

## 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 25, 2022

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 25th day of March, 2022, at 11:00 a.m. This District Board meeting was held via Zoom at <https://us02web.zoom.us/j/85741953220?pwd=M2hTSzRjNDduazFwNDBrV2QWWVwdz09>; Meeting ID 857 4195 3220; Passcode: 335313. The meeting was open to the public.

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

Chip Besse  
Jolene Larson  
Robert Cyman

#### **Also In Attendance Was:**

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

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

Kim Fiore; Independent District Engineering Services, LLC (“IDES”)

Bob Fanch and Blake Johnson; Fraser River Development Co 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 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 Directors 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**

**Agenda:** Mr. Ruthven reviewed with the Boards a proposed Agenda for the Districts' Regular Meeting.

Following discussion, upon motion duly made by Director Larson, seconded by Director Besse, and upon vote unanimously carried, the Agenda for the Districts' Regular Meeting was approved, as presented.

**Minutes:** The Boards reviewed the Minutes of the December 1, 2021 Special Meeting.

Following discussion, upon motion duly made by Director Besse, seconded by Director Larson and, upon vote unanimously carried, the Boards approved the Minutes of the December 1, 2021 Special Meeting.

**Third Amended and Restated Meeting Resolution, Resolution No. 2022-03-01:**

The Boards reviewed a Third Amended and Restated Meeting Resolution, Resolution No. 2022-03-01. The Boards further discussed the designation of the 24-hour posting location for notices of the Districts' meetings.

Following discussion, upon motion duly made by Director Larson, seconded by Director Besse and, upon vote unanimously carried, the Boards adopted the Third Amended and Restated Meeting Resolution, Resolution No. 2022-03-01, and determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S. as set forth therein.

**May 3, 2022 Election:** Attorney Pogue advised the Board that the May 3, 2022 election was 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. It was noted that Directors Cyman and Larson were each deemed elected to 3-year terms ending in May, 2025 for District No. 1, District No. 2, and District No. 3.

**Board Vacancies:** Attorney Pogue discussed with the Boards the vacancies on the Boards of Directors. The Boards directed Attorney Pogue to publish as Vacancy Notice for each of the Boards.

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**PUBLIC COMMENT** There were no public comments at this time.

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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, 2021	Period Ending Jan. 31, 2022	Period Ending Feb. 28, 2022	Special Payment February 2022
General	\$ 15,720.66	\$ 18,114.01	\$ 12,977.10	\$ 77,375.13
Debt	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Capital	\$ -0-	\$ -0-	\$ -0-	\$ -0-
<b>Total</b>	<b>\$ 15,720.66</b>	<b>\$ 18,114.01</b>	<b>\$ 12,977.10</b>	<b>\$ 77,375.13</b>

Fund	Period Ending March 31, 2022
General	\$ 13,438.97
Debt	\$ -0-
Capital	\$ -0-
<b>Total</b>	<b>\$ 13,438.97</b>

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

**Financial Statements:** Mr. Ruthven reviewed with the Board the unaudited financial statements through the period ending December 31, 2021 and Schedule of Cash Position as of December 31, 2021 for District No. 1.

Following review, upon motion duly made by Director Besse, seconded by Director Larson and, upon vote, unanimously carried, the Board approved the unaudited financial statements through the period ending December 31, 2021 and Schedule of Cash Position as of December 31, 2021 for District No. 1, as presented.

**2021 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 2021.

Following review and discussion, upon motion duly made by Director Larson, seconded by Director Besse and, upon vote, unanimously carried, the Board approved the execution of the Application for Exemption from Audit for 2021 for District Nos. 1 and 3.

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### **LEGAL MATTERS**

**Work Order No. 5 to Master Services Agreement with Independent District Engineering Services, LLC:** The District No. 1 Board reviewed Work Order No. 5 to Master Services Agreement with Independent District Engineering Services, LLC.

Following review and discussion, upon motion duly made by Director Besse, seconded by Director Larson and, upon vote, unanimously carried, the District No. 1 Board approved Work Order No. 5 to Master Services Agreement with Independent District Engineering Services, LLC.

**Developer Funding Agreement by and between Fraser River Development CO LLC, Riverside WP, LLC and District No. 1:** The District No. 1 Board reviewed a Developer Funding Agreement by and between Fraser River Development CO LLC, Riverside WP, LLC and District No. 1.

Following review and discussion, upon motion duly made by Director Larson, seconded by Director Besse and, upon vote, unanimously carried, the District No. 1 Board ratified approval of the Developer Funding Agreement by and between Fraser River Development CO LLC, Riverside WP, LLC and District No. 1.

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

**Cost Certification Report No. 8 prepared by Independent District Engineering Services, LLC in the amount of (\$458,574.30):** The District No. 1 Board reviewed that status of the Cost Certification Report No. 8 prepared by Independent District Engineering Services, LLC in the amount of (\$458,574.30).

Following discussion, upon motion duly made by Director Larson, seconded by Director Besse and, upon vote, unanimously carried, the District No. 1 Board approved the Cost Certification Report No. 8 prepared by Independent District Engineering Services, LLC, in the amount of (\$458,574.30).

**Purchase Application No. 1 under Improvement Acquisition, Advance and Reimbursement Agreement with Fraser River Development Co LLC, dated December 18, 2018:** The District No. 1 Board entered into discussion regarding a Purchase Application No. 1 under Improvement Acquisition, Advance and Reimbursement Agreement with Fraser River Development Co LLC, dated December 18, 2018, including all required certifications and supporting documentation required therein. Ms. Fiore further discussed the items she is still waiting on.

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**First Amendment to the Amended and Restated 2020 Funding and Reimbursement Agreement:** The District No. 1 Board reviewed a First Amendment to the Amended and Restated 2020 Funding and Reimbursement Agreement with Fraser River Development Co LLC.

Following discussion, upon motion duly made by Director Larson, seconded by Director Cyman and, upon vote, unanimously carried, the District No. 1 Board approved the First Amendment to the Amended and Restated 2020 Funding and Reimbursement Agreement.

**Trash Collection:** The Boards entered into discussion regarding trash collection. The Board requested that Mr. Ruthven prepare a Request for Proposal (“RFP”) to send to the trash services for service to begin in May 2022.

Property Management: Mr. Ruthven noted for the Board that the RFPs were sent to two (2) vendors on March 22, 2022. Director Besse requested that an RFP also be sent to Beaver Management.

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### **OTHER BUSINESS**

None.

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### **ADJOURNMENT**

There being no further business to come before the Boards at this time, upon motion duly made by Director Larson, seconded by Director Besse, and upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By Robert Cyman  
Secretary for the Meeting

**RESOLUTION NO. 2022-03-01**  
**RESOLUTION OF**  
**THE BOARDS OF DIRECTORS OF**  
**ROAM METROPOLITAN DISTRICT NOS. 1-3**

**THIRD AMENDED AND RESTATED MEETING RESOLUTION**

WHEREAS, Roam Metropolitan District Nos. 1 – 3 (individually, each a “District” and collectively, the “Districts”) were organized pursuant to Section 32-1-101 *et seq.*, C.R.S. of the Special District Act (“Act”); and

WHEREAS, on September 24, 2021, the Boards of Directors (the “Boards”) of the Districts adopted a Second Amended and Restated Meeting Resolution to designate the time and place of all regular meetings and to set forth specific requirements for the Boards to call emergency meetings when such meetings are deemed necessary for the immediate protection of the public health, safety, and welfare of the property owners and residents of the Districts (“Prior Meeting Resolution”); and

WHEREAS, House Bill 21-1278 (“HB 1278”), which was signed into law with an effective date of July 7, 2021, further revised the meeting requirements for the boards of directors of special districts; and

WHEREAS, pursuant to Section 32-1-903(1), C.R.S., as amended by HB 1278, the Boards shall meet regularly at a time and in a “Location” to be designated by the Boards; and

WHEREAS, pursuant to Section 32-1-903(5)(a), C.R.S., the term “Location” means the physical, telephonic, electronic, other virtual place, or combination of such means where a meeting can be attended; and

WHEREAS, Section 32-1-903(1.5), C.R.S., as amended by HB 1278, requires that all meetings of the Boards that are held solely at physical locations must be held at physical locations that are within the boundaries of the Districts or that are within the boundaries of the county in which the Districts are located, in whole or in part, or in any county so long as the physical location does not exceed twenty miles from the district boundaries; and

WHEREAS, the provisions of Section 32-1-903(1.5), C.R.S. may be waived only if the following criteria are met: (a) the proposed change of the physical location of a meeting of the Boards appear on the agenda of a meeting of the Boards, and (b) a resolution is adopted by the Boards stating the reason for which meetings of the Boards are to be held in a physical location other than under the provisions of Section 32-1-903(1.5), C.R.S. and further stating the date, time, and physical location of such meeting; and

WHEREAS, pursuant to Section 32-1-903(2)(a), special meetings may be held as often as the needs of the Districts require, upon notice to each director, and may include study sessions at which a quorum of each of the Boards is in attendance, and at which information is presented but no official action can be taken by the Boards; and

WHEREAS, pursuant to Section 32-1-903(2)(a), C.R.S., notice of the time and location designated for all regular and special meetings of the Boards shall be provided in accordance with Section 24-6-402, C.R.S.; and

WHEREAS, Section 24-6-402(2)(c)(I), C.R.S. requires the Districts to annually designate one public place within the boundaries of the Districts where notice of the Boards' meetings shall be posted no less than twenty-four (24) hours prior to the Boards' meetings; and

WHEREAS, pursuant to Section 24-6-402(2)(c)(III), C.R.S., the Districts shall be deemed to have given full and timely notice of a public meeting if the Districts posts the notice, with specific agenda information if available, no less than twenty-four (24) hours prior to the holding of the meeting on a public website of the Districts; and

WHEREAS, if the Districts post notice on the Districts' public website pursuant to Section 24-6-402(2)(c)(III), C.R.S., the Districts must also designate a public place within its boundaries at which the Districts may post a notice no less than twenty-four hours prior to a meeting if the Districts are unable to post notice online in exigent or emergency circumstances; and

WHEREAS, the meeting notice of all meetings of the Boards that are held telephonically, electronically, or by other means not including physical presence must include the method or procedure, including the conference number or link, by which members of the public can attend the meeting in accordance with Section 32-1-903(2)(a), C.R.S.; and

WHEREAS, the Boards desires to amend and restate the Prior Meeting Resolution pursuant to this Third Amended and Restated Meeting Resolution to address the changes to the meeting requirements for the boards of directors of special districts as set forth in HB 1278.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARDS OF DIRECTORS OF THE ROAM METROPOLITAN DISTRICT NOS. 1 – 3 THAT:

1. The Boards hereby determine to hold regular meetings on the fourth Friday of the last month each quarter in the first three quarters, and the first Thursday of December at 11:00 a.m. The location of all regular and special meetings will be held virtually via MS Teams or other virtual platform and via teleconference. The meeting notice of all meetings of the Boards will include the method or procedure, including the conference number or link, by which members of the public can attend the meeting.

2. The Boards hereby designate the Districts' public website, <https://roammd1-3.colorado.gov>, as the twenty-four (24) hour posting location for all meeting notices. The Boards hereby designate the following locations as the posting locations for notices if the Districts are unable to post a notice online in exigent or emergency circumstances:

District No. 1: On the power pole at the east end of Wanderer's Way in Tract F, Roam Filing No. 1 as depicted in the map attached hereto as Attachment 1.

District No. 2: On the street sign on the northeast corner of Roam Way and Beaver Lodge Road as depicted in the map attached hereto as Attachment 1.

District No. 3: On a tree just north of the future bridge crossing as depicted in the map attached hereto as Attachment 1.

3. The designation set forth in Paragraph 2 is hereby deemed to be the Boards' annual designation of the location where notices of meetings shall be posted twenty-four hours in advance of said meetings and shall be effective until such time as the Boards determine to designate a new posting location.

4. Emergency meetings may be called by the Districts without notice, if notice is not practicable, by the President or any two (2) Board members in the event of an emergency that requires the immediate action of the Boards in order to protect the public health, safety, and welfare of the property owners and residents of the Districts. If possible, notice of such emergency meeting may be given to the members of the Boards by telephone or whatever other means are reasonable to meet the circumstances of the emergency, and shall be provided to the public via any practicable means available, *if any*, including, but not limited to, posting notice of such emergency meeting on the Districts' website. At such emergency meeting, any action within the power of the Board that is necessary for the immediate protection of the public health, safety, and welfare may be taken; provided however, that any action taken at an emergency meeting shall be ratified at the first to occur: (a) the next regular meeting of the Districts' Boards, or (b) the next special meeting of the Districts' Boards.

5. This Resolution shall repeal, supersede, and replace the Prior Meeting Resolution and any and all previous resolutions or provisions of previous resolutions adopted by the Boards concerning meeting location, time, and posting of notices.

6. This Resolution shall take effect on the date and time of adoption and shall remain effective until otherwise supplemented or amended by the Boards.

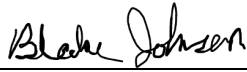
(Signatures Appear on Following Page.)



Whereupon, a motion was made and seconded, and upon a majority vote, this Resolution was approved by the Boards.

**ADOPTED AND APPROVED THIS 25th DAY OF MARCH, 2022.**

ROAM METROPOLITAN DISTRICT NOS. 1 – 3

A handwritten signature in black ink, appearing to read "Blake Johnson", is written over a horizontal line.

President

*Signature Page to Third Amended and Restated Meeting Resolution*