

## 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 APRIL 19, 2022

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 19th day of April, 2022, at 11:00 a.m. This District Board meeting was held via Zoom at <https://us02web.zoom.us/j/83969406622?pwd=eUg5aHo0Z3VrZlF0VlRDMWpUINtQT09>; Phone: 1 (253) 215-8782; Meeting ID: 839 6940 6622; Passcode: 425015. 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' Special Meeting.

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

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### **PUBLIC COMMENT**

There were no public comments at this time.

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### **FINANCIAL MATTERS**

There were no financial matters at this time.

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### **LEGAL MATTERS**

There were no legal matters at this time.

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

**Proposals for Property Management Services:** Mr. Ruthven summarized the three (3) proposals submitted in response to the Districts' request for proposals for property management services and recommended Allegiant Management. The Boards then discussed the scope of the property management services Allegiant Management would provide.

Following discussion, upon motion duly made by Director Besse, seconded by Director Larson and, upon vote, unanimously carried, the District 1 Board approved the proposal from Allegiant Management for property management services and directed legal counsel to prepare and agreement therefor.

**Change Order No. 1 to Roam Cabins Phase 1 Contract with Mountain States Snowcats:** The District 1 Board reviewed Change Order No. 1 to Roam Cabins Phase 1 Contract with Mountain States Snowcats.

Following discussion, upon motion duly made by Director Besse, seconded by Director Larson and, upon vote, unanimously carried, the District 1 Board approved Change Order No. 1 to Roam Cabins Phase 1 Contract with Mountain States Snowcats, in the amount of \$3,225.

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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 Besse, seconded by Director Larson, and upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By Robert Cyman  
Secretary for the Meeting