
RECORD OF PROCEEDINGS

**MINUTES OF THE BOARD OF DIRECTORS OF
THE ARAPAHOE COUNTY WATER AND WASTEWATER AUTHORITY**

HELD: June 13, 2007

13031 E Caley Ave
Centennial, CO 80111

ATTENDANCE:

Present were Directors: Hap Henderson, Doyle Tinkey, Alan Leak, Pat Mulhern, Linda Lehrer, and Bart Miller by phone. Also in attendance were: Gary Atkin, Jennie Achee, Will Koger, Martin Stegmiller, Barbara Townsley, Bart Giles, Matt Langridge, Marc Letourneau, Darrell Scrivner, Betty Nunez, Patrick Reed, Les Nelson, Mike Keefover, Caryn Ashbay, and Legal Counsel Rick Kron of Grimshaw & Harring. Guests: Tom Bishop of D. A. Davidson.

CALL TO ORDER:

Director Hap Henderson called the meeting to order at 9:41 a.m. in the Arapahoe conference room of the Arapahoe County Water and Wastewater Authority office at 13031 E Caley Ave Centennial, CO 80111. Director Leak led the Pledge of Allegiance.

ADOPTION OF THE AGENDA:

Mr. Atkin suggested adding an item under the General Managers Report, which was a leave of absence for Director Marie Mackenzie. A motion was made by Director Leak and seconded by Director Tinkey to adopt the agenda with modifications. The motion passed 6 to 0.

PUBLIC FORUM:

No discussion in public forum.

AWARDS CEREMONY:

The Board of Directors received the Bronze Category Award from CDPHE for the Environmental Management Program.

The staff and Safety Committee were recognized for 2 years of no lost time accidents.

CONSENT AGENDA:

A motion was made by Director Tinkey and seconded by Director Lehrer to approve the consent agenda. The motion passed 6 to 0. The consent agenda consists of the following items:

1. Approval of Meetings Minutes for May 9, 2007.
2. Approve Payment Requests for May 2007.
3. Approve PDAC Committee Items;
 - A. Approve an Amendment to the Professional Services Agreement with Ground Engineering for Construction Testing of the WRF Expansion Project P-23.
 - B. Approve Professional Services Agreement with Nolte Associates, Inc. for the Chapparal Tennis Court Path Project N-500.
4. Approve Revisions to Fees and Charges for Copying Services Pursuant to Recent Passage of SB-045.

GENERAL BUSINESS ACTION ITEMS:

Item No. 5 - Refinancing ACWWA Bonds

Mr. Atkin introduced Mr. Tom Bishop of D.A. Davidson. Mr. Bishop went over two handouts in detail and discussed the refinancing of the Series C bonds with the Board. A motion was made by Director Lehrer and seconded by Director Miller to authorize the consultants to proceed with preparing for a bond refinancing and new money issued in an estimated amount of \$18.5 million. The refinancing will be prepared, marketed and closed by September 5, 2007 with D.A. Davidson as lead investment banker at 60% and Piper Jaffrey as a co-manager at 40% with Jim Harrington serving as the financial advisor. The motion passed 6 to 0.

Item No. 6 – Amendment to the Professional Services Agreement with Arber and Associates for Final Design and Permitting Services for JWPP Project P-15

Mr. Koger addressed the Board. There have been some issues getting the concentrate from the reverse osmosis treatment permitted regarding toxicity testing and phosphorus limits. Mr. Koger explained what staff is doing to resolve these issues and went over the costs of the project. A motion was made by

Director Tinkey and seconded by Director Miller to approve the Amendment to the Professional Services Agreement with Arber and Associates for Final Design and Permitting Services for JWPP Project. Director Mulhern expressed a conflict of interest and indicated he would not participate in the discussion or vote on this issue. The motion passed 5 to 0 with Director Mulhern abstaining.

Item No. 7 – Foxfield Village Center 18” Line Oversizing Bill of Sale

Mr. Bart Giles addressed the Board to explain the reason for the Bill of Sale approach. A map was provided for the Board in the packet. Mr. Giles went over the costs of the project and took questions from the Board. A motion was made by Director Henderson and seconded by Director Tinkey to approve the Foxfield Village Center 18” Line Oversizing Bill of Sale. Director Leak expressed a conflict of interest and indicated he would not participate in the discussion or vote on this issue. The motion passed 5 to 0 with Director Leak abstaining.

Item No. 8 – Letter of Engagement for Professional Auditing Services with Bondi and Company

Ms. Achee discussed the Bondi Engagement letter for the audit of 2007 records with the Board. A motion was made by Director Lehrer and seconded by Director Leak to approve the Letter of Engagement for Professional Auditing Services with Bondi and Company. The motion passed 6 to 0.

Item No. 9 – Memorandum of Understanding with the Southeast Metro Stormwater Authority for the Transition of Stormwater Management Responsibilities

Mr. Koger stated that there are a few adjustments and language changes in the Memorandum of Understanding from the draft version presented to the Board in February. The MOU now reflects that ACWWA will provide staff support for SEMSWA through the end of the year. Director Miller disclosed that he may have a conflict of interest because he is on the SEMSWA Board but does not feel that he should recuse himself from the vote. Legal counsel agreed that he could vote on this issue. A motion was made by Director Henderson and seconded by Director Leak to approve the Memorandum of Understanding with the Southeast Metro Stormwater Authority for the Transition of Stormwater Management Responsibilities subject to revisions. The motion passed 6 to 0.

Item No. 10 – Agreement with the South Metro Water Supply Authority for Reallocation of Chatfield Reservoir Storage Capacity

Mr. Koger explained that the agreement presented in the Board packet is to clarify some of the “first right of refusal” language and he went over the costs to ACWWA. Discussion took place between the Board, Mr. Koger and Mr. Atkin regarding storage in Chatfield Reservoir. A motion was made by Director Henderson and seconded by Director Tinkey to approve the Agreement with the

South Metro Water Supply Authority for Reallocation of Chatfield Reservoir Storage Capacity with the understanding that staff will bring this item back to the Board within 6 months for an update. The motion passed 6 to 0.

Item No. 11 – Agreement for the Modeling of the Upper Cherry Creek Basin

Mr. Koger reviewed ACWWA’s direct cost share for the modeling effort and the benefits of being members with Upper Cherry Creek Water Association and Cherry Creek Project Water Authority. Director Mulhern explained the history of the agreement. A motion was made Director Mulhern and seconded by Director Leak to approve the Agreement for the Modeling of the Upper Cherry Creek Basin. The motion passed 6 to 0.

EXECUTIVE SESSION

A motion was made by Director Henderson and seconded by Director Lehrer to move into Executive Session to discuss acquisition of property and developing negotiating positions or instructing negotiators on property acquisition at 10:58 a.m. pursuant to Section 24-6-402(4) (A)(E) C.R.S.. The motion passed 6 to 0. (Executive session meetings are recorded and retained for 90 days.)

Director Miller left the meeting at 11:33 a.m.

The Executive Session ended at 11:40 a.m.

A motion was made by Director Henderson and seconded by Director Lehrer to authorize staff to acquire a legal description and appraisal for the title commitment for the easement across the Carmel property and authorize the General Manager to conduct a conference call following a proper public meeting notice for the purpose of a vote on resolution of necessity. Director Leak expressed a conflict of interest and indicated he would not vote on the issue. Director’s Leak’s presence was counted solely to determine that a quorum was present. The motion passed 4 to 0 with Director Leak abstaining from the vote.

INFORMATION ITEMS AND REPORTS

Written reports were provided to the Board on the following topics

Item No. 12 – General Manager Report

A. Centennial Airport Influence Area Update

Mr. Atkin referred to a newspaper article that explains the recent activity at the airport. Discussion took place concerning the future of the property.

B. GFOA Award

Ms. Achee informed the Board that ACWWA received the GFOA Award for the second year in a row. The Board recognized Ms. Achee for her outstanding work.

Director Mulhern left the meeting at 11:50 a.m.

ADJOURNMENT:

The meeting adjourned at 11:50 a.m.

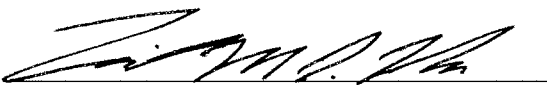
Approved: July 11, 2007

ARAPAHOE COUNTY WATER AND
WASTEWATER AUTHORITY



President

ATTEST:



Secretary