

FIRST AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT

THIS AGREEMENT is made and entered into as of the date stated on the City signature page below by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado ("**City**"), and CH2M Hill Engineers, a Florida corporation authorized to do business in Colorado ("**Consultant**"), 9191 So. Jamaica Street, Englewood, Colorado 80112 (the "**Consultant**").

W I T N E S S E T H:

WHEREAS, the City and the Consultant previously entered into a Professional Services Agreement dated August 26, 2013 for formulation of the "Airport City Denver at Denver International Airport Land Use and Implementation Plan"; and

WHEREAS, the City and the Consultant wish to amend the Agreement to extend the term of Agreement and to increase the total compensation; and

NOW, THEREFORE, for and in consideration of the premises and other good and valuable consideration, the parties hereto agree as follows:

1. Section 2 of the Agreement, entitled "Scope of Services" is hereby deleted in its entirety and replaced with:

"2. SCOPE OF SERVICES:

A. In Phase 2, the Consultant shall formulate and complete the Airport City Denver at Denver International Airport Land Use and Implementation Plan (hereinafter "Phase 2 Services"). As more specifically described in Exhibit A, and Attachments 1, 2, 3 thereto, the Consultant's services shall include activities that focus on Phase 2 Services."

2. Section 4 of the Agreement, entitled "Compensation and Payment" is hereby deleted in its entirety and replaced with:

"4. COMPENSATION AND PAYMENT

A. Fee: The City hereby agrees to pay the Consultant, and Consultant agrees to accept as its sole compensation for its services rendered under this Agreement, the compensation and reimbursable expenses as outlined in Exhibit B.

B. Payments: Payments will be made to Consultant in accordance with the City's Prompt Payment Ordinance, D.R.M.C., Section 20-107, et. seq., subject to the Maximum Contract Amount set forth below. Consultant agrees that interest and late fees shall be payable by the City hereunder only to the extent authorized and provided for in the City's Prompt Payment Ordinance.

C. Invoices: Payments shall be based upon monthly invoices and receipts submitted by Consultant that have been audited and approved by the City in accordance with this Section 4.C., as follows:

(1) A brief status report which describes the progress of the work and a summary of the work performed during the period covered by the invoice.

(2) A statement of percent complete for each Key Task, as set forth in Exhibit A Scope of Services. An estimate of expenditures by Key Task is provided in Attachment 1 to Exhibit B, Labor and Expense Budget. This is included for information only and invoices will reflect the actual percent complete for each Key Task.

(3) The amounts shown in the invoices shall comply with and clearly reference the Scope of Services.

(4) The signature of the officer of Consultant, along with such officer's certification that it has examined the invoice and has found it to be correct, shall be included in all invoices.

D. The City reserves the right to reject and not pay any invoice or part thereof where the Manager or Project Manager determines that the amount invoiced exceeds the amount which should be paid based upon the work which has been performed. The City, however, shall pay any undisputed items contained in an invoice. Disputes concerning payments under the provisions of this contract shall be resolved by administrative hearing pursuant to the procedures of D.R.M.C. Section 5-17."

3. Section 5 of the Agreement, entitled "Maximum Contract Amount: Funding" is hereby deleted in its entirety and replaced with:

"5. MAXIMUM CONTRACT AMOUNT: FUNDING:

Notwithstanding any other provisions of the Agreement, the City's maximum payment obligation for the Phase 2 Services will not exceed Two Million Nine Hundred Ninety-Seven Thousand Five Hundred Dollars (\$2,997,500.00) (the "Maximum Contract Amount"). The City is not obligated to execute an Agreement or any amendments for any further services. Any services performed beyond those set forth herein are performed at Consultant's risk and without authorization under the Agreement."

4. Section 6 of the Agreement, entitled "Term" is hereby deleted in its entirety and replaced with:

"6. TERM:

The Agreement will commence on February 1, 2014, and will expire on May 31, 2015. Subject to the Project Manager's prior written authorization, the Consultant shall complete any work in progress as of the expiration date and the Term of the Agreement will extend until the work is completed or earlier terminated by the Project Manager. The Parties specifically intend

and agree that aspects of the Pena Blvd. Study Coordination will continue as necessary beyond the expiration date, but will be compensated far in advance within the Term in accordance with the compensation allocated to that Key Task as provided for in Exhibit B.”

5. Except as amended herein, the Agreement is affirmed and ratified in each and every particular.

Contract Control Number:

IN WITNESS WHEREOF, the parties have set their hands and affixed their seals at Denver, Colorado as of

SEAL

CITY AND COUNTY OF DENVER

ATTEST:

By _____

APPROVED AS TO FORM:

REGISTERED AND COUNTERSIGNED:

By _____

By _____

By _____



Contract Control Number: PLANE-201208805-01

Contractor Name: CH2M HILL ENGINEERS INC

By: Christine M. Bisio

Name: Christine M. Bisio
(please print)

Title: Vice President - Transportation
(please print)

ATTEST: [if required]

By: Deryl L. Earson

Name: Deryl L. Earson
(please print)

Title: Corp. Counsel
(please print)



Airport City Denver at Denver International Airport Land Use and Implementation Plan Consultant's Scope of Services for Phase 2

OVERVIEW OF THE LAND USE AND IMPLEMENTATION PLAN PROJECT

Background

Edited Excerpts from Airport City Denver Land Use and Urban Planning, Contract No. 2012308805, Request for Qualifications

Airports around the world are increasingly looking to use their property assets and connectivity, to generate non-airline revenues and to stimulate regional economic development. Generating non-airline revenues from land not needed for direct aeronautical purposes enables an airport to off-set airport operating costs, which is critical to an airport's ability to attract new carriers to the airport as well as remain competitive in an increasingly challenging global market and viability in the economic market.

In April 2012, Denver Mayor Michael Hancock announced the vision for the future development of Airport City Denver at Denver International Airport (DEN), which will serve as the core competitive element for the emerging Denver metropolitan area Aerotropolis.

DEN's development strategy is directed at coordinated, long term growth on DEN's 9,000 acres of developable land (identified in the recently-updated Airport Layout Plan and Master Plan for the aviation facilities).

Future development on DEN property is subject to the provisions of an existing Intergovernmental Agreement between the City of Denver and Adams County. Successful development of Airport City Denver will require a coordinated plan of implementation strategies, clear guiding plans and principles and a collaborative working relationship between the City and County of Denver, DEN, the Federal Aviation Administration (FAA) and the multiple surrounding landowners and jurisdictions, including, but not limited to Adams County, Aurora, Commerce City and Brighton.

DEN is the largest economic generator in the State of Colorado, and the terminal facility has become an international landmark. Airport City Denver development must first and foremost protect and enhance the operations and economics of the Airport facility, and it must define an environment and guidelines for development that enhance the visual quality of the overall airport property, while defining a sustainable environment.

Client Objectives and Goals (from the Request for Qualifications)

- 1) First and foremost, and above all else, preserve and enhance DEN's core aviation mission and its ability to grow to safely and securely serve 100 million annual passengers;
- 2) Develop a sustainable land use plan, in terms of environmental, social and financial sustainability initiatives;
- 3) Optimize (not maximize) the utility and value of the DEN non-aeronautical property for the airport, the City and County of Denver and the region;
- 4) Work with the surrounding jurisdictions, as well as the FAA, Denver Regional Council of Governments (DRCOG), Colorado Department of Transportation (CDOT) and Denver's Community Planning and Development agency, to develop a compatible land use plan and a surface transportation and infrastructure plan to support off and on airport development for the future;
- 5) Develop a plan that has the flexibility and nimbleness to respond to market influences and economic forces, including the development of implementation and marketing strategies and plans;
- 6) Develop guidelines for development to assure a high quality of development and alignment with all DEN and FAA requirements and the recently updated Airport Layout Plan and supporting Master Plan; and,
- 7) The plan will incorporate the best land use and urban design standards that complement and enhance the surrounding regional developments.

Scope of Work Summary in Response to the Request for Qualifications

The goal of the iterative and integrated multi-phase process described here is to create a long-term Land Use and Implementation Plan. This plan will guide the development of "Airport City Denver" on the 9,000+ acres currently identified for non-aeronautical uses, including land parcels at three commuter rail stations (cumulatively, the "Project"). The Phase 2 Scope of Work will culminate in the delivery of the Airport City Denver Land Use and Implementation Plan. It should be noted that the term "Airport City Denver" is expected to be modified during Phase 2.

To ensure compatibility with past planning, inputs will include the existing concept land use plan, existing airport planning, engineering, and environmental documents and the surrounding jurisdictions' comprehensive plans and related documents. In addition to building on the planning work completed to date, the Project Vision statement, Mission, and Core Values, drafted in Phase 1, are intended to guide potential elements that will give the Project a unique and authentic "sense of place" that reflects not only its aeronautical relationship with DEN proper but also the unique aspects of the Denver Metro area and its unique globally competitive attributes.

Further, the Land Use and Implementation Plan will provide design approaches (place making) and implementation strategies (taking action) for the Project. The work will focus on the macro (9,000+ acres) level of development with micro level considerations (districts or parcels).

Consultant Team

The Scope of Services will be performed by the Consultant and the Consultant Team, as defined below and in the Terms and Conditions.

In collaboration with Tryba Architects, CH2M HILL has gathered a multi-disciplined team of experts to perform the defined Scope of Services (CH2M HILL, Tryba Architects and the various consultants are referred to as the “Consultant Team”). The Consultant Team will be managed by CH2M HILL and may be changed by CH2M HILL over time, with the approval of the Client. The initial members of the Consultant Team include:

- CH2M HILL (prime consultant and multiple roles on Consultant Team);
- Tryba Architects;
- Biomimicry 3.8;
- CBRE;
- Civil Technology, Inc.;
- Environmental Planning International;
- Forum Studio;
- MXD Development Strategists;
- Peter Park;
- PradoMaes;
- Trammell Crow;
- Xcelente Marketing.

Phasing and Overall Term

A Phase 1 contract was initiated on August 1, 2013 for a term of 6 months (with a 4- month work plan ending November 30, 2013 and the 6–month term ending January 31, 2014). The intent of the Phase 1 contract was to charter the Project Team, prepare a draft vision statement and core values, initiate the Technical Teams, develop an environmental strategy, define sustainability values and standards, begin the Global Market Analysis and plan Workshop 1.

The amended and extended Phase 2 contract will use the work of the Technical Teams to complete the Land Use and Implementation Plan (also referred to as the “Plan”). It is anticipated that this work will be completed within 16 months of execution of the Phase 2 contract with the exception of the Pena Boulevard Study Coordination Task which is scheduled to be completed by year-end 2015.

A future Phase 3 amendment may be evaluated in order to further develop components of the Plan and to further implement the Plan.

It is expected that the Phase 2 work may be authorized on a partial or phased basis in accordance with the Key Tasks and Additional Services as described later in this scope. It is also expected that budgets within the Key Tasks may be reallocated within the limits of the Phase 2 scope work and fee to accommodate changes in the progression of the Project.

Deliverable

The Airport City Denver Project work will be documented in the Land Use and Implementation Plan and it is expected that this will be a document that will evolve through multiple outlines and drafts during the performance of the Phase 2 Scope of Services. The individual work items identified in the Scope of Services will be the supporting material and foundation for this Plan.

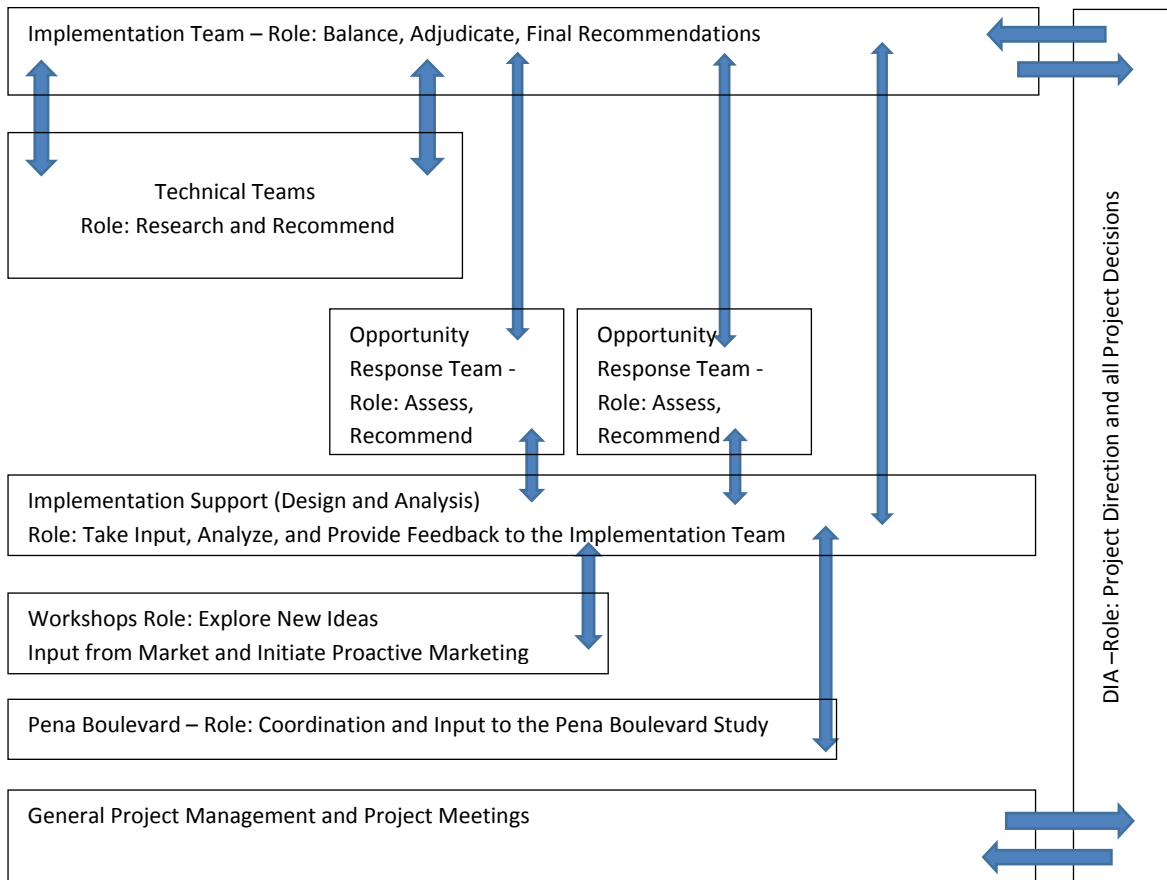
Key Tasks

The Scope of Services for Phase 2 is organized around the following Key Tasks.

Key Tasks	Phase 1	Phase 2	Future Phases
2.1 General Project Management and Project Meetings			
2.2 Workshops			
2.3 Implementation Strategies through Technical Teams: Environmental Entitlement Process Urban Design Sustainability Infrastructure Financial/Deal Structure/ Funding Global Market Analysis			
2.4 Implementation Team			
2.5 Opportunity Response Task / Team(s)			
2.6 Implementation Support Task (Design and Analysis)			
2.7 Pena Boulevard Study Coordination			
2.8 Marketing Collateral and Marketing Support			
2.9 Community Outreach			

Organization of the Work

The project will be managed and the work organized around the following team structure. The following graphic indicates each team's roles as well as the coordination among teams.



The **Implementation Team** leads the production of the work and is responsible for managing the Technical Teams and the specific Opportunity Response Tasks and Teams, as defined below, as well as, moving the project forward toward implementation. The Implementation Team is composed of the leaders from each Technical Team, the Project Management Team, and DEN representatives. Implementation Team members are included as Attachment 1 to Exhibit A Scope of Services.

The **Technical Teams** research other airport cities, existing conditions, state of the art processes of their technologies, and utilize the Workshops to develop strategies and make recommendations to the Implementation Team. These teams are composed of Consultant Team members, and include members of the Project Management Team and Client representatives. Technical Team members are included as Attachment 1 to Exhibit A Scope of Services.

The **Implementation Support (Design and Analysis)** will complete many of the detailed tasks of the overall planning, analysis and design needed to support the Land Use and Implementation Plan. The Implementation Team will direct this work based on recommendations made by the Technical Teams and decisions made by the

Implementation Team. The Implementation Support (Design and Analysis) tasks will be completed primarily by CH2M HILL and Tryba staff members. Other members of the Consultant Team will be utilized when necessary.

The **Project Management Team** is responsible for the day to day management of the contract, as amended. The Project Management Team includes the Client's Airport City Project Manager, Consultant Project Manager and selected members of the Consultant Team. Project Management Team members are included as Attachment 1 to Exhibit A Scope of Services.

When an inquiry from a site selector, a proposal for development, or a development idea led by the Client is presented and requires an in-depth review, an **Opportunity Response Task and an Opportunity Response Team** may be defined by the Implementation Team to respond and make recommendations to the Client. The Opportunity Response Teams are expected to be comprised of Consultant Team members. Opportunity Response Teams could address utility demand and capacity; detailed planning for individual parcels including items such as conceptual building designs, utility layouts, and parking requirements; or develop conceptual site layouts. The membership of the Opportunity Response Teams will be multi-disciplinary and determined by the Implementation Team. Phase 2 labor estimate includes the time for the Implementation Team to review the need for and form the Opportunity Response Team. The total labor budget for the Opportunity Response Teams effort is shown in Exhibit B, Labor and Expense Budget.

The above teams and tasks are described in more detail in Attachment 2 to Exhibit A, Scope of Services.

PHASE 2 – SCOPE OF WORK

This Scope of Services describes the second phase of the Project, in accordance with an amended and extended agreement between the City and CH2M HILL, as the Consultant, (the City and Consultant are defined in the Agreement to which this Scope of Services is attached and incorporated by reference). As it pertains to the subject Agreement, the City is represented by Denver International Airport (which is referred to as the “Client” or “DEN”).

In accordance with the iterative process to be orchestrated throughout the Scope of Services, the Project Vision and Core Values are expected to evolve and reflect the results of the Global Market Analysis, the Workshops, the work of the Technical Teams, and the Implementation Team and be documented in the Land Use and Implementation Plan. The Land Use and Implementation Plan will include an updated land use plan and such pragmatic tactics as the potential financial and transaction structures pertaining to both the horizontal land development and vertical building development planned for Airport City Denver, as well as, Client recommendations regarding actions to advance priority parcels into predevelopment and development phases.

This Scope of Work provides a combination of big picture, aspirational planning while providing the ability to focus on implementation of specific areas. Because the Scope of Work is intended to be highly implementation-oriented it is expected that the Consultant and Consultant Team will respond to development opportunities and participate in marketing-oriented efforts during the overall term of this agreement through the establishment of Opportunity Response Tasks and Teams. The Scope of Services anticipates utilizing Opportunity Response Team protocols and procedures to focus on specific development opportunities or marketing-oriented needs that arise during the term of the Agreement.

TASK 2.1 – General Project Management and Project Meetings

2.1.1 General Project Management Tasks

The Implementation Team is leading the Project production activities such as balancing the work of Technical Teams and making final recommendations to the Client. The Project Management Team is managing the day to day activities such as cataloging and managing project information, contract management, schedule, budget, invoicing, and evaluation of the team’s performance. A more detailed list of all of the team’s tasks is included as Attachment 2 to Exhibit A Scope of Services.

2.1.2 Project Meetings

The Client will meet and consult with the Consultant Team on a regular basis to provide direction and feedback for the overall effort of formulating and developing the Land Use and Implementation Plan. The Client’s Airport City Project Manager and the Consultant Project Manager will coordinate project meetings between the Consultant Team and the Client. Regular meetings are anticipated as follows:

- Weekly Implementation Team meetings;
- Bi-weekly Briefing with the Client;
- Technical Team meetings (assumed 6 per team over 6 months); and
- Project Management Team meetings (quarterly).

Meeting minutes will be prepared for each meeting. CH2M HILL will provide a project assistant for each meeting to take and prepare meeting minutes in standard format defined by the Project Management Team. All Project meeting agendas, minutes and

related correspondence, including related e-mail communications, will be assembled by the Consultant as a "Project Record". Meeting agendas, format, communication methods (such as LiveMeeting) and all other meeting protocols will be managed by CH2M HILL.

The total labor budget for the General Project Management and Project Meeting efforts is shown in Exhibit B, Labor and Expense Budget.

TASK 2.2 – Workshops

The intent of the Workshops is to combine Project Technical Team working sessions with invited guests, such as industry experts and those familiar with potential users, site selectors, and development partners. The Workshops will be built around focused Technical Team meetings with outside guest panelists, with subject matter expertise, to interact with the Client and the Technical Teams.

2.2.1 Hosting Workshop 1

Phase 1 included the planning of Workshop 1. Hosting Workshop 1 is included in this Phase 2 scope.

2.2.1 Planning and Hosting Workshops 2 and 3

Planning activities for the Workshop 2 and 3 will include the following:

- Identify the Workshop topic;
- Determine date and location for the Workshop;
- Prepare draft agenda;
- Identify and meet with invited guests
- Develop invitee list; and
- Host the Workshop.

The total labor budget for Workshop efforts is shown in Exhibit B, Labor and Expense Budget.

TASK 2.3 – Develop Implementation Strategies through Technical Teams

The intent of this task is to provide information and guidance to the Client as implementation of Airport City Denver proceeds and to identify strategies to accelerate the implementation of development. As part of Phase 1, Technical Teams were assembled and members of these teams met during the Charter and Vision Session. Each Technical Team discussed the differentiators, benchmarks, and threats/concerns associated with their Team's purpose. This information was used to develop the tasks needed for each Technical Team to develop their strategies. During Phase 2 each Technical Team, based on their meetings and work over 6 months, will develop a summary report of their findings and recommendations. The Implementation Team will review and incorporate these reports into the Land Use and Implementation Plan. Technical Team members are included as Attachment 1 to Exhibit A Scope of Services. The list below summarizes each Technical Team's purpose and Attachment 3 to Exhibit A, Scope of Service details each Technical Team's tasks.

2.3.1 Environmental Technical Team

Purpose: Define a strategy for future Environmental documents and processes needed to take the Airport City land to development. Questions to be considered include: will a

programmatic document be needed, will the original environmental clearance document be supplemented, or will new EA/EIS be written for individual developments.

2.3.2 Entitlement Process Technical Team

Purpose: Document an entitlement process for review and approval of proposed development projects. The process will be available to potential users and developers.

2.3.3 Urban Design Technical Team

Purpose: Generate guiding design principles for the future growth and development of Airport City Denver that consider site context, districts, and land use attributes. The team will build on the 2012 study by identifying gaps and strengths and work with DEN leaders, DEN planning staff, and all other Technical Teams to create an integrated land use strategy. Urban Design will address issues such as: integrated land use and zoning principles, topography, nature drainage ways, view sheds, open space landscape design, and infrastructure character, such as connectivity, mobility, and trails. This technical team must understand and factor in the parameters of the IGA.

2.3.4 Sustainability Technical Team

Purpose: Define sustainability values and standards for the overall Airport City Denver Project and individual districts. Develop sustainability principles for every Core Value.

2.3.5 Infrastructure Technical Team

Purpose: Review the existing infrastructure plans and develop strategies for efficient and effective development and phasing of infrastructure. Infrastructure includes: water, waste water, power, natural gas, oil reserves, communications, roads, drainage improvements, and associated costs. Identify and assess different approaches for implementing the horizontal infrastructure development of the various districts and parcels identified for early development. This technical team must understand and factor in the parameters of the IGA.

2.3.6 Financial/Deal Structure/ Funding Technical Team

Purpose: Review the existing study's financial model and update the phasing strategy to reflect a realistic build-out period. Research existing deal structures at other airport cities and assess the implications of FAA limitations on ground leases. Identify and assess different possible financial and transaction approaches. Identify all options available for funding Airport City development. This technical team must understand and factor in the parameters of the IGA.

2.3.7 Global Market Analysis Technical Team

Purpose: Review existing study's market analysis and identify gaps. Understand the existing IGA development parameters. Using the input from Workshops and other research, capture and assess the industry needs and trends, as well as other airport city experiences. Identify target industries, both local and global, and assess their IGA compatibility. Further, assess their compatibility with specific attributes of DEN and Denver as well the structure of our regional industrial clusters. It is anticipated this Team will access broad market data and site selection information available through CBRE and CH2M HILL's international representatives.

The total labor budget for the Technical Team efforts is shown in Exhibit B, Labor and Expense Budget.

TASK 2.4 – Implementation Team

The Implementation Team initiated their work in Phase 1 and will lead the production of the work through the remainder of the Project. The Implementation Team will coordinate all aspects of the work throughout Phase 2, the team will meet weekly.

The intent of the Implementation Team is to coordinate all the information and analysis completed by all teams, identify parcels for prioritized focus and recommend next steps for these parcels to the Client. The Implementation Team will be the interface between the aspirational planning and the implementation focus. This team will strike the balance among the multitude of technical issues and develop the Land Use and Implementation Plan.

During the first 6 months of Phase 2, one responsibility of the Implementation Team is to coordinate with and participate in all Technical Teams. Another responsibility is to form, plan, manage and participate in defining and managing the Opportunity Response Tasks and Teams. All Technical Teams and Opportunity Response Teams will be managed by and report to the Implementation Team. The Implementation Team will also direct the Implementation Support (Design and Analysis) tasks.

A primary responsibility of the Implementation Team is to develop and produce the Land Use and Implementation Plan. This Plan will document the recommendations for development based on the Vision, Mission, Core Values, and the Technical Team input. This Plan will be constructed to remain flexible, adapt to changing trends, and respond to current and future market conditions.

One element of this plan is the Phasing and Priority Development Strategy which will screen parcels for priority development based on the Vision, Core Values and site attributes. Additionally, the Plan will consider temporary programming opportunities. Other elements of the Land Use and Implementation Plan are described in Task 2.6 Implementation Support Task (Design and Analysis).

The total labor budget for the Implementation Team efforts is shown in Exhibit B, Labor and Expense Budget.

TASK 2.5 – Opportunity Response Task(s) and Team(s)

When an inquiry from a site selector, a proposal for development, or a development idea led by the Client is presented and requires an in-depth review, an Opportunity Response Task and Team will be considered by the Implementation Team to respond or make recommendations to the Client.

If needed, the members of the Opportunity Response Team will be chosen from the Consultant Team based on the technical expertise needed to address that specific inquiry. At least one member of the Implementation Team will be included on each Opportunity Response Team for project consistency. Alternatively, the Implementation Team may elect to work on the Opportunity Response Task directly.

By way of example, Opportunity Response Teams could be formed to address utility demand and capacity, detailed planning for individual parcels (including items such as conceptual building designs, utility layouts, and parking requirements), conceptual site layouts or financial modeling for a specific parcel development.

Prior to an Opportunity Response Team starting work, the Implementation Team will define the needed outcomes expected, identify the likely steps needed to reach the desired outcome, meet with the Opportunity Response Team to discuss and review the outcome and actions for the

project. This work will provide the Client and the Consultant the information needed to agree upon a level of effort for an individual Opportunity Response Team, including scope and estimate of labor effort. Upon agreement, the Opportunity Response Team will begin working.

At the onset of Phase 2, there are two Opportunity Response Teams that will be discussed and may be formed to address existing efforts. These teams could attend meetings, propose concepts, evaluate concepts, and make recommendations to the Client for consistency with the Airport City Denver Vision Statement, Mission and Core Values, regarding:

- 61st and Pena Blvd. TOD Hotel and other initial projects adjacent to the East Line Station; and
- Land around the Final Approach for a possible hotel/retail project.

The Implementation Team will discuss the need for Opportunity Response Teams and develop a scope and labor budget for a particular Opportunity Response Team. The total labor budget for the Opportunity Response Team efforts is shown in Exhibit B, Labor and Expense Budget.

TASK 2.6 – Implementation Support Task (Design and Analysis)

This task will be managed by the Implementation Team. The intent of this task is to provide conceptual design and analysis to support the Implementation Team. The conceptual design could illustrate urban design and land use concepts, connectivity concepts, or infrastructure concepts needed to represent and assess Technical Team recommendations. The analysis will bring together the Technical Teams' recommendations and assess the benefits, the conflicts, and the costs working toward optimization of Airport City Denver.

The Implementation Support Task (Design and Analysis) will include completion of many of the detailed tasks of the overall planning, analysis and design needed to create the Land Use and Implementation Plan. The Implementation Support Task (Design and Analysis) will be completed primarily by CH2M HILL and Tryba staff members. Technical resources from the Consultant Team will be utilized as necessary.

This work will utilize the existing DEN GIS based maps. The Consultants shall work in ESRI ARC GIS 10 and AutoCAD to build deliverables compatible with DEN's existing systems.

The following items will be completed and are included in the Land Use and Implementation Plan:

- 2.6.1 Site Attributes and Programming Opportunities - Define site attributes (working from prior study) and interim temporary programming opportunities for use in identifying priority parcels and informing the Macro Level Urban Design Framework.
- 2.6.2 Macro Level Urban Design Framework – A series of plans, renderings, and descriptive text showing overall site relationships, identifying key districts, their general attributes, and how they are connected. Site relationships will include conceptual approaches to connectivity and transportation networks, infrastructure systems/access, civic spaces, natural systems, airfield constraints, regional and neighboring planning efforts.
- 2.6.3 District Level Urban Design Framework - A more detailed design framework for 1-2 priority districts identified by the Implementation Team. Guidance will include site attributes such as district character, connectivity, and general block forms, density, and development strategies. Illustrated by concept renderings, plans, and text.
- 2.6.4 Airport Experience Narrative - A series of conceptual 3-d perspective renderings that will capture the vision and narrate the future experience of Airport City Denver at the macro and priority district scales. These renderings will contribute to the marketing collateral.

- 2.6.5 Priority Parcel Plan – Series of plans that identify priority parcels based on the Vision, Core Values, site attributes, results of the Global Market Analysis, prior highest and best used analysis, as updated, and programming opportunities.
- 2.6.6 Financial Model – Provide a detailed review of the existing Financial Model and perform a gap analysis against other existing models for similar type developments. Provide recommendations for additional financial model build out for the Implementation Team to consider as a path forward to support commercial development. A labor budget of \$50,000 has been included within this Task for the Financial Model effort.
- 2.6.7 Global Market Analysis Report – A written report summarizing the findings of the Global Market Analysis. In the future, this report can be updated on an iterative basis as the project progresses, over the course of the long term development, and as the market changes. It will include a summary of the existing Market Study that was completed as part of the previous study and a summary of potential new core industries identified. The report will be a high-level, market demand analysis summarizing the Projects’ benchmarks, differentiators, potential incentives, a SWOT analysis of competitors, target industries and geographies, and the confluence of the Colorado Economic Clusters as defined by MDEDC. The report will update the current list of targeted industries and companies. The report will include a high-level Marketing Strategy and Plan that is in response to the Global Market Analysis.

The total labor budget for the Implementation Support (Design and Analysis) efforts is shown in Exhibit B, Labor and Expense Budget.

TASK 2.7 – Pena Boulevard Coordination

The intent of this task will be to coordinate with the URS Pena Boulevard Corridor Transportation Study Team and provide them with the information needed to evaluate the proposed land uses and resulting traffic demands of the Airport City development so that the Pena Boulevard Team can provide an informed, accurate, and flexible recommendation for the solution to Pena Boulevard.

- 2.7.1 Members from the Implementation Team will meet with the URS Pena Boulevard Team to present the Airport City process and schedule and provide them with a detailed summary of the previous study so that they can move forward with the existing plan as a basis for their analysis.
- 2.7.2 After the URS Pena Boulevard Team has had an opportunity to evaluate the existing plan and understand the potential impacts of the Airport City development and the other surrounding regional developments on the transportation network, the Implementation Team will review the different alternatives and recommendations made to determine how they impact the Airport City development. Specifically, overall connectivity and it’s alignment with the overall Vision and Core Values will be reviewed.
- 2.7.3 Once the review of the initial recommendations is complete, updated land uses and volumetric data related to the revised plans will be provided by the Consultant to the URS Pena Boulevard Corridor Team.
- 2.7.4 Ongoing coordination with the URS Pena Boulevard Team will occur to share the status of each project and ensure that changing conditions are communicated between teams. It is intended that the Pena Boulevard Coordination will begin as soon as the URS Pena Boulevard Team is under contract, and continue throughout the project duration.

The total labor budget for the Pena Boulevard Study Coordination efforts is shown in Exhibit B, Labor and Expense Budget.

TASK 2.8 – Marketing Collateral and Marketing Support

The intent of this task is to provide creative direction, content, and production of Marketing Collateral, Messaging Materials and Exhibit displays in support of the Client's efforts to market the project locally, nationally and internationally. It is assumed that 2014 Conferences marketing collateral will build upon the General Marketing Material as well as the work that is prepared through the Implementation Support (Design and Analysis). The following efforts will be discussed and prioritized by the Implementation Team based on the current needs of the project:

- 2.9.1 General Marketing Material
- 2.9.2 Airport Cities - April 2014
- 2.9.3 Aerotropolis Americas - October 2014

The total labor budget for the Marketing Collateral and Marketing Support efforts is shown in Exhibit B, Labor and Expense Budget.

TASK 2.9 – Community Outreach

The intent of this task is to support the larger outreach efforts by DEN and the City and County of Denver. This effort will only begin upon authorization from the Client's Airport City Manager. The following tasks will be discussed and prioritized by the Implementation Team based on the current needs of the Project:

- 2.10.1 Evaluate the formation of an advisory committee;
- 2.10.2 Establish outreach mailing list;
- 2.10.3 Inform neighboring jurisdictions (elected officials and senior staff) about the progress of the Phase 2 work and solicit their input as appropriate; and
- 2.10.4 Coordinate with and support outside efforts conducted in connection with the Pena Boulevard Study.

The total labor budget for the Community Outreach efforts is shown in Exhibit B, Labor and Expense Budget.

PHASE 2 DELIVERABLES

Land Use and Implementation Plan – includes all elements below:

- Revised Land Use Plan
- Macro Level Urban Design Framework
- District Level Urban Design Framework
- Site Attributes and Programming Opportunities
- Airport Experience Narrative
- Financial Model
- Global Market Analysis and Marketing Plan Report
- Implementation Strategies

PHASE 2 ADDITIONAL SERVICES

The following services are additional services that can be completed at the direction of the Client. These have not been included in the Phase 2 Scope of Services or the labor hour estimate, and will be negotiated at the time of request.

- Detailed Guidelines for all design elements of Airport City
- Web design for the Guidance
- Complete Environmental Analysis and Documentation (EA, EIS)
- Interactive 3D Model, based on DEN's existing GIS system

Airport City Denver at Denver International Airport

Land Use and Implementation Plan

Initial Team Member Participants and Resources

Implementation Team

Weekly meeting attendees:

Dan Poremba, DIA
Mary Jo Vobejda, CH2M HILL - (Entitlement Process and Environmental)
Andrea Garcia, EPI – (Sustainability)
David Tryba, Tryba Architects – (Urban Design)
Claire Koran, CH2M HILL – (Infrastructure)
Matthew Wilson, CH2M HILL – (Financial)
John Frank, CH2M HILL – (Global Market Analysis)
Guy Geerdts, CH2M HILL – (Aviation Planning and Engineering)
Kathleen Fogler, Tryba Architects – PMT

Bi-Weekly meeting invitees:

John Ackerman, DIA
Kim Day, DIA
Patrick Heck, DIA
Eric Hiraga, DIA
Stacey Stegman, DIA
Stuart Williams, DIA

Resources include all members of Technical Teams

Entitlement Process

Mary Jo Vobejda, CH2M HILL - Leader
Kathleen Fogler, Tryba Architects – PMT
Dan Poremba, DIA - Participant
Kirsten Crawford, DIA - Participant
Stuart Williams, DIA – Participant
Molly Urbina, CCD - Participant
Kim Day, DIA - Resource
Eric Hiraga, DIA - Resource
John Ackerman, DIA - Resource
Neil Maxfield, DIA - Resource
Steve Patterson, CH2M HILL – Resource

Environmental Strategy

Mary Jo Vobejda, CH2M HILL - Leader
Claire Koran, CH2M HILL - PMT
Andrea Garcia, Environmental Planning International - Participant
Scott Morrissey, DIA – Participant
Jeff Arneson, DIA – Resource
Mark Kunugi, DIA – Resource
Mike McKee, DIA – Resource
Dan Poremba, DIA - Resource
Catherine Rafferty, DIA - Resource
FAA – Resource

Sustainability

Andrea Garcia, Environmental Planning International - Leader
Mary Jo Vobejda, CH2M HILL - PMT
Scott Morrissey, DIA - Participant
Kim Day, DIA – Resource
Dan Poremba, DIA – Resource
Chris Allen, Biomimicry 3.8 – Resource
Andrea Gardner, CH2M HILL – Resource

Urban Design

David Tryba, Tryba Architects - Leader
Claire Koran, CH2M HILL - PMT
Kathleen Fogler, Tryba Architects – Participant
Kim Day, DIA – Participant
Neil Maxfield, DIA - Participant
Dan Poremba, DIA - Participant
Stuart Williams, DIA – Participant
Rick Abelson, CH2M HILL – Resource
Chip Crawford, Forum Studio – Resource
Mike McKee, DIA - Resource
John Robinson, CH2M HILL - Resource
Sarah Komppa, Tryba Architects - Resource
Peter Park – Resource

Infrastructure

Claire Koran, CH2M HILL - Leader
Sarah Komppa, Tryba Architects – PMT
Dan Poremba, DIA - Participant
Guy Geerds, CH2M HILL - Participant
Martin Willie, Civil Technology – Participant
Glenn Frieler, DIA – Participant
Catherine Rafferty, DIA - Participant
Ron Morin, DIA – Resource
Somer Shindler, DIA - Resource
Stuart Williams, DIA – Resource
Dan Baxter, CH2M HILL – Resource

Financial/Deal Structure/Funding

Matthew Wilson, CH2M HILL – Leader
Dan Poremba, DIA - PMT
Patrick Heck, DIA – Participant
Mike Cheroutes, CDOT - Participant
William Moon, Tryba Architects - Resource
Bill Mosher, Trammell Crow - Resource
John Ackerman, DIA - Resource
Neil Maxfield, DIA - Resource
Max Taylor, DIA – Resource
Bosco Rodrigues, CH2M HILL – Resource
Scott McGuigan, CH2M HILL – Resource

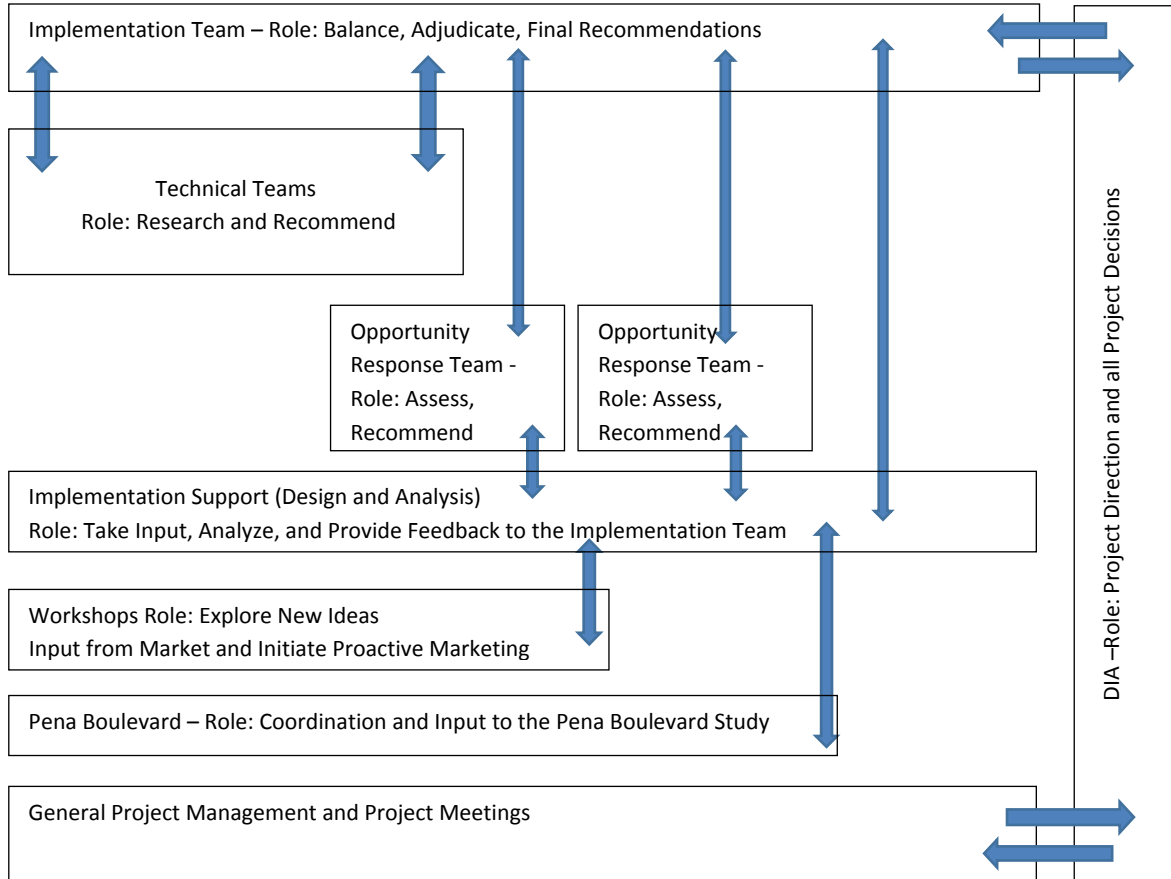
Global Market Analysis

John Frank, CH2M HILL - Leader
Dan Poremba, DIA - PMT
Roger Pearson, CH2M HILL - Participant
Ray Pittman, CBRE – Participant
Krista Trofka, CBRE - Participant
Chris LeTourneur, MXD – Participant
David Tryba, Tryba Architects - Participant
John Ackerman, DIA - Participant
Stacey Stegman, DIA - Resource
Scott McGuigan, CH2M HILL - Resource
Matthew Wilson, CH2M HILL – Resource
Toti Cadavid, Xcelente – Resource

Project Management Team

Dan Poremba, DIA
Mary Jo Vobejda, CH2M HILL
Claire Koran, CH2M HILL
Kathleen Fogler, Tryba Architects

Airport City Denver at Denver International Airport Land Use and Implementation Plan Team Roles and Responsibilities



The **Implementation Team** is leading the Project production and is responsible for:

- Identifying the members and managing the work of the Technical Teams and the Opportunity Response Teams;
- Planning and executing the Workshops;
- Balancing the recommendations from the Technical Teams for the optimization of Airport City implementation and making final recommendations to the Client regarding implementation of Airport City Denver;
- Producing the Land Use and Implementation Plan which includes the separate pieces described in Task 2.6 Implementation Support Task (Design and Analysis); and
- Upon request, develop scope and labor budget for Opportunity Response Tasks and identify team members for Opportunity Response Teams, if separate from the Implementation Team itself.

The **Technical Teams**, specific for their purpose and with direction from the Implementation Team, are responsible for:

- Review the previous report and identification of the perceived gaps;
- Determine info needed from other Technical Teams;
- Determine other teams that need to affect or be consider in their planning;
- Determine if this team is a differentiator for Airport City and describe what steps are needed to exploit it or create it;
- Set out objectives/goals based on core values;
- Document assumptions ;
- Determine plan and timing for resolving the gaps;
- Meet with other Technical Teams as determined necessary;
- Resolve gaps needed to determine a strategy/attitude;
- Develop strategies / approaches;
- Determine timing and issues that will always need coordination; and
- Deliver differentiator determination, objectives/goals, assumptions, strategies/attitudes to the Implementation Team.

The **Project Management Team** is responsible for:

- Managing and coordinating all Sub-consultants;
- Facilitating meetings including written agendas and meeting notes;
- Preparing presentations detailing the Airport City process and schedule;
- Day to day management of the project, including schedule and budget;
- Contract management;
- Evaluating the team's performance;
- Preparation of monthly invoices and Project status reports; and
- Quarterly assessment of the project progress and evaluation of scope and labor budget for reprioritization of tasks and budgets to meet the current project needs.

The **Opportunity Response Teams** will be formed as determined necessary by the Implementation Team when an inquiry from a site selector, a proposal for development, or a development idea led by the Client is presented and requires an in-depth review and the Implementation Team has defined an Opportunity Response Task that exceeds what it is capable of performing directly with the help of the Implementation Support resources. The membership of these Teams will be set by the Implementation Team and members will be chosen for the appropriate expertise needed to respond to the project needs. The Implementation Team, will define the outcome and related actions needed to reach a recommendation. The Opportunity Response Teams will report regularly to the Implementation Team. It is expected that an Implementation Team member will be assigned to each of the Opportunity Response Teams for overall consistency with the Vision and Core Values of Airport City Denver.

Prior to an Opportunity Response Team starting work, the Implementation Team will define the needed outcomes expected of the Opportunity Response Team and identify the likely steps needed to reach the desired outcome. This work will provide the Client and the Consultant the information needed to agree upon a level of effort for an individual Opportunity Response Team, including scope and estimate of labor budget.

Airport City Denver at Denver International Airport Land Use and Implementation Plan Technical Team's Detailed Work Tasks

Environmental Strategy Technical Team

Purpose: Define a strategy for future Environmental documents needed to take the Airport City land to development. Strategies to be considered include: will a programmatic document be needed, will the original environmental clearance document be supplemented, or will new EA/EIS be written for individual developments.

Scope of Work:

- Meet with other Stakeholders such as FAA to present Technical Team goals and objects and determine their goals and objectives;
- Bi Weekly meetings with the Implementation Technical Team to report status, approaches, items that need to be coordinated;
- Revise Environmental Strategy Technical Team Goals and Objectives determined in Phase 1 to address comments from Stakeholders;
- Review and assess all options against objectives and goals;
- Work with other Technical Team to assess how the Environmental Strategy will impact Entitlement;
- Infrastructure, Sustainability, Financial and Global Market Analysis and incorporate feedback into the strategy; and
- Define the Environmental Strategy for Airport City and recommend a communication method.

Entitlement Process Technical Team

Purpose: Document an internal process for review and approval of proposed land developments. The process will be vetted through the DEN and City and County of Denver staff.

Scope of Work:

- Determine the existing entitlement process;
- Define how the Entitlement Process is a differentiator;
- Bi Weekly meetings with the Implementation Technical Team to report status, approaches, items that need to be coordinated;
- Identify the existing processes strengths, weakness and interactions;
- Put the process on a timeline and identify roles, responsibilities and owners;
- Vet the pieces of the process with all different Technical Teams;
- Vet the pieces of the process with the owners and departments; and
- Finalize the Entitlement Process.

Urban Design Technical Team

Purpose: Generate guiding design concepts for the future growth and development of Airport City Denver that consider site context, districts, and land use attributes. The team will build on the 2012 study by identifying gaps and strengths and work with DEN leaders, DEN planning staff, and all other Technical Teams to create an integrated land use and development strategy. Urban Design will address issues such as: integrated land use and zoning principles, topography, nature drainage ways, view sheds, open space landscape design, and infrastructure character, such as connectivity, mobility, and trails.

Scope of Work:

- Planning Context: Define the Project's relationship and response to existing DEN and regional planning efforts; identify gaps and opportunities for synthesis. Key existing plans include:
 - MXD 2012 Strategic Plan;
 - Ricondo's 2012 Airport Layout Plan;
 - DEN Sustainability Plan;
 - Comprehensive Plans of DEN's Neighbors; and
 - City of Denver's Corridor of Opportunity (RTD Connections).
- Investigate District Character and overall Connectivity Concepts and identify key attributes and inter-relationships. Areas of investigation will include:
 - Central Terminal;
 - Interior Secure Airfield; and
 - Edges (Includes TOD Developments).
- Identify list of programs that fundamentally affect the future of DEN (gathered through Technical Team collaboration and Workshops). For example:
 - Parking;
 - Mobility (multi-modal); and
 - Technologies.
- Interface with Global Market Analysis and Finance Technical Teams to define and study the spatial need of their identified industries and deal structures at the Priority District and Macro Levels.
- Work Products:
 - Diagrams illustrating contextual site relationships as necessary; and
 - Systematic research (written outlines and diagrams) that inform District Character and Connectivity concept development.
- Finalize Urban Design Recommendations for Macro Level Urban Design Framework and District Strategies.

Sustainability Technical Team

Purpose: Develop sustainability principles for every Core Value. Define sustainability values and standards for the overall Airport City Denver Project and individual districts.

Scope of Work:

- Review Existing Sustainability Strategic Management Plan;
- Review existing sustainability strategies to confirm they cover every Airport City core value and identify gaps;
- Use planning in process to develop new strategies that address core values;
- Obtain sustainable strategies from each technical team;
- Use planning process in plan to develop specific strategies;
- Review sustainability strategies from: DRCOG, Denver, Adams County, Aurora, Arapahoe County (for consistency/ conflicts); and
- Finalize sustainability guidelines for all districts.

Infrastructure Technical Team

Purpose: Review the existing infrastructure plans and develop strategies for efficient and effective development and phasing of infrastructure. Infrastructure includes: water, waste water, power, natural gas, oil reserves, communications, roads, drainage improvements, and costs. Identify and assess different possible phasing approaches for implementing the horizontal infrastructure development of the various districts and parcels identified for early development.

Scope of Work:

- Meet with Infrastructure Technical Team to identify goals and objectives for infrastructure;
- Review existing infrastructure analysis completed as part of the previous study and identify gaps;
- Develop plan for resolution of gaps;

- ID unique and creative infrastructure solutions – Trends, financing, sustainability;
- Assess how the core values impact infrastructure and what changes need to occur – goals and objectives;
- Develop strategies /attitudes based on the vision and core values;
- Review infrastructure needs and strategy to approach servicing priority parcels;
- Develop detailed cost estimates for priority parcels;
- Coordinate w/ financial Technical Team to incorporate costs into financial analysis;
- Update infrastructure plan as needed based on Pena Blvd.; and
- Develop guidelines to protect core values.

Financial/Deal Structure/ Funding Technical Team

Purpose: Review the existing study's financial model and update the phasing strategy to reflect a realistic build out period. Research existing deal structures at other airport cities and assess the implications of FAA limitations on ground leases. Identify and assess different possible financial and transaction approaches. Identify all options available for funding Airport City development. This Technical Team must understand and factor in the parameters of the IGA.

Scope of Work:

- Complete a recommendation on the type of Financial Model needed to optimize development;
- Develop benchmarks of best deals from previously identified industries;
- Review and revise rapid assessment of successful financial case studies;
- Review and summarize legal hurdles and conditions for PPP innovative finance at DEN;
- Develop benchmarks of best deals for new cores;
- Work with the Client to prioritize anchor investors and deal structures;
- ID/research target investors, Infrastructure funds. Who has the Client been talking to? What has been done?;
- Finalize guidelines for deal structuring by industry;
- Finalize Financial/Deal Structure/Funding guidelines for all districts;
- Work with response team to identify target anchor investment; and
- Develop target Return on Investment (ROI) and Investment business case.

Global Market Analysis and Marketing Plan Technical Team

Purpose: Review existing study's market analysis and identify gaps. Understand the existing IGA development parameters. Using the input from Workshops and other research, capture and assess the industry needs and trends, as well as other airport city experiences. Identify target industries, both local and global, and assess their IGA compatibility.

Scope of Work:

- Benchmark – Airports and other users;
- Differentiators – Shortlist and complete the SWOT analysis;
- Develop mitigation measures for the weakness identified in the SWOT analysis;
- Develop site selection criteria or attributes for the Implementation Team;
- Industry Identification – expand the existing list;
- Obtain information from the Brookings Institutes' Global Initiatives Group and from MDEDG;
- Partners and partnership opportunities – work with the Financial/Deal Structure/Funding Technical Team;
- Identify differentiators for new cores;
- Assess area attributes;
- Achieve approval for new cores (advanced industry, Bio/Pharma MFG, Oil & Gas) from the Client;
- Provide iterative guidance to the Urban Design Team regarding industry clusters and user types;
- Written market analysis (global in perspective) to support other Technical Teams and provide the basis for the Marketing Plan;

- Marketing Plan – develop approach and list of prospects;
- Develop a pursuit plan for initial industries identified in the previous study;
- Develop a pursuit plan for new cores;
- Test a surrogate for initial industries (test fit analysis);
- Test surrogate for new core industries;
- Target and Rank initial industries;
- Target and rank new cores;
- Develop final guidance for updating the Global Market Analysis;
- Produce the final Global Market Analysis Report; and
- Update Global Market Analysis based on Workshops.

Exhibit B

Airport City Denver at Denver International Airport
Land Use and Implementation Plan
Labor and Expense Budget

The following table indicates a labor budget for the Key Tasks described in Exhibit A, Scope of Work. These budgets will be evaluated by the Project Management Team quarterly for progress, prioritization and reallocation based on project status. Key Task budgets may be adjusted from time to time but will not be exceeded without being documented and approved in writing by the Client and Consultant. The total budget will not be exceeded without a properly executed and authorized written amendment to the Contract.

Key Tasks	Total Labor	CH2M HILL Labor	Tryba Labor	Other Labor
2.1 General Project Management and Project Meetings	\$ 185,335.00	\$118,285.00	\$ 67,050.00	\$ -
2.2 Workshops	\$ 309,760.00	\$ 123,680.00	\$ 51,200.00	\$ 134,880.00
2.3 Implementation Strategies through Technical Teams: Environmental Entitlement Process Urban Design Sustainability Infrastructure Financial/Deal Structure/Funding Global Market Analysis	\$ 517,300.00	\$ 219,200.00	\$ 178,500.00	\$ 119,600.00
2.4 Implementation Team	\$ 517,215.00	\$ 297,970.00	\$ 183,120.00	\$ 57,600.00
2.5 Opportunity Response Teams	\$ 150,000.00	\$ 94,730.00	\$ 55,270.00	\$ -
2.6 Implementation Support Task (Design and Analysis)	\$ 482,115.00	\$ 109,770.00	\$ 372,345.00	\$ -
2.7 Pena Boulevard Study Coordination	\$ 55,000.00	\$ 40,920.00	\$ 14,080.00	\$ -
2.8 Marketing Collateral and Marketing Support	\$ 100,000.00	\$ 4,440.00	\$ 95,560.00	\$ -
2.9 Community Outreach	\$ 49,800.00	\$ 42,600.00	\$ 7,200.00	\$ -
Total Labor Cost	\$ 2,388,000.00	\$ 1,051,595.00	\$ 1,024,325.00	\$ 312,080.00
Total Estimated Reimbursable Expenses	\$ 112,000.00			
Total	\$ 2,500,000.00			

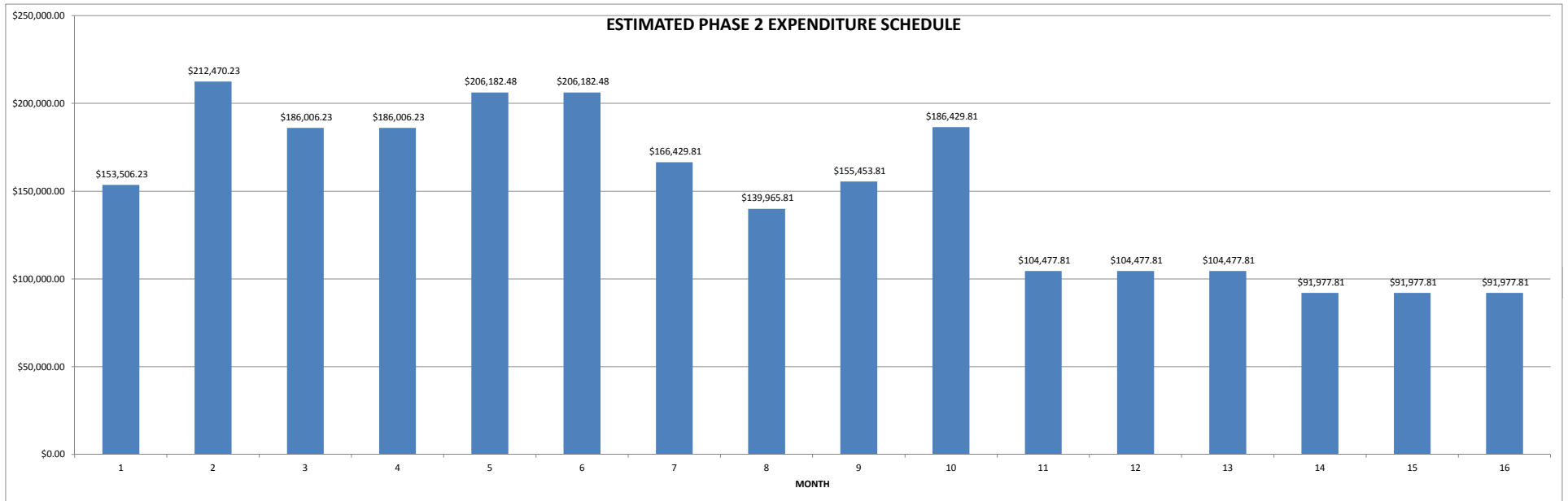
Estimated Reimbursable Expenses

Global Workshops	\$	60,000.00	(\$20,000/each)
Domestic Travel Expenses	\$	16,000.00	(2 trips, 4 people)
International Travel Expenses	\$	20,000.00	(1 trip, 2 people)
Mileage	\$	7,500.00	
Parking	\$	3,500.00	
Reproduction	\$	5,000.00	
Total Estimated Expenses \$		112,000.00	

Attachment 1 to Exhibit B

PHASE 2 EXPENDITURE SCHEDULE

Task	Task Budget	Month																	
		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16		
2.1 Project Meetings / General Project Management	\$ 185,335.00	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	
2.2 Workshops	\$ 309,760.00	\$ 15,488.00	\$ 61,952.00	\$ 15,488.00	\$ 15,488.00	\$ 15,488.00	\$ 15,488.00	\$ 15,488.00	\$ 15,488.00	\$ 61,952.00	\$ 15,488.00	\$ 30,976.00	\$ 61,952.00						
2.3 Develop Implementation Strategies through TTs	\$ 517,300.00	\$ 86,216.67	\$ 86,216.67	\$ 86,216.67	\$ 86,216.67	\$ 86,216.67	\$ 86,216.67	\$ 86,216.67	\$ 86,216.67										
2.4 Implementation Team	\$ 538,690.00	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13
2.5 Response Teams	\$ 150,000.00		\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00			
2.6 Implementation Team Support (Design and Analysis)	\$ 482,115.00					\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25
2.7 Pena Blvd Coordination	\$ 55,000.00	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50
2.8 Marketing Collateral	\$ 100,000.00			\$ 20,000.00	\$ 20,000.00				\$ 20,000.00	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00
2.9 Community Outreach	\$ 49,800.00	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50
Total	\$ 2,388,000.00	\$ 153,506.23	\$ 212,470.23	\$ 186,006.23	\$ 186,006.23	\$ 206,182.48	\$ 206,182.48	\$ 166,429.81	\$ 139,965.81	\$ 155,453.81	\$ 186,429.81	\$ 104,477.81	\$ 104,477.81	\$ 104,477.81	\$ 91,977.81	\$ 91,977.81	\$ 91,977.81	\$ 91,977.81	\$ 91,977.81



Airport City Denver Land Use and Urban Planning Project
PHASE 2

PHASE 2 LABOR HOUR BREAKDOWN

	Tasks	CH2M HILL	Tryba	Others	Total
2.1	Project Meetings / General Project Management	842	353	0	1195
2.2	Workshops	656	256	676	1588
2.3	Develop Implementation Strategies through TTs	1280	750	600	2630
2.3.1	Environmental TT	140	0	96	236
2.3.2	Entitlement TT	124	30	0	154
2.3.3	Urban Design TT	160	600	32	792
2.3.4	Sustainability TT	144	0	128	272
2.3.5	Infrastructure TT	280	30	96	406
2.3.6	Financial/Deal Structure/Funding TT	240	10	40	290
2.3.7	Global Market Analysis TT	192	80	208	480
2.4	Implementation Team	1557	778	360	2695
2.5	Response Teams	576	360	0	936
2.6	Implementation Team Support (Design and Analysis)	794	2755	0	3549
2.7	Pena Blvd Coordination	284	88	0	372
2.8	Marketing Collateral	24	523	0	547
2.9	Community Outreach	284	24	0	308
	Total Labor Hours	6297	5887	1636	13820

OK

Attachment 1 to Exhibit B

PHASE 2 EXPENDATURE SCHEDULE

Task	Task Budget	Month															
		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
2.1 Project Meetings / General Project Management	\$ 185,335.00	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44	\$ 11,583.44
2.2 Workshops	\$ 309,760.00	\$ 15,488.00	\$ 61,952.00	\$ 15,488.00	\$ 15,488.00	\$ 15,488.00	\$ 15,488.00	\$ 15,488.00	\$ 15,488.00	\$ 30,976.00	\$ 61,952.00						
2.3 Develop Implementation Strategies through TTs	\$ 517,300.00	\$ 86,216.67	\$ 86,216.67	\$ 86,216.67	\$ 86,216.67	\$ 86,216.67	\$ 86,216.67	\$ 86,216.67									
2.4 Implementation Team	\$ 538,690.00	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13	\$ 33,668.13
2.5 Response Teams	\$ 150,000.00		\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00			
2.6 Implementation Team Support (Design and Analysis)	\$ 482,115.00					\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25	\$ 40,176.25
2.7 Pena Blvd Coordination	\$ 55,000.00	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50	\$ 3,437.50
2.8 Marketing Collateral	\$ 100,000.00		\$ 20,000.00	\$ 20,000.00				\$ 20,000.00	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00						
2.9 Community Outreach	\$ 49,800.00	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50	\$ 3,112.50
Total	\$ 2,388,000.00	\$ 153,506.23	\$ 212,470.23	\$ 186,006.23	\$ 186,006.23	\$ 206,182.48	\$ 206,182.48	\$ 166,429.81	\$ 139,965.81	\$ 155,453.81	\$ 186,429.81	\$ 104,477.81	\$ 104,477.81	\$ 104,477.81	\$ 91,977.81	\$ 91,977.81	\$ 91,977.81

