

RECORD OF PROCEEDINGS

MINUTES OF JOINT REGULAR MEETING
BOARD OF DIRECTORS
SOUTHWEST METROPOLITAN WATER AND SANITATION DISTRICT
AND
PLATTE CANYON WATER AND SANITATION DISTRICT¹

Friday
September 23, 2011
Jefferson County, Colorado

The regular monthly meeting of the Board of Directors of the Southwest Metropolitan Water and Sanitation District (“Southwest”) and the Board of Directors of the Platte Canyon Water and Sanitation District (“Platte Canyon”) convened on Friday, September 23, 2011, at 8:30 a.m. in the Districts’ office located at 8739 West Coal Mine Avenue, Littleton, Colorado 80123. Although jointly conducted, a portion of the meeting pertained solely to one District or the other, and accordingly at times only the vote of one Board or the other was required.

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

Kenton C. Ensor, Jr.
George E. Hamblin, Jr.
Chuck Hause

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

Jack C. Dice
Richard C. Eckert
Richard Spielman

The following Platte Canyon staff members were in attendance: Patrick J. Fitzgerald, manager; Scott Morse, assistant manager; Dennis Morse, construction

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

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coordinator and inspector; Vanessa Shipley, financial administrator; and Scott Hand, operations supervisor.²

Also in attendance were Richard H. Cassens, from ENS Consulting, 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. Because Southwest Director George E. Hamblin, Jr., was late in arriving, the Boards proceeded first with the Platte Canyon agenda.

PLATTE CANYON ACTION ITEMS

CALL TO ORDER

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

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 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:

Jack C. Dice	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

2. **Directors Absence Excused.** Following a brief discussion, a motion was made by Platte Canyon Director Eckert and seconded by Platte Canyon Director Spielman to excuse the absence of Platte Canyon Directors Kenneth D. Bradford and Anthony M. Dursey, who were unable to attend the meeting. 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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Jack C. Dice	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

3. **Platte Canyon Accounts Payable.** The Boards reviewed a list and supplemental list of Platte Canyon vouchers paid and payable for September 2011 in the aggregate amount of \$149,274.33 represented by Platte Canyon check nos. 27185 through 27240, inclusive. Following a brief discussion, a motion was made by Platte Canyon Director Eckert and seconded by Platte Canyon Director Spielman to: (a) ratify, approve and confirm all checks written and all electronic fund transfers occurring since the Board's August 26, 2011 meeting, including all checks written by the manager for less than \$2,500.00; and (b) approve for payment the payables presented to the Platte Canyon Board at this meeting and authorize members of the Platte Canyon Board to execute checks in payment thereof. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

Jack C. Dice	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

4. **Platte Canyon Investment/Deposit Transaction Report.** The Boards reviewed the Schedule of Investment Principal Activity for Platte Canyon for the month of August 2011, which reflects the following transactions:

(a) **New Purchases.** No treasury notes or other securities were purchased during the month; and

(b) **Redemptions.** No treasury notes or other securities were redeemed or matured during the month; and

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

There being no transactions to review or discuss, a motion was made by Platte Canyon Director Eckert and seconded by Platte Canyon Director Spielman to accept the Platte Canyon Investment Principal Activity Report for the month of August 2011, as presented. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

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Jack C. Dice	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

PLATTE CANYON INFORMATION/DISCUSSION ITEMS

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

PLATTE CANYON NEW BUSINESS

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

JOINT PARTICIPATION PORTION OF THE MEETING

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

TEMPORARY RECESS

At this point, a motion was made by Platte Canyon Director Eckert and seconded by Platte Canyon Director Spielman to temporarily recess the joint meeting so that the Platte Canyon Board of Directors could reconvene as the *ex officio* Boards of Platte Canyon Water and Sanitation District Subdistricts No. 1 and No. 2. The Chair called for a vote of the Platte Canyon Board, and the vote was as follows:

Jack C. Dice	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

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

Kenton C. Ensor, Jr.	Aye
Chuck Hause	Aye

After being recessed for approximately ten minutes, during which time Southwest Director George E. Hamblin, Jr. arrived, the joint participation portion of the meeting was reconvened by Jack C. Dice who presided as Chair.

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JOINT MEETING ACTION ITEMS

1. **Approval of Joint Meeting Agenda.** A motion was made by Platte Canyon Director Eckert and seconded by Platte Canyon Director Spielman 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:

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:

Jack C. Dice	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

2. **Approval of Minutes of the Boards' August 26, 2011 Joint Regular Meeting.** Following a brief discussion, a motion was made by Platte Canyon Director Spielman and seconded by Platte Canyon Director Eckert to approve, as written, the minutes of the Boards' August 26, 2011 Joint Regular Meeting. The Chair called for a vote of the Southwest Board, and the vote was as follows:

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:

Jack C. Dice	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

The approved minutes of the Boards' August 26, 2011 meeting were then presented to the members of each Board for signature as further evidence of ratification, confirmation, and approval.

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JOINT MEETING INFORMATION/DISCUSSION ITEMS

1. **Financial Matters.**

(a) **Platte Canyon Financial Statements.** The following unaudited Platte Canyon financial statements for the eight month period ending August 31, 2011 were reviewed by Vanessa Shipley:

(i) Statement of Net Assets dated August 31, 2011 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, 2011;

(iii) Statement of Net Assets – Comparisons dated August 31, 2011;

(iv) Schedule of Revenue and Expenditures – Budget & Actual CM/YTD Actual Compared to Annual Budget for the eight month period ending August 31, 2011; and

(v) Schedule of Revenue and Expenditures -- Budget & Actual CM/YTD Actual Compared to CM/YTD Budget for the eight month period ending August 31, 2011.

At the conclusion of Vanessa Shipley's discussion of the Platte Canyon Financial Statements, a motion was made by Platte Canyon Director Spielman 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:

Jack C. Dice	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

(b) **Southwest Financial Statements.** The following unaudited Southwest financial statements for the eight month period ending August 31, 2011 were reviewed by Vanessa Shipley:

(i) Statement of Net Assets dated August 31, 2011 showing Southwest's Assets and Liabilities and Net Assets;

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(ii) Statement of Revenue, Expenses and Changes in Net Assets for the eight month period ending August 31, 2011;

(iii) Statement of Net Assets – Comparisons dated August 31, 2011;

(iv) Schedule of Revenue and Expenditures – Budget & Actual CM/YTD Actual Compared to Annual Budget for the eight month period ending August 31, 2011; and

(v) Schedule of Revenue and Expenditures -- Budget & Actual CM/YTD Actual Compared to CM/YTD Budget for the eight month period ending August 31, 2011.

At the conclusion of Vanessa Shipley’s review, a motion to accept the Southwest Financial Statements was made by Southwest Director Hause and seconded by Southwest Director Ensor. The Chair called for a vote of the Southwest Board, and the vote was as follows:

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, 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, 2011, Platte Canyon’s investments and deposits totaled \$10,484,757.95, itemized as follows:

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<u>Description</u>	<u>Amount</u>	<u>Percentage</u>
Checking	\$361,762.92	3.45%
Certificates of Deposit	\$2,837,000.00	27.06%
ColoTrust-Prime	\$0.00	0.00%
ColoTrust-Plus	\$2,156,103.58	21.04%
ColoTrust-Trust Account	\$774.11	0.01%
Treasury Bills	\$0.00	0.00%
Treasury Notes	\$1,398,791.34	13.34%
U.S. Government Agencies and Instrumentalities	\$3,350,000.00	31.95%
TOTAL	\$10,484,757.95	100.00%

The yield on Platte Canyon's investments for the month of August 2011 as calculated by staff was 1.1001% per annum. Following a brief discussion, a motion was made by Platte Canyon Director Spielman and seconded by Platte Canyon Director Eckert 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:

Jack C. Dice	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, 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, 2011, Southwest's investments and deposits totaled \$37,225,456.35, itemized as follows:

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<u>Description</u>	<u>Amount</u>	<u>Percentage</u>
Checking	\$1,235,933.46	3.32%
Certificates of Deposit	\$4,736,000.00	12.72%
ColoTrust-Prime	\$0.00	0.00%
ColoTrust-Plus	\$5,266,183.28	14.15%
ColoTrust-Trust Account	\$144,832.36	0.39%
Treasury Bills	\$0.00	0.00%
Treasury Notes	\$9,089,980.36	24.42%
U.S. Government Agencies and Instrumentalities	\$16,752,526.89	45.00%
TOTAL	\$37,225,456.35	100.00%

The yield on Southwest’s investments for the month of August 2011 as calculated by staff was approximately 2.2986% per annum. Following a brief discussion, a motion was made by Southwest Director Hause and seconded by Southwest Director Ensor 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:

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

2. **Manager’s Information Report.** The manager reviewed his written Information Report dated September 2011, a copy of which had been previously provided to both Boards. As part of his report, the manager highlighted the following matters:

(a) **Distributors Denver Water Rates & Fees Technical Advisory Committee (“TAC”).** A brief chronological history of the events surrounding Denver Water’s proposed 5.5% across-the-board water rate increase was provided by the manager. At the outset of the process, Denver Water staff and the Board of Water Commissioners repeatedly represented that no changes would be made to Denver Water’s Cost of Service Model or Rate Structure for 2012. Just before Denver Water’s August meeting, the Distributors were notified that Denver Water staff was developing and would present to the Board of Water Commissioners two alternate rate proposals consisting of: (1) a rate proposal in accordance with Denver Water’s existing cost of service methodology; and (2) a 5.5% across-the-board rate increase. Just before the Board of Water Commissioners’ September 14th meeting, Distributors were notified that only the 5.5% across-the-board rate increase would be presented to the Board for consideration at its September 28th meeting.

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The manager then described in detail the way in which the 5.5% increase will shift costs from inside City users to outside City users. Based upon the revenue requirements calculated in accordance with Denver Water's traditional cost of service model, it appears that Read and Bill customers should actually receive a 4% decrease in rates and that inside City rates should increase by as much as at least 12.4%. The increases that would otherwise been imposed upon total service and master meter customers would have been less than 5.5%.

The options for Southwest, Platte Canyon, and other Distributor were then discussed. These options include retaining Hubert Farbes of the law firm of Brownstein Hyatt Farber & Schreck to assist the Distributors in fighting Denver Water's proposed increase and/or in litigating this matter, organizing a comprehensive media campaign to educate suburban distributor customers as to the effect of Denver Water's 5.5% rate increase, and initiating lobbying efforts to impose legislative restrictions upon Denver Water's ability to shift costs to outside City users.

The TAC has requested a proposal from Red Oak Consulting to perform supplemental work associated with reviewing and providing technical analysis of the proposed 5.5% across-the-board rate increase. The possibility that this additional work might be necessary was known to the TAC at the time it adopted its budget but the additional work was not included in Red Oak's initial scope of work.

(b) **City of Littleton Sewer Service Rates.** Scott Morse and the manager met with Charlie Blosten and Doug Farmen from the City of Littleton to discuss Littleton's sewer rate study and proposed rate increases for 2012. The proposed rate increase is 2%. Mr. Farmen reported that staff is working on a report that will differentiate inside-City collection costs from treatment costs. The report will be released to connector districts when it is submitted to Littleton City Council.

(c) **South Sheridan Boulevard Water Pumping Station.** The Bow Mar South Homeowners' Association has re-affirmed its desire to proceed with acquisition of Southwest's decommissioned South Sheridan Boulevard water pumping station. The HOA, however, lost the copy of the proposed deed and other information provided to them earlier. New copies have been provided, along with a commitment to provide them with whatever additional information they need in order to fully evaluate and make a decision on acquiring the pumping station site and related building.

(d) **Inclusion of Territory by Colorado Department of Transportation.** In connection with Denver Water's attempts to finalize its Combined Service Area boundary, the manager has advised CDOT staff that in order to obtain

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service for the CDOT maintenance facility located on South Santa Fe Boulevard the property will need to be included into Southwest. A petition for inclusion has been submitted to CDOT staff for review. However, there has been little response to the information provided by the manager. Follow-up contacts with CDOT have been made and it is hoped that CDOT will submit a petition for inclusion of the necessary property within the near future.

(e) **Platte Canyon Sewer Outfall Line Between Platte Canyon Road and Middlefield Avenue.** In accordance with authorization provided at the last Board meeting, a contract for the emergency repair of the Platte Canyon Sewer Outfall Line between Platte Canyon Road and Middlefield Road was awarded to Brannan Sand & Gravel for a total contract price of \$69,815. Work is proceeding and Brannan has advised that in order to get the work done as quickly as possible, they intend to work around the clock. This will assist with the traffic control issues on West Bowles Avenue. Rich Cassens with ENS Consulting, LLC and Scott Hand are monitoring this project for the District.

(f) **Rehabilitation of Southwest's D Line Interceptor.** As a result of information recently obtained from video inspection of Southwest's D Line Interceptor, Southwest staff has determined that it is necessary to make expensive capital improvements to this line. Meetings have been conducted with the Ken Caryl Water and Sanitation District and the Meadowbrook Fairview Sanitation District to advise them of the anticipated costs and what their share of the project will be.

3. **Operations and Service Interruption Report.** Scott Hand reviewed the Operations and Service Interruption Report dated September 23, 2011. For the reporting period beginning August 18, 2011 and ending September 14, 2011, Platte Canyon experienced three water service interruptions and Southwest experienced one. There were no sanitary sewer service interruptions experienced by either district during the reporting period.

Mr. Hand gave a brief PowerPoint presentation showing the water line breaks that occurred in Platte Canyon and the repair efforts that were undertaken as well as the repair in Southwest.

Mr. Hand also briefly reviewed with the Board the employee training that is ongoing, as well as a brief mention of the conferences that staff attended. The annual RMS/AWWA Joint Conference held in Loveland, Colorado on September 19-21 was attended by Armando Quintana, Bruce Yarish and Steve McAllister. Scott Hand and

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Thomas Garcia attended the APWA Conference held in the Colorado Convention Center on September 19, 2011.

NEW BUSINESS

1. **Purchase of US Government Instrumentality Security.** Legal counsel reviewed with the Boards a memorandum addressing the legality of the Districts investment in debt issued by instrumentalities of the US Government in light of Standard & Poor's downgrade of US Government debt to AA+. It is legal counsel's conclusion that state statute allows the District to continue to purchase US instrumentalities as long as at the time the security is purchased the debt will mature in three years or less.

There was no new additional business to come before the joint participation portion of the meeting. It was noted that the next joint regular meeting of the Boards is scheduled for Friday, October 28, 2011, at 8:30 a.m. in the Districts' offices.

SOUTHWEST ACTION ITEMS

CALL TO ORDER

The Southwest Action Item portion of the meeting was called to order by George E. Hamblin, Jr., 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 Ensor to approve, as presented, the Southwest agenda. The Chair called for a vote of the Southwest Board, and the vote was as follows:

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

2. **Director's Absence Excused.** Following a brief discussion, a motion was made by Southwest Director Hause and seconded by Southwest Director Ensor to excuse the absence of Southwest Directors Anthony M. Dursey and Kenneth D. Bradford, both of whom were unable to attend the meeting. The Chair called for a vote of the Southwest Board, and the vote was as follows:

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

3. **Southwest Accounts Payable.** The Boards reviewed a list and supplemental list of Southwest vouchers paid and payable for September 2011 in the aggregate amount of \$341,466.93. Following a brief discussion, a motion was made by Southwest Director Hause and seconded by Southwest Director Ensor to ratify, approve and confirm the payables as presented, and to authorize Southwest Directors to execute Southwest check numbers 16570 through 16598, inclusive (and to ratify two electronic fund transfers in payment of Xcel Energy utility bills) in payment of the accounts payable. The Chair called for a vote of the Southwest Board, and the vote was as follows:

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

4. **Southwest Investment/Deposit Transaction Report.** The Boards reviewed the Schedule of Investment Principal Activity for Southwest for the month of August 2011, 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 31, 2011, a \$1,200,000 Treasury Note matured, generating a total of \$1,200,000 in principal proceeds, plus accrued interest, to Southwest; and

(c) **Renewals.** On August 15, 2011, Southwest renewed a \$100,000 certificate of deposit at Bank of Denver for one year at an interest rate of 0.50% per annum.

At the conclusion of Vanessa Shipley's discussion of the above-referenced investment transactions, a motion was made by Southwest Director Hause and seconded by Southwest Director Ensor to ratify, approve and confirm the Southwest Investment Principal Activity Report for the month of August 2011. The Chair called for a vote of the Southwest Board, and the vote was as follows:

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

SOUTHWEST INFORMATION/DISCUSSION ITEMS

1. **Capital Project Information Report.** Dennis Morse reviewed Southwest's Capital Project Information Report for September 2011. He noted that the Herrick-Dale Water Line Loop Project is in the process of acquiring necessary easements from the Army Corps of Engineers. A right-of-way ownership issue that was raised by Denver Water has been resolved. As a result, the only outstanding easement issue at this time is the Army Corps of Engineers. It is expected that it will take some time to acquire the easement and the project most likely will be bid early next year with construction anticipated to start in late Spring 2012.

2. **Southwest's Proposed Rehabilitation of the C Line Interceptor Between Manholes C18 and C49.** This project is necessary to avoid collapse of various 15", 21" and 27" pipe. The project calls for approximately 6,310 linear feet of cured-in-place rehabilitation. Costs for the project are being discussed with the Grant Water and Sanitation District who will contribute a portion of the total project costs.

3. **Meadow Sanctuary Water Line Extension Project.** This Project is in the process of acquiring a final needed easement from the Falling Water Ranch Homeowner Association. Once that easement is acquired, the Project can go to construction which is anticipated to start late October 2011.

SOUTHWEST 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 Southwest and Platte Canyon Boards, a motion was made by Platte Canyon Director Hause and seconded by Southwest Director Ensor to adjourn. The Chair called for a vote of the Southwest Board, and the vote was as follows:

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

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

Jack C. Dice	Aye
Richard C. Eckert	Aye
Richard Spielman	Aye

Whereupon, this joint regular meeting of the Southwest and Platte Canyon Boards of Directors adjourned at approximately 10:15 a.m. The next regular joint meeting of the Boards will be held on Friday, October 28, 2011, 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 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

Kenneth D. Bradford

Kenneth D. Bradford

Kenton C. Ensor, Jr.

Jack C. Dice

Chuck Hause

Anthony M. Dursey

Anthony M. Dursey

Richard C. Eckert

George E. Hamblin, Jr.

Richard Spielman