

MINUTES OF REGULAR MEETING OF UPTOWN DEVELOPMENT AUTHORITY

October 28, 2015

The Board of Directors of the Uptown Development Authority (the "Authority") met in regular session, open to the public, on October 28, 2015, at 3:30 p.m. at 1980 Post Oak Blvd., Suite 1700, Houston, Texas 77056. The roll was called of the members of the Board, to wit:

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| Dot Cunningham | Director |
| Kendall A. Miller | Secretary/Treasurer |
| Martin Debrovner | Chairman |
| Judson Robinson, III | Director |
| Janice Hale-Harris | Director |
| Lisa Simon | Director |
| Marvin Kaplan | Director |
| Louis Sklar | Vice Chairman |
| Vacant | Director |

and all of the above were present except Director Hale-Harris, thus constituting a quorum.

Also present were John Breeding, Stephen Wood, Robert Taube, Betsy Kirkgard, Shannon Daniels, Lauren Anderson, Delia Mizwa, Tracie Nugent, Bob Ethington, Rod Smith, and Sarah Newbury, staff members of Harris County Improvement District No. 1 (the "District"); Matthew Deal and Thomas Hemingway of Deal, Sikes & Associates; Rafael Ortega of Aurora Technical Services; Carolyn McCain and Rachel Nowicki of Gunda Corporation; Stuart Williams of Transwestern/Four Oaks Place; Jim Scarborough, resident; Elena Espitia, University of Houston student; and Yvonne Onak of Allen Boone Humphries Robinson LLP.

CALL TO ORDER

Chairman Debrovner called the meeting to order at 3:31 p.m.

APPROVE MINUTES

The Board considered approving the minutes of the September 15, 2015 special meeting of the Board. Director Kaplan moved that the minutes of the meeting be approved. Director Simon seconded the motion, which passed unanimously. A copy of the minutes of the September 15, 2015 special meeting is attached.

RECEIVE COMMENTS OR QUESTIONS FROM THE PUBLIC

Mr. Jim Scarborough spoke to the Board as a plaintiff in a lawsuit against METRO in connection with the dedicated bus lane project on Post Oak Boulevard. He said that Judge Mayfield, who had been seen in the presence of METRO lobbyist, Fred Zeidman, had recused herself from the case.

REVIEW QUARTERLY INVESTMENT REPORT

Ms. Daniels reviewed the quarterly investment report for the quarter ending September 30, 2015, with reference to the Capital Projects Fund, Infrastructure Fund, Affordable Housing Fund and Pledged Securities. No action was taken on the report.

APPROVE INVOICES

Mr. Breeding presented to the Board a list of current invoices from July through September, 2015. He said that the amount of \$1,413,101.61 in this period is to reimburse the District in connection with the Post Oak Boulevard Project. He requested approval of payment of invoices in the amount of \$4,937,118.99, which includes reimbursements to the District. After discussion, Director Cunningham moved that the Board approve payment of the invoices and was seconded by Director Sklar. The motion passed unanimously. A copy of the list of invoices is attached.

Mr. Breeding reviewed and discussed the cumulative total of MWDBE / SBE expenditures through September, 2015, and the expenditures for the current fiscal year to date. He said that the Memorial Park water line project was awarded to an MWDBE contractor. He also said that the percentage of MWDBE/SBE to total of professional expenditures is now 41%, well above the goal of 24%. The Board then reviewed trend graphs of MWDBE/SBE Professional Services and Construction Services beginning with July, 2015.

CONSIDER APPROVAL OF THE FISCAL YEAR 2015 AUDIT

Ms. Daniels discussed the audit prepared by the Authority's auditor, Whitley Penn. Chairman Debrovner said that the Authority's audit committee recommends approval of the audit. After discussion, Director Robinson moved, based upon the recommendation of the auditor and the audit committee, that the Board approve the audit and authorize submission to the City of Houston (the "City"). Director Cunningham seconded the motion, which passed unanimously.

CONSIDER APPROVAL OF THE AUTHORITY'S INVESTMENT POLICY

Ms. Daniels stated that the Board must annually review its investment policy in accordance with the Public Funds Investment Act. She said that the only changes to the policy this year are the addition of Regions Bank and Frost Bank to the broker-dealer list. After discussion, Director Simon moved that the investment policy be approved as amended. Director Cunningham seconded the motion, which passed unanimously.

EXECUTIVE SESSION – REAL ESTATE MATTERS

Chairman Debrovner announced that the Board was convening in executive session at 3:50 p.m. The executive session was held pursuant to the provisions of the Texas Government Code §551.072 to discuss acquisition of real property. The Board reconvened in open meeting at 4:18 p.m.

CONSIDER APPROVAL OF A RESOLUTION AUTHORIZING RIGHT-OF-WAY ACQUISITIONS

Mr. Breeding presented a Resolution Authorizing Right-Of-Way Acquisitions relating to right-of-way Parcel Nos. AY15-038 and AY 15-019. He recommended that the Authority offer up to \$2,200,000.00 for the purchase of the rights-of-way and related closing costs for the parcels, subject to required approvals, including Federal Transportation Administration (“FTA”) concurrences. He discussed the purchase and sale agreements base on counteroffers for right-of-way Parcel Nos. AY15-029, AY15-018 and AY15-042. Mr. Breeding recommended that the Board also approve and authorize execution of purchase and sale agreements for Parcel Nos. AY15-029, AY-15-018 and AY15-042, the purchase of which has previously been approved by the Board. Additionally, he pointed out corrections that needed to be made to the parcel numbers in the Resolution.

After discussion, Director Kaplan moved that the Board adopt the Resolution authorizing: (1) the right-of-way acquisition of Parcel Nos. AY15-038 and AY 15-019 for an amount not to exceed \$2,200,000.00, subject to any required approvals, including FTA concurrences, and authorizing the Authority Administrator to take all appropriate action to acquire the easements, (2) the execution of the purchase and sale agreements for the acquisition of Parcel Nos. AY15-029, AY15-018 and AY15-042, and (3) amending the Resolution (a) to correct the incorrect parcel number (AY15-029) to be acquired to AY15-019, and (b) to delete Parcel No. AY15-019 from the list of parcels for which the execution of purchase and sale agreements is to be approved. The motion was seconded by Director Robinson and passed unanimously. A copy of the Resolution Authorizing Right-of-Way Acquisitions is attached.

Director Simon left the meeting.

APPROVE CHANGE ORDER WITH HARPER BROTHERS FOR EMERGENCY REPAIRS

Mr. Breeding said that the sanitary sewer serving Yia Yia Mary's restaurant collapsed and was spilling effluent into San Felipe. He said that the Authority already had contractors employed who were qualified to make repairs, and who could work at night as opposed to City workers, who would have closed three eastbound lanes of San Felipe during the day. He said that Harper Brothers Construction, LLC ("Harper Brothers") submitted the low bid for a \$180,000 change order to an existing contract to include the sanitary sewer repair, which was close to the Authority's estimate of the cost. Mr. Breeding said that the emergency work was completed without significant disruption to traffic. He recommended to the Board that the Authority increase the Harper Brothers contract by \$180,000. After discussion Director Miller moved that the Authority approve the change order and increase the Harper Brothers contract by \$180,000. Director Kaplan seconded the motion, which passed unanimously.

REVIEW BIDS AND AWARD CONTRACT FOR CONSTRUCTION OF WESTHEIMER WATER LINE

Mr. Breeding said that water line replacement project on Westheimer from Sage to Post Oak Blvd. (replacing an eight-inch water line with a twelve-inch line) is contingent upon the execution of an interagency agreement with the City for joint funding. He said that the City is offering to provide 50% of the total cost of the project, not to exceed \$996,848. He said that the Authority's share of the cost is \$1,253,729. He said that the total cost is \$2,250,577, which includes design and construction management costs.

Mr. Breeding said that the project has been discussed with the Board before and was bid in July, but staff recommended rebidding the work with 2 changes: TXDOT will allow 12-hour construction periods for the full week, and the Sage Road 42-inch water line repair has been added to the work. He said Harper Brothers had the low bid at \$1,959,615, with the work to begin in January, 2016. He recommended the award of the contract to Harper Brothers.

After discussion, Director Miller moved that the Board award the contract for the twelve-inch water line replacement on Westheimer between Sage Road and San Felipe Road and the repair of the 42-inch water line on Sage Road to Harper Brothers. Director Kaplan seconded the motion, which passed unanimously.

CONSIDER APPROVAL OF AGREEMENT WITH CITY OF HOUSTON FOR JOINT FUNDING OF THE WESTHEIMER WATER LINE PROJECT

Mr. Breeding reviewed the terms of the "Agreement for Replacement of the Existing Water Line along Westheimer Road from Sage Road to Post Oak Boulevard" with the Board for the work discussed above. He recommended that the Board approve the contract. After discussion, Director Miller moved that the Board approve the agreement with the City. Director Kaplan seconded the motion, which passed unanimously.

AMEND AUTHORITY'S CONSULTANT LIST

Mr. Breeding presented a list of proposed contractors for consideration by the Board. He said that the list contains professional service firms in the categories of Architecture / Landscape Architecture, Engineering / Surveying, Geotechnical Studies / Materials Testing, and Environmental Studies. He said that fifteen of the recommended firms are MWDBE firms. He recommended that the Authority approve expanding the list of firms to accommodate the increasing number and variety of projects being undertaken by the Authority. After discussion, Director Miller moved that the Board amend the Authority's consultant list to include the recommended firms. Director Cunningham seconded the motion, which passed unanimously.

REVIEW BIDS AND CONSIDER AWARD OF CONTRACT FOR EASTERN GLADES PHASE 1, MEMORIAL DRIVE INTERSECTION IMPROVEMENTS AT PROPOSED EAST MEMORIAL LOOP ROAD

Ms. Newbury said that the intersection improvements at the proposed East Memorial Loop Road began the consolidation of the open space to create the Eastern Glades. She said that the contract provides for an intersection approximately 400 feet east of the existing intersection and, upon completion of the realigned roadway under a second contract, also provides for the removal of the existing intersection. She said that, in addition to the relocation of the roadway, there will be new traffic signals, 166 new parking spaces, restrooms, water treatment and detention, and storm water drainage collectors, and the Seymour Lieberman Trail will be extended to three full miles. She said that groundbreaking on the Eastern Glades project will be in December. She said that three bids had been received, and that the low bid was submitted by ISI Construction, Inc.

After discussion, Director Sklar moved that the Board award the construction contract for the Eastern Glades Phase 1 project to ISI Construction, Inc. in the amount of \$994,068.30, plus a 10% contingency. Director Kaplan seconded the motion, which passed unanimously.

Chairman Debrovner left the meeting.

MEMORIAL PARK UPDATE

Ms. Newbury discussed the twelve-inch water line construction project under the Memorial Loop Drive, which is underway from Memorial Drive to IH-10. She said that the project will increase the water pressure and include new fire hydrants. She also discussed possible signage to advertise the participation of the Uptown TIRZ in the improvements in Memorial Park. She said that the work on the Woodway access to Buffalo Bayou was started in October and will be completed before Christmas. She also said that the work on removing invasive undergrowth has begun.

Ms. Newbury said that the foundation repair to the Bayou Bend Bridge is complete and that later the wood decking and railings will be replaced. She said that improvements to Grady Park are under construction and will be complete in early summer. She said that Tanglewood Park improvements have been completed. She said that the improvements to the park on San Felipe will start next February and be completed in June.

ADJOURNMENT

There being no further business, the meeting was adjourned.

Respectfully submitted,

Kendall A. Miller
Secretary, Board of Directors

Attachments:

Minutes of the September 15, 2015 Board Meeting
List of Invoices
Resolution Authorizing Right-of-Way Acquisitions