

RECORD OF PROCEEDINGS

MINUTES OF THE BOARD OF WATER COMMISSIONERS

Open Session

March 11, 2009

A duly called Regular Meeting of the Board of Water Commissioners was held Wednesday, March 11, 2009 beginning at 9:25 a.m. in the Board Room, Room 309, 1600 West 12th Avenue, Denver, Colorado. Members of the Board present during the Regular Meeting were:

Penfield W. Tate, III, President
John R. Lucero, First Vice President
Thomas A. Gougeon, Vice President
George B. Beardsley, Vice President

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

H. J. Barry, Manager
P. L. Wells, General Counsel
D. B. LaFrance, Director of Finance
D. L. Little, Director of Planning
M. L. Bassett, Director of Public Affairs
B. D. Good, Director of Operations & Maintenance
R. J. Mahoney, Director of Engineering
C. R. Dermody, Director of Information Technology
C. Elam-Floyd, Manager of Human Resources
J. H. Bambei, Jr., Chief of Engineering
A. T. Spaulding, Manager of Purchasing
M. L. Walker, Attorney
T. M. LaPan, Conservation Specialist
John Wright, Manager of Rate Administration
C. Fikan, Contract Support Technician
J. H. Weldon, Engineer
A. Rettig, Treasury Analyst
E. E. Weeams, Maintenance Supervisor

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M. West, Fleet Operations Administrator
A. Depperschmidt, Community Affairs Specialist
J. Ross, Engineer
S. Chesney, Community Affairs Specialist
R. Wirth, Supervisor of Treasury Operations
B. Cabral-Lopez, Records Technician
M. Frishman, Attorney
R. Delgado, Accounting Technician
T. Myers, Engineer
J. Buerkle, Purchasing Agent
P. Williams, Administrative Executive Assistant, Representing the Black
History Month Committee
L. Billeter, Staff Analyst
J. Weldon, Engineer
L. Cesario, Engineer
A. Dobson, Engineering Records Technician
P. Hahler, Administrative Assistant, Health Promotion
Carol Pace, Citizens' Advisory Committee
Jackie Davis, Colorado Association of Black Professional Engineers and
Scientists
Kimberly Wallace, Colorado Association of Black Professional Engineers and
Scientists
Steve Price, AECOM, USA

Commissioner Tate called the meeting to order.

Upon motion regularly made, seconded and unanimously carried, the reading of the Minutes of the Regular Meetings of February 11 and February 25, 2009 was dispensed with and such Minutes were approved.

Upon motion regularly made, seconded and unanimously carried, the Minutes of the Executive Sessions of February 11 and February 25, 2009 were approved.

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PUBLIC COMMENT

Commissioner Tate asked if there were any comments from members of the public regarding matters not on the Board's Agenda. There was no response.

CEREMONY

Commissioner Tate, on behalf of the employees of Denver Water, presented a \$1,000 check to Ms. Jackie Davis, representing the Colorado Association of Black Professional Engineers and Scientists. Commissioner Tate explained, as a part of the month-long celebration of the Black History Month celebrating contributions of African-Americans to the local and national well-being, Denver Water employees had raised money to be used for a scholarship for a deserving student interested in majoring in engineering or science. Jeremy Ross, and Pat Williams and assisted in the presentation.

Ms. Davis thanked Commissioner Tate, and the Denver Water employees for their contributions. Ms. Davis then introduced Kimberly Wallace, the new Executive Director of the CABPES, who presented to Commissioner Tate, on behalf of Denver Water, with CABPES' Visionary Award for Community Excellence. Ms. Wallace commented regarding the efforts of Denver Water Staff to engage students in a better understanding of the need for engineers and scientists in the operation of a water utility. Ms. Wallace noted that the CABPES' 28th Annual Banquet would be held May 2, and invited the Commissioners, Staff, and Denver Water employees to attend. Commissioner Tate thanked Ms. Davis and Ms. Wallace for the work of their organization and for the recognition.

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

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

Approved the human resource changes set forth in Agenda Item V-A-1 dated March 11, 2009, a copy of which is attached to and incorporated in these Minutes as Exhibit "A," effective the pay period ending February 20, 2009 unless otherwise noted.

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

The following employees were classified as regular employees of the Board, with all rights and privileges thereof, effective **March 1, 2009**, unless otherwise noted:

| Employee Name | Employment Date | Retirement Plan Participation Date <i>Unless otherwise noted*</i> | Division/Section |
|----------------------|------------------------|---|-------------------------------------|
| Ann Depperschmidt | 09/02/9008 | 09/02/2008 | Community Relations #021 |
| Laurna Kaatz | 08/18/2008 | 08/18/2008 | Water Resources Planning #345 |
| Craig Roth* | 05/27/2008 | 09/06/2008 *Exclude prior service as project status 05/27/2008 to 09/05/2008 | Customer Service – Field #465 |
| Joshua Albert | 06/11/2008 | 06/11/2008 | Foothills #610 |
| Nathan Deveaux | 09/03/2008 | 09/03/2008 | Foothills #610 |
| Dario Diaz | 08/05/2008 | 08/05/2008 | T&D Construction & Maintenance #710 |

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3. **ITEM V-A-3: ANNUAL CONTRACTS SCHEDULED TO RENEW IN THE SECOND QUARTER OF 2009**

The Board approved renewal of the following contracts:

Contract with Western Union Phone Pay Service to provide *electronic* payment services for the period March 31, 2009 to March 31, 2010, at an additional cost of \$700,000;¹

Contract with Metrocall to provide 400 pagers and airtime for the period April 1, 2009 to April 1, 2010, at an additional cost of \$20,000;

Contract with Stellent, Inc., to provide web content management software for the contract period June 27, 2009 to June 27, 2010, for an additional cost of \$11,000;

Contract with ORACLE Corporation to provide data-base software for the contract period May 31, 2009 to May 31, 2010, at an additional cost of \$130,000;

Contract with Check Point to provide Smart Defense Software for the contract period January 1, 2009 to January 2010, for an additional \$8,100; and

Contract with APPLIX Inc., IBM Corp., to provide TM1 Software for the contract period August 1, 2009 to August 1, 2010, at an additional cost of \$13,000,

all as more particularly described in the Attachment to Agenda Item V-A-3, a copy of which is attached to and incorporated in these Minutes as Exhibit "B."

¹ The March 11, 2009 authorization overrides the February 11, 2009 authorization under the same contract.

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4. **ITEM V-A-4: PERSONNEL POLICY CHANGES**

Authorized deletion of Section 8-2, including subsections B-2(1) and B-2(2), Technical Progression, of the Personnel Policies, effective March 11, 2009, as promotions are now available through career progression and job audit processes.

5. **ITEM V-A-5: AGREEMENT WITH WELLS FARGO BANK FOR LOCKBOX SERVICES**

Authorized entering into a contract with Wells Fargo Bank to provide Lockbox Services for the period July 1, 2009 to June 30, 2012, at a cost of approximately \$31,000 per month, subject to annual renewal after the third year, all as more particularly described in the Agreement, a copy of which is attached to and incorporated in these Minutes as Exhibit "C."

In response to questions from Commissioner Tate, Mr. LaFrance explained the cost of lockbox services is expected to increase with implementation of monthly billing. Commissioner Tate asked Staff to investigate opportunities for the service to be provided by other qualified entities prior to the end of the initial three-year term.

6. **ITEM V-A-6: AWARD OF CONTRACT FOR MECHANICAL JOINT RESTRAINT**

Authorized award of a contract to Star Pipe Products, Inc. to furnish Denver Water's requirements of mechanical joint restraints for the period April 1, 2009 through March 31, 2011, at the unit prices set forth in the Tabulation of Bidders' Proposal No. 12139A, dated February 25, 2009, a copy of which is attached to and incorporated in these Minutes as Exhibit "D," for a total estimated contract amount of \$407,979.25.

7. **ITEM V-A-7: PURCHASE OF GLOBAL POSITIONING INSTRUMENTS**

Authorized award of a contract to Rocky Mountain Lasers to provide Magellan GPS Equipment at the unit prices set forth in the Tabulation of Bidders' Proposal No.

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12199A, dated February 27, 2009, a copy of which is attached to and incorporated in these Minutes as Exhibit "E," for a total contract amount of \$114,614.34.

8. **ITEM V-A-8: PURCHASE OF POWERSCREEN POWERGRID**

Authorized the purchase of a Powerscreen Powergrid 800 unit from Power Screening, Inc., which equipment will be used to provide different sized rock and gravel for riprap, road base, river reclamation, and other applications, at a total cost of \$143,300.

9. **ITEM V-A-9: TASK ORDER AGREEMENT WITH BROWN AND CALDWELL FOR DILLON RESERVOIR DRAWING CONVERSION – PHASE II**

Approved entering into Task Order Agreement 11110E, with Brown and Caldwell, Inc. to perform the Dillon Reservoir Drawing Conversion – Phase II, at a cost of \$134,290.56.

10. **ITEM V-A-10: FIFTH AMENDMENT TO AGREEMENT WITH BATES ENGINEERING FOR CONSTRUCTION PHASE SERVICES FOR THE CHLORINE CONTACT BASIN AND CHEMICAL IMPROVEMENTS AT FOOTHILLS TREATMENT PLANT**

Approved the Fifth Amendment to the September 13, 2006 Agreement with Bates Engineering, Inc., to provide construction inspection and design services for the Chlorine Contact Basin and Chemical Improvements Project at the Foothills Water Treatment Plant, at an additional cost of \$49,805, and extending the date for completion of work to May 30, 2009, all as more particularly described in the Fifth Amendment, a copy of which is attached to and incorporated in these Minutes as Exhibit "F."

11. **ITEM V-A-11: RATIFICATION OF CONSTRUCTION CONTRACT CHANGE ORDERS AND AMENDMENTS TO AGREEMENTS**

Ratified Change Orders and Amendments to Agreements authorized by the Manager in January and February 2009 as follows:

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Change Order to Contract 06255A with Norway Construction, Inc. for installation of egress doors and other modifications to Denver Water's second floor computer Room in the Administration Building;

Change Order to Contract 12029A with Territory Unlimited, Inc. for construction of the Miller Reservoir Boat Ramp;

Fifth Amendment to Agreement 10717A with Deere and Ault Consultants, Inc., to provide described geotechnical support, field and design work for Cat Reservoir;

Second Amendment to Task Order Agreement 11110C with Brown & Caldwell, Inc., for Dillon Reservoir drawing conversion – Phase I;

First Amendment to Task Order Agreement 11118D with HDR Engineering, Inc., for the Moffat Borrow Haul Study;

First Amendment to Task Order Agreement 11123C with Kennedy/Jenks Consultants and Meurer & Associates for the Electronic O&M and Procedures Manual for Capitol Hill Recycle Reservoir and Vaults;

Fourth Amendment to Task Order Agreement 11128C with Lyman Henn, Inc., to provide geotechnical engineering services for the Westside Storm Drain Improvement Study;

First Amendment to Task Order Agreement 11139C with Tetra Tech RMC, for the Hazeltine-Road Runner Reservoir Improvements Project;

Second Amendment to Task Order Agreement 11140D with RMH Group, Inc. for engineering services regarding Building No. 16;

First Amendment to Task Order Agreement 11141F with URS Corporation to provide design services for the Strontia Springs Access Tunnel Stabilization;

Amendment to Agreement 11302A with Chart, Inc. to provide a liquid oxygen tank, vaporizers, and other appurtenances at Marston Reservoir;

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First Amendment to Agreement 11405A with the Colorado River Water Conservation District for the 10,825 Agreement for Endangered Fish;

Second Amendment to Agreement 11447A with Simpson, Gumpertz & Heger, Inc., to perform a failure risk & repair analysis for Conduit No. 94;

First Amendment to Agreement 11542A with Wong Strauch Architects, Inc. for design services for the Wynetka Decentralization Station;

Third Amendment to Agreement 11589A with Wong Strauch Architects, Inc. regarding remodeling of the Administration Building;

First Amendment to Agreement 11783A with Wong Strauch Architects, Inc. to provide design services for the Einfeldt Decentralization Station;

Second Amendment to Agreement 11916A with Moltz Construction, Inc. to provide preconstruction services regarding the Marston Treatment Plant #2 Upgrade; and

First Amendment to Agreement 12038A with Wong Strauch Architects, Inc. regarding renovation and space planning for 555 Quivas Street;

all as more particularly described in Agenda Item V-A-11, a copy of which is attached to and incorporated in these Minutes as Exhibit "G."

12. **ITEM V-E-1: PURCHASE OF VEHICLES**

Authorized the purchase of vehicles pursuant to the State of Colorado Master Vehicle Contract as are more specifically described in Agenda Item V-E-1, dated March 11, 2009, a copy of which is attached to and incorporated in these Minutes as Exhibit "H," which includes the purchase of described vehicles from King Buick Pontiac GMC at a cost of \$216,450; from McCandless at a cost of \$150,503; from OJ Watson at a cost of \$117,290; and from Heritage Ford at a cost of \$331,903, for a total authorized cost for all purchases of \$816,154.

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Mr. Weeams provided a brief report regarding the ongoing fleet utilization study, including identification of surplus vehicles. In response to questions from the Commissioners, Mr. Weeams explained that Water Department vehicles are currently maintained for approximately 11 years. Mr. Good explained that surplus and older vehicles are disposed of at a public auction and that Denver Water employees are prohibited from acquiring such vehicles under an Executive Guideline provision.

13. **ITEM V-E-2: CONTRACT AMENDMENTS WITH WIPRO, LIMITED FOR DEVELOPMENT OF ADDITIONAL SYSTEM INTEGRATION SOLUTIONS (EAMS & CIS)**

Approved amendment of two separate contracts with Wipro, Limited. The first amendment was to the January 2008 contract (11362A) to provide Enterprise Asset Management System Integration Solutions at an additional cost of \$305,000, resulting in a total amended contract amount not to exceed \$630,000. The second amendment was to the December 2007 Agreement (11399A) to provide assistance with the new Customer Information System at an additional cost of \$65,000, resulting in a total amended contract amount of \$715,000.

Mr. Dermody described the need for integration of Denver Water's assets into a complete and inter-connected information system. Mr. Dermody explained that a pilot project is underway to develop an asset management system.

14. **ITEM V-E-3: CONTRACT WITH THE CONFLUENCE GROUP, INC. FOR EAMS INTEGRATION SOLUTIONS**

Approved entering into a contract with the Confluence Group, Inc. to provide the services of Phil Ragsdale to serve as lead SOA Architect through March 31, 2010, at a cost of \$180,000.

15. **ITEM V-E-4: PROPOSED 2009 CARRIER FACILITY RATES**

At the request of Staff, Agenda Item V-E-4 was withdrawn from the Agenda.

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16. ITEM V-E-5: AGREEMENT WITH GEI CONSULTANTS, INC. FOR FINAL DESIGN OF THE FULTON INLET PIPELINE SYSTEM

Authorized entering into an Agreement with GEI Consultants, Inc., to provide the final design of the Fulton Inlet Pipeline System for the Downstream Reservoir Project at a cost of \$179,378, all as more particularly described in the Agreement, a copy of which is attached to and incorporated in these Minutes as Exhibit "I."

Mr. Mahoney explained the 30% design for the pipeline had been completed by GEI Consultants under a Task Order Agreement. Continuation of the design project utilizing the same consultant would result in a savings of time and money to the Board. The pipeline will connect to the Fulton Ditch and provide a delivery mechanism for the reservoirs at the North Reservoir complex with a provision for connection to the future Hazeltine Pump Station. Although the original plan was to schedule construction in 2010, Staff had determined that acceleration of the design and earlier construction could benefit both the Board and the local economy.

In the discussion of the proposed contract, the Commissioners discussed the use of on-call contracts and the advantages of amending the on-call list.

17. ITEM V-E-6: AGREEMENT WITH AECOM USA, INC. FOR PLATTE CANYON DAM SPILLWAY MODIFICATION – PHASE II

Approved entering into an Agreement with AECOM USA, Inc., to complete the final design and preparation of plans and specifications of a new spillway at Platte Canyon Dam, at a cost of \$204,500, all as more particularly described in the Agreement, a copy of which is attached to and incorporated in these Minutes as Exhibit "J."

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18. **ITEM V-E-7: AGREEMENT WITH RJH CONSULTANTS FOR ENGINEERING CONSULTING SERVICES FOR ANTERO DAM AND RESERVOIR**

Authorized entering into an Agreement with RJH Consultants, Inc., to perform the first phase of a three phase project to investigate and analyze the foundation of Antero Dam, at a cost of \$154,000, all as more particularly described in the Agreement, a copy of which is attached to and incorporated in these Minutes as Exhibit "K."

19. **ITEM V-E-8: AGREEMENT WITH AECOM USA, INC. FOR ENGINEERING CONSULTING SERVICES FOR THE DENVER WATER REUSE MASTER PLAN UPDATE**

Approved entering an Agreement with AECOM USA, Inc. to provide design services for a Reuse Master Plan Update, at a cost not to exceed \$142,279, all as more particularly described in the Agreement, a copy of which is attached to and incorporated in these Minutes as Exhibit "L."

During the consideration of the proposed Agreement, Mr. Mahoney explained the 1999 Reuse Master Plan needed to be updated to address current demands and priorities of potential recycle customers.

20. **ITEM V-E-9: ADDENDUM TO PURCHASE AND SALE AGREEMENT WITH LAFARGE**

Authorized execution of an Addendum to Purchase and Sale Agreement, modifying a March 16, 1998 Purchase and Sale Agreement between the Board, South Adams County Water and Sanitation District and Mobile Premix Concrete, Inc., now LaFarge West, Inc., regarding waiver of requirements for reconveyance of property at the Howe-Haller site, all as more particularly described in Addendum, a copy of which is attached to and incorporated in these Minutes as Exhibit "M."

Mr. Walker explained the history of the acquisition of the Howe-Haller gravel pit property and the development of storage capacity. Parcels which were originally

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identified as potentially available to be reconveyed to LaFarge are now needed for operational purposes and will also serve as a buffer for development. The monies remaining in the escrow account established in 1998 will be used as consideration for the acquisition of the properties. A portion of the property to be retained by the Board contains a concrete batch plant. The property containing the batch plant will be leased to LaFarge for an eight year period at an agreed consideration.

21. **ITEM VI-B-1: DISCUSSION AND INFORMATION: MILLER RESERVOIR**

Mr. Mahoney explained that during a test run of the intake structure at Miller Reservoir, unanticipated erosion occurred necessitating a redesign of the rundown facility. Removal of the existing riprapped area was underway. Plans and specifications were sent to seven contractors requesting proposals for the construction of the redesigned facility. Proposals are to be submitted by Friday, March 13, 2009. Because of the need to complete the rundown in order to begin storing water as soon as possible, it was requested that the Manager be authorized to issue a Notice of Award, which would be ratified by the Board at the April 8, 2009 meeting. The Commissioners agreed to the proposed approach.

Mr. Bambei explained the reasons for the erosion and provided the Commissioners with a photo showing the eroded area, a copy of which is attached to and incorporated in these Minutes as Exhibit "N." In response to questions regarding additional cost of the redesigned facility, Mr. Bambei explained that his initial review was that costs are approximately 10% higher now than in 2007, but because of the change of design, it would be difficult to estimate the additional costs until construction was completed.

22. **ITEM VI-B-2: DISCUSSION AND INFORMATION: DISPOSAL OF USED VEHICLES AND EQUIPMENT**

The Commissioners received the annual report regarding vehicles sent to auction, used for trade-in and other disposed items, all as more particularly described in the Attachment to Agenda Item VI-B-2, a copy of which is attached to and incorporated in these Minutes as Exhibit "O."

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23. ITEM VI-B-3: DISCUSSION AND INFORMATION: 2009 FINANCIAL PLANNING AND SALE OF REVENUE BONDS

Mr. LaFrance provided the Commissioners with a report outlining the proposed sale of Bonds could take place any time between mid-May and December 2009, all as more particularly described in the Memorandum, a copy of which is attached to and incorporated in these Minutes as Exhibit "P."

Mr. LaFrance explained the procedure set forth in the outline provided the Board the maximum freedom for the timing of the sale, the size of the sale, and whether to sell the bonds competitively or through a private placement. The outline was developed as a follow-up to the Board's December 10, 2008 Resolution notifying of the intent to sell the bonds in 2009.

24. ITEM VI-B-4: DISCUSSION AND INFORMATION: GENERAL ENGINEERING ON-CALL SERVICES CONTRACTS

The Commissioners received a report of On-Call Engineering Services provided from July 2007 through February 2009, which report is attached to and incorporated in these Minutes as Exhibit "Q."

25. ITEM VI-B-5: DISCUSSION AND INFORMATION: SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT PAYMENT PROPOSAL

Mr. LaFrance provided the Commissioners with a Memorandum describing a proposed payment concept for a Reimbursement Agreement between the Board and South Adams County Water & Sanitation District regarding the Downstream Reservoir Project, a copy of which is attached to and incorporated in these Minutes as Exhibit "R." Mr. LaFrance explained the Agreement is in negotiation, and will reconcile expenditures of the two entities through 2008, as well as provide a procedure for reconciliation of future expenditures.

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26. **ITEM VI-F-1: DISCUSSION AND INFORMATION: STATUS OF THE INVESTMENT PORTFOLIO**

The Commissioners received the report, "Denver Water Investment Portfolio as of February 27, 2009" as set forth in Agenda Item VI-F-1 dated March 11, 2009, a copy of which is attached to and incorporated in these Minutes as Exhibit "S."

27. **ITEM VI-F-2: DISCUSSION AND INFORMATION: STATUS OF CONTRACT WORK**

The Board was furnished with the Status of Contract Work Report dated February 26, 2009, a copy of which is attached to and incorporated in these Minutes as Exhibit "T."

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

The Commissioners received the 2009 Budget Status Summary for the period ending February 28, 2009, a copy of which is attached to and incorporated in these Minutes as Exhibit "U."

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

The Board confirmed a Study Session will take place on **Wednesday, March 25, 2009, at 9:00 a.m.** in the Board Room, 1600 W. 12th Avenue, Denver, Colorado. An agenda, including 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 regular meeting would take place on **Wednesday, April 8, 2009, at 9:15 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 11:20 a.m.

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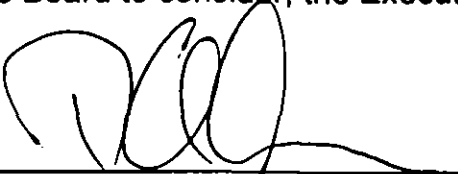
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EXECUTIVE SESSION

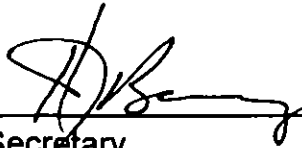
On Wednesday, March 11, 2009, commencing approximately at 11:25 a.m. in the Manager's Office, located in the Administration Building, 1600 West 12th Avenue, Denver, Colorado, the Board of Water Commissioners met in Executive Session. The following matters, which are authorized by C.R.S. § 24-6-402 or D.R.M.C. § 2-34, were discussed during the Executive Session:

1. Mediation §24-6-402(4)(a)(b)&(e)

There being nothing further for the Board to consider, the Executive Session concluded at approximately 12:05 p.m.



President



Secretary

