

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE ROXBOROUGH WATER AND SANITATION DISTRICT HELD January 16, 2013

A regular meeting of the Board of Directors of the Roxborough Water and Sanitation District was held on Wednesday, January 16, 2013 at 8:00 a.m. at the Roxborough Water and Sanitation District's offices located at, 6222 N. Roxborough Park Road, Littleton, Colorado 80125. Notice of the meeting was duly posted in at least three locations within the boundaries of the District, as required by State law.

Attendance: Directors: Dave Bane
Dave Thomas
Tim Moore
John Dillon
Dave Heldt
Consultants: Ted Snailum, TWS Financial, Inc.
Alan Pogue, Esq. Icenogle, Seaver, Pogue
Bill Goetz, TST Infrastructure, LLC
RWSD Employees: Larry Moore
Vickie Nolen
Mike Marcum
Cindy Taylor
Joanne Cleveland
Guest: Esty Atlas, Hughes and Stuart

Call to Order: The meeting was called to order by Dave Bane, President of the Board. It was also established that a quorum was in attendance and there are no conflicts of interest disclosed.

Amend Agenda: Larry Moore asked the Board to consider amending the agenda to add Chatfield Reallocation under Board Action Items. Upon a motion by Director Thomas, second and Director Heldt and a unanimous vote the Board amended the agenda to add the requested Board Action Item.

PUBLIC COMMENT:

There was no public comment.

CONSENT AGENDA: Upon a motion by Director Dillon and second by Director Moore, the Board approved the Consent Agenda, which consisted of:

1. Ratify Payroll for November 30, 2012, December 15, 2012, December 31, 2012 and January 15, 2013
2. Approve Payment of Claims- checks #53964-53974
3. Ratify Payments since November 14, 2012 – checks #53848-53963
4. Approve Minutes of the November 14, 2012 Special Meeting

GENERAL MANAGER'S REPORT:

Sterling Ranch/Dominion: Mr. Moore reported that he has met with Sterling Ranch representatives and scheduled a follow-up meeting with Bill Goetz and Mary Kay Provostnik of Sterling Ranch to discuss the basis of developing a process to determine if and how Sterling Ranch would/could fit in our WTP planning/design process.

Emergency Interconnect with Denver Water: Mr. Moore informed the Board they continue to wait for Denver Water to get concurrence with all of the various departments as to our Emergency Interconnect plans. Once we have 100% sign off we will know the exact locations of the connections and therefore can complete the easements with the adjacent landowners.

Plum Valley Heights: Mr. Moore updated the Board regarding the inclusion process with Plum Valley Heights. The Board reviewed the Notice of Filing of Petition to Include Real Property Into Roxborough Water and Sanitation District that was recorded by Alan Pogue on behalf of the District. At this time we have received 25 of the 29 homeowners' Petitions and expect to receive 3 more in the next week that will avoid the need to hold an election on behalf of Plum Valley Heights. The last day we can accept these three petitions is February 5, 2013.

CWCB Loan: Mr. Moore informed the Board that our application was submitted to the CWCB for a loan to purchase the Aurora raw water. The loan will be considered at the January 28-29th CWCB Board Meeting and assuming all goes well we would receive funding on July 1, 2013.

LEGAL ISSUES: Alan Pogue gave the status report to the Board.

OPERATIONS: Mike Marcum gave the Board an overview of work done in the District, at the Plants, and in the Field.

ENGINEERING: Mr. Goetz presented the engineering status report and discussed the rainfall/water treatment report.

FINANCIAL: Mr. Snailum presented the November 2012 and December 2012 Financial Statements to the Board. Upon a motion by Director Moore, second by Director Thomas and unanimous vote the Board accepted the November 2012 and December 2012 Financial Statements.

ADMINISTRATIVE:

Monthly Customer Summary: Ms. Taylor reviewed the Monthly Customer Summary with the Board. Since we have started the rebate program, January 1, 2008, we have rebated \$57,355.11.

ACTION ITEMS:

Plum Valley Heights Inclusion Hearing: Upon a motion by Director Thomas, second by Director Moore and a unanimous vote a hearing was set for February 20, 2013 at 8:00 a.m. to include the 25 petitions from Plum Valley Homeowners plus any additional petitions that we receive before February 5, 2013.

Chatfield Reallocation: Mr. Moore reported to the Board that the City of Aurora has submitted a letter to the Chatfield Reallocation Participants of their intent to pull out of the Project. Mr. Moore has been contacted by Tom Browning, with CWCB, as to the status of Roxborough's letter of withdrawal. Aurora has asked for \$150.00 per acre feet for their position. The Board directed Mr. Moore to submit RWSD's letter of withdrawal and to ask for \$150.00 per acre foot to obtain the District's interest.

Public Outreach: Esty Atlas of Hughes and Stuart discussed with the Board the agenda for the special meetings on January 22, 2013 and January 24, 2013. These meetings were scheduled to inform the public about the financing options regarding the construction of the new Water Treatment Plant.

February Work Session: The Board upon a motion, second and unanimous vote agreed to schedule a work session to discuss rates for Wednesday, February 6, 2013 at 8:00 a.m. This meeting will be posted as required by statute.

EXECUTIVE SESSION: The board was advised that due to the need to receive legal advice on specific legal questions and determine positions relative to matters that may be subject to negotiations, it was appropriate, upon compliance with the requisite statutory procedures, to convene an Executive Session. The Directors, by motion duly made and seconded, and approved by greater than two-thirds of the Directors present:

RESOLVED by a unanimous vote to convene an Executive Session, pursuant to Section 24-6-402(4)(b) and (e), C.R.S., for the purposes of receiving legal advice on specific legal questions and to determine positions relative to matters that may be subject to negotiations.

Director Bane reported, "It is January 16, 2013 and the time is 10:46 a.m. For the record, I am the presiding officer, Dave Bane. As required by the Open Meetings Law, the Executive Session is being recorded.

Also present at this Executive Session are the following persons:

Dave Bane, President
Dave Thomas, Vice-President
John Dillon, Assistant Secretary
Tim Moore, Assistant Secretary
Dave Heldt, Assistant Secretary
Larry Moore, RWSD
Alan Pogue, Esq.
Vickie Nolen, RWSD
Ted Snailum, TWS Financial, Inc.
Bill Goetz, TST Infrastructure, LLC

This is an executive session for the following purposes:

For the purpose of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, pursuant to 24-6-402(4)(b)(e) C.R.S.

Director Bane cautioned each participant to confine all discussions to the stated purpose of the executive session.

If at any point in the executive session any participant believes that the discussion is going outside the proper scope of the executive session, please interrupt the session and make an objection. The purpose of the Executive Session was to receive legal advice on specific legal questions and determine positions relative to matters that may be subject to negotiations,. The time is now 11:04 a.m. and the executive session has been concluded. The participants in the executive session were:

Dave Bane, President
Dave Thomas, Vice-President
John Dillon, Assistant Secretary
Tim Moore, Assistant Secretary
Larry Moore, RWSD
Alan Pogue, Esq.
Vickie Nolen, RWSD
Ted Snailum, TWS Financial, Inc.
Bill Goetz, TST Infrastructure, LLC

Director Bane stated "For the record, if any person who participated in the executive session believes that any substantial discussion of any matters not included in the motion to go into the Executive Session occurred during the Executive Session or that any improper action occurred during the Executive Session in Violation of the Open Meetings Law, I would ask that you state your concerns for the record."

None were stated.

Engineering for WTP: Mr. Moore presented to the Board research he had obtained regarding the engineering costs, both design and construction oversight, in regards to bidding the work out for the Water Treatment Plant construction. After considering all of the relative factors regarding the engineering work that will be needed for a project of this size the Board agreed that TST Infrastructure LLC gives the District more than reasonable value.

ADJOURN: Being no further business, a motion was made by John Dillon and seconded by Tim Moore to adjourn the meeting at 11:45 a.m. The motion passed.

Respectfully Submitted,

Secretary for the Meeting