

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE ROAM METROPOLITAN DISTRICT NOS. 1, 2 AND 3 HELD APRIL 25, 2025

A Regular 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, April 25, 2025, at 11:00 a.m. This District Board meeting was held via Zoom at: <https://us02web.zoom.us/j/83015456087?pwd=VEFuekdYk1LQ1F1ZWlHbDlBNkYtRQT09>; Meeting ID 830 1545 6087; Passcode: 708751. The meeting was open to the public.

Directors In Attendance Were:

Blake Johnson
Robert Cyman
Robert Klane
Brian Ripley

Also In Attendance Were:

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

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

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

Bob Fanch and Jackson Uyechi; Fraser River Development Co. LLC

Karla Piceno; Allegiant Management LLC

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 reflected in these Minutes.

ADMINISTRATIVE MATTERS

Confirmation of Quorum/Call to Order/Approval of Agenda: Mr. Ruthven confirmed the presence of a quorum.

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Agenda/Director Absences: Mr. Ruthven distributed a proposed Agenda for the Districts' Regular Meeting for the Boards' review and approval.

Following discussion, upon motion, duly made by Director Johnson, seconded by Director Klane, and upon vote, unanimously carried, the Agenda was approved, and the absence of Director Larson was excused.

Disclosure of Potential Conflicts of Interest: Attorney Pogue discussed the requirements of Colorado law to disclose any potential conflicts of interest of the Boards 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 Boards and Secretary of State for all Directors. There were no new conflicts.

March 28, 2025 Regular Meeting Minutes: The Boards considered the minutes of the March 28, 2025 Regular Meeting.

Following discussion, upon motion, duly made by Director Klane, seconded by Director Johnson, and upon vote, unanimously carried, the Boards approved the March 28, 2025 Regular Meeting minutes.

PUBLIC COMMENT

There were no public comments at this time.

LEGAL MATTERS

Update re May 2025 Election: Mr. Pogue provided an update regarding the May 2025 election.

FINANCIAL MATTERS

Claims (District No. 1): There were no claims at this time.

Unaudited Financial Statements and Schedule of Cash Position (District No. 1): Mr. Ruthven presented to the District No. 1 Board the unaudited financial statements and schedule of cash position through the period ending December 31, 2024 and March 31, 2025.

Following review, upon motion, duly made by Director Johnson, seconded by Director Klane, and upon vote, unanimously carried, the District No. 1 Board approved the unaudited financial statements and schedule of cash position through the period ending December 31, 2024 and March 31, 2025, as presented.

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District Expenditure Verification Report and Pay Applications (District No. 1): Mr. Conry presented to the District No. 1 Board the District Expenditure Verification Report and Pay Applications.

Following review, upon motion, duly made by Director Johnson, seconded by Director Ripley, and upon vote, unanimously carried, the District No. 1 Board approved the District Expenditure Verification Report and approved the Pay Applications therein.

Requisition No. 21 (District No. 2): Mr. Conry reviewed Requisition No. 21 with the District No. 2 Board in the amount of \$9,363.75.

Following review, upon motion, duly made by Director Klane, seconded by Director Cyman, and upon vote, unanimously carried, the District No. 2 Board approved Requisition No. 21.

CAPITAL PROJECTS/ OPERATIONS AND MAINTENANCE MATTERS

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

Beaver's Lodge Community Center: Mr. Conry provided an update to the Boards regarding the Beaver's Lodge Community Center.

Work Order No. 6 from Peter Van Dusen: The District No. 1 Board reviewed Work Order No. 6 from Peter Van Dusen for Construction Administration Services.

Following discussion, upon motion, duly made by Director Johnson, seconded by Director Ripley, and upon vote, unanimously carried, the District No. 1 Board approved Work Order No. 6 from Peter Van Dusen for Construction Administration Services.

Work Order No. 9 from Core Consultants, Inc.: The District No. 1 Board reviewed Work Order No. 9 from Core Consultants, Inc. for Construction Administration Services.

Following discussion, upon motion, duly made by Director Johnson, seconded by Director Ripley, and upon vote, unanimously carried, the District No. 1 Board approved Work Order No. 9 from Core Consultants, Inc. for Construction Administration Services.

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Work Order No. 3 from Kumar & Associates, Inc.: The District No. 1 Board reviewed Work Order No. 3 from Kumar & Associates, Inc. for Beaver Lodge Community Amenity work.

Following discussion, upon motion, duly made by Director Johnson, seconded by Director Ripley, and upon vote, unanimously carried, the District No. 1 Board approved Work Order No. 3 from Kumar & Associates, Inc. for Beaver Lodge Community Amenity work.

Bids for the Community Center: The District No. 1 Board reviewed the bids for the Community Center with Mr. Conry.

Following discussion, upon motion, duly made by Director Johnson, seconded by Director Ripley, and, upon vote, carried with Directors Johnson, Ripley and Klane, voting yes and Director Cyman abstaining from voting, the District No. 1 Board awarded the contract to PG Arnold – HPM A JV, LLC, subject to Mr. Conry obtaining adequate information regarding bonding and insurance.

OTHER BUSINESS EXECUTIVE SESSION: A motion was made by Director Ripley, seconded by Director Johnson, and upon vote, unanimously carried, for the Boards of Districts 1, 2, and 3 to enter into Executive Session pursuant to Section 24-6-402(4)(b), C.R.S. and 24-6-402(4)(e), C.R.S., for the purpose of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators in connection with Mountain State Snowcats contract matters. At approximately 11:48 a.m. the Boards went into Executive Session.

RETURN TO OPEN PUBLIC MEETING: A motion was made by Director Johnson, seconded by Director Ripley, and unanimously approved at approximately 12:19 p.m. to close the Executive Session.

ADJOURNMENT

There being no further business to come before the Boards, upon motion, duly made by Director Ripley, seconded by Director Klane, and upon vote, unanimously carried, the meeting was adjourned at 12:20 p.m.

Respectfully submitted,

By Robert Cyman
Secretary for the Meeting