

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
HOLLY HILLS WATER AND SANITATION DISTRICT
AND THE BOARD OF DIRECTORS OF THE
WATER UTILITY ENTERPRISE
HELD
FEBRUARY 20, 2019**

A Regular Meeting of the Board of Directors of the Holly Hills Water and Sanitation District and the Board of Directors of the Water Activity Enterprise (referred to hereafter as "Board") was convened on Wednesday, the 20th day of February, 2019, at 7:00 p.m., at the Skyline Firehouse, 6000 E. Yale Avenue, Denver, Colorado 80222. The meeting was open to the public.

Directors In Attendance Were:

Raymond V. Henney
Irina Bovee
Marie Sullivan

Following discussion, upon motion duly made by Director Henney, seconded by Director Sullivan and, upon vote, unanimously carried, the absence of Director Scott Kemmeries was excused.

Also In Attendance Were:

Steve Beck and Judy Leyshon; Special District Management Services, Inc.

Timothy J. Flynn, Esq.; Collins Cockrel and Cole, P.C.

Thomas E. Thomasson; Board Candidate

**ADMINISTRATIVE
MATTERS**

19.018 Agenda: Mr. Beck reviewed the proposed Agenda.

Following discussion, upon motion duly made by Director Sullivan, seconded by Director Bovee and, upon vote, unanimously carried, the Agenda was approved as presented.

19.019 Administer Oath of Office to Thomas E. Thomasson: Attorney Flynn discussed the requirement to administer the oath of office within thirty (30) days of the appointment of an individual to the position of board member. Following discussion, upon motion duly made by Director Sullivan, seconded by Director Henney and, upon vote, unanimously carried, the Board reaffirmed the appointment of Mr. Thomas E. Thomasson to the position of Director.

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Director Henney administered the Oath of Office to Mr. Thomas E. Thomasson.

19.020 Minutes: The Board discussed the minutes of the January 16, 2019 Regular Meeting.

Following discussion, upon motion duly made by Director Henney, seconded by Director Sullivan and, upon vote, unanimously carried, the minutes of the January 16, 2019 meeting were approved as presented.

PUBLIC COMMENT

19.021 Public Comment: There were no public comments.

LEGAL MATTERS

19.022 OCCT/Denver Water Update: Attorney Flynn updated the Board on information provided by Denver Water that shows a limited reduction in the use of orthophosphate can still achieve desired results, but it appears that the use of some orthophosphate may still be necessary. Unfortunately, the amount of orthophosphate that may be necessary will result in significantly higher treatment costs for the wastewater treatment plants. Denver Water continues to explore the feasibility of an aggressive lead service line replacement program coupled with adjustment of the pH balance in the water. Discussions are continuing between the Health Department, the wastewater dischargers and Denver Water.

19.023 District By-Laws: Attorney Flynn reviewed the proposed final draft of the proposed by-laws for the District.

Following discussion, upon motion duly made by Director Sullivan, seconded by Director Henney, and, upon vote, unanimously carried, the Board adopted Resolution 2019-02-1; Resolution Adopting Bylaws for the Holly Hills Water and Sanitation District.

19.024 Service Contract with DRC Construction Services: Attorney Flynn reviewed the revised contract with DRC Construction.

Following discussion, upon motion duly made by Director Henney, seconded by Director Thomasson, and, upon vote, unanimously carried, the Board approved the Service Contract with DRC Construction.

FINANCIAL MATTERS

19.025 Approval of Claims: Mr. Beck reviewed with the Board the claims for the period ending February 20, 2019 as follows:

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General Fund:	\$ 7,689.53
Capital Projects Fund:	\$ 0.00
Enterprise Fund:	\$ 90,646.00
Total:	<u>\$ 98,335.53</u>

Following discussion, upon motion duly made by Director Bovee, seconded by Director Henney and, upon vote, unanimously carried, the claims for the period ending February 20, 2019, were approved.

19.026 Unaudited Financial Statements: Mr. Beck reviewed the unaudited financial statements for the period ending January 31, 2019, and the cash position statement dated as of February 20, 2019.

Following discussion, upon motion duly made by Director Bovee, seconded by Director Sullivan and, upon vote, unanimously carried, the unaudited financial statements for the period ending January 31, 2019, and the cash position statement dated as of February 20, 2019, were approved.

19.027 2019 Rate Increase: Attorney Flynn and Mr. Beck discussed the proposed rate increase that was included in the 2019 Budget. It was noted that the 30 day notice required by state statute for the Board's consideration a rate increase at tonight's meeting has been complied with.

Following discussion, upon motion duly made by Director Bovee, seconded by Director Sullivan and, upon vote, unanimously carried, the Board adopted Resolution No. 2019-02-2; Resolution Increasing the Wastewater Service Fee for the Holly Hills Water and Sanitation District for the Second Quarter of 2019.

OPERATIONS

19.028 Grease Trap Inspections and Operations: Mr. Beck discussed the operations reports received from DRC and the new inspection program that DRC is enacting to more closely monitor the manholes that caused the sewage backup in 2016.

CAPITAL PROJECTS

19.029 2019 Capital Projects: Discussion on the 2019 CIP was tabled until March when the status can be discussed with Mr. Raatz.

19.030 Manholes and Options for Repair and/or Replacement: The status of the manholes throughout the District were discussed. Further discussion is to be held with Mr. Raatz.

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EXECUTIVE SESSION

19.031 Executive Session: Not required.

OTHER BUSINESS

19.032 Other: Mr. Beck reported to the Board that a call had been received concerning the use of the firehouse.

ADJOURNMENT

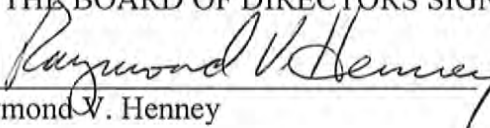
There being no further business to come before the Board at this time, upon motion duly made by Director Henney, seconded by Director Bovee and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: 

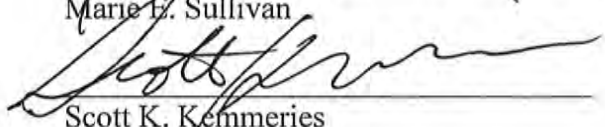
Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL FEBRUARY 20, 2019
MINUTES OF THE HOLLY HILLS WATER AND SANITATION DISTRICT
BY THE BOARD OF DIRECTORS SIGNING BELOW:


Raymond V. Henney

Irina Bovee


Marie E. Sullivan


Scott K. Kemmeries

Thomas E. Thomasson

RESOLUTION NO. 2019-02-1

HOLLY HILLS WATER AND SANITATION DISTRICT
ARAPAHOE AND DENVER COUNTIES, COLORADO

A RESOLUTION ADOPTING BYLAWS FOR THE HOLLY HILLS WATER AND
SANITATION DISTRICT

WHEREAS, the Board of Directors ("Board") of the Holly Hills Water and Sanitation District ("District") has the power and authority pursuant to Section 32-1-1001(1)(m) C.R.S. to adopt bylaws not in conflict with the Constitution and the laws of this State for carrying on the business, objections and affairs of the Board and of the District; and

WHEREAS, pursuant to said authority, the Board desires to formally adopt written bylaws; and

WHEREAS, the Board has reviewed, discussed and revised over the course of several months a draft set of bylaws prepared by legal counsel; and

WHEREAS, the Board now desires to adopt said bylaws as so revised and hereby determines that such action is in the best interest of the District and its inhabitants.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE HOLLY HILLS WATER AND SANITATION DISTRICT OF ARAPAHOE AND DENVER COUNTIES, COLORADO AS FOLLOWS:

Section 1. Adoption of Bylaws. The Bylaws of the Holly Hills Water and Sanitation District dated February 20, 2019 and attached hereto as Exhibit A and incorporated herein by this reference, are hereby approved and adopted effective as of February 20, 2019.

Section 2. Interpretation. The Board, reserves the right to interpret and change, or rescind in whole or in part, the Bylaws at any time and in addition reserves the right to determine the meaning, purpose and effect of the Bylaws based upon generally accepted standards, practices and rules of interpretation.

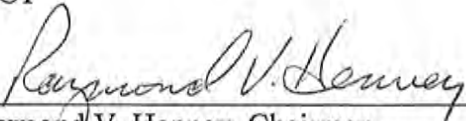
Section 3. Severability. If any part or provision of this Resolution is adjudged to be unenforceable or invalid, such judgement shall not effect, impair or invalidate the remaining provisions of this Resolution, it being the Board's intention that the various provisions hereof are severable.

Section 4. Prior Acts, Orders and Resolutions. All prior acts, orders and resolutions or parts thereof of the Board which are inconsistent with or are in conflict with this Resolution, are hereby repealed to the extent only as such inconsistency or conflict.

Section 5. Effective Date. The provisions of this Resolution shall take effect as of February 20, 2019.

ADOPTED this 20th day of February, 2019.

HOLLY HILLS WATER AND SANITATION
DISTRICT

By: 
Raymond V. Henney, Chairman

Attest:



Marie E. Sullivan, Secretary/Treasurer

Exhibit A

BYLAWS

**HOLLY HILLS
WATER AND SANITATION DISTRICT**

ADOPTED FEBRUARY 20, 2019

HOLLY HILLS WATER AND SANITATION DISTRICT

BYLAWS

Section 1. **AUTHORITY.** The Holly Hills Water and Sanitation District (“District”) is a governmental subdivision of the State of Colorado and a body corporate with those powers of a public or quasi municipal corporation which are specifically authorized by, and in compliance with, Section 32-1-101 et seq., C.R.S. District was created on April 10, 1952, by court order and is located in the Counties of Arapahoe and Denver, Colorado.

Section 2. **PURPOSE.** It is hereby declared that the Bylaws hereinafter set forth will serve a public purpose.

Section 3. **POLICIES OF THE BOARD.** It shall be the policy of the Board of Directors (“Board”) of the District, consistent with the availability of revenues, personnel and equipment, to use its best efforts to provide the quality services as authorized under the District Service Plan or by law.

Section 4. **BOARD OF DIRECTORS.** All powers, privileges and duties vested in, or imposed upon, the District by law shall be exercised and performed by and through the Board, whether set forth specifically or impliedly in these Bylaws. The Board may delegate to officers, employees, and agents of the District any or all administrative and ministerial powers.

Without restricting the general powers conferred by these Bylaws, it is hereby expressly declared that the Board shall have the following powers and duties:

- (a) To confer upon any appointed officer or employee of the District the power to choose, remove or suspend employees or agents upon such terms and conditions as may seem fair and just and in the best interests of the District.
- (b) To determine and designate, except as otherwise provided by law or these Bylaws, who shall be authorized to make purchases, negotiate leases for office space, and sign receipts, endorsements, checks, releases and other documents. The Board may, on a limited basis and by resolution, give a District manager or other appointed signatory the power to sign contracts and other official documents on behalf of District.
- (c) To create standing or special committees and to delegate such power and authority thereto as the Board deems necessary and proper for the performance of such committee’s functions and obligations.
- (d) To prepare or cause to be prepared financial reports, other than the statutory audit, covering each year’s fiscal activities; and such reports shall be available for inspection by the public, as requested.

Section 5. **OFFICE.**

- (a) **Business Office.** The principal business office of District shall be located c/o Special District Management Services, Inc., 141 Union Boulevard, Suite 150, Lakewood, Colorado 80228-1898, until otherwise designated by the Board.
- (b) **Establishing Other Offices and Relocation.** The Board, by resolution, may from time to time, designate, locate and relocate its executive and business office and such other offices as, in its judgment, are necessary to conduct the business of the District.

Section 6. **MEETINGS.**

- (a) **Regular Meetings.** Regular meetings of the Board shall be conducted on the third Wednesday of the month at 7:00 p.m. at the Skyline Firehouse located at 6000 East Yale Avenue, Denver, Colorado 80228, unless otherwise noticed and posted.
- (b) **Meeting Public.** All meetings of the Board, other than executive sessions and social gatherings, shall be open to the public. Meetings include any and all sessions of the Board, at which a quorum of the Board or three or more Directors are expected to be in attendance for discussion of District business, either in person, telephonically, or electronically.
- (c) **Notice of Meetings.** Section 6.a shall constitute formal notice of regular meetings to Board members, and no other notice shall be required to be given to the Board, other than the permanent posting. Written waivers of notice by Board members are not necessary.
- (d) **Special Meetings.** Special meetings of the Board may be called by any one member of the Board upon seventy-two (72) hours written notice, which shall be posted in three (3) places within the District boundaries and at the County Clerk and Recorder's office of the county or counties in which the District is located, with a copy provided to each Director.
- (e) **No Informal Action by Directors/Executive Sessions.** All official business of the Board shall be conducted at regular or special meetings. Executive sessions may be called at regular or special meetings, and conducted according to the following guidelines:
 - (i) **Calling the Executive Session.** The topic for discussion in the executive session shall be announced in a motion, and the specific statute that authorizes the executive session shall be cited. The matter to be discussed shall be described in as much detail as possible without compromising the purpose of being in executive session. An affirmative vote of two-thirds (2/3rd) of the quorum in attendance shall be required to go into executive session.

- (ii) Conducting the Executive Session. No adoption of any proposed policy, position, resolution, rule, regulation, or formal action shall take place in an executive session. The discussion in executive session shall be limited to the reasons for which the executive session was called. An electronic record (such as an audio tape) of the actual contents of the discussion in the executive session shall be kept. No electronic or other record is necessary to be kept for any portions of the discussion which the District's attorney reasonably believes constitute attorney-client privileged communication. The attorney shall state on the electronic record when any portion of the executive session is not recorded as an attorney-client privileged communication or sign a statement to the same effect.
- (iii) Records of Executive Sessions. The electronic record of any executive session shall be retained by the District for ninety (90) days from the date of the executive session and then destroyed. Electronic recordings of the executive session, or transcripts or other reproduction of the same, shall not be released to the general public for review under any circumstances, except as required by law.
- (f) Adjournment and Continuance of Meetings. When a regular or special meeting is for any reason continued to another time and place, notice need not be given of the continued meeting if the time and place of such meeting are announced at the meeting at which the continuance is taken, except as required by law. At the continued meeting, any business may be transacted which could have been transacted at the original meeting.
- (g) Emergency Meetings. Notwithstanding any other provisions in this Section 6, emergency meetings may be called by the Chair or any two (2) Board members in the event of an emergency that requires the immediate action of the Board in order to protect the public health, safety and welfare of the property owners and electors of the District, without notice if notice is not practicable. If possible, notice of such emergency meeting may be given to the Board by telephone or whatever other means are reasonable to meet the circumstances of the emergency. At such emergency meeting, any action within the power of the Board that is necessary for the immediate protection of the public health, safety and welfare may be taken; provided, however, that any action taken at an emergency meeting shall be effective only until the first to occur of (a) the next regular meeting, or (b) the next special meeting of the Board at which the emergency issue is on the public notice of the meeting. At such subsequent meeting, the Board may ratify any emergency action taken. If any emergency action taken is not ratified, then it shall be deemed rescinded as of the date of such subsequent meeting.
- (h) Email Meetings. Section 24-6-402, C.R.S., requires that certain e-mail between three (3) Directors (or, when two Directors constitutes a quorum, two Directors) that discusses pending resolutions or other District business shall be considered a public meeting subject to the requirement of the Colorado Open Meetings Law.

- (i) **Telephonic Attendance at Meetings.** Section 24-6-402(1)(b), C.R.S., defines a meeting as “Any kind of gathering to discuss public business, in person, by telephone, electronically, or by other means of communication.” Directors may attend meetings by telephone (or other electronic means), so long as he or she is able to reasonably hear the comments from the audience and any comments and discussion among other Directors and staff, and is able to participate in the discussion.

Section 7. CONDUCT OF BUSINESS.

- (a) **Quorum.** All official business of the Board shall be transacted at a regular or special meeting at which a quorum (majority) of the Directors shall be in attendance in person, telephonically, or electronically, except as provided in Section 6.h. above and Section 7.b.
- (b) **Vote Requirements.** Any action of the Board shall require the affirmative vote of a majority of the Directors in attendance and voting. When special or emergency circumstances affecting the affairs of the District and the health and safety of District residents so dictate, then those Directors available at the time may undertake whatever action is considered necessary and may so instruct the District’s employees, agents and contractors. Such actions shall later be ratified by the Board.
- (c) **Electronic Signatures.** In the event the signature(s) of one or more members of the Board or appointed signatories are required to execute a written document, contract, note, bond, deed, and/or other official papers of the District, and the appropriate individual(s) is unable to be physically present to sign said documentation, such individual or individuals are authorized to execute the documentation electronically via facsimile or e-mail signature, unless said documentation provides otherwise. Any electronic signature so affixed to a document shall carry the full legal force and effect of any original, handwritten signature. Except as approved herein, this provision of these Bylaws shall not be interpreted as establishing District’s consent or authorization to bind District to any transaction by the use of electronic records or electronic means. This provision is made pursuant to Article 71.3 of Title 24, C.R.S., also known as the Uniform Electronic Transactions Act.
- (d) **Order of Business.** The business of all regular meetings of the Board shall be transacted, as far as practicable, in the following order, and the agenda for such meetings shall describe in as much detail as is possible the topics planned for discussion within each category:
 - (i) Changes to Agenda;
 - (ii) Approval (or approval, as modified) of the Minutes of the previous meeting;

- (iii) Public input (for matters not otherwise on the Agenda/3-minute time limit/no disrupting, pursuant to § 18-9-108, C.R.S.);
- (iv) Officers, Committees and professional consultants;
- (v) Unfinished business;
- (vi) New business and special orders;
- (vii) Executive Session, if needed; and
- (viii) Adjournment.

(e) **Public Conduct at Meetings.** Comments by members of the public shall be made only during the “Public Input” portion of the meeting and shall be limited to five minutes per individual and five minutes per group spokesperson unless additional opportunity is given at the Board’s discretion. Each member of the public wishing to speak may be asked to fill out a form indicating name, address, and agenda item to be addressed. Disorderly conduct, harassment, or obstruction of or interference with meetings by physical action, verbal utterance, nuisance or any other means are hereby prohibited and constitute a violation of District rules. Such conduct may result in removal of person(s) responsible for such behavior from the meeting and/or criminal charges filed against such person(s). To the extent such occurrences arise and the person(s) responsible refuses to leave the premises, law enforcement authorities will be summoned. Prosecution will be pursued under all applicable laws, including without limitation Sections 18-9-108, C.R.S. (disrupting lawful assembly), 18-9-110, C.R.S. (public buildings - trespass, interference), and/or 18-9-117, C.R.S. (unlawful conduct on public property). Law enforcement may be requested to attend meetings at any time in which the Board believes their presence will be an asset to the keeping of peace and the conducting of public business. 9-1-1 will be called at any time that the Board or staff feels threatened or endangered during a public meeting.

(f) **Minutes.** Within a reasonable time after passage, all resolutions, motions and minutes of Board meetings shall be recorded in a visual text format that may be transmitted electronically and kept for that purpose and shall be attested by the Recording Secretary. Minutes of regular sessions shall be available for public review as soon as practicable following acceptance of the minutes by adoption of a motion therefore by the Board. Executive sessions shall be electronically recorded on audio tape or other electronic media, and such electronic recording or reproduction of the same shall be kept separate from minutes of regular sessions as described in Section 6.e of these Bylaws and shall not be open to the public except as required by law.

Section 8. DIRECTORS, OFFICERS AND PERSONNEL.

- (a) **Director Qualifications and Terms.** Directors shall be electors of the District. The term of each Director shall be determined by relevant statutory provisions with elections held in even numbered years and conducted in the manner prescribed by Articles 1 through 13.5, Title 1, and Part 8, Article 1, Title 32, C.R.S. Each Director shall sign an oath of office.
- (b) **Faithful Performance Bonds.** Each Director shall furnish, at the expense of the District, an individual, schedule or blanket surety bond, or equivalent, in the sum of not less than \$1,000 each, conditioned on the faithful performance of the duties of his/her office. In addition, the Treasurer shall furnish, at the expense of the District, a corporate fidelity bond, or equivalent, in a sum of not less than five thousand dollars (\$5,000), conditioned on the faithful performance of the duties of his/her office.
- (c) **Director's Performance of Duties.** A Director of the District shall perform all duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner which the Director reasonably believes to be in the best interests of District, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing the Director's duties, the Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in subparagraphs 1, 2 and 3 of this subsection c. The Director shall not be considered to be acting in good faith if (s)he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs the Director's duties shall not have any liability by reason of being or having been a Director of the District. Those programs and groups upon whose information, opinions, reports, and statements a Director is entitled to rely are:
- (i) One or more officers or employees of the District whom the Director reasonably believes to be reliable and competent in the matters presented;
 - (ii) Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons' professional knowledge or expertise; and
 - (iii) A committee of the Board upon which the Director does not serve, duly designated in accordance with the provisions of the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.
- (d) **Oath of Office.** Each member of the Board, before assuming the responsibilities of his or her office, shall take and subscribe an oath of office in the form prescribed by law.

- (e) **Election of Officers.** The Board of Directors shall elect from its membership a Chair and President, Secretary, Treasurer, and Vice Presidents and Assistant Secretaries and/or Assistant Treasurers who shall be the officers of the Board of Directors and of the District. The Vice Presidents and Assistant Secretaries and/or Assistant Treasurers shall have all powers of the offices of Secretary and/or Treasurer as applicable, in the absence of such officers. The officers shall be elected by a majority of the Directors voting at such election. The Board may, from time to time, appoint an acting officer in the absence of any individual officer. The election of the officers shall be conducted biennially at the first regular meeting of the Board following the regular biennial election of the Directors held in May of even numbered years. Each officer so elected shall serve for a term of two (2) years, or as otherwise directed by the Board. Under any circumstance, the term shall continue until the election of his or her successor.
- (f) **Vacancies.** Any vacancy occurring on the Board shall be filled by an affirmative vote of a majority of the remaining Directors, as prescribed by law, with the appointee to serve until the next biennial election, as prescribed by statute. The appointed individual must meet the statutorily prescribed qualifications for Directors and shall serve until the next regular election.
- (g) **Resignation and Removal.** Directors may be removed from office only by recall as prescribed by statute. Any Director may resign at any time by giving written notice to the Board, and acceptance of such resignation shall not be necessary to make it effective, unless the notice so provides.
- (h) **Chair and President.** The Chair shall preside at all meetings. The Chair shall also be the President of the District. The President is authorized to sign all contracts, deeds, notes, debentures, warrants and other instruments on behalf of the District.
- (i) **Secretary.** The Secretary shall preside at meetings in the absence of the Chair; be responsible for the records of the District; may act as Secretary at meetings of the Board and record all votes; shall be responsible for composing a record of the proceedings of the Board in a visual text format that may be transmitted electronically and kept for that purpose, which shall be an official record of the Board; and shall perform all duties incident to that office. The Secretary shall be the designated election official of the District, unless otherwise determined by the Board, and the custodian of the seal of District. The Secretary shall have the authority to affix such seal to and attest all contracts and instruments authorized to be executed by the Board.
- (j) **Treasurer.** The Treasurer shall be authorized to invest or cause to be invested all surplus funds or other available funds of the District in permitted investments authorized by law or as specified by the Board. The Treasurer shall be chairman of the Budget Committee and of the Audit Committee. The Treasurer shall keep

or cause to be kept strict and accurate accounts of all money received by and disbursed for and on behalf of District in permanent records.

- (k) **Vice Presidents and Assistant Secretaries and/or Treasurers.** The Vice Presidents and Assistant Secretaries and/or Treasurers shall have all powers of the offices of President, Secretary and/or Treasurer, as applicable, in the absence of such officers. The Assistant Secretaries and/or Treasurers are also authorized to sign all contracts, deeds, notes, debentures, warrants, checks, and other instruments on behalf of the District. In the event that dual signatures of District officers are required on any instrument, then two (2) different officers shall sign such instrument.
- (l) **Recording Secretary.** The Board shall have the authority to appoint a recording secretary who need not be a member of the Board of Directors, and who shall be responsible for recording all votes and composing a record of the proceedings of the Board in a visual text format that may be transmitted electronically and kept for that purpose, which shall be the official record of the Board. The recording secretary shall not be required to take an oath of office, nor shall the recording secretary be required to post a performance bond.
- (m) **Additional Duties.** The officers of the Board shall perform such other duties and functions as may, from time to time, be required by the Board, by the Bylaws or rules and regulations of the District, by law, or by special exigencies, which shall later be ratified by the Board.
- (n) **Manager or Administrator.** The Board may appoint a manager or contract with an administrator to serve for such term and upon such conditions, including compensation, as the Board may establish. Such manager or administrator shall have general supervision over the administration of the affairs, employees and business of the District and shall be charged with the hiring and discharging of employees and the management of District properties. Such manager or administrator shall have the care and custody of the general funds of the District and shall deposit or cause to be deposited the same in the name of District in such banks or savings associations as the Board may select. Such manager or administrator will approve all vouchers, orders and checks for payment, and shall keep or cause to be kept regular books of account of all District transactions and shall obtain, at the District's expense, such bond for the faithful performance of its duties as the Board may designate. The Board may delegate such powers and duties to the manager or administrator as it deems appropriate.
- (o) **Personnel Selection and Tenure.** The selection of agents, employees, engineers, accountants, special consultants and attorneys of the District by the Board will be based upon the relative qualifications and capabilities of the applicants and shall not be based on political services or affiliations. Agents and employees shall hold their offices at the pleasure of the Board. Contracts for professional services of engineers, accountants, special consultants and attorneys may be entered into on such terms and conditions as may seem reasonable and proper to the Board.

Section 9. FINANCIAL ADMINISTRATION.

- (a) **Fiscal Year.** The fiscal year of the District shall commence on January 1st of each year and end on December 31st.
- (b) **Budget Committee.** The Board may, if it so desires, establish a Budget Committee composed of the Treasurer, a member of the Board appointed by the President, and the District's administrator, if any, which shall be responsible for preparation of the annual budget of the District and such other matters as may be assigned to it by the President or the Board.
- (c) **Budget.** On or before October 15th of each year, the Budget Committee shall prepare and submit to the Board a proposed budget for the ensuing fiscal year. Such proposed budget shall be accompanied by a statement which shall describe the important features of the budget plan and by a general summary wherein shall be set forth the aggregate features of the budget in such manner as to show the balanced relations between the total proposed expenditures and the total anticipated income or other means of financing the proposed budget for the ensuing fiscal year, as contrasted with the corresponding figures for the last completed fiscal year and the current fiscal year. It shall be supported by explanatory schedules or statements classifying the expenditures contained therein by services, subjects and funds. The anticipated income of the District shall be classified according to the nature of receipts.
- (d) **Notice of Budget.** Upon receipt of the proposed budget, the Board shall cause to be published a notice that the proposed budget is open for inspection by the public at the business office; that the Board will consider the adoption of the proposed budget at a public hearing on a certain date; and that any interested elector may inspect the proposed budget and file or register any objections thereto at any time prior to its final adoption. Notice shall be posted or published in substantial compliance with law.
- (e) **Adoption of Budget.** On the day set for consideration of such proposed budget, the Board shall review the proposed budget and revise, alter, increase or decrease the items as it deems necessary in view of the needs of the District and the probable income of the District. The Board shall then adopt a budget, either during the budget hearing or at a later date and time to be set by the Board, setting forth the expenditures to be made in the ensuing fiscal year. The Board shall provide for sufficient revenues to finance budgeted expenditures with special consideration given to the proposed ad valorem property tax levy.
- (f) **Levy and Collection of Taxes.** On or before December 15th of each year, the Board shall certify to the Board of County Commissioners of the County or Counties in which the District is located the mill levy established for the ensuing fiscal year, in order that, at the time and in the manner required by law for the levying of taxes, such Commissioners shall levy such tax upon the assessed valuation of all taxable property within District.

- (g) **Filing of Budget.** On or before January 30th of each year, the Board shall cause a certified copy of such budget to be filed with the Division of Local Government in the Colorado Department of Local Affairs.
- (h) **Appropriating Resolution.**
- (i) At the time of adoption of the budget, the Board shall enact a resolution making appropriations for the ensuing fiscal year. The amounts appropriated thereunder shall not exceed the amounts fixed therefor in the adopted budget.
 - (ii) The income of the District, as estimated in the budget and as provided for in the tax levy resolution and other revenue and borrowing resolutions, shall be allocated in the amounts and according to the funds specified in the budget for the purpose of meeting the expenditures authorized by the appropriation resolution.
 - (iii) The Board may make an appropriation to and for a contingent fund to be used in cases of emergency or other unforeseen contingencies.
- (i) **No Contract to Exceed Appropriation.** The Board shall have no authority to enter into any contract, or otherwise bind or obligate the District to any liability for payment of money for any purposes, for which provision is not made in an appropriation resolution, including any legally authorized amendment thereto, in excess of the amounts of such appropriation for that fiscal year. Any contract, verbal or written, contrary to the terms of this Section shall be void ab initio, and no District funds shall be expended in payment of such contracts.
- (j) **Contingencies.**
- (i) In cases of emergency caused by a natural disaster, public enemy, or other contingency which could not reasonably have been foreseen at the time of the adoption of the budget, the Board may authorize the expenditure of funds in excess of the budget by resolution duly adopted by a two-third (2/3rd) vote of the Board. Such resolution shall set forth in full the facts concerning the emergency and shall be included in the minutes of such meeting.
 - (ii) If so enacted, a copy of the resolution authorizing additional expenditures shall be filed with the Division of Local Government in the Colorado Department of Local Affairs and shall be published in compliance with statutory requirements.
- (k) **Payment of Contingencies.**
- (i) If there is unexpended or uncommitted money in funds other than those to which the emergency relates, the Board shall transfer such available money to the fund from which the emergency expenditure is to be paid.

- (ii) To the extent that transferable funds are insufficient to meet the emergency appropriation, the Board may borrow money through (a) the issuance of tax anticipation warrants, to the extent that the mill levy authority of the District is available as provided by law, or (b) the issuance of bond anticipation notes payable from future bond proceeds or operating revenue, or (c) any other lawful and approved method.

(I) Annual Audit.

- (i) The Board shall cause an annual audit (or exemption from audit) to be made at the end of each fiscal year of all financial affairs of the District through December 31st of such fiscal year. In all events (unless an extension is obtained), the audit report must be submitted to the Board within six (6) months of the close of such fiscal year or as otherwise provided by law. Such audit shall be conducted in accordance with generally accepted auditing standards by a registered or certified public accountant, who has not maintained the books, records and accounts of District during the fiscal year. The auditor shall prepare, and certify as to its accuracy, an audit report, including a financial statement and balance sheet based on such audit, an unqualified opinion or qualified opinion with explanations, and a full disclosure of any violation of Colorado law pursuant to statutory requirements.
- (ii) A copy of the audit report shall be maintained by the District as a public record for public inspection at all reasonable times.
- (iii) A copy of the audit report shall be forwarded to the State Auditor or other appropriate State official pursuant to statutory requirements.
- (iv) Notwithstanding the foregoing audit requirement, the Board may file for an application from exemption from audit if the statutory criteria are met.

Section 10. CORPORATE SEAL. The seal of the District shall be a circle containing the name of the District and shall be used on all documents and in such manner as seals generally are used by public and private corporations. The Secretary shall keep, or cause to be kept, the seal and shall be responsible for its safe keeping and care.

Section 11. DISCLOSURE OF CONFLICT OF INTEREST. A potential conflict of interest of any Director shall be disclosed in accordance with State law, particularly Article 18 of Title 24, C.R.S., and Sections 32-1-902(3) and 18-8-308, C.R.S.

Section 12. COMPENSATION. Each Director shall receive the maximum compensation authorized by statute, unless otherwise determined by the Board. No Director shall receive compensation as an employee of the District, except as may be provided by statute.

Section 13. INDEMNIFICATION OF DIRECTORS AND EMPLOYEES. The District shall defend, hold harmless and indemnify any Director, officer, agent, or employee, whether elective or appointive, against any tort or liability, claim or demand, without limitation,

arising out of any alleged act or omission occurring during the performance of official duty, as more fully defined by law or by an indemnification resolution, if any. The provisions of this Section shall be supplemental and subject to and, to the extent of any inconsistency therewith, shall be modified by the provisions of the Colorado Governmental Immunity Act, 24-10-101, et seq., C.R.S.

Section 14. **BIDDING AND CONTRACTING PROCEDURES.** Except in cases in which the District will receive aid from a government agency, a notice shall be published for bids on all construction contracts for work or material, or both, involving an expense of \$60,000 or more of District funds. The Board may reject any and all bids, and if it appears that the District can perform the work or secure material for less than the lowest bid, it may proceed to do so in accordance with law. Notwithstanding the foregoing, the District may award an integrated project delivery contract pursuant to § 32-1-1801, *et seq.*, C.R.S. upon (i) the determination of the Board that integrated project delivery represents a timely or cost-effective alternative for a project; (ii) publication of a request for qualifications and/or request for proposals; and (iii) compliance with Part 18 of Article 1, Title 32, C.R.S. All other statutory requirements relating to performance bonds, retainage, and similar matters shall also be complied with.

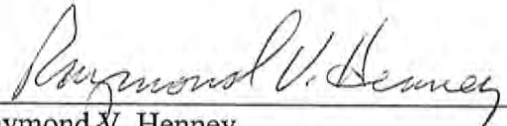
Section 15. **RECORDS MANAGEMENT.** The District shall comply with, and adopt and maintain policies as necessary for compliance with, applicable records retention, destruction, and disclosure requirements, including the Colorado Open Records Act, State Archives and Public Records law, and various consumer privacy legislation. The District manager or his or her designee is hereby designated as the Official Custodian of Records pursuant to the Open Records Act. In the event there is any question as to whether the District is permitted to comply with an Open Records Act request, the Custodian of Records shall forward such request to the District's legal counsel. Copies of records shall be furnished at a cost to be established by the Board from time to time, but not to exceed the limit authorized by law, which at the present time is \$.25 per standard page. The charge for providing a copy, printout or photograph of a public record in a format other than a standard page will be assessed at the actual cost of production. Additionally, in those cases where the location or existence of specific documents must be researched and the documents must be retrieved, sorted or reviewed for applicability to the request, and such process requires more than one hour of staff time, the Custodian may charge a research and retrieval fee after the first hour in an amount not to exceed thirty dollars (\$30.00) per hour. The Custodian will not impose a charge for the first hour of time expended in connection with the research and retrieval of public records.

Section 16. **MODIFICATION OF BYLAWS.** These Bylaws may be altered, amended or repealed at any regular or special meeting of the Board to become effective immediately or at a subsequent date.

Section 17. **SEVERABILITY.** If any part or provision of these Bylaws is adjudged to be unenforceable or invalid, such judgment shall not affect, impair or invalidate the remaining provisions of these Bylaws, it being the Board's intention that the various provisions hereof are severable.

Section 18. TERMINATION OF PRIOR BYLAWS. These Bylaws amend, supersede and replace in their entirety all prior Bylaws, and any amendments thereto, previously adopted by the Board of Directors.

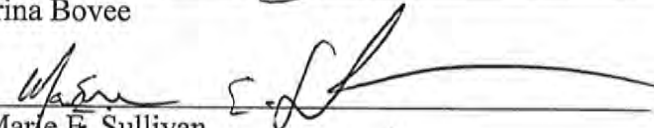
ADOPTED this 20th day of February, 2019, by the Board of Directors of the Holly Hills Water and Sanitation District.



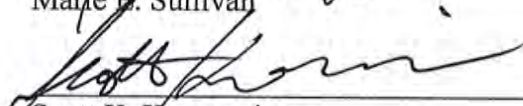
Raymond V. Henney




Irina Bovee



Marie E. Sullivan



Scott K. Kemmeries



Thomas E. Thomasson

RESOLUTION NO. 2019-02-2

**HOLLY HILLS WATER AND SANITATION DISTRICT
ARAPAHOE AND DENVER COUNTIES, COLORADO**

**A RESOLUTION INCREASING THE WASTEWATER SERVICE FEE FOR THE
HOLLY HILLS WATER AND SANITATION DISTRICT FOR THE SECOND
QUARTER OF 2019**

WHEREAS, pursuant to Section 32-1-1001(1)(j)(I) C.R.S., the Board of Directors (“Board”) of the Holly Hills Water and Sanitation District (“District”) has the authority to fix, and from time to time, increase or decrease rates, fees, tolls, penalties or charges for services, programs or facilities furnished by the District; and

WHEREAS, the District operates a wastewater collection system (“System”) for the benefit of inhabitants and property located within and without the District; and

WHEREAS, in connection with the adoption of the District’s 2019 budget and following extensive study and review by the Board, the Board has determined that it is necessary to increase the District’s wastewater service fee effective April 1, 2019; and

WHEREAS, except for certain commercial customers as provided in Resolution 2014-04-1, the wastewater service fee for each property connected to the System is based upon the volume of flow the property is estimated to discharge into the System using the property’s average wintertime water consumption as determined during the months of November, December and January; and

WHEREAS, at least thirty (30) days’ advance notice of the Board’s intention to consider an increase in the District’s wastewater service fee has been provided to the District’s customers in accordance with the provisions of Section 32-1-1001(2)(a), C.R.S. by utilizing the District’s transparency notice that is posted on the publicly-accessible section of the Special District Association of Colorado website.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE HOLLY HILLS WATER AND SANITATION DISTRICT OF ARAPAHOE AND DENVER COUNTIES, COLORADO AS FOLLOWS:

Section 1. Wastewater Service Fee Increase. Effective April 1, 2019, the District’s wastewater service fee shall increase by 5% from \$4.42 per 1000 gallons of estimated flow to \$4.64 per 1000 gallons of estimated flow, provided, however, that all customers shall be subject to a minimum charge for 7,500 gallons of estimated flow per calendar quarter.

Section 2. Public Health and Safety. The adoption of this rate increase as set forth above is necessary for and promotes the public health, welfare and safety of the District’s inhabitants.

Section 3. Duration. The wastewater service fee as increased by this Resolution, shall remain in effect until changed by further action of the Board. If any part or provision of this Resolution is adjudged to be unenforceable or invalid, such judgement shall not effect, impair or invalidate the remaining provisions of this Resolution, it being the Board's intention that the various provisions hereof are severable.

Section 4. Interpretation. The Board, acting through its manager and consultants, and based upon the advice of its engineer and others, reserves the right to interpret and change or rescind this Resolution at any time and in addition, reserves the right to determine the meaning, purpose and effect of this Resolution based upon generally accepted standards, practices and rules of interpretation.

Section 5. Severability. If any part or provision of this Resolution is adjudged to be unenforceable or invalid, such judgment shall not affect, impair or invalidate the remaining provisions of this Resolution, it being the Board's intention that the various provisions hereof are severable

ADOPTED this 20th day of February, 2019.

HOLLY HILLS WATER AND SANITATION
DISTRICT

By: Raymond V. Henney
Raymond V. Henney, Chairman

Attest:

Marie E. Sullivan
Marie E. Sullivan, Secretary/Treasurer