

AGENDA FOR
REGULAR MEETING OF
OKLAHOMA CITY URBAN RENEWAL AUTHORITY
WEDNESDAY, JANUARY 21, 2015
105 NORTH HUDSON AVENUE, SUITE 101
10:30 A.M.

1. Call to Order
2. Statement of Compliance with the Oklahoma Open Meeting Law
3. Roll Call
4. Reading and Approval of Minutes of a Special Meeting held on Monday, November 24, 2014

GENERAL MATTER

5. Resolution No. _____ Receiving and Accepting an Audit of Accounts by BKD, LLP, for Fiscal Year Ending June 30, 2014
6. Resolution No. _____ Approving an Agreement for Professional Services Agreement with RTKL Associates Inc. for Planning and Design Services

HARRISON/WALNUT

7. Resolution No. _____ Authorizing the Executive Director to Negotiate Terms and Execute Surface Use Agreement between White Operating Company and Oklahoma City Urban Renewal Authority for Wellsite located at N.E. 8th Street and Lincoln Boulevard in the Harrison-Walnut Urban Renewal Plan
8. Resolution No. _____ Approving the Second Amendment to the Redevelopment Agreement with Ron Walters Construction Services, Inc., for the redevelopment of Lot 24 in Block 15 of the Military Addition (319 NE 1st Street), located in the Harrison-Walnut Urban Renewal Plan Area
9. Presentation on John Rex School
10. Presentation of Interim Financial Report for the Period Ending December 31, 2014
11. Staff Report
12. Citizens to be heard
13. Adjournment

POSTED at the offices of the City Clerk and Oklahoma City Urban Renewal Authority by
10:30 a.m. on Tuesday, January 20, 2015 by Pam Lunnon, Executive Assistant

MINUTES OF SPECIAL MEETING
OF THE
OKLAHOMA CITY URBAN RENEWAL AUTHORITY

A Special Meeting of the Board of Commissioners of the Oklahoma City Urban Renewal Authority (“Authority”) was held on Monday, November 24, 2014 at 10:00 a.m. at the offices of the Authority located at 105 North Hudson, Suite 101, Oklahoma City, Oklahoma 73102.

The Chairman called the meeting to order and stated that the meeting was being held in compliance with the Oklahoma Open Meeting Law. Upon roll call the following members were present:

Mr. J. Larry Nichols
Ms. Mary Mélon
Mr. Mark Beffort
Mr. Russell M. Perry

Trustees Absent:

Mr. James R. Tolbert

Staff members present:

Catherine O’Connor, Executive Director
Dan Batchelor, OCURA General Counsel
Leslie Batchelor, OCURA Associate General Counsel
Lisa Harden, The Center for Economic Development Law
Denise Balkas, The Alliance for Economic Development of Oklahoma City
Geri Kenfield, The Alliance for Economic Development of Oklahoma City
Dustin Akers, The Alliance for Economic Development of Oklahoma City
Cassi Poor, The Alliance for Economic Development of Oklahoma City
Pam Lunnon, The Alliance for Economic Development of Oklahoma City
Michael Owens, The Alliance for Economic Development of Oklahoma City

Others present:

Carla R. Vanzant, Christ Experience Church
Steve Lackmeyer, Oklahoman
Jeremy Stephenson, Milhaus
Scott Dedmon, ADG
Rainey Williams, Kestrel Investments
James Cullen, Jones PR
Molly Fleming, Journal Record
Cheryl Denney, McAfee & Taft
James Cullen, Jones PR

OCURA Board of Commissioners, Monday, November 24, 2014

Ian Colgan, City of OKC Planning
Brent Bryant, City of OKC
Jane Jenkins, Downtown OKC
Larry Chapman, Clayco, Inc.

The Chairman requested a motion to approve the circulated minutes of the Special Board Meeting of the Oklahoma City Urban Renewal Authority held on Tuesday, November 4, 2014 at 3:00 p.m.

Commissioner Mélon moved the adoption of the minutes, and upon second by Commissioner Beffort, the vote was as follows:

Mr. J. Larry Nichols	Aye
Ms. Mary Mélon	Aye
Mr. Russell M. Perry	Aye
Mr. James R. Tolbert, III	Absent
Mr. Mark Beffort	Aye

Minutes Adopted.

The Chairman introduced the following resolutions:

CORE TO SHORE

Resolution No. 5676 entitled:

“Conditionally Designating Redeveloper for Lots One (1) through Twelve (12) and Lots Seventeen (17) through Thirty-Two (32) in Block Sixty (60) of the Original Plat of Oklahoma City, Core To Shore Urban Renewal Area”

Commissioner Perry moved the adoption of the resolution, and upon second by Commissioner Beffort, the vote was as follows:

Mr. J. Larry Nichols	Aye
Ms. Mary Mélon	Aye
Mr. Russell M. Perry	Aye
Mr. James R. Tolbert, III	Absent
Mr. Mark Beffort	Aye

Resolution Adopted

SPORTS ENTERTAINMENT PARKING

Resolution No. 5677 entitled:

“Authorizing the Authority to Exercise the Option for Routine Common Area Maintenance of the Bass Pro Building Common Area to be Performed by the Bricktown Entertainment Center Owners’ Association, Inc.”

Commissioner Beffort moved the adoption of the resolution, and upon second by Commissioner Mélon, the vote was as follows:

Mr. J. Larry Nichols	Aye
Ms. Mary Mélon	Aye
Mr. Russell M. Perry	Aye
Mr. James R. Tolbert, III	Absent
Mr. Mark Beffort	Aye

Resolution Adopted

OTHER MATTERS

Resolution No. 5678 entitled:

“Authorizing the Executive Director to Enter into a Professional Services Agreement with Mid-Con Data Services, L.L.C. for Administrative and Records Management Services”

Commissioner Beffort moved the adoption of the resolution, and upon second by Commissioner Perry, the vote was as follows:

Mr. J. Larry Nichols	Aye
Ms. Mary Mélon	Aye
Mr. Russell M. Perry	Aye
Mr. James R. Tolbert, III	Absent
Mr. Mark Beffort	Aye

Resolution Adopted

Financial Report

Ms. Kenfield presented the financial reports through October 31, 2014

Staff Report

Cathy O'Connor reported the Authority will be working with the Parking Authority to possibly finish out a space in the new parking garage to have a bigger board room with a better layout to accommodate more people. The Authority is also working to relocate four non-profit organizations to the first floor of the parking garage that will be displaced by the Clayco development. The developers are willing to offset the cost that will occur to the nonprofits and the City. Union Station is being considered for the relocation of the Arts Council and right now it is proposed to relocate the Arts Festival to Bicentennial Park.

There being no further business to come before the Board, the meeting was adjourned at 10:12 a.m.

Secretary

OKLAHOMA CITY

URBAN

RENEWAL

AUTHORITY

To: Board of Commissioners

From: Catherine O'Connor, Executive Director

Date: January 21, 2014

Ref: BKD, LLP Audit of Accounts for Fiscal Year Ending June 30, 2014

Background: BKD, LLP has completed its audit of the financial activities of OCURA for the fiscal year ending June 30, 2014. The Executive Director, as well as the Chief Financial Officer of The Alliance have reviewed the audit and recommend approval.

Summary of Agenda Item: The resolution for consideration receives and accepts the audit by BKD, LLP for the fiscal year ending June 30, 2014.

Recommendation: Approval of Resolution.

RESOLUTION NO. _____

RESOLUTION RECEIVING AND ACCEPTING AN AUDIT OF ACCOUNTS BY BKD, LLP, FOR FISCAL YEAR ENDING JUNE 30, 2014

WHEREAS, the Oklahoma City Urban Renewal Authority (“Authority”) is a public body corporate created pursuant to the Oklahoma Urban Redevelopment Law, 11 O.S. §§ 38-101, *et seq.*; and

WHEREAS, pursuant to the Oklahoma Urban Redevelopment Law, the powers of the Authority are vested in and shall be exercised by the Board of Commissioners; and

WHEREAS, the Commissioners have heretofore vested the position of Executive Director of the Authority with the responsibilities for the administrative affairs of the Authority; and

WHEREAS, the Authority may employ such experts and other consultants as it may require, and it may contract for any services necessary to its operation; and

WHEREAS, in June 2014, OCURA accepted a proposal from BKD, LLP to audit the financial activities of the Authority; and

WHEREAS, BKD, LLP is highly qualified to audit the financial activities of the Authority; and

WHEREAS, BKD, LLP has submitted an audit of accounts to the Authority for the fiscal year ending June 30, 2014; and

WHEREAS, the Executive Director and Legal Counsel for the Authority have reviewed the audit of accounts by BKD, LLP for the fiscal year ending June 30, 2014; and

WHEREAS, the Board of Commissioners of the Authority deems it appropriate and desirable to accept the audit of accounts by BKD, LLP for the fiscal year ending June 30, 2014.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Oklahoma City Urban Renewal Authority that the audit of accounts submitted by BKD, LLP for the fiscal year ending June 30, 2014, is hereby accepted.

I, _____, Secretary of the Board of Commissioners for the Oklahoma City Urban Renewal Authority, certify that the foregoing resolution was duly adopted at a **regular** meeting of the Board of Commissioners of the Oklahoma City Urban Renewal Authority, held at its offices at 105 North Hudson, Suite 101, Oklahoma City, Oklahoma 73102, on the **21st** day of **January, 2015**; that said meeting was held in accordance with the By-Laws of the Authority and the Oklahoma Open Meetings Act; that any notice required to be given of such meeting was properly given; that a quorum was present at all times during said meeting; and that the resolution was duly adopted by a majority of the Commissioners present.

SECRETARY

(SEAL)

OKLAHOMA CITY

URBAN
RENEWAL
AUTHORITY

To: Board of Commissioners
From: Catherine O'Connor, Executive Director
Date: January 21, 2015
Ref: Resolution Approving an Agreement for Professional Services with RTKL Associates Inc. for Planning and Design Services

Background: This resolution authorizes an on-call design review services contract with RTKL Associates, Inc. for 2015. As the Board is aware, from time to time, architectural review services are needed for the OCURA design review process required for development projects.

In November the Board approved a 2014-15 Preferred Vendor List for Architectural, Planning, Urban Design and Landscape Architecture services. RTKL is one of six firms on the list. The design review hourly fee structure for this contract will conform to the schedule that the firm presented for placement on the Preferred Vendor List.

Summary of Agenda Item: Approval of a one year professional services contract for architectural design review.

Recommendation: Staff is recommending retaining RTKL given our satisfaction with their services on past projects and their familiarity with the OCURA design review process.

RESOLUTION NO. _____

RESOLUTION APPROVING AN AGREEMENT FOR PROFESSIONAL SERVICES AGREEMENT WITH RTKL ASSOCIATES INC. FOR PLANNING AND DESIGN SERVICES

WHEREAS, the Oklahoma City Urban Renewal Authority (“Authority”) is a public body corporate created pursuant to the Oklahoma Urban Redevelopment Law, 11 O.S. §38-101, *et seq.*, authorized to exercise its powers pursuant to resolution of the City Council of the City of Oklahoma City; and

WHEREAS, the Authority is engaged in the implementation and administration of several urban renewal plans throughout Oklahoma City; and

WHEREAS, pursuant to the Oklahoma Urban Redevelopment Law, the Authority may employ such technical experts and other agents as it may require, and it may contract for any services necessary to its operation; and

WHEREAS, the Authority desires to ensure redevelopment projects under its supervision are architecturally sound, aesthetically pleasing, and in conformance with applicable development regulations; and

WHEREAS, the Authority, as part of its Community Development Block Grant (“CDBG”) Operating Agreement with the City, has been awarded CDBG funds which may be used for the purposes set forth herein; and

WHEREAS, the Board of Commissioners previously authorized the Authority’s procurement of qualified architectural firms to perform architectural review services through the publication and advertising of a Request for Proposals (“RFP”) for such service to assist the Authority with development in urban renewal areas administered by the Authority; and

WHEREAS, RTKL Associates Inc., a Maryland corporation (“RTKL”), has submitted a response to the RFP and has been selected as a qualified firm for such purposes; and

WHEREAS, RTKL is a global design firm that is familiar with redevelopment activities in Oklahoma City and highly qualified to provide urban planning and design services, including consultation and advice on proposed projects, land use, site plans, building design, and architectural review of design development documents and construction plans; and

WHEREAS, it is appropriate and desirable to enter into an agreement for professional services with RTKL for planning and design services to assist the Authority.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Oklahoma City Urban Renewal Authority as follows:

1. The agreement for professional services with RTKL Associates Inc. for planning and design services to assist the Authority is hereby approved.
2. The Executive Director and Legal Counsel are authorized and directed to prepare and execute such documents as may be appropriate to carry out the authorization contained in this Resolution.

I, _____, Secretary of the Board of Commissioners for the Oklahoma City Urban Renewal Authority, certify that the foregoing Resolution No. _____ was duly adopted at a **regular** meeting of the Board of Commissioners of the Oklahoma City Urban Renewal Authority, held at its offices at 105 N. Hudson, Suite 101, Oklahoma City, Oklahoma 73102, on the **21st** day of **January, 2015**; that said meeting was held in accordance with the By-Laws of the Authority and the Oklahoma Open Meeting Act; that any notice required to be given of such meeting was properly given; that a quorum was present at all times during said meeting; and that the Resolution was duly adopted by a majority of the Commissioners present.

SECRETARY

(SEAL)

OKLAHOMA CITY

URBAN

RENEWAL

AUTHORITY

To: Board of Commissioners
From: Catherine O'Connor, Executive Director
Date: January 21, 2015
Ref: Resolution Approving Surface Use Agreement with White Operating Company, Harrison Walnut Urban Renewal Area

Background: The Authority owns a vacant, 2.9 acre parcel at the southeast corner of Lincoln and N. E. 8th Streets. While OCURA owns the site, it is subject to a redevelopment agreement with the Presbyterian Health Foundation. The White Operating Company is entitled to exercise certain surface rights for the production of oil, gas and water from an existing well on the property.

Legal Counsel and staff began discussions in 2014 with White to explore a mutually acceptable arrangement to define the limits and nature of White's Operational needs in order to maximize the development footprint of the parcel. The attached resolution outlines the outcome of those discussions. In summary, the proposed agreement outlines the area of operation for the surface rights and a cost sharing arrangement to install a submersible pump, remove an existing pump jack, the installation of dual flow lines to transport oil and salt water to a tank battery location at N.E. 1st and Phillips, a new curb cut to allow access to the well off of N.E. 8th Street, and site fill and grading to facilitate the oil, gas and water producing operations of the well on the site. A map of the restricted use area for the surface well operations covered by the agreement is included as Exhibit A-1.

Given that White is voluntarily entering into this agreement, the contract proposes a cost sharing arrangement with the Authority. The Authority agrees to pay an amount not to exceed \$170,000 to assist with the on and off site preparation work covered by the agreement. Presbyterian Health Foundation has approved the proposed terms of the agreement.

Summary of Agenda Item: Surface Use Agreement to define the area of existing oil well operations on the development site and a cost sharing arrangement to implement the terms of the agreement.

Recommendation: Legal Counsel and staff recommend approval to finalize terms of and authorize the Executive Director to execute the agreement for the preservation of a majority of the site for future redevelopment at a key location in the Research Park.

Attachments: Resolution with Exhibits A-C.

RESOLUTION NO. _____

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO NEGOTIATE TERMS AND EXECUTE SURFACE USE AGREEMENT BETWEEN WHITE OPERATING COMPANY AND OKLAHOMA CITY URBAN RENEWAL AUTHORITY FOR WELLSITE LOCATED AT N.E. 8TH STREET AND LINCOLN BOULEVARD IN THE HARRISON-WALNUT URBAN RENEWAL PLAN

WHEREAS, in furtherance of the objectives of the Urban Renewal Act, the Oklahoma City Urban Renewal Authority (“Authority”), a public body corporate, has undertaken a program for the clearance and redevelopment or rehabilitation of slum and blighted areas in The City of Oklahoma City (“City”), and in this connection is engaged in carrying out an urban renewal plan known as the Harrison-Walnut Urban Renewal Plan in an area (“Project Area”) located in the City; and

WHEREAS, in furtherance of its responsibilities to carry out the Urban Renewal Plan and provide support for the expansion of the Oklahoma Health Center and the development of the Oklahoma bioscience economy and complementary business entities, the Authority and the Presbyterian Health Foundation (“Foundation”) entered into an Amended Redevelopment Agreement for the Development of the Oklahoma Bioscience Park dated October 1, 2013 (“PHF Redevelopment Agreement”) for the acquisition and redevelopment of certain redevelopment sites owned by the Authority in the Project Area; and

WHEREAS, the real property located at the southeast corner of N.E. 8th Street and N. Lincoln Blvd. as shown on Exhibit “A” attached hereto (“Property”) is within the Project Area, is currently owned by the Authority, and is subject to the terms of the PHF Redevelopment Agreement; and

WHEREAS, the Property is encumbered by an oil, gas, and water producing well (the “Sabin Well”) which is operated by White Operating Company (“White”); and

WHEREAS, White also owns and operates a well on N. Lincoln Blvd., near the Center for Healthy Living (the “Stiles 5 Well”) and owns the adjacent 104’ x 175’ parcel of land; and

WHEREAS, pursuant to State law, the operator of an oil and gas well is entitled to reasonable rights to use the surface of real property for its oil and gas operations;

WHEREAS, the future development of the highly significant site at N.E. 8th and N. Lincoln Blvd. will be affected by the presence of the oil and gas operations. In order to minimize site activities for the operation and maintenance of the wells and maximize future development opportunities, it is desirable to enter into a surface use agreement restricting White’s surface activities and defining permitted use areas; and

WHEREAS, in order to formalize the rights, responsibilities, and obligations of the parties, the Authority and White have negotiated certain terms of a Surface Use Agreement; and

WHEREAS, in accordance with the terms and conditions of the Surface Use Agreement, the Authority will grant White the following easements:

- 1) An exclusive use easement over and across approximately 9,000 square feet of the surface of the Property where the well is located and which is within a fenced area that is approximately 100' x 90' around the Sabin Wellsite;
- 2) A non-exclusive easement over and across a portion of the Property approximately 75 feet in length and no greater than 30 feet in width for the purpose of vehicular and pedestrian ingress and egress to the Sabin Wellsite extending from N.E. 8th Street to the north gate of the Sabin Wellsite (the "Driveway"); and
- 3) A non-exclusive easement for additional workover area and underground guy wire anchor locations over and across approximately 26,000 square feet of the Property outside the fence area described in (1) above. Accordingly, White will have access to a total surface area of 35,000 square feet of the Property, as shown on the attached Exhibit "A-1". The Property is approximately 2.9 acres in size.

WHEREAS, in accordance with the terms and conditions of the Surface Use Agreement, White has agreed to make the following modifications to the Sabin Wellsite, at the Authority's sole expense:

- 1) Install dual flow lines from the Sabin Well for the transmission of oil and salt water from the Sabin Well (with the specific location to be approved by the Authority) to tank batteries located on another property owned by White at N.E. 1st Street and Phillips Avenue (the "Walnut Grove Facility") at the cost of \$131,938 (see attached Five G's Construction Inc. bid proposal marked as Exhibit "B"); and
- 2) Site work necessary to level the site, fill the existing cellar and install gravel from N.E. 8th Street to the north gate entrance to the Sabin Wellsite at the cost of \$36,922 (see attached TNK Enterprises, LLC bid proposal marked as Exhibit "C").

WHEREAS, in accordance with the terms and conditions of the Surface Use Agreement, White, at its sole expense, will:

- 1) Remove the existing pump jack and install a downhole submersible pump and equipment at the Sabin Wellsite (Note: This work has been completed.); and
- 2) Install tank batteries at the Walnut Grove Facility to collect the oil and gas produced by the Sabin Well; and
- 3) Be solely responsible for cost of adding or connecting the flow lines to any other wells and of constructing any additional tank batteries necessary for the Sabin Well or any other well; for all maintenance, repair and replacement costs of the flow lines and tank batteries; and for the upkeep and maintenance of the Driveway.

WHEREAS, other terms of the proposed Surface Use Agreement include the Authority's reserved rights to install wrought iron or other decorative fencing and landscaping around the Sabin Wellsite and the Stiles 5 Wellsite, and to relocate the dual flow lines to be installed at the Sabin Wellsite, if necessary, for future development of the Property; and

WHEREAS, the proposed terms of the Surface Use Agreement have been approved by Foundation; and

WHEREAS, the Board of Commissioners of the Authority finds that the proposed Surface Use Agreement furthers the objectives of the Authority for the Project Area and is necessary for the protection of the Property for potential future development in the area and deems it appropriate, desirable, and in the public interest to approve the Surface Use Agreement, and to authorize its execution and performance; and

WHEREAS, the Board of Commissioners of the Authority finds that it is appropriate and desirable to request funding from the Oklahoma City Redevelopment Authority (“OCRA”) for the financial obligations of the Authority described in the Surface Use Agreement and supported by the attached Exhibits “B” and “C”; and

WHEREAS, the Board of Commissioners of the Authority finds that it is appropriate and desirable to authorize the Executive Director, Legal Counsel and Officers of the Authority to take such actions and to execute such documents as may be necessary or appropriate to implement the Surface Use Agreement, including, but not limited to, soliciting and entering into contracts for surveying, engineering and design, and construction services.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Oklahoma City Urban Renewal Authority as follows:

1. The proposed Surface Use Agreement (“Agreement”) is hereby approved, and the Executive Director is authorized to finalize negotiations and execute the Agreement, and is further authorized to take such actions and execute such documents as may be necessary to undertake and fulfill the requirements set forth in the approved Agreement, including making such modifications and corrections as are advised by Legal Counsel and are necessary and desirable.
2. The Officers of the Authority and Legal Counsel are authorized to execute such documents and take such actions as may be necessary or appropriate to implement the authorizations herein, and to implement the provisions of the Agreement.
3. The Executive Director, Legal Counsel, and Officers of the Authority are authorized to take such actions and to execute such documents as may be necessary or appropriate to implement the Agreement, including, but not limited to, confirming legal descriptions, obtaining the title work, surveys, appraisals, and other due diligence activities, and soliciting and entering into contracts for services for survey, engineering, design, and construction, as may be necessary and appropriate.

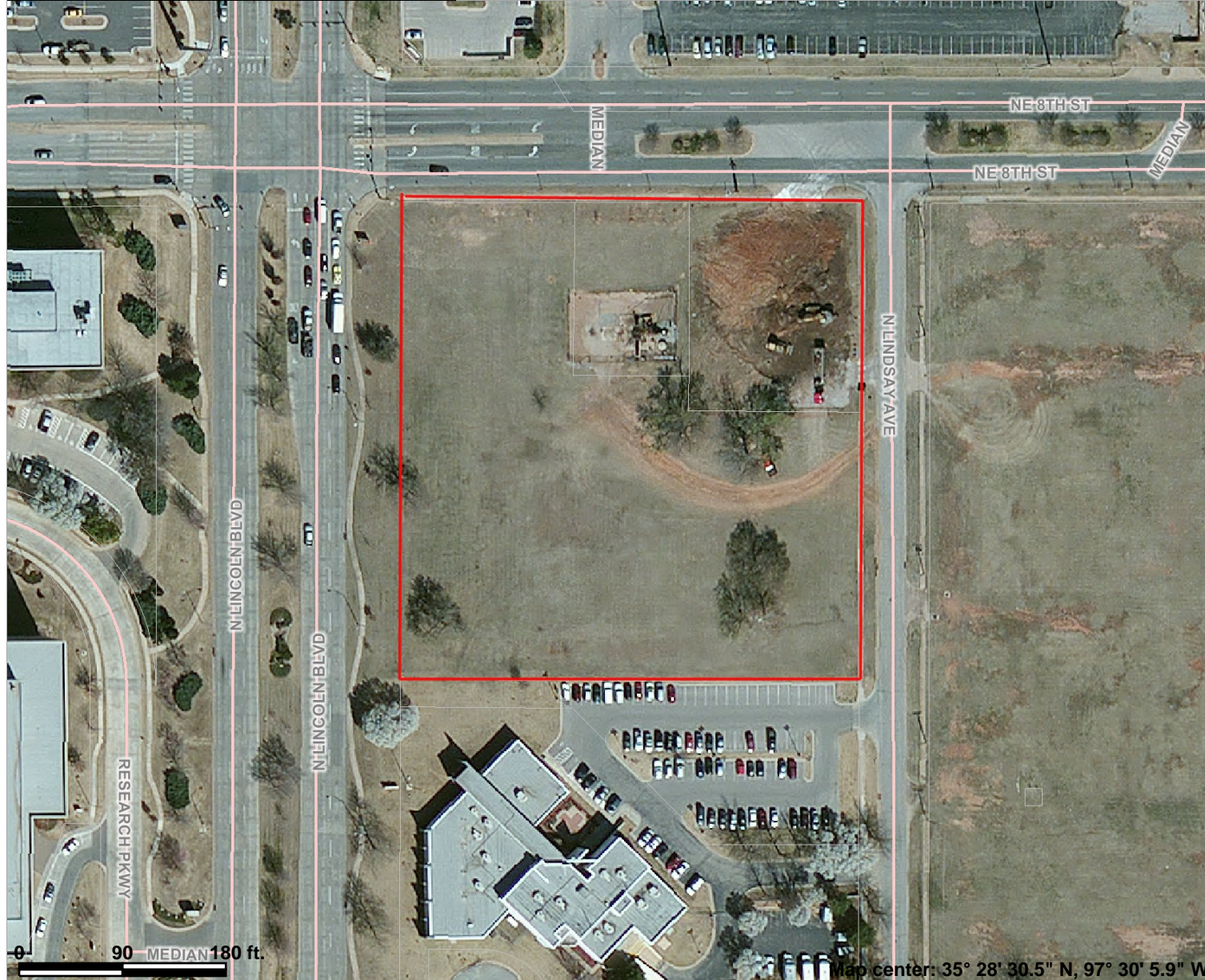
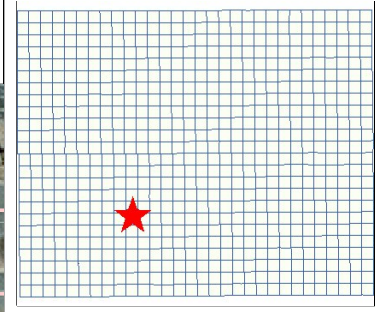
I, _____, Secretary of the Board of Commissioners of the Oklahoma City Urban Renewal Authority, certify that the foregoing Resolution No. _____ was duly adopted at a **regular** meeting of the Board of Commissioners of the Oklahoma City Urban Renewal Authority, held at its offices at 105 North Hudson Avenue, Suite 101, Oklahoma City, Oklahoma on the **21st** day of **January, 2015**; that said meeting was held in accordance with the By-Laws of the Authority; that any notice required to be given of such meeting was properly given; that a quorum was present at all times during the meeting; and that said Resolution was adopted by a majority of those Commissioners present.

SECRETARY

(SEAL)



Exhibit A - Property owned by the Authority



Legend

- Annotation
- Sections
- Streets
- Parcels
- North Canadian River
- Rivers & Creeks
- Lakes
- Aerials (flown Feb 28th - March 23rd, 2011)
- County Background

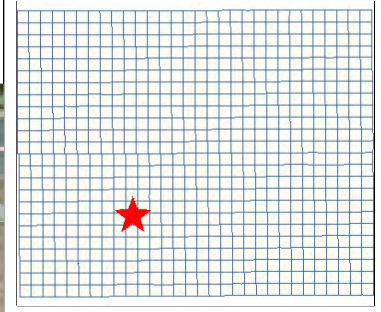
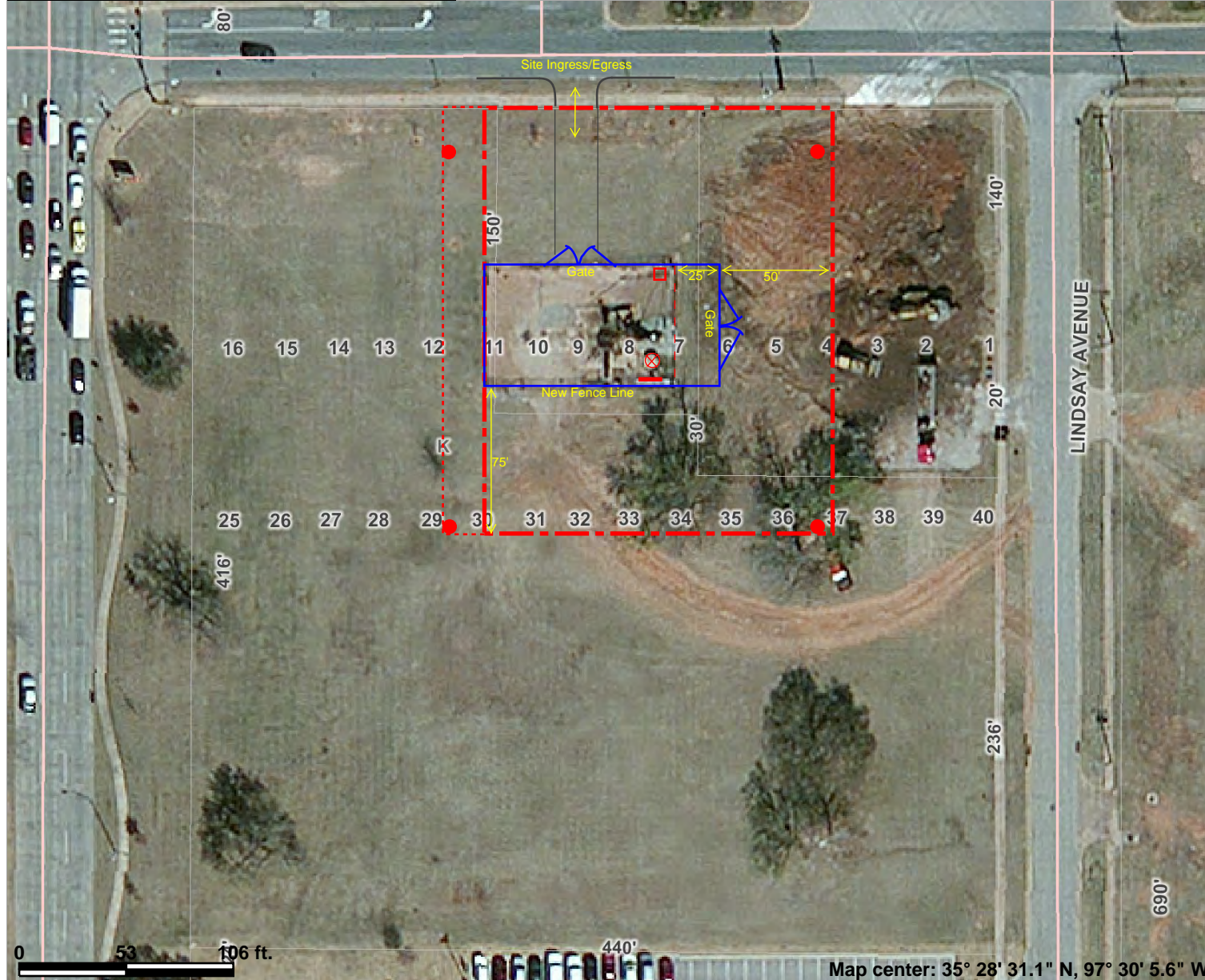


Scale: 1:1,606

This map is a user generated static output from an Internet mapping site and is for general reference only. Data layers that appear on this map may or may not be accurate, current, or otherwise reliable. THIS MAP IS NOT TO BE USED FOR NAVIGATION.



8th & Lindsay



Legend

- Annotation
 - Sections
 - Streets
 - Parcels
 - North Canadian River
 - Rivers & Creeks
 - Lakes
 - Aerials (flown Feb 28th - March 23rd, 2011)
 - County Background
-
- DCP Meter Line
 - Tank
 - ⊗ Electric Panel
 - Guy Wire Anchors
 - New Fence Line
 - Workover Area
 - Easement Area



Scale: 1:912

0 53 106 ft. 440'

Map center: 35° 28' 31.1" N, 97° 30' 5.6" W

This map is a user generated static output from an Internet mapping site and is for general reference only. Data layers that appear on this map may or may not be accurate, current, or otherwise reliable. THIS MAP IS NOT TO BE USED FOR NAVIGATION.

EXHIBIT "B"
Bid Proposal

TNK Enterprises L L C
PO Box 1184
Shawnee, OK 74802-1184

Date: 12/08/14

To: White Operating Company
1627 SW 96th
Oklahoma City, OK 73159

Level and extend site

Scope -

raise grade of site to match cellar grade, extend site east 35' @ cellar grade, slope from this point another 40' east to existing grade, fill in cellar

Fill delivered - red shale	cu yrds	\$/yrd	
65' NS X 35' EW X 5' High	560	\$17.50	\$9,800.00
65' NS X 40' EW X 2' 6" High	300	\$17.50	\$5,250.00
Gravel delivered - 1 & 1/2" crusher run	tons	\$/ton	
65' NS X 120' EW X 6" High	240	\$20.50	\$4,920.00
Equipment used -	Dozer, packer, skid steer.		\$11,250.00
sub-total labor and materials			<hr/> \$31,220.00

Scope -

Extend drive from new curb entrance off of 8th to location, cut grade on new road

Fill delivered - red shale	cu yrds	\$/yrd	
	0	\$17.50	\$0.00
Gravel delivered - 1 & 1/2" crusher run	tons	\$/ton	
	144	\$20.50	\$2,952.00
Equipment used -	Dozer, packer, skid steer.		\$2,750.00
sub-total labor and materials			<hr/> \$5,702.00
Total labor and materials			<hr/> \$36,922.00

EXHIBIT "C"

GGGGG *Five G's Construction Inc.*

CUSTOM TRENCHING & BACKHOE WORK
P.O. BOX 95786 • OKLAHOMA CITY, OK 73143
PHONE (405) 631-5093 / (405) 794-6772 / FAX (405) 634-9264

10/8/14

White Operating
Attn: Roy
Via Fax 405-239-6853

Roy,

The following is the price you requested for the NE 8th St. & Lindsay Ave Project:

Place 2-3" SDR11 from NE 8th St & Lindsay location to NE 1st & Phillips location.

\$32.18 per foot Approx. 4100'

There is a 2 week lead time on the pipe.

Price is for labor and material and does not include any permits.

We will take every precaution necessary to prevent any damage to the property. We will not be held responsible for any unmarked customer owned lines.

Please give me a call if you have any questions.

Thank you,

Howard Betts
Five G's Construction, Inc.

OKLAHOMA CITY

**URBAN
RENEWAL
AUTHORITY**

To: Board of Commissioners
From: Catherine O'Connor, Executive Director
Date: January 21, 2015
Ref: Resolution Approving the Second Amendment to the Redevelopment Agreement
With Ron Walters Construction Services, Inc., for the Redevelopment of Lot 24 in Block
15 of the Military Addition (319 NE 1st Street), Located in the Harrison-Walnut Urban
Renewal Plan Area

Background: On June 19, 2013, the Oklahoma City Urban Renewal (“Authority”) entered into a Redevelopment Agreement with Ron Walters Construction Services, Inc. (“Redeveloper”) for the development of a single family home at 319 N.E. 1st Street. Due to delays as a result of negotiations between the Redeveloper and the Oklahoma Department of Transportation (“ODOT”) relating to the adjacent parcel, a First Amendment to the Redevelopment Agreement was approved on September 17, 2014. The Redeveloper requested additional time for commencement and completion of construction.

Purpose of Agenda Item:

This Resolution:

- Amends the Redevelopment Agreement extending the commencement of construction to March 15, 2015, with eighteen months to complete the project.
- Authorizes the Officers, Executive Director and Legal Counsel of the Authority to execute such documents and take such other actions as may be necessary or appropriate to implement this approval.

Staff Recommendation: Approval of Resolution

Attachments: Second Amendment to the Redevelopment Agreement

RESOLUTION NO. _____

RESOLUTION APPROVING THE SECOND AMENDMENT TO THE REDEVELOPMENT AGREEMENT WITH RON WALTERS CONSTRUCTION SERVICES, INC., FOR THE REDEVELOPMENT OF LOT 24 IN BLOCK 15 OF THE MILITARY ADDITION (319 NE 1ST STREET), LOCATED IN THE HARRISON-WALNUT URBAN RENEWAL PLAN AREA

WHEREAS, The City of Oklahoma City (“City”) has adopted the Harrison-Walnut Urban Renewal Plan (“Urban Renewal Plan”) providing for the redevelopment of an area located in the City; and

WHEREAS, the Oklahoma City Urban Renewal Authority (“Authority”) has been authorized to carry out the Urban Renewal Plan for redevelopment of the Project Area; and

WHEREAS, the Authority has previously publicly invited proposals for Lot Twenty-four (24), Block Fifteen (15) of the Military Addition to The City of Oklahoma City, located in the Urban Renewal Plan area (“Property”); and

WHEREAS, the Authority has entered into a Contract for Sale of Land and Redevelopment (“Redevelopment Agreement”) with the Ron Walters Construction Services, Inc. (“Redeveloper”) for the development of a single family home on the Property; and

WHEREAS, the Authority approved the First Amendment to the Redevelopment Agreement to extend the dates for the commencement and completion of construction; and

WHEREAS, the Redeveloper requests additional time for the commencement and completion of construction; and

WHEREAS, the Board of Commissioners of the Authority deems it appropriate and desirable to approve the Second Amendment to the Redevelopment Agreement to extend the dates for the commencement and completion of construction.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Oklahoma City Urban Renewal Authority as follows:

1. The Second Amendment to the Redevelopment Agreement, extending the commencement of construction to March 15, 2015, with eighteen months to complete the project, is hereby approved.
2. The Officers, Executive Director, and Legal Counsel of the Authority are authorized to execute such documents and take such other actions as may be necessary or appropriate to implement this approval.

I, _____, Secretary of the Board of Commissioners for the Oklahoma City Urban Renewal Authority, certify that the foregoing Resolution No. _____ was duly adopted at a **regular** meeting of the Board of Commissioners of the Oklahoma City Urban Renewal Authority, held at its offices at 105 N. Hudson, Suite 101, Oklahoma City, Oklahoma 73102, on the **21st** day of **January, 2015**; that said meeting was held in accordance with the By-Laws of the Authority and the Oklahoma Open Meeting Act; that any notice required to be given of such meeting was properly given; that a quorum was present at all times during said meeting; and that the Resolution was duly adopted by a majority of the Commissioners present.

SECRETARY

(SEAL)

SECOND AMENDMENT TO THE CONTRACT FOR SALE OF LAND AND REDEVELOPMENT BETWEEN OKLAHOMA CITY URBAN RENEWAL AUTHORITY AND RON WALTERS CONSTRUCTION SERVICES, INC., PURSUANT TO THE HARRISON-WALNUT URBAN RENEWAL PLAN

THIS SECOND AMENDMENT, effective on or as of the ___ day of January, 2015, amends the Contract for Sale of Land and Redevelopment dated June 19, 2013, by and between the **Oklahoma City Urban Renewal Authority**, an Oklahoma public body corporate (which, together with any successor corporation or public body or officer hereafter designated by or pursuant to law, is hereafter called the “Authority”), established pursuant to the Urban Redevelopment Law of the State of Oklahoma (“Urban Renewal Act”) and having its office at Suite 101, 105 North Hudson, Oklahoma City, OK 73102; and **Ron Walters Construction Services, Inc.**, an Oklahoma corporation (“Redeveloper”) and having its offices at 8501 South Walker, Oklahoma City, OK 73102.

WITNESSETH:

WHEREAS, the Oklahoma City Urban Renewal Authority has undertaken implementation of the Harrison-Walnut Urban Renewal Plan (“Urban Renewal Plan”) pursuant to the approval and direction of The City of Oklahoma City; and

WHEREAS, pursuant to a public invitation for proposals, the Board of Commissioners of the Authority has previously approved a Contract for Sale of Land and Redevelopment (“Redevelopment Agreement”) with the Redeveloper; and

WHEREAS, due to negotiations between the Redeveloper and the Oklahoma Department of Transportation regarding the development, the date for the commencement of construction was extended by the First Amendment to the Redevelopment Agreement, dated September 17, 2014; and

WHEREAS, the Redeveloper did not meet the November 15, 2014 commencement date and has requested additional time; and

WHEREAS, the Redeveloper and the Authority mutually agree to this Second Amendment to the Redevelopment Agreement; and

WHEREAS, this Second Amendment provides for an extension of the Redeveloper’s obligation to commence construction to March 15, 2015; and

WHEREAS, the Authority and the Redeveloper deem it appropriate and desirable to approve and execute this Second Amendment to the Redevelopment Agreement.

NOW, THEREFORE, in consideration of the promises and mutual obligations of the parties hereto, it is agreed that the Redevelopment Agreement between the Authority and the Redeveloper is amended as follows:

SECTION I: RATIFICATION.

Except as amended hereby, the Redevelopment Agreement, as amended, is ratified and confirmed as the parties' agreement covering the subject matter thereof.

SECTION II: SCOPE OF THIS SECOND AMENDMENT.

The provisions of this Second Amendment are intended to control over the provisions of the Redevelopment Agreement, as amended, notwithstanding any provisions to the contrary.

SECTION III: TIME FOR COMMENCEMENT AND COMPLETION OF IMPROVEMENTS.

Section 4 of the Redevelopment Agreement is hereby deleted in its entirety and replaced with the following:

The construction of the Improvements which are referred to in Section 301 will be commenced and completed in accordance with the following schedule:

COMMENCEMENT DATE: On or before March 15, 2015

COMPLETION DATE: Eighteen (18) months from commencement date

This Second Amendment is effective as of the date first set forth above.

OKLAHOMA CITY URBAN RENEWAL AUTHORITY,
a public body corporate,

BY: _____
Catherine O'Connor, Executive Director

ACKNOWLEDGMENTS

STATE OF OKLAHOMA,)
) ss.
COUNTY OF OKLAHOMA.)

Before me, the undersigned, a Notary Public in and for said County and State, on this _____ day of January, 2015, personally appeared Catherine O'Connor, to me known to be the identical person who executed the foregoing instrument as the Executive Director of the Oklahoma City Urban Renewal Authority, and acknowledged to me that she executed the same as her free and voluntary act on before of the Oklahoma City Urban Renewal Authority, for the uses and purposes therein set forth.

Witness my hand and official seal the day and year above written.

NOTARY PUBLIC

RON WALTERS CONSTRUCTION SERVICES, INC.
an Oklahoma corporation,

BY: _____
Ron Walters, President

STATE OF OKLAHOMA,)
)ss.
COUNTY OF OKLAHOMA.)

Before me, the undersigned, a Notary Public in and for said County and State, on this _____ day of January, 2015, personally appeared Ron Walters, to me known to be the identical person who executed the foregoing instrument as the President of Ron Walters Construction Services, Inc. and acknowledged to me that he executed the same as his free and voluntary act on behalf of Ron Walters Construction Services, Inc. for the uses and purposes therein set forth.

Witness my hand and official seal the day and year above written.

NOTARY PUBLIC

My Commission No.: _____
My Commission Expires: _____

Oklahoma City Urban Renewal Authority
Combining Balance Sheet and
Statement of Revenues, Expenditures and Changes in Fund Balance
as of and for the Six Months ending December 31, 2014

	<u>Closeout</u> <u>Project</u> <u>Fund</u>	<u>Revolving</u> <u>Fund</u>	<u>Core to Shore</u> <u>MAPS 3</u> <u>Fund</u>	<u>Core to Shore</u> <u>Buffer</u>	<u>SEP II</u> <u>Fund</u>	<u>Harrison-</u> <u>Walnut</u> <u>Other Fund</u>	<u>Nonfederal</u> <u>Fund</u>	<u>OCRC</u>	<u>Bass Pro</u> <u>Shop</u> <u>Fund</u>	<u>Total</u>	<u>Budget</u> <u>2014-15</u>
Assets											
Cash	2,773,306	59,536	86,408	1,346,675	-	35,588	414,599	221,651	220,203	5,157,965	
Investments	3,440,000	-	-	-	-	-	495,000	-	245,000	4,180,000	
Accounts Receivable	-	9,749	-	-	-	-	-	-	-	9,749	
Due from Other Governmental Entities	-	3,221	17,707	-	-	-	-	-	-	20,927	
Due from Other Funds	290,578	131,237	-	-	-	-	119,073	-	-	540,888	
Total Assets	6,503,884	203,742	104,114	1,346,675	-	35,588	1,028,673	221,651	465,203	9,909,530	
Liabilities and Fund Balances											
Due to Other Funds	-	203,357	158,180	50,965	25,465	100,687	2,234	-	-	540,888	
Accounts Payable	539	385	-	-	-	-	-	-	-	924	
Deposits	-	-	-	-	-	30,000	-	-	-	30,000	
Total Liabilities	539	203,742	158,180	50,965	25,465	130,687	2,234	-	-	571,812	
Total Fund Balances	6,503,345	-	(54,066)	1,295,710	(25,465)	(95,099)	1,026,439	221,651	465,203	9,337,718	
Total Liabilities and Fund Balances	6,503,884	203,742	104,114	1,346,675	-	35,588	1,028,673	221,651	465,203	9,909,530	
Revenues											
Grant Revenues - CDBG	489,079	-	-	-	-	-	-	-	-	489,079	1,844,274
Grant Revenues - Other	-	-	-	-	-	-	-	-	-	-	-
Rentals	35,448	-	-	-	-	-	-	-	262,169	297,617	736,820
Real Estate Sales	1,715,184	-	-	-	-	-	64,595	-	-	1,779,779	3,250,000
Interest	11,786	-	-	68	-	-	530	43	-	12,427	25,000
Core to Shore MAPS 3 Project	-	-	-	-	-	-	-	-	-	-	250,000
Other	-	-	-	-	-	-	-	-	-	-	-
Total Revenues	2,251,498	-	-	68	-	-	65,125	43	262,169	2,578,903	6,106,094
Expenditures											
General and Administrative	431,073	-	34,189	19,765	4,216	73,828	622	-	113,648	677,340	898,500
Real Estate Acquisition	408,739	-	42,880	364	-	4,725	-	-	-	456,708	2,300,000
Property Disposition	398,810	-	97	(114)	-	2,074	-	-	-	400,867	400,000
Site Clearance/Improvements	-	-	-	-	-	-	-	-	-	-	100,000
Legal and Professional	206,392	-	58,064	7,070	12,759	16,650	-	-	800	301,735	400,000
Property Management	155,315	-	-	-	-	-	-	-	89,334	244,649	457,500
Payments to the City of OKC	-	-	-	-	-	-	-	-	-	-	2,100,000
Other	9,487	-	-	-	8,490	3,410	-	-	-	21,387	40,000
Total Expenditures	1,609,816	-	135,230	27,085	25,465	100,687	622	-	203,782	2,102,687	6,696,000
Changes in Fund Balance	641,682	-	(135,230)	(27,017)	(25,465)	(100,687)	64,503	43	58,387	476,216	(589,906)
Fund Balance, Beginning of Year	5,861,663	-	81,164	1,322,728	-	5,588	961,935	221,608	406,816	8,861,502	
Fund Balance, Current	6,503,345	-	(54,066)	1,295,710	(25,465)	(95,099)	1,026,439	221,651	465,203	9,337,718	

Oklahoma City Urban Renewal Authority
Combining Balance Sheet and
Statement of Revenues, Expenditures and Changes in Fund Balance
as of and for the One Month Ending December 31, 2014

	<u>Closeout</u>		<u>Core to Shore</u>			<u>Harrison-</u>			<u>Bass Pro</u>	
	<u>Project</u>	<u>Revolving</u>	<u>MAPS 3</u>	<u>Core to Shore</u>	<u>SEP II</u>	<u>Walnut</u>	<u>Nonfederal</u>		<u>Shop</u>	
	<u>Fund</u>	<u>Fund</u>	<u>Fund</u>	<u>Buffer</u>	<u>Fund</u>	<u>Other Fund</u>	<u>Fund</u>	<u>OCRC</u>	<u>Fund</u>	<u>Total</u>
Assets										
Cash	2,773,306	59,536	86,408	1,346,675	-	35,588	414,599	221,651	220,203	5,157,965
Investments	3,440,000	-	-	-	-	-	495,000	-	245,000	4,180,000
Accounts Receivable	-	9,749	-	-	-	-	-	-	-	9,749
Due from Other Governmental Entities	-	3,221	17,707	-	-	-	-	-	-	20,927
Due from Other Funds	290,578	131,237	-	-	-	-	119,073	-	-	540,888
Total Assets	6,503,884	203,742	104,114	1,346,675	-	35,588	1,028,673	221,651	465,203	9,909,530
Liabilities and Fund Balances										
Due to Other Funds	-	203,357	158,180	50,965	25,465	100,687	2,234	-	-	540,888
Accounts Payable	539	385	-	-	-	-	-	-	-	924
Deposits	-	-	-	-	-	30,000	-	-	-	30,000
Total Liabilities	539	203,742	158,180	50,965	25,465	130,687	2,234	-	-	571,812
Total Fund Balances	6,503,345	-	(54,066)	1,295,710	(25,465)	(95,099)	1,026,439	221,651	465,203	9,337,718
Total Liabilities and Fund Balances	6,503,884	203,742	104,114	1,346,675	-	35,588	1,028,673	221,651	465,203	9,909,530
Revenues										
Grant Revenues - CDBG	-	-	-	-	-	-	-	-	-	-
Grant Revenues - Other	-	-	-	-	-	-	-	-	-	-
Rentals	3,300	-	-	-	-	-	-	-	52,434	55,734
Real Estate Sales	-	-	-	-	-	-	-	-	-	-
Interest	791	-	-	12	-	-	175	8	-	986
Core to Shore MAPS 3 Project	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-
Total Revenues	4,091	-	-	12	-	-	175	8	52,434	56,720
Expenditures										
General and Administrative	6,479	-	6,612	9,775	1,737	32,671	315	-	97,645	155,236
Real Estate Acquisition	5,600	-	-	-	-	-	-	-	-	5,600
Property Disposition	407	-	-	-	-	-	-	-	-	407
Site Clearance/Improvements	-	-	-	-	-	-	-	-	-	-
Legal and Professional	44,750	-	2,679	-	2,338	1,303	-	-	800	51,869
Property Management	26,583	-	-	-	-	-	-	-	12,057	38,640
Payments to the City of OKC	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-
Total Expenditures	83,819	-	9,290	9,775	4,075	33,975	315	-	110,503	251,751
Changes in Fund Balance	(79,727)	-	(9,290)	(9,763)	(4,075)	(33,975)	(141)	8	(58,069)	(195,032)
Fund Balance, Beginning of Period	6,583,072	-	(44,776)	1,305,473	(21,390)	(61,125)	1,026,579	221,643	523,272	9,532,749
Fund Balance, Current	6,503,345	-	(54,066)	1,295,710	(25,465)	(95,099)	1,026,439	221,651	465,203	9,337,718

Oklahoma City Urban Renewal Authority
Combining Balance Sheet and
Statement of Revenues, Expenditures and Changes in Fund Balance
as of and for the One Month Ending November 30, 2014

	<u>Closeout</u>		<u>Core to Shore</u>			<u>Harrison-</u>			<u>Bass Pro</u>	
	<u>Project</u>	<u>Revolving</u>	<u>MAPS 3</u>	<u>Core to Shore</u>	<u>SEP II</u>	<u>Walnut</u>	<u>Nonfederal</u>		<u>Shop</u>	
	<u>Fund</u>	<u>Fund</u>	<u>Fund</u>	<u>Buffer</u>	<u>Fund</u>	<u>Other Fund</u>	<u>Fund</u>	<u>OCRC</u>	<u>Fund</u>	<u>Total</u>
Assets										
Cash	2,474,310	-	89,086	1,356,438	-	35,588	414,740	221,643	278,272	4,870,078
Investments	3,930,000	-	-	-	-	-	495,000	-	245,000	4,670,000
Accounts Receivable	-	6,214	-	-	-	-	-	-	-	6,214
Due from Other Governmental Entities	-	1,966	17,707	-	-	-	-	-	-	19,672
Due from Other Funds	179,301	90,216	-	-	-	-	119,073	-	-	388,591
Total Assets	6,583,611	98,396	106,793	1,356,438	-	35,588	1,028,814	221,643	523,272	9,954,555
Liabilities and Fund Balances										
Due to Other Funds	-	95,720	151,569	50,965	21,390	66,712	2,234	-	-	388,591
Accounts Payable	539	2,676	-	-	-	-	-	-	-	3,215
Deposits	-	-	-	-	-	30,000	-	-	-	30,000
Total Liabilities	539	98,396	151,569	50,965	21,390	96,712	2,234	-	-	421,806
Total Fund Balances	6,583,072	-	(44,776)	1,305,473	(21,390)	(61,125)	1,026,579	221,643	523,272	9,532,749
Total Liabilities and Fund Balances	6,583,611	98,396	106,793	1,356,438	-	35,588	1,028,814	221,643	523,272	9,954,555
Revenues										
Grant Revenues - CDBG	489,079	-	-	-	-	-	-	-	-	489,079
Grant Revenues - Other	-	-	-	-	-	-	-	-	-	-
Rentals	5,317	-	-	-	-	-	-	-	52,434	57,750
Real Estate Sales	-	-	-	-	-	-	-	-	-	-
Interest	618	-	-	10	-	-	180	6	-	815
Core to Shore MAPS 3 Project	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-
Total Revenues	495,014	-	-	10	-	-	180	6	52,434	547,645
Expenditures										
General and Administrative	15,902	-	7,316	25	2,264	38,532	273	-	15,887	80,199
Real Estate Acquisition	400,000	-	18,000	-	-	-	-	-	-	418,000
Property Disposition	750	-	-	-	-	2,074	-	-	-	2,824
Site Clearance/Improvements	-	-	-	-	-	-	-	-	-	-
Legal and Professional	40,997	-	560	741	180	-	-	-	-	42,478
Property Management	19,766	-	-	-	-	-	-	-	29,048	48,814
Payments to the City of OKC	-	-	-	-	-	-	-	-	-	-
Other	9,487	-	-	-	8,490	3,410	-	-	-	21,387
Total Expenditures	486,902	-	25,876	766	10,935	44,016	273	-	44,935	613,702
Changes in Fund Balance	8,112	-	(25,876)	(756)	(10,935)	(44,016)	(92)	6	7,498	(66,058)
Fund Balance, Beginning of Period	6,574,960	-	(18,900)	1,306,229	(10,456)	(17,109)	1,026,672	221,637	515,774	9,598,807
Fund Balance, Current	6,583,072	-	(44,776)	1,305,473	(21,390)	(61,125)	1,026,579	221,643	523,272	9,532,749

Oklahoma City Urban Renewal Authority
Schedule of Investments
December 31, 2014

<u>Investments</u>	<u>Interest</u> <u>Rate</u>	<u>Maturity</u> <u>Date</u>	<u>Settlement</u> <u>Date</u>	<u>Amount</u>
Ally Bank CD	0.55%	01/26/15	07/24/13	245,000
GE Capital Retail Bank CD	0.60%	03/13/15	09/13/13	245,000
Goldman Sachs Bank USA CD	0.50%	04/24/15	04/24/13	245,000
Cathay Bank CD	0.60%	06/22/15	09/20/13	245,000
GE Capital Bank CD	0.70%	07/13/15	07/12/13	245,000
American Express Centurion CD	0.70%	07/27/15	07/25/13	245,000
Compass Bank CD	0.65%	09/11/15	09/11/13	245,000
Safra National Bank CD	0.50%	09/15/15	09/15/14	245,000
Bank of China NY CD	0.45%	09/17/15	09/17/14	245,000
Sallie Mae Bank CD	0.75%	10/17/15	10/16/13	245,000
State Bank of India CD	0.85%	10/19/15	10/18/13	245,000
Discover Bank CD	0.50%	12/11/15	12/11/13	245,000
SmartBank CD	0.50%	04/22/16	04/07/14	245,000
Comenity Capital Bank CD	0.85%	09/15/16	09/15/14	250,000
Park National Bank CD	0.90%	09/16/16	09/19/14	250,000
Investor's Bank/Short Hills CD	0.80%	09/26/16	09/26/14	250,000
First Merit Bank Ohio CD	1.00%	10/31/16	10/31/14	245,000
Total Investments				4,180,000