

RECORD OF PROCEEDINGS

MINUTES OF JOINT REGULAR MEETING

BOARD OF DIRECTORS

PLATTE CANYON WATER AND SANITATION DISTRICT

AND

SOUTHWEST METROPOLITAN WATER AND SANITATION DISTRICT¹

Friday
September 28, 2018
Jefferson County, Colorado

The regular joint monthly meeting of the Board of Directors of the Platte Canyon Water and Sanitation District (“Platte Canyon”) and the Board of Directors of the Southwest Metropolitan Water and Sanitation District (“Southwest”) convened on Friday, September 28, 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 Platte Canyon Directors were in attendance, to wit:

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

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 staff members were in attendance: Cynthia Lane, assistant manager; Vanessa Shipley, financial administrator; Scott Hand, operations supervisor; Tony Cocozzella, construction, plan review and special projects coordinator;

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

RECORD OF PROCEEDINGS

Alyssa Quinn, administrative assistant and Tayler Newkirk, communication and administrative services coordinator.²

Also, in attendance were Brad Simons, a resident of Southwest who was attending the meeting for information purposes; 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 Platte Canyon President, Richard Rock, who presided as Chair.

APPROVAL OF PLATTE CANYON AGENDA

Following a brief discussion, a motion was made by Platte Canyon Director Fohn and 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
Richard Rock	Aye

PLATTE CANYON CONSENT AGENDA ITEMS

1. **Approval of Platte Canyon Payables.** The Boards reviewed a list and supplemental list of Platte Canyon vouchers paid and payable for September 2018 in the aggregate amount of \$210,684.87, represented by Platte Canyon check numbers 32000 through 32054, inclusive, together with various electronic payments for employee salaries, utility payments, and other authorized electronic fund payment vendors.

A motion was made by Platte Canyon Director Buckner and seconded by Platte Canyon Director Dursey to approve the payables, including those checks written by the

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.

RECORD OF PROCEEDINGS

manager pursuant to prior Board authorization for less than \$2,500. 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 Investment/Deposit Transaction Report.** The Boards reviewed the schedule of investment principle activity for Platte Canyon for the month of August 2018 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.

A motion was made by Platte Canyon Director Dursey and seconded by Platte Canyon Director Buckner to accept the Platte Canyon Investment Principal Activity Report for the month of August 2018. 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. **Approval of Restated and Amended Sewer Connection Agreement with the City of Littleton.** The City of Littleton has made a request to modify a 2002 Agreement entered into between Platte Canyon and the City of Littleton whereby Platte Canyon agreed to serve 85 single family equivalent taps within a limited geographic area

RECORD OF PROCEEDINGS

adjacent to and south of West Bowles Avenue and generally known as the South Watson Lane Reserve Subdivision. The Amendment was requested because there are two additional properties in that area which need sewer service from Platte Canyon. To address this issue and to update the Agreement, Platte Canyon prepared a Restated and Amended Agreement which has been approved by the City of Littleton.

At the conclusion of the discussion, and based upon staff's recommendation, a motion to approve the Restated and Amended Sewer Connection Agreement with the City of Littleton was made by Platte Canyon Director Dursey and seconded by Platte Canyon Director Buckner. 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

The motion included authority for appropriate officers of Platte Canyon to execute the Agreement.

2. **Approval of the 2019 Employee Short-Term and Long-Term Disability Insurance Benefits.** Cynthia Lane reviewed with the Boards staff's recommendation regarding the short and long-term insurance disability insurance benefit packet for Platte Canyon's employees for 2019. Cynthia's recommending that Platte Canyon Board obtain coverages through the Colorado Employer Benefit Trust because the Trust has modified its disability coverages to comport with the coverages that Platte Canyon was previously receiving from UNUM and for a slightly less cost. The long-term disability insurance coverage will change slightly so the maximum monthly benefit will increase from \$5,000 to \$7,500, and the maximum short-term disability benefit will increase from \$850 per month to \$1,538 per month.

The total monthly premium to the District for both plans will be \$918 which is slightly less than \$1,083 per month the District is currently paying.

At the conclusion of the discussion, and based upon the assistant manager's recommendation, a motion to approve the 2019 Employee Short-Term and Long-Term Disability Insurance benefit package as recommended, was made by Platte Canyon

RECORD OF PROCEEDINGS

Director Dursey and seconded by Platte Canyon Director Buckner. 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 to come before the Platte Canyon Board.

PLATTE CANYON NEW BUSINESS

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

JOINT PARTICIPATION PORTION OF THE MEETING

Platte Canyon's President, Richard Rock, continued to act as Chair of the joint participation portion of the meeting.

APPROVAL OF JOINT MEETING AGENDA

Following a brief discussion, a motion was made by Platte Canyon Director Buckner and seconded by Platte Canyon Director Fohn to approve the joint meeting agenda 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

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

Anthony M. Dursey	Aye
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RECORD OF PROCEEDINGS

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

JOINT MEETING CONSENT AGENDA ITEM

Following a brief discussion, a motion was made by Platte Canyon Director Dursey and seconded by Southwest Director Hause to approve the Minutes of the Board's joint regular meeting held on Friday, August 24, 2018.

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

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	Aye

The approved minutes of the August 24, 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. **Financial Matters.**

(a) **Platte Canyon Financial Statements.** The following unaudited Platte Canyon financial statements, prepared by Vanessa Shipley for the eight-month period ending August 31, 2018, were presented to the Boards:

RECORD OF PROCEEDINGS

(i) Statement of Net Assets, dated August 10, 2018, showing Platte Canyon’s Assets, Liabilities, and Net Assets;

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

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

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

Vanessa Shipley had no comments regarding the Platte Canyon financial statements, however, Director Dursey noted the significant amount of water repair costs that had been incurred year-to-date.

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

2. **Southwest Financial Statements.** The following unaudited Southwest financial statements, prepared by Vanessa Shipley for the eight-month period ending April 30, 2018, were presented to the Boards:

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

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

RECORD OF PROCEEDINGS

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

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

Vanessa Shipley had no comments concerning the Southwest Financial Statements other than to note the also increased water remedial costs that have been incurred to-date by Southwest. At the conclusion of her discussion, a motion was then 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

3. **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 August 31, 2018, Platte Canyon's investments and deposits totaled \$10,606,157.83, itemized as follows:

RECORD OF PROCEEDINGS

<u>Description</u>	<u>Amount</u>	<u>Percentage</u>
Checking	\$201,582.15	1.90%
Certificates of Deposit	\$994,000.00	9.37%
ColoTrust-Prime	\$0.00	0.00%
ColoTrust-Plus	\$3,367,842.77	31.75%
ColoTrust-Trust Account	\$1,047,594.58	9.88%
Treasury Bills	\$0.00	0.00%
Treasury Notes	\$0.00	0.00%
U.S. Government Agencies and Instrumentalities	\$4,995,138.33	47.23%
TOTAL	\$10,606,157.83	100.00%

The average yield on Platte Canyon’s investments for the month of August 2018, as calculated by staff, was 1.8462% per annum.

Following a brief discussion, a motion was made by Platte Canyon Director Hamblin 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

4. **Southwest Investment/Deposit Report.** The Board 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 August 31, 2018, Southwest’s investments and deposits totaled \$24,194,838.51, itemized as follows:

RECORD OF PROCEEDINGS

<u>Description</u>	<u>Amount</u>	<u>Percentage</u>
Checking	\$1,893.87	0.01%
Certificates of Deposit	\$2,360,692.27	9.76%
ColoTrust-Prime	\$0.00	0.00%
ColoTrust-Plus	\$5,720,206.59	23.64%
ColoTrust-Trust Account	\$75,965.45	0.03%
Treasury Bills	\$0.00	0.00%
Treasury Notes	\$6,015,223.77	24.86%
U.S. Government Agencies and Instrumentalities	\$10,200,856.56	41.42%
TOTAL	\$24,194,838.51	100.00%

The average yield on Southwest’s investments for the month of August 2018, as calculated by staff, was 2.2332% per annum.

Following a brief discussion, a motion was made by Southwest Director Sebastian 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
Bernard J. Sebastian, Jr.	Aye

5. **Management Information Report.** In the manager’s absence, the assistant manager, Cynthia Lane, reviewed the September 2018 Management Information Report. As part of her review, she commented on the following matters:

(a) **Front Range Water Supply Situation.** Concern is growing regarding the water supply for the Front Range communities should the current drought situation persist in the mountains. The assistant manager noted that Denver Water officials are concerned because Dillon Reservoir is low and because the dry conditions and warm fall have resulted in significant water usage which would not otherwise have occurred. If there is not significant snow fall this winter, Denver Water may be facing a situation where it will need to impose drought restrictions next year.

RECORD OF PROCEEDINGS

(b) **Englewood & Littleton Sewer Rates.** Englewood City staff has indicated that the Englewood City Council may increase sewer rates for 2019 by approximately 7%. Littleton staff has indicated the City Council may increase sewer rates for 2019 by approximately 3%. Prior discussions with the connector districts gave rise to a hope that any increases would be based upon a rate study that all connector districts were allowed to fully participate in. Staff indicated that due to political pressures and the press of City Council business, an independent full-blown rate study analysis will not be prepared this year by either Littleton or Englewood. It has been promised that such a rate study would be conducted next year and the connector districts will be allowed to participate. The assistant manager will meet soon with the manager of the South Platte Water Renewal Partners Wastewater Treatment Plant to get a better understanding as to when and how a rate study will be performed.

(c) **Denver Water Rate Increase.** Denver Water staff has given notice that Denver Water is intending to increase revenues next year overall by 3%. This will result in a rate increase to all customers, but the outside city customers will experience the largest increase. It appears that the rate increase to total service distributors will be approximately 7½ %. The rate increase to master meter distributors will be close to 4%, and the rate increase to read and bill customers will be approximately 4.8%.

The Distributor Rates and Fees Technical Advisory Committee is scheduled to meet on October 12, 2018, to review Denver's proposed rate increase in greater detail and to understand how it will affect various customer classes throughout the distributor districts.

(d) **Valley Sanitation District Interceptor Project.** It is expected that the Valley Sanitation District Interceptor Relocation project will be bid on or about January 7, 2019. Preliminary design costs appear to be higher than anticipated, but otherwise the project is on schedule. The loan to Valley Sanitation District from the Colorado Water Resources and Power Development Authority has been approved. The loan documents will be approved by the Valley Sanitation District at their October 10th meeting. The closing on the loan will occur sometime in early 2019 once the total costs for the project are better understood.

(e) **Platte Canyon and Southwest websites.** There was a brief discussion concerning the Platte Canyon and Southwest websites, and in particular the Board Member portals used by each District. Staff wanted to know what each Board liked about their respective portals and what could be done to improve those portals. Feedback was provided to staff, and Tayler Newkirk will proceed making the requested revisions.

Alyssa Quinn noted that in the future the District plans to deliver Board Member packets using a Windows-based system that is more functional than the current system.

RECORD OF PROCEEDINGS

Alyssa is involved in converting from the current system to a Windows Surface Go Pro platform.

6. **Operations and Maintenance Summary Report.** Scott Hand reviewed the Operations and Maintenance Summary Report dated August 2018. During the August 2018 reporting period, neither Platte Canyon nor Southwest had any sanitary sewer service interruptions. Platte Canyon experienced three water service interruptions: one that occurred on August 19, 2018 at 6100 West Alder Avenue; one that occurred on August 21, 2018 at 690 South Newland Court; and one that occurred on August 25, 2018 at 5490 West Geddes Avenue. Southwest experienced one water service interruption on August 19, 2018 at 7700 South Garland Street. Mr. Hand summarized the repair activities that were undertaken with respect to each of these water service interruptions, and he also provided a PowerPoint presentation with pictures depicting various aspects of the repair operations.

(a) **Remedial Water Repairs.** During August the remedial water repairs continue for both Districts. In Platte Canyon a leaking valve repair and three hydrant nozzle repairs were completed. For Southwest, four leaking valve repairs were completed and seventeen fire hydrant nozzles were repaired or replaced.

(b) **Scott J. Morris Pump Station.** The fence installation at the Scott J. Morris Pump Station is 90% complete. Remaining are the installation of two vehicle gates and a pedestrian gate. The final item which will be a sign for the facility is being worked on by Tony Cocozzella. Pictures of the fence which looks very attractive were presented to the Board.

(c) **Operator Certification Training/Conferences.** During the month Tony Cocozzella, Armando Quintana and Scott Morris attended a three-day training course for FAA certification operating of unmanned small aircraft systems, commonly known as drones. To utilize the drone for District projects, it is mandatory that the operator have pilot's training and obtain a flying license from the FAA. Scott Hand is now a certified drone pilot.

7. **Construction Project Report.** Tony Cocozzella reviewed with both Boards the Capital Project Information and Construction Status Report for September 2018 for both Platte Canyon and Southwest. The Report updated the Boards as to the status of all ongoing 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 the design phase at the present time.

RECORD OF PROCEEDINGS

NEW BUSINESS

There was no new business to come before the joint participation portion of the meeting. The next regular joint meeting of the Boards is scheduled for Friday, October 26, 2018 in the Districts' offices located at 8739 West Coal Mine Avenue, Littleton, Colorado, 80123.

SOUTHWEST ACTION ITEMS

CALL TO ORDER

The Southwest Action Item portion of the joint regular meeting was called to order by Southwest President, Anthony M. Dursey, who presided as Chair.

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

SOUTHWEST CONSENT AGENDA ITEMS

1. **Approval of Accounts Payable and Ratification of Interim Disbursements.** The Board reviewed a list and supplemental list of Southwest vouchers paid and payables for the month of September 2018 in the aggregate amount of \$244,410.24, represented by Southwest check numbers 19234 through 19260, inclusive, together with various electronic payments for employee salaries, utility payments and other authorized electronic fund payment vendors. A motion was made by Southwest Director Sebastian and seconded by Southwest Director Hamblin to approve the payables, including those checks written by the manager pursuant to prior Board authorization for less than \$2,500. 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, Jr.	Aye

2. **Southwest Investment/Deposit Transaction Report.** The Board reviewed the schedule of investments principle activity for Southwest for the month of August 2018 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 or sold by Southwest during the month;

(c) **Renewals.** Southwest renewed multiple Certificates of Deposit totaling in the aggregate \$1,118,692.27, through the CDR's Program for 365 days on August 23, 2018. The average interest rate on the renewed CDs is 2.2% per annum.

Following a brief discussion, a motion was made by Southwest Director Sebastian and seconded by Southwest Director Hause to ratify, approve and confirm the Southwest Investment Principle Activity Report for the month of August 2018. 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 ACTION ITEMS

No action items were presented to the Southwest Board.

SOUTHWEST INFORMATION/DISCUSSION ITEMS

There were no information or discussion items to come before the Southwest Board.

RECORD OF PROCEEDINGS

NEW BUSINESS

There was no new business to come before the Southwest 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 Canon Director Dursey and seconded by Southwest Director Hause. 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

The Chair then 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

Whereupon, this joint regular meeting of the Platte Canyon and Southwest Boards of Directors adjourned at approximately 9:50 a.m. The next regular joint meeting of the Boards will be held on Friday, October 26, 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 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