

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
RUDOLPH FARMS METROPOLITAN DISTRICT NO. 6
(THE "DISTRICT")
HELD
APRIL 8, 2024

A special meeting of the Board of Directors of the Rudolph Farms Metropolitan District No. 6 (referred to hereafter as the "Board") was convened on Monday, April 8, 2024 at 9:30 a.m. This meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors in Attendance Were:

Rudy Byler, President
Michael Kleinman, Secretary/Treasurer

Also in Attendance Were:

Shauna D'Amato, Lisa Johnson and Nichole Kirkpatrick; CliftonLarsonAllen LLP
Karlle R. Ogden, Esq.; Icenogle Seaver Pogue, P.C.
Jody Allen; Merrick & Company
Lisa Lyscio and Bryan Byler; Pacific North Enterprises, LLC

ADMINISTRATIVE MATTERS

Call to Order / Confirm Quorum: The Board meeting was called to order at 9:30 a.m. and the presence of a quorum was confirmed.

Disclosure of Potential Conflicts of Interest: Attorney Ogden advised the Board that, pursuant to Colorado law, certain disclosures may be required prior to taking official action at the meeting. Attorney Ogden confirmed that disclosures of conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting for those Directors with potential conflicts of interest.

Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Mr. Kleinman disclosed his legal services to various entities owned or managed by members of the Byler family, including Rudy and Bryan Byler, Pacific North Enterprises LLC, the developer for the property, and his contract to purchase taxable property within the District. He further disclosed the purpose of the services are construction related issues and general business. These disclosures are associated with approval of items on the agenda which may affect his interests.

Mr. Byler disclosed his interest in Pacific North Enterprises, LLC and Sunland Development Company, Inc. and his contract to purchase taxable property within the District. This disclosure is associated with approval of items on the agenda which

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may affect his interests.

The Board reviewed the Agenda for the meeting, following which, Directors Byler and Kleinman confirmed that they had no additional conflicts of interest in connection with any of the matters listed on the Agenda beyond those already disclosed.

Meeting Location / Posting of Meeting Notice / Agenda: The Board reviewed the Agenda for the meeting. Following discussion, upon a motion duly made by Director Kleinman, seconded by Director Byler and, upon vote, unanimously carried, the Board approved the Agenda as amended, to include discussion on the status of developer funding, confirmed the location of the meeting and posting of the meeting notice.

Discuss Vacancies on the Board and Consider Approval of Publication of Notices of Vacancies: The Board discussed the vacancies on the Board and directed legal counsel to publish the notice of vacancies.

Public Comment: None.

CONSENT AGENDA

The Board considered the following actions:

- **Approval of Minutes of the January 3, 2024 and February 12, 2024 Special Meetings**
- **Approval of Minutes of the November 29, 2023 Regular Meeting and the November 29, 2023 Annual Meeting**

Upon a motion duly made by Director Kleinman, seconded by Director Byler and, upon vote, unanimously carried, the Board approved the Consent Agenda items as listed above.

FINANCIAL MATTERS

Change Order No. 1 to the Integrated Project Delivery Agreement Authorization Notice No. 2 with PNE Prospect Road Constructors, LLC in the Amount of \$25,501.38: Attorney Ogden presented Change Order No. 1 to the Board. Following review and discussion, upon a motion duly made by Director Kleinman, seconded by Director Byler and, upon vote, unanimously carried, the Board approved Change Order No. 1 to the Integrated Project Delivery Agreement Authorization Notice No. 2 with PNE Prospect Road Constructors, LLC in the Amount of \$25,501.38, as presented.

Pay Application No. 2 to Integrated Project Delivery Agreement Authorization Notice No. 2 with PNE Prospect Road Constructors, LLC: Attorney Ogden presented Pay Application No. 2 to the Board. Following review and discussion,

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upon a motion duly made by Director Kleinman, seconded by Director Byler and, upon vote, unanimously carried, the Board approved Pay Application No. 2 to the Integrated Project Delivery Agreement Authorization Notice No. 2 with PNE Prospect Road Constructors, LLC in the Amount of \$1,439,337.44, as presented.

Status of Funding of Outstanding Invoices: Ms. Johnson discussed the status of developer funding with the Board. Ms. Kirkpatrick presented the outstanding invoices due and payables to date along with upcoming services from CLA that are required by statute or bond documents. Mr. Bryan Byler indicated that he would work with Director Byler and Ms. Lyscio on processing a developer advance.

LEGAL MATTERS

Memorandum Re HB 21-1110 and Rules Establishing Technology Accessibility Standards: Attorney Ogden presented to and reviewed with the Board Memorandum re HB 21-1110 and Rules Establishing Technology Accessibility Standards. Discussion among the Board ensued regarding the same.

Resolution Adopting Technology Accessibility Statement: Attorney Ogden presented to and reviewed with the Board the Resolution Adopting the Technology Accessibility Statement. Following review and discussion, upon a motion duly made by Director Kleinman, seconded by Director Byler and, upon vote, unanimously carried, the Board approved the Resolution Adopting Technology Accessibility Statement, subject to completion of the accessibility statement.

Crossing Agreement for Prospect Ridge Drive and Prospect Road with PNE Prospect Road Holdings, LLC and Lake Canal Company of Colorado: Attorney Ogden presented the Crossing Agreement for Prospect Ridge Drive and Prospect Road with PNE Prospect Road Holdings, LLC and Lake Canal Company of Colorado to the Board. Following review and discussion, upon a motion duly made by Director Kleinman, seconded by Director Byler and, upon vote, unanimously carried, the Board approved the Crossing Agreement for Prospect Ridge Drive and Prospect Road with PNE Prospect Road Holdings, LLC and Lake Canal Company of Colorado, subject to finalization by legal counsel.

Crossing Agreement for Non-Potable Irrigation Lines with PNE Prospect Road Holdings, LLC and Lake Canal Company of Colorado: Attorney Ogden presented the Crossing Agreement for Non-Potable Irrigation Lines with PNE Prospect Road Holdings, LLC and Lake Canal Company of Colorado to the Board. Following review and discussion, upon a motion duly made by Director Kleinman, seconded by Director Byler and, upon vote, unanimously carried, the Board approved the Crossing Agreement for Non-Potable Irrigation Lines with PNE Prospect Road Holdings, LLC and Lake Canal Company of Colorado, subject to finalization by legal counsel.

