

## CONDITIONAL LETTER AGREEMENT

This Conditional Letter Agreement, (CLA), is between Oxbow Real Estate, LLC. (OWNER) and the San Antonio River Authority (River Authority). The purpose of the CLA is to formalize the respective rights and obligations of the parties concerning engineering services, project management, Low Impact Development (LID) and accessibility to the San Antonio River within the Museum Reach of the San Antonio River Improvements Project as it relates to the development of one tract of land owned by OWNER and connecting the following properties across the San Antonio River: PEARL PKWY, 1200 E ELMIRA ST, 1210 E ELMIRA ST, in the City of San Antonio.

The River Authority conditionally approves OWNER's pedestrian bridge concept design by Rialto Studios, 2023 6-19 Pearl North Bridge Pedestrian and N Bridge Plan View OPT 2, with the understanding that the conditions listed in this CLA must be met. River Authority may withdraw its approval if conditions are not met or there is a material design change, as determined by River Authority, from the plans submitted previously to River Authority, shown in Exhibits A and B. Prior to exercising its right to withdraw or cancel its conditional approval, the River Authority shall provide written notice to Owner and the opportunity to satisfy the remaining conditions, or, in the case of a material design change, pursuit of River Authority approval or reversion of the design to that referenced herein, in either case not later than [ 10 business] days after receipt of the notice from the River Authority.

The term for the Agreement shall begin at the date of execution by authorized representative of the parties and shall be held in perpetuity unless River Authority submits a written notification of cancelation to OWNER or if the improvements are never built.

The terms and conditions for the Agreement between SARA and OWNER shall be the following:

### **Owners Responsibilities**

- OWNER shall provide a full set of construction plans to the River Authority for internal review upon completion of said plans. Construction plans will include proposed connection to the Museum Reach trail for the River Authority review and approval in accordance with RIO requirements.
- The bridge(s) to be installed by Owner will:
  - 1) be open to the public and maintain a connection to the westside of the Museum Reach trail,
  - 2) meet the minimum height clearance requirement for pedestrians under the bridge of 8'6", though 9' is recommended.
- OWNER shall obtain all permits required before beginning construction, including HDRC final approval.
- OWNER must use the River Authority materials specifications to match the existing trail. The trail will be reconstructed to existing standards and all disturbed vegetation will be replaced with new matching vegetation as determined by the River Authority.

- OWNER will not close the main Museum Reach trail for construction unless River Authority approves a trail closure permit. Regardless of whether a trail closure permit is approved or not, OWNER shall protect public safety including but not limited to use of fencing or barricades and temporary erosion, sediment and water pollution control measures.
- OWNER shall maintain the access sidewalk, including graffiti removal and minimize damage during construction. Neither heavy equipment nor construction materials will be allowed to enter the San Antonio River. The use of heavy equipment near the San Antonio River or on River Authority property requires a trail closure permit.
- OWNER is responsible for replacement and or relocation of SARA's irrigation system if damaged or impacted by sidewalk or construction activities. Replacement or relocation of SARA irrigation by OWNER must meet SARA standards.
- OWNER shall obtain a final construction inspection approval and acceptance of the final improvements from the River Authority upon completion of work.

### SARA Responsibilities

- The River Authority shall review the provided construction plans in an efficient and prompt manner, and shall review and approve of the proposed connection to the Museum Reach trail in an efficient and prompt manner, in either event, the River Authority shall provide comments or approval within [10 business] days of receipt excluding those plan issues involving U.S. Army Corp. of Engineers, real estate, survey or legal.
- The River Authority will continue to maintain existing vegetation, although if property owner desires alternative plant material the new vegetation will be maintained by OWNER and maintenance boundaries will need to be agreed upon between SARA and OWNER.
- The River Authority's Real Estate Department shall provide guidance and assistance to the OWNER in securing the necessary land rights to fulfill this CLA.
- The River Authority shall provide to OWNER, a list of acceptable plant material for the re-vegetation of all areas disturbed by activities of the OWNER.
- SARA shall inspect and approve of the installation of all LID BMP features.

The signers of this CLA represent that they have full authority to execute this CLA on behalf of OWNER and the River Authority, respectively. This agreement runs with the Property and shall be binding on the assigns or successors in interest of OWNER and of the River Authority.

**SAN ANTONIO RIVER AUTHORITY**

BY: \_\_\_\_\_

FOR Derek Boese, General Manager

Date: \_\_\_\_\_

10-30-23

**Oxbow Real Estate, LLC**

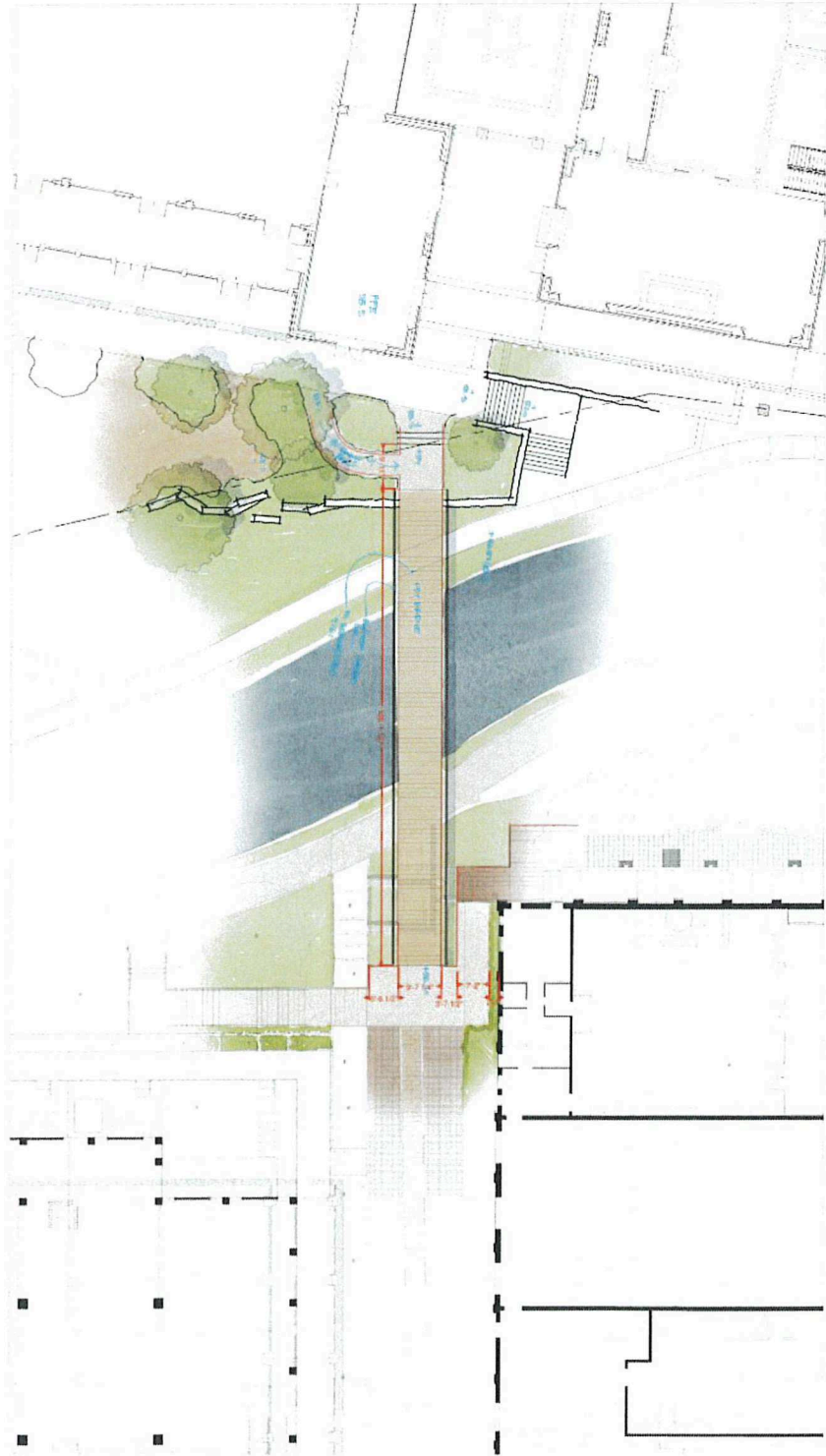
BY: \_\_\_\_\_

Shawn Hatter, Vice President

Date: \_\_\_\_\_

10-23-23

Exhibit A



## Exhibit B

