



Municipal Subdistrict Board Agenda

April 9, 2020

9:00 AM

The Municipal Subdistrict Board Meeting will be held via Zoom Meeting Webinar

The public may attend this meeting by accessing the Zoom Meeting information listed below.

Please click the link below to join the webinar:

<https://zoom.us/j/529874523?pwd=Y01SR2RhN0hLeXloVnAyTlE1KzdjZz09>

Please dial the number below for audio only access to the meeting:

877-369-0926 (Toll Free)

Webinar ID: 529 874 523

Password: 193778

Public access to the webinar will be in "listen only" mode. Members of the public wishing to address the Board should submit their comments by 8:30 a.m. Thursday, April 9, by email to: generaldelivery@northernwater.org or by phone message to 970-292-2517. Comments submitted by the deadline will be read into the record by staff during the meeting. Northern Water is implementing this process to comply with the Covid-19 statewide stay-at-home order while still providing ample opportunity for public involvement.

1. Preliminary Items

- 1.A. Call to Order: Roll Call and Verification of Quorum

Presenter: Chairman Yanchunas

Action: None

- 1.B. Public Comment on Non-Agenda Items

Presenter: Chairman Yanchunas

Action: None

- 1.C. Agenda Modification

Presenter: Brad Wind

Action: None

1.D. Recommendation for Executive Session
Presenter: Brad Wind and Karen Rademacher
Action: As Needed

2. Consent Agenda

Items listed below are considered routine and may be enacted by the Chairman as indicated. If any Board member desires discussion beyond explanatory questions or corrections to the minutes, the Chairman may order that item to be considered in a separate motion and vote.

2.A. Minutes of March 12, 2020, Board Meeting
Presenter: Chairman Yanchunus
Action: Motion to Approve
[Minutes of March 12, 2020, Board Meeting](#)

2.B. Minutes of March 5, 2020, Planning Session
Presenter: Chairman Yanchunus
Action: Motion to Approve
[Minutes of March 5, 2020, Planning Session](#)

2.C. Minutes of March 5, 2020, Audit Committee Meeting
Presenter: Chairman Yanchunus
Action: Motion to Accept
[Minutes fo the March 5, 2020 Audit Committee Meeting.pdf](#)

2.D. Amendment to Consulting Services Agreement with Stantec for Services During Extension of Preconstruction Period
Presenter: Joe Donnelly
Action: Motion to Approve
[Stantec Contract Summary](#)
[Stantec Scope of Work](#)

2.E. Amendment to Consulting Services Agreement with Five Project Review Board Members for Chimney Hollow Reservoir Construction Period
Presenter: Joe Donnelly
Action: Motion to Approve
[Project Review Board Construction Scope of Work](#)
[JWF Consulting LLC Contract Summary](#)
[Richard Kramer Contract Summary](#)
[Steve Higinbotham Contract Summary](#)
[Tschernutter Consulting Contract Summary](#)
[William Moler Contract Summary](#)

3. Routine Items - None

4. Windy Gap Water Activity Enterprise

4.A. Financial Matters - Treasurer's Report

Presenter: Jerry Gibbens

Action: Motion to Accept

Windy Gap Treasurer's Report March 2020

4.B. Financial Matters - Disbursements Report

Presenter: Vice President Emslie

Action: Motion to Approve

Windy Gap Disbursements Report March 2020

4.C. Monthly Report

Presenter: Jeff Drager

Action: None

4.D. Legal Report

Presenter: Legal Counsel

Action: As Needed

Trout Raley April 9, 2020

Berg Hill Greenleaf Ruscitti March 2020

5. Windy Gap Firming Project Water Activity Enterprise

5.A. Financial Matters - Treasurer's Report

Presenter: Jerry Gibbens

Action: Motion to Accept

Windy Gap Firming Project Treasurer's Report March 2020

5.B. Financial Matters - Disbursements Report

Presenter: Vice President Emslie

Action: Motion to Approve

Windy Gap Firming Disbursements Report March 2020

5.C. Monthly Report

Presenter: Jeff Drager

Action: None

5.D. Nutrient Reduction Plan - Windy Gap Firming Project

Presenter: Esther Vincent

Action: None

6. Information Items

6.A. Board of Directors Roundtable

Presenter: Chairman Yanchunus

Action: None

7. Executive Session

Matters that fall within C.R.S. § 24-6-402 (4) (a) through (g) may be discussed¹

¹ The Executive Session listed above may be cancelled at the discretion of the Board of Directors at the commencement of, or during, this meeting.

PRELIMINARY – SUBJECT TO CHANGE

MUNICIPAL SUBDISTRICT,
NORTHERN COLORADO WATER CONSERVANCY DISTRICT
MINUTES OF BOARD MEETING
HELD AT NORTHERN WATER HEADQUARTERS
March 12, 2020

1. PRELIMINARY ITEMS

A. Call to Order

The Board of Directors of the Municipal Subdistrict, Northern Colorado Water Conservancy District (Subdistrict) met pursuant to call. Present were: President Dennis Yanchunas, Vice President Bill Emslie, and Directors Mike Applegate, Don Magnuson, Gene Manuello, Rob McClary, Dave Nettles, John Rusch and Todd Williams. Director Sue Ellen Harrison joined the meeting via telephone conference call. Directors Jennifer Gimbel and Dale Trowbridge were absent.

The following staff members were present: General Manager Brad Wind, Administration Division Director Karen Rademacher, Engineering Division Director Jeff Drager, Environmental Services Division Director Esther Vincent, Operations Division Director Jerry Gibbens and Legal Counsel Bennett Raley and Davis Wert. See the attached list for additional staff and guests in attendance.

B. Public Comment

President Yanchunas requested public comment on non-agenda items. There were no public comments.

C. Agenda Modifications and Recommended Executive Session

Agenda Modifications

President Yanchunas asked if there were any agenda modifications. Mr. Wind stated that staff did not recommend any agenda modifications.

Executive Session

President Yanchunas next asked for a discussion of a potential Executive Session. Mr. Wind stated that staff and legal counsel did not recommend an Executive Session.

2. CONSENT AGENDA

President Yanchunas next asked for consideration of the Consent Agenda.

A. Approval of February 13, 2020, Board meeting minutes**B. Approval of February 6, 2020, Board Retreat minutes**

President Yanchunas asked if Directors wished to pull any Consent Agenda items from consideration. Following a brief discussion President Yanchunas stated that the Consent Agenda would stand approved as presented.

3. ROUTINE ITEMS**A. Standard Inclusions - Weld County**

President Yanchunas next requested a presentation of standard petition for inclusion in Weld County that were published for hearing before the Subdistrict Board of Directors.

- Melicio and Margaret Chavez – Weld County

Ms. Kris Thompson, Inclusion Specialist, referred the Board to the inclusion maps provided in the Board packet and briefly reviewed the proposed inclusion. She stated the petition for inclusion met established Board criteria, had been advertised as required by law, and could be recommended for approval by the Board, conditioned upon future payment of all mill levies and assessments that are levied, or will be levied, on other similarly-situated lands in the Subdistrict at the time of inclusion of these lands, and further conditioned that if such payments are not made on such equal basis with similarly-situated lands, these lands shall be subject to exclusion for noncompliance with this condition if payments are not otherwise made. Director Magnuson moved approval of the petition for inclusion of the referenced lands in Weld County, subject to fulfillment of the stated conditions. Director Nettles seconded the motion and it passed unanimously.

4. WINDY GAP WATER ACTIVITY ENTERPRISE**A. Legislative Update**

A brief discussion ensued regarding Colorado legislative issues that may impact Northern Water or the Subdistrict. A review of legislative matters occurred during the March 12, 2020, Northern Water Board meeting under Agenda Item 4-A “Legislative Update.” The Northern Water Board did not take any formal action during the legislative update.

B. Fiscal Year 2019 Audit and Comprehensive Annual Financial Report

President Yanchunas asked for a discussion of the Subdistrict audit report. Ms. Judy Skram, Senior Accountant, referred the Board to copies of the Subdistrict Comprehensive Annual Financial Report (CAFR) for fiscal year (FY) 2019, previously reviewed during the March 5, 2020, Planning Session. The report contains the results of the audit, including Plante Moran’s unmodified opinion for the Subdistrict financial statement. President Yanchunas, Vice Chairman of the Audit Committee, stated that the Audit Committee was very pleased with the work done by the Financial Services Department staff and Plante Moran on the 2019 audit. Ms. Skram stated if Directors had

no additional questions or comments, she recommended the Board accept the Subdistrict audit report as submitted. Director McClary moved to accept the auditor's report for the Subdistrict for FY 2019. Director Rusch seconded the motion and it passed unanimously.

C. Financial Matters – February 2020 Treasurer's Report

Mr. Gibbens directed the Board's attention to the February 2020 Treasurer's Report and reviewed statements concerning transfers of funds, revenues, receipts, current disbursements, and total cash and reserves as of February 29, 2020. He also discussed cash flows and cash balances. Following questions and discussion, Director Nettles moved to accept the Treasurer's Report as submitted. Director McClary seconded the motion and it passed unanimously.

D. Financial Matters – February 2020 Disbursements Report

Vice President Emslie next referred the Board to the list of disbursements for February 2020. Following questions, Director Williams moved to approve payment of the February disbursements as submitted. Director Nettles seconded the motion and it passed unanimously.

E. Windy Gap Project Monthly Report

President Yanchunas next requested a report on monthly activities. Mr. Drager briefly discussed the current status of Colorado River Connectivity Channel (CRCC) funding, including: (1) staff's continuing efforts to locate additional funding totaling approximately \$2 million; (2) staff's recent application to the Colorado Water Conservation Board (CWCB) for a \$2.4 million Water Plan Grant for the CRCC; (3) a pending May meeting with CWCB officials to discuss the Subdistrict's CRCC grant application; (4) a pending contract with Hydros Consulting totaling approximately \$40,000 for a limnology study regarding the volume of water and flow rate necessary to maintain water quality in Windy Gap Reservoir while simultaneously operating the CRCC; and (5) a pending contract with Colorado Parks and Wildlife for a fish monitoring study associated with the CRCC.

Finally, Mr. Gibbens noted that while the Windy Gap Project is prepared to pump water during the 2020 spring runoff, it is unlikely due to a forecasted spill of the Colorado-Big Thompson (C-BT) Project at Lake Granby. A brief discussion followed.

F. Windy Gap Project Storage & Delivery Summary

Ms. Sarah Smith, Water Scheduling Department Assistant Manager, next referred the Board to a PowerPoint presentation and very briefly discussed: (1) to-date deliveries of approximately 3,988 acre-feet of Windy Gap Project water during water year 2020; and (2) comparable 2016-2019 to-date Windy Gap Project deliveries.

G. Legal Report

President Yanchunas next asked for the legal report.

(1) Water Court Litigation

Mr. Raley reported that staff and counsel did not recommend filing any statements of opposition. He briefly reviewed the current status of the draft amended Windy Gap Project water rights decree, including ongoing efforts by legal counsel to obtain stipulations from several objectors in the case.

(2) Other Legal Matters

Mr. Raley next reported briefly on: (1) no change to the status of Case No. 17CV2563, a suit filed in Federal District Court by six environmental groups against the U.S. Bureau of Reclamation and the U.S. Army Corps of Engineers regarding the federal approvals for the WGFP; and (2) the current status of draft WGFP allotment contracts and a pending meeting next month of the WGFP Legal Subcommittee.

Mr. Raley stated that legal counsel had nothing further to report unless the Board had questions.

5. WINDY GAP FIRMING PROJECT WATER ACTIVITY ENTERPRISE

A. Financial Matters – February 2020 Treasurer’s Report

Mr. Gibbens directed the Board's attention to the February 2020 Treasurer's Report and reviewed statements concerning transfers of funds, revenues, receipts, current disbursements, and total cash and reserves as of February 29, 2020. He also discussed cash flows and cash balances. Following questions and discussion, Director Rusch moved to accept the Treasurer's Report as submitted. Director McClary seconded the motion and it passed unanimously.

B. Financial Matters – February 2020 Disbursements Report

Vice President Emslie next referred the Board to the list of disbursements for February 2020. Following questions, Director Williams moved to approve payment of the February disbursements as submitted. Director Nettles seconded the motion and it passed unanimously.

C. Monthly Report

Mr. Drager next reported briefly on: (1) the March 10, 2020, Windy Gap Participants Committee meeting; (2) a pending meeting with CWCB officials to discuss a proposed reduction in the interest rate on the CWCB's \$90 million subordinate loan for CHR construction from 3.1 percent to 2.08 percent; (3) a recent meeting with Western Area Power Administration (WAPA) officials regarding the relocation of WAPA's powerline from the CHR construction site; (4) the current status of the Subdistrict's application for an air quality permit from the Colorado Department of Public Health and Environment for CHR construction; (5) the necessity of pre-ordering the butterfly valves for two interconnects between the CHR Construction Project and Reclamation's Colorado-Big Thompson (C-BT) Project facilities (the Carter Lake Pressure Tunnel and the Bald Mountain Penstocks); (6) new individual contracts with members of the CHR Project Review Board (PRB), to continue each PRB member's engagement through CHR construction; (7) a Stantec change order of approximately \$74,000 regarding additional costs during the process to

select a CHR construction contractor and (8) WGFP mitigation, including ongoing nutrient reduction efforts. President Yanchunas noted that he and Vice President Emslie had attended the March 10, 2020, Windy Gap Participants Committee meeting.

6. INFORMATIONAL ITEMS

A. Board of Directors Roundtable

There were no Director roundtable items to discuss.

There being no further business to come before the Board, President Yanchunas adjourned the meeting.

Dennis Yanchunas
President
Municipal Subdistrict,
Northern Colorado Water Conservancy District

Bradley D. Wind
Secretary

ADDITIONAL STAFF AND GUESTS IN ATTENDANCE MARCH 12, 2020**STAFF**

Kelly Ippolito	Help Desk Technician
Liz Larmon	Administrative Support Specialist
Steve Miller	Help Desk Technician
Greg Silkensen	Communications Department Assistant Manager
Judy Skram	Senior Accountant
Sarah Smith	Water Scheduling Department Assistant Manager
Jeff Stahla	Public Information Officer
Kris Thompson	Inclusion Specialist

GUESTS

Jamie Baessler	Conestoga Farm Ground LLC
Kevin Bergschneider	HDR
Andy Gerk	Conestoga Farm Ground LLC
Amber Kauffman	Little Thompson Water District
Will Landin	Stantec
Ona Lewis	Maplewood Acres
Scott Lewis	Maplewood Acres
Jerry Pena	HDR
Roger Williams	U.S. Bureau of Reclamation

NORTHERN COLORADO WATER CONSERVANCY DISTRICT AND
NORTHERN WATER MUNICIPAL SUBDISTRICT

MINUTES OF BOARD PLANNING SESSION
HELD AT NORTHERN WATER HEADQUARTERS

March 5, 2020

1. PRELIMINARY ITEMS

A. Call to Order and Board Quorum Verification

Board members present were: Northern Colorado Water Conservancy District (Northern Water) President Mike Applegate, Northern Water Vice President John Rusch, Northern Water Municipal Subdistrict (Subdistrict) President Dennis Yanchunas; Subdistrict Vice President Bill Emslie; and Directors Jennifer Gimbel, Gene Manuello, Dave Nettles and Todd Williams. Directors Sue Ellen Harrison, Don Magnuson, Rob McClary and Dale Trowbridge were absent.

The following staff members were present: General Manager Brad Wind; Administration Division Director Karen Rademacher; Engineering Division Director Jeff Drager; Environmental Services Division Director Esther Vincent; Operations Division Director Jerry Gibbens; and Legal Counsel Bennett Raley and Davis Wert. See the attached list for additional staff and guests in attendance.

B. Public Comment on Non-Agenda Items

Northern Water President Applegate asked for public comment on non-agenda items. There were no public comments

C. Agenda Modifications and Recommended Executive Session

(1) Agenda Modifications

Northern Water President Applegate asked if there were any agenda modifications. Mr. Wind stated that staff did not recommend any agenda modifications.

(2) Executive Session

Northern Water President Applegate next asked for a discussion of a potential Executive Session. Ms. Rademacher discussed the following proposed Executive Session topics:

Northern Water and Subdistrict

- To receive advice from legal counsel as authorized by C.R.S. § 24-6-402(4)(b), regarding interpretation of the 1937 Water Conservancy Act as related to Board makeup.
- To receive advice from legal counsel as authorized by C.R.S. § 24-6-402(4)(b), regarding the status of the Windy Gap Project water right decrees.

- To receive advice from legal counsel as authorized by C.R.S. § 24-6-402(4)(b) regarding legal options for Colorado-Big Thompson (C-BT) allotment contract transfer policies.

Northern Water President Applegate asked for a motion to convene in Executive Session for the stated reasons. Subdistrict Vice President Emslie moved that Northern Water convene in Executive Session following the public portion of the meeting for the stated reasons. Director Williams seconded the motion and it passed unanimously.

2. DISCUSSION AND STUDY ITEMS

A. Legislative Update and Legislation Recommended for Board Action

Northern Water President Applegate next asked for an update on the 2020 Colorado legislative session. Ms. Julie McKenna, Brandedberry-McKenna, Public Affairs, Legislative Consultant for Northern Water and the Subdistrict, joined the meeting via telephone conference call. Ms. McKenna reported on the following issues and pending legislation that may impact the Subdistrict and Northern Water:

- (1) Protecting Water Rights of Persons Who Implement Water Efficiencies and Reduce their Water Use (HB 20-1172). This bill would add a condition to the abandonment statute that if nonuse is the result of efficiency improvements, then the period of nonuse is tolled provided the Division Engineer is given written notice.

Ms. McKenna briefly updated Directors, staff and legal counsel on this bill. She reported that HB 20-1172 had been postponed indefinitely.

- (2) Local Government Pesticide No Preemption (SB 20-189). This bill concerns provisions that preempt a local government's authority to regulate the use of pesticides within the local government's jurisdiction.

Ms. McKenna, staff, legal counsel and Directors discussed the bill, including proposed alternate language to address staff's and legal counsel's concerns with the bill as currently written. Ms. McKenna noted that many others in the water community have a great deal of concern with SB 20-189 as currently written. Following additional discussion and questions, it was the consensus of the Board that staff propose alternate language to the bill's sponsors, monitor SB 20-189 and report back to the Board. Ms. McKenna stated that she would proceed as directed by the Board.

- (3) Water Diversions from the Rio Grande Basin (HB 20-1327). This bill concerns additional requirements applicable to water diversions from Water Division No. 3.

Ms. McKenna, staff, legal counsel and Directors discussed the bill. Ms. McKenna noted that Denver Water and the Colorado River Water Conservation District are both opposed to the bill as currently written. Following additional discussion, Director Gimbel moved the Board oppose HB 20-1327 as currently written. Director Nettles seconded the motion and it passed unanimously.

Finally, Ms. McKenna, staff, legal counsel and Directors briefly discussed a pending bill regarding mutual ditch company operations and change of use of ditch shares. A general discussion ensued. Ms. McKenna stated that she expected the bill would be introduced in the near future, and that she would monitor it and report back to the Board.

Ms. McKenna stated she had nothing further to discuss with the Board. President Yanchunas thanked Ms. McKenna for her report.

B. Board Audit Committee Summary Report

Northern Water President Applegate next requested a summary report from the Audit Committee. Subdistrict President Yanchunas, Temporary Chairman of the Audit Committee, stated that the Audit Committee had met at 8 a.m. earlier that morning with representatives of Plante Moran, new auditors for Northern Water and the Subdistrict. He reported briefly on the following: (1) Plante Moran had issued clean, unmodified audits for both Northern Water and the Subdistrict; and (2) Plante Moran recommended that several operational and managerial issues identified during the audit process be addressed in the coming months. A brief discussion followed. Northern Water Vice President Rusch and Ms. Judy Skram, Senior Accountant, had several additional comments pertaining to Plante Moran's issuance of clean, unmodified audits for both Northern Water and the Subdistrict.

C. Regional Pool Program Discussion

Northern Water President Applegate next asked for a discussion of Northern Water's Regional Pool Program (RPP). Ms. Sarah Smith, Water Scheduling Department Assistant Manager, and Mr. Luke Shawcross, Water Resources Department Manager, next referred Directors to a PowerPoint presentation and discussed: (1) brief history and origins of Northern Water's RPP; (2) July 2018 changes to the RPP; (3) Board options under the current RPP; (4) the source of RPP water; (5) conditions under which RPP water can be allocated by the Board; (6) a March 5, 2020, RPP balance of 32,540 acre feet; (7) a brief summary of the 2019 RPP; (8) March 1, 2020, preliminary C-BT Project active storage and project contents; (9) 2006-2019 November 15 C-BT Project storage; (10) Upper Colorado River Basin and South Platte River Basin current snowpack readings; (11) October 29, 2019, and February 25, 2020, U.S. lower 48-state and Colorado Drought Monitor maps; (12) near-term and long-term weather and precipitation outlooks; and (13) 2017-2019 historical deliveries of RPP water by month.

A general discussion ensued. Director Williams noted that hydrologic and climate conditions have changed (and continue to change) since the RPP was established in the early 2000s. He encouraged staff to monitor these changing conditions, which could potentially warrant future changes to the RPP. Mr. Wind noted that the RPP would be on the March 12, 2020, Board meeting agenda for additional discussion and consideration.

D. Proposal to Allow C-BT Indoor Residential Graywater Reuse

Northern Water President Applegate next requested a discussion of a proposal to allow indoor residential graywater reuse utilizing C-BT Project water. Mr. Jim Hall, Project Manager and Senior

Water Resources Engineer, noted that this topic was last discussed with Directors during the November 1, 2018, Board Planning Session. He noted several past instances of Board approval of graywater reuse utilizing C-BT Project water, including the Board's 2012 decision to allow the limited use of C-BT Project water in a limited-scope graywater reuse project on the University of Colorado campus in Boulder, a 2018 proposal for graywater reuse in a Fort Collins brewery operation, as well as in a dairy operation.

Mr. Hall next referred Directors to a PowerPoint presentation and discussed: (1) the administrative and legislative background of graywater; (2) residential applications of graywater systems; (3) residential water use (25-30 percent for showering and bathing, 20-25 percent for toilet use); (4) example of a residential graywater system; and (5) benefits of allowing C-BT indoor residential graywater use. Following a general discussion and questions, it was the consensus of Directors that staff develop a draft Board resolution allowing C-BT indoor residential graywater reuse, including conditions, enforcement and other details.

E. Preview of Fiscal Year 2021 Continuing Service Contracts

Northern Water President Applegate next asked for preview of fiscal year (FY) 2021 continuing service contracts. Mr. Wind noted that this agenda item is in response to comments from Directors during last year's Board reorganization meeting, as well as staff's commitment to preview service contracts in a timely manner well before the annual Board reorganization meeting each October.

Ms. Rademacher next referred the Board to a PowerPoint presentation and discussed continuing service contracts, including: (1) details and characteristics of continuing services contracts, which are approved annually each October; (2) general categories (legal services, legislative/lobbying services, financial services, insurance services, water rights and permitting services); (3) general legal counsel (Trout Raley); (4) water rights legal counsel (Carlson, Hammond & Paddock, LLC); (5) human resources and employment legal counsel (Davis Graham & Stubbs); (6) water quality legal counsel (Berg Hill Greenleaf Ruscitti LLP); (7) bond counsel (Butler Snow); (8) legislative/lobbying services (Brandeberry McKenna Public Affairs); (9) retirement funds investment advisory financial services (Innovest); (10) reserve funds investment advisory financial services (PFM); (11) auditor financial services (Plante Moran); (12) actuarial financial services (Milliman); (13) broker general liability insurance services (F&W); (14) broker benefits insurance services (Hays); (15) water rights engineering services (West Sage); (16) water rights engineering (Wilson Water Group); and (17) other permitting-related services (BBC Research and Consulting, Hydros Consulting, LLC).

Finally, Ms. Rademacher reported that procurement for a general liability insurance broker is currently in progress. She noted that staff proposed that the Board: (1) discuss recommendations for bond counsel; and (2) maintain all other existing continuing services contract relationships for approximately the next two years. A general discussion ensued. Several Directors had questions regarding water rights engineering services and continuity/succession planning for future water rights legal counsel. Regarding bond counsel, Mr. Wind stated that, following discussions with Mr. Stan Ladner, Butler Snow, it was staff's recommendation that the Subdistrict continue utilizing Mr. Ladner for bond counsel services related to the Windy Gap Firming Project (WGFP), but that Northern Water explore other bond counsel services for the Northern Integrated Supply Project

and Northern Water's Campus Development Project. Mr. Wind noted that Mr. Ladner, as bond counsel has been associated with the Subdistrict's Windy Gap Project since 1977, and that it is critically important to continue with Mr. Ladner for bond counsel services pertaining to the WGFP and Chimney Hollow Reservoir. Additional discussion followed.

F. Interpretation of Water Conservancy Act Regarding Board Makeup

Northern Water President Applegate next noted that this topic would be discussed during Executive Session following the regular portion of the meeting.

G. Water Quality Program Annual Update

Northern Water President Applegate next requested an update on Northern Water's Water Quality Program. Mr. Curtis Hartenstine, Water Quality Manager, referred Directors to a PowerPoint presentation and discussed: (1) surface water quality monitoring (goal-driven, responsive, rigorous quality control, coordinated with Field Services Department and U.S. Geological Survey); (2) 55 surface water quality monitoring sites (8 watersheds on West and East slopes, 50 parameters); (3) source water protection; (4) West Slope initiatives (WGFP nutrient mitigation, Grand Lake NEPA, Grand Lake Adaptive Management, Learning by Doing, Upper Colorado River Wild & Scenic, Colorado River restoration); (5) East Slope initiatives (compounds of emerging concern, NISP (Northern Integrated Supply Project) 401 implementation, Poudre River water quality standards, South Platte water quality); and (6) Water Quality staff transitions. Following a brief discussion and questions, Northern Water President Applegate thanked Mr. Hartenstine for his presentation and report.

H. Upper Colorado River Wild and Scenic Update

Northern Water President Applegate next requested an update on the Upper Colorado River Wild and Scenic Alternative Program. Mr. Wind recommended postponement of this agenda item to a future Board meeting.

I. Windy Gap Project Water Right Decrees Legal Status Update

Northern Water President Applegate next noted that this topic would be discussed during Executive Session following the regular portion of the meeting.

J. Legal Options for Board Policies Regarding C-BT Allotment Contract Transfers

Northern Water President Applegate next noted that this topic would be discussed during Executive Session following the regular portion of the meeting.

3. PREVIEW OF MARCH 12, 2020, SUBDISTRICT BOARD MEETING AGENDA TOPICS

There were no agenda topics to preview.

4. PREVIEW OF MARCH 12, 2020, NORTHERN WATER BOARD MEETING AGENDA TOPICS**A. United Power Invoice for Electric Power Service to Southern Water Supply Project Eastern Pump Station**

Northern Water President Applegate next requested a discussion of a proposed *Invoice and Agreement by and between Northern Water's Southern Water Supply Project (SWSP) Water Activity Enterprise (WAE) and United Power*, for electrical power service to the SWSP Eastern Pump Station. Mr. Jonathan Hernandez, Project Analyst, referred Directors to several handouts in the Board packet and reviewed the United Power invoice and proposed agreement, including: (1) an estimated cost of \$482,177.41 to provide and install electric service to the Eastern Pump Station; (2) a length of approximately 1 mile that United Power must extend a power line from existing power to the Eastern Pump Station; and (3) other details of the proposed agreement. Following a brief discussion and questions, Mr. Hernandez asked Directors to review the proposed invoice and agreement amendment prior to the March 12, 2020, Board meeting, when staff would ask Northern Water Directors to consider the invoice and agreement for approval.

5. INFORMATIONAL ITEMS**A. Board of Directors Roundtable**

Director Gimbel briefly recapped her attendance at a recent Family Farm Alliance (FFA) meeting in Reno, Nevada. She encouraged other interested Directors to attend a future FFA meeting.

Subdistrict President Yanchunas next encouraged Directors and staff to attend the 2020 St. Vrain Water Symposium, hosted by the St. Vrain and Left Hand Water Conservancy District, scheduled for March 27, 2020.

Director Applegate next briefly reviewed a Northern Water and C-BT Project presentation he recently made in Loveland.

B. Future Events

Northern Water President Applegate asked for a discussion of future events.

Mr. Wind next reminded Directors of the following future events listed in the meeting agenda:

- (1) March 11-12, 2020, Colorado Water Conservation Board (CWCB) meeting, Sheraton Denver West
- (2) March 12, 2020, 8 a.m., Board Legal and Legislative Committee meeting
- (3) March 12, 2020, Northern Water Building Corporation meeting
- (4) April 2, 2020, Board Finance and Benefits Committee meeting
- (5) April 7, 2020, Spring Water Users meeting
- (6) April 9, 2020, Board Audit Committee meeting

C. Other Matters

Northern Water President Applegate asked if there were any other matters to discuss. Mr. Gibbens briefly discussed the current and anticipated impact of the Coronavirus Disease (COVID-19) on Northern Water. There were no additional matters to discuss.

6. EXECUTIVE SESSION

Northern Water President Applegate convened in Executive Session for the following purposes:

Northern Water and Subdistrict

- To receive advice from legal counsel as authorized by C.R.S. § 24-6-402(4)(b), regarding interpretation of the 1937 Water Conservancy Act as related to Board makeup.
- To receive advice from legal counsel as authorized by C.R.S. § 24-6-402(4)(b), regarding the status of the Windy Gap Project water right decrees.
- To receive advice from legal counsel as authorized by C.R.S. § 24-6-402(4)(b) regarding legal options for Colorado-Big Thompson (C-BT) allotment contract transfer policies.

Following the conclusion of the Executive Session, Northern Water President Applegate reconvened the Board Planning Session.

There being no further business to come before the Boards, Northern Water President Applegate adjourned the meeting.

ADDITIONAL STAFF AND GUESTS IN ATTENDANCE MARCH 5, 2020

STAFF

Jim Hall	Project Manager and Senior Water Resources Engineer
Curtis Hartenstine	Water Quality Manager
Jonathon Hernandez	Project Analyst
Liz Larmon	Administrative Support Specialist
Steve Miller	Help Desk Technician
Luke Shawcross	Water Resources Department Manager
Greg Silkensen	Communications Department Assistant Manager
Sarah Smith	Water Accounting Department Assistant Manager
Jeff Stahla	Public Information Coordinator

GUESTS

Josh Baile	CDM Smith
Laura Emerson	Water Association of the Rockies
Julie McKenna	Brandeberry McKenna (attended via telephone conference call)
Ruth Quade	City of Greeley

PRELIMINARY – SUBJECT TO CHANGE

**NORTHERN COLORADO WATER CONSERVANCY DISTRICT AND
NORTHERN WATER MUNICIPAL SUBDISTRICT
MINUTES OF BOARD AUDIT COMMITTEE MEETING
HELD AT NORTHERN WATER HEADQUARTERS**

March 5, 2020

1. PRELIMINARY ITEMS

A. Call to Order

The Northern Colorado Water Conservancy District (Northern Water) and Municipal Subdistrict, Northern Colorado Water Conservancy District (Subdistrict) Boards' Audit Committee (Committee) met pursuant to call. Present were Northern Water President Mike Applegate, Northern Water Vice President John Rusch, Subdistrict President Dennis Yanchunas, and Directors Jennifer Gimbel and Todd Williams.

Staff members present were General Manager Brad Wind, Administration Division Director Karen Rademacher, Engineering Division Director Jeff Drager, Environmental Services Division Director Esther Vincent, Operations Division Director Jerry Gibbens, Financial Services Department Manager John Budde, Chief Information Security Officer Joe Clark, Senior Accountant Judy Skram, Staff Accountant II Bernice Rupp, Financial Analyst Kristyn Unrein, Purchasing Specialist Tanya Vetter, Assistant Communications Manager Greg Silkensen and Legal Counsel Bennett Raley.

Guests in attendance were Ms. Lisa Meacham, Plante Moran, auditor for Northern Water and the Subdistrict. Ms. Alisha Watkins, Plante Moran, joined the meeting via video conference call.

2. DISCUSSION ITEMS

A. Introductory Remarks

Temporary Chairman Yanchunas brought the meeting to order and welcomed Ms. Meacham and Ms. Watkins from Plante Moran, auditors for Northern Water and the Subdistrict. Mr. Wind made several introductory remarks. On behalf of Plante Moran, Ms. Meacham stated that she and Ms. Watkins were pleased to be at the meeting, and she thanked the Committee and Northern Water Management for the opportunity to conduct the Northern Water and Subdistrict audits for fiscal year (FY) 2019. Ms. Meacham next referred the Committee to copies of a February 25, 2020, Plante Moran management/governance letter to the Northern Water and Subdistrict Boards Audit Committee for the Northern Water FY 2019 audit and the Subdistrict FY 2019 audit. Ms. Meacham noted that Ms. Watkins would lead most of the discussion during the meeting. Draft copies of the Northern Water and Subdistrict Comprehensive Annual Financial Reports (CAFRs) for FY 2019 audits were also available to the Committee and others in attendance at the meeting.

B. Overview of FY 2019 Audits

Ms. Watkins next discussed: (1) the acclimation process by both Northern Water and Plante Moran to a new auditor for FY 2019 due to industry best practices; (2) timing and details for the FY 2019 audits; (3) Plante Moran's portion of the Northern Water and Subdistrict CAFRs restricted to the opinion; and (4) clean, unmodified opinions for both the Northern Water and Subdistrict FY 2019 audits.

C. Audit Opinion

Ms. Watkins and Ms. Meacham next referred the Committee to copies of the February 25, 2020, Plante Moran management/governance letter and discussed: (1) Section 1: Internal Control Related Matters Identified in an Audit (cash, pension plan reporting, accounts payable cutoff); (2) Section 2: Required Communications for those Charged with Governance (Plante Moran's responsibility under U.S. Generally Accepted Auditing Standards [GAAS], planned scope and timing of audit, significant audit findings); (3) Section 3: Other Recommendations and Related Information (pension plan rate of return, accounting and reporting-related policies, banking transaction limits, internal cost allocations, other information in documents containing audited financial statements, Windy Gap Project billings, Information Technology).

A general discussion ensued. Several Directors had questions for Ms. Watkins and Ms. Meacham regarding Section 3 and Plante Moran's recommendations. Ms. Watkins noted that it is not uncommon for a first-year audit opinion under a new auditor to contain recommendations and related information. Following additional questions and discussion, Temporary Chairman Yanchunas thanked Ms. Watkins and Ms. Meacham for their report to the Audit Committee.

Mr. Wind next discussed: (1) next steps and a pending Audit Committee meeting later this spring; and (2) the current status of (and several challenges facing) the Financial Services Department, including recent staff changes and the pending hiring of several additional staff, including an Assistant Department Manager. Mr. Wind stated that Management and the Financial Services Department, in conjunction with the Audit Committee, would be addressing the items identified and recommended by Plante Moran under Section 3 of the management/governance letter.

Temporary Chairman Yanchunas asked if there were any additional matters to discuss. Hearing none, Temporary Chairman Yanchunas adjourned the meeting.



Contract Summary Form

Name of Project	Chimney Hollow – Extension of Engineering Services During Preconstruction Period
Project Description	Extension of Stantec's contract for continued engineering support during the Chimney Hollow preconstruction period. Work will include review of additional requests for information, submittals, and substitution requests, issue construction drawings, and participation in meetings associated with risk management, contractor coordination, State Engineers Office, Reclamation, Larimer County, Value Engineering and formal Partnering. The amendment includes additional as-requested support for items such as engineering and CAD support, geotechnical due diligence, documentation of the Flatiron slide mitigation, easements and modifications to the cathodic protection design.
Entity or Enterprise	Windy Gap Firming Project Water Activity Enterprise - Fund 80
Agreement Number	567-0-SERV (Amendment No. 20)
Starting Date	May 4, 2020
New or Amended	Amendment to existing contract
Final Completion Date	November 4, 2020
Contract Expiration Date	January 31, 2021
NW Project Manager	Joseph Donnelly
Legal Approval by	N/A
Legal Approval Date	N/A
Vendor Name	Stantec
Vendor Key Contact	Craig Harris
Vendor Address	1560 Broadway Suite 1800 Denver, CO 80202
Vendor Phone	303.291.2130
Vendor Email	craig.harris@stantec.com
Procurement Type	Negotiated Purchase
Contract Amount	\$ \$419,580 for Amendment No. 20, not-to-exceed amount of \$20,729,481
Insurance Requirements as per contract	Non-standard (\$20M Professional Liability, \$10M Umbrella/Excess Liability)
Bond Requirements	Bonds not required
Other risks	Assumed preconstruction activities through November 4, 2020. Litigation delays could extend preconstruction schedule.

Engineering Services During Construction (ESDC) Extension of Phase 1 – Pre-Construction Scope of Services

The Work Breakdown Structure for the ESDC scope of services is in 3 phases:

- Phase I - Pre-construction (Initially provided as CO-18 and previously authorized thru May 4, 2020 – Extension of services to November 4, 2020 included here)
- Phase IIA – Construction (Site Staff)
- Phase IIB – Construction (Home Office Support)
- Phase III - Post-construction

The ESDC Phase I change to contracted services based on updated NTP of November 4, 2020 is presented below. Phases IIA, IIB, and III will be submitted under a separate amendment and are not presented in this exhibit.

PHASE I - PRE-CONSTRUCTION

For the Phase I – Pre-construction scope of services, we originally assumed authorization for Phase I – Pre-construction scope of services would extend until a May 4, 2020 NTP for the Contractor. For estimating the cost of services for this extension, we have assumed ANTP for the Contractor will extend through an NTP for the Contractor on November 4, 2020. The level of effort will change based on the actual NTP date and the activities performed by the Contractor during the extended ANTP and will need to be updated accordingly.

The level of effort required for Phase I - Pre-construction services will depend on the number and quality of the Contractors' proposals (Value Engineering and Change), RFIs, submittals, and support requested by the Subdistrict and cannot be fully defined at this time. Therefore, we have included what we believe is an anticipated scope of services during the extended ANTP period prior to NTP and reasonable levels of effort as described below.

The scope of services for Phase I – Pre-construction is divided into tasks and subtasks as described below.

1. Support During Bidding

This task consists is complete and will not be extended as part of the extension of the ANTP to November 4, 2020.

2. Support following Administrative Notice to Proceed (ANTP)

This task consists of responses to the Contractor, Issue for Construction Drawings and Specifications, and participation in Risk Management activities following ANTP and prior to NTP.

2.1 RESPONSES TO CONTRACTOR RFI'S, SUBMITTALS, AND SUBSTITUTION REQUESTS.

For this subtask, we have assumed that no coordination with the SEO will be required as a result of changes to the design documents.

- 2.1.1 RFIs. The estimated effort associated with RFIs and included in CO-18 is anticipated to address review and response through May 4 based on the current rate at which they are being submitted. Due to the uncertainty regarding what activities will be advanced from May 4 to November 4, and based on the current rate at which RFIs are being submitted, we have assumed no more than the 40 RFIs included in CO-18 will require Stantec input during the pre-construction period (prior to November 4). Therefore, no additional budget is being requested in this change order.
- 2.1.2 Submittals. Stantec will review technical submittals and provide comments to the CM. We have reviewed the preconstruction (ANTP period) submittal list and anticipate that our input will be required on an additional 15 initial submittals (65 total including the 50 in CO-18 scope), with 12 additional resubmittals prior to November 4. The same assumptions regarding effort were used with each initial submittal and resubmittal will take 8 hours on average.
- 2.1.3 Substitution requests. We originally assumed substitution requests would be after NTP. Therefore, we included no effort for substitution requests in CO-18 for the pre-construction period prior to NTP. However, we now anticipate that the Contractor will submit five Contractor Change Order Proposal or Request for Substitution prior to November 4th, 2020. Although the scale of effort to support review of a Change Order Proposal or Request for Substitution depends on the complexity of the request Stantec has assumed 24 hours per substitution request with an additional 16 hour of four of the requests to address clarifications and resubmittal.

Deliverables: Written responses to RFIs and submittals.

2.2 ISSUE FOR CONSTRUCTION (IFC) DRAWINGS AND SPECIFICATIONS.

Stantec will issue the IFC set of Project Drawings and Specifications as requested by the Subdistrict. Additionally, hard copies of design documents will be produced for the PRB, Subdistrict, and Stantec. Based on the quote pricing of the request documented in emails on March 6th, an additional \$18,000 is included to provide the requested hard copies with shipping to planned recipients.

Deliverables: Printed copies of the Drawings and Specifications, as well as design documents in accordance with the email exchange between Mr. Montgomery and Mr. Donnelly on March 6, 2020.

2.3 RISK MANAGEMENT.

The first risk management meeting that was scoped under this item has occurred. Currently we anticipate additional meetings to support risk management prior to a November 4 NTP.

- 2.3.1 Risk Management Meeting. Stantec will participate in two additional risk management meetings with the Subdistrict, CM, and Contractor. We have assumed 3 people will attend each half-day risk management meeting at the NCWCD offices in Berthoud.
- 2.3.2 Core viewing. Stantec has provided some support in review and discussion on geologic data. We assume this will continue; however, since the Enterprise staff helped with the core retrieval that has occurred post award, we are not requesting additional budget under this scope item.
- 2.3.3 Additional Risk Management Activities. Additional risk management activities that would require support from Stantec have not been identified at this time. Therefore, we have assumed no additional support will be required.

Deliverables: Comments on meeting notes prepared by the CM.

3. Submittals for the SEO

This task consists of items required by the SEO rules as described CO-18 and the level of effort will not be changed in relation to the extension of the ANTP period to November 4, 2020.

4. Project Meetings and As-Requested Support

This task consists of Project Meetings and As-Requested Support as described below.

4.1 MEETINGS

- 4.1.1 Coordination Calls. Stantec will continue to participate in the bi-weekly coordination calls with the Subdistrict and CM. We have assumed that 2 people will participate in 14 additional 2-hour conference calls (May 4, 2020 through November 4, 2020).
- 4.1.2 Contractor Calls and Meetings. Stantec will participate in conference calls and meeting with the Contractor as requested. We originally assumed that 2 people would participate in 2 conference two-hour calls and 2 people will participate in 2 two-hour meetings at the Subdistrict offices. However, the revised approach to meetings is that there is a weekly conference call that lasts approximately 1.5-hour and eight monthly 2-hour meetings in person at the Subdistrict's offices in Berthoud. We have assumed this revised meeting schedule will continue through November 2, 2020 and added effort for two Stantec staff to be on the calls and at eight monthly in-person meetings.
- 4.1.3 SEO Meetings. Stantec will participate meetings with the SEO as requested. For the extended pre-construction period we have assumed one additional in person meeting with 2 people participating in a two-hour meetings at the Subdistrict offices. Additionally, we have assumed that 2 people will participate in two additional 2-hour conference calls in support of the coffer dam design development with participation from Stantec and the SEO.
- 4.1.4 Reclamation Meetings. Stantec will participate meetings with Reclamation as requested. We originally assumed that 2 people would participate in 2 two-hour meetings at Reclamation's ECAO. However, the Subdistrict has scheduled a monthly call with

Reclamation. For the purpose of setting a budget for the extended duration of the pre-construction services we have assumed eleven additional two-hour conference calls will accompany the two in person meetings in the previous budget estimate.

- 4.1.5 Larimer County Meetings. Stantec has not added additional meetings with Larimer County as part of the extended pre-construction duration. Only the two in-person meetings in the CO-18 scope are anticipated.
- 4.1.6 Project Participants Meeting. Stantec has assumed no additional meetings for the May 4 to November 4 extension of pre-construction services.
- 4.1.7 Stakeholder Meetings. Stantec has assumed no additional meetings for the May 4 to November 4 extension of pre-construction services.
- 4.1.8 Formal Partnering Meeting. Stantec will participate in two additional Formal Partnering Meetings led by the partnering facilitator as requested. We have assumed that 3 people will participate in two meetings up to six hour in duration at the Subdistrict offices.
- 4.1.9 PFMA Meeting. Stantec has assumed no additional meetings for the May 4 to November 4 extension of pre-construction services. This meeting has been delayed until closer to NTP.
- 4.1.10 Value Engineering (VE) Meeting. Stantec will participate in two additional VE Meetings led by the CM as requested. We have assumed that 3 people will participate in two half day meetings at the Subdistrict offices.
- 4.1.11 Document Management System Training Meeting. Stantec has assumed no additional meetings for the May 4 to November 4 extension of pre-construction services. Budget remaining for this training should allow for additional team members to participate in web conference training as needed.

Deliverables: Comments on call or meeting notes prepared by the CM.

4.2 AS-REQUESTED SUPPORT

- 4.2.1 Engineering and CADD Support. Stantec is not increasing the assumed support already included in CO-18, but is adding budget under As-Requested Support to cover other requests received through March 16, 2020 to re-establish this task budget.
- 4.2.2 Value Engineering. Stantec is requesting budget to cover portions of other as-requested work to date (detailed below) so that the budget to support Value Engineering reviews can be re-established.

The as-requested support included in CO-18 has been partially expended to address both preliminary screening and response to VE ideas but also to address as-requested support items the Subdistrict authorized for other project related needs. Stantec is requesting an increase of the as-requested support budget to address the services provided or planned in response to requests received from the Subdistrict and tracked in the project PCN log. Additional as-requested services requested include:

- 4.2.3 Flatiron Landslide Mitigation Construction Support: Field support (construction staking and geotechnical/geologic staff), as-built survey of movement monuments, and Flatiron Landslide Construction Technical Memo for Reclamation acceptance. An estimate for 6 hours to address comments on the memo in addition to the 164 expended as of March 13, 2020 are included to address draft to final comments from the Subdistrict and Reclamation comments. The additional budget requested for this item is \$31,622.

- 4.2.4 2019 Contractor Due Diligence Work Geotechnical Support: This task includes budget expended to support due diligence work by bidders including core viewing, test pitting, and test hole drilling as well as additional geotechnical investigations performed by bidders and Barnard in 2019. The additional budget requested for this item is \$14,651.
- 4.2.5 Easement Development for Chimney Hollow Conduit: The Subdistrict requested the development of a construction and permanent easement for the Chimney Hollow Conduit across the Larimer County property. This request was subsequently revised to add adjustments to the easement to include area needed for a fiber optic corridor from the nearby WAPA power pole to the CH Conduit corridor. The level of effort for this item includes the original and revised easement support to develop the legal description and exhibit. The additional budget requested for this item is \$4,949 including subcontracted effort by King Surveyors.
- 4.2.6 2020 Geotechnical Support: In January 2020 Barnard mobilized and performed additional field investigations the field and office support for this work included logging test pits and office QC of logs and records. The effort associated with the geotechnical work as of March 13th was 33 hours. It is also anticipated that Barnard will perform additional geotechnical investigations prior to NTP to characterize subsurface conditions within the right abutment of the dam as well as potentially the borrow areas for the Saddle Dam core material. Due to the lack of specificity on what is known about the work that may be performed in the field and the quantity of data that will be generated we have assumed four weeks (160 hours) of field time and approximately two weeks (80 hours) of office support to finalize logs and compare information to the design basis. The additional budget requested for this item is \$47,096.
- 4.2.7 CP System Support and Reclamation Comments: Revise CP system to consider relocated WAPA line with additional test station, develop removal requirements for HP waterline pipe, address new Reclamation CP(received 3/09/2020) and overpressure comments, and develop Change Order content with revision of up to three drawings and one specification. We have assumed 32 hours of CADD time and 36 hours of engineering support for this effort. The additional budget requested for this item is \$14,064.
- 4.2.8 Facility Familiarization Course: Program for O&M team to become familiar with the design intent for the various facilities. We anticipate creating a series of 2-hour web presentations that would be developed for each primary aspect of the project including the dams, tunnel and I/O works, valve house, interconnections, and spillway with civil features. This would be up to five 2-hour training sessions followed by trips to the field for O&M staff during relevant points in construction to see the preparation for and installation of various elements. The field trips would primarily be supported by the field engineering staff during the work and no additional time or budget is included for site visits. Only the effort associated with development of and participation in the training sessions is associated with pre-construction. The additional budget requested for this item is \$29,708.

Deliverables: Deliverables will be as mutually agreed by the Subdistrict and Stantec for as-requested support.

5. Project Management

This task consists of Project Management required for Phase I - Pre-construction extension through the revised ANTP (May 4, 2020 through November 4, 2020) as described below.

5.1 PROJECT SET-UP

Stantec will setup the Phase I – Preconstruction activities in our financial and project management system to allow tracking of scope, schedule, and budgets. This will be completed as authorized in CO-18, we are not requesting additional budget at this time.

Deliverables: None.

5.2 MONITORING SCOPE, SCHEDULE, AND BUDGET

Stantec will monitor the scope, schedule, and budget and will notify the Subdistrict when tasks and subtasks exceed assumed scope, schedule, or budget, and maintain a potential change notice (PCN) log that reconciles potential over- and under-runs. We are requesting additional budget for the additional 6 months.

Deliverables: None.

5.3 MONTHLY PROGRESS REPORTS

Stantec will prepare a monthly progress report documenting the activities performed during the previous month and the activities anticipated to be performed in the upcoming month as well as monthly invoices. We are requesting additional budget for the additional 6 months.

Deliverables: Monthly Progress Report and invoice.

5.4 MONTHLY PROGRESS MEETINGS.

5.4.1 Stantec will lead monthly progress meetings with the Subdistrict to discuss the Project scope, schedule, budget, and other ongoing activities. We have assumed that 2 people will participate in one, thirty-minute conference call each month (6 total additional meetings) with Subdistrict staff. We are requesting additional budget for the additional 6 months only.

Deliverables: Meeting notes documenting action items.

5.5 QUALITY REVIEWS

Stantec will perform quality reviews of deliverables in accordance with our Project Quality Management Plan. No additional budget is requested at this time.

Deliverables: None.

5.6 ITR MEETINGS

Stantec's Independent Technical Review committee will continue to provide independent, senior level review of key aspects of the construction to provide a separate review from the

project team. We have assumed no ITR meetings will be required for the Phase I - Pre-construction activities. No additional budget is requested at this time.

Deliverables: None.

5.7 ADMINISTRATIVE SUPPORT

Stantec will provide administrative support for the Phase I - Pre-construction activities. This activity includes learning and using the CM provided document management system. We are requesting additional budget for the additional 6 months.

Deliverables: None.

Draft

TABLE 1 - Estimated Costs for CO 20

		Cost Estimate	Proposed Invoicing Task Number	Schedule End Dates
1	Support During Bidding	\$ -	101	Complete
2	Support Following ANTP	\$ 131,599	102	11/4/2020
3	Submittals for SEO	\$ -	103	11/4/2020
4	Project Meetings and As-Requested Support	\$ 247,818	104	11/4/2020
5	Project Management	\$ 40,163	105	11/4/2020
		Change Order Total	\$ 419,580	
	Original Total Project Definition and Design Phase	\$ 10,216,924		
	Original Bidding Phase	\$ 594,157		
	Subtotal Project Definition, Design, and Bidding Phase	\$ 10,811,081		
	Original Contingency	\$ 1,081,108		
	Revised Contingency			
	CO No. 1	\$ 20,732		
	CO No. 2	\$ 5,026		
	CO No. 4	\$ 28,500		
	CO No. 5	\$ 21,000		
	CO No. 6	\$ 11,551		
	CO No. 7	\$ 116,919		
	CO No. 8	\$ 600,000		
	CO No. 9	\$ 277,380		
	CO No. 10	\$ (42,865)		
	CO No. 13	\$ 42,865		
	Remaining Contingency	\$ -		
	Sub Total	\$ 1,081,108		
	Total Original Compensation	\$ 11,892,189		
	CO No. 3 for WAPA T-line Relocation GTECH Addition	\$ 212,090		
	CO No. 9 (Remaining after deduction for remaining contingency)	\$ 1,073,942		
	CO No. 11 for Test Quarry Program	\$ 1,397,800		
	CO No. 12 PRB Meeting #2 and Intermediate Design Updates	\$ 808,351		
	CO No. 13 Asphalt Trial Mix and PRB Mtg 2 Response Items	\$ 159,135		
	CO No. 14 Additional Final Design	\$ 1,866,899		
	CO No. 15 Left abutment Investigation, Analyses, & Design	\$ 505,349		
	CO No. 16 Incorporate comments and complete bid documents	\$ 727,000		
	CO No. 17 Close out Support	\$ 700,240		
	CO No. 18 ESDC Phase I	\$ 891,950		
	CO No. 19 Additional PRB/Design Wrap Up and ESDC Bid Sprt	\$ 74,956		
	CO No. 20 Additional ESDC Phase I Support to Nov 4 NTP	\$ 419,580		
	Revised Total Compensation	\$ 20,729,481		

Table 2- Rate Schedule

Chimney Hollow Rates			
Titles	June 1, 2018 thru June 30, 2019	July 1, 2019 thru Dec 31, 2019	January 1, 2020 thru December 31, 2020
Senior Technical Expert / Senior Project Manager	\$286.00	\$291.00	\$300.00
Technical Lead / Practice Leader	\$270.00	\$275.00	\$284.00
Principal Professional Engineer	\$234.00	\$238.00	\$246.00
Lead Professional Engineer	\$198.00	\$201.00	\$208.00
Supervising Lead Professional Engineer	\$177.00	\$180.00	\$186.00
Senior Professional Engineer	\$151.00	\$154.00	\$159.00
Professional Engineer	\$130.00	\$132.00	\$136.00
Associate Engineer	\$104.00	\$106.00	\$110.00
Senior Designer	\$172.00	\$175.00	\$181.00
Designer	\$140.00	\$143.00	\$148.00
Jr. Designer / Senior Admin. Assistant	\$99.00	\$101.00	\$105.00
Senior Project Support	\$114.00	\$116.00	\$120.00
Project Support	\$88.00	\$90.00	\$93.00

Project has APC \$11

Subs and Expense Mark - Up of 10%

FEE ESTIMATE - Chimney Hollow Reservoir ESDC Phase I Pre-Construction Extension

		2019 - PTL	2019 - TBD CAD	2019 - TBD Jr CAD	2019 - Lead Geological	2019 - Assoc Geo	2019 - Conveyance Engineer	2020 - PD	2020 - PM	2020 - PTL	2020 - TBD Doc Control	2020 - Proj:
Name	FRD (Rate)	Montgomery, Donald	Jones, Sam	Saevland, Andreas	Brueckman, Christina	Cowie, Sean	Roark, Chad	Harris, Craig	DiVincentis, Kate	Montgomery, Donald	Smith, Connie	Tosch, James
Billing Rate	\$11.00	\$238.00	\$143.00	\$101.00	\$132.00	\$106.00	\$180.00	\$300.00	\$159.00	\$284.00	\$159.00	\$105.00
Total Units	-	9.5	4.5	7	142	60	1.5	85	136	320.5	15	104
Fee	\$20,223.50	\$2,261.00	\$643.50	\$707.00	\$18,744.00	\$6,360.00	\$270.00	\$25,500.00	\$21,624.00	\$91,022.00	\$2,385.00	\$10,920.00

WBS Code	Task Name	Start Date	End Date	Units								
1	Support During Bidding	05-May-20 (Tue)	04-Nov-20 (Wed)	0								
	Support Following Administrative Notice to Proceed (ANTP)	05-May-20 (Tue)	04-Nov-20 (Wed)									
2	2.1 Responses to Contractor	05-May-20 (Tue)	04-Nov-20 (Wed)	400					4		36	
	2.2 Issue for Construction Drawings & Specifications	05-May-20 (Tue)	04-Nov-20 (Wed)	0								
	2.3 Risk Management	05-May-20 (Tue)	04-Nov-20 (Wed)	48					16		16	
3	3. Submittals for the SEO			0								
4	4. Project Meetings and As Requested Support	05-May-20 (Tue)	04-Nov-20 (Wed)									
	4.1 Meetings	05-May-20 (Tue)	04-Nov-20 (Wed)	414					38	63	191	
	4.2 As-requested Support	05-May-20 (Tue)	04-Nov-20 (Wed)	743.5	9.5	4.5	7	142	60	1.5	6	4
5	5. Project Management	05-May-20 (Tue)	04-Nov-20 (Wed)									
	5.1 Project Set-Up	05-May-20 (Tue)	04-Nov-20 (Wed)	0								
	5.2 Monitoring Scope, Schedule, and Budget	05-May-20 (Tue)	04-Nov-20 (Wed)	112					15	30	15	52
	5.3 Monthly Progress Reports & Invoice	05-May-20 (Tue)	04-Nov-20 (Wed)	71					3	36	6	26
	5.4 Monthly Meetings	05-May-20 (Tue)	04-Nov-20 (Wed)	9					3	3	3	
	5.5 Quality Reviews	05-May-20 (Tue)	04-Nov-20 (Wed)	0								
	5.6 ITR Meetings (0)	05-May-20 (Tue)	04-Nov-20 (Wed)	0								
	5.7 Administrative Support	05-May-20 (Tue)	04-Nov-20 (Wed)	41							15	26

[CO-020]

Project Coordinator	2020 - TBD Jr. CAD	2020 - RF (Off-Site)	2020 - Lead Dam	2020 - TBD Dam Support	2020 - Lead Geologist	2020 - Lead Geological	2020 - Lead Tunnel	2020 - TBD Tunnel Engineer	2020 - Principal Structural	2020 - Lead Structural	2020 - Lead Dam	2020 - Sr Designer	2020 - Lead Electrical	2020 - Lead Mechanical	2020 - Cont.
Saevaland, Andreas	Phillips, Bruce	Gudenkauf, Keith	Cowie, Sean	Randolph Loar, Carolyn	Brueckman, Christina	Raines, Gregory	Tokarz, Sean	Witnik, James	Brumley, Bryan	Montgomery, Donald	Thurman, John	Eden, Christopher	Morgan, Michael	Roark, Chad	
\$105.00	\$246.00	\$186.00	\$136.00	\$208.00	\$159.00	\$300.00	\$159.00	\$246.00	\$159.00	\$284.00	\$148.00	\$208.00	\$284.00	\$186.00	
4	8	180.5	205	52	83.5	90.5	48	10.5	50.5	24	32	10.5	74.5	20	
\$420.00	\$1,968.00	\$33,573.00	\$27,880.00	\$10,816.00	\$13,276.50	\$27,150.00	\$7,632.00	\$2,583.00	\$8,029.50	\$6,816.00	\$4,736.00	\$2,184.00	\$21,158.00	\$3,720.00	

WBS Code	Task Name														
1	Support During Bidding														
	Support Following Administrative Notice to Proceed (ANTP)														
2.1	Responses to Contractor														
2.2	Issue for Construction Drawings & Specifications														
2.3	Risk Management														
3	Submittals for the SEO														
4	Project Meetings and As Requested Support														
4.1	Meetings														
4.2	As-requested Support														
5	Project Management														
5.1	Project Set-Up														
5.2	Monitoring Scope, Schedule, and Budget														
5.3	Monthly Progress Reports & Invoice														
5.4	Monthly Meetings														
5.5	Quality Reviews														
5.6	ITR Meetings (0)														
5.7	Administrative Support														

2020 - Lead Road	2020 - Meals	2020 - Mileage	2020 - Misc.	Matsen	King Survey	2020 - TBD Mechanical Engineer	2020 - Reference Engineer
Gajera, Vishal	Hatheway Jr, Jim						
\$186.00	\$208.00	\$1.10	\$1.10	\$1.10	\$1.10	\$1.10	
48	12	2499	3891	18700	1000	6232	
\$8,928.00	\$2,496.00	\$2,748.90	\$4,280.10	\$20,570.00	\$1,100.00	\$6,855.20	

Project Summary	Labour	Expense	Sub-Contractor	Total
Fixed Fee	\$0.00	\$0.00	\$0.00	\$0.00
T&M	\$363,802.50	\$47,822.50	\$7,955.20	\$419,580.20
Total	\$363,802.50	\$47,822.50	\$7,955.20	\$419,580.20

WBS Code	Task Name							Task Type	Total Hours	Labour	Expense	Sub-Contractor	Total
1	Support During Bidding							Time & Material	0	\$0.00	\$0.00	\$0.00	\$0.00
2	Support Following Administrative Notice to Proceed (ANTP)							Time & Material	448	\$106,600.00	\$24,998.60	\$0.00	\$131,598.60
2.1	Responses to Contractor	40	12					Time & Material	400	\$94,280.00	\$4,400.00	\$0.00	\$98,680.00
2.2	Issue for Construction Drawings & Specifications				18000			Time & Material	0	\$0.00	\$19,800.00	\$0.00	\$19,800.00
2.3	Risk Management			72	174			Time & Material	48	\$12,320.00	\$798.60	\$0.00	\$13,118.60
3	Submittals for the SEO							Time & Material	0	\$0.00	\$0.00	\$0.00	\$0.00
4	Project Meetings and As Requested Support							Time & Material	1157.5	\$219,810.50	\$20,051.90	\$7,955.20	\$247,817.60
4.1	Meetings			1200	928			Time & Material	414	\$98,833.00	\$6,894.80	\$0.00	\$105,727.80
4.2	As-requested Support	8		1227	2789	510	1000	Time & Material	743.5	\$120,977.50	\$13,157.10	\$7,955.20	\$142,089.80
5	Project Management							Time & Material	233	\$37,392.00	\$2,772.00	\$0.00	\$40,164.00
5.1	Project Set-Up							Time & Material	0	\$0.00	\$0.00	\$0.00	\$0.00
5.2	Monitoring Scope, Schedule, and Budget							Time & Material	112	\$18,990.00	\$1,232.00	\$0.00	\$20,222.00
5.3	Monthly Progress Reports & Invoice					90		Time & Material	71	\$11,058.00	\$880.00	\$0.00	\$11,938.00
5.4	Monthly Meetings		0	0	100			Time & Material	9	\$2,229.00	\$209.00	\$0.00	\$2,438.00
5.5	Quality Reviews							Time & Material	0	\$0.00	\$0.00	\$0.00	\$0.00
5.6	ITR Meetings (0)							Time & Material	0	\$0.00	\$0.00	\$0.00	\$0.00
5.7	Administrative Support							Time & Material	41	\$5,115.00	\$451.00	\$0.00	\$5,566.00

NOTE: FRD (previously APC) of \$11/Labor Hour is represented in Expense Totals.



Scope of Work Construction Phase

To: Project Review Board Members
From: Joe Donnelly
Date: March 19, 2020
Subject: Chimney Hollow Reservoir – Construction Scope of Work

The contracts for the Chimney Hollow Reservoir Project, Project Review Board, are being modified for support during the pre-construction and construction phases of the project.

Description of Changes

The agreement is modified as described below.

- AGREEMENT, Paragraph 2. Completion date in this paragraph is modified to December 31, 2024.
- AGREEMENT, Paragraph 4.C. Compensation is increased by \$75,000.
- AGREEMENT, EXHIBIT A – SCOPE. The Scope shall include the following work:

CONSTRUCTION SCOPE OF WORK

Construction Observation and Quality Assurance Plan

The PRB will review and accept a Construction Observation and Quality Assurance Plan prepared by the Engineer. The Plan will provide a breakdown of responsibilities of the Engineer, Construction Manager, Owner and the PRB/SEO and will include the Contractor's QC submittal and the CMs QA Plan.

Meetings

The PRB shall participate in approximately 10 proposed on-site project meetings. The Engineer will distribute an agenda for each meeting. The meetings will be scheduled to coincide with critical observation periods for work. Each meeting will generally be conducted over 2 days, including site visits and meetings with the construction team. The current construction risk register shall be reviewed at each site visit. Meetings will be scheduled once Notice-to-Proceed (NTP) is provided for the Project and will be scheduled to maximize the value of each meeting; however, PRB will convene at least twice per year. Generally, meetings will coincide with the following work:

- Project Kickoff Meeting
- Foundation Acceptance. Inspections will occur during multiple meetings
- Main Dam Test Fill
- Saddle Dam Test Fill
- Quarry once producing acceptable materials

- Main dam construction including final prepared plinth inspection, first HAC placement, embankment 10-ft above plinth and approximately elevation 5560-ft. Inspection will occur during multiple meetings
- Clay borrow area in early stages of development
- Saddle dam construction including initial foundation inspection, first lift placement of Zone 1AS and embankment at approximately elevation 5830-ft and 5850-ft
- Project Completion Meeting

Submittal Review

The PRB will be included in the review of select Contractor construction submittals. The intent of the PRB submittal review is for general comments and advice to the Project team. It is the responsibility of the Engineer and the CM to review construction submittals for compliance with the technical specifications and contract documents. The submittals shall be provided to the PRB chairman, who will distribute submittals for review and consolidate review comments. It is anticipated that the PRB may delegate submittal review amongst themselves so that each member is not reviewing every specification in order to provide maximum value to the Owner. The following table lists the anticipated date that the submittals will be provided by the Barnard when already scheduled, to assist PRB members in planning for the review process. Generally, submittal comments are due back to the PRB chairman within 2-weeks of the submittal date.

Number	Description	Spec Section	Spec Sub Section	Barnard Submittal Date
000000-06	Details of Bald Mountain Tunnel Interconnection	Bald Mountain - item 34	NA	4/23/2020
000000-10	Details of Carter Lake Pressure Conduit interconnection	Carter Lake Pressure Conduit - item 48	NA	4/23/2020
013216-03	Baseline CPM schedule	01 32 16 Schedule	1.2 C	TBD
015723-01	Cofferdam Design	01 57 23 Diversion, Care of Drainage, and Dewatering	1.4.A	TBD
015723-02	Diversion, Care of Drainage, and Dewatering Plan	01 57 23 Diversion, Care of Drainage, and Dewatering	1.4.B	3/17/2020
033300-09	Concrete Placement Plan	03 33 00 Cast-in-Place Concrete	1.4E	TBD
310522-01	Method Statement	31 05 22 Hydraulic Asphalt Concrete for Rockfill Dam	1.8.B	5/1/2020
310522-02	Test Section Method Statement	31 05 22 Hydraulic Asphalt Concrete for Rockfill Dam	1.8.C	TBD
310522-03	Quality Control Program	31 05 22 Hydraulic Asphalt Concrete for Rockfill Dam	1.8.D	TBD
310522-06	Updated Method Statement	31 05 22 Hydraulic Asphalt Concrete for Rockfill Dam	1.8.G	TBD
310913-01	Instrumentation Installation Plan	31 09 13 Geotechnical Instrumentation	1.4.B	TBD
312316-01	Excavation and Foundation Treatment Plan	31 23 16 Excavation and Foundation Prep	1.6.B	3/23/2020

313223-01	Qualifications Submittal	31 32 23 Foundation Drilling and Grouting	1.4.B	3/23/2020
313223-04	Proposed Methods and Equipment	31 32 23 Foundation Drilling and Grouting	1.4.C.1.c	3/23/2020
313223-10	Formulations of Each Grout Mix to be Used	31 32 23 Foundation Drilling and Grouting	1.4.C.1.j	3/23/2020
313223-11	Copies of all drilling, grouting and water pressure testing forms	31 32 23 Foundation Drilling and Grouting	1.4.C.1.k	3/23/2020
313223-13	Work Plan	31 32 23 Foundation Drilling and Grouting	1.4.C.1.m	3/23/2020
313223-17	Schedule for Performance of Work	31 32 23 Foundation Drilling and Grouting	1.4.C.1.h	3/23/2020
317100-03	Tunnel Work Plan	31 71 00 Tunnel Excavation	1.5.B.3	4/17/2020
317200-03	Membrane Work Plan	31 72 00 Tunnel Membrane	1.6.A.3	4/17/2020
317301-02	Grouting Work Plan	31 73 01 Tunnel Consolidation and Water Control Grouting	1.4.C.1.a	5/29/2020
352116-01	Shop Drawings	35 21 16 Bulkhead and Embedded Parts	1.3.B	TBD
352116-02	Shop Plans and Design Data	35 21 16 Bulkhead and Embedded Parts	1.3.C	TBD
352116-06	Shop and Field Test Procedures	35 21 16 Bulkhead and Embedded Parts	1.3.G	TBD
352116-07	Shop and Field Test Results	35 21 16 Bulkhead and Embedded Parts	1.3.H	TBD
352116-09	Handling, Assembly and Installation Instructions	35 21 16 Bulkhead and Embedded Parts	1.3.I.3	TBD
357316-01	Material Production Plan	35 73 16 Rockfill Dams	1.5.B	3/20/2020
357316-03	Main Dam Material Processing and Placement Plan	35 73 16 Rockfill Dams	1.5.D	TBD
351716-04	Saddle Dam Material Processing and Placement Plan	35 73 16 Rockfill Dams	1.5.E	TBD
357800-02	Material Use Plan	35 78 00 Quarry Development	1.4 B	3/20/2020

Other Construction Support

The PRB shall act as an extension of Chimney Hollow Reservoir Project staff. Monthly progress and QA/QC data reports will be provided to PRB members for review and comment.

The PRB members may be asked to assist in the following areas, on an as-needed basis:

- Continued participation in PRB reviews, pending unforeseen conditions during construction;
- Review of other key or relevant contractor submittals and work plans;
- Review for Value Engineering (VE) proposals or participation in VE workshops for proposals that significantly affect configuration, layout or design of major project features;
- Design changes based on conditions encountered that significantly affect configuration, layout or design of major project features;
- Probable Failure Mode Analysis (PFMA) Report updates (if changed conditions warrant)
- Review potential change orders or claims;
- Participation in risk assessment and mitigation related to construction issues;
- Additional site visits as needed;
- Claims avoidance; and/or

- Change order or claims negotiation assistance.

Commissioning

The Engineer is developing a First Fill Plan and Monitoring Plans for the Main Dam and Saddle Dam. The PRB will provide review and support of the engineering documents.



Contract Summary Form

Name of Project	Project Review Board Member for Chimney Hollow Reservoir Construction Period
Project Description	The Chimney Hollow Project Review Board is extended through construction of the Chimney Hollow Reservoir Project and includes submittal reviews, approximately 10 onsite 2-day meetings, review of commissioning plans and other construction support as necessary, such as continued participation in review for pending unforeseen conditions during construction; review for Value Engineering (VE) proposals that significantly affect major project features; design changes based on conditions encountered that significantly affect major project features; Probable Failure Mode Analysis (PFMA) Report updates (if changed conditions warrant), review potential change orders or claims; participation in risk assessment and mitigation related to construction issues; additional site visits as needed; claims avoidance; and/or change order or claims negotiation assistance.
Entity or Enterprise	Windy Gap Firming Project Water Activity Enterprise - Fund 80
Agreement Number	2166-0-AGRE
Starting Date	4/9/2020
New or Amended	Amendment to existing contract
Final Completion Date	12/31/2024
Contract Expiration Date	2/28/2025
NW Project Manager	Joe Donnelly
Legal Approval by	N/A
Legal Approval Date	N/A
Vendor Name	JWF Consulting, LLC
Vendor Key Contact	John W. France
Vendor Address	6553 East Costilla Place, Centennial, CO 80112
Vendor Phone	1-303-809-3117
Vendor Email	john.france@consultant.aecom.com
Procurement Type	Other as described
Contract Amount	\$ current contract amount: \$72,625 + \$75,000 (Amendment No. 6) = \$147,625 (new contract amount)
Insurance Requirements as per contract	Standard in Existing Contract
Bond Requirements	N/A
Other risks	N/A



Contract Summary Form

Name of Project	Project Review Board Member for Chimney Hollow Reservoir Construction Period
Project Description	The Chimney Hollow Project Review Board is extended through construction of the Chimney Hollow Reservoir Project and includes submittal reviews, approximately 10 onsite 2-day meetings, review of commissioning plans and other construction support as necessary, such as continued participation in review for pending unforeseen conditions during construction; review for Value Engineering (VE) proposals that significantly affect major project features; design changes based on conditions encountered that significantly affect major project features; Probable Failure Mode Analysis (PFMA) Report updates (if changed conditions warrant), review potential change orders or claims; participation in risk assessment and mitigation related to construction issues; additional site visits as needed; claims avoidance; and/or change order or claims negotiation assistance.
Entity or Enterprise	Windy Gap Firming Project Water Activity Enterprise - Fund 80
Agreement Number	2165-0-AGRE
Starting Date	4/9/2020
New or Amended	Amendment to existing contract
Final Completion Date	12/31/2024
Contract Expiration Date	2/28/2025
NW Project Manager	Joe Donnelly
Legal Approval by	N/A
Legal Approval Date	N/A
Vendor Name	Richard W. Kramer
Vendor Key Contact	Richard W. Kramer
Vendor Address	5926 Urban Street, Arvada, CO 80004
Vendor Phone	Phone number for Key Contact.
Vendor Email	rwkceadams@aol.com
Procurement Type	Other as described
Contract Amount	\$ current contract amount: \$87,250 + \$75,000 (Amendment No. 6) = \$162,250 (new contract amount)
Insurance Requirements as per contract	Standard in Existing Contract
Bond Requirements	N/A
Other risks	N/A



Contract Summary Form

Name of Project	Project Review Board Member for Chimney Hollow Reservoir Construction Period
Project Description	The Chimney Hollow Project Review Board is extended through construction of the Chimney Hollow Reservoir Project and includes submittal reviews, approximately 10 onsite 2-day meetings, review of commissioning plans and other construction support as necessary, such as continued participation in review for pending unforeseen conditions during construction; review for Value Engineering (VE) proposals that significantly affect major project features; design changes based on conditions encountered that significantly affect major project features; Probable Failure Mode Analysis (PFMA) Report updates (if changed conditions warrant), review potential change orders or claims; participation in risk assessment and mitigation related to construction issues; additional site visits as needed; claims avoidance; and/or change order or claims negotiation assistance.
Entity or Enterprise	Windy Gap Firming Project Water Activity Enterprise - Fund 80
Agreement Number	2189-0-AGRE
Starting Date	4/9/2020
New or Amended	Amendment to existing contract
Final Completion Date	12/31/2024
Contract Expiration Date	2/28/2025
NW Project Manager	Joe Donnelly
Legal Approval by	N/A
Legal Approval Date	N/A
Vendor Name	Steve Higinbotham
Vendor Key Contact	Steve Higinbotham
Vendor Address	6522 South Dover St., Littleton, CO 80123
Vendor Phone	303-775-8200
Vendor Email	stevehiginbotham@gmail.com
Procurement Type	Other as described
Contract Amount	\$ current contract amount: \$57,025 + \$75,000 (Amendment No. 6) = \$132,025 (new contract amount)
Insurance Requirements as per contract	Standard in Existing Contract
Bond Requirements	N/A
Other risks	N/A



Contract Summary Form

Name of Project	Project Review Board Member for Chimney Hollow Reservoir Construction Period
Project Description	The Chimney Hollow Project Review Board is extended through construction of the Chimney Hollow Reservoir Project and includes submittal reviews, approximately 10 onsite 2-day meetings, review of commissioning plans and other construction support as necessary, such as continued participation in review for pending unforeseen conditions during construction; review for Value Engineering (VE) proposals that significantly affect major project features; design changes based on conditions encountered that significantly affect major project features; Probable Failure Mode Analysis (PFMA) Report updates (if changed conditions warrant), review potential change orders or claims; participation in risk assessment and mitigation related to construction issues; additional site visits as needed; claims avoidance; and/or change order or claims negotiation assistance.
Entity or Enterprise	Windy Gap Firming Project Water Activity Enterprise - Fund 80
Agreement Number	2190-0-AGRE
Starting Date	4/9/2020
New or Amended	Amendment to existing contract
Final Completion Date	12/31/2024
Contract Expiration Date	2/28/2025
NW Project Manager	Joe Donnelly
Legal Approval by	N/A
Legal Approval Date	N/A
Vendor Name	Tschernutter Consulting GMBH
Vendor Key Contact	Peter Tschernutter
Vendor Address	Fabriksteig 10/11, A-9500 Villach, Austria
Vendor Phone	
Vendor Email	office@zt-tschernutter.at
Procurement Type	Other as described
Contract Amount	\$ current contract amount: \$68,165 + \$75,000 (Amendment No. 6) = \$143,165 (new contract amount)
Insurance Requirements as per contract	Standard in Existing Contract
Bond Requirements	N/A
Other risks	N/A



Contract Summary Form

Name of Project	Project Review Board Member for Chimney Hollow Reservoir Construction Period
Project Description	The Chimney Hollow Project Review Board is extended through construction of the Chimney Hollow Reservoir Project and includes submittal reviews, approximately 10 onsite 2-day meetings, review of commissioning plans and other construction support as necessary, such as continued participation in review for pending unforeseen conditions during construction; review for Value Engineering (VE) proposals that significantly affect major project features; design changes based on conditions encountered that significantly affect major project features; Probable Failure Mode Analysis (PFMA) Report updates (if changed conditions warrant), review potential change orders or claims; participation in risk assessment and mitigation related to construction issues; additional site visits as needed; claims avoidance; and/or change order or claims negotiation assistance.
Entity or Enterprise	Windy Gap Firming Project Water Activity Enterprise - Fund 80
Agreement Number	2167-0-AGRE
Starting Date	4/9/2020
New or Amended	Amendment to existing contract
Final Completion Date	12/31/2024
Contract Expiration Date	2/28/2025
NW Project Manager	Joe Donnelly
Legal Approval by	N/A
Legal Approval Date	N/A
Vendor Name	William Moler
Vendor Key Contact	William Moler
Vendor Address	6216 Sutter Avenue, Carmichael, CA 95608
Vendor Phone	
Vendor Email	billmoler@gmail.com
Procurement Type	Other as described
Contract Amount	\$ current contract amount: \$82,725 + \$75,000 (Amendment No. 6) = \$157,725 (new contract amount)
Insurance Requirements as per contract	Standard in Existing Contract
Bond Requirements	N/A
Other risks	N/A

Municipal Subdistrict, Northern Colorado Water Conservancy District
Statement of Cash Receipts and Disbursements

For the month ending March 31, 2020

	Business Type Activity Enterprise Funds		
	Windy Gap	Windy Gap Firming Project	Total
Receipts			
Windy Gap Assessments	\$ 2,093,487.14	\$ -	\$ 2,093,487.14
Property Lease	-	2,500.00	2,500.00
Inclusion Fees	300.00	-	300.00
Interest Earned	2,896.61	10,532.68	13,429.29
Total Receipts	2,096,683.75	13,032.68	2,109,716.43
Disbursements			
Materials & Services per Transaction Report	17,346.26	39,332.33	56,678.59
Transactions - Less than \$100	266.66	-	266.66
Subtotal Materials & Services	17,612.92	39,332.33	56,945.25
Director Fees	1,937.74	-	1,937.74
Disbursements	19,550.66	39,332.33	58,882.99
Cash Balance, Beginning of Month	2,254,458.84	12,716,478.75	14,970,937.59
Cash Balance, End of Month	\$ 4,331,591.93	\$ 12,690,179.10	\$ 17,021,771.03



Transactions for the Month of March

Run Date Year: 2020

Amount >= \$100

MS70 Windy Gap Water Activity

	Activity	Account Category	System	Vendor	Amount
7010750	- Pump Station	82740 - Ser Maint Equip Crane Inspect	AP	1661 - Timken Motor & Crane Services	775.00
7010750	- Pump Station	82840 - Ser Maint Equip Elevators	AP	423 - Schindler Elevator Corporation	824.85
7010750	- Pump Station	96700 - Ser UT Utility Energy	AP	366 - Mountain Parks Electric	4,383.14
7010780	- Stream Gauging Station	96700 - Ser UT Utility Energy	AP	366 - Mountain Parks Electric	123.19
7013652	- Senior Management	71780 - Mat Off Foods Board Lunch	AP	963 - Origins Catering Company	572.47
7013680	- Financial Services	81035 - Ser Grants Morgan	AP	600 - PFM Asset Management LLC	534.06
7065166	- Colorado River Connectivity Channel	88860 - Ser Pro CS Environ Permitting	AP	1906 - McMillen, LLC.	2,088.50
7065166	- Colorado River Connectivity Channel	93440 - Ser Rental Equip Air Cond	AP	656 - Indian Peaks Rental, LLC	223.00
7065166	- Colorado River Connectivity Channel	93520 - Ser Rental Equip Backhoe	AP	476 - Wagner Rents Inc	7,397.05
7065166	- Colorado River Connectivity Channel	93635 - Ser Rental Equip Compactor	AP	656 - Indian Peaks Rental, LLC	150.00
7065166	- Colorado River Connectivity Channel	95940 - Ser Rental RE Portable Toilet	AP	1587 - Good to Go Sanitation	275.00
					SUBTOTAL 17,346.26

LEGAL REPORT
MUNICIPAL SUBDISTRICT,
NORTHERN COLORADO WATER CONSERVANCY DISTRICT
April 9, 2020

[Note Regarding COVID-19: The coronavirus public health crisis has impacted, among other things, certain legal proceedings in which Northern Water and the Subdistrict are involved; various environmental monitoring and reporting activities; and state legislative activities of interest to Northern Water and the Subdistrict. In response to the ongoing spread of COVID-19 in Colorado, on March 16 and 20, 2020, the Chief Justice of the Colorado Supreme Court issued administrative orders suspending certain court operations and directing only certain essential court services to continue. The chief judges of the district courts have issued administrative orders in turn. However, electronic filings may still be made in pending cases. Counsel is monitoring the upcoming deadlines in all cases in which it has entered an appearance for the Municipal Subdistrict for any changes occurring as a result of these developments. Federal and State restrictions to slow the spread of the virus also have led to a temporary disruption in certain water quality and biological monitoring activities conducted by Northern Water and the Subdistrict due to the public health operational and travel restrictions that are currently in effect. Staff is actively coordinating with the regulatory agencies and relevant local entities on the suspension of these activities.]

I. General

A. **Water Quality – Litigation and Regulation.** The purpose of this action is to ensure that court decisions and administrative regulations do not undermine the ability of Northern Water, the Subdistrict, and their constituents to conserve and beneficially use water resources. This work is proceeding primarily through staff with support from Peter Nichols, in coordination with Deb Freeman and Anne Sibree.

B. **Real Property and Easement Support.** The purpose of this work is to protect existing property interests and acquire property interests needed for future water supply projects. The Subdistrict owns 1,800 acres of land, including the site at Chimney Hollow and 400 acres on the West Slope, some of which it acquired in a land trade with the Bureau of Land Management for the Windy Gap Pipeline.

C. **Colorado River BLM Wild and Scenic River Stakeholder Group Plan.** The purpose of this activity is to protect the ability of the Windy Gap Project to divert water for beneficial use. Counsel and staff worked for several years with other Upper Colorado River stakeholders to develop a Stakeholder Group Management Plan (SG Plan) as an alternative to agency evaluations of “suitability” under the federal Wild and Scenic Rivers Act for segments of the Colorado River from Gore Canyon downstream to Glenwood Canyon. Counsel and staff continue to work cooperatively as a stakeholder in implementation.

II. **Windy Gap Firming Project Water Activity Enterprise**

A. **Windy Gap Firming Project**. The purpose of this project is to assist the Windy Gap Firming Project Participants to select and construct the optimum alternative to firm the yield of Windy Gap units.

17CW3176 (Water Division 5). The Application to Amend the Windy Gap Decrees (Case No. 17CW3176) was filed in Water Court on September 29, 2017. Since then, counsel has entered into stipulations with or secured the withdrawal of all parties except for the CWCB and the Upper Colorado River Alliance. Counsel is currently working with staff on potential stipulations with both of those parties. The next status conference is scheduled to occur on May 19, 2020.

17-cv-2563 (Federal District Court). On October 26, 2017, a group of parties—Save the Colorado, Save the Poudre: Poudre Waterkeeper, WildEarth Guardians, Living Rivers, Waterkeeper Alliance, and Sierra Club—filed suit in U.S. District Court for the District of Colorado against the Bureau of Reclamation and the Army Corps of Engineers challenging their NEPA review and Clean Water Act Section 404 approvals for the Windy Gap Firming Project (Case No. 17-cv-2563). The Municipal Subdistrict intervened into the case, as did the Colorado Department of Natural Resources and the City and County of Broomfield. The parties completed briefing on the merits of the Petitioners' claims on August 15, 2019. On January 24, 2020, the case was reassigned from Judge Martinez to Judge Tymkovich, who is an appellate judge of the Tenth Circuit but is hearing the case in the District of Colorado as a district court judge. It is not known when the district court will issue a ruling.

Windy Gap Firming Project Contracting. Counsel, bond counsel, and staff are currently working with the WGFP Legal Committee to develop an allotment and financing contract and an operating agreement for the Windy Gap Firming Project.

Peter D. Nichols
Partner
Licensed in Colorado, New Mexico and Wyoming

Email: pdn@bhgrlaw.com

To: Brad Wind
From: Peter D. Nichols
Date: 1 April 2020
RE: Water Quality Counsel's Monthly Report

Below is Berg Hill Greenleaf Ruscitti's report on water quality activities for the past month. For clarity, changes since last month are shown in *italics*.

A. **Water Quality - State Regulatory Activity**. The purpose of this action is to ensure that state regulations continue to allow Northern Water to conserve and beneficially use water resources.

A.1 **South Platte River Basin Triennial Review Hearing**. The Water Quality Control Commission (WQCC) will hold a rulemaking hearing on revisions to water quality standards and classifications for the South Platte River Basin in June 2020. To prepare, staff convened stakeholders on the Cache la Poudre to develop site-specific temperature standards to reflect actual temperature conditions and life stages of fish species present in the river after the WQCC failed to address mountains-to-plains transition streams – which exhibit variable fish populations related to hydrology – in its 2017 Basic Standards hearing. While Northern's work with stakeholders made progress identifying a framework for setting site-specific standards, it did not produce a consensus proposal for the South Platte hearing. Counsel and staff presented testimony regarding development of a site-specific temperature standard for the Cache la Poudre at the Commission's November 2018 Issues Scoping Hearing, the first step in the Commission's multi-year cycle of reviewing and revising basin water quality classifications and standards. Counsel and staff also presented testimony at the November 2019 Issues Formulation Hearing, the second step in the Commission's multi-year cycle after the Water Quality Control Division (WQCD) revealed that it would recommend changes to the temperature classifications and standards of the Cache la Poudre for the 2020 Rulemaking. *The WQCD has now formally proposed changing the aquatic life classification for Segment 11 of the Cache la Poudre, which runs through Fort Collins, from Warm Water I to Cold Water II, which has lower (more stringent) temperature standards. Counsel and staff are accordingly drafting a Responsive Prehearing Statement urging the Commission not to adopt the Division's proposal, or in the alternative adopt it with a 5-year delayed effective date, to allow Northern and other stakeholders additional time to develop a site specific standard.* See also temperature discussion at A.4, Temperature, and A.5, Water Quality Forum, below.

A.2 Grand Lake Clarity. The WQCC adopted a narrative clarity standard for Grand Lake in 2008, and added “Goal Qualifiers” of 2.5-meters minimum and 3.8- meters average to inform the narrative standard in 2016. The standard is:

The highest level of clarity attainable consistent with the exercise of established water rights, the protection of aquatic life, and water quality throughout the Three Lakes system.

EPA has the authority to accept, reject or promulgate alternate water quality standards, but has yet to act on the Commission’s clarity standard for Grand Lake.

To set the stage for the 2016 hearing, staff and Counsel engaged in informal weekly meetings with other Grand Lake stakeholders and power interests to adopt a Clarity MOU for an adaptive management program to implement the narrative clarity standard through 2022 while Reclamation completes an Environmental Assessment (EA) of alternatives pursuant to the National Environmental Policy Act (NEPA). The Adaptive Management Committee, largely coordinated by Northern Water staff, meets weekly from early July through September 11 with Reclamation to review Grand Lake clarity, water quality parameters in the three lakes system, and make recommendations for Reclamation’s operations of C-BT.

A.3 Grand Lake “Outstanding Waters” Proposal. A group calling itself “Outstanding Grand Lake” proposes that the WQCC designate Grand Lake an “outstanding water.” Waters must meet three tests for WQCC designation as “outstanding,” and Grand Lake facially does not meet any of them.

Outstanding Grand Lake proposed outstanding waters designation for Grand Lake at the Commission’s Upper Colorado River Issues Formulation Hearing on November 13, 2018, the second step in the Commission’s multi-year cycle of reviewing and revising basin water quality classifications and standards. Counsel worked with staff on written comments to explain the progress facilitated by adaptive management, and that the proposal was not ripe for consideration at the June 2019 rulemaking. The Commission voted not to include the proposal in the scope of the triennial review hearing, but noted the possibility for Outstanding Grand Lake to petition the Commission for a hearing to consider this issue again in the future, potentially prior to the next triennial review hearing (2024) if the ripeness considerations regarding the Bureau of Reclamation’s NEPA process, NWCCOG’s action on the 208 plan, and meaningful stakeholder discussions with the impacted entities regarding the practical implications of an outstanding waters designation are sufficiently advanced.

A.4 Temperature Standards and Classifications. Counsel and staff have participated in numerous form and informal efforts to address temperature issues since 2004. Of particular concern to Northern Water are transitional foothills streams – mountain-to-plains segments like the Cache la Poudre – that exhibit different characteristics depending on hydrology and time of year. In the continuing absence of consensus, and opposition from EPA and the environmental community, the Commission directed the Division to use

a segment specific approach to temperature standards at the 2017 Basic Standards and Classifications hearing.

The Division's approach involves preparation of Use Attainability Analyses (UAs) to assess the physical, chemical, and biological factors affecting the attainment of the temperature standards currently applied to protect the Aquatic Life use for specific segments. The UAs evaluate whether the fish species currently present are the species "expected to occur," given the geographic setting and the physical and chemical characteristics of the water body. Each UA includes a review of anthropogenic impacts to ensure that sensitive species are protected and have not been extirpated by other water quality impacts.

The Commission held an Issues Scoping Hearing on its Basic Standards and Classifications in November 2019, the first step in the Commission's multi-year cycle of reviewing and revising statewide water quality classifications and standards, which the Commission may subsequently adopt in basin hearings. Counsel and staff presented testimony at the Hearing to alert the Commission to continuing difficulty in developing ambient standards to address site specific issues, and the need for the Commission to provide policy guidance for transition streams, such as the Cache la Poudre.

A.5 **Water Quality Forum.** Counsel, in coordination with staff, participate in various work groups, i.e., basic standards and classifications, and nutrient criteria/dissolved oxygen/lakes and reservoirs, established by the Water Quality Forum, the WQCC, and WQCD to address specific issues of statewide concern. Counsel work with staff on issues that could affect Northern Water's operations.

Following the Commission's 2016 Basic Standards Hearing that failed to address temperature standards, the Forum created a Temperature Work Group and Technical Advisory Committee (TAC) to address data and other issues of immediate concern for the basin hearings, and to tackle broader issues of longer-term statewide concern. Counsel, staff and Northern's consultants are participating in infrequent meetings of the Work Group and TAC, which are tasked with addressing transition zones and shoulder seasons, both long standing concerns of Northern Water.

Counsel and staff are also monitoring the TAC on nutrients and the new work group on per- and polyfluoroalkyl substances (PFAs), so-called emerging contaminants recently found in various watersheds in Colorado, including Boulder County.

B. **401 Certification of Subdistrict Projects.** The purpose of this activity is to secure 401 Certification for the projects from the State of Colorado in a timely and efficient manner.

B.1 **NISP401 Certification.** The Northern Integrated Supply Project (NISP) requires 401 Certification from the State under the federal Clean Water Act because the Project requires a federal section 404 permit from the Army Corps of Engineers. Counsel filed NISP's Application for 401 Certification with the WQCD on January 31, 2019. The WQCD issued a conditional 401 Certification on January 28, 2020. Save the Poudre and the City of Greeley requested a 30-day extension of the deadline to appeal the

certification (to March 31), which the Commission granted. *Greeley recently requested a further 8-week extension because of the coronavirus. The Commission granted the request in part, extend the appeal deadline to April 15, 2020.*

cc: Esther Vincent
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Peggy Montaño
Bennett Raley
Deb Freeman
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Municipal Subdistrict, Northern Colorado Water Conservancy District
Statement of Cash Receipts and Disbursements

For the month ending March 31, 2020

	Business Type Activity Enterprise Funds		
	Windy Gap	Windy Gap Firming Project	Total
Receipts			
Windy Gap Assessments	\$ 2,093,487.14	\$ -	\$ 2,093,487.14
Property Lease	-	2,500.00	2,500.00
Inclusion Fees	300.00	-	300.00
Interest Earned	2,896.61	10,532.68	13,429.29
Total Receipts	2,096,683.75	13,032.68	2,109,716.43
Disbursements			
Materials & Services per Transaction Report	17,346.26	39,332.33	56,678.59
Transactions - Less than \$100	266.66	-	266.66
Subtotal Materials & Services	17,612.92	39,332.33	56,945.25
Director Fees	1,937.74	-	1,937.74
Disbursements	19,550.66	39,332.33	58,882.99
Cash Balance, Beginning of Month	2,254,458.84	12,716,478.75	14,970,937.59
Cash Balance, End of Month	\$ 4,331,591.93	\$ 12,690,179.10	\$ 17,021,771.03

Transactions for the Month of March

Run Date Year: 2020

Amount >= \$100

MS80 Windy Gap Firming Water Activity

Activity		Account Category	System	Vendor	Amount
8075880	- Windy Gap Firming Project	88640 - Ser Pro CS Ecological Services	AP	250 - ERO Resources	2,045.75
8075880	- Windy Gap Firming Project	91140 - Ser Pro Eng Pipeline Design	AP	311 - Hydros Consulting Inc	8,119.84
8075880	- Windy Gap Firming Project	92860 - Ser Pro Legal Natural Resource	AP	455 - Trout Raley	29,166.74
SUBTOTAL					39,332.33