

**DENVER UNION STATION PROJECT AUTHORITY**

**MEETING OF THE BOARD OF DIRECTORS**

*May 14, 2009*

**MINUTES**

**BOARD            MEMBERS PRESENT**

**BOARD            MEMBERS ABSENT**

Elbra            Wedgeworth

Mario            Carrera

Don Hunt

Judy Montero

Ben Stein for Peggy Catlin

Tom Gougeon

Terry Howerter

Jennifer Schaufele

Mike West

Marla Lien [1](#)

Claude Pumilia

Jerry Glick

Robin Kneich

**I. CALL TO ORDER**

The Meeting of the Board of Directors of DUSPA was called to order at 1:31 p.m. by Elbra Wedgeworth, DUSPA Board President.

**II. WELCOME AND INTRODUCTION OF GUESTS**

Elbra Wedgeworth welcomed the Board members and guests to the meeting with specific welcome and congratulations to Robin Kneich.

**III. PUBLIC COMMENT**

There was no public comment.

#### **IV. ROLL CALL**

At the request of Elbra Wedgeworth, Dawn Bookhardt called roll. Please see above.

#### **V. APPROVAL OF MEETING MINUTES**

Elbra Wedgeworth called for comments or amendments to the April 30, 2009 meeting minutes. There were no comments. Mario Carrera moved to approve the April 30, 2009 meeting minutes. Robin Kneich seconded the motion. The motion carried unanimously.

**VI. BOARD BUSINESS**

A. Plan of Finance/Schedule and Update

Alex Brown stated that he has spoken with representatives at both RRIF and TIFIA regarding the DUS applications. He stated that although the agencies have not yet provided all of the right answers, he has obtained a clearer understanding of the needs of the agencies for their review of the applications. He also stated that many aspects of his presentation today pertain to financial negotiations and should be discussed in executive session.

i) Full Execution of the City Services Agreement.

Mr. Brown stated that the City Services Agreement has been fully executed and that a copy has been provided for the Board.

B. Owner's Representative Report

Bill Mosher acknowledged that the Board has seen a flurry of documents this last month and that he greatly appreciates the efforts of the Board Members with their review, input and approval of all of the agreements. He stated that the status of recent documents is as follows:

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The Design-Build Agreement has been finalized, approved and executed.

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The Coordination Agreements with the City and RTD are executed.

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The Limited Notice to Proceed has been approved, executed and issued to Kiewit.

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Additionally, he has issued the first Contractor Change Directive (CCD#1), which was a planned directive for Kiewit to improve the space in the Historic Station that it is leasing from RTD. CCD#1 is for \$200,000.

Mr. Mosher stated that Kiewit is mobilizing which includes design and finishing of the space in the station, staffing up for the project and coordination of planned utility work. He anticipates that the earliest start date for excavation of the bus box is June 1<sup>st</sup>.

- i) Update Regarding USNC Agreement.

Mr. Mosher asked to delay discussion of this agreement and put it on the agenda for the next meeting.

- ii) Updated Regarding Critical Issues.

Bill Mosher handed out a list of critical issues (see attached) that he is addressing for the project. He emphasized that the Right of Entry Agreement between Kiewit and RTD is critical for the immediate future and that the agreement is currently being negotiated. Mr. Mosher requested that discussion of the remainder of the issues be delayed until later in this meeting or the next Board meeting to ensure that the Board can address the remainder of the Agenda.

Bill Mosher stated that obviously DUSPA needs to begin paying bills. He suggested that, rather than discuss the entire list he would highlight and comment on only few of the items as follows:



#12 DUSPA Operating Budget – Need to revisit the loans from the City and RTD and prioritize spending for 2009.

#14 Chart of Accounts – Since we have the critical issues of the design-build agreement and limited notice to proceed completed, we need to focus on accounting and construction issues.

#16 Major Encumbrance Permit to allow bus box to built in the City Right-of-Way - Mr. Mosher stated that the City has received the permit application from Kiewit and we are awaiting processing by the City.

#20 Temporary Location for AMTRAK and AMTRAK meeting. Mr. Mosher stated that he is speaking to two land owners who have possible locations for the temporary AMTRAK platform.

#24 Market Street storm drainage upgrade. Mr. Mosher stated that there are several critical decisions to be made in conjunction with the storm drain.

#8 Hargraves and public space. Bill Mosher said he has been working with Ellen Ittelson on the public input process for public space and architectural transit elements and that additional coordination with USNC is necessary. He stated that the goal is to be able to present a public space/public input process within the next two weeks to one month.

Dawn Bookhardt inquired about the role of Hargraves in the public space design.

Bill Mosher responded that RTD (and now DUSPA) hired Kiewit, who has retained AECOM for design and therefore Hargraves does not work for DUSPA. He stated that he is working with USNC to possibly use money from the DBA budget to continue to utilize SOM and Hargraves for the public space design, but that this can not occur until we know more about the public involvement process.

Jennifer Schaufele stated that DRCOG has been asked to move the stimulus funds date to August 1. She stated that the request will go to the DRCOG Board on May 20<sup>th</sup> and that DUSPA should attend because there was no tolerance contemplated for moving the date for the stimulus funds.

iii) Update Regarding CDOT Coordination Agreement.

Peggy Catlin stated that Harry Morrow has provided comments to the latest draft of the agreement and that a few changes have been requested.

Bill Mosher stated that the CDOT Coordination Agreement was not as critical as the City and RTD agreements regarding timing because DUSPA can not yet use the federal funds that CDOT must dictate and track.

iv) Update Regarding Owner's Representative Agreement

Mr. Mosher stated that the role of the Owner's Representative has become better defined over the last few weeks as well as the roles of the Partnering Agencies and the Developer. He stated that because of recent activity, he can now finalize the agreement, and particularly the scope of work in the agreement. He stated that the negotiation of the agreement has progressed well.

Return to the Critical Issues Update.

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Elbra Wedgeworth stated that she will attend the DRCOG meeting.

C. Transaction Issues.

Elbra Wedgeworth again thanked the Board Members for all of their hard work and acknowledged that the work load has been like drinking from a fire hose. She stated that she is considering format changes for the decision process to make the Board Members more comfortable.

Dawn Bookhardt stated that she received suggestions for format changes to the Agenda from Terry Howerter and that today's agenda reflects the suggestions. She stated that the decision process is very important and that she encourages any and all additional suggestions to improve the process.

Ms. Bookhardt stated that the last meeting was difficult due to the volume of documents and that there still may be times that will not be able to avoid being rushed. She thanked the Board Members for their patience and stated that thorough review of every page of every document is very commendable. However, it is recognized the Board Members are volunteers, a committee structure for the larger or more complex documents and decisions may be helpful.

Judy Montero thanked Dawn Bookhardt for this discussion and stated that some of the Board Members have worked on this project since the beginning and other Members are new to the project. She expressed concern about the committee structure because it is less transparent and suggested that outlines of the documents followed by calls and questions from Board Members outside of the Board meetings as a structure.

Claude Pumilia stated that, because a committee is also subject to the open meeting requirements, a committee structure is just as transparent as the full Board meeting.

Dawn Bookhardt agreed with Mr. Pumilia, but suggested that there could still be a perception that committees are not as transparent.

David Fine stated that as long as notices of committee meetings are posted, the process is transparent.

Judy Montero stated that the public is still trying to figure out DUSPA and that public participation is a critical issue. She stated that there are neighborhood guests in attendance at today's meeting that are trying to figure us out.

Mario Carrera suggested that DUSPA already has committees in place.

Dawn Bookhardt stated that the Board does have a committee, but she is not aware that it has met. She stated that a volunteer Board meeting every two weeks is a lot to ask and that committees would be an added burden for volunteers.

Robin Kneich stated that there are two types of committee structures, one structure is that the committee has delegated authority and the other structure is for the vetting of information. She stated that the only committee that DUSPA has formed is for construction, but nothing has happened with it. Ms. Kneich suggested that, if committees are used, email notices to all of the Board Members, versus just committee members or public notice, would be appreciated. She also stated that clarity of roles of each committee, the authority of the committee and minutes of committee meetings are very important.

Claude Pumilia asked whether a guest speaker about Board best practices would be helpful for this Board. He stated that Marla Lien indicated the RTD Board used a best practices consultant that helped clarify the rolls and structure.

Dawn Bookhardt stated that a best practices expert is a great idea and that best practices can be tailored for the unique characteristic of this Board.

Tom Gougeon stated that this Board has had a difficult starting point because of the prior relationships of some of the Members who have



worked on the project for years, however a thirteen Member Board meeting is not an efficient venue to get work done. He suggested that smaller committees are better for getting work done. Mr. Gougeon stated that the DUSPA Board has not formed normal practices, let alone best practices, but we have accomplished what has been needed so far. He asked whether it is realistic to expect 13 people to read 500 pages of documents rather than summaries of those documents.

Dawn Bookhardt suggested that Tom's comments are the reason to tailor best practices for this Board and establish the expectations for each Board Member.

Judy Montero stated that she still does not know what new Board Members need in order to be comfortable with the process.

Mario Carrera stated that the issue has been timing, the Board has had a lot to deal with and he has had a steep learning curve, but that his level of comfort has been acceptable. He stated that he is ready to see a committee structure to begin dealing with the next issues.

Robin Kneich stated that she appreciated the helpful and informative memorandum that outlined the key components of the design-build agreement prepared by Mike and Bill and contrasted it with updates regarding the plan of finance, which have described the process of the plan, but have not identified obstacles and decisions that the Board should know.

Dawn Bookhardt addressed Judy Montero's comment and asked whether the executive summaries and critical issues list have been helpful.

Peggy Catlin stated that any committees being considered today will be different during the construction process than they will be after construction.

Dawn Bookhardt stated that she has no specific committees in mind at this time and that the purpose of this discussion is to raise the issues and get input. She stated that a construction committee was formed, but its role was not defined and it has not been used, therefore, one of the issues if the Board is going use committees will be defining the role and structure.

Bill Mosher suggested that, since DUSPA is setting up systems, the participation of the full Board has been appropriate. He stated that one problem with the committee structure at this stage of the project is that new stakeholders that want to participate are identified all of the time. He suggested that if any Board Member desires to be more involved, ad-hoc participation is possible.

Tom Gougeon stated that, although the Board has help, it has no staff, which makes the process more complex and difficult. He suggested that it is important to be careful to not create something that the Board can not staff.

Elbra Wedgeworth asked that the issues of committees and best practices be placed on a later agenda for continued consideration.

## **VII. EXECUTIVE SESSION**

Elbra Wedgeworth requested a motion for the Board to go into executive session.

Peggy Catlin moved as follows: The Board will enter into an executive session in order to discuss certain matters as permitted under the Colorado Open Meetings Law, C.R.S. §24-6-401 et seq. related to financial negotiations and financial management.

Mario Carrera seconded the motion. The vote was unanimous. The Board entered executive session at 2:17 p.m.

## **VIII. ACTION ITEMS RESULTING FROM EXECUTIVE SESSION**

None.

#### **IX. CARRYOVER AND FUTURE AGENDA ITEMS**

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CDOT Coordination Agreement

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Resolution concerning the Fourth Amendment to the EOC IGA

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Best Practices Expert and discussion regarding committees.

Please look forward to an update/discussion of the RRIF and TIFIA application process.

Mr. Mosher will have an update regarding additional construction matters and critical issues.

Dawn Bookhardt and Cole Finnegan will report on transaction movement.

#### **X. ADJOURNMENT**

There being no further business, the meeting was adjourned at 3:17 p.m.

[1](#) Marla Lien arrived at 2:40, after the vote to approve the minutes of the April 30, 2009 meeting.