Bill Moshen 9/17/09

DUSPA Organizational Budget

Project Cost Tracking   **As Of 08/31/09**

CHECK	OK

Development Budget

Category	(6/4/2009) Initial Budget	Revisions	Revised Budget	K Amount	Non-K Est	Pd To Date	Est To Compl	Ttl 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 Contigency	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, incl Reimb	105,000	0	105,000	0	105,000	45,763	59,237	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	499,183	499,183	0	499,183	817
Legal Fees - May, 2009	100,000	0	100,000	0	87,558	87,558	(0)	87,558	12,442
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	700,000	0	700,000	0
Peer Design Review	0	12,500	12,500	0	12,500	0	12,500	12,500	0
Historic Assessment Grant Match	0	33,000	33,000	0	33,000	0	33,000	33,000	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	504,000	(45,500)	458,500	0	0	0	0	0	458,500
Total Soft Costs	**3,000,000**	**0**	**3,000,000**	**0**	**2,525,397**	**1,474,660**	**1,050,737**	**2,525,397**	**474,603**
Total Project Costs	**3,000,000**	**0**	**3,000,000**	**0**	**2,525,397**	**1,474,660**	**1,050,737**	**2,525,397**	**474,603**
			Check	0	0	0			

DUSPA Organizational Budget

Project Cost Tracking **As Of 08/31/09**

CHECK OK

Notes

Reconciliation To Books	
Loan From CCD	500,000
Loan From RTD	1,500,000
Interest Income	1,018
	0
	0
Total Sources Per Books	2,001,018
Total Costs Per Tracking	1,474,660
Cash On Hand at 8/31/09 (Organizational Account)	526,358

DUSPA Organizational Budget
Project Cost Tracking   As Of 08/31/09

CHECK OK

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	0	57,156	thru 5/1/10
Federal RR Admin	RRIF Application Fee		85,000	85,000	0	85,000	
TIFIA Application Fee	TIFIA Application Fee		30,000	0	30,000	30,000	
TIFIA Transaction Fee	TIFIA Transaction Fee		300,000	0	300,000	300,000	
TIFIA Processing Fee	TIFIA Processing Fee		75,000	0	75,000	75,000	
TIFIA Project Monitoring Fee	TIFIA Project Monitoring		40,000	0	40,000	40,000	
TIFIA Annual Service Fee	TIFIA Annual Service Fee		11,000	0	11,000	11,000	
RRIF Application Fee	RRIF Application Fee		115,000	0	115,000	115,000	
S&P Rating Fee	S&P Rating Fee		100,000	0	100,000	100,000	
Alex Brown Financial Advisor	Financial Advisor, incl Rei		105,000	45,763	59,237	105,000	
Hogan & Hartson	Legal Fees Thru 4/30/09		412,255	412,255	0	412,255	
Bookhardt & O'Toole	Legal Fees Thru 4/30/09		86,928	86,928	0	86,928	
Hogan & Hartson	Legal Fees - May, 2009		64,603	64,603	(0)	64,603	
Bookhardt & O'Toole	Legal Fees - May, 2009		22,955	22,955	0	22,955	
Owners Rep, Jan - Apr, 2009	Owners Rep, Jan - Apr, 2		200,000	0	200,000	200,000	
Owner's Rep - May, 2009	Owner's Rep - May, 2009		75,000	0	75,000	75,000	
Developer Fee, Jan - Apr, 2009	Developer Fee, Jan - Apr,		700,000	700,000	0	700,000	
Peer Design Review	Peer Design Review		12,500		12,500	12,500	
Historic Assessment Grant Match	Historic Assessment Grant		33,000	0	33,000	33,000	
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	
Bank Fees	Bank Fees		0	0	0	0	
Interest Income	Interest Income		0	0	0	0	
Soft Cost Contingency	Soft Cost Contingency		0	0	0	0	
		0	2,525,397	1,474,660	1,050,737	2,525,397	
	Check	0	0	(0)	0	0	

DENVER UNION STATION
PROJECT COST TRACKING As Of 08/31/09

CHECK	OK

DEVELOPMENT BUDGET

CATEGORY	(5/4/2009) BUDGET	BUDGET REVISIONS	REVISED BUDGET	CONTRACT AMOUNT	NON-CONTRACT ESTIMATE	PAID TO DATE	ESTIMATE TO COMPLETE	TOTAL FORECAST	VARIANCE
Kiewit GMP	336,404,275	0	336,404,275	336,404,275	0	5,264,729	331,139,546	336,404,275	0
			0	0	0	0	0	0	0
OWNER'S ALLOWANCES:					0				
Asbestos	300,000	0	300,000	0	300,000	0	300,000	300,000	0
Contaminated Soil	3,500,000	0	3,500,000	0	3,500,000	0	3,500,000	3,500,000	0
Utility Relocates	2,000,000	0	2,000,000	0	2,000,000	0	2,000,000	2,000,000	0
Dewatering Treatment	425,000	0	425,000	0	425,000	0	425,000	425,000	0
Bike Lockers	300,000	0	300,000	0	300,000	0	300,000	300,000	0
RTD Furniture for Sales & Marketing	150,000	0	150,000	0	150,000	0	150,000	150,000	0
Shuttle Starter Booth	50,000	0	50,000	0	50,000	0	50,000	50,000	0
Ticket Vending Machines	750,000	0	750,000	0	750,000	0	750,000	750,000	0
Additional Snow Melt	0	(500,000)	(500,000)	0	0	0	0	0	(500,000)
EIS Mitigation	650,000	0	650,000	0	650,000	0	650,000	650,000	0
Water & Sewer Stubs	500,000	0	500,000	0	500,000	0	500,000	500,000	0
Water & Sewer Taps	669,660	0	669,660	0	669,660	0	669,660	669,660	0
Fire Supression in Train Room	0	0	0	0	0	0	0	0	0
HOV Detour	350,000	0	350,000	0	350,000	0	350,000	350,000	0
RR Flagging	1,000,000	0	1,000,000	0	1,000,000	0	1,000,000	1,000,000	0
Threat and Vulnerability Requirements	2,000,000	1,000,000	3,000,000	0	2,000,000	0	2,000,000	2,000,000	1,000,000
Parking Spaces in Lot G Garage	4,500,000	0	4,500,000	0	4,500,000	0	4,500,000	4,500,000	0
Add'l Amtrak & Ski Train Requirement	1,500,000	(1,500,000)	0	0	1,500,000	0	1,500,000	1,500,000	(1,500,000)
			0	0	0	0	0	0	0
FINANCING COSTS	0	1,000,000	1,000,000	0	1,000,000	85,000	915,000	1,000,000	0
			0	0	0	0	0	0	0
			0	0	0	0	0	0	0
OWNER'S CONTINGENCY:	20,000,000	0	20,000,000	0	0	0	0	0	20,000,000
			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
RTD - SPENT TO DATE:					0				
Arch/Eng Thru April, 2009	12,023,088	(3,032,829)	8,990,259	0	12,023,088	0	12,023,088	12,023,088	(3,032,829)
Public Process (CRL)	544,865	(137,541)	407,324	0	544,865	0	544,865	544,865	(137,541)
RTD Staff Costs	419,543	(1,980,457)	(1,560,914)	0	419,543	0	419,543	419,543	(1,980,457)
USNC Developer Fees thru Dec, 2008	4,200,000	0	4,200,000	0	4,200,000	0	4,200,000	4,200,000	0
Kiewit Preconstruction Costs	1,546,717	(250,000)	1,296,717	0	1,546,717	0	1,546,717	1,546,717	(250,000)
18th Street Tunnel	1,824,589	0	1,824,589	0	1,824,589	0	1,824,589	1,824,589	0
Xcel/Denver Water Early Utility Relocates	1,520,798	346,637	1,867,435	0	1,520,798	0	1,520,798	1,520,798	346,637
Early Environmental Work	3,979,900	(250,099)	3,729,801	0	3,979,900	0	3,979,900	3,979,900	(250,099)
EIS Prep (PB)	671,521	0	671,521	0	671,521	0	671,521	671,521	0
Systems Design to 30%	2,332,271	87,224	2,419,495	0	2,332,271	0	2,332,271	2,332,271	87,224
			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
RTD - ADDITIONAL COSTS:					0				
CM Office Space	600,000	100,000	700,000	0	600,000	0	600,000	600,000	100,000
RTD Construction Mgmt Fees	11,020,526	(355)	11,020,171	0	11,020,526	0	11,020,526	11,020,526	(355)
Union Station Overhead	2,000,000	0	2,000,000	0	2,000,000	0	2,000,000	2,000,000	0
PB Amendment #13 (Jan-Apr, 2009 Design)	5,200,000	5,200,000	10,400,000	0	5,200,000	0	5,200,000	5,200,000	5,200,000
Comm at LRT	500,000	0	500,000	0	500,000	0	500,000	500,000	0
CRT Signals	12,000,000	0	12,000,000	0	12,000,000	0	12,000,000	12,000,000	0
Shuttle Vehicles	1,905,000	0	1,905,000	0	1,905,000	0	1,905,000	1,905,000	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
DUSPA COSTS:					0				
Insurance	7,500,000		7,500,000	0	7,500,000	1,836,380	5,663,620	7,500,000	0
Legal Fees	2,000,000	0	2,000,000	0	2,000,000	586,741	1,413,259	2,000,000	(0)
Financial Advisor	250,000	0	250,000	105,000	145,000	45,763	204,237	250,000	0
Directors & Officers Insurance	240,000	0	240,000	0	240,000	57,156	182,844	240,000	0
Bond Counsel	400,000	0	400,000	0	400,000	0	400,000	400,000	0
DUS Renovation	17,000,000	0	17,000,000	0	17,000,000	0	17,000,000	17,000,000	0
Owner's Rep Fees	5,940,000	0	5,940,000	0	5,940,000	0	5,940,000	5,940,000	0
Permits/Fees	5,000,000	0	5,000,000	0	5,000,000	0	5,000,000	5,000,000	0
Public Art	2,000,000	0	2,000,000	0	2,000,000	0	2,000,000	2,000,000	0
USNC Developer Fees starting Jan, 2009	6,200,000	0	6,200,000	0	6,200,000	700,000	5,500,000	6,200,000	0
General & Admin Costs	100,000		100,000	0	100,041	77	99,964	100,041	(41)
			0	0	0	0	0	0	0
			0	0	0	0	0	0	0
			0	0	0	0	0	0	0
LAND:					0				
Amtrak Storage Track	2,000,000		2,000,000	0	2,000,000	0	2,000,000	2,000,000	0
CML	11,017,420	(82,580)	10,934,840	0	11,017,420	0	11,017,420	11,017,420	(82,580)
Coors Field/Light Bulb/Parking Lot	1,000,000	0	1,000,000	0	1,000,000	0	1,000,000	1,000,000	0
Ice House	500,000	0	500,000	0	500,000	0	500,000	500,000	0
Temporary Easements	500,000	0	500,000	0	500,000	0	500,000	500,000	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
Total Project Costs	498,985,173	0	498,985,173	336,509,275	143,475,939	8,575,846	471,409,368	479,985,214	18,999,959
			Check	0	0	0			

FUNDING OF COSTS:

Loan From C&C of Denver	500,000
Loan From RTD	1,500,000
Interest Income - Org Acct	1,018
Interest Income - Constr Acct	
Deposit From Mosher/Sullivan	250
RTD Draw Funding	7,101,109
Total Sources	9,102,377
Project Costs	(8,575,846)
Cash On Hand @ 8/31/09	526,531

Account Balances At 8/31/09:

Construction Account	173
Organizational Account	526,358
	526,531

DENVER UNION STATION
PROJECT COST TRACKING As Of 08/31/09

CHECK	OK

VENDOR	CATEGORY	K AMOUNT	NON K EST	PD TO DATE	EST TO COMPL	TTL FORECAST	COMMENTS
Kiewit	Kiewit GMP	336,404,275	0	5,264,729	331,139,546	336,404,275	
Asbestos	Asbestos		300,000		300,000	300,000	
Contaminated Soil	Contaminated Soil		3,500,000		3,500,000	3,500,000	
Utility Relocates	Utility Relocates		2,000,000		2,000,000	2,000,000	
Dewatering Treatment	Dewatering Treatment		425,000		425,000	425,000	
Bike Lockers	Bike Lockers		300,000		300,000	300,000	
RTD Furniture for Sales & Marketing	RTD Furniture for Sales & Marketing		150,000		150,000	150,000	
Shuttle Starter Booth	Shuttle Starter Booth		50,000		50,000	50,000	
Ticket Vending Machines	Ticket Vending Machines		750,000		750,000	750,000	
Additional Snow Melt	Additional Snow Melt		0		0	0	
EIS Mitigation	EIS Mitigation		650,000		650,000	650,000	
Water & Sewer Stubs	Water & Sewer Stubs		500,000		500,000	500,000	
Water & Sewer Taps	Water & Sewer Taps		669,660		669,660	669,660	
Fire Supression in Train Room	Fire Supression in Train Room		0		0	0	
HOV Detour	HOV Detour		350,000		350,000	350,000	
RR Flagging	RR Flagging		1,000,000		1,000,000	1,000,000	
Threat and Vulnerability Requirements	Threat and Vulnerability Requirements		2,000,000		2,000,000	2,000,000	
Parking Spaces in Lot G Garage	Parking Spaces in Lot G Garage		4,500,000		4,500,000	4,500,000	
Add'l Amtrak & Ski Train Requirement	Add'l Amtrak & Ski Train Requirement		1,500,000		1,500,000	1,500,000	
Federal Railroad Administration	FINANCING COSTS		1,000,000	85,000	915,000	1,000,000	RRIF Investigative Charges
Arch/Eng Thru May, 2009	Arch/Eng Thru April, 2009		12,023,088		12,023,088	12,023,088	
Public Process (CRL)	Public Process (CRL)		544,865		544,865	544,865	
RTD Staff Costs	RTD Staff Costs		419,543		419,543	419,543	
USNC Developer Fees thru Dec. 2008	USNC Developer Fees thru Dec, 2008		4,200,000		4,200,000	4,200,000	
Kiewit Preconstruction Costs	Kiewit Preconstruction Costs		1,546,717		1,546,717	1,546,717	
18th Street Tunnel	18th Street Tunnel		1,824,589		1,824,589	1,824,589	
Xcel/Denver Water Early Utility Relocates	Xcel/Denver Water Early Utility Relocates		1,520,798		1,520,798	1,520,798	
Early Environmental Work	Early Environmental Work		3,979,900		3,979,900	3,979,900	
EIS Prep (PB)	EIS Prep (PB)		671,521		671,521	671,521	
Systems Design to 30%	Systems Design to 30%		2,332,271		2,332,271	2,332,271	
CM Office Space	CM Office Space		600,000		600,000	600,000	
RTD Construction Mgmt Fees	RTD Construction Mgmt Fees		11,020,526		11,020,526	11,020,526	
Union Station Overhead	Union Station Overhead		2,000,000		2,000,000	2,000,000	
PB Amendment #13	PB Amendment #13 (Jan-Apr, 2009 Design)		5,200,000		5,200,000	5,200,000	
Comm at LRT	Comm at LRT		500,000		500,000	500,000	
CRT Signals	CRT Signals		12,000,000		12,000,000	12,000,000	
Shuttle Vehicles	Shuttle Vehicles		1,905,000		1,905,000	1,905,000	
Insurance	Insurance		5,928,897		5,928,897	5,928,897	
Marsh	Insurance		211,114	285,622	(74,508)	211,114	Builders Risk thru 5/1/13
Marsh	Insurance		129,593	129,593	0	129,593	Pollution Liab thru 5/1/14
Marsh	Insurance		1,230,396	1,421,165	(190,769)	1,230,396	OCIP thru 11/1/13
Legal Fees	Legal Fees		1,413,259		1,413,259	1,413,259	
Hogan & Hartson	Legal Fees		476,858	476,858	0	476,858	thru 5/31/09
Bookhardt & O'Toole	Legal Fees		109,883	109,883	0	109,883	thru 5/31/09
Financial Advisor	Financial Advisor		140,000		140,000	140,000	
Alex Brown Consulting	Financial Advisor	105,000	5,000	45,763	64,237	110,000	Est $5k for reimb
Directors & Officers Insurance	Directors & Officers Insurance		182,844		182,844	182,844	D&O thru 5/1/10
Marsh	Directors & Officers Insurance		57,156	57,156	0	57,156	
Bond Counsel	Bond Counsel		400,000		400,000	400,000	
DUS Renovation	DUS Renovation		17,000,000		17,000,000	17,000,000	
Owner's Rep Fees	Owner's Rep Fees		5,940,000		5,940,000	5,940,000	
Permits/Fees	Permits/Fees		5,000,000		5,000,000	5,000,000	
Public Art	Public Art		2,000,000		2,000,000	2,000,000	
USNC Dev Fees Starting Jan, 2009	USNC Developer Fees starting Jan, 2009		6,200,000	700,000	5,500,000	6,200,000	
General & Admin	General & Admin Costs		99,964		99,964	99,964	
Vectra Bank	General & Admin Costs		77	77	0	77	Checks & Analysis
Amtrak Storage Track	Amtrak Storage Track		2,000,000		2,000,000	2,000,000	
CML	CML		11,017,420		11,017,420	11,017,420	
Coors Field/Light Bulb/Parking Lot	Coors Field/Light Bulb/Parking Lot		1,000,000		1,000,000	1,000,000	
Ice House	Ice House		500,000		500,000	500,000	
Temporary Easements	Temporary Easements		500,000		500,000	500,000	
	DUSPA COSTS:				0	0	
	Insurance				0	0	
	Dewatering Treatment				0	0	
					0	0	
	Additional Snow Melt				0	0	
	Temporary Easements				0	0	
					0	0	
	Temporary Easements				0	0	
	Legal Fees				0	0	
					0	0	
	Legal Fees				0	0	
	Temporary Easements				0	0	
	Temporary Easements				0	0	
	Temporary Easements				0	0	
					0	0	
	PB Amendment #13 (Jan-Apr, 2009 Design)				0	0	
	Temporary Easements				0	0	
					0	0	
					0	0	
					0	0	
	Bond Counsel				0	0	
	DUS Renovation				0	0	
	Temporary Easements				0	0	
	Temporary Easements				0	0	
	Temporary Easements				0	0	
					0	0	
	Temporary Easements				0	0	
	Legal Fees				0	0	
	Temporary Easements				0	0	
		336,509,275	143,475,939	8,575,846	471,409,368	479,985,214	
	Check	0	0	0	0	0	

Bill Mosher 9/17/09

DENVER UNION STATION PROJECT AUTHORITY
STATEMENT OF NET SURPLUS IN ASSETS
AS OF AUGUST 31, 2009

ASSETS

Current Assets:	
Cash - Vectra (Pre-Development Account)	526,358
Cash - Vectra (Construction Account)	173
Accounts Receivable	0
Total Current Assets	526,531
Non-Current Assets:	
Capital Assets (Paid)	8,575,846
Capital Assets (Accrued)	0
Total Non-Current Assets	8,575,846
Total Assets	9,102,377

LIABILITIES AND NET SURPLUS IN ASSETS

Current Liabilities:	
Accounts Payable	0
A/P - Mosher/Sullivan Development Partners	250
Loan Payable - City & County Of Denver	500,000
Loan Payable - RTD	1,500,000
Total Current Liabilities	2,000,250
Non-Current Liabilities:	
Bonds Payable	0
Total Liabilities	2,000,250
Net Surplus In Assets:	
Paid In Capital - RTD	7,101,109
Restricted	0
Unrestricted	1,018
Total Surplus in Assets	7,102,127
Total Liabilities and Net Surplus in Assets	9,102,377

DENVER UNION STATION PROJECT AUTHORITY
STATEMENT OF REVENUE, EXPENSES, AND CHANGES IN NET ASSETS
FOR THE FIVE MONTHS ENDED AUGUST 31, 2009

Operating Revenues (Expenses)	
Misc Operating Revenues	0
Misc Operating Expenses	0
Net Operating Income	0
Nonoperating Revenue (Expenses)	
Interest Income	1,018
Bank Charges	0
Net Nonoperating Income	1,018
Increase In Net Assets	1,018
Net Surplus In Assets at March 31, 2009	0
Net Assets At August 31, 2009	1,018

DENVER UNION STATION PROJECT AUTHORITY
STATEMENT OF CASH FLOWS
FOR THE FIVE MONTHS ENDED AUGUST 31, 2009

Cash Flows From Nonoperating Activities	
Interest Received	1,018
General & Administrative Expenses	0
Net Cash Provided By Nonoperting Activities	1,018
Cash Flows From Capital and Related Financing Activities	
Loans From Cify & County Of Denver	500,000
Loans From RTD	1,500,000
Loan From Mosher Sullivan Development Partners	250
Paid In Capital - RTD	7,101,109
Payments For Capital Assets	(8,575,846)
Net Cash Provided By Capital and Related Financing Activities	525,513
Net Increase (Decrease) In Cash	526,531
Cash, March 31, 2009	0
Cash, August 31, 2009	526,531

Finance Plan Update
Denver Union Station Project Authority

September 14, 2009

Prepared by Alex Brown Consulting

Finance Plan Update

<u>Stages in finance plan development</u>:

- *Conceptual design*- initial organization of revenues and expenditures, fundamental credit structure and debt capacity

- *Plan testing*- preliminary financial calculations

- *Indenture and Flow of Funds*- draft organization of legal architecture

- *Detailed spreadsheets*- based on revenue constraints, mandatory expenditures, debt amortization options and credit requirements

- *Cost optimization*- finding savings and efficiencies

- *Final plan implementation*- adoption of plan

Finance Plan Update

The Demarcation of the Finance Plan

Construction Period:

- Greater diversity of revenue sources
- Several one-time expenditures
- Limited direct debt service payments
- Some discretion in the timing and funding of certain costs

Post-Construction Period:

- Revenue constrained in early years
- Nominal management and operating costs
- Debt prepayment a primary consideration
- Indenture controls most revenue decisions

Finance Plan Update

Principal Construction Period Issues:

- Minimizing credit risk premium payments
- Funding debt service reserve accounts
- Interest on debt- mandatory and discretionary
- Identification of funding sources for all known expenses

Post Construction Period Issues:

- Debt service payments shaped to reflect revenue capacity
- Timing of funds released for debt prepayment
- Application of surplus revenues
- Potential and procedure for additional debt

Finance Plan Update

<u>Construction Period Flow of Funds</u>:

- RTD and TIF funds to Revenue Fund
- Interest on RRIF loan
- Credit risk premium payments
- Interest on TIFIA loan (if any)
- Balance held in a temporary account

<u>Post Construction Flow of Funds</u>:

- Revenue Fund is the same
- Balance in temporary account released to fund debt service reserve accounts
- RRIF debt service/reserve fund
- Administrative Fund
- TIFIA debt service/reserve fund
- Surplus Fund

Finance Plan Update

<u>Primary Objectives of the Plan</u>:

- Incorporates RRIF preference for senior lien debt and TIFIA's mission to act as a subordinate lender

- Maximizes allowable amortization term to minimize annual debt payments

- Maximizes ability to prepay debt

- Creates debt service reserve funds to conform with traditional credit requirements

- Subordinate loan repayment structure that withstands low revenue growth

Finance Plan Update

Financial Summary of the Plan:

- Construction period revenue and use
  - $54 million in RTD payments plus limited tax-increment revenues
  - Major use of funds is to pay DOT credit risk premiums – estimated at between $10.5 and $20 million
  - Interest on debt estimated at $27 million
  - Target for reserve funds is $14.5 to $15 million; capacity to borrow for this purpose

Finance Plan Update

Financial Summary of the Plan (continued):

➢ Post construction period revenue and use

- ❖ Annual revenues between $12.5 million and increasing to over $40 million
- ❖ Senior lien debt well secured; debt payment coverage ranges from 1.13 to over 3.0 times annual debt payment
- ❖ Subordinate debt relies on tax-increment growth for repayment; coverage is from 1.10 to 1.90 times annual debt payment
- ❖ Current forecast shows debt retired in 2032 versus 2039 final maturity date

Finance Plan Update

<u>Liquidity Issues During Construction:</u>

- Periodically DUSPA will need to fund an expense but will lack a sufficient cash balance to pay the obligation

- Creates a need for a short-term or interim borrowing pending receipt of funds

- Short term funding could be secured from
  - Bank line of credit
  - Sale of short term obligation
  - Intergovernmental loan
  - Temporary use of grant funds for liquidity

Finance Plan Update

Liquidity Issues During Construction:

- Development of a plan will be based, in part, on features such as:
  - Duration of liquidity funding – is the repayment term acceptable to a given lender
  - Liquidity facility costs – what are the fees and interest rate charged for the facility
  - Lender acceptance of repayment security – is the plan for repayment deemed acceptable
- Inquiries have been initiated with commercial lenders; targets are institutions that have both public finance knowledge for entities such as DUSPA and commercial lending facilities
- Intergovernmental options also being explored

STATE OF COLORADO

DEPARTMENT OF TRANSPORTATION
Russell George, Executive Director
4201 East Arkansas Avenue, Room 262
Denver CO 80222
(303) 757-9201
(303) 757-9656 Fax

September 14, 2009

Via Hand Delivery

Elbra Wedgeworth
President
Denver Union Station Project Authority
1200 Seventeenth Street, Suite 1500
Denver, CO 80202

Re: CDOT Director Appointment to the Denver Union Station Project Authority Board of Directors

Dear Ms. Wedgeworth:

On September 3, 2009, the Denver Union Station Project Authority ("DUSPA") Board of Directors received the attached notice of resignation from the Colorado Department of Transportation ("CDOT") agency appointee, Peggy Catlin (the "CDOT Appointee"). The resignation took place immediately and the DUSPA Board President formally requested my official appointment of a successor CDOT Director so that the DUSPA Board of Directors could fill the resulting vacancy.

As the appropriate authorized officer of CDOT to make appointments to the DUSPA Board of Directors, please accept this correspondence as my notice of appointment (pursuant to Section 6.05 of the DUSPA Articles of Incorporation) of Russell George as the successor CDOT Director.

Sincerely

Russell George

Russell George
CDOT Executive Director

cc: DUSPA Board of Directors

DUSPA

Denver Union Station Project Authority
1200 Seventeenth Street
Suite 1500
Denver, Colorado 80202-5835
(303) 899-7300

September 14, 2009

Via Hand Delivery

Russell George
Executive Director
Colorado Department of Transportation
4201 E. Arkansas Avenue
Denver, CO 80222

Re: CDOT Director Resignation from the Denver Union Station Project Authority Board of Directors

Dear Mr. George:

On September 3, 2009, the Denver Union Station Project Authority ("DUSPA") Board of Directors received the attached notice of resignation from the Colorado Department of Transportation agency appointee, Peggy Catlin (the "CDOT Appointee"). The resignation of the CDOT Appointee is to take place immediately as of its receipt by the DUSPA Board President. The DUSPA Board of Directors formally requests your official appointment of a successor CDOT Director so that the DUSPA Board of Directors may fill the resulting vacancy.

Pursuant to Section 6.05 of the DUSPA Articles of Incorporation, any successor CDOT Director must be appointed by the appropriate authorized officer of CDOT. The successor CDOT Director shall serve for the remainder of his or her predecessor's term, currently scheduled to expire December 31, 2011.

Yours,

Elbra Wedgeworth

Elbra Wedgeworth
President

cc: Tom Gougeon, Secretary