

DENVER UNION STATION PROJECT AUTHORITY
MEETING OF THE BOARD OF DIRECTORS
May 5, 2011
MINUTES

BOARD MEMBERS PRESENT

Elbra Wedgeworth
Jennifer Schaufele
Marla Lien
Edward Scholz
Bill Bianco
Barbara Grogan
Jerry Glick
Mark Imhoff
Kent Bagley
Steve Kaplan

BOARD MEMBERS ABSENT

Laura Aldrete
Michael West
Judy Montero

I. CALL TO ORDER

Elbra Wedgeworth, DUSPA Board President, called the Meeting of the Board of Directors of DUSPA to order at 1:29 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.

IV. ROLL CALL

Dawn Bookhardt called roll. Please see above.

V. APPROVAL OF MEETING MINUTES

Elbra Wedgeworth asked for comments to the April 7, 2011 meeting minutes. There were no comments.

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

VI. DISCUSSION ITEMS

A. Finance Committee Report

i) Introduction of Bondi

Terry Howerter acknowledged Rob Andrews and Libby Cox for their excellent work in the accounting, check tracking, setting up the Oracle system for ledgers and accounts and managing the accounting aspects of this project as well as their work with the auditors. Mr. Howerter reported that Doug McLeod has provided considerable input and that Bondi conducted the audit.

ii) Discussion Regarding Audit Report

Cheryl Wallace and Burt Bondi with Bondi conduct the audit and they have provided copies of the audited financial statements in the Board packet for today's meeting. Ms. Wallace reported that there are bound copies of the financial statements available for Board members today.

Ms. Wallace also reported that the A-133 reports and report to governance are available and that the information has been presented and discussed at the Finance Committee meeting prior to today's Board meeting.

Ms. Wallace asked whether there were questions on the published information. There were no questions.

Ms. Wallace reported that the opinions presented in the Report to Governance are unqualified opinions, which is the best that can be obtained. She reported that there are no management disagreements and that there is no need for a consultant and that the report is very positive.

She reported that the section of the Governance report that discusses controls for management and accounting has suggestions on how DUSPA can do better and correct issues. She specifically referenced the graph and use of federal funds (on page 2), the advisory comments (on page 4) and the section of significant deficiencies and material weaknesses showing that there is one significant deficiency regarding federal compliance and compliance with the TIFIA and RRIF loans. She reported that DUSPA missed the process of checking to ascertain whether a vendor had been disbarred from federal contracting and that DUSPA needs to put a process in place to determine disbarment prior to hiring vendors. She also reported that, even though DUSPA lacked this process, none of the current vendors had been disbarred.

Barbara Grogan asked who it was that is responsible for the recommended corrective actions.

Cheryl Wallace responded that the ultimate responsibility rests with DUSPA.

Bill Mosher reported that the Owner's Representative is performing the corrective action.

Ms. Grogan responded that she was referring to the comment about timely payment.

Mr. Mosher responded that DUSPA is trying to make timely payments but that hold ups occur from the funding sources. He reported that it is a frustration for DUSPA and for Kiewit because sometime payments come from RRIF and TIFIA at different times. He reported that DUSPA does not sit on funds received and that payments are made as fast as possible.

Mark Imhoff reported that the prompt payment issue was discussed in Finance Committee and that payments are currently taking about 40 days. He reported that, while this is not the 30 day goal, it is also not as late as 120 days either.

Jerry Glick reported that DUSPA is working to move the schedule up for budget items as shown in the Bondi report.

B. Update Regarding FASTER Grant Agreement

Jim Paulmino with CDOT reported that the FASTER grant is on track and that RTD, DUSPA and CDOT are moving forward with the IGA and that most of CDOT's work on the agreement is complete.

Mark Imhoff asked whether CDOT has a draft of the agreement for the Board's review and requested that a copy of the draft be provided to Dawn Bookhardt.

C. Owner's Representative Report

i) Update Regarding Project Progress

Mike Sullivan reported that as of the end of April, 2011, the completion percentages were:

Entire project is 38 percent complete

LRT is 78 percent complete with the cutover scheduled for July 23.

CRT is 25 percent complete

Bus Facility is 38 percent complete

Streets and Plazas are 33 percent complete.

Mr. Sullivan reported that DUSPA has paid \$133 million to Kiewit and that DUSPA has spent \$185 on the project, including total amounts paid and retainage.

He reported that the next CPR / AED (Automated External Defibrillator) class is scheduled for May 21st.

Mr. Sullivan reported that Carbon Monoxide monitors, Carbon Dioxide monitors and defibrillators are on the construction site.

He reported that if anyone observed areas on the site that were roped off, it was because of Asbestos Containing Materials.

He reported that, as the excavation gets deeper, more areas will be roped off for fall protection.

He reported that RTD's plan for Asbestos Containing Materials will be in place and used for the demolition and excavation of the tunnels.

Mr. Sullivan reported that vibration monitoring on the historic DUS building is in place and that the monitoring will continue during construction.

He reported that new installation of curb and gutter is occurring at 16th and Chestnut.

He reported that the project has been issued a demolition permit, including for the ACM plan, for the tunnels.

He reported that the approval process for the permit for shoring to be installed between the excavation and the DUS building is going well.

He reported that the full building permit, the 1-C permit for the project is close to approval.

Mr. Sullivan reported that the last two design packages for the project are expected to be completed by the end of June.

He reported that the bus facility is still the critical path for the project and that the last waterproofing installation and the last deck pour is starting tomorrow.

He reported that the skylight work on the new bus facility will begin this month and that the structural work for the escalators starts this week.

Mr. Sullivan reported that the demolition permits for the CRT should be obtained by the third week in May. He reported that demolition area "A" is the 16th Street mall at the old HOV lane and that all remaining soils has been determined to be clean. He reported that some coal dust was discovered earlier.

He reported that the pumping system for the groundwater removal at the new eastern portion of the bus facility excavation will begin this month and that the project is comfortable with the new permit and testing parameters for groundwater.

He reported that substantial utility relocations are occurring, that the work is going well and that it is still slightly ahead of schedule.

Mr. Sullivan asked whether the Board had any questions. There were no questions.

Tim Mackin with Kiewit reported that the relocation of the substation from under the Millennium bridge is a great milestone for the project.

Bill Mosher reported that, if anyone wants to take a tour of the project, that they can call Mike Sullivan and that the bus facility is very interesting to view at this time.

Barbara Grogan reported that Mr. Mosher is also a great tour guide and that she and Diane Barrett had a good tour of the site.

Bill Mosher handed out documents showing the Change Order Tracking. He reported that DUSPA is tight on contingency but that the project is managing well.

Mr. Mosher referenced CCD #20 of \$740,377 and noted that this amount is \$7000 higher than previously approved by this Board. He also reported that the Board approved \$33,000 for CCD #24 and that it has been revised to \$130,000 but that several new crosswalks have been added.

Marla Lien asked the credit amount that the project receives by deleting stairs and an elevator.

Bill Mosher replied that, although this work was deleted from Kiewit's scope, DUSPA will still have to purchase the work from another source, therefore it must remain in the budget.

Mr. Mosher handed out a second sheet showing the Issues List. He reported that the crosswalks are still an issue and that there will be a meeting on the Wynkoop Plaza design with the Landmark Commission on May 17 and that this meeting should be for the last submittal for the design.

He reported that #3 is the land acquisition for the pedestrian bridge.

He reported that #5, Transvac, was an unsolicited proposal and that USNC does not want to pay costs to Transvac and that the fees for trash collection were not very competitive. He reported that the Transvac proposal is dead.

He reported that, under #17, the proposals for signage are due tomorrow.

Marla Lien reported that the Triangle parcel closing is pushed back to July.

Kent Bagley inquired as to the probability of resolving the Transvac issue.

Bill Mosher reported that the fees to Transvac were high at about \$4.00 to \$7.00 per square foot and that the opportunity to resolve this issue had a very short time frame.

D. Update Regarding Market Street Closing

Diane Barrett reported that she is seeking signatures for the agreement and that it should close by the 25th of May.

E. Denver Transit Partners Presentation

Bruce Armistead, the Denver Transit Partner Project Director conducted a presentation and slide show on the Eagle P3 project. He reported that a mock-up of the CRT cars will be on display from May 24 to May 28 at DUS. He reported that DTP is really seeking input on the design of the cars and that the bike rack design is a big issue.

Bill Mosher inquired as to how much time an additional stop on the Airport line will add to the schedule.

Mr. Armistead responded that an additional stop should take about two minutes depending on the location and the speed that the train would be traveling at the location of the stop, if the stop were not there.

Bill Mosher reported that the newspaper stated that an extra stop would cost about \$70 million.

Mr. Armistead reported that the estimate is correct and that double track is required, another set of trains would be required and of course the platform and access areas would be required.

Rick Clarke added that the slower the trains, the more trains are required to provide service.

Barbara Grogan asked who it was that decides on a new stop/station.

Kent Bagley responded that the RTD Board of Directors would make the decision subject to station policies, landowners and developers and DIA.

VII. ACTION ITEMS

A. Approval of the Change Order items presented by Bill Mosher

Jerry Glick moved to approve the Change Order items. Kent Bagley seconded the motion. The vote to approve was unanimous.

B. Acceptance of the Bondi Audit Report

Marla Lien moved that the Board accept the Bondi Audit report, financial statement and Report of Governance.

Kent Bagley seconded the motion. The vote to accept was unanimous.

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 2:26 p.m.

Approved by Vote of the Board and
accepted by:

Elbra Wedgeworth, President

5/5

TCC's DUSPA Issues

May 5, 2011

	Item	Target Date	Comments
	ISSUES		
1	Crosswalk Enhancements	Chestnut - June 2011	3 designs – 17 th /Wynkoop/other
2	Wynkoop Plaza Design	LPC May 17, 2011	confirm granite & EVA material
3	Land for Pedestrians at Bridge	June 2011	appraisal/City acceptance
4	Purchase & Sale Agreement for Stairs/Elevator	June 2011	North Wing developer
5	Trans Vac Garbage Collection	urgent	O & M cost an issue
6	Tail Track Plaza Design/Construction		DUSPA stop design; credit to construction budget; USNC designs
7	FASTER IGA & Scope	July 2011	RTD & CDOT define Amtrak scope
8	18 th Street Acquisition	June-July 2012	RTD appraisals in process
9	Environmental Risk in Bus Box Excavation	excavation complete Oct.-Nov. 2011	
10	DUS Cooling	2013	
11	Amtrak Move-In Location in DUS	2013	
12	Public Parking	2014	
13	Maintenance Responsibilities/Budgets		
	IN PROGRESS		
14	Market Street Station Closing	end of April, 2011	getting signatures
15	Triangle Parcel Closing	May 13, 2011	
16	LRT Cutover	July 23 – August 15, 2011	August 15 opening service
17	Public Art Solicitation – Phase I	June, 2011	proposals due May 6
18	USNC LOI Scope Sign Off	April 15, 2011	

Bu' Mosne 5/5

PENDING CHANGE ORDER ITEMS REQUIRING BOARD APPROVAL

May 5, 2011

DUSPA ITEMS				
CM #	PR/CCD #	Description of Change	Contingency	
			Allocated	Unallocated
CM 364.1	CCD #20	Boiler in Lieu of Steamline The remaining construction price to to convert the heating system within DUS to a steam boiler. Previously approved price was \$733,039. Refined design and updated pricing now brings the total up to \$740,371.		\$740,371
CM 619	CCD #24	Project Crosswalks The all-in Design-Build price to construct special crosswalks within nine (9) intersections (22 crosswalks and demolition of 10 existing crosswalks) within and adjacent to the project per district design guidelines. Previously approved price was \$33,000 for two (2) of the nine (9) intersections.		\$130,000
			Allocated Subtotal:	\$0
			Unallocated Subtotal:	<u>\$870,371</u>
			TOTAL:	\$870,371

DENVER UNION STATION REDEVELOPMENT PROJECT
CHANGE ORDER COST TRACKING

As of May 5, 2011

5/5/11

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)						
		Transfer from budget into Contingency: \$500K from "Comm at LRT"		(\$500,000)					
		Transfer from budget into Contingency: \$4M from DUS Building to account for FASTER Grant		(\$4,000,000)					
		Transfer to budget to increase budget amount for contaminated soil		\$750,000					
		Transfer to budget to increase budget amount for contaminated water remediation		\$750,000					
		Transfer from budget to cover reforecast changes as of 1st Qtr 2011	(\$1,575,000)						
		Balance Through Apr '11 (minus CO's listed below):	\$12,535,110	\$10,458,461					
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, E50 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 (part 1),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
25	09-Mar-11	Install Bullet Proof Glass, ADA Loading-Wynkoop & Wewatta-Design, Waterline Lowering-CRT@19th St.-Design, Voice Evac PA System-Design		\$98,469			\$361,898	\$460,367	\$356,508,956
26	17-Mar-11	Increase to Allowance #7 - Asbestos (part 2)	\$150,000					\$150,000	\$356,658,956
27	15-Apr-11	Increase to Allowance #7 - Asbestos (part 3)		\$500,000				\$500,000	\$357,158,956
28	15-Apr-11	Credit Part of PR #13 - EIS Mitigation		(\$401,514)				(\$401,514)	\$356,757,442
29	15-Apr-11	Credit Delete Stairs & Elevator (LOI)					(\$848,008)	(\$848,008)	\$355,909,434
30	21-Apr-11	Throat Area Re-Design Part II - AECOM-DTP/DUS OCS Coordination			\$177,898			\$177,898	\$356,087,332
Current Contingency Balance:			\$4,908,447	\$7,660,971					
31	PENDING	Sanitary - N&S Wing - Construct, Boiler in Lieu of Steamline, Traffic Signal Revisions, Millennium Bridge Plaza - Design, ADA Loading - Wynkoop & Wewatta - Construct, 16th Street Utility Relocations, (3) Alarm Points - DDC System, CRT Automatic Dry Standpoints - Design, Redesign Shuttle Loop		\$277,961		\$403,510	\$88,309	\$769,780	\$356,857,112
Remaining Contingency Balance:			\$4,908,447	\$7,383,010					