RECORD OF PROCEEDINGS

MINUTES OF JOINT REGULAR MEETING BOARD OF DIRECTORS

SOUTHWEST METROPOLITAN WATER AND SANITATION DISTRICT

AND

PLATTE CANYON WATER AND SANITATION DISTRICT¹

Friday November 17 2023 Jefferson County, Colorado

The regular joint 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, November 17, 2023, at 8:30 a.m. in the Districts' office located at 8739 West Coal Mine Avenue, Littleton, Colorado 80123. For purposes of convenience, the meeting was also conducted virtually using Microsoft Teams so any Board member who could not or was not comfortable physically attending, could attend by telephone or virtually.

The web address and call-in information were included in the meeting notice so that interested members of the public could also attend. 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 George E. Hamblin, Jr. Chuck Hause Samuel Rivas, Jr. Bernard J. Sebastian, Jr.

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

William D. Buckner Anthony M. Dursey Louis J. Fohn (by Teams) George E. Hamblin, Jr. Mark Swatek

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

The following Platte Canyon staff members were in attendance: Cynthia Lane, manager; Vanessa Shipley, financial administrator; Scott Hand, operations supervisor; and Tony Cocozzella, construction program manager; and Justin Roquemore, construction coordinator. Alyssa Quinn, assistant manager; Bridget Butterfield, communications and administrative services coordinator; and Adam Morse, GIS/website/IT technician attended the meeting virtually via Microsoft Teams.²

Also in attendance was Timothy J. Flynn, from Collins Cole Flynn Winn & Ulmer PLLC, legal counsel for both Districts.

CALL TO ORDER

The Southwest portion of the joint meeting was called to order by Southwest's President, Chuck Hause, who presided as Chair.

APPROVAL OF SOUTHWEST AGENDA

Following a brief discussion, a motion was made by Southwest Director Sebastian and seconded by Southwest Director Rivas 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
George E. Hamblin, Jr.
Chuck Hause
Samuel Rivas, Jr.
Aye
Bernard J. Sebastian, Jr.
Aye

SOUTHWEST CONSENT AGENDA ITEMS

Following a brief discussion, a motion was made by Southwest Director Sebastian and seconded by Southwest Director Rivas to approve Southwest Consent Agenda Items No. 1 and No. 2, as set forth below, by a single motion:

1. Ratification of Interim Disbursements and Approval of Current Payables. The Southwest payables and supplemental disbursements for the month of November 2023, in the aggregate amount of \$260,713.46 represented by Southwest check nos. 21058 thru 21083, inclusive, including any checks for less than \$5,000 written by the manager pursuant to prior Board authorization, together with various electronic fund payments for utility and other authorized electronic fund payment vendors.

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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.

2. Southwest Investment/Deposit Transaction Report. On October 20, 2023, Southwest purchased a \$1,000,000 par value Federal Home Loan Mortgage Corporation for a discounted price of \$998,990 with a face rate of interest of 5.5% and a maturity date of October 16, 2028. On the same date, Southwest also purchased, for a discounted price of \$970,200 a \$1,000,000 par value treasury note with a face rate of interest of 3.5% and a maturity date of September 15, 2025. On October 1, 2023 and October 3, 2023, a \$100,000 and a \$145,000 certificate of deposit at Bank of Denver and Flatirons Bank, respectively matured generating a total of \$245,000 in principal proceeds to Southwest. Southwest did not have any certificates of deposit that renewed or were rolled over.

With respect to Consent Agenda Items No. 1 and No. 2, the Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey
George E. Hamblin, Jr.
Chuck Hause
Samuel Rivas, Jr.
Aye
Bernard J. Sebastian, Jr.
Aye

SOUTHWEST ACTION ITEMS

1. <u>Adoption of 2024 Budget</u>. The Chair opened the public hearing on Southwest's proposed 2024 budget. Notice of the public hearing was published in accordance with the Local Government Budget law by staff. No members of the public appeared in person or otherwise registered any objections or offered any amendments to Southwest's proposed 2024 budget which is balanced, as required by law. The Chair then closed the public hearing on Southwest's 2024 budget.

Following a brief discussion, during which Vanessa Shipley noted that the proposed 2024 budget contemplates delaying a Southwest fee increase until more definitive data concerning the necessity of the fee increase and the amount thereof can be reviewed. The proposed budget is based upon Southwest keeping its service fee at \$12 per single family residential equivalent, noting the District's reserves don't start to be drawn down until 2028 or 2029.

Vanessa Shipley also noted those other changes made to the prior draft of the budget provided to the Board. At the conclusion of her presentation, a motion was made by Southwest Director Hamblin and seconded by Southwest Director Dursey to adopt Southwest Resolution 2023-11-1, which Resolution formally adopts the proposed 2024 budget, as heretofore submitted and amended, as the official budget for Southwest for calendar year 2024.

The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey
George E. Hamblin, Jr.
Chuck Hause
Samuel Rivas, Jr.
Aye
Bernard J. Sebastian, Jr.
Aye

A copy of Resolution 2023-11-1 is attached to the original of these minutes as **Exhibit A**.

2. <u>Adoption of Resolution Appropriating Funds for the 2024 Budget</u>. The Southwest Board then considered Southwest Resolution 2023-11-2, which resolution appropriates the sum of \$3,028,336 for expenditure by Southwest in calendar year 2024. A motion to adopt said resolution was made by Southwest Director Dursey and seconded by Southwest Director Rivas.

The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey
George E. Hamblin, Jr.
Chuck Hause
Samuel Rivas, Jr.
Aye
Bernard J. Sebastian, Jr.
Aye

A copy of Resolution 2023-11-2 is attached to the original of these minutes as **Exhibit B**.

3. <u>Adoption of Resolution Certifying a Zero Property Tax Mill Levy</u>. The Southwest 2024 budget does not contemplate the expenditure of property tax revenue because Southwest operates as a Water Activity Enterprise and does not certify a property tax mill levy.

Following a brief discussion, a motion was made by Southwest Director Rivas and seconded by Southwest Director Sebastion to adopt Resolution 2023-11-3, which resolution authorizes the certification of a zero property tax mill levy to the Clerk and Recorder of Arapahoe, Douglas, and Jefferson Counties, Colorado.

The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey
George E. Hamblin, Jr.
Chuck Hause
Samuel Rivas, Jr.
Aye
Bernard J. Sebastian, Jr.
Aye

A copy of Resolution 2023-11-3 is attached to the original of these minutes as **Exhibit C**.

SOUTHWEST INFORMATION/DISCUSSION ITEMS

1. Evergreen Development Corp Request to Structure Sanitary Sewer Interceptor Upsizing Costs. The manager informed the Board that the developer of River Park in Southwest Metro is proposing a mixed residential and commercial development. Because of the way in which the commercial development will occur the total single family residential equivalent tap requirements for the project will not be known for a while. River Park is comprised of six areas, identified as blocks, which will be developed in phases.

At the conclusion of a detailed presentation and discussion, the Southwest Board authorized staff to enter into negotiations with the Evergreen Development, the developer of River Park so that Evergreen Development pays its proportionate share of the cost of expanding the D-Line Interceptor. River Park's proportionate share is estimated to be between \$750,000 and \$800,000.

Southwest will commence design of the D-Line Interceptor project this year and start construction in 2025. The total cost of the project is estimated, at the present time, at \$2.6 million dollars.

SOUTHWEST NEW BUSINESS

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

JOINT PARTICIPATION PORTION OF THE MEETING

Chuck Hause, Southwest's President, continued to act as Chair for the joint participation portion of the meeting.

APPROVAL OF JOINT MEETING AGENDA

Following a brief discussion, a motion was made by Southwest Director Hamblin and seconded by Southwest Director Sebastian to approve the Joint Meeting Agenda, as presented. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey
George E. Hamblin, Jr.
Chuck Hause
Samuel Rivas, Jr.
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
Mark Swatek	Aye

JOINT MEETING CONSENT AGENDA

1. Approval of the Minutes of the Boards' October 27, 2023 Joint Regular Meeting. Following a brief discussion and review, a motion was made by Platte Canyon Director Swatek and seconded by Southwest Director Sebastian to approve the minutes of the Boards' October 27, 2023, joint regular meeting, as presented. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Samuel Rivas, Jr.	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
Mark Swatek	Aye

The approved minutes will be presented to the members of each Board for signature as soon as practical, as further evidence of ratification, confirmation, and approval.

JOINT MEETING ACTION ITEMS

1. Financial Matters.

- (a) <u>Platte Canyon Financial Statements</u>. The following unaudited Platte Canyon financial statements, prepared by Vanessa Shipley, for the ten-month period ending October 31, 2023, were presented to the Boards:
- (i) Statement of Net Assets, dated October 31, 2023, showing Platte Canyon's Assets, Liabilities, and Net Assets;

- (ii) Statement of Revenue, Expenses and Changes in Net Assets for the ten-month period ending October 31, 2023;
- (iii) Schedule of Revenue and Expenditures Budget & Actual CM/YTD Actuals Compared to Annual Budget for the ten-month period ending October 31, 2023; and
- (iv) Schedule of Revenue and Expenditures Budget & Actual CM/YTD Actuals Compared to CM/YTD Budget for the ten-month period ending October 31, 2023.

Vanessa Shipley's review of the financial statements highlighted those areas where spending or revenues deviated significantly from the adopted budget. At the conclusion of her presentation, a motion was made by Platte Canyon Director Buckner and seconded by Platte Canyon Director Swatek 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
Mark Swatek	Aye

- **(b)** <u>Southwest Financial Statements</u>. The following unaudited Southwest financial statements, prepared by Vanessa Shipley for the ten-month period ending October 31, 2023, were presented to the Boards:
- (i) Statement of Net Assets, dated October 31, 2023, showing Southwest's Assets, Liabilities, and Net Assets;
- (ii) Statement of Revenue, Expenses and Changes in Net Assets for the ten-month period ending October 31, 2023;
- (iii) Schedule of Revenue and Expenditures Budget & Actual CM/YTD Actuals Compared to Annual Budget for the ten-month period ending October 31, 2023; and
- (iv) Schedule of Revenue and Expenditures Budget & Actual CM/YTD Actuals Compared to CM/YTD Budget for the ten-month period ending October 31, 2023.

Following Vanessa Shipley's review of the financial statements, a motion was made by Southwest Director Sebastian and seconded by Southwest Director Hamblin 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
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Samuel Rivas, Jr.	Aye
Bernard J. Sebastian, Jr.	Aye

(c) <u>Platte Canyon Investment/Deposit Report</u>. 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 local government investment pools. As of October 31, 2023, Platte Canyon's investments and deposits totaled \$10,728,499.76, itemized as follows:

Description	Amount	Percentage
Checking	\$143,687.11	1.34%
Certificates of Deposit	\$250,000.00	2.33%
Colo Trust-Edge	\$560,256.51	5.22%
Colo Trust-Plus	\$2,773,536.16	25.85%
ColoTrust-Trust Account	\$1,606,560.54	14.97%
CSAFE-Core	\$623,333.88	5.81%
Treasury Bills	\$0.00	0.00%
Treasury Notes	\$3,268,906.57	30.47%
U.S. Government Agencies and	\$1,502,218.99	14%
Instrumentalities		
TOTAL	\$10,728,499.76	100.00%

The average yield on Platte Canyon's investments for the month of October 2023, as calculated by staff, was 3.4468% per annum.

Following a brief discussion, a motion was made by Platte Canyon Director Buckner and seconded by Platte Canyon Director Swatek to accept the Platte Canyon Schedule of Investment and Deposit Report 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
Mark Swatek	Aye

(d) <u>Southwest Investment/Deposit Report</u>. The Boards reviewed a list of Southwest's 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 October 31, 2023, Southwest's investments and deposits totaled \$25,291,570.05, itemized as follows:

Description	Amount	Percentage
Checking	\$68,514.95	0.27%
Certificates of Deposit	\$249,000	0.98%
ColoTrust-Edge	\$869,285.79	3.44%
ColoTrust-Plus	\$2,350,029.85	9.29%
ColoTrust-Trust Account	\$306,201.65	1.21%
CSAFE-Core	\$1,025,461.02	4.05%
Treasury Bills	\$0.00	0.00%
Treasury Notes	\$12,443,980.55	49.20%
U.S. Government Agencies and	\$7,979,090.24	31.55%
Instrumentalities		
TOTAL	\$25,291,570.05	100.00%

The average yield on Southwest's investments for the month of October 2023, as calculated by staff, was 2.3895% per annum.

Following a brief discussion, a motion was made by Southwest Director Sebastian and seconded by Southwest Director Hamblin 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
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Samuel Rivas, Jr.	Aye
Bernard J. Sebastian, Jr.	Ave

2. Management Report. The manager referred both Boards to her written management report for the month of November 2023, a copy of which was included in the meeting packet. In addition to answering questions concerning the management report, the manager discussed the following matters:

(a) <u>Construction Program Project Manager Leaving the District.</u>

The manager reported that Tony Cocozzella, the District's construction program manager has given notice and is leaving the District to take a job as the manager of the North Pecos Water and Sanitation District. Everyone expressed their appreciation for the years of service that Tony has given Platte Canyon and Southwest and wished him well in his future endeavors. Tony also thanked the Board for the opportunity that was afforded him to work for the Districts saying that he enjoyed working at both Platte Canyon and Southwest very much. The manager then briefly described for the Board how a portion of Tony's responsibilities were reallocated amongst certain staff members as well as how Platte Canyon will fill the position that is being vacated by Tony Cocozzella.

3. Operations and Maintenance Summary Report. Scott Hand reviewed the Operations and Maintenance Summary Report for the month of October 2023. During the reporting period, neither Platte Canyon nor Southwest experienced any sanitary sewer service interruptions. Southwest had no water service interruptions; however Platte Canyon experienced a break on a 10" cast iron water pipe on October 30, 2023 at approximately 7960 South Kendall Boulevard. Scott Hand presented a PowerPoint presentation showing the repair activities that were undertaken in order to repair the break and restore service to Platte Canyon's customers. The break caused a substantial amount of asphalt damage and at the present time it is expected that the repair costs will be somewhere in the area of \$150,000.

Scott Hand's report also noted that the painting of the piping at the Hogback Pump Station began on October 31, 2023 and is expected to take a week and a half to complete.

In terms of staff training, it was noted that two employees attended the Water Wise Conference held on October 24, 2023.

4. <u>Capital Projects Report</u>. Justin Roquemore, who will fill the construction program manager position reviewed with the Board the Capital Projects Report for Platte Canyon and Southwest for the month of November 2023. As part of his report, Mr. Roquemore updated the Board as to the status of all ongoing Platte Canyon and Southwest projects including developer and district specific projects as well as those projects that are in the design phase. He briefly updated the Board on the status of the Waterline Relocation Project that is planned along the South Santa Fe Corridor in connection with the River Park Development that is occurring in Southwest. He expressed appreciation for all of the assistance he had been given over the years by Mr. Cocozzella and expressed his enthusiasm for moving into the construction program manager position.

NEW BUSINESS

There was no new business to come before the joint participation portion of the meeting.

PLATTE CANYON PORTION OF THE JOINT MEETING

CALL TO ORDER

The Platte Canyon portion of the joint meeting was called to order by Platte Canyon's President, George E. Hamblin, Jr., who presided as Chair.

APPROVAL OF PLATTE CANYON AGENDA

Following a brief discussion, a motion was made by Platte Canyon Director Swatek seconded by Platte Canyon Director Buckner 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
Mark Swatek Aye

PLATTE CANYON CONSENT AGENDA ITEMS

A motion was made by Platte Canyon Director Swatek and seconded by Platte Canyon Director Dursey to approve Platte Canyon Consent Agenda Items No. 1 and No. 2, as set forth below, by a single motion:

- 1. Ratification of Interim Disbursements and Approval of Current Payables. Platte Canyon payables and supplemental payables for the month of October 2023, in the aggregate amount of \$451,220.80 represented by Platte Canyon check nos. 35086 through 35124, inclusive, including any checks written by the manager pursuant to prior Board authorization for less than \$5,000 as well as various electronic fund payments for employee salaries, utilities and other authorized electronic fund payment vendors.
- **2.** Platte Canyon Investment/Deposit Report. During the month of October 2023, Platte Canyon did not purchase any treasury notes or agency securities. However, during the month a \$517,000 par value Platte Canyon treasury note matured as did two certificates of deposit, one at Flatirons Bank and the other at Bank of Denver in the amounts of \$145,000 and \$100,000 respectively.

With respect to the above referenced Consent Agenda Items No. 1 and No. 2, 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
Mark Swatek Aye

PLATTE CANYON ACTION ITEMS

No action items were presented to the Platte Canyon Board at this meeting.

PLATTE CANYON INFORMATION/DISCUSSION ITEMS

- 1. Review of Platte Canyon's Draft 2024 Budget. Vanessa Shipley reviewed the PowerPoint presentation with respect to Platte Canyon's proposed 2024 budget. She noted that the budget contemplates revenue of \$6,284,990 and expenses of \$6,718,060 resulting in a decrease in Platte Canyon's reserves in the amount of \$433,070. Platte Canyon's property tax mill levy will remain at 7.014 mills and is currently projected to produce \$2,569,330 in revenue which is 40.8% of the Platte Canyon's total revenues for 2024. She noted that due to recent legislative changes, Platte Canyon's property tax revenues may drop from initial projected levels. Platte Canyon's 2024 budget will be considered for adoption by the Platte Canyon Board at its December meeting which will be held on Friday, December 15, 2023. Platte Canyon's proposed budget includes the budget for Platte Canyon Subdistrict No. 1 and Platte Canyon Subdistrict No. 2.
- 2. <u>Ten-Year Financial Plan</u>. Vanessa Shipley reviewed with the Board Platte Canyon's ten-year financial plan which contemplates borrowing in the near future, approximately \$18,000,000 to allow Platte Canyon to construct certain needed capital improvement projects. The ten-year financial plan also projects an increase in Platte Canyon's sewer service fee from its current levels to up to \$18 per month. The ten-year financial plan also showed how property tax revenues are expected to grow over the next ten years, some of which revenues are projected to be debt service purposes. The ten-year financial plan also projects tap fee revenues and the service contract revenues Platte Canyon will receive for the services it performs for the Valley Sanitation District, the Bow Mar Water and Sanitation, and the Columbine Water and Sanitation District.

At the conclusion of Vanessa Shipley's presentation, the Board accepted the tenyear financial plan and thanked Vanessa Shipley for all of the work that was put into her presentation.

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 Swatek and seconded by Southwest Director Dursey. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Anthony M. Dursey	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Samuel Rivas, Jr.	Aye
Bernard J. Sebastian, Jr.	Aye

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

Anthony M. Dursey	Aye
William Buckner	Aye
Louis J. Fohn	Aye
George E. Hamblin, Jr.	Aye
Mark Swatek	Aye

Whereupon, this joint regular meeting of the Southwest and Platte Canyon Boards of Directors adjourned at approximately 10:30 a.m. The next regular joint meeting of the Boards will be held on Friday, December 15, 2023, at 8:30 a.m. in the Platte Canyon and Southwest office located at 8739 West Coal Mine Avenue, Littleton, Colorado 80123.

Timothy J. Flynn, Recording Secretary

Respectfully submitted,

RECORD OF PROCEEDINGS

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 SPECIAL MEETING OF THE DISTRICTS' BOARDS 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
George E. Hamblin, Jr.	Anthony M. Dursey
Chuck Hause	Louis J. Fohn
Bernard J. Sebastian, Jr.	George E. Hamblin, Jr.
Samuel Rivas, Jr.	Mark Swatek