

RECORD OF PROCEEDINGS

MINUTES OF JOINT REGULAR MEETING

BOARD OF DIRECTORS

SOUTHWEST METROPOLITAN WATER AND SANITATION DISTRICT

AND

PLATTE CANYON WATER AND SANITATION DISTRICT-¹

Friday
December 16, 2016
Jefferson County, Colorado

The regular monthly meeting of the Board of Directors of the Southwest Metropolitan Water and Sanitation District (“Southwest”) and the Board of Directors of the Platte Canyon Water and Sanitation District (“Platte Canyon”) convened on Friday, December 16, 2016, at 8:30 a.m. in the Districts’ office located at 8739 West Coal Mine Avenue, Littleton, Colorado 80123. Although jointly conducted, a portion of the meeting pertained solely to one District or the other, and accordingly, at times only the vote of one Board or the other was required.

The following Southwest Directors were in attendance, to-wit:

Anthony M. Dursey
Kenton C. Ensor, Jr.
George E. Hamblin, Jr.
Chuck Hause
Bernard J. Sebastian, Jr.

The following Platte Canyon Directors were in attendance, to wit:

William Buckner
Anthony M. Dursey
Louis J. Fohn
George E. Hamblin, Jr.
Richard Rock

¹ and each District’s Water and Sanitary Sewer Activity Enterprise.

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The following Platte Canyon staff members were in attendance: Patrick J. Fitzgerald, manager; Vanessa Shipley, financial administrator; Scott Hand, operations supervisor; Tony Cocozzella, construction, plan review, and special projects coordinator; and Alyssa Quinn, administrative assistant.²

Also in attendance were: Richard H. Cassens, from ENS Consulting, LLC, Platte Canyon's consulting engineer; and Timothy J. Flynn, from Collins Cockrel & Cole, P.C., legal counsel for both Districts.

CALL TO ORDER

The meeting was called to order by Southwest Director Anthony M. Dursey, who presided as Chair.

SOUTHWEST ACTION ITEMS

1. **Approval of Southwest Agenda.** Following a brief discussion, a motion was made by Southwest Director Hause and seconded by Southwest Director Sebastian to approve, as presented, the Southwest agenda. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

2. **Southwest Accounts Payable.** The Boards reviewed a list and supplemental list of Southwest vouchers paid (checks under \$2,500.00) and payable for the month of December 2016, in the aggregate amount of \$209,570.94, represented by Southwest check numbers 18564 through 18588, inclusive, including two electronic fund transfers in payment of Xcel Energy bills.

Following a brief discussion, a motion was made by Southwest Director Hause and seconded by Southwest Director Sebastian to ratify, approve, and confirm the vouchers paid and payable, as presented, and to authorize Southwest Directors to execute checks in payment of the payables. The Chair called for a vote of the Southwest Board, and the vote was as follows:

² Southwest has no employees. The above-named personnel are Platte Canyon employees who, pursuant to contract with Platte Canyon, provide management, operation and maintenance services for Southwest.

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Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

3. **Southwest Investment/Deposit Transaction Report.** The Boards reviewed the Schedule of Investment Principal Activity for Southwest for the month of November 2016, which reflects the following transactions:

(a) **New Purchases.** No treasury notes or agency securities were purchased by Southwest during the month;

(b) **Redemptions.** No investment securities were redeemed, sold or matured by Southwest during the month; and

(c) **Renewals.** No certificates of deposit were renewed or rolled over during the month.

At the conclusion of the above-referenced Investment Transaction Report, a motion was made by Southwest Director Sebastian and seconded by Southwest Director Hause to accept the Southwest Investment Principal Activity Report for the month of November 2016. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

4. **Acceptance of Collins Cockrel & Cole, PC Engagement Letter.** Mr. Flynn reviewed the terms of an Engagement Letter between Southwest and Collins Cockrel & Cole for calendar year 2017 legal services. He noted that his hourly rate is increasing during 2017 from \$340.00/per hour to \$355.00/per hour. Following a brief discussion, a motion was made by Southwest Director Hamblin and seconded by Southwest Director Sebastian to accept the Engagement Letter with Collins Cockrel & Cole, P.C., and to authorize appropriate officers of Southwest to execute the same. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
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Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

5. **Approval of Agreement for General Engineering Services with Kennedy/Jenks Consultants, Inc.** The manager noted that Kennedy/Jenks has an agreement with Southwest currently, which can be extended for two additional one-year periods. Kennedy/Jenks, however, has submitted a revised fee schedule, which requires amendment to the agreement. The revised schedule proposes an average increase of 4.23% for all employees and an average increase for engineers, field specialists, and technicians of 3.37%.

Rather than do an amendment, a new form of agreement was prepared by legal counsel. Following a brief discussion, a motion was made by Southwest Director Hause and seconded by Southwest Director Sebastian to accept the agreement for general professional engineering services with Kennedy/Jenks Consultants, Inc. for 2017, with an option to extend for two additional years. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

The motion included authority for an appropriate officer of Southwest to execute the agreement on Southwest's behalf.

6. **Approval of Cleaning Services Agreement for Southwest's Office Building.** Southwest's current janitorial service provider, JRS Janitorial, LLC, has requested a slight increase in prices for calendar year 2017. The price for each mid-week cleaning will increase from \$58.00 to \$63.00, and the price for each weekend cleaning would increase from \$105.00 to \$110.00. The requested increase necessitates that the District enter into a new contract. JRS has been very reliable and responsive to Southwest's requests to modify services, and has been doing the District's office cleaning for over ten years.

Based upon staff's recommendation to accept the JRS new prices for 2017, a motion was made by Southwest Director Sebastian and seconded by Southwest Director

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Hamblin to approve a new agreement for cleaning services with JRS Janitorial, LLC, which incorporates the previously two additional one-year periods for renewal if there are no increases in prices or other changes to the terms of the agreement. At the conclusion of the discussion, the Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

7. **Resolution 2016-12-1 Making a Final Determination to Proceed with the Inclusion of The Overlook Plateau Subdivision in Arapahoe County, Colorado.**

Legal counsel advised the Board that, in addition to publishing notice of the meeting at which the Southwest Board considers adoption of a final Resolution to include The Overlook Plateau, a similar notice regarding the adoption of the final Resolution also needs to be sent to the property owners within The Overlook Plateau Subdivision, and that the mailing of this notice had not been done. Accordingly, legal counsel requested that this matter be continued until the Southwest January Board meeting, scheduled for Friday, January 27, 2017.

Based upon legal counsel's request, a motion was made by Southwest Director Hamblin and seconded by Southwest Director Ensor to continue consideration of this matter until Friday, January 27, 2017 at 8:30 a.m. in the Southwest and Platte Canyon office. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

8. **Approval of Snow Removal and Landscape Maintenance Agreement.**

Just prior to the Board meeting, staff was informed by Arrowhead Landscape & Maintenance that it has separated its landscape and snow removal functions into two separate entities. The manager explained that the agreement in the meeting packet needs to be divided into two separate agreements, one for snow removal services and one for landscape maintenance services, and that the price for each service would be the exact same and would be on the exact same terms and conditions as in the agreement that was

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included in the meeting packet. He asked that the Board authorize the execution of the two separate agreements prior to the next meeting, by appropriate officers of the District or by the District's manager, once the agreements have been finalized and approved by legal counsel.

At the conclusion of the discussion, a motion to so authorize execution of the two separate agreements, once they've been finalized, was made by Southwest Director Sebastian and seconded by Southwest Director Hause. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

9. **Acceptance of Addendum to Southwest's Sewer Service Connectors Agreement with the City of Littleton.** The manager explained that the Englewood-Littleton Wastewater Treatment Plant has been advised by the EPA that the connector agreements for entities like Southwest that are outside of the City need to be amended so that it is clear that the City of Littleton has full authority to enforce its sanitary sewer regulations within Southwest and all other Littleton connectors.

A proposed form of Addendum to the Sewer Service Connectors Agreement between Southwest and the City of Littleton has been in the drafting process for over a year, and has now been agreed to by all parties. Based upon the manager's recommendation, a motion to accept the Addendum, and to authorize its execution by appropriate officers of the District, was made by Southwest Director Hamblin and seconded by Southwest Director Sebastian. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

10. **Approval of Sewer Service Line Agreement for the Kipling Retail Complex.** Tony Cocozzella explained to the Southwest Board that the owner of the Kipling Retail Complex, Chat Kipling, LLC, would like to construct an additional

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building on the current site and, in connection therewith, utilize the sewer service line that services the existing building. The owner wants to do this to avoid having to run a separate sewer service line for the second building a long distance across an adjacent, privately-owned parcel. Southwest is willing to permit the existing sewer service line to be used for this purpose, provided Chat Kipling, LLC enters into an agreement that will be recorded against the property. The agreement will authorize the connection, but would require subdivision of the property and the installation of a separate sewer service line in the future, if the property were ever subdivided. Based upon staff's recommendation, a motion was made by Southwest Director Hause and seconded by Southwest Director Sebastian to accept and authorize execution of the Sewer Service Line Agreement that was reviewed and presented to the Board as part of the discussion. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

SOUTHWEST INFORMATION/DISCUSSION ITEMS

There were no Information/Discussion Items to come before the Southwest Board.

SOUTHWEST NEW BUSINESS

There was no new business to come before the Southwest Board.

JOINT PARTICIPATION PORTION OF THE MEETING

Southwest Director Anthony M. Dursey continued to act as Chair for the joint participation portion of the meeting.

JOINT MEETING ACTION ITEMS

1. **Approval of Joint Meeting Agenda.** Following a brief discussion, a motion was made by Southwest Director Hamblin and seconded by Platte Canyon Director Rock to approve, as presented, the agenda for the joint participation portion of the meeting. The Chair called for a vote of the Southwest Board, and the vote was as follows:

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Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

The Chair then called for a vote of the Platte Canyon Board, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

2. **Approval of the Minutes of the Boards' November 18, 2016 Joint Regular Meeting.** Following a brief discussion, a motion was made by Southwest Director Hause and seconded by Platte Canyon Director Rock to approve, as written, the minutes of the Boards' November 18, 2016 joint regular meeting. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

The Chair then called for a vote of the Platte Canyon Board, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

The approved minutes of the Boards' November 18, 2016 joint regular meeting were then presented to the members of each Board for signature as further evidence of ratification, confirmation, and approval.

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JOINT MEETING INFORMATION/DISCUSSION ITEMS

1. **Financial Matters.**

(a) **Platte Canyon Financial Statements.** The following unaudited Platte Canyon financial statements, prepared by Vanessa Shipley for the eleven-month period ending November 30, 2016, were presented to the Boards:

(i) Statement of Net Assets, dated November 30, 2016, showing Platte Canyon's Assets, Liabilities and Net Assets;

(ii) Statement of Revenue, Expenses and Changes in Net Assets for the eleven-month period ending November 30, 2016;

(iii) Schedule of Revenue and Expenditures – Budget & Actual CM/YTD Actuals Compared to Annual Budget for the eleven-month period ending November 30, 2016; and

(iv) Schedule of Revenue and Expenditures – Budget & Actual CM/YTD Actuals Compared to CM/YTD Budget for the eleven-month period ending November 30, 2016.

At the conclusion of Vanessa Shipley's review of the Platte Canyon financial statements, a motion was made by Platte Canyon Director Rock and seconded by Platte Canyon Director Fohn to accept the Platte Canyon financial statements, as presented. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

(b) **Southwest Financial Statements.** The following unaudited Southwest financial statements, prepared by Vanessa Shipley for the eleven-month period ending November 30, 2016 were presented to the Boards:

(i) Statement of Net Assets, dated November 30, 2016, showing Southwest's Assets, Liabilities and Net Assets;

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(ii) Statement of Revenue, Expenses and Changes in Net Assets for the eleven-month period ending November 30, 2016;

(iii) Schedule of Revenue and Expenditures – Budget & Actual CM/YTD Actuals Compared to Annual Budget for the eleven-month period ending November 30, 2016; and

(iv) Schedule of Revenue and Expenditures – Budget & Actual CM/YTD Actuals Compared to CM/YTD Budget for the eleven-month period ending November 30, 2016.

At the conclusion of Vanessa Shipley’s review of the Southwest financial statements, a motion was made by Southwest Director Sebastian and seconded by Southwest Director Hause to accept the Southwest financial statements, as presented. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

(c) **Platte Canyon Investment/Deposit Report.** The Boards reviewed a list of Platte Canyon’s investments in U.S. government treasury notes, agency securities, certificates of deposit, and money market funds, together with a report showing the funds Platte Canyon has in approved state depositories and authorized investment pools. As of November 30, 2016, Platte Canyon’s investments and deposits totaled \$11,086,878.66, itemized as follows:

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<u>Description</u>	<u>Amount</u>	<u>Percentage</u>
Checking	\$211,898.53	1.91%
Certificates of Deposit	\$1,243,000.00	11.21%
ColoTrust-Prime	\$0.00	0.00%
ColoTrust-Plus	\$3,223,892.49	29.08%
ColoTrust-Trust Account	\$422,956.49	3.81%
Treasury Bills	\$0.00	0.00%
Treasury Notes	\$999,291.63	9.01%
U.S. Government Agencies and Instrumentalities	\$4,985,839.52	44.97%
TOTAL	\$11,086,878.66	100.00%

The average yield on Platte Canyon's investments for the month of November 2016, as calculated by staff, was 1.1648% per annum.

Following a brief discussion, a motion was made by Platte Canyon Director Rock and seconded by Platte Canyon Director Fohn to accept the Platte Canyon Schedule of Deposits and Investments, as presented. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

(d) **Southwest Investment/Deposit Report.** The Boards received a list of Southwest investments in U.S. Government treasury notes, agency securities, certificates of deposit, and money market funds, together with a report showing the funds Southwest has in approved state depositories and authorized investment pools. As of November 30, 2016, Southwest investments and deposits totaled \$25,059,949.99, itemized as follows:

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<u>Description</u>	<u>Amount</u>	<u>Percentage</u>
Checking	\$850.45	0.00%
Certificates of Deposit	\$2,341,537.80	9.34%
ColoTrust-Prime	\$0.00	0.00%
ColoTrust-Plus	\$2,960,499.39	11.81%
ColoTrust-Trust Account	\$1,185,778.14	4.73%
Treasury Bills	\$0.00	0.00%
Treasury Notes	\$8,526,240.66	34.02%
U.S. Government Agencies and Instrumentalities	\$10,045,043.55	40.08%
TOTAL	\$25,059,949.99	100.00%

The average yield on Southwest’s investments for the month of November 2016, as calculated by staff, was 1.7272% per annum.

Following a brief discussion, a motion was made by Southwest Director Sebastian and seconded by Southwest Director Ensor to accept the Southwest Schedule of Deposits and Investments, as presented. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

2. **Manager’s Information Report.** The manager reviewed the Manager’s Information Report, dated December 2016, a copy of which was previously provided to both Boards. As part of his report, the manager highlighted the following matters:

(a) **Denver Water Collection of Southwest Service Fee.** The manager reported that Denver Water normally requires a sixty-day advanced notice in order to implement an increase in the service fee imposed by Southwest, and collected by Denver Water, on the bill Denver Water sends to Southwest’s customers. Denver Water has agreed, however, to waive the sixty-day notice period and will start collecting the District’s increased water and wastewater service fee, effective January 1, 2017. This news was welcomed by the Southwest Board.

(b) **Denver Water Distributors Rates and Fees Technical Advisory Committee (TAC).** The manager reported that there had been a great deal of success

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reached with Denver Water's staff, and that they had presented to the Board of Water Commissioners a proposal to increase rates, effective April 1, 2017, based upon the 19% multiplier methodology previously recommended by the TAC. The Board is also going to allocate capital costs, except those associated with Denver Water's distribution system, both inside and outside the City based on actual water consumption. This implements a simplified regional approach to allocating capital costs. In addition, it was noted that, in the future, suburban distributors will pick up a portion of the cost of serving City and County of Denver facilities, including City parks. These costs were previously borne entirely by inside-City users.

Finally, the Board has agreed to adopt a Resolution which memorializes the methodology that is now used for developing the multiplier that will be used to calculate the "Additional Amount", which previously was not set forth in writing and was done almost on an ad hoc basis, year-to-year, by Denver Water. These actions were taken by Denver Water at its December 14, 2016 meeting.

(c) **Miscellaneous Matters.** Due to the length of the meeting, the manager asked if there were any questions concerning the balance of the Manager's Information Report, which was included in the meeting packet. There were no questions.

3. **Operations and Maintenance Summary Report.** Scott Hand reviewed the Operations and Maintenance Summary Report for November 2016. For the November reporting period, neither Platte Canyon nor Southwest had any sanitary sewer service interruptions. Platte Canyon had one water service interruption, which occurred on November 30, 2016, at 5590 Morning Glory Lane. Southwest also had one water service interruption, which occurred on November 11, 2016, at 12167 W. Brittany Avenue. Mr. Hand gave a brief PowerPoint presentation showing the repair activities that occurred. Both service interruptions were repaired efficiently and without significant interruption to either Platte Canyon's or Southwest's customers.

With respect to Platte Canyon's Scott J. Morse Water Pump Station, Mr. Hand noted that construction is progressing. A majority of the new discharge piping has been installed, and the internal piping is being assembled. He also noted that, during February of 2017, staff and Dewberry Engineering will work with Tyco to reestablish both the fire and security systems for the Scott J. Morse Pump Station.

Staff has been planning, for some time, to abandon a ten-inch water line in South Wadsworth Blvd. that runs parallel to an existing sixteen-inch water line. The ten-inch line is redundant and, therefore, is not necessary. To-date, costs to afford the abandonment have been deemed by staff to be high. Tony Cocozzella is attempting to

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obtain an additional proposal before staff makes a determination to proceed with this project.

4. **Construction Project Report.** Tony Cocozzella reviewed with both Boards the Construction Status Report for both Platte Canyon and Southwest. The Report updated the Boards as to the status of all on-going Platte Canyon and Southwest projects, including developer and District-specific projects. As part of the review, Mr. Cocozzella also addressed those projects that are in design-phase at the present time.

NEW BUSINESS

There was no new business to come before the joint participation portion of the meeting. The next joint regular meeting of the Boards is scheduled for Friday, January 27, 2017 in the Districts' offices located at 8739 W. Coal Mine Avenue, Littleton, CO 80123.

PLATTE CANYON ACTION ITEMS

CALL TO ORDER

The Platte Canyon Action Item portion of the joint meeting was called to order by Platte Canyon Director Richard Rock, who presided as Chair.

1. **Approval of Platte Canyon Agenda.** Following a brief discussion, a motion was made by Platte Canyon Director Dursey and seconded by Platte Canyon Director Fohn to approve, as presented, the Platte Canyon agenda. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

2. **Platte Canyon Accounts Payable.** The Boards reviewed a list and supplemental list of Platte Canyon vouchers paid and payable for the month of December 2016 in the aggregate amount of \$391,665.25, represented by Platte Canyon check nos. 30852 through 30907, inclusive, together with various electronic payments for employee salaries, utility payments, and other authorized electronic fund payment vendors approved for electronic ACH payments.

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Following a brief discussion, a motion was made by Platte Canyon Director Dursey and seconded by Platte Canyon Director Fohn to: (a) ratify, approve, and confirm all checks written and all electronic fund transfers occurring since the Platte Canyon November 18, 2016 regular meeting, including all checks written by the manager for less than \$2,500.00; and (b) approve for payment the payables presented to the Platte Canyon Board at this meeting, which motion included authority for Platte Canyon Directors to execute checks in payment thereof. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

3. **Platte Canyon Investment/Deposit Transaction Report.** The Boards reviewed the schedule of investment principal activity for Platte Canyon for the month of November 2016, which reflects the following transactions:

(a) **New Purchases.** No treasury notes or agency securities were purchased by Platte Canyon during the month;

(b) **Redemptions.** No investment securities were redeemed or sold by Platte Canyon during the month; and

(c) **Renewals.** No certificates of deposit were renewed or rolled over during the month.

At the conclusion of Vanessa Shipley's discussion of the above-referenced Investment/Deposit Transaction Report, a motion was made by Platte Canyon Director Hamblin and seconded by Platte Canyon Director Dursey to accept the Platte Canyon investment principal activity for the month of November 2016. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

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4. **Acceptance of Collins Cockrel & Cole, PC Engagement Letter.** Mr. Flynn reviewed the terms of an Engagement Letter between Platte Canyon and Collins Cockrel & Cole for calendar year 2017 legal services. He noted that his hourly rate is increasing during 2017 from \$340.00/per hour to \$355.00/per hour. Following a brief discussion, a motion was made by Platte Canyon Director Dursey and seconded by Platte Canyon Director Hamblin to accept the Engagement Letter with Collins Cockrel & Cole, P.C., and to authorize appropriate officers of Platte Canyon to execute the same. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

5. **Acceptance of Agreement for Geographic Information System (GIS) Consulting Services with Merrick & Company.** Alyssa Quinn explained that, periodically for the last several years, Platte Canyon has been utilizing, on an as-needed basis, the GIS and AutoCAD mapping services of Merrick & Company. Rather than creating a special purchase order for each service, Platte Canyon would like to have a contract in place that locks in Merrick & Company's rates. If such a contract were put in place, anytime Platte Canyon needs to utilize Merrick & Company's services, it can simply execute a purchase order and proceed under the terms of an already-approved contract. Following a brief discussion, and based upon staff's recommendation, a motion to accept the Merrick & Company GIS Consulting Services Agreement, as reviewed by Alyssa Quinn, for an amount not to exceed \$15,000.00 during 2017, was made by Platte Canyon Director Fohn and seconded by Platte Canyon Director Hamblin. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

1. **Acceptance of Addendum to Platte Canyon's Sewer Service Connectors Agreement with the City of Littleton.** The manager explained that the Englewood-Littleton Wastewater Treatment Plant has been advised by the EPA that the connector agreements for entities like Platte Canyon that are outside of the City need to

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be amended so that it is clear that the City of Littleton has full authority to enforce its sanitary sewer regulations within Platte Canyon and all other Littleton connectors.

A proposed form of Addendum to the Sewer Service Connectors Agreement between Platte Canyon and the City of Littleton has been in the drafting process for over a year, and has now been agreed to by all parties. Based upon the manager's recommendation, a motion to accept the Addendum, and to authorize its execution by appropriate officers of the District, was made by Platte Canyon Director Dursey and seconded by Platte Canyon Director Hamblin. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

2. **Acceptance of Professional Engineering Services Agreement with ENS Consulting for Three Sanitary Sewer Rehabilitation Projects.** The manager explained that, during 2017, Platte Canyon intends to perform three sanitary sewer rehabilitation projects within the Normandy Estates Subdivision, as more particularly identified in a proposed form of Professional Engineering Services Agreement with ENS Consulting, for design and bid services and compensation to be provided at an hourly rate, but not-to-exceed \$16,080.00. Construction observation and project administration services would be provided on an as-needed basis, in accordance with ENS Consulting's standard rates set forth in the Agreement.

Based upon staff's recommendation, a motion to accept the Agreement, and to authorize its signature by appropriate officers of Platte Canyon, was made by Platte Canyon Director Fohn and seconded by Platte Canyon Director Dursey. The Chair called for a vote, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

3. **Acceptance of Professional Engineering Services Agreement with ENS Consulting for Platte Canyon Drive Watermain Replacement Project.** The manager

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explained that, during 2017, Platte Canyon intends to replace approximately 994 lineal feet of six-inch cast iron pipe in the Columbine Hills Subdivision in West Canyon Drive between West Canyon Avenue and South Depew Street. A proposed form of Agreement for Professional Engineering Services with ENS Consulting for design and bid services, for an amount not to exceed \$7,450.00, and for construction observation services, as-needed, was reviewed by the manager. Following a brief discussion, and based upon the manager's recommendation, a motion to accept the Agreement with ENS Consulting was made by Platte Canyon Director Dursey and seconded by Platte Canyon Director Fohn. The Chair called for a vote, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

4. **Acceptance of Professional Engineering Services Agreement with ENS Consulting for the Morning Glory Lane Watermain Replacement Project.** The manager then reviewed with the Platte Canyon Board a proposed form of Agreement with ENS Consulting, LLC for engineering, design and bid services for a watermain replacement project in Morning Glory Lane between Blue Sage Drive and West Berry Avenue for a contract amount not-to-exceed \$14,600.00. The Project entails the replacement of approximately 1,946 linear feet of six-inch cast iron pipe with 1,946 linear feet of six-inch PVC pipe. The estimated cost of the Project is \$386,038.00.

Based upon the manager's recommendation, a motion to approve the Agreement with ENS Consulting, for an amount not to exceed \$14,600.00, was made by Platte Canyon Director Dursey and seconded by Platte Canyon Director Fohn. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

5. **Approval of Medical Insurance Benefits for Platte Canyon Staff for 2017.** The manager reviewed with the Platte Canyon and Southwest Boards the Platte Canyon 2017 employee health and medical insurance benefit package, which includes

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health insurance provided by United Healthcare, a dental insurance plan, a vision care plan, and short-term disability, long-term disability and life insurance coverages.

The manager asked the Platte Canyon Board to retain all these plans that were in existence in 2016 and, in addition, to amend Platte Canyon's policy, with respect to the self-insurance payment under the health insurance plan, so that Platte Canyon will pay the first \$1,500.00 of the policy deductible for an employee, up to a maximum of \$3,000.00/per family, and retain the employee health insurance premium contribution of 10% of dependent coverage premium costs. Platte Canyon currently pays 100% of the premium cost for the Delta dental insurance plan and the VSP vision care plan, as well as 100% of the short-term and long-term disability premiums and life insurance coverage premiums.

At the conclusion of the detailed discussion, a motion to approve the Platte Canyon health and medical insurance benefit package for 2017, as reviewed and described by the manager, was made by Platte Canyon Director Dursey and seconded by Platte Canyon Director Fohn. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

6. **Approval of the 2017 Employee Salary and Benefit Package for 2017.**

At this point in the joint meeting, all the Platte Canyon employees left the meeting, as did Richard H. Cassens. The manager then reviewed, in detail, the salary and benefit plan for Platte Canyon's employees for calendar year 2017. He explained, in detail, the salary ranges that are used for the various job descriptions within Platte Canyon, and the concepts utilized in calculating those salary ranges. He asked the Board for permission to increase those salary ranges by 1.9% to 2.2% from 2016 levels. He also asked that the Board authorize the manager to make individual employee wage adjustments based upon cost of living, longevity, and performance within the ranges established by the Board, and adjusted pursuant to the annual Mountain States Employers Council Salary Survey. In addition, the manager asked the Platte Canyon Board to approve the employee benefit schedule, which was set forth in writing, and which has not changed from 2016. Finally, he asked the Board to consider approval of a merit award to designated employees in recognition of their efforts and performance with an increased workload resulting from the continuing vacancy of the assistant manager's position.

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The discussion took approximately forty minutes, at the end of which a motion to approve the actions, as requested by the manager and described above, was made by Platte Canyon Director Fohn and seconded by Platte Canyon Director Dursey. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

PLATTE CANYON INFORMATION/DISCUSSION ITEMS

There were no Information/Discussion Items to come before the Platte Canyon Board.

PLATTE CANYON NEW BUSINESS

There was no new business to come before the Platte Canyon Board.

ADJOURNMENT

There being no further business to come before this joint regular meeting of the Southwest and Platte Canyon Boards, a motion to adjourn was made by Platte Canyon Director Fohn and seconded by Southwest Director Hamblin. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

The Chair then called for a vote of the Platte Canyon Board, and the vote was as follows:

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William Buckner	Aye
Anthony M. Dursey	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Richard Rock	Aye

Whereupon, this joint regular meeting of the Southwest and Platte Canyon Boards of Directors adjourned at approximately 11:15 a.m. The next regular joint meeting of the Boards will be held on Friday, January 27, 2017, at 8:30 a.m. in the Districts' office located at 8739 West Coal Mine Avenue, Littleton, Colorado 80123.

Respectfully submitted,

Timothy J. Flynn, Recording Secretary

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THE MINUTES OF THIS JOINT REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHWEST METROPOLITAN WATER AND SANITATION DISTRICT AND THE BOARD OF DIRECTORS OF THE PLATTE CANYON WATER AND SANITATION DISTRICT ARE HEREBY RATIFIED, CONFIRMED AND APPROVED BY THE FOLLOWING NAMED INDIVIDUALS WHO, INDIVIDUALLY AND AS MEMBERS OF THE BOARD OF DIRECTORS OF SAID DISTRICTS, WAIVE ANY AND ALL NOTICE THAT MAY BE REQUIRED BY THE STATUTES OF THE STATE OF COLORADO PERTAINING TO THE CONVENING AND THE CONDUCTING OF THIS REGULAR MEETING OF THE DISTRICT'S BOARD OF DIRECTORS; AND THE UNDERSIGNED DO HEREBY CONSENT TO THE SAID MEETING BEING HELD ON THE DATE, AT THE TIME AND AT THE PLACE AS HEREINABOVE SET FORTH.

SOUTHWEST METROPOLITAN
WATER AND SANITATION DISTRICT

PLATTE CANYON WATER AND
SANITATION DISTRICT

Anthony M. Dursey

William D. Buckner

Kenton C. Ensor, Jr.

Anthony M. Dursey

George E. Hamblin, Jr.

Louis J. Fohn

Chuck Hause

George E. Hamblin, Jr.

Bernard J. Sebastian, Jr.

Richard Rock