

RECORD OF PROCEEDINGS

MINUTES OF REGULAR JOINT MEETING

BOARD OF DIRECTORS

PLATTE CANYON WATER AND SANITATION DISTRICT

AND

SOUTHWEST METROPOLITAN WATER AND SANITATION DISTRICT¹

Friday
February 26, 2010
Jefferson County, Colorado

The 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 26, 2010, 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:

Kenneth D. Bradford
Jack C. Dice
Anthony M. Dursey
Richard C. Eckert
Richard Spielman

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

Kenneth D. Bradford
Anthony M. Dursey
Kenton C. Ensor, Jr.
George E. Hamblin, Jr.
Chuck Hause

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

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The following Platte Canyon staff members were in attendance: Patrick J. Fitzgerald, manager; Scott Morse, assistant manager; Dennis Morse, construction coordinator and inspector; Vanessa Shipley, financial administrator; and Scott Hand, operations supervisor.²

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

CALL TO ORDER

The meeting was called to order by Jack C. Dice, who presided as Chair.

PLATTE CANYON ACTION ITEMS

1. **Approval of Platte Canyon Agenda.** A motion was made by Platte Canyon Director Eckert and seconded by Platte Canyon Director Spielman to approve the Platte Canyon agenda as presented. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

Kenneth D. Bradford	Aye
Jack C. Dice	Aye
Anthony M. Dursey	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

2. **Platte Canyon Accounts Payable.** The Boards reviewed a list and supplemental list of Platte Canyon vouchers paid and payable for February 2010 in the aggregate amount of \$160,350.05 represented by Platte Canyon check nos. 25973 through 26040, inclusive. Following a brief discussion, a motion was made by Platte Canyon Director Dursey and seconded by Platte Canyon Director Bradford to: (a) ratify, approve and confirm all checks written and all electronic fund transfers occurring since the Board's January 22, 2010 meeting, including all checks written by the District manager for less than \$2,500.00; and (b) approve for payment the payables presented to the Platte Canyon Board at this meeting which included authority for the Platte Canyon Directors to execute checks in payment thereof. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

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

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Kenneth D. Bradford	Aye
Jack C. Dice	Aye
Anthony M. Dursey	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

3. **Platte Canyon Investment/Deposit Transaction Report.** The Boards reviewed the Schedule of Investment Principal Activity for Platte Canyon for the month of January 2010, which reflects the following transactions:

(a) **New Purchases.** On January 28, 2010, Platte Canyon purchased a Federal National Mortgage Association bond having a par value of \$250,000, a coupon rate of interest of 3.4% per annum and a maturity date of January 28, 2016; and

(b) **Redemptions.** No treasury notes or other securities owned by Platte Canyon matured during the month of January, 2010; and

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

Following Vanessa Shipley's discussion of the above-referenced investment transactions, a motion was made by Platte Canyon Director Dursey and seconded by Platte Canyon Director Spielman to ratify, approve and confirm the Platte Canyon Investment Principal Activity Report for the month of January 2010. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

Kenneth D. Bradford	Aye
Jack C. Dice	Aye
Anthony M. Dursey	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

4. **Approval of Agreement for Professional Engineering Services.** The manager reviewed with the Board a proposed Agreement for Professional Engineering Services with ENS Consulting, LLC for the South Pierce Court and West Portland Drive water main replacement projects. Following a brief discussion, a motion was made by Platte Canyon Director Eckert and seconded by Platte Canyon Director Bradford to approve the Agreement and authorize its execution by appropriate members of the Board. The Agreement is for engineering services for two projects on a time and material basis with the total amount of compensation payable under the Agreement for design and bid

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services not to exceed \$9,370. The Agreement also provides for construction services on an hourly basis, however it is anticipated that the District staff will perform most of the construction observation services. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

Kenneth D. Bradford	Aye
Jack C. Dice	Aye
Anthony M. Dursey	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

5. **King Property Inclusion.** The Chair then opened the public hearing on the Petition for Inclusion of Real Property filed by the Personal Representative of the estate of Lloyd and Eleanor King with respect to the inclusion of approximately 30 acres of real property located west of Sheridan Boulevard and north of Bowles Avenue. Notice of the hearing was published in accordance with the Special District Act one time on February 3, 2010 in the *Columbine Courier* and one time on February 4, 2010 in the *Littleton Independent*, both newspapers of general circulation in Jefferson and Arapahoe Counties respectively.

The manager explained that Platte Canyon is capable of and will provide both water and wastewater service to the property. The water lines that the developer will construct to serve the property have been redesigned so that there is no longer a need for an easement from an adjoining metropolitan district. The property is planned for development into 15 large residential lots of one to two acres in size. The inclusion fees are approximately \$69,000 and will be paid prior to the entry of an order from the Arapahoe County District Court, including the property into the District.

No person residing or owning property within the District appeared or otherwise filed any objection to the inclusion of the property nor has any county or municipality appeared or registered any objections. Following a discussion, a motion was made by Platte Canyon Director Eckert and seconded by Platte Canyon Director Spielman to adopt Resolution 2010-2-1 which formally orders the inclusion of the property subject to the entry of an appropriate Arapahoe County District Court order and certain other conditions precedent as more particularly set forth in the Resolution. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

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Kenneth D. Bradford	Aye
Jack C. Dice	Aye
Anthony M. Dursey	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

A copy of Resolution 2010-2-1 is attached to the original of these minutes as Exhibit A.

PLATTE CANYON INFORMATION/DISCUSSION ITEMS

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

NEW BUSINESS

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

JOINT PARTICIPATION PORTION OF THE MEETING

Jack C. Dice continued to Chair the joint participation portion of the meeting.

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

Kenneth D. Bradford	Aye
Jack C. Dice	Aye
Anthony M. Dursey	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

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

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Kenneth D. Bradford	Aye
Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye

2. **Approval of Minutes of the Boards' January 22, 2010 Regular Joint Meeting.** Following a brief discussion, a motion was made by Platte Canyon Director Eckert and seconded by Southwest Director Bradford to approve, as written, the minutes of the Boards' January 22, 2010 regular joint meeting. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

Kenneth D. Bradford	Aye
Jack C. Dice	Aye
Anthony M. Dursey	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

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

Kenneth D. Bradford	Aye
Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye

The approved minutes 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 one month period ending January 31, 2010 were presented to the Boards:

(i) Statement of Net Assets dated January 31, 2010 showing Platte Canyon's Assets, Liabilities and Net Assets;

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- (ii) Statement of Revenue, Expenses and Changes in Net Assets for the one month period ending January 31, 2010;
- (iii) Statement of Net Assets – Comparisons dated January 31, 2010;
- (iv) Schedule of Revenue and Expenditures – Budget and Actual PTD/YTD Actuals Compared to Annual Budget for the one month period ending January 31, 2010; and
- (v) Schedule of Revenue and Expenditures Budget and Actual PTD/YTD Actuals Compared to PTD/YTD Budget for the one month period ending January 31, 2010.

Vanessa Shipley had no comments on the financial statements. Because it is the first of the year there was very little information and/or variances from budget to note. A motion was made by Platte Canyon Director Eckert and seconded by Platte Canyon Director Bradford 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:

Kenneth D. Bradford	Aye
Jack C. Dice	Aye
Anthony M. Dursey	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

(b) **Southwest Financial Statements.** The following unaudited Southwest financial statements prepared by Vanessa Shipley for the one month period ending January 31, 2010 were presented to the Boards:

- (i) Statement of Net Assets dated January 31, 2010 showing Southwest's Assets and Liabilities and Net Assets;
- (ii) Statement of Revenue, Expenses and Changes in Net Assets for the one month period ending January 31, 2010;
- (iii) Statement of Net Assets – Comparisons dated January 31, 2010;

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(iv) Schedule of Revenue and Expenditures – Budget and Actual PTD/YTD Actual Compared to Annual Budget for the one month period ending January 31, 2010; and

(v) Schedule of Revenue and Expenditures Budget and Actual PTD/YTD Actual Compared to PTD/YTD Budget for the one month period, ending January 31, 2010.

Again Vanessa Shipley had no significant comments regarding the Southwest financial statements. Following a brief discussion, a motion was made by Southwest Director Hamblin and seconded by Southwest Director Dursey to accept the Southwest financial statements as presented. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Kenneth D. Bradford	Aye
Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye

(c) **Platte Canyon Investment/Deposit Report.** The Boards received a list of Platte Canyon investments in U.S. government treasury notes, agency securities, 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, 2010, Platte Canyon’s investments and deposits totaled \$8,776,080.74, itemized as follows:

Description	Amount	Percentage
Checking	\$750.38	0.01%
Certificates of Deposit	\$3,992,000.00	45.49%
ColoTrust Prime	\$0.00	0.00%
ColoTrust Plus	\$ 582,832.75	6.64%
ColoTrust-Trust Account	\$ 2,318.18	0.03%
Treasury Bills	\$0.00	0.00%
Treasury Notes	\$707,958.42	8.07%
U.S. Government Agencies and Instrumentalities	\$3,490,221.01	39.76%
TOTAL	\$8,776,080.74	100.00%

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The yield on Platte Canyon’s investments for the month of January 2010 as calculated by staff was 1.9307% per annum. Following a brief discussion, a motion was made by Platte Canyon Director Dursey and seconded by Platte Canyon Director Bradford 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:

Kenneth D. Bradford	Aye
Jack C. Dice	Aye
Anthony M. Dursey	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

(d) **Southwest Investment/Deposit Report.** The Boards received a list of Southwest investments in U.S. government treasury notes, agency securities, 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, 2010, Southwest’s investments and deposits totaled \$37,869,244.97, itemized as follows:

Description	Amount	Percentage
Checking	\$11,609.00	0.03%
Certificates of Deposit	\$9,041,000.00	23.87%
ColoTrust Prime	\$0.00	0.00%
ColoTrust Plus	\$1,845,752.45	4.87%
ColoTrust-Trust Account	\$59,092.70	0.16%
Treasury Bills	\$0.00	0.00%
Treasury Notes	\$11,352,826.02	29.98%
U.S. Government Agencies and Instrumentalities	\$15,558,964.80	41.09%
TOTAL	\$37,869,244.97	100.00%

The yield on Southwest’s investments for the month of January 2010 as calculated by staff was 2.9435% per annum. Following Vanessa Shipley’s review of the Investment/Deposit Transaction report, a motion was made by Southwest Director Hause 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 follows:

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Kenneth D. Bradford	Aye
Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye

Noting that Southwest had invested through the CDARS program in a number of certificates of deposit for up to five years in out-of-state banks, Southwest Director Dursey asked if there was a way to find out financial information regarding these institutions. He noted that he had seen in a recent newspaper or other media article that there are various banks across the country that are on a watch list and that are not in the best of financial condition. He asked staff to see if they could get a copy of that list so that the District could monitor the out-of-state banks in which Southwest now has certificates of deposit.

2. **Manager's Information Report.** The manager reviewed his written Information Report dated February 2010, a copy of which had been previously provided to both Boards. The manager highlighted the following portions of his report:

(a) **Denver Water Distributors Rates and Fees Technical Advisory Committee.** The Wheat Ridge Water District has joined the Rates and Fees Technical Advisory Committee ("TAC") and as a result the dues for existing members for 2010 will drop from \$1.75 to \$1.57 per customer account. Kees Corssmit and Patrick Fitzgerald made a presentation to the Board of Directors of the Green Mountain Water and Sanitation District on February 9, 2010. It is believed that the Green Mountain Water and Sanitation District will also join the TAC. This will result in a dues reduction for all existing members down to \$1.32 per customer account. It is possible that the Meadowbrook, Willowbrook and Ken Caryl Water and Sanitation Districts will join the TAC as well.

(b) **Platte Canyon's Employee Handbook.** Following a review, the legal department at the Mountain States Employers' Council determined that the Platte Canyon Employee Handbook does not need revision at this time in light of the Constitutional amendment that permits the medical use of marijuana. A general discussion of the medical use of marijuana then ensued during which the Board asked a number of questions of staff and legal counsel. These questions will be researched and a report will be provided to the Board, if necessary, at a future meeting.

(c) **Denver Water Board Proposed Settlement With Western Slope Interests.** Chips Barry and Patti Wells discussed at length the status of Denver Water's

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west slope mediation effort at the February 16, 2010 Distributor Forum meeting. It appears the parties are close to a proposed settlement. The Federal District Court did not allow as long a stay in the litigation as both sides had wanted. The Court is currently pressing the parties to reach a settlement within the next 45 days. A Special Master has been appointed to report back to the Federal District Court and keep it apprised as to the parties' settlement efforts and progress. A number of the proposed settlement concepts as discussed by Chips Barry and Patti Wells were relayed to the Board by the manager.

3. **Operations and Service Interruptions Report.** Scott Hand reviewed the Operations and Service Interruptions Report dated February 26, 2010 for the period beginning January 13, 2010 and ending February 18, 2010, a copy of which had been previously provided to both Boards. During the reporting period, Platte Canyon had no water service interruptions. Southwest, however, had five water service interruptions. Mr. Hand gave a PowerPoint presentation on a couple of these waterline breaks, highlighting for the Board the nature of each break that occurred and the problems that the District encountered in restoring water service. Neither Platte Canyon nor Southwest had any sewer service interruptions during the reporting period.

Jefferson County has administratively banned the use of Flashfill as a backfill material for trenches that are in road rights-of-way. Apparently the material is prone to expansion as a result of water that seeps beneath the pavement and creates various lenses that then expand and contract with temperature changes. The County has made a demand on a number of special districts in southwest Jefferson County to replace several street patches that the County has determined are defective. Jefferson County, the Contractor, and a number of special districts are in the process of discussing this matter at greater length. To replace all of the patches that were installed by the Contractor would be extremely expensive and may cause the Contractor to go into bankruptcy. Mr. Hand will monitor the situation and keep the Board apprised at a future meeting. Mr. Hand also briefly reviewed with the Board the status of the various maintenance activities.

4. **Website Use Statistics.** The manager then provided the Board a written report which described the amount of use each District's website received during calendar year 2009. The Platte Canyon website received a total of 55,111 visits which averaged approximately 7,873 visits per month. The Southwest website received a total of 11,713 visits during the year which averaged at 1,673 visits per month. Statistics have been kept on which portions of the website were used and where the website users are coming from. The Board found the information to be useful. The information showed that the District's websites are being visited and used more than was originally anticipated.

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NEW BUSINESS

There was no new business to come before the Boards. It was noted that the next regular meeting of the Boards is scheduled for March 26, 2010.

SOUTHWEST ACTION ITEMS

The Southwest action item portion of the joint meeting was called to order by Anthony M. Dursey, who presided as Chair.

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

Kenneth D. Bradford	Aye
Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye

2. **Southwest Accounts Payable.** The Boards reviewed a list and supplemental list of Southwest vouchers paid and payable for February 2010 in the aggregate amount of \$119,554.77. Following a brief discussion, a motion was made by Southwest Director Bradford and seconded by Southwest Director Ensor to ratify, approve and confirm the payables as presented and to authorize Southwest Directors to execute Southwest check nos. 15905 through 15939 inclusive, in payment thereof. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Kenneth D. Bradford	Aye
Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye

3. **Southwest Investment/Deposit Transaction Report.** The Boards reviewed the Schedule of Investment Principal Activity for Southwest for the month of January 2010, which reflects the following transactions:

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(a) **New Purchases.** On January 28, 2010, Southwest purchased a Federal National Mortgage Association Note having a par value of \$1,000,000, a maturity date of January 28, 2016 and a coupon rate and yield to maturity of 3.4%. Also on January 28, 2010, Southwest purchased a Federal Home Loan Mortgage Corporation Note having a par value of \$1,500,000, a maturity date of January 28, 2019 and a coupon rate and yield to maturity of 4.5%. On January 21, 2010, Southwest through the CDARS program purchased three certificates of deposit at various banks having an aggregate principal amount of \$500,000 and a maturity date of January 17, 2013 and a yield to maturity of 2.07%. On January 21, 2010, Southwest purchased three additional certificates of deposit through the CDARS program in an aggregate amount of \$500,000 having a maturity date of January 17, 2014 and a yield to maturity of 2.25%. Finally, on January 21, 2010, Southwest purchased three additional certificates of deposit through the CDARS program in the aggregate amount of \$500,000 and having a maturity date of January 17, 2015 and a yield to maturity of 2.76%. On January 5, 2010, Southwest purchased a certificate of deposit in Millennium Bank in the amount of \$150,000 having a maturity date of January 5, 2012 and a yield to maturity of 2.1%; and

(b) **Redemptions.** On January 15, 2010, a treasury note matured generating a total of \$800,000 in principal proceeds, plus accrued interest to Southwest; and

(c) **Renewals.** On January 5, 2010, Southwest renewed a two-year certificate of deposit at Millennium Bank in the amount of \$99,000 having an interest rate of 2.1% per annum.

Following Vanessa Shipley's discussion of the above-referenced investment transactions, a motion was made by Southwest Director Hause and seconded by Southwest Director Hamblin to ratify, approve and confirm the Southwest Investment Principal Activity Report for the month of January 2010. The Chair called for a vote of the Southwest Board, and the vote was as follows:

Kenneth D. Bradford	Aye
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/discussion items to come before the Southwest Board.

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SOUTHWEST NEW BUSINESS

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

ADJOURNMENT

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

Kenneth D. Bradford	Aye
Jack C. Dice	Aye
Anthony M. Dursey	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

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

Kenneth D. Bradford	Aye
Anthony M. Dursey	Aye
Kenton C. Ensor, Jr.	Aye
George E. Hamblin, Jr.	Aye
Chuck Hause	Aye

Whereupon, this regular joint meeting of the Platte Canyon and Southwest Boards of Directors adjourned at approximately 9:45 a.m. The next regular joint meeting of the Boards will be held on Friday, March 26, 2010 at 8:30 a.m. in the Districts' office located at 8739 West Coal Mine Avenue, Littleton, Colorado 80123.

Respectfully submitted,

Timothy J. Flynn, Recording Secretary

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THE MINUTES OF THIS REGULAR JOINT MEETING OF THE BOARD OF DIRECTORS OF THE PLATTE CANYON WATER AND SANITATION DISTRICT AND THE BOARD OF DIRECTORS OF THE SOUTHWEST METROPOLITAN 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

Kenneth D. Bradford

Kenneth D. Bradford

Kenton C. Ensor, Jr.

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