

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE ROAM METROPOLITAN DISTRICT NOS. 1, 2 AND 3 HELD FEBRUARY 23, 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 Friday, the 23rd day of February, 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.

Directors In Attendance Were:

Blake Johnson
Jolene Larson
Robert Cyman
Brian Ripley

Following discussion, upon motion duly made by Director Ripley, seconded by Director Johnson and, upon vote, unanimously carried, the absence of Director Klane was excused.

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

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COMBINED MEETING

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.

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.

ADMINISTRATIVE MATTERS

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

- Approve the Minutes of the January 26, 2024 Regular Meeting (enclosure).

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

PUBLIC COMMENT

There were no public comments at this time.

LEGAL MATTERS

Cost Certification Report No. 11: Mr. Conroy reviewed the Cost Certification Report No. 11 with the Board of District No. 1.

Following discussion, upon motion duly made by Director Johnson, seconded by Director Ripley, and upon vote, unanimously carried, the Board of District No. 1 approved the Cost Certification Report No. 11.

Infrastructure Acquisition Report Regarding Fraser River Development Co. Infrastructure Acquisition Agreement Purchase Application No. 1 (District No. 1): Mr. Conroy reviewed with the Board of District No. 1 the Infrastructure Acquisition Report for Purchase Application No. 1 under the Improvement Acquisition Agreement with Fraser River Development Co.

Following discussion, upon motion duly made by Director Johnson, seconded by Director Ripley, and upon vote, unanimously carried, the Board of District No. 1 approved the Infrastructure Acquisition Report and Purchase Application No. 1 per the Improvement Acquisition Agreement, accepted the public improvements thereunder, and authorized reimbursement to Fraser River Development Co. as set forth in therein.

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Status of Residential and Commercial Inclusions (District No. 1 and District No. 2): The Board continued discussion to the next Board meeting.

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 Jan. 31, 2024
General	\$ 10,880.44
Debt	\$ 1,300.00
Capital Projects	\$ 7,948.75
Total	\$ 20,129.19

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

District Expenditure Verification Report and Pay Applications: Mr. Conry presented to the District No. 1 Board the District Expenditure Verification Report for February 2024.

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

CAPITAL PROJECTS/ OPERATIONS AND MAINTENANCE MATTERS

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

Following review, upon motion duly made by Director Johnson, seconded by Director Ripley, and upon vote, unanimously carried, the District No. 1 Board approved the following contract items related to the same:

1. Sage Creek Environmental Contract;
 2. Mountain States Change Order for perimeter fencing; and
 3. Work Order No. 3 from 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 Johnson, seconded by Director Ripley and, upon vote, unanimously carried, the meeting was adjourned at 11:40 a.m.

Respectfully submitted,

By Robert Cyman
Secretary for the Meeting