

**CERTIFIED COPY OF RESOLUTION
ROAM METROPOLITAN DISTRICTS NOS. 1 – 3
ORGANIZATIONAL MATTERS**

At an organizational meeting of the Boards of Directors of Roam Metropolitan Districts Nos. 1 – 3, Town of Winter Park, Grand County, Colorado (the “Districts”), held at 11:00 a.m., on the 21st day of December, 2018, at The Real Estate Company, 78331 US Highway 40, Suite 300, Winter Park, Colorado, there were present:

Eric Mason, President (by telephone)
Melinda G. Besse, Vice President (by telephone)
Suzanne M. Fanch, Secretary/Treasurer (by telephone)

Also in attendance were:

Jeff Vogel, Vogel & Associates; Chip Besse, Bob Fanch, Fraser River Development CO LLC; Alan D. Pogue and Stacie L. Pacheco, Icenogle Seaver Pogue, P.C., (all by telephone)

when the following proceedings, were had and done, to wit:

It was moved by Director Mason to adopt the following Resolution:

R E S O L U T I O N

WHEREAS, the Board of Directors of each District (collectively, the “Boards”) has a duty to perform certain administrative obligations during each calendar year to comply with certain statutory requirements and to assure the efficient operations of the Districts; and

WHEREAS, the Boards desires to set forth such obligations herein and to designate, where applicable, the appropriate person or person(s) to perform such obligations on behalf of the Boards.

NOW, THEREFORE, THE BOARDS OF DIRECTORS OF ROAM METROPOLITAN DISTRICT NO. 1 – 3 HEREBY RESOLVE AS FOLLOWS:

1. The Boards direct the Districts’ Manager to prepare an accurate map as specified by the Division for filing with the Colorado Division of Local Government (the “Division”), the Grand County Clerk and Recorder, and the Grand County Assessor on or before January 1 of each year, as required by Section 32-1-306, C.R.S.

2. Pursuant to Section 24-32-116(3)(b), C.R.S, the Boards direct legal counsel to update the Division with any of the following information previously provided to the Division, in the event such information changes: (i) the official name of the Districts; (ii) the principal address and mailing address of the Districts; (iii) the name of the Districts’ agent; and (iv) the mailing address of the Districts’ agent.

3. The Boards direct legal counsel to prepare, no more than sixty days prior to and not later than January 15, the Districts' annual transparency notices containing the information set forth in Section 32-1-809(1), C.R.S., and to provide such notices to the eligible electors of the Districts in one of the manners set forth in Section 32-1-809(2), C.R.S. In addition, legal counsel is directed to file a copy of the notices with the Grand County Board of County Commissioners, County Assessor, County Treasurer, County Clerk and Recorder, the Town Council of the Town of Winter Park, and the Division as set forth in Section 32-1-104(2), C.R.S. A copy of the notices shall be made available for public inspection at the principal business office of the Districts.

4. The Boards direct the Districts' accountant to submit proposed 2019 budgets for the Districts to the Boards by October 15, to schedule public hearings on the proposed budgets, prepare final budgets, and budget resolutions, including certifications of mill levies; and amendments to the budgets if necessary; to certify the mill levies to Grand County on or before December 15; and to file the approved budgets and amendments thereto with the proper governmental entities in accordance with the Local Government Budget Law of Colorado, Sections 29-1-101 to 29-1-115, C.R.S.

5. In the event additional real property is included into the boundaries of the Districts in the future, the Boards authorize legal counsel to record the special district public disclosure document and a map of the new boundaries of the Districts concurrently with the recording of the order for inclusion in the Grand County Clerk and Recorder's office in accordance with Section 32-1-104.8(2), C.R.S.

6. The Boards direct legal counsel to notify the Town Council of the Town of Winter Park of any alteration or revision of the proposed schedule of debt issuance set forth in the financial plan attached to the Districts' Service Plan, as required by Section 32-1-202(2)(b), C.R.S.

7. For any nonrated public securities issued by the Districts, the Boards direct the Districts' accountant to prepare and file with the Division on or before March 1, an annual information report with respect to any of the Districts' nonrated public securities which are outstanding as of the end of the Districts' fiscal year in accordance with Sections 11-58-105, C.R.S.

8. The Boards hereby authorize the Districts' accountant to prepare and file an Audit Exemption and Resolution for approval of Audit Exemption for each District with the State Auditor by March 31, as may be required by Section 29-1-604, C.R.S.; or, as may be required by Section 29-1-603, C.R.S., the Board(s) authorize that an audit of the applicable District's financial statements be prepared and submitted to the applicable Board(s) before June 30, and filed with the State Auditor by July 31.

9. The Boards direct its staff to prepare the Unclaimed Property Act report and forward the report to the State Treasurer by November 1 if there is property presumed abandoned and subject to custody as unclaimed property, in accordance with Section 38-13-110, C.R.S.

10. If required, the Boards direct legal counsel to oversee the preparation of any continuing annual disclosure report required to be filed not later than the date required by the applicable continuing disclosure agreement, in accordance with the Securities Exchange Commission Rule 15c2-12.

11. The Boards designate the Secretary of the Districts as the official custodian of “public records,” as such term is used in Section 24-72-202(2), C.R.S. Public records may also be maintained at the office of Icenogle Seaver Pogue, P.C.

12. The Boards direct legal counsel to advise it on the requirements of the Fair Campaign Practices Act §1-45-101 et seq., C.R.S., when applicable.

13. The Boards direct that all legal notices shall be published in accordance with Section 32-1-103(15), C.R.S., in a paper of general circulation within the boundaries of the Districts, or in the vicinity of the Districts if none is circulated within the Districts including but not limited to *The Middle Park Times*.

14. The Boards determine that each director shall receive compensation for services as directors in accordance with Section 32-1-902(3)(a)(I) & (II), C.R.S., in the amount of \$100.00 per District per meeting, not to exceed the statutory limits per year.

15. The Boards hereby determine that each member of the Boards shall execute an Affidavit of Qualification of Director at such time the member is either elected or appointed to the Boards and prior to the Districts issuing any general obligation debt or other multiple fiscal year obligations. Such forms shall be retained in the Districts’ files. Section 32-1-103(5), C.R.S. sets forth the qualifications required. Pursuant to § 32-1-901, C.R.S., the Boards direct legal counsel to prepare, administer and file an oath of office and a certificate of appointment, if applicable, and procure a surety bond for each Director, and to file copies of each with the Clerk of the Court and with the Division.

16. The Boards hereby elect the following officers for the Districts to serve until the next election or appointment of directors, in accordance with Section 32-1-902, C.R.S.:

Eric Mason, President
Melinda G. Besse, Vice President
Suzanne M. Fanch, Secretary/Treasurer

17. The Boards agree to approve an indemnification resolution and to allow the resolution to continue in effect as written, and hereby specifically appropriates sufficient funds for such purpose.

18. The Boards determine to hold regular meetings at the location, date and time set out in the Meeting Resolution, adopted by the Boards on December 21, 2019, as the same may be amended from time to time (the “Meeting Resolution”). The Boards direct staff and or legal counsel to prepare and post notices as specified in the Meeting Resolution and to revise the

notices when the Boards intend to make a final determination to issue or refund general obligation indebtedness, to consolidate the Districts, to dissolve the Districts, to file a plan for adjustment of debt under federal bankruptcy law, or to enter into a private contract with a director, or not to make a scheduled bond payment.

19. Stacie L. Pacheco of the law firm known as Icenogle Seaver Pogue, P.C., is hereby appointed as the “Designated Election Official” of the Boards for any elections to be held by the Districts. In accordance with Sections 1-1-111(2); 1-13.5-108; and 32-1-804(2), C.R.S., the Boards hereby grant all powers and authority for the proper conduct of any election to the Designated Election Official, including but not limited to: calling an election on behalf of the Districts; approving the final form of ballot issues and questions; preparing TABOR notices; appointing election judges and a canvass board; and cancelling, if applicable, the election.

20. The Boards deem it expedient for the convenience of the electors that they shall conduct all regular and special elections of the Districts via a mail ballot election unless a polling place election is deemed necessary and expressed in a separate election resolution.

21. Pursuant to Section 32-1-1101.5, C.R.S., the Boards direct legal counsel to certify the results of special district ballot issue elections to incur general obligation indebtedness by certified mail to the Town Council of the Town of Winter Park and to file a copy of the certification with the Colorado Division of Securities within forty-five days after the election. Furthermore, whenever the Districts authorize or incur a general obligation debt, the Boards authorize legal counsel to record notice of such action and a description of such debt, in a form prescribed by the Division, in the Grand County Clerk and Recorder’s office within thirty days after authorizing or incurring the debt in accordance with Section 32-1-1604, C.R.S. Furthermore, whenever the Districts incur general obligation debt, the Boards direct legal counsel to submit a copy of the recorded notice to the Town Council of the Town of Winter Park within thirty days after incurring the debt in accordance with Section 32-1-1101.5(1), C.R.S.

22. The Boards direct legal counsel to prepare and file an application for a quinquennial finding of reasonable diligence with the Town Council of the Town of Winter Park, if requested, in accordance with Section 32-1-1101.5(1.5)&(2), C.R.S.

23. The Boards direct legal counsel to prepare and file the special district annual report in accordance with the Districts’ Service Plan and Section 32-1-207(3)(c), C.R.S.

24. The Boards have determined that legal counsel will file conflicts of interest disclosures provided by board members with the Secretary of State 72 hours prior to each meeting of the Boards, in accordance with Sections 32-1-902(3)(b) and 18-8-308, C.R.S. Annually, legal counsel shall request that each Board member submit updated information regarding actual or potential conflicts of interest. Additionally, at the beginning of every term, legal counsel shall request that each Board member submit information regarding actual or potential conflicts of interest.

25. The Boards direct the District Manager to obtain proposals for insurance to insure the Districts against all or any part of the Districts’ liability for injury; to insure the directors

acting within the scope of employment by the Boards against all or any part of such liability for an injury; and to insure against the expense of defending a claim for injury against the Districts or their Boards. The Boards determine that worker's compensation insurance for the directors shall be waived.

26. Pursuant to § 24-6-402(2)(d.5)(II)(E), C.R.S., the Boards hereby declare that all electronic recordings of executive sessions shall be retained for purposes of the Colorado Open Meetings Law for ninety (90) days after the date of the executive session. The Boards further direct the custodian of the electronic recordings of the executive session to systematically delete all such recordings made for purposes of the Colorado Open Meetings Law at its earliest convenience after the ninetieth (90th) day after the date of the executive session.

27. The Districts hereby acknowledge, agree and declare that the Districts' policy for the deposit of public funds shall be made in accordance with the Public Deposit Protection Act (§§ 11-10.5-101 et. seq., C.R.S.). As provided therein, the Districts' official custodian may deposit public funds in any bank which has been designated by the Colorado Banking Board as an eligible public depository. For purposes of this paragraph, "official custodian" means a designee with plenary authority including control over public funds of a public unit which the official custodian is appointed to serve. The Districts hereby designate the Districts' accountant as its official custodian over public deposits.

28. The Boards hereby authorize the Districts' Manager to execute, on behalf of the Districts, any and all easement agreements pursuant to which the Districts are accepting or acquiring easements in favor of the Districts.

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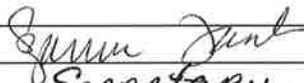
Whereupon, the motion was seconded by Director hesse and upon vote, unanimously carried. The Chairperson declared the motion carried and so ordered.

ADOPTED AND APPROVED THIS 21ST DAY OF DECEMBER, 2018.

ROAM METROPOLITAN DISTRICTS NOS. 1 – 3

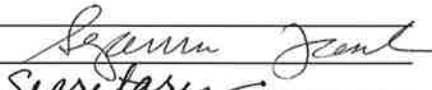

By: Eric Mason
Its: President

ATTEST:

By: 
Its: Secretary

I, Susan Fanch, Secretary of the Boards of Directors of Roam Metropolitan Districts Nos. 1 – 3, do hereby certify that the annexed and foregoing Resolution is a true copy from the Records of the proceedings of the Boards of said Districts, on file with Icenogle Seaver Pogue, P.C., general counsel to the Districts.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Districts, at Grand County, Colorado, this 21st day of December, 2018.

By: 
Its: Secretary