

WEST HAYMARKET JOINT PUBLIC AGENCY (JPA)
Board Meeting
December 6, 2012

Meeting Began At: 3:00 P.M.

Meeting Ended At: 3:42 P.M.

Members Present: Chris Beutler, Eugene Carroll, Tim Clare

Item 1 -- Introductions and Notice of Open Meetings Law Posted by Door

Chair Beutler opened the meeting with introduction of the Board members. He advised that the open meetings law posted at the back of the room is in effect.

Item 2 -- Public Comment and Time Limit Notification

Beutler welcomed public comment. He stated that individuals from the audience will be given a total of five minutes to speak on specific items listed on today's agenda. Those testifying should identify themselves for the official record and sign in.

Item 3 -- Approval of the minutes from the JPA meeting held November 2, 2012

Beutler asked for corrections or changes to the minutes of the November 2, 2012 meeting. Being none, Clare moved approval of the minutes. Carroll seconded the motion. Motion carried 3-0.

Item 4 – West Haymarket Progress Report

Paula Yancey, PC Sports, distributed a monthly information packet (attached hereto) on the status of the Pinnacle Bank Arena and associated infrastructure projects.

Yancey reviewed the participation numbers, indicating that through October-November of 2012 there have been 2,065 workers on site. This includes both engineering and professional services personnel. Of the total workers, 1,199 (or 58%) live in Lincoln/Lancaster County and another 630 (or 31%) live in Nebraska outside Lancaster County. Only 236 (or 11%) were from outside Nebraska. Responding to an inquiry from Clare, John Hinshaw reported that these numbers should remain similar or include even more local workers as the project moves to inside finishes.

Looking at just the construction employees using certified payrolls or Davis Bacon, there have been 1,727 workers on site. Of the total, 1,056 (or 59%) of the workers are from Lincoln/Lancaster County, 575 (or 32%) were from Nebraska, and only 153 (or 9%) were from outside of Nebraska.

Company participation numbers show 316 firms awarded contracts. Out of the total firms, 242 (or 77%) were Nebraska firms and only 74 (or 23%) were outside Nebraska. That equates to \$140 million out of a total \$193 million awarded to firms that actually have an address in Nebraska.

On the infrastructure progress, Yancey displayed an image of the east side landing of the pedestrian bridge. This is the highest point where the pedestrian bridge will connect to the arena. The image is from the embankment and shows the structure in place. A second image shows a crew installing the MSE wall that supports the embankment for the pedestrian bridge. The embankment behind the MSE wall contains 81,582 cubic yards of dirt, which is enough dirt to stretch 2 foot deep down “O” Street from the Harris Overpass to 84th Street. It is surcharging to allow proper settlement over the next several months. The next image shows the backfill completion around the pedestrian bridge/arena plaza shared pier. This project was awarded in phases, including a rough grading package that included the embankment and this one pier. The reason was that this pier was important and timing critical as it supports the elevated plaza being constructed by Mortenson and the pedestrian bridge structure will rest on this pier.

Yancey continued with a slide on the 7th and “Q” Street intersection, which was poured today and plans to open to the public next week. This will help with some congestion issues in the arena area. Another Core Area Roadway Project, Pinnacle Arena Drive looking to the north from “P” Street, was shown on the next slide. The nice weather has allowed progress on these projects ahead of schedule, and they will be pushing to make as much progress as possible before bad weather arrives. Regarding the area with Amtrak showing on the left, Clare questioned plans for that area. Yancey explained that there will eventually be a finished parking lot, streetscape, and a bike lane along Pinnacle Drive. The parking showing in the picture is temporary. Responding to Carroll, Yancey confirmed that there is a winter clause in the contract for paving.

The Parking Deck #1, the Hausmann Dunn Project, is on schedule. An included image shows the first pieces of precast erected for that garage.

The District Energy Commission piping is being installed immediately adjacent to the parking garage foundations. This connects to the arena and canopy lofts, as well as the future hotel project. A second image shows the piping down “Q” Street that will eventually connect the rail yard block.

An aerial picture taken on November 15 shows the enclosure of the arena and the roofing installation. A second aerial of the entire Haymarket Project site shows the progress overall. There is a topping out ceremony scheduled for next week. The event is by invitation only, but the general public has a chance to sign the final steel beam hoisted into place for the arena during tonight’s Husker basketball game at the Bob Devaney Center and from 4 to 7 p.m. at the December 7 First Friday Artwalk at Iron Horse Park, 7th and “Q” Street.

John Hinshaw, Mortenson Construction, reported on the Pinnacle Bank Arena progress. Hinshaw reported that they have worked 175 consecutive days without a recordable safety incident. Next week they will have a celebration for six months or 180 days without an incident. It is a large milestone achieved by the workforce, with an average of approximately 300 craft workers daily. Responding to an inquiry from Clare, Hinshaw estimated that national averages range in about 2-3 incidents for 200,000 hours worked. There are many different averages out there, but six months is well below any average without an incident.

As Hinshaw displayed another image, he detailed that the concrete superstructure continues with the image showing the pouring of the inner bowl footings. They continue with some slab on metal grade and slab on metal deck work, which is to be finished this month. The garage foundation work will be completed next week.

A summary of the milestones achieved include:

- 2nd Phase of structural precast has been started in the lower bowl
- Main roof structure is completed
- Metal deck on the main roof is completed
- All phases of exterior enclosure (roofing, metal panel work, curtainwall, etc.) are underway

Hinshaw showed a series of slides on the arena construction work, including:

- Erecting structural steel on east side of arena – left side shows glass and glazing where tracks were not and right side shows steel where tracks were and where arena is coming up now
- Worker detailing the curtainwall along “R” Street or entrance side of the arena
- Ironworker detailing the final connections on the structural roof steel
- Zinc metal panel installation facing south that will eventually wrap the entire drum. The red and green showing on the arena is not the final look. The red showing in the image is a water vapor barrier.
- Painter shown working on the interior corridor wall
- Waldinger workers installation of ductwork that is being flow into place -- the bowl duct is 88” in diameter.
- Falewich workers installing exterior sheathing on studs around arena perimeter
- Early morning deck shot of Mortenson workers installing concrete in main concourse to the east
- Actual finish on south smaller roof – main bowl roof is 30-40% complete. Expect main roof completion in two weeks. Smaller roof completion will continue through January.

Clare asked about the timing of the project. Hinshaw responded that they are on time. Yancey offered that they were also on budget.

Jane Kinsey, Watchdogs of Lincoln Government, questioned whether the same companies are being used that were used on the Antelope Valley Project, in which there were some issues. Beutler responded that whoever the contractors are they will be held responsible for doing good work. Even though there were issues on Antelope Valley, they were corrected at no additional cost to the City. Yancey responded that Mortenson is doing the arena construction and was not involved with Antelope Valley. She further detailed that third party inspectors were hired to oversee the work being completed so there are several layers of inspection. Beutler noted that there are other contractors involved on the infrastructure work surrounding the arena. Some of those may have been involved in Antelope Valley. He referred Kinsey to the Public Works Department for more details.

Item 5 -- Approval of October 2012 Payment Register

Steve Hubka, City Finance Director, presented the payment register for October 2012. Along with the Public Works bill, it is a total of \$12,963,268. As the work activity increases, the expenditures are also increasing.

Clare asked if we were on budget and if we were obtaining appropriate documentation from an audit standpoint. Hubka confirmed the project is on budget and that they are gathering the necessary signatures and/or documentation from an audit standpoint.

There was no public comment. Carroll moved approval of the payment register. Clare seconded the motion. Motion carried 3-0.

Item 6 -- Review of the October 2012 Expenditure Reports

Steve Hubka presented the job cost and operating expenditure report for October 2012. Hubka will be presenting some minor adjustments or reallocations at the next meeting. Clare asked what was considered minor changes. Hubka explained these are recognizing some additional funding sources and moving some dollars between categories. There are no changes that will affect the overall project budget.

There was no public comment.

Item 7 -- WH 12-63 Resolution to approve Change Order No. 2 to the Final Guaranteed Maximum Price Amendment to the Amended and Restated Construction Manager at Risk Contract with M.A. Mortenson for inclusion of hand dryers into their scope of work for an additional contract cost of \$126,255 and to establish \$156,929,246.00 as the revised amount of the Contract Sum.

Paula Yancey explained that this resolution was to approve Change Order No. 2 to the Mortenson/Hampton contract for \$126,255. This is to upgrade from paper towel dispensers to electric hand dryers in the public rest areas. After further evaluation, SMG and JPA feels like the savings in operational expenses and cleanup, as well as diversion of paper towel waste from the landfill, make this a better solution. The additional funding will come from the arena contingency dollars and will increase the GMP amount to \$156,929,246. Clare wondered why this was not anticipated earlier and what period would be needed to recoup the initial investment. Yancey explained that in the initial design cost of the building the goal was to stay under the \$150 million GMP. However, looking at long-term savings and how well we were doing currently on the budget, it was felt to be a worthwhile upgrade. Studies have shown it may pay for itself in 1.5 to 2 years. Clare asked again where the dollars would be from and, if the contingency fund, the balance remaining. Yancey confirmed it was from the contingency fund and that there is a balance of over \$5 million.

Jane Kinsey questioned the high expense for the hand dryers. Yancey explained there are a large number of public restrooms and this accounts for several high efficiency Dyson dryers in each one to cover the anticipated large volume of people using the dryers. This expense includes the power needed, the blocking in the walls to hang the dryers, the procurement, and subsequent installation of the dryers. The total cost is \$126,255. Kinsey stated she had used these dryers in some of the big cities and they appear to be the latest thing.

Being no public comment, Clare moved approval of the resolution. Carroll seconded the motion. Motion carried 3-0.

Item 8 -- WH 12-64 Resolution to approve the Agreement between the West Haymarket Joint Public Agency and Donald Lipski for Fabrication, Engineering, and Installation of Art Work to be known as the "Candy Box" at the Pinnacle Bank Arena.

Paula Yancey explained that this resolution was to approve an agreement with the artist for fabrication and installation of his piece of art for the arena lobby entitled "The Candy Box." The concept image was shown. The artist, Donald Lipski, will mold several pieces of chocolate in Lincoln or Nebraska focused imagery. Those pieces will be defined throughout the design process over the next several months. Mr. Lipski was selected by the West Haymarket Public Art Task Force. He was recommended for approval through the RFP process. The contract amount is \$317,000 funded entirely from the Civic

Art budget. There is a total of \$105 million included in the approved JPA budget for civic art. At Clare's request, Yancey detailed that this art piece is approximately 20' wide by 16' foot tall. The initial concept was to include eight to ten select pieces disbursed throughout the art. Some ideas shared were to include a diploma to represent the University, an animal to represent the agriculture in the State, some sort of sports ball; as well as various other items like a train or cowboy boot or a sower as on the Capitol Building. The exact components will be reviewed further to be sure they reflect the desired themes of Nebraska and Lincoln. Mr. Lipski was recently displaced from his home along the east coast due to Hurricane Sandy so it took a little bit to get the contract signed for today's meeting. His studio is okay and no delays are expected. Mr. Beutler asked Yancey to pass along best wishes and any condolences for any losses suffered.

Carroll moved approval of the resolution. Clare seconded the motion. Motion carried 3-0.

Item 9 -- WH 12-65 Resolution to approve an Agreement between the West Haymarket Joint Public Agency and IMG College, LLC for marketing of advertising and sponsorship rights at Pinnacle Bank Arena for a term of September 1, 2013 through June 30, 2021

Jeff Kirkpatrick, City Law Department, stated that this is a letter of agreement with IMG. They continue to work on a full contract and are close to completion, but this allows IMG to get started on their marketing for the coming year. This gives a guaranteed rate of return working with a nationally recognized company who, due to their current relationship with the University, has the knowledge of the community and has already established a relationship with many of the people with whom they will need to work. Carroll asked if the revenue stream fits with the budget as originally projected. Kirkpatrick responded that it does. Although not the maximum we had hoped for, it fits within what we need from this portion of the budget at this time to meet the goals. It also preserves some naming rights and our ability in certain areas to name something outside of this agreement. Clare understands it eliminates future potential conflicts on marketing rights, but questioned from a dollar standpoint if this meets the budget numbers put together. Kirkpatrick explained that it does meet our needs, but more importantly, it gives us a guaranteed return regardless of the economy or the future of what happens within the community of people. If interest drops off for any reason in the future, the risk is assumed by IMG through this contract. We would still be able to operate the arena knowing we have this guaranteed cash flow.

Dave Witte, Vice President/General Manager for Husker IMG Sports Marketing, explained that he has been in the market here six years. However, he has Lincoln ties back to 1912 with his grandparents moving here. Those working on the project all have local connections, which will be important as this moves forward, as well as the relationships with potential marketing partners that already exist. They will be offering multiple possible exposures for the business community. They want to offer a wide range of levels of entry into the arena for the possible sponsors to make sure everyone feels included.

Jane Kinsey asked if anyone was signed up so far or in the wings waiting to sign. Witte has been waiting for approval. There is nothing eminent, but there is lots of interest. They are confident and want to be sure they have the right partners and mix. They would get JPA approval on any partners. Carroll stated it would be premature to name anyone at this time that may require future negotiations. However, the University has national companies who have partnerships through sports programs. Clare further stated the benefit of this contract is that the JPA will not have to assume the risk to sell that marketing as IMG would guarantee a payment. Witte confirmed that his company guarantees the money. Beutler thanked IMG for their work to date and hopes they are satisfied as well. Witte confirmed that they are pleased with the opportunity and it is good for the JPA to relieve the risk.

Clare moved approval of the resolution. Carroll seconded the motion. Motion carried 3-0.

Item 10 -- WH 12-66 Resolution to approve an Agreement between the West Haymarket Joint Public Agency and Dimensional Innovations for the Haymarket Pedestrian Bridge Aesthetic Design

Paula Yancey introduced the resolution to approve the Dimensional Innovations contract for the fabrication and installation of the pedestrian bridge aesthetic elements. As released previously through the media, it will spell out the word "Lincoln." This went through the City Purchasing RFP process. The contract amount is \$2,456,350 for all the work including fencing, aesthetic components, and the storyboard development along the inside of the bridge. Carroll asked if Yancey has dealt with this company. Yancey confirmed they had used the company previously and they were always pleased. They do high quality work on time and on budget. Clare asked if you would be able to see the letters on the backside. Yancey said they will be working on what can be seen from what direction. It will spell Lincoln on the top as well and will be lit up so it can be seen from Google maps or from an overhead blimp.

Carroll moved approval of the resolution. Clare seconded the motion. Motion carried 3-0.

Item 11 -- Set Next Meeting Date

The next meeting date is set for Tuesday, December 18, 2012 at 3:00 p.m. in City Council Chambers Room 112

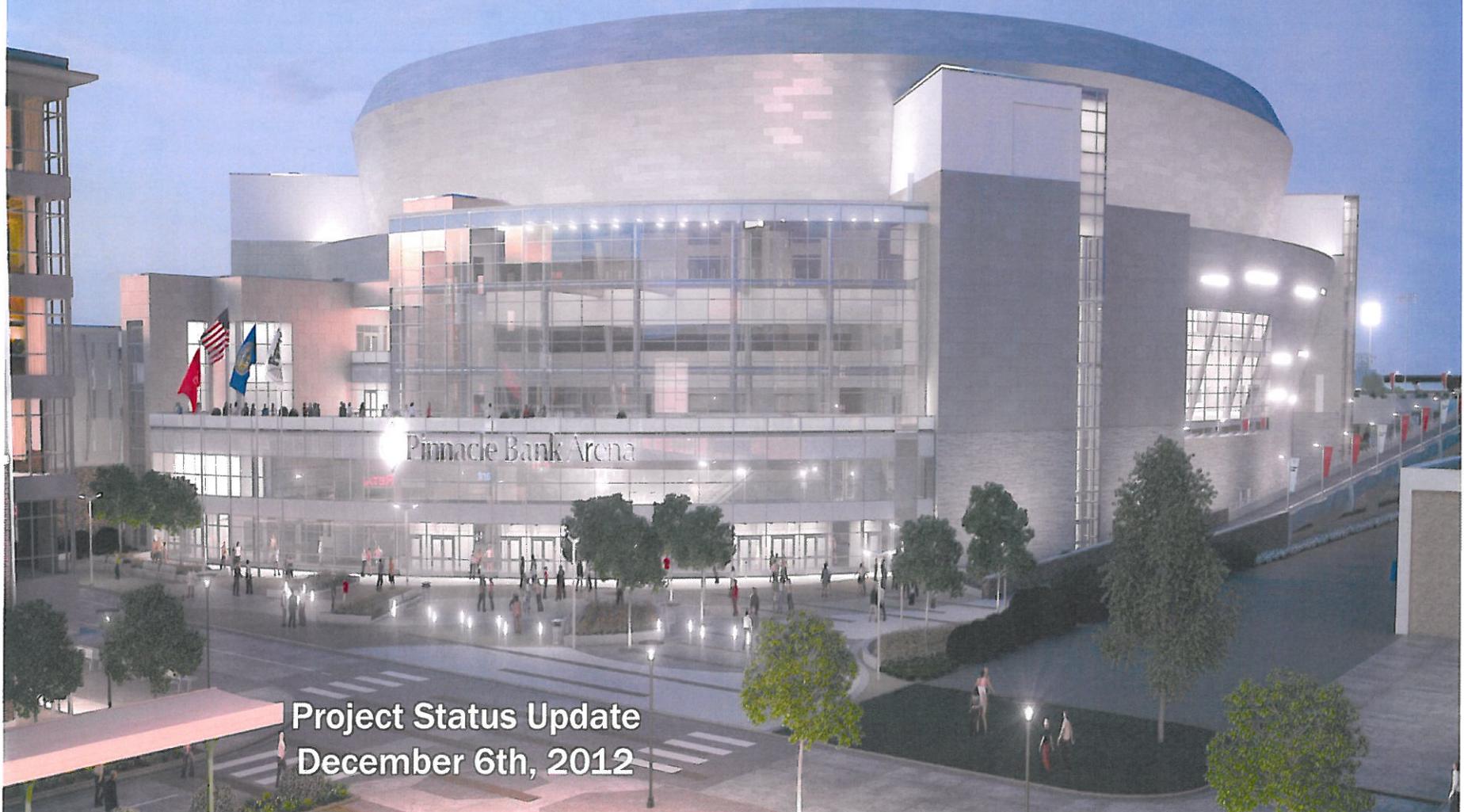
Item 12 -- Motion to Adjourn

Carroll made a motion to adjourn the meeting. Clare seconded the motion. Motion carried 3-0. The meeting adjourned at 3:42 P.M.

Prepared by: Pam Gadeken, Public Works and Utilities

 **Pinnacle Bank Arena**

WEST HAYMARKET REDEVELOPMENT PROJECTS



**Project Status Update
December 6th, 2012**

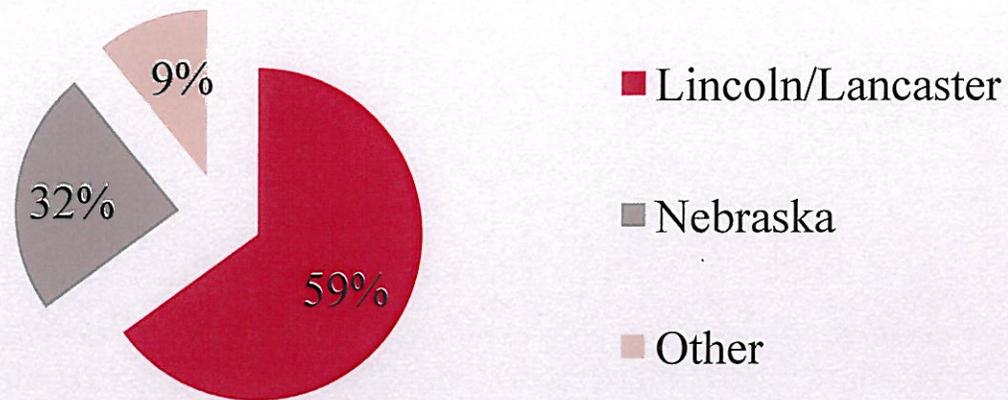
West Haymarket Local Participation Report All Workers – Including Engineering and Professional Services Through October / November 2012

	Total	Percentages
Lincoln/Lancaster County	1199	58%
Nebraska	630	31%
Other	236	11%
	2065	100%



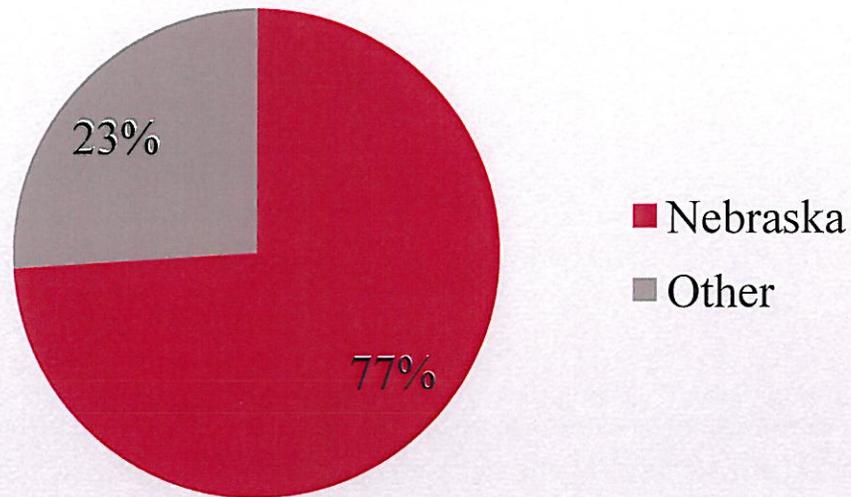
West Haymarket Local Participation Report Davis Bacon Construction Employees Through October / November 2012

	Total	Percentages
Lincoln/Lancaster County	1,056	59%
Nebraska	575	32%
Other	153	9%
	1727	100%



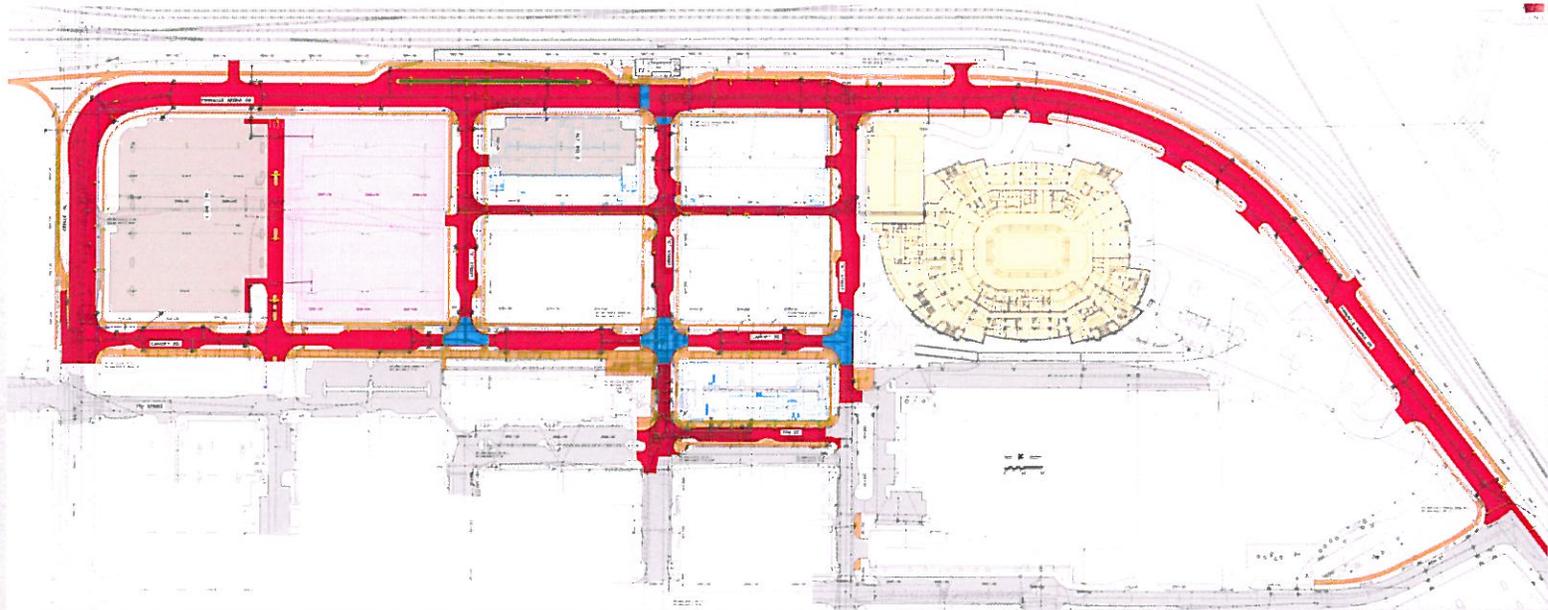
West Haymarket Company Participation

	Total	Percentage
Nebraska Firms	242	77%
Other	74	23%
	316	100%



\$140 Million
Nebraska Dollars
out of \$193 Million

Infrastructure Progress



VIEW OF ARENA FROM FUTURE EAST SIDE LANDING PEDESTRIAN BRIDGE



CREW INSTALLING FINAL ELEMENTS OF BRIDGE MSE WALL



COMPLETING BACKFILL AROUND PEDESTRIAN BRIDGE / ARENA PLAZA SHARED PIER



2012/12/04

VIEW OF ARENA AND FUTURE LOFTS FROM 7TH & "Q" INTERSECTION



PINNACLE ARENA DRIVE LOOKING NORTH FROM "P" STREET

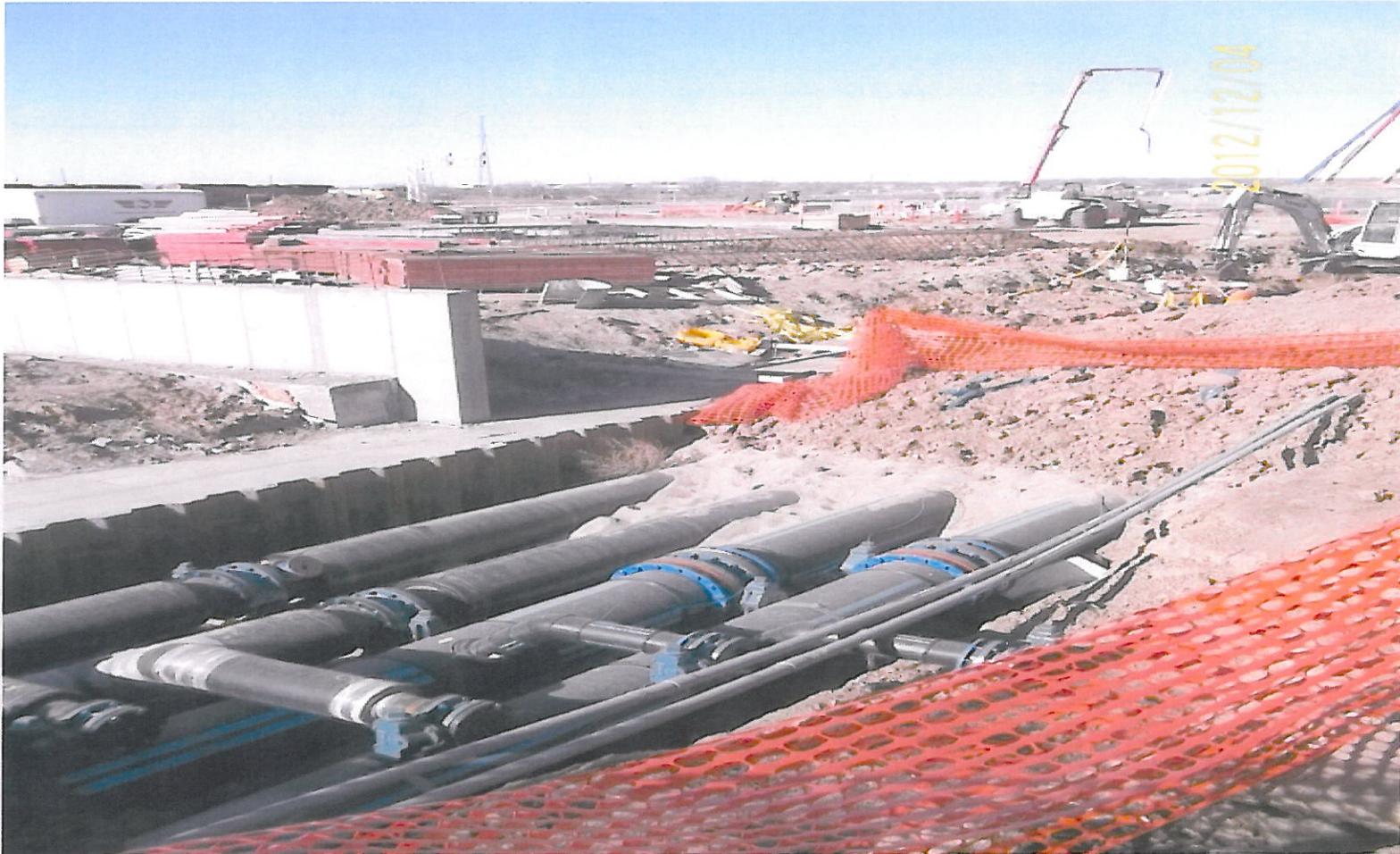


2012/12/04

FIRST PIECES OF PRECAST ON JPA PARKING DECK #1



DEC PIPING IMMEDIATELY ADJACENT TO PARKING GARAGE FOUNDATIONS



DEC PIPING TRENCH UNDERNEATH FUTURE "Q" STREET



AERIAL 11-15-2012



11-15-12

AERIAL
11-15-2012





**Public invited
to sign the
final steel
beam hoisted
into place for
the Pinnacle
Bank Arena.**

- Thursday, Dec. 6 at the Bob Devaney Sports Center prior to and during halftime of the Huskers basketball game with Creighton. The will be in the Hendricks Training Complex lobby beginning at 6 p.m.. A Game ticket is required for entry.
- Friday, Dec. 7, at Iron Horse Park, 7th & Q streets, from 4 to 7 p.m. Stop by during the First Friday Artwalk.

Pinnacle Bank Arena Public Beam Signing



Presentation to the JPA

 **Pinnacle Bank Arena**

December 6, 2012

Safety

- Worked 175 consecutive days without a safety incident
- The Project averages over 300 Craft Workers daily



Concrete Superstructure

- The concrete work continues with Slab on Grade and Slab on Metal Deck
- Garage Foundations have been poured, work continues on Garage walls





Milestones Achieved

- **2nd Phase of Structural Precast is started**
- **Main Roof Structure Complete**
- **Metal Deck on Main Roof Complete**
- **All Phases of Exterior Enclosure Released**

Erecting Structural Steel



Detailing Curtainwall at Entry along R Street



Detailing Roof Structural Steel



Metal Panel Installation



Painting Interior Corridors



Bowl ductwork being flown into Place



Installing Exterior Sheathing at a Stair Tower



Early Morning Slab on Metal Deck Pour



Installing Roofing

