

# RECORD OF PROCEEDINGS

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## MINUTES OF SPECIAL JOINT MEETING

### BOARD OF DIRECTORS

#### SOUTHWEST METROPOLITAN WATER AND SANITATION DISTRICT

#### AND

#### PLATTE CANYON WATER AND SANITATION DISTRICT<sup>1</sup>

Friday  
September 18, 2009  
Jefferson County, Colorado

A special joint 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, September 18, 2009, at 8:30 a.m. in the Districts’ office located at 8739 West Coal Mine Avenue, Littleton, Colorado 80123. The meeting was convened in lieu of the Boards’ regular joint meeting scheduled for September 25, 2009, which was cancelled. 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:

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

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

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

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

## RECORD OF PROCEEDINGS

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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.<sup>2</sup>

Also in attendance were William H. Van Schooneveld, Southwest's financial consultant; Paul Goldfain, from Kennedy/Jenks Consultants, Southwest'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 Anthony M. Dursey, who presided as Chair.

### SOUTHWEST ACTION ITEMS

1. **Approval of Southwest Agenda.** Following a brief discussion, a motion was made by Southwest Director Ensor and seconded by Southwest Director Bradford 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 September 2009 in the aggregate amount of \$111,835.05. Following a brief discussion, a motion was made by Southwest Director Bradford and seconded by Southwest Director Hause to ratify, approve and confirm the payables as presented and authorize Southwest Directors to execute Southwest's check nos. 15738 through 15765 inclusive, in payment thereof. The Chair called for a vote of the Southwest Board, and the vote was as follows:

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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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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 August 2009, which reflects the following transactions:

(a) **New Purchases.** No treasury or agency securities were purchased by Southwest during the month; and

(b) **Redemptions.** On August 15, 2009 two Treasury Notes matured generating a total of \$1,800,000 in principal proceeds, plus accrued interest to Southwest; and

(c) **Renewals.** On August 15, 2009, Southwest renewed a \$100,000 Certificate of Deposit at Bank of Denver for a period of one year at an interest rate of 2% per annum. On August 16, 2009, Southwest renewed a \$100,000 Certificate of Deposit at Bank of Choice--Arvada for a period of one year at an interest rate of 1.8% per annum.

At the conclusion of Vanessa Shipley's discussion of the above-referenced investment transactions, a motion was made by Southwest Director Bradford and seconded by Southwest Director Ensor to ratify, approve and confirm the Southwest Investment Principal Activity Report for the month of August 2009. 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**

1. **Engineering Report.** Paul Goldfain reviewed Kennedy/Jenks Consultants' written engineering memorandum dated September 10, 2009, a copy of which had been previously provided to both Boards. Mr. Goldfain advised the Board that the

## RECORD OF PROCEEDINGS

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Burgandy/Brittany Drive Water Line Replacement Project is substantially complete. All pipe has been installed and the north portion of the work has passed all pressure and bacteriological tests. With respect to the south portion of the work, a few water line service taps still need to be transferred and the street cleaning work needs to be completed. Pay Estimate No. 1 in the amount of \$44,213.25 payable to JBS Pipeline Contractors was presented to and approved by the Board. The net payment after retainage to JBS Pipeline Contractors was \$39,791.92. Mr. Goldfain confirmed that Kennedy/Jenks Consultants recommended payment of this Pay Estimate.

2. **Capital Projects Report.** Dennis Morse briefly reviewed the Southwest Capital Projects report for September 2009 and asked if there were any questions. There were none.

### **SOUTHWEST NEW BUSINESS**

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

### **JOINT MEETING ACTION ITEMS**

1. **Approval of Joint Meeting Agenda.** A motion was made by Platte Canyon Director Spielman and seconded by Platte Canyon Director Eckert to approve, as presented, the agenda for the joint participation portion of the meeting. 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

The Chair then 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

## RECORD OF PROCEEDINGS

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2. **Approval of Minutes of the Boards' August 28, 2009 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' August 28, 2009 regular joint meeting. 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

The Chair then 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 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 eight month period ending August 31, 2009 were presented to the Boards:

(i) Statement of Net Assets dated August 31, 2009 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, 2009;

(iii) Statement of Net Assets – Comparisons dated August 31, 2009;

## RECORD OF PROCEEDINGS

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(iv) Schedule of Revenue and Expenditures – Budget and Actual PTD/YTD Actuals Compared to Annual Budget for the eight month period ending August 31, 2009; and

(v) Schedule of Revenue and Expenditures Budget and Actual PTD/YTD Actuals Compared to PTD/YTD Budget for the eight month period ending August 31, 2009.

Vanessa Shipley reported that there was nothing out of the ordinary or unusual reflected in the financial statements, and that there had not been a lot of financial activity during the month. At the conclusion of her discussion of the financial statements, a motion was made by Platte Canyon Director Bradford and seconded by Platte Canyon Director Eckert 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 eight month period ending August 31, 2009 were presented to the Boards:

(i) Statement of Net Assets dated August 31, 2009 showing Southwest's Assets and Liabilities and Net Assets;

(ii) Statement of Revenue, Expenses and Changes in Net Assets for the eight month period ending August 31, 2009;

(iii) Statement of Net Assets – Comparisons dated August 31, 2009;

(iv) Schedule of Revenue and Expenditures – Budget and Actual PTD/YTD Actual Compared to Annual Budget for the eight month period ending August 31, 2009; and

(v) Schedule of Revenue and Expenditures Budget and Actual PTD/YTD Actual Compared to PTD/YTD Budget for the eight month period, ending August 31, 2009.

## RECORD OF PROCEEDINGS

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Vanessa Shipley reported that there was nothing out of the ordinary or unusual reflected in the financial statements. Following her discussion of the financial statements, a motion was made by Southwest Director Bradford and seconded by Southwest Director Hamblin to accept the Southwest financial statements as presented. The Chair called for a vote of the Southwest Board, and the vote was as follows:

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, agencies, instrumentalities, 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, 2009, Platte Canyon's investments and deposits totaled \$9,244,875.19, itemized as follows:

Description	Amount	Percentage
Checking	\$965.00	0.01%
Certificates of Deposit	\$3,697,000.00	39.99%
ColoTrust Prime	\$0.00	0.00%
ColoTrust Plus	\$1,833,932.77	19.84%
ColoTrust-Trust Account	\$45,620.59	0.49%
Treasury Bills	\$0.00	0.00%
Treasury Notes	\$1,012,399.94	10.95%
U.S. Government Agencies and Instrumentalities	\$2,654,956.89	28.72%
TOTAL	\$9,244,875.19	100.00%

The yield on Platte Canyon's investments for the month of August 2009 as calculated by staff was 2.0459% per annum. Vanessa Shipley noted that the yield on Platte Canyon's investments continues to decline. A motion was then made by Platte Canyon Director Eckert 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:

## RECORD OF PROCEEDINGS

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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, agencies, instrumentalities, 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, 2009, Southwest's investments and deposits totaled \$37,162,339.72, itemized as follows:

Description	Amount	Percentage
Checking	\$1,515.31	0.01%
Certificates of Deposit	\$6,396,000.00	17.21%
ColoTrust Prime	\$0.00	0.00%
ColoTrust Plus	\$2,912,601.78	7.84%
ColoTrust-Trust Account	\$139,279.11	0.37%
Treasury Bills	\$0.00	0.00%
Treasury Notes	\$14,620,168.86	39.34%
U.S. Government Agencies and Instrumentalities	\$13,092,774.66	35.23%
TOTAL	\$37,162,339.72	100.00%

The yield on Southwest's investments for the month of August 2009 as calculated by staff was 3.1911% per annum. Vanessa Shipley noted that the yield on Southwest's investment portfolio also continues to decline. There was a general discussion concerning the declining interest rate environment and the Board directed staff to bring a proposal to the Board in November containing suggestions as to how the District might structure its investments in this declining interest rate environment. A motion was then 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:

## RECORD OF PROCEEDINGS

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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. **Littleton Sewer Rate Coalition Report.** The Littleton Coalition's Sewer Rate Study Report will be updated soon to include the additional information obtained during the August 11, 2009 study session with the Littleton City Council and all of the information that has subsequently been received from the Littleton Finance staff.

Charlie Blosten, Littleton's Director of Community Development, informed Platte Canyon and Southwest that Littleton staff is proposing a 6% across the board sewer rate increase for 2010. When that proposal was presented to Littleton's City Council, the Council increased the amount of the proposed increase to 9%. This discussion occurred however, without Mayor Clark's participation who has stated he is interested in reducing the proposed rate increase at least insofar as inside City customers are concerned. According to Littleton staff, Mayor Clark sees no need to increase Littleton's internal collection system rates as he believes inside City customers are paying the full cost of that service.

A hearing on Littleton's 2010 sewer rates will be held at the Littleton City Council's second meeting in October. The manager will be in attendance and will monitor the situation. He noted that Littleton's financial plan for 2010 contains a projection that \$2.2 million in tap fee revenues will be generated during 2010. This number appears to be overly optimistic in light of the current economic environment.

3. **Manager's Information Report.** The manager reviewed his written Information Report dated September 2009, a copy of which had been previously provided to both Boards. The manager highlighted the following portions of his Report:

(a) **Denver Water Master Meter Billing Costs.** Denver Water Distributors Rates and Fees Technical Advisory Committee ("TAC") has discovered that Denver Water has inappropriately allocated approximately \$2.6 million in billing costs to Master Meter Distributors. Denver has recognized the error and is in the process of correcting the situation. As a result Master Meter rates are likely to decrease. The additional costs will then be allocated to those customers that are inside the City as well as within Total Service and Read and Bill Distributors.

## RECORD OF PROCEEDINGS

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(b) **Denver Water Capital Improvement Program Costs.** The TAC is also investigating and monitoring the way in which Denver Water allocates capital improvement projects between Part 1 and Part 2 capital. The manager reiterated the fact that Part 1 capital projects, which are “expansion projects,” are allocated 82% to the suburban Distributors. The TAC has discovered a number of capital projects that appear to be replacement versus expansion projects. Replacement projects are Part 2 capital and are paid 55% by the Distributor districts. The TAC will continue to monitor this capital cost allocation issue during the third and fourth quarters of 2009.

(c) **Denver Water Intergovernmental Agreement Discussion/Douglas County.** The TAC will continue to monitor Denver Water’s efforts at providing water service to various areas in Douglas County that are currently outside the combined service area. The TAC’s concern is that capital costs incurred in serving these customers not be allocated to any of the inside combined service area customers.

(d) **Inside City Demand and Growth Projections.** The TAC is also monitoring Denver Water’s demand analysis which is being prepared as part of Denver Water’s Integrated Resource Plan. Future demands for inside City are expected to be higher than what has been stated in previous demand forecasts. This should result in an adjustment of the current 82/18% split that currently exists in the 2009 Rate Study. As a result, it is hoped that rates inside City will increase and rates outside the City will start to decrease over time.

(e) **Peaking Factors and System Development Charges.** The manager also reviewed the TAC’s involvement in determining the way in which Denver Water allocates peaking factor costs to outside suburban Distributors. The manager reported that in the past Denver Water relied heavily on one particular billing cycle which was skewed with a large number of large lot customers. As a result, the peaking factor used by Denver to calculate costs for suburban customers was higher than it should have been. This resulted in increasing the rate to suburban customers over what they would otherwise have been. It is hoped that going to monthly billing will eliminate this problem with regard to future billing cycles.

The TAC is also going to be involved for the balance of the year in monitoring Denver Water’s analysis of its system development charge. The primary focus on this analysis will be to make sure that Denver Water does not try to use system development charges as a vehicle for implementing social policy at least outside the City and County of Denver. Currently, system development charges inside the City are 40% below what they should be. The effect is that inside City rate payers pay more than what they would pay if their rate revenue was not being used to subsidize growth inside the City.

## RECORD OF PROCEEDINGS

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Finally, the TAC will continue to monitor the extent to which Denver Water continues to draw down on its reserves. At the present time, Denver Water has been able to keep its rate increases lower than it otherwise would simply because it has drawn down on its capital reserves. Over time this cannot continue to occur as those reserves will be depleted below safe levels.

4. **Operations and Service Interruptions Report.** Scott Hand reviewed his Operations and Service Interruptions Report dated September 18, 2009. During the month, Platte Canyon experienced no water service interruptions; however, Southwest experienced two water service interruptions. A brief PowerPoint presentation showing what caused the water line breaks and how they were repaired was presented to the Board.

Neither Southwest nor Platte Canyon experienced any sewer service interruptions during the reporting period.

Mr. Hand also reported that staff is investigating the purchase of a new apparatus that can be utilized for televising large diameter sewer pipes. He described the problem with the current equipment that the District utilizes. He expects to make a recommendation regarding a purchase of the new apparatus at the next Board meeting.

### **NEW BUSINESS**

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

### **CALL TO ORDER.**

The Platte Canyon Action Item portion of the special joint meeting was called to order by Jack C. Dice, who presided as Chair.

### **PLATTE CANYON ACTION ITEMS**

1. **Approval of Platte Canyon Agenda.** Following a brief discussion, a motion was made by Platte Canyon Director Eckert and seconded by Platte Canyon Director Dursey 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

## RECORD OF PROCEEDINGS

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Richard Spielman                      Aye

2.     **Platte Canyon Accounts Payable.** The Boards reviewed a list and supplemental list of Platte Canyon vouchers paid and payable for September 2009 in the aggregate amount of \$157,268.80 represented by Platte Canyon check nos. 25679 through 25722, inclusive. Following a brief discussion, a motion was made by Platte Canyon Director Spielman 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 August 28, 2009 regular 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:

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 August 2009, which reflects the following transactions:

(a)     **New Purchases.** No treasury or agency securities were purchased by Platte Canyon during the month; and

(b)     **Redemptions.** On August 31, 2009 a treasury note matured generating a total of \$250,000 in principal proceeds plus accrued interest to Platte Canyon; and

(c)     **Renewals.** No Certificates of Deposit were renewed or rolled over during the month.

At the conclusion of 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 Eckert to ratify, approve and confirm the Platte Canyon Investment Principal Activity Report for the month of August 2009. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

## RECORD OF PROCEEDINGS

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

### **PLATTE CANYON INFORMATION/DISCUSSION ITEMS**

1. **Capital Projects Report.** Dennis Morse briefly reviewed the Platte Canyon Capital Projects Report for September 2009. He noted that both the West Leawood Drive and West Ottawa Place water line replacement projects have been completed except for street resurfacing, which needs to be completed. Jefferson County will not start the warranty until the resurfacing. All service lines have been reconnected to the mains and pressure testing of the mains was completed satisfactorily. The pay estimate that was approved by the Board as part of the payables covers approximately 75% of both project costs. A final pay estimate will be presented to the Board at a future Board meeting once all punch list items have been completed and the projects advertised for final settlement.

### **PLATTE CANYON NEW BUSINESS**

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

### **ADJOURNMENT**

There being no further business to come before this special joint meeting of the Boards, a motion was made by Platte Canyon Director Dursey and seconded by Platte Canyon Director Eckert 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
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## RECORD OF PROCEEDINGS

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

Whereupon, this special joint meeting of the Platte Canyon and Southwest Boards of Directors adjourned at approximately 9:15 a.m. The next regular joint meeting of the Boards will be held on Friday, October 23, 2009 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 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

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Kenneth D. Bradford

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Kenneth D. Bradford

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Kenton C. Ensor, Jr.

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Jack C. Dice

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Anthony M. Dursey

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Richard C. Eckert

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George E. Hamblin, Jr.

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Richard Spielman