

# RECORD OF PROCEEDINGS

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## MINUTES OF JOINT REGULAR MEETING

### BOARD OF DIRECTORS

### PLATTE CANYON WATER AND SANITATION DISTRICT

### AND

### SOUTHWEST METROPOLITAN WATER AND SANITATION DISTRICT<sup>1</sup>

Friday  
February 22, 2019  
Jefferson County, Colorado

The joint regular 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, February 22, 2019, 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: Patrick J. Fitzgerald, manager; Cynthia Lane, assistant manager; Vanessa Shipley, financial administrator; Scott Hand, operations supervisor; Tony Cocozzella, construction, plan

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<sup>1</sup> and each District’s Water and Sanitary Sewer Activity Enterprise.

## **RECORD OF PROCEEDINGS**

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review and special projects coordinator; Alyssa Quinn, administrative assistant and Tayler Newkirk, communication and administrative services coordinator.<sup>2</sup>

Also, in attendance was 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**

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

### **PLATTE CANYON CONSENT AGENDA ITEMS**

Following a brief discussion, a motion was made by Platte Canyon Director Hamblin and seconded by Platte Canyon Director Fohn to approve Platte Canyon Consent Agenda Items 1 and 2, as set forth below, by a single motion. 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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<sup>2</sup> 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

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1. **Ratification of Interim Disbursements and Current Payables.** The Platte Canyon interim disbursements paid and current payables for the month of February, 2019 in the aggregate amount of \$179,093.07, represented by Platte Canyon check numbers 32314 through 32356, inclusive, together with various electronic fund payments for employee salaries, utility payments and other authorized electronic fund payment vendors.

2. **Ratification of Platte Canyon Investment Transactions.** During the month of January, Platte Canyon did not purchase any treasury notes or agency securities, or have any treasury notes, agency securities or other investments redeem or mature, or renew no certificates of deposit.

### **PLATTE CANYON ACTION ITEMS**

1. **Approval of Resolution 2019-2-1 Discontinuing the District's Post-Employment Merit Award Program.** Following a brief discussion, during which it was the consensus of both the Southwest and Platte Canyon Boards that Platte Canyon's post-employment merit award program should be discontinued, a motion was made by Platte Canyon Director Rock and seconded by Platte Canyon Director Fohn to adopt Platte Canyon Resolution 2019-2-1, which discontinues the Platte Canyon merit award program effective as of December 31, 2018, and provides for the documentation of the amount that each Platte Canyon employee who is eligible for a merit award is entitled to as of December 31, 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

A copy of Resolution 2019-2-1 is attached to the original of these minutes as Exhibit

2. **Approval of Amended and Restated Deferred Compensation Plan Participation Agreement (457 Plan) and Amended and Restated Retirement Plan and Trust Participation Agreement (401A Plan) with Colorado Counties and Officials**

## RECORD OF PROCEEDINGS

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**Retirement Association.** The manager reviewed with both Boards the changes that he is recommending to Platte Canyon's 457 Deferred Compensation Plan and 401A Retirement Plan which increase up to ten percent the amount that Platte Canyon will match for the 401A Plan and amend the date of the 457 Plan. These amendments to Platte Canyon's deferred compensation and retirement plan are designed to allow the employees to increase their retirement benefits while they are employed by Platte Canyon and is in part a measure to offset the discontinuance of Platte Canyon's post-employment merit award program.

After discussing the matter, a motion was made by Platte Canyon Director Fohn and seconded by Platte Canyon Director Buckner to approve and adopt the Amended and Restated Deferred Compensation Plan Participation Agreement and the Amended and Restated Retirement Plan and Trust Participation Agreement with Colorado Counties and Officials Retirement Association and to authorize appropriate officers of the District to execute said 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

3. **Approval of Revisions to Platte Canyon Water and Sanitation District Employee Handbook.** With the discontinuance of the Platte Canyon merit award program and the increase in the amount that Platte Canyon will match for contributions to the employee's 401A Retirement Plan, the Platte Canyon Handbook needs to be revised. Proposed revisions to the Handbook were reviewed by the Platte Canyon Board. Following a brief discussion, a motion to approve these revisions and to formally adopt them 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

4. **Proposed Increase in Employee Life Insurance Benefits.** This matter was deferred until later in the joint regular meeting.

## RECORD OF PROCEEDINGS

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### 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 REGULAR MEETING AGENDA

Following a brief discussion, a motion was made by Platte Canyon Director Buckner and seconded by Southwest Director Dursey to approve the joint regular 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
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye
Bernard J. Sebastian, Jr.	Aye

### JOINT MEETING CONSENT AGENDA ITEM

1. Approval of the Minutes of the Joint Regular Meeting Held on January 25, 2019. Following a brief discussion, a motion was made by Southwest Director Hause

## RECORD OF PROCEEDINGS

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and seconded by Platte Canyon Director Fohn to approve, as written, the minutes of the Boards' January 25, 2019 joint regular meeting.

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, Jr.	Aye

The approved minutes of the Boards' January 25, 2019 joint regular meeting were then presented to the members of each Board for signature as further evidence of ratification, confirmation and approval.

### **JOINT MEETING ACTION ITEMS**

There were no action items to come before the joint meeting of the Boards.

### **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 one-month period ending January 31, 2019, were presented to the Boards:

(i) Statement of Net Assets, dated January 31, 2019, showing Platte Canyon's Assets, Liabilities, and Net Assets;

(ii) Statement of Revenue, Expenses, and Changes in Net Assets for the one-month period ending January 31, 2019;

## RECORD OF PROCEEDINGS

---

(iii) Schedule of Revenue and Expenditures – Budget & Actual CM/YTD Actuals Compared to Annual Budget for the one-month period ending January 31, 2019; and

(iv) Schedule of Revenue and Expenditures – Budget & Actual CM/YTD Actuals Compared to CM/YTD Budget for the one-month period ending January 31, 2019.

At the conclusion of Vanessa Shipley’s review of the Platte Canyon financial statements, 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

Director Dursey initiated a discussion regarding the adequacy of the Platte Canyon water and sewer tap fees in light of possible redevelopment within the District. During the general discussion, the manager indicated that staff is in the process of reviewing the District’s capital improvement programs in the future as well as the adequacy of all the District’s rates, fees and charges. This matter will be brought back to the Board at a future meeting.

2. **Southwest Financial Statements.** The following unaudited Southwest financial statements, prepared by Vanessa Shipley for the one-month period ending January 31, 2019, were presented to the Boards:

(i) Statement of Net Assets, dated January 31, 2019, showing Southwest’s Assets, Liabilities, and Net Assets;

(ii) Statement of Revenue, Expenses, and Changes in Net Assets for the one-month period ending January 31, 2019;

(iii) Schedule of Revenue and Expenditures – Budget & Actual CM/YTD Actuals Compared to Annual Budget for the one-month period ending January 31, 2019; and

## RECORD OF PROCEEDINGS

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(iv) Schedule of Revenue and Expenditures – Budget & Actual CM/YTD Actuals Compared to CM/YTD Budget for the one-month period ending January 31, 2019.

At the conclusion of her discussion, a motion was made by Southwest Director Hause and seconded by Southwest Director Sebastian 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 January 31, 2018, Platte Canyon’s investments and deposits totaled \$9,702,810.80, itemized as follows:

<b><u>Description</u></b>	<b><u>Amount</u></b>	<b><u>Percentage</u></b>
Checking	\$212,870.18	2.19%
Certificates of Deposit	\$744,000.00	7.67%
ColoTrust-Prime	\$0.00	0.00%
ColoTrust-Plus	\$2,664,265.82	27.46%
ColoTrust-Trust Account	\$1,093,379.17	11.27%
Treasury Bills	\$0.00	0.00%
Treasury Notes	\$990,773.13	10.21%
U.S. Government Agencies and Instrumentalities	\$3,997,522.50	41.20%
TOTAL	\$9,702,810.80	100.00%

The average yield on Platte Canyon’s investments for the month of January, 2019, as calculated by staff, was 2.1833% per annum.

Following a brief discussion, a motion was made by Platte Canyon Director Buckner and seconded by Platte Canyon Director Fohn to accept the Platte Canyon Schedule of



## RECORD OF PROCEEDINGS

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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 January 31, 2019, Southwest's investments and deposits totaled \$24,739,061.07, itemized as follows:

<b><u>Description</u></b>	<b><u>Amount</u></b>	<b><u>Percentage</u></b>
Checking	\$1,054,485.78	4.26%
Certificates of Deposit	\$1,870,543.08	7.56%
ColoTrust-Prime	\$0.00	0.00%
ColoTrust-Plus	\$4,635,228.53	18.74%
ColoTrust-Trust Account	\$160,046.73	0.65%
Treasury Bills	\$0.00	0.00%
Treasury Notes	\$7,003,691.65	28.31%
U.S. Government Agencies and Instrumentalities	\$10,015,065.30	40.48%
TOTAL	\$24,739,061.07	100.00%

The average yield on Southwest's investments for the month of January, 2018, as calculated by staff, was 2.3563% 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

## RECORD OF PROCEEDINGS

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Bernard J. Sebastian, Jr.      Aye

5.     **Management Information Report.** The manager and assistant manager reviewed, as more particularly set forth below, the written Management Information Report dated February 2019. A copy of the Management Information Report was previously provided to the members of both Boards.

(a)    **Employee Luncheon.** The manager reminded everyone of the employee luncheon that will be held on Tuesday, March 12, 2019, at Angelo's in Littleton, Colorado starting at 11:30 a.m.

(b)    **Water Main Evaluation Projects.** The assistant manager, Cynthia Lane, noted that a new data analysis has been performed and preliminary results are being evaluated with respect to the Platte Canyon Water Main Evaluation Project that was completed last year. The updated information will be utilized in evaluating the service charge for Platte Canyon later this year.

Work has begun on the Southwest Water Main Evaluation Project. Staff completed the rating process about three weeks ahead of schedule. The data will be reviewed and incorporated into a first draft of a report that staff believes will be available in June 2019. The goal is to develop a ten-year capital improvement plan for all Southwest water mains that will be updated each year. It is anticipated that the capital improvement plan will be presented to the Southwest Board in the second half of 2019 during the 2020 budgeting process.

(c)    **District Communication Plans.** The assistant manager noted that as part of enhancing communications with the community, Tayler Newkirk and Cory Taylor attended the Kipling Village's HOA meeting held on February 5, 2019. They provided a group of about fifteen interested homeowners with background information on Platte Canyon and Southwest and what the Districts do and why they are important to the homeowners. It was noted that Kipling Village provides new homeowners with a welcome packet. The Association agreed to allow the Districts to include a small brochure and magnet in each welcome packet so new homeowners can be familiar with both Platte Canyon and Southwest.

(d)    **Valley Interceptor Relocation Project.** The Valley Interceptor Relocation Project will be going out to bid in March. Staff is becoming concerned that the bids for the project may come back higher than the original engineer's estimate and beyond Valley's capability to finance at the present time. At the upcoming March Valley Board

## RECORD OF PROCEEDINGS

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of Directors meeting, the Valley Board will be briefed on staff's concerns that the ultimate contract price for the project may be too high for Valley to proceed with work at the present time.

(e) **Cybersecurity Project.** The assistant manager advised both Boards that Platte Canyon staff continues to pay increased attention to the cybersecurity for the both Districts' computer networks and electronic data storage equipment. A large cybersecurity conference will be held in Denver in late April and staff members Alyssa Quinn and Adam Morris will attend. It was noted that government agencies pay no registration fee. Staff has memberships in the Center for Internet Security and the Multi-State Information Sharing and Analysis Center which provide daily communications regarding the trends with respect to cyberattacks and what organizations should do to enhance the security of their internet systems.

6. **Operations and Maintenance Summary Report.** Scott Hand reviewed the Operations and Maintenance Summary Report dated January 2019. During the January, neither Platte Canyon nor Southwest had any sanitary sewer service interruptions. Southwest had only one water service interruption, and that occurred at 10856 West Polk Drive. This was a break on a 12" line that had a slow leak and was repaired without significant service interruptions to Southwest customers.

The low monitoring instrumentation replacement project is going fine. During January, minor issues arise with certain communication errors that have since been resolved.

The new CCTV van and NASSCO equipment are ready for use and the new processes associated with this new equipment will be implemented within the next couple of weeks. Staff has been trained on how to use the new equipment and everyone is looking forward to using it.

7. **Construction Project Report.** Tony Coccozzella reviewed with both Boards the Capital Project Information and Construction Status Report 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. Coccozzella also addressed those projects that are in the design phase at the present time.

## **RECORD OF PROCEEDINGS**

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### **NEW BUSINESS**

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

### **SOUTHWEST ACTION ITEMS**

#### **CALL TO ORDER**

The Southwest Action Item portion of the joint meeting agenda 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 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
Bernard J. Sebastian, Jr.	Aye

#### **SOUTHWEST CONSENT AGENDA ITEMS**

Following a brief discussion, a motion was made by Southwest Director Hause and seconded Southwest Director Sebastian to approve the Southwest Consent Agenda Items 1 and 2 as set forth below by a single motion. 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

1. **Ratification of Interim Disbursements and Current Payables.** The Southwest interim disbursements paid and current payables for the month of February 2019

## RECORD OF PROCEEDINGS

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in the aggregate amount of \$173,090.15, represented by Southwest check numbers 19399 through 19428, inclusive, including electronic fund payments for authorized electronic fund payment vendors as well as checks written by the manager pursuant to prior Board authority for less than \$2,500.

2. **Ratification of Southwest Investment Transactions.** During the month Southwest did not purchase any new investment securities, one CDARS Certificate of Deposit at Citywide Banks matured generating \$252,848.87 in principal proceeds to the District. No certificates of deposit were renewed or rolled over during the month.

### **SOUTHWEST ACTION ITEMS**

There were no Southwest action items to come before the Southwest Board.

### **NEW BUSINESS**

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

### **EXECUTIVE SESSION**

At approximately 9:35 a.m. a motion was made by Platte Canyon Director Hamblin and seconded by Southwest Director Hause to go into Executive Session pursuant to § 24-6-402(4)(f) and (e), C.R.S., for personnel matters and matters which may become subject to negotiation. 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, Jr.	Aye

## RECORD OF PROCEEDINGS

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Whereupon at approximately 9:36 a.m., the Platte Canyon and Southwest Boards went into Executive Session. The manager and the District's assistant manager were present during the Executive Session along with all Board members for both Southwest and Platte Canyon, as well as the Districts' legal counsel. The Executive Session lasted approximately twenty (20) minutes, at which time the Boards returned to open public meeting. The Executive Session was recorded as required by statute and no official actions, decisions or votes were taken during the Executive Session.

### **Life Insurance Benefits for District Employees.**

Following a brief discussion, a motion was made by Platte Canyon Director Rock and seconded by Platte Canyon Director Hamblin to increase the life insurance benefit afforded Platte Canyon employees. Currently the benefit is one year of annual salary. The motion provided that effective March 1, 2019, the employee life insurance benefit will be two years of annual salary. 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

### **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 Rock 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

## RECORD OF PROCEEDINGS

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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 10:00 a.m. The next joint regular meeting of the Boards will be held on Friday, March 22, 2019, at 8:30 a.m. in the Districts' office, located at 8739 West Coal Mine Avenue, Littleton, Colorado 80123.

Respectfully submitted,

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Timothy J. Flynn, Recording Secretary

**RECORD OF PROCEEDINGS**

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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

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Anthony M. Dursey

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William D. Buckner

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Kenton C. Ensor, Jr.

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Anthony M. Dursey

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George E. Hamblin, Jr.

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Louis J. Fohn

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Chuck Hause

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George E. Hamblin, Jr.

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Bernard J. Sebastian, Jr.

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Richard Rock