

DENVER UNION STATION PROJECT AUTHORITY

MEETING OF THE BOARD OF DIRECTORS

September 3, 2009

MINUTES

BOARD MEMBERS PRESENT

BOARD MEMBERS ABSENT

Elbra Wedgeworth

Marla Lien

Michael West

Judy Montero

Tom Gougeon

Peggy Catlin

Don Hunt

Mario Carrera

Terry Howerter

Claude Pumilia

Jennifer Schaufele

Jerry Glick

Robin Kneich

I. CALL TO ORDER

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

II. WELCOME AND INTRODUCTION OF GUESTS

Elbra Wedgeworth welcomed the Board Members and Guests to the meeting.

III. PUBLIC COMMENT

There was no public comment.

IV. PUBLIC ROLL CALL

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

V. APPROVAL OF MEETING MINUTES

Jerry Glick moved to approve the August 6, 2009 meeting minutes.

Don Hunt seconded the motion. The motion carried unanimously.

VI. DISCUSSION ITEMS

A. Plan of Finance/Schedule and Update

i) Schedule

Chad Fuller indicated that he needed to discuss an additional subject at the end of this discussion item regarding liquidity. Mr. Fuller stated that it appears that the end of September is the schedule with TIFIA and RRIF presentations with closing anticipated to occur at the end of November.

ii) Rating Agency Submission and Update

Mr. Fuller stated that the Credit Council is meeting next week and that RRIF intends to update Credit Council on our process. He suggested that RRIF will make the presentation.

Jerry Glick suggested that DUSPA should attend the presentation and that any opportunity to get in front of the decision makers in the process should be taken.

Chad Fuller responded that he will request to attend the presentation.

iii) RRIF / TIFIA Update

Alex Brown stated that he has sent select draft documents to TIFIA and the rating agencies as he described during the last meeting. Mr. Brown said that he has been in contact with the S&P Analysts David Hitchcock and Matt Riening, who are very experienced and qualified to analyze this project. He indicated that he discussed the institutional relationship of how DUSPA ties into the special districts and the DDA during a conference call this week with S&P, Dawn Bookhardt and Anastasia Khokhryakova.

Mr. Brown stated that the analysts had seven or eight additional questions and requests and that his goal is to have everything to S&P by tomorrow, except for one piece of information that needs to be provided by RTD.

Mr. Brown suggested that the superior and subordinate positions of the RRIF and TIFIA loans were clear to the analysts and that they should be well informed for their presentation to Credit Council next week. Mr. Brown acknowledged that S&P will have a point of departure between the senior debt and the subordinate debt due to the sources of revenues.

Dawn Bookhardt asked Mr. Brown to explain to the Board why the senior debt rating is paramount.

Alex Brown responded that DUSPA must document for TIFIA that the senior debt is investment grade and that our senior debt is based upon the note from RTD and therefore DUSPA's senior debt should have the same rating as that of RTD. He suggested that TIFIA understands the strength of the RTD credit security and that the RTD trustee will make the payments to RRIF.

Chad Fuller added that he has been going through sample financing agreements with RRIF that contain the provisions wherein RTD's note pledges that the trustee will pay DUSPA.

iv) Submission of TIFIA Application

Chad Fuller stated that the TIFIA application should be ready for submittal next week and that the only item that he is waiting on is the credit rating. He added that if the rating comes next week, the application will be submitted.

v) Direct Cost Allocations

Mr. Fuller stated that the key with the direct cost allocations is the determination of what costs are eligible under RRIF.

Bill Mosher stated that DUSPA prepared a letter on August 25th that stated that all costs of DUSPA are direct project costs.

Dawn Bookhardt added that the letter is good in that it very simply states that all of DUSPA's costs are direct costs for the project because the project is DUSPA's sole responsibility. The letter was hand-delivered on August 25, 2009.

vi) Liquidity

Chad Fuller advised the Board that he is looking into a new model to evaluate cash flow for construction versus non-construction expenditures to make sure funds that flow to DUSPA match the timing of the obligations. Mr. Fuller suggested that the model should be prepared soon.

Don Hunt stated that he has not seen a plan of finance lately and asked if a newer version was available.

Mr. Fuller responded that he will provide a copy of the latest version and cautioned that it is still not finalized.

Mr. Hunt inquired as to whether the interaction between the RRIF and TIFIA loans is getting better.

Mr. Fuller responded that he is proceeding at this time upon the assumption that dual approval for the loans is required and that the current conduct of RRIF and TIFIA indicates the approvals will occur.

Tom Gougeon inquired as to whether Credit Council meets on a regular basis.

Mr. Fuller responded that it does meet regularly, but that there have been several interim members lately. He suggested that as the members get up to speed, things have been getting better with Credit Council.

B. Owner's Representative Agreement

Jerry Glick stated that, because there are still some minor issues to finalize with the Owner's Representative Agreement, the discussion should take place in Executive Session.

C. Owner's Representative Report

Bill Mosher stated that Tim Mackin and Kiewit finally get to block traffic. Mr. Mosher then handed out the critical issues list and presented the following:

#16 Amtrak – Bill Mosher intends to meet with RTD and Amtrak to finalize the deal for the temporary platform. Once the agreement is approved by Amtrak and RTD, he will bring it to the Board for comment and approval. He emphasized the importance of the agreement with Amtrak because Amtrak has the ability to delay the project if it does not come to terms with DUSPA.

#6 The Historic Assessment Grant Committee has selected Slater Paul as the Architect to perform the assessment under the grant with DUSPA's contributed funds. This issue ties into #11 – The DUS Building Evaluation Team selection. Mr. Mosher stated that the combination of the grant and DUSPA contribution that totals \$133,000 will not be enough to deal with all of the issues associated with the historic building, but it will provide a good starting point. He suggested that DUSPA piggy back on the Historic Denver assessment and compliment the scope of work that will be developed with Slater Paul after DUSPA receives funding.

#9 The subcommittee for the public information consultant has completed the interviews of the short listed companies and is awaiting a proposal from the preferred firm. He suggested that the proposal and fee should be available for the September 17th meeting and anticipates finalizing an agreement in October.

#10 The question of the Lot G overbuild must be resolved. He suggested that Trammell Crow and Kiewit believe that the parking structure can not be built over the tracks, but the concept will not go away. He stated that he is working with the design team on options because this issue will impact parking and affordable housing, among other aspects of the project.

Robin Kneich inquired as to whether the presentation regarding Lot G will include downstream options.

Mr. Mosher responded that it will include the downstream options and impacts and that this evaluation is a part of DUSPA's contract with USNC.

Tom Gougeon stated that USNC is evaluating this issue now and that if USNC finds an option for Lot G that works, USNC will bring it forward to the Board and Kiewit. If no workable option is found, USNC has until mid-October to present other alternatives.

Robin Kneich asked whether Lots G and B impact the plan of finance.

Bill Mosher responded that Lot G does not affect the finance plan but that Lot B could have an impact.

#12 Mr. Mosher stated that currently there is no maintenance plan for the historic building and that RTD is pushing for a plan to resolve the maintenance responsibility prior to selling the north wing parcel. He suggested that DUSPA must participate in this conversation and help develop a plan to meet RTD's goal of not being responsible for all of the maintenance.

Jerry Glick emphasized that he considers this issue second only to the loans as a priority for this project because it allows the developer to proceed, which is critical.

Bill Mosher stated that he is also hoping to get the City involved in the maintenance plan.

#19 He stated that the only work required for the Lot A under build is the construction of a ramp for a future parking garage. However, the process must get started because it has not been designed. He suggested that Lot B is much more complex because the foundation for the overbuild must get designed and constructed as soon as possible. With respect to Lots B and G, he suggested that DUSPA and the Design Builder need a plan in the next sixty days.

Tom Gougeon stated that Mr. Mosher's presentation of critical issues covered the necessary topics and that the Lot B overbuild is a challenge because USNC does not purchase Lot B until

2013. He emphasized that the time window for DUSPA to make a decision on the Lot B overbuild is right now.

Bill Mosher stated that determination of who needs to pay for the design and construction of the overbuild foundation and structure is the issue.

Tom Gougeon agreed and reiterated that USNC is reluctant to pay for improvements on property that it does not own and that the purchase price of Lot B for USNC does not change whether an overbuild structure occurs or not.

Bill Mosher suggested that it is difficult to address or commit to this issue for DUSPA until funding occurs.

#18 The materials for ventilation stacks and the stairs in the middle of the block have been discussed, but not fully resolved. Mr. Mosher stated that his view, and pursuant to comments from Robin Kneich, is that a larger stair access in the middle of the block in 17th Street does not work because the bus facility would require re-design for public entry. With respect to the train room canopy, the Kiewit team is looking at costs and delays if the columns are double spaced. He indicated that he has heard of numerous potential other impacts to the design, but he is not certain. Notwithstanding the column spacing, the concept of making the opening oval shaped instead of square and the re-alignment of the technology trusses should be relatively low cost changes. Mr. Mosher stated that one of his goals is to not have a full re-design of the train

room canopy and to keep any changes modest.

Mr. Mosher indicated that he felt that the peer review group was in agreement with his view that the entire train room canopy should not be redesigned and requested input from Ellen Ittleon.

Ellen Ittleon agreed and suggested the only issue that Mr. Mosher did not comment on was the canopy connection between the train room and the historic station.

Mr. Mosher suggested that the only DUSPA decision with the canopy connection is whether or not there will be a connector canopy. He also suggested there were other minor items being considered by the Peer Review group, but time is not of the essence for those decisions.

D. Mitzpah/Welcome Arch at DUS

Jerry Glick stated that Dana Crawford is working to raise funds to reconstruct the Mitzpah/Welcome arch at the station. On October 15, she is having a fund raiser and Dana asked for the Board's view on the project. He indicated that he responded to her that the Board would not commit money to the project. He further stated that Dana wanted to know whether the Board would support the project in other ways.

Robin Kneich asked whether the arch would interfere with the environmental impact statement.

Diane Barrett responded that she did not know and that it should be looked at.

Don Hunt asked where the arch was originally located.

Jerry Glick responded that it was located over 17th Street between the DUT building and the Oxford Hotel. He also stated that, while this is one of Dana's great ideas, it needs to be vetted.

Elbra Wedgeworth suggested that the Board does not need a resolution today.

Bill Mosher indicated that he spoke with Dana Crawford and told her that he would ask the architects about possible locations where the arch could be built and possibly hold a location in the event the project is successful.

Robin Kneich suggested that she would not be inclined to support fund raising for this type of project when DUSPA has higher priorities for open spaces and a tight budget.

Tom Gougeon suggested that, even though the project has substantial open space, the arch was a very large structure.

E. Ski Train Update

Diane Barrett suggested that, because negotiations will be discussed, this topic should be discussed in Executive Session.

F. Legal Transaction Report

Dawn Bookhardt stated that as a carry over from the last Board meeting, she received comments on the parameters resolution from Don Hunt and Robin Kneich and that the changes have improved the document. She indicated the new version was in the Board packet for today's meeting. She stated that the changes narrowed the resolution to be specific to loans and that in paragraph 6 the actions of the committee are only upon the Board's consensus of agreement.

Dawn Bookhardt stated that a vote on the amended resolution is a requested action item for today.

VI. ACTION ITEMS

Elbra Wedgeworth stated that, if there are no new comments to the resolution, she requests a motion to approve it.

Jerry Glick made the motion to adopt the parameters resolution as amended. Robin Kneich seconded the motion. The vote carried unanimously.

VIII. EXECUTIVE SESSION

Elbra Wedgeworth requested a motion that the Board now enter into an executive session in order to discuss certain matters as permitted under the Colorado Open Meetings Law (C.R.S. §24-6-401 et seq.) related to financial and contract negotiations and financial management.

Pursuant to a motion by Jerry Glick, a second by Mike West and a unanimous vote, the Board entered an executive session at 2:22 p.m. Pursuant to a motion by Jerry Glick, a second by Don Hunt and a unanimous vote, the Board exited the executive session at 2:47 p.m.

XI. ACTION ITEMS RESULTING FROM EXECUTIVE SESSION

None.

X. CARRYOVER AND FUTURE AGENDA ITEMS

The Board will conduct it's annual meeting including voting on officers, selecting the meeting calendar and announcing the location for posting notices of meetings.

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

Mr. Mosher will have an update regarding:

- i) additional construction matters ;
- ii) critical issues;
- iii) the project budget;
- iv) Ski Train; and

v) auditor selection.

Mario Carrera will provide an update on the negotiations for the public outreach consultant.

Dawn Bookhardt and Cole Finnegan will continue reporting on transaction movement as appropriate.

XI. ADJOURNMENT

There being no further business, the meeting was adjourned at 2:51 p.m.