

**NOTICE OF SPECIAL MEETING AND
NOTICE OF FINAL DETERMINATION TO ISSUE INDEBTEDNESS
ROCKY MOUNTAIN RAIL PARK METROPOLITAN DISTRICT**

NOTICE IS HEREBY GIVEN that the Board of Directors of the ROCKY MOUNTAIN RAIL PARK METROPOLITAN DISTRICT (the “Board”) of Adams County, Colorado, will hold a special meeting at 1:00 p.m. on Monday, December 2, 2024, to be held via telephonic and videoconference means as well as in person at 3000 Rail Park Drive, Bennett, CO 80102. Members of the public are encouraged to participate by teleconference as outlined below.

You can access the meeting via telephone by dialing 833-568-8864 and entering the following additional information: Meeting ID: 160 371 1182, Meeting Passcode: 211341.

You can access the meeting via Zoom by using the link below:

<https://spencerfane.zoomgov.com/j/1603711182?pwd=MutexOUTnIqwE5xMHfCs7a8AQwbjCD.1>

At such meeting, it is anticipated that the Rocky Mountain Rail Park Metropolitan District (the “District”) will make a final determination to issue general obligation indebtedness. Specifically, the Board of the District will consider the adoption of a resolution authorizing the issuance of Subordinate Limited Tax General Obligation and Enterprise Revenue Bonds, Series 2024B in a maximum aggregate principal amount not to exceed \$40,000,000 (the “Bonds”), for the purposes of, among other things, (i) financing and refinancing certain public improvements contracted or to be constructed by the District necessary to support the development; (ii) refunding the 2021B Subordinate Bonds issued by the District; and (iii) paying costs incurred in connection with the issuance of the 2024B Subordinate Bonds. The Board will also consider such other matters as may be necessary or appropriate in connection with the issuance of the Bonds by the District and for the purpose of addressing those matters set out in the agenda below as the same may be amended at the meeting, and for the purpose of conducting such other business as may properly come before the Board. Pursuant to the Supplemental Public Securities Act, no legal or equitable action brought with respect to any legislative acts or proceedings in connection with the authorization or issuance of such bonds may be commenced more than thirty days after the authorization of such Bonds pursuant to the aforementioned resolution.

Pursuant to the provisions of the Supplemental Public Securities Act, one or more members of the Board of Directors may participate in this meeting and may vote on the foregoing matters through the use of a conference telephone or other telecommunications device.

The meeting is open to the public.

**BY ORDER OF THE BOARD OF DIRECTORS:
ROCKY MOUNTAIN RAIL PARK METROPOLITAN
DISTRICT**
By: /s/ Heidi Webb Kelly, President

Dated: November 26, 2024

Posted in one public place within the District not less than 24 hours prior to the meeting.

AGENDA

**AGENDA
SPECIAL MEETING
OF THE BOARD OF DIRECTORS
ROCKY MOUNTAIN RAIL PARK METROPOLITAN DISTRICT**

DATE: Monday, December 2, 2024

TIME: 1:00 p.m.

ZOOM:

<https://spencerfane.zoomgov.com/j/1603711182?pwd=MutexQUTnIqwE5xMHfCs7a8AQwbjCD.1>

Meeting ID: 160 371 1182

Passcode: 211341

PHONE: 833-568-8864; Meeting ID: 160 371 1182; Passcode: 211341

LOCATION: 3000 Rail Park Drive, Bennett, CO 80102

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.

BOARD OF DIRECTORS

Heidi Webb Kelly, President, 2022-2025

Robert Thomas Wagner, Secretary/Treasurer, 2022-2025

Gregory Dangler, Assistant Secretary, 2022-2025

Brian Fallin, Director, 2023-2027

Crystal Hostelley, Director, 2023-2027

1. Call to Order
2. Disclosure of Potential Conflicts of Interest
3. Approval of Agenda
4. Public Comment (limited to 3 minutes per person)
5. Minutes from the November 11, 2024, Special Meeting
6. Financial Matters
 - a. Claims
 - b. Financial Statements
 - c. Consider for approval CliftonLarsonAllen LLP Statement of Work
 - d. Consider for approval the Subordinate Limited Tax General Obligation and Enterprise Revenue Bonds, Series 2024B in a maximum aggregate principal amount not to exceed \$40,000,000
 - e. Discussion and possible action of Rocky Mountain Rail Park Metropolitan District to make a final determination to issue indebtedness through the issue of the Bonds by the Adoption of a Parameters Resolution and other documents.

- f. Such other matters as may be necessary or appropriate in connection with the bond issuance.
 - g. Identify and authorize a District Representative to approve and execute documents and other items related to the proposed issuance of Bonds.
 - h. Consider for approval the proposed Post Issuance Tax Compliance Policy related to the proposed bond issuance and identify a responsible person.
- 7. Public Hearing Regarding Approval of Rate Adjustments or Increases
- 8. Director Items
- 9. Attorney Items
 - a. Review and Consider Consent to First Amendment to Declaration of Covenants, Conditions, and Restrictions and Grant of Easements for Rocky Mountain Rail Park
 - b. Review and Consider Approval of Amendment to Design Guidelines of Rocky Mountain Rail Park Metropolitan District
- 10. Management Items
 - a. Review and Consider Approval of CliftonLarsonAllen Statements of Work
 - b. Consider Authorizing Board Member or Committee to Work with District Staff to Transition Website to Streamline
- 11. Other Business
- 12. Continuation/Adjournment