

**RECORD OF PROCEEDINGS  
MINUTES  
of the  
Board of Water Commissioners**

Denver Water Administration Building  
1600 West 12<sup>th</sup> Avenue  
Denver, CO  
Board Room, Third Floor

**Wednesday, December 12, 2018**

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**Open Session**

A duly called Regular Meeting of the Board of Water Commissioners was held Wednesday, December 12, 2018, beginning at 9:00 a.m. in the Board Room, Room 309, 1600 West 12<sup>th</sup> Avenue, Denver, Colorado. Members of the Board present during the Regular Meeting were:

**Paula Herzmark, President**  
**John R. Lucero, First Vice President**  
**H. Gregory Austin, Vice President**  
**Craig Jones, Vice President**  
**Gary Reiff, Vice President**

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

J. Lochhead, CEO/Manager	A. Hill, Attorney
J. Anderson, Chief of Staff	A. Ingram, Contract Supervisor
A. Bricmont, Chief Financial Officer	L. Lopez, Contract Specialist
J. Brody, General Counsel	J. Lorton, Accounting Manager
G. Cagle, Chief Human Resources Officer	J. Martin, Project Engineer
C. Dermody, Chief Information Officer	A. Mays, Finance Supervisor
B. Good, Chief Administrative Services Officer	C. Mbakogu, Division Sr. Analyst
M. King, Chief External Affairs Officer	P. McCormick, Project Engineer
R. Mahoney, Chief Engineering Officer	C. Piper, Government Relations Manager
T. Roode, Chief Operations and Maintenance Officer	A. Rettig, Finance Supervisor
	K. Riegle, Attorney

*Denver Water aspires to be the best water utility in the nation.*

Integrity :: Vision :: Passion :: Excellence :: Respect



S. Abram, Budget Manager	J. Seagren, Distribution Relations Manager
A. Antolovich, Engineering Manager	U. Sharma, Treasurer
M. Aragon, Director Customer Relations	J. Shaw, Community Relations Sr. Specialist
A. Aslamy, /Finance Sr. Analyst	H. Stauffer, Community Relations Specialist
K. Bates, Attorney	J. Taussig, Director EMSS
K. Burgess, Director HR – Total Rewards	G. Becker, Becker Stowe Partners
S. Chesney, Director Public Affairs	J. Crockett, Jacobs
A. Chotiner, Business Operations Manager	C. Lane, Platte Canyon Water and Sanitation District
P. Freeman, Finance Sr. Analyst	L. Suer, Jacobs
Y. Her, Procurement Manager	
D. Higham, Planner Sr.	

## INTRODUCTORY BUSINESS

Commissioner Herzmark called the meeting to order at 9:25 a.m.

### Public Comment and Communications

Commissioner Herzmark 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.

### Introductions, Awards, and Ceremonies

Ms. Cagle introduced Kim Burgess, Denver Water's new Director of Total Rewards.

## ACTION ITEMS

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 II-A-1: VETERANS PARK RECYCLED WATER CONVERSION

Approved Contract 503772 with the City and County of Denver's Department of Parks and Recreation for costs associated with converting Veterans Park to recycled water, for the contract period of December 1, 2018 through January 31, 2019 and for a total contract amount of \$56,520.

**2. ITEM II-A-2: IDENTIFICATION OF DISCRETIONARY EMPLOYEES AND PROPOSED CHANGES TO THE PERSONNEL POLICIES RELATED TO DISCRETIONARY EMPLOYEES**

This Item was removed from the Agenda and will be listed on the January 9, 2019 Board Meeting Agenda.

**3. ITEM II-B-1: LINE OF CREDIT AGREEMENT AND BOARD RESOLUTION**

Adopted the Credit Facility Resolution authorizing the execution and delivery of a revolving credit facility with PNC Bank, N.A. as lender, and providing for related delegation of authority to the Chief Finance Officer or the Treasurer to execute certain related documents.

Adopted the Reimbursement Resolution, thereby declaring its intent to reimburse Denver Water for the capital expenditures from debt proceeds.

Approved the Credit Agreement with PNC Bank, N.A., in substantially the form set forth on Exhibit A to the Credit Facility Resolution, detailing the terms and conditions of the \$60 million revolving line of credit to be used to finance capital projects.

**4. ITEM II-B-2: EIGHTH AMENDMENT TO CONTRACT 501515 FOR DESIGN PHASE SERVICES FOR NORTHWATER TREATMENT PLANT**

Mr. McCormick presented the Board with a Northwater Treatment Plant (NTP Project) Update, a copy of which is attached to and incorporated in these Minutes as Exhibit A. He noted that 60% of the project design has been completed and that \$446,817 of the Owner Contingency has been spent to address previously unknown site conditions.

Approved the Eighth Amendment to Contract 501515 with Kiewit Infrastructure Co. for work in support of the NTP Project. The Amendment adds \$3,377,003, for a total amended contract amount not to exceed \$11,401,323.

**5. ITEM II-B-3: SITE SERVICES WORK PACKAGE GUARANTEED MAXIMUM PRICE (GMP) 1B FOR NORTHWATER TREATMENT PLANT**

Approved Contract 503736 with Kiewit Infrastructure Co. for Site Services GMP 1B for the NTP Project for the contract period of December 12, 2018 through January 11, 2024, for a total contract amount not to exceed \$48,384,434, and with an Owner Contingency allocation of \$1,500,000.

**6. ITEM II-B-4: EARLY PROCUREMENT WORK PACKAGE GUARANTEED MAXIMUM PRICE (GMP) THREE FOR NORTHWATER TREATMENT PLANT**

Approved Contract 503744 with Kiewit Infrastructure Co. for Early Procurement GMP 3 for the NTP Project for the contract period of December 12, 2018 through January 11, 2024, for a total contract amount not to exceed \$12,524,809.

**7. ITEM II-B-5: CITIZENS ADVISORY COMMITTEE APPOINTMENTS**

Approved two new members of the Citizens Advisory Committee: 1) Luke Gingerich as West Slope representative; and 2) Andrew Ross as Denver representative.

**EXECUTIVE UPDATE**

**8. ITEM IV-A: CEO REPORT**

Mr. Lochhead reported that on December 6, 2018, Denver Water held the first Leadership Connection meeting for all supervisors. The group discussed challenges and approaches to leadership and the employee engagement survey results. The survey, given twice a year, showed incremental improvement over the last one, and revealed that Denver Water employees feel passionate about the organization's mission and appreciate their benefits, but think that leadership and pay need improvement. Employees are concerned about the cost of living in the metro area rising more quickly than their salaries. Denver Water retained Gallagher in the spring of 2018 to conduct a market analysis, which shows that overall Denver Water's salaries are market competitive, but that certain jobs may need adjustment. This information, along with information about the pay-for-performance system, will be discussed with the Board during the first quarter of 2019.

December 12, 2018

## BRIEFING PAPERS & REPORTS

### 9. ITEM V-A-1: GOVERNMENT RELATIONS STRATEGY

The Board received a Briefing Paper about Denver Water’s Government Relations Strategy, a copy of which is attached to and incorporated in these Minutes as Exhibit B.

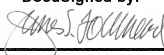
## ADJOURNMENT

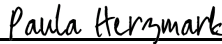
No further business appearing, the Board voted unanimously to adjourn into an Executive Session at approximately 10:15 a.m.

### Executive Session

On Wednesday, December 12, 2018 commencing approximately at 10:15 a.m. in the Board Room, Room 309, 1600 West 12th Avenue, Denver, Colorado, the Board of Water Commissioners met in Executive Session to discuss matters authorized by D.R.M.C. § 2-34.

There being nothing further for the Board to consider, the Executive Session concluded at approximately 11:00 a.m.

DocuSigned by:  
  
Secretary

DocuSigned by:  
  
President