### RECORD OF PROCEEDINGS

# MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE RUDOLPH FARMS METROPOLITAN DISTRICT NO. 6 (THE "DISTRICT") HELD FEBRUARY 12, 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 Monday, February 12, 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. Lisa Johnson and Nichole Kirkpatrick; CliftonLarsonAllen LLP Lisa Lyscio and Bryan Byler; Pacific North Enterprises, LLC

# ADMINISTRATIVE MATTERS

<u>Call to Order / Confirm Quorum:</u> The Board meeting was called to order at 4:00 pm and the presence of a quorum was confirmed.

<u>Disclosure of Potential Conflicts of Interest:</u> 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 interests.

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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 review and 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 posting of the meeting notice, and excused the absence of Director Weiland.

**Public Comment:** None.

FINANCIAL MATTERS Pay Application No. 1 to Integrated Project Delivery Agreement Authorization Notice No. 2 with PNE Prospect Road Constructors, LLC: The Board reviewed the documents regarding Pay Application No. 1. Following review, upon a motion duly made by Director Kleinman, seconded by Director Byler and, upon vote, unanimously carried, the Board approved Pay Application No. 1 to the Integrated Project Delivery Agreement Authorization Notice No. 2 with PNE Prospect Road Constructors, LLC.

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 4:09 p.m.

Respectfully submitted,

y \_\_\_\_\_\_ Docusigned by:

Michael Eleinman

Secretary 1012 The Weeting