

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

HELD: The 12th day of November 2021 at 1:00 p.m. (or as soon thereafter as the Board determined), via video conference.

ATTENDANCE:

“Due to the COVID 19 situation and State of Colorado recommendations and orders regarding public meetings, the board met via teleconference. Anyone wishing to listen to the meeting may dial in to the conference call-in number provided. Participants will be limited to commenting only during the public comment portion of the agenda or specific public hearings as required.”

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 1:03 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 September 29, 2021 special meeting to the Board. 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. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the claims as presented.

Accountants Report. Ms. Bartow presented the financial report through November 12, 2021 to the Board. Discussion ensued. Following discussion, upon motion duly made, seconded and upon vote unanimously carried, the Board approved the financial report as presented.

2020 AUDIT EXEMPTION:

The Board reviewed the 2020 audit exemption. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved and accepted the 2020 audit exemption as presented.

2021 BUDGET AMENDMENT:

Mr. Dykstra reported that proper publication had been made in order for the District to conduct a joint public hearing on 2021 budget amendment. The public hearing was opened. There being no public present to comment, the public hearing was closed.

Ms. Bartow presented the 2021 budget amendment to the Board. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the 2021 budget amendment as presented.

2022 BUDGET:

Mr. Dykstra reported that proper publication had been made in order for the District to conduct a joint public hearing on 2022 budget. The public hearing was opened. There being no public present to comment, the public hearing was closed.

Ms. Bartow presented the 2022 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 as shown and appropriation of the funds as shown. Upon

motion duly made, seconded and upon vote unanimously carried, the Board (1) approved and adopted the 2022 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 the County of Adams by the accountant no later than December 15, 2021, and for general counsel to file the adopted budget with the Division of Local Government prior to January 31, 2022. The Board further directed that the Resolution adopting the 2022 budget be attached to these minutes and incorporated herein by this reference.

ATTORNEY ITEMS:

Review and Consider Approval of Resolution Providing for Exclusion from Worker's Compensation Coverage. Mr. Dykstra presented the resolution to the Board. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the resolution as presented.

Review and Consider Approval of 2022 Annual Administrative Matters Resolution. Mr. Dykstra presented the resolution to the Board. Discussion ensued. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the resolution as presented.

Review and Consider Approval of Resolution Concerning the May 2022 Regular Election. Mr. Dykstra presented the resolution to the Board. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the resolution as presented.

Consider Ratification of Past Actions. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Board approved the ratification of all items considered in 2021.

Review and Consider Approval of Resolution of Necessity. Mr. Dykstra presented the resolution to the Board. Discussion ensued regarding the condemnation process. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Board approved the resolution as presented.

Consider Ratification of Past Actions. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Boards approved the ratification of all items considered in 2021.

DIRECTOR ITEMS:

None.

OTHER BUSINESS:

Director Fallin provided an update on the IPD contracting status and Task Order 2 for the remaining improvements on the south side.

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 1:30 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 T. Wagner

Secretary for District