

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE ROAM METROPOLITAN DISTRICT NOS. 1, 2 AND 3 HELD AUGUST 30, 2024

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 30th day of August, 2024, at 11:00 a.m. This District Board meeting was held via Zoom at: <https://us02web.zoom.us/j/83015456087?pwd=VEFuekdYk1LQ1F1ZWlHbE1uYkYtRQT09>; Meeting ID 830 1545 6087; Passcode: 708751. The meeting was open to the public.

Directors In Attendance Were:

Blake Johnson
Jolene Larson
Robert Cyman
Robert Klane

Also In Attendance Were:

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

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

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

Krystyn Gay; Allegiant Management LLC

Bob Fanch; Fraser River Development

**COMBINED
MEETING**

The Boards 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 reflected in these Minutes.

**ADMINISTRATIVE
MATTERS**

Quorum/Confirmation of Meeting Location/Posting of Notice: Mr. Ruthven confirmed the presence of a quorum.

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Agenda: Mr. Ruthven distributed a proposed Agenda for the Districts’ Special Meeting for the Boards’ review and approval.

Following discussion, upon motion duly made by Director Larson, seconded by Director Klane and, upon vote, unanimously carried, the Agenda was approved, and the absence of Director Ripley was excused.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Attorney Johnson discussed the requirements of Colorado law to disclose any potential conflicts of interest 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 and Boards for all Directors. There were no new conflicts.

PUBLIC COMMENT

There were no public comments at this time.

CONSENT AGENDA

Minutes: The Boards reviewed the Minutes of the July 26, 2024 Regular Meeting.

Following discussion, upon motion duly made by Director Larson, seconded by Director Johnson, and upon vote, unanimously carried, the Boards approved the Minutes of the July 26, 2024 Regular Meeting.

LEGAL MATTERS

None.

FINANCIAL MATTERS

Claims (District No. 1): The District No. 1 Board considered ratifying the approval of the payment of claims through the periods ending as follows:

Fund	Period Ending Aug. 31, 2024
General	\$ 19,848.01
Debt	\$ -0-
Capital Projects	\$ 48,131.41
Total	\$ 67,979.42

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

District Expenditure Verification Report and Pay Applications (District No. 1): Mr. Conry presented to the District No. 1 Board the District Expenditure Verification Report and Pay Applications.

Following review, upon motion duly made by Director Johnson, seconded by Director Klane, and upon vote, unanimously carried, the District No. 1 Board approved the District Expenditure Verification Report and approved the Pay Applications therein.

Requisition No. 14 (District No. 2): Mr. Ruthven reviewed with the District No. 2 Board Requisition No. 14.

Following review, upon motion duly made by Director Larson, seconded by Director Klane, and upon vote, unanimously carried, the District No. 2 Board approved Requisition No. 14.

2023 Audit (District No. 2): The District No. 2 Board reviewed the 2023 Audit.

Following review, upon motion duly made by Director Johnson, seconded by Director Larson, and upon vote, unanimously carried, the District No. 2 Board ratified approval of the 2023 Audit.

Appendix A to Continuing Disclosure Agreement (District No. 2): The District No. 2 Board reviewed the Series 2021 Bonds Continuing Disclosure Agreement Report dated August 5, 2024.

Following review, upon motion duly made by Director Johnson, seconded by Director Larson, and upon vote, unanimously carried, the District No. 2 Board ratified approval of the Series 2021 Bonds Continuing Disclosure Agreement Report and filing of the same.

**CAPITAL
PROJECTS/
OPERATIONS AND
MAINTENANCE
MATTERS**

Roam Filing 3 Cabins Phase 2: Mr. Conry provided an update to the Boards regarding Roam Filing 3 Cabins Phase 2.

Following review, upon motion duly made by Director Johnson, seconded by Director Cyman, and upon vote, unanimously carried, the District No. 1 Board approved Change Order No. 4 with Mountain States Snowcats in an amount not to exceed \$195,691.05, Work Order No. 8 for CORE Consultants, Inc. in the

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amount of \$16,440, and Work Order No. 4 for Peter Van Dusen Project Management and Design, LLC in the amount of \$11,000.

Beaver's Lodge Community Center: Mr. Conry provided an update to the Boards regarding the Beaver's Lodge Community Center. It was noted that the prior solicitation for this work will be cancelled and District No. 1 will put out a revised solicitation later this year with a plan to begin construction in the Spring of 2025.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Boards, upon motion duly made by Director Larson, seconded by Director Klane, and upon vote, unanimously carried, the meeting was adjourned at 11:53 a.m.

Respectfully submitted,

By Robert Cyman
Secretary for the Meeting