

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE ROXBOROUGH WATER AND SANITATION DISTRICT HELD November 14, 2012

A special meeting of the Board of Directors of the Roxborough Water and Sanitation District was held on Wednesday, November 14, 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
Dave Thomas
Tim Moore
John Dillon
Dave Heldt
Consultants: Ted Snailum, TWS Financial, Inc.
Alan Pogue, Esq. Icenogle, Seaver, Pogue
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.

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 October 31, 2012 and November 15, 2012
2. Approve Payment of Claims- checks #53838-53847
3. Ratify Payments since October 17, 2012 – checks #53797-53837
4. Approve Minutes of the October 17, 2012 Regular Meeting

GENERAL MANAGER'S REPORT:

Sterling Ranch/Dominion: Mr. Moore reported that he has had a follow up meeting with Mary Kay Provasnick and Jim Yates with Dominion/Sterling Ranch regarding our proposals and working together. Dominion/Sterling Ranch presented a letter to RWSD requesting that they be including in the planning and construction of the replacement Water Treatment Plant. They also requested that all other discussions be put on hold because their start up plans have changed.

Emergency Interconnect with Denver Water: Mr. Moore informed the Board that they are continuing to work with the property owners that are affected by this pipeline to obtain easements.

Plum Valley Heights: Mr. Moore updated the Board on his conversations and meetings with Jack McCormick, the Plum Valley Heights Homeowners Association Board and the homeowners that attended the Homeowners Association community meeting. Mr. Moore will continue to work with the residents of Plum Valley Heights as they work toward a mutual decision regarding their water

supply and inclusion into RWSD. The Board also reviewed an Inclusion Election Calendar that Mr. Pogue provided that detailed the calendar process for the inclusion for Plum Valley Heights.

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. Mr. Marcum also presented to the Board a demonstration of how the GPS/GIS system will work to help us inventory and catalog all of the District's infrastructure, facilities and equipment. The GIS computer program will be a work in progress as we continue to update any repairs, additions or deletions to our system.

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

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

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 \$56,055.11.

ACTION ITEMS:

2013 Budget: Alan Pogue indicated that the Notice to Consider Approval of the 2013 budget was duly noticed in the local newspaper as previously established by the Board. The Board took action to approve the 2013 Budget. A motion was made by Director Thomas and seconded by Director Moore to approve Resolution 12-11-10 which adopts the budget, certifies its 2013 mill levy, appropriates revenues and authorizes expenditures as set forth in the budget resolution. The Board acknowledged and authorized Staff to make any necessary final changes to the Budget to reflect the revised assessed valuation from both Douglas County and Jefferson County when those numbers are received. Resolution 12-11-10 is attached and becomes a part of these minutes, which also includes all appropriate documentation for the 2013 Budget as, required by state statutes. The motion passed unanimously.

Poysti and Adams 2013 Letter of Engagement: Larry Moore presented a letter of engagement for services for the 2012 Audit. After discussion a motion was made by Director Thomas, seconded by Director Heldt and unanimously passed to approve Poysti and Adams services for 2013. The cost for the auditing service is \$8,400.00.

Public Outreach: Esty Atlas of Hughes and Stuart presented to the Board a video produced to show the Water Treatment Plant and why a new plant is necessary, a draft letter that will be sent to the homeowners, a Frequently Asked Questions that will be made available on the website, and the current newsletter. All of these tools will be used to educate the Roxborough customers on the necessity of building a new Water Treatment Plant. The Board made changes to these various tools and instructed Mrs. Atlas to make such changes. The Board also agreed upon two meetings that will be held on January 22nd and 24th and will be open to the public to educate the public on the process of building a new Water Treatment Plant and the financial aspect of this capital project.

Resolution No. 12-11-09:

Resolution No. 12-11-09 regarding Annual Administrative Matters regarding the District's duty to perform certain obligations on a reoccurring basis in order to assure the efficient operation of the District was presented by Alan Pogue, Esq. Upon a motion and second and unanimous vote this Resolution No. 12-11-09 was adopted and is incorporated as a part of these minutes.

Resolution No. 12-11-08: Upon a motion by Director Dillon and a second by Director Thomas Resolution No. 12-11-08 to approve the First Amendment to Water Supply Agreement with Roxborough Village Metropolitan District was approved unanimously.

Resolution No. 12-11-07: Upon a motion by Director Thomas and a second by Director Dillon, Resolution No. 12-11-07 to approve the Water Supply Agreement with CLP West Golf LLC was approved unanimously.

December Meeting: The Board upon a motion, second and unanimous vote agreed to cancel the regular board meeting for December. The next regular board meeting will be held on January 18, 2012.

EXECUTIVE SESSION: The board was advised that due to the need to discuss personnel matters 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)(f), C.R.S., for the purposes of discussing personnel matters.

Director Bane reported, "It is November 14, 2012 and the time is 10:30 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.

This is an executive session for the following purposes:

For the purpose of discussing personnel matters pursuant to 24-6-402(4)(f) 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 discuss personnel issues. The time is now 11:45 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.

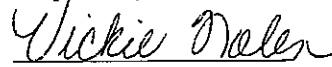
Director Bane stated "For the record, if any person who participated in the executive session believes that any substantial discussion of any matters not included in the motion to go into the Executive Session occurred during the Executive Session or that any improper action occurred during the Executive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

None were stated.

Personnel: The Board approved compensation adjustments for several employees.

ADJOURN: Being no further business, a motion was made by John Dillon and seconded by Tim Moore to adjourn the meeting at 11:50 a.m. The motion passed.

Respectfully Submitted,


Secretary for the Meeting