

**AGENDA FOR THE WEST HAYMARKET**  
**JOINT PUBLIC AGENCY (JPA)**  
**TO BE HELD THURSDAY, December 19, 2013 AT 3:00 P.M.**

**CITY-COUNTY BUILDING**  
**555 S. 10<sup>TH</sup> STREET**  
**CITY COUNCIL CHAMBERS ROOM 112**  
**LINCOLN, NE 68508**

1. Introductions and Notice of Open Meetings Law Posted by Door (Chair Beutler)
2. Public Comment and Time Limit Notification Announcement (Chair Beutler)

*Individuals from the audience will be given a total of 5 minutes to speak on specific items listed on today's agenda. Those testifying should identify themselves for the official record.*

3. Approval of the minutes from the JPA meeting held November 14, 2013 (Chair Beutler)
  - (Staff recommendation is for the JPA Board to approve the minutes as presented)
4. Approval of November 2013 Payment Registers (Steve Hubka)
  - Public Comment
  - (Staff recommendation is for the JPA Board to approve the payment registers)
5. Review of November 2013 Expenditure Reports (Steve Hubka)
  - Public Comment
6. WH 13-90 Resolution approving the 2013-2014 JPA Operating Budget (Steve Hubka)
  - Public Comment
  - Staff recommendation is for the JPA Board to approve the resolution)
7. WH 13-91 Resolution approving the ongoing Program Budget (Steve Hubka)
  - Public Comment
  - Staff recommendation is for the JPA Board to approve the resolution)
8. WH 13-95 Resolution to approve Amendment No. 18 to the Agreement for Engineering Services between Olsson Associates dba Lincoln Haymarket Infrastructure Team and the West Haymarket Joint Public Agency, Haymarket Infrastructure Design Project No. 870000, to extend the Agreement through December 31, 2014 and to increase the hourly rates by up to 1% from the 2013 rates (Paula Yancey)
  - Public Comment
  - Staff recommendation is for the JPA Board to approve the resolution)

\*If conflicting meeting ends early, this meeting will be held in City Council Chambers Room 112

9. WH 13-96 Resolution to approve the Consultant Agreement between the West Haymarket Joint Public Agency and Don Herz for ongoing maintenance and refinement of a cash flow and financing model and analysis for a term expiring December 31, 2015 (Steve Hubka)
  - Public Comment
  - Staff recommendation is for the JPA Board to approve the resolution)
10. WH 13-97 Resolution to establish a West Haymarket Joint Public Agency Cash Balance Designation Policy and the associated financial model (Steve Hubka)
  - Public Comment
  - Staff recommendation is for the JPA Board to approve the resolution)
11. WH 13-98 Resolution to authorize the City to award a combined Contract with Cramer & Associates for the 10th Street Bridge/Rosa Parks Bridge repair project and the City Harris Overpass Misc. Repairs and Pigeon Proofing project to be funded in part by the JPA (i.e. 50% of the cost for the Harris Overpass Pigeon Proofing Work) (Paula Yancey)
  - Public Comment
  - Staff recommendation is for the JPA Board to approve the resolution)
12. Set Next Meeting Date: Thursday, January 16, 2014 at 3:00 p.m. in the County-City Building Room 303\*
13. Motion to Adjourn

**WEST HAYMARKET JOINT PUBLIC AGENCY (JPA)**  
**Board Meeting**  
**November 14, 2013**

Meeting Began At: 9:00 A.M.

Meeting Ended At: 9:35 A.M.

Members Present: Chris Beutler, Tim Clare, Doug Emery

**Item 1 -- Introductions and Notice of Open Meetings Law Posted by Door**

Chair Beutler opened the meeting with introduction of the Board members. He advised that the open meetings law posted at the back of the room is in effect.

**Item 2 -- Reports and Communications Received**

Letter from BKD dated October 3, 2013 summarizing BKD's planned scope and timing for the August 31, 2013 audit of the financial statements of the West Haymarket Joint Public Agency. This item is to let the public know that the communication was received. No action is required.

Beutler announced that Item 8. and Item 9. are delayed until the next meeting to allow for further review.

**Item 3 -- 2014 JPA Meeting Schedule Adoption**

The Board agreed upon the 2014 schedule presented. Specific meeting dates may change if agreed upon by the members.

**Item 4 -- Public Comment and Time Limit Notification**

Public comment is welcome. Beutler stated that individuals from the audience will be given a total of five minutes to speak on specific items listed on today's agenda. Those testifying should identify themselves for the official record and sign in.

**Item 5 -- Approval of the minutes from the JPA meeting held October 4, 2013**

Beutler asked if there were corrections or changes to the minutes of the October 4, 2013 JPA meeting. Being none, Clare moved approval of the minutes. Emery seconded the motion. Motion carried 3-0.

**Item 6 -- Approval of September and October 2013 Payment Registers**

Steve Hubka, City Finance Department, presented two months of payment registers. For September, the amount is \$10,316,172.87, including \$4.5 million to Mortensen and \$1.2 million to Hausmann. For October, the amount is \$7,115,082.62 including \$3.2 million to Mortensen,

\$537,000 to Sampson, and \$336,000 to Hausmann. Hubka explained that both months reflect a transition from construction payments to more FF&E (furniture, fixtures, and equipment) items as the arena prepared to open, thus listing many vendors not shown previously. Normally there would be descriptions, but because these were paid on purchase orders instead of payment vouchers, the system that generates these reports does not include a remark.

Clare asked if contracts, procedures, signatures, and other items were followed and reviewed as required. Steve confirmed and added that the City Purchasing Division was heavily involved in these items, many of which took place over the summer. Clare asked where these expenditures fall in relationship to the Phase I budget. Steve responded that they are within the budget.

There was no public comment. Emery moved approval of the resolution. Clare seconded the motion. Motion carried 3-0.

### **Item 7 – Review of the September and October 2013 Expenditure Reports**

Hubka presented the expenditure reports. The Program Budget amendments and Capital Budget resolutions are delayed until next month. When those are approved, the amounts will be reflected in the blank budget columns of these reports. Although there is no budget adopted, we are still operating and incurring expenditures.

Jane Kinsey, Watchdogs, asked if the amount for the girder failure had been determined. She understands it will be reimbursed, but wondered as to the total amount spent. Paula Yancey, P.C. Sports, will provide that amount to Kinsey. Also, it will be before the Board in the future.

### **Item 8 -- WH 13-90 Resolution approving the 2013-2014 JPA Operating Budget.**

Delayed until December 19, 2013.

### **Item 9 -- WH 13-91 Resolution approving the 2013-2014 Program Budget.**

Delayed until December 19, 2013.

### **Item 10 -- WH 13-92 Resolution approving a Contract Agreement with Commonwealth Electric Company of the Midwest for Structural Cable for High Density WiFi at the Pinnacle Bank Arena.**

Yancey explained that this resolution is for Commonwealth Electric to provide the cabling infrastructure required for the WiFi system at the Pinnacle Bank Arena. Earlier this summer the design and equipment portion of this work was approved. The company has been in the building for several months doing their design, layout, and signal strength surveys. Now that we have the actual design, the cabling was bid through City Purchasing. Commonwealth was the low bidder, so they recommend approval to Commonwealth for a contract amount of \$129,180. This will be funded from the FF&E Budget for the Pinnacle Bank Arena.

Clare asked about the two pieces of this work and associated timing. Yancey clarified that there is a separate contract for the DAS with Boingo Wireless, which is anticipated to be up on November 23. On the WiFi, the worst-case scenario would be March of 2014. However, if equipment and cabling comes earlier, they will complete sooner.

Beutler asked if this is the last contract on the arena internal communication system. Yancey confirmed that should be the case.

Clare asked if the timing was anticipated to take this long as seems slow in the process. Yancey stated it is slightly slower than originally anticipated. SMG has been working with all the vendors to move things along by completing the design and order the equipment. Beutler interjected that, having opened the arena early, SMG resources were somewhat diverted. Yancey summarized it is simply a timing issue and that this is the last piece of the puzzle.

There was no public comment. Clare moved approval of the resolution. Emery seconded the motion. Motion carried 3-0.

**Item 11 -- WH 13-93 Resolution amending Resolution No. WH 00482 to provide for a maximum authorized true interest cost and date after which bonds may not be issued; to repeal certain provisions of Resolution No. WH 00482 in connection therewith, taking other actions in connection with the foregoing, and other related matters.**

Hubka introduced Scott Keene from Ameritas Investment Corp. and Mike Rogers from Gilmore & Bell. Keene detailed that this spring the Board approved the issuance bonds for the Pinnacle Bank Arena and related infrastructure improvements at a true interest cost not to exceed 4.5% and dollar amount not to exceed \$30 million. At the time that resolution was approved, we did not know how much exactly would need to be financed and how much would be on a taxable basis. The Gilmore & Bell tax people, having completed their analysis, have determined that we do not have to issue any bonds on a tax basis. Therefore, they are here to talk about an amendment to the resolution that would allow them to bump the true interest cost up from 4.5% to 5.25%. Since spring, interest rates have risen dramatically and quickly when the Federal Reserve indicated that they might not continue the quantitative easing that has occurred over the last two years. In the current market, the bonds would be expected to have a true interest cost of between 4.25% and 4.4%, which would still meet the original parameters approved by the Board last spring, but with very little margin for interest rate movement. It is their intent to go to market with a competitive sale of these bonds through an electronic auction process on Wednesday, December 4 – about three weeks away. They do not expect rates to move much in that time span, but do not want to go to market and have bidders submit bids that have to be rejected as they just miss the parameter of 4.5%. So, they are asking today to amend the original resolution to allow for a true interest cost of 5.25% and to push the final date of when the bonds can be issued from December 31, 2013 to April 30, 2014. If something would happen in the market and the sale needed to be pulled, the earliest they could get back in the market would be January. They do not anticipate this will happen and expect the sale to go very well, but need the flexibility so they do not have the sale disappear. They have met with both Moody's and Standard & Poor's on the financing and fully expect them to affirm the outstanding ratings of the JPA debt, which are AA1 from Moody's and AAA from Standard & Poor's. By Friday of next week, we should have confirmation of those ratings.

Clare asked if AA1 is the highest from Moody's. Keene explained that AAA is the highest, so we are one step down on that rating, and at the highest from Standard & Poor's. Clare wondered if we had an explanation as to why we are not at the highest rating from Moody's. Keene thought it had to do with numerous things. The City has the highest ratings from both rating companies. Moody's tends to notch things. When there is a special issuing authority, like the

JPA, it is often viewed differently by them than a voted unlimited tax authority issue of the City of Lincoln. The complexity of the financing may play into the determination. We never intend for JPA to use its property taxing authority to make the debt payments on the bonds and, if that were to happen, there would be a lag involved to levy those property taxes. The structuring of these bonds was done in the best possible way to get the highest ratings and these are very strong ratings. If the bonds are sold at a true interest cost of 4.25%, the composite cost of borrowing for all JPA debt would be 3.78%. Responding to Clare, Keene affirmed that the budgeted rate was at 5%.

Emery recapped that our anticipation is that we will not have to jump above 4.25%, but we want to have the flexibility to get the best deal that we can. Keene stated that it is difficult to anticipate where the rate will be since the markets are moving so quickly and because the bonds are sold at a competitive sale. They have to rely on the bidders to show up and give competitive bids. They would not want someone to give a low responsible bid of 4.51%, which would still be very favorable, and have to reject that bid due to the tight parameters established last spring. This is the last financing anticipated by the JPA. When combined with the Turnback Tax Bonds issued by the City of Lincoln this summer, all of the long-term debt is completed. They are happy to be at this stage with such a low expected composite rate.

Rogers added that this is a very straight-forward resolution, and Keene covered the items that are amended from the original resolution.

Kinsey asked the result of a sudden jump in rates. Keene re-stated that they are anticipating a rate of between 4.25% and 4.4%, and are asking the Board to raise the parameters to allow them to have a true interest rate as high as 5.25%. If it were to jump more than that, they would not hold the sale, but come back to the Board for further discussion. Kinsey inquired what that would do to the budget and financing of the JPA. Keene explained that the project budget has total debt service that exceeds what they likely will receive from debt service for all of the combined bonds. As Clare mentioned, the original budget had assumed a cost of borrowing at 5%, and we are closer to 3.78%. They are well under the original budget and under the ongoing budget that has been created. Clare asked for clarification as to what rate was anticipated in the combined 3.78% rate – and, if not using the worst-case scenario of 5.25%, asked what the combined rate would be under that scenario. Keene confirmed the 3.78% took into account a rate of 4.25%. Although he did not do the analysis at 5.25%, it would be close to 3.86% as the absolute worst case – still under the 5% budgeted.

Kinsey stated the taxpayers are at risk if the arena does not do as expected, and inquired as to whether they were covering all the bases in that possibility. Keene confirmed and stated that the largest source of funds for repayment of bonds is Occupation Tax, which is generating more stable revenues than expected from the arena itself. Kinsey wanted to know how much more. Keene replied that this calendar year for 2013 they expect the Occupation Tax to generate over \$13 million of revenue. That is more than enough to cover the debt service.

Hubka pointed out that the projections for 2013 were less than \$11 million, so they are doing much better than expected when the overall financial plan was adopted for the Haymarket. Responding to Kinsey, Hubka stated they believe that will continue. The projections only had a 1% inflation factor and 1% population growth factor. Population is about 1% and inflation is greater than 1%. In addition, people seem to be eat out more frequently (2%-7% increase typically from each prior year in the individual months) which benefits this tax. Kinsey asked

how long the Turnback Tax would be in effect. Hubka explained it is when the Turnback Tax Bonds mature and are retired, but there is also a sunset date of 2045 or 2046 in the City Code. He can provide Kinsey the official date.

Kinsey ended by saying they will hope things go well, but even Tom Lorenz has stated that we are on a high right now with the arena, and it may not be that way in the future. Emery responded that that means we have to bank the extra money now. He asked Hubka if it is correct to say we are in a stronger financial position than we had anticipated -- borrowing at a lower rate and taking in revenues at a higher rate. And, although people could say we are on a high right now, we are in a good financial position. Hubka agreed.

Kinsey felt Moody's downgraded us due to some "skepticism," to which Clare responded we were not downgraded. They did not move us down, but gave us an initial rating of AA1 because of the lag. Kinsey asked what it would be called rather than a downgrade. Keene stated one notch from the highest possible rating category – it is an incredibly high quality rating. As mentioned earlier, it had nothing to do with what they saw as the viability of the arena, but was solely because the financing was done through a joint public agency and that the payments are not coming from property taxes. The only way we would have got a higher rating was if we issued the bonds as unlimited tax debt of the City of Lincoln purely paid by property tax. And, he believes everyone would recognize it was better to pay these from the wide variety of sources related to the arena and the redevelopment area and not from our property taxes. Kinsey agreed the taxpayers would think that was better.

Being no further public comment, Clare moved approval of the resolution. Emery seconded the motion. Motion carried 3-0.

**Item 12 -- WH 13-94 Resolution approving a Right-of-Way Contract between the West Haymarket Joint Public Agency and the City of Lincoln, Nebraska providing for the West Haymarket Joint Public Agency to grant permanent and temporary easements to the City of Lincoln for the P Street Pumping Station Project.**

Rick Peo, City Attorney's Office, introduced this resolution stating it was a right-of-way contract between the City of Lincoln and the JPA for the City to purchase a permanent and temporary easement needed for the "P" Street Pumping Station. The force main and lines will transfer across JPA property. The property involved was purchased from Union Pacific Railroad back in 2010. At that time, it was appraised at \$2 a square foot. In determining the value of the easement, the property was re-appraised by Gary Hasselbrook, an independent appraiser. A review of his appraisal was done by Fred Briggs. They confirmed a land value of \$2 a square foot. They found that the easements would not change the land value. Because of that, they both arrived at a figure of 25% of fee value for the permanent easement per square foot and 10% of fee value for the temporary easement, which is a one year use of the property. The 10% is a standard value and the permanent easement value varies from 25% to 50% depending on impact to the property and future uses of the property. This property is all within the 100 year flood plain with a portion in the 500 year flood plain. Neither appraiser thought there would be use of the property other than for public purposes – that is its highest and best use. It will probably be primarily flood plain storage.

Clare asked how this fee relates to other easements in the other. Peo responded that most of the other easements have been on redevelopment property and may have had a little higher

permanent easement value of 50%. They would be on property that has been redeveloped and usable for commercial or residential purposes. Therefore, the easements may have taken away from square footage, unlike this one that does not remove square footage from public use. Clare asked if this would interfere with any activities, to which Peo responded it would not. It is all west of the railroad tracks. It is flood plain and will be used primarily for flood plain storage

Kinsey asked if there was a monetary amount connected to this item. Beutler responded there is approximately a \$5,000 charge for the permanent easement and \$2,000-\$3,000 on the temporary easement. Clare added that the total was \$8,600.

Being no further public comment, Emery moved approval of the resolution. Clare seconded the motion. Motion carried 3-0.

### **Item 13 -- Set Next Meeting Date**

The next meeting date is set for Thursday, December 19, 2013 at 3:00 p.m. in the County City Building Room 303.

### **Item 14 -- Motion to Adjourn**

Emery made a motion to adjourn the meeting. Clare seconded the motion. The motion passed 3-0. The meeting adjourned at 9:35 a.m.

**Prepared by: Pam Gadeken, Public Works & Utilities**

## Payment Register

11/1/2013 through 11/30/2013

Vendor Number	Name	Remark	Project	Description	Do Ty	Doc Number	Amount	Payment Date	Payment Number
44281	C & H Distributors		870100	WH Arena	PV	1492964	6,204.00	11/06/13	504601
76881	Windstream	Billing Number 402-477-6387	06095	W Haymarket Surplus/ O & M	PV	1493301	96.33	11/06/13	504602
77374	Allied Electronics Inc		870100	WH Arena	PV	1492963	7,802.52	11/06/13	504603
77921	County/City Property Management	CITY CONTROLLER-JPA	06095	W Haymarket Surplus/ O & M	PV	1493302	104.10	11/06/13	504604
125330	NECO Inc	Oct-Dec 13 Alarm Services	06095	W Haymarket Surplus/ O & M	PV	1493303	102.60	11/06/13	504605
595471	Jaylynn LLC	Address change	870903	WH Jaylynn Site Purchase	PV	1492793	2,497.11	11/06/13	504606
604227	Radiant Systems Inc	Installation + training	870100	WH Arena	OV	1492396	12,245.80	11/06/13	504607
604227	Radiant Systems Inc	Sept,2013 POS service	870100	WH Arena	OV	1492798	2,027.70	11/06/13	504607
604227	Radiant Systems Inc	Sep,2013 POS services	870100	WH Arena	OV	1492799	1,321.66	11/06/13	504607
604227	Radiant Systems Inc	Sep,2013 POS service	870100	WH Arena	OV	1492800	571.98	11/06/13	504607
604227	Radiant Systems Inc	Sep,2013 POS service	870100	WH Arena	OV	1492801	138.03	11/06/13	504607
604227	Radiant Systems Inc	Sep,2013 POS service	870100	WH Arena	OV	1492802	683.31	11/06/13	504607
604227	Radiant Systems Inc	Sep,2013 POS service	870100	WH Arena	OV	1492803	354.86	11/06/13	504607
604774	Pinnacle Bank Arena	Reimburse for JPA purchase ord	870100	WH Arena	PV	1492815	3,994.44	11/06/13	504608
40310	Commonwealth Electric Co of the Midwe	Wayfinding sign work	870951	WH ITS & Dynamic Message Signs	OV	1492390	329,087.27	11/07/13	65978
40310	Commonwealth Electric Co of the Midwe	Retention pay out	870951	WH ITS & Dynamic Message Signs	OV	1492391	43,381.84	11/07/13	65978
40310	Commonwealth Electric Co of the Midwe	#5 billing, Fiber	870951	WH ITS & Dynamic Message Signs	OV	1492392	6,634.80	11/07/13	65978
40521	A to Z Printing	Job #3280M	06095	W Haymarket Surplus/ O & M	PV	1493299	68.00	11/07/13	65979
53356	Lincoln Electric System	200 N 7th, 9/24-10/22/13	870305	WH Core Area Roadway & Utility	PV	1492796	219.38	11/07/13	65987
53356	Lincoln Electric System	605 N 8th St,Pk Lot Lgh	06095	W Haymarket Surplus/ O & M	PV	1493300	59.68	11/07/13	65987
95919	Matheson Tri-Gas Inc		870100	WH Arena	PV	1492972	977.60	11/07/13	66022
95919	Matheson Tri-Gas Inc		870100	WH Arena	PV	1492973	416.85	11/07/13	66022
95919	Matheson Tri-Gas Inc		870100	WH Arena	PV	1492974	326.80	11/07/13	66022
95919	Matheson Tri-Gas Inc		870100	WH Arena	PV	1492975	94.85	11/07/13	66022
95919	Matheson Tri-Gas Inc		870100	WH Arena	PV	1492976	1,172.00	11/07/13	66022
95919	Matheson Tri-Gas Inc		870100	WH Arena	PV	1492977	162.08	11/07/13	66022
95919	Matheson Tri-Gas Inc		870100	WH Arena	PV	1492978	228.65	11/07/13	66022
320143	Hawkins Construction	Sept work on Impr Areas	870201	WH HymktPkLot,FestSp&PedGrdStr	OV	1492393	136,992.92	11/07/13	66053
320143	Hawkins Construction	Final on Canopy Renovation	870402	WH Canopy Phase II	OV	1492395	72,060.77	11/07/13	66053
583920	Cash-Wa Distributing		870100	WH Arena	PV	1492968	2,172.94	11/07/13	66067
583920	Cash-Wa Distributing		870100	WH Arena	PV	1492969	828.75	11/07/13	66067
583920	Cash-Wa Distributing		870100	WH Arena	PV	1492971	61.04	11/07/13	66067
591846	Marvin Investment Management Co	Expense Reimbursement	06095	W Haymarket Surplus/ O & M	PV	1493304	404.98	11/07/13	66080
602342	Dimensional Innovations	Ped Bridge design work	870201	WH HymktPkLot,FestSp&PedGrdStr	OV	1492388	36,081.77	11/07/13	66098
39651	Small Engine Specialists Inc		870100	WH Arena	PV	1494239	1,263.92	11/13/13	504958
82368	State of Nebraska	Sept,2013 monitoring#0637	870602	WH Voluntary Clean-up Program	PV	1494347	3,232.94	11/13/13	504959
98642	Information Services	10/13 Data Processing	06095	W Haymarket Surplus/ O & M	PV	1494640	162.86	11/13/13	504960
102154	Public Building Commission	Space Rental 11/13	06095	W Haymarket Surplus/ O & M	PV	1494646	204.62	11/13/13	504961
102154	Public Building Commission	Space Rental 11/13	06095	W Haymarket Surplus/ O & M	PV	1494646	52.24	11/13/13	504961
131481	Public Works Business Office	City Staff	06095	W Haymarket Surplus/ O & M	PV	1494647	446.57	11/13/13	504962
215600	Nebraska Nursery & Color Gardens LLC	Landscaping,9/22-10/26/13	870201	WH HymktPkLot,FestSp&PedGrdStr	OV	1494367	64,855.34	11/13/13	504963
35692	Gregg Electric Company	Post Office pole lights 111628	06095	W Haymarket Surplus/ O & M	PV	1494632	860.16	11/14/13	66127
37233	Olsson Associates		870201	WH HymktPkLot,FestSp&PedGrdStr	OV	1494363	3,699.88	11/14/13	66131
53356	Lincoln Electric System	277 Pinnacle Arena Drive	06095	W Haymarket Surplus/ O & M	PV	1494639	315.83	11/14/13	66140
588846	District Energy Corp	Customer WHymktJPA	06095	W Haymarket Surplus/ O & M	PV	1494648	135,186.77	11/14/13	66257
593485	Agent W-9	Monthly Website Mgmt 10/2013	06095	W Haymarket Surplus/ O & M	PV	1494649	2,000.00	11/14/13	66263
596877	Olsson Associates	Billing 9/8-10/5/13	870205	WH Parking Garage #2 P2	OV	1494320	88,485.67	11/14/13	66268
596877	Olsson Associates	Billing 9/8-10/5/13	870307	WH Streetscape	OV	1494320	20,901.72	11/14/13	66268
596877	Olsson Associates	Billing 9/8-10/5/13	870201	WH HymktPkLot,FestSp&PedGrdStr	OV	1494320	56,102.80	11/14/13	66268
596877	Olsson Associates	Billing 9/8-10/5/13	870000	WH General Coordination	OV	1494320	8,876.72	11/14/13	66268
596877	Olsson Associates	Billing 9/8-10/5/13	870305	WH Core Area Roadway & Utility	OV	1494320	55,051.08	11/14/13	66268
596877	Olsson Associates	Billing 9/8-10/5/13	870951	WH ITS & Dynamic Message Signs	OV	1494320	1,786.43	11/14/13	66268
602078	Hausmann-Dunn, a Joint Venture	Deck 3 work in Sep,2013	870206	WH Parking Garage #3 P2	OV	1494366	728,493.00	11/14/13	66277

West Haymarket Joint Public Agency  
 Payment Register  
 11/1/2013 through 11/30/2013

Vendor Number	Name	Remark	Project	Description	Do Ty	Doc Number	Amount	Payment Date	Payment Number
602078	Hausmann-Dunn, a Joint Venture	Deck 2 work in Sep,2013	870205	WH Parking Garage #2 P2	OV	1494366	173,335.00	11/14/13	66277
602474	Baring Industries Inc	Food service equip to 10/31	870100	WH Arena	OV	1494330	12,151.80	11/14/13	66278
604568	PS Furniture	2 carts	870100	WH Arena	OV	1494337	1,123.00	11/14/13	66282
604568	PS Furniture	126 tables	870100	WH Arena	OV	1494339	25,578.00	11/14/13	66282
100714	US Bank	Origination fee WHJPA LOC	870976	WH Line of Credit	PV	1496500	10,000.00	11/15/13	25218
30445	American Hotel Register Co		870100	WH Arena	PV	1495426	2,641.18	11/20/13	505414
96760	Petty Cash - Law	Filing of Easement,#2013057280	870908	WH Other Private Prop Acqstns	PV	1495464	40.00	11/20/13	505416
98415	Lincoln Water System	541 N St, 8/23-10/24/13	870902	WH Alter Site Purchase	PV	1495465	38.92	11/20/13	505417
37233	Olsson Associates	Deck 3 testing to 10/5/13	870206	WH Parking Garage #3 P2	OV	1495905	1,746.40	11/21/13	66316
39781	Davis Design	Deck #3 design,Oct'13	870206	WH Parking Garage #3 P2	OV	1495992	28,751.48	11/21/13	66320
41507	Sampson Construction	Oct,2013 Infrastr Improv	870307	WH Streetscape	OV	1496007	231,270.00	11/21/13	66323
53356	Lincoln Electric System	525 N St, 9/28-10/28/13	870305	WH Core Area Roadway & Utility	PV	1495462	116.63	11/21/13	66328
53356	Lincoln Electric System	601 N St, 2 9/28-10/28/13	870305	WH Core Area Roadway & Utility	PV	1495463	58.40	11/21/13	66328
249308	DLR Group Inc	Aug,2013 Reimb Exps	870100	WH Arena	OV	1496001	10,000.00	11/21/13	66401
249308	DLR Group Inc	Sep,2013 Reimb exps	870100	WH Arena	OV	1496002	10,000.00	11/21/13	66401
249308	DLR Group Inc	Oct,2013 Reimb exps	870100	WH Arena	OV	1496003	10,000.00	11/21/13	66401
249308	DLR Group Inc	Sep,2013 design work	870100	WH Arena	OV	1496004	112,500.00	11/21/13	66401
249308	DLR Group Inc	Oct,2013 design work	870100	WH Arena	OV	1496006	28,125.00	11/21/13	66401
594773	Alfred Benesch & Company	Site investigation,Sep,2013	870601	WH NDEQ T-200	OV	1495958	5,172.27	11/21/13	66438
594773	Alfred Benesch & Company	Environmental, Sep,2013	870604	WH Other/Miscellaneous	OV	1495971	1,040.00	11/21/13	66438
594773	Alfred Benesch & Company	Environmental, Sep,2013	870602	WH Voluntary Clean-up Program	OV	1495971	7,053.00	11/21/13	66438
594773	Alfred Benesch & Company	Environmental, Sep,2013	870603	WH Environmental Contngy Pln	OV	1495971	3,193.25	11/21/13	66438
596608	M A Mortenson Company	Oct,2013 Arena work	870100	WH Arena	OV	1495990	3,346,936.00	11/21/13	66442
598263	PC Sports LLC	Reallocate last month	870000	WH General Coordination	PD	1495918	20,000.00-	11/21/13	66447
598263	PC Sports LLC	Reallocate last month	870001	WH General Coordination P2	PD	1495918	10,000.00-	11/21/13	66447
598263	PC Sports LLC	Reallocate last month	870100	WH Arena	PD	1495918	26,000.00-	11/21/13	66447
598263	PC Sports LLC	Sept,2013 correction	870000	WH General Coordination	OV	1495921	26,000.00	11/21/13	66447
598263	PC Sports LLC	Sept,2013 correction	870001	WH General Coordination P2	OV	1495921	10,000.00	11/21/13	66447
598263	PC Sports LLC	Sept,2013 correction	870100	WH Arena	OV	1495921	20,000.00	11/21/13	66447
598263	PC Sports LLC	Oct,2013 Program Mgmt	870000	WH General Coordination	OV	1495923	26,000.00	11/21/13	66447
598263	PC Sports LLC	Oct,2013 Addendum 2	870001	WH General Coordination P2	OV	1495923	10,000.00	11/21/13	66447
598263	PC Sports LLC	Oct,2013 Project Mgmt	870100	WH Arena	OV	1495923	15,000.00	11/21/13	66447
603532	Thornton Tomasetti Inc	Bridge Investigate,9/27/13	870201	WH HymktPkLot,FestSp&PedGrdStr	OV	1495986	40,472.85	11/21/13	66458
74683	Downtown Lincoln Association	West Haymarket maint Nov 13	06095	W Haymarket Surplus/ O & M	PV	1497447	6,800.00	11/27/13	505890
82940	Applied Industrial Technologies		870100	WH Arena	PV	1498320	113.62	11/27/13	505891
97885	Copy Services	Customer 595381	06095	W Haymarket Surplus/ O & M	PV	1497449	6.81	11/27/13	505892
431100	City of Lincoln - Parking	JPA Parking Garage Mgmt 10/13	06095	W Haymarket Surplus/ O & M	PV	1497450	62,864.49	11/27/13	505893
431100	City of Lincoln - Parking	JPA Parking Garage Mgmt 10/13	06096	W Haymarket Parking Revenue	PV	1497450	100.00	11/27/13	505893
489475	The Sam Tell Companies		870100	WH Arena	PV	1498323	61.68	11/27/13	505894
604227	Radiant Systems Inc	9/23/13 POS exps	870100	WH Arena	OV	1498075	105.09	11/27/13	505895
604227	Radiant Systems Inc	9/21/13 POS exps	870100	WH Arena	OV	1498076	299.96	11/27/13	505895
604227	Radiant Systems Inc	Sep,2013 charges	870100	WH Arena	OV	1498077	1,915.99	11/27/13	505895
604227	Radiant Systems Inc	9/19/13 POS exps	870100	WH Arena	OV	1498078	5,248.20	11/27/13	505895
604227	Radiant Systems Inc	7/11/13 POS exps	870100	WH Arena	OV	1498176	2,324.51	11/27/13	505895
604227	Radiant Systems Inc	8/9/13 POS exps	870100	WH Arena	OV	1498177	1,855.65	11/27/13	505895
604227	Radiant Systems Inc	POS hardware	870100	WH Arena	OV	1498178	2,491.21	11/27/13	505895
604227	Radiant Systems Inc	8/4/13 POS exps	870100	WH Arena	OV	1498179	981.31	11/27/13	505895
604227	Radiant Systems Inc	7/18/13 POS exps	870100	WH Arena	OV	1498180	1,650.34	11/27/13	505895
604227	Radiant Systems Inc	POS hardware	870100	WH Arena	OV	1498182	833.21	11/27/13	505895
604227	Radiant Systems Inc	POS project mgmt	870100	WH Arena	OV	1498185	874.70	11/27/13	505895
604227	Radiant Systems Inc	5/31/13 POS exps	870100	WH Arena	OV	1498187	562.23	11/27/13	505895
604916	Mark Ruiz	Redl 1/2 Month Refund Nov 2013	06096	W Haymarket Parking Revenue	PV	1497426	35.00	11/27/13	505896
29989	National Everything Wholesale		870100	WH Arena	PV	1498321	1,004.16	11/28/13	66473

West Haymarket Joint Public Agency  
 Payment Register  
 11/1/2013 through 11/30/2013

Vendor Number	Name	Remark	Project	Description	Do Ty	Doc Number	Amount	Payment Date	Payment Number
29989	National Everything Wholesale		870100	WH Arena	PV	1498321	928.38	11/28/13	66473
29989	National Everything Wholesale		870100	WH Arena	PV	1498322	287.64	11/28/13	66473
32256	Sheppard's Business Interiors Inc	Arena furniture,WH00517	870100	WH Arena	PV	1498243	154,986.75	11/28/13	66479
36863	General Excavating	Final on #870951	870951	WH ITS & Dynamic Message Signs	OV	1497326	142,993.03	11/28/13	66490
36863	General Excavating	Proj 13-278	870602	WH Voluntary Clean-up Program	OV	1498023	210,124.76	11/28/13	66490
37233	Olsson Associates	Deck 2 inspections	870205	WH Parking Garage #2 P2	OV	1498079	767.15	11/28/13	66491
37233	Olsson Associates	Deck 3 inspections	870206	WH Parking Garage #3 P2	OV	1498080	2,711.25	11/28/13	66491
37233	Olsson Associates	Bridge inspect,10/6-11/2/13	870201	WH HymktPkLot,FestSp&PedGrdStr	OV	1498194	3,075.50	11/28/13	66491
77921	County/City Property Management	October 2013 Amtrak Station	06095	W Haymarket Surplus/ O & M	PV	1497448	452.77	11/28/13	66524
196867	Terracon Consultants Inc	Bridge work to 11/9/13	870100	WH Arena	OV	1498200	5,851.25	11/28/13	66563
320143	Hawkins Construction	Public space Impr,9/29-11/2	870201	WH HymktPkLot,FestSp&PedGrdStr	OV	1498188	735,485.65	11/28/13	66575
583920	Cash-Wa Distributing		870100	WH Arena	PV	1498324	2,172.94	11/28/13	66592
583920	Cash-Wa Distributing		870100	WH Arena	PV	1498325	61.04	11/28/13	66592
583920	Cash-Wa Distributing		870100	WH Arena	PV	1498326	828.75	11/28/13	66592
585350	Hausmann Construction	Oct,2013 Deck 1 work	870202	WH Parking Garage #1	OV	1498082	70,182.00	11/28/13	66594
602078	Hausmann-Dunn, a Joint Venture	Deck 3 work, Oct,2013	870206	WH Parking Garage #3 P2	OV	1498215	632,833.00	11/28/13	66618
602078	Hausmann-Dunn, a Joint Venture	Deck 2 work, Oct,2013	870205	WH Parking Garage #2 P2	OV	1498215	601,298.00	11/28/13	66618
602474	Baring Industries Inc	Final on Equipment	870100	WH Arena	OV	1498060	284,840.70	11/28/13	66620
							8,893,907.86		
Grand total									

City of Lincoln, NE  
 West Haymarket Joint Public Agency  
 Job Cost Report  
 As of November 30, 2013

		Total Budget	Expend.	Encumb.	Available Balance	Accounts Receivable	Adjusted Avail Bal
-----							
00951	West Haymarket Capital Proj						
70090	West Haymarket Park						
	870000 WH General Coordination	6,674,522	6,460,271	57,438	156,813		156,813
-----							
70090	West Haymarket Park	6,674,522	6,460,271	57,438	156,813		156,813
70091	Arena						
	870100 WH Arena	178,079,903	180,844,525	2,907,712	5,672,334-		5,672,334-
	870101 WH Arena Contingency	6,643,925			6,643,925		6,643,925
	870203 WH Arena Parking Garage	726,438	725,794		644		644
-----							
70091	Arena	185,450,266	181,570,319	2,907,712	972,235		972,235
70092	Parking						
	870201 WH HymktPkLot,FestSp&PedGrdStr	14,983,049	13,263,747	1,964,494	245,192-		245,192-
	870202 WH Parking Garage #1	14,234,442	13,459,047	599,509	175,886		175,886
	870204 WH Parking Garage #2	207,036	203,219	3,817			
-----							
70092	Parking	29,424,527	26,926,013	2,567,820	69,306-		69,306-
70093	Roads						
	870301 WH Charleston Bridge/Roadway	258,985	252,015		6,970		6,970
	870302 WH "M"&"N" St,7th to 10th St	3,432,807	3,436,497	962	4,652-		4,652-
	870303 WH USPS Parking Lot Reconstctn	698,178	696,054		2,124		2,124
	870304 WH 10th & Salt Creek Road Impr	3,444,647	3,436,721		7,926		7,926
	870305 WH Core Area Roadway & Utility	15,914,406	13,370,395	1,791,763	752,248		752,248
	870306 WH Traffic Analysis	78,170	72,352		5,818		5,818
	870307 WH Streetscape	425,638	1,774,346	472,842	1,821,550-		1,821,550-
	870308 WH Sun Valley Blvd & West "O"	29,370	23,682	5,689	1-		1-
-----							
70093	Roads	24,282,201	23,062,062	2,271,256	1,051,117-		1,051,117-

City of Lincoln, NE  
 West Haymarket Joint Public Agency  
 Job Cost Report  
 As of November 30, 2013

		Total Budget	Expend.	Encumb.	Available Balance	Accounts Receivable	Adjusted Avail Bal
-----							
00951	West Haymarket Capital Proj						
70094	Pedestrian Ways						
	870401 WH Plaza						
	870402 WH Canopy Phase II	1,424,060	1,356,269		67,791		67,791
-----							
70094	Pedestrian Ways	1,424,060	1,356,269		67,791		67,791
70095	Utilities						
	870501 WH Sanitary Sewer Relocation	1,492,905	1,492,905				
	870502 WH Fiber Optic Comm & Other	506,035	506,035				
-----							
70095	Utilities	1,998,940	1,998,940				
70096	Environmental						
	870601 WH NDEQ T-200	2,413,851	1,604,633	21,378	787,840		787,840
	870602 WH Voluntary Clean-up Program	1,157,029	1,329,032	493,246	665,249-		665,249-
	870603 WH Environmental Contngy Pln	2,315,878	1,318,872	18,280	978,726		978,726
	870604 WH Other/Miscellaneous	926,292	692,327	7,090	226,875		226,875
	870605 WH Canopy Phase I-Lead Abatemt						
	870606 WH Alter Brownfield Site						
	870607 WH JayLynn/Watson/Alter N						
-----							
70096	Environmental	6,813,050	4,944,864	539,994	1,328,192		1,328,192
70097	Dirt Moving						
	870701 WH Stmwtr Mtgtn-Sth&WstOf BNSF						
	870703 WH Initial Haymarket Site Prep	6,063,449	6,087,617	8,314	32,482-		32,482-
	870704 WH Other Stormwater Mitigation						
-----							
70097	Dirt Moving	6,063,449	6,087,617	8,314	32,482-		32,482-
70098	TIF Improvements						

City of Lincoln, NE  
 West Haymarket Joint Public Agency  
 Job Cost Report  
 As of November 30, 2013

	Total Budget	Expend.	Encumb.	Available Balance	Accounts Receivable	Adjusted Avail Bal
-----						
870800 WH TIF Improvements						
-----						
70098 TIF Improvements						
70099 Site Purchase						
870901 WH BNSF Land Acquisition	1,060,419	1,060,419				
870902 WH Alter Site Purchase	4,846,286	4,545,057		301,229		301,229
870903 WH Jaylynn Site Purchase	1,700,176	1,702,715		2,539-		2,539-
870904 WH UP Site Purchase	1,326,248	1,326,248				
870905 WH BNSF Const, Rehab, Reloc	47,695,867	47,671,699		24,168		24,168
870906 WH Amtrak Station	2,367,186	2,369,425		2,239-		2,239-
870907 WH UP Track Mod West of Bridge	1,225,232	1,225,232				
870908 WH Other Private Prop Acqstns	2,264,241	2,214,387		49,854		49,854
-----						
70099 Site Purchase	62,485,655	62,115,182		370,473		370,473
70100 Other Costs						
870951 WH ITS & Dynamic Message Signs	1,826,827	1,107,278	26,729	692,820		692,820
870952 WH Community Space & Civic Art	1,500,000	370,115	13,670	1,116,215		1,116,215
-----						
70100 Other Costs	3,326,827	1,477,393	40,399	1,809,035		1,809,035
70105 Bond Related Costs						
870975 WH Miscellaneous	528,317			528,317		528,317
870976 WH Line of Credit	53,227	78,227		25,000-		25,000-
870977 WH Series 1 JPA Debt	1,535,168	1,535,168				
870978 WH Series 2 JPA Debt	1,221,802	1,221,802				
870979 WH Series 3 JPA Debt	577,661	577,661				
870980 WH Series 4 JPA Debt	1,243,825	1,243,825				
-----						
70105 Bond Related Costs	5,160,000	4,656,683		503,317		503,317

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City of Lincoln, NE  
West Haymarket Joint Public Agency  
Job Cost Report  
As of November 30, 2013

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	Total Budget	Expend.	Encumb.	Available Balance	Accounts Receivable	Adjusted Avail Bal
-----	-----	-----	-----	-----	-----	-----
00951 West Haymarket Capital Proj 70105 Bond Related Costs						
-----	-----	-----	-----	-----	-----	-----
00951 West Haymarket Capital Proj	333,103,497	320,655,613	8,392,933	4,054,951		4,054,951

City of Lincoln, NE  
 West Haymarket Joint Public Agency  
 Job Cost Report-Phase II  
 As of November 30, 2013

		Total Budget	Expend.	Encumb.	Available Balance	Accounts Receivable	Adjusted Avail Bal
-----							
00951	West Haymarket Capital Proj						
70090	West Haymarket Park						
	870001 WH General Coordination P2	360,000	100,000	260,000			
-----							
70090	West Haymarket Park	360,000	100,000	260,000			
-----							
70092	Parking						
	870205 WH Parking Garage #2 P2	12,365,000	1,050,448	10,407,494	907,058		907,058
	870206 WH Parking Garage #3 P2	14,570,000	2,921,836	11,236,166	411,998		411,998
-----							
70092	Parking	26,935,000	3,972,284	21,643,660	1,319,056		1,319,056
-----							
70105	Bond Related Costs						
	870981 WH Series 5 JPA Debt P2	422,598			422,598		422,598
-----							
70105	Bond Related Costs	422,598			422,598		422,598
-----							
00951	West Haymarket Capital Proj	27,717,598	4,072,284	21,903,660	1,741,654		1,741,654

City of Lincoln, NE  
 West Haymarket Joint Public Agency  
 Operating Expenditure Report  
 As of November 30, 2013

	ORIGINAL BUDGET	BUDGET REVISIONS	TOTAL	YTD EXPEND	AVAILABLE BALANCE
00950 West Haymarket Revenue					
06095 W Haymarket Surplus/					
11 Materials & Supplies					
5261 Postage				334	334-
11 Materials & Supplies				334	334-
12 Other Services & Charges					
5621 Misc Contractual Services				4,863	4,863-
5624 Auditing Service				4,110	4,110-
5631 Data Processing Service				326	326-
5633 Software				999	999-
5643 Management Services				12,405	12,405-
5643.61 Deck 1 Mgmt Servic				79,890	79,890-
5683.05 Fire Alarm Monitor				103	103-
5762 Photocopying				26	26-
5763 Printing				121	121-
5794 Public Officials				30,121	30,121-
5821 Electricity - Bldg & Grnds				1,035	1,035-
5825 Natural Gas				200	200-
5829 Telephone				289	289-
5830 Water				102	102-
5835 Thermal Heating & Cooling				378,575	378,575-
5856 City Share Linc Center Main				27,200	27,200-
5862 Grounds Maintenance				860	860-
5870 Other Bldg Maintenance				1,564	1,564-
5928 Rent of Co/City Bldg Space				614	614-
5931 Parking Rent Bldg Comm				157	157-
5952 Advertising/Media Serv				41	41-
12 Other Services & Charges				543,601	543,601-
06095 W Haymarket Surplus/				543,935	543,935-
195011 JPA 2010A Debt Servic					
15 Debt Service					

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City of Lincoln, NE  
West Haymarket Joint Public Agency  
Operating Expenditure Report  
As of November 30, 2013

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	ORIGINAL BUDGET	BUDGET REVISIONS	TOTAL	YTD EXPEND	AVAILABLE BALANCE
6233 Bd Trustee Pmt-Serv Chg				524	524-
6235 Bd Trustee Pmt-Interest				2,325,755	2,325,755-
15 Debt Service				2,326,279	2,326,279-
195011 JPA 2010A Debt Servic				2,326,279	2,326,279-
195021 JPA 2010B/C Debt Serv					
15 Debt Service					
6235 Bd Trustee Pmt-Interest				2,937,161	2,937,161-
15 Debt Service				2,937,161	2,937,161-
195021 JPA 2010B/C Debt Serv				2,937,161	2,937,161-
195031 JPA 2011 Debt Service					
15 Debt Service					
6235 Bd Trustee Pmt-Interest				2,295,844	2,295,844-
15 Debt Service				2,295,844	2,295,844-
195031 JPA 2011 Debt Service				2,295,844	2,295,844-
00950 West Haymarket Revenue				8,103,219	8,103,219-

**RESOLUTION NO. WH- \_\_\_\_\_**

1           BE IT RESOLVED by the Board of Representatives of the West Haymarket Joint Public  
2 Agency:

3           That the attached Proposed Operating Budget for September 1, 2013 to August 31, 2014  
4 is hereby adopted as the West Haymarket Joint Public Agency Operating Budget for FY  
5 2013/2014.

6           Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2013.

Introduced by:

\_\_\_\_\_

Approved as to Form & Legality:

West Haymarket Joint Public Agency  
Board of Representatives

\_\_\_\_\_  
Legal Counsel for  
West Haymarket Joint Public Agency

\_\_\_\_\_  
Chris Beutler, Chair

\_\_\_\_\_  
Tim Clare

\_\_\_\_\_  
Doug Emery

**West Haymarket Joint Public Agency  
Proposed Operating Budget  
September 1, 2013 to August 31, 2014**

<b>Expenditure Budget</b>	<u>2012-13 Adopted</u>	<u>2013-14 Proposed</u>
<b>Operating Expenditures</b>		
Personnel Costs - Transfer to the City of Lincoln		
Assistant City Controller	\$ 106,598	\$ 111,367
Assistant City Attorney	111,057	118,712
Assistant Purchasing Agent	81,080	43,045
City Treasurer Staff-Occupation Tax Collection	38,745	40,394
Accountant-Occupation Tax Collection/Audit	26,465	40,562
Public Works Administrative Support	7,000	7,000
Total Personnel Costs	<u>\$ 370,945</u>	<u>\$ 361,080</u>
Materials and Supplies	\$ 2,810	\$ 1,950
Services		
Miscellaneous Contractual Services	\$ 107,592	\$ 132,260
Premium Seat Husker Tickets		263,000
Arena pre-opening loan repayment		202,095
Arena pouring rights		285,000
Parking Management Services		660,000
Project Administrator	53,000	11,000
Insurance		122,400
Public Official's Liability Insurance	27,000	31,700
District Energy thermal services		1,552,010
Arena Sales Commissions		1,307,000
JPA share of downtown maintenance		34,000
Amtrak Station maintenance and utilities	15,700	24,200
Other Services	6,933	13,773
Total Services	<u>\$ 210,225</u>	<u>\$ 4,638,438</u>
Total Operating Expenditures	<u>\$ 583,980</u>	<u>\$ 5,001,468</u>
<b>Other Expenditures</b>		
Debt Service		
Interest	15,117,520	\$ 15,697,520
Trustee Service Charges	1,996	2,420
Total Debt Service	<u>\$ 15,119,516</u>	<u>\$ 15,699,940</u>
Transfer to City-Turn Back Tax Bond Interest		453,266
Total Expenditure Budget	<u><u>\$ 15,703,496</u></u>	<u><u>\$ 21,154,674</u></u>
<b>Sources of Funds*</b>		
Occupation taxes	\$ 11,803,218	\$ 11,570,575
Federal subsidy of debt payments	3,900,278	3,560,953
Private Developer thermal energy payments		968,046
Arena Revenues		2,476,900
Arena Sponsorships		750,000
Parking Revenues		1,241,600
UNL Rent		325,000
Amtrak Station Rent		37,600
Interest on cash balances		224,000
Total - Sources of Funds	<u><u>\$ 15,703,496</u></u>	<u><u>\$ 21,154,674</u></u>

\* See Arena/JPA Revenue Distribution Schedule

**West Haymarket Joint Public Agency  
Proposed Operating Budget  
September 1, 2013 to August 31, 2014**

**Arena/JPA Revenue Distribution Schedule**

**JPA Revenues (Operating and Program Budget)**

- 1 . Suites
- 2 . Loge Boxes
- 3 . Club Seats
- 4 . Parking (decks 1,2,3)
- 5 . Occupation Taxes
- 6 . Energy payments from private tenants
- 7 . County lodging tax
- 8 . Land Sales
- 9 . IMG Sponsorship (pouring rights portion to Arena)
- 10 . Naming rights
- 11 . Property taxes from TIF
- 12 . UNL Rent
  
- 13 . Private donations
- 14 . Interest earnings
- 15 . Rental income
- 16 . Turnback tax surplus

**Legal Authority**

Premium seating and Facilities agreement  
Premium seating and Facilities agreement  
Premium seating and Facilities agreement  
Facilities agreement  
Facilities agreement, City ordinance  
Energy Service agreements b/t JPA/Tenants  
Grant contract b/t JPA and County  
JPA has fee title  
Contract between JPA and IMG  
JPA/Pinnacle Bank agreement  
TIF note holder is the JPA, JPA resolution  
UNL Lease and Operating Agreement/Facilities Agreement, Memorandum of Understanding  
Donor designation, terms of gift  
Facilities agreement  
Rental agreements  
Facilities agreement, Convention Center  
Facility Financing Act

**Arena Revenues**

- 1 . Arena event revenue including food, beverage, merchandise and other
- 2 . \$200,000 annual repayment of preopening loan from SMG (Transferred from JPA)
- 3 . \$285,000 pouring rights. (Transferred from JPA)
  
- 4 . Festival parking and events, attached garage

City/SMG agreement  
  
Facilities agreement, City acting as an agent for the JPA  
Facilities agreement, City acting as an agent for the JPA  
Facilities agreement, City acting as an agent for the JPA, City/SMG agreement

**City Revenues**

- 1 . Turnback Tax

Facilities agreement to pay Turnback Tax bonds

**RESOLUTION NO. WH- \_\_\_\_\_**

1 BE IT RESOLVED by the Board of Representatives of the West Haymarket Joint Public  
2 Agency:

3 That the attached November 14, 2013 Proposed Ongoing Program Budget - Phase I is  
4 hereby adopted as the West Haymarket Joint Public Agency Ongoing Program Budget - Phase I.

5 Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2013.

Introduced by:

\_\_\_\_\_

Approved as to Form & Legality:

West Haymarket Joint Public Agency  
Board of Representatives

\_\_\_\_\_  
Legal Counsel for  
West Haymarket Joint Public Agency

\_\_\_\_\_  
Chris Beutler, Chair

\_\_\_\_\_  
Tim Clare

\_\_\_\_\_  
Doug Emery

**West Haymarket Joint Public Agency  
Proposed Program Budget- Phase I  
November 14, 2013**

Description	Approved Budget 12/18/2012	Proposed Changes 11/14/2013	Proposed Phase I Budget
<b>TOTAL PROGRAM SUMMARY</b>			
<b>Infrastructure</b>			
70090 General Coordination	\$6,674,522.13	-\$50,000.00	\$6,624,522.13
70092 Parking	\$29,424,526.62	\$409,535.17	\$29,834,061.79
70093 Roads	\$24,282,201.64	\$1,369,280.33	\$25,651,481.97
70094 Pedestrian Ways	\$1,424,060.00	-\$67,790.95	\$1,356,269.05
70095 Utilities	\$1,998,940.27	\$0.00	\$1,998,940.27
70096 Environmental	\$6,813,049.30	\$400,000.00	\$7,213,049.30
70097 Dirt Moving	\$6,063,448.59	\$32,482.12	\$6,095,930.71
70100 Other Costs (ITS / Civic Art)	\$3,326,826.84	-\$590,867.26	\$2,735,959.58
<b>Total Infrastructure</b>	<b>\$80,007,575.39</b>	<b>\$1,502,639.41</b>	<b>\$81,510,214.80</b>
<b>Arena</b>			
70091 Arena / Garage Construction	\$185,450,266.00	\$1,078,175.00	\$186,528,441.00
<b>Total Arena / Arena Garage</b>	<b>\$185,450,266.00</b>	<b>\$1,078,175.00</b>	<b>\$186,528,441.00</b>
<b>Site Purchase / Bond Related Costs</b>			
70099 Site Purchase	\$62,485,654.93	-\$21,765.83	\$62,463,889.10
70105 Bond Related Costs	\$5,160,000.00	\$0.00	\$5,160,000.00
<b>Total Site Purchase Bond Related Costs</b>	<b>\$67,645,654.93</b>	<b>-\$21,765.83</b>	<b>\$67,623,889.10</b>
<b>Total Project Costs</b>	<b>\$333,103,496.32</b>	<b>\$2,559,048.58</b>	<b>\$335,662,544.90</b>
<b>Contingency</b>			
Contingency	\$9,359,425.68	-\$318,994.33	\$9,040,431.35
<b>Total Contingency</b>	<b>\$9,359,425.68</b>	<b>-\$318,994.33</b>	<b>\$9,040,431.35</b>
<b>Total Project Budget with Contingency</b>	<b>\$342,462,922.00</b>	<b>\$2,240,054.25</b>	<b>\$344,702,976.25</b>
<b>Other Funding Sources</b>			
Convention and Visitors Bureau	\$2,000,000.00		\$2,000,000.00
Land Sale Revenue - TDP Block	\$391,399.14	\$146,483.19	\$537,882.33
Streetlight Refunding	\$307,428.28		\$307,428.28
Naming Rights / Sponsorship Funding	\$500,000.00		\$500,000.00
RTSD Funding	\$203,697.52	\$169,446.06	\$373,143.58
TIF Repayment for Sanitary Sewer	\$52,793.31		\$52,793.31
Locker room upgrades paid by UNL	\$0.00	\$578,175.00	\$578,175.00
TIF Streetscape Dollars	\$0.00	\$771,000.00	\$771,000.00
Brownfield Grant Reimbursement	\$0.00	\$400,000.00	\$400,000.00
Landfill Beneficial Reuse revenue	\$0.00	\$174,950.00	\$174,950.00
Transfer Other Funding Sources to Project Cost line items		-\$2,240,054.25	-\$2,240,054.25
<b>Total Other Funding Sources</b>	<b>\$3,455,318.25</b>	<b>\$0.00</b>	<b>\$3,455,318.25</b>
<b>Total Project Budget Plus Other Funding Sources</b>	<b>\$345,918,240.25</b>	<b>\$2,240,054.25</b>	<b>\$348,158,294.50</b>

**RESOLUTION NO. WH- \_\_\_\_\_**

1 BE IT RESOLVED by the Board of Representatives of the West Haymarket Joint Public  
2 Agency:

3 That the attached Amendment No. 18 to the Agreement for Engineering Services between  
4 Olsson Associates dba Lincoln Haymarket Infrastructure Team and the West Haymarket Joint  
5 Public Agency, Haymarket Infrastructure Design Project No. 870000, to extend the Agreement  
6 through December 31, 2014 and to increase hourly rates by up to 1% from the 2013 rates, is  
7 hereby approved and the Chairperson of the West Haymarket Joint Public Agency Board of  
8 Representatives is hereby authorized to execute said Amendment No. 18 on behalf of the JPA.

9 The City Clerk is directed to return a fully executed original of the Agreement to Olsson  
10 Associates, 1111 Lincoln Mall, Lincoln, NE 68508.

11 Adopted this \_\_\_\_\_ day of December, 2013.

Introduced by:

\_\_\_\_\_

Approved as to Form & Legality:

West Haymarket Joint Public Agency  
Board of Representatives

\_\_\_\_\_  
Legal Counsel for  
West Haymarket Joint Public Agency

\_\_\_\_\_  
Chris Beutler, Chair

\_\_\_\_\_  
Tim Clare

\_\_\_\_\_  
Doug Emery

**AMENDMENT NO. 18**  
**to AGREEMENT for ENGINEERING SERVICES**  
**between OLSSON ASSOCIATES**  
**dba LINCOLN HAYMARKET INFRASTRUCTURE TEAM and the**  
**WEST HAYMARKET JOINT PUBLIC AGENCY**  
**HAYMARKET INFRASTRUCTURE DESIGN PROJECT**  
**Project No. 870000**

This Contract Amendment is made by and between Olsson Associates, dba Lincoln Haymarket Infrastructure Team, hereinafter called ENGINEER, and the West Haymarket Joint Public Agency, hereinafter called JPA, this \_\_\_\_\_ day of \_\_\_\_\_ 2013 and approved by Resolution No. \_\_\_\_\_.

WHEREAS, it is the mutual desire of the parties hereto to amend the Agreement to provide professional services associated with the Haymarket Infrastructure Design Contract which was entered into on November 18, 2010 under Resolution WH-12, hereinafter called the existing Agreement. The description of work to be added to the existing Agreement under this Amendment shall include an extension of the contract duration through calendar year 2014 and provide adjustments on hourly rates that will be used by the Lincoln Haymarket Infrastructure Team during this period. Current contract value remains unchanged as a result of this Amendment No. 18.

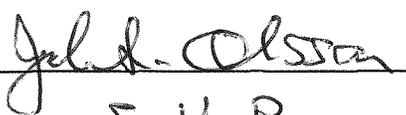
NOW THEREFORE, it is hereby agreed that the existing Agreement be amended to include the services as described herein.

This AMENDMENT shall be deemed a part of, and shall be subject to all terms and conditions of the existing Agreement. Except as modified above, the existing Agreement shall remain in full force and effect.

**West Haymarket Joint Public Agency**

\_\_\_\_\_  
Title: \_\_\_\_\_

**Engineer – Olsson Associates dba  
Lincoln Haymarket Infrastructure Team**

By:   
Title: S. V. P.

By:   
Title: VICE PRESIDENT

**Amendment No. 18**

**West Haymarket Infrastructure Projects**

**Hourly Wage Adjustments for 2014 Calendar Year**

In accordance Paragraph 3.A. of the Contract for Construction Design Services – Modification No. 1, executed on November 18, 2010, for engineering services to be performed by the Lincoln Haymarket Infrastructure Team (LHIT), a provision exists for hourly wage adjustments. The Engineer has the ability to increase hourly rates based upon annual changes in direct labor costs, up to the all Urban Consumer Price Index (CPI) per calendar year for all work that is completed after December 31, 2011.

For the 2014 calendar year, hourly rates shall be increased by up to 1.0% from the 2013 rates.

## Economic News Release

### Table 4. Consumer Price Index for All Urban Consumers (CPI-U): Selected areas, all items index

**Table 4. Consumer Price Index for All Urban Consumers (CPI-U): Selected areas, all items index, October 2013**

[1982-84=100, unless otherwise noted]

Area	Pricing Schedule <sup>(1)</sup>	Percent change to Oct. 2013 from:			Percent change to Sep. 2013 from:		
		Oct. 2012	Aug. 2013	Sep. 2013	Sep. 2012	Jul. 2013	Aug. 2013
U.S. city average	M	1.0	-0.1	-0.3	1.2	0.2	0.1
<b>Region and area size<sup>(2)</sup></b>							
Northeast urban	M	0.7	-0.2	-0.4	1.1	0.3	0.1
Size A - More than 1,500,000	M	0.9	-0.2	-0.4	1.3	0.3	0.2
Size B/C - 50,000 to 1,500,000 <sup>(3)</sup>	M	0.2	-0.2	-0.1	0.6	0.3	-0.1
Midwest urban	M	0.8	-0.4	-0.5	1.0	0.2	0.1
Size A - More than 1,500,000	M	0.7	-0.6	-0.6	1.0	0.1	0.0
Size B/C - 50,000 to 1,500,000 <sup>(3)</sup>	M	1.0	0.0	-0.3	0.9	0.4	0.3
Size D - Nonmetropolitan (less than 50,000)	M	0.8	-0.7	-0.6	1.1	-0.1	-0.1
South urban	M	1.3	-0.2	-0.2	1.3	0.1	0.0
Size A - More than 1,500,000	M	1.4	-0.1	-0.2	1.3	0.3	0.1
Size B/C - 50,000 to 1,500,000 <sup>(3)</sup>	M	1.3	-0.2	-0.2	1.4	0.2	0.0
Size D - Nonmetropolitan (less than 50,000)	M	0.5	-0.6	-0.3	0.3	-0.5	-0.4
West urban	M	0.9	0.2	-0.1	1.3	0.3	0.2
Size A - More than 1,500,000	M	0.8	0.3	0.0	1.3	0.4	0.3
Size B/C - 50,000 to 1,500,000 <sup>(3)</sup>	M	0.8	-0.2	-0.2	1.2	0.2	0.0
<b>Size classes</b>							
A <sup>(4)</sup>	M	1.0	-0.1	-0.3	1.3	0.3	0.2
B/C <sup>(3)</sup>	M	1.0	-0.1	-0.2	1.1	0.2	0.1
D	M	0.9	-0.5	-0.3	0.9	-0.1	-0.2
<b>Selected local areas<sup>(5)</sup></b>							
Chicago-Gary-Kenosha, IL-IN-WI	M	0.5	-0.5	-0.3	0.7	-0.1	-0.2
Los Angeles-Riverside-Orange County, CA	M	-0.1	0.3	0.1	0.6	0.3	0.2
New York-Northern N.J.-Long Island, NY-NJ-CT-PA	M	1.1	-0.2	-0.6	1.6	0.5	0.3
Boston-Brockton-Nashua, MA-NH-ME-CT	1				1.0	0.3	
Cleveland-Akron, OH	1				0.7	-0.4	

**RESOLUTION NO. WH- \_\_\_\_\_**

1 BE IT RESOLVED by the Board of Representatives of the West Haymarket Joint Public

2 Agency:

3 That the attached Consultant Agreement between the West Haymarket Joint Public  
4 Agency and Don Herz for ongoing maintenance and refinement of a cash flow and financing  
5 model and analysis, upon the terms and conditions set out in said Consultant Agreement, is  
6 hereby approved and the Chairperson of the West Haymarket Joint Public Agency Board of  
7 Representatives is hereby authorized to execute said Consultant Agreement.

8 The City Clerk is directed to return a fully executed original of the Agreement to Don  
9 Herz, 1817 St. Andrews Pl., Lincoln, NE 68512.

10 Adopted this \_\_\_\_\_ day of December, 2013.

Introduced by:

\_\_\_\_\_

Approved as to Form & Legality:

West Haymarket Joint Public Agency  
Board of Representatives

\_\_\_\_\_  
Legal Counsel for  
West Haymarket Joint Public Agency

\_\_\_\_\_  
Chris Beutler

\_\_\_\_\_  
Tim Clare

\_\_\_\_\_  
Doug Emery

## **CONSULTANT AGREEMENT**

THIS AGREEMENT is entered into this \_\_\_\_ day of December, 2013, by and between the West Haymarket Joint Public Agency, hereinafter referred to as “JPA” and Don Herz, CPA, hereinafter referred to as “Consultant.”

### **RECITALS**

#### **A.**

The JPA proposes to engage Consultant in accordance with the terms and conditions set forth herein to render professional assistance in developing and refining cash flow and financing models and analyses (“Consultant Services”).

#### **B.**

Consultant possesses certain skills, experience, education and competency to perform the Consultant Services on behalf of the JPA, and the JPA desires to engage Consultant for such Consultant Services on the terms herein provided.

#### **C.**

Consultant hereby represents that Consultant is willing and able to perform the Consultant Services in accordance with the proposed Consultant Services submitted with this Agreement.

NOW, THEREFORE, IN CONSIDERATION of the above Recitals and the mutual obligations of the parties hereto, the parties do agree as follows:

#### **I.**

### **ADMINISTRATOR OF AGREEMENT**

Steve Hubka, Interim Director, of the of City of Lincoln, Nebraska, Finance Department and Treasurer of the JPA, shall be the JPA’s representative for the purposes of administering this Agreement and shall have authority on behalf of the JPA to give approvals under this Agreement.

**II.**  
**SCOPE OF SERVICES**

Consultant agrees to undertake, perform and complete in an expeditious, satisfactory and professional manner the services set forth in Attachment A on behalf of the JPA. In the event there is a conflict between the terms of Attachment A and this Agreement, the terms of this Agreement shall control.

**III.**  
**TERM OF AGREEMENT**

The term of this Agreement shall commence upon execution of this Agreement by both parties and shall continue until completion of all obligations of this agreement, but in no event longer than December 31, 2015.

**IV.**  
**COMPENSATION**

The JPA agrees to pay Consultant an hourly fee of fifty-five dollars and no cents (\$55.00), not to exceed a total amount of twelve thousand dollars and no cents (\$12,000.00) per year, for time spent in performing the services set forth in Attachment "A". Compensation shall be payable monthly upon receipt of supporting documentation acceptable to the JPA for the work completed. All approved payments will be made to the Consultant.

Failure of the JPA to accept the recommendations or work of the Consultant on the basis of differences of professional opinion shall not be the basis for rejection of the work performed by the Consultant or for nonpayment of the Consultant.

**V.**  
**SERVICES TO BE CONFIDENTIAL**

All services, including reports, opinions and information to be furnished under this Agreement shall be considered confidential and shall not be divulged, in whole or in part, to any person other than to duly authorized representatives of the JPA, without the prior written approval

of the JPA or by order of a court of competent jurisdiction. The provisions in this section shall survive any termination of this Agreement.

**VI.**  
**NON-RAIDING CLAUSE**

Consultant shall not engage the services of any person or persons presently in the employ of the JPA for work covered by this Agreement without the written consent of the JPA.

**VII.**  
**TERMINATION OF AGREEMENT**

A. This Agreement may be terminated by the Consultant if the JPA fails to adequately perform any material obligation required by this Agreement (“Default”). Termination rights under this paragraph may be exercised only if the JPA fails to cure a Default within ten (10) calendar days after receiving written notice from the Consultant specifying the nature of the Default.

B. Either party may terminate this Agreement, in whole or part, for any reason for the terminating party’s own convenience upon at least thirty (30) days written notice to the other party.

If the Agreement is terminated by either the JPA or Consultant as provided in A or B above, Consultant shall be paid for all services performed, and reimbursable expenses incurred, not to exceed the above-mentioned Agreement amounts, up until the date of termination.

Consultant hereby expressly waives any and all claims for damages or compensation arising under this Agreement except as set forth in this paragraph in the event of termination.

Further, Consultant agrees that, upon termination as provided in this paragraph, it shall not be employed by any developer or other party who is or may be interested in the work effort as defined in Article II, or interested in the decisional process relating to the application of such findings as may result from the tasks performed as defined in Article II for a period of one (1) year after such termination, without prior approval of the JPA.

**VIII.**  
**ADDITIONAL SERVICES**

The JPA may from time to time, require additional services from the Consultant that are not specified in Attachment “A”. Such additional services, including the amount of compensation for such additional services, which are mutually agreed upon by and between the JPA and Consultant shall be effective when incorporated in written amendments to this Agreement.

**IX.**  
**FAIR EMPLOYMENT**

In connection with the performance of work under this Agreement, Consultant agrees that he shall not discriminate against any employee or applicant for employment with respect to compensation, terms, advancement potential, conditions, or privileges of employment, because of such person’s race, color, religion, sex, disability, national origin, ancestry, age, or marital status in accordance with the requirements of Lincoln Municipal Code Chapter 11.08 and *Neb. Rev. Stat.* § 48-1122, as amended.

**X.**  
**FAIR LABOR STANDARDS**

The Consultant shall maintain Fair Labor Standards in the performance of this Agreement as required by Chapter 73, Nebraska Revised Statutes, as amended.

**XI.**  
**ASSIGNABILITY**

The Consultant shall not assign any interest in this Agreement, delegate any duties or work required under this Agreement, or transfer any interest in the same (whether by assignment or novation), without the prior written consent of the JPA thereto; provided, however, that claims for money due or to become due to the Consultant from JPA under this Agreement may be assigned without such approval, but notice of any such assignment shall be furnished promptly to the JPA.

**XII.**  
**INTEREST OF CONSULTANT**

Consultant covenants that Consultant presently has no interest, including but not limited to, other projects or independent contracts, and shall not acquire any such interest, direct or indirect, which would conflict in any manner or degree with the performance of services required to be performed under this Agreement. Consultant further covenants that in the performance of this Agreement, no person having any such interest shall be employed or retained by Consultant under this Agreement.

**XIII.**  
**OWNERSHIP, PUBLICATION, REPRODUCTION  
AND USE OF MATERIAL**

Consultant agrees to and hereby transfers all rights, including those of a property or copyright nature, in any reports, studies, information, data, digital files, imagery, metadata, maps, statistics, forms and any other works or materials produced under the terms of this Agreement. No such work or materials produced, in whole or in part, under this Agreement, shall be subject to private use or copyright by Consultant without the express written consent of JPA.

JPA shall have the unrestricted rights of ownership of such works or materials and may freely copy, reproduce, broadcast, or otherwise utilize such works or materials as the JPA deems appropriate. The JPA shall also retain all such rights for any derivative works based on such works or materials.

**XIV.**  
**COPYRIGHTS, ROYALTIES & PATENTS**

Without exception, Consultant represents the consideration for this Agreement includes Consultant's payment for any and all royalties or costs arising from patents, trademarks, copyrights, and other similar intangible rights in any way involved with or related to this Agreement. Further, Consultant shall pay all related royalties, license fees, or other similar fees for any such intangible

rights. Consultant shall defend suits or claims for infringement of any patent, copyright, trademark, or other intangible rights that Consultant has used in the course of performing this Agreement.

**XV.**

**COPYRIGHT; CONSULTANT'S WARRANTY**

A. Consultant represents that all materials, processes, or other protected rights to be used in the Consultant Services have been duly licensed or authorized by the appropriate parties for such use.

B. Consultant agrees to furnish the JPA upon demand written documentation of such license or authorization. If unable to do so, Consultant agrees that the JPA may withhold a reasonable amount from Consultant's compensation herein to defray any associated costs to secure such license or authorization or defend any infringement claim.

**XVI.**

**INDEMNIFICATION**

JPA shall indemnify and hold harmless Consultant from and against all claims, damages, losses, and expenses, including but not limited to attorney's fees, arising out of or resulting from the performance of this Agreement, that results in any claim for damage whatsoever, including without limitation, any bodily injury, sickness, disease, death, or any injury to or destruction of tangible or intangible property, including any loss of use resulting therefrom, that is caused in whole or in part by JPA or anyone directly or indirectly employed by JPA or anyone for whose acts any of the them may be liable. This section will not require JPA to indemnify or hold harmless the Consultant for any losses, claims, damages, and expenses arising out of or resulting from the gross negligence or intentional act of Consultant. The JPA does not waive its governmental immunity by entering into this Agreement and fully retains all immunities and defenses provided by law with regard to any action based on this Agreement. The provisions of this section survive any termination of this Agreement.

**XVII.**  
**INSURANCE**

A. Insurance Coverage. At all times during the term of this Agreement, the Consultant shall maintain Automobile Liability Insurance coverage for all of the Consultant's automobiles used in the performance of this Agreement, including owned, hired and non-owned automobiles, Consultant shall keep in full force and effect such Automobile Liability Insurance as shall protect him against claims for damages resulting from bodily injury, including wrongful death, and property damage which may arise from the operations of any owned, hired, or non-owned automobiles used by or for him in any capacity in connection with the carrying out of this contract. The minimum acceptable limits of liability to be provided by a such Automobile Liability Insurance shall be as follows:

- I. Bodily Injury Limit \$500,000 Each Person/\$1,000,000 Each Occurrence
- II. Property Damage Limit \$500,000 Each Occurrence
- III. Combined Single Limit \$1,000,000 Each Occurrence

B. Deductibles. All deductibles on any policy shall be the responsibility of the Consultant and shall be disclosed to the City at the time the evidence of insurance is provided.

**XVIII.**  
**NOTICE**

Any notice or notices required or permitted to be given pursuant to this Agreement may be personally served on the other party by the party giving such notice, or may be served by fax, commercial carrier or certified mail, postage prepaid, return receipt requested to the following addresses:

WEST HAYMARKET JOINT  
PUBLIC AGENCY:  
City Attorney  
City of Lincoln  
555 S. 10<sup>th</sup> Street, Suite 300  
Lincoln NE 68508

CONSULTANT:  
Don Herz  
1817 St. Andrews Pl.  
Lincoln, NE 68512

**XIX.**

**INDEPENDENT CONTRACTOR**

The JPA is interested only in the results produced by this Agreement. Consultant has sole and exclusive charge and control of the manner and means of performance. Consultant shall perform as an independent contractor and it is expressly understood and agreed that Consultant is not an employee of the JPA and is not entitled to any benefits to which JPA employees are entitled, including, but not limited to, overtime, retirement benefits, workmen's compensation benefits, sick leave or and injury leave.

**XX.**

**NEBRASKA LAW**

This Agreement shall be construed and interpreted according to the laws of the State of Nebraska.

**XXI.**

**INTEGRATION**

This Agreement represents the entire agreement between the parties and all prior negotiations and representations are hereby expressly excluded from this Agreement.

**XXII.**

**AMENDMENT**

This Agreement may be amended or modified only in writing signed by both the JPA and Consultant.

**XXIII.**

**SEVERABILITY**

If any provision of this Agreement shall be held to be invalid or unenforceable for any reason, the remaining provisions shall continue to be valid and enforceable. If a court finds that any provision of this Agreement is invalid or unenforceable, but that by limiting such provision it would

become valid and enforceable, then such provision shall be deemed to be written, construed, and enforced as so limited.

**XXIV.**

**WAIVER OF CONTRACTUAL RIGHT**

The failure of either party to enforce any provision of this Agreement shall not be construed as a waiver or limitation of that party's right to subsequently enforce and compel strict compliance with every provision of this Agreement.

**XXV.**

**AUDIT AND REVIEW**

The Consultant shall be subject to audit and shall make available to a contract auditor copies of all financial and performance related records and materials germane to this Agreement, as allowed by law.

**XXVI.**

**FEDERAL IMMIGRATION VERIFICATION**

Consultant agrees to complete the United States Citizenship Attestation Form as provided by the JPA and attach it to the Agreement.

**XXVIII.**

**REPRESENTATIONS**

Each party hereby certifies, represents and warrants to the other party that the execution of this Agreement is duly authorized and constitutes a legal, valid and binding obligation of said party.

IN WITNESS WHEREOF, Consultant and the JPA do hereby execute this Agreement as of the Execution Date set forth above.

**WEST HAYMARKET JOINT PUBLIC AGENCY**

By: \_\_\_\_\_  
Chair

**DON HERZ**

By: \_\_\_\_\_

## ATTACHMENT “A”

### Scope of Services:

- Update and maintain a cash flow analysis and financial model for the WHJPA that covers the time period that WHJA bonds are outstanding.
- Periodically update the model as estimated revenues/receipts become more precise.
- Present updates of the Model to the WHJPA Chair, Treasurer and City staff.
- Assist with project ending reconciliation for compliance with Bond provisions/covenants and University lease agreement.
- Assist with other WHJPA financing tasks as requested.
- Modify the model to reconcile to actual numbers and update projections accordingly.
- Exploring whether additional projects can be funded.

### Examples of work:

- Review the format of the existing model and make changes for improved readability.
- Examine existing known revenue sources and expenditures. For example, debt payments, tax receipts, pledges, lodging taxes, etc.
- Review and revise estimates of other sources/uses and update the model.

### Sources of information:

- Existing financial model prepared by the Consultant.
- City/JPA financial records and audit reports.
- PC Sports project estimates.
- SMG contract and SMG staff.
- Lease agreement with the University.
- District Energy Corp. financing analysis and impact on the WHJPA.
- Ameritas and Gilmore Bell regarding future financing, if any.
- Discussions with WHJPA staff regarding TIF revenues; developer contributions; turn back tax and county lodging tax receipts.

**UNITED STATES CITIZENSHIP ATTESTATION FORM  
FOR INDIVIDUAL CONSULTANT**

For the purposes of complying with Neb. Rev. Stat. §§ 4-108 through 4-114, I attest as follows:

I am a citizen of the United States.

OR

I am a qualified alien under the Federal Immigration and Nationality Act. My immigration status and alien number are as follows:

\_\_\_\_\_, and I agree to provide a copy of the USCIS (United States Citizenship and Immigration Services) documentation upon request required to verify the Consultant's lawful presence in the United States using the Systematic Alien Verification for Entitlements (SAVE) Program.

I hereby attest that my response and the information provided on this form and any related application for public benefits are true, complete and accurate and I understand that this information may be used to verify my lawful presence in the United States. I understand and agree that lawful presence in the United States is required and the consultant may be disqualified or the contract terminated if such lawful presence cannot be verified as required by Neb. Rev. Stat. § 4-108.

PRINT NAME: \_\_\_\_\_  
(First, Middle, Last)

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_

**RESOLUTION NO. WH- \_\_\_\_\_**

1           A RESOLUTION to establish a West Haymarket Joint Public Agency Cash Balance  
2 Designation Policy and the associated attached financial model.

3           WHEREAS, the West Haymarket Joint Public Agency Board of Representatives, the City  
4 of Lincoln and the University of Nebraska Board of Regents have adopted a Facilities Agreement  
5 which specifies the manner in which tax, operating and other revenues of the West Haymarket  
6 Joint Public Agency will be applied and treated for the operation, maintenance and improvement  
7 of the Pinnacle Bank Arena and other projects, protection of bond holders and repayment of  
8 bonded indebtedness; and

9           WHEREAS, it is the intention of the West Haymarket Joint Public Agency Board of  
10 Representatives to annually adopt a financial model that covers the life of all outstanding bonds to  
11 determine if any amounts of projected cash balances are available to be designated for early  
12 retirement of debt; and

13           WHEREAS, the designations of funds are subject to all other legal requirements of the  
14 bond ordinances and the Facilities Agreement being met first; and

15           WHEREAS, the West Haymarket Joint Public Agency Board of Representatives  
16 recognizes that financial models based on long term projections are subject to change based on  
17 historical performance and factors affecting future performance, and that amounts designated each  
18 year for early retirement of debt should therefore be based solely on models that are periodically  
19 updated and adopted by the Board.

20           NOW, THEREFORE, BE IT RESOLVED by the Board of Representatives of the West  
21 Haymarket Joint Public Agency:

1           1.       That a policy to annually designate all available excess cash balances in the  
2 Surplus Fund for future early retirement of outstanding bonds as they become subject to being  
3 called is hereby established as follows:

4           a.       The adopted financial model shall include all annual revenues and  
5 expenditures projected during the life of the bonds and the ending cash balance.

6           b.       The model shall be updated no less frequently than as of each August 31st  
7 fiscal year end and reflect the actual results of the year then ended, including any amount  
8 designated as the Excess Cash Balance for early retirement of outstanding bonds, with updated  
9 projections for future revenues and expenditures based on a "Prudent Person" rule.

10          c.       The Excess Cash Balance is defined as the projected cash balance at the end  
11 of each fiscal year less legally required amounts in the (1) Debt Service Fund; (2) Operation and  
12 Maintenance Fund; (3) Depreciation and Replacement Fund; (4) an amount equivalent to one  
13 year's projected Total Other Uses in the Surplus Fund; (5) any other previously approved board  
14 designations in the Surplus Fund.

15          d.       After the West Haymarket Joint Public Agency has funded its legally  
16 required amounts in the (1) Debt Service Fund; (2 ) Operation and Maintenance Fund; (3)  
17 Depreciation and Replacement Fund; (4) an amount equivalent to one year's projected Total Other  
18 Uses in the Surplus Fund; (5) any other previously approved board designations in the Surplus  
19 Fund; it shall be the West Haymarket Joint Public Agency's policy to deposit the Excess Cash  
20 Balance into an account designated for early retirement of debt.

21          2.       The Board of Representatives of the West Haymarket Joint Public Agency hereby  
22 adopts Attachment A to this resolution, incorporated herein by reference, as the West Haymarket  
23 Joint Public Agency Financial Model for the Build Period, encompassing the calendar years 2010

1 through 2012, the remaining months (January 1, 2013 - December 31, 2013) of the 2012-13 fiscal  
2 year, and the current 2013-14 fiscal year.

3 3. The Board of Representatives of the West Haymarket Joint Public Agency hereby  
4 adopts Attachment B to this resolution, incorporated herein by reference, as the 2013-14 annually  
5 updated West Haymarket Joint Public Agency Financial Model for the Operations Period  
6 encompassing the period from 2015 to 2035.

7 Adopted this \_\_\_\_\_ day of December, 2013.

Introduced by:

Approved as to Form & Legality:

\_\_\_\_\_  
West Haymarket Joint Public Agency  
Board of Representatives

\_\_\_\_\_  
Legal Counsel for  
West Haymarket Joint Public Agency

\_\_\_\_\_  
Chris Beutler, Chair

\_\_\_\_\_  
Tim Clare

\_\_\_\_\_  
Doug Emery

West Haymarket Joint Public Agency Financial Model

Build Period

December 2013

Attachment A

	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O					
1	City of Lincoln																			
2	West Haymarket																			
3	Build Period Cash Flows (amounts in thousands)																			
4	August 31, 2013											8 months ending		Year ending						
5	Year ending December 31											August 31		August 31						
6	2010											2011		2012		2013		2014		5 Yr. Total
6	SOURCES:																			
7	Debt Proceeds:																			
8			Line-of-credit, US Bank		2,000										2,000					
9			Series 2010A BABs, less discount		99,011										99,011					
10			Series 2010B/C BABs		100,000										100,000					
11			Series 2011 Bonds, plus premium			105,658									105,658					
12			Series 2013A Phase II -Parking										28,418		28,418					
13			Series 2013 City Bonds, plus premium								24,605				24,605					
14			Total Debt Proceeds		201,011	105,658					24,605		28,418		359,692					
15	Other Sources:																			
16			Occupation taxes, net			10,828		12,998		8,780		13,433			46,039					
17			Private donations			5,000				1,472					6,472					
18			County lodging tax					1,000		500		500			2,000					
19			Arena related revenues			205		2,149		7,506		3,214			13,074					
20			Land sales					818		798					1,616					
21			Interest on cash balances		(40)	806		525		502		206			1,999					
22			Title 200 Brownfield grant			729				81					810					
23			City of Lincoln/RTSD project share					511		169					680					
24			UNL upgrade reimbursement							578					578					
25			University rental payment									378			378					
26			Property rental income					18		62		38			118					
27			Parking facility rent, net of expenses							43		654			697					
28			Dist. Energy Corp. reimbursement					718							718					
29			Total Other Sources		(40)	17,568		18,737		20,491		18,424			75,180					
30			Total Sources		200,971	123,226		18,737		45,096		46,842			434,872					
32	USES:																			
33	Construction:																			
34	Phase I																			
35			Arena		1,331	14,914		83,905		77,934		8,486			186,570					
36			Infrastructure		1,349	19,151		22,274		26,008		12,363			81,145					
37			Site purchase and construction		47,664	12,062		4,930		(2,544)		352			62,464					
38			Construction - lodging tax									2,000			2,000					
39			Contingency									11,456			11,456					
40			Cost of bond issuance		3,186	1,445									4,631					
41			Phase I Construction		53,530	47,572		111,109		101,398		34,657			348,266					
42	Phase II																			
43			Parking Decks 2 & 3							1,462		26,538			28,000					
44			Cost of bond issuance									418			418					
45			Phase II Construction							1,462		26,956			28,418					
47	Debt Repayment:																			
48			Line-of-credit, US Bank		2,002										2,002					
49			Series 2010A BABs		1,253	4,652		4,652		2,326		4,652			17,535					
50			Series 2010B/C BABs			6,103		5,874		2,937		5,874			20,788					
51			Series 2011 Bonds			1,416		4,592		2,296		4,592			12,895					
52			Series 2013 (Parking)									558			558					
53			Series 2013 City GO Bonds									453			453					
54			Gross Debt Service		3,255	12,171		15,118		7,559		16,129			54,232					
55			Less Federal Subsidies:																	
56			Series 2010A BABs		(439)	(1,628)		(1,628)		(743)		(1,511)			(5,949)					
57			Series 2010B/C BABs			(2,361)		(2,272)		(1,037)		(2,108)			(7,778)					
58			Federal Subsidies		(439)	(3,989)		(3,900)		(1,780)		(3,619)			(13,727)					
59			Net Debt Service		2,816	8,182		11,218		5,779		12,510			40,504					
60	Other Uses:																			
61			City/JPA accounting and oversight		124	537		415		492		730			2,298					
62			Husker Tickets									263			263					
63			SMG loan repayment									202			202					
64			SMG arena pouring rights									285			285					
65			Commissions for premium seating					115				1,307			1,422					
66			Purchase TIF Bond							1,275		4,475			5,750					
67			Payments to Dist. Energy Corp.			590		128				778			1,496					
68			Total Other Uses		124	1,127		658		1,767		8,041			11,717					
69			Total Uses		56,470	56,881		122,985		110,406		82,163			428,905					
71			Net Cash Flow		144,501	66,345		(104,248)		(65,310)		(35,321)			5,967					
72			Beginning of Period Cash		-	144,501		210,846		106,598		41,289			-					
73			Cash at End of Period		144,501	210,846		106,598		41,289		5,967			5,967					

	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T
1	City of Lincoln						<b>BUDGET</b>													
2	West Haymarket																			
3	Operations Cash Flows (amounts in thousands)																			
4	For the Fiscal Year Ending August 31																			
5					2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
6	<b>SOURCES:</b>																			
7			Occupation taxes		13,976	14,256	14,541	14,832	15,128	15,431	15,739	16,054	16,375	16,703	17,037	17,378	17,725	18,080	18,441	18,810
8			Arena revenues		3,484	3,504	3,525	3,546	3,568	3,590	3,613	3,636	3,905	3,929	3,954	3,979	4,004	4,030	4,056	4,083
9			Turn back tax		1,412	1,728	1,762	1,798	1,834	1,870	1,908	1,946	1,985	2,024	2,065	2,106	2,148	2,191	2,235	2,280
10			Parking revenues		2,650	2,716	2,784	2,854	2,925	2,998	3,073	3,150	3,229	3,310	3,392	3,477	3,564	3,653	3,744	3,838
11			University rent, including \$1 surcharge		390	402	415	428	442	456	471	485	501	517	533	550	567	585	604	623
12			TIF note repayment			630	630	630	630	630	630	630	630	630	630	630	630	630	630	630
13			JPA land sales		1,000		1,000													
14			County lodging tax		500	500	500													
15			Interest on cash balances		144	233	331	422	507	601	661	660	641	633	633	644	663	690	725	769
16			<b>Total Sources</b>		<b>23,556</b>	<b>23,970</b>	<b>25,489</b>	<b>24,510</b>	<b>25,035</b>	<b>25,577</b>	<b>26,095</b>	<b>26,561</b>	<b>27,267</b>	<b>27,747</b>	<b>28,244</b>	<b>28,764</b>	<b>29,302</b>	<b>29,859</b>	<b>30,436</b>	<b>31,033</b>
17																				
18	<b>USES:</b>																			
19	<i>Debt Repayment:</i>																			
20			Series 2010A BABs		4,652	4,652	4,652	4,652	4,652	4,652	7,049	7,031	7,012	6,992	6,970	6,943	6,921	6,903	6,876	6,853
21			Series 2010B/C BABs		5,874	5,874	5,874	5,874	5,874	5,874	8,266	8,234	8,199	8,161	8,119	8,067	8,012	7,956	7,894	7,837
22			Series 2011 Bonds		4,592	4,592	4,592	4,592	4,592	4,592	4,592	7,629	7,546	7,470	7,398	7,327	7,256	7,222	7,206	7,196
23			Series 2013 (Parking)		1,676	1,665	1,662	1,660	1,655	1,656	1,656	1,652	1,654	1,649	1,659	1,656	1,656	1,654	1,653	1,649
24			Series 2013 City GO Bonds		907	1,802	1,789	1,781	1,772	1,760	1,752	1,743	1,734	1,729	1,723	1,721	1,716	1,707	1,696	1,689
25			Gross Debt Service		17,700	18,584	18,568	18,558	18,545	18,534	23,315	26,289	26,145	26,000	25,870	25,714	25,561	25,442	25,325	25,224
26			Less Federal Subsidies:																	
27			Series 2010A BABs		(1,628)	(1,628)	(1,628)	(1,628)	(1,628)	(1,628)	(1,613)	(1,582)	(1,550)	(1,514)	(1,477)	(1,438)	(1,397)	(1,354)	(1,308)	(1,259)
28			Series 2010B/C BABs		(2,272)	(2,272)	(2,272)	(2,272)	(2,272)	(2,272)	(2,255)	(2,220)	(2,181)	(2,140)	(2,095)	(2,047)	(1,995)	(1,939)	(1,880)	(1,820)
29			Federal Subsidies		(3,900)	(3,900)	(3,900)	(3,900)	(3,900)	(3,900)	(3,868)	(3,802)	(3,731)	(3,654)	(3,572)	(3,485)	(3,392)	(3,293)	(3,188)	(3,079)
30			<i>Net Debt Service</i>		13,800	14,684	14,668	14,658	14,645	14,634	19,447	22,487	22,414	22,346	22,298	22,229	22,169	22,149	22,137	22,145
31	<i>Other Uses:</i>																			
32			District Energy Corp.		690	651	616	583	553	524	497	472	448	425	403	382	362	343	324	324
33			Husker tickets		263	263	263	263	263	263	263	263	263	263	263	263	263	263	263	263
34			Repay SMG		202	202	202	202	202	202	202	202	202	202	-	-	-	-	-	-
35			SMG pouring rights		285	285	285	285	285	285	285	285	285	285	285	285	285	285	285	285
36			Commissions		1,307	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
37			Repair & maintenance of arena				1,300	1,339	1,379	1,421	1,463	1,507	1,552	1,599	1,647	1,696	1,747	1,800	1,853	1,909
38			Parking management & maintenance		1,536	1,575	1,614	1,654	1,696	1,738	1,782	1,826	1,872	1,919	1,967	2,016	2,066	2,118	2,171	2,225
39			City/JPA accounting and oversight		752	775	798	822	847	872	898	925	953	982	1,011	1,041	1,073	1,105	1,138	1,172
40			<i>Total Other Uses</i>		5,035	3,751	5,078	5,148	5,225	5,305	5,391	5,480	5,575	5,674	5,776	5,884	5,996	6,113	6,235	6,362
41			<b>Total Uses</b>		<b>18,836</b>	<b>18,436</b>	<b>19,746</b>	<b>19,807</b>	<b>19,870</b>	<b>19,938</b>	<b>24,838</b>	<b>27,968</b>	<b>27,989</b>	<b>28,020</b>	<b>27,874</b>	<b>27,913</b>	<b>27,965</b>	<b>28,062</b>	<b>28,172</b>	<b>28,323</b>
42																				
43			Net Cash Flow		4,721	5,534	5,743	4,703	5,165	5,638	1,258	(1,407)	(722)	(274)	371	851	1,337	1,798	2,265	2,710
44			Beginning of Year Cash		5,967	10,688	16,222	21,965	26,668	31,833	37,472	38,729	37,322	36,601	36,327	36,697	37,548	38,885	40,683	42,947
45			Cash at End of Year		10,688	16,222	21,965	26,668	31,833	37,472	38,729	37,322	36,601	36,327	36,697	37,548	38,885	40,683	42,947	45,657
46																				
47	<b>Fund Balances:</b>																			
48			Reserved for Debt Service		14,684	14,668	14,658	14,645	14,634	19,447	22,487	22,414	22,346	22,298	22,229	22,169	22,149	22,137	22,145	22,142
49			Reserved for Operation and Maintenance		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
50			Reserved for Depreciation and Replacement		3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700
51			Surplus Fund:																	
52			Designated for one year of other uses		3,751	5,078	5,148	5,225	5,305	5,391	5,480	5,575	5,674	5,776	5,884	5,996	6,113	6,235	6,362	6,495
53			Excess Cash Balance Designated for debt retirement		(11,448)	(7,224)	(1,542)	3,098	8,195	8,934	7,062	5,633	4,880	4,753	5,084	5,883	7,123	8,811	10,924	13,488
54			<b>Total Fund Balances</b>		<b>10,688</b>	<b>16,222</b>	<b>21,965</b>	<b>26,668</b>	<b>31,833</b>	<b>37,472</b>	<b>38,729</b>	<b>37,322</b>	<b>36,601</b>	<b>36,327</b>	<b>36,697</b>	<b>37,548</b>	<b>38,885</b>	<b>40,683</b>	<b>42,947</b>	<b>45,657</b>
55																				

A	B	C	D	U	V	W	X	Y	Z	AA	AB	AC	AD	AE	AF	AG	AH	AI	AJ
1	<b>City of Lincoln</b>																		
2	<b>West Haymarket</b>																		
3	<b>Operations Cash Flows (amounts in thousands)</b>																		
4	<b>For the Fiscal Year Ending August 31</b>																		
5				2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045	2046
6	<b>SOURCES:</b>																		
7		Occupation taxes		19,186	19,570	19,961	20,361	20,768	21,183	21,607	22,039	22,480	22,929	23,388	23,856	24,333	24,819	25,316	25,822
8		Arena revenues		4,111	4,139	4,438	4,467	4,497	4,527	4,558	5,153	5,185	5,218	5,252	5,286	5,619	5,654	5,691	5,727
9		Turn back tax		2,325	2,372	2,419	2,468	2,517	2,568	2,619	2,671	2,725							
10		Parking revenues		3,934	4,032	4,133	4,236	4,342	4,451	4,562	4,676	4,793	4,913	5,036	5,162	5,291	5,423	5,559	5,698
11		University rent, including \$1 surcharge		643	663	684	705	728	751	774	799	824	850	876	904	932	962	992	1,023
12		TIF note repayment																	
13		JPA land sales																	
14		County lodging tax																	
15		Interest on cash balances		814	862	922	992	1,072	1,161	1,260	1,388	1,547	1,693	1,827	1,971	2,128	2,360	2,676	3,021
16		<b>Total Sources</b>		<b>31,013</b>	<b>31,638</b>	<b>32,558</b>	<b>33,229</b>	<b>33,924</b>	<b>34,641</b>	<b>35,380</b>	<b>36,727</b>	<b>37,554</b>	<b>35,604</b>	<b>36,378</b>	<b>37,178</b>	<b>38,303</b>	<b>39,218</b>	<b>40,234</b>	<b>41,292</b>
17																			
18	<b>USES:</b>																		
19	<i>Debt Repayment:</i>																		
20		Series 2010A BABs		6,822	6,784	6,746	6,701	6,659	6,611	6,561	6,508	6,447	6,388	6,325	6,263	6,201	6,135	6,069	6,001
21		Series 2010B/C BABs		7,773	7,701	7,624	7,541	7,459	7,369	7,277	7,182	7,076	6,952	6,863	6,694	6,543	6,384	6,220	6,053
22		Series 2011 Bonds		7,184	7,171	7,157	7,141	7,136	7,123	7,117	7,091	7,039	6,986	6,936	6,883	6,827			
23		Series 2013 (Parking)		1,648	1,650	1,651	1,649	1,644	1,642	1,643	1,642	1,643	1,639	1,638	1,633	1,636	1,631		
24		Series 2013 City GO Bonds		1,680	1,670	1,660	1,648	1,636	1,626	1,609									
25		Gross Debt Service		25,107	24,976	24,838	24,680	24,534	24,372	24,207	22,423	22,205	21,965	21,762	21,473	21,207	14,150	12,289	12,054
26		Less Federal Subsidies:																	
27		Series 2010A BABs		(1,208)	(1,153)	(1,094)	(1,033)	(969)	(903)	(833)	(759)	(681)	(601)	(518)	(431)	(342)	(249)	(152)	(51)
28		Series 2010B/C BABs		(1,757)	(1,690)	(1,618)	(1,543)	(1,465)	(1,385)	(1,300)	(1,211)	(1,118)	(1,022)	(899)	(749)	(593)	(431)	(263)	(89)
29		Federal Subsidies		(2,965)	(2,843)	(2,712)	(2,576)	(2,434)	(2,288)	(2,133)	(1,970)	(1,799)	(1,623)	(1,417)	(1,180)	(935)	(680)	(415)	(140)
30		<b>Net Debt Service</b>		<b>22,142</b>	<b>22,133</b>	<b>22,126</b>	<b>22,104</b>	<b>22,100</b>	<b>22,084</b>	<b>22,074</b>	<b>20,453</b>	<b>20,406</b>	<b>20,342</b>	<b>20,345</b>	<b>20,293</b>	<b>20,272</b>	<b>13,470</b>	<b>11,874</b>	<b>11,914</b>
31	<i>Other Uses:</i>																		
32		District Energy Corp.		324	324	324	324	324	324	324	324	324	324	324	324	324	324	324	324
33		Husker tickets		263	263	263	263	263	263	263	263	263	263	263	263	263	263	263	263
34		Repay SMG		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
35		SMG pouring rights		285	285	285	285	285	285	285	285	285	285	285	285	285	285	285	285
36		Commissions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
37		Repair & maintenance of arena		1,966	2,025	2,086	2,149	2,213	2,280	2,348	2,418	2,491	2,566	2,643	2,722	2,804	2,888	2,974	3,064
38		Parking management & maintenance		2,281	2,338	2,396	2,456	2,517	2,580	2,645	2,711	2,779	2,848	2,919	2,992	3,067	3,144	3,222	3,303
39		City/JPA accounting and oversight		1,207	1,243	1,281	1,319	1,359	1,400	1,442	1,485	1,529	1,575	1,622	1,671	1,721	1,773	1,826	1,881
40		<i>Total Other Uses</i>		<i>6,327</i>	<i>6,479</i>	<i>6,635</i>	<i>6,796</i>	<i>6,961</i>	<i>7,131</i>	<i>7,307</i>	<i>7,486</i>	<i>7,671</i>	<i>7,861</i>	<i>8,056</i>	<i>8,257</i>	<i>8,464</i>	<i>8,677</i>	<i>8,895</i>	<i>9,120</i>
41		<b>Total Uses</b>		<b>28,469</b>	<b>28,613</b>	<b>28,761</b>	<b>28,900</b>	<b>29,062</b>	<b>29,215</b>	<b>29,381</b>	<b>27,939</b>	<b>28,077</b>	<b>28,204</b>	<b>28,401</b>	<b>28,550</b>	<b>28,736</b>	<b>22,147</b>	<b>20,769</b>	<b>21,034</b>
42																			
43		<b>Net Cash Flow</b>		<b>2,544</b>	<b>3,026</b>	<b>3,797</b>	<b>4,329</b>	<b>4,862</b>	<b>5,426</b>	<b>5,999</b>	<b>8,788</b>	<b>9,476</b>	<b>7,400</b>	<b>7,977</b>	<b>8,628</b>	<b>9,567</b>	<b>17,072</b>	<b>19,465</b>	<b>20,258</b>
44		Beginning of Year Cash		45,657	48,202	51,227	55,024	59,352	64,215	69,641	75,640	84,428	93,904	101,304	109,281	117,909	127,476	144,548	164,013
45		Cash at End of Year		48,202	51,227	55,024	59,352	64,215	69,641	75,640	84,428	93,904	101,304	109,281	117,909	127,476	144,548	164,013	184,271
46																			
47	<b>Fund Balances:</b>																		
48		Reserved for Debt Service		22,133	22,126	22,104	22,100	22,084	22,074	20,453	20,406	20,342	20,345	20,293	20,272	13,470	11,874	11,914	-
49		Reserved for Operation and Maintenance		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
50		Reserved for Depreciation and Replacement		3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700	3,700
51		Surplus Fund:																	
52		Designated for one year of other uses		6,479	6,635	6,796	6,961	7,131	7,307	7,486	7,671	7,861	8,056	8,257	8,464	8,677	8,895	9,120	-
53		Excess Cash Balance Designated for debt retirement		15,889	18,766	22,424	26,591	31,299	36,560	44,001	52,650	62,000	69,203	77,031	85,473	101,630	120,079	139,279	180,571
54		<b>Total Fund Balances</b>		<b>48,202</b>	<b>51,227</b>	<b>55,024</b>	<b>59,352</b>	<b>64,215</b>	<b>69,641</b>	<b>75,640</b>	<b>84,428</b>	<b>93,904</b>	<b>101,304</b>	<b>109,281</b>	<b>117,909</b>	<b>127,476</b>	<b>144,548</b>	<b>164,013</b>	<b>184,271</b>
55																			

**RESOLUTION NO. WH- \_\_\_\_\_**

1 BE IT RESOLVED by the Board of Representatives of the West Haymarket Joint Public

2 Agency:

3 The City of Lincoln is hereby authorized to award a combined Contract with Cramer &  
4 Associates for the City’s 10th Street Bridge/Rosa Parks Bridge repair project and the City Harris  
5 Overpass Misc. Repairs and Pigeon Proofing project for the sum of \$737,962.00 of which  
6 \$581,596.99 is for the Harris Overpass Pigeon Proofing work.

7 BE IT FURTHER RESOLVED that since the Harris Overpass Pigeon Proofing work will  
8 equally benefit JPA and City property located underneath the Harris Overpass the JPA agrees to  
9 reimburse the City for 50% of the cost of the Harris Overpass Pigeon Proofing work (i.e.  
10 \$290,798.49) plus associated Construction Engineering Costs in the sum of \$10,000.00.

11 Adopted this \_\_\_\_\_ day of December, 2013.

Introduced by:

\_\_\_\_\_

Approved as to Form & Legality:

West Haymarket Joint Public Agency  
Board of Representatives

\_\_\_\_\_  
Legal Counsel for  
West Haymarket Joint Public Agency

\_\_\_\_\_  
Chris Beutler, Chair

\_\_\_\_\_  
Tim Clare

\_\_\_\_\_  
Doug Emery



HARRIS OVERPASS

# Harris Overpass Misc. Repairs & Pigeon Proofing Fast Facts December 10, 2013

## Contacts:

City Design Project Manager:	Kris Humphrey, 441-7592
Design Consultant:	The Schemmer Associates
Consultant Project Manager:	Steve Kathol

## Bid History:

- 1<sup>st</sup> Bid opening June 12, 2013
    - No bidders
    - Consensus was bidders weren't aware of bid or were too busy to take on another project
  - 2<sup>nd</sup> Bid Opening (Alt. Bid to extend Pigeon proofing over Arena Dr) October 30, 2013
    - Engineer's Est \$347,438
    - Cramer & Assoc. \$737,932
    - Judds Brothers \$963,226
- Pigeon Proofing Cost (50/50 split between JPA and City)  
\$581,596.99 + CE

## 2<sup>nd</sup> Bid Analysis:

- 2<sup>nd</sup> Bid was tied to the 10<sup>th</sup> Street bridge/Rosa Parks bridge repair project in an attempt to obtain better bids.
- Engineer's Estimate for structural steel and metal decking was based on the Harris Overpass bid price. The difference between the engineer's estimate and the low bid for these two items accounts for \$236,533 of the total \$390,494 difference. The remaining difference is due to small specialty work and a low bid estimate.
  - Structural Steel bids: \$3.00/lb Harris bid; \$4.50/lb Repair bid
  - Metal decking bids: \$2.00/sf Harris bid; \$7.50/sf Repair bid
- One potential increase in the bid amount is that Cramer had stated during the bridge construction that they did not realize how involved the pigeon proofing was and stated they should have bid it higher.
- Cramer's mobilization exceeds the City's specifications of limiting the mobilization to 10%. In order to be in conformance with specifications, Cramer would need to reduce the mobilization amount by \$8,207.00 for a revised mobilization price of \$73,793.00

## Staff Recommendation:

- Discuss with Cramer the possibility of reducing mobilization to \$73,793.00 to be in conformance with specifications. Award project to Cramer if they reduce the mobilization price. Reject Judd's bid if Cramer does not reduce mobilization price due to the significantly higher bid.
- Benefits to awarding the project now:
  - Cramer was original Contractor on Harris Overpass in 2007/2008 and knows exactly how to handle the material and install the pigeon proofing.
  - Metal decking as proposed would give uniformity to the area
  - Metal decking as proposed allows inspectors to walk on the decking for inspections
  - Metal decking as proposed seals up the space in between girders and on the outside of north & south girders to eliminate birds from roosting on the girders
  - A re-bid would not guarantee a lower bid price
  - Metal decking as proposed is a system that has shown it will keep birds out of the girders
- For City's share of the project (\$447,134), the funds over the amount currently budgeted will need to be transferred from bridge funding (Approx. \$250,000 + CE expenses will need to be transferred)

Project Code 701781f Project Name Harris Repairs & Bird Deterrent Project 701  
Estimate ID Harris Repairs Alt Bid Estimate Name Harris Repairs Alt. bid  
Bid Opening Date 06/12/2013 Initiated By Kristen Humphrey

Base Bid

Pay Item No.	Line No	Description	Quantity	Unit	Bidder 1			Bidder 2	
					Engineer	Cramer & Associates	% Diff.	JUDDS BROTHERS	% Diff.
				Unit Value /	Unit Value /	Amt Diff.	Unit Value /	% Diff. /	
				Extended Value	Extended Value		Extended Value	Amt Diff.	
<b>TRAFFIC CONTROL</b>									
15.09001	2	Traffic Control for Const			3,500.0000	7,500.0000	114.29	5,000.0000	42.86
			1.0000	LS	3,500.00	7,500.00	4,000.00	5,000.00	1,500.00
<b>TRAFFIC CONTROL SUB TOTAL</b>					3,500.00	7,500.00	400,000.00	5,000.00	150,000.00
<b>MISC</b>									
50.00025	3	Misc Structural Steel			3.0000	4.5000	50	6.0000	100
			67,384.0000	LBS	202,152.00	303,228.00	101,076.00	404,304.00	202,152.00
50.00015	4	Misc Concrete Repair			5,040.0000	70,000.0000	1288.89	80,000.0000	1487.3
			1.0000	LS	5,040.00	70,000.00	64,960.00	80,000.00	74,960.00
50.00015	6	Misc Drainage System at Sta. 18+00.44			10,000.0000	30,000.0000	200	25,000.0000	150
			1.0000	LS	10,000.00	30,000.00	20,000.00	25,000.00	15,000.00
50.00015	7	Misc Drainage System at 24+39.44			9,000.0000	25,000.0000	177.78	17,500.0000	94.44
			1.0000	LS	9,000.00	25,000.00	16,000.00	17,500.00	8,500.00
50.00045	5	Misc Metal Decking			2.1800	7.5000	244.04	14.0000	542.2
			21,839.0000	SF	47,609.02	163,792.50	116,183.48	305,746.00	258,136.98
50.00025	8	Misc Alt 1 Structural Steel Over Arena Dr			3.3000	4.5000	36.36	6.0000	81.82
			10,261.0000	LBS	33,861.30	46,174.50	12,313.20	61,566.00	27,704.70
50.00045	9	Misc Alt 1 Metal Decking Over Arena Dr			2.4000	7.5000	212.5	14.0000	483.33
			1,365.0000	SF	3,276.00	10,237.50	6,961.50	19,110.00	15,834.00
<b>MISC SUB TOTAL</b>					310,938.32	648,432.50	33,749,418.00	913,226.00	60,228,768.00
<b>GENERAL</b>									
01.00001	1	Mobilization			33,000.0000	82,000.00	148.48	45,000.0000	36.36
			1.0000	LS	33,000.00	82,000.00	49,000.00	45,000.00	12,000.00

**BID**

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GENERAL SUB TOTAL

	33,000.00	82,000.00	4,900,000.00	45,000.00	1,200,000.00
<b>Base Bid TOTAL</b>	347,438.32	737,932.50	112.39	963,226.00	177.24

Decking Total Cost = \$ 523,432.50  
Mobilization based as % of decking to total bid = \$ 58,164.49  
\$581,596.99

JPA Cost = \$290,798.49  
City share = \$447,134.01