

CRWD Fused 2/9/09

FINANCE PLAN REPORT JULY 9, 2009

Status Report on Capital Funding
Loan Application Process, Potential Alternatives
And Financial Modeling

RRIF Status Update

- All application material reviewed by FRA consultant
- Project and analysis organized into segments or categories
- Initial list of additional data received; most involve existing draft documents, financial worksheets and reports
- Consultant still developing understanding of DUSPA as an entity and relationship to other parties
- Conference call(s) scheduled to review organizational relationships, project elements and finance plan basics
- 90 day clock not running, but may be moot as long as loan review actively underway and going forward

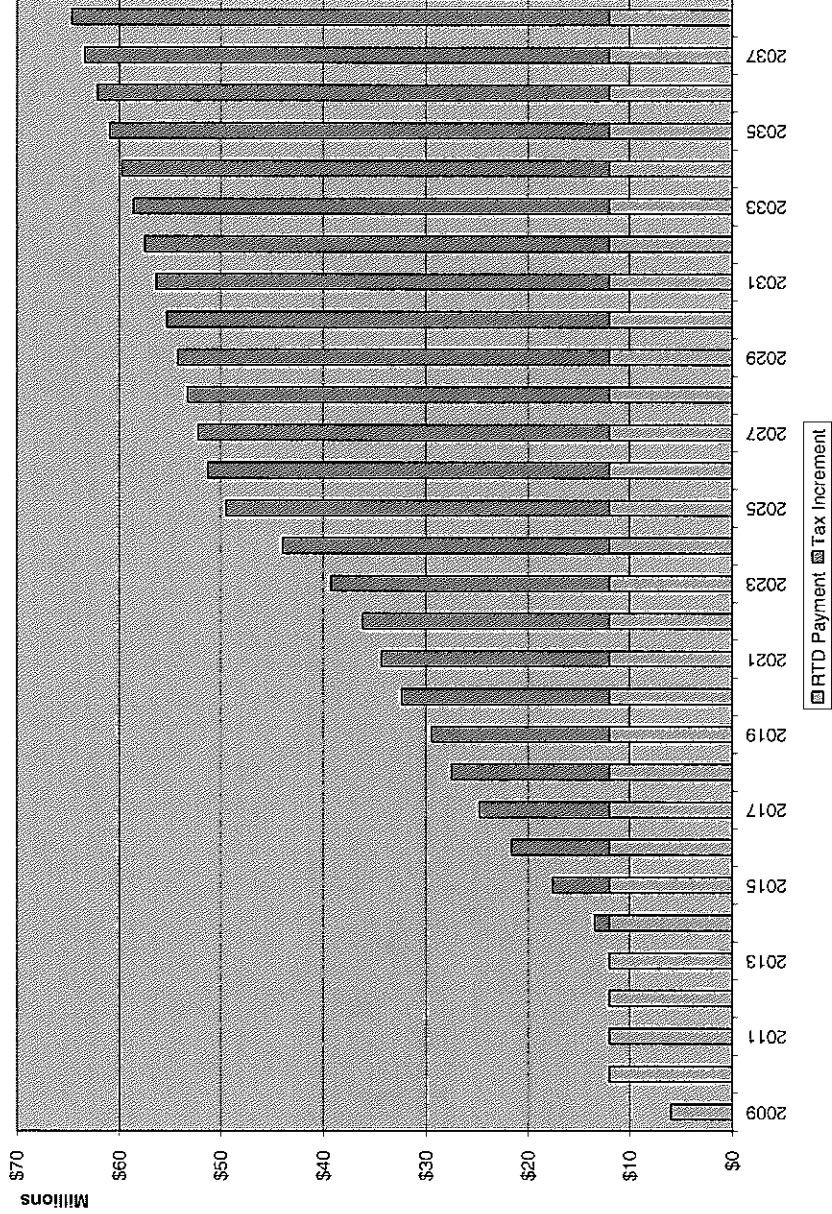
Sources & Uses

Source	Description	Amount
FHWA	PNRS	\$45 M
FTA	5309/ SAFETEA-LU	\$9.3 M
CDOT	SB-1	\$17.3 M
DRCOG	TIP funds	\$2.5 M
	Stimulus (ARRA) grant	\$18.6 M
RTD	Stimulus (ARRA) grant	\$9.8 M
	Property sales proceeds	\$38.5 M
	Estimated \$ spent to date	\$40 M
Total		\$181 M
Estimated Project Cost		\$500 M
Required Financing		\$319 M

[illegible]

Projected Annual Revenue

- Fundamental problem is insufficient investment grade revenue
- RTD payment is investment grade (\$12 M/year)
- Adequate tax increment projected, but speculative revenue in early years



Issues/Questions

■ TIFIA

- What is a credit subsidy
 - This is a payment that is very similar to a commercial bank's loan reserve requirement due upon closing of a TIFIA loan
 - Normally, TIFIA receives annual budget authority through the Highway Trust Fund to cover this amount for each individual loan
 - Rough average is 10% of loan request (i.e. \$155 M loan = \$15 M subsidy/budget authority) but is dependent on credit profile of the loan
 - TIFIA has statutory ability to allow a borrower to pay subsidy
- Currently requesting TIFIA to explore possibility of DUSPA paying the credit subsidy
 - Will TIFIA & OMB allow for this payment
 - If so, will this provide for a separate application process from TIGER & can this be achieved simultaneously with RRIF approval
 - What is the credit subsidy amount & can DUSPA afford to pay
- If DUSPA not allowed to pay subsidy then any request for TIFIA loan funds would need to be done through the TIGER approval process
 - Estimated approval would be in Q1 2010

Issues/Questions

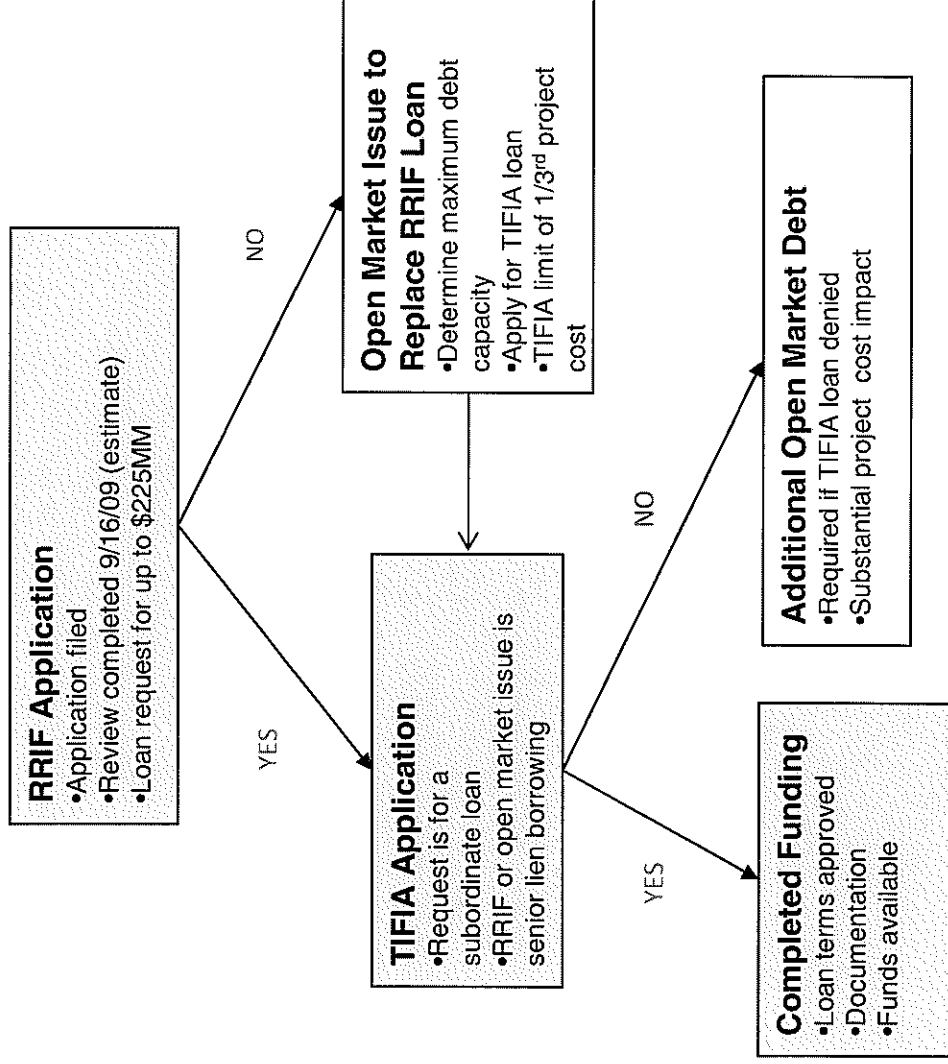
■ RRIF

- Independent financial advisor (IFA) is currently reviewing submitted material
- Approval expected in Sept/Oct 2009, contingent upon demonstration of a fully funded project (with or without TIFIA)
- Current plan assumes RRIF in senior-lien position (w/ TIFIA)
 - What impact would the capital markets scenario have on that position & would any change impact term sheet negotiation (or approval)
- Will the full request (\$225 M) be approved
 - Not a material impact if combined w/ TIFIA, but would impact capital markets scenario

■ Capital markets/RRIF scenario

- May not be able to fund the current budget
- Impact of current lawsuit on capital markets issuance
- RRIF loan size would need to increase to full requested amount (\$225 M) which would remove the investment grade rating and increase the credit subsidy

Capital Funding Sequence and Potential Outcomes



June '09	RRIF application fee paid; independent advisor retained to begin review
June '09	TIFIA asked to approve loan application with DUSPA funding credit risk premium
August '09	Prepare TIGER request for project grant and TIGER TIFIA loan request
Sep 15 '09	TIGER applications due
Sep 15 '09	Estimated date RRIF review completed
Oct/Nov '09	TIFIA loan review complete if started during Aug '09
Feb '10	TIGER awards released

Base Case – RRIF and TIFIA Loans

■ Description of Option

- The Base Case plan is the preferred funding program that utilizes \$165 million from the FRA's RRIF loan program together with \$155 million from a TIFIA loan

■ Funding Level

- \$320 million in loan proceeds. Fully funds current budget

■ Comments

- RRIF fully engaged in loan review
- FRA consultant is an approved TIFIA consultant as well
- TIFIA asked to process loan with DUSPA paying credit risk premium
- RRIF as senior loan with investment grade rating

Alternative 1 – RRIF and Open Market Bonds

■ Description of Option

- This funding program utilizes \$175 million from the FRA's RRIF loan program and combines these funds with proceeds from an open market borrowing. Option utilized if no TIFIA loan is secured

■ Funding Level

- \$175 to \$225 million in RRIF loan proceeds. Open market debt of between \$60 and \$90. Funding range of \$235 to \$315

■ Comments

- RRIF loan of over \$175 million substantially increases credit risk premium. Increased cost is about \$14 million. Reduces construction period cash flow for interest expense
- Size of open market borrowing heavily dependent on outside credit support
- Revenue constraint 2014 to 2018 is biggest impediment to size of open market bond issue. Requires capitalized interest or deferred interest structure

Alternative 2 – Open Market Bonds and TIFIA

■ Description of Option

- This funding program utilizes \$155 million from the TIFIA loan program and combines these funds with proceeds from an open market borrowing. Option utilized in the event RRIF declines to fund but TIFIA loan is secured

■ Funding Level

- Open market debt of \$185 million produces \$155 to \$160 million in construction proceeds. Combined with \$155 million in TIFIA produces \$310 to \$315 million for a \$5 to \$10 million shortfall

■ Comments

- Open market debt assumed to be senior lien and backed by City moral obligation. Annual debt service below \$12 million and covered by RTD payment
- TIFIA placed in customary subordinate position, entirely dependent on TIF funds for debt payments
- TIFIA may require some credit support, such as guarantee of interest payments
- Potential variation is to use this structure with RRIF loan
- TIFIA limited to 33% of Federal project cost

Alternative 3 – Open Market Bonds

■ Description of Option

- This funding program results from both federal loans being denied and all borrowings are based on bonds sold to traditional capital market investors

■ Funding Level

- Difficult to project. Low estimate of \$240 million to upper level of \$275 million. Funding shortfall of \$45 to \$80 million

■ Comments

- Substantial number of variables not fully known until time of debt offering (prevailing interest rates, appetite among buyers, nature of credit support, if any, status of real estate market, etc.)
- Numerous debt structures and security options
- Lengthy offering process prone to restructuring proposed debt structure
- Potential funding estimate subject to significant revision

Comparison of Funding Levels

Funds Source	Base Case	Alternative 1	Alternative 2	Alternative 3*
RRIF	\$165	\$175 - \$225	\$0	\$0
TIFIA	\$155	\$0	\$155	\$0
Open Mkt.	\$0	\$60- \$90	\$155	\$240* - \$275*
Total	\$320	\$235 - \$315	\$310	\$240* - \$275*
Construction Shortfall	\$0	\$5 - \$85	\$10	\$45 - \$80

* Assumes this alternative is feasible given the current financial markets

Next Steps

- Begin preparing TIFIA application (would work for both TIGER & TIFIA process)
- Begin preparing TIGER grant application within next 30 days
- Creation of finance sub-committee
 - Begin budget cost reduction plan (construction “plan B”)
 - Reviewing basic loan credit and security features
 - Prepare plan for \$3 M loan repayment
 - Proposed committee members:
 - RTD
 - CDOT
 - DRCOG
 - City of Denver
 - Don Hunt

Bill Moshen
7/9



July 9, 2009

DENVER UNION STATION PROJECT AUTHORITY
1200 SEVENTEENTH STREET
SUITE 1500
DENVER, COLORADO 80202
303.899.7300

Mr. Christopher Loeffler
Kiewit Western Company
7926 S. Platte Canyon Road
Littleton, CO 80128

Dear Christopher:

Pursuant to Section 2.2.4 of the Design-Build Agreement, this letter serves as a **REVISED** limited Notice to Proceed with certain aspects of the Pre-Construction Phase and the Construction Phase of the Denver Union Station Redevelopment Project. This letter **SUPERCEDES** the letter I sent you on May 5, 2009, as this letter revises the scope of work that you are authorized to complete with the \$40,000,000 advance. Therefore, subject to the conditions set forth in this letter, you are authorized to continue work on the activities listed in the document attached hereto. The scope of work attached hereto is in accordance with scenario 2B of potential reallocations of the LNTP funds, as presented to the DUSPA Board on June 25, 2009. Generally speaking, this scenario involved stretching the advance so it would last until approximately December 15, 2009, and involved no field construction work other than the installation of the 24" temporary water line to replace the 30" existing permanent line in Wewatta Street.

As you are aware, the Denver Union Station Project Authority Board has made \$40,000,000 available to commence certain aspects of the Work. You are hereby authorized to obligate, commit, or spend an amount up to \$34,832,212 of this advanced amount, as \$5,166,894 will be expended on "non-Kiewit Tasks." This money is a source of the American Recovery and Reinvestment Act (ARRA – stimulus funds) and the RTD contingency reserve. As such, we must ensure that these funds are only spent on those tasks and activities that are eligible for federal funds. Attached to this letter you will find a list of these approved tasks and activities, with an approximate amount to be spent; however, the attached list is not a line-item budget. This list was developed jointly by Mike Sullivan from DUSPA, Tim Mackin, Darren Rolle, and Stu Nyland of Kiewit and was approved by Jerry Nery of RTD.

Without written direction to the contrary, you are only authorized to spend money on these activities, up to the approximate values of \$34,832,212 shown as "Kiewit Tasks." Contingent upon additional funding being secured for the Project, you will be issued subsequent Notices to Proceed. Should the additional funding not be secured for any reason, you must cease work, leaving enough funds remaining out of the "Kiewit Tasks" for any potential demobilization, re-stocking fees, and to pay any required contract breakup fees that you may have entered into or to pay for other termination liabilities. This potential demobilization is currently itemized in the amount of \$2,000,000.

Please indicate your understanding of the terms and conditions of this Notice to Proceed by signing two originals of this letter. One is for Kiewit's files and the second is for DUSPA's files.

Thank you for your hard work up to this point. We are looking forward to this very exciting project, and the new relationships and opportunities that it will create.

Sincerely,

Elbra Wedgeworth
President

Agreed and Accepted –Kiewit Western Co., by Christopher Loeffler

Approved Activities for the Limited Notice to Proceed with Construction Fees

Revised Scope of Work for LNTP Thru December 15, 2009

Non-Kiewit Costs

OCIP WC Down Payment	\$175,000
OCIP GL Down Payment	\$166,894
OCIP Initial Loss Fund	\$200,000
OCIP Umbrella Policy Down Payment	\$900,000
Directors & Officers Insurance	\$0
Contractors Pollution Coverage	\$150,000
Builders Risk Policy	\$775,000
Legal Fees	\$0
Build Out of RTD Space & Window Replacement (Suite 250)	\$500,000
Owners Rep Fees	\$0
Permits & Fees	\$300,000
Owner's Contingency & Other Costs	\$2,000,000
Subtotal	\$5,166,894

Kiewit Costs

A & E	\$11,000,000
Project Specific Errors & Omissions	\$200,000
Subsurface Investigation	\$500,000
Kiewit Bond	\$5,000
Mobilization Costs	\$1,500,000
Laydown and Staging Yard Set Up	\$25,000
Fencing	\$50,000
Land Rent	\$475,000
Office Demo/TI	\$850,000
Office Equipment	\$750,000
Temp Power/Water	\$400,000
Trailers	\$425,000
Shoring Design	\$50,000
Erosion Control Activities	\$100,000
Security	\$40,000
Wewatta Water Line Temp relocate (24")	\$400,000
Amtrak Temp Facility Rental	\$250,000
Amtrak Temp Facility TI Build Out	\$500,000
Sub-Contractor Costs (NTE)	\$4,950,000
Partnering Sessions	\$100,000
Contingency	\$1,000,000
General Conditions	\$4,800,000
Potential Demobilization	\$2,000,000
Kiewit G & A (6.5%)	\$2,002,000
Subtotal	\$32,372,000
Kiewit Fee (7.5%)	\$2,460,212
Subtotal	\$34,832,212
Total	\$39,999,106

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Outstanding Critical Issues for Denver Union Station

As of July 8, 2009

A. Administrative Issues

- | | | |
|---------------|----|---|
| RTD | 1 | Funding of Draw Request Number One |
| All | 2 | Re-allocation of LNTP Scope |
| DUSPA | 3 | Final/Updated Budget |
| CCD | 4 | Finance Plan: Finalize, Submit, Approval for TIFIA/RRIF Loan by DOT |
| KIEWIT | 5 | Base Schedule |
| CCD/KIEWIT | 6 | Work Stoppage Notification |
| RTD | 7 | Finalize Major Encumbrance Permit |
| DUSPA/H&H | 8 | Coordination Agreements with DUSPA |
| | | *CDOT (CDOT Scope Revision to SB-1) |
| | | *USNC |
| | | *Owners Rep Agreement |
| RTD/DUSPA/CCD | 9 | Work Breakdown Structure/Cost Coding/Revised Cash Flows |
| All | 10 | IDC for Bus Box? |
| DUSPA | 11 | Agreement between DUSPA and CPV regarding infrastructure improvements |
| CCD | 12 | Amount owed for permits (need back-up) |
| CCD/USNC | 13 | Historic Assessment Grant |
| RTD | 14 | TVA Grant |
| All | 15 | Partnering Session |

B. Construction Issues

- | | | |
|--------------|----|--|
| CCD/KIEWIT | 16 | Structural Loading Criteria – Bus Box Lid (HL93 vs HS20) |
| DUSPA/KIEWIT | 17 | Construction Easement with Sunshine Development |
| DUSPA | 18 | Finalize Public Information Plan - RFP |
| RTD/DUSPA | 19 | AMTRAK Issues / Light Bulb Supply (Revised MOU) |
| RTD | 20 | Utility Relocation Agreements |
| RTD | 21 | Secure 18 th Street Alignment (legal description?) |
| RTD | 22 | PUC for Tail Track removal |
| RTD | 23 | 404 Permit |
| RTD | 24 | Track 7 Structural Design (need to know what impact factor to design to) |
| CCD | 25 | Bus Terminal Exhaust Stack |

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**DENVER UNION STATION PROJECT AUTHORITY
STATEMENT OF NET SURPLUS IN ASSETS
AS OF JUNE 30, 2009**

ASSETS

Current Assets:

Cash - Vectra (Pre-Development Account)	1,858,132
Cash - Vectra (Construction Account)	0
Accounts Receivable	0
Total Current Assets	<u>1,858,132</u>

Non-Current Assets:

Capital Assets (Paid)	142,156
Capital Assets (Accrued)	1,819,470
Total Non-Current Assets	<u>1,961,626</u>
Total Assets	<u><u>3,819,758</u></u>

LIABILITIES AND NET SURPLUS IN ASSETS

Current Liabilities:

Accounts Payable - Draw #1	1,819,470
Accrued Liabilities	0
Loan Payable - City & County Of Denver	500,000
Loan Payable - RTD	1,500,000
Total Current Liabilities	<u>3,819,470</u>

Non-Current Liabilities:

Bonds Payable	0
Total Liabilities	<u>3,819,470</u>

Net Surplus In Assets:

Invested in Capital Assets, Net of Related Debt	0
Restricted	0
Unrestricted	288
Total Surplus in Assets	<u>288</u>
Total Liabilities and Net Surplus in Assets	<u><u>3,819,758</u></u>

DENVER UNION STATION PROJECT AUTHORITY
STATEMENT OF REVENUE, EXPENSES, AND CHANGES IN NET ASSETS
FOR THE TWO MONTHS ENDED JUNE 30, 2009

Operating Revenues (Expenses)

Misc Operating Revenues	0
Misc Operating Expenses	<u>0</u>
Net Operating Income	<u>0</u>

Nonoperating Revenue (Expenses)

Interest Income	288
Bank Charges	<u>0</u>
Net Nonoperating Income	<u>288</u>

Increase In Net Assets 288

Net Surplus In Assets at March 31, 2009 0

Net Assets At June 30, 2009 288

**DENVER UNION STATION PROJECT AUTHORITY
STATEMENT OF CASH FLOWS
FOR THE TWO MONTHS ENDED JUNE 30, 2009**

Cash Flows From Nonoperating Activities

Interest Received	288
General & Administrative Expenses	0
Net Cash Provided By Nonoperating Activities	<u>288</u>

Cash Flows From Capital and Related Financing Activities

Loans From Cify & County Of Denver	500,000
Loans From RTD	1,500,000
Payments For Capital Assets	<u>(142,156)</u>
Net Cash Provided By Capital and Related Financing Activities	<u>1,857,844</u>

Net Increase (Decrease) In Cash	1,858,132
Cash, March 31, 2009	<u>0</u>
Cash, June 30, 2009	<u>1,858,132</u>

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DUSPA Organizational Budget

Project Cost Tracking

CHECK OK

Development Budget

Category	Initial Budget	Revisions	Revised Budget	K Amount	Non-K Est	Pd To Date	Est To Compl	Td Forecast	Variance
Hard Costs									
	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
Hard Cost Contingency	0	0	0	0	0	0	0	0	0
Total Hard Costs	0	0	0	0	0	0	0	0	0
Soft Costs									
TIFIA Application Fee	30,000	0	30,000	0	30,000	0	30,000	30,000	0
TIFIA Transaction Fee	300,000	0	300,000	0	300,000	0	300,000	300,000	0
TIFIA Processing Fee	75,000	0	75,000	0	75,000	0	75,000	75,000	0
TIFIA Project Monitoring Fee	40,000	0	40,000	0	40,000	0	40,000	40,000	0
TIFIA Annual Service Fee	11,000	0	11,000	0	11,000	0	11,000	11,000	0
RRIF Application Fee	200,000	0	200,000	0	200,000	85,000	115,000	200,000	0
S&P Rating Fee	100,000	0	100,000	0	100,000	0	100,000	100,000	0
Financial Advisor	105,000	0	105,000	0	105,000	0	105,000	105,000	0
D & O Insurance	60,000	0	60,000	0	57,156	57,156	0	57,156	2,844
Legal Fees Thru 4/30/09	500,000	0	500,000	0	500,000	0	500,000	500,000	0
Legal Fees - May, 2009	100,000	0	100,000	0	100,000	0	100,000	100,000	0
Owners Rep, Jan - Apr, 2009	200,000	0	200,000	0	200,000	0	200,000	200,000	0
Owner's Rep - May, 2009	75,000	0	75,000	0	75,000	0	75,000	75,000	0
Developer Fee, Jan - Apr, 2009	700,000	0	700,000	0	700,000	0	700,000	700,000	0
Peer Design Review	12,500	0	12,500	0	12,500	0	12,500	12,500	0
Historic Assessment Grant Match	30,000	0	30,000	0	30,000	0	30,000	30,000	0
Public Process	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	0	0	0	0	0
Interest Income	0	0	0	0	0	0	0	0	0
Soft Cost Contingency	461,500	0	461,500	0	0	0	0	0	461,500
Total Soft Costs	3,000,000	0	3,000,000	0	2,535,656	142,156	2,393,500	2,535,656	464,344
Total Project Costs	3,000,000	0	3,000,000	0	2,535,656	142,156	2,393,500	2,535,656	464,344
			Check	0	0	0			

Notes

Reconciliation To Books	
Loan From CCD	500,000
Loan From RTD	1,500,000
Interest Income	288
A/P at 5/31/09	0
	0
	0
Total Sources Per Books	2,000,288
Total Costs Per Tracking	142,156
Cash On Hand at 6/30/09 (Pre-Development Account)	1,858,132

DUSPA Organizational Budget
Project Cost Tracking

CHECK	OK
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Detail By Vendor

Vendor	Category	K Amount	Non-K Est	Pd To Date	Est To Compl	Ttl Forecast	Comments
Marsh	D & O Insurance ▼	57,156	57,156	57,156	0	57,156	thru 5/1/10
Federal RR Admin	RRIF Application Fee ▼	85,000	85,000	85,000	0	85,000	
TIFIA Application Fee	TIFIA Application Fee ▼	30,000	0	30,000	30,000	30,000	
TIFIA Transaction Fee	TIFIA Transaction Fee ▼	300,000	0	300,000	300,000	300,000	
TIFIA Processing Fee	TIFIA Processing Fee ▼	75,000	0	75,000	75,000	75,000	
TIFIA Project Monitoring Fee	TIFIA Project Monitoring ▼	40,000	0	40,000	40,000	40,000	
TIFIA Annual Service Fee	TIFIA Annual Service Fee ▼	11,000	0	11,000	11,000	11,000	
RRIF Application Fee	RRIF Application Fee ▼	115,000	0	115,000	115,000	115,000	
S&P Rating Fee	S&P Rating Fee ▼	100,000	0	100,000	100,000	100,000	
Financial Advisor	Financial Advisor ▼	105,000	0	105,000	105,000	105,000	
Legal Fees Thru 4/30/09	Legal Fees Thru 4/30/09 ▼	500,000	0	500,000	500,000	500,000	
Legal Fees - May, 2009	Legal Fees - May, 2009 ▼	100,000	0	100,000	100,000	100,000	
Owners Rep, Jan - Apr, 2009	Owners Rep, Jan - Apr, 2 ▼	200,000	0	200,000	200,000	200,000	
Owner's Rep - May, 2009	Owner's Rep - May, 2009 ▼	75,000	0	75,000	75,000	75,000	
Developer Fee, Jan - Apr, 2009	Developer Fee, Jan - Apr ▼	700,000	0	700,000	700,000	700,000	
Peer Design Review	Peer Design Review ▼	12,500	0	12,500	12,500	12,500	
Historic Assessment Grant Match	Historic Assessment Grant ▼	30,000	0	30,000	30,000	30,000	
Public Process	Public Process ▼	0	0	0	0	0	
	▼	0	0	0	0	0	
	▼	0	0	0	0	0	
	▼	0	0	0	0	0	
	▼	0	0	0	0	0	
	▼				0	0	
	▼				0	0	
	▼				0	0	
	▼				0	0	
	▼				0	0	
	▼				0	0	
	▼				0	0	
Bank Fees	Bank Fees ▼	0	0	0	0	0	
Interest Income	Interest Income ▼	0	0	0	0	0	
Soft Cost Contingency	Soft Cost Contingency ▼	0	0	0	0	0	
		0	2,535,656	142,156	2,393,500	2,535,656	
Check		0	0	0	0	0	

**REQUEST FOR QUALIFICATIONS for
PUBLIC OUTREACH CONSULTANT SERVICES
DENVER UNION STATION PROJECT AUTHORITY**

I. Background:

The Denver Union Station Project Authority (the "Authority") is an independent Colorado, non-profit corporation established pursuant to the Colorado Revised Nonprofit Corporation Act, and created for the purpose of financing, acquiring, owning, equipping, designing, constructing, renovating, operating, maintaining and taking any action that a Colorado nonprofit corporation may take with respect to the Denver Union Station project (the "Project" as defined below). Denver Union Station ("DUS"), situated adjacent to the City of Denver's lower downtown, is being redeveloped as a multimodal, transit oriented development that will serve as the future regional transportation hub connecting commuter rail, light rail transit, bus rapid transit, regularly scheduled bus service and other related transportation services in the Denver metropolitan area (the "Project"). The Project will include the design and construction of the DUS facility, track, and other transit-related infrastructure, intercity bus facilities, and rail projects involving the design and construction of intercity passenger rail facilities. Related vertical development activities, although not a part of the Project, will be an important component of the primary redevelopment efforts.

In May 2002, the City and County of Denver (the "City"), the Regional Transportation District ("RTD"), the Colorado Department of Transportation ("CDOT") and the Denver Regional Council of Governments ("DRCOG") (collectively, the "Partner Agencies" and individually, a "Partner Agency") initiated the Project and agreed to develop a Master Plan and to prepare an Environmental Impact Statement ("EIS") for the Project.

The City recently organized and authorized the Authority, pursuant to Ordinance 334, Series of 2008 for the purposes set forth above. A thirteen-member board of directors for the Authority has been appointed, providing representation of each of the Partner Agencies and the general public.

DUSPA, the City, RTD, CDOT, the DUS Metropolitan Districts (that were formed to support the Project), and the developer for the Project, Union Station Neighborhood Company ("USNC") have entered or will shortly enter into redevelopment and cooperation agreements that frame the development duties and responsibilities of the Partner Agencies, the DUS Metropolitan Districts, and USNC that are necessary to complete the Project. The Authority also has entered into a design-build contract with Kiewit to complete all transit and public space improvements. The Authority retained Trammell Crow Company (the "Owner's Representative") to manage the Kiewit contract and other project obligations of the Authority. The Owner's Representative will coordinate its construction management activities with RTD, the DUS Metropolitan Districts, the City and USNC. USNC will serve as the contracting party with respect to those elements of the Project that are categorized as "private/vertical" development activities. Additionally, the Authority intends to contract with a separate entity for the management of public spaces once the

Project is complete. In addition, several metropolitan districts have been established for the purpose of financing, constructing and managing those portions of the Project related to construction, maintenance and operation of public infrastructure improvements within the DUS Metropolitan District areas.

The purpose of this Request for Qualifications ("RFQ") is to obtain general statements of qualifications and expressions of interest in working with the Authority from firms or individuals who are qualified to provide and interested in providing public outreach and information with respect to the Project. More detailed information about the Project may be found at: <http://www.denverunionstation.org>.

II. Scope of Services

DUSPA intends to engage the services of a professional public outreach consultant (the "Consultant") with expertise in the following areas in connection with large, publicly used transportation and development projects:

- Public Information
- Stakeholder Outreach
- General Public Outreach
- Government Relations
- Messaging
- Issue Management
- Media Relations
- Crisis Management
- Website Administration
- Graphics/Presentations
- Speakers Bureau
- Special events

The Consultant will work with the Owner's Representative to provide coordination among the various public information programs in connection with the project. Kiewit, as the contractor, will be responsible for project construction information. USNC, as the developer, will be responsible for information regarding the private development. Although overlap is inevitable, RTD will be responsible for information regarding FasTracks. Coordination among these entities will be a critical part of the Consultant's work.

Firms and individuals responding to this RFQ may wish to subcontract some of these tasks to others, or firms and individuals may wish to respond as teams. DUSPA will consider responses that use either approach; however, responses should be very clear as to how responsibilities will be assigned and the experience of the firms/individuals that are assigned to those responsibilities.

DUSPA expects that all responses will address the way in which ethnic, racial, gender and other diversities will be achieved on the project.

Question

During the development of the current plan for Denver Union Station, a comprehensive public outreach program was on-going. That program ended when the General Development Plan for the project was approved in May of this year. The Consultant will be expected to work with the DUSPA Board Outreach Subcommittee to develop a comprehensive public outreach plan. Because the construction phase of the project is beginning, it is important that the Consultant be prepared to begin work with the Authority almost immediately.

III. Statement of Qualifications

Experience and Expertise

1. Provide a statement of interest for the Project including a narrative describing the qualifications, history and important statistics of the firm or the individual making application, including specific experience and capacity to oversee the kind and scope of public outreach demanded by the project.
2. If the applicant is a firm, provide a statement about the availability and commitment of the principals and key professionals who will undertake the Project.
3. Provide resumes illustrating the experience and expertise of the individual applicant or the principals and key professional members of the firm who will be involved in the Project, highlighting experience with similar projects.
4. If the applicant is a firm, describe the proposed Project assignments and lines of authority and communication for principals and key professional members of the firm who will be involved in the Project. Indicate the estimated percentage of time these individuals will be involved in the Project.

Representative Projects

List a maximum of five (5) projects performed by the firm that are most related to this Project. List the projects in priority of order, with the most related project listed first. Include: project name and location; construction cost; services rendered; and project owner.

References

Provide references for any three (3) of the projects listed above. The reference shall include: owner's name, phone number, address, email address and other contact information; and, if the applicant is a firm, the name of the individual who served as the principal operative day to day.

Fees

Provide fee estimates for a project of this type, considering that the Consultant's contract will be performed over 48 months.

Start Date

Provide a statement of the date on which the firm or individual will be available to begin work as the Consultant, which date shall not be later than August 21, 2009.

IV. Instruction for Submission and Selection Procedure

The Authority reserves the right to reject any or all proposals, to waive minor irregularities in statements submitted, and to contract with the firm whose response demonstrates it will best serve the needs of the Authority.

The Authority plans to select the Consultant based on these responses. If the Authority determines that it cannot negotiate a reasonable, competitive contract for the terms of the engagement, it may begin negotiations with the next best offerer or take whatever action it deems to be in the best interests of the Authority.

Qualifications are due on: July 24, 2009 by 5:00 p.m. Qualifications received prior to the hour of opening will be securely kept. Qualifications received after the submission deadlines will be returned unopened and considered void and unacceptable.

Send six (6) copies of the response to:

Trammell Crow
1225 Seventeenth Street, Suite 3050
Denver, Colorado 80202
Attention: Bill Mosher

Those selected for interviews will be notified no later than July 31, 2009. Interviews will be scheduled for the week of August 3rd and selection of the firm, individual or team for exclusive negotiations will be announced no later than August 12th.

Any questions regarding this RFQ must be submitted in writing. E-mail questions will be accepted through COB July 17th, sent to the attention of Diane Barrett (diane.barrett@denvergov.org). Submitted questions and answers will be sent to everyone who is on the list to receive this RFQ.

**REQUEST FOR QUALIFICATIONS for
PUBLIC OUTREACH CONSULTANT SERVICES
DENVER UNION STATION PROJECT AUTHORITY**

I. Background:

The Denver Union Station Project Authority (the “Authority”) is an independent Colorado, non-profit corporation established pursuant to the Colorado Revised Nonprofit Corporation Act, and created for the purpose of financing, acquiring, owning, equipping, designing, constructing, renovating, operating, maintaining and taking any action that a Colorado nonprofit corporation may take with respect to the Denver Union Station project (the “Project” as defined below). Denver Union Station (“DUS”), situated adjacent to the City of Denver’s lower downtown, is being redeveloped as a multimodal, transit oriented development that will serve as the future regional transportation hub connecting commuter rail, light rail transit, bus rapid transit, regularly scheduled bus service and other related transportation services in the Denver metropolitan area (the “Project”). The Project will include the design and construction of the DUS facility, track, and other transit-related infrastructure, intercity bus facilities, and rail projects involving the design and construction of intercity passenger rail facilities. Related vertical development activities, although not a part of the Project, will be an important component of the primary redevelopment efforts.

In May 2002, the City and County of Denver (the “City”), the Regional Transportation District (“RTD”), the Colorado Department of Transportation (“CDOT”) and the Denver Regional Council of Governments (“DRCOG”) (collectively, the “Partner Agencies” and individually, a “Partner Agency”) initiated the Project and agreed to develop a Master Plan and to prepare an Environmental Impact Statement (“EIS”) for the Project.

The City recently organized and authorized the Authority, pursuant to Ordinance 334, Series of 2008 for the purposes set forth above. A thirteen-member board of directors for the Authority has been appointed, providing representation of each of the Partner Agencies and the general public.

DUSPA, the City, RTD, CDOT, the DUS Metropolitan Districts (that were formed to support the Project), and the developer for the Project, Union Station Neighborhood Company (“USNC”) have entered or will shortly enter into redevelopment and cooperation agreements that frame the development duties and responsibilities of the Partner Agencies, the DUS Metropolitan Districts, and USNC that are necessary to complete the Project. The Authority also has entered into a design-build contract with Kiewit to complete all transit and public space improvements. The Authority retained Trammell Crow Company (the “Owner’s Representative”) to manage the Kiewit contract and other project obligations of the Authority. The Owner’s Representative will coordinate its construction management activities with RTD, the DUS Metropolitan Districts, the City and USNC. USNC will serve as the contracting party with respect to those elements of the Project that are categorized as “private/vertical” development activities. Additionally, the Authority intends to contract with a separate entity for the management of public spaces once the

Project is complete. In addition, several metropolitan districts have been established for the purpose of financing, constructing and managing those portions of the Project related to construction, maintenance and operation of public infrastructure improvements within the DUS Metropolitan District areas.

The purpose of this Request for Qualifications (“RFQ”) is to obtain general statements of qualifications and expressions of interest in working with the Authority from firms or individuals who are qualified to provide and interested in providing public outreach and information with respect to the Project. More detailed information about the Project may be found at: <http://www.denverunionstation.org>.

II. Scope of Services

DUSPA intends to engage the services of a professional public outreach consultant (the “Consultant”) with expertise in the following areas in connection with large, publicly used transportation and development projects:

- Public Information
- Stakeholder Outreach
- General Public Outreach
- Government Relations
- Messaging
- Issue Management
- Media Relations
- Crisis Management
- Website Administration
- Graphics/Presentations
- Speakers Bureau
- Special events

DUSPA will not be responsible for project construction information; that is the responsibility of the contractor, Kiewit. DUSPA will not be responsible for information regarding the private development; that is the responsibility of the developer, USNC. Although overlap is inevitable, DUSPA will not be responsible for information regarding FasTracks; that is the responsibility of RTD.

Firms and individuals responding to this RFQ may wish to subcontract some of these tasks to others, or firms and individuals may wish to respond as teams. DUSPA will consider responses that use either approach; however, responses should be very clear as to how responsibilities will be assigned and the experience of the firms/individuals that are assigned to those responsibilities.

DUSPA expects that all responses will address the way in which ethnic, racial, gender and other diversities will be achieved on the project.

During the development of the current plan for Denver Union Station, a comprehensive public outreach program was on-going. That program ended when the General Development Plan for the project was approved in May of this year. The Consultant will be expected to work with the DUSPA Board Outreach Subcommittee to develop a comprehensive public outreach plan. Because the construction phase of the project is beginning, it is important that the Consultant be prepared to begin work with the Authority almost immediately. In addition, the Consultant will work with the Owner's Representative to provide coordination between and among the public information programs of RTD FasTracks, USNC as the private developer and Kiewit as the contractor on the project.

III. Statement of Qualifications

Experience and Expertise

1. Provide a statement of interest for the Project including a narrative describing the qualifications, history and important statistics of the firm or the individual making application, including specific experience and capacity to oversee the kind and scope of public outreach demanded by the project.
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Start Date

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IV. *Instruction for Submission and Selection Procedure*

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The Authority plans to select the Consultant based on these responses. If the Authority determines that it cannot negotiate a reasonable, competitive contract for the terms of the engagement, it may begin negotiations with the next best offerer or take whatever action it deems to be in the best interests of the Authority.

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