

**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 November 2023 at 2:30 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 Carrie Bartow. Lisa Johnson and Lamont Harris 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 2:30 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 amended.

PUBLIC COMMENT:

No members of the public were present.

MINUTES:

Mr. Dykstra presented the minutes from the October 31, 2023, meeting to the Board. Discussion ensued. Following discussion, 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. Following discussion, upon motion duly made, seconded and upon vote unanimously carried, the Board approved the claims as presented.

Financial Statements. Ms. Bartow presented the statements to the Board. Discussion ensued. Following discussion, upon motion duly made, seconded and upon vote unanimously carried, the Board approved the statements as presented.

Audit Engagement. Ms. Bartow presented the Biggs Kofford engagement letter to the Board. Discussion ensued. Following discussion, upon motion duly made, seconded and upon vote unanimously carried, the Board approved the engagement letter as presented.

2023 BUDGET AMENDMENT:

It was noted that an amendment to the 2023 budget was not needed.

2024 BUDGET:

Mr. Dykstra reported that proper publication had been made in order for the Board to conduct a public hearing on the 2024 budget. The public hearing was opened. There being no members of the public present the public hearing was closed.

Ms. Bartow presented the 2024 budget to the Board. Discussion ensued. Following discussion of the proposed budget Mr. Dykstra presented for the Board's consideration a form of resolution indicating the adoption of the budget and appropriation of the funds as shown. Upon motion duly made, seconded, and upon vote unanimously carried, the Board (1) approved and adopted the 2024 budget as presented, (2) approved and adopted the mill levy as indicated in the resolution within said Resolution, (3) authorized the President and the Secretary to sign the necessary documentation, and (4) directed that the Certification of the Tax Levies be submitted to El Paso County, and for general counsel to file the adopted budget with the Division of Local Government prior to January 31, 2024.

DIRECTOR ITEMS:

None.

ATTORNEY ITEMS:

Review and Consider Approval of Resolution Providing for Exclusion from Worker's Compensation Coverage. Mr. Dykstra presented the resolution to the Board. Discussion ensued. Following discussion, upon motion duly made, seconded and upon vote unanimously carried, the Board declined approving the resolution and authorized Spencer Fane to obtain workers compensation insurance.

Review and Consider Approval of 2024 Annual Administrative Matters Resolution. Mr. Dykstra presented the resolution to the Board. Discussion ensued. Following discussion, upon motion duly made, seconded and upon vote unanimously carried, the Board approved the resolution as presented.

Consider Ratification of Past Actions. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the ratification of all actions taken in 2023.

MANAGEMENT ITEMS:

Consider Approval of CliftonLarsonAllen LLP Master Services Agreement and Statement(s) of Work for 2024. Ms. Johnson presented the agreements to the Board. Discussion ensued. Following discussion, upon motion duly made, seconded and upon vote unanimously carried, the Board approved the agreements as presented subject to final review by Board and Legal.

OTHER BUSINESS:

None.

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 2:50 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.

Secretary for District