



October 11, 2012
Meeting Minutes of the Board of Directors
(conference call)

Directors Present: Alan Berryman, Lisa Darling, Greg Dewey, Jim Hall, Dennis Harmon, Randy Rhodes, Wayland Anderson, Kim Hutton and Kevin Urie

Directors Absent: None

Others Present: Rich Belt, Deb Freeman and Austin Hamre

1. CALL TO ORDER / INTRODUCTIONS

Lisa Darling, President of SPWRAP, called the SPWRAP Board of Directors Meeting to order at 8:00 am via conference call. There was a quorum of Directors.

2. ADDITIONS/CHANGES TO THE AGENDA

There were no changes to the agenda.

3. STATE'S CLASS X-1/COVERAGE FOR DOT FASTRACKS

Discussion ensued.

MOTION: Alan Berryman moved that the board approve coverage of the Department of Transportation's FasTracks construction activities, with an anticipated average depletion of 125 acre-feet per year, under the State of Colorado's Class X-1 membership. Randy Rhodes seconded the motion. Dennis Harmon abstained from the vote. The motion was approved unanimously by the directors present.

4. FISHER DITCH ISSUES

Randy Rhodes recused himself from the discussion. Rich Belt of Xcel Energy introduced this item, as Xcel is a shareholder in the Fisher Ditch. SPWRAP has a precedent for requiring individual municipal and industrial shareholders in an agricultural ditch company to join; the Fisher Ditch Company wants to join under Class "A" membership; however, an industrial user holding a minority interest in the Fisher Ditch Company is reluctant to join. The board recommended that Rich Belt coordinate a conference call where Kevin Urie can educate the minority shareholder about the benefits of joining SPWRAP.

5. WINTERHAVEN AGREEMENT

Austin Hamre introduced this item and provided a brief overview of the Ducks Unlimited (DU) Winterhaven Recharge Project agreement as it stands now. Parties other than DU and SPWRAP have not seen this multi-party agreement yet, though they had generally agreed to one of the component agreements that got wrapped into this one. Because final input from other parties has not yet been received, it is too early to seek board approval. However, for a variety of reasons, the agreement needs to be signed before the end of the year. Discussion ensued. The consensus of the board was that it was comfortable with the overall structure and direction of the agreement. The board asked Austin Hamre to continue to negotiate the agreement in the same manner. Depending on whether an SPWRAP meeting is held in November/December, it may be necessary to approve the final agreement by consent (e.g. email).

6. COMMERCIAL OIL & GAS DEVELOPMENT – BLM PERMITS/COVERAGE

Discussion ensued. Kevin Urie explained that a meeting is being scheduled among BLM, the Fish and Wildlife Service, and SPWRAP representatives to begin discussions on ESA coverage issues. Kevin will report back to the board and encouraged the rest of the board to continue considering this issue, expecting it to need some resolution in the near future.

7. SECTION 7 STREAMLINED CONSULTATION PROCESS

Kevin Urie reported that certain SPWRAP members continue to encounter difficulty and delay in the Fish and Wildlife Service's processing of Section 7 "streamlined" consultations under the Program. The primary concerns relate to the level of detail the Service is requesting in describing projects and associated water uses for purposes of consultation, and the staff's workload. Kevin and Deb Freeman were directed to meet with the Service to convey these concerns and see what can be done about them.

8. PREPARATION FOR ANNUAL MEETING OF MEMBERS

Lisa Darling confirmed that the SPWRAP Annual Meeting will be held on October 25, 2012 in Longmont, immediately following the South Platte Forum. This year the Forum will end slightly earlier than in past years. As such, the SPWRAP meeting will be moved up to start at 1:30 pm.

The board was encouraged to send Joe Frank any comments on his draft annual report so he can finalize it for the annual meeting. At the meeting, Deb Freeman will give a brief verbal summary of the Platte Program, its basic requirements, and the role of SPWRAP. Then Alan Berryman will highlight accomplishments of the past year.

Directors whose terms are up for consideration are:

- Greg Dewey (Class-M, Municipal)
- Wayland Anderson (Class-M, Municipal)
- Randy Rhodes (Class-I, Water Conservancy)

These director positions will be placed on the ballot. Greg Dewey and Wayland Anderson would like to be considered for re-election. Randy Rhodes is stepping off the board at this time, but will continue to follow the SPWRAP and Platte River Program activities. Rich Belt, with Xcel Energy, has indicated his interest in running for the industrial board seat. There will be space on the ballot for other write-in candidates, and nominations will be accepted at the annual meeting.

9. ADJOURN

The meeting adjourned at 9:30 am.

Next Meeting of the Board of Directors:
At the Annual Meeting of Members
October 25, 2012, 1:30 pm
The Plaza Hotel & Conference Center
1900 Ken Pratt Blvd.
Longmont, CO 80501

Respectfully submitted,



Greg Dewey
Secretary, SPWRAP, Inc.