

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE ROAM METROPOLITAN DISTRICT NOS. 1, 2 AND 3 HELD APRIL 14, 2020

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 Tuesday, the 14th day of April, 2020, at 11:00 a.m. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board meeting was held by conference call without any individuals (neither District Representatives nor the General Public) attending in person. The meeting was open to the public via conference call.

Directors In Attendance Were:

Melinda Besse
Suzanne Fanch

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”)

Chip Besse; 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

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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 (“Districts”). Where necessary, action taken by an individual District will be so reflected in these Minutes.

ADMINISTRATIVE MATTERS

Agenda: Mr. Ruthven reviewed with the Boards a proposed Agenda for the Districts’ Special Meeting.

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

Minutes: The Boards reviewed the Minutes of the December 3, 2019 Special Meeting.

Following discussion, upon motion duly made by Director Fanch, seconded by Director Besse and, upon vote unanimously carried, the Boards approved the Minutes of the December 3, 2019 Special Meeting.

Resignation of Director: The resignation of Director Eric Mason as President to the Board of Directors, effective as of April 5, 2020 was acknowledged.

It was noted that Jolene Larson would be appointed at the June 26, 2020 Board Meeting.

Appointment of Officers: The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Fanch seconded by Director Besse and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Melinda Besse
Treasurer/Secretary	Suzanne Fanch

PUBLIC COMMENT

There were no public comments at this time.

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FINANCIAL MATTERS

Claims: The Board considered ratifying the approval of the payment of claims from October 2019 through March 2020, in the amount of \$31,177.07.

Following discussion, upon motion duly made by Director Besse, seconded by Director Fanch and, upon vote, unanimously carried, the Board ratified approval of the payment of claims, as presented.

LEGAL MATTERS

Public Hearings on the Inclusion of Land Owned by Fraser River Development Co LLC for the Roam Metropolitan District Nos 1, 2, and 3: President Besse opened the public hearings to consider three proposed inclusions.

It was noted that publication of Notice stating that the Boards would consider the inclusion of the property and the date, time and place of the public hearings was made in a newspaper having general circulation within the Districts. No written objections were received prior to these public hearings. No public comments were received and the public hearings were closed.

Following discussion, upon motion duly made by Director Besse, seconded by Director Fanch and, upon vote, unanimously carried, the Boards approved the inclusion of the properties as described in the Petitions. Copies of Resolution Nos. 2020-04-01 for Inclusion are attached hereto and incorporated herein by this reference.

Public Hearing on the Exclusion of Land Owned by Fraser River Development Co LLC for Roam Metropolitan District No. 1.: President Besse opened the public hearing to consider one proposed exclusion.

It was noted that publication of Notice stating that the Board would consider the exclusion of the property and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received and the public hearing was closed.

Following discussion, upon motion duly made by Director Besse, seconded by Director Fanch and, upon vote, unanimously carried, the Board approved the exclusion of the property as described in the Petition. A copy of the Resolution No. 2020-04-02 for Exclusion is attached hereto and incorporated herein by this reference.

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It was noted that Mr. Besse asked why these parcels were not originally included in the Districts. Attorney Pogue explained that these inclusions and exclusion are common as development plans and timelines evolve over the course a project.

CAPITAL PROJECTS

Cost Certificate Report No. 1: Ms. Fiore presented the Board the Cost Certificate Report No. 1 prepared by Independent District Engineering Services (“IDES”), in the amount of \$4,483,047.27.

Following discussion, upon motion duly made by Director Fanch, seconded by Director Besse and, upon vote, unanimously carried, the Board approved Cost Certification No. 1 prepared by IDES, in the amount of \$4,483,047.27.


OTHER BUSINESS

There were no other business matters at this time.

ADJOURNMENT

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

Respectfully submitted,

By  _____
Secretary for the Meeting

TITLE	Roam MD Nos. 1-3, Adopted and Approved Documents
FILE NAME	Annual Admi...(ROAM1).pdf and 6 others
DOCUMENT ID	4d7abd0d48482c6563c20250a4e2bc068bd229a7
AUDIT TRAIL DATE FORMAT	MM / DD / YYYY
STATUS	● Completed

Document History



SENT

02 / 24 / 2021
 22:59:20 UTC

Sent for signature to Melinda Besse (mgbesse@gmail.com) and Jolene Larson (jl Larson@devilsthumbranch.com) from apadilla@sdmsi.com
 IP: 50.78.200.153



VIEWED

02 / 24 / 2021
 23:38:26 UTC

Viewed by Jolene Larson (jl Larson@devilsthumbranch.com)
 IP: 96.88.88.180



SIGNED

02 / 24 / 2021
 23:40:00 UTC

Signed by Jolene Larson (jl Larson@devilsthumbranch.com)
 IP: 96.88.88.180



VIEWED

02 / 26 / 2021
 17:53:38 UTC

Viewed by Melinda Besse (mgbesse@gmail.com)
 IP: 67.176.93.185



SIGNED

02 / 26 / 2021
 17:54:01 UTC

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 IP: 67.176.93.185



COMPLETED

02 / 26 / 2021
 17:54:01 UTC

The document has been completed.