

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF THE
RUDOLPH FARMS METROPOLITAN DISTRICT NOS. 1-6
(THE “DISTRICTS”)
HELD
AUGUST 13, 2021

A special meeting of the Boards of Directors of the Rudolph Farms Metropolitan District Nos. 1-6 (referred to hereafter as the “Boards”) was convened on Friday, August 13, 2021 at 11:00 a.m. This meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors in Attendance Were:
Rudy Byler, Assistant Secretary

Also in Attendance Were:
Eve Velasco, Esq.; White Bear Ankele Tanaka & Waldron P.C.
Karlle Ogden, Esq.; Icenogle Seaver Pogue, P.C.
Lisa Johnson and Zach Leavitt; CliftonLarsonAllen LLP
Bryan Byler; Member of the Public

ADMINISTRATIVE MATTERS

Call to Order / Confirm Quorum: The Boards’ meeting was called to order at 11:00 a.m. and the presence of a quorum was confirmed.

Disclosure of Potential Conflicts of Interest: Ms. Velasco advised the Boards that, pursuant to Colorado law, certain disclosures may be required prior to taking official action at the meeting. Ms. Velasco confirmed that disclosures of conflicts of interest were filed with the Secretary of State’s Office and the Boards at least 72 hours prior to the meeting for those Directors with potential conflicts of interest. The Boards reviewed the Agenda for the meeting, following which, Director Rudy Byler confirmed that he had no additional conflicts of interest in connection with any of the matters listed on the Agenda.

Meeting Location / Posting of Meeting Notices / Agenda: The Boards reviewed the Agenda for the meeting. Following discussion, upon a motion duly made, seconded and, upon vote, unanimously carried, the Boards approved the Agenda as presented, confirmed the location of the meeting, and confirmed posting of the meeting notices.

Appointment of Officers: Following discussion, upon a motion duly made, seconded and, upon vote, unanimously carried, the Boards appointed the following slate of officers:

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President/Treasurer	Rudy Byler
Secretary	Vacant
Assistant Secretary	Vacant
Assistant Secretary	Vacant
Assistant Secretary	Vacant

PUBLIC COMMENT None.

CONSENT AGENDA The Boards considered the following actions:

- **Minutes of the March 16, 2021 Special Meeting**

Following review and discussion, upon a motion duly made, seconded and, upon vote, unanimously carried, the Boards approved the Consent Agenda item as listed above.

LEGAL MATTERS **Authorization of Publication of Notice of Vacancies:** Following discussion, Director Byler authorized the publication of Notice of Vacancies in *The Coloradoan* on August 19, 2021.

Resignation of White Bear Ankele Tanaka & Waldron P.C. as General Counsel: Ms. Velasco discussed with the Boards the Boards' request that White Bear Ankele Tanaka & Waldron P.C. resign as General Counsel due to the transition of the Board. The Boards accepted the resignation effective as of August 13, 2021.

Engagement of Icenogle Seaver Pogue, P.C. as General Counsel: Ms. Ogden discussed with the Board the engagement of Icenogle Seaver Pogue, P.C. as General Counsel and presented the engagement letter. Following review and discussion, upon a motion duly made, seconded and, upon vote, unanimously carried, the Boards approved the engagement of Icenogle Seaver Pogue, P.C. as General Counsel.

Termination of Development Reimbursement Agreements with Land Acquisition and Management, LLC: Ms. Velasco discussed the need to terminate the Infrastructure Acquisition and Reimbursement Agreement and the Funding and Reimbursement Agreement (Operations and Maintenance) between District No. 6 and Land Acquisition Management. Following review and discussion, upon a motion duly made, seconded and, upon vote, unanimously carried, the Boards approved the Termination of the Development Reimbursement Agreements between District No. 6 and Land Acquisition and Management, LLC.

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OTHER BUSINESS

Current Regular Meeting Schedule and Revisions if Needed: The Boards confirmed the next regular meeting scheduled for November 12, 2021. Attorney Ogden indicated that a special meeting would need to be held in early September to appoint new Board Members.

ADJOURNMENT

There being no further business to come before the Boards, upon a motion duly made, seconded and, upon vote, unanimously carried, the Boards adjourned the meeting at 11:11 a.m.

Respectfully submitted,

By _____
Secretary for the Meeting