

## 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  
JANUARY 3, 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 Wednesday, January 3, 2024 at 4:00 p.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

Jessie Weiland, Assistant Secretary, was absent and excused.

#### Also in Attendance Were:

Karlie R. Ogden, Esq.; Icenogle Seaver Pogue, P.C.  
Shauna D'Amato and Lisa Johnson; CliftonLarsonAllen LLP  
Lisa Lycio and Bryan Byler; Pacific North Enterprises, LLC

### ADMINISTRATIVE MATTERS

**Call to Order / Confirm Quorum:** The Board meeting was called to order at 4:07 p.m. and the presence of a quorum was confirmed. Upon a motion duly made by Director Kleinman, seconded by Director Byler and, upon vote, unanimously carried, the Board excused the absence of Director Weiland.

**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

## RECORD OF PROCEEDINGS

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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.

**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.

### FINANCIAL MATTERS

**Pay Application No. 2 to Integrated Project Delivery Agreement Authorization Notice No. 1 with PNE Prospect Road Constructors, LLC:** Attorney Ogden reviewed with 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 Pay Application No. 2 to Integrated Project Delivery Agreement Authorization Notice No. 1 with PNE Prospect Road Constructors, LLC.

### LEGAL MATTERS

**Easement Agreement (Public Improvements) with PNE Prospect Road Holdings, LLC:** Attorney Ogden reviewed with the Board and noted that this Agreement has been signed by both involved parties, so the motion will be a ratification. Following review and discussion, upon a motion duly made by Director Kleinman, seconded by Director Byler and, upon vote, unanimously carried, the Board ratified approval of the Easement Agreement (Public Improvements) with PNE Prospect Road Holdings, LLC.

### OTHER BUSINESS

**Other: Coordination of Call for Pay Application Process:** Attorney Ogden requested a coordination call to put together a policy for the Pay Application process. She will work with staff to coordinate a MS Teams meeting.


## RECORD OF PROCEEDINGS

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### 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, unanimously carried, the Board adjourned the meeting at 4:17 p.m.

Respectfully submitted,

By  \_\_\_\_\_  
Secretary for the Meeting