



**October 7, 2009 (Continuation of September 17, 2009 Board Meeting)
Meeting Minutes of the Board of Directors**

Directors Present: Alan Berryman, Lisa Darling, Greg Dewey, Dennis Harmon, Kim Hutton, John Kolanz, Randy Rhodes and Kevin Urie

Directors Absent: Dennis Bode

1. CALL TO ORDER / INTRODUCTIONS

Lisa Darling, President of SPWRAP, called the SPWRAP Board of Directors Meeting to order at 10:00 am. This was a meeting by teleconference and was a continuation of the board meeting held on September 17, 2009 at Denver Water. There was a quorum of Directors.

2. ADDITIONS/CHANGES TO THE AGENDA

There was one addition/change to the agenda: Discussion of finalizing the Tamarack Decree.

3. STATUS ON PROPOSED AMENDMENT TO COLORADO'S NORTH PLATTE DEPLETIONS PLAN

Deb Freeman presented the approach that Colorado supports for using a "single bucket" to quantify depletions in the North Platte from federal as well as non-federal uses. There has been some resistance from Nebraska. This will be discussed at the next Governance Committee meeting. No SPWRAP board action is required.

4. DISCUSSION ITEM RELATED TO MEMBERSHIP FOR THE REGIONAL TRANSPORTATION DISTRICT (RTD) AND ITS FAST TRACKS PROGRAM

Ted Kowalski presented information he received from the environmental compliance manager for the Regional Transportation District (RTD) Fast Tracks project(s). Construction is anticipated to begin in 2011 for the Gold Line (to Golden) and the East Line (to Denver International Airport). It is anticipated that depletions would be modest and would include dust suppression, concrete mixing water and construction cleanup. There are likely no ongoing depletions related to bathrooms or re-vegetation. Discussion ensued.

MOTION: Greg Dewey moved that SPWRAP send a letter that states any Fast Tracks depletions are potentially double-covered because 1) RTD, and Colorado Dept. of Transportation fits within existing state membership and /or 2) it is possible that the water might be provided by water purveyors which are already members of SPWRAP. Kevin Urie seconded the motion and it was approved unanimously by the directors present.

5. DISCUSSION OF FINALIZING THE TAMARACK DECREE

Lisa Darling reported that she and Austin Hamre asked Steve Simms to consider assisting the State of Colorado to help get the Tamarack Decree finalized. Steve Simms has institutional knowledge regarding Tamarack and his help might be welcomed by the

State. Steve Simms has issued a proposal in which he would play a supportive role with the State. Ted Kowalski will provide an update on the State's perspective at the next SPWRAP board meeting.

Kim Hutton raised a question about the proper type and extent of SPWRAP's involvement in the Tamarack litigation. It was generally agreed that the subject will require further discussion in a future meeting.

6. MINUTES FROM THE MAY 21, 2009 BOARD MEETING

John Kolanz asked that the May 21, 2009 minutes be amended to show that he was present at the meeting.

MOTION: Kevin Urie moved that the board approve the minutes from the May 21, 2009 board meeting, given the proposed change. Alan Berryman seconded the motion and it was approved unanimously by the directors present.

7. MINUTES FROM THE SEPTEMBER 17, 2009 BOARD MEETING

Three changes to the September 17, 2009 minutes were suggested:

1. In Paragraph 5, "~~Alternatively, RTD might need to join SPWRAP, thus prompting a need for a new membership class~~ obtain coverage through membership in SPWRAP."
2. In Paragraph 10, "~~Joe Frank will submit a scope of work for services to be provided in 2010. Upon receiving the information, the The SPWRAP Board will discuss this at a future~~ continued board meeting. Joe Frank will submit a proposed scope of work for services to be provided in 2010 after the SPWRAP Board has discussed his September 16, 2009 letter to the SPWRAP Board."
3. In Paragraphs 11 and 12, references to a "special" meeting were changed to "continued" meeting.

MOTION: Alan Berryman moved that the board approve the minutes from the September 17, 2009 board meeting, given the proposed changes. Dennis Harmon seconded the motion and it was approved unanimously by the directors present.

8. DISCUSSION ON 2010 BUDGET

Dennis Harmon discussed the 2010 budget that he had emailed to the board. Inherent in the proposed budget is a proposal for the assessment to be set at 15 cents per membership unit.

MOTION: Dennis Harmon moved that the board adopt the proposed budget with slight refinements to total membership fees (line 3) and accounting / legal costs (line 20). Alan Berryman seconded the motion and it was approved unanimously by the directors present.

The proposed budget will be presented at the annual meeting of members for approval.

9. DISCUSSION ON 2010 MEMBERSHIP ASSESSMENT RATE

Inherent in the 2010 proposed budget is a proposal for the assessment to be set at 15 cents per membership unit. The 2009 membership assessment was 20 cents per membership

unit. Discussion ensued. It was decided to keep the recommended 15 cents per membership unit and discuss this further at the annual meeting of members on October 22, 2009.

10. DISCUSSION ON ANNUAL MEETING OF MEMBERS TO BE HELD OCTOBER 22, 2009 IMMEDIATELY FOLLOWING SOUTH PLATTE FORUM IN LONGMONT
The South Platte Forum is scheduled to end at 2:35 pm. After a brief break, the SPWRAP annual meeting of members will begin its meeting at 3:00 pm. SPWRAP thanks the South Platte Forum for allowing SPWRAP to tag-on its meeting to the end of the Forum. This allows for maximum participation at SPWRAP, especially for those SPWRAP members who will be at the South Platte Forum.

ACTION: Greg Dewey will send out an agenda for the annual meeting on October 22, 2009. Kevin Urie will send out a Notice of the Meeting, Assessment Forms, Ballot and Proxy. Assessment forms can be resent after the annual meeting.

11. SPWRAP ADMINISTRATIVE & CORPORATE ISSUES

It was determined that the following board members have terms that expire in 2009: Greg Dewey (Class-M), Dennis Bode (Class-M) and Randy Rhodes (Class-I). Both Greg Dewey and Randy Rhodes indicated their willingness to continue serving on the board. Dennis Bode had previously indicated that he would not be able to continue serving on the board. Wayland Anderson (South Adams County W&S District) has been present at many of the SPWRAP meetings and had indicated an interest in serving on the board. The board was favorable to having Wayland serve on the board. Lisa Darling will contact Wayland Anderson prior to placing his name on the ballot.

12. POTENTIAL AGREEMENT WITH LOWER SOUTH PLATTE WATER CONSERVANCY DISTRICT FOR SERVICES PROVIDED

The board further discussed the September 16, 2009 letter to the SPWRAP Board from Joe Frank, manager of the Lower South Platte Water Conservancy District (LSPWCD). The Board suggested that Joe Frank's representation as an alternate on the Land Committee could be served by a State of Colorado employee. Discussion ensued about the services that SPWRAP needs as well as the services that LSPWCD could provide. The board discussed offering LSPWCD a lump sum for administrative work (i.e. membership, website maintenance, attendance and reporting at SPWRAP board meetings), as well as time & materials for field work (i.e. project management, operation & maintenance of recharge projects, administering grants). Discussion ensued about compensating LSPWCD on a time basis or a flat fee. It was thought that LSPWCD would be more amenable to a flat fee for the administrative work and easier for budgeting purposes. Joe Frank's attendance at SPWRAP board meetings would be expected and compensated as part of the lump sum. LSPWCD would not be responsible for taking minutes at the SPWRAP board meeting; SPWRAP board minutes would continue to be the responsibility of the SPWRAP board secretary.

ACTION: Jon Altenhofen will approach Joe Frank with Austin's list in hand and work out the details. Jon will propose \$12,000 for the year 2010 for the lump sum or administrative work. Other field work would be defined and compensated using the time & materials method. If agreeable to LSPWCD, Austin Hamre, Jon Altenhofen and Joe

Frank will draft a contract with an attached scope of work. Alan Berryman and Kevin Urie will approach Ted Kowalski about representation on the Land Committee.

13. ADJOURN

The meeting adjourned at 12:20 pm.

Next Meeting of the Board of Directors:

Annual Meeting of Members
October 22, 2009 – Radisson Conference Center – Longmont, CO
(Immediately following the South Platte Forum)

Respectfully submitted,

A handwritten signature in cursive script that reads "Greg Dewey".

Greg Dewey
Secretary, SPWRAP, Inc.