

**DENVER UNION STATION PROJECT AUTHORITY**  
**ANNUAL MEETING OF THE BOARD OF DIRECTORS**  
*January 6, 2011*  
**MINUTES**

**BOARD MEMBERS PRESENT**

Elbra Wedgeworth  
Claude Pumilia  
Marla Lien  
Michael West  
Judy Montero  
Russell George  
Mark Imhoff  
Kent Bagley  
Steve Kaplan

**BOARD MEMBERS ABSENT**

Jennifer Schaufele  
Jerry Glick  
Don Hunt

**I. CALL TO ORDER**

Elbra Wedgeworth, DUSPA Board President, called the Meeting of the Board of Directors of DUSPA to order at 1:32 p.m.

**II. WELCOME AND INTRODUCTION OF GUESTS**

President Wedgeworth welcomed everyone to today's meeting and announced that DUSPA has received notice that Chad Fuller has accepted a new job.

Chad Fuller reported that he has accepted a position with the Bank of Montreal in the transportation finance group and will be moving to San Francisco, California. Mr. Fuller thanked the Board Members and staff and reported that he has truly enjoyed working everyone on the DUSPA project.

**III. PUBLIC COMMENT**

Ms. Wedgeworth asked for public comment. There was no public comment.

**IV. ROLL CALL**

Dawn Bookhardt called roll. Please see above.

## **V. APPROVAL OF MEETING MINUTES**

Elbra Wedgeworth asked for comments to the December 2, 2010 meeting minutes. There were no comments.

Mark Imhoff moved to approve the minutes. Mike West seconded the motion. The motion carried unanimously with Kent Bagley abstaining because he was not present at the December 2, 2010 meeting.

## **VI. DISCUSSION ITEMS**

### **A) Acknowledgement of Appointment of Laura Aldrete for Board Membership.**

Elbra Wedgeworth introduced Laura Aldrete and reported that she is an urban planner with Parsons Brinckerhoff.

Laura Aldrete reported that she worked on the DUS project with Parsons Brinckerhoff and that she is very knowledgeable about the project however, she must also be careful to ensure avoidance of perceived conflicts.

### **B) Acknowledgement of Appointment of Bill Bianco for Board Membership**

Elbra Wedgeworth introduced Bill Bianco and reported that he is an attorney with Davis, Graham & Stubbs and that his work includes civil litigation in the construction area.

Elbra Wedgeworth reported that both Laura Aldrete and Bill Bianco have been appointed to the DUSPA Board by the Mayor and that City Council has approved the appointments.

### **C) Owner's Representative Report**

#### **i) Update Regarding Project Progress**

##### **a. Amtrak Relocation Updated**

Roger Sherman reported that he has contacted Amtrak to obtain a new fact sheet regarding the relocation and that the DUSPA website now has a direct link to the Amtrak website.

He reported that the HOV lane relocation will occur in February and that Susanne Wilson will conduct door to door canvassing to inform businesses of the changes on behalf of DUSPA.

Mr. Sherman also reported that the pedestrian tunnel from the historic building is also scheduled to close in February.

Elbra Wedgeworth requested that Mr. Sherman speak to the Downtown Denver Partnership people and have them notify their maintenance workers of the changes at DUS.

Mike Sullivan reported that, as of December 20, 2010:

28.3 percent of the entire project is complete;  
66 percent of light rail is complete and the track is live;  
20 percent of the commuter rail is complete;  
28 percent of the bus facility is complete and is still critical path; and  
20 percent of the streets and plazas are complete with some utilities installed.

He also reported that today is the 675th accident free day at the project and that there will be a safety/CPR class on Saturday.

Mr. Sullivan reported that Wewatta Street will be moved over the bus facility and that the knock-out access to the facility will be buttoned up next week.

He reported that the deck pours over the facility will be complete the second week of February.

Mr. Sullivan reported that all of the major design packages except for the pedestrian bridge and package four of the LRT station have been released.

He reported that the pedestrian bridge and LRT design packages will be released by the end of January.

He reported that the public realm design package should be out by May 2<sup>nd</sup>.

Mr. Sullivan reported that DUSPA is still working on the DUS boiler and that, with the help of Jason Longsdorf, DUSPA will receive federal assistance.

He reported that DUSPA is also looking to get RTD, DUSPA and the City's approval for the cooling system for the historic building.

Mr. Sullivan reported that, after meeting with Amtrak, it appears that there will be a six hour window of time to move Amtrak to the temporary facility at the end of January. He reported that there will be one more meeting and a final walkthrough with Amtrak to establish the punch list. He reported that transfer of Amtrak's IT structure is the biggest concern with the move.

Elbra Wedgeworth suggested that the Denver General Hospital paramedics will provide free defibrillator training and that Scott Bookman is the contact person to arrange for the training.

Bill Mosher handed out map drawings of the project site showing the LRT A4, A5 and Remaining Public Realm areas with the applicable deadline dates for requests for comments on the designs. He reported that there is no remaining Planning Department process for the LRT A4 package, only public meetings.

He reported that the three design packages will be completed by the end of spring and that DUSPA is using the map drawings for public presentations.

ii) Budget Update/Revision

Mr. Mosher handed out three documents showing: 1. the Budget Update; 2. the Change Order Cost Tracking and 3. Pending Change Orders Requiring Approval.

He reported on the budget that DUSPA has \$4 million in additional revenue from the State FASTER program, but that the revenue is not reported in the budget because DUSPA has not yet received direction from CDOT or RTD for the use of the funds.

Mark Imhoff reported that CDOT's 2012 fiscal year starts in July 2011, therefore, the FASTER funds that are scheduled to be released to DUSPA for 2012 will be available in July.

Bill Mosher reported on the budget sheet that:

Lines 73-75 show pending items for change orders.

Lines 157-158 are where the FASTER funds will be reported.

Line 239 shows the balance of the unallocated contingency of \$4.8 million.

Starting with Line 242 the potential uses of contingency are listed and, even if they are all approved, the project is still \$195,000 in the black, which is good news.

He reported that it appears that the project will get some granite in the LRT plaza. He reported that the budget show that, as of now, DUSPA can deal with the known issues.

Mr. Mosher reported that the budget numbers assume that the Board will approve the current pending change orders. He reported that Change Order #21 is a big accomplishment and reflects several months of negotiations between Mike Sullivan and Kiewit, and that both of deserve our thanks.

iii) Change Order Update

He reported that Change Order 22 arises because our OCIP requires drug testing.

Change Order 23 is a credit for the elimination of paint in the mechanic room.

Change Order 24 finalizes the canopy at DUS.

Change Order 25 is a big deal because it reflects Kiewit's agreement to reduce their contingency and lowers the project GMP.

Mr. Mosher reported that he recommends approval of these change orders and requests that the Board vote in favor of approval.

Elbra Wedgeworth reported that the Finance Committee has reviewed the change orders and also recommends approval when the Board votes during the Action Items portion of today's Agenda.

iv) Update Regarding South Wing and Market Street Station Closings

Mr. Mosher reported that the sale of the South Wing closed on December 15<sup>th</sup> and that the sale allowed DUSPA to bring USNC current as of November.

Diane Barrett reported that the City is hopeful for a January closing for Market Street Station.

Marla Lien reported that the RTD Board has approved the sale.

Bill Mosher reported that today's budget is a huge step for DUSPA and the project because of the negotiation of the one year delay in Change Order 21 and the release of contingency in Change Order 25. He reported that DUSPA and Kiewit are now fully on the same page and that this is the first time in two years that DUSPA has full resolution of the budget.

Mr. Mosher reported that there are still risks associated with the budget such as soils to be excavated from the east end of the bus facility and groundwater, but that these risks are tangible.

v) Ratification of Third Amendment to DUSPA/RTD Initial Funding, Reimbursement and Project Coordination Agreement

Dawn Bookhardt reported that, as Terry Howerter was preparing for the audit, he found that there was no real repayment schedule in the agreement. She reported that the amendment has been put together for the loans from RTD, the payments and the triggering events and that we executed the Third Amendment for audit purposes, but it needs to be ratified by the Board.

She reported that the Finance Committee has reviewed the Third Amendment and recommends that the Board ratify it.

D. Selection of Internal Auditor

Mike West reported that we have an option for a two year extension for our current auditors and that DUSPA received eight new proposals for auditors. He reported that, because TIFIA and RRIF are not certain that our current local auditor is acceptable, the Audit Committee undertook another search.

Mr. West reported that the Committee has a recommendation for approval of Firm 1 or Firm 2 and he requests approval to select one of these firms with a five year budget of \$155,000. He reported that he can not yet inform the Board of the actual audit firm names.

Dawn Bookhardt asked whether the Audit Committee is proposing that Firm 1 be the selection unless TIFIA or RRIF do not approve Firm 1, then DUSPA will use Firm 2.

Marla Lien stated that she understands the proposed process, but that RTD needs to see the form of the contract that will be used.

Dawn Bookhardt reported that the form of the contract is not yet drafted.

Bill Mosher reported that the Scope of Work is available.

Marla Lien requested that Bill Mosher and Dawn Bookhardt confirm that the scope of work includes the Federal Requirements.

Dawn Bookhardt reported that the scope does include the Federal Requirements and that she will work with RTD to develop the contract.

## **VII. ACTION ITEMS**

### **A. Approval of Updated Budget**

Kent Bagley moved to approve the Updated Budget as presented today. Steve Kaplan seconded the motion. The vote carried unanimously.

### **B. Approval of Change Orders.**

Mike West moved to approve Change Orders 21 through 25 as presented today. Mark Imhoff seconded the motion. The vote carried unanimously.

C. Ratification of the Third Amendment to the DUSPA/RTD Initial Funding, Reimbursement and Project Coordination Agreement.

Kent Bagley moved to Ratify the Third Amendment. Steve Kaplan seconded the motion. The vote carried unanimously.

### **D. Approval of Auditor Selection – New Item**

Steve Kaplan asked how much the budget is for 2010.

Doug MacLeod reported that the 5 annual budgets are equal, therefore 2010 is \$31,000.

Kent Bagley made the following motion: To allow the Audit Committee to select an external auditor for five years for 2010 to 2014 for an amount not to exceed \$155,000 subject to negotiation of a satisfactory contract to be approved by the DUSPA Board, TIFIA and RRIF.

Steve Kaplan seconded the motion. The vote carried unanimously.

## **VIII. EXECUTIVE SESSION**

None.

## **IX. ACTION ITEMS RESULTING FROM EXECUTIVE SESSION**

None.

**X. CARRYOVER AND FUTURE AGENDA ITEMS**

**XI. ADJOURNMENT**

There being no further business, the meeting was adjourned at 2:20 p.m.

Approved by Vote of the Board and  
accepted by:

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Elbra Wedgeworth, President