

RECORD OF PROCEEDINGS

MINUTES OF THE BOARD OF WATER COMMISSIONERS

Executive Session

DECEMBER 12, 2012

On Wednesday, December 12, 2012, pursuant to notice, commencing approximately at 8:30 a.m. in the Manager's office, located in the Administration Building, 1600 W. 12th Avenue, Denver, CO, 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. Negotiations § 24-6-402(4)(e)
2. Attorney-Client Matters § 24-6-402(4)(b)
3. Personnel Matters § 24-6-402(4)(f)(1)

The Executive Session concluded at approximately 9:05 a.m.

Annual Meeting

The first matter for the Board's consideration was the Annual Meeting. The Minutes of the Annual Meeting are maintained separately.

Open Session

Following the Annual Meeting, the Commissioners convened the Regular Meeting of the Board of Water Commissioners. The meeting began at 9:15 a.m. in the Board Room, Room 309, 1600 West 12th Avenue, Denver, Colorado. Members of the Board present during the Regular Meeting were:

H. Gregory Austin, President
John R. Lucero, First Vice President
Paula Herzmark, Vice President
Penfield W. Tate, III, Vice President

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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 Improvement	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	P. A. Carey, Manager of Purchasing and Contracting
P. B. Coleman, Chief Internal Auditor	U. Sharma, Treasurer
M. L. Walker, Attorney	G. Rygh, Superintendent of Water Control
D. M. Hamm, Staff Analyst	S. A. Miller, Manager of Health Care and Benefits Administration
T. K. Segura, Budget Analyst	E. L. Urban, Engineering/Systems Technician
M. D. Waage, Manager of Water Resource Planning	T. Lapan, Landscape Architect
J. M. Ross, Engineer	M. Turney, Engineer
P. J. McCormick, Engineer	S. J. Dominick, Water Resource Engineer
T. E. Lowe, Manager of Sales Administration	R. J. Martinez, Manager of Emergency Response
S. L. Chesney, Manager of Media and Executive Communications	S. D. Price, Engineer
P. Daukas, Manager of Environmental Planning	G. Moore, Engineering Specialist
G. Fisher, Manager of Demand Planning	J. D. Archer, Engineer
J. S. Walker, Contracts Supervisor	E. M. Hewes, Contract Specialist

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M.E. Elliott, Assistant Director of
Public Affairs – Government,
Stakeholder Relations and
Conservation

A. M. Rettig, Treasury Analyst
J. S. Fischer, Engineer

John Barron, GBSM
David Spector, CAC

Alan Schnur, The Schnur Consulting
Group

A. J. Chavez, Staff Analyst

J. J. Bogner, Interim Treasury Analyst
K. E. Burkhart, Internal Communications
Specialist

Becky Long, CAC

John Puervis, The Schnur Consulting Group

Commissioner Austin called the meeting to order.

Upon motion regularly made, seconded and unanimously carried, Commissioner Gougeon was found to be absent for substantial cause and was excused.

Upon motion regularly made, seconded and unanimously carried, the reading of the Minutes of the Regular Meetings of November 14 and November 28, 2012 was dispensed with and such Minutes were approved.

Upon motion regularly made, seconded and unanimously carried, the Minutes of the Executive Sessions of November 14 and November 28, 2012 were approved.

Public Comment

Commissioner Austin 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.

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Ceremony: Recognition of Retiring CAC Members

Ms. Elliott explained that David Spector and Becky Long were in attendance because their terms as representatives to the CAC had expired. Mr. Spector served two three-year terms as the representative for Denver residents and Becky Long served two years as the representative for Denver residents and four years as the representative for environmental groups. Ms. Elliott noted that during their terms of office, both Ms. Long and Mr. Spector had served as chairperson of the Committee, and during their time of service, the Committee had provided valuable input to Denver Water. In commemoration of their service to the Board and the community, Ms. Elliott presented a framed photo of the Gallery at the Moffat Treatment Plant to Ms. Long and a framed photo of Gross Dam and Reservoir to Mr. Spector.

Ms. Long and Mr. Spector thanked the Commissioners and Staff for the consideration which have been shown to them during their time as CAC representatives, for helping define the CAC's role and for providing valuable input to the Committee.

Commissioners Austin and Tate, on behalf of the Board and Staff thanked Ms. Long and Mr. Spector for their loyal and dedicated service, both to the Board the broader community.

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 12, 2012, a copy of which is attached to and incorporated in these Minutes as Exhibit "A."

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 **December 1, 2012**, unless otherwise noted:

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Employee Name	Employment Date	Retirement Plan Participation Date <small>Unless otherwise noted^</small>	Division/Section
Flori, Antonio D.^	2009-05-18	2011-11-18 ^Exclude prior service as Temporary Status 11/18/09 to 5/25/12	Engineering Division Corrosion #215
McMillen, Russell W.	2012-05-29	2012-05-29	Engineering Division Design Drafting #216
Sprague, Shannon E.	2012-05-30	2012-05-30	Finance Division Purchasing #130
Higham, Damian M.^	2011-03-30	2012-05-26 ^Exclude prior service as Temporary Status 3/30/11 to 5/25/12	Operations and Maintenance Division Environmental Compliance, #426
Carrillo, Juan P. ^	2011-05-25	2012-06-09 ^Exclude prior service as Temporary Status 5/25/11 to 6/8/12	Operations and Maintenance Division T&D Construction & Maintenance, #710
Lacrué, Patrick J.	2012-06-04	2012-06-04	Operations and Maintenance Division T&D Construction & Maintenance, #710
Quinones, Carlos M.^	2012-02-27	2012-05-26 ^Exclude prior service as Temporary Status 2/27/12 to 5/25/12	Operations and Maintenance Division T&D Construction & Maintenance, #710
Thompson, Travis R.	2012-05-07	2012-05-07	Public Affairs Division Communications and Marketing, #021

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3. **ITEM V-A-3: COOPERATIVE STREAM GAUGING PROGRAM WITH THE U. S. GEOLOGICAL SURVEY**

Authorized entering into an Intergovernmental Agreement with the U.S. Geological Survey, Department of the Interior, providing for the operation of 26 stream gauging stations during the period January 1, 2013 through December 31, 2013, at a cost to Denver Water of \$273,730, subject to reimbursement of up to \$36,835, all as more particularly described in the Agreement, a copy of which is attached to and incorporated in these Minutes as Exhibit "B."

4. **ITEM V-A-4: CONTRACTS SCHEDULED TO RENEW AND/OR REQUIRE ADDITIONAL FUNDING IN THE 1ST QUARTER OF 2013**

Approved new or additional funding for the following contracts:

Contract 05481A with Bloomberg LP to license and lease software and equipment for the period January 7, 2013 through January 6, 2014, at an additional cost of \$17,300;

Extended Contract 10850A with Western Union Phone Pay Service to provide electronic payment services for the contract period April 1, 2013 through March 31, 2014;

Contract 08048A with SYBASE, Inc., to provide Power Designer software for the contract period February 28, 2013 through February 27, 2014, at an additional cost of \$10,000;

Contract 06967A with Metrocall to provide approximately 275 pagers and airtime for the contract period April 1, 2013 through March 31, 2014, at an additional cost of \$20,000;

Contract 04953A with J.D. Edwards (Oracle) to provide OneWorld software for the contract period January 1, 2013 through December 31, 2013, at an additional cost of \$156,000;

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Contract 08046A with Exstream Software (Hewlett-Packard) to provide Dialogue software for the contract period January 1, 2013 through December 31, 2013, at an additional cost of \$67,000;

Contract 11431A with Oracle Corporation to provide CC&B software for the contract period January 1, 2013 through December 31, 2013, at an additional cost of \$250,000;

Contract 10249A with CAD-1, Inc. to provide AutoCad software for the contract period April 1, 2013 through March 31, 2014, at an additional cost of \$50,000;

Contract 07307A with CheckPoint Software Technologies to provide SmartDefense software for the contract period January 1, 2013 through December 31, 2013, at an additional cost of \$104,000;

Extended Contract 06920A with Itron, Inc. to provide meter reading hardware and software through March 31, 2014;

Contract 11358C with TIBCO Software, Inc., to provide license and fees for middleware for the contract period November 13, 2012 through November 12, 2013, at an additional cost of \$30,000;

Contract 12725A with Wells Fargo Bank to provide credit card payment services through October 31, 2014, at an additional cost of \$514,513; and

Contract 12113A with OCE-USA, Inc., to provide maintenance for Colorwave 600 for the contract period February 28, 2013 through February 27, 2014, at an additional cost of \$40,000,

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all as more particularly described in the Attachment to Agenda Item V-A-4, dated December 12, 2012, a copy of which is attached to and incorporated in these Minutes as Exhibit "C."

5. **ITEM V-A-5: CONTRACT FOR CHLORINE DISINFECTANT**

Authorized award of a contract to DPC Industries, Inc., to provide Denver Water's requirements of chlorine disinfectant for the contract period January 1, 2013 through December 31, 2015, at a cost not to exceed \$1,300,000.

6. **ITEM V-A-6: AGREEMENT FOR INVESTMENT CONSULTING SERVICES**

At the request of Staff, this item was withdrawn from the Agenda.

7. **ITEM V-A-7: CONTRACT EXTENSION FOR TIRES, TIRE REPAIR, AND ALIGNMENT SERVICES**

Authorized amendment to the November 30, 2009 contract with A&E Tire, Inc., Contract No. 13280A, to furnish all labor, equipment and materials necessary for tires, tire repair, front end alignments, roadside installation service and/or installation at designated areas, for the contract period November 30, 2012 through January 31, 2014, at an additional cost of \$300,000, and a total amended contract amount not to exceed \$750,000,

8. **ITEM V-A-8: CONTRACT FOR OCCUPATIONAL MEDICAL PHYSICIAN AND MEDICAL REVIEW PROVIDER**

Authorized entering into a Professional Services Contract with Hugh H. Macaulay III, M.D., to provide Occupational Medical Physician and medical review provider services on an as-needed basis for the contract period January 1, 2013 through December 31, 2014, with an option of three one-year renewals, for a total contract amount not to exceed \$360,000.

9. **ITEM V-A-9: AGREEMENT FOR FINANCIAL ADVISORY SERVICES**

At the request of Staff, this item was withdrawn from the Board's Agenda.

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10. ITEM V-A-10: CITIZEN ADVISORY COMMITTEE APPOINTMENTS

Made the following three-year appointments to the Citizen's Advisory Committee: Bethany Gravell, as the CAC representative for Denver residents; Peter Muehler, as the CAC representative for environmental groups; and reappointed Don Schulp, as the CAC representative for suburban customers.

11. ITEM V-A-11: AGREEMENT TO PROVIDE A TEN PERCENT MATCH ON IRRIGATION EFFICIENCY PROJECTS

Pursuant to the terms of a July 18, 2009 Memorandum of Understanding with the City and County of Denver Parks and Recreation Department (Contract 12443A), agreed to reimburse the Parks and Recreation Department the sum of \$152,039 which amount represents a 10% match for the cost of installation and retrofitting water-saving equipment at Congress Park, Berkley Park and Ruby Hill Park.

12. ITEM V-A-12: CONTRACT WITH BLACK AND VEATCH CORPORATION FOR OFF-CHANNEL RESERVOIR STUDY

Authorized entering into an Agreement for Consulting Services with Black and Veatch Corporation, Contract 14662A, to identify potential off-stream reservoir sites near the Denver Metropolitan Area, with a combined storage capacity of between 20,000 and 80,000 acre-feet, at a cost not to exceed \$240,151, all as more particularly described in the Consulting Agreement, a copy of which is attached to and incorporated in these Minutes as Exhibit "D."

13. ITEM V-A-13: CONTRACT EXTENSION WITH CORPORATE NET SERVICES, INC. FOR IT INFRASTRUCTURE SERVICES

Approved extension of the November 28, 2007 contract with Corporate Net Services, Inc., Contract 11373A, for John Carlton to continue to provide IT infrastructure consulting services through 2015, at an additional cost of \$495,000, and a total amended contract amount not to exceed \$1,380,000.

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14. ITEM V-A-14: CONTRACT EXTENSION WITH SEMPERA PROFESSIONAL SERVICES FOR COGNOS SYSTEM ADMINISTRATION SERVICES

Approved Amendment to the July 30, 2009 contract with Sempera Professional Services, Contract 12475A, to provide the services of Suraj Neupane at a rate of \$90 per hour, as a COGNOS System Administrator, a core position in the IT Division, for an additional 12 months, or until the position is filled by a regular employee, for a total amended contract amount not to exceed \$779,200.

15. ITEM V-A-15: AGREEMENT FOR PROFESSIONAL SERVICES WITH REINHART BOERNER VAN DEUREN S.C.

Authorized entering into a Professional Services Agreement with Reinhart Boerner Van Deuren S.C. to provide legal services regarding the Board's pension and retirement savings plans, as well as to provide tax and fiduciary advice through January 2015, at a cost not to exceed \$300,000.

16. ITEM V-A-16: AGREEMENT WITH HDR ENGINEERING, INC. FOR WATER QUALITY FACILITY PLANNING

Authorized entering into an Agreement with HDR Engineering, Inc., for a Water Quality Facility Planning Study, at a cost to the Board of \$99,604, all as more particularly described in the Agreement, a copy of which is attached to and incorporated in these Minutes as Exhibit "E."

17. ITEM V-A-17: CONTRACT FOR METER CONVERSIONS AT THE DENVER ZOO

Authorized award of a contract to T. Lowell Construction, Inc., for the Meter Conversion Project at the Denver Zoo, at a cost not to exceed \$290,000.

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18. **ITEM V-A-18: AMENDMENT NO. 2 TO THE CONTRACT WITH T. LOWELL CONSTRUCTION FOR CONDUIT NO. 308 – MONTBELLO RECYCLED WATER DISTRIBUTION MAINS**

Approved Amendment No. 2 in the amount of \$184,794 to the April 5, 2012 contract with T. Lowell Construction, Inc., Contract 13398A, for the Conduit No. 308 and the Montbello Recycled Water Distribution Mains Project, all as more particularly described in the Amendment, a copy of which is attached to these Minutes as Exhibit "F."

19. **ITEM V-A-19: TASK ORDER AGREEMENT WITH JACOBS ENGINEERING FOR THE MONTBELLO RECYCLED WATER DISTRIBUTION SYSTEM POINT OF SERVICE CONNECTION MODIFICATIONS PROJECT**

Authorized entering into a Construction Management Task Order Agreement with Jacobs Engineering to provide construction management services for the Montbello Recycled Water Distribution System Point of Service Connection Modifications Project, at a cost of \$103,696, all as more particularly described in the Task Order Agreement, a copy of which is attached to and incorporated in these Minutes as Exhibit "G."

20. **ITEM V-A-20: CONTRACT FOR THE MONTBELLO RECYCLED WATER DISTRIBUTION SYSTEM POINT OF SERVICE CONNECTION MODIFICATION PROJECT**

Authorized award of a contract to Levi Contractors, Inc., for the Montbello Recycled Water Distribution System Point of Service Connection Modification Project, at a cost of \$484,550.

21. **ITEM V-A-21: 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 November 2012 as follows:

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Change Order No. 13 to contract 11596A with Moltz Civil, LLC, for the Williams Fork Small Hydro/Outlet Works;

Eleventh Amendment to Agreement 11041A with Bickerman Dispute Resolution, PLLC, to provide mediation/facilitation services;

Third Amendment to Agreement 13374A with J. Kent Staffing, Inc., to provide temporary employment and payroll services;

First Amendment to Contract 13828A with Wong Strauch Architects for the Wynetka Decentralization Station Project;

First Amendment to Agreement 14058A with AECOM Technical Services, Inc., for the Platte Canyon Dam Spillway Modification Project;

Third Amendment to Agreement 11276A with Agfinity, Inc., to provide Denver Water's requirements of aqua ammonia through March 31, 2013;

Fourth Amendment to Agreement 13293A with Arcadis US, Inc., and its subsidiary Malcolm Piernie, Inc., to evaluate site conditions, water quality impacts and remediation plans at the Schwartzwalder Mine; and

Sixth Amendment to Agreement 10601A with Xerox Corporation to provide printing equipment for customer billing,

all as more particularly described in the Attachment to Agenda Item V-A-21, dated December 12, 2012, a copy of which is attached to and incorporated in these Minutes as Exhibit "H."

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22. ITEM V-E-1: INTERGOVERNMENTAL AGREEMENT FOR EMERGENCY MANAGEMENT

Approved entering into an Intergovernmental Agreement (IGA) with the State of Colorado Office of Emergency Management, providing the terms and conditions under which state and local entities may assist one another during disaster emergencies, all as more particularly described in the Agreement, a copy of which is attached to and incorporated in these Minutes as Exhibit "I."

23. ITEM V-E-2: EMPLOYEE BENEFIT CONSULTING SERVICES

Authorized entering into a two-year contract with Gallagher Benefit Services, Inc., to provide employee benefit consulting services and to provide assistance, if required, for the competitive bid of the Board's health and flexible spending accounts, at a cost not to exceed \$254,000.

The Commissioners determined that, because of the ongoing LEAN and Employer of the Future initiatives, it was important to retain flexibility when contracting for employee benefit consulting services. Commissioner Tate also noted that because of the terms of appointment of Board Members, the proposed five-year term for a consulting services agreement would result in a Board Member only having the ability to provide input to such a consulting services agreement one time during the Board Member's term. The Commissioners stressed the need to retain flexibility in order to re-evaluate based upon ongoing initiatives.

During the Board's consideration of Agenda Items V-E-3, 4 and 5, Mr. Good provided an update of the Strategic Plan Implementation process. Contracts with Simpler for the LEAN Project, Schnur Consulting Group for the Employer of the Future Initiative and CCMC for Customer Experience were presented in support of the Strategic Plan. Mr. Good provided an update of the LEAN program, including the following key accomplishments: a reduction in the number of days necessary for plan review; elimination of a contract with Water Company of America; change of Operating Rules to permit Master Meter Distributors to make taps within their individual districts; elimination of deposits for the Soil Amendment Program; increased efficiency in the inactive tap program; and initiation of a preventable maintenance program for pressure-reducing valves. Mr. Good reported projected annual savings

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based on verified information to date indicates a hard dollar savings of \$510,000 and an efficiency savings of \$197,000 for a total overall savings of \$707,000. Mr. Good opined that as the budgeting process and the LEAN initiative come together, additional savings will be realized.

Mr. Good provided an overview of the 2013 Value Stream Projects including the Employer of the Future initiative. Mr. Good introduced Alan Schnur and John Puervis of Schnur Consulting Group. Mr. Good reported a core team had been assembled to work with the consultant to manage the Employer of the Future initiative.

Julie Anderson then explained the Customer Experience Contract with Customer Care Measurement and Consulting, and the strategic plan of creating a customer-centric approach at all levels of the organization.

24. **ITEM V-E-3: AGREEMENT FOR CUSTOMER EXPERIENCE PROFESSIONAL SERVICES**

Authorized entering into a contract with Customer Care Measurement and Consulting, LLC, to provide customer experience professional services for the period December 12, 2012 through December 31, 2013, for a total amount not to exceed \$215,000.

25. **ITEM V-E-4: AGREEMENT FOR EMPLOYER OF THE FUTURE CONSULTANT**

Authorized entering into a contract with The Schnur Consulting Group for Employer of the Future consulting services for the contract period December 12, 2012 through December 31, 2013, for a total contract amount not to exceed \$200,000.

26. **ITEM V-E-5: AUTHORIZATION OF ADDITIONAL FUNDS FOR LEAN CONSULTING SERVICES**

Authorized amendment to the contract with Simpler North America, LP, Contract 13913A for an additional \$538,545.00 and extending the contract completion date to December 31, 2013.

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During discussion of the proposed extension, the Commissioners asked that during 2013 Staff provide a periodic report which indicates the amount of money expended and the work accomplished, in a fashion similar to that for construction contract reporting.

27. **ITEM V-E-6: CONTRACT FOR CONSULTING SERVICES WITH
GBSM, INC.**

Approved entering into a contract for consulting services with GBSM, Inc., to provide strategic public policy and issues management counsel to the Board at a cost not to exceed \$230,000.00, all as more specifically described in the Consulting Agreement, a copy of which is attached to and incorporated in these Minutes as Exhibit "J."

Mr. Lochhead explained the consultant will provide consulting services to the CEO and the Planning and Public Affairs Divisions. Mr. Lochhead outlined some of the ongoing projects and initiatives which would use the assistance of the consultant including the Moffat EIS, WISE Project Development, Strategic Plan Development, West Slope Mediation and the Integrated Resource Plan.

28. **ITEM V-E-7: CONTRACT EXTENSION WITH THE CONFLUENCE
GROUP FOR MOBILE WORKFORCE DEVELOPMENT & SUPPORT**

Approved extension of the March 11, 2009 Agreement with the Confluence Group, LLC, 12206A, for the development of enterprise application integration solutions, the mobile workforce platform and various mobile applications, extending the contract through 2013, at an additional cost of \$886,600, for a total amended contract amount of \$3,318,800.

Mr. Dermody explained Denver Water does not currently have staff sufficient to provide the support necessary for development of the additional mobile workforce capabilities. Ms. Wells explained a major benefit of the license agreement with Confluence is that Denver Water gets the benefit of the intellectual property developed by Confluence for other clients. Commissioner Tate expressed a desire to begin to migrate away from a relationship for the development such mobile applications.

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29. **ITEM VI-B-1: DISCUSSION AND INFORMATION: LAND USE**

Mr. Lochhead explained the benefits of a program to encourage high density development and to solidify development of the core Metropolitan Area. Mr. Lochhead opined the need to focus on the relationship between development and utility planning and to coordinate development especially in light of the 2002 drought and what appears to be a reoccurrence of that drought in 2012. Mr. Lochhead will work with other utilities, governments and water providers and report back to the Board on the progress of the discussions.

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

The Commissioners received the report, "Denver Water Investment Portfolio as of November 30, 2012" as set forth in Agenda Item VI-F-1, a copy of which is attached to and incorporated in these Minutes as Exhibit "K."

31. **ITEM VI-F-2: DISCUSSION AND INFORMATION: DENVER WATER EMPLOYEES' RETIREMENT PLAN TRUST FUND**

The Commissioners received the Denver Water Employees' Retirement Trust Fund Monthly Performance Snapshot for October 2012, a copy of which is attached to and incorporated in these Minutes as Exhibit "L."

32. **ITEM VI-F-3: DISCUSSION AND INFORMATION: VARIANCE REPORT**

The Commissioners received the December 12, 2012 Variance Report, a copy of which is attached to and incorporated in these Minutes as Exhibit "M."

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

The Board confirmed a Study Session will take place on **Wednesday, December 19, 2012, at 8:00 a.m.** in the Board Room, Room 309, 1600 W. 12th Avenue, Denver, Colorado. The meeting will include an action agenda which will be posted prior to the meeting. A portion of the meeting will take place in Executive Session.

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The first Regular Meeting for 2013 will take place on **Wednesday, January 9, 2013**, 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 at approximately 11:15 a.m.


Secretary


President