

DENVER UNION STATION PROJECT AUTHORITY
MEETING OF THE BOARD OF DIRECTORS
September 6, 2012
MINUTES

BOARD MEMBERS PRESENT

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

BOARD MEMBERS ABSENT

Marla Lien
Mark Imhoff
Jerry Glick

I. CALL TO ORDER

Elbra Wedgeworth, DUSPA Board President, called the Annual 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. Ms. Wedgeworth thanked the Board Members for their service this year and acknowledged their efforts on this very large project.

III. 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 August 2, 2012 meeting minutes. There were no comments.

Barbara Grogan moved to approve the minutes. Mike West seconded the motion. The motion carried unanimously.¹

VI. DISCUSSION ITEMS

A. Articles in Board Packets

Elbra Wedgeworth thanked Bill Mosher for talking to the Urban Land reporter for the Linchpin of the West article.

Elbra Wedgeworth asked if there were any questions about the RTD letter in today's packet. She reported that Jerry Glick has volunteered to participate in the public plaza stakeholder meetings with RTD and asked for an action item to appoint Mr. Glick to represent DUSPA at the stakeholder meetings.

B. Affirmative Statement establishing the Annual Meeting

i) Officer Elections

Kent Bagley moved to open the floor for nominations. Laura Aldrete seconded the motion. The vote was unanimous.

Kent Bagley nominated a slate of officers as follows: Elbra Wedgeworth as President, Jerry Glick as Vice President, Mike West as Secretary and Cary Kennedy as Treasurer.

There were no other nominations. Bill Bianco moved to close the floor for nominations. Laura Aldrete seconded the motion. The vote was unanimous.

Bill Bianco made a motion to elect the slate of officers. Laura Aldrete seconded the motion. The vote was unanimous.

ii) Annual Schedule of Meetings – see Action Items.

Elbra Wedgeworth reported that the schedule shows every first Thursday of the month.

iii) Record of Accomplishments

¹ Cary Kennedy arrived shortly after this vote.

Elbra Wedgeworth read the record DUSPA's accomplishments for the year and thanked everyone for their efforts.

Mike Sullivan reported that, as of today, the Project is at 418 days of no injuries.

Barbara Grogan congratulated Mr. Sullivan and Kiewit on the terrific safety record.

iv) Public Notice Posting – see Action Items.

Dawn Bookhardt reported that the posting location will still be in the lobby of the RTD Administrative offices at 1600 Blake Street.

D. Owner's Representative Report

i) Project Progress

Mike Sullivan reported that August, 2012, the completion percentages were as follows:

Entire project is 70 percent complete

LRT is 99.9 percent complete

Bus Facility is 75.5 percent complete

The CRT is 53 percent complete

The Streets and Plazas are 92 percent complete

The Historic Building is now tougher to report because of work being done by the Team USA.

Mr. Sullivan reported that the project has paid out \$338 million total, of which \$246 million has been paid to Kiewit and that DUSPA is holding \$12.98 million in retainage.

He reported that the project has gone 418 days without an accident.

Mr. Sullivan reported that Kiewit renegotiated with the steel contractor last month and that the steel erectors will start next week. He reported that two trusses are fabricated and painted and that the result of this early start is that the steel is no longer a part of the critical path.

Mr. Sullivan reported that the canopy will take seven months to construct and then the pedestrian bridge will be built. He added that any notice of design change will be done in ten days.

Mr. Sullivan reported that, with respect to the owner's risk profile, no movement of the historic building occurred and it appears that this risk is gone. He reported that the schedule risk looks low because we are ahead of schedule right now and the schedule issue is the requirement for Amtrak to move into DUS during January, 2014. He added that Amtrak is a substantial risk but that DUSPA has only limited control because of Team USA's development of the hotel.

He reported that DUSPA is closing the final tickets on removal of contaminated soil and that soil, asbestos and groundwater risks should be gone.

Mr. Sullivan reported that DUSPA is coordinating with other developers in the area and trying to plan with the City on putting off of some right-of-way work because the work will be torn up by other developers.

He reported that there is considerable overhead work occurring in phases 1 and 2 of the bus facility and that the south and north drive lanes will be installed soon. He added that escalators 9 and 10 will be installed in two weeks and the elevator will be installed during next week.

Mr. Sullivan reported that the concrete placement for the deck under tracks one and two for phase 3 of the bus facility is occurring now and that the placement of the deck below tracks four and five will occur by September 19. He added that waterproofing is on-going.

He reported that the remaining pier caps along the south side are being installed and the north side piers are complete for the CRT. He added that the B-Block tie backs are drilled and that this shoring is what allows the train hall canopy to start going up.

He reported that the paving of the south side of 16th Street will occur on Monday, followed by installation of the granite pavers and the re-opening of this part of the mall. He added that Kiewit will cover the underslab at the Wynkoop Plaza storm water detention facility and that the fountain vault construction will start tomorrow. He reported that the tree-trenches will be constructed after the vault.

Mr. Sullivan reported that moral on the project is sky high.

Barbara Grogan asked whether there will be work that DUSPA will not complete in conjunction with our working with other developers.

Mike Sullivan responded that the issue is the warranty on the work, who completes the work and ultimate City acceptance of the work. For example, he reported that the Zocalo development will complete work at their expense using our subcontractors to eliminate the warranty issue. He added that developers in the area are on the same page and working with the City on completion and warranty issues.

Elbra Wedgeworth asked if DUSPA needs written agreements for this work.

Bill Mosher responded that DUSPA won't pay extra for the work and that it is silly for other developers to take new construction out. He added that the City requires 2 to 3 year warranties and that the City won't issue a permit if the work is not done. He concluded that the Zocalo agreement with the City is a model for DUSPA and that, because it is the City that agrees to accept the work, a written agreement with DUSPA is not needed. Mr. Mosher reported that Alex Brown has been working on the coordination issues and has done a good job.

ii) Project Issues List

Bill Mosher reported on the following from the Project Issues list (see attachments).

1. The North Wing folks will build the stairs and the landing for the pedestrian bridge will be moved to train platform. All negotiated issues have been worked out with Marla Lien and the material is acquired. DUSPA is awaiting a final price for the work.
2. The agreement with RTD and Team USA is close. Maintenance and programming are a remaining issue with RTD.
3. Nothing new
4. Nothing new
5. Nothing new
6. Nothing new
7. The focus is on the South Wing terrace and RTD is finalizing the Block A issues.
8. This is new, if the A and B Block sales close, DUSPA will not be able to interfere with these properties.

Judy Montero asked whether this was a zoning or a boundary issue.

Bill Mosher responded that it is about boundaries DUSPA can not build over or under the blocks if they sell, but this does not change anything, this is just documentation.

Kent Bagley asked whether the boundary for B Block changed.

Bill Mosher responded no, the boundary will not change because the pedestrian bridge landing is now on the platform.

9. Nothing new
10. The ROD calls for 6 to 12 interpretative displays. During the process, the interpretive displays have become artwork. DUSPA has \$100,000 for Kevin Curry's contract and will have \$290,000 remaining for the ROD interpretive displays. Kevin is hoping to get the remaining \$290,000. The artwork in the presentation for the last meeting will cost \$266,000 not including the work that Kiewit needs to perform. Mr. Mosher negotiated with Kevin to get a new proposal with a reduced price, but it looks like that work, combining Kevin and Kiewit, will cost about \$300,000 leaving about \$90,000 for the rest of the work.

Barbara Grogan asked what Kevin changed.

Bill responded that he used our comments to reduce the design. He added that Jerry Glick has commented that we are proposing to spend too much on a non-iconic item. Bill reported that he needs to know if DUSPA should call it quits on the Arch footprint.

Barbara Grogan reported that she was not overwhelmed by the concept. She added that the layout is hard to interpret, it's hard to see and it costs too much.

Jennifer Schaufele reported that the presentation did not make much of an impression on her. Mike Sullivan reported that one of the issues was that the display contained a lot of bronze that could not be seen.

Judy Montero reported that she did not like the doormat concept and asked about snow shoveling.

Laura Aldrete suggested that perhaps we leave the DUS building as the icon.

Kent Bagley suggested that the information inside of DUS that will present the history of the arch may be for the best and that \$300,000 seems to be too much for the flat display.

Bill Mosher reported that, because the proposal is for the display to be in a fire lane, it must be structurally sufficient to withstand loaded trucks and that this is why it costs so much. He added that he is torn about this display because he knows that there are lots of people who want to honor the arch.

Elbra Wedgeworth suggested she is sensing that there is not much support for the arch footprint display and that perhaps Bill should discuss alternatives with Kevin.

Jennifer Schaufele asked if something can be constructed elsewhere.

Bill Mosher reminded the Board that Dana Crawford has discussed fundraising and constructing a smaller scale arch and reported that he has not heard about any progress on the arch project for a long time.

Elbra Wedgeworth asked Mr. Mosher to go back to Kevin Curry.

Mr. Mosher reported that he will continue working on pricing issues with Mr. Curry and will ask him to come to the October Board meeting. Mr. Mosher added that he will ask the Board to vote on this issue during the October Board meeting.

11. Nothing new

12. DUPSA had a call with the FRA regarding the shared savings provision in the Kiewit contract, but nothing has been finalized.

13. DUSPA executed a Consent to Assignment so that the North Wing Developer could obtain financing.

Bill Mosher reported that there was a Channel 9 report regarding engraved bricks at DUS and that a contributor saw the bricks were gone and told 9 News that she wanted her money back. 9 News contacted us, we showed them where the bricks were being stored and 9 News revised their story. He added that we never found out who the woman was that complained to the news.

He reported that the public outreach program should be done in October.

Laura Aldrete reported that it is important to keep the Public Outreach Committee in place, but that Kiewit and CRL are doing a great job. She added that the meetings may need to be more than quarterly while the hearings for the Plaza's take place.

Bill Mosher added that, while the committee meetings are only quarterly, the public outreach programs have been big and very successful. He added that he gave a presentation to DRCOG during the same meeting that the northern suburbs attended to talk about FastTracks.

iii) Proposed Change Orders.

Mr. Mosher reported the requested change orders are not DUSPA funds.

iv) Faster Funds Correspondence from CDOT.

Bill Mosher reported that the letter written by Elizabeth Kemp-Herrera is in today's Board packet and that the letter has been submitted to History Colorado.

Elbra Wedgeworth asked how long the National Parks Service process takes.

Bill Mosher reported that the plan has not been denied, but he does not know the schedule.

Cole Finnegan reported that there will be some concessions and changes to the plan.

Kent Bagley reported that Ferd Belz made a presentation on the hotel in the DUS and that he is shepherding the project in D.C.

Barbara Grogan asked where this is located on the critical path.

Mike Sullivan responded that the project is way past any possibility of waiting for the redevelopment of the historic building. He added that DUSPA's plan is to construct partitions for Amtrak to isolate it's facilities for use during the redevelopment.

VII. ACTION ITEMS

A. Public Notice Posting Location

Kent Bagley moved to approve the foyer of the RTD offices at 1600 Blake Street as the public notice posting location. Barbara Grogan seconded the motion. The motion passed unanimously.

B. Annual Meeting Schedule

Kent Bagley moved to approve the schedule of meetings in today's Board packet. Laura Aldrete seconded the motion. The motion passed unanimously.

C. Appointment of Jerry Glick to DUS Public Plaza Area Study Stakeholder Group.

Barbara Grogan moved to appoint Jerry Glick. Elbra Wedgeworth seconded the Motion. The motion passed unanimously.

D. Proposed Change Orders

Barbara Grogan moved to approve the change orders on today's handout for a total of \$35,489. Bill Bianco seconded the motion. The Motion passed unanimously.

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 2:33 p.m.

Approved by Vote of the Board and
accepted by:

Elbra Wedgeworth, President

TCC's DUSPA Issues

September 6, 2012

	Item	Target Date	Comments
	ISSUES		
1	Relocate Pedestrian Bridge Landing to Platform	August 2012	Design Complete; finalizing cost
2	Coordination with Selected DUS Developer - Wynkoop Plaza / Amtrak	October 2012	Agreement with RTD and USA <ul style="list-style-type: none"> • Update MOU for Amtrak Space • Confirm Move Out/Move In Schedule • Kiewit / Milender White Coordination
3	Early Relocation of Amtrak Back into DUS	December 2012	Committee to prepare recommendations to RTD Board
4	Maintenance and Programming Responsibilities/Budgets	September 2012	CPV District/USNC/USA/RTD/City – 17 th Gardens and Wynkoop Plaza
5	Cash Flow for Non-Federal Projects	October 2012	A or B Block Closing Event Required
6	DUS Public Parking	2013	Location and Budget Issues Resolution
	IN PROGRESS		
7	Coordination w/ Private Developers	On-going	So. Wing Terrace; Block A and Cadence ROW Improvements
8	Blocks A & B No Build Zone Agreements	October 2012	Change Order to D/B Agreement
9	DUSPA DBE Policy & Goal	On-going	Pending Federal Review
10	Interpretive Display Projects – Phase I	August 2012	Completed Phase I – Revising Cost Estimates for Arch Project
11	Tail Track Plaza Design/Construction	December 2012	Defer & Pay w/Land Sale Proceeds; PSA Similar to Stair/Elevator; Sole Source Contract; USNC to draft agreement
12	Funding Issues: Cost Allocations; Forecasts	On-going	WBS Forecasts On-going / RRIF Shared Savings Approval Request Submitted
13	North Wing Bridge Sale Agreement	September 2012	Bank Assignment Agreement

PENDING CHANGE ORDER ITEMS REQUIRING BOARD APPROVAL

September 6, 2012

ADDITIONAL ITEMS

(To be funded separately by RTD or USNC outside of the current project funding and budget)

<i>CM #</i>	<i>PR #</i>	<i>Description of Change</i>	<i>Amount</i>
CM 1016.2		A-Block Storm Service The construction price for installing an additional storm service line from Wewatta Street to serve the A-Block. (To be paid by USNC)	\$13,075
CM 1133	PR 78	CRT OCS Pole Changes The all-in price to change the OCS pole at station 22+71 from a W14x120 to a 2Wx90 as requested by DTP. (To be paid by RTD)	\$15,167
CM 1149		A-Block Sanitary Tie-In Conflict Construction costs incurred as a result of a conflict with an unknown storm line and water line. (To be paid by USNC)	\$7,247
TOTAL:			\$35,489