



**MIDTOWN REDEVELOPMENT AUTHORITY  
and**

**REINVESTMENT ZONE NUMBER TWO, CITY OF HOUSTON, TEXAS  
(ALSO KNOWN AS THE MIDTOWN REINVESTMENT ZONE)**

**TO: THE BOARD OF DIRECTORS OF THE MIDTOWN REDEVELOPMENT AUTHORITY  
AND THE MIDTOWN REINVESTMENT ZONE AND TO ALL OTHER INTERESTED  
PERSONS:**

Notice is hereby given that the Board of Directors of the Midtown Redevelopment Authority (the "Authority") will hold a **joint special** meeting, open to the public, with the Board of Directors of the Midtown Reinvestment Zone to be held on **Thursday, June 29, 2017 12:30 P.M. on the 3rd Floor of the Houston Technology Center Phase II, 410 Pierce Street, Suite 355, Houston, Texas**. The Board of Directors of each of the Authority and the Midtown Reinvestment Zone will (i) consider, present and discuss orders, resolutions or motions; (ii) adopt and approve such orders, resolutions or motions; and (iii) take other actions as may be necessary, convenient or desirable, with respect to the following matters:

**AGENDA**

1. Call to Order and Introduction of Guests.
2. Public Comment.
3. Consent Agenda for the Midtown Reinvestment Zone:
  - a. Minutes for June 1, 2017.
4. Consent Agenda for the Authority:
  - a. Minutes for June 1, 2017;
  - b. Monthly financial report for May 2017;
  - c. Invoices from Trustee and Operating Accounts for June 2017;
5. "The Midtown" Mixed-Use Development Presentation - Caydon
6. MPC Update – Midtown, Bagby, Baldwin & Glover Parks Programing.
7. Midtown Affordable Housing Program:
  - a. Real Estate Acquisition Resolution;
  - b. Amendment to Development Agreement with Habitat for Humanity
  - c. CCPPI Comprehensive Report
  - d. Affordable Housing Program.
8. Midtown Capital Improvements Program:
  - a. Parks and Greenspace - Walter P Moore / Design Workshop
    - i. Midtown Park
      1. Garage Change Orders – Camden

- 2. Park Change Orders – Millis
  - ii. Entry Portals
- b. HCC Capital Projects - IDS Engineering
  - i. Holman Street Pedestrian Enhancements
    - 1. Change Orders – SER
- c. Main Street Enhancements - Walter P. Moore / Design Workshop
  - i. Change Orders – SER
- d. Caroline Street Reconstruction – ESPA Corp/KCI
- e. FTA Grant Program - The Goodman Corporation

9. With respect to the foregoing agenda items, the Authority may conduct an executive session with regard to the following, as appropriate and necessary:

- a. Consultation with attorney (Section 551.071, Texas Government Code);
- b. The purchase, exchange, lease or value of real property (Section 551.072, Texas Government Code);
- c. Personnel matters (Section 551.074, Texas Government Code);
- d. Security personnel or devices (Section 551.076, Texas Government Code); and
- e. Economic development negotiations (Sections 551.087, Texas Government Code).

Upon entering into the executive session, the presiding officer shall note which agenda items will be discussed.

10. Adjourn.

  
\_\_\_\_\_  
Matt Thibodeaux (SA)  
Executive Director

DRAFT

## Midtown Redevelopment Authority

## Balance Sheet

As of May 31, 2017

May 31, 17

## ASSETS

## Current Assets

## Checking/Savings

101000 · JPMorgan Chase-Operating 88528	38.50
101001 · Wells Fargo Ope Acctg 64040	1,423,601.62
101002 · Infrastructure Projects 1731	123,917.00
101010 · WF Surplus Acct 63943	794.83
101020 · WF FTA Enhanced Path 63919	46.28
102200 · Logic Operating Account (Investment Account)	1,052,645.49
103200 · TexStar Operating Acct 1111	1,026,287.66
103600 · Wells Fargo Oper Inves 63901	727.46
103700 · WF Operating Saving 3215777180	115,254.00
104000 · Affordable Housing Accounts	
104021 · WF Afford Hous 3927	39,858.75
104022 · WF Pilot Program 3935	342.64
104023 · WF PILOT PRO SAV 00860	65.71
104116 · TexStar Aff. Hsng MM 1800	1,914.63
104200 · Logic Affordable Housing (Investment Account)	167,236.30
Total 104000 · Affordable Housing Accounts	209,418.03
105000 · Trustee Investments	
105001 · Pledge Revenue Fund 422885	
105100 · Pledge Reserve Fund -422885	834.12
Total 105001 · Pledge Revenue Fund 422885	834.12
105002 · Debt Service Fund	
105200 · BNY-Debt Service Fund 422896	2,271,305.29
Total 105002 · Debt Service Fund	2,271,305.29
105003 · Reserve Fund 422897	
105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fund)	7,943,135.94
Total 105003 · Reserve Fund 422897	7,943,135.94
105009 · Austin Park Maint. Fund 422919	
105901 · Austin Park Money Market Acct.	3,462.23
Total 105009 · Austin Park Maint. Fund 422919	3,462.23
107000 · BOND FUNDS	
107012 · BNY 443264 2011 Escrow	9.99
107017 · 937933 8400 2017 ESCROW	1,336,257.28
107018 · LOGIC 2017 PROJECT FUND (Trust Account 7487592004)	21,628,684.23
107019 · LOGIC 2017 AFFORDABLE HOUSING (Trust Account 7487592005)	8,023,754.26
Total 107000 · BOND FUNDS	30,988,705.76
Total 105000 · Trustee Investments	41,207,443.34
Total Checking/Savings	45,160,174.21
Accounts Receivable	
170000 · Accounts Receivable	
170010 · Midtown Management District	104,280.47
170011 · MIDCORP	114,614.62
170020 · Houston Technology Center	380,169.47

## Midtown Redevelopment Authority

## Balance Sheet

As of May 31, 2017

May 31, 17

170030 · FTA INCOME	7,340.00
170060 · Fourth Ward Redevelopment Autho (Expense Reimbursement)	14,863.44
Total 170000 · Accounts Receivable	621,268.00
Total Accounts Receivable	621,268.00
Total Current Assets	45,781,442.21
Fixed Assets	
150000 · Fixed Assets	
150010 · Office Furniture & Equipment	26,321.36
150011 · Accumulated Depreciation-Furn.	-26,321.36
150020 · Computer Equipment	32,057.11
150021 · Accumulated Depreciation-Comp.	-32,057.11
150040 · Land - JPI Park	736,911.00
150045 · Walgreens/Lui Park Land	141,000.00
150062 · Land - Houston Tech.Center I	798,053.89
150063 · Houston Tech Center I	2,667,192.62
150064 · Accm Deprec-Houston Tech Cntr I	-1,878,659.15
150065 · Land - HTC Phase II	697,219.00
150066 · Houston Tech Center II	2,816,117.96
150067 · Accum.Deprec. HTC Phase I	-1,525,397.46
150069 · Land - Bagby Park	1,318,870.15
150070 · BagbyPark	2,453,218.83
150071 · Accum.Deprec. BagbyPark	-890,019.04
150075 · Midtown Park 2905 Travis St	3,506,306.26
150078 · Midtown Park Land-Tracts I & II	8,210,142.45
150078A · Midtown (Superblock) Garage	16,281,301.00
150078B · Midtown (Superblockj) Park	3,160,059.00
150080 · Land (Resale) (Land purchase for resale)	
150081 · Earnest Money	22,686.18
150082 · Option Fees	10,100.00
150803 · Affordable Housing Legal	109,050.45
150804 · Affordable Housing Misc	806,355.46
150805 · AFFORD HOUS GRANTS	126,750.28
150080 · Land (Resale) (Land purchase for resale) - Other	49,881,020.43
Total 150080 · Land (Resale) (Land purchase for resale)	50,955,962.80
150089 · Land HMAAC (Land)	1,206,150.00
150090 · HMAAC Property	918,850.00
150091 · Accum Depr HMAAC	-302,454.36
150100 · 2800 MAIN	317,069.93
Total 150000 · Fixed Assets	91,587,894.88
Total Fixed Assets	91,587,894.88
TOTAL ASSETS	137,369,337.09
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	

## Midtown Redevelopment Authority

## Balance Sheet

As of May 31, 2017

	<u>May 31, 17</u>
200000 · Accounts Payable	
202001 · Retainage Payable	546,263.71
200000 · Accounts Payable - Other	738,351.08
Total 200000 · Accounts Payable	<u>1,284,614.79</u>
Total Accounts Payable	1,284,614.79
Other Current Liabilities	
200001 · Current Liabilities	
201000 · Operating Account Liabilities	-62.10
201001 · MIDCORP Kios	27,354.84
202000 · Project Fund Liabilities	18,578.35
2021062 · Due MMD	-2,322.34
2021064 · Due to FWRA	-793.35
203000 · Escrow Fund Liabilities	
2021063 · trn to Aff Housing	1,238,661.25
Total 203000 · Escrow Fund Liabilities	<u>1,238,661.25</u>
204000 · HMAAC NOTE - CURRENT	102,902.00
200001 · Current Liabilities - Other	13,800.00
Total 200001 · Current Liabilities	<u>1,398,118.65</u>
2103007 · Developer Advances Midtown Park	15,449,816.00
Total Other Current Liabilities	<u>16,847,934.65</u>
Total Current Liabilities	<u>18,132,549.44</u>
Long Term Liabilities	
210000 · Long Term Liabilities	
210044 · Bonds Payable Series 2011	19,280,000.00
210047 · Bonds Payable Series '13	25,450,000.00
210048 · Current Portion Bonds Payable	6,195,000.00
210049 · Bond Payable Series '15	11,900,000.00
210050 · Bond Payable Series 2017	38,125,000.00
210053 · Accrued Bond Int 2015 series	204,786.46
210055 · Accrued Bond Interest 13 Series	576,611.98
210056 · Accrued Bond Interest Series 11	437,369.78
210057 · Series 2011 Bond Premium	-0.04
210058 · Series 2013 BOND PREMIUM	1,230,147.93
210059 · Series 2015 Bond Prem	1,021,493.83
210061 · Series 2017 Bond Premium	4,115,403.57
210062 · Accrued Bond Interest Series 17	636,808.94
2103000 · LOANS	
2103003 · HMAAC LOAN REFINANCED	1,386,852.52
Total 2103000 · LOANS	<u>1,386,852.52</u>
Total 210000 · Long Term Liabilities	<u>110,559,474.97</u>
Total Long Term Liabilities	<u>110,559,474.97</u>
Total Liabilities	<u>128,692,024.41</u>
Equity	
1110 · Retained Earnings (Retained Earnings)	36,132,117.48
Net Income	-27,454,804.80

Midtown Redevelopment Authority  
Balance Sheet  
As of May 31, 2017

May 31, 17

Total Equity  
TOTAL LIABILITIES & EQUITY

8,677,312.68

137,369,337.09

DRAFT

# Midtown Redevelopment Authority

## Profit & Loss

July 2016 through May 2017

Jul '16 - May 17

### Ordinary Income/Expense

Income	
400000 · Revenue & Support	
400010 · HISD Tax Increment	1,112,706.00
400020 · Reimb Off Exp & Staff	640,562.97
400023 · HTC Build Out Reimbursement	34,126.66
400025 · Interest-Debt Service & Reserve	37,776.96
400026 · Interest-Other Bond Funds	103,020.80
400029 · Interest - Affordable Housing	26,898.36
400030 · Interest-Operating Funds	57,444.70
400031 · Interest Income	172.71
400032 · Other Revenue	31,369.23
Total 400000 · Revenue & Support	<u>2,044,078.39</u>
400400 · FTA Grants - Income	
400435 · FTA Phase II Holman/Gray	407,922.00
Total 400400 · FTA Grants - Income	<u>407,922.00</u>
45000 · Gain on Sale of Land	
450002 · Gain on Sale of 3300 Main	707,876.76
Total 45000 · Gain on Sale of Land	<u>707,876.76</u>
Total Income	<u>3,159,877.15</u>
Gross Profit	<u>3,159,877.15</u>
Expense	
500000 · BOND FUND EXPENSES	
500002 · T-0211 Holman St	1,004,522.01
504000 · Projects & Expenses	
500007 · T-0234 Parks and Open Space	583,088.78
500009 · T-0210 Main Street Improvements	660,165.68
500019 · T-0214 Caroline St near HCCS	3,152,425.94
500050 · T-0236 Bagby Park	
Total 504000 · Projects & Expenses	<u>4,395,680.40</u>
Total 500000 · BOND FUND EXPENSES	<u>5,400,202.41</u>
510000 · INCREMENT PROJECTS/EXPENSE	
510002 · T-0214 Caroline St near HCCS	720.00
510003 · Holman Street St T-0211	
510532 · T-0211 - HCC Acad WK FTA	11,563.00
510003 · Holman Street St T-0211 - Other	1,996,255.86
Total 510003 · Holman Street St T-0211	<u>2,007,818.86</u>
510005 · Grants & Allocations	
510015 · T-0232 Buffalo Solders Pub	1,489.00
510005 · Grants & Allocations - Other	50,000.00
Total 510005 · Grants & Allocations	<u>51,489.00</u>
510008 · T-0220 Afford Housing Land Bnk	
510013 · T-0220 Affordable Housing Legal	10,320.00
510017 · T-0220 Drainage Fees	7,753.34
512001 · T-0220 Aff Hous Expense	1,516,389.62



## Midtown Redevelopment Authority

## Profit &amp; Loss

July 2016 through May 2017

	Jul '16 - May 17
512002 · Interest Expense	10,384.56
Total 510008 · T-0220 Afford Housing Land Bnk	1,544,847.52
510019 · T-0214 Caroline St	53,848.44
510041 · CIP Program Expenses	
510094 · Midtown CIP TM	10,317.50
510041 · CIP Program Expenses - Other	23,349.34
Total 510041 · CIP Program Expenses	33,666.84
510043 · T-0234 Parks & Open Space	582,383.79
510044 · T-0236 Bagby Park	3,005.07
510045 · T-0224 HTC I - Bldg Maintenance	47,132.60
510046 · T-0221 Midtown Pk	10,193,800.22
510048 · T-0240 Acquisitions Block 442	
510049 · T-0238 3300 MAIN	4,009.90
510050 · T-0210 Main Street Enhancements	2,053,541.54
510056 · Morgan Group Developer Agrmt	26,768.50
510096 · T-0207 Opr of Zone Prj Faciliti	361,506.27
510102 · HMAAC Interest Expense	56,813.90
510534 · T-0225 Mobility & Pedest Imprv	283,084.20
511002 · T-0233 Midtown Park Garage	1,149,224.04
510000 · INCREMENT PROJECTS/EXPENSE - Other	700.00
Total 510000 · INCREMENT PROJECTS/EXPENSE	18,454,360.69
550000 · General & Admin. Expense	
550002 · Contract Labor	7,490.00
550003 · Rent Expense (Additional office space)	37,200.00
550004 · Salaries	
550013 · Dental Coverage	-22.38
550014 · Health Insurance	75,922.07
550015 · AFLAC	2,133.47
550105 · Part Time Employee	18,177.99
550004 · Salaries - Other	1,095,363.66
Total 550004 · Salaries	1,191,574.81
550007 · Courier Service	2,828.88
550008 · Office Supply & Expense	12,552.43
550009 · Misc Exp	12,544.40
550010 · Telephone & Utilities	
550110 · Cellular Service	1,364.07
550113 · Drainage fee	2,196.65
550010 · Telephone & Utilities - Other	16,856.86
Total 550010 · Telephone & Utilities	20,417.58
550011 · Interest Expense - Camden	28,249.02
550012 · Postage	1,230.28
550022 · Bank Charges & Fees	2,488.09
550023 · Trust Expenses	15,493.80
550024 · Bond Sale Consultation	
550025 · Professional Services	62,572.20

Midtown Redevelopment Authority

Profit & Loss

July 2016 through May 2017

Jul '16 - May 17

550026 · Accounting Consultants	11,570.00
550027 · Financial Audit (Audit Services)	32,480.00
550028 · Legal Consultants	120,860.64
550030 · Planning Consultants	40,569.31
550032 · Engineering Consultants	34,236.85
550033 · Professional Fees/Other Consult	20,954.26
550034 · Equip Rent & Lease Expense	7,587.29
550036 · Licenses & Fees	5,694.34
550037 · Workman's Comp Insurance	119.86
550038 · Insurance - Office	151,467.50
550039 · Computers & Repairs & Maint	32,051.04
550040 · Repair & Maintenance	27,762.35
550043 · Financial Advisors	4,435.00
550044 · Payroll Expense & PR Tax Exp	99,822.62
550046 · Reimb. Employee Office Exp.	330.16
550050 · Depreciation Expense	443,351.15
550058 · Travel	6,812.57
550061 · Public Relations	84,231.00
550201 · CIP	25,776.01
Total 550000 · General & Admin. Expense	<u>2,544,753.44</u>
600000 · Bond Related Expenses	
550055 · Amort Bond Prem	-282,900.35
550062 · Underwriters 2017 Bond Discount	221,237.29
560038 · 11 Bond Series Interest Expense	1,018,963.55
560039 · 2013 Bond Series Int Expense	1,304,146.36
560040 · 2015 Bond Int Expense	459,305.21
560041 · 2017 Bond Int Expense	478,181.76
560065 · Series 2017 COI	1,016,430.23
Total 600000 · Bond Related Expenses	<u>4,215,364.05</u>
66900 · Reconciliation Discrepancies (Discrepancies between bank statements)	1.36
Total Expense	<u>30,614,681.95</u>
Net Ordinary Income	<u>-27,454,804.80</u>
Net Income	<u>-27,454,804.80</u>

Midtown Redevelopment Authority

Trial Balance

As of June 30, 2017

Jun 30, 17

	Debit	Credit
101000 · JPMorgan Chase-Operating 88528	38.50	
101001 · Wells Fargo Ope Acctg 64040	68,098.72	
101002 · Infrastructure Projects 1731	123,917.00	
101010 · WF Surplus Acct 63943	794.89	
101020 · WF FTA Enhanced Path 63919	46.28	
102200 · Logic Operating Account	352,645.49	
103200 · TexStar Operating Acct 1111	1,026,951.92	
103600 · Wells Fargo Oper Inves 63901	727.46	
103700 · WF Operating Saving 3215777180	115,254.00	
104021 · WF Afford Hous 3927	38,430.25	
104022 · WF Pilot Program 3935	342.64	
104023 · WF PILOT PRO SAV 00860	65.71	
104116 · TexStar Aff. Hsng MM 1800	1,914.63	
104200 · Logic Affordable Housing	2,236.30	
105100 · Pledge Reserve Fund -422885	834.12	
105200 · BNY-Debt Service Fund 422896	2,271,305.29	
105324 · TexStar Debt Res Fnd MM 1023	7,943,135.94	
105901 · Austin Park Money Market Acct.	3,462.23	
107012 · BNY 443264 2011 Escrow	9.99	
107017 · 937933 8400 2017 ESCROW	1,336,257.28	
107018 · LOGIC 2017 PROJECT FUND	20,868,681.31	
107019 · LOGIC 2017 AFFORDABLE HOUSING	7,937,606.28	
TOTAL	<u>42,092,756.23</u>	<u>    </u>

DRAFT

**Midtown Redevelopment Authority  
Operating Account Checks**

Date	Num	Name	Memo	Debit
<b>JUNE 30, 2017</b>				
101001 - Wells Fargo Ope Acctg 64040				
06/01/2017	8267	Houston Technology Center	Rent: 2 rooms; 1 storage room; 7 parking spaces	4,095.00
06/01/2017	8269	Gotham Pizza	Board Meeting JUNE 1 2017	229.97
06/05/2017	DEBIT	AT&T -2	Office phones	431.54
06/05/2017	8270	Millis Development & Construction, Inc.	MRA - IDS Project No. 1174-005-07 APRIL 2017	161,278.92
06/07/2017	8271	Marshall, Marlon T	IPI CONFERENCE 05-20-17 to 05-24-17 NOLA	802.31
06/07/2017	266721825	T - Mobile	11085502MAY17	122.06
06/07/2017	1134367161	ATT -1	2811 TRAVIS	237.63
06/07/2017	8272	Creative Financial Staffing	TaMarr Daniels 05-28-2017	460.00
06/07/2017	1134336177	ATT -1	Elevators 410 & 402 Pierce	203.62
06/07/2017	1134410625	ATT -1	2811 TRAVIS	158.42
06/07/2017	8273	Midtown Scouts Square Property. LP	CONTRACT PARKING	75.00
06/08/2017	399163	City of Houston - Water	Qtrly Drainage 410 Pierce	930.79
06/13/2017	DEBIT	PAYCHECK	PR 06-13-2017	63,655.00
06/20/2017	8274	TELPLEX	Office telephone lines	161.63
06/20/2017	1706200775	CHAMPION ENERGY SERVICES	2811 Travis St	2,848.84
06/20/2017	8275	Kandi Schramm	Administrative Expense Reimbursement	84.82
06/21/2017	R2G031Z3G	ATT -3	New Tablet 713 561-1148	34.47
06/21/2017	1220337521	ATT -1	2811 TRAVIS	158.42
06/26/2017	1246425047	AT&T	UVERSE	101.19
06/27/2017	DEBIT	PAYCHECK	PR 06-27-2017	63,655.00
06/29/2017	8276	AL&H Custom Homes LLC	Bench Removal 13000 blk of Anita & Rosalie	10,645.00
06/29/2017	8277	American Fence Company	Fence Repairs	598.62
06/29/2017	8278	Bee-Line Delivery Service	Courier Services	112.10
06/29/2017	8279	Bracewell LLP	Legal Services	17,607.54
06/29/2017	8280	City of Houston Mayor's Office of Economic	FY2017 Municipal Services Charge	781,263.00
06/29/2017	8281	Creative Financial Staffing	TaMarr Daniels 06-11-2017	805.00
06/29/2017	8282	Humana Dental Insurance Company	Dental Insurance	76.08
06/29/2017	8283	IDS Engineering Group	Professional Services	114,989.45
06/29/2017	8284	marimon	Contract bas cost & copies	286.00
06/29/2017	8285	MBM Financial Corporation	CANON/IRAC5250	244.65
06/29/2017	8286	McConnell & Jones, LLP	Professional Fees JUNE 2017	750.00
06/29/2017	8287	NEVA Corporation	Preventative Maintenance AC	1,000.00
06/29/2017	8288	NOTonsite	MRA Monthly Services	450.00
06/29/2017	8289	One World Strategy Group, LLC	Professional Services	9,800.00
06/29/2017	8290	Pitney Bowes Global Financial Services LL	Lease Property tax	161.92
06/29/2017	8292	Staples Advantage	Office supplies	611.34
06/29/2017	8293	The Goodman Corporation	FTA	16,600.00
06/29/2017	8294	ThyssenKrupp Elevator	Elevators 410 & 402 Pierce	1,467.46
06/29/2017	8295	Walter P. Moore	Midtown CIP	14,777.84
06/29/2017	8296	City of Houston	Professional Services for the City's Complete Cmmunities	150,000.00
06/29/2017	8297	Creative Financial Staffing	TaMarr Daniels 06/18/2017	460.00
06/29/2017	8298	FordMomentum, LLC	Communications Assessment Interviews	5,000.00
06/29/2017	8301	Midtown Parks Conservancy	Expense Reimbursements	14,586.68
06/29/2017	8299	PHONOSCOPE SERVICES, INC.	JULY 2017	144.75
06/29/2017	8300	AFLAC	MAY 2017	2,270.22
06/29/2017	8302	Midtown Parks Conservancy	JUNE 20 2017 Operating of Zone and Project Facilities	797,019.00
6/30/2017	DEBIT	Liberty Bank and Trust	53752 JUNE 2017	13,689.68
Total 101001 - Wells Fargo Ope Acctg 64040				2,255,140.96

Midtown Redevelopment Authority  
Affordable Housing Operating Account

Date	Num	Name	Memo	Debit
<b>JUNE 30, 2017</b>				
104000 - Affordable Housing Accounts				
06/08/2017	399126	City of Houston - Water	Water Bills	2.68
06/08/2017	399123	City of Houston - Water	Water Bills	2.87
06/08/2017	399116	City of Houston - Water	Water Bills	67.68
06/08/2017	399109	City of Houston - Water	Water Bills	16.41
06/08/2017	399090	City of Houston - Water	Water Bills	120.83
06/08/2017	399092	City of Houston - Water	Water Bills	16.33
06/08/2017	399095	City of Houston - Water	Water Bills	18.98
06/08/2017	399098	City of Houston - Water	Water Bills	14.60
06/08/2017	3199161	City of Houston - Water	Water Bills	62.67
06/08/2017	399102	City of Houston - Water	Water Bills	38.32
06/08/2017	399149	City of Houston - Water	Water Bills	48.62
06/08/2017	399146	City of Houston - Water	Water Bills	65.12
06/08/2017	399152	City of Houston - Water	Water Bills	5.42
06/08/2017	3199156	City of Houston - Water	Water Bills	3.80
06/08/2017	3199159	City of Houston - Water	Water Bills	4.95
06/08/2017	399099	City of Houston - Water	Water Bills	19.28
06/14/2017	411908	City of Houston - Water	Water Bills	6.00
06/14/2017	412017	City of Houston - Water	Water Bills	3.96
06/20/2017	3119	Star Tex Title Agency LLC	5306 Browncroft Street 77021	1,000.00
06/20/2017	3120	Mohammad Aslam	5306 Browncroft Street 77021	100.00
06/21/2017	411900	City of Houston - Water	Water Bills	223.79
06/21/2017	411888	City of Houston - Water	Water Bills	106.51
06/21/2017	411890	City of Houston - Water	Water Bills	313.53
06/21/2017	411894	City of Houston - Water	Water Bills	277.23
06/21/2017	411897	City of Houston - Water	Water Bills	219.15
06/21/2017	411905	City of Houston - Water	Water Bills	12.43
06/21/2017	debit	City of Houston - Water	Water Bills	4.86
06/21/2017	411909	City of Houston - Water	Water Bills	2.46
06/21/2017	411912	City of Houston - Water	Water Bills	2.42
06/21/2017	411914	City of Houston - Water	Water Bills	0.39
06/21/2017	411917	City of Houston - Water	Water Bills	1.49
06/21/2017	411941	City of Houston - Water	Water Bills	3.63
06/21/2017	411949	City of Houston - Water	Water Bills	0.90
06/21/2017	411952	City of Houston - Water	Water Bills	8.40
06/21/2017	411959	City of Houston - Water	Water Bills	3.17
06/21/2017	411963	City of Houston - Water	Water Bills	1.15
06/21/2017	411969	City of Houston - Water	Water Bills	4.49
06/21/2017	411972	City of Houston - Water	Water Bills	1.66
06/21/2017	411989	City of Houston - Water	Water Bills	0.24
06/21/2017	411990	City of Houston - Water	Water Bills	7.78
06/21/2017	411994	City of Houston - Water	Water Bills	17.74
06/21/2017	411997	City of Houston - Water	Water Bills	2.26
06/21/2017	412001	City of Houston - Water	Water Bills	2.51
06/21/2017	412006	City of Houston - Water	Water Bills	3.67
06/21/2017	412010	City of Houston - Water	Water Bills	135.05
06/21/2017	412012	City of Houston - Water	Water Bills	4.23
06/21/2017	412013	City of Houston - Water	Water Bills	5.81
06/29/2017	3121	POWER, LLC	Cutting and removal of 30 dead trees	16,100.00
06/29/2017	3122	CORTEZ LANDSCAPING, LLC	Affordable Housing Landscaping services JUNE 2017	118,711.49
06/29/2017	3123	TransTeQ	June 2017 Lawn Service	28,631.54
06/29/2017	3124	VOID	VOID: Replat - 2002 Live Oak - Houston, Texs 77003	0.00
				166,428.50

Midtown Redevelopment Authority  
 Bond & Project Fund Expenses & Balances  
 Friday, June 30, 2017

Trustee Investments (Bond Funds)		Beginning Balance	Chase	BKNY MELLON	WELLS FARGO	TexSTAR/LOGIC	Ending Balance
422885 Pledge Reserve Funds 422896		834.12					834.12
422896 Debt Service US Treasury Money Market Funds		2,271,305.29					2,271,305.29
422897 Reserve Fund US Treasury Money Market Funds							
Texstar Debt Service Reserve							0.00
422919 Austin Park Maint.(2001 Series) US Treasury Money Market Funds		3,461.82					3,461.82
LOGIC 2017 Affordable Housing		8,023,754.26		86,147.98			7,937,606.28
REQ 117 Hou Homes					<u>86,147.98</u>		0.00
LOGIC 2017 Project Funds		21,628,684.23				-568,335.62	21,060,348.61
2017 Project 937932							
REQ 023 SER Construction Partners, Ltd.				280,343.51			
REQ 024 TLC Engineering, Inc.				3,700.00			
REQ 025 IDS Engineering Group				27,500.00			
REQ 026 Walter P. Moore				10,200.36			
REQ 027 B&D Contractors, Inc.				195,256.29			
REQ 028 KCI Technologies				26,176.15			
REQ 029 Walter P. Moore				25,159.31			
<b>Total</b>				<u>568,335.62</u>			0.00
443264 2011 Escrow 1998 2001		9.99					9.99
9379338400 2017 ESCROW		136,257.28					136,257.28

DRAFT



**MINUTES OF THE BOARD OF DIRECTORS OF  
REINVESTMENT ZONE NUMBER TWO, CITY OF HOUSTON, TEXAS**

**June 1, 2017**

A regular meeting of the Board of Directors (the “Board”) of the Reinvestment Zone Number Two, City of Houston, Texas (the “Zone”), a non-profit corporation, was held at the Midtown Redevelopment Authority’s offices in the Houston Technology Center, 410 Pierce, Houston, Texas 77002, on Thursday, June 1, 2017, at 12:30 p.m. The meeting was open to the public. The roll was called of the duly appointed members of the Board, to-wit:

<u>Pos. #</u>	<u>Name</u>	<u>Pos. #</u>	<u>Name</u>
1	Brandon Dudley	6	Abe Goren
2	Doug Erwing	7	Caton M. Fenz
3	Robert D. Sellingsloh	8	John Thomas
4	Pamela Ngo Castleman	9	Jeremy Ratcliff
5	Al Odom		

and all of the above were present with the exception of Directors Erwing and Thomas.

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, David Thomas, Araceli Rodriguez, Cynthia Alvarado, Michelle Ashton, Mark Sullivan, Jalisa Hurst, Amaris Salinas, TaMarr Daniels and Jonathan Smith of Midtown; Peggy Foreman of Burney and Foreman; Barron F. Wallace of Bracewell LLP; Carol Harrison and Tim Buscha of IDS Engineering Group; Edwin Friedrich, Joseph Boley and Rachel Ray of Walter P. Moore; Alex Ramirez of Design Workshop; Mechelle Phillips of One World Strategy Group; Mariana Raschke of The Goodman Corporation; Eoles Whittaker of State Representative Coleman’s Office; Harry Klein of Cole Klein Builders; Ken Burge of J.D. Abrams; Joseph Smith of A.O. Phillips; Lindsey Kellam of Intern with Wilson, Cribbs & Goren Bob Schultz of RHS Interests, LLC; Robert Axelson of I.C.I./Midtown Lofts; Kent Collins, Carl Darus & Chris Spellman of Centro Partners, LTD; Ed Pettitt and Bianca Mahmood of The Emancipation Economic Development Council; and Cynthia Aceves-Lewis, Dan Barnum, and Allen Douglas, Midtown Residents.

Chairman Sellingsloh called the meeting to order.

**CONSENT AGENDA**

**MINUTES FOR APRIL 13, 2017**

Matt Thibodeaux, Executive Director, presented the consent agenda to the Board.

Director Castleman made a motion to approve the consent agenda. The motion was seconded by Director Goren and carried by unanimous vote.

**ADJOURNMENT**

There being no further business to come before the Board, the meeting was adjourned.

\_\_\_\_\_  
Pamela N. Castleman, Secretary

\_\_\_\_\_  
Date

DRAFT

DRAFT

**MINUTES OF THE BOARD OF DIRECTORS OF  
THE MIDTOWN REDEVELOPMENT AUTHORITY**

**June 1, 2017**

A special meeting of the Board of Directors (the “Board”) of the Midtown Redevelopment Authority (the “Authority”) was held at the Authority’s offices in the Houston Technology Center, 410 Pierce, Houston, Texas 77002, on Thursday, June 1, 2017 at 12:30 p.m. The meeting was open to the public. The roll was called of the duly appointed members of the Board, to-wit:

<u>Pos. #</u>	<u>Name</u>	<u>Pos. #</u>	<u>Name</u>
1	Vacant	6	Abe Goren
2	Doug Erwing	7	Caton M. Fenz
3	Robert D. Sellingsloh	8	John Thomas
4	Pamela Ngo Castleman	9	Brandon Dudley
5	Al Odom		

and all of the above were present with the exception of Directors Erwing and Thomas.

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, David Thomas, Araceli Rodriguez, Cynthia Alvarado, Michelle Ashton, Mark Sullivan, Jalisa Hurst, Amaris Salinas, TaMarr Daniels and Jonathan Smith of Midtown; Peggy Foreman of Burney and Foreman; Barron F. Wallace of Bracewell, LLP; Carol Harrison and Tim Buscha of IDS Engineering Group; Edwin Friedrich, Joseph Boley and Rachel Ray of Walter P. Moore; Alex Ramirez of Design Workshop; Mechelle Phillips of One World Strategy Group; Mariana Raschke of The Goodman Corporation; Eoles Whittaker of State Representative Coleman’s Office; Harry Klein of Cole Klein Builders; Ken Burge of J.D. Abrams; Joseph Smith of A.O. Phillips; Lindsey Kellam of Intern with Wilson, Cribbs & Goren Bob Schultz of RHS Interests, LLC; Robert Axelson of I.C.I./Midtown Lofts; Kent Collins, Carl Darus & Chris Spellman of Centro Partners, LTD; Ed Pettitt and Bianca Mahmood of The Emancipation Economic Development Council; and Cynthia Aceves-Lewis, Dan Barnum, and Allen Douglas, Midtown Residents.

Chairman Sellingsloh called the meeting to order and asked the guests to introduce themselves.

**PUBLIC COMMENTS**

Dan Barnum reported to the Directors that he felt the construction of the new sidewalks on Main Street was insufficient. Mr. Marshall responded that he would look into the matter and get back in touch with Mr. Barnum.

Cynthia Aceves-Lewis asked the Directors what the next steps would be regarding the survey conducted by Ford Momentum. Mr. Williams responded that Ms. Ford is currently working on II and will present her findings at a future Board meeting in the next couple of months.

## **CONSENT AGENDA FOR THE AUTHORITY:**

- a. **MINUTES FOR APRIL 13, 2017;**
- b. **MONTHLY FINANCIAL REPORT FOR APRIL 2017;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR MAY 2017.**

Matt Thibodeaux, Executive Director, presented the various items on the consent agenda. Director Odom made a motion to approve the consent agenda as presented. . The motion was seconded by Director Dudley, which carried by unanimous vote.

## **INVESTMENT REPORT FOR QUARTER ENDING MARCH 31, 2017.**

Mr. Thibodeaux presented the Investment Report for the Quarter ending March 31, 2017, noting that a total of \$87,016.16 in interest was earned during the Quarter. Director Castleman made a motion to accept the Investment Report for the Quarter ending March 31, 2017. The motion was seconded by Director Goren and carried by unanimous vote.

## **FISCAL YEAR 2018 BUDGET.**

Kandi Schramm, the Authority's Administrative Manager, presented the Fiscal Year 2018 Budget. Ms. Schramm reported that staff had discussed and reviewed the budget several times. She noted that the increment revenues are anticipated to increase by \$2,000,000 in Fiscal Year 2018. Midtown additionally anticipates receiving Federal Transit Administration Grant Funds for Holman and Main Streets and HGAC Grant Funds for Caroline Street. Ms. Schramm pointed out that the budget contained increases in audit expenses due to the need for a Single Line Audit for Federal Transit Funding and increases in insurance expenses due to the addition of coverage for the Midtown Park and Garage. Director Castleman made a motion to approve the Fiscal Year 2018 Budget as presented. The motion was seconded by Director Dudley. Following all discussion, the motion carried by unanimous vote.

## **MID-MAIN DEVELOPER AGREEMENT REQUEST - MID-MAIN PARTNERS**

Marlon Marshall reviewed the request for reimbursement from Mid-Main Partners', the developer of the Mid-Main Lofts and Parking Garage, for certain public right-of-way improvements. Mr. Marshall stated that Mid-Main Partners has requested reimbursement for landscape and other improvements on Main Street in the amount of \$133,259.00, on Travis Street in the amount of \$175,608.00 and on Winbern Street in the amount of \$39,418.00, for a total of \$348,284.00. He further stated that in addition to landscaping, the improvements on each street would include benches, trash receptacles and bike racks. Mr. Marshall reminded the Board that Midtown is currently working on improvements along Main Street. He also stated that, if approved, no money would be payable until the Mid-Main project was completed or listed on the tax rolls for one (1) year. Mr. Schultz of Mid-Main Partners reported that the retail portion of the project would consist of a fitness center, a bakery, a pizza shop and a dental office and was approximately 65% leased.

Director Castleman made a motion to approve a Mid-Main Developer Agreement for public right-of-way improvements on Travis and Winbern Streets in the amount of \$215,026.00. The

motion was seconded by Director Goren. Following all discussion, the motion carried by unanimous vote.

**MIDTOWN AFFORDABLE HOUSING PROGRAM**

a. **REAL ESTATE RESOLUTION**

Director Odom made a motion to approve the Resolution Authorizing the Authority to enter into various Real Estate Contracts for Acquisition of Certain Properties; Authorizing the Authority or its Agent to Take All Necessary Actions Regarding Same; Approving Various Findings and Other Matters Incidental to Such Contracts; and Authorizing and Committing Funds Related Thereto. The motion was seconded by Director Goren, which carried by unanimous vote.

b. **AMENDMENT TO DEVELOPMENT AND PURCHASE AGREEMENT WITH EPIC HOMES, LLC;**

Todd Edwards reported that Epic Homes had requested an amendment to the its Development and Purchase Agreement, dated January 12, 2017, that would reduce the affordability period from 20 years to 10 years for the five (5) single family residences to be constructed. Mr. Edwards reminded the Board that just prior to approving the Development and Purchase Agreement with Epic Homes, LLC., it authorized the Staff to increase the affordability period. Epic Homes asked for reconsideration because it believed that a 20 year affordability period would put Epic Homes at a competitive disadvantage to other builders who were approved under the old policy requiring only a 10 year affordability period. Several Board members asked questions regarding the request and stated that they would not be inclined to reduce the affordability period. Director Goren suggested that Mr. Edwards talk with the other developer's about voluntarily agreeing to amend their respective previously executed development agreements to increase the affordability periods from 10 to 20 years.

c. **UPDATE ON AFFORDABLE HOUSING PROGRAM**

Mr. Edwards gave an update on the status of construction for the HOU Homes, Inc. townhouse project at 2002 Live Oak. He also reported that that the staff had met with CCPPI and that the comprehensive plan is ready for presentation to the Board at the June 29, 2017 Board meeting.

**MIDTOWN CAPITAL IMPROVEMENT PROGRAM**

b. **PARKS AND GREENSPACE – WALTER P. MOORE/DESIGN WORKSHOP**

i. **MIDTOWN PARK**

Marlon Marshall reported on the highlights of the International Garage Operators conference where he, Walter P. Moore and WinPark gave a presentation.

## **GARAGE CHANGE ORDERS – CAMDEN**

Mr. Marshall reported that the garage was open for daily business. He advised the Board that the pavilion lid had begun cracking and that the design and construction management teams have reviewed options ranging from repairing to replacing. The team has monitored the situation for several months and observed that the cracking appears to have gotten worse and seems to be the result of construction deficiencies. After discussions with Camden, Walter P. Moore and staff, Camden has agreed to remove and replace the pavilion lid, however there will be an additional cost to Midtown of \$40,608.75 to protect work in place and provide access to the construction areas. In an effort to keep the construction moving forward, Mr. Marshall asked that the Board approve the \$40,608.75 expense. Director Goren asked Barron Wallace to review the contract to better understand who has responsibility for the additional expenses and whether the Authority would be entitled to be reimbursed for these costs under the contract.

Director Goren made a motion to approve Change Order #27 for protection of in-place work during the removal and replacement of the pavilion lid concrete in the amount of \$40,608.75. The motion was seconded by Director Dudley. Following all discussion, the motion carried by unanimous vote.

## **PARK CHANGE ORDERS – MILLIS.**

Mr. Marshall reported that several tours of Midtown Park had taken place with design professionals and representatives of NRG, who purchased the naming rights to the dog park. Mr. Marshall updated the Board on the construction schedule and stated that, after accounting for demobilization for Super Bowl, weather delays, and change order delays, he anticipates that Midtown Park will be completed in August 2017 with programming to begin sometime in late September 2017. He stated that certain art installations will occur after completion of Park construction. Mr. Marshall presented Change Orders #16, 17 & 18.

Director Castleman made a motion to approve Change Order #16 in the amount of \$111,456.51 for design modifications to the pavilion, stair/elevator enclosure, and drainage, A/V allowance and additional work for the garage; Change Order #17 in the amount of \$121,177.35 for work items and activities related to opening the park for Super Bowl activities (construction impact, maintenance, permits and overtime work) and Change Order #18 in the amount of \$58,189.66 for design modifications to the bayou to relocate the overflow drain inlet from the irrigation vault. The motion was seconded by Director Fenz. Following all discussion, the motion carried by unanimous vote.

**ADDITIONAL SERVICES REQUEST FOR DESIGN AND CONSTRUCTION ADMINISTRATION (PARK) – WALTER P. MOORE.**

Mr. Marshall advised the Board that there would be additional design costs related to the use of a generator for garage sump pumps, adding a restroom in the garage for the Operator's staff and Midtown staff, parking signage and installing a B-Cycle pad, together with additional construction administration costs. Director Fenz made a motion to approve the additional services request for design and construction administration costs from Walter P. Moore in the amount of \$286,820.00. The motion was seconded by Director Dudley and carried by unanimous vote.

**ADDITIONAL SERVICES REQUEST FOR CONSTRUCTION MANAGEMENT AND INSPECTION (PARK) – IDS ENGINEERING.**

Mr. Marshall presented the additional services request from IDS Engineering for construction management and inspection services. He stated that the request covers an extension of the agreement through May 2018.

Director Dudley made a motion to approve the additional services request for construction management and inspection from IDS Engineering in the amount of \$799,750 including an extension of the agreement through May 2018. The motion was seconded by Director Odom. Following all discussion, the motion carried by unanimous vote.

ii. **ENTRY PORTALS**

Mr. Marshall reported that construction at the Bagby Street at St. Joseph Parkway Entry Portal is wrapping up with Center Point bringing power to the portal. He stated that the Staff is reconsidering the entry portal at Gray and Webster due to the potential for damage from vehicular traffic at that location.

c. **HCC CAPITAL PROJECTS - IDS ENGINEERS**

i. **HOLMAN STREET PEDESTRIAN ENHANCEMENTS**

Mr. Marshall reported that the Holman Street project is substantially complete and the team is working on required bike and parking signage changes.

**APPROVE CHANGE ORDERS – SER**

There were no change orders for this meeting.

d. **MAIN STREET ENHANCEMENTS – WALTER P. MOORE /DESIGN WORKSHOP**

Mr. Marshall reported that the contractor is wrapping up sidewalks on the eastern block faces and will be moving to the west side of Main Street in June. Work in the rail median



is pending approval by METRO of evening work. The Contractor has replaced some of the sidewalks that were not up to specifications.

i. **APPROVE CHANGE ORDERS - SER**

There are no Change Orders at this time.

ii. **ADDITIONAL SERVICE REQUEST FOR DESIGN AND CONSTRUCTION ADMINISTRATION – WALTER P. MOORE**

Director Castleman made a motion to approve the additional services request for design and construction administration for Walter P. Moore in the amount of \$26,000 for landscape design work, revising drawings for the City, construction administration associated with the Mid-Main **Project** the additional services request in the amount of \$15,450 for additional coordination with METRO and construction administration for rail median irrigation and landscape improvements along Main Street. The motion was seconded by Director Fenz. Following all discussion, the motion carried by unanimous vote.

e. **CAROLINE STREET RECONSTRUCTION – ESPA/KCI**

Mr. Marshall reported that TxDot awarded the contract to J. D. Abrams in the amount of \$13,919,285.07. He reported that Midtown's funding responsibility is \$8,497,182.96, of which \$5,344,757.02 was paid to TxDot in 2014. Construction is expected to begin in late 2017.

i. **PAYMENT TO TXDOT FOR AWARD OF CONSTRUCTION CONTRACT.**

Director Goren made a motion to approve payment to TxDot in the amount of \$3,152,425.94. The motion was seconded by Director Castleman and carried by unanimous vote.

f. **FTA GRANT PROGRAM – THE GOODMAN CORPORATION**

The Goodman Corporation is working with the Federal Transit Administration on the Transportation Improvement Program call for projects.

g. **MWDBE Compliance Contract - A.O. Phillips & Associates**

Matt Thibodeaux made a presentation regarding the need for assistance with MWDBE compliance monitoring and shared information regarding A.O. Phillips & Associates. Peggy Foreman presented the proposed contract and advised the Board of the contract terms.

Director Castleman made a motion to approve an MWDBE Compliance Contract with A.O. Phillips & Associates for an amount not to exceed \$150,000. The motion was seconded by Director Dudley. Following all discussion, the motion carried by unanimous vote.

**WITH RESPECT TO THE FOREGOING AGENDA ITEMS, CONDUCT AN EXECUTIVE SESSION WITH REGARD TO THE FOLLOWING, AS APPROPRIATE AND NECESSARY:**

- a. **CONSULTATION WITH ATTORNEY (SECTION 551.071, TEXAS GOVERNMENT CODE);**
- b. **THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY (SECTION 551.072, TEXAS GOVERNMENT CODE);**
- c. **PERSONNEL MATTERS (SECTION 551.074, TEXAS GOVERNMENT CODE);**
- d. **SECURITY PERSONNEL OR DEVICES (SECTION 551.076, TEXAS GOVERNMENT CODE); AND ECONOMIC DEVELOPMENT NEGOTIATIONS (SECTIONS 551.087, TEXAS GOVERNMENT CODE).**

The Board did not conduct an executive session at this meeting.

**ADJOURNMENT**

There being no further business to come before the Board, the meeting was adjourned.

\_\_\_\_\_  
Pamela N. Castleman, Secretary

\_\_\_\_\_  
Date

DRAFT

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS     §  
  §  
COUNTY OF HARRIS     §

I, the undersigned officer of the Board of Directors of Midtown Redevelopment Authority (the “Board”) do hereby certify as follows:

1. The Board convened in regular session on the 29<sup>th</sup> day of June, 2017, at the regular meeting place thereof within said Midtown Zone; and the roll was called of the duly constituted officers and members of said Board, to-wit:

- |   |                       |            |
|---|-----------------------|------------|
| 1 | Vacant                | Director   |
| 2 | Douglas Erwing        | Director   |
| 3 | Robert D. Sellingsloh | Chair      |
| 4 | Pamela N. Castleman   | Secretary  |
| 5 | Al Odom               | Director   |
| 6 | Abe S. Goren          | Vice Chair |
| 7 | Caton M. Fenz         | Director   |
| 8 | John Thomas           | Director   |
| 9 | Brandon Dudley        | Director   |

and all of said persons were present, except \_\_\_\_\_, thus constituting a quorum. Whereupon, among other business, the following was transacted at said meeting: a written

**RESOLUTION AUTHORIZING THE AUTHORITY OR ITS AGENT TO ENTER INTO VARIOUS REAL ESTATE CONTRACTS FOR ACQUISITION OF CERTAIN PROPERTIES; AUTHORIZING THE AUTHORITY OR ITS AGENT TO TAKE ALL NECESSARY ACTIONS REGARDING SAME; APPROVING VARIOUS FINDINGS AND OTHER MATTERS INCIDENTAL TO SUCH CONTRACTS; AND AUTHORIZING AND COMMITTING FUNDS RELATED THERETO**

was introduced for the consideration of the Board. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, the motion, carrying with it the adoption of the Resolution, prevailed and carried unanimously.

2. That a true, full and correct copy of the aforesaid Resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; that the Resolution has been duly recorded in the Board's minutes of the meeting; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the Board as indicated therein; that each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting, and that the Resolution would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose; that the meeting was open to the public as required by law; and that public notice of the time, place and subject of the meeting was given as required by Vernon's Texas Codes Annotated, Chapter 551, Government Code.

SIGNED this \_\_\_\_\_, 2017.

\_\_\_\_\_  
Secretary, Midtown Redevelopment Authority

**RESOLUTION AUTHORIZING THE AUTHORITY OR ITS AGENT TO ENTER INTO VARIOUS REAL ESTATE CONTRACTS FOR ACQUISITION OF CERTAIN PROPERTIES; AUTHORIZING THE AUTHORITY OR ITS AGENT TO TAKE ALL NECESSARY ACTIONS REGARDING SAME; APPROVING VARIOUS FINDINGS AND OTHER MATTERS INCIDENTAL TO SUCH CONTRACTS; AND AUTHORIZING AND COMMITTING FUNDS RELATED THERETO**

WHEREAS, by Ordinance No. 94-1345, adopted on December 14, 1994, the City of Houston (the “City”) created Reinvestment Zone Number Two, City of Houston, Texas (the “Midtown Zone”) pursuant to Chapter 311, Texas Tax Code (the “Act”), and approved a preliminary project plan for the Midtown Zone and a preliminary reinvestment zone financing plan for the Midtown Zone; and

WHEREAS, by Resolution No. 95-96, adopted on August 28, 1995, the City authorized the creation of the Midtown Redevelopment Authority (the “Authority”) to aid, assist and act on behalf of the City in the performance of the City’s governmental and proprietary functions with respect to the common good and general welfare of Midtown and neighboring areas as described in Ordinance No. 94-1345; and

WHEREAS, the City, the Midtown Zone and the Authority have entered into that certain amended and restated Agreement dated July 18, 2000, and approved as Ordinance No. 2000-494 (the “Tri-Party Agreement”), pursuant to which the City delegated to the Authority the power and authority to administer the Midtown Zone including, but not limited to, the power to engage in activities relating to the acquisition and development of land, construction and improvement of infrastructure in the Midtown Zone, and provide affordable housing, in accordance with, and subject to the limitations set forth in, the Tri-Party Agreement and Project and Financing Plan; and

WHEREAS, the Authority’s Board of Directors (the “Board”) has determined that it is in the best interest of the Midtown Zone and the Authority to acquire tracts of land in certain adjacent historic neighborhoods to be developed as affordable housing and to commit certain available tax increment or bond proceeds received for this purpose; and

WHEREAS, the Authority has identified a certain parcel of land for acquisition (the “Potential Property”), as described in **Exhibit A**; and

WHEREAS, the Authority has evaluated the Potential Property substantially in accordance with the due diligence checklist of the Midtown Redevelopment Authority Land Assembly and Affordable Housing Strategy; and

WHEREAS, the Authority believes it is in the best interest of the Authority to take actions to acquire the Potential Property for the purpose of providing affordable housing consistent with the City’s affordable housing policies.

NOW THEREFORE, BE IT RESOLVED BY the Board of Directors of the Midtown Redevelopment Authority:

1. That the Board adopts the findings and recitations set out in the preamble to this Resolution and finds them to be true and correct.
2. That the Board hereby approves and ratifies the form of the real estate contracts between the Authority or its agent and landowners for the purchase of the Potential Property, and further authorizes the officers of the Board, Executive Director and Authority staff and consultants to further negotiate these contracts.
3. That the Board hereby authorizes the officers of the Board, the Executive Director and Authority staff and consultants to incur any necessary costs on behalf of the Authority in connection with the acquisition of the Potential Property, including, without limitation, the costs of a survey, environmental report, legal fees, and the demolition of improvements on the Potential Property.
4. That the Board hereby authorizes the officers of the Board, the Executive Director or his agent with delegated authority to execute any certificates, receipts, affidavits and necessary related agreements pertaining to the purchase of the Potential Property on behalf of the Authority, and to take all necessary steps on behalf of the Authority to consummate the acquisition of the Potential Property.
5. That the Board hereby authorizes the Executive Director or his agent with delegated authority, the Authority staff, and consultants and officers of the Board to negotiate additional real estate contracts between the Authority or its agent and landowners, and authorizes the officers of the Board or Executive Director or his agent with delegated authority to execute any certificates, receipts, affidavits and necessary related agreements pertaining to the purchase of additional land in adjacent historic neighborhoods (the "Additional Property") on behalf of the Authority, and to take all necessary steps on behalf of the Authority to consummate the acquisition of the Additional Property.

PASSED AND APPROVED this 29<sup>th</sup> day of June, 2017.

/s/ Robert D. Sellingsloh  
Chair, Midtown Redevelopment Authority

ATTEST:

/s/ Pamela N. Castleman  
Secretary, Midtown Redevelopment Authority