## DENVER UNION STATION PROJECT AUTHORITY

## **MEETING OF THE BOARD OF DIRECTORS**

August 5, 2010 MINUTES

## **BOARD MEMBERS PRESENT**

## **BOARD MEMBERS ABSENT**

Jerry Glick (via telephone)

Don Hunt

Elbra Wedgeworth

Mark Smith

Michael West

George Scheuernstuhl for Jennifer Schaufele

Patrick Burn for Russell George

Robin Kniech

Kent Bagley

Mario Carrera (via telephone)

Claude Pumila

Judy Montero

Marla Lien

## I. <u>CALL TO ORDER</u>

Elbra Wedgeworth, DUSPA Board President called the Meeting of the Board of Directors of DUSPA to order at 1:3 p.m.

## II. WELCOME AND INTRODUCTION OF GUESTS

President Wedgeworth welcomed everyone to today's Board Meeting and announced that DUSPA has obtained full funding for the Project (applause).

## III. PUBLIC COMMENT

Ms. Wedgeworth asked for public comment. There was no public comment, however, Elbra Wedgeworth handed out copies of a resolution of the Board of Denver Union Station Advocates regarding suggested design modifications to the elevated bridge structure at 18<sup>th</sup> Street and to the stair cases at either end of the elevated bridge (see attached).

## IV. ROLL CALL

Dawn Bookhardt called roll. Please see above.

## V. <u>APPROVAL OF MEETING MINUTES</u>

Elbra Wedgeworth asked for comments to the July 8, 2010 meeting minutes.

Jerry Glick moved to approve the July 8, 2010 meeting minutes. Mike West seconded the motion. The motion carried unanimously.<sup>1</sup>

## VI. <u>DISCUSSION ITEMS</u>

A) TIFIA/RRIF Progress Report and Update.

Chad Fuller reported the loans have closed and handed out a report prepared by Alex Brown regarding the loans (see attached). Mr. Fuller and Mr. Brown summarized the loans and key elements of the financing requirements and management issues.

Kent Bagley asked who was responsible for the key financial control schedules and the general financial management issues identified on pages 10 and 11 of the presentation.

Alex Brown responded that the DUSPA Finance Committee will oversee the financial control and management matters.

Elbra Wedgeworth added that the Finance Committee will report on their activities to the Board and bring issues requiring votes to the Board as they have in the past.

- B) Owner's Representative Report.
  - i) Update Regarding Project Progress and Budget

Mike Sullivan reported that construction is going great and that the overall project is at 18.5 percent complete, the bus facility is 17 percent, the LRT is 30 percent and the public space is 16 percent complete. He also reported that Kiewit has worked on the Project for 521 consecutive accident free days.

Mr. Sullivan reported that Kiewit is reviewing the revised budget and schedule and will provide input.

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<sup>&</sup>lt;sup>1</sup> Judy Montero and Claude Pumila arrived shortly after this vote.

He reported that May 14, 2014 is RTD's critical date for rail access to DUS. He stated that the current schedule appears that substantial completion will occur 30 days early.

Mr. Sullivan reported that all design work except for the public realm will be compete in October.

He reported that the current phase of the bus box floor will consist of 15 sections each 170 feet long by 15 feet wide by 4 feet thick and that placement of each section will begin with pouring concrete at 3:30 a.m.

He reported that the east platform wall and the north retaining wall at the LRT station are 100 percent complete and that Kiewit is starting construction of the foundation for the LRT canopy.

He reported that Amtrak is moving along well and that electrical and telecom work at the temporary facility is starting soon.

He reported that he is working with the City and Amtrak on the parking and loading zones and that Peter Baertlein has been very helpful.

He reported that the utility relocation work and agreement with the dry utility companies is going well.

Mr. Sullivan reported that the groundwater pumping, remediation and discharge is still a challenge for the Project but that the process has stayed in compliance with the permit requirements.

He reported that dewatering for will end in October of this year and will not resume until the next phase of the bus box is built (Phase 3 of the Project).

He reported that Change Order #12 is for project escalation and is being dealt with as part of the partnering process.

He reported that two weeks from today the DUSPA Board meeting will be at the Project site and requested everyone who attends to wear sensible shoes.

### ii) Budget Update

Mr. Sullivan handed out a revised budget forecast for the Project and reported that the scope and updated pricing is still being finalized. He reported that the budget reflects very few changes from the June 30, 2010 budget.

He reported that Change Order 11 has been approved and that it is shown on Line 42 in the revised budget.

He reported that Line 73 reflects two areas where asbestos is located, the steam line and the pedestrian tunnel. He suggested that the options of abatement versus complete removal and disposal of the tunnel are being evaluated.

## iii) Issues with Initial Draw Request.

Mr. Sullivan reported that draws 1 -14 have been provided to the lenders, that TIFIA has currently provided better information regarding the draw requests and that \$22 million is the expected draw from TIFIA.

He reported that the request from RRIF is \$5 million and that it has been tougher because the key RRIF person has been out. He reported that the hope is to get TIFIA and RRIF to work together and have similar programs for the draw requests. He reported that a meeting is scheduled for this Tuesday and that issues will hopefully be worked out at that time.

He reported that yesterday DUSPA learned that the 1<sup>st</sup> draw will take 15 days to process, not two days.

He reported that draw 15 is due on August 15<sup>th</sup> and will include the most recent Kiewit pay application.

President Wedgeworth asked whether any of the Board members had questions. There were no questions.

### C) Board Schedule

Elbra Wedgeworth reported that a draft of the new meeting schedule is in the Board packet and that the schedule for Board meetings will be once per month and that the Finance Committee schedule will remain every two weeks (the Finance Committee meeting schedule was subsequently revised to ensure that the meetings are scheduled to occur two days before the Board meeting, see attached).

She reported that the meeting following the August 17<sup>th</sup> Board meeting will be September 2, 2010.

President Wedgeworth requested a motion to approve the new Board Meeting Schedule. Jerry Glick moved to approve the new Board Meeting schedule.

Robin Kniech seconded the motion.

The vote was unanimous at 2:18 p.m.

## VII. ACTION ITEMS

The Board approved the new Board Meeting schedule, see above.

VIII.	EXECUTIVE SESSION
None.	
IX.	ACTION ITEMS RESULTING FROM EXECUTIVE SESSION
None.	
х.	CARRYOVER AND FUTURE AGENDA ITEMS
The Se	eptember 2, 2010 meeting will the Annual Meeting of the DUSPA Board of Directors.
XI.	<u>ADJOURNMENT</u>
Kent B	agley moved to adjourn this meeting.
Robin	Kniech seconded the motion. The vote was unanimous.
There !	being no further business, the meeting was adjourned at 2:19 p.m.
	Approved by Vote of the Board and accepted by:
	Elbra Wedgeworth, President

## 

## DRAFT

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Project Name: DENVER UNION STATION REDEVELOPMENT Project Address: 1701 Wynkoop, Denver, Colorado 80202 Potential Available Project Revenue Sources: PHASE I and PHASE II TIFIA Loan RRIF Loan Grants RTD Commitment Land Sales (Market Street, North Wing, South Wing, Triangle, A Block, B Block) CPV Infrastructure Bond Funds Transfer TOTAL PHASE I and PHASE II PROJECT REVENUES	DUS NEED PAY LOPPINIATY A PPROVED TOTAL PROJECT BLIDGET   DUS NEED PAY LOPPINIATY A PPROVED TOTAL PROJECT BLIDGET

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as of Loan Closing 23 July 10 xls



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## REPORT TO THE DUSPA OR TO THE

## FINAL LOAN DETAILS

LOANELEMENT	Product of the state of the sta	Control of the contro
Principal Amount	\$155,000,000	\$145,600,000
Capitalized Interest	\$21,450,041	\$18,109,646
Final Maturity	12/1/2038	6/1/2040
Interest Payment Dates	June 1 & Dec. 1	June 1 & Dec. 1
Principal Payment Date	Dec. 1	Dec.1
First Interest Payment	12/1/2020	12/1/2010
First Principal Payment	12/1/2016	12/1/2015
Interest Rate	3.91%	3.99%
Maximum Annual Payment	\$14,306,203	\$11,334,060
Reserve Fund Size	50% of Maximum Annual Debt	50% of Maximum Annual Debt
Reserve Fund Amount	\$7,153,102	\$5,667,030
Interest Reserve Account	\$9,985,427	NA
Pledged Security	RTD Bond Payment, Sales and Property Tax Increment, Hotel Taxes, City Contingent Commitment	Same as RRIF
Lien Position	Subordinate	Senior
Prepayment Option	Any amount at any time at par plus accrued interest	Same as RRIF

# REPORTS AND COMPLIANCE AGREEMENT

- The Compliance Agreement is primarily a process oriented document that focuses on topics such as:
- Federal law and regulations;
- Financial procedures;
- Contracting and procurement policies;
- Environmental matters; and
- Prohibited activities.
- reporting requirements submitted on a fixed schedule or upon occurrence of a ☐ The Loan Agreements and, to a lesser extent, the Indenture include various specific event.
- The following pages summarize DUSPA's requirements.

# REPORTING REQUIREMENTS - RRIF

RRIF has three distinct reporting requirements and a monthly construction report, which has common elements to the TIFIA counterpart

Frequency	Monthly		As and if filed	Within 5 days of identification	Upon occurrence
Loan Section	5.7 (b) (1)		3.8	3.9	5.10
Report	Monthly Construction	(six parts)	Federal and Sate Tax returns	Potential Conflicting Interests	Legal Process

# REPORTING REQUIREMENTS - TIFIA

Report	Loan	Indenture	Frequency
	Section		
Annual Rating Update	16 (g)		December each year
Additional Project Contracts	16 (k)		As signed
Notices for : Event of default, Litigation or Material Adverse Event	16 (0)	4.03 (d) Authority	Five days after event
Financial Plan	21 (a)		Thirty days after closing; updated annually with specified information
Post Handover Date Report	21 (b)		Within 90 days after the final Handover Date
Project Cost Change	21 (c)		Prior to any increase or decrease of \$2.5 million
Monthly Construction Report (nine parts)	22 (b) (i)		Prior to last business day of each month
Construction Contractor Reports	22 (b) (ii)		As received from contractor
Recovery Plan	22 (b) (iv)		Within 30 days of determining project: (1) won't meet construction schedule

or meet Handover Date, (2) will have a

5% budget variance

# REPORTING REQUIREMENTS - TIFIA

Indenture		As prepared or as may be required per	SEC regulations	Whenever sent to or received from	rating agency	As sent	
Loan	Section	16 (b)		20 (d) (i)		20 (d) (ii) &	( <b>!</b>
Report		Offering documents and continuing	disclosure	Rating information sent or received		All notices required by Indenture or	project construction agreements

# COMMON REPORTING REQUIREMENTS

Report	RRIF Section	TIFIA Section	Indenture	Frequency
Annual Audit	5.8 (b) (2)	21 (d) (ii)	4.03 (s) Auth.	Within 120 days after end of fiscal year; include certificate [21 (e) and 5.8(c)] regarding no event of default
Semi-Annual Finance Report	5.8 (b) (1)	21 (d) (i)		Within 60 days after A semi-annual period; include certificate [21 (e)] regarding no event of default
Pledged Revenue Report	5.8 (f)	21 (g)		Within 90 days after each interest payment
Governmental Approval And Permits	5.7 (b) (2)	22 (b) (iii)		30 days after receipt or filing
On Demand Information	5.11	22 (c)		As requested
Financial and Compliance Single Audit	5.8 d)	21 (f)		As required by 31 U.S.C. Sec. 7501 et seq.

# MONTHLY CONSTRUCTION REPORTS

## Common Elements

- Monthly costs and overall costs since date of agreement; last calendar quarter costs; remaining costs; contingencies <del>, </del>
- Assessment of construction progress compared to handover dates; use construction S curve; status of **DBE** goals 2
- 3. Impediments to achieving handover dates
- Description of any material event or issues affecting handover date 7
- 5. Status of equipment delivery
- 6. Other information as requested

## Additional TIFIA Information

- Proposed or pending change orders over \$1 million; potential or pending claims over \$250,000
- 2. Proposed or pending modifications to original scope

## FINANCE PLAN REPORTS

## **During Construction**

- Current total cost estimate and remaining cost; discussion of cost changes;
- Current schedule for completion of each component
- Sources and uses and changes since last report
- Updated annual cash flow
- Debt service coverage ratios
- Describe any cost containment and risk mitigation plans necessary to meet schedule and budget
- Total value of changes in project design or scope and listing of those \$1 million +
- Narrative regarding design, permitting and construction of project

## Post Construction

- Updated cash flow schedule
- Account activity for Indenture
- Schedule of actual and projected pledged revenue
- Narrative explaining any variance from Base Case Finance Plan and ability to meet financial obligations

IN ADDITION TO

The first two items will be updated monthly and the last three at least semiannually as a consequence of the reporting requirements.

# GENERAL FINANCIAL MANAGEMENT ISSUES

المراجب المرا	CCD/RTD loan repayment — forecast and plan for sources and timing of repayment	و Administrative budget — activities to be funded and needs ما المادية المادي	🗖 Financing fees fund – prepare schedule for payment 🕟 🗥 ക്യൂക്	المرشع كري Sues management issues المريدين كريره المريدين المريدي
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## UNION STATION ADVOCATES

Citizen participation in planning and governance of the public spaces at Denver Union Station

## Resolution of the Board of Union Station Advocates Regarding DUS Urban Design Package 2A

Whereas, maintaining and enhancing the connection between the Lower Downtown Historic District ("LoDo District") and the Central Platte Valley ("CPV") has always been high priority for property and business owners in the LoDo District and the CPV to provide financial and social benefits to local businesses, residents, visitors and tourists as well as encourage use of transit now and in the future; and

Whereas, prior city planning and the DUS master plan originally contemplated an extension of the street grid at grade by placing rail underground on 18th St. from the LoDo District into the CPV providing a critical connection for pedestrians and vehicles where none currently exists between 16th St. and 20th St. due to barriers created by rail service into Union Station; and

Whereas, due to the cost prohibitive nature and complex engineering and safety issues of the required steep incline of an 18th Street grid extension at grade, that plan was abandoned and replaced with the 18th St. Pedestrian Bridge and Kinetic Plaza design that would at least allow for a critical pedestrian and bicycle connection; and

Whereas, while the notion of a street connection was thus lost, it was replaced by an attractive pedestrian connection that included Kinetic Plaza with the intention that it would draw people to the elevated Plaza from both Wynkoop and Wewatta Plazas, thereby still encouraging the LoDo District /CPV connection at 18<sup>th</sup> Street; and

Whereas, the Kinetic Plaza was also created to serve as a critical public space amenity for the DUS project and was intended to establish not only a sense of place over the commuter rail with interesting views of Union Station and rail operations below, but also provide necessary access to the commuter rail platforms below and the adjacent planned private development building on Block B; and

Whereas, with the likelihood that part of the adjacent private development on Block B has been eliminated, the Kinetic Plaza as originally planned has been removed from the design and the Urban Design Package 2A now shows in its place only a utilitarian pedestrian bridge that has been value engineered to such a degree that its design and function as a desirable pedestrian connection has been seriously compromised, and

Whereas, Union Station Advocates strongly believes that general design objectives for DUS must still emphasize the creation of a strong sense of place on this critical bridge connection over the commuter rail lines and its respective staircases on either side to fulfill the original design intent of a highly functional pedestrian connection that attracts people and encourages lively interaction between the LoDo District, Union Station and the CPV; and

## UNION STATION ADVOCATES

Whereas, there are certain design changes that could be made to enhance the function, sense of place and attraction for use of this critical connection such as:

To the <u>elevated bridge structure</u> which, in its current design, appears to be a long, narrow uninviting utilitarian structure with chain link/metal fencing material that lends a cage-like feel to the experience of walking through, the following changes could be made:

- Widen the proposed 15' walkway to at least 20' to help create an interesting destination similar to the original Kinetic Plaza design,
- Place convenient seating strategically at key locations along the walkway to attract pedestrians and encourage uses other than a straight walkthrough zone,
- Provide an overlook area with benches above the pedestrian zone between historic building and commuter rail platforms creating an elevated space to view the CPV façade of Union Station, pedestrian activity below and commuter rail entering and exiting the station.
- Replace the chain link/metal fencing with a more appealing and transparent material to enhance the pedestrian experience and open up views.

To the <u>connecting staircases</u> on either side of the elevated bridge structure which, in their current design, are too utilitarian and narrow, and especially in the case of the Wynkoop Plaza side, enters the plaza in an awkward recessed manner with several small steps at the bottom which do nothing to encourage people to ascend to the bridge above, the following changes could be made:

- On the Wynkoop Plaza staircase:
  - Reincorporate high architectural and artistic quality into its design as originally intended due to its prominent location,
  - Widen the entire staircase and extend it further into the plaza,
  - Enlarge the three landings of the stairway to encourage ease of use and allow a more gradual transition from the plaza to the bridge,
  - Center the upper landing on the existing doorway at the north end of the historic Union Station building, and
  - Enlarge the lower landing with stairs elongated around the base and extend them further into the plaza to create a useable area and a welcoming invitation to the bridge above.
- On the west side staircase, improve the pedestrian experience by widening it and angling its base toward the sidewalk that connects to the 18<sup>th</sup> Street pedestrian bridge.
- Add a new staircase on the west that lands in the area between the commuter rail platforms and Wewatta Plaza connecting the bridge to the 17th St. Promenade and facilitating an additional pedestrian connection between the LoDo District and the LRT stop in the CPV better serving LRT riders such as those attending Rockies games.
- Enlarge the area at the top of these new stairs at the Wewatta Plaza side to create an observation area into the CPV and design this area to allow for the future building on Block B to enclose the staircase.

## UNION STATION ADVOCATES

Therefore, Be It Resolved That Union Station Advocates requests the Denver Union Station Project Authority strongly consider the above changes to the pedestrian bridge design and its respective stairways and other vertical connections prior to submittal for final approval of these elements by the Denver Planning Board and allow the necessary further time for study and additional public input to be certain that the ultimate design of these elements meet the original design and functional intent as closely as possible.

Adopted on this Monday, July 26th, 2010

Anne Hayes, Chair

Distribution List (by email):

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