

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
RUDOLPH FARMS METROPOLITAN DISTRICT NO. 1
(THE "DISTRICT")
HELD
JULY 26, 2022

A special meeting of the Board of Directors of the Rudolph Farms Metropolitan District No. 1 (referred to hereafter as the "Board") was convened on July 26, 2022 at 11:30 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:

Shannon Smith Johnson, Esq.; Icenogle Seaver Pogue, P.C.
Lisa Johnson and Zach Leavitt; CliftonLarsonAllen LLP
Bryan Byler; Pacific North Enterprises, LLC
Barney Fix; Merrick and Company

ADMINISTRATIVE MATTERS

Call to Order / Confirm Quorum: The Board meeting was called to order at 11:35 a.m. and the presence of a quorum was confirmed.

Disclosure of Potential Conflicts of Interest: Ms. Shannon Smith Johnson advised the Board that, pursuant to Colorado law, certain disclosures may be required prior to taking official action at the meeting. Ms. Shannon 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. The Board reviewed the Agenda for the meeting, following which, each Board member confirmed the contents of the written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. 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. Byler disclosed his interest in property under contract to purchase within the District and his interest in Pacific North Enterprises, LLC, which wholly owns PNE Prospect Road Constructors, LLC, and Sunland Development Company, LLC. This disclosure is associated with approval of items on the agenda which may affect his interests.

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Mr. Kleinman disclosed his interest in property under contract to purchase within the District and his legal services to various entities owned or managed by members of the Byler family, including Rudy and Bryan Byler, Pacific North Enterprises, LLC. 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..

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 June 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 item as listed above.

FINANCIAL MATTERS

None.

LEGAL MATTERS

None.


OTHER BUSINESS

None.

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 11:53 a.m.

Respectfully submitted,

By 
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 Secretary for the Meeting