

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE ROAM METROPOLITAN DISTRICT NOS. 1, 2 AND 3 HELD MAY 12, 2023

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 Friday, the 12th day of May, 2023, at 2:00 p.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:

Jolene Larson
Robert Cyman
Brian Ripley

Following discussion, upon motion duly made by Director Cyman, seconded by Director Ripley 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.; Icenogle Seaver Pogue, P.C.

Cody Conry and Brandon Collins; Independent District Engineering Services, LLC (“IDES”)

Blake Johnson; Fraser River Development Co LLC

Krystyn Gay; Allegiant Management

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

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interest were filed with the Secretary of State for all Directors. There were no new conflicts.

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.

ADMINISTRATIVE MATTERS

Appointment of Director: The District No. 1, District No. 2, and District No. 3 Boards each considered the appointment of Blake Johnson to fill the vacancy on the respective Board of Directors.

Following discussion, upon motion duly made by Director Ripley, seconded by Director Cyman and, upon vote, unanimously carried, Blake Johnson was appointed to fill the vacancy on the Board of Directors of each of District No. 1, District No. 2, and District No. 3.

PUBLIC COMMENT

There were no public comments at this time.

LEGAL MATTERS

There were no legal matters at this time.

CAPITAL PROJECTS/ OPERATIONS AND MAINTENANCE MATTERS

Roam Filing No. 3 Cabins Phase Construction Contract for District No. 1: Messrs. Conroy and Collins reviewed the results of the District No. 1 solicitation for bids for the Roam Filing No. 3 Cabins Phase Construction Contract with the Board, and discussion ensued.

Following discussion, upon motion duly made by Director Larson, seconded by Director Ripley and, upon vote, unanimously carried, the District No. 1 Board awarded the Roam Filing No. 3 Cabins Phase Construction Contract to Mountain States Snowcats.

Engagement of Vogel & Associates for District No. 1: The District No. 1 Board entered into discussion regarding the engagement of Vogel & Associates for professional planning and design services.

Following discussion, upon motion duly made by Director Larson, seconded by Director Ripley and, upon vote, unanimously carried, the District No. 1 Board

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approved the engagement of Vogel & Associates for professional planning and design services.

Engagement of Peter Van Dusen for District No. 1: The District No. 1 Board entered into discussion regarding the engagement of Peter Van Dusen for Community Center design services.

Following discussion, upon motion duly made by Director Larson, seconded by Director Ripley and, upon vote, unanimously carried, the District No. 1 Board approved the engagement of Peter Van Dusen for Community Center design services.

OTHER BUSINESS

There was no other business at this time.

ADJOURNMENT

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

Respectfully submitted,

Robert Cyman

By _____

Secretary for the Meeting