

DENVER UNION STATION PROJECT AUTHORITY
ANNUAL MEETING OF THE BOARD OF DIRECTORS
December 2, 2010
MINUTES

BOARD MEMBERS PRESENT

Jerry Glick
Elbra Wedgeworth
Marla Lien
Don Hunt
Jennifer Schaufele
Russell George
Mark Imhoff
Bill James for Kent Bagley
Robin Kniech
Michael West
Judy Montero
Steve Kaplan

BOARD MEMBERS ABSENT

Claude Pumilia

I. CALL TO ORDER

Elbra Wedgeworth, DUSPA Board President, called the Meeting of the Board of Directors of DUSPA to order at 1:33 p.m.

II. WELCOME AND INTRODUCTION OF GUESTS

President Wedgeworth welcomed everyone to today's meeting.

III. PUBLIC COMMENT

Ms. Wedgeworth asked for public comment.

Robin Kniech informed the Board that she is not seeking re-appointment of her position on the DUSPA Board and that today will be her last meeting as a Board Member. She stated that she has been a champion of the DUS project for many years dating back long before the formation of DUSPA. She thanked President Wedgeworth, Vice President Glick, all of the Board Members and USNC as our partners in this project along with RTD, the City, DRCOG and CDOT. She

reported that she takes away and has been given more by her participation than she gave, but that she has been honored by working with the DUSPA Board and staff.

IV. ROLL CALL

Cole Finegan called roll. Please see above.

V. APPROVAL OF MEETING MINUTES

Elbra Wedgeworth asked for comments to the November 4, 2010 meeting minutes. There were no comments.

Jerry Glick moved to approve the above meeting minutes as amended. Don Hunt seconded the motion. The motion carried unanimously.

VI. DISCUSSION ITEMS

A) Resolutions Honoring Mario Carrera, Russell George and Robin Kniech.

Elbra Wedgeworth made a motion to approve the resolutions honoring Mario Carrera, Russell George and Robin Kniech for their efforts and participation on the DUSPA Board as contained in today's Board packet.

Jerry Glick seconded the Motion. The vote carried unanimously.

B) Public Involvement Update Report

Roger Sherman reported that, because of today's full agenda, he would provide a quick review of CRL's activities and presented the Board with a handout outlining activities from 2009-10 and the look ahead activities for 2011.

Mr. Sherman reported that DUSPA website is updated regularly and that between 2,100 and 2,200 people have signed up to receive updates. He reported that the DUSPA website is number one on a Google search for DUS. He also reported that the majority of the calls received regarding DUS still are for Amtrak reservations. According to Mr. Sherman, there is still one remaining public realm meeting planned for 2011. The fact sheets for DUS include one for the history, one sheet that updates the construction progress and one fact sheet that discusses future conditions for DUS.

Mr. Sherman reported that over 30 walking tours of the project occurred in 2010 and that at least once per month tours are anticipated for 2011.

He also reported that CRL along with Kiewit, USNC, RTD and the City coordinated press and media releases successfully in 2010.

With respect to the look ahead for 2011 Mr. Sherman reported that the big issues include the relocation of Amtrak to the temporary station, the closure of the historic pedestrian tunnel which will include the relocation of several bus routes, and closure of the parking lots adjacent to DUS which will create issues with businesses in the area.

Elbra Wedgeworth informed Mr. Sherman that DUSPA has not determined the process for public art at the project, but that the Board definitely wants CRL to be involved.

C) Owner's Representative Report

i) Update Regarding Project Progress

Mike Sullivan reported that, as of November 30, 2010:

- 26 percent of the entire project is complete;
- 57 percent of light rail is complete;
- 18 percent of the commuter rail is complete;
- 27 percent of the bus facility is complete; and
- 19 percent of the streets and plazas are complete.

He also reported that today is the 641st accident free day at the project.

Mr. Sullivan reported that the PTF canopies at the light rail station will start going up in about two weeks to be followed by installation of the tracks along with the overhead mechanical and electrical.

He reported that the temporary Amtrak station is complete and that the final inspection is scheduled for tomorrow. The only items remaining are punch list items for Amtrak.

He reported that the Amtrak platforms and canopies are simultaneously being installed.

He reported that the design is all complete except for redesign work at the throat.

Mr. Sullivan reported that notice has been provided to Amtrak that it is to relocate to the temporary facility by February 1st, 2011 and the liaison with Amtrak that DUSPA is working with is located in Chicago.

He reported that DUSPA is ready to execute the first of many utility relocation contracts and that it appears that the work will come in under budget.

He reported that DUSPA has ascertained that the proposed boiler for DUS will be Federally eligible for funds and that next week the work on the cooling will start.

He reported that IMA, the tenant at the North Wing, is negotiating for a third party to take the North Wing space which could move the groundbreaking up to first or second quarter of 2011.

Bill James asked whether the heating is in the historic building.

Mr. Sullivan replied that it is not heating, just the boiler, but that it will be in the Historic Building and will be considered federally eligible. He also reported that the heating system has been approved.

Bill Mosher reported that the issue with the North Wing and South Wing is that the work will disrupt utilities and that DUSPA does not want to do the utility work twice.

Mr. Mosher also reported that the first meeting with Kiewit regarding the pricing of the public realm is next week. He reported that meetings with USNC, Union Station Advocates and other groups after the pricing is complete will occur.

He reported that DUSPA is looking at going before the Planning Board in February 2011 after the public realm has been budgeted and public input has been received.

Mr. Mosher reported that items like light fixtures and paving materials are the big issues with the public realm and that open and fluid discussions should begin in late December and January.

Judy Montero asked whether schedules for stakeholder meetings will be on the website.

Bill Mosher responded that the stakeholders usually schedule meetings pursuant to their schedules and that public meetings are generally the only ones on the website.

Mr. Mosher handed out copies of the budget, the Change Order Tracking Report, the Board of Directors report, the 2011 Work Plan and Budget and the 2011 Scope of Work for the Public Involvement Consultant.

Bill Mosher announced that Doug MacLeod and Libby Cox are the new RTD team people working with Rob Andrews on the project.

ii) Budget Update

Mr. Mosher reported that he will jump to the cash summary handout showing about \$3.1 million on hand. He reported that DUSPA will not have enough to fully pay the developer but that DUSPA will be able to pay substantial amount after the South Wing parcel sells.

Elbra Wedgeworth asked whether there was an update on the Market Street Station.

Marla Lien reported that the sale contract will go before committee next week.

Mr. Mosher reported that DUSPA previously had \$18.5 million in contingency, that it is now about \$14.5 million and that about \$4 million has been spent. He referred to the Change Order Cost tracking sheet, Change Order #16 had 19 different items at an average of \$80,000 per item and to Change Order #19, which included nine items, some of which were allocated and some were unallocated, but that the Change Order saved about \$580,000.

iii) Adoption of 2010 and 2011 budgets. This item will fall under the Action Items.

iv) DUSPA Board Change Order Policy

Mr. Mosher asked the Board to look at the Owner's allocated contingency and specifically at items such as the contaminated soil removal. He reported that he will seek approval of Change Order Nos. 25 and 26 today as well as approval of the new policy under Action Items.

Mr. Mosher reported that, starting at line 76 in the budget, possible uses of the unallocated contingency are listed. He reported that all suggestions are listed without regard to merit and that none of these changes will occur without approvals by the Board and the Consent Group.

Jerry Glick asked whether the new policy will work for the FTA.

Mr. Mosher replied that the policy should work because it includes the FTA oversight required in the Master Trust Indenture and other agreements.

Don Hunt reported that his only question about contingency pertained to unallocated contingency and that the proposed policy before the Board today is exactly what he has sought.

Mr. Mosher reported that the Change Order Policy and the 2010 and 2011 budgets should be adopted and that he anticipates the sale of the South Wing parcel on or about December 15, 2010. He reported that Market Street and the Triangle Parcel are expected to sell in 2011.

He reported that the new budget shows sources and uses of funds.

Robin Kniech asked Mr. Mosher to return to the discussion of the North Wing parcel and IMA.

Mr. Mosher reported that the North Wing parcel sale has closed, but that DUSPA did not know when ground breaking would occur. He reported that the earliest projection was in 2011 and that he wants to avoid any announcement of the start of construction, it's just that DUSPA needs to be prepared when construction does start.

Frank Cannon reported that April 2011 is the earliest start date for the North Wing.

Jerry Glick suggested that this early date could impact the closing the parking lots at DUS.

Marla Lien reported that it would only impact the north lot.

Bill Mosher reported that DUSPA is required by City Council to adopt annual budgets and that the Board needs to formally approve the 2010 budget because now is better than never and the 2011 budget.

v) Change Order Approvals. This item will fall under Action Items.

Mike Sullivan reported that he has gone through everything with Change Order Nos. 25 and 26 and negotiated with Kiewit. He reported that the final amounts of the Change Orders should be below the \$3.5 million shown as allocated.

vi) Public Involvement Consultant 2011 Scope of Work.

Bill Mosher referred the Board to the handout referencing Public Affairs, Public Outreach and the Cost proposal on page three of the handout. Mr. Mosher recommended that the Board approve this scope and cost proposal as an extension to the CRL contract for 2011.

vii) Second Amendment to USNC Master Development Agreement.

Mr. Mosher reported that DUSPA has been working with USNC to finalize the amendment and that Exhibit F is the key to the amendment which allocates Part A – Federally eligible and Part B – Non Federally eligible portions of the fees.

Mr. Mosher reported that, if the Board adopts this amendment, DUSPA will be able to send it to the FTA and resubmit an application for payment for approval.

Mr. Mosher also reported that the Finance Committee has approved this amendment.

viii) South Wing Parcel Development Agreement

Mr. Mosher reported that the draft agreement in the Board packet is somewhat different than the North Wing agreement wherein a self help provision was included to ensure that the developer could obtain a temporary certificate of occupancy. He reported that the twist here is just the opposite in the event that DUSPA is ready to build the plaza next to the South Wing parcel and that if the developer does not have the underground garage structure completed by October 31, 2013, DUSPA may have to store materials for the plaza and the developer will complete construction of plaza at a later date. He reported that a recent change to the agreement allows flexibility on the October 31, 2013 date if Kiewit can accommodate its schedule. Otherwise, DUSPA will have the option to store the materials or to build the ramp to the underground garage.

Mark Smith reported that USNC has looked at the revised language and that it is acceptable to USNC.

Frank Cannon reported that the change is Section 3b of the agreement.

Elbra Wedgeworth suggested that the Board can approve the Development Agreement with the amended language.

Marla Lien inquired as to the value of the materials that would have to be stored.

Frank Cannon and Bill Mosher responded that there are 10,000 to 12,000 square feet of paving.

Mike Sullivan responded that the value would be less than \$250,000.

Marla Lien inquired about guarantees for safe storage.

Bill Mosher replied that USNC is required to store and install the materials at its sole cost.

ix) Amendment to Exhibit B to RRIF Loan Agreement

Mr. Mosher reported that the amendment increases the LRT allocation by \$1.8 million, reduces the CRT escalations and adds escalations to the Bus Facility.

x) Update Regarding South Wing and Market Street Station Closings.

Marla Lien and Diane Barrett provided these updates earlier.

VII. ACTION ITEMS

Don Hunt reported that the Finance Committee reviewed and discussed these items in detail.

Robin Kniech inquired as to whether approval of these change orders is necessary even if they are non-consent.

Bill Mosher replied that non-consent change orders must be approved, DUSPA has no choice due to the nature of the change order.

Don Hunt inquired about offset.

Bill Mosher replied that the information will be provided if the change order is over \$500,000.

Cole Finnegan read the amended language for Section 3b of the South Wing Development agreement to the board regarding the potential delay of construction and the option to store materials at the expense of the developer.

Steve Kaplan informed the Board that he would abstain from the votes regarding the Second Amendment to the Master Development Agreement and the South Wing Parcel Development Agreement.

A. Approval and Adoption of 2010/2011 Annual Budgets and Work Plans.

Jerry Glick moved to approve the 2010 and 2011 annual budgets and work plans.
Robin Kniech seconded the motion. The motion carried unanimously.

B. Approval of DUSPA Board Change Order Policy.

Jerry Glick moved to approve the policy.
Robin Kniech seconded the motion. The motion carried unanimously.

C. Change Order Approvals

Jerry Glick made a motion to approve change orders 25 and 26 for Amtrak up to amount of \$3.5 million. Robin Kniech seconded the motion. The motion carried unanimously.

D. Approval of Public Involvement Consultant proposed Scope of Work and Budget.

Jerry Glick moved to approve the proposed Scope of Work and Budget for CRL. Robin Kniech seconded the motion. The motion carried unanimously.

E. Approval of Second Amendment to USNC Master Development Agreement.

Jerry Glick moved to approve the Second Amendment to USNC Master Development Agreement. Robin Kniech seconded the motion. The vote carried unanimously with Steve Kaplan abstaining from the vote.

F. Approval of South Wing Parcel Development Agreement.

Jerry Glick moved to approve the South Wing Parcel Development Agreement as amended. Robin Kniech seconded the motion. The motion carried unanimously with Steve Kaplan abstaining from the vote.

G. Approval of Amendment to Exhibit B to RRIF Agreement.

Jerry Glick moved to approve the Amendment to Exhibit B to RRIF Agreement. Robin Kniech seconded the motion. The motion carried unanimously.

VIII. EXECUTIVE SESSION

None.

IX. ACTION ITEMS RESULTING FROM EXECUTIVE SESSION

None.

X. CARRYOVER AND FUTURE AGENDA ITEMS

XI. ADJOURNMENT

Elbra Wedgeworth thanked the Board for its efforts today and in preparation for today.

Jerry Glick moved to adjourn this meeting.

Robin Kniech seconded the motion. The vote to adjourn was unanimous.

There being no further business, the meeting was adjourned at 2:44 p.m.

Approved by Vote of the Board and
accepted by:

Elbra Wedgeworth, President