

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

BOARD MEMBERS PRESENT

Bill Bianco
Jerry Glick
Barbara Grogan
Mark Imhoff
Steve Kaplan
Cary Kennedy^{*}
Marla Lien[†]
Judy Montero
Jennifer Schaufele
Elbra Wedgeworth
Michael West

BOARD MEMBERS ABSENT

Laura Aldrete
Kent Bagley

I. CALL TO ORDER

Elbra Wedgeworth, DUSPA Board President, called the Meeting of the Board of Directors of DUSPA to order at 1:30 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.

^{*} Diane Barrett for Cary Kennedy.

[†] Marla Lien arrived at 1:34 p.m.

V. APPROVAL OF MEETING MINUTES

Elbra Wedgeworth asked for comments to the June 7, 2012 meeting minutes.

Jerry Glick moved to approve the minutes. Bill Bianco 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, as of July 31, 2012, the completion percentages were as follows:

Entire project is 68 percent complete
LRT is 100 percent complete
Bus Facility is 72.1 percent complete
The CRT is 50.2 percent complete
The Streets and Plazas are 85 percent complete
Historic Denver Union Station Building is 7 percent complete

Mr. Sullivan reported that Kiewit has made progress acquiring the structural steel for the CRT. The structural steel is scheduled to arrive 30 days earlier than expected. The steel work is now anticipated to begin on September 1st. The early arrival of the steel puts 30 days of float into the project schedule.

Mr. Sullivan stated that after the Bus Facility Structure is complete, water proofing will become the critical element.

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

1. Contaminated Soil and Ground Water
 - We have reached the point where contaminated soil and ground water will no longer cause a problem for the project.
2. Asbestos
 - We think that we are done encountering Asbestos at the project site.
3. Settlement
 - Nothing occurred during activity related to the project and Mr. Sullivan is not concerned about the North Wing, because it is far enough away.

4. Budget

- See discussion below.

5. Schedule

- We are a little bit ahead of schedule.
- AMTRAK relocation will be an issue.

Mr. Sullivan then addressed the following ongoing construction activities:

- LRT: They are working on the installation of a back flow preventer.
- Bus Facility: Phase I and Phase II: They are working on fire protection system, escalators and elevators.
- Phase III: Big crane will depart the site in two weeks and enhanced foundation work will start next week.
- CRT: Steel fabrication will begin end of September; Caissons are being drilled and installed.
- 16th Street: Should open in its final configuration in 30 days.
- Administration: Had a celebration in the Bus Facility to commemorate 365 days without an injury on the Site. Jerry Glick spoke at the celebration. Kiewit has been a good corporate citizen.

Diane Barrett asked that practically speaking how far in advance can AMTRAK be moved? Marla Lien responded that there are two pieces necessary to move AMTRAK, the track and the building. The building is the big problem because it must be ready for AMTRAK. RTD is working on design packages for the building that will be done in time of the scheduled January 2014 relocation of AMTRAK. RTD is really pushing Milander White to get the Building done and, fingers crossed, RTD will make the January 2014 date.

Barbara Grogan stated that having no reported injuries is a big deal and that it is a sign of really good management. Ms. Grogan and the rest of the Board offered congratulations to all involved.

Mr. Sullivan then provided a handout entitled DUSPA Budget Reforecast as of Second Quarter 2012.

Mr. Sullivan identified the light blue items on the handout as the items that have changed.

Mr. Sullivan noted that 67% of the contingency has been spent which is good considering we are 68% complete with the project and the third page of the handout shows where the contingency has been spent.

After the conclusion of the Budget discussions, Mr. Sullivan asked Board Members to call him with any questions.

Mr. Sullivan then distributed a TCC's DUSPA Issues August 2, 2012 (please see handout).

- a. Drawings are being completed right now and design is being handled by Kiewit.

- b. Still waiting for Team USA to hear from Federal Government in order to determine what Team USA can do with the historic structure.
- c. A building inside of a building is being constructed. Expect to get a certificate of occupancy for the AMTRAK portion only.
 - Barbara Grogan asked if all of this AMTRAK related construction is being paid for and Mr. Sullivan responded that the AMTRAK related construction is being paid for by the FASTER Grant.
 - Diane Barrett asked if the City of Denver's development services people have been consulted, Mr. Sullivan responded yes, they have been consulted.
- d. Work is ongoing. Marla Lien stated that RTD will initiate a public space outreach program and the public space outreach program will be just as public as the DUS developer selection. Steve Kaplan asked who controls the public spaces? Marla Lien responded RTD. Barbara Grogan asked what happens if the Park Service says no to Team USA's plans? Marla Lien responded that we will get AMTRAK into the Building and that they could have to go out for another RFP.
- e. 3 sources of funding, CPV District, sale of Block A, sale of Block B. These sources present timing issues.
- f. Last page in Budget, have money remaining to address this issue.
- g. Still reviewing this issue. Kiewit is on track to surpass goals; Dawn Bookhardt stated that DUSPA worked with RTD to get goals back to FTA by the June 23, 2012 deadline and that FTA is reviewing.
- h. Artist will speak.
- i. Working with Amy Cara at USNC. The agreement will be structured after the stairs and elevator contract.
- j. Ongoing, working with RRIF on shared savings plan.
- k. The work on the raised terrace has caused some procurement issues. Judy Montero asked what were the procurement issues? Mr. Sullivan responded that public money was used to purchase granite to be used for a public plaza not a private terrace.
- l. We could still have some contaminated soil but for the most part we are done with all known environmental issues.
- m. We have approval, we want to have the fire alarm notify RTD as well.

Barbara Grogan asked Mr. Sullivan what keeps him up at night? Mr. Sullivan responded AMTRAK issues.

Judy Montero asked about the morale of the workers on the site. The representative from Kiewit responded that worker morale is excellent and that being awarded the I-225 corridor contract really helped.

Alex Brown, with Trammell Crow, addressed pending change orders requiring approval of the DUS Board. (Handout)

Alex Brown noted that most of the change orders are still being negotiated and that the numbers shown on the Handout are worst case.

Alex Brown further noted that the items listed on the second page of the Handout are all outside the budget.

After Alex Brown finished his explanation of pending Change Orders, Kevin Curry gave a presentation regarding public art. (See attached presentation)

At the conclusion of the presentation, Kevin Curry took questions from the Board.

Bill Bianco asked if the art project was within budget.

Kevin Curry responded that it would cost \$280,000 to do the entire project.

Dawn Bookhardt responded that the art project was within budget and that the budget still has money remaining in the public art category.

Marla Lien asked how the iron in the display is being monitored.

Kevin Curry responded that the iron is not reactive and will not be hit by snow plows.

Marla Lien asked if we have to do analysis of the art project to ensure it complies with the ADA?

Kevin Curry responded that they should not have to do anything because the profile of the art project will be less than a bump map.

Jerry Glick stated that we need to make sure that there are no ADA issues with the art project and that we need to make sure we are on track with the five other required art projects.

Bill Bianco asked about the budget for the art project and expressed concern about the other 5 projects getting done within budget.

Elbra Wedgeworth stated that all of these questions must be answered before they go to the Board. In the meantime, direct any questions to Bill Mosher.

Marla Lien addressed Block A and Block B. She stated that we are waiting to hear about setback easements and the design of the Pedestrian Bridge. She stated that after the two issues described above are reviewed and approved, the transaction documents will be ready for execution.

Steve Kaplan stated that deposits for the sale of Block A and Block B have been made and that they are being held by the title company.

VII. ACTION ITEMS

Jerry Glick made a motion to approve all Change Orders.

Mike Imhoff seconded the motion and the motion passed unanimously.

VIII. EXECUTIVE SESSION

There was no executive session.

X. CARRYOVER AND FUTURE AGENDA ITEMS

- None

XI. ADJOURNMENT

There being no further business, the meeting was adjourned at 2:36 p.m.

Approved by Vote of the Board and
accepted by:

Elbra Wedgeworth, President