Board Members confirmed that prior to the meeting they had been notified of the meeting and confirmed their qualification to serve on the Board.

Following discussion, upon motion duly made by Director Wagner, seconded by Director Fallin and, upon vote, unanimously carried, it was

RESOLVED to excuse the absence of Director Dangler.

DISCLOSURE MATTERS Ms. Fritsche advised the Board that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Board member disclosed his/her potential conflicts of interest, stating the fact and summary nature of any matters, as required under Colorado Law, to permit official action to be taken at the meeting. The Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

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Chairman Kelly stated that she has a contract to purchase real property within the District, requiring payment of a proportionate share of property taxes and that she is an officer of Rocky Mountain Industrials, Inc., parent company of Rail Land Company, LLC, who conducts business with the District and may be entitled to reimbursement from the District.

Director Wagner stated that he has a contract to purchase real property within the District, requiring payment of a proportionate share of property taxes and that he is an employee and a minority shareholder of Rocky Mountain Industrials, Inc., parent company of Rail Land Company, LLC, who conducts business with the District and may be entitled to reimbursement from the District.

Director Fallin stated that he has a contract to purchase real property within the District, requiring payment of a proportionate share of property taxes and that he is an officer and employee of Rocky Mountain Industrials, Inc., parent company of Rail Land Company, LLC, who conducts business with the District and may be entitled to reimbursement from the District.

Director Hostelley stated that she has a contract to purchase real property within the District, requiring payment of a proportionate share of property taxes and that she is an employee of Rocky Mountain Industrials, Inc., parent company of Rail Land Company, LLC, who conducts business with the District and may be entitled to reimbursement from the District.

Ms. Fritsche confirmed that Conflict of Interest Disclosures were filed with the Board and Secretary of State more than 72 hours prior to the meeting for each of the Directors, including written disclosures for Director Dangler.

MEETING
LOCATION
RESOLUTION

Pursuant to § 32-1-903(1), C.R.S., the Board determined that because there is not a suitable or convenient location within the District's boundaries to conduct public meetings, and because this meeting location is convenient for the Directors, upon motion duly made by Director Wagner, seconded by Director Fallin and unanimous vote, it was

RESOLVED to adopt a resolution to hold the Board's special meeting at 4601 DTC Blvd., Suite 130, Denver.

The Board further noted that notice of this meeting was duly posted, and the Directors have not received any objections to the location from taxpaying electors within the District.

PUBLIC
COMMENT

There was no public comment.

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MEETING MINUTES

The Board reviewed the minutes of the December 4, 2020 special meeting of the Board of Directors. Upon motion duly made by Director Wagner, seconded by Director Fallin and unanimous vote, it was

RESOLVED to approve the minutes of the December 4, 2020 regular meeting.

FINANCIAL MATTERS

Chairman Kelly stated that since CLA had recently been engaged by the District and that District records had recently been transferred to CLA, there were no Financial Reports for the Board to review or Claims to process at this time. Ms. Bartow reviewed the 2020 Exemption from Audit requirement and likelihood for a Budget Amendment before year's end.

BOARD MATTERS

Ms. Fritsche reviewed the Annual Administrative Resolution with the Board, including the following provisions and other administrative actions providing direction from the Board concerning actions to be taken by the District's consultants or Directors on the District's behalf:

The Board designates the *Brighton Standard Blade* as the newspaper of general circulation within the boundaries of the District and directs that all legal notices shall be published there in accordance with applicable statutes.

The Board determines that each director shall not receive compensation for services as directors.

The Board designates the following locations as the 24 hour posting place for meeting notices that were not otherwise posted under Title 32, C.R.S.: Fence posts on District property and on the District's website.

The Board determines to hold its regular 2021 meetings on the following dates: March 11, June 10, September 9 and December 9, 2021 at 10:00 a.m. at 4601 DTC Blvd., Suite 130, Denver Colorado.

The Board appoints Mandi G. Kirk as the "Designated Election Official" of the Board for any elections to be held during 2021 and any subsequent year.

The Board elected the following Officers for 2021:

Heidi Webb Kelly, President
Robert Thomas Wagner, Secretary/Treasurer
Gregory Dangler, Asst. Secretary
Brian Fallin, Asst. Secretary
Crystal Hostelley, Asst. Secretary

The Board designates the Board President as the Official Custodian of District Records.

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The Board engages Fritsche Law LLC to provide legal services and CliftonLarsonAllen to provide accounting services to the District.

Upon motion duly made by Director Wagner, seconded by Director Fallin and unanimous vote, it was

RESOLVED to adopt its 2021 Annual Administrative Resolution.

WATER ENTERPRISE

Upon motion duly made by Director Wagner, seconded by Director Fallin and unanimous vote, it was

RESOLVED to adopt a Water Enterprise Resolution, establishing the District's Water Enterprise for water operations and services.

SANITATION ENTERPRISE

Upon motion duly made by Director Wagner, seconded by Director Fallin and unanimous vote, it was

RESOLVED to adopt a Sanitation Enterprise Resolution, establishing the District's Sanitation Enterprise for sanitation operations and services.

OTHER BUSINESS

There was no other business brought before the Board.

ADJOURNMENT

With no further items brought before the Board, upon motion duly made by Director Wagner, seconded by Director Fallin and, upon unanimous vote, the meeting was adjourned.


Robert Wagner, Secretary