

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE ROXBOROUGH WATER AND SANITATION DISTRICT HELD May 16, 2012

A regular meeting of the Board of Directors of the Roxborough Water and Sanitation District was held on Wednesday, May 16, 2012 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 Tim Moore John Dillon Dave Thomas Dave Heldt
Consultants:	Ted Snailum, TWS Financial, Inc. Alan Pogue, Esq. Icenogle, Seaver, Pogue Bill Goetz, TST Infrastructure, LLC
RWSD Employees:	Larry Moore Cindy Taylor Mike Marcum Joanne Cleveland
Guests:	Mark Venable, Wells Fargo Don Yowell, Rox Park Foundation

Oath of Office: Dave Bane, John Dillon and Dave Heldt individually took the Oaths of Office and were dutifully sworn as directors of the Roxborough Water and Sanitation District.

Election of Officers:

A slate of new officers was presented which listed Dave Bane as President, Dave Thomas-Vice President, Tim Moore- Secretary/Treasurer, John Dillon- Assistant Secretary and Dave Heldt- Assistant Secretary. A motion was made by Dave Thomas with a second by Tim Moore and the officers were elected unanimously.

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.

PUBLIC COMMENT:

There was no public comment.

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

1. Approve Minutes of the April 18, 2012 Regular Meeting
2. Ratify Payroll for April 30, 2012 and May 15, 2012
3. Approve Payment of Claims- checks #53496-53523
4. Ratify Payments since April 18, 2012 – checks #53470-53495

REGULAR AGENDA: With a motion from Director Thomas and a second from Director Dillon there was a unanimous vote to amend the regular agenda by moving item B-I, resolution authorizing Wells Fargo line of credit to the 1st item on the regular agenda.

WELLS FARGO 2012 LINE OF CREDIT

Mr. Venable, Mr. Snailum, and Mr. Pogue presented the Board with a variable rate line of credit, provided by Wells Fargo, in an amount not to exceed \$4,000,000. The line of credit would be executed by the District's Water Activity Enterprise, and would provide the Enterprise the ability to draw funds against the line on an as needed basis.

Following the presentation to the Board, upon motion by Director Thomas and second by Director Dillon, the Board unanimously approved "A Resolution of the Roxborough Water and Sanitation District Water Activity Enterprise Authorizing the Issuance of its Enterprise Revenue Note, Series 2012, in an Amount Not to Exceed \$4,000,000 and Approving the Form and Authorizing the Execution of a Security Agreement Relating Thereto, and Providing other Details in Connection Therewith."

GENERAL MANAGER'S REPORT:

Aurora: Mr. Moore informed the Board that staff will send a letter to both Roxborough Village Metro District and Arrowhead Golf Course providing them a schedule and process as to when the District will need their payments to complete the Aurora contract and purchase permanent water. Director Thomas provided information that Eagle Golf is no longer involved but the prior General Manager Victor Rodarts made the transition to the new entity. The Board asked Mr. Moore to make contact with Mr. Rodarts to determine if we anticipate any change in Arrowhead's intent to purchase their allotted share of the water.

Chatfield Reallocation: Mr. Moore informed the Board that there is nothing new to report

Meadow Ditch Water: Mr. Moore informed the Board that he has not received any additional contact from Vidler since the last meeting, however, he was contacted by Matt Payne with West Water Research (WWR) in Phoenix, AZ. Their business is water transaction advisory servicing, water investment and marketing, water valuation and water resource economics. A CD of the sales package the District had put together was mailed to them at WWR. The Board decided to ask WWR for a proposal to determine if they could help the District market the Meadow Ditch Water. The Board also directed Mr. Moore to pursue additional water brokers for proposals as well.

Sterling Ranch/Dominion: Mr. Moore informed the Board he, Bill Goetz and Alan Pogue met with the Sterling Ranch /Dominion (SR/D) representative to update them on the District's ability to provide infrastructure and service to Dominion. The District provided general concepts that could provide SR/D water and wastewater infrastructure services for the startup portion of SR/D development. It was emphasized that the District's Board had not approved the concept that was presented to SR/D. The intent was to determine SR/D's level of interest to work with the District.

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. The previous excessive winds caused exterior damage to the roof at the Water Treatment Plant. The roof was repaired with the majority of the cost covered by our insurance company. With the increase in pumping due to customers starting the irrigation season a lot of tea colored water has occurred, requiring hydrant flushing to clear up flow in the distribution system. All other plant functions and field operations have been standard.

ENGINEERING: Mr. Goetz presented the engineering status report. The repair item of concern involved the major degradation of the concrete structure of the clarifier at the Water Treatment Plant. The District will have a Structural Engineer inspect the problem and make recommendations as to repairs. This simply emphasizes the need for a replacement Water Treatment Plant.

FINANCIAL: Mr. Snailum presented the April 2012 Financial Statement to the Board. Upon a motion, second and unanimous vote the Board accepted the April Financial Statement.

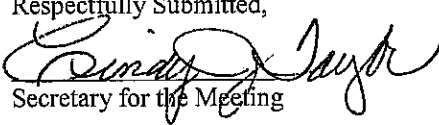
ADMINISTRATIVE:

Monthly Customer Summary: Mrs. Taylor reviewed the Monthly Customer Summary with the Board. Since we have started the rebate program, January 1, 2008, we have rebated \$54,080.11.

BOARD ACTION ITEMS/UPDATES: Mr. Pogue explained to the Board the need to consider Resolution No. 12-05-05 which is a Resolution to Amend its 2012 Annual Administrative Resolution (No 12-10-01). The Loaf N Jug has ceased to operate and therefore the District must find a new location to post its meeting notices. The District will now post a meeting notice at the Safeway gas station at 8355 N Rampart Range Road. Director Thomas made the motion to approve Resolution No. 12-05-05 and upon a second by Dave Heldt the motion passed unanimously.

ADJOURN: Being no further business, a motion was made by Dave Bane to adjourn the meeting at 9:55 a.m. Upon a second, the motion passed.

Respectfully Submitted,


Secretary for the Meeting