

## ROAM METROPOLITAN DISTRICT NOS. 1, 2 & 3

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### **NOTICE OF A SPECIAL MEETING AND AGENDA**

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expires:</u>
Chip Besse	President	2022/May 2022
Jolene Larson	Treasurer	2022/May 2022
Robert Cyman	Secretary	2022/May 2022
<b>VACANT</b>		2023/May 2023
<b>VACANT</b>		2023/May 2023

**DATE:**        **November 12, 2021**

**TIME:**        **3:00 p.m.**

**PLACE:**       **Conference Room, Green Spaces Winter Park, 78311 US Hwy 40, Winter Park, CO 80482**

**To access the meeting remotely, attendance via Zoom is also available as follows:**

<https://us02web.zoom.us/j/87452600756?pwd=YjI3UXZ3VEFZcTFWUnFubzYvVENYdz09>

**Phone:** (346) 248-7799

**Meeting ID:** 874 5260 0756

**Passcode:** 881728

**One tap mobile:** +13462487799,,87452600756#

**NOTICE PURSUANT TO § 32-1-903(3), C.R.S.,** the Board of Directors of **ROAM METROPOLITAN DISTRICT NO. 2** intends to make a final determination to issue general obligation indebtedness consisting of its Limited Tax General Obligation Bonds, Series 2021<sup>(3)</sup> secured by a lien on the Pledged Revenue, including a debt service mill levy imposed upon all taxable property within District No. 2, and in connection therewith, adopt an authorizing resolution approving the form of financing documents including an Indenture of Trust with UMB Bank, n.a., Preliminary Limited Offering Memorandum, Limited Offering Memorandum, Capital Pledge Agreement with District No. 1 and UMB Bank, n.a., Continuing Disclosure Agreement with District No. 1, Fraser River Development Co LLC, and UMB Bank, n.a., Bond Purchase Agreement with Piper Sandler & Co., and all other financing documents related to District No. 2's issuance of the Series 2021<sup>(3)</sup> Bonds.

**NOTICE PURSUANT TO § 32-1-903(3), C.R.S.,** the Board of Directors of **ROAM METROPOLITAN DISTRICT NO. 1** intends to make a final determination to issue general obligation indebtedness in the form of a Capital Pledge Agreement with Roam Metropolitan District No. 2 and UMB Bank, n.a., pledging certain revenues collected from a debt service mill levy imposed upon all taxable property within District No. 1, to District No. 2 in connection with the issuance of District No. 2's Series 2021<sup>(3)</sup> Bonds.

I. ADMINISTRATIVE MATTERS

- A. Present Disclosures of Potential Conflicts of Interest.
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- B. Approve Agenda; confirm location of the meeting and posting of meeting notices.
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II. PUBLIC COMMENT

- A. Members of the public may express their views to the Board on matters that affect the Districts. Comments will be limited to three (3) minutes per person.
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III. 2021 BOND ISSUANCE

- A. District No. 2: Consideration and Approval of an Authorizing Resolution Approving the Issuance of Roam Metropolitan District No. 2's Limited Tax General Obligation Bonds, Series 2021<sup>(3)</sup>, and in connection therewith, approving the following and authorizing the execution of the same: (i) Indenture of Trust with UMB Bank, n.a., (ii) Capital Pledge Agreement with Roam Metropolitan District No. 1 (District No. 1) and UMB Bank, n.a., (iii) Preliminary Limited Offering Memorandum and Limited Offering Memorandum, (iv) Bond Purchase Agreement with Piper Sandler & Co., (v) Continuing Disclosure Agreement with District No. 1, Fraser River Development Co LLC, and UMB Bank, n.a., and (v) All Other Financing Documents Related to the Issuance of the Series 2021<sup>(3)</sup> Bonds.
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- B. District No. 1: Consideration and Approval of a Resolution Approving (i) a Capital Pledge Agreement with Roam Metropolitan District No. 2 (District No. 2) and UMB Bank, n.a., and (ii) a Continuing Disclosure Agreement with District No. 2, Fraser River Development Co LLC, and UMB Bank, n.a., in connection with District No. 2's issuance of its Limited Tax General Obligation Bonds, Series 2021<sup>(3)</sup>.
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IV. LEGAL MATTERS

- A. Public Hearing to Consider Petition for the Exclusion of Land from Roam Metropolitan District No. 1 for Certain Real Property Owned by Fraser River Development Co LLC; Consider Resolution Approving Exclusion of Land.
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- B. Public Hearing to Consider Petition for the Exclusion of Land from Roam Metropolitan District No. 2 for Certain Real Property Owned by Fraser River Development Co LLC; Consider Resolution Approving Exclusion of Land.
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- C. Consider and Approve Amended and Restated 2020 Funding and Reimbursement Agreement with Fraser River Development Co LLC, Refunding of Existing 2021 Subordinate Promissory Note, and Issuance of a New Subordinate Promissory Note.
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V. CAPITAL PROJECTS/OPERATIONS AND MAINTENANCE MATTERS

A. \_\_\_\_\_

VI. OTHER MATTERS

A. \_\_\_\_\_

VII. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR DECEMBER 1, 2021.**