

AN ORDINANCE      2013-08-15-0538

**AUTHORIZING AN AMENDMENT TO THE CAPITAL FUNDING AGREEMENT BETWEEN THE CITY OF SAN ANTONIO AND THE HEMISFAIR PARK AREA REDEVELOPMENT CORPORATION.**

\* \* \* \* \*

**WHEREAS**, on June 24, 2010, City Council authorized the execution of a funding agreement with the HemisFair Park Area Redevelopment Corporation (HPARC) that allowed HPARC to use 2007 General Obligation Park & Recreation Improvement Bond funds and 2008 Certificates of Obligation to be used for activities associated with the Framework Plan for HemisFair, improvements to the Eager House and Carriage House properties, and other improvements in support of the implementation of the Framework Plan; and

**WHEREAS**, the total amount of the funding agreement was \$3,272,847.71; and

**WHEREAS**, the Funding Agreement was amended on May 12, 2011 to allow for personnel expenses to be reimbursed for services associated with the Framework Plan and other eligible properties; and

**WHEREAS**, in May 2011, City Council allocated an additional \$17.6 million in savings in 2007 Streets & Drainage Bond funding for street and sidewalk improvements around HemisFair Park; and

**WHEREAS**, these improvements focused on the design and construction of Alamo and Cesar Chavez Streets and the schematic design of Market Street and Bowie Street realignment; and

**WHEREAS**, in an effort to assist Capital Improvements Management Services (CIMS) with the management and design of the projects and to ensure they are inline with the HemisFair Framework Plan, City Council approved another amendment to the funding agreement which allowed HPARC to be compensated for services rendered in support of the project; and

**WHEREAS**, the funding agreement was amended on November 17, 2012 and the amount increased by \$150,000.00 to \$3,422,874.71; and

**WHEREAS**, on May 12, 2012, San Antonio voters approved the City of San Antonio's Proposed 2012-2017 Bond Program of which \$15 million was approved for HemisFair Park Area Streets and an additional \$15 million for Park Improvements; and

**WHEREAS**, staff is recommending a third amendment to the funding agreement to allow for HPARC to be reimbursed for services associated with the HemisFair Projects to be funded by the 2012-2017 Bond Program; and

**WHEREAS**, CIMS will be responsible for managing the HemisFair Bond projects through all phases of design, construction and closeout including consultant selections, construction contractor procurements and coordination with governing authorities; and

**WHEREAS**, HPARC will be responsible for helping establish project scope, decisions regarding functional and esthetic aspects of projects, will assist with stakeholder communication and outreach, and other services as identified in Attachment 1 to the funding agreement; and

**WHEREAS**, the funding agreement must be amended to reflect these services and the increased amount eligible for reimbursement; and

**WHEREAS**, the amount is increased by \$1,070,000.00 and the total amount reimbursed under this Funding Agreement shall not exceed \$4,492,874.71; **NOW THEREFORE:**

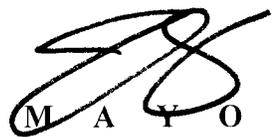
**BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:**

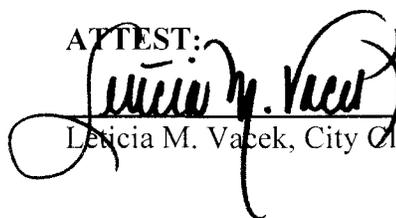
**SECTION 1.** The City Manager or her designee, or the Director of the Center City Development Office or her designee is authorized to execute an amendment to the Capital Funding Agreement between the City of San Antonio and the HemisFair Park Area Redevelopment Corporation. A copy of said amendment, in substantially final form, is attached hereto and incorporated herein for all purposes as **Attachment I**.

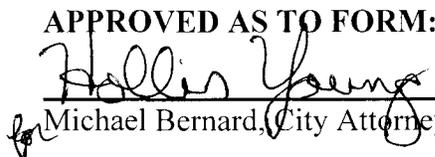
**SECTION 2.** The financial allocations in this Ordinance are subject to approval by the Director of Finance, City of San Antonio. The Director of Finance may, subject to concurrence by the City Manager or the City Manager's designee, correct allocations to specific SAP Fund Numbers, SAP Project Definitions, SAP WBS Elements, SAP Internal Orders, SAP Fund Centers, SAP Cost Centers, SAP Functional Areas, SAP Funds Reservation Document Numbers, and SAP GL Accounts as necessary to carry out the purpose of this Ordinance.

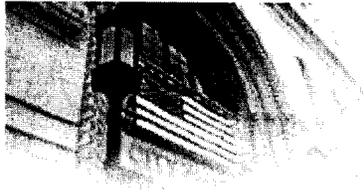
**SECTION 3.** This ordinance is effective immediately upon the receipt of eight affirmative votes; otherwise, it is effective ten days after passage.

PASSED AND APPROVED this 15th day of August, 2013.

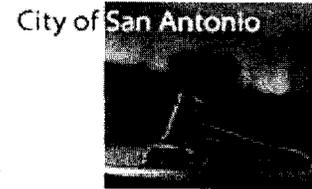
  
M A Y O R  
Julián Castro

ATTEST:  
  
Leticia M. Vacek, City Clerk

APPROVED AS TO FORM:  
  
Michael Bernard, City Attorney



Request for  
**COUNCIL**  
ACTION



### Agenda Voting Results - 15

| <b>Name:</b>        | 15   |             |     |     |         |        |        |
|---------------------|--|-------------|-----|-----|---------|--------|--------|
| <b>Date:</b>        | 08/15/2013   |             |     |     |         |        |        |
| <b>Time:</b>        | 11:23:14 AM  |             |     |     |         |        |        |
| <b>Vote Type:</b>   | Motion to Approve  |             |     |     |         |        |        |
| <b>Description:</b> | An Ordinance authorizing an amendment to the Capital Funding Agreement between the City of San Antonio and the HemisFair Park Area Redevelopment Corporation. [Carlos Contreras, Assistant City Manager; Lori Houston, Director, Center City Development Office] |             |     |     |         |        |        |
| <b>Result:</b>      | Passed   |             |     |     |         |        |        |
| Voter               | Group  | Not Present | Yea | Nay | Abstain | Motion | Second |
| Julián Castro       | Mayor  |             | x   |     |         |        |        |
| Diego Bernal        | District 1   |             | x   |     |         | x      |        |
| Ivy R. Taylor       | District 2   |             | x   |     |         |        |        |
| Rebecca Viagran     | District 3   |             | x   |     |         |        |        |
| Rey Saldaña         | District 4   |             | x   |     |         |        | x      |
| Shirley Gonzales    | District 5   |             | x   |     |         |        |        |
| Ray Lopez           | District 6   |             | x   |     |         |        |        |
| Cris Medina         | District 7   |             | x   |     |         |        |        |
| Ron Nirenberg       | District 8   |             | x   |     |         |        |        |
| Elisa Chan          | District 9   |             | x   |     |         |        |        |
| Carlton Soules      | District 10  |             | x   |     |         |        |        |

STATE OF TEXAS       §  
                                  §  
COUNTY OF BEXAR   §       **AMENDMENT NO. 3 TO  
                                  FUNDING AGREEMENT**

This Amendment No. 3 to Funding Agreement is hereby made and entered into by and between the CITY OF SAN ANTONIO (hereinafter referred to as "City"), a Texas municipal corporation, acting by and through its City Manager pursuant to Ordinance No. \_\_\_\_\_ dated \_\_\_\_\_, and HemisFair Park Area Redevelopment Corporation, a Texas Local Government Corporation authorized under chapter 431 of the Texas Transportation Code (hereinafter referred to as "Grantee"), acting by and through its officers, hereto duly authorized.

WHEREAS, Grantee was created City by Resolution 2009 -08-13-0025R to “assist with planning developing, constructing, managing and financing projects within HemisFair Park and its surrounding area”; and

WHEREAS, City and Grantee entered into a Funding Agreement authorized by Ordinance No. 2010-06-24-0622 (“Funding Agreement”) which granted to Grantee \$3,272,874.71 for use in capital improvements to HemisFair Park; and

WHEREAS, City and Grantee entered into Amendment No. 1 to the Funding Agreement authorized by Ordinance No. 2011-05-12-0379 (“Amendment No. 1”); and

WHEREAS, City and Grantee entered into Amendment No. 2 to the Funding Agreement authorized by Ordinance No. 2011-11-17-0960 (“Amendment No. 2”); and

WHEREAS, the San Antonio voters approved the City of San Antonio’s Proposed 2012-2017 Bond Program on Saturday, May 12, 2012 of which \$30 million was approved for Hemisfair Park Area Streets and Park Improvements; and

WHEREAS, City and Grantee have agreed that Grantee will provide services in support of this project in exchange for \$1,070,000 in funding from these bond funds; and

WHEREAS, City and Grantee now wish to amend the Funding Agreement a third time in order to allow for Grantee to provide more services in support of Hemisfair Projects funded by the 2012-2017 Bond Program and to increase the total amount of funding available under this Funding Agreement;

NOW THEREFORE, the Parties hereto severally and collectively agree, and by the execution hereof are bound, to the amendments to the Funding Agreement. hereinafter described.

1. **Article II, is amended by the insertion of a new section 2.10 which shall read as follows:** “2.10 Provided Grantee receives the funding described in this Agreement, Grantee hereby accepts full responsibility for the performance of all services and activities described in Scope of Services for the Hemisfair Projects funded by the 2012-2017 Bond Program as detailed in Attachment I to this Third Amendment.”
2. Article IV. section 4.01 is amended to increase the total amount of reimbursement authorized to be paid to Grantee by the amount of \$1,070,000. The total amount reimbursed under this Funding Agreement shall not exceed \$4,492,874.71.
3. **Article V, is amended by the insertion of a new bullet which shall read as follows:** “Expenses incurred in support of the Hemisfair Projects funded by the 2012-2017 Bond Program as detailed in Attachment I to the Third Amendment.”
4. All other terms and conditions of the Funding Agreement remain unchanged and continue in full force and effect.

**EXECUTED IN DUPLICATE ORIGINALS**, each of which shall have the full force and effect of an original this the \_\_\_ day of \_\_\_\_\_, 20\_\_.

**CITY OF SAN ANTONIO**

**HEMISFAIR PARK AREA  
REDEVELOPMENT CORPORATION**

By: \_\_\_\_\_  
Sheryl Sculley  
City Manager

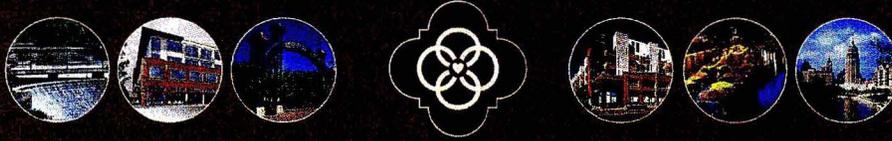
By: \_\_\_\_\_

ATTEST: \_\_\_\_\_  
CITY CLERK

**APPROVED AS TO FORM:**

\_\_\_\_\_  
CITY ATTORNEY

City of San Antonio  
CENTER CITY DEVELOPMENT OFFICE



## HPARC Capital Funding Agreement

City of San Antonio City Council  
Item #15

August 15, 2013  
Lori Houston, Director

1

### Background

- June 24, 2010 – City Council approved a capital funding agreement with HPARC for \$3.27 million in 2007 Bond Funds and 2008 Certificates of Obligation for various projects.
- May 12, 2011 – City Council approved the 1<sup>st</sup> amendment to the funding agreement to allow for personnel costs, salaries, or wages to be reimbursed to HPARC provided the costs are in support of the projects funded by the 2007 bond program and 2008 certificates of obligation.



## Background

- May 19, 2011 – City Council authorized an additional \$17.6 million in savings from the 2007 Streets and Drainage Bond funding for street and sidewalk improvements to Cesar Chavez and South Alamo Street.
- November 17, 2011 – City Council approved the 2<sup>nd</sup> amendment to the funding agreement that increased the amount by \$150,000 to allow for HPARC to be reimbursed for services rendered in support of the Cesar Chavez Street and Alamo Street improvements.



## Background

- February 9, 2012 – City Council approved the Hemisfair Master Plan.
- May 12, 2012 – San Antonio voters approve a \$596 million bond program of which \$15 million is to fund street improvements in Hemisfair and \$15 million is to fund park improvements in Hemisfair.
- Staff is recommending a 3<sup>rd</sup> amendment to the funding agreement to allow for HPARC to be compensated for services rendered in support of the projects to be funded by the 2012 – 2017 Bond Program.



## 2012 – 2017 Bond Program

- \$15 million for park improvements in Hemisfair
  - Play Escape (design and construction, complete 2015)
  - Magik Theater (design only, complete 2016 pending fundraising)
  - Historic Homes Restoration (design and construction, complete 2015)
  - Civic Park (design only, complete 2017 pending fundraising)
- \$15 million for street improvements in Hemisfair
  - Water Street (design and construction, complete 2015)
  - Bowie Street/Tower of Americas Way (design and construction, complete 2014)
  - North Street (design and construction, complete 2015)
  - Matagorda and Indianola (design and construction, complete 2015)



## Roles and Responsibilities

- HPARC Responsibilities:
  - Define project scope
  - Ensure projects are consistent with City Council approved master plan
  - Assist with selection of design consultants and contractors
  - Perform Design Review
  - Coordinate stakeholder outreach processes
- CIMS Responsibilities:
  - Oversee procurement and management of design teams from an engineering/architecture perspective
  - Oversee procurement and management/oversight of construction contracts
  - Perform Inspections
  - Provide fiscal management/internal control
  - Ensure compliance with ordinances and laws



## Fees

- CIMS project management fee budget would normally be set at 8% for a project of this size.
  - HPARC will receive no more than 3.6% of the project budget or up to \$1,070,000 for its work through 2017.
  - CIMS oversight budget will not exceed 4.4% of the project budget or up to \$1,350,000.
- **The shared services will not result in additional administrative fees to the project.**



## Recommendation

- Staff recommends approval of the amendment to the Capital Funding Agreement between the City of San Antonio and HPARC that increases the amount by \$1,070,000.
- The source of funding for the agreement is from the \$30 million in funding for Hemisfair projects from the 2012-2017 Bond Program.



City of San Antonio  
CENTER CITY DEVELOPMENT OFFICE



## HPARC Capital Funding Agreement

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