

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE ROAM METROPOLITAN DISTRICT NOS. 1, 2 AND 3 HELD JUNE 26, 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 Friday, the 26th day of June 26, 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. 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.

Minutes: The Boards reviewed the Minutes of the April 14, 2020 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 April 14, 2020 Special Meeting.

Consideration of Board Appointment After Publication of Notice of Vacancy:

It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy for each of the Districts' Boards was made on March 26, 2020 in the Middle Park Times. No letters of interest from qualified eligible electors were received within ten (10) days of the date of such publication.

As such, following discussion and upon motion to nominate Jolene Larson to fill a vacant Board seat on the District No. 1 Board of Directors until May 2022 duly made by Director Fanch, seconded by Director Besse and, upon vote, unanimously carried, the Board of Directors of District No. 1 appointed Jolene Larson to fill a vacancy on the Board of Directors of District No. 1.

Following discussion and upon motion to nominate Jolene Larson to fill a vacant Board seat on the District No. 2 Board of Director until May 2022 duly made by Director Fanch, seconded by Director Besse and, upon vote, unanimously carried, the Board of Directors of District No. 2 appointed Jolene Larson to fill a vacancy on the Board of Directors of District No. 2.

Following discussion and upon motion to nominate Jolene Larson to fill a vacant Board seat on the District No. 3 Board of Director until May 2022 duly made by Director Fanch, seconded by Director Besse and, upon vote, unanimously carried, the Board of Directors of District No. 3 appointed Jolene Larson to fill a vacancy on the Board of Directors of District No. 3.

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The Oaths of Director were administered by Director Besse as President of each of the Boards.

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 to each of District No. 1, District No. 2, and District No. 3:

President	Melinda Besse
Treasurer/Secretary	Suzanne Fanch
Assistant Secretary	Jolene Larson

PUBLIC COMMENT

There were no public comments at this time.

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 Apr. 6, 2020	Period Ending May 12, 2020	Period Ending June 17, 2020
General	\$ 36,484.10	\$ 6,414.95	\$ 10,088.64
Debt	\$ -0-	\$ -0-	\$ -0-
Capital	\$ -0-	\$ -0-	\$ -0-
Total	\$ 36,484.10	\$ 6,414.95	\$ 10,088.64

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

Bill.com: Mr. Ruthven discussed with the Board Bill.com. He noted the benefits of using Bill.com for processing District payables.

Following discussion, upon motion duly made by Director Besse, seconded by Director Fanch and, upon vote, unanimously carried, the Boards approved the use of Bill.com and determined that Directors Besse and Larson will be the two approvers for the Boards.

The Boards directed SDMS to set up the service and transmit emails to the approvers explaining the process.

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District No. 1 and District No. 2 - 2019 Applications for Exemption from Audit: The Boards of District Nos. 1 and 2, reviewed the Applications for Exemption from 2019 Audit.

Following review and discussion, upon motion duly made by Director Larson, seconded by Director Fanch and, upon vote, unanimously carried, the Boards of District Nos. 1 and 2 ratified approval of the preparation, execution and filing of the Applications for Exemption from 2019 Audit for District Nos. 1 and 2, respectively.

Application for Exemption from Audit for 2018 and 2019 for District No. 3: The Board discussed the Application from Audit for 2018 and 2019. Mr. Ruthven explained to the Board that the 2018 application had been lost and was recently re-submitted to the State Auditor for approval.

Following discussion, upon motion duly made by Director Besse, seconded by Director Fanch and, upon vote, unanimously carried, the Board approved the Application for Exemption from Audit for 2019.

2021 Budget Preparation: The Board discussed the preparation of the 2021 Budget.

Following discussion, upon motion duly made by Director Fanch, seconded by Director Besse and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2021 Budget. The Boards determined to hold the public hearings to consider adoption of the 2021 Budgets on Friday, November 20, 2020 at 11:00 a.m. at the regular meeting location. It was noted that the Preliminary Assessed Valuation deadlines have been backed up to October 13, 2020 due to COVID-19.

LEGAL MATTERS

Negotiations of a Public Improvement Escrow Agreement: Attorney Pogue provided an update on the status of negotiation of Public Improvement Escrow Agreement with the Town of Winter Park regarding security for public improvement construction.

CAPITAL PROJECTS

Cost Certificate Report No. 2: Ms. Fiore presented the District No. 1 Board the Cost Certificate Report No. 2 prepared by Independent District Engineering Services (“IDES”), in the amount of \$104,637.53.

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Following discussion, upon motion duly made by Director Fanch, seconded by Director Besse and, upon vote, unanimously carried, the Board of District No. 1 approved Cost Certification No. 1 prepared by IDES, in the amount of \$104,637.53.


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.