

DENVER UNION STATION PROJECT AUTHORITY
MEETING OF THE BOARD OF DIRECTORS
June 7, 2012
MINUTES

BOARD MEMBERS PRESENT

Kent Bagley
Bill Bianco
Barbara Grogan
Mark Imhoff
Steve Kaplan
Marla Lien
Judy Montero
Jennifer Schaufele
Elbra Wedgeworth
Michael West

BOARD MEMBERS ABSENT

Laura Aldrete
Jerry Glick
Cary Kennedy

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 the Board Members and guests to today's meeting.

III. PUBLIC COMMENT

There was no public comment.

IV. ROLL CALL

Dawn Bookhardt called roll*. Please see above.

* Mark Imhoff arrived shortly after roll was called.

V. APPROVAL OF MEETING MINUTES

Elbra Wedgeworth asked for comments to the May 3, 2012 meeting minutes.

Kent Bagley moved to approve the minutes. Mike West seconded the motion. The motion carried unanimously.

VI. DISCUSSION ITEMS

A. Finance Committee Report

Elbra Wedgeworth reported that there was no meeting and there is no Finance Committee report.

B. Owner's Representative Report

i) Project Progress

Mike Sullivan reported that things are going well in the back yard and that there is a lot of juggling with other developers and projects in the area. He reported that, as of the end of May, 2012, the completion percentages were as follows:

- Entire project is 64.6 percent complete
- LRT is 99.4 percent complete
- Bus Facility is 66.8 percent complete
- The CRT is 46.2 percent complete
- The Streets and Plazas are 77.6 percent complete

Mr. Sullivan reported that the project has paid out \$300 million total, of which \$224 million has been paid to Kiewit and that DUSPA is holding \$13 million in retainage.

Mr. Sullivan stated that there were dual critical paths for the project and that there was not a lot of float in the schedule. Mr. Sullivan noted that steel fabrication is a challenge and that the steel should be on site by the end of September or early October. After the steel is delivered, they will begin to build the Canopy. Mr. Sullivan said that the project is slightly ahead of schedule and that they are pretty much done with design.

Mr. Sullivan reported that there were six issues for owner's risk:

1. Contaminated Soil
 - There is still some contaminated soil that will require excavation and disposal.
 - Well within budget on this item.
2. Contaminated Ground Water
 - No reason to think there is any more risk.

3. Asbestos

- No reason to think there is still Asbestos that will be encountered.

Mr. Sullivan stated that they would still have money left over in the budget for all of the above mentioned items.

4. Settlement

- Since the use of heavy equipment and demolition is over the risk of settlement is very low.

5. Budget

- DUSPA has executed two shared savings amendments with Kewit.

6. Schedule

- Tracking ahead of schedule. As more work gets done the risk to DUSPA becomes less and less.
- Schedules coverage is 2014 when AMTRAK relocates.
- Mr. Sullivan stated that turnover of the LRT Plaza took place on 5/18.
- Most of the punch list items for the LRT Plaza will be done by June 11th and by June 22nd the punch list will be complete.

Mr. Sullivan said that there are discussions regarding the pedestrian bridge landing being changed from B Block to the RTD platform.

Mr. Sullivan stated that they are working on how to build Wynkoop Plaza and how to plan the relocation out of DUS once RTD and Team USA have reached an agreement.

Mr. Sullivan then addressed the following ongoing construction activities:

- LRT: They are working on the last major items, which is the commissioning of lights. During the third week of June the lights will undergo testing and inspection.
- Bus Box: Phase I and Phase II: there is still a lot of mechanical work being done. They are working on fire systems, Store front framing and more Dampers are being set.
- Phase III: working on east side of Wewetta: there is a lot of concrete work being done (both pre-cast and cast on site). In two weeks the work will begin to fit out and trim the escalators.
- CRT: steel fabrication will begin end of September; Casons are being drilled and installed.

Mr. Sullivan stated that things were going well and to give him a call if anyone wants to see the site.

Ms. Lien asked if there will be any impact on A&B Blocks when you bring in the Train Hall structure.

Mr. Sullivan stated that they will be on site on October 1st and will be done building on March 15, 2013.

Ms. Lien asked if there will be any impact on Lot A.

Mr. Mosher stated that they will build around any potential impact to Lot A.

Ms. Grogan asked why the project has more retainage than necessary, is it because you are concerned?

Mr. Sullivan stated that he misspoke and that they do not have more retainage than necessary and that all retainage is being held in accordance with the Contract.

Mr. Mosher then distributed a TCC's DUSPA issues list (please see handout).

- a. Looking to see if we can move pedestrian bridge to land on RTD's platform.
- b. Was covered by Mr. Sullivan above.
- c. Mr. Mosher stated that he will address maintenance of the project during the September meeting and that there will be a presentation on how the project is being maintained. Mr. Mosher will work on this presentation with USNC.
- d. Issue for USNC and DUSPA (need a property to close).
- e. No update.
- f. Ms. Bookhardt will provide update.
- g. The Artist finished all meetings. Mr. Mosher met with the Artist and Ms. Tierny. The displays will be bigger, better but not different. The Artist will come to the August meeting.
- h. Not an imminent issue.
- i. There is a little issue but is being worked out regarding the RRIF funding takedowns. The project has got to get all costs into the right brackets.
- j. Has been submitted, should come off the table by end of June.
- k. Coordinating private projects.
 - There are access and staging issues and they want to double check on any DUS impacts.

Mr. Mosher next addressed pending Change Orders requiring DUS Board approval.

- a. Got a credit to save project money.
- b. Taking a credit back from Keiwi. (Ms. Lien noted that RTD does not have a contract with Team USA. Mr. Mosher stated that the work will be done pursuant to a contract with RTD or the work will move back to Keiwi.)
- c. Parts issue (want to get a space fan).
- d. Private Parcel Sidewalk.

Mr. Mosher next discussed the relocation of the Pedestrian Bridge Change Order CM987 and stated the relocation of the Bridge would cost about \$133,000.00.

Mr. Mosher stated that Change Order CM987 needs to be approved in order to keep the project moving.

Mr. Mosher next presented a power point presentation showing the progress that has been made on the Project (see handout).

Mr. Mosher stated that Keiwi was in excess of its DBE goal.

Ms. Grogan asked if Keiwi's DBE goal was being met through work on the Project, Ms. Grogan stated further that she would like to see who is doing the work on the project.

Mr. Mosher stated that there were 80-90 individual companies doing work on site and that Keiwi would provide a list of those companies.

The members of the DUSPA Board were impressed with Mr. Mosher's presentation, and Ms. Grogan stated that what Mr. Mosher presented was great news but wondered if anyone knows about it.

Mr. Mosher replied that more people are starting to know about the progress at the site because he gives a similar presentation a couple times a week.

Ms. Wedgeworth asked for a copy of the presentation to give to the Mayor.

After Mr. Mosher's presentation, Ms. Bookhardt gave a presentation regarding DUSPA's DBE Plan.

Ms. Bookhardt stated that everyone has worked really hard on the DBE Plan and that the DBE Plan has received conditional approval from the FTA.

Ms. Bookhardt stated that in order for the DBE Plan to be approved, DUSPA must address the following three items:

- a. Administrative Reorganization of RTD
 - This is the result of staff changes at RTD.
- b. DUSPA and RTD need to update DBE program organizational chart
- c. The Plan needs to address a Small Business Element
 - This is a new part of the plan and DUSPA will work with FTA and RTD to get it done.

All three elements addressed above need to be completed by June 23.

VII. ACTION ITEMS

Ms. Lien made a motion to approve all Change Orders except CM987. Then Ms. Lien made a motion to give Ms. Bookhardt authority to negotiate with FTA to get final approval of the DBE Plan including:

- identifying an appeals officer; and

- Setting up SBE Plan.
- Additionally all of Ms. Bookhardt's actions will be ratified by the Board.

Mr. Bagley seconded the motions and the motions passed unanimously.

VIII. EXECUTIVE SESSION

Elbra Wedgeworth requested a motion that the Board enter into executive session.

Mr. Bagley moved that the Board 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 negotiations, financial management negotiations, and litigation.

Mr. Imhoff seconded the motion. The motion passed unanimously.

Mr. Bagley moved that the Board return to regular session. Mr. Imhoff seconded the motion. The motion passed unanimously.

IX. ACTION ITEMS RESULTING FROM EXECUTIVE SESSION

Ms. Lien moved to approve Change Order 987 subject to USNC agreeing to pay for the Change Order. The motion was seconded by Mr. Imhoff. The motion was unanimously approved.

X. CARRYOVER AND FUTURE AGENDA ITEMS

- None

XI. ADJOURNMENT

There being no further business, the meeting was adjourned at 2:54 p.m.

Approved by Vote of the Board and
accepted by:

Elbra Wedgeworth, President