

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CITYSET METROPOLITAN DISTRICT NO. 2 HELD JULY 20, 2023

A Special Meeting of the Board of Directors (hereinafter referred to as the “Board”) of CitySet Metropolitan District No. 2 (hereinafter referred to as the “District”) was held on Thursday, July 20, 2023, at 9:00 a.m. This District Board Meeting was held via Zoom. The meeting was open to the public.

#### ATTENDANCE

#### Directors In Attendance Were:

Jason Gaede  
Mark Hays  
William G. Martinic

Following discussion, upon motion made by Director Gaede, seconded by Director Hays, the absence of Director Dimond was excused.

#### Also In Attendance Were:

David Solin; Special District Management Services, Inc. (“SDMS”)

Paula Williams, Esq. and Tim O’Connor, Esq.; McGeady Becher P.C.

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

**Disclosure of Potential Conflicts of Interest:** The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board and to the Secretary of State. Mr. Solin noted that a quorum was present and requested members of the Board 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 the statute. No new conflicts of interest were disclosed, and Attorney Williams reported that all Directors’ Disclosure Statements had been filed by the statutory deadline.

#### ADMINISTRATIVE MATTERS

**Agenda:** The Board reviewed the proposed Agenda for the District’s Special Meeting.

Following discussion, upon motion made by Director Gaede, seconded by Director Hays and, upon vote, unanimously carried, the Agenda was approved, as presented.

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**Approval of Meeting Location:** The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting.

Following discussion, upon motion duly made by Director Gaede, seconded by Director Hays and, upon vote, unanimously carried, the Board determined that the District Board meeting was held, and properly noticed to be held, via Zoom. The Board further noted that notice providing the Zoom information was duly posted and that it had not received any objections or any requests that the means of hosting the meeting be changed by tax paying electors within the District's boundaries.

**Board Appointment After Publication of Notice of Vacancy:** It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on the Board was made on July 6, 2023 in *The Villager*. No Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication.

As such, following discussion and upon motion duly made by Director Gaede, seconded by Director Martinic to nominate Mark Lionberger to fill the vacant Board term and, upon vote, unanimously carried, the Board appointed Mark Lionberger to fill the vacancy on the Board.

**Appointment of Officers:** The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Gaede, seconded by Director Martinic and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Jason Gaede
Treasurer	Mark Hays
Secretary	David Solin
Assistant Secretary	Ashley Dimond
Assistant Secretary	William G. Martinic
Assistant Secretary	Mark Lionberger

**PUBLIC  
COMMENT**

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There was no public comment.  
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**OTHER MATTERS**

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There were no other matters for discussion.  
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### ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made, seconded and upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By  \_\_\_\_\_  
Secretary for the Meeting