

DENVER UNION STATION PROJECT AUTHORITY
MEETING OF THE BOARD OF DIRECTORS
February 2, 2012
MINUTES

BOARD MEMBERS PRESENT

Elbra Wedgeworth
Mark Imhoff
Jerry Glick
Laura Aldrete
Bill Bianco
Steve Kaplan
Marla Lien
Kent Bagley
Jennifer Schaufele
Barbara Grogan
Judy Montero

BOARD MEMBERS ABSENT

Cary Kennedy
Michael West

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

Elbra Wedgeworth welcomed the Board Members and guests to today's meeting.

III. PUBLIC COMMENT

President Wedgeworth asked for public comment. Mike Sullivan introduced Chet Haptonstall of Kiewit Construction and informed the Board that Mr. Haptonstall will be replacing Tim Makin on the project. He added that Tim is staying with Kiewit and will remain in contact with the DUS project.

IV. ROLL CALL

Dawn Bookhardt called roll. Please see above.

V. APPROVAL OF MEETING MINUTES

Elbra Wedgeworth asked for comments to the January 5, 2012 meeting minutes. There were no comments.

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

VI. DISCUSSION ITEMS

Dana Crawford announced that on December 20, 2011 the Union Station Alliance (“USA”) was selected to redevelop Denver Union Station and that she looks forward to working with RTD and with this Board.

Marla Lien thanked Ms. Crawford and reported that RTD received two great proposals from two great teams. She reported that on January 22 she met with Amtrak in Washington D.C. and that Amtrak representatives were here in Denver yesterday. She added that USA and Amtrak are already working together regarding the location of the Amtrak facilities and luggage issues.

Dana Crawford reported that there have been four public meetings to obtain input on retail uses and that the goal is to make the Historic Denver Union Station a true destination. She added that Joe Vostrejs has been a great facilitator for these meetings.

Joe Vostrejs reported that his group prepared questionnaires for public input and that there has been lots of great ideas and information from the public meetings. He added that some of the more interesting findings from the meetings and questionnaires were as follows:

Since the property will be a hotel, people desire to have public services that the hotel provides such as concierge, luggage storage, ticket purchases, etc.

Although the transit rider services are basic, the desire is to have good retail and good food & beverage services to make DUS a destination.

People desire access to breakout rooms for meetings, they desire a nice bar with Colorado micro-brews and healthy, gourmet grab & go food.

People desire lots of public realm interaction with the hotel and concierge services, including the ability to have drinks in the great hall.

Dana Crawford reported that the demographics of the attendance at the public meetings has been interesting and that the majority of attendees has been men, but that men don’t care about the retail shops, just the beverages.

Ms. Crawford reported that she is pursuing SHPO and historic tax credits for the project.

¹ Judy Montero and Mark Imhoff arrived shortly after this vote.

Ms. Crawford reported that she is meeting with the Landmark Commission next week and that she has an informal meeting with the Washington D.C. Parks Service regarding the historic station.

She reported that the big issues have been dormers and mezzanine level rooms. Ms. Crawford reported that Jim Johnson is a part of the team and that he just received approval to add two more stories to the Colorado National Bank building.

Dana Crawford reported that there has been considerable interest in the public realm and that she has been working with Anne Hayes of Union Station Advocates. She reported that Joyce Meskis is struggling at the Tattered Cover in part because of the closure of the parking lots.

Barbara Grogan asked whether people have shown an interest in music and the arts within the DUS building.

Joe Vostrejs responded that he pushed to find out how much activity in the public places was desired by proposing the number of events per year. He reported that many people thought that up to 300 events per year was acceptable.

Dana Crawford added that people want art exhibits.

Joe Vostrejs reported that yoga, pottery and spin classes were suggested and that there is a very ambitious vision for programming at the station.

Dana Crawford reported that next week is the last meeting and that people really love the building.

Kent Bagley reported that he attended the first public realm and retail forum and that Joe and Dana did great.

Elbra Wedgeworth reported that Dana and Joe will make themselves available.

A. Finance Committee Report

None, information from the Finance Committee will be presented during other discussion items.

B. Owner's Representative Report

i) Interpretive Display Contract Issues

Bill Mosher discussed the bullet points on the handout regarding the Interpretive Display Project and reported that the budget is \$100,000 with a \$10,000 to be held back. He reported that the new contract has two phases: Phase 1 is planning and public outreach for \$18,000 and 120 days.

He reported that during this time, the artist will refine his proposal and the location of the works based on the public outreach.

Mr. Mosher reported that Phase 2 requires the artist to incorporate the public process, including input from SHPO and Union Station Advocates, etc. and then return to the Board with a new proposal and budget for approval.

Marla Lien reported that at the last meeting it appeared that there was not enough of a budget and too many pieces. She asked whether the budget and number of art pieces will still be the same.

Bill Mosher responded that the proposal may request more funds and/or have fewer pieces, but it will be the public process that will guide the artist and DUSPA.

Bill Bianco asked whether the artist will change the pieces.

Mr. Mosher responded that the artist may revise some pieces but we just don't know yet.

Brenda Tierney reported that one goal is to incorporate the structural issues with the pieces.

Mr. Mosher reported that there is just no set answer right now, but that the Board will see a new proposal and Kiewit will be kept in the loop. He added that the programming of the public spaces and emergency access will also be considered.

Dawn Bookhardt reported that today's action item is a vote to approve Phase 1 of the artist contract with the understanding that Phase 2 will be a new proposal and require Board approval.

ii) Status of A&B Block PSAs

Bill Mosher reported that he just received the Block A draft PSA and that he has not seen a redraft of the Block B agreement. He added that DUSPA is not a party to either of these contracts but that DUSPA is impacted by the language of the agreements.

Marla Lien reported that the under builds are still at issue between USNC and DUSPA.

Bill Mosher reported that the under builds may be addressed outside of the PSAs.

Dawn Bookhardt reported that she and Mr. Mosher still need to discuss the under build issues.

iii) Public Outreach Contract Extension/Issues

Mr. Mosher reported that we have a proposal with a new program and budget from CRL and that last year's contract goal was for CRL to have 12 percent DBE participation. He added that CRL was over 35 percent DBE participation in their work for DUSPA last year. Mr. Mosher reported that DUSPA is working to reduce the contract amount because the design of the project is complete, but that the public outreach regarding parking is on-going.

Mr. Mosher reported that his recommendation is for the Board to approve a contract extension for \$77,185 for 2012. He added that the action item is only to approve the budget and scope, but that a new contract is not necessary.

iv) Project Progress

Mike Sullivan reported that as of the end of January, 2012, the completion percentages were as follows:

Entire project is 55 percent complete
LRT is 97.2 percent complete
Bus Facility is 56.25 percent complete
The CRT is 39 percent complete
The Streets and Plazas are 36 percent complete

Mr. Sullivan reported that DUSPA has spent a total of \$256 million, with \$188 million paid to Kiewit and \$15.5 million in retainage. He added that 48 percent of the schedule has been consumed meaning that the project is nearly a month ahead of schedule.

He reported that the bus facility is still the critical path and that Kiewit has everyone ramped up for the predicted snow. He added that the concern is the water proofing.

Mr. Sullivan reported that the outstanding risk issues are going well, particularly that the risk of settlement of the historic building is diminishing, the dewatering volumes have gone down and the inclinometers are steady.

Mr. Sullivan reported that the last two big budget items the public announcement system and the bus shelter by the back of the historic building. He added that the environmental issues are small because there is not much excavation remaining and that the goal is to be finished with dewatering by the end of February.

Mr. Sullivan reported that the schedule risk currently looks good. He added that the two small design packages still out are the PA system and a small change to the CRT.

Mr. Sullivan reported that Divisions 15 (mechanical) and 16 (electrical) are winding down in the west portion of the bus box. He added that there is still work on some fire lines, the vent system and communication lines. He reported that finish work will start at the end of March.

He reported that about 4,500 cubic yards of concrete have been placed at the east portion of the bus box, that the mat-slab is about 50 percent complete and that walls will start next week. He added that the last mat-slab pour should be in about 2 ½ weeks and that the pour will tie Phases 1, 2 and 3 together.

Mr. Sullivan reported that work is still occurring on storm and sanitary lines. He reported that the concrete pavers at the LRT are installed and that the retaining wall on 18th Street to protect the Rodizio Grill is installed. He added that Xcel is doing conduit work and that, when finished,

Haselden Construction can come in to start work on the North Wing building. Mr. Sullivan concluded that things are going well in the backyard.

v) Project Issues List

Mr. Mosher reported on the issues list as follows (see handout):

1. The water discharge standards have been adjusted and dewatering will end at about the end of February.
2. These contracts are still in draft form.
3. The selection of the DUS developer has moved this along.
4. Amtrak and the DUS developer are talking.
5. Public parking is still a hot item.
6. Is still being worked on.
7. DUSPA has worked with RTD and FTA on the policy and goal.
8. The artist contract is underway.

vi) Proposed Change Orders

Mr. Mosher reported that the proposed change orders only total about \$400,000 (see handout).

1. DUSPA will acquire and store the pavers, Saunders Construction will install them.
2. This delay has been a nightmare for Kiewit. There were many historic lines and Qwest re-used old ducts.
3. Denver Water changed their minds from the design valves and wanted new ones.

C. DUSPA DBE / Title VI Policy

Dawn Bookhardt reported on the surprise when the Regional FTA informed DUSPA that a DBE plan and goal for the project are needed. She reported that DUSPA had contracted with RTD regarding compliance with DBE and Title VI and that the FTA approved the contract. She added that DUSPA relies on RTD to use its special knowledge and expertise to help DUSPA comply with the federal requirements. Ms. Bookhardt reported that RTD takes the lead on these compliance issues.

Ms. Bookhardt reported that DUSPA sent the documents to the FTA and that FTA agreed with the process that is occurring, but still requested a DBE goal and policy statement. Therefore, DUSPA developed the policy statement in today's packet and has worked with Michael Washington and RTD. She added that Michael is RTD's goals guru.

Michael Washington reported that most DBE goals are not done this way. He reported that he took a conservative approach on the goal calculation and that the goal is determined as follows:

1. Mr. Washington determines the availability of DBEs in the market.
2. He then takes the percentage of Federal Funds in the project.

3. He assess how much will be accomplished with contract goals and without contract goals.

Mr. Washington reported that the overall goal is 8.99 percent and that he did not use Kiewit's contract goal, which will allow DUSPA some flexibility in the accomplishment of its goal.

Dawn Bookhardt stated that 8.99 percent seems a little low and asked Mr. Washington to speak to that.

Mr. Washington responded that the allocation of federal funds is the key and that since most of the federal funds are going to the Kiewit contract, DUSPA's overall goal can be different. He added that of Kiewit's \$188 million paid so far, \$70 million of this is TIFIA funds.

Ms. Bookhardt clarified that the 8.99 percent goal is a floor rather than a ceiling.

Jerry Glick asked Mr. Washington to speak to compliance issues and reporting.

Mr. Washington reported that accountability is a big issue and that the FTA requires reporting, but that only closed contracts are reported. He added that, since the Kiewit contract will be open through 2014, the reports will be zero DBE participation until that time. He reported that a corrective action plan will be required, but that the plan will be fairly simple.

Barbara Grogan asked about people's reaction at the reports of zero participation.

Mr. Washington responded that the feds will look at DSUPA's good faith efforts and that they will know the Kiewit contract is going well.

Dawn Bookhardt added that DUSPA and RTD have been working with the regional FTA and that the current plan looks good.

VII. ACTION ITEMS

A. Phase 1 of Interpretive Display (Artists) Contract.

Jerry Glick made a motion to approve Phase 1 of the artists' contract. Marla Lien seconded the motion. The vote in favor of approving the contract was unanimous.

B. Public Outreach Contract Extension

Kent Bagley moved to approve extension of the CRL contract with the scope and budget in today's Board packet. Jerry Glick seconded the motion. The vote to approve the CRL contract extension was unanimous.

C. Proposed Change Orders

Jerry Glick made a motion to approve the proposed change order on today's Pending Change Order Items Requiring Board Approval list. Mark Imhoff seconded the motion. The vote to approve the change orders was unanimous.

D. DBE Policy Statement and Overall Goal

Kent Bagley moved to approve the DUSPA DBE Policy Statement and Goal. Jerry Glick seconded the motion. The vote to approve the policy statement and goal 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 2:30 p.m.

Approved by Vote of the Board and
accepted by:

Elbra Wedgeworth, President

Denver Union Station Interpretive Display Project

**February 2, 2012
UPDATED**

- FEIS requirement for comprehensive interpretive display of importance of DUS and its environs.
- RTD's Denver Union Station Art Selection Committee selected Kevin Curry, Artist.
- Contract by and among RTD, DUSPA and Kevin Curry (the Artist).
- RTD will own the interpretive displays upon completion and acceptance of the displays and sites; retains rights for removal of displays.
- Artist to design, fabricate and install interpretive displays between January, 2012 and October, 2013.
- Interpretive Display/Public Art Budget not to exceed \$290,000 including infrastructure related costs and Artist's fees, materials and installation costs. \$100,000 in public art budget reserved for additional art project.
- Agreement divided into two phases: A Phase I Planning & Public Outreach Phase (120 days and \$18,000) and a Phase II Design, Fabrication and Installation Phase.
- Artist to take responsibility for permits, including coordination of consultations with the State Historic Preservation Office and the City's Landmark Preservation Commission.
- Contract includes termination (30 day notice to cure), insurance and federal contract provisions.
- Contract term expires December 31, 2013 unless an extension is negotiated among RTD, DUSPA and the Artist.



DATE: January 31, 2012

TO: Bill Mosher, Owners Representative
Denver Union Station Project Authority

FROM: Roger Sherman

RE: 2012 Public Information Scope of Work

Now that construction has begun on the Wynkoop side of the historic building, and given the wide range of construction activities by different entities occurring simultaneously at the site, timely and coordinated outreach and communication remains critical.

The Denver Union Station Project Authority (DUSPA) Public Information Team will continue to coordinate with the DUSPA Board of Directors and owner's representative, RTD, Kiewit and the Union Station Neighborhood Company, plus Haselden and Union Station Alliance (pending final contact negotiations with RTD), to provide the general public, elected officials, adjacent property owners and key stakeholders with timely and accurate project-related information.

After carefully reviewing anticipated activities and needs, we recommend the following Scope of Work for public information services to be provided by the DUSPA public information consultant and sub-consultants during 2012.

TASK 1: Public Affairs

TASKS	
1.1	Coordinate all public information-related tasks and activities with Owner's Representative
1.2	Provide monthly progress report of PI activities to Owner's Representative
1.3	Attend DUSPA Board meetings as needed
1.4	Attend other Project meetings as needed
1.5	Develop and print 2012 Construction Fact Sheet
1.6	Establish regular proactive communications with local media; develop and pitch a minimum of four news articles, including LRT Plaza completion/opening (Spring), 60% completion milestone (Summer); completion of bus facility structure (Fall)
1.7	Write and distribute DUS project-related news releases and media advisories; review construction-related news releases and media advisories

TCC's DUSPA Issues

February 2, 2012

	Item	Target Date	Comments
	ISSUES		
1	Environmental Risk in Bus Box Excavation	March 2012	Water Quality Commission Hearing on De-Watering Standards - standard adjusted
2	Blocks A & B – Purchase & Sale Agreements	November 2011	Drafting in Process – Target 1/12 Deposits, Environmental, Exhibits Under-Build / Mail Tunnel
3	Coordination with Selected DUS Developer	2013	Cooling Tower(s) - LPC/Station Impacts
4	Amtrak Move to DUS	4 th Qtr. 2013	<ul style="list-style-type: none"> • Update MOU for New Space • Determine Location • DUSPA Role in Amtrak TIs
5	DUS Public Parking	2013	Location and Budget / DURA Role
6	Maintenance and Programming Responsibilities/Budgets	2012	CPV District/USNC/RTD/City 17 th Gardens – CPV/RTD Agreement / Wynkoop Plaza
7	DUSPA DBE Policy & Goal	February 2012	May Have Federal Comments Upon Submission
	IN PROGRESS		
8	Interpretive Display Projects – Phase I	January 2012	Phase I – Scope and Public Review
9	Tail Track Plaza Design/Construction	March 2012	Defer & Pay w/Land Sale Proceeds; PSA Similar to Stair/Elevator; Sole Source
10	Funding Issues: Cost Allocations; Forecasts	On-going	WBS Forecasts On-going
11	Finalize North Wing Stair/Elevator Design	1 st Qtr. 2012	Design Documents Prepared 12/11 Under Review
	RESOLVED		

PENDING CHANGE ORDER ITEMS REQUIRING BOARD APPROVAL

February 2, 2012

DUSPA ITEMS				
CM #	PR/CCD #	Description of Change	Contingency	
			Allocated	Unallocated
CM 423.2	PR 46.2	Millennium Bridge Plaza - Construction Millennium Bridge Plaza was not included in the original project boundary but should have been. Price includes supply and delivery of Granite Pavers <u>only</u> . Storage and installation of the pavers will be the responsibility of the DaVita World Headquarters building project.	\$164,002	
CM 706		Delgany Qwest Obstruction Delay Obstruction delay impacts associated with the Qwest network at the intersection of 15th and Delgany. Includes general conditions and additional demolition.		\$48,630
CM 706		Delgany Unforeseen Site Conditions Standby and delay impacts associated with the storm sewer system work performed within Delgany Street as a result of unforeseen site conditions. Includes general conditions, re-design and additional construction.		\$173,685
CM 706		Denver Water Material Change Construction costs incurred at Wewatta & 18th Street to excavate and remove approved flange fittings and replace with mechanical joint fittings at the direction of the Denver Water inspector.		\$16,056
			Allocated Subtotal:	\$164,002
			Unallocated Subtotal:	<u>\$238,371</u>
			TOTAL:	\$402,373