

## RECORD OF PROCEEDINGS

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### MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE ROAM METROPOLITAN DISTRICT NOS. 1, 2 AND 3 HELD JANUARY 26, 2024

A Regular Meeting of the Boards of Directors (the “Boards”) of the Roam Metropolitan District Nos. 1, 2 and 3 (referred to hereafter as “District No. 1,” “District No. 2” and “District No. 3,” and collectively, the “Districts”) was duly held on Monday, the 26th day of January, 2024, at 11:00 a.m. This District Board meeting was held via Zoom at: <https://us02web.zoom.us/j/83015456087?pwd=VEFuekdYk1LQ1F1ZWlHbDNKytRQT09> ; Meeting ID 830 1545 6087; Passcode: 708751. The meeting was open to the public.

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**Directors In Attendance Were:**

Blake Johnson  
Jolene Larson  
Robert Cyman  
Robert Klane  
Brian Ripley

**Also In Attendance Was:**

Jim Ruthven; Special District Management Services, Inc. (“SDMS”)

Shannon Johnson, Esq. and Alan Pogue, Esq.; Icenogle Seaver Pogue, P.C.

Cody Conry and Brandon Collins; Independent District Engineering Services, LLC (“IDES”)

Krystyn Gay; Allegiant Management, LLC

Bob Fanch; Fraser River Development Co.

**DISCLOSURE OF  
POTENTIAL  
CONFLICTS OF  
INTEREST**

Attorney Johnson discussed the requirements of Colorado law to disclose any potential conflicts of interest of the Boards of Directors to the Secretary of State. The members of the Boards were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Attorney Johnson that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors. There were no new conflicts.

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### **COMBINED MEETING**

The Boards of the Districts determined to hold joint meetings of the Districts and to prepare joint minutes of actions taken by the Districts at such meetings. Unless otherwise noted herein, all official action reflected in these Minutes shall be deemed to be action of all of the Districts. Where necessary, action taken by an individual District will be so reflected in these Minutes.

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### **ADMINISTRATIVE MATTERS**

**Consent Agenda:** The Boards considered the following items on the Consent Agenda:

- Approve the Minutes of the December 7, 2023 Regular Meeting (enclosure).
- Approve Icenogle Seaver Pogue, P.C. 2024 Billing Rates (enclosure).

Following discussion, upon motion duly made by Director Ripley, seconded by Director Klane, and upon vote, unanimously carried, the Boards approved the above Consent Agenda items/actions.

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### **PUBLIC COMMENT**

There were no public comments at this time.

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### **LEGAL MATTERS**

**Status of Fraser River Development Co. Improvement Acquisition Agreement Purchase Application and Payment (District No. 1):** Mr. Conry discussed working on the Cost Certification Report No. 11 and Improvement Acquisition Report. Mr. Conry informed the Board that he anticipates both items will be ready for Board consideration in February.

**Status of Residential and Commercial Inclusions (District No. 1 and District No. 2):** Attorney Johnson provided an update to the Boards on the status of residential and commercial inclusions for District No. 1 and District No. 2. Attorney Johnson informed the Board the inclusions need to be completed by October 1, 2024.

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### **FINANCIAL MATTERS**

**Claims:** The Board of District No. 1 considered ratifying the approval of the payment of claims through the periods ending as follows:

Fund	Period Ending Dec. 31, 2023
General	\$ 56,695.88
Debt	\$ -0-
Capital Projects	\$ -0-
<b>Total</b>	<b>\$ 56,695.88</b>

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Following discussion, upon motion duly made by Director Ripley, seconded by Director Johnson, and upon vote, unanimously carried, the Board of District No. 1 ratified approval of the payment of claims, as presented.

**Unaudited Financial Statements and Schedule of Cash Position:** The District No. 1 Board reviewed the unaudited financial statements through the period ending December 31, 2023 and Schedule of Cash Position as of December 31, 2023 for District No. 1.

Following review, upon motion duly made by Director Klane, seconded by Director Ripley, and upon vote, unanimously carried, the District No. 1 Board approved the unaudited financial statements through the period ending December 31, 2023 and Schedule of Cash Position as of December 31, 2023 for District No. 1, as presented.

**Audit for 2022 (District No.2):** The District No. 2 Board reviewed the Audit for 2022.

Following review, upon motion duly made by Director Johnson, seconded by Director Klane, and upon vote, unanimously carried, the District No. 2 Board ratified approval of the Audit for 2022 for District No.2.

**District Expenditure Verification Report and Pay Applications:** Mr. Conry presented to the Board the District Expenditure Verification Report for January 2024.

Following review, upon motion duly made by Director Ripley, seconded by Director Klane, and upon vote, unanimously carried, the Board approved the District Expenditure Verification Report and approved the Pay Applications therein.

**Arbitrage Compliance Specialists:** Mr. Ruthven presented to the Board the report from Arbitrage Compliance Specialists.

**Resolution to Establish a Colotrust Account (District No. 2):** The District No. 2 Board reviewed a Resolution to Establish a Colotrust Account.

Following review, upon motion duly made by Director Cyman, seconded by Director Ripley, and upon vote, unanimously carried, the District No. 2 Board approved the Resolution to Establish a Colotrust Account.

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**CAPITAL  
PROJECTS/  
OPERATIONS AND  
MAINTENANCE  
MATTERS**

**Roam Filing 3 Cabins Phase 2:** Mr. Conry provided an updated to the Boards regarding the Roam Filing 3 Cabins Phase 2.

Following review, upon motion duly made by Director Johnson, seconded by Director Klane, and upon vote, unanimously carried, the Board approved Work Order No.4 between the District and CORE Consultants, Inc. and Work Order No. 2 between the District and Peter Van Dusen Project Management and Design, LLC.

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**OTHER BUSINESS**

There was no other business.

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**ADJOURNMENT**

There being no further business to come before the Boards, upon motion duly made by Director Ripley, seconded by Director Klane and, upon vote, unanimously carried, the meeting was adjourned at 11:42 a.m.

Respectfully submitted,

By Robert Cyman  
Secretary for the Meeting