

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE ROAM METROPOLITAN DISTRICT NOS. 1, 2 AND 3 HELD SEPTEMBER 12, 2019

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 Thursday, the 12th day of September, 2019, at 9:00 a.m., at the Green Spaces Location in Winter Park, 78311 U.S. Highway 40, Building G, Winter Park, Colorado 80482. The meeting was open to the public.

Directors In Attendance Were:

Eric Mason (via teleconference)
Melinda Besse (via teleconference)
Suzanne Fanch (via teleconference)

Also In Attendance Was:

Lisa A. Johnson, Jim Ruthven and Peggy Ripko; Special District Management Services, Inc. ("SDMS")

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

Brandon Collins and Kim Fiore; Independent District Engineering Services, LLC ("IDES")

Chip Besse and Bob Fanch; Fraser River Development Co LLC

**DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST**

Attorney Pogue further 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 Pogue that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

**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

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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: Ms. Johnson reviewed with the Boards a proposed Agenda for the Districts' Special Meeting.

Following discussion, upon motion duly made by Director Mason, seconded by Director Besse and, upon vote unanimously carried, the Agenda for the Districts' Special Meeting was approved.

Approval of Meeting Location: The Boards entered into discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Districts' Board meeting and confirmed the posting of notices of the meeting in accordance therewith.

Minutes: The Boards reviewed the Minutes of the December 21, 2018 Organizational Meeting.

Following discussion, upon motion duly made by Director Mason, seconded by Director Besse and, upon vote unanimously carried, the Boards approved the Minutes of the December 21, 2018 Organizational Meeting.

Management and Accounting Agreement with Special District Management Services, Inc. ("SDMS"): The Board reviewed a Management and Accounting Agreement among District No. 1, District No. 2, District No. 3 and SDMS.

Following discussion, upon motion duly made by Director Mason, seconded by Director Besse and, upon vote unanimously carried, the Board ratified the approval of the Management and Accounting Agreement among the Districts and SDMS.

FINANCIAL MATTERS

Process for Approval of Invoices on a Monthly Basis: Mr. Ruthven discussed with the Boards the process for approval of District invoices on a monthly basis.

Process for Preparation of Periodic Financial Statements: Mr. Ruthven discussed with the Boards the process for preparation of periodic financial statements. The Board directed staff to prepare financial statements on a quarterly basis.

Establishment of District Bank Account (District No. 1): The Board considered authorizing SDMS to open a District No. 1 checking account with FirstBank.

Following discussion, upon motion duly made by Director Mason, seconded by Director Besse and, upon vote, unanimously carried, the Board approved the

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establishment of the District No. 1 bank account and adopted a policy requiring two signatures on all checks. The Board also authorized the execution of acknowledgment of Banking Relationship between the District, FirstBank and SDMS.

Signatories on the District Bank Account (District No. 1): The Board reviewed signatories on the District No. 1 bank account.

Following review, upon motion duly made by Director Mason, seconded by Director Besse and, upon vote, unanimously carried, the Board ratified approval of Directors Mason, Besse and Fanch as signatories on the District No. 1 bank account.

Preparation of 2020 Budget: The Boards discussed the preparation of the 2020 Budgets.

Following discussion, upon motion duly made by Director Mason, seconded by Director Besse and, upon vote, unanimously carried, the Boards appointed SDMS as the District Accountant to prepare the 2020 Budgets and determined to hold the public hearings to consider adoption of the 2020 Budgets on December 3, 2019 at 9:00 a.m. at Green Spaces Location in Winter Park, 78311 U.S. Highway 40, Building G, Winter Park, CO 80482.

2018 Budget Hearing (District No. 1): The President of District No. 1 opened the public hearing to consider the proposed 2018 Budget and discuss related issues.

It was noted that publication of notice stating that the Board would consider adoption of the 2018 Budget and the date, time and place of the public hearing was made in the *Middle Park Times*, a newspaper having general circulation within the District, on September 5, 2019. No written objections were received prior to this public hearing. No public comments were received, and the public hearing was closed.

Ms. Johnson reviewed the proposed 2018 expenditures.

Following discussion, the Board of District No. 1 considered the adoption of Resolution No. 2019-09-01; Resolution to Adopt the 2018 Budget and Appropriate Sums of Money. Upon motion duly made by Director Mason, seconded by Director Fanch and, upon vote, unanimously carried, the Resolution was adopted, as presented, and execution of the Certification of Budget was authorized. Ms. Johnson was authorized to transmit the Certification of Budget to the Division of Local Government. A copy of the adopted Resolution is attached to these Minutes and incorporated herein by this reference.

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2018 Budget Hearing (District No. 2): The President of District No. 2 opened the public hearing to consider the proposed 2018 Budget and discuss related issues.

It was noted that publication of notice stating that the Board would consider adoption of the 2018 Budget and the date, time and place of the public hearing was made in the *Middle Park Times*, a newspaper having general circulation within the District, on September 5, 2019. No written objections were received prior to this public hearing. No public comments were received, and the public hearing was closed.

Ms. Johnson reviewed the proposed 2018 expenditures.

Following discussion, the Board of District No. 2 considered the adoption of Resolution No. 2019-09-01; Resolution to Adopt the 2018 Budget and Appropriate Sums of Money. Upon motion duly made by Director Mason, seconded by Director Fanch and, upon vote, unanimously carried, the Resolution was adopted, as presented, and execution of the Certification of Budget was authorized. Ms. Johnson was authorized to transmit the Certification of Budget to the Division of Local Government. A copy of the adopted Resolution is attached to these Minutes and incorporated herein by this reference.

2018 Budget Hearing (District No. 3): The President of District No. 3 opened the public hearing to consider the proposed 2018 Budget and discuss related issues.

It was noted that publication of notice stating that the Board would consider adoption of the 2018 Budget and the date, time and place of the public hearing was made in the *Middle Park Times*, a newspaper having general circulation within the District, on September 5, 2019. No written objections were received prior to this public hearing. No public comments were received, and the public hearing was closed.

Ms. Johnson reviewed the proposed 2018 expenditures.

Following discussion, the Board of District No. 3 considered the adoption of Resolution No. 2019-09-01; Resolution to Adopt the 2018 Budget and Appropriate Sums of Money. Upon motion duly made by Director Mason, seconded by Director Fanch and, upon vote, unanimously carried, the Resolution was adopted, as presented, and execution of the Certification of Budget was authorized. Ms. Johnson was authorized to transmit the Certification of Budget to the Division of Local Government. A copy of the adopted Resolution is attached to these Minutes and incorporated herein by this reference.

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2018 Applications for Exemption from Audit: The Boards discussed the requirements for an audit.

Following review and discussion, upon motion duly made by Director Mason, seconded by Director Fanch and, upon vote, unanimously carried, the Boards approved execution of the Applications for Exemption from Audit for 2018.

Preparation of the Applications for Exemption of Audit for 2019: The Boards reviewed the preparation of the Applications for Exemption from Audit for 2019.

Following review, upon motion duly made by Director Mason, seconded by Director Fanch and, upon vote, unanimously carried, the Boards approved the preparation of the Applications for Exemption from Audit for 2019.

LEGAL MATTERS

Public Hearing on the Inclusion of 1.457 acres, more or less, of property owned by Fraser River Development Co LLC (District No. 1): The President of District No. 1 opened the public hearing to consider the Petition for Inclusion of Land regarding the inclusion of approximately 1.457 acres, more or less, of real property owned by Fraser River Development Co LLC into District No. 1.

It was noted that publication of notice stating that the Board would consider the inclusion of the property and the date, time and place of the public hearing was made in the *Middle Park Times*, a newspaper having general circulation within the District, on September 5, 2019. No written objections were received prior to this public hearing. No public comments were received, and the public hearing was closed.

Following discussion, upon motion duly made by Director Mason, seconded by Director Besse and, upon vote, unanimously carried, the Board approved the inclusion of the property as described in the Petition and adopted Resolution No. 2019-09-04; Resolution for Inclusion of Real Property. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference. The Board further directed Attorney Pogue to complete the inclusion as described in the Resolution.

Public Hearing on the Inclusion of 28.442 acres, more or less, of property owned by Fraser River Development Co LLC (District No. 2): The President of District No. 2 opened the public hearing to consider the Petition for Inclusion of Land regarding the inclusion of approximately 28.442 acres, more or less, of real property owned by Fraser River Development Co LLC into District No. 2.

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It was noted that publication of notice stating that the Board would consider the inclusion of the property and the date, time and place of the public hearing was made in the *Middle Park Times*, a newspaper having general circulation within the District, on September 5, 2019. No written objections were received prior to this public hearing. No public comments were received, and the public hearing was closed.

Following discussion, upon motion duly made by Director Mason, seconded by Director Besse and, upon vote, unanimously carried, the Board approved the inclusion of the property as described in the Petition and adopted Resolution No. 2019-09-05; Resolution for Inclusion of Real Property. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference. The Board further directed Attorney Pogue to complete the inclusion as described in the Resolution.

Legislation Regarding Posting Meeting Notices and Establishment of a Website: Attorney Pogue presented to the Boards new legislation regarding posting meeting notices and establishment of a website.

Amended and Restated Meeting Resolution, Resolution No. 2019-09-06, Establishing Website and 24-Hour Posting Location: Attorney Pogue reviewed with the Boards the Amended and Restated Meeting Resolution, Resolution No. 2019-09-06, Establishing Website and 24-Hour Posting Location.

Following review and discussion, upon motion duly made by Director Mason, seconded by Director Besse and, upon vote, unanimously carried, the Boards approved Resolution No. 2019-09-06, Establishing Website and 24-Hour Posting Location. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

Eligible Government Entity Agreement with Statewide Internet Portal Authority ("SIPA"): Attorney Pogue reviewed with the Board an Eligible Government Entity Agreement with SIPA.

Following review and discussion, upon motion duly made by Director Mason, seconded by Director Besse and, upon vote, unanimously carried, the Boards approved the Eligible Government Entity Agreement with SIPA.

Inclusion of Property into the Grand County Water and Sanitation District: Attorney Pogue updated the Boards on the inclusion of property within the Roam Development into the Grand County Water and Sanitation District.

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CAPITAL PROJECTS

Master Service Agreement (“MSA”) for District Engineering Services by and between District No. 1 and Independent District Engineering Services, LLC (“IDES”): The Board discussed the MSA for District Engineering Services by and between District No. 1 and IDES.

Following discussion, upon motion duly made by Director Mason, seconded by Director Fanch and, upon vote unanimously carried, the Board ratified approval of the MSA for District Engineering Services by and between District No. 1 and IDES.

OTHER BUSINESS


There was no other business for discussion 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

**RESOLUTION OF
THE BOARDS OF DIRECTORS OF
ROAM METROPOLITAN DISTRICTS NOS. 1 – 3**

AMENDED AND RESTATED MEETING RESOLUTION

WHEREAS, Roam Metropolitan Districts Nos. 1 – 3, (the “Districts”) were organized pursuant to Section 32-1-101 *et seq.*, C.R.S. of the Special District Act; and

WHEREAS, pursuant to Section 32-1-903(1), C.R.S., the Boards of Directors (the “Boards”) of the Districts shall meet regularly at a time and place designated by the Boards; and

WHEREAS, Section 32-1-903(1), C.R.S. further requires that all regular and special meetings of the Boards be held at locations which are within the boundaries of the Districts or which are within the boundaries of any county in which the Districts are located, in whole or in part, or in any county so long as the meeting location does not exceed twenty miles from the Districts’ boundaries; and

WHEREAS, House Bill 19-1087 (“HB 1087”), which was signed into law with an effective date of August 2, 2019, amends Sections 32-1-903(2) and 24-6-402(2)(c), C.R.S. governing meeting notices provided by special districts for regular and special meetings as set forth below; and

WHEREAS, Section 24-6-402(2)(c)(I), C.R.S. requires the Districts to annually designate one public place within the boundaries of the Districts where notice of the Boards’ meetings shall be posted no less than twenty-four hours prior to the Boards’ meetings, and where possible, the posting shall include specific agenda information; and

WHEREAS, pursuant to Section 32-1-903(2), C.R.S. notice of the time and place designated for all regular and special meetings of the Boards shall be provided in accordance with Section 24-6-402, C.R.S.; and

WHEREAS, on December 21, 2018, the Boards adopted a certain Meeting Resolution designating the time and place of regular meetings, posting locations for meeting notices, and requirements for emergency meetings (the “Meeting Resolution”); and

WHEREAS, the Boards desire to amend and restate the Meeting Resolution pursuant to this Amended and Restated Meeting Resolution to account for changes to the posting of meeting notices pursuant to HB 1087, to designate the time and place of all regular meetings, and to set forth specific requirements for the Boards to call emergency meetings when such meetings are deemed necessary for the immediate protection of the public health, safety, and welfare of the property owners and residents of the Districts.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARDS OF DIRECTORS OF ROAM METROPOLITAN DISTRICTS NOS. 1 – 3 THAT:

1. The Boards hereby determine to hold regular meetings on the fourth Friday of the last month of each quarter at 11:00 a.m. with the exception of December 2020, which regular meeting will be held the first Tuesday of December at 11:00 a.m. The location of all regular and special meetings will be held at the Green Spaces Location in Winter Park, at 78311 U.S. Highway 40, Building G, in Winter Park, Colorado, which location does not exceed twenty miles from the Districts' boundaries.

2. The Boards hereby designate the District's public website, as the twenty-four (24) hour posting location for all meeting notices.

3. The Boards hereby designate the following locations in each District as the posting location for meeting notices if the Districts are unable to post a notice online in exigent or emergency circumstances.

At the Beavers Lodge, Cullen House at the end of Wanderer's Way, and on a tree at the North East Corner of property.

4. The designation set forth in Paragraphs 2 and 3 are hereby deemed to be the Boards' annual designation of the location where notices of meetings shall be posted twenty-four hours in advance of said meetings and shall be effective until such time as the Boards determine to designate a new posting location. The Boards shall provide or cause to be provided the address of the website to the Department of Local Affairs.

5. Emergency meetings may be called by a District without notice, if notice is not practicable, by the President or any two (2) Board members in the event of an emergency that requires the immediate action of the Boards in order to protect the public health, safety, and welfare of the property owners and residents of the Districts. If possible, notice of such emergency meeting may be given to the members of the Boards by telephone or whatever other means are reasonable to meet the circumstances of the emergency, and shall be provided to the public via any practicable means available, *if any*, including, but not limited to, posting notice of such emergency meeting on the Districts' website. At such emergency meeting, any action within the power of the Boards that is necessary for the immediate protection of the public health, safety and welfare may be taken; provided however, that any action taken at an emergency meeting shall be ratified at the first to occur: (a) the next regular meeting of the Districts' Boards, or (b) the next special meeting of the Districts' Boards.

6. This Resolution shall repeal, supersede, and replace the Meeting Resolution and any and all previous resolutions or provisions of previous resolutions adopted by the Boards concerning meeting location, time, and posting of notices.


7. This Resolution shall take effect on the date and time of adoption and shall remain effective until otherwise supplemented or amended by the Board.

(Signatures Appear on Following Page.)

ADOPTED AND APPROVED THIS 3rd DAY OF DECEMBER, 2019.

ADOPTED AND APPROVED THIS 12TH DAY OF SEPTEMBER, 2019.

ROAM METROPOLITAN DISTRICTS NOS. 1 – 3



By: Eric Mason, President

ATTEST:



Suzanne Fanch, Secretary/Treasurer