

RECORD OF PROCEEDINGS

MINUTES OF THE BOARD OF WATER COMMISSIONERS

Open Session

December 7, 2011

A duly called Regular Meeting of the Board of Water Commissioners was held Wednesday, December 7, 2011 beginning at 9:10 a.m. in the Board Room, Room 309, 1600 West 12th Avenue, Denver, Colorado. Members of the Board present during the Regular Meeting were:

John R. Lucero, President
H. Gregory Austin, First Vice President
Paula Herzmark, Vice President

Board employees and others present during portions of the Meeting were:

J. S. Lochhead, CEO/Manager	P. L. Wells, General Counsel
A. C. Bricmont, Director of Finance	D. L. Little, Director of Planning
S.C. Covington, Director of Public Affairs	J.A. Anderson, Director of Customer Relations
B. D. Good, Deputy Manager of Organizational Development	T. Roode, Director of Operations and Maintenance
R. J. Mahoney, Director of Engineering	C. R. Dermody, Director of Information Technology
C. Elam-Floyd, Director of Human Resources	T. L. McGuire-Collier, Manager of Community and Media Relations
P. B. Coleman, Manager of Internal Auditing	M. L. Walker, Attorney
A. Holmquist, Recycled Water Program Manager	B. E. Pederson, Manager of Real Estate
D. Wyman, Distribution Projects Coordinator	A. Chotiner, Accountant
D. Hamm, Staff Analyst	T. Hassman, Purchasing

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G. E. Gulley, Engineer	N. C. Carlson, Planner
J. A. Sloan, Community Relations Specialist	T. Chavez, Community Affairs Specialist
R. Wirth, Supervisor of Treasury Operations	G. Wilcox, Manager of Budgeting
P. A. Carey, Manager of Purchasing and Contracting	C. R. Moe, Engineer
A. J. Crouch, Hydraulic Engineer	G. Fisher, Manager of Demand Planning
J.A. Figurelli, Budget Analyst	M. O'Neill, Manager of Accounting
M. D. Waage, Manager of Water Resource Planning	L. Billeter, Staff Analyst
D. J. Arnold, Attorney	T.K. Segura, Budget Analyst
S. N. Niemi, Rate Analyst	M. K. Frishman, Attorney
A. J. Chavez, Staff Analyst	C. N. Strother, Engineer
A. L. Alexander, Purchasing	C. L. Cervantez, Purchasing
K. M. Balu, Purchasing	E. Helgeson, Purchasing
Mike Sukle, Sukle Advertising	Joseph Martinez, Citizens' Advisory Committee Candidate

Commissioner Lucero called the meeting to order.

Upon motion regularly made, seconded and unanimously carried, Commissioners Gougeon and Tate were found to be absent for substantial cause and were excused.

Upon motion regularly made, seconded and unanimously carried, the reading of the Minutes of the Regular Meetings of November 9 and 16, 2011 was dispensed with and such Minutes were approved.

Upon motion regularly made, seconded and unanimously carried, the Minutes of the Executive Sessions of November 9 and November 16, 2011 were approved.

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Annual Meeting

Commissioner Lucero announced the Annual Meeting of the Board of Water Commissioners had been postponed to December 14, 2011 at 9:00 a.m.

Public Comment

Commissioner Lucero invited members of the public to comment to the Board on any matters not included in the Agenda for the meeting. There was no response.

Upon motion regularly made, seconded and unanimously carried by the Commissioners then present, unless otherwise noted, the Board acted upon the following agenda items:

1. **ITEM V-A-1: HUMAN RESOURCE CHANGES**

Approved the human resource changes set forth in Agenda Item V-A-1 dated December 7, 2011, a copy of which is attached to and incorporated in these Minutes as Exhibit "A," effective the pay period ending **November 25, 2011** unless otherwise noted.

2. **ITEM V-A-2: EMPLOYEES ELIGIBLE FOR REGULAR STATUS**

The following employee was classified as a regular employee of the Board, with all rights and privileges thereof, effective **December 1, 2011**, unless otherwise noted:

Employee Name	Employment Date	Retirement Plan Participation Date <i>Unless otherwise noted^</i>	Division/Section
Garrett Berg	05/31/2011	05/31/2011	Treasury Operations #110

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3. **ITEM V-A-3: SELECTION OF INVESTMENT CONSULTANT FOR DEFINED CONTRIBUTION PLANS**

Approved entering into a three year contract with Cook Street Consulting, Inc. to provide investment consulting services to the Defined Contribution Plans included in Denver Water's Retirement Program at a retainer of \$12,500 per quarter.

4. **ITEM V-A-4: CONTRACT FOR CONSULTING SERVICES WITH GBSM, INC.**

Approved entering into a Contract with GBSM, Inc., to provide strategic policy and issues management counsel to the Board and Staff for calendar year 2012 at a cost not to exceed \$250,000, all as more particularly described in the Agreement, a copy of which is attached to and incorporated in these Minutes as Exhibit "B."

5. **ITEM V-A-5: CONTRACTS SCHEDULED TO RENEW AND/OR REQUIRE ADDITIONAL FUNDING IN THE 1ST QUARTER 2012**

Approved renewal or additional funding for the following contracts:

Contract with Bloomberg LP to license and lease software and equipment for the contract period January 6, 2012 through January 6, 2013, at an additional cost of \$25,000;

Contract with Western Union to provide electronic bill presentment and bill payment services, for the contract period March 31, 2012 to March 31, 2013, at an additional cost of \$936,000;

Contract with ITRON, Inc. to provide meter reading software maintenance for the contract period March 31, 2012 to March 31, 2013, at an additional cost of \$60,000;

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Contract with Informatica Corp to provide data analysis software through December 31, 2012, at an additional cost of \$2,000;

Contract with LabWare, Inc., to provide LIMS software and maintenance for the contract period ending October 20, 2012, at an additional cost of \$2,000;

Contract with JD Edwards (Oracle) to provide OneWorld software for the contract period January 1, 2012 to January 1, 2013, at an additional cost of \$150,000;

Contract with Extream Software (Hewlett-Packard) to provide dialogue software for the contract period January 1, 2012 to January 1, 2013, at an additional cost of \$67,000;

Contract with Oracle Corporation to provide CC&B Software for the contract period January 1, 2012 to January 1, 2013, at an additional cost of \$350,000;

Contract with CAD-1, Inc. to provide AutoCad software for the contract period March 31, 2012 to March 31, 2013 at an additional cost of \$65,000; and

Contract with Checkpoint Software Technologies to provide Smart Defense software for the contract period January 1, 2012 to January 1, 2013, at an additional cost of \$140,000,

all as more particularly described in the attachment to Agenda Item V-A-5, dated December 7, 2011, a copy of which is attached to and incorporated in these Minutes as Exhibit "C."

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6. **ITEM V-A-6: AUTHORIZATION OF ADDITIONAL FUNDS AND EXTENSION OF CONTRACT FOR SOCIAL MARKETING SERVICES**

Approved the Second Amendment to Agreement with Suple Advertising and Design, (Contract No. 12594A), amending the January 13, 2010 Agreement to extend the date for completion of work to December 31, 2012 and increasing the compensation by \$650,000, to a total amended compensation amount not to exceed \$2,110,000, all as more particularly described in the Second Amendment, a copy of which is attached to and incorporated in these Minutes as Exhibit "D."

7. **ITEM V-A-7: AUTHORIZATION OF ADDITIONAL FUNDS AND EXTENSION OF CONTRACT TO PROVIDE NALCO POLYMERS**

Authorized amendment of the January 1, 2010 contract with Nalco Company, (Contract No. 12591A), to furnish Nalclear 8181, a nonionic polymer used as a filtration aid in the water treatment process through December 31, 2013, for an additional \$230,000, and a total amended contract amount not to exceed \$450,000.

8. **ITEM V-A-8: CONTRACT EXTENSION WITH CORPORATE NET SERVICES, INC.**

Approved extending the November 2010 Contract with Corporate Net Services, Inc. (Contract No. 11373A), to provide the services of John Carleton for up to 1,000 hours in 2012, at the existing rate of \$150 per hour, for a total amended contract not to exceed \$885,000.

In response to questions from the Commissioners, Mr. Dermody explained that Mr. Carleton's role for 2012 will be primarily related to development of infrastructure for the 2012 Disaster Recovery Project.

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9. **ITEM V-A-9: AUTHORIZATION OF ADDITIONAL FUNDS FOR BILL PRINTING EQUIPMENT AND SERVICES**

Authorized \$180,000 of additional funds for the lease of a high-capacity Xerox HLC-180 color printer, pursuant to the January 2007 contract with Xerox Corporation, Contract No. 10601A, for a total amended contract amount of \$1,312,000.

10. **ITEM V-A-10: AWARD OF CONTRACT FOR THE FOOTHILLS WATER TREATMENT PLANT ROOF DRAIN STORM SEWER PROJECT**

Authorized award of a contract to T. Lowell Construction, Inc., for the Foothills Water Treatment Plant Roof Drain Storm Sewer Project, at a cost to the Board of \$165,000.

11. **ITEM V-A-11: AWARD OF CONTRACT FOR MOFFAT TREATMENT PLANT 2012 STRUCTURAL IMPROVEMENTS PROJECT**

Authorized award of a contract to Restruction Corporation for construction of the Moffat Treatment Plant 2012 Structural Improvements Project, at a cost of \$348,370.25.

12. **ITEM V-A-12: AGREEMENT WITH THE COLORADO DEPARTMENT OF TRANSPORTATION FOR THE FEDERAL BOULEVARD BRIDGE OVER COLFAX AVENUE PROJECT AND THE RELOCATION OF CONDUIT NO. 1**

Authorized execution of a standard utility agreement with the Colorado Department of Transportation to receive \$516,500 for the 2013 relocation of Conduit No. 1. Denver Water will use the funds to relocate Conduit 1 because of the construction of a new Federal Boulevard Bridge over Colfax Avenue. A copy of the Agreement is attached to and incorporated in these Minutes as Exhibit "E."

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13. **ITEM V-A-13: FIRST AMENDMENT TO AGREEMENT WITH RJH CONSULTANTS FOR LUPTON LAKES SLOPE AND LINER DESIGN**

Authorized the First Amendment to the September 9, 2009 Agreement with RJH Consultants, Inc., Agreement 12488A, to complete a 30% design for the slopes and liner for the Lupton Lakes Gravel Pit complex, at a cost to the Board of \$160,254, all as more particularly described in the First Amendment, a copy of which is attached to and incorporated in these Minutes as Exhibit "F."

14. **ITEM V-A-14: RATIFICATION OF CONSTRUCTION CONTRACT CHANGE ORDERS AND AMENDMENTS TO AGREEMENTS**

Ratified Construction Contract Change Orders and Amendments to Agreements authorized by the CEO/Manager in October and November 2011 as follows:

Change Order No. 6 to the contract with Moltz Constructors, LLC, for the Williams Fork Reservoir Small Hydro/Outlet Works Project, contract 11596A;

Change Order No. 5 to the contract with Concrete Works of Colorado, Inc., to furnish and install a portion of Conduit No.74 and certain 12 inch and 16 inch water mains in Smith Road near Havana Street;

Change Order No. 5 to the contract with Reynolds, Inc., to furnish and install a portion of Conduit No. 302, a 36-inch recycled water pipeline, contract 12965A;

Change Order No. 1 to the contract with Garney Construction for the construction of the Lone Tree Basin Reservoir No.2, contract 13057A;

Change Order No. 1 to the contract with K.R. Swerdfeger Construction, Inc., for the construction of a portion of

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Conduit No. 151 in Central Park Boulevard, contract 13120A;

Amendment No. 1 to the contract with Clemens Construction Corp., for the Moffat Water Treatment Plant Headworks Structure CO² storage and feed system upgrade, contract 13200A;

Change Order No. 2 to the contract with White Construction Group, Ltd., for security modifications at Dillon Dam, contract 13225A;

Change Order No. 1 to the contract with United Materials, Inc., for roof replacements at Hillcrest and Cherry Hills Pump Stations, contract 13354A;

Change Order No. 2 to the contract with Concrete Express, Inc., for the Fraser River Settling Basin Improvements Project, Contract 13591A;

Change Order No. 1 to the contract with BT Construction for the 2011 Inactive Tap Cleanup Project, Contract 13600A;

First Amendment to Agreement 13638A with Paragon Land Consultants, Inc., for surveying services at Denver International Airport;

First Amendment to Task Order Agreement 11141R with URS Corporation for sampling the sediment stockpile from Strontia Springs Reservoir;

Fourth Amendment to Agreement 12767A with Applegate Group, Inc., for the Harriman Dam Final Design;

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First Amendment to Contract 13857A with Restruction Corporation for the Williams Fork Dam Spillway Repair Project; and

First Amendment to Agreement 13547A with Professional Security, LLC to provide armed guard security services,

all as more particularly described in the Attachment to Item V-A-14, dated December 7, 2011, a copy of which is attached to and incorporated in these Minutes as Exhibit "G."

15. **ITEM V-B-1: AMENDMENT TO BOARD BYLAWS DEALING WITH REQUESTS FOR DONATIONS**

Consideration of this matter was tabled to the December 14, 2011 meeting.

16. **ITEM V-C-1: INTERGOVERNMENTAL AGREEMENT BETWEEN DENVER WATER AND CITY OF LITTLETON**

Approved entering into an Intergovernmental Agreement with the City of Littleton, pursuant to which Denver Water will reimburse the City of Littleton up to \$400,000 to assist in conversion of the Geneva Park/City Center Complex from potable to non-potable irrigation, all as more particularly described in Exhibit "H" attached to and incorporated in these Minutes.

Ms. Wells explained the agreement is in furtherance of the obligations of the parties pursuant to the March 9, 2011 Water Service Agreement. Ms. Wells then introduced Dan Arnold who described the alternate non-potable supplies which will be used to meet the needs of the City Complex. Mr. Arnold explained Littleton will permanently cut off and cap all branch lines at the park which currently provide treated water for irrigation purposes and which have been used to fill the Lake at Geneva Park. Littleton has responsibility for the design and installation of all infrastructure necessary for the system. Denver Water will reimburse invoices submitted based upon progress in completing the conversion project.

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17. **ITEM V-C-2: AGREEMENT WITH THE DENVER ZOO**

Authorized entering into an Agreement with the Denver Zoological Foundation and the City and County of Denver regarding the obligations of the parties for the supply of water to the Denver Zoo's private water system from both potable and recycled sources, all as more particularly described in the Agreement, a copy of which is attached to and incorporated in these Minutes as Exhibit "I."

Ms. Anderson introduced Cindy Moe, who explained both the need for the Agreement and the operations resulting from the Agreement. Ms. Moe noted the difficulty of Denver Water owning and operating the water system within the Zoo, the need for adequate fire protection and the complexity of the water service system which has been installed over the years. Ms. Moe explained Denver Water will operate a system around the perimeter of the Zoo, while the Zoo manages both the potable and non-potable systems within the Zoo boundary. Denver Water will annually inspect the hydrants and provide notification to both the Zoo and the Denver Fire Department of the need to maintain individual hydrants. Denver Water will continue to provide water quality testing for both the potable and recycled systems. Pursuant to the Agreement, Denver Water will construct new metering facilities necessary to supply water to the Zoo. \$200,000 has been included in the 2012 Budget to develop and construct the necessary facilities.

The Commissioners questioned the Zoo's ability to monitor water quality and cross-connections. Ms. Wells explained the Zoo will be treated the same as other private water systems. The Zoo will maintain its private system, including installation and maintenance of all backflow prevention devices necessary for compliance with all drinking water requirements. Following completion of the necessary improvements, Denver Water will have three points of connection with the Zoo's private water system and each point of connection will be metered and outfitted with the necessary backflow prevention devices.

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18. **ITEM V-E-1: AGREEMENT WITH GRAND RIVER CONSULTING FOR DENVER WATER'S SHARE OF CONSULTING COSTS PERFORMED FOR THE FRONT RANGE WATER COUNCIL**

Authorized entering into a consulting agreement with Grand River Consulting Corporation, by which the consultant will provide technical support to the *Front Range Water Council*. Pursuant to the terms of the Agreement, a copy of which is attached to and incorporated in these Minutes as Exhibit "J," Denver Water's share of costs of consulting services will be a maximum of \$60,000 per year for both 2011 and 2012.

Mr. Waage explained the Council is made up of representatives from Denver Water, Northern Water, Aurora Water, Colorado Springs Utilities, Pueblo Board of Waterworks, Southeastern Colorado Water Conservancy District and the Twin Lakes Reservoir and Canal Company. Mr. Waage explained the Council has engaged Grand River Consulting to provide various technical studies, including analysis of water availability from the Colorado River, statewide water planning, planning for future supply and developing innovative and mutually beneficial agricultural and urban water sharing methods.

19. **ITEM V-E-2: FIRST AMENDMENT TO CONSULTING SERVICES AGREEMENT WITH RICK CORBIN**

Authorized the First Amendment to the December 20, 2010 consulting agreement with Rick Corbin, Contract 13405A, by which Mr. Corbin will assist and support Denver Water's corrosion control efforts through 2012 at an additional cost of \$78,000, for a total amended compensation not to exceed \$155,756, all as more particularly described in the First Amendment, a copy of which is attached to and incorporated in these Minutes as Exhibit "K."

Ms. Cay Strother explained Mr. Corbin has provided services to Denver Water since 2008. Mr. Corbin, who is a certified senior corrosion technologist, provides corrosion expertise and support. The Engineering Division's plans for 2012 include hiring fulltime employee to take over the responsibilities which have been supported by Mr. Corbin. Ms. Strother noted Mr. Corbin's knowledge of Denver Water's system is invaluable and he will

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transition out of the consulting role as the new employee takes on the corrosion control responsibilities.

20. **ITEM V-E-3: REGIONAL TRANSPORTATION DISTRICT
FASTRACKS/EAGLE P-3 PROJECT PAYMENT FOR WORK PERFORMED
BY THE REGIONAL TRANSPORTATION DISTRICT**

Approved payment of \$914,040.01 to the Regional Transportation District for work completed in 2011 pursuant to the Fastracks Eagle P-3 Utility Agreement, Agreement 12208A.

Mr. Wyman explained Denver Water is responsible for reimbursing RTD for relocation work performed by the District. RTD invoices Denver Water the actual cost of the relocation. The relocation work was originally scheduled for 2012, however, RTD is ahead of schedule. Denver Water's budget will permit reimbursement of the costs in 2011. Relocation responsibilities for both Denver Water and RTD extend into 2013.

21. **ITEM VI-D-1: DISCUSSION AND INFORMATION: CITIZENS'
ADVISORY COMMITTEE APPOINTMENTS**

Mr. Sloan explained the Board had received recommendations from the CAC for reappointment of several individuals to the Committee. In addition, the Committee forwarded the names of two candidates to the Board to fill the vacancy created by Ms. Carol Paces' completion of term, as representative for Denver residents. The candidates who were in attendance were invited to introduce themselves.

Joseph Martinez, a 25 year resident currently residing in the Green Valley Ranch area spoke briefly concerning his interest in serving on the CAC. Mr. Martinez described his interest in the potential impact on the groundwater supplies of oil and gas of fracking operations. He also spoke regarding rate increases.

Mr. Sloan explained the other candidate, Ms. Bott, was unable to attend the meeting due to a conflict.

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Commissioner Lucero explained the Board would normally meet in Executive Session to discuss the appointments. Because of the desire that all Commissioners participate in such deliberations, the discussion of all candidates would take place on December 14. Following the December 14 Executive Session, the Board will announce its decision.

Following Mr. Martinez' comments, Commissioner Lucero excused himself from the meeting because of a previous engagement.

22. **ITEM VI-F-1: DISCUSSION AND INFORMATION: REVIEW OF PROPERTY BURDENS AND DISPOSALS — 4TH QUARTER 2011**

The Board received a report outlining various property transactions authorized by the CEO/Manager or his designees in the Fourth Quarter 2011, a copy of which is attached to and incorporated in these Minutes as Exhibit "L."

23. **ITEM VI-F-2: DISCUSSION AND INFORMATION: STATUS OF THE INVESTMENT PORTFOLIO**

The Commissioners received the report, "Denver Water Monthly Investment Portfolio Report as of November 30, 2011" as set forth in Agenda Item VI-F-2 dated December 7, 2011, a copy of which is attached to and incorporated in these Minutes as Exhibit "M."

24. **ITEM VI-F-3: DISCUSSION AND INFORMATION: BUDGET STATUS REPORT**

The Commissioners received the 2011 Year-to-Date Board Budget Status Summary for the period ending **November 30, 2011**, a copy of which is attached to and incorporated in these Minutes as Exhibit "N."

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25. **ITEM VI-B-1: DISCUSSION AND INFORMATION: MANAGEMENT ISSUES: BUDGET ROADMAP**

Ms. Bricmont introduced Greg Fisher, Gregg Moore and Grace Wilcox and explained the ad-hoc committee had prepared a proposed budget process which would be implemented on a trial run basis in 2012. The goal is to change the budgeting process in order to allow the Board to focus on policy matters, provide strategic direction and approval of large projects and programs. Ms. Fisher and Ms. Wilcox then described a process identifying direct links to the Strategic Plan with measurable standards for all projects and programs, including Board review at strategic intervals. The objective of the process would be to create a long term budget with sequenced projects which would be reviewed and adopted by the Board. An outcome of the process will permit earlier implementation of the financial planning process used to adopt rates and budgets. Ms. Wilcox noted that although the first efforts of the Committee were to adopt a budgeting process for capital budgets, the long term goal is to make the program adaptable to both the capital and operating budgets. The Commissioners were complimentary of the presentation and reiterated their desire to better use Board time and efforts in focusing on long range goals.

26. **ITEM VI-B-2: DISCUSSION AND INFORMATION: MANAGEMENT ISSUES: PURCHASING AND CONTRACTING UPDATE**

Ms. Bricmont introduced Paul Carey, Manager of Purchasing and Contracting. Mr. Carey introduced Tony Hassman, Dawn Hamm, Antoinette Chavez, Erik Helgeson, Amy Alexander, Kellie Balu, and Crystal Cervantez. Mr. Carey noted the 2011 accomplishments and the strategic focus of the purchasing and contracting function for 2012. He then provided an example of a pricing formula strategy which would be used in contracting for supplies. The pricing formula strategy incorporates commodity pricing and cost indices and is expected to protect both Denver Water and its suppliers from inflationary changes.

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27. **ITEM VI-G-1: SCHEDULING OF FUTURE BOARD MEETINGS**

The Board confirmed a combination action meeting/study session will take place on **Wednesday, December 14, 2011**, at **7:30 a.m.** in the Board Room, Room 309, 1600 W. 12th Avenue, Denver, Colorado. The topics to be discussed will be posted prior to the meeting. A portion of the meeting will take place in Executive Session.

The Board confirmed that the first regular meeting for 2012 would take place on **Wednesday, January 11, 2012**, at **9:00 a.m.** in the Board Room, Room 309, 1600 W. 12th Avenue, Denver, Colorado.

No further business appearing, the Board voted unanimously to adjourn into Executive Session at approximately 10:44 a.m.

EXECUTIVE SESSION

On Wednesday, December 7, 2011, commencing approximately at 10:44 a.m. in the Board Room, Room 309, 1600 West 12th Avenue, Denver, Colorado, the Board of Water Commissioners met in Executive Session. The following matters which are authorized by C.R.S. § 24-6-402 or D.R.M.C. § 2-34 were discussed during the Executive Session:

1. Attorney-Client Matters § 24-6-402(4)(b)

There being nothing further for the Board to consider, the Executive Session concluded at approximately 11:02 a.m.


Secretary


President