

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE ROAM METROPOLITAN DISTRICT NOS. 1, 2 AND 3 HELD JANUARY 31, 2025

A Special 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 Friday, January 31, 2025, at 11:00 a.m. This District Board meeting was held via Zoom at: <https://us02web.zoom.us/j/83015456087?pwd=VEFuekdKbDZlQ1F1ZWlHbDZlYkYtRQY09> ; Meeting ID 830 1545 6087; Passcode: 708751. The meeting was open to the public.

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#### **Directors In Attendance Were:**

Robert Cyman  
Robert Klane  
Brian Ripley

#### **Also In Attendance Were:**

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”)

Bob Fanch; Fraser River Development Co. LLC

Krystyn Gay; Allegiant Management LLC

#### **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 reflected in these Minutes.

#### **ADMINISTRATIVE MATTERS**

**Quorum/Confirmation of Meeting Location/Posting of Notice:** Mr. Ruthven confirmed the presence of a quorum.

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**Agenda/Director Absences:** Mr. Ruthven distributed a proposed Agenda for the Districts' Special Meeting for the Boards' review and approval.

Following discussion, upon motion, duly made by Director Klane, seconded by Director Ripley, and upon vote, unanimously carried, the Agenda was approved and the absences of Director Johnson and Director Larson were excused.

### **DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST**

Attorney Johnson discussed the requirements of Colorado law to disclose any potential conflicts of interest of the Boards 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 Boards and Secretary of State for all Directors. There were no new conflicts.

### **MINUTES**

**December 5, 2024 Regular Meeting Minutes:** The Boards considered the minutes of the December 5, 2024 Regular Meeting.

Following discussion, upon motion, duly made by Director Ripley, seconded by Director Klane, and upon vote, unanimously carried, the Boards approved the December 5, 2024 Regular Meeting minutes.

### **PUBLIC COMMENT**

There were no public comments at this time.

### **LEGAL MATTERS**

None.

### **FINANCIAL MATTERS**

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

Fund	Period Ending Dec. 31, 2024
General	\$ 25,829.77
Debt	\$ -0-
Capital Projects	\$ 19,714.02
<b>Total</b>	<b>\$ 45,543.79</b>

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

**District Expenditure Verification Report and Pay Applications (District No. 1):** Mr. Conry presented to the District No. 1 Board the District Expenditure Verification Report and Pay Applications.

Following review, upon motion, duly made by Director Cyman, seconded by Director Ripley, and upon vote, unanimously carried, the District No. 1 Board approved the District Expenditure Verification Report and approved the Pay Applications therein.

**Requisition No. 18 (District No. 2):** Mr. Conry reviewed Requisition No. 18 with the District No. 2 Board.

Following review, upon motion, duly made by Director Cyman, seconded by Director Klane, and upon vote, unanimously carried, the District No. 2 Board approved Requisition No. 18 in the amount of \$17,340.14.

**2024 Audit Engagement Letter:** The Boards reviewed the 2024 Engagement Letter from Scott Wright, CPA.

Following review, upon motion, duly made by Director Cyman, seconded by Director Ripley, and upon vote, unanimously carried, the District No.1 and No. 2 Boards ratified approval of the 2024 Audit Engagement Letter.

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### **CAPITAL PROJECTS/ OPERATIONS AND MAINTENANCE MATTERS**

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

**Beaver's Lodge Community Center:** Mr. Conry provided an update to the Boards regarding the Beaver's Lodge Community Center.

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**OTHER BUSINESS EXECUTIVE SESSION:** A motion was made by Director Ripley, seconded by Director Klane, and upon vote, unanimously carried, for the Boards of Districts 1, 2, and 3 to enter into Executive Session pursuant to Section 24-6-402(4)(e), C.R.S. and 24-6-402(4)(e), C.R.S., for the purpose of obtaining legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators in connection with Mountain State Snowcats contract matters. At approximately 11:19 a.m. the Boards went into Executive Session.

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**RETURN TO OPEN PUBLIC MEETING:** A motion was made by Director Cyman, seconded by Director Ripley, and unanimously approved at approximately 12:02 p.m. to close the Executive Session.

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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 Cyman, and upon vote, unanimously carried, the meeting was adjourned at 12:03 p.m.

Respectfully submitted,

By Robert Cyman  
Secretary for the Meeting