

## 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 NOVEMBER 17, 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 17th day of November, 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”)

Krystyn Gay; Allegiant Management, LLC

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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 October 20, 2023 Special Meeting.
- Adopt Resolution No. 2023-11-01 - 2024 Annual Administrative Matters Resolution.
- Adopt 2024 Meeting Resolution; confirm date, time, and location of the meetings and posting of meeting notices.
- Adopt First Amendment to Public Records Policy Resolution.

Following discussion, upon motion duly made by Director Larson, 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**

**Status of Fraser River Development Co. Improvement Acquisition Agreement Purchase Application and Payment (District No. 1):** Attorney Johnson and Mr. Conry discussed with the Board the status of Fraser River Development Co. Improvement Acquisition Agreement Purchase Application and Payment. They anticipate completion by the end of the year.

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### **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.

**Pay Application(s) and Board Status Report from Mountain States Snowcats (District No. 1):** Mr. Conry provided an update to the Board on the Pay Application(s) and Board Status Report from Mountain States Snowcats.

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### **OTHER BUSINESS**

Attorney Johnson explained that snow removal would be the responsibility of Fraser River Development Company for a period of 2 years after the streets are conveyed to the Town of Winter Park to cover the Warranty Period

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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 Johnson and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By Robert Cyman  
Secretary for the Meeting