

DENVER UNION STATION PROJECT AUTHORITY
MEETING OF THE BOARD OF DIRECTORS
September 1, 2011
MINUTES

BOARD MEMBERS PRESENT

Elbra Wedgeworth
Jennifer Schaufele
Jerry Glick
Cary Kennedy
Bill Bianco
Barbara Grogan
Marla Lien
Kent Bagley
Steve Kaplan
Laura Aldrete
Michael West
Judy Montero

BOARD MEMBERS ABSENT

Mark Imhoff

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

Elbra Wedgeworth welcomed the Board Members and guests 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.¹

¹ Laura Aldrete, Judy Montero and Cary Kennedy arrived shortly after the vote to approve the minutes.

V. APPROVAL OF MEETING MINUTES

Elbra Wedgeworth asked for comments to the August 4, 2011 meeting minutes. There were no comments.

Jerry Glick moved to approve the minutes. Barbara Grogan seconded the motion. The motion carried unanimously with Kent Bagley abstaining from the vote because he was not present at the last meeting.

VI. DISCUSSION ITEMS

A. Letter from Union Station Advocates

Jerry Glick reported that DUSPA has been working to obtain a meeting with Phil Washington, but there is no schedule for the meeting yet. He added that there will be a public meeting with respect to the use of the station.

Bill Sirois reported that he has spoken with Anne Hayes and that as the public process occurs, the developers will respond to questions from the public.

B. Finance Committee Report

None.

C. Owner's Representative Report

i) Update regarding Project Progress

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

Entire project is 46 percent complete (he added that the 50 percent mark is a big milestone.

LRT is 98.6 percent complete and that punch list items are all that remain.

Bus Facility is 46.8 percent complete

Streets and Plazas are 50 percent complete.

Mr. Sullivan reported that DUSPA has paid out \$211 million on the project and that \$155 million has been paid to Kiewit. DUSPA has retained \$11 million and Kiewit has billed a total of \$166 million.

Mr. Sullivan reported that Kiewit estimates the current completion schedule to be March 16, 2014, which is more than a month ahead of the contract schedule.

He reported that August 15, 2011 was the LRT cutover and that everything is going well. He added that only punch list items remain.

Mr. Sullivan reported that Qwest and Xcel have installations for the Davita Building. Kiewit will construct landscaping following the installations.

He reported that on September 23 the Department of Homeland Security will conduct Operation Mountain Guardian and that there will be exercises at DUS with several first responders and a mass casualty drill. He added that first responders from Jefferson County, Denver and Thornton will participate and that the operation is to plan for a Mumbai or Madrid style attack. He added that Kiewit will shut the project down for the day during this operation.

Mr. Sullivan reported that Trammell Crow and Kiewit have been walking the site with the Denver Fire Department and Denver Police Department to see new access points and to familiarize them with the project.

He reported there are still a few risk issues for DUSPA as follows:

- There is still some ACM at the site and that it appears to be old pipe wrap.
- Kiewit starts the excavation on the west portion of the Bus Facility tomorrow and, when this work is complete, we will know all of the contaminated soil issues.
- The dewatering wells get turned on September 9th and that the contractor has taken on the risk of treating groundwater.
- During excavation and installation of the shoring systems, settlement or cracking of DUS is being monitored and that dewatering should show whether any movement will occur. He added that vibration monitors and inclinometers have been installed with the shoring walls.
- Because excavation will occur, there is always a risk of changed subsurface conditions. He added that when excavation is complete, the Owner's risk will be significantly reduced.
- Design risks still include the Pedestrian Bridge and some small packages, but these are minor risks. He added that the Pedestrian Bridge design has been delayed to allow a continued search for savings.

Mr. Sullivan reported that lots of overhead work is being performed at the bus facility including the main fire line and sprinkler systems. He added that installation will occur over the next two years.

He reported that the escalators and stairs are also being installed.

Mr. Sullivan reported that the stick framing for the Chestnut Pavilion building will start next week.

Mr. Sullivan reported that the shoring walls and tie-backs are installed and that Kiewit will start stressing them tomorrow.

He reported that DUPSA controls its own destiny with the shuttle loop and the east end of the bus facility.

He reported that work is continuing on the public realm and that the vent tubes at the LRT and Millennium Bridge Plaza have been covered for protection.

He reported that the installation of the boilers at DUS is going well and that Kiewit has until mid-September to complete the installation and that the final work will be the gas line connections at the back of the building.

ii) Change Order Update – See handouts

Mr. Sullivan reported that the demolition of the crescent wall at the Millennium Bridge Plaza is on budget (see CM 423). He added that the second pending change order is for additional CRT signage.

Alex Brown reported that the only new change orders since the last meeting are for the Denver Transit Partners.

Barbara Grogan inquired as to why the crescent wall demolition is a change order.

Mr. Sullivan responded that the wall was not scheduled to come out, but that Kiewit needed to access the area for its work.

Steve Kaplan inquired about the payment by Amtrak.

Mr. Sullivan responded that the Amtrak change order is not on the list, but that Amtrak requested that DUSPA extend the temporary platform and sent us \$309,000. He added that the design is underway and that the package will go out next Tuesday. He added that it should be three to four weeks of work.

Mr. Sullivan reported that the change order cost tracking shows the DTP change orders and the Owner's allocated and unallocated contingency.

iii) Issues List

Mike Sullivan reported on the Issues list as follows:

1. The PSA for the Stairs/Elevators has been submitted to the FTA with a request to sole source the contractor.
2. The conveyors for the excavation have been installed and we will know the condition of all the soil in three weeks.

3. DUSPA has approval of the work plan, it just needs to be amended with RRIF. DUSPA is looking at a mechanism for early release of retainage. The A & B closing date changes will cause cash flow issues that must be addressed.
4. The boilers are being assembled in the DUS basement now, cold weather is the deadline.
5. No comments
6. The issue is to determine whether we can and how to get public parking in the private development.
7. The budget issues for maintenance responsibilities are getting worked out.
8. DUSPA is deleting design of the tail tracks plaza until the design for the parking garage is complete.
9. Discussions with the Rodizio and Ice House land owners is ongoing and it appears that there is more than enough money budgeted for the acquisition.
10. RTD has selected an artist, Kevin Curry. Mr. Curry will be here during one of the next few meetings to present his work.

Kent Bagley inquired with respect to No. 3 whether our work with RRIF and TIFIA is getting better.

Mr. Sullivan responded that working with TIFIA and RRIF is getting better all of the time as we learn their methods. He added that the approval of the Work Plan was big for DUSPA.

Mr. Bagley reported that he seeks a “Lessons Learned” report to give to the FTA so that if another group uses RRIF and TIFIA, they can benefit from our experience.

Mr. Sullivan stated that Trammell Crow will take the lead on preparing the report.

Mr. Bagley asked if No. 9 is holding up the project.

Mr. Sullivan replied that the 18th Street acquisition is not holding up the project although he had tried for a July, 2011 closing, the delay is not an issue.

Tim Mackin reported that work in the area of the 18th Street acquisition will start in the fall.

Jerry Nery reported that RTD’s appraisal is done and the review is underway. He added that RTD is awaiting the appraisals from the landowners.

Jerry Glick inquired as to whether the shared savings issue has been resolved.

Mr. Sullivan responded that the FTA has agreed that savings is federally eligible, but they have not agreed to fund it until the end of the project. He added that DUSPA may pay Kiewit out of local funds and then seek payment at the end of the project.

Barbara Grogan inquired as to the outcome of the Ice House inspection and whether DUSPA has funds to make repairs to the historic station if problems occur.

Mr. Sullivan responded that DUSPA does not have funds budgeted for repairs of DUS.

Marla Lien added that the scope of work for Kiewit states that it is to not damage DUS.

Mr. Sullivan also replied that the Ice House has not made an actual claim and that DUSPA has not volunteered to send anyone to the Ice House. He added that, when pressed for information, the Ice House admitted that there was no damage.

D. DUSPA Consent for DUS Metropolitan District Inclusion / Exclusion of Director Property

Dawn Bookhardt referenced the letter from the DUS Metropolitan Districts 1-3 and reported that the Director Parcels are necessary to maintain electors and directors for the Metropolitan Districts and for the Districts to comply with their covenants. She added that Kathy Kanda and Frank Cannon are here if there are questions.

Frank Cannon reported that the reason for the reallocation is that the current Director Parcels are located on the Triangle Parcel which has been sold. He added that there is a 90 day window to relocate these parcels and that USNC is working with RTD to find locations for the new Director Parcels. He also reported that all of the Director Parcels are to remain in one district.

VII. ACTION ITEMS

A. Approval of Change Orders

Jerry Glick moved to approve Change Order Nos. CM 423 and 657.

Kent Bagley seconded the motion. The vote was unanimous.

B. Approval of Consent for DUS Metropolitan District Inclusion/Exclusion of Director Property

Jerry Glick made the motion for DUSPA to provide its consent.

Kent Bagley seconded the motion. The vote was unanimous with Steve Kaplan abstaining from the vote.

VIII. EXECUTIVE SESSION

President Wedgeworth reported that the Board will enter into executive session in order to discuss certain matters as permitted under the Colorado Open Meetings Law (C.R.S. § 24-6-402 et seq.) related to financial and contract negotiation, financial management negotiations and litigation.

Jerry Glick moved to enter into an executive session.

Kent Bagley seconded the motion. The vote was unanimous at 2:19 p.m.

At 2:24 p.m. Jerry Glick moved to exit the executive session.

Kent Bagley seconded the motion. The vote was unanimous.

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 2:24 p.m.

Approved by Vote of the Board and
accepted by:

Elbra Wedgeworth, President

PENDING CHANGE ORDER ITEMS REQUIRING BOARD APPROVAL

Sept. 1, 2011

DUSPA ITEMS				
CM #	PR/CCD #	Description of Change	Contingency	
			Allocated	Unallocated
CM 423		Millennium Bridge Plaza - Demo Demolition and Removal of the Crescent Wall only (part of LRT track removal) including backfill of area after demolition.		\$36,094
CM 657	PR #60	Additional CRT Signage The design and construction price to provide additional CRT signage per Proposal Request #60.		\$37,959
			Allocated Subtotal:	\$0
			Unallocated Subtotal:	<u>\$74,053</u>
			TOTAL:	\$74,053

TCC's DUSPA Issues

September 1, 2011

	Item	Target Date	Comments
	ISSUES		
1	Purchase & Sale Agreement for Stairs/Elevator	July 2011	Execution Pending Maintenance Agreements and FTA's Sole Source Approval
2	Environmental Risk in Bus Box Excavation	Oct.-Nov. 2011	Excavation Complete by October
3	Funding Issues Cost Allocations Forecasts	Sept. 2011	<ul style="list-style-type: none"> • Amend RRIF Work Plan • Resolve Retainage/Shared Savings Payments • WBS Forecasts On-going • Address A & B closing date cash flow issues
4	DUS Heating/Cooling	2013	New Boiler Chiller – LPC/Station Impacts
5	Amtrak Move-In Location in DUS	2012	RTD RFQ Process Complete RFP out 8/3 – 60 days
6	DUS Public Parking	2013	Location and Budget – DURA \$
7	Maintenance Responsibilities/Budgets	2013	CPV District/USNC/RTD/City
	IN PROGRESS		
8	Tail Track Plaza Design/Construction	June 2011	On hold; DUSPA stop design; funds allocated to construction budget
9	18 th Street Acquisition	June 2012	RTD Acquisition in Process
10	Public Art Projects – Phase I	November, 2011	RTD Selected Artist Final Projects Pending
11	DTP Enhancements – Train Hall OCS	On-going	Reimbursement Agreement with RTD – Train Hall OCS Re-design
12	Temporary Amtrak Platform & Track Extension	ASAP	DUSPA has invoiced Amtrak; Amtrak agrees to pay upon completion
	RESOLVED		
13	Crosswalk Enhancements	2013	City will address Wynkoop with re-paving in future
14	Land for Pedestrians at Millennium Bridge	June 2011	Closed by August 15 LRT Opening
15	LRT Cutover	July 23 – August 15, 2011	Completed On Schedule
16	FASTER IGA & Scope	July 2011	Executed August 9
17	Triangle Parcel Closing	July – November, 2011	Closed

*We Haven't Forgotten who Keeps us in Business
You are Invited!*



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