

## 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 MARCH 24, 2023

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 24<sup>th</sup> day of March, 2023, at 11:00 a.m. This District Board meeting was held via Zoom at <https://us02web.zoom.us/j/83015456087?pwd=VEFuekdYk1LQ1F1ZWlHbDlBNkYtRQT09>; Phone: 1 (719) 359-4580; 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”)  
  
Alan Pogue, Esq. and Shannon Johnson, Esq.; Icenogle Seaver Pogue, P.C.  
  
Bob Fanch; Fraser River Development Co LLC  
  
Cody Conry; Independent District Engineering Services, LLC (“IDES”)  
  
Krystyn Gay and Jeff Fransen; Allegiant Management, LLC

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

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

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### **COMBINED MEETING**

The Boards 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 9, 2022 Special Meeting.

Following discussion, upon motion duly made by Director Larson, seconded by Director Johnson, 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**

**May 2023 Election Update:** Attorney Pogue advised the Board that the May 2, 2023 elections for District No. 1, District No. 2, and District No. 3 were each cancelled, as allowed under Colorado law, by the Designated Election Official because there were not more candidates than positions available on each of the Boards of Directors.

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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, 2022	Period Ending January 31, 2023	Period Ending Feb. 28, 2023	Period Ending March 31, 2023
General	\$ 16,206.52	\$ 8,173.10	\$ 12,480.00	\$ 7,583.48
Debt	\$ -0-	\$ -0-	\$ 4,000.00	\$ -0-
Capital Projects	\$ 15,330.60	\$ 9,532.50	\$ 6,764.37	\$ 12,091.25
<b>Total</b>	<b>\$ 31,537.12</b>	<b>\$ 17,705.60</b>	<b>\$ 23,244.37</b>	<b>\$ 19,674.73</b>

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

**Financial Statements:** The District No. 1 Board reviewed the unaudited financial statements through the period ending December 31, 2022 and Schedule of Cash Position as of December 31, 2022 for District No. 1.

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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 unaudited financial statements through the period ending December 31, 2022 and Schedule of Cash Position as of December 31, 2022 for District No. 1, as presented.

**2022 Audit for District No. 2:** The District No. 2 Board entered into discussion regarding the engagement of Scott C. Wright, CPA for preparation of the District No. 2 2022 Audit.

Following review, upon motion duly made by Director Larson, seconded by Director Johnson, and upon vote, unanimously carried, the District No. 2 Board approved the engagement of Scott C. Wright, CPA for preparation of 2022 Audit, in the amount of \$5,750.00 for District No. 2.

**2022 Application for Exemption from Audit:** The District No. 1 and District No. 3 Boards discussed the Districts' qualification for an application for exemption from audit for 2022.

Following review and discussion, upon motion duly made by Director Larson, seconded by Director Klane and, upon vote, unanimously carried, the Boards each approved the execution of the Application for Exemption from Audit for 2022 for District Nos. 1 and 3.

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### **EXECUTIVE SESSION**

Pursuant to Section 24-6-402(4)(b) and 24-6-402(4)(e), C.R.S., upon motion duly made by Director Larson, seconded by Director Klane and, upon an affirmative vote of at least two-thirds of the quorum present, the Boards convened in executive session at 11:15 a.m. for the purpose of receiving 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 related to the Mountain States Snowcats Roam Cabins Phase I Contract.

Pursuant to § 24-6-402(4), C.R.S., the Boards did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during execution session.

The Boards reconvened in regular session at 12:22 p.m.

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

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

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### **OTHER BUSINESS**

There was no other business.

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### **CONTINUATION OF MEETING**

Upon motion duly made, seconded, and upon vote, unanimously carried, the meeting was continued to March 27, 2023 at 11:00 a.m. via Zoom.

Respectfully submitted,

By *Robert Cyman*  
Secretary for the Meeting