

## 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 OCTOBER 20, 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 20th day of October, 2023, at 11:00 a.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.

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**Directors In Attendance Were:**

Jolene Larson  
Robert Cyman  
Robert Klane  
Brian Ripley  
Blake Johnson

**Also In Attendance Was:**

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

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

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

Bob Fanch; Fraser River Development Co.

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**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 for all Directors. There were no new conflicts.

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### 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 so reflected in these Minutes.

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### ADMINISTRATIVE MATTERS

**Consent Agenda:** The Boards considered the following items on the Consent Agenda:

- Approve the Minutes of the September 23, 2023 Regular Meeting.

Following discussion, upon motion duly made by Director Ripley, seconded by Director Klane, and upon vote, unanimously carried, the Boards approved the above Consent Agenda items/actions.

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### PUBLIC COMMENT

There were no public comments at this time.

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### LEGAL MATTERS

**Review and Approval of the Development Improvement Agreement with the Town of Winter Park (District No. 1):** Attorney Johnson reviewed the Development Improvement Agreement with the Town of Winter Park with the District No. 1 Board.

Following discussion, upon motion duly made by Director Ripley, seconded by Director Klane, and upon vote, unanimously carried, the Board of District No. 1 approved the Development Improvement Agreement with the Town of Winter Park, subject to final approval by the Town of Winter Park.

Directors Larson and Johnson jointed the meeting at this time.

**Status of Fraser River Development Co Improvement Acquisition Agreement Purchase Application and Payment (District No. 1):** The Board of District No. 1 and IDES discussed that they are in the process of obtaining documents and approvals, and IDES anticipates that Purchase Application #1 should be complete and ready for Board consideration by the end of 2023.

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### FINANCIAL MATTERS

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

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| Fund             | Period Ending<br>September 30, 2023 | Period Ending<br>October 31, 2023 |
|------------------|-------------------------------------|-----------------------------------|
| General          | \$ 6,223.20                         | \$ 20,344.92                      |
| Debt             | \$ -0-                              | \$ -0-                            |
| Capital Projects | \$ 1,175.00                         | \$ 27,194.20                      |
| <b>Total</b>     | <b>\$ 7,398.20</b>                  | <b>\$ 47,539.12</b>               |

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

**Cost Certification Report No. 10:** Mr. Conry reviewed with the District No. 1 Board the Cost Certification Report No. 10.

Following discussion, upon motion duly made by Director Ripley, seconded by Director Klane, and upon vote, unanimously carried, the District No. 1 Board approved the Cost Certification Report No. 10.

**Cabins Phase 2 Change Order No. 1 with Mountain State Snowcats (District No. 1):**

The Board of District No. 1 discussed the Cabins Phase 2 Change Order No. 1 with Mountain State Snowcats.

Following discussion, upon motion duly made by Director Ripley, seconded by Director Johnson, and upon vote, unanimously carried, the Board of District No. 1 approved Cabins Phase 2 Change Order No. 1 in an amount not to exceed \$245,501.27.

**Review and Approval of Pay Application(s) from Mountain States Snowcats (District No. 1):** Mr. Conroy noted that there were no outstanding Pay Applications for the District No. 1 Board to consider at this time.

**CAPITAL  
PROJECTS/  
OPERATIONS AND  
MAINTENANCE  
MATTERS**

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

**OTHER BUSINESS**

Mr. Ruthven reviewed the updated 2024 Capital Projects Fund Budget with the Boards.

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### ADJOURNMENT

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

Respectfully submitted,

By Robert Cyman  
Secretary for the Meeting