

DENVER UNION STATION PROJECT AUTHORITY
ANNUAL MEETING OF THE BOARD OF DIRECTORS
February 3, 2011
MINUTES

BOARD MEMBERS PRESENT

Elbra Wedgeworth
Jennifer Schaufele
Marla Lien
Laura Aldrete
Judy Montero
Russell George
Mark Imhoff
Kent Bagley
Steve Kaplan
Jerry Glick
Don Hunt

BOARD MEMBERS ABSENT

Michael West
Claude Pumilia

I. CALL TO ORDER

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

II. WELCOME AND INTRODUCTION OF GUESTS

President Wedgeworth welcomed everyone to today's meeting.

III. PUBLIC COMMENT

President Wedgeworth asked for public comment. There was no public comment. She reported that the Board Members will be receiving their annual declaration and disclosure forms.

IV. ROLL CALL

Dawn Bookhardt called roll. Please see above.

V. APPROVAL OF MEETING MINUTES

Elbra Wedgeworth asked for comments to the January 6, 2011 meeting minutes. There were no comments.

Kent Bagley moved to approve the minutes. Jerry Glick seconded the motion. The motion carried unanimously.¹

VI. DISCUSSION ITEMS

A) Resignation of Don Hunt.

Elbra Wedgeworth acknowledged that DUSPA has received the resignation letter of Don Hunt and recognized his service on behalf of DUSPA including his work on the Finance Committee. She wished him luck with his new position as Executive Director of the Colorado Department of Transportation.

Don Hunt thanked the President and members of the DUSPA Board and stated that this has been a very satisfying and challenging project to be a part. Mr. Hunt also expressed his confidence in Mark Imhoff as the new CDOT appointee to the DUSPA Board and that he looks forward to meeting the new Mayoral appointee to DUSPA who will replace him.

B) Finance Committee Report.

Doug McLeod reported on behalf of Claude Pumilia that the Plan of Finance is due to TIFIA within 60 days after the first of the year and six months thereafter. He reported that the draft plan and report in your Board Packet today will be due on March 1, 2011.

Mr. McLeod asked if there were any questions on the Plan of Finance and Pledged Revenue report, to please forward the questions within two weeks.

Mr. McLeod also reported that comments to the unaudited financial statements also need to be received by February 15.

C) Selection of External Auditor

Mr. McLeod reported that TIFIA and RRIF have agreed to waive the nationally recognized requirement for the auditor and have agreed to allow Bondi to perform our audits for 2011 and 2012. He reported that DUSPA will have audit numbers by April 1.

Bill Mosher commented that Mr. McLeod, Libby Cox and Rob Andrews have made great progress on the audit process and with the federal reporting requirements.

Elbra Wedgeworth reminded the Board Members to provide any comments by February 15th.

¹ Ms. Aldrete arrived shortly after this vote.

D) Owner's Representative Report

i) Update Regarding Project Progress

Bill Mosher reported that Amtrak will move to the temporary facility tomorrow and that this is a big milestone for the project.

Mike Sullivan reported that, as of the end of January:

The total project is 32.4 percent complete

The bus facility is 32 percent complete

The light rail facility is 72 percent complete and that July is the projection for the cut over to the new location.

The commuter rail terminal is 21.7 percent complete

The streets and plazas are 24.8 percent complete.

Mr. Sullivan reported that these percentages represent actual progress and that the payments to Kiewit are slightly different.

He reported that the construction group conducted the safety/CPR training program on January 15 and that the paramedic from Denver Health suggested by Elbra Wedgeworth was a big help. He reported that fire department representatives will visit the project on the 8th and 10th to view the new access points.

Mr. Sullivan reported that the first accident on the project occurred. He reported that it was a minor event, but the project is still back to day one on counting the accident free days. He stated that Trammell Crow and Kiewit are still committed to safety and quality.

Mr. Sullivan reported that the project is in the process of switching the tracks for Amtrak and that half of Amtrak's property is now moved to the temporary facility. He reported that there was a three day weather delay in moving Amtrak and that the delay was helpful because Amtrak is just getting their new internet service installed.

He reported that the pedestrian tunnel is now scheduled to close on February 7.

Mr. Sullivan reported that he is coordinating a trip to the Rocky Mountain Pre-Cast yard on February 24 and 25 to view the new vent tubes for the bus facility. He requested that anyone who would like to attend please send him an email.

He reported that the bus facility roof is still being placed and that the waterproofing is the critical path element but that the weather is a controlling factor for the schedule for this work.

Mr. Sullivan reported that the final placement of ballast at the LRT is scheduled for Monday and the overhead work will begin shortly thereafter. He reported that July 19, 2011 is the scheduled cut over date to begin using the new LRT platform.

He reported that the closing of the pedestrian tunnel is the start of Phase 3 of the construction of the project and that it will allow excavation of the bus facility next to the historic building with the excavation extending west to connect to the existing facility. He reported that the plan is to start with the riskiest area first, which is the area below the current tracks.

Mr. Sullivan reported that the project submitted the dewatering permit to the State over four weeks ago and that no response has been received yet from the State.

He reported that the pedestrian bridge design should be completed on March 25th and that the design for the remainder of the public realm will be released on June 15th.

He reported that the fifty percent design for the boiler in the historic building has been posted on the website and that evaluation of the cooling system by Legacy Design has begun.

Mr. Sullivan reported that the final accounting of all of the LOI work with USNC has been completed and that it is believed that USNC will sign off on their scope of work and on the sixty percent design. He reported that this is also a big milestone for the project.

ii) Change Order Update

Bill Mosher handed out documents showing the Pending Change Orders requiring approval and the Change Order Cost Tracking.

Mr. Mosher reported that the Owner's Representative will bring all change orders to the Board. He reported that, with respect to the EIS mitigation issues, it is recommended that the additional lanes and lane changes be deleted from Kiewit's scope of work because it is not known when the work will need to be completed.

He reported that the other change orders include: a voice evacuation public address system for the bus facility; ADA compliance for parking areas; the design of the water line relocation at the CRT and 19th Street; cellular service enhancement for the bus facility; and redesign of the shuttle loop.

Mr. Mosher referenced the Change Order cost tracking sheet and reported that the Owner's contingency has been going up.

Jerry Glick asked whether the fence and pedestrian issues are resolved.

Mr. Mosher reported that they are not resolved and that hopefully in March there will be a presentation regarding those issues, but that these issues are not on the critical path for construction at this time.

Jerry Glick asked whether the 18th Street issues are resolved.

Jerry Nery responded that the issues are not resolved, but that RTD has met with the property owners including Thermo, Rodizio and the HOA for 1890 Wynkoop and that everyone is

performing appraisals as to the value of the right-of-way and that there does not seem to be any big barriers to the transaction.

iii) Update Regarding Market Street Station Closings

Diane Barrett reported that the contract for Market Street looks good and appears ready to go before City Council.

E. Discussion of Federal Contract Issues

Dawn Bookhardt reported that this issue arose in conjunction with the amendments to the USNC agreement and that the FTA has informed DUSPA that it is not appropriate to amend agreements to be federally compliant. She reported that, based on this issue, the FTA and FRA requested copies of all of the contracts and procurement materials of DUSPA's vendors.

She reported that she prepared a memorandum and package with contracts and sent them to Paula Schwach and Casey Symington.

Ms. Bookhardt reported that she is hopeful and that Paula Schwach conveyed that she has been instructed to fix this issue.

She referenced the grid of contracts and amendments in today's Board Packet and reported that FTA and FRA have been focused on the contracts with Alex Brown and USNC.

VII. ACTION ITEMS

A. Approval of Change Order Number 28 comprised of seven components as listed on the Pending Change Orders hand out today.

Kent Bagley moved to approve Change Order 28 as presented today. Don Hunt seconded the motion. Steve Kaplan abstained from voting because the Change Order includes issues associated with 18th Street. The vote carried unanimously.

VIII. EXECUTIVE SESSION

None.

IX. ACTION ITEMS RESULTING FROM EXECUTIVE SESSION

None.

X. CARRYOVER AND FUTURE AGENDA ITEMS

Resolution honoring Don Hunt's service to DUSPA.

XI. ADJOURNMENT

Don Hunt inquired about the offer/proposal from Sage Hospitality.

Jerry Glick responded that the Sage people and Dana Crawford presented comments and ideas for the uses of the historic station during the last public meeting held by RTD. The ideas made the news, but nothing formal was proposed.

There being no further business, the meeting was adjourned at 2:02 p.m.

Approved by Vote of the Board and
accepted by:

Elbra Wedgeworth, President