

## RECORD OF PROCEEDINGS

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MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
RUDOLPH FARMS METROPOLITAN DISTRICT NO. 6  
(THE "DISTRICT")  
HELD  
OCTOBER 4, 2022

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 Tuesday, October 4, 2022 at 10:00 a.m. This meeting was held via Zoom. The meeting was open to the public.

### ATTENDANCE

Directors in Attendance Were:

Rudy Byler, President  
Michael Kleinman, Secretary/Treasurer

Also in Attendance Were:

Karlie R. Ogden, Esq.; Icenogle Seaver Pogue, P.C.  
Cindy Jenkins and Zach Leavitt; CliftonLarsonAllen LLP  
Bryan Byler and Lisa Lyscio; Pacific North Enterprises, LLC

### ADMINISTRATIVE MATTERS

**Call to Order / Confirm Quorum:** The Board meeting was called to order at 10:02 a.m. and the presence of a quorum was confirmed.

**Disclosure of Potential Conflicts of Interest:** Ms. Ogden advised the Board that, pursuant to Colorado law, certain disclosures may be required prior to taking official action at the meeting. Ms. 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. 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.

**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 presented, confirmed the location of the meeting, and confirmed posting of the meeting notice.

**Public Comment:** None.

### CONSENT AGENDA

The Board considered the following actions:

- **Approval of Minutes of the August 31, 2022 Special Meeting**

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- **Approval of Minutes of September 28, 2022 Special Meeting**

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 Consent Agenda items as listed above.

**FINANCIAL  
MATTERS**

**Approve and/or ratify approval of payables:**

Upon motion duly made by Director Kleinman, seconded by Director Byler and, upon vote, unanimously carried, the Board approved payables, as presented.

**LEGAL MATTERS**

**Award and Approval of Integrated Project Delivery Agreement with PNE Prospect Road Constructors, LLC:**

Ms. Ogden presented to and reviewed with the board the Integrated Project Delivery Agreement with PNE Prospect Road Constructors, LLC. Upon motion duly made by Director Kleinman, seconded by Director Byler and, upon vote, unanimously carried, the Board awarded to and approved of the Integrated Project Delivery Agreement with PNE Prospect Road Constructors, LLC, subject to the project and its value being further clarified, refined, and at an amount not-to-exceed \$61,228,557.00 which can be agreed upon as the project's fair market pricing by the District's Engineer.

**Approval of Resolution Determining Not to Provide Workers' Compensation Insurance Coverage for Uncompensated Members of the Board of Directors:**

Ms. Ogden presented to and reviewed with the Board the Resolution Determining Not to Provide Workers' Compensation Insurance Coverage for Uncompensated Members of the Board of Directors. After review and discussion, upon the motion of Director Kleinman, second by Director Byler, the Board unanimously approved the Resolution Determining Not to Provide Workers' Compensation Insurance Coverage for Uncompensated Members of the Board of Directors.

**OTHER BUSINESS**

**Next Meeting Date and Confirm Quorum:** The next regular meeting is scheduled for Wednesday, November 30, 2022 at 11:00 a.m. via Microsoft Teams.

**ADJOURNMENT**

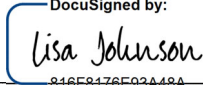
There being no further business to come before the Board, upon a motion duly made by Director Kleinman, seconded by Director Byler and, upon vote,

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unanimously carried, the Board adjourned the meeting at 10:19 a.m.

Respectfully submitted,

By  816F8176E93A48A...  
Secretary for the Meeting

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District Manager

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