

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
RUDOLPH FARMS METROPOLITAN DISTRICT NO. 6
(THE "DISTRICT")
HELD
MARCH 23, 2023

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 Thursday, March 23, 2023, at 12:30 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

Also in Attendance Were:

Shannon Smith Johnson, Esq.; Icenogle Seaver Pogue, P.C.
Lisa Johnson, Shauna D'Amato, 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 12:30 p.m. and the presence of a quorum was confirmed.

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

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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, and Ms. Johnson 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 November 30, 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.

LEGAL MATTERS

Engagement of Brownstein Hyatt Farber Schreck, LLP as Water Legal Counsel: Ms. Smith Johnson presented the engagement letter 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 engagement of Brownstein Hyatt Farber Schreck, LLP as special water counsel.

Authorization Notice No. 1 for Integrated Project Delivery Agreement with PNE Prospect Road Constructors, LLC: Ms. Smith Johnson presented to the Board Authorization Notice No. 1 under the Integrated Project Delivery Agreement and PNE Prospect Road Constructors, LLC's initial request for payment thereunder in the amount of \$3,558,794.21 to be formally submitted as Pay Application No. 1 thereunder. 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 Authorization Notice No. 1 for Integrated Project Delivery Agreement with PNE Prospect Road Constructors, LLC and payment of Pay Application No. 1 thereunder in the amount of \$3,558,794.21 subject to review and approval of Pay Application No. 1 by General Counsel, the District Engineer, and the District Accountant.

Certificate Of Completion

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Client Name: Rudolph Farms MDs 1-6	
Client Number: A251624-OS11-2023	
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Document Pages: 18	Signatures: 6
Certificate Pages: 4	Initials: 0
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Michael Kleinman
 michaeljkleinmanlaw@gmail.com
 Secretary Treasurer
 Security Level: Email, Account Authentication (None)

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In Person Signer Events	Signature	Timestamp
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Certified Delivery Events	Status	Timestamp
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Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	8/8/2023 4:20:51 PM
Certified Delivered	Security Checked	8/8/2023 5:26:25 PM
Signing Complete	Security Checked	8/8/2023 5:27:13 PM
Completed	Security Checked	8/8/2023 5:27:13 PM
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