

**DENVER UNION STATION PROJECT AUTHORITY**  
**MEETING OF THE BOARD OF DIRECTORS**  
*March 3, 2011*  
**MINUTES**

**BOARD MEMBERS PRESENT**

Elbra Wedgeworth  
Jennifer Schaufele  
Marla Lien  
Laura Aldrete  
Bill Bianco  
Michael West  
Mark Imhoff  
Kent Bagley  
Steve Kaplan  
Jerry Glick

**BOARD MEMBERS ABSENT**

Claude Pumilia  
Judy Montero

**I. CALL TO ORDER**

Elbra Wedgeworth, DUSPA Board President, called the Meeting of the Board of Directors of DUSPA to order at 1:31 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. Edie Bryan of Colorado Rail thanked everyone involved in the move of Amtrak to the temporary facility. She reported that the signage and communication was poor on the day of the move, but that she contacted Roger Sherman and Jerry Nery regarding the problem and it was quickly resolved.

Jerry Glick reported that Randy Nichols inquired as to whether DUSPA would support a King Soopers in the Central Platte Valley and within the DDA. Mr. Glick reported that he agreed to introduce the idea to the DUSPA Board but that he could not represent the position of the Board.

Marla Lien asked whether vertical development was planned or if only a store was planned.

Jerry Glick replied that the drawing he viewed had residential units over the store.

Kent Bagley inquired as to whether it is appropriate for the DUSPA Board to take any position.

Jerry Glick responded that he wanted to raise the issue with the Board and get a feel from the Board Members. He reported that the Board can request a presentation from the developer at the next meeting if desired.

#### **IV. ROLL CALL**

Dawn Bookhardt called roll. Please see above.

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

Elbra Wedgeworth asked for comments to the February 3, 2011 meeting minutes. Russell George's name needs to be removed from the attendance list.

Jerry Glick moved to approve the minutes as amended. Mark Imhoff seconded the motion. The motion carried unanimously.

#### **VI. DISCUSSION ITEMS**

##### **A) Bondi Correspondence.**

Mike West reported that the letter that Bondi provided to the Board is a standard notification from Bondi requesting information as part of the audit process.

Dawn Bookhardt reported that, in conjunction with Bondi's engagement letter that Elbra Wedgeworth signed, there is a list of duties for Bondi and that the fees were previously approved by the Board.

##### **B) Resolution Honoring Don Hunt**

Elbra Wedgeworth reported that the resolution should be approved during the Action Items portion of today's meeting.

Dawn Bookhardt reported that she made sure that "demanding inquiries" was included in the resolution.

C) Owner's Representative Report

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

The project is 34.5 percent complete.  
81.5 percent of the LRT is complete.  
22.6 percent of the CRT is complete.  
34 percent of the bus facility is complete.  
26 percent of the streets and plazas are complete.

Mr. Sullivan reported that the dry utility relocation work is starting.

He reported that some asbestos containing material was encountered while uncovering an old CRT platform and Kiewit used RTD's ACM plan, that the area is cordoned off, and that work will resume in the area tomorrow including the start of abatement.

Marla Lien reported that RTD will seek reimbursement from DUSPA for the costs of the environmental consultant for the asbestos.

Mr. Sullivan reported that Kiewit is completing the last two deck pours for the roof of the bus facility and that waterproofing will be completed next week. Upon completion of the waterproofing, Wewatta Street can be reconstructed.

He reported that construction at the LRT is winding down and that the CRT and Phase III construction is picking up.

He reported that the final public realm documents will be complete by June 15.

He reported that there is still some remaining design modifications that are required for the track throat, pertaining to retaining walls, but that these are the last two packages.

Mr. Sullivan reported that the project had its first full week without a non-conformance report and that Kiewit was very pleased.

He reported that the heating system in the historic building is being upsized and that the boiler is proceeding.

He reported that USNC has not yet signed off on the Letter of Intent work.

He reported that he will reconcile the funds for the dry utility relocation work in the next budget.

Bill Mosher reported that the apprenticeship program for the project had a voluntary target of 15 percent and that Kiewit is currently at 11 percent. He reported that apprentice work is short in the rebar area.

Mr. Mosher reported that on March 16 the Planning Board should finalize approval of the public realm west of the Historic Station (the 17<sup>th</sup> Street alignment) and that the only remaining item is the Wynkoop Plaza.

He reported that the required portion of the Federal public art program is being run by RTD and that it will include interpretive signs. He reported that notice has gone out to the art community.

Mr. Mosher referenced two handouts for today, the first is the Change Order Items Requiring Board Approval and the second is the Change Order Cost Tracking report.

Mr. Mosher reported that DUSPA received credit back for Change Order 9, but that the funds need to go back into retaining walls. He reported that the Change Order for the boilers is for design and procurement only, installation will be an additional cost.

He reported that, of the first seven items on the list of change orders requiring approval, the Street Signaling item is not priced and that he may need to come back for approval if the actual price varies from the estimate shown.

He reported that the lower box of Change Orders pertain to the P3 Project and were bid by the P3 contractor subject to completion of DUSPA drawings. He reported that if the Denver Transit Partners want a change, they will need to pay for the change.

Marla Lien reported that no IGA is necessary because the P3 contract contemplates changes for this project and that RTD or the P3 contractor can request changes and betterments to DUSPA work.

Bill Mosher reported that the funding process needs to be established with Denver Transit Partners as part of any change requests.

Marla Lien acknowledged that RTD and the P3 contractor understand that they need to pay for any changes.

Rick Clarke reported that the only caveat to RTD agreeing to pay for P3 related changes is that RTD may ask to use DUSPA contingency funds if they are available.

Bill Mosher requested that the Board approve the Pending Change Order Items listed subject to the not-to-exceed prices shown on the list. He also requested that the Board approve the items listed in the RTD/DTP list subject to establishment of a funding mechanism from RTD and Denver Transit Partners.

Bill Bianco asked why the retaining walls are necessary.

Mike Sullivan reported that, even though the platform is shorter, the retaining walls are still necessary to maintain the grades for the track.

Tim Mackin reported that the difference between the elevations of the CRT platform and tracks and the LRT platform heights in the throat require the retaining walls.

Bill Bianco asked why the boiler is necessary.

Mike Sullivan responded that, as the project enters Phase III, the steam lines to DUS must be removed to accommodate excavation for the east part of the bus facility. He reported that the installation of the boiler is an alternative to replacing the steam lines and that the boiler is less expensive.

D) Update Regarding Market Street Station Closing of the Sale.

Diane Barrett thanked Elbra Wedgeworth and Jerry Glick for attending the committee meeting and reported that the purchase and sale contract flew through the committee process. She reported that the first reading for the sale will be in City Council next week and that the strength of the committee recommendation should help with the Council. She reported that the closing could occur as early as this month.

Marla Lien reported that USNC really helped with the process and that they produced the property descriptions which were critical.

## **VII. ACTION ITEMS**

A. Approval of Pending Change Orders (DUSPA Items) subject to not-to-exceed budget prices and Change Orders requested by RTD/DTP subject to establishment of a funding mechanism wherein RTD or DTP will pay for the changes.

Jerry Glick made the motion to approve the two sets of change orders subject to the conditions stated above. Bill Bianco seconded the motion. The vote was unanimous.

B. Approval of Resolution Honoring Don Hunt

Jerry Glick made the motion to approve the resolution. Kent Bagley seconded the motion. The vote was unanimous.

## **VIII. EXECUTIVE SESSION**

None.

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

None.

**X. CARRYOVER AND FUTURE AGENDA ITEMS**

Presentation regarding proposed King Soopers development.

**XI. ADJOURNMENT**

Pauletta Tonilas reported that RTD has it's public education campaign about FasTracks and that she is seeking input on who knows and what they know about FasTracks and the history of trains in Colorado. She showed the informational video on the FasTracks program. She reported that the interview with Nettie Moore, who has lived in Denver since the Trolley Cars were in use is a great part of the video.

She reported that the FasTracks informational video is available on YouTube or the FasTracks website.

There being no further business, the meeting was adjourned at 2:50 p.m.

Approved by Vote of the Board and  
accepted by:

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Elbra Wedgeworth, President

PENDING CHANGE ORDER ITEMS REQUIRING BOARD APPROVAL

March 3, 2011

DUSPA ITEMS				
CM #	PR #	Description of Change	Contingency	
			Allocated	Unallocated
CM 239		Retaining Walls @ Platform 2 & 4 The design and construction price for additional retaining walls located in the CRT area at the ends of platforms 2 & 4.		\$595,668
CM 364	CCD #20	Boilers In Lieu of Steamline  The 30% level design price as well as the purchase price for the required (2) boilers in order to convert the heating system within DUS to a steam boiler for worst case consumption.		\$200,000
CM 369		STE - Inc. Steet Signaling Price - CCD The construction price to furnish & install additional traffic signals and systems across the project as a result of additional requirements from the City as a condition of plan approval. <i>(Item to be charged to Permit &amp; Fee line item \$273,261 )</i>		
CM 423	PR #46	Millennium Bridge Plaza - Design  The design price to construct the Millennium Bridge Plaza. Not in original limits of construction.		\$29,902
CM 464.1	CCD #21	Waterline Lowering - CRT @ 19th St. - Construction The construction price to relocate (lower) the existing 16" waterline through the CRT (throat) area at approximately 19th Street as to not interfere with the proposed underdrains, duct banks, retaining walls, etc.		\$147,266
CM 491	PR #47	(3) Alarm Points - DDC System The design, furnish, and install price to add three control points to the Building Automation System per RTD.		\$36,358
CM 561		Increase to Allowance #7 - Asbestos Required increase to address the recently discovered asbestos contamination in the CRT area behind the Historic Denver Union Station.	\$150,000	
TOTAL:			\$1,159,194	

RTD/DTP ITEMS			
CM #	PR #	Description of Change	Amount
CM 445		CRT Bumping Post Requirement - DTP The design and construction price to upgrade the bumping posts from fixed to sliding friction. <i>(This change to be funded separately by RTD/DTP outside the current project funding and budget)</i>	\$255,552
CM 478	PR #51	CRT Underdrain Under Tracks - DTP The design and construction price for additional underdrains beneath tracks in the CRT throat area. <i>(This change to be funded separately by RTD/DTP outside of the current project funding and budget)</i>	\$376,482
CM 494	PR #49	DF Fasteners - DTP The design and construction price to upgrade the direct fixed rail plates to Loadmaster plates. <i>(This change to be funded separately by RTD/DTP outside of the current project funding and budget)</i>	\$198,407
CM 497	PR #50	Asphalt Pavement @ CRT Turnouts - DTP The design and construction price to provide hot bituminous asphalt pads in lieu of geotextile fabric beneath all special trackwork within commuter rail limits at DUS. <i>(This change to be funded separately by RTD/DTP outside of the current project funding and budget)</i>	\$202,874
TOTAL:			\$1,033,315

**DENVER UNION STATION REDEVELOPMENT PROJECT**  
**CHANGE ORDER COST TRACKING**

As of March 3, 2011

Change Order ( # )	(Date)	Description	Owner's Contingency (Allocated)	(Unallocated)	Add'l RTD Funds	DUSPA Cost	GMP Scope	Total Amount	Forecasted GMP
Original Values from Approved Budget			\$8,552,716	\$10,000,000					\$336,404,283
		Transfer to budget to cover reforecast changes as of 2nd Qtr 2010		\$4,978,432					
		Increase due to higher RRIF loan amount		(\$2,874,151)					
		Increase due to higher TIFIA loan amount		(\$6,952)					
		Increase due to higher grant amounts		(\$101,790)					
		Transfer from budget to cover reforecast changes as of 3rd Qtr 2010	(\$1,710,106)						
		Transfer to budget to include PA/EVAC System required by DFD		\$350,000					
		Transfer to budget for RTD's Utility Relocation Costs at 18th Street Ped Bridge		\$196,000					
		Transfer from budget to cover reforecast changes as of 4th Qtr 2010	(\$697,288)						
		Balance Through Dec '10 (minus CO's listed below):	\$10,960,110	\$7,458,461					
1	11-Sep-09	RTD & TCC DUS Office Build-Out, 100-Yr Master Drainage Study & 30% LRT Canopy Changes per Peer Review						\$485,620	\$336,889,903
2	17-Nov-09	Preconstruction Survey, Wewatta Wall Analysis, Block B Overbuild Deletion, 18th Street Acquisition legal descriptions, ESO Loading Impacts & Final RTD & TCC DUS Office Build-Out						\$779,262	\$337,669,165
3	02-Dec-09	30% CRT Structure Changes per Peer Review & 100% LRT Canopy Changes per Peer Review						\$704,317	\$338,373,482
4	03-Dec-09	Design Build Contract revision for Snow & Ice Report						\$0	\$338,373,482
5	12-Jan-10	LEED Certification (Sustainable Improvements Including Design)						\$681,218	\$339,054,700
6	17-Feb-10	Ramp Snow Melt, HOV Detour, Amtrak Run Around Track, Block G CFD Analysis & Video Detection Cameras (VDC) & Closed Circuit Television Cameras (CCTV)						\$1,497,039	\$340,551,739
7	17-Mar-10	Railroad Flagging						\$500,000	\$341,051,739
8	23-Mar-10	Contaminated Dewatering & Contaminated Soil						\$3,500,000	\$344,551,739
9	06-May-10	Permit Fees, Chiller Relocation, EIS Mitigation, 100 Yr Storm, Amtrak Platform Shortening & Bond Premium	\$807,818	\$76,406			(\$247,311)	\$636,913	\$345,188,652
10	20-May-10	Additional GC's due to delayed NTP (RMR Only)					\$436,474	\$436,474	\$345,625,126
11	14-Jul-10	TVRA, Blast Column Hardening, Plumbing Under Bus Box, Utility Relocation Work Orders, Hotel Power, Amrtak Runaround		\$252,298			\$353,638	\$605,936	\$346,231,062
12	05-Aug-10	Additional GC's due to delayed NTP (CCSI Only)					\$165,807	\$165,807	\$346,396,869
13	12-Aug-10	The date of Substantial Completion for the entire Work is 48 months from the effective date of the Complete (full) Notice to Proceed					\$0	\$0	\$346,396,869
14	02-Sep-10	Increase to the Contaminated Dewatering Allowance	\$500,000					\$500,000	\$346,896,869
15	02-Sep-10	Throat Area Re-Design			\$478,880			\$478,880	\$347,375,749
16	29-Sep-10	PR #9-Block A & B Underbuild Design, Wewatta Wall Foundation Construction, PR #1.1-LRT Canopy Construction w/o Tubes, PR #26.1-Design Backside of DUS, UPRR Easement-Rail Rehandle, PR #22-100 YR Flood Drainage Construction, PR #1.2-Vent Tubes Construction, AECOM Range Points, STE-ITS Conduit-15th & Wewatta, CCD-Comprehensive Signage Plan, Signal House Change @ LRT, CCD #14-18th Street Traffic Study, Direct Fixation vs. Ballast, Adj. of Calculation of Fee on Bond, Concrete Chunks in Bus Box Excav., Incorporate Correct Amendment No. 2, PR #25-Elimination of Moving Walks, PR #26-LPC Requirements at the Backside of DUS	\$792,156	\$933,025		\$83,150	(\$6,895,951)	(\$5,087,620)	\$342,288,129
17	14-Oct-10	Increase to Allowance #2 - Temporary Train Service	\$950,000					\$950,000	\$343,238,129
18	25-Oct-10	UPRR Grading in Throat			\$33,666			\$33,666	\$343,271,795
19	22-Nov-10	PR #24-Stainless Steel Fixtures, PR #28-CRT Systems Reqmts-Design, PR #1.3-Vent Tubes Lighting & Grating, CCD #19-Asbestos Investigation, CCD #18-Sanitary Sewer @ N&S Wing, Track 8 over Wewatta Wall Fnd, PR 15.1-CRT Changes-Const., PR #29-Redundant Pumps-Bus Box, PR #39-Delete Block G-Design	(\$966,732)	\$374,646			\$11,299	(\$580,787)	\$342,691,008
20	27-Dec-10	Increase Temp Amtrak Allowance #2 to Lump Sum Line Item	\$3,323,043					\$3,323,043	\$346,014,051
21	06-Jan-11	Delay Notice To Proceed Impact to the GMP based upon 4/29/10 Full NTP	\$1,187,148				\$7,000,000	\$8,187,148	\$354,201,199
22	06-Jan-11	Payment of Drug Testing, 18th Street-Rodizio patio/wall - Design, Relocate RTD HOV Fiber - Wynkoop, Delete N-S Leg Ped Bridge - Design, Increase to Allowance No. 5 - Dewatering	\$750,000	\$444,566				\$1,194,566	\$355,395,765
23	06-Jan-11	Credit - No Paint in Mechanical Rooms	(\$169,379)					(\$169,379)	\$355,226,386
24	25-Feb-11	Block B Delete - System & Canopy, CRT Canopy to Historic DUS	\$302,609	\$519,594				\$822,203	\$356,048,589
Current Contingency Balance:			\$3,483,447	\$4,857,926					
25	PENDING	Install Bullet Proof Glass, ADA Loading-Wynkoop & Wewatta-Design, Waterline Lowering-CRT@19th St.-Design, Voice Evac PA System-Design	\$0	\$98,469			\$361,898	\$460,367	\$356,508,956
26	PENDING	Increase to Allowance #7 - Asbestos	\$150,000	\$0				\$150,000	\$356,658,956
Remaining Contingency Balance:			\$3,333,447	\$4,759,457					