MINUTES OF JOINT REGULAR MEETING

BOARD OF DIRECTORS

SOUTHWEST METROPOLITAN WATER AND SANITATION DISTRICT

AND

PLATTE CANYON WATER AND SANITATION DISTRICT

Friday
August 24, 2018
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, August 24, 2018, 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

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

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

The following Platte Canyon staff members were in attendance: Patrick J. Fitzgerald, manager; Cynthia Lane, assistant manager; Vanessa Shipley, financial administrator; Scott Hand, operations supervisor; Tony Cocozzella, construction, plan

1 and each District’s Water and Sanitary Sewer Activity Enterprise.
review and special projects coordinator; Alyssa Quinn, administrative assistant; Tayler Newkirk, communication and administrative services coordinator; and Adam Morse, project/information technician.²

Also, in attendance were Ben Hall, a resident of Southwest who was attending the meeting for information purposes only; 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 President Anthony M. Dursey, who presided as Chair.

**APPROVAL OF SOUTHWEST AGENDA**

Following a brief discussion, a motion was made by Southwest Director Hamblin and seconded by Southwest Director Hause 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

**DIRECTOR’S ABSENCE EXCUSED**

A motion was made by Southwest Director Hause and seconded by Southwest Director Hamblin to excuse the absence of Southwest Director Bernard J. Sebastian, Jr., who was unable to attend the 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

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.
SOUTHWEST CONSENT AGENDA ITEMS

A motion was made by Southwest Director Hause and seconded by Southwest Director Hamblin to approve the Southwest Consent Agenda Items 1 and 2 as set forth below by a single motion:

1. **Ratification of July 2018 Interim Disbursements and Current Payables.** The Southwest interim disbursements paid and current payables for the month of August 2018, in the aggregate amount of $205,166.51, represented by Southwest check numbers 19180 through 19208, inclusive, including any checks written by the manager pursuant to prior Board authorization for less than $2,500, as well as various electronic payments for utility and other authorized electronic fund payment vendors.

2. **Approval and Ratification of Southwest July 2018 Investment Transactions.** The July 2018 Southwest Investment Transaction Report reflects that during the month, Southwest renewed a $99,000 Certificate of Deposit at Fowler State Bank, for a term of 2 ½ years and bearing interest at the rate of 2.25 percent per annum.

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

SOUTHWEST ACTION ITEMS

1. **Approval of Construction Contract for three combined Capital Projects.** Tony Cocozzella reviewed with the Board the bid summary for three Southwest capital projects that have been combined into one project for construction purposes. The three projects consist of: (i) the installation of nine-hundred fifty-seven feet of eight-inch C900 PVC pipe to replace existing eight inch cast iron water main in South Pierson Street and West Brittany Drive; (ii) the removal of two twelve-inch cement asbestos water main connections from a ten-inch asbestos cement water main that is being abandoned and reconnected to a sixteen-inch parallel cement asbestos water main in West Peak View Drive at South Wadsworth Boulevard; and (iii) the replacement of a four-inch valve and manhole in South Wadsworth Boulevard approximately six hundred feet north of West Peak View Avenue.

Levi Contractors, Inc was the low bidder in the amount of $339,140.00. At the conclusion of the discussion, and based upon staff’s recommendation, a motion was made
by Southwest Director Hause and seconded by Southwest Director Ensor to award a contract for these Capital Projects to Levi Contractors, Inc for a contract price not to exceed $339,140.00, and to authorize the District’s manager to execute the Notice of Award and related contract documents.

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

**SOUTHWEST INFORMATION/DISCUSSION ITEMS**

There were no information or 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 President Anthony M. Dursey 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 Platte Canyon Director Rock and seconded by Platte Canyon Director Buckner 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: Aye
- Kenton C. Ensor, Jr.: Aye
- George E. Hamblin, Jr.: Aye
- Chuck Hause: Aye

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

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

JOINT MEETING CONSENT AGENDA ITEM

Following a brief discussion, a motion was made by Southwest Director Hause and seconded by Southwest Director Hamblin to approve Joint Meeting Consent Agenda Item 1 as set forth below, by a single motion:

1. **Approval of July 27, 2018 Joint Regular Meeting Minutes.**

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

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’ July 27, 2018 joint regular meeting were then presented to the members of each Board for signature as further evidence of ratification, confirmation and approval.

JOINT MEETING INFORMATION/DISCUSSION ITEMS

1. **Asset Management – Pipeline Evaluation Criteria.** The assistant manager presented a detailed review of the new method that Platte Canyon and Southwest will be utilizing to evaluate water and sewer system assets for purposes of scheduling capital replacement projects. She focused on the work done to date to incorporate Platte Canyon’s water distribution system assets in to this new asset management program.
Historically, Platte Canyon and Southwest evaluated water and wastewater system assets for capital replacement purposes utilizing a methodology that was largely reactive because it was based primarily upon historical pipe failure rates. The trend in the industry is to move to a proactive method that incorporates additional factors which take into consideration the consequence of failure. For example, a cul de sac in a residential subdivision and a major intersection might both have a water main located therein that is similar in size, age and type, but the consequence of failure associated with each is dramatically different.

The consequence of failure criteria takes into consideration the cost of replacing the pipe, the number of customers that are served by the pipe, the time to repair the pipe, traffic costs and dangers relating to the repair activities, and a number of other factors related to the failure of the particular asset.

Incorporating this additional evaluation criteria into the Platte Canyon and Southwest Capital Replacement Program results in a different prioritized than what would have otherwise occurred. The assistant manager described in detail the work that has been done to inventory, categorize, rate and rank all of Platte Canyon’s assets. Sample runs were performed utilizing the new methodology and then refined based upon the staff’s actual knowledge of the various assets, the consequences of failure and other variables. At the present time, Platte Canyon’s staff is very comfortable that the new asset management approach will work well. The focus now is getting all assets inventoried and ranked appropriately.

As a result of this new approach, the capital replacement program, especially for the next five years, will be more aggressive than in the past. The next step in changing the methodology is to actually feed the results of the ranking into Platte Canyon’s capital improvement program which will be presented to the Boards at either the October or November meeting.

At the conclusion of the presentation, all Board members present thanked staff for all their hard work in converting to the new asset management program for Platte Canyon. The Board believes it will be a significant improvement and wanted to make sure all staff that worked on the conversion were recognized for their hard work and participation.

2. **Financial Matters.**

(a) **Platte Canyon Financial Statements.** The following Platte Canyon financial statements, prepared by Vanessa Shipley, for the seven-month period ending July 31, 2018, were presented to the Boards:
(i) Statement of Net Assets, dated July 31, 2018, showing Platte Canyon’s Assets, Liabilities, and Net Assets;

(ii) Statement of Revenue, Expenses and Changes in Net Assets for the seven-month period ending July 31, 2018;

(iii) Schedule of Revenue and Expenditures – Budget & Actual CM/YTD Actuals Compared to Annual Budget for the seven-month period ending July 31, 2018; and

(iv) Schedule of Revenue and Expenditures – Budget & Actual CM/YTD Actuals Compared to CM/YTD Budget for the seven-month period ending July 31, 2018.

Vanessa Shipley had no comments with respect to the Platte Canyon financial statements and there were no questions from the Board. A motion was made by Platte Canyon Director Buckner 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 seven-month period ending July 31, 2018, were presented to the Boards:

(i) Statement of Net Assets, dated July 31, 2018, showing Southwest’s Assets, Liabilities, and Net Assets;

(ii) Statement of Revenue, Expenses, and Changes in Net Assets for the seven-month period ending July 31, 2018;

(iii) Schedule of Revenue and Expenditures – Budget & Actual CM/YTD Actuals Compared to Annual Budget for the seven-month period ending July 31, 2018; and
(iv) Schedule of Revenue and Expenditures – Budget & Actual

CM/YTD Actuals Compared to CM/YTD Budget for the seven-month period ending July 31, 2018.

Vanessa Shipley brought to the Southwest Board’s attention the significant expenditures that have been incurred to date by Southwest for remedial repairs and maintenance. She noted that this is the result of work that has been performed by C&L Water Solutions with respect to water system assets. Little work has been done with respect to sewer system assets so overall Southwest’s budget for these line items should probably not be exceeded or come close to the budgeted amounts by the end of the year. Currently, the budget variance is approximately $31,621.

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

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<tr>
<td>Anthony M. Dursey</td>
<td>Aye</td>
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<tr>
<td>Kenton C. Ensor, Jr.</td>
<td>Aye</td>
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<tr>
<td>George E. Hamblin, Jr.</td>
<td>Aye</td>
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<tr>
<td>Chuck Hause</td>
<td>Aye</td>
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(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 local government investment pools. As of July 31, 2018, Platte Canyon’s investments and deposits totaled $10,896,795.52, itemized as follows:
The average yield on Platte Canyon’s investments for the month of July 2018, as calculated by staff, was 1.8474% per annum.

Following a brief discussion, a motion was made by Platte Canyon Director Rock and seconded by Platte Canyon Director Buckner 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 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 July 31, 2018, Southwest’s investments and deposits totaled $24,178,162.52, itemized as follows:
The average yield on Southwest’s investments for the month of July 2018, as calculated by staff, was 2.1785% per annum.

Following a brief discussion, a motion was made by Southwest Director Hamblin and seconded by Southwest Director Hause 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

3. **Management Information Report.** The manager reported to the Boards as follows:

   (a) **Crime Coverage.** At the request made at the last Board of Directors’ meeting, the manager and staff reviewed the District’s crime coverage, including insurance coverage for cyber incidents. It was reported that the District has up to $200,000 of coverage through the Special District Association for these matters and in addition has special policies issued by Traveler’s Insurance which provide coverage up to $5,000,000 and $3,000,000, respectively for employee theft, forgery and other cyber-related incidents. After the review, staff felt that the coverages that were in place for both Platte Canyon and Southwest were adequate.

   It was also reported that staff is investigating the enhancement of its existing cyber security settings. Staff has found two organizations that offer free memberships to local governments and both have active relationships with the Colorado Special District
Property and Liability Pool. These organizations are the center for internet security, and the multi-state information sharing and analysis center. In coming months staff will further investigation and utilize the resources offered by these two organizations to determine how they can best be applied to the District’s information technology systems.

Cynthia Lane, the District’s assistant manager, reported to the Board as follows:

(b) **Platte Canyon and Southwest Communication Plans.** A handout and verbal presentation were given to update the Board on the various components of the Platte Canyon and Southwest communication plans, including the work that staff has done on the website, newsletter and community communications.

Staff has continued to work hard with Watermark on the District’s website redesign. It is expected that a full draft website will be available for discussion at the Board’s September meeting.

The September 2018 newsletter is in production and will feature an article on the upcoming website launch, as well as the newsletter downsized from four pages to two pages. The goal is hopefully to refer all interested readers to each District’s website to learn more about matters they have interests in.

Finally, staff did a pop-up event at the Aspen Grove Farmers Market. It was successful in that their presentations were given to fifty people who heard presentations regarding various District operations and current projects. Some of the public that attended the presentation signed up for each District’s electronic newsletter.

(c) **Valley Sanitation Interceptor Project.** A very brief update was given to both Boards as to the status of the Valley Sanitation Interceptor Re-Alignment Project which is proceeding smoothly. The schedule for construction was briefly provided to the Board. With respect to Valley, Scott Hand has prepared the 2019 Operating Budget request for review and acceptance by the Valley Board. The Budget recommendations will be used by the Vanessa Shipley to prepare Valley’s 2019 Budget and ten-year financial plan which will be reviewed by the Valley Board in October.

4. **Operations and Maintenance Summary Report.** Scott Hand reviewed the Operations and Maintenance Summary Report dated July 2018. During the July 2018 reported period, neither Platte Canyon nor Southwest had any sewer service interruptions. Platte Canyon had one water service interruption which occurred on July 5, 2018 at 7310 South Upham Street. A brief PowerPoint presentation showing the repair activities that were undertaken was presented to both Boards. The service interruption was caused by a
beam break in a six-inch asbestos cement pipe, and may have been related to the replacement of the sewer service line earlier in the year.

During July 2018 additional remedial repairs were completed by the District’s remedial repair contractor, C&L Water Solutions. C&L is currently working on repairing five fire hydrant nozzles that leak under pressure. There are approximately twenty-three fire hydrants that need to be repaired by C&L and staff is working to get this accomplished.

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

**NEW BUSINESS**

1. **Office Art Work Installed.** Manager advised both Boards that the art work component of the office renovation project had been completed and that staff was very pleased with the multiple new pieces of artwork that have been installed throughout the building. Board members were invited to tour the joint office facility to see all the new art pieces that have been installed.

2. **Denver Water Documentary Presentation.** The Board was advised that the Denver Water 100 Year Documentary which had been previewed earlier in the month at the Neuman Center at the DU Campus will be shown on public television on Sunday, September 16\(^{th}\) at approximately 6:30 p.m. All interested Directors were invited to watch the documentary which provides a good historical overview of Denver Water’s last 100 years.

There was no additional new business to come before the joint participation portion of the meeting. The next regular joint meeting of the Board is scheduled for Friday, September 28, 2018, in the District’s office located at 8739 West Coal Mine Avenue, Littleton, Colorado 80123.

**PLATTE CANYON ACTION ITEMS**

**CALL TO ORDER**

The Platte Canyon Action Items portion of the joint regular meeting was called to order by Platte Canyon President Richard Rock, who presided as Chair.
1. **Approval of Platte Canyon Agenda.** A motion was made by Platte Canyon Director Buckner 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

**PLATTE CANYON CONSENT AGENDA ITEMS**

A motion was made by Platte Canyon Director Dursey and seconded by Platte Canyon Director Buckner to approve Platte Canyon Consent Agenda Items 1 and 2 as set forth below by a single motion:

1. **Platte Canyon Payables.** The Platte Canyon payables and supplemental payables for the month of August 2018, in the aggregate amount of $460,620.10, represented by Platte Canyon check nos. 31948 through 31999, inclusive, including checks written by the manager pursuant to prior Board authorization for less than $2,500, together with various electronic fund payments for payment of employee salaries, utility payments, and other authorized electronic fund vendors.

2. **Platte Canyon July 2018 Investment Transactions.** The acceptance of the July 2018 Investment Transactions Report which showed that during the month a $1,000,000.00 Par Value Treasury Note was redeemed generating $1,000,000.00 in principle proceeds plus accrued interest to Platte Canyon.

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 ACTION ITEMS**

1. **Award of Construction Contract for South Sheridan Boulevard and West Coal Mine Avenue Water Main Replacement Project**
Tony Cocozzella reviewed the bids that were received for the South Sheridan Boulevard and West Coal Mine Avenue Water Main Replacement Project. The low bidder was Levi Contractors in the amount of $143,845.00. Following a brief discussion and based upon staff’s recommendation a Motion was made by Platte Canyon Director Fohn and seconded by Platte Canyon Director Buckner to award a contract to Levi Contractors, Inc., for an amount not to exceed $143,845.00, and to authorize the District’s manager to execute the Notice of Aware and related construction contract documents. 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. **Approval of CEBT Participating Employer Certification and HIPAA Confidentiality Agreements.**

Following a brief discussion, a motion was made by Platte Canyon Director Buckner and seconded by Platte Canyon Director Hamblin to approve and authorize execution of CEBT Participating Employer Certification and HIPAA Confidentiality Agreements. 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

During the discussion it was noted that legal counsel had recommended that the defense obligation contained in the CEBT Participating Employer Certification Agreement be deleted. Staff is pursuing that, but it is not clear that CEBT will be agreeable.

3. **Employee Medical Insurance Benefit Package for 2019.** Cynthia Lane then reviewed with the Board, in detail, the District’s 2019 Employee Benefits Package which includes medical insurance, dental insurance and vision insurance. The Benefit Package also includes short-term and long-term disability for staff, but that portion of the Package was not being presented to the Board, nor was the Board being asked to approve it at this time.
RECORD OF PROCEEDINGS

At the conclusion of the detailed presentation a motion to approve the 2019 Medical, Dental and Vision Benefit Package for the Platte Canyon employees was made by Director Buckner and seconded by 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

PLATTE CANYON INFORMATION/DISCUSSION ITEMS

There were no information or discussion items presented to the Platte Canyon Board.

PLATTE CANYON NEW BUSINESS

There was no new business presented to the Platte Canyon Board.

ADJOURNMENT

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

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

Whereupon, this joint regular meeting of the Platte Canyon and Southwest Boards of Directors adjourned at approximately 10:10 a.m. The next joint regular meeting of the Boards will be held on Friday, September 28, 2018, 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
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.

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<tr>
<th>Southwest Metropolitan Water and Sanitation District</th>
<th>Platte Canyon Water and Sanitation District</th>
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<tr>
<td>Anthony M. Dursey</td>
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