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**Environmental
Resources
Management**

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June 6, 2012

Ms. Alison Thayer
Temkin Wielga & Hardt LLP
1900 Wazee Street, Suite 303
Denver, Colorado 80202

Ms. Kristen Shults Carney
Xcel Energy Services, Inc.,
Acting as Agent for PSCo
1800 Larimer Street
Denver, Colorado 80202

Ms. Lynn Kornfeld
Faegre & Benson
3200 Wells Fargo Center
1700 Lincoln Street
Denver, Colorado 80203-4532



**Re: *Results of May 2012 Groundwater Level Measurements
1770 13th Street, Boulder, Colorado***

Dear Meses. Thayer, Shults Carney and Kornfeld:

ERM-West, Inc. (ERM) is pleased to provide the attached results of the groundwater level measurements obtained on May 7, 2012 at the above referenced site. This work was completed in accordance with the approved ERM scope dated August 25, 2011 and as amended on April 24, 2012 via email to include this additional water level measurement event at the site.

Groundwater measurements were obtained on May 7, 2012 from all six groundwater monitoring wells (MW-1 through MW-6), and two stream measurement locations (upstream and downstream) as shown in Figure 1. Access to the site was preauthorized by Mr. Glenn Magee with the City of Boulder. ERM personnel utilized an oil/water interface probe to measure depth to fluid levels at each monitoring point.

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Table 1 presents the results of the May 7, 2012 measurements. No free product was measured during May 7, 2012 monitoring event. Table 1 also presents the historical depth to water measurements from the site.

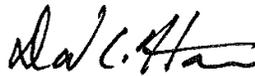
Figure 2 shows the groundwater table elevation contours based on the May 7, 2012 measurements. Groundwater flow direction was measured in a Northeast direction at a gradient of approximately 0.009 feet/feet. Groundwater elevations on May 7, 2012 were on average 1.95 feet higher than when measured in January 2012. The higher groundwater levels are likely a result of spring runoff and recharge of the shallow alluvial aquifer. Groundwater elevations over the last three measurement events of September 2011 (Fall), January 2012 (Winter), and May 2012 (Spring) are plotted on Graph 1 to show seasonal variation. Groundwater flow direction previously measured in September 2011, October 2010, and January 2012 were also measured towards the Northeast.

Thank you for the opportunity to assist you with this task. Please feel free to contact us at (303) 741-5050 if should you have any questions.

Sincerely,
ERM-West, Inc.



Mike Kraeski, P.E.
Partner-in-Charge



Dave C. Haines, P.E.
Project Manager

Attachments

TABLE

TABLE 1
SUMMARY OF GROUNDWATER MEASUREMENTS
1770 13th Street, Boulder, Colorado

Measurement Point ID	Northing (ft)	Easting (ft)	Top of Casing Elevation (ft. NAVD88)	Measurement Date	Depth to LNAPL (ft. BTOC)	Depth to Water (ft. BTOC)	Groundwater Elevation (ft. NAVD88)
Monitoring Wells							
MW-1	1794900.92	3062301.32	5341.51	10/04/2010	ND	10.74	5330.77
				09/27/2011	ND	10.79	5330.72
				01/16/2012	ND	11.32	5330.19
				05/07/2012	ND	9.71	5331.80
MW-2	1794977.71	3062432.88	5339.48	10/04/2010	ND	9.91	5329.57
				09/27/2011	ND	10.02	5329.46
				01/16/2012	ND	10.51	5328.97
				05/07/2012	ND	8.95	5330.53
MW-3	1794947.95	3062497.29	5338.04	10/04/2010	ND	8.53	5329.51
				09/27/2011	ND	8.62	5329.42
				01/16/2012	ND	9.12	5328.92
				05/07/2012	ND	7.52	5330.52
MW-4	1794779.55	3062451.93	5336.63	10/04/2010	ND	5.96	5330.67
				09/27/2011	ND	6.12	5330.51
				01/16/2012	ND	6.82	5329.81
				05/07/2012	ND	4.51	5332.12
MW-5	1794872.62	3062474.87	5338.13	10/04/2010	ND	8.02	5330.11
				09/27/2011	ND	8.17	5329.96
				01/16/2012	ND	8.81	5329.32
				05/07/2012	ND	6.57	5331.56
MW-6	1794877.04	3062584.88	5337.51	10/04/2010	ND	7.83	5329.68
				09/27/2011	ND	8.05	5329.46
				01/16/2012	ND	8.72	5328.79
				05/07/2012	ND	6.32	5331.19
Boulder and Left Hand Ditch							
STREAM 1 (Upstream)	1794783.01	3062336.03	5341.19	10/04/2010	ND	5.90	5335.29
				09/27/2011	ND	5.55	5335.64
				01/16/2012	ND	N/A (Ice)	N/A (Ice)
				05/07/2012	ND	4.30	5336.89
STREAM 2 (Downstream)	1794856.92	3062608.81	5337.10	10/04/2010	ND	4.62	5332.48
				09/27/2011	ND	4.56	5332.54
				01/16/2012	ND	5.80	5331.30
				05/07/2012	ND	5.52	5331.58

Notes:

All elevation measurements are in feet above mean sea level (AMSL) using the 1988 North American Vertical Datum (NAVD).

ft = feet

BTOC = Below Top of Casing

LNAPL = Light Non Aqueous Phase Liquid (aka floating free product)

ND = Not Detected

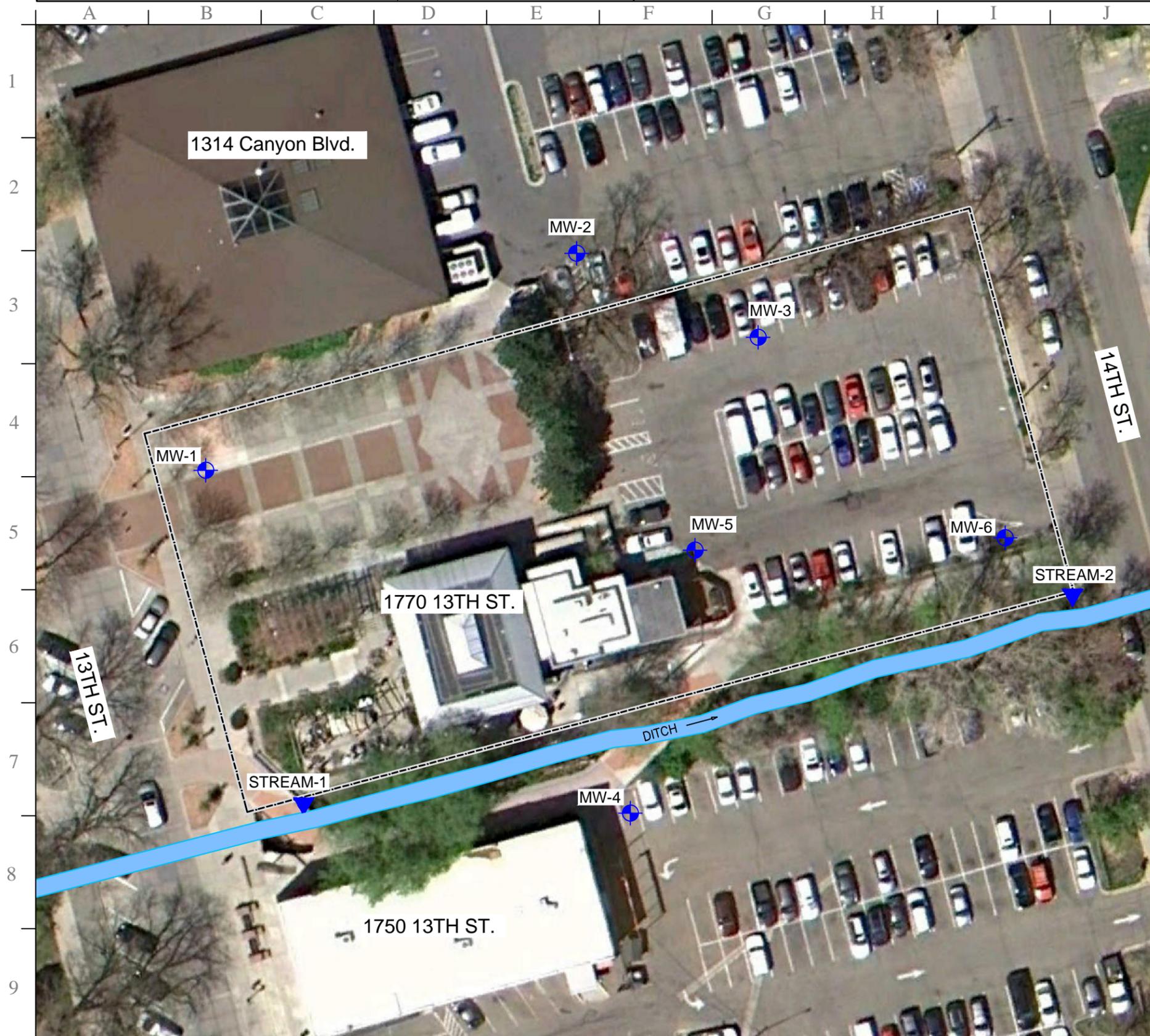
Stream measurements taken from upstream bridge (13th St.) and downstream bridge (14th St.) crossing from marked reference point.

FIGURES

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Facility Name: **Boulder Project**
Address: **1770 13th St., Boulder, Colorado**
Document Name: **May 2012 Groundwater Level Report**

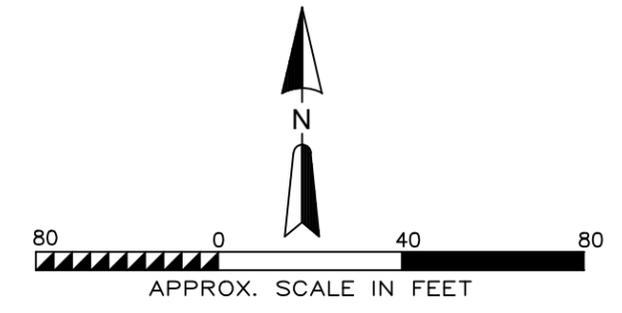
**FIGURE 1
SITE MAP**



Legend

- MW-1  Monitoring Well
- STREAM -1  Stream Measuring Point
-  Boulder and Left Hand Ditch
-  Property Boundary

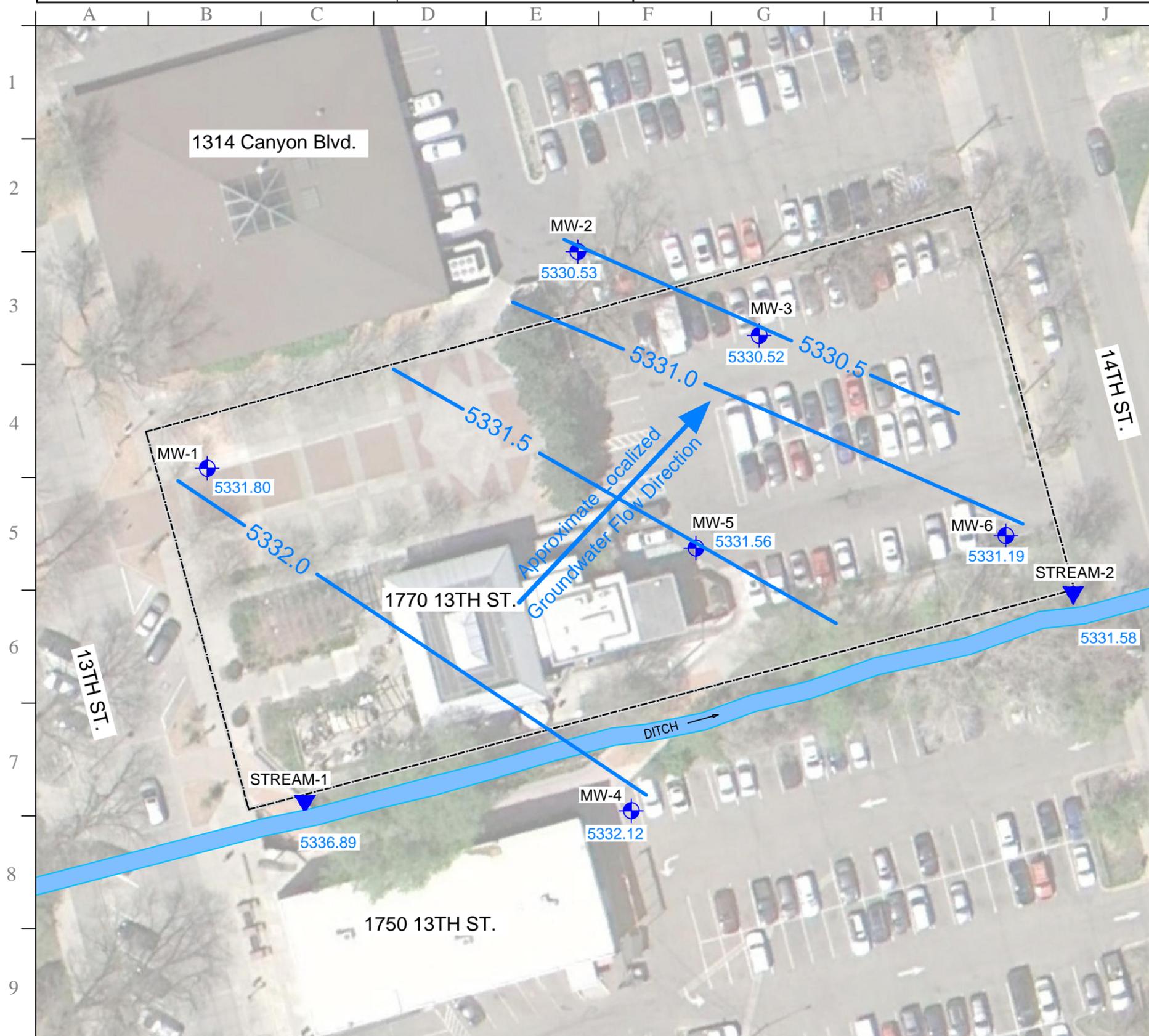
Aerial Image Courtesy of:
Google Maps (<http://maps.google.com>)



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FIGURE 2 POTENTIOMETRIC SURFACE MAP



Legend

- MW-1 Monitoring Well
- STREAM -1 Stream Measuring Point
- Boulder and Left Hand Ditch
- Property Boundary
- Groundwater Potentiometric Surface Contours
- 5331.56 Groundwater Elevation (ft. NAVD88)

Notes:

- Groundwater measurements collected on May 07, 2012 using oil/water interface probe.
- Aerial Image Courtesy of: Google Maps (<http://maps.google.com>)

