

# MINUTES OF REGULAR MEETING OF UPTOWN DEVELOPMENT AUTHORITY

March 25, 2015

The Board of Directors of the Uptown Development Authority (the "Authority") met in regular session, open to the public, on March 25, 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:

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
Urban F. O'Brien, III	Director

and all of the above were present except Directors Debrovner, Simon, Hale-Harris and O'Brien, thus constituting a quorum.

Also present were John Breeding, Stephen Wood, Robert Taube, Betsy Kirkgard, Delia Mizwa, Shannon Daniels, Lauren Anderson, Katie McDonough, Bob Ethington, Rod Smith, and Natchaya Wanissorn, staff members of Harris County Improvement District No. 1 (the "District"); Rachel Beeton, contract employee of the District; Steven David of the City of Houston (the "City"); Matt Deal and Thomas Hemingway of Deal Sikes & Associates; Carolyn McCain of Gunda Corporation; Marianna Diez of Edelman; Muhammad Ali of Lockwood, Andrews & Newnam; Roberto Gil of Bridgefarmer & Associates, Inc.; Robb Berg of Design Workshop; Dan Shedd, guest of Director Miller; and Jessica Holoubek and Yvonne Onak of Allen Boone Humphries Robinson LLP.

## CALL TO ORDER

Vice Chairman Sklar called the meeting to order at 3:44 p.m.

## APPROVE MINUTES

The Board considered approving the minutes of the February 25, 2015 regular meeting of the Board. Director Miller moved that the minutes of the meeting be

approved. Director Robinson seconded the motion, which passed unanimously. A copy of the minutes of the February 25, meeting is attached.

#### RECEIVE COMMENTS OR QUESTIONS FROM THE PUBLIC

There were no comments or questions from the public.

#### APPROVE INVOICES

Mr. Breeding presented to the Board a list of current invoices from January, 2015 through February, 2015, in the amount of \$1,469,890.95. After discussion, Director Miller moved that the Board approve payment of the invoices. Director Robinson seconded the motion, which passed unanimously. A copy of the list of invoices is attached.

Mr. Breeding reviewed and discussed the cumulative total of MWDBE/SBE expenditures through February 2015, and the expenditures for the current fiscal year to date. The Board then reviewed trend graphs of MWBDE/SBE Professional Services from July, 2014 through February, 2015 and Construction Services from July, 2014 through February, 2015.

#### EXECUTIVE SESSION – REAL ESTATE MATTERS

Vice Chairman Sklar announced that the Board was convening in executive session at 3:47 p.m. The executive session was held pursuant to the provisions of the Texas Government Code §551.072 to discuss acquisition of real property.

#### CONSIDER APPROVAL OF RIGHT-OF-WAY ACQUISITIONS

Mr. Breeding presented a Resolution Authorizing Right-Of-Way Acquisitions relating to two (2) parcels. He said that the Authority is now ready to make offers for the purchase of the rights-of-way for aggregate total not to exceed \$1,400,000 including closing costs. He said that the Authority's Right-of-Way Acquisition Committee approved the offer amount, and that all FTA-required approvals have been obtained.

After discussion, Director Cunningham moved that the Board adopt the Resolution authorizing right-of-way acquisitions for easements for Parcel Nos. AY15-022 and AY15-041, and authorize the Authority Administrator to take all appropriate action to acquire the rights-of-way, which motion was seconded by Director Kaplan, and passed unanimously. A copy of the Resolution Authorizing Right-of-Way Acquisitions is attached.

CONSIDER AMENDED DEVELOPMENT AGREEMENT BETWEEN RICE AVENUE RETAIL PARTNERS, L.P. AND THE AUTHORITY

Mr. Breeding explained that Rice Avenue Retail Partners has taken bids for construction of the roadway described in the Development Agreement and that the actual construction costs will be significantly higher than included in the cost estimate. Additionally, the City has asked that Rice Avenue Retail Partners add some additional paving, which increased the construction costs. Rice Avenue Retail Partners has therefore requested that the Authority increase the Maximum Reimbursement Amount to the lesser of i) the actual Public Improvement Cost, as defined in the agreement, or ii) \$1,430,000.00, plus Developer Interest. He said that the Authority's annual payments will never exceed 75% of the Project Tax Increment Revenue received by the Authority during each year of the term. He said that the Authority may reimburse out of bond proceeds at its discretion. After discussion, Director Miller moved that the Authority approve the amended Development Agreement with Rice Avenue Retail Partners, L.P. Director Kaplan seconded the motion, which passed unanimously.

CONSIDER ADVERTISING FOR BIDS FOR WOODWAY OUTFALL PHASE 2 PROJECT

Mr. Breeding presented to the Board the proposed improvements for Phase 2 of the Woodway Outfall Project, to develop the area as an access point for the Buffalo Bayou Paddle Trail. The improvements include parking spaces, landscaping, installing a split-rail fence for safety, a retaining wall, and bollards to keep cars out. In addition, monument signs and educational signs will be installed. He said that the budget for the improvements is \$400,000.00, and that advertisement for bids is planned for April, with expected completion of the project in August. Additionally, Mr. Breeding discussed the sources of the erosion problems at the Woodway Outfall area.

After discussion, Director Miller moved that the Board authorize Staff to advertise for bids on Phase 2 of the Woodway Outfall Project. Director Robinson seconded the motion, which passed unanimously.

CONSIDER APPROVAL OF MEMORIAL PARK MASTER PLAN

Mr. Breeding reviewed with the Board the guiding principles of the Memorial Park Master Plan, including (1) reconnecting the land, waterways and trails, (2) consolidating compatible uses in appropriate areas, (3) restoring the ecology of the park, (4) enhancing the overall park experience and its amenities, and (5) tending the land and the cultural history and maintaining balance through responsible management, and he gave examples of each.

After discussion, Director Miller moved that the Board approve the Memorial Park Master Plan. Director Kaplan seconded the motion, which passed unanimously.

#### UPDATE ON UPTOWN GREEN SPACE

There was no update on Uptown Green Space.

#### RECEIVE POST OAK BOULEVARD UPDATE

Mr. Breeding discussed the sanitary sewer improvements, including 12", 15" and 18" lines to be placed within the existing right of way of Post Oak Boulevard from north of Westheimer to Hollyhurst to enable acceleration of construction for larger projects and minimize future service conflicts. He said that the lines on the east side of the Boulevard will flow to the existing 54" deep sanitary sewer line serving the new 69<sup>th</sup> Street Plant, and the lines on the west side of the Boulevard will flow into the future reconstructed 42" line on the west side, thence to the Southwest Plant. He said that the lines will be constructed using a "trenchless" method, assuring minimum disruption to properties. He said that the work should be completed by November 15, 2015 for an estimated \$4,000,000.

After discussion, Director Kaplan moved that the Board approve advertising for bids for the sanitary sewer improvements along Post Oak Boulevard. Director Miller seconded the motion, which passed unanimously.

#### ADJOURNMENT

There being no further business, the meeting was adjourned.

Respectfully submitted,

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Kendall A. Miller  
Secretary, Board of Directors

#### Attachments:

Minutes of the February 25, 2015 Board Meeting  
List of Invoices  
Resolution Authorizing Right-of-Way Acquisitions  
No table of contents entries found.