

RECORD OF PROCEEDINGS

MINUTES OF THE STATUTORY ANNUAL MEETING OF
THE BOARD OF DIRECTORS OF THE
RUDOLPH FARMS METROPOLITAN DISTRICT NO. 5
(THE "DISTRICT")
HELD
NOVEMBER 29, 2023

Pursuant to Section 32-1-903(6), C.R.S., a Statutory Annual Meeting of the Board of Directors of the Rudolph Farms Metropolitan District No. 5 (referred to hereafter as the "Board") was convened on Wednesday, November 29, 2023, at 5:45 p.m., via video / telephone conference. The meeting was open to the public.

ATTENDANCE

Directors in Attendance Were:

Rudy Byler, President
Michael Kleinman, Secretary/Treasurer

Jessie Weiland, Assistant Secretary, was absent and excused.

Also in Attendance Were:

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

CALL TO ORDER/ DECLARATION OF QUORUM

The meeting was called to order at 5:45 p.m.

DIRECTOR MATTERS/ DISCLOSURE MATTERS

Confirmation of Posting of Annual Meeting Notice: It was noted for the record that notice of the time, date and location of the annual meeting was duly posted on the District's website and that no objections to the means of hosting the meeting by taxpaying electors within the District's boundaries have been received.

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

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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 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.

ANNUAL MEETING MATTERS

- **Presentation Regarding the Status of the Public Infrastructure Projects Within the District and the Status of Outstanding Bonds**
- **Unaudited Financial Statements, Including Year-to-Date Revenue and Expenditures of the District in Relation to its Adopted Budget, for the Calendar Year**
- **Public Questions**

The District’s consultants were prepared to give the required presentations pursuant to Statute. No members of the public were in attendance. It was noted that the information to be presented at this annual meeting will also be presented during the regular Board meeting on November 29, 2023 at 6:00 p.m.

ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Kleinman, seconded by Director Byler and, upon vote, unanimously carried, the annual meeting was adjourned at 5:50 p.m.

Respectfully submitted,

By Michael Kleinman
 Secretary for the Annual Meeting

DocuSigned by:
 Michael Kleinman
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