

NOTICE OF SPECIAL COUNCIL MEETING

NOTICE IS HEREBY GIVEN THAT THE CITY COUNCIL OF THE CITY OF ROSENBERG, FORT BEND COUNTY, TEXAS, WILL MEET IN SPECIAL SESSION OPEN TO THE PUBLIC AS FOLLOWS:

DATE: Tuesday, September 30, 2014

TIME: 6:00 p.m.

PLACE: Rosenberg City Hall
City Hall Council Chamber
2110 4th Street
Rosenberg, Texas 77471

PURPOSE: Special City Council Meeting, agenda as follows:

The City Council reserves the right to adjourn into Executive Session at any time during the course of this meeting to discuss any of the matters listed below, as authorized by Title 5, Chapter 551, of the Texas Government Code.

Call to order: City Hall Council Chamber

GENERAL COMMENTS FROM THE AUDIENCE.

Citizens who desire to address the City Council with comments of a general nature will be received at this time. Each speaker is limited to three (3) minutes. In accordance with the Texas Open Meetings Act, the City Council is restricted from discussing or taking action on items not listed on the agenda. It is our policy to have all speakers identify themselves by providing their name and residential address when making comments.

COMMENTS FROM THE AUDIENCE FOR CONSENT AND REGULAR AGENDA ITEMS.

Citizens who desire to address the City Council with regard to matters on the Consent Agenda or Regular Agenda will be received at the time the item is considered. Each speaker is limited to three (3) minutes. Comments or discussion by the City Council Members will only be made at the time the agenda item is scheduled for consideration. It is our policy to have all speakers identify themselves by providing their name and residential address when making comments.

CONSENT AGENDA

1. Review of Consent Agenda.
All Consent Agenda items listed are considered to be routine by the City Council and may be enacted by one (1) motion. There will be no separate discussion of Consent Agenda items unless a City Council Member has requested that the item be discussed, in which case the item will be removed from the Consent Agenda and considered in its normal sequence on the Regular Agenda.
 - A. Consideration of and action on Ordinance No. 2014-39, an Ordinance granting consent to the Fort Bend County Municipal Utility District No. 152 for the sale and issuance of Unlimited Tax Bonds, Series 2014, in an amount not to exceed \$1,865,000. (Charles Kalkomey, City Engineer)
 - B. Consideration of and action to approve speed humps/cushions to be installed on Sally Anne Drive using an alternate construction material in lieu of asphalt. (John Maresh, Assistant City Manager of Public Services)

AGENDA

2. Consideration of and action on Resolution No. R-1859, a Resolution authorizing the City Manager to execute, for and on behalf of the City, Amendment No. 4 to the Town Center, Rosenberg, Texas Development Agreement, by and between the City and A-S 70 HWY 59-FM 762, L.P., a Texas limited partnership. (Travis Tanner, Executive Director of Community Development)
3. Consideration of and action on Resolution No. R-1860, a Resolution authorizing the City Manager to execute, for and on behalf of the City, Amendment No. 5 to the Town Center, Rosenberg, Texas Development Agreement, by and between the City and A-S 70 HWY 59-FM 762, L.P., a Texas limited partnership. (Travis Tanner, Executive Director of Community Development)
4. Consideration of and action on Resolution No. R-1861, a Resolution authorizing the City Manager to execute, for and on behalf of the City, Budget Amendment 14-17 in the amount of \$100,000.00, for legal services. (Joyce Vasut, Executive Director of Administrative Services)
5. Adjournment.

[EXECUTION PAGE TO FOLLOW]

DATED AND POSTED this the _____ day of _____ 2014, at _____ m.,

by _____.

Attest:
Linda Cernosek, TRMC, City Secretary

Approved for Posting:
Robert Gracia, City Manager

Approved:
Cynthia McConathy, Mayor Pro Tem

Reasonable accommodation for the disabled attending this meeting will be available; persons with disabilities in need of special assistance at the meeting should contact the City Secretary at (832) 595-3340.

Executive Sessions: The City Council may retire to executive session in accordance with the Texas Government Code, any time between the meeting's opening and adjournment for the purposes of:

- consultation with legal counsel (Section 551.071);
- deliberation regarding real property (Section 551.072);
- deliberation regarding economic development negotiations (Section 551.087)
- deliberation regarding the deployment or specific occasions for implementation of security personnel or devices (Section 551.076)

Attendance by other elected or appointed officials: It is anticipated that members of other city boards, commissions or committees whose meetings may be governed by the Texas Open Meetings Act may attend this meeting in numbers that may constitute a quorum of the other city boards, commissions or committees. Notice is hereby given that the meeting, to the extent required by law, is also noticed as a possible quorum/meeting of the other boards, commissions or committees of the City, whose members may be in attendance. The members may speak as recognized by the presiding officer, but no action may be taken by any board, commission or committee unless such item is specifically provided for on an agenda designated for that board, commission or committee and posted in compliance with the Texas Open Meetings Act.

This Agenda has been reviewed and approved by the City's legal counsel and the presence of any subject in any Executive Session portion of the agenda constitutes a written interpretation of Texas Government Code Chapter 551 by legal counsel for the governmental body and constitutes an opinion by the attorney that the items discussed therein may be legally discussed in the closed portion of the meeting considering the available opinions of a court of record and opinions of the Texas Attorney General known to the attorney. This provision has been added to this agenda with the intent to meet all elements necessary to satisfy Texas Government Code Chapter 551.144(c) and the meeting is conducted by all participants in reliance on this opinion.

General Comments from the Audience:

Citizens who desire to address the City Council with comments of a general nature will be received at this time. Each speaker is limited to three (3) minutes. In accordance with the Texas Open Meetings Act, the City Council is restricted from discussing or taking action on items not listed on the agenda. It is our policy to have all speakers identify themselves by providing their name and residential address when making comments.

Comments from the Audience for Consent and Regular Agenda Items:

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ITEM 1

Review of Consent Agenda.

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CITY COUNCIL COMMUNICATION

September 30, 2014

ITEM #	ITEM TITLE
A	Ordinance No. 2014-39 - MUD No. 152 - Unlimited Tax Bonds, Series 2014
ITEM/MOTION	
Consideration of and action on Ordinance No. 2014-39, an Ordinance granting consent to the Fort Bend County Municipal Utility District No. 152 for the sale and issuance of Unlimited Tax Bonds, Series 2014, in an amount not to exceed \$1,865,000.	
FINANCIAL SUMMARY	ELECTION DISTRICT

Annualized Dollars:

- One-time
- Recurring
- N/A

Budgeted:

- Yes No N/A

Source of Funds: N/A

- District 1
- District 2
- District 3
- District 4
- City-wide
- ETJ

SUPPORTING DOCUMENTS:

1. Ordinance No. 2014-39
2. Location Map
3. Texas Commission on Environmental Quality Issuance Approval – 08-26-14

MUD #: 152 (Walnut Creek)

APPROVALS

Submitted by:

Charles A. Kalkomey, P.E.
City Engineer

Reviewed by:

- Exec. Dir. of Administrative Services
- Asst. City Manager of Public Services
- City Attorney **DNRBHZ/ks**
- City Engineer
- (Other)

Approved for Submittal to City Council:

Robert Gracia
City Manager

EXECUTIVE SUMMARY

Attached for your consideration is Ordinance No. 2014-39 granting the City's consent to Fort Bend County Municipal Utility District No. 152 to sell and issue bonds in an amount not to exceed \$1,865,000. The development is generally identified as Walnut Creek and is located at FM 2977 and Ricefield Road.

On August 12, 2004, Lennar Homes of Texas Land and Construction, Ltd., and F. Kirby Cobb Trust submitted a petition to the City to create a Municipal Utility District that included approximately 327 acres located within the corporate limits and extraterritorial jurisdiction of the City of Rosenberg, to be known as Fort Bend County Municipal Utility District No. 152 (MUD No. 152). Accordingly, the Petition for Consent and associated Ordinance No. 2004-27 were approved by City Council at that time.

The first bond sale was approved by City Council on September 21, 2010, in the amount of \$2,380,000 through Ordinance No. 2010-21. This will be the second Unlimited Tax Bond sale for MUD No. 152. The 2nd bond sale application was submitted by MUD No. 152 to the Texas Commission on Environmental Quality (TCEQ) in October 2013 requesting a proposed sale in the amount of \$2,100,000; however, the amount has been amended to \$1,865,000.

Much of the submission documentation provided by MUD No. 152 for this proposed sale such as the Bond Order authorizing the Issuance of Bonds by MUD No. 152, the Preliminary Official Statement/Notice of Sale, Resolution Authorizing the Issuance of Bonds by MUD No. 152, Cash Flow Analysis, Debt Fund Schedule, Summary of Costs, TCEQ application/submission, along with minute excerpts and related Ordinances/Resolutions are available for review in the City Secretary's Office.

Staff has reviewed the documentation and found it to be in compliance with applicable City Ordinances. Staff is recommending approval of Ordinance No. 2014- 39 thus authorizing the bond issue to proceed.

ORDINANCE NO. 2014-39

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF ROSENBERG, TEXAS, GRANTING CONSENT TO THE FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NO.152 FOR THE SALE AND ISSUANCE OF UNLIMITED TAX BONDS, SERIES 2014, IN AN AMOUNT NOT TO EXCEED \$1,865,000.

WHEREAS, the City of Rosenberg, Texas (the "City") consented to the creation of the Fort Bend County Municipal District No. 152 (the "District") by Ordinance No. 2004-27, passed and approved on December 14, 2004, (the "Consent Ordinance"); and

WHEREAS, the District was created in accordance with the provisions of Article V of Chapter 29 of the City's Code of Ordinances (the "Code"); and

WHEREAS, the District is partly within the corporate limits and partly within the extraterritorial jurisdiction of the City; and

WHEREAS, the District has requested the City's consent to the District's sale and issuance of Unlimited Tax Bonds, Series 2014, in an amount not to exceed \$1,865,000; and

WHEREAS, the City Council of the City has reviewed the District's request for the sale and issuance of such Bonds and the documentation and certifications submitted by the District in support thereof; and

WHEREAS, the City Council has determined that the sale and issuance of such Bonds by the District is in accordance with the Consent Ordinance, the Water Supply and Wastewater Services Contract entered into by and between the City and the District on February 22, 2005, including all amendments and addendums thereto, and the terms and conditions set forth in Chapter 29 of the City Code of Ordinances; now, therefore,

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF ROSENBERG:

Section 1. The facts and recitations set forth in the preamble of this Ordinance are hereby found to be true and correct.

Section 2. The City Council hereby approves and consents to the sale and issuance of Unlimited Tax Bonds, Series 2014, in an amount not to exceed \$1,865,000, by the Fort Bend County Municipal Utility District No. 152. Such approval is based on the certifications, representations, and conditions set forth in the District's request for approval of the sale and issuance of such Bonds, and the terms and provisions of the Consent Ordinance, the Water Supply and Wastewater Services Contracts entered into by and between the City and District, including all amendments and addendums thereto, and the applicable provisions set forth in Chapter 29 of the City Code of Ordinances.

PASSED AND APPROVED by a vote of _____ "ayes" in favor and _____ "noes" against on this first and final reading in full compliance with the provisions of Section 3.10 of the Charter of the City of Rosenberg on the _____ day of _____ 2014.

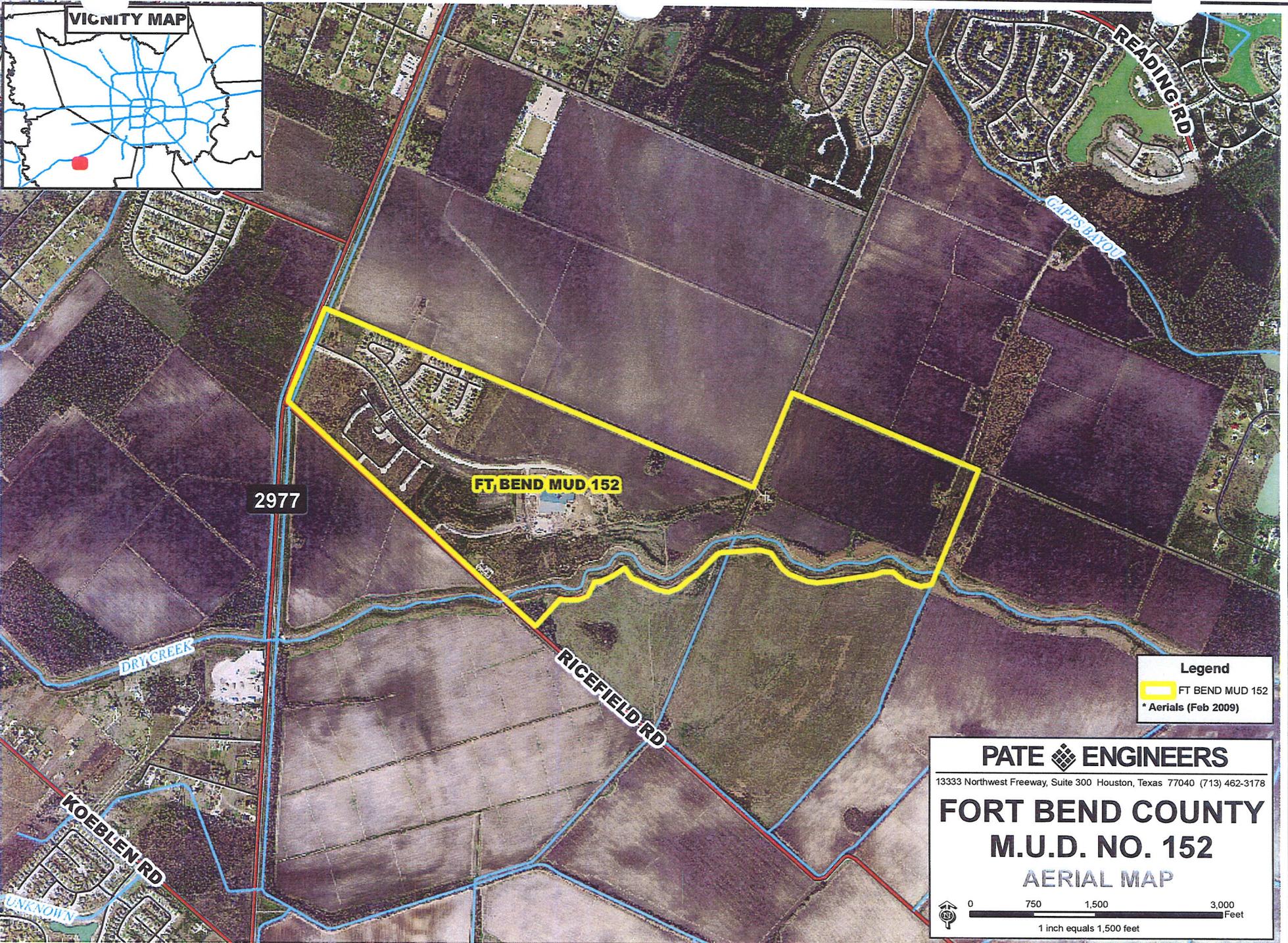
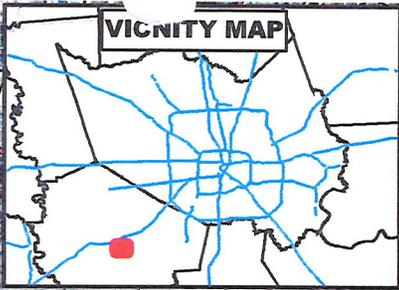
Vincent M. Morales, Jr., **Mayor**

ATTEST:

Linda Cernosek, TRMC, **City Secretary**

APPROVED AS TO FORM:

Scott Tschirhart, **CITY ATTORNEY**
Denton Navarro Rocha Bernal Hyde & Zech, P.C.



Legend

- FT BEND MUD 152
- * Aerials (Feb 2009)

PATE ENGINEERS
13333 Northwest Freeway, Suite 300 Houston, Texas 77040 (713) 462-3178

FORT BEND COUNTY
M.U.D. NO. 152
AERIAL MAP

0 750 1,500 3,000 Feet
1 inch equals 1,500 feet

Bryan W. Shaw, Ph.D., P.E., *Chairman*
Toby Baker, *Commissioner*
Zak Covar, *Commissioner*
Richard A. Hyde, P.E., *Executive Director*



TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

Protecting Texas by Reducing and Preventing Pollution

August 26, 2014

IDS ENGINEERING GROUP

AUG 28 2014

RECEIVED

Mr. R. F. Douds, President
Fort Bend County MUD No. 152
% Smith Murdaugh Little & Bonham LLP
1100 Louisiana Street, Suite 400
Houston, Texas 77002

Re: Issuance of bonds by Fort Bend County Municipal Utility District No. 152 (the "District")
in the amount of \$1,865,000 at a maximum net effective interest rate of 6.17%.

Dear Mr. Douds:

Enclosed are certified copies of an order of the Texas Commission on Environmental Quality (TCEQ) approving your district's project and the issuance of bonds in the reduced amount of \$1,865,000 at a maximum net effective interest rate of 6.17% to finance the District's project, all being more fully set out in the order.

Your attention is directed to Texas Water Code Section 54.601, which reads as follows:

At the time bonds payable in whole or in part from taxes are issued, the board shall levy a continuing direct annual ad valorem tax for each year while all or part of the bonds are outstanding on all taxable property within the District in sufficient amount to pay the interest on the bonds as it becomes due and to create a sinking fund for the payment of the principal of the bonds when due or the redemption price at any earlier required redemption date and to pay the expenses of assessing and collecting the taxes.

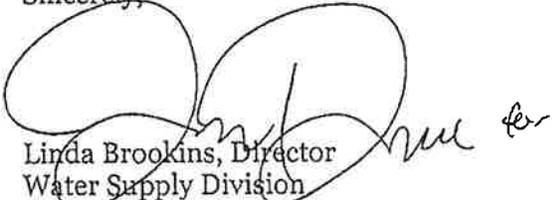
Based on the projected taxable assessed valuation discussed in the TCEQ memorandum associated with the District's application, we have concluded that initially a tax of at least \$0.70 per \$100 valuation should be levied to pay interest, principal, and the cost of assessing and collecting such taxes. Application of the recommended tax rate should provide sufficient funds to satisfy the average annual debt service requirement of \$302,625.

You should read the enclosed order carefully. This action is taken under authority delegated by the Executive Director of the TCEQ. Please take particular note of the provision that no substantial alterations in the approved plans and specifications shall be made without prior TCEQ approval. This is a requirement of Texas Water Code Section 49.182.

Mr. R. F. Douds, President
Page 2

A copy of the TCEQ's order and this letter are being sent to the Attorney General's Office, Public Finance Division, Austin, Texas. Additional copies are being provided to your attorney, engineer, and fiscal agent of record.

Sincerely,



Linda Brookins, Director
Water Supply Division
Texas Commission on Environmental Quality

LB/ap

Enclosures

cc: Mr. J. Davis Bonham, Jr.
Smith Murdaugh Little & Bonham LLP
1100 Louisiana Street, Suite 400
Houston, Texas 77002

Mr. Chad E. Abram, P.E.
IDS Engineering Group
13333 Northwest Freeway, Suite 300
Houston, Texas 77040

Mr. Craig Rathmann
Rathmann & Associates LP
8584 Katy Freeway, Suite 250
Houston, Texas 77024

Attorney General's Office
Public Finance Division
PO Box 12548
Austin, Texas 78711-2548

TEXAS COMMISSION ON ENVIRONMENTAL QUALITY



AUG 26 2014

AN ORDER APPROVING AN ENGINEERING PROJECT AND THE ISSUANCE OF \$1,865,000 IN UNLIMITED TAX BONDS FOR FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NO. 152

An application by Fort Bend County Municipal Utility District No. 152 (the "District") was presented to the Executive Director of the Texas Commission on Environmental Quality (TCEQ) for consideration of approval pursuant to TEX. WATER CODE §§ 5.122 and 49.181. The District requests approval of an engineering project and issuance of \$2,100,000 in bonds to finance: 16-inch offsite waterline to serve Rosehaven subdivision; Rosehaven Section 1 water, wastewater, and drainage facilities along Irby Cobb Boulevard; portion of phase I storm water detention facilities to serve Rosehaven subdivision; District's pro rata share of construction costs for wastewater treatment plant phase II; and bond anticipation note costs. The TCEQ has jurisdiction to consider this matter, and the following Findings of Fact and Conclusions of Law are appropriate after examining the application and supporting documentation.

FINDINGS OF FACT

1. The District filed an application with the TCEQ on October 23, 2013, for approval of a proposed engineering project and the issuance of \$2,100,000 in bonds.
2. The Executive Director has investigated the District.
3. The application and accompanying documents have been examined. The project site was visited by a member of the Districts Section on January 30 and March 20, 2014, and a memorandum was prepared on the project dated August 4, 2014, along with addendum no. 1 dated August 15, 2014, copies of which are attached and made a part hereof.
4. The District's project and issuance of a reduced amount of \$1,865,000 in bonds at a maximum net effective interest rate of 6.17% to finance the project should be approved.
5. The District should be directed not to advertise for the sale of bonds pending TCEQ approval, which is contingent upon receipt of a certificate of assessed valuation from the Fort Bend Central Appraisal District evidencing a District taxable value of \$41,500,000 or greater.
6. A waiver of the 30% developer contribution requirement should be granted pursuant to 30 TEX. ADMIN. CODE § 293.47(a)(1).

7. The District should be directed not to expend \$305,960 for Rosehaven Section 1 water, wastewater, and drainage facilities along Irby Cobb Boulevard pending TCEQ approval, which is contingent upon the TCEQ's receipt of water and sewer test results, including the total coliform analysis report, for all facilities located along Irby Cobb Boulevard up to and including Maidenglen Drive.

8. The District should be directed not to purchase facilities or assume facility contracts from the developer (unless already purchased with bond anticipation note proceeds according to an approval letter dated March 14, 2014) until either (a) the TCEQ's region office has inspected the project, and the District has received a region office report with no deficiencies noted, for which approval is valid for 120 days from the date of this Order; or, if a region office report indicates deficiencies, (b) the TCEQ's Districts Section has received a request from the District and a region office report, reviewed the contract administration, and given written authorization to finalize the purchase or assumption; either on in accordance with 30 TEX. ADMIN. CODE § 293.69.

9. The District's Board of Directors should be directed to review to its satisfaction the detailed calculations of the developer's interest to ensure that the costs are authorized District expenditures and in accordance with 30 TEX. ADMIN. CODE § 293.50 before reimbursement to the developer is made.

10. The District should be advised that the legal, fiscal agent, and engineering fees have not been evaluated to determine whether these fees are reasonable or competitive. These fees are included as presented in the engineering report.

11. The District should be directed that any surplus bond proceeds resulting from the sale of bonds at a lower interest rate than that proposed shall be shown as a contingency line item in the Official Statement and the use of such funds shall be subject to approval pursuant to TCEQ rules on surplus funds.

CONCLUSIONS OF LAW

1. The TCEQ has jurisdiction to consider the engineering report and bond application pursuant to TEX. WATER CODE § 49.181.

2. The Executive Director of the TCEQ has investigated the District, and the TCEQ has found it legally organized and feasible.

3. The District Section's memorandum, dated August 4, 2014, along with addendum no. 1 dated August 15, 2014, on this engineering project and bond issue should be adopted as the written TCEQ project report in compliance with TEX. WATER CODE § 49.181(d).

NOW THEREFORE, BE IT ORDERED BY THE TEXAS COMMISSION ON ENVIRONMENTAL QUALITY that the Districts Section's memorandum dated August 4, 2014, along with addendum no. 1 dated August 15, 2014, on this engineering project and bond issue is adopted as the written TCEQ project report. Pursuant to TEX. WATER CODE § 49.181, the engineering project for Fort Bend County Municipal Utility District No. 152 is hereby approved together with the issuance of a reduced amount of \$1,865,000 in bonds at a maximum net effective interest rate of 6.17%. The District is Directed not to advertise for the sale of bonds approved herein pending TCEQ approval upon the TCEQ's receipt of a certificate of assessed

valuation from the Fort Bend Central Appraisal District evidencing a District taxable value of \$41,500,000 or greater. The request for a waiver of the 30% developer contribution requirement associated with this bond issue is granted in accordance with 30 TEX. ADMIN. CODE § 293.47(a)(1). The District is directed not to expend \$305,960 of the bond issue proceeds approved herein for Rosehaven Section 1 water, wastewater, and drainage facilities along Irby Cobb Boulevard pending TCEQ approval, which is contingent upon the TCEQ's receipt of water and sewer test results, including the total coliform analysis report, for all facilities located along Irby Cobb Boulevard up to and including Maidenglen Drive. The District is directed not to purchase facilities or assume facility contracts from the developer (unless already purchased with bond anticipation note proceeds according to an approval letter dated March 14, 2014) until either (a) the TCEQ's region office has inspected the project, and the District has received a region office report with no deficiencies noted, for which approval is valid for 120 days from the date of this Order; or, if a region office report indicates deficiencies, (b) the TCEQ's Districts Section has received a request from the District and a region office report, reviewed the contract administration, and given written authorization to finalize the purchase or assumption; either on in accordance with 30 TEX. ADMIN. CODE § 293.69. The District's Board of Directors is directed to review to its satisfaction the detailed calculations of the developer's interest to ensure that the costs are authorized District expenditures and in accordance with 30 TEX. ADMIN. CODE § 293.50 before reimbursement to the developer is made. The District is advised that the legal, fiscal agent, and engineering fees have not been evaluated to determine whether these fees are reasonable or competitive. These fees are included as presented in the engineering report. The District is directed that any surplus bond proceeds resulting from the sale of bonds at a lower interest rate than that proposed shall be shown as a contingency line item in the Official Statement and the use of such funds shall be subject to approval pursuant to TCEQ rules on surplus funds. The approval of the sale of these bonds herein shall be valid for one year from the date of this Order unless extended by written authorization of the TCEQ.

BE IT FURTHER ORDERED that pursuant to TEX. WATER CODE § 5.701, the District shall pay to the TCEQ 0.25% of the principal amount of bonds actually issued not later than the seventh (7th) business day after receipt of the bond proceeds. The fees shall be paid by check payable to the Texas Commission on Environmental Quality.

BE IT FURTHER ORDERED that to enable the TCEQ to carry out the responsibilities imposed by TEX. WATER CODE §§ 49.181-182, the District shall (1) furnish the Districts Section copies of all bond issue project construction documentation outlined under 30 TEX. ADMIN. CODE § 293.62, including detailed progress reports and as-built plans required by TEX. WATER CODE § 49.277(b), which have not already been submitted; (2) notify the Districts Section and obtain approval of the TCEQ for any substantial alterations in the engineering project approved herein before making such alterations; and (3) ensure, as required by TEX. WATER CODE § 49.277(b), that all construction financed with the proceeds from the sale of bonds is completed by the construction contractor according to the plans and specifications contracted.

BE IT FURTHER ORDERED that failure of said District to comply with all applicable laws and with provisions of this Order shall subject the District and its directors to all penalties that are provided by law and shall further be considered by the TCEQ as grounds for refusal to approve other bonds of the District.

The Chief Clerk of the TCEQ is directed to forward the District a copy of this Order.

If any provision, sentence, clause, or phrase of this Order is for any reason held to be invalid, the invalidity of any portion shall not affect the validity of the remaining portions of the Order.

Issue Date: **August 20, 2014**

A handwritten signature in cursive script, appearing to read "R. Q. A. Hylb".

For the Commission

Texas Commission on Environmental Quality

TECHNICAL MEMORANDUM

To:  Justin P. Taack, Manager
Districts Section

Date: August 4, 2014

Thru:  Tom Glab, P.E., Leader
Districts Bond Team

From: AP Andrew Paynter
8-4-14 Districts Bond Team

Subject: Fort Bend County Municipal Utility District No. 152; Application for Approval of \$2,100,000 Unlimited Tax Bonds, Second Issue, 6.17% Net Effective Interest Rate, Series 2014; Pursuant to Texas Water Code Section 49.181. TCEQ Internal Control No. D-10232013-050 (TC) CN: 602768095 RN: 104503198

2014 AUG 20 PM 3:26
CHIEF CLERK'S OFFICE
TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

A. GENERAL INFORMATION

Fort Bend County Municipal Utility District No. 152 (the "District") submitted an application requesting Texas Commission on Environmental Quality (TCEQ) approval of the issuance of \$2,100,000 in unlimited tax bonds to finance the following:

1. 16-inch offsite waterline to serve Rosehaven subdivision.
2. Rosehaven Section 1 water, wastewater, and drainage facilities along Irby Cobb Boulevard.
3. Portion of phase I storm water detention facilities to serve Rosehaven subdivision.
4. District's pro rata share of construction costs for wastewater treatment plant phase II.
5. Bond anticipation note (BAN) costs.

The District's previous bond issue has not funded internal utilities, and the District is not proposing to fund new utilities with this bond issue. According to the engineering report, and based on a current District area of 327.0 acres, the District's ultimate development is projected to serve 762 equivalent single-family connections (ESFCs) on 238.68 developable acres.

B. ECONOMIC ANALYSIS

Tax Rate Analysis

The economic feasibility of this bond issue is based on the existing 243 (276 active less 1 for recreation less 32 for a school) taxable ESFCs as of August 15, 2013, plus a build-out of 55 taxable ESFCs, for a total of 298 taxable ESFCs with a projected January 1, 2015, assessed valuation of \$43,850,000. Projections are within Rosehaven Sections 1 and 2 and Walnut Creek Sections 3, 4, 5, and 9, for which streets and utilities were observed complete during inspection of the District. A market study was provided and it generally supports growth projections.

According to a Fort Bend Central Appraisal District certificate, the District's estimated August 15, 2013, taxable assessed valuation is \$36,551,572. The annual debt service requirements for the reduced bond amount of \$1,840,000 and existing debt averages \$300,573 for the 25-year life of the District's bond debt. The District levied a maintenance tax of \$0.80 in 2012 and, according to the engineering report, is projecting to levy a maintenance tax of \$0.65 in the future if growth occurs and \$0.53 in a no-growth scenario.

The District's financial advisor submitted a cash flow schedule considering the requested \$2,100,000 bond issue, growth to \$43,850,000, a bond interest rate of 6%, a 3% bond discount, a 98% collection rate, and a projected tax rate of \$0.75 per \$100 assessed valuation. The Districts Section's financial analyst has reviewed the financial information submitted and concluded that the following level debt service tax rate would be sufficient for the reduced bond amount of \$1,840,000.

	<u>Projected Tax Rate</u>	<u>No-Growth Tax Rate</u>
District		
Debt Service	\$0.70 ⁽¹⁾⁽²⁾	\$0.81 ⁽³⁾
Maintenance Tax	<u>\$0.65</u>	<u>\$0.65</u> ⁽⁴⁾
Subtotal District Taxes	\$1.35	\$1.46
City of Rosenberg Taxes attributable to W, WW, D, and Recreation	<u>\$0.10</u> ⁽⁵⁾	<u>\$0.10</u> ⁽⁵⁾
Total District Taxes	\$1.45 ⁽⁶⁾	\$1.56 ⁽⁷⁾

Notes:

- (1) Based on a net effective interest rate of 6.17%, a 98% tax collection rate, growth to an estimated January 1, 2015, taxable assessed valuation of \$43,850,000, and at least a 25% ending debt service fund balance.
- (2) The term "commission-approved tax rate" in 30 Texas Administrative Code (TAC) Section 293.85 refers to an initial ad valorem debt service tax of at most \$0.70 per \$100 assessed valuation.
- (3) Based on a net effective interest rate of 6.17%, a 100% tax collection rate, no-growth to an estimated August 15, 2013, taxable assessed valuation of \$36,551,572, and at least a 25% ending debt service fund balance.
- (4) Represents the maintenance tax required to balance the April 2014 operating budget assuming no developer advances, no growth related revenues or expenses, and no-growth to an estimated August 15, 2013, taxable assessed valuation of \$36,551,572.
- (5) According to March 26, 2014, City of Rosenberg letter, 33.24% of the city's current \$0.2337 debt service tax rate is attributable to water, wastewater, drainage, and recreational facilities. Additionally, the District's portion of the maintenance tax rate attributable to drainage and recreational facilities is \$0.0182.
- (6) Represents the combined projected tax rate as defined by 30 TAC Section 293.59(f).
- (7) Represents the combined no-growth tax rate as defined by 30 TAC Section 293.59(e).

Additional Financial Comments

The economic feasibility of this bond issue is based on 298 ESFCs and growth to an assessed valuation of \$43,850,000 by January 1, 2015. The District has 243 ESFCs as of August 15, 2013, which meets the 25% build-out requirement of 30 TAC Section 293.59(k)(7).

The economic feasibility of the previous bond issue was based on 197 ESFCs and growth to an assessed valuation of \$28,088,720 by January 1, 2012. The District has 243 ESFCs as of August 15, 2013, which meets the 75% build-out requirement of 30 TAC Section 293.59(l)(4).

C. ENGINEERING ANALYSIS

Water Supply

Water supply capacity is provided by the City of Rosenberg (City). Pursuant to the "Water Supply and Wastewater Services Agreement" dated February 22, 2005, the City agrees to provide water supply for a maximum of 1,690 ESFCs to the District. The City has agreed to provide the District an initial 987 ESFCs, and the District will pay impact fees to obtain additional water supply capacity from the City.

The District's existing capacity appears adequate to serve the 331 (298 homes plus 1 for recreation plus 32 for a school) ESFCs upon which the engineering feasibility of this bond issue is based.

Wastewater Treatment

The District's wastewater treatment is provided by a shared 0.48 million gallons per day (MGD) wastewater treatment plant operated by the District. Texas Pollutant Discharge Elimination System Permit No. WQ0014532001 authorizes the plant to discharge an interim flow of 0.48 MGD and a final flow of 0.98 MGD. Pursuant to the "Construction Financing Agreement for Interim Wastewater Treatment Plant" dated August 9, 2006, between the District, Fort Bend County MUD No. 155 (FBCMUD 155), and Fort Bend County MUD No. 158 (FBCMUD 158). The District owns 39.3% (0.189 MGD) capacity in the plant, with FBCMUD 155 owning 40.4% (0.194 MGD), and FBCMUD 158 owning 20.3% (0.097 MGD).

Based on a design factor of 300 gpd/ESFC, the District's existing capacity of 0.189 MGD is sufficient to serve 628 ESFCs, which appears adequate to serve the 331 (298 homes plus 1 for recreation plus 32 for a school) ESFCs upon which the engineering feasibility of this bond issue is based.

Storm Water Drainage

Storm water within the District generally drains through an underground storm system that outfalls into a detention basin and then into Dry Creek.

Purchase of Existing Facilities/Assumption of Contracts

<u>Project</u>	<u>Contractor</u>	<u>% Completion (Date)</u>	<u>Contract Amount</u>	<u>Amt. Subj. to Distr. Contrib.</u>
16-Inch Offsite Waterline	Big State Excavation, Inc.	100% (8/2005)	\$187,959 ⁽¹⁾	\$187,959
Rosehaven Section 1 - W, WW, & D	Joel A. Trimm Construction Co.	100% (5/2007)	\$501,012 ⁽²⁾	\$283,112 ⁽³⁾
Phase I Storm Water Detention Facilities - Drainage and Detention Pond	Maverick Contractors, Inc.	100% (3/2006)	\$356,257 ⁽⁴⁾	\$213,754 ⁽⁵⁾
Wastewater Treatment Plant Phase II	AUC Group, L.P.	100% (4/2012)	\$183,430 ⁽⁶⁾	\$72,088 ⁽⁷⁾

Notes:

- (1) Based on original contract amount (\$194,029) less final quantity adjustments.
- (2) Based on original contract amount (\$988,447) less change order nos. 1-3.
- (3) Excludes \$170,411 for ineligible costs associated with the culvert crossing of the irrigation channel as deducted in application material. Also excludes \$21,590 (77 feet of 8-inch waterline, one fire hydrant assembly, 14 feet of 8-inch wastewater line, 105 feet of 36-inch reinforced concrete pipe [RCP], 86 feet of 42-inch RCP, and three type "H-2" inlets) for ineligible developer costs associated with utilities not approved for construction. Also excludes \$3,051 for ineligible lab testing related to paving and \$22,848 related to Change Order No. 1, to bore and jack 16-inch waterline with 24-inch casing under Rice Canal, which does not appear to comply with 30 TAC Section 293.81(1)(A).
- (4) Based on original contract amount (\$386,765) less change order no. 1 and final quantity adjustments.
- (5) Excludes \$142,503 proposed for future funding.
- (6) Based on original contract amount (\$205,665) less change order no. 1 and final quantity adjustments.
- (7) Excludes \$74,106 for FBCMUD 155's and \$37,236 for FBCMUD 158's reported share of wastewater treatment plant phase II, as indicated in application material.

Approved plans and specifications, preconstruction agreements, and various construction contract documents have been provided, except for complete water and sewer test results associated with Rosehaven Section 1 water, wastewater, and drainage facilities along Irby Cobb Boulevard.

Facilities to be Constructed

None.

Inspection

The District was inspected by the TCEQ's Districts Section on January 30 and March 20, 2014. The District appeared as represented in the engineering report. Streets and utilities appeared to be complete within Rosehaven Sections 1 and 2 and Walnut Creek Sections 3, 4, 5, and 9, within which build-out is being projected. District name signs were properly posted.

D. SUMMARY OF COSTS

<u>Construction Costs</u>	<u>Amount</u> ⁽¹⁾
A. Developer Contribution Items	
1. 16-inch Offsite Waterline	\$ 187,959
2. Rosehaven Section 1 – W, WW, & D	283,112
3. Phase I Drainage Facilities – Drainage and Detention Pond	213,754
4. TCEQ Permitting Fee	200
5. Engineering and Surveying (31.2% of item nos. 1-3)	<u>213,977</u> ⁽²⁾⁽³⁾
Total Developer Contribution Items	\$ 899,002
B. District Items	
1. Wastewater Treatment Plant Phase I	\$ 72,088
2. Engineering and Surveying (24.3% of item no. 1)	17,549
3. Material Testing (0.5% of item no. 1)	343
4. Land Costs for Storm Water Detention Basin	\$ <u>379,498</u> ⁽⁴⁾
Total District Items	\$ <u>469,478</u>
TOTAL CONSTRUCTION COSTS (65.2% of Bond Issue)	\$ 1,368,480

Nonconstruction Costs

A. Legal Fees (3%)	\$ 55,200 ⁽⁵⁾
B. Fiscal Agent Fees (2%)	36,800 ⁽⁶⁾
C. Developer Interest	
1. Developer Interest	189,539 ⁽⁷⁾⁽⁸⁾
2. BAN Interest (\$1,040,000 at 1.31% for 12 months)	13,624
D. Bond Discount (3%)	55,200
E. Bond Issuance Expenses	34,050
F. BAN Issuance Expenses	33,167
G. Bond Application Report Costs	40,000
H. Market Study	7,500
I. Attorney General Fee (0.10% or \$9,500 max.)	1,840
J. TCEQ Bond Issuance Fee (0.25%)	<u>4,600</u>
TOTAL NONCONSTRUCTION COSTS	\$ 471,520
TOTAL BOND ISSUE REQUIREMENT	\$ 1,840,000

Notes:

- (1) The District has requested a waiver of the 30% developer contribution requirement.
- (2) Includes \$49,486 for item no. 1, \$62,376 for item no. 2, and \$102,115 for item no. 3.
- (3) Excludes \$86,418 (out of \$141,995 total) for engineering associated with the portion of the Rosehaven Section 1 project which was removed via change order no. 2. Remaining engineering is proposed for future funding.
- (4) Represents a total of 18.78 acres out of a 56.57 acre storm water detention basin site at \$11,825 per acre (\$285,219 total purchase price for 24.12 acres plus \$890,422.50 total purchase price for 75.3 acres), plus \$114,382 estimated interest, plus \$43,042 taxes.
- (5) According to contracts provided, fees are based on 3% of the total amount of bonds issued up to \$3,000,000.
- (6) According to contract provided, fees are based on 2% of the total amount of bonds issued over \$1,000,000.
- (7) Estimated at 6.0% with a proposed funding date of November 27, 2014, or a maximum of five years in accordance with 30 TAC Section 293.50(b). The District has requested to reimburse more than two years of interest in accordance with 30 TAC Section 293.50(b). The District has requested less than one year of capitalized interest in accordance with 30 TAC Section 293.50(b)(2), and the District's financial advisor has concurred with the request.
- (8) Excludes \$133,676 in estimated developer interest for construction costs associated with Rosehaven Section 1. See Special Consideration No. 4.

E. SPECIAL CONSIDERATIONS

1. Waiver of the 30% Developer Contribution

The District has requested a waiver of the 30% developer contribution requirement (30 TAC Section 293.47) pursuant to 30 TAC Section 293.47(a)(1), based on the District obtaining a debt to assessed valuation ratio of 10% or less. The District's existing (\$2,285,000) and proposed (\$1,840,000) debt sum to \$4,125,000. The District's August 15, 2013, estimated taxable assessed valuation is 36,551,572; therefore, the debt to assessed valuation ratio is 11.29%. Based on projections in the build-out schedule provided and activity observed during inspection, it appears that the District should have the necessary assessed valuation to qualify for the waiver in the near future. Therefore, the District's request for a waiver of the 30% developer contribution requirement should be granted pursuant to 30 TAC Section 293.47(a)(1). The district will be required to provide a certificate from the Fort Bend Central Appraisal District indicating a District taxable value of \$41,250,000 or greater prior to the District being authorized to advertise for the sale of bonds.

2. Bond Anticipation Note

The District issued a BAN on November 25, 2013, in the amount of \$1,040,000 and payable to Frost Bank. Terms of the BAN include an interest rate of 1.31% and a maturity date on or before November 24, 2014.

3. Do Not Expend Requirement

The cost summary includes funds for District projects and/or facilities for which documentation is required and has not been provided. Therefore, the funds should be directed to not be expended pending TCEQ receipt of the required information.

4. Rosehaven Section 1

Based on contract documents provided, the original contract amount for Rosehaven Section 1 was \$988,447. Documentation provided indicates that a restrictive included in the notice to proceed, dated September 30, 2005, limited the scope of the contract to include only the facilities along Irby Cobb Boulevard and a portion of the facilities along Maidenglen Drive, and excluded the internal facilities related to the Rosehaven Section 1 subdivision. It appears that a subsequent change order no. 2, dated November 6, 2006, reduces the scope of the project to conform to the notice to proceed. The notice to proceed and subsequent change order is a significant variation to the original scope of work. As a result, it appears that the contract should have been re-bid. Additionally, the change order does not appear to be a necessary change to the project; therefore, it does not meet eligible requirements for change orders pursuant to Texas Water Code Section 49.273(i). Additionally, construction documentation required pursuant to 30 TAC Section 293.62(3) was not provided. Pursuant to 30 TAC Section 293.46(5), the TCEQ may exclude developer interest in cases such as this.

F. CONCLUSIONS

1. Based on \$42,970,000 in unlimited tax bonds approved by voters on November 8, 2005, for utilities, and \$2,380,000 previously approved by the TCEQ and issued by the District for utilities, the District has sufficient voter-authorized bonds (\$40,590,000) for the proposed bond issue.

2. Based on \$25,782,000 in unlimited tax bonds approved by voters on November 8, 2005, for refunding, and no bonds previously approved by the TCEQ and issued by the District for refunding, the District has \$25,782,000 in remaining voter-authorized bonds for refunding.
3. Based on \$7,355,000 in unlimited tax bonds approved by voters on November 8, 2005, for recreational facilities, and no bonds previously approved by the TCEQ and issued by the District for recreational facilities, the District has \$7,355,000 in remaining voter-authorized bonds for recreational facilities.
4. Based on the review of the engineering report, plans, specifications, and supporting documents, the bond issue is considered feasible and meets the criteria established by the TCEQ's economic feasibility rules, 30 TAC Section 293.59.
5. The recommendations are made under authority delegated by the Executive Director of the TCEQ.

G. RECOMMENDATIONS

1. Approve the bond issue in the reduced amount of \$1,840,000 in accordance with the recommended summary of costs, at a maximum net effective interest rate of 6.17%.
2. Direct the District not to advertise for the sale of bonds pending TCEQ approval, which is contingent upon receipt of a certificate of assessed valuation from the Fort Bend Central Appraisal District evidencing a District taxable value of \$41,250,000 or greater.
3. Grant a waiver of the 30% developer contribution requirement pursuant to 30 TAC Section 293.47(a)(1).
4. Direct the District not to expend \$283,112 for Rosehaven Section 1 water, wastewater, and drainage facilities along Irby Cobb Boulevard pending TCEQ approval, which is contingent upon the TCEQ's receipt of water and sewer test results, including the total coliform analysis report, for all facilities located along Irby Cobb Boulevard up to and including Maidenglen Drive.
5. Standard recommendations regarding purchase of facilities, developer interest, consultant fees, surplus proceeds, time of approval, and bond proceeds fee apply.

Texas Commission on Environmental Quality

TECHNICAL MEMORANDUM

To: ~~JPT~~ Justin P. Taack, Manager
6/15/14 Districts Section

Date: August 15, 2014

Thru: ~~JPT~~ Tom Glab, P.E., Leader
6/15/14 Districts Bond Team

From: AP Andrew Paynter
8.15.14 Districts Bond Team

Subject: Addendum No. 1 to Memorandum Dated August 4, 2014; Subject: "Fort Bend County Municipal Utility District No. 152; Application for Approval of \$2,100,000 Unlimited Tax Bonds, Second Issue, 6.17% Net Effective Interest Rate, Series 2014; Pursuant to Texas Water Code Section 49.181." TCEQ Internal Control No. D-10232013-050 (ADD) CN: 602768095 RN: 104503198

On August 15, 2014, Fort Bend County Municipal Utility District No. 152 provided a response to the above-referenced memorandum. Additional information provided supports an adjustment to the previously recommended exclusion of change order no. 1 related to the Rosehaven Section 1 project. Accordingly, the memorandum dated August 4, 2014, is revised and replaced in its entirety by this addendum no. 1.

A. GENERAL INFORMATION

Fort Bend County Municipal Utility District No. 152 (the "District") submitted an application requesting Texas Commission on Environmental Quality (TCEQ) approval of the issuance of \$2,100,000 in unlimited tax bonds to finance the following:

1. 16-inch offsite waterline to serve Rosehaven subdivision.
2. Rosehaven Section 1 water, wastewater, and drainage facilities along Irby Cobb Boulevard.
3. Portion of phase I storm water detention facilities to serve Rosehaven subdivision.
4. District's pro rata share of construction costs for wastewater treatment plant phase II.
5. Bond anticipation note (BAN) costs.

The District's previous bond issue has not funded internal utilities, and the District is not proposing to fund new utilities with this bond issue. According to the engineering report, and based on a current District area of 327.0 acres, the District's ultimate development is projected to serve 762 equivalent single-family connections (ESFCs) on 238.68 developable acres.

B. ECONOMIC ANALYSIS

Tax Rate Analysis

The economic feasibility of this bond issue is based on the existing 243 (276 active less 1 for recreation less 32 for a school) taxable ESFCs as of August 15, 2013, plus a build-out of 55 taxable ESFCs, for a total of 298 taxable ESFCs with a projected January 1, 2015, assessed valuation of \$43,850,000. Projections are within Rosehaven Sections 1 and 2 and Walnut Creek Sections 3, 4, 5, and 9, for which streets and utilities were observed complete during inspection of the District. A market study was provided and it generally supports growth projections.

According to a Fort Bend Central Appraisal District certificate, the District's estimated August 15, 2013, taxable assessed valuation is \$36,551,572. The annual debt service requirements for the reduced bond amount of \$1,865,000 and existing debt averages \$302,625 for the 25-year life of the District's bond debt. The District levied a maintenance tax of \$0.80 in 2012 and, according to the engineering report, is projecting to levy a maintenance tax of \$0.65 in the future if growth occurs and \$0.53 in a no-growth scenario.

The District's financial advisor submitted a cash flow schedule considering the requested \$2,100,000 bond issue, growth to \$43,850,000, a bond interest rate of 6%, a 3% bond discount, a 98% collection rate, and a projected tax rate of \$0.75 per \$100 assessed valuation. The District's Section's financial analyst has reviewed the financial information submitted and concluded that the following level debt service tax rate would be sufficient for the reduced bond amount of \$1,865,000.

	<u>Projected Tax Rate</u>	<u>No-Growth Tax Rate</u>
District		
Debt Service	\$0.70 ⁽¹⁾⁽²⁾	\$0.82 ⁽³⁾
Maintenance Tax	<u>\$0.65</u>	<u>\$0.65</u> ⁽⁴⁾
Subtotal District Taxes	\$1.35	\$1.47
City of Rosenberg Taxes attributable to W, WW, D, and Recreation	<u>\$0.10</u> ⁽⁵⁾	<u>\$0.10</u> ⁽⁵⁾
Total District Taxes	\$1.45 ⁽⁶⁾	\$1.57 ⁽⁷⁾

Notes:

- (1) Based on a net effective interest rate of 6.17%, a 98% tax collection rate, growth to an estimated January 1, 2015, taxable assessed valuation of \$43,850,000, and at least a 25% ending debt service fund balance.
- (2) The term "commission-approved tax rate" in 30 Texas Administrative Code (TAC) Section 293.85 refers to an initial ad valorem debt service tax of at most \$0.70 per \$100 assessed valuation.
- (3) Based on a net effective interest rate of 6.17%, a 100% tax collection rate, no-growth to an estimated August 15, 2013, taxable assessed valuation of \$36,551,572, and at least a 25% ending debt service fund balance.
- (4) Represents the maintenance tax required to balance the April 2014 operating budget assuming no developer advances, no growth related revenues or expenses, and no-growth to an estimated August 15, 2013, taxable assessed valuation of \$36,551,572.
- (5) According to March 26, 2014, City of Rosenberg letter, 33.24% of the city's current \$0.2337 debt service tax rate is attributable to water, wastewater, drainage, and recreational facilities. Additionally, the District's portion of the maintenance tax rate attributable to drainage and recreational facilities is \$0.0182.
- (6) Represents the combined projected tax rate as defined by 30 TAC Section 293.59(f).
- (7) Represents the combined no-growth tax rate as defined by 30 TAC Section 293.59(e).

Additional Financial Comments

The economic feasibility of this bond issue is based on 298 ESFCs and growth to an assessed valuation of \$43,850,000 by January 1, 2015. The District has 243 ESFCs as of August 15, 2013, which meets the 25% build-out requirement of 30 TAC Section 293.59(k)(7).

The economic feasibility of the previous bond issue was based on 197 ESFCs and growth to an assessed valuation of \$28,088,720 by January 1, 2012. The District has 243 ESFCs as of August 15, 2013, which meets the 75% build-out requirement of 30 TAC Section 293.59(l)(4).

C. ENGINEERING ANALYSIS

Water Supply

Water supply capacity is provided by the City of Rosenberg (City). Pursuant to the "Water Supply and Wastewater Services Agreement" dated February 22, 2005, the City agrees to provide water supply for a maximum of 1,690 ESFCs to the District. The City has agreed to provide the District an initial 987 ESFCs, and the District will pay impact fees to obtain additional water supply capacity from the City.

The District's existing capacity appears adequate to serve the 331 (298 homes plus 1 for recreation plus 32 for a school) ESFCs upon which the engineering feasibility of this bond issue is based.

Wastewater Treatment

The District's wastewater treatment is provided by a shared 0.48 million gallons per day (MGD) wastewater treatment plant operated by the District. Texas Pollutant Discharge Elimination System Permit No. WQ0014532001 authorizes the plant to discharge an interim flow of 0.48 MGD and a final flow of 0.98 MGD. Pursuant to the "Construction Financing Agreement for Interim Wastewater Treatment Plant" dated August 9, 2006, between the District, Fort Bend County MUD No. 155 (FBCMUD 155), and Fort Bend County MUD No. 158 (FBCMUD 158). The District owns 39.3% (0.189 MGD) capacity in the plant, with FBCMUD 155 owning 40.4% (0.194 MGD), and FBCMUD 158 owning 20.3% (0.097 MGD).

Based on a design factor of 300 gpd/ESFC, the District's existing capacity of 0.189 MGD is sufficient to serve 628 ESFCs, which appears adequate to serve the 331 (298 homes plus 1 for recreation plus 32 for a school) ESFCs upon which the engineering feasibility of this bond issue is based.

Storm Water Drainage

Storm water within the District generally drains through an underground storm system that outfalls into a detention basin and then into Dry Creek.

Purchase of Existing Facilities/Assumption of Contracts

<u>Project</u>	<u>Contractor</u>	<u>% Completion (Date)</u>	<u>Contract Amount</u>	<u>Amt. Subj. to Distr. Contrib.</u>
16-Inch Offsite Waterline	Big State Excavation, Inc.	100% (8/2005)	\$187,959 ⁽¹⁾	\$187,959
Rosehaven Section 1 - W, WW, & D	Joel A. Trimm Construction Co.	100% (5/2007)	\$501,012 ⁽²⁾	\$305,960 ⁽³⁾
Phase I Storm Water Detention Facilities - Drainage and Detention Pond	Maverick Contractors, Inc.	100% (3/2006)	\$356,257 ⁽⁴⁾	\$213,754 ⁽⁵⁾
Wastewater Treatment Plant Phase II	AUC Group, L.P.	100% (4/2012)	\$183,430 ⁽⁶⁾	\$72,088 ⁽⁷⁾

Notes:

- (1) Based on original contract amount (\$194,029) less final quantity adjustments.
- (2) Based on original contract amount (\$988,447) less change order nos. 1-3.
- (3) Excludes \$170,411 for ineligible costs associated with the culvert crossing of the irrigation channel as deducted in application material. Also excludes \$21,590 (77 feet of 8-inch waterline, one fire hydrant assembly, 14 feet of 8-inch wastewater line, 105 feet of 36-inch reinforced concrete pipe [RCP], 86 feet of 42-inch RCP, and three type "H-2" inlets) for ineligible developer costs associated with utilities not approved for construction. Also excludes \$3,051 for ineligible lab testing related to paving.
- (4) Based on original contract amount (\$386,765) less change order no. 1 and final quantity adjustments.
- (5) Excludes \$142,503 proposed for future funding.
- (6) Based on original contract amount (\$205,665) less change order no. 1 and final quantity adjustments.
- (7) Excludes \$74,106 for FBCMUD 155's and \$37,236 for FBCMUD 158's reported share of wastewater treatment plant phase II, as indicated in application material.

Approved plans and specifications, preconstruction agreements, and various construction contract documents have been provided, except for complete water and sewer test results associated with Rosehaven Section 1 water, wastewater, and drainage facilities along Irby Cobb Boulevard.

Facilities to be Constructed

None.

Inspection

The District was inspected by the TCEQ's Districts Section on January 30 and March 20, 2014. The District appeared as represented in the engineering report. Streets and utilities appeared to be complete within Rosehaven Sections 1 and 2 and Walnut Creek Sections 3, 4, 5, and 9, within which build-out is being projected. District name signs were properly posted.

D. SUMMARY OF COSTS

<u>Construction Costs</u>	<u>Amount</u> ⁽¹⁾
A. Developer Contribution Items	
1. 16-inch Offsite Waterline	\$ 187,959
2. Rosehaven Section 1 – W, WW, & D	305,960
3. Phase I Drainage Facilities – Drainage and Detention Pond	213,754
4. TCEQ Permitting Fee	200
5. Engineering and Surveying (30.24% of item nos. 1-3)	<u>213,977</u> ⁽²⁾⁽³⁾
Total Developer Contribution Items	\$ 921,850
B. District Items	
1. Wastewater Treatment Plant Phase I	\$ 72,088
2. Engineering and Surveying (24.3% of item no. 1)	17,549
3. Material Testing (0.5% of item no. 1)	343
4. Land Costs for Storm Water Detention Basin	\$ <u>379,498</u> ⁽⁴⁾
Total District Items	\$ <u>469,478</u>
TOTAL CONSTRUCTION COSTS (74.60% of Bond Issue)	\$ 1,391,328
 <u>Nonconstruction Costs</u>	
A. Legal Fees (3%)	\$ 55,950 ⁽⁵⁾
B. Fiscal Agent Fees (2%)	37,300 ⁽⁶⁾
C. Developer Interest	
1. Developer Interest	189,539 ⁽⁷⁾⁽⁸⁾
2. BAN Interest (\$1,040,000 at 1.31% for 12 months)	13,624
D. Bond Discount (3%)	55,950
E. Bond Issuance Expenses	34,114
F. BAN Issuance Expenses	33,167
G. Bond Application Report Costs	40,000
H. Market Study	7,500
I. Attorney General Fee (0.10% or \$9,500 max.)	1,865
J. TCEQ Bond Issuance Fee (0.25%)	<u>4,663</u>
TOTAL NONCONSTRUCTION COSTS	\$ 473,672
TOTAL BOND ISSUE REQUIREMENT	\$ 1,865,000

Notes:

- (1) The District has requested a waiver of the 30% developer contribution requirement.
- (2) Includes \$49,486 for item no. 1, \$62,376 for item no. 2, and \$102,115 for item no. 3.
- (3) Excludes \$86,418 (out of \$141,995 total) for engineering associated with the portion of the Rosehaven Section 1 project which was removed via change order no. 2. Remaining engineering is proposed for future funding.
- (4) Represents a total of 18.78 acres out of a 56.57 acre storm water detention basin site at \$11,825 per acre (\$285,219 total purchase price for 24.12 acres plus \$890,422.50 total purchase price for 75.3 acres), plus \$114,382 estimated interest, plus \$43,042 taxes.
- (5) According to contracts provided, fees are based on 3% of the total amount of bonds issued up to \$3,000,000.
- (6) According to contract provided, fees are based on 2% of the total amount of bonds issued over \$1,000,000.
- (7) Estimated at 6.0% with a proposed funding date of November 27, 2014, or a maximum of five years in accordance with 30 TAC Section 293.50(b). The District has requested to reimburse more than two years of interest in accordance with 30 TAC Section 293.50(b). The District has requested less than one year of capitalized interest in accordance with 30 TAC Section 293.50(b)(2), and the District's financial advisor has concurred with the request.

- (8) Excludes \$133,676 in estimated developer interest for construction costs associated with Rosehaven Section 1. See Special Consideration No. 4.

E. SPECIAL CONSIDERATIONS

1. Waiver of the 30% Developer Contribution

The District has requested a waiver of the 30% developer contribution requirement (30 TAC Section 293.47) pursuant to 30 TAC Section 293.47(a)(1), based on the District obtaining a debt to assessed valuation ratio of 10% or less. The District's existing (\$2,285,000) and proposed (\$1,865,000) debt sum to \$4,150,000. The District's August 15, 2013, estimated taxable assessed valuation is 36,551,572; therefore, the debt to assessed valuation ratio is 11.35%. Based on projections in the build-out schedule provided and activity observed during inspection, it appears that the District should have the necessary assessed valuation to qualify for the waiver in the near future. Therefore, the District's request for a waiver of the 30% developer contribution requirement should be granted pursuant to 30 TAC Section 293.47(a)(1). The district will be required to provide a certificate from the Fort Bend Central Appraisal District indicating a District taxable value of \$41,500,000 or greater prior to the District being authorized to advertise for the sale of bonds.

2. Bond Anticipation Note

The District issued a BAN on November 25, 2013, in the amount of \$1,040,000 and payable to Frost Bank. Terms of the BAN include an interest rate of 1.31% and a maturity date on or before November 24, 2014.

3. Do Not Expend Requirement

The cost summary includes funds for District projects and/or facilities for which documentation is required and has not been provided. Therefore, the funds should be directed to not be expended pending TCEQ receipt of the required information.

4. Rosehaven Section 1

Based on contract documents provided, the original contract amount for Rosehaven Section 1 was \$988,447. Documentation provided indicates that a restrictive included in the notice to proceed, dated September 30, 2005, limited the scope of the contract to include only the facilities along Irby Cobb Boulevard and a portion of the facilities along Maidenglen Drive, and excluded the internal facilities related to the Rosehaven Section 1 subdivision. It appears that a subsequent change order no. 2, dated November 6, 2006, reduces the scope of the project to conform to the notice to proceed. The notice to proceed and subsequent change order is a significant variation to the original scope of work. As a result, it appears that the contract should have been re-bid. Additionally, the change order does not appear to be a necessary change to the project; therefore, it does not meet eligible requirements for change orders pursuant to Texas Water Code Section 49.273(i). Additionally, construction documentation required pursuant to 30 TAC Section 293.62(3) was not provided. Pursuant to 30 TAC Section 293.46(5), the TCEQ may exclude developer interest in cases such as this.

F. CONCLUSIONS

1. Based on \$42,970,000 in unlimited tax bonds approved by voters on November 8, 2005, for utilities, and \$2,380,000 previously approved by the TCEQ and issued by the District for utilities, the District has sufficient voter-authorized bonds (\$40,590,000) for the proposed bond issue.
2. Based on \$25,782,000 in unlimited tax bonds approved by voters on November 8, 2005, for refunding, and no bonds previously approved by the TCEQ and issued by the District for refunding, the District has \$25,782,000 in remaining voter-authorized bonds for refunding.
3. Based on \$7,355,000 in unlimited tax bonds approved by voters on November 8, 2005, for recreational facilities, and no bonds previously approved by the TCEQ and issued by the District for recreational facilities, the District has \$7,355,000 in remaining voter-authorized bonds for recreational facilities.
4. Based on the review of the engineering report, plans, specifications, and supporting documents, the bond issue is considered feasible and meets the criteria established by the TCEQ's economic feasibility rules, 30 TAC Section 293.59.
5. The recommendations are made under authority delegated by the Executive Director of the TCEQ.

G. RECOMMENDATIONS

1. Approve the bond issue in the reduced amount of \$1,865,000 in accordance with the recommended summary of costs, at a maximum net effective interest rate of 6.17%.
2. Direct the District not to advertise for the sale of bonds pending TCEQ approval, which is contingent upon receipt of a certificate of assessed valuation from the Fort Bend Central Appraisal District evidencing a District taxable value of \$41,500,000 or greater.
3. Grant a waiver of the 30% developer contribution requirement pursuant to 30 TAC Section 293.47(a)(1).
4. Direct the District not to expend \$305,960 for Rosehaven Section 1 water, wastewater, and drainage facilities along Irby Cobb Boulevard pending TCEQ approval, which is contingent upon the TCEQ's receipt of water and sewer test results, including the total coliform analysis report, for all facilities^d located along Irby Cobb Boulevard up to and including Maidenglen Drive.
5. Standard recommendations regarding purchase of facilities, developer interest, consultant fees, surplus proceeds, time of approval, and bond proceeds fee apply.



CITY COUNCIL COMMUNICATION

September 30, 2014

ITEM #	ITEM TITLE
B	Sally Anne Drive Traffic Calming Devices
ITEM/MOTION	
Consideration of and action to approve speed humps/cushions to be installed on Sally Anne Drive using an alternate construction material in lieu of asphalt.	
FINANCIAL SUMMARY	ELECTION DISTRICT

Annualized Dollars:

One-time
 Recurring
 N/A

Budgeted:

Yes No N/A

Source of Funds:

410-0000-550-7035

District 1

District 2

District 3

District 4

City-wide

N/A

SUPPORTING DOCUMENTS:

MUD #: N/A

1. City Council Meeting Draft Minute Excerpt – 09-02-14

APPROVALS**Submitted by:**

John Maresh
Assistant City Manager of
Public Services

Reviewed by:

Exec. Dir. of Administrative Services
 Asst. City Manager of Public Services
 City Attorney
 City Engineer
 (Other)

Approved for Submittal to City Council:

Robert Gracia
City Manager

EXECUTIVE SUMMARY

This item has been included to allow City Council the opportunity to authorize the previously approved asphalt speed humps on Sally Anne Drive to be installed as speed cushions utilizing an alternate construction material in lieu of asphalt. The traffic calming devices constructed of the alternate material could be more easily installed and removed without damaging the existing asphalt pavement. If the traffic calming measures are determined to be effective along Sally Anne Drive, the alternate material devices could be easily removed and replaced with permanent asphalt speed cushions. The speed cushion devices made from the alternative material could then be reinstalled at another location.

Staff does recommend approval of the request as presented.

CITY OF ROSENBERG
REGULAR COUNCIL MEETING MINUTES
*****DRAFT*****

On this the 2nd day of September, 2014, the City Council of the City of Rosenberg, Fort Bend County, Texas, met in a Regular Session, in the Rosenberg City Hall Council Chamber, located at 2110 4th Street, Rosenberg, Texas.

5. **CONSIDERATION OF AND ACTION ON THE PROPOSED INSTALLATION OF FOUR (4) SPEED HUMPS ON SALLY ANNE DRIVE.**

Executive Summary: This item has been included to allow for City Council to discuss the proposed installation of four (4) speed humps to serve as traffic calming measures on Sally Anne Drive.

Key discussion points:

- Councilor Pena stated there is a very dangerous situation on this street. Children have to walk places and there are no sidewalks and open bar ditches. Cars parking on the street creates blind spot issues. This came to his and Councilor Benton's attention and it was their decision to sign a petition with the residents on Sally Anne Drive to get four speed humps on Sally Anne Drive.

The following speakers addressed Council regarding the item.

- Ladonna Meche, 1043 Sally Anne Drive voiced her concerns with the area and the danger for the children on the street.
- Rene Owen, 1041 Sally Anne Drive asked Council to consider the dangerous situation.
- Lupe Casto, 1038 Sally Anne Drive stated traffic has increased on the street and asked Council to consider the situation.
- Keith Parker, 1059 Sally Anne Drive stated the problem is getting worse and expressed concern about the children on the street.
- Paul Hernandez, 1053 Sally Anne Drive expressed concern with the increase in the traffic and a lot of people walk on the street that is very narrow. He requested Council's action on the request.

Further discussion:

- Councilor Benton stated there are an average of 160 children that live on that street. All properties on the street are residential. This is a drag strip running through the residential area. We have an obligation to slow down the traffic on the street. A photograph was provided showing speed humps and they don't seem to obstruct emergency vehicles. Asphalt speed humps are very inexpensive. He asked Council's consideration on the item.
- Councilor McConathy agrees something needs to be done. What is the magic in four speed humps? She could support this but would like to get Charles Kalkomey, City Engineer in determining the appropriate distance to get the correct number of speed humps on that road.
- Councilor Benton stated the street is about a mile long and that many are needed to be effective.
- Councilor Euton agreed there is a problem. How will this affect our EMS and Fire trucks? She would like collaboration from the City on this. Isn't our Comprehensive Study going to address these kinds of issues and how long will that take?
- Robert Gracia, City Manager stated yes.
- Travis Tanner, Executive Director of Community Development stated the timeframe for the Comprehensive Plan is over the next year. It will be brought back to Council in the summer for approval although the City will be looking at it over the next year in various public forums. They will look at a variety of traffic calming devices.

- John Maresh stated staff is working on a Comprehensive Plan specifically for traffic calming. That would dovetail into the Comprehensive Plan with the specifics for traffic calming. We should have that on a Workshop before the end of this year.
- Councilor Euton stated with staff coming in the next couple of months on the requirements and settings she would prefer to wait for staff's input. She thinks it needs to be addressed but would like to wait for staff's input.
- Councilor Pena stated he thinks it needs to be done. As critical and the number of people speaking for this cause we need to address it. If the Comprehensive Plan comes in with a different idea we can make adjustments to that. We want to be proactive and not reactive.
- Councilor Grigar stated he agrees that something needs to be done but it needs to be done throughout the City, not just Sally Anne. If we let staff do their work which was directed by this Council in a recent Workshop to move on with criteria and guidelines so it is spread evenly across the City. The spacing issue would be addressed in that and there are different types of speed humps. He does not want Council to be directing "this is what I want". All of those have to be taken into account such as fire and public safety. That would be addressed by City staff and personnel driving on these streets. As we have heard, that will be done and presented in a Workshop. He thinks that would be the time to set Sally Anne as a priority for this.
- Councilor Barta agreed with what has been said and agrees with the Comprehensive Plan. This seems like an urgent situation. If we put asphalt humps down now it would help with the traffic. If they need to be changed per staff's recommendation then they can be changed. It could be six more months before something is done.
- Scott Tschirhart, City Attorney stated the preferable way to do this is to have some guidelines to go by as you are planning. If Council is going to adopt something like putting in these speed humps he encouraged them to make an independent assessment based on the evidence you have that there is a need and a dangerous situation you want to correct. He does not think you want to get into the position to be governing by petition. That becomes the basis of projects rather than staff coming up with these decisions. Don't base it on this petition that doesn't have any weight under the Charter. Base it on testimony you heard or your own observations. When you act on petitions you will have the situation where you end up with a petition someplace else where they want something else. Then if you vote against it there might be something that could be challenged over that. He urged to either let staff make a recommendation or make your independent evaluation where you say this is a dangerous situation and is a one time issue we need to fix because we recognize there is a danger.
- Councilor Barta stated this is really not a petition, just a statement that the residents feel there is a danger.
- Robert Gracia stated before this Council makes a decision he feels it is important that the Fire Chief addresses his concerns regarding traffic calming devices.
- Wade Goates, Fire Chief stated there are several areas in the county facing the same problems with traffic and how to slow it down. His concern is response considerations especially with the larger fire apparatus. He is not prepared tonight to give those times but he can come back with that information. There are options you do have as far as speed cushions, speed humps where the hump is separated out so the larger trucks such as fire trucks can pass over them without be affected by it. With the maintenance on our vehicles as well as the response time can be as great as ten seconds per hump depending on the style and it slows down a responding apparatus.
- Mayor Morales asked the Police Chief how it would affect response time for the Police Department.
- Dallis Warren, Police Chief stated traffic devices are designed to slow vehicles down so our vehicles would have to slow down as well to safely navigate the humps.
- Councilor Benton stated the people are already being victimized. There was illegal drug activity and people driving by looking for stuff to steal. He has been on Council for three years and has expressed his concern about the drag strips we have in this City. We have to arm wrestle to get stop signs around here and now we have people coming

up voicing their views. He has based his thought process on observation and testimony and as a representative of 62 people who signed that request. If there is a problem after the \$91,000 Comprehensive Plan you all paid for and he voted against, we can take up the speed humps. He urged his colleagues not to get bogged down with studies and get this done.

- Robert Gracia stated he does not want anyone leaving tonight with the misunderstanding that we are against traffic calming devices. What the Fire Chief and Police Chief shared was their concerns on the type. There are different types. We would like Council to consider the type of calming devices such as humps or bumps.
- Councilor Grigar stated he wants to make sure that everybody understands that what John Maresh is talking about bringing back is not the Comprehensive Plan. It is the guidelines for speed humps. This did not cost \$91,000 for what John Maresh and staff is doing. They are bringing back guidelines from other cities and meshing their ideas together that they think will work for the City. Now that we have a fire ladder truck loaded down with water it can be devastating on the equipment.
- Councilor Benton stated the Comprehensive Plan is \$91,000. His motion will be to install three or four speed humps out of asphalt on Sally Anne Drive. The number would be contingent on what the City Engineer feels is sufficient.
- Scott Tschirhart stated for clarification purposes, the City Attorney has no opinion whatsoever on the policy decision as to whether to install speed bumps or not. The only concern is that the decision be made upon an independent finding of this Council that there is a dangerous condition out there and not based on a petition.
- Mayor Morales stated his decision will be based in respect to what we have heard from a public safety perspective and staff is working on calming devices that will not only satisfy Sally Anne Drive but the whole community. That is the decision we have to base it on.
- Councilor Benton stated he sees that point and we need to look at that but you can't finish until you start. This is where we start and these people need to be first. Putting this off will not make it go away.
- Councilor Euton asked John Maresh if he can say that staff will be coming to the October workshop with these recommendations.
- John Maresh stated he will look at the schedule. It is either October or November.

Action: Councilor Benton made a motion, seconded by Councilor McConathy to approve installation of three or four asphalt speed humps on Sally Anne Drive based on the assessment of the City Engineer regarding the number needed as traffic calming devices. **The motion carried by a vote of 4 to 3 as follows: Yeses: Councilors Benton, McConathy, Pena and Barta. Noes: Mayor Morales, Councilors Euton and Grigar.**



CITY COUNCIL COMMUNICATION

September 30, 2014

ITEM #	ITEM TITLE
2	Resolution No. R-1859 - Amendment No. 4 to Brazos Town Center Development Agreement
ITEM/MOTION	
Consideration of and action on Resolution No. R-1859, a Resolution authorizing the City Manager to execute, for and on behalf of the City, Amendment No. 4 to the Town Center, Rosenberg, Texas, Development Agreement, by and between the City and A-S 70 HWY 59-FM 762, L.P., a Texas limited partnership.	
FINANCIAL SUMMARY	ELECTION DISTRICT

Annualized Dollars:

- One-time
- Recurring
- N/A

Budgeted:

- Yes No N/A

Source of Funds: N/A

- District 1
- District 2
- District 3
- District 4
- City-wide
- N/A

SUPPORTING DOCUMENTS:

1. Resolution No. R-1859
2. Vicinity Map – Brazos Town Center Amendments 4 and 5 Aerial Map
3. 20 Ac. Brazos Town Center Tract – Townhome Conceptual Plan
4. 21.5 Ac. Brazos Town Center Tract – Single Family Conceptual Plan
5. Planning Commission Meeting Draft Minute Excerpt – 09-17-14

MUD #: 167 (Brazos Town Center)**APPROVALS****Submitted by:**

Travis Tanner
 Travis Tanner
 Executive Director of
 Community Development

Reviewed by:

- Exec. Dir. of Administrative Services
- Asst. City Manager of Public Services
- City Attorney **DNRBHZ/rl**
- City Engineer
- (Other)

Approved for Submittal to City Council:

Robert Gracia
 Robert Gracia
 City Manager

EXECUTIVE SUMMARY

NewQuest Properties, the developer of Brazos Town Center, has requested a fourth amendment to their Development Agreement and Conceptual Plan. The proposed Amendment No. 4 and Revised Exhibit "B," Conceptual Plan, involves two (2) tracts. An aerial/vicinity map is attached for reference:

1. The 21-acre tract located on the north side of Town Center Boulevard, approximately 500' east of FM 2218 and currently designated for commercial development on the approved Land Plan; and,
2. The 20-acre tract located on the east side of Town Center Boulevard, approximately 700' north of Commercial Drive and currently designated for townhome development on the approved Land Plan.

The developer proposes to develop the 21-acre tract as fifty-five-foot (55') single-family residential lots. The "Subdivision" Ordinance currently requires sixty-foot (60') lots. To compensate for the reduction in lot size, pursuant to the Planned Unit Development (PUD) provisions of the "Subdivision" Ordinance, the developer proposes the following standards be added to the Development Agreement:

- Residences on said single-family lots shall be a minimum of 2,000 square feet in size;
- Residences shall have three-sided masonry exterior;
- The tract shall have a maximum of 73 lots or 3.4 units per acre;
- The tract shall have a minimum of three (3) acres in landscape/open space reserves or .04 acres per lot; and,
- The minimum lot size shall be 7,000 square feet.

Additionally, the developer proposes to develop the 20-acre tract as twenty-four-foot (24') to twenty-eight-foot (28') townhome lots. The approved Conceptual Plan calls for the thirty-foot (30') townhome lots, and the "Subdivision" Ordinance currently requires minimum twenty-five-foot (25') lots for townhomes. To compensate for the reduction in lot size, again, pursuant to the Planned Unit Development (PUD) provisions of the "Subdivision" Ordinance, the developer proposes the following standards be added to the Development Agreement:

- Residences on said townhome lots shall be a minimum of 1,700 square feet in size;
- Residences shall have three-sided masonry exterior with a landscape buffer between buildings;
- The tract shall have a maximum of 139 units or seven (7) units per acre;
- The tract shall have a minimum of 5.5 acres in landscape/open space reserves or .04 acres per unit;
- Minimum fifty-foot (50') street right-of-way width;
- Minimum twenty-seven-foot (27') pavement width measured from inside of curb to inside of curb;
- Minimum average lot size of 2,900 square feet;
- Minimum twenty-foot (20') front building lines on all lots; and,
- A two-car garage shall be required on each lot.

At the regular meeting on September 17, 2014, the Planning Commission unanimously recommended approval to City Council of Amendment No. 4 to the Town Center, Rosenberg, Texas Development Agreement. Amendment No. 4 to the Town Center Development Agreement is attached to Resolution No. R-1859.

RESOLUTION NO. R-1859

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ROSENBERG, TEXAS, AUTHORIZING THE CITY MANAGER TO EXECUTE, FOR AND ON BEHALF OF THE CITY OF ROSENBERG, TEXAS, AMENDMENT NO. 4 TO THE TOWN CENTER, ROSENBERG, TEXAS, DEVELOPMENT AGREEMENT, BY AND BETWEEN THE CITY OF ROSENBERG, TEXAS, AND A-S 70 HWY 59-FM 762, L.P., A TEXAS LIMITED PARTNERSHIP.

* * * * *

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF ROSENBERG:

Section 1. The City Council of the City of Rosenberg hereby authorizes the City Manager to execute Amendment No. 4 to the Town Center, Rosenberg, Texas, Development Agreement, by and between the City and A-S 70 Hwy 59-FM 762, L.P., a Texas Limited Partnership.

Section 2. A copy of said Amendment No. 4 is attached hereto as Exhibit "A" and made a part hereof for all purposes.

PASSED, APPROVED, AND RESOLVED this _____ day of _____ 2014.

ATTEST:

APPROVED:

Linda Cernosek, **CITY SECRETARY**

Vincent M. Morales, Jr., **MAYOR**

AMENDMENT NO. 4 TO THE TOWN CENTER, ROSENBERG, TEXAS DEVELOPMENT AGREEMENT.

This Amendment No. 4 to the Town Center, Rosenberg, Texas Development Agreement ("Amendment") is effective as of _____, between THE CITY OF ROSENBERG, TEXAS, a Texas home-rule municipal corporation ("City"), and A-S 70 HWY 59 – FM 762, L.P., a Texas limited partnership (the "Developer").

WHEREAS, the parties entered into The Town Center, Rosenberg, Texas Development Agreement dated, December 7, 2004 (the "Original Development Agreement"; as amended, the "Development Agreement") whereby the City and the Developer agreed upon the terms and conditions for the development, financing and reimbursement for certain infrastructure related to a development in the City now commonly referred to as Brazos Town Center; and the parties entered into an Amendment No. 1 Agreement dated, October 4, 2005 ("Amendment No. 1"); and the parties entered into an Amendment No. 2 Agreement dated, June 7, 2011 ("Amendment No. 2"); and the parties entered into an Amendment No. 3 Agreement dated, December 18, 2013 ("Amendment No. 3"); and the parties seek to enter into an Amendment No. 4 Agreement.

WHEREAS, the Developer has determined that it is necessary to amend the original conceptual plan to designate additional residential tracts and reconfigure lot sizes within the accepted lot amounts.

WHEREAS, the parties seek to amend the Development Agreement as provided herein and enter into this Amendment.

For and in consideration of the mutual promises, obligations, covenants and benefits herein contained, and for other good and valuable consideration, the City and the Developer agree and contract as follows:

1. The term "Development Agreement" in the preamble of the Development Agreement is amended to include the terms and conditions contained in this Amendment No. 4.
2. The term "Developer's Conceptual Plan" in the preamble of the Development Agreement shall refer to "Developer's Conceptual Plan Revised Exhibit B," which is attached hereto and labeled as such.
3. Exhibit B attached to the Development Agreement is hereby deleted and replaced in its entirety with the "Developer's Conceptual Plan Revised Exhibit B" attached hereto.
4. Developer's Conceptual Plan, as amended by paragraph 2 above, provides for the option to develop 24'x110' and 28' x110' town home lots in lieu of 30'x100' town home lots on the 20-acre tract as shown in "Exhibit B" to the Development Agreement. Residences on said town home lots shall be a minimum of 1,700 square feet in size and three-sided masonry exterior with a landscape buffer between buildings. Further, the tract shall be subject to the following requirements:
 - a. Maximum of 139 units or seven (7) units per acre;

- b. Minimum of 5.5 acres in landscape/open space reserves or .04 acres per unit;
 - c. Minimum fifty-foot (50') street right-of-way width;
 - d. Minimum twenty-seven-foot (27') pavement width measured from inside of curb to inside of curb;
 - e. Minimum average lot size of 2,900 square feet;
 - f. Minimum twenty-foot (20') front building lines on all lots; and,
 - g. A two-car garage shall be required on each lot.
5. Developer's Conceptual Plan, as amended by paragraph 2 above, provides for the option to develop 55' x130' single-family lots in lieu of a commercial use on the 21-acre tract as shown in "Exhibit B" to the Development Agreement. Residences on said single-family lots shall be a minimum of 2,000 square feet in size and three-sided masonry exterior. Further, the tract shall be subject to the following requirements:
- a. Maximum of 73 lots or 3.4 units per acre;
 - b. Minimum of three (3) acres in landscape/open space reserves or .04 acres per lot; and,
 - c. Minimum lot size of 7,000 square feet.
6. Except as modified and amended by this Amendment, all of the terms and conditions of the Development Agreement remain in full force and effect.
7. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which when taken together shall constitute one and the same instrument. Facsimile signatures and/or signatures scanned and emailed hereon shall be treated for all purposes as original signatures.
8. Capitalized terms used, but not otherwise defined herein, shall have the meaning(s) ascribed to them in the Development Agreement.

[EXECUTION PAGE FOLLOWS]

DEVELOPER:

A-S 70 HWY 59-FM762, L.P., a Texas limited partnership

BY: A-S 70, L.C., a Texas limited liability company, its
general partner

BY: _____

Steve D. Alvis
Member-Manager

DATE: _____

CITY:

City of Rosenberg, Texas, a municipal corporation

BY: _____

Robert Gracia
City Manager

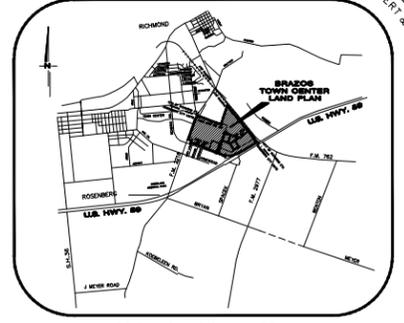
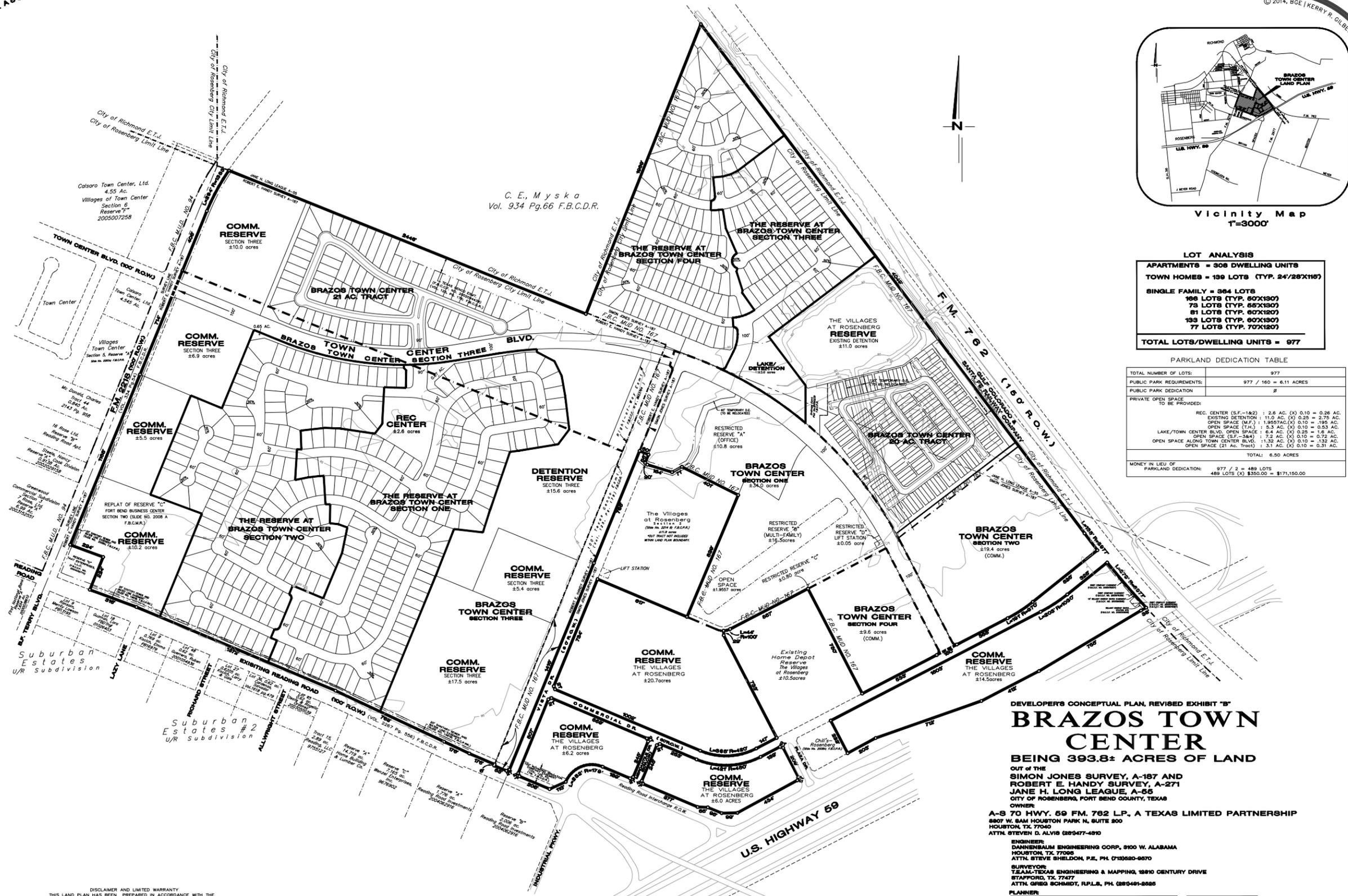
DATE: _____

APPROVED AS TO FORM:

BY: _____

Scott Tschirhart
City Attorney

DATE: _____



LOT ANALYSIS

APARTMENTS = 306 DWELLING UNITS
 TOWN HOMES = 139 LOTS (TYP. 24'x28'x110')

SINGLE FAMILY = 564 LOTS
 196 LOTS (TYP. 50'x150')
 75 LOTS (TYP. 55'x120')
 81 LOTS (TYP. 60'x120')
 133 LOTS (TYP. 60'x130')
 77 LOTS (TYP. 70'x120')

TOTAL LOTS/DWELLING UNITS = 977

PARKLAND DEDICATION TABLE

TOTAL NUMBER OF LOTS:	977
PUBLIC PARK REQUIREMENTS:	977 / 160 = 6.11 ACRES
PUBLIC PARK DEDICATION TO BE PROVIDED:	0
PRIVATE OPEN SPACE TO BE PROVIDED:	REC. CENTER (S.F.-1A2) : 2.6 AC. (X) 0.10 = 0.26 AC. EXISTING DETENTION : 11.0 AC. (X) 0.25 = 2.75 AC. OPEN SPACE (M.F.) : 1.8857AC.(X) 0.10 = 0.19 AC. OPEN SPACE (T.H.) : 5.3 AC. (X) 0.10 = 0.53 AC. BLVD. OPEN SPACE : 6.4 AC. (X) 0.25 = 1.6 AC. LAKE/TOWN CENTER BLVD. OPEN SPACE : 7.2 AC. (X) 0.10 = 0.72 AC. OPEN SPACE ALONG TOWN CENTER BLVD. : 11.32 AC. (X) 0.10 = 1.13 AC. OPEN SPACE (21 AC. TRACT) : 3.1 AC. (X) 0.10 = 0.31 AC.
TOTAL:	6.50 ACRES
MONEY IN LIEU OF PARKLAND DEDICATION:	977 / 2 = 489 LOTS 489 LOTS (X) \$350.00 = \$171,150.00

DEVELOPER'S CONCEPTUAL PLAN, REVISED EXHIBIT "B"
BRAZOS TOWN CENTER
 BEING 393.8± ACRES OF LAND

OUT OF THE
 SIMON JONES SURVEY, A-187 AND
 ROBERT E. HANDY SURVEY, A-271
 JANE H. LONG LEAGUE, A-65
 CITY OF ROSENBERG, FORT BEND COUNTY, TEXAS
 OWNER:
 A-S 70 HWY. 59 FM. 762 LP, A TEXAS LIMITED PARTNERSHIP
 8807 W. BAY HOUSTON PARK N, SUITE 200
 HOUSTON, TX 77040
 ATTN: STEVEN D. ALVIS (281)477-4910

ENGINEER:
 DANNEBALUM ENGINEERING CORP., 3100 W. ALABAMA
 HOUSTON, TX 77008
 ATTN: STEVE SHELDON, P.E., PH. (713)680-9870

SURVEYOR:
 TEAM-TEXAS ENGINEERING & MAPPING, 18010 CENTURY DRIVE
 STAFFORD, TX 77477
 ATTN: GREG SCHMIDT, R.P.L.S., PH. (281)491-8585

PLANNER:
BGE | KERRY R. GILBERT & ASSOCIATES, INC. Land Planning Consultants
 23501 Cinco Ranch Blvd.
 Suite A-250
 Katy, Texas 77494
 (281)579-0340

SCALE: 1" = 200'
 0 100 200 400

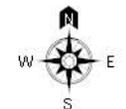
REVISED: SEPTEMBER 02, 2014
 NOVEMBER 10, 2008
 N04P 1-158A

DISCLAIMER AND LIMITED WARRANTY
 THIS LAND PLAN HAS BEEN PREPARED IN ACCORDANCE WITH THE PROVISIONS OF THE CITY OF ROSENBERG SUBDIVISION ORDINANCE. THE CITY OF ROSENBERG HAS GRANTED TO THE ENGINEER AND SURVEYOR ALL THE NECESSARY RIGHTS AND PERMISSIONS TO THE PROVISIONS OF THE FOREMENTIONED ORDINANCE WHICH ARE SUBSEQUENTLY GRANTED BY THE CITY OF ROSENBERG PLANNING COMMISSION. THIS LAND PLAN WAS PREPARED FOR THE LIMITED PURPOSE OF GUIDANCE IN THE PREPARATION OF ACTUAL ENGINEERING AND DEVELOPMENT PLANS. THE LIMITED WARRANTY IS MADE IN RELY ON ALL OTHER WARRANTIES, EXPRESS OR IMPLIED, AND NEITHER BGE | KERRY R. GILBERT & ASSOCIATES, INC. NOR ANY OF ITS OFFICERS, OR DIRECTORS OR EMPLOYEES MAKE ANY OTHER WARRANTIES OR REPRESENTATIONS, EXPRESS OR IMPLIED CONCERNING THE DESIGN, LOCATION, QUALITY, CHARACTER OF ACTUAL UTILITIES OR OTHER FACILITIES IN, ON, OVER, OR UNDER THE PREMISES INDICATED IN THE LAND PLAN.

**Brazos Town Center
Amendments 4 & 5
Aerial Map**

City of Rosenberg, Texas

-  Interstate
-  US Highway
-  State Highway
-  Farm-to-Market
-  Public Road
-  Railroad
-  Amendment No. 4
-  Amendment No. 5
-  Rosenberg City Limits



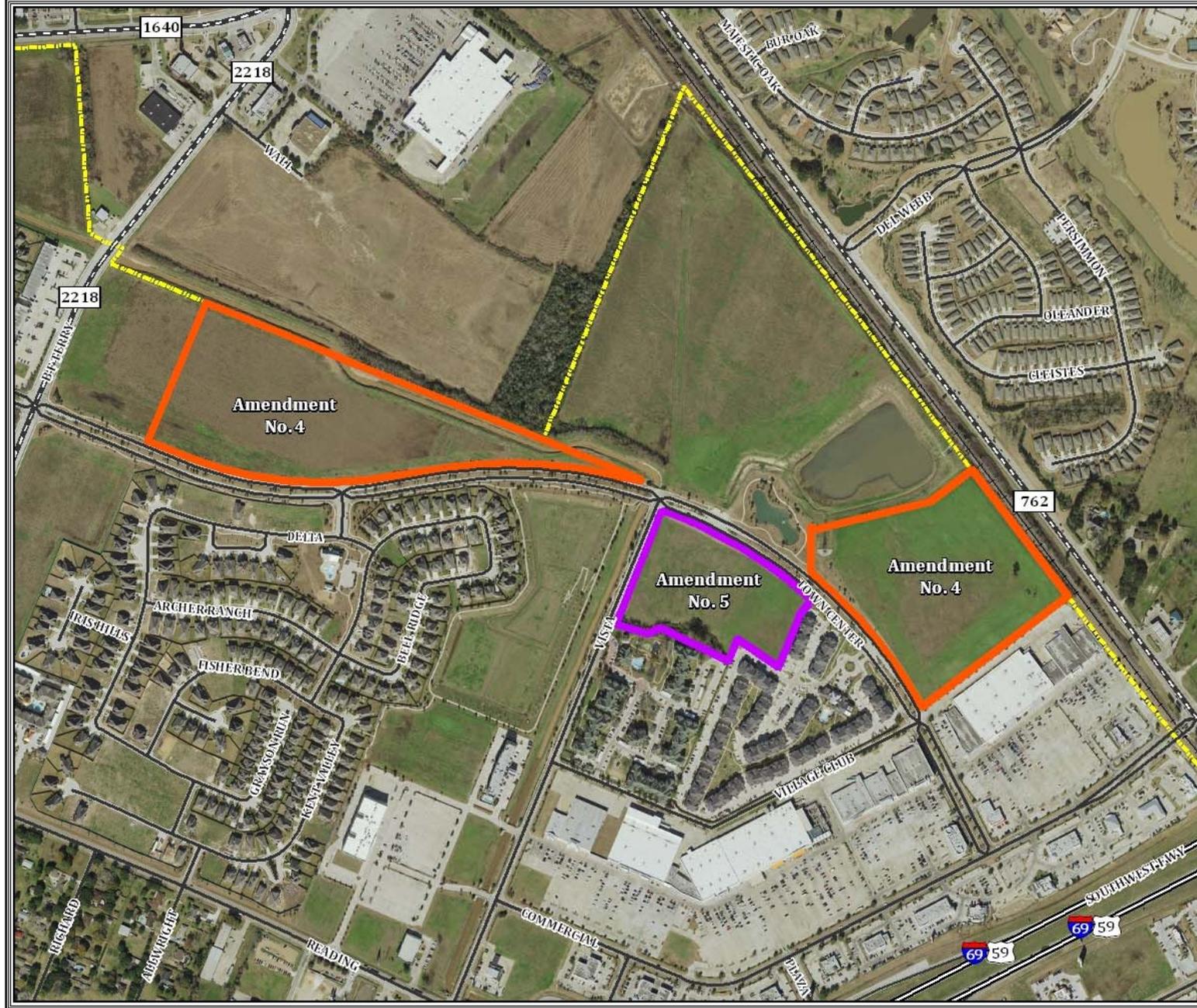
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or
1 Inch = 500 Feet

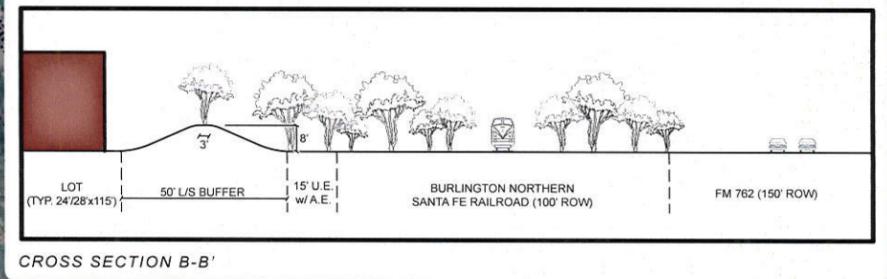


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Created by City of Rosenberg GIS - Paul R. James
Date Created: September 17, 2014
Original Scale: 1:6,000
MapID: MAPID/Planning/2014/08/17/Amendments_4and5.aprx

This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of geographic features.





139 LOTS
TYP.(24'/28'x115')
±20.0 Ac.

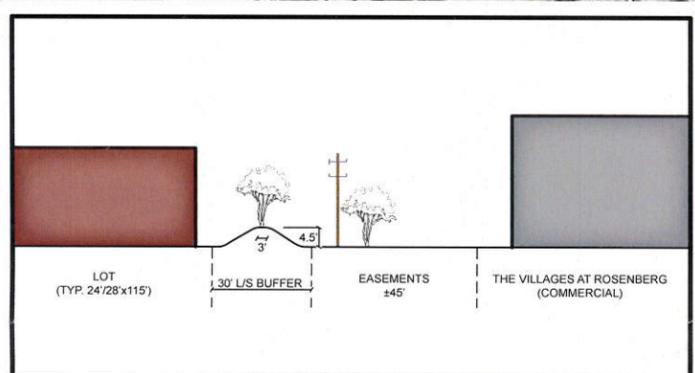
DETENTION
(EXISTING)
±11.2 Ac.

DET./
DRAINAGE
±0.8 Ac.

O.S.
±0.4 Ac.

BRAZOS
TOWN CENTER
SECTION 1

THE VILLAGES
AT ROSENBERG



a schematic development plan for
20 AC. BRAZOS TOWN CENTER TRACT

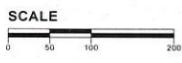
prepared for
DR HORTON

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BGE | KERRY R. GILBERT & ASSOCIATES

Land Planning Consultants

23501 Cinco Ranch Blvd.
Suite A-250
Katy, Texas 77494
(281) 579-0340
Fax (281) 579-8212

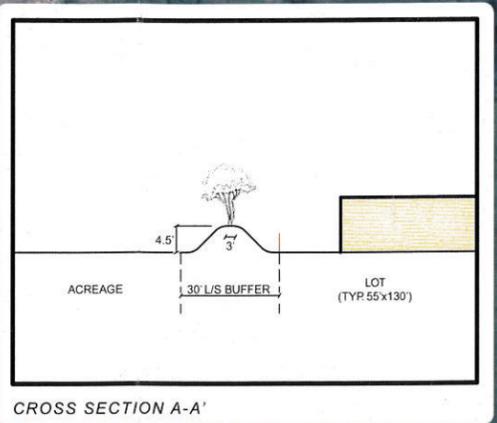


AUGUST 21, 2014
KGA #I-118C



SF
73 LOTS
TYP. 55'x130'
±21.5 Ac.

OPEN SPACE
±0.4 Ac.



a schematic development plan for
21.5 AC. BRAZOS TOWN CENTER TRACT

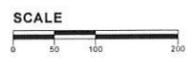
prepared for
DR HORTON

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BGE | KERRY R. GILBERT & ASSOCIATES Land Planning Consultants

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 Suite A-250
 Katy, Texas 77494
 (281) 579-0340
 Fax (281) 579-8212



AUGUST 11, 2014
 KGA #I-118C

PLANNING COMMISSION MEETING MINUTES

DRAFT

On this the 17th day of September 2014, the Planning Commission (Commission) of the City of Rosenberg, Fort Bend County, Texas, met in a regular session at the Rosenberg City Hall Council Chamber, 2110 4th Street, Rosenberg, Texas 77471.

COMMISSIONERS PRESENT

Pete Pavlovsky	Planning Commission Chairperson
Lester Phipps, Jr.	Planning Commission Vice Chairperson
Wayne Poldrack	Planning Commission Secretary
Alicia Casias	Planning Commissioner
Mike Parsons	Planning Commissioner
James Urbish	Planning Commissioner

STAFF PRESENT

Travis Tanner	Executive Director of Community Development
Randall Malik	Economic Development Director
Scott Tschirhart	City Attorney
Renée LeLaurin	Secretary II

GUESTS PRESENT

Steve Alvis	NewQuest Properties, Inc. (Brazos Town Center)
Dave Ramsey	NewQuest Properties, Inc. (Brazos Town Center)
Kerry R. Gilbert	BGE/Kerry R. Gilbert & Associates (Brazos Town Center)
Geoff Freeman	BGE/Kerry R. Gilbert & Associates (Brazos Town Center)
Carol Redd	Edminster Hinshaw Russ & Associates (Summer Lakes, Summer Park)

Chairperson Pavlovsky called the meeting to order at 4:03 p.m.

AGENDA

1. CONSIDERATION OF AND ACTION ON REGULAR PLANNING COMMISSION MEETING MINUTES FOR AUGUST 20, 2014.

Action Taken: Commissioner Casias moved, seconded by Commissioner Poldrack, to approve the regular Planning Commission Meeting Minutes for August 20, 2014, as written. The motion carried unanimously.

2. CONSIDERATION OF AND ACTION ON AMENDMENT NO. 4 TO THE TOWN CENTER, ROSENBERG, TEXAS DEVELOPMENT AGREEMENT, INCLUDING DEVELOPER'S CONCEPTUAL PLAN, REVISED EXHIBIT "B," BRAZOS TOWN CENTER, BEING 393.8 ACRES OF LAND OUT OF THE SIMON JONES SURVEY, A-187, ROBERT E. HANDY SURVEY, A-271, AND JANE LONG LEAGUE, A-55, CITY OF ROSENBERG, FORT BEND COUNTY, TEXAS.

Executive Summary: NewQuest Properties, the developer of Brazos Town Center, has requested a fourth amendment to their Development Agreement and Conceptual Plan. The proposed Amendment No. 4 and Revised Exhibit "B," Conceptual Plan, involves two (2) tracts. A vicinity map is attached for reference:

1. The 21-acre tract located on the north side of Town Center Boulevard, approximately 500' east of FM 2218 and currently designated for commercial development on the approved Land Plan; and,
2. The 20-acre tract located on the east side of Town Center Boulevard, approximately 700' north of Commercial Drive and currently designated for townhome development on the approved Land Plan.

The developer proposes to develop the 21-acre tract as fifty-five-foot (55') single-family residential lots. The "Subdivision" Ordinance currently requires sixty-foot (60') lots. To compensate for the reduction in lot size, the developer proposes the following standards be added to the Development Agreement:

- Residences on said single-family lots shall be a minimum of 2,000 square feet in size;
- Residences shall have three-sided masonry exterior;

- The tract shall have a maximum of 73 lots or 3.4 units per acre;
- The tract shall have a minimum of three (3) acres in landscape/open space reserves or .04 acres per lot; and,
- The minimum lot size shall be 7,000 square feet.

Additionally, the developer proposes to develop the 20-acre tract as twenty-four-foot (24') to twenty-eight-foot (28') townhome lots. The approved Conceptual Plan calls for the thirty-foot (30') townhome lots and the "Subdivision" Ordinance currently requires twenty-five-foot (25') lots for townhomes. To compensate for the reduction in lot size, the developer proposes the following standards be added to the Development Agreement:

- Residences on said townhome lots shall be a minimum of 1,700 square feet in size;
- Residences shall have three-sided masonry exterior with a landscape buffer between buildings;
- The tract shall have a maximum of 139 units or seven (7) units per acre;
- The tract shall have a minimum of 5.5 acres in landscape/open space reserves or .04 acres per unit;
- Minimum fifty-foot (50') street right-of-way width;
- Minimum twenty-seven-foot (27') pavement width measured from inside of curb to inside of curb;
- Minimum average lot size of 2,900 square feet;
- Minimum twenty-foot (20') front building lines on all lots; and,
- A two-car garage shall be required on each lot.

Staff is requesting that the Planning Commission make a recommendation to City Council on the revised Conceptual Plan and Development Agreement amendment/s. A recommendation of approval would be conditioned on the above bullet points / standards. With the standards proposed, staff believes the resulting product will be equal to or better than that of lots that comply with the "Subdivision" Ordinance, but that don't have similar standards. Therefore staff recommends that the Planning Commission recommend approval to City Council of Amendment No. 4 to the Town Center, Rosenberg, Texas Development Agreement and Developer's Conceptual Plan, Revised Exhibit "B," Brazos Town Center.

Key Discussion:

- Mr. Tanner presented the item, reviewed the Executive Summary and reviewed the Code requirements regarding Planned Unit Developments (PUDs). When a significant change is submitted to an existing development agreement, it is subject to a new review by City staff, this Commission, and City Council relative to the current ordinances in place. However, as a result of the PUD provisions, a developer may deviate from the Code if the submitted standards meet or exceed what is currently required and the Planning Commission and City Council both approve the changes. Mr. Tanner then reviewed the changes proposed for the alternate tract and showed a concept site plan to the Commission.
- Steve Alvis of NewQuest Properties, 8877 W Sam Houston Parkway, stepped forward to address the Commission. Mr. Alvis stated that what is being proposed is what we felt would be in the best long term interest of Brazos Town Center (BTC) itself. Extremely high density was anticipated and we have pretty much achieved this goal. This is a very nice townhome project. The original vested plan called for 30' x 100' lots, these lots are 28' x 110' but the major difference is that what was vested was 5-6 units per building. This proposed plan would include only 3 unit buildings. In his experience, corner unit townhomes tend to hold their value a bit better than interior units. It took some time, but a builder was located that would do it this way with 3 units and a landscape reserve between each one instead of having 5-7 units in a single building. That brings the lot count down from 150 lots to 139 lots. These townhomes will be in the price range of \$200-250K each so the total taxable value is about \$32M. The single family is an odd shaped tract and the canal in the rear backs up to the city of Richmond so that easterly property line is the City Limits. The builder is also DR Horton and the product will be in the \$375K range. The single family in BTC is high on the price range with three-sided masonry to go on the 55-foot lots. This section will have the same entrance as the current subdivision. Both projects will be part of the residential HOA and BTC has a detailed, recorded set of restrictions that is more thorough than most cities. These HOA restrictions are the same document used in The Woodlands, Sugar Land Town Center, and some others. We feel that these provisions will help this project withstand time and maintain its quality.
- Chairperson Pavlovsky inquired what the distance is between buildings.
- Mr. Alvis replied that it is about 10 feet.
- Commissioner Parsons inquired what the taxable value would be for the residential area.
- Mr. Alvis replied the estimate is \$22M and \$32M on the townhome tract for a total of about \$55M.
- Chairperson Pavlovsky stated that he likes the idea of splitting the units up and having fewer per building.
- Commissioner Casias stated that the 55-foot lot width addresses only the lot frontage but the overall lot size meets or exceeds the current standard, is that correct?
- Mr. Tanner replied that is correct. These are large lots for 55-foot lots and the odd shape of the tract probably influenced the layout of the lots and to allow for bit more common area.
- Commissioner Casias inquired if the builder for both the single family and townhomes will be DR Horton.

- Mr. Alvis replied that is correct.
- Commissioner Poldrack inquired if the townhome section would have the same landscaping as BTC.
- Mr. Alvis replied that he is not certain on that yet but that it would be heavily landscaped. The master association is over the residential association for BTC. The master association will enforce proper landscape and care.
- Commissioner Poldrack inquired if each townhome have its own insured or will they be linked between units?
- Mr. Alvis did not yet have an answer to that but the townhomes will be fee simple, not like condominiums. They can likely go either way but it will be up to DR Horton to set that up.
- Commissioner Parsons inquired if the associations have any restrictions upon occupancy. Are they all deemed single family? There is an issue in Rosenberg with what was once designated single family now serving multi-family. Are there any protections against this?
- Mr. Alvis replied that they could not legislate everyone not to rent their homes, but all of BTC is single family deed restricted.

Action Taken: Commissioner Parsons moved, seconded by Commissioner Poldrack, to make a recommendation of approval to City Council of Amendment No. 4 to the Town Center, Rosenberg, Texas Development Agreement, including Developer's Conceptual; Plan, Revised Exhibit "B", Brazos Town Center, being 393.8 acres of land out of the Simon Jones Survey, A-187, Robert E. Handy Survey, A-271, and Jane Long League, A-55, City of Rosenberg, Fort Bend County, Texas. The motion carried unanimously.

3. CONSIDERATION OF AND ACTION ON AMENDMENT NO. 5 TO THE TOWN CENTER, ROSENBERG, TEXAS DEVELOPMENT AGREEMENT, INCLUDING DEVELOPER'S CONCEPTUAL PLAN, REVISED EXHIBIT "B," BRAZOS TOWN CENTER, BEING 393.8 ACRES OF LAND OUT OF THE SIMON JONES SURVEY, A-187, ROBERT E. HANDY SURVEY, A-271, AND JANE LONG LEAGUE, A-55, CITY OF ROSENBERG, FORT BEND COUNTY, TEXAS.

Executive Summary: NewQuest Properties, the developer of Brazos Town Center, has requested a fifth amendment to their Development Agreement and Conceptual Plan. The proposed Amendment No. 5 and Revised Exhibit "B," Conceptual Plan, involves one (1) tract. A vicinity map is attached for reference:

3. The vacant 10.8-acre tract located at the intersection of Town Center Boulevard and Vista Drive and currently designated for office development on the approved Land Plan

The developer proposes to develop the 10.8-acre tract as 234 apartment units. City ordinances contain a number of requirements with which the project would not comply, including the number of parking spaces, density (14 units per acre maximum), maximum of 200 units, and two (2) story maximum height. To compensate for not meeting these requirements, the developer proposes the following standards be added to the Development Agreement:

- Said multifamily development shall be at least seventy (70) percent masonry exterior;
- Said multifamily development shall be comprised of no more than two hundred thirty-four (234) units, at least seventy-five (75) percent of which have direct attached garages, and at least sixty (60) percent of which are one-bedroom;
- Maximum density of twenty-two (22) units per acre;
- Maximum overall height of three (3) stories, and maximum height of two (2) stories for buildings fronting on Town Center Boulevard and Vista Drive rights-of-way;
- Minimum parking ratios of 1.5 spaces per one-bedroom unit, two (2) spaces per two-bedroom unit, and 2.5 spaces per three-bedroom unit; and,
- Site to consist of a minimum of fifteen (15) percent landscaping, open space, and amenities (including amenity center, gym, and pool).

Staff is requesting that the Planning Commission make a recommendation to City Council on the revised Conceptual Plan and Development Agreement amendment/s, or table the item pending the provision of additional information and/or standards by the developer. A recommendation of approval would be conditioned on the above bullet points / standards. With the standards proposed, the resulting product would arguably be equal to or better than one that complies with City ordinances, but that doesn't have similar standards.

Key Discussion:

- Mr. Tanner presented the item and reviewed the Executive Summary.
- Mr. Alvis stated that he was present at the Workshop where this ordinance was created and it will not allow for a Class A project to be built. BTC is now the 30th largest shopping center in the nation according to Google, but it is a large center that pulls from a trade area of 300K people. With these larger projects, we attempt to create "critical mass" with all components and all the components other than retail were put



CITY COUNCIL COMMUNICATION

September 30, 2014

ITEM #	ITEM TITLE
3	Resolution No. R-1860 - Amendment No. 5 to Brazos Town Center Development Agreement

ITEM/MOTION

Consideration of and action on Resolution No. R-1860, a Resolution authorizing the City Manager to execute, for and on behalf of the City, Amendment No. 5 to the Town Center, Rosenberg, Texas Development Agreement, by and between the City and A-S 70 HWY 59-FM 762, L.P., a Texas limited partnership.

FINANCIAL SUMMARY

ELECTION DISTRICT

Annualized Dollars:

One-time
 Recurring
 N/A

Budgeted:

Yes No N/A

Source of Funds: N/A

District 1
 District 2
 District 3
 District 4
 City-wide
 N/A

SUPPORTING DOCUMENTS:

MUD #: 167 (Brazos Town Center)

1. Resolution No. R-1860
2. Vicinity Map – Brazos Town Center Amendments 4 and 5 Aerial Map – Please refer to previous Agenda Item
3. Town Center Lofts - Multi-Family Concept Plan
4. Planning Commission Meeting Draft Minute Excerpt – 09-17-14

APPROVALS

Submitted by:

Travis Tanner
 Travis Tanner
 Executive Director of
 Community Development

Reviewed by:

Exec. Dir. of Administrative Services
 Asst. City Manager of Public Services
 City Attorney *DNRBHZ/rl*
 City Engineer
 (Other)

Approved for Submittal to City Council:

Robert Gracia
 Robert Gracia
 City Manager

EXECUTIVE SUMMARY

NewQuest Properties, the developer of Brazos Town Center, has requested a fifth amendment to their Development Agreement and Conceptual Plan. The proposed Amendment No. 5 and Revised Exhibit "B," Conceptual Plan, involves one (1) tract. An aerial/vicinity map is attached to the previous Agenda item for reference:

1. The vacant 10.8-acre tract located at the intersection of Town Center Boulevard and Vista Drive and currently designated for office development on the approved Land Plan.

The developer proposes to develop the 10.8-acre tract as 234 apartment units. City ordinances contain a number of requirements with which the project would not comply, including the number of parking spaces, density (14 units per acre maximum), maximum of 200 units, and two (2) story maximum height. To compensate for not meeting these requirements, pursuant to the Planned Unit Development (PUD) provisions of the "Subdivision" Ordinance, the developer proposes the following standards be added to the Development Agreement:

- Said multifamily development shall be at least seventy (70) percent masonry exterior;
- Said multifamily development shall be comprised of no more than two hundred thirty-four (234) units, at least seventy-five (75) percent of which have direct attached garages, and at least sixty (60) percent of which are one-bedroom;

- Maximum density of twenty-two (22) units per acre;
- Maximum overall height of three (3) stories, and maximum height of two (2) stories for buildings fronting on Town Center Boulevard and Vista Drive rights-of-way;
- Minimum parking ratios of 1.5 spaces per one-bedroom unit, two (2) spaces per two-bedroom unit, and 2.5 spaces per three-bedroom unit; and,
- Site to consist of a minimum of fifteen (15) percent landscaping, open space, and amenities (including amenity center, gym, and pool).

At the regular meeting on September 17, 2014, by a vote of 4-2, the Planning Commission recommended approval to City Council of Amendment No. 5 to the Town Center, Rosenberg, Texas Development Agreement. Amendment No. 5 is attached as Exhibit "A" to Resolution No. R-1860.

RESOLUTION NO. R-1860

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ROSENBERG, TEXAS, AUTHORIZING THE CITY MANAGER TO EXECUTE, FOR AND ON BEHALF OF THE CITY OF ROSENBERG, TEXAS, AMENDMENT NO. 5 TO THE TOWN CENTER, ROSENBERG, TEXAS, DEVELOPMENT AGREEMENT, BY AND BETWEEN THE CITY OF ROSENBERG, TEXAS, AND A-S 70 HWY 59-FM 762, L.P., A TEXAS LIMITED PARTNERSHIP.

* * * * *

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF ROSENBERG:

Section 1. The City Council of the City of Rosenberg hereby authorizes the City Manager to execute Amendment No. 5 to the Town Center, Rosenberg, Texas, Development Agreement, by and between the City and A-S 70 Hwy 59-FM 762, L.P., a Texas Limited Partnership.

Section 2. A copy of said Amendment No. 5 is attached hereto as Exhibit "A" and made a part hereof for all purposes.

PASSED, APPROVED, AND RESOLVED this ____ day of _____ 2014.

ATTEST:

APPROVED:

Linda Cernosek, **CITY SECRETARY**

Vincent M. Morales, Jr., **MAYOR**

AMENDMENT NO. 5 TO THE TOWN CENTER, ROSENBERG, TEXAS DEVELOPMENT AGREEMENT.

This Amendment No. 5 to the Town Center, Rosenberg, Texas Development Agreement ("Amendment") is effective as of _____, between THE CITY OF ROSENBERG, TEXAS, a Texas home-rule municipal corporation ("City"), and A-S 70 HWY 59 – FM 762, L.P., a Texas limited partnership (the "Developer").

WHEREAS, the parties entered into The Town Center, Rosenberg, Texas Development Agreement dated, December 7, 2004 (the "Original Development Agreement"; as amended, the "Development Agreement") whereby the City and the Developer agreed upon the terms and conditions for the development, financing and reimbursement for certain infrastructure related to a development in the City now commonly referred to as Brazos Town Center; and the parties entered into an Amendment No. 1 Agreement dated, October 4, 2005 ("Amendment No. 1"); and the parties entered into an Amendment No. 2 Agreement dated, June 7, 2011 ("Amendment No. 2"); and the parties entered into an Amendment No. 3 Agreement dated, December 18, 2013 ("Amendment No. 3"); and the parties entered into an Amendment No. 4 Agreement dated September __, 2014 ("Amendment No. 4"); and the parties seek to enter into an Amendment No. 5 Agreement.

WHEREAS, the Developer has determined that it is necessary to amend the original conceptual plan to designate additional residential tracts.

WHEREAS, the parties seek to amend the Development Agreement as provided herein and enter into this Amendment.

For and in consideration of the mutual promises, obligations, covenants and benefits herein contained, and for other good and valuable consideration, the City and the Developer agree and contract as follows:

1. The term "Development Agreement" in the preamble of the Development Agreement is amended to include the terms and conditions contained in this Amendment No. 5.
2. The term "Developer's Conceptual Plan" in the preamble of the Development Agreement shall refer to "Developer's Conceptual Plan Revised Exhibit B," which is attached hereto and labeled as such.
3. Exhibit B attached to the Development Agreement is hereby deleted and replaced in its entirety with the "Developer's Conceptual Plan Revised Exhibit B" attached hereto.
4. Developer's Conceptual Plan, as amended by paragraph 2 above, provides for the option to develop a multifamily community in lieu of an office use on the 10.8-acre tract labeled as Restricted Reserve "A" in "Exhibit B" to the Development Agreement. Said multifamily development shall be at least seventy (70) percent masonry exterior, comprised of no more than two hundred thirty-four (234) units, at least seventy-five (75) percent of which have direct attached garages, and at least sixty (60) percent of which are one-bedroom. Further, the tract shall be subject to the following requirements:

- a. Maximum density of twenty-two (22) units per acre;
 - b. Maximum overall height of three (3) stories, and maximum height of two (2) stories for buildings fronting on Town Center Boulevard and Vista Drive rights-of-way;
 - c. Minimum parking ratios of 1.5 spaces per one-bedroom unit, two (2) spaces per two-bedroom unit, and 2.5 spaces per three-bedroom unit; and,
 - d. Site to consist of a minimum of fifteen (15) percent landscaping, open space, amenities (including amenity center, gym, and pool) or a combination thereof.
5. Except as modified and amended by this Amendment, all of the terms and conditions of the Development Agreement remain in full force and effect.
 6. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which when taken together shall constitute one and the same instrument. Facsimile signatures and/or signatures scanned and emailed hereon shall be treated for all purposes as original signatures.
 7. Capitalized terms used, but not otherwise defined herein, shall have the meaning(s) ascribed to them in the Development Agreement.

[EXECUTION PAGE FOLLOWS]

DEVELOPER:

A-S 70 HWY 59-FM762, L.P., a Texas limited partnership

BY: A-S 70, L.C., a Texas limited liability company, its
general partner

BY: _____

Steve D. Alvis
Member-Manager

DATE: _____

CITY:

City of Rosenberg, Texas, a municipal corporation

BY: _____

Robert Gracia
City Manager

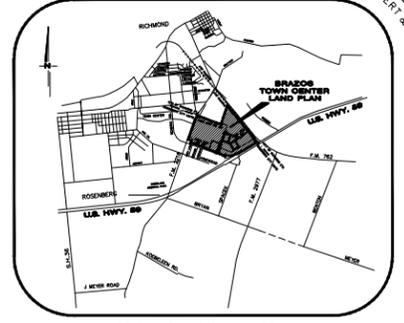
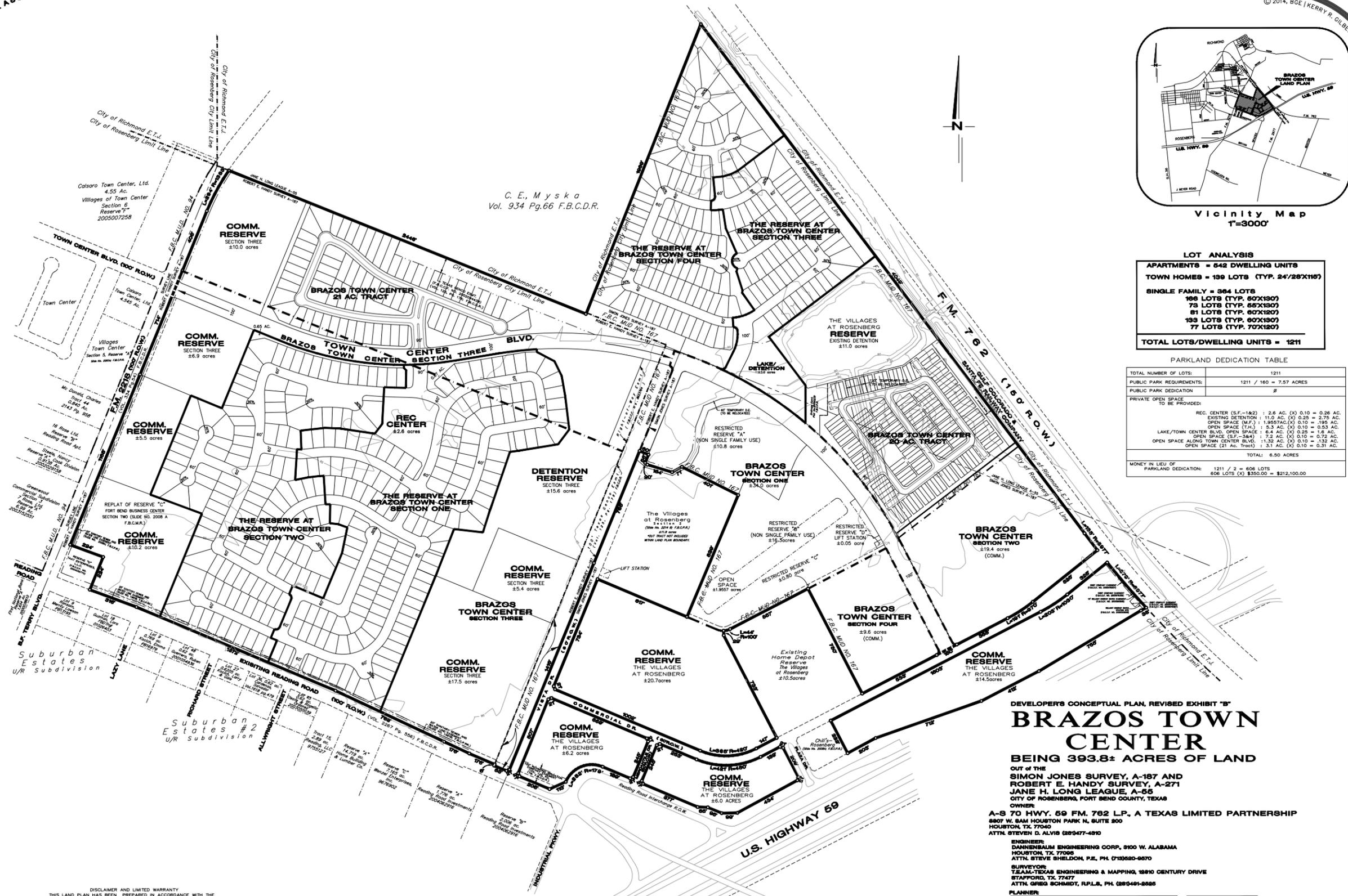
DATE: _____

APPROVED AS TO FORM:

BY: _____

Scott Tschirhart
City Attorney

DATE: _____



LOT ANALYSIS

APARTMENTS = 642 DWELLING UNITS
 TOWN HOMES = 199 LOTS (TYP. 24'X110')

SINGLE FAMILY = 564 LOTS
 196 LOTS (TYP. 50'X150')
 75 LOTS (TYP. 55'X120')
 81 LOTS (TYP. 60'X120')
 133 LOTS (TYP. 60'X130')
 77 LOTS (TYP. 70'X120')

TOTAL LOTS/DWELLING UNITS = 1211

PARKLAND DEDICATION TABLE

TOTAL NUMBER OF LOTS:	1211
PUBLIC PARK REQUIREMENTS:	1211 / 160 = 7.57 ACRES
PUBLIC PARK DEDICATION TO BE PROVIDED:	0
PRIVATE OPEN SPACE TO BE PROVIDED:	REC. CENTER (S.F.-1A2) : 2.6 AC. (X) 0.10 = 0.26 AC. EXISTING DETENTION : 11.0 AC. (X) 0.25 = 2.75 AC. OPEN SPACE (M.F.) : 1.887AC.(X) 0.10 = 0.19 AC. OPEN SPACE (T.H.) : 5.3 AC. (X) 0.10 = 0.53 AC. BLVD. OPEN SPACE "A" : 6.4 AC. (X) 0.25 = 1.6 AC. OPEN SPACE (S.F.-3A4) : 7.2 AC. (X) 0.10 = 0.72 AC. OPEN SPACE ALONG TOWN CENTER BLVD. : 11.32 AC. (X) 0.10 = 1.13 AC. OPEN SPACE (21 AC. TRACT) : 3.1 AC. (X) 0.10 = 0.31 AC.
TOTAL:	6.50 ACRES
MONEY IN LIEU OF PARKLAND DEDICATION:	1211 / 2 = 606 LOTS 606 LOTS (X) \$350.00 = \$212,100.00

DEVELOPER'S CONCEPTUAL PLAN, REVISED EXHIBIT "B"
BRAZOS TOWN CENTER
 BEING 393.8± ACRES OF LAND

OUT OF THE
 SIMON JONES SURVEY, A-187 AND
 ROBERT E. HANDY SURVEY, A-271
 JANE H. LONG LEAGUE, A-65
 CITY OF ROSENBERG, FORT BEND COUNTY, TEXAS
 OWNER:
 A-S 70 HWY. 59 FM. 762 LP, A TEXAS LIMITED PARTNERSHIP
 6907 W. BAH HOUSTON PARK N, SUITE 200
 HOUSTON, TX 77040
 ATTN: STEVEN D. ALVIS (281)477-4910

ENGINEER:
 DANNEBALM ENGINEERING CORP., 3100 W. ALABAMA
 HOUSTON, TX 77068
 ATTN: STEVE SHELDON, P.E., PH. (713)680-9870

SURVEYOR:
 TEAM-TEXAS ENGINEERING & MAPPING, 18010 CENTURY DRIVE
 STAFFORD, TX 77477
 ATTN: GREG SCHMIDT, R.P.L.S., PH. (281)491-8585

PLANNER:
BGE | KERRY R. GILBERT & ASSOCIATES, INC., Land Planning Consultants
 23501 Cinco Ranch Blvd., Suite A-250
 Katy, Texas 77494
 (281)579-0340

SCALE: 1" = 800'
 0 100 200 400

REVISED: AUGUST 22, 2014
 NOVEMBER 10, 2008
 N04P 1-158A

DISCLAIMER AND LIMITED WARRANTY
 THIS LAND PLAN HAS BEEN PREPARED IN ACCORDANCE WITH THE PROVISIONS OF THE CITY OF ROSENBERG SUBDIVISION ORDINANCE. THE CITY OF ROSENBERG HAS GRANTED TO THE CITY OF ROSENBERG PLANNING COMMISSION THIS LAND PLAN WAS PREPARED FOR THE LIMITED PURPOSE OF GUIDANCE IN THE PREPARATION OF ACTUAL ENGINEERING AND DEVELOPMENT PLANS. THE LIMITED WARRANTY IS MADE IN RELY OF ALL OTHER WARRANTIES, EXPRESS OR IMPLIED, AND NEITHER BGE | KERRY R. GILBERT & ASSOCIATES, INC. NOR ANY OF ITS OFFICERS, OR DIRECTORS OR EMPLOYEES MAKE ANY OTHER WARRANTIES OR REPRESENTATIONS, EXPRESS OR IMPLIED CONCERNING THE DESIGN, LOCATION, QUALITY, CHARACTER OF ACTUAL UTILITIES OR OTHER FACILITIES, IN, ON, OVER, OR UNDER THE PREMISES INDICATED IN THE LAND PLAN.



PROJECT SUMMARY:

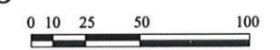
Apartments:

Type	Description	Qty.	Area
A1	One Bedroom, 1 Bath (1st Flr.)	13	702 s.f.
A2	One Bedroom, 1 Bath (1st Flr., Gar.)	13	702 s.f.
A3	One Bedroom, 1 Bath (1st Flr., Gar.)	36	763 s.f.
A4	One Bedroom, 1 Bath (2nd Flr., Gar.)	36	863 s.f.
A5	One Bedroom, 1 Bath (2nd Flr., Gar.)	26	876 s.f.
A6	One Bedroom, 1 Bath (2nd Flr.)	26	876 s.f.
Total One Bedroom Units		150 Units	
B1	Two Bedroom, 2 Bath (1st Flr., Gar.)	16	1,121 s.f.
B2	Two Bedroom, 2 1/2 Bath (2nd Flr., Gar.)	16	1,198 s.f.
B3	Two Bedroom, 2 1/2 Bath (2nd & 3rd Flr., Townhome, Gar.)	18	1,320 s.f.
B4	Two Bedroom, 2 1/2 Bath (2nd & 3rd Flr., Townhome, Gar.)	18	1,336 s.f.
Total Two Bedroom Units		68 Units	
C1	Three Bedroom, 2 1/2 Bath (2nd & 3rd Flr., Townhome, Gar.)	8	1,509 s.f.
C2	Three Bedroom, 2 1/2 Bath (2nd & 3rd Flr., Townhome, Gar.)	8	1,544 s.f.
Total Three Bedroom Units		16 Units	
Apartments Total		234 Units	231,676 s.f.
Amenity Center/Gymnasium			9,520 s.f.
Project Total			241,196 s.f.

TOWN CENTER LOFTS

A Multi-Family Community
 Mucasey & Associates, Architects

August 14, 2014



- Mr. Alvis replied that is correct.
- Commissioner Poldrack inquired if the townhome section would have the same landscaping as BTC.
- Mr. Alvis replied that he is not certain on that yet but that it would be heavily landscaped. The master association is over the residential association for BTC. The master association will enforce proper landscape and care.
- Commissioner Poldrack inquired if each townhome have its own insured or will they be linked between units?
- Mr. Alvis did not yet have an answer to that but the townhomes will be fee simple, not like condominiums. They can likely go either way but it will be up to DR Horton to set that up.
- Commissioner Parsons inquired if the associations have any restrictions upon occupancy. Are they all deemed single family? There is an issue in Rosenberg with what was once designated single family now serving multi-family. Are there any protections against this?
- Mr. Alvis replied that they could not legislate everyone not to rent their homes, but all of BTC is single family deed restricted.

Action Taken: Commissioner Parsons moved, seconded by Commissioner Poldrack, to make a recommendation of approval to City Council of Amendment No. 4 to the Town Center, Rosenberg, Texas Development Agreement, including Developer's Conceptual; Plan, Revised Exhibit "B", Brazos Town Center, being 393.8 acres of land out of the Simon Jones Survey, A-187, Robert E. Handy Survey, A-271, and Jane Long League, A-55, City of Rosenberg, Fort Bend County, Texas. The motion carried unanimously.

3. CONSIDERATION OF AND ACTION ON AMENDMENT NO. 5 TO THE TOWN CENTER, ROSENBERG, TEXAS DEVELOPMENT AGREEMENT, INCLUDING DEVELOPER'S CONCEPTUAL PLAN, REVISED EXHIBIT "B," BRAZOS TOWN CENTER, BEING 393.8 ACRES OF LAND OUT OF THE SIMON JONES SURVEY, A-187, ROBERT E. HANDY SURVEY, A-271, AND JANE LONG LEAGUE, A-55, CITY OF ROSENBERG, FORT BEND COUNTY, TEXAS.

Executive Summary: NewQuest Properties, the developer of Brazos Town Center, has requested a fifth amendment to their Development Agreement and Conceptual Plan. The proposed Amendment No. 5 and Revised Exhibit "B," Conceptual Plan, involves one (1) tract. A vicinity map is attached for reference:

3. The vacant 10.8-acre tract located at the intersection of Town Center Boulevard and Vista Drive and currently designated for office development on the approved Land Plan

The developer proposes to develop the 10.8-acre tract as 234 apartment units. City ordinances contain a number of requirements with which the project would not comply, including the number of parking spaces, density (14 units per acre maximum), maximum of 200 units, and two (2) story maximum height. To compensate for not meeting these requirements, the developer proposes the following standards be added to the Development Agreement:

- Said multifamily development shall be at least seventy (70) percent masonry exterior;
- Said multifamily development shall be comprised of no more than two hundred thirty-four (234) units, at least seventy-five (75) percent of which have direct attached garages, and at least sixty (60) percent of which are one-bedroom;
- Maximum density of twenty-two (22) units per acre;
- Maximum overall height of three (3) stories, and maximum height of two (2) stories for buildings fronting on Town Center Boulevard and Vista Drive rights-of-way;
- Minimum parking ratios of 1.5 spaces per one-bedroom unit, two (2) spaces per two-bedroom unit, and 2.5 spaces per three-bedroom unit; and,
- Site to consist of a minimum of fifteen (15) percent landscaping, open space, and amenities (including amenity center, gym, and pool).

Staff is requesting that the Planning Commission make a recommendation to City Council on the revised Conceptual Plan and Development Agreement amendment/s, or table the item pending the provision of additional information and/or standards by the developer. A recommendation of approval would be conditioned on the above bullet points / standards. With the standards proposed, the resulting product would arguably be equal to or better than one that complies with City ordinances, but that doesn't have similar standards.

Key Discussion:

- Mr. Tanner presented the item and reviewed the Executive Summary.
- Mr. Alvis stated that he was present at the Workshop where this ordinance was created and it will not allow for a Class A project to be built. BTC is now the 30th largest shopping center in the nation according to Google, but it is a large center that pulls from a trade area of 300K people. With these larger projects, we attempt to create "critical mass" with all components and all the components other than retail were put

in place, not because they were the highest and best use profit-wise for the land, but because that would help sustain this center over time. Retailers come and go. We have lost one tenant but did replace it with a much higher-end tenant, Homegoods. It is critical for us in this public-private partnership, that we put the density there that we envisioned. My commitment to the City was to achieve the highest value single-family development. We have done that. The last time we revised the conceptual plan, we had planned to add an office space. We have tried for seven or eight years to put an office project into BTC but it is not feasible. This is a ten-acre tract that needs to be Class A multi-family. If we build this project, it will be the nicest project in Rosenberg and it will be very similar to the project we are building next to the ballpark in Sugar Land. Rent is extremely high. We do not want to do anything in the rear of the project area that may hurt the project in the long term. In his experience, the more garages, the higher the rent, and the greater the number of one-bedroom units will draw the young professionals from college and that is the workforce we need in Rosenberg which is currently lacking. A young college graduate cannot buy a \$400K house but they are earning well. Of the proposed 234 units, 150 are one-bedroom and there are only 16 three-bedroom units. The other important component for the young professional is that we have a first class amenity center. This proposed center is 10K square feet of gym and amenity center. The site plan currently has 83.3% of direct attached garages, which is more than the prior two projects we have built. There will be 64% one-bedroom units. Normally, these multi-family projects are on 17-19 acres and mature at a value of about \$35M. This is on ten acres at a value of \$35M. Because of the nature of the tract, we feel it is the best use for this tract. The other projects he has built were constructed to extremely high standards. This is the kind of multi-family Rosenberg needs and he encourages the Commission to recommend approval to City Council.

- Commissioner Casias inquired about the definition of "Class A" project.
- Mr. Alvis replied that Class A comes into price and institutional grade in an economic unit that would be attractive. Class A does not include any HUD Section 8 or subsidized housing.
- Commissioner Casias inquired if the project would still be considered a Class A project if it were constructed to meet the City's current ordinances, such as bringing it down from three-stories to two-stories and reducing the number of units from 234 to 200.
- Mr. Alvis replied that it would not be economically feasible. But, the ordinance does allow the City to choose which horse to ride with. Is it preferable to allow a multi-family project to go in where there are no master associations or restrictions? In the future, the City would not have the authority to request improved landscaping or that the buildings be painted more often. The master association would manage that and keep the property maintained.
- Commissioner Casias inquired if the management company is working with the master association to keep the complexes looking nice. Of two complexes she can think of now, they have had frequent management changes.
- Mr. Alvis replied that the management companies are still bound by the association restrictions and the management companies maintain the properties to those standards.
- Commissioner Casias inquired when the project may break ground.
- Mr. Alvis replied that he anticipates the townhomes and single family will break ground this year and the multi-family would likely break ground sometime in February 2015.
- Commissioner Casias inquired about the major construction along I-69 and mentioned that easy access would not be available for a few years. That may have a detrimental impact in trying to fill these units.
- Mr. Alvis replied that he does not see that as an issue. Rosenberg needs this workforce now and the ability to house employees at a higher level; that is a natural progression for this project. We have met with TxDOT several times regarding the expansion and it will actually be even better for BTC. We are not concerned about access.
- Chairperson Pavlovsky inquired about the building heights.
- Mr. Tanner replied that the proposed units along Town Center and abutting the perimeter will be two-story. The interior buildings will be three-story.
- Commissioner Parsons inquired what the rental rates will be for the one, two, and three bedroom units.
- Mr. Alvis replied they would be between \$1.50/ft and \$1.70/ft, which is higher than the 1.34 average rent in there now. Market will dictate that but the amount of the money being spent on these apartments in order to get the proper investment return demand high rental rates. We believe that market is there.
- Commissioner Poldrack inquired what the planned square footage will be for each size unit.
- Mr. Alvis replied there will be eight three-bedroom units at 1,509/sf; eight three-bedrooms that are 1,544/sf; eighteen two-bedrooms that are 1,336/sf; eighteen two-bedrooms that are 1,320/sf; sixteen two-bedrooms that are 1,198/sf; sixteen two-bedrooms that are 1,121/sf; and 150 one-bedroom units will average about 850/sf, with the largest being 876/sf. We have always anticipated this project to have the highest density that the market would bear.

Action Taken: Commissioner Parsons moved, seconded by Commissioner Phipps, to recommend approval to

City Council of Amendment No. 5 to the Town Center, Rosenberg, Texas Development Agreement, including Developer's Conceptual Plan, Revised Exhibit "B," Brazos Town Center, being 393.8 acres of land out of the Simon Jones Survey, A-187, Robert E. Handy Survey, A-271, and Jane Long League, A-55, City of Rosenberg, Fort Bend County, Texas.

Additional Discussion:

- Commissioner Poldrack stated that he is certain that NewQuest will do a good job, but it pains him to approve more apartments when the percentage of the City's population in rental property is so high.
- Mr. Alvis replied that this project is a means to change that population. There are a tremendous number of starter homes and those homes often end up being rental properties. BTC does not have starter homes and this is very important to the viability of this project to have that kind of young, upwardly mobile professional. That new population will impact the types of retail and dining we can bring to BTC. We are in a tremendously good cycle right now and have held out from putting starter homes in BTC when it may have been economically feasible to do so but was not in the long term best interest of the project.
- Commissioner Parsons inquired if the apartments would be under the HOA.
- Mr. Alvis replied they are under the master association plan and would never be dropped to the secondary residential association.
- Commissioner Poldrack stated that this Commission has recently turned down a couple of apartment projects under the PUD standards and is concerned this may open the door to future apartment developments.
- Commissioner Parsons replied that this is a master planned community, the rental rate is much higher than the other two projects that were proposed, and they will be subject to an HOA who will enforce the one-family rule in the City. While he is not in favor of the proliferation of apartments, this project has a high enough rent and encourages shopping in the master development as well as provides a boost to the tax base.
- Commissioner Urbish inquired what the rental percentage in BTC currently is.
- Mr. Alvis replied that the project was built long ago and is no longer under his umbrella and there are two sections recently finished. Dolce Living behind Kroger was 324 units.
- Commissioner Urbish replied that he knows the City has a lot of rental and each \$100K house in these neighborhoods has the potential to become rental. What is being proposed here may be good for BTC but is it right for Rosenberg? Commissioner Parsons made a point about the proliferation of apartments in our City but he sees the value in this and I tend to agree. Will the buildings be sprinkled?
- Mr. Tanner replied that they will have to meet the building code.
- Mr. Alvis reminded the Commission that this tract was originally platted as multi-family and it remains multi-family. It was not until the last few land plan revisions that we attempted to put in office space but that market is not here today. This is the right thing to do for this project.
- Chairperson Pavlovsky called for the vote.

Action Taken: Upon voting, the motion carried by a vote of four (4) "ayes" to two (2) "noes". **Ayes: Chairperson Pavlovsky, Vice Chairperson Phipps, Commissioners Parsons and Urbish. Noes: Commissioners Casias and Poldrack**

4. CONSIDERATION OF AND ACTION ON A PRELIMINARY PLAT OF STONECREEK ESTATES SECTION ONE, BEING 70.8 ACRES OF LAND CONTAINING 184 LOTS (60' X 120') (65' X 125') (75' X 130' TYP.) AND SEVEN RESERVES IN NINE BLOCKS OUT OF THE WILEY MARTIN LEAGUE, A-56, FORT BEND COUNTY, TEXAS.

Executive Summary: The proposed Preliminary Plat of Stonecreek Estates Section One adjoins the Berdett Road right-of-way immediately south of Dry Creek. The subdivision is located in Fort Bend County Municipal Utility District No. 184, for which the Development and Utility Agreements were recently approved by City Council on August 26, 2014. The Planning Commission had recommended approval of the Development Agreement and Land Plan on August 20. The Plat is located in the Extraterritorial Jurisdiction (ETJ) with the exception of a portion of the City Limits abutting Dry Creek.

The Plat consists of 70.8 acres and 184 single-family residential lots. Additionally, the Plat contains 3.25 acres in landscape reserves and a 5.12-acre recreation center site that will receive credit toward meeting parkland dedication requirements. All proposed lots are a minimum of sixty feet (60') in width with some lots being substantially larger.

The proposed Preliminary Plat is in conformance with the approved Land Plan and with applicable City ordinances. Staff recommends approval of the Preliminary Plat of Stonecreek Estates Section One.

Key Discussion:

- Mr. Tanner presented the item and reviewed the Executive Summary.



CITY COUNCIL COMMUNICATION

September 30, 2014

ITEM #	ITEM TITLE
4	Resolution No. R-1861 - Budget Amendment 14-17

ITEM/MOTION

Consideration of and action on Resolution No. R-1861, a Resolution authorizing the City Manager to execute, for and on behalf of the City, Budget Amendment 14-17 in the amount of \$100,000.00 for legal services.

FINANCIAL SUMMARY	ELECTION DISTRICT
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Annualized Dollars:

- One-time
- Recurring
- N/A

Budgeted:

- Yes No N/A

Source of Funds:

See Attached

- District 1
- District 2
- District 3
- District 4
- City-wide
- N/A

SUPPORTING DOCUMENTS:

1. Resolution No. R-1861
2. DNRBHZ, P.C., Invoices for July and August 2014 - Provided under separate confidential cover.

MUD #: N/A

APPROVALS

Submitted by:


 Joyce Vasut
 Executive Director of
 Administrative Services

Reviewed by:

- Exec. Dir. of Administrative Services
- Asst. City Manager of Public Services
- City Attorney
- City Engineer
- (Other)

Approved for Submittal to City Council:


 Robert Gracia
 City Manager

EXECUTIVE SUMMARY

The City budgeted \$100,000.00 for City Attorney Services in FY2014. Through June 2014, the City has spent approximately \$97,000.00. The City received the first invoice from Denton Navarro Rocha Bernal Hyde & Zech, P.C., for City Attorney services for the period of June 23, 2014, through July 31, 2014, in the amount of \$44,184.18. This invoice has since been adjusted by \$1,118.00 for a new balance of \$43,066.18. The second invoice for the month of August 2014 is \$29,377.09. Copies of these invoices have been provided for your review under separate cover.

Based on these two (2) invoices and an estimated amount for the September 2014 invoice, staff is requesting an increase of \$100,000 to the FY2014 Budget for City Attorney Services. Budget Amendment 14-17, attached as Exhibit "A" to Resolution No. R-1861, will move \$40,000.00 from the Outside Professional Services - Legal line item and \$60,000.00 will be funded with excess sales tax revenues.

Staff recommends approval of Resolution No. R-1861 as presented.

RESOLUTION NO. R-1861

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ROSENBERG, TEXAS, AUTHORIZING THE CITY MANAGER TO EXECUTE, FOR AND ON BEHALF OF THE CITY OF ROSENBERG, TEXAS, BUDGET AMENDMENT 14-17 IN THE AMOUNT OF \$100,000.00 FOR LEGAL SERVICES.

* * * * *

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF ROSENBERG:

Section 1. The City Council hereby authorizes Budget Amendment 14-17 (Amendment), in the amount of \$100,000.00 for legal services.

Section 2. A copy of such Amendment is attached hereto as Exhibit "A" and made a part hereof for all purposes.

PASSED, APPROVED, AND RESOLVED this ____ day of _____ 2014.

ATTEST:

APPROVED:

Linda Cernosek, **City Secretary**

Vincent M. Morales, Jr., **Mayor**

CITY OF ROSENBERG, TEXAS
REQUEST FOR BUDGET AMENDMENT

NUMBER: 14-17

Fund 101 Departments: N/A Fiscal Year: 2013-14

Item [] was [X] was not included in the Department's original budget request.

Type of expenditure: () Recurring (X) Nonrecurring

Type of adjustment: () line-item transfer [] department transfer
(X) request for additional funds [] accounting correction

The budget amendment requested will require the following revisions:

Table with 5 columns: FUND BALANCE/RETAINED EARNINGS ACCOUNT(S), ACCOUNT NUMBER, ACCOUNT DESCRIPTION, ORIGINAL BUDGET (1), REQUESTED TRANSFER, AMENDED BUDGET. Includes a TOTAL row.

Table with 5 columns: REVENUE ACCOUNT(S), ACCOUNT NUMBER, ACCOUNT DESCRIPTION, ORIGINAL BUDGET (1), REQUESTED TRANSFER, AMENDED BUDGET. Includes rows for Sales Tax and a TOTAL row.

Table with 5 columns: EXPENSE ACCOUNT(S), ACCOUNT NUMBER, ACCOUNT DESCRIPTION, ORIGINAL BUDGET (1), REQUESTED TRANSFER, AMENDED BUDGET. Includes rows for Outside Professional Services - Legal and Other Contractual Services - Attorney Fees, and a TOTAL row.

(1) INCLUDES PREVIOUSLY APPROVED AMENDMENTS

Reason for Amendment: Please explain the reason(s) the amendment is requested.

This budget adjustment is necessary to increase Other Contractual Services for the attorney fees.

Director of Finance 09-23-2014 Date City Manager Date

Mayor/City Council Date

ACCOUNTING USE ONLY: DATE POSTED: POSTED BY:

ITEM 5

Adjournment.