

RECORD OF PROCEEDINGS

MINUTES OF THE BOARD OF WATER COMMISSIONERS

OPEN SESSION

December 16, 2015

A duly called Regular Meeting of the Board of Water Commissioners was held Wednesday, December 16, 2015, beginning at 8:22 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
Thomas A. Gougeon, Vice President
Paula Herzmark, Vice President
H. Gregory Austin, Vice President

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

B. Good, <i>Acting</i> CEO/Manager	P.L. Wells, General Counsel
A.C. Bricmont, Director of Finance	W. Bates, <i>Acting</i> Director of Planning
T.L. McGuire-Collier, <i>Acting</i> Director of Public Affairs	J.A. Anderson, Director of Customer Relations
R.J. Mahoney, Director of Engineering	T.J. Roode, Director of Operations and Maintenance
G. Cagle, Director of Human Resources	C.R. Dermody, Director of Information Technology
U. Sharma, Treasurer	P.A. Carey, Manager of Purchasing and Contracting
P.B. Coleman, Chief Internal Auditor	S.L. Chesney, Manager of Media and Executive Communications
K. Bates, Attorney	T. Thompson, Senior Media Relations Coordinator
T. Cristiano, Manager of Budgets and Rates Administration	M. Price, Division Office Business Manager
T. Bryant, Controller	S. Franey, Sr. Internal Auditor
D.M. Hamm, Staff Analyst	R. Wirth, Finance Manager
J. Seagren, Distributor Relations Manager	
R. Stitt, Planner	

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K. Knoll, Manager of Stakeholder Relations	B. Maulis, Contract Specialist
L. Schulz, Customer Relations Operations & Reporting Manager	J. Segal, Contract Specialist
S. Price, Engineer	K. Petrik, Chief of Construction Management
G. Gulley, Engineer	J. Light, Engineer
L. Dennis, Engineer	P. McCormick, Engineer
J. Ross, Engineer	A. Beth, Manager of Process Control
S. Miller, Manager of Health Care & Benefits Administration	E. Martinez, Manager of Total Rewards
E. Helgeson, Senior Financial Analyst	K. Petrik, Engineer
M. Brennen, Attorney	Z. Campbell, System Manager Water Quality & Treatment
D. Arnold, Attorney	A. Contract Specialist
Y. Her, Contracts Supervisor	A. Chavez, Staff Analyst
E. Decker, IT PMO Manager	G. Fisher, Manager of Demand Planning
S. Hall, Manager of Organizational Communication	J. Bogner, Financial Analyst
W. Mosher, Trammel Crow Pat Fitzgerald, Distributors' Forum	D. Batt, IT Project Manager
Tim Lowe, Bancroft-Clover Water & Sanitation District	D. Schlup, Citizens' Advisory Committee
B. Knueven, ICC-Arvada	M. Schlup
J. Brave, Citizens' Advisory Committee	L. Reese
	D. Schlup
	E. Rothstein, Galardi Rothstein Group
	K. Graham
	J. Ward
	D. Harthkopf, Green Mountain Water
	D. Kuntz, M.A. Mortenson Co.

Commissioner Tate called the meeting to order.

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

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Public Comment and Communications

Commissioner Tate issued an invitation to members of the public to comment to the Board on any matters not included in the Agenda for the meeting. There was no response.

Citizens' Advisory Committee Communications

Ms. Covington introduced Don Schlup, departing member of the Citizens' Advisory Committee (CAC) and thanked him on behalf of the Board for serving two full terms (2010-2015) and continually working with the Board and Denver Water to share input on Denver Water's policy matters. Commissioner Tate said that from helping us with conservation messages to reminding us of the impacts of our rates, to being a stalwart member of the CAC, Denver Water has benefited greatly from Don's contributions in a variety of capacities over the years. Commissioner Tate presented Mr. Schlup with a gift and a photograph of a wooden conduit as tokens of Denver Water's gratitude.

Mr. Schlup said that he has appreciated the opportunity to work on the CAC, and said "I have been the winner" for having worked with Denver Water staff and learning how Denver Water is so large and well-run.

Commissioner Austin commented that he has enjoyed getting to know Mr. Schlup, has benefitted from his advice and wisdom, and certified that he is a great citizen and a good man.

Commissioner Gougeon remarked that Mr. Schlup always brought a thoughtful, balanced view to the conversation, was a great contributor and an elegant gentleman.

Mr. Schlup introduced his wife, Margaret, daughter, Lisa and son, David. Commissioner Tate welcomed them and stated that Mr. Schlup will be missed.

Commissioner Tate stated that Agenda Item III-A would be taken out of order.

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1. ITEM III-A: OCR UPDATE

Mr. Mosher, of Trammel Crow, introduced Dave Kuntz from M.A. Mortenson Co. and presented the Board with the monthly campus redevelopment update. Mr. Mosher noted that project expenditures are approximately \$500,000.00 under forecast, due to a delay in design fee payments. He said that the Schematic Design pricing is roughly two percent over budget and that he, his staff, the architect and the contractor will continue to work to narrow this gap. Phase II design is scheduled to proceed in January 2016. Abatement, which began in November 2015, is scheduled to be complete January 31, 2016. Mr. Mosher remarked that his team is spending the bulk of their time on the One Water sustainability component and he thanked Ms. Wells for her assistance. He said that they are evaluating three proposals for the solar component and will evaluate the test bores with regard to the geothermal component. The project is above target for MWBE goals during the design phase.

Mr. Kuntz presented the Board with the phasing plan update, commenting that targeted outreach to MWBE providers is going well, with 85 people attending an outreach event in October 2015. He said that at the end of January, buildings 8, 9, 10, 11 and the north property area will be demolished, with the north end being remade into a parking lot. In May and April the contractor will concentrate on site utility work at the south end of the complex and build the foundations for the new warehouse and the new meter, trades, and fleet maintenance shops.

A copy of the presentations is attached to and incorporated in these Minutes as Exhibit A.

Commissioner Tate stated that Agenda Items II-A-8 and II-B-4 were removed from the Agenda.

Upon motion 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 II-A-1: IBS NAPA AUTO PARTS AGREEMENT**

Approved Contract 16070A with Genuine Parts Company d/b/a NAPA Auto Parts for management and supply of auto parts for the contract period December 16, 2015 through December 31, 2018, for a total contract amount not to exceed \$2,150,000.00.

2. **ITEM II-A-2: JIM CREEK SIPHON REPLACEMENT GEOTECHNICAL DESIGN AND CONSTRUCTION SUPPORT**

Approved Task Order Agreement 16256B with Kumar & Associates, Inc. for geotechnical engineering services for the contract period December 16, 2015 through February 28, 2018, for a total contract amount not to exceed \$44,850.00.

3. **ITEM II-A-3: DENVER WATER UNIFORM PROGRAM CONTRACT**

Approved Contract 16104A with ServiceWear Apparel, Inc. for uniforms for the contract period December 16, 2015 through November 30, 2018 for a total contract amount not to exceed \$735,000.00.

4. **ITEM II-A-4: FIRST AMENDMENT FOR TREE AND SHRUB MAINTENANCE AND REMOVAL**

Approved the First Amendment to Contract 16043A for tree and shrub maintenance and removal. The amendment adds \$470,000.00, for a total amended contract amount not to exceed \$720,000.00.

5. **ITEM II-A-5: HUMAN RESOURCES TOTAL REWARDS CONSULTANT**

Approved Contract 16347A with Gallagher Benefit Services, Inc. for HR Total Rewards consulting services for the contract period January 1, 2016 through December 31, 2018, for a total contract amount not to exceed \$735,000.00.

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6. **ITEM II–A–6: NON-POTABLE REPLACEMENT WATER LEASE AGREEMENT WITH ARAPAHOE LAKE NO. ONE ASSOCIATION, INC.**

Approved the Water Lease Agreement with the Arapahoe Lake No. One Association, Inc.

7. **ITEM II–A–7: LIQUID SODIUM HYDROXIDE (CAUSTIC SODA – 50%)**

Approved Contract 16465A with Industrial Chemical Corporation for the purchase of liquid sodium hydroxide for the contract period of January 1, 2016 through December 31, 2020, for a total contract amount not to exceed \$8,000,000.00.

8. **ITEM II–A–9: ANNUAL CONTRACTS SCHEDULED TO RENEW AND/OR REQUIRE ADDITIONAL FUNDING IN THE 1ST QUARTER OF 2016**

Approved the renewal of Contract 14433A with Innovyze, Inc. The authorization extends the contract through January 24, 2017, and adds \$28,000.00, for a total amended contract amount not to exceed \$100,050.00.

Approved the renewal of Contract 15596B with Workfront, Inc. The authorization extends the contract through December 29, 2016, and adds \$100,980, for a total amended contract amount not to exceed \$200,387.00.

Approved the renewal of Contract 10850A with Western Union Speedpay. The authorization extends the contract through March 31, 2017, and adds \$672,000.00, for a total amended contract amount not to exceed \$5,363,436.00.

9. **ITEM II–A–10: SECOND AMENDMENT FOR CHLORINE**

Approved the Second Amendment to Contract 14435A with DPC Industries, Inc. for chlorine. The amendment extends the contract period through December 31, 2017 and adds \$1,300,000.00, for a total amended contract amount not to exceed \$2,600,000.00.

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10. **ITEM II–A–11: BOND COUNSEL AND DISCLOSURE COUNSEL**

Approved Contract 16381A with Becker Stowe Partners, LLC for bond counsel services for the contract period of December 16, 2015 through December 31, 2017 for a total contract amount not to exceed \$115,000.00.

Approved Contract 16381B with Sherman & Howard, LLC for disclosure counsel services for the contract period of December 16, 2015 through December 31, 2019, for a total contract amount not to exceed \$200,000.00.

11. **ITEM II–A–12: CUSTOMER CARE & MAINTENANCE TRACKING, END USER BASELINE AND DISTRIBUTOR SURVEYS**

Approved Contract 16382A with Customer Care Measurement & Consulting, LLC for administering the Board's customer surveys for the contract period of December 16, 2015 through December 31, 2018, for a total contract amount not to exceed \$242,100.00.

12. **ITEM II–A–13: HEALTH CARE PLANS INSURANCE CONTRACTS**

Approved Contracts 15954A and B with Cigna Health and Life Insurance Company for the contract period of January 1, 2016 through December 31, 2019, for a total contract amount not to exceed \$1,851,000.

Approved Contract 15955A with Delta Dental for the contract period of January 1, 2016 through December 31, 2018, for a total contract amount not to exceed \$54,000.00.

Approved Contract 15955B with Superior Vision Services for the contract period of January 1, 2016 through December 31, 2020.

Approved Contracts 15956A, B and C with Unum for the contract period of January 1, 2016 through December 31, 2018.

Approved Contract 15957A with Flex Made Easy for the contract period January 1, 2016 through December 31, 2019.

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13. **ITEM II-A-14: SECOND AMENDMENT TO BANKING SERVICES (US BANK AMENDMENT)**

Approved the Second Amendment to Contract 13424A with US Bank for banking services. The amendment extends the contract period for the shorter of the time to transition to the successful bidder of the same services or December 31, 2016, and adds \$30,000.00 for a total amended contract amount not to exceed \$305,000.00.

14. **ITEM II-A-15: DESIGNATION OF SURPLUS PROPERTY AT GARLAND STREET PARK**

Declared the 0.760 acre of property at Garland Street Park surplus as it is not required for present or future water works purposes, and therefore available for sale to the City and County of Denver.

15. **ITEM II-A-16: TABULATION OF BIDS FOR CONDUIT NO. 62 VALVE INSTALLATION AT S. HAVANA ST. AND E. YALE AVE.**

Awarded Contract 15735A to Concrete Works of Colorado for Conduit No. 62 valve installation at S. Havana Street and E. Yale Avenue for a contract period of December 16, 2015 through April 15, 2016, for a total contract amount not to exceed \$175,000.00. The tabulation of bids is attached to and incorporated in these Minutes as Exhibit B.

16. **ITEM II-A-17: TABULATION OF PROPOSALS FOR THE UPPER LONG LAKE EMERGENCY REPAIR OF OUTLET WORKS**

Awarded Contract 16485A to T. Lowell Construction, Inc. for the Upper Long Lake Emergency Repair of Outlet Works project for the contract period of December 16, 2015 through May 16, 2016, for a total contract amount not to exceed \$200,000.00. The tabulation of bids is attached to and incorporated in these Minutes as Exhibit C.

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17. **ITEM 11-A-18: TABULATION OF PROPOSALS FOR HIGH LINE CANAL DIVERSION DAM REPLACEMENT**

Awarded Contract 16420A to ASI Constructors, Inc. for the High Line Canal Diversion Dam Replacement Project for the contract period of December 16, 2015 through May 15, 2016, for a total contract amount not to exceed \$1,270,000.00. The tabulation of bids is attached to and incorporated in these Minutes as Exhibit D.

18. **ITEM II-A-19: SURPLUS PROPERTY DESIGNATION AND CONVEYANCE OF PROPERTY AT ROAD RUNNERS REST RESERVOIR TO SOUTH ADAMS COUNTY WATER & SANITATION DISTRICT PURSUANT TO APRIL 9, 2014 IGA**

Declared 1.29 acres of property at Road Runners Rest Reservoir surplus, as it is no longer useful or required for present or future water works purposes, and to approve and execute the Special Warranty Deed and Quitclaim Deed conveying this parcel to South Adams.

19. **ITEM II-A-20: AMENDMENT NO. 2 WITH ARCHER WESTERN CONSTRUCTION, LLC FOR THE MARSTON TREATMENT PLANT FLOCCULATION AND SEDIMENTATION EQUIPMENT REPLACEMENT**

Approved the Second Amendment to Contract 15326A with Archer Western Construction, LLC for Marston Treatment Plan Flocculation and Sedimentation Equipment Replacement. The amended extends the contract period through May 15, 2016 and permits a credit of (\$109,886.40), for a total amended contract amount not to exceed (\$109,886.40).

20. **ITEM IIA-21: WATER PROCESS CONTROL SYSTEM UPGRADE**

Approved the First Amendment to Contract 11424B with Iconics, Inc. c/o Process Control Dynamics, Inc. for the purchase of Genesis64 licenses including associated maintenance and support services for the contract period of December 15, 2015 through December 31, 2016. The amendment adds \$315,205.80 for a total amended contract amount not to exceed \$333,543.80.

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Commissioner Tate stated that communication from the Distributors would be taken out of order.

21. **ITEM 1-B-1 DISTRIBUTOR COMMUNICATION**

Mr. Lowe, of Bancroft-Clover Water & Sanitation District stated that one year ago the Distributors' Technical Advisory Committee approached the Board to discuss Denver Water's rates and acknowledged that throughout the last year Denver Water's rate staff has worked diligently to devise a new rate setting model. He introduced Eric Rothstein, of Galardi Rothstein Group, as the Distributors' new rate consultant. Mr. Rothstein delivered a presentation regarding Outside-City Rate Setting Concerns, and said that he and the Distributors look forward to continuing to enhance the collaboration between the Distributors and Denver Water, as well as establishing a schedule and process for review of substantive issues regarding rates. A copy of the presentation is attached to and incorporated in these Minutes as Exhibit E.

21. **ITEM II-B-1: ADOPTION OF 2016 BUDGET**

Approved the proposed 2016 Budget. Mr. Cristiano noted that the Budget was devised using 2014 actual operating expense and that the \$135 million capital expenditure budget was developed by incorporating a review of the ten-year capital plan, projects in design and resource availability. A copy of the presentation is attached to and incorporated in these Minutes as Exhibit F.

22. **ITEM II-B-2: 2016 PROPOSED RATE STRUCTURE CHANGE AND REVENUE REQUIREMENT**

Approved the 2016 proposed Rate Structure and Revenue Requirement. Mr. Helgeson delivered a presentation of the 2016 proposed rates. He noted that the rate structure was developed with information from the Affordability Study and Rate Perception Survey, as well as information from meetings with the Distributors' Technical Advisory Committee, with the goal to strike a balance between revenue stability and affordability.

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The new structure contains three tiers of rates, which reflect indoor vs. outdoor water use, peak vs. non-peak demand, and contain a conservation signal. Service charges will be based on meter size. The volumetric rates for single-family and non-residential users incorporate these changes, but the irrigation rates are based on the 2015 model. Rate staff plans to present a new rate structure for irrigation consumers for 2017.

Ms. Anderson remarked that Customer Relations has created and developed a work group to review internal processes and procedures that may be affected by the new rate structure, and is developing training for staff to be able to help customers understand the changes. She also said that Public Affairs has created a communication and outreach plan to assist customers' and key stakeholders' comprehension of the new structure.

A copy of the presentation is attached to and incorporated in these Minutes as Exhibit G.

23. ITEM II-B-3: SELF-INSURANCE FOR WORKERS COMPENSATION

Approved implementation of a self-insurance Workers Compensation plan, effective February 1, 2016. Ms. Graham, from Arthur J. Gallagher & Co. presented a cost comparison, and said that the next steps will include selection of a third-party administrator, execution of a contract with an excess Workers Compensation insurance provider, obtaining approval from the DOLA Board, purchasing a self-insurance Workers Compensation Bond, and obtaining a self-insured permit from the state. A copy of the presentation is attached to and incorporated in these Minutes as Exhibit H.

24. ITEM II-B-5: CONTRACT PAYMENT TO MITIGATE DEWATERING OF IRRIGATION AND DOMESTIC WELLS AT LUPTON LAKES

Approved an Amendment to t Contract 10558B with Bromley Mineral Property, LLC for mitigation of offsite dewatering cost. The amendment adds \$593,000 for a total amended contract not to exceed \$735,000.00.

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25. **ITEM II–B-6: CONTRACT AMENDMENT WITH CONFLUENCE GROUP FOR MOBILE APPLICATION DEVELOPMENT & SUPPORT SERVICES**

Approved the Twelfth Amendment to Contract 12206A with The Confluence Group, Inc. for additional mobile workforce development and support services. The amendment extends the contract period through December 31, 2016 and adds \$427,060.00, for a total amended contract amount not to exceed \$5,501,914.00.

Ms. Batt remarked that the mobile workforce development efforts have greatly increased employee efficiency and that Denver Water has improved its ability to manage this project in-house during 2015. She said that in 2015 over 300,000 field work activities were performed through sixteen different mobile business processes. In 2016 IT plans to develop mobile applications for resource management and appointment bookings, which will improve efficiency in the water quality and customer service field areas. A copy of the presentation is attached to and incorporated in these Minutes as Exhibit I.

26. **ITEM II–B-7: PROPOSED REVISION OF PERSONNEL POLICY 14-3 – ACCRUAL OF VACATION LEAVE**

Approved revisions to Chapter 14 of the Personnel Policies to align vacation accruals for new hires to the individual's total relevant work experience. A copy of the revised policy is attached to and incorporated in these Minutes as Exhibit J.

27. **ITEM II–B-8: VACATION ACCRUAL RATE ADJUSTMENTS FOR CURRENT EMPLOYEES**

Approved revisions to Chapter 14 of the Personnel Policies and a one-time adjustment to the vacation leave accruals for employees hired in the nine years preceding February 1, 2016. This adjustment applies to employees with months of service commensurate with the amount of minimum experience required by the class specification for the position into which the employees were originally hired, and aligns their vacation accruals to their total relevant work experience. A copy of the revised policy is attached to and incorporated in these Minutes as Exhibit K.

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28. **ITEM II–B-9: CITIZENS’ ADVISORY COMMITTEE APPOINTMENTS**

Approved the appointment of Genevieve Kline, Paul Aldretti, Hunter Causey, and Mike Cowan to the Citizens’ Advisory Committee.

29. **ITEM III–B: NORTH SYSTEM RENEWAL TREATMENT PLANT - UPDATE**

Zeke Campbell presented an update regarding the North System Renewal Treatment Plant. He noted that the recent capacity analysis shows a 10 year treated water demand average of 400 million gallons per day, and that the maximum capacity when all treatment plants are running exceeds this demand by 220 million gallons per day. However, if Foothills Treatment Plant goes offline, the system maximum capacity falls short of the demand trend. He said that one of the goals for the North System project is to add modularity and flexibility to increase the right amount of capacity at the right time. This would allow one, or a portion of one, treatment plant to go offline and still have the system meet the maximum demand load. Mr. Campbell said that the analysis shows that it is more cost effective to invest in improving Marston Treatment Plant’s capacity than to construct a larger North System Renewal Treatment Plant. He said that the next step in the project is to procure an owner’s representative, procure design and construction, and set financial, operational and sustainability goals for the project. A copy of the presentation is attached to and incorporated in these Minutes as Exhibit L.

Due to limitations of time, the Board voted unanimously to adjourn into a Trustee Meeting at approximately 10:17 a.m.

TRUSTEE MEETING

The Board of Water Commissioners, serving in their capacity as Trustees of the Employees’ Retirement Plan Trust Fund and as Sponsor of the Supplemental Retirement Savings Plan of the Board of Water Commissioners of the City and County of Denver, met on Wednesday, December 16, 2015, commencing at 10:17 a.m., in the Board Room, Room 309, 1600 West 12th Avenue, Denver, Colorado. The Minutes of the Trustee Meeting are maintained separately. The Trustee Meeting

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concluded at 10:17 a.m., at which time the Board voted unanimously to adjourn into a Reconvened Regular Meeting

RECONVENED OPEN SESSION

At approximately 10:18 a.m., on Wednesday, December 16, 2016, in the Board Room, Room 309, 1600 W. 12th Avenue, Denver, Colorado, Commissioner Tate reconvened the Regular Meeting of the Board of Water Commissioners, which had been commenced and adjourned earlier in the day. Members of the Board present were:

Penfield W. Tate, III President
Thomas A. Gougeon, Vice President
H. Gregory Austin, Vice President

Board employees and others present during portions of the reconvened meeting were:

B. Good, <i>Acting</i> 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
R.J. Mahoney, Director of Engineering	T.J. Roode, Director of Operations and Maintenance
G. Cagle, Director of Human Resources	C.R. Dermody, Director of Information Technology
U. Sharma, Treasurer	
K. Bates, Attorney	

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30. **ITEM IV–A: CEO REPORT**

Mr. Good reported that Denver Water declared a snow day for all non-essential employees on December 15, 2015. He also noted that today is the annual Denver Water Holiday Luncheon.

Commissioner Tate read a letter from Mayor Hancock to Commissioner Austin, thanking and recognizing him for his service as President of the Board of Water Commissioners. A copy of the letter is attached to and incorporated in these Minutes as Exhibit M.

31. **ITEM V–A: SCHEDULING OF FUTURE BOARD MEETINGS AND TENTATIVE DISCUSSION TOPICS**

The Board received the Schedule of Future Board Meetings and Tentative Discussion Topics, a copy of which is attached to and incorporated in these Minutes as Exhibit N.

32. **ITEM V–B: EVENT CALENDAR**

The Board received a calendar of upcoming community events to be attended by various staff, a copy of which is attached to and incorporated in these Minutes as Exhibit O.

There being nothing further for the Board to consider, the reconvened Open Session concluded at approximately 10:22 a.m. There was no further Executive Session.


Secretary


President