

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

August 30, 2018

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, August 30, 2018, 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	Camille Foster	6	Abe Goren
2	Doug Erwing	7	Caton M. Fenz
3	Gayle Fortson	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 Fenz, Castleman, Erwing and Fortson.

Also in attendance were Matt Thibodeaux, Vernon Williams, Kandi Schramm, Sally Adame, Todd Edwards, Theresa Gilmore, David Thomas, Jalisa Hurst, Mechelle Phillips, Mark Sullivan, Cynthia Alvarado, Madeline Pena and LaMorris McClendon of Midtown; Barron Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Rachel Rae and Erin Friedrichs of Walter P. Moore; Carol Harrison of IDS Engineering; Mariana Raschke of The Goodman Corporation; Kristin Blomquist of Masterson Advisors; Vanessa Cole of Cole Klein Builders; Roberta Burroughs, Algenita Davis, Angie Gomez, Susanne Kartze & Robert Bradford of CCPPI; Jeri Brooks & Chelbi Mims of One World Strategy Group; Jennifer Curley of the City of Houston; Grant Georgia of Navigant Consulting, Inc.; Theodore Andrews, Chairman of TIRZ#25 and Midtown residents Gary Bernard, Noel Cowart, Jen Shaw, Scott Harbers, and Tucker Netherton.

Vice Chairman Goren called the meeting to order.

CONSENT AGENDA

MINUTES FOR JULY 26, 2018

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

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

ADJOURNMENT

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



Pam Castleman, Secretary

9/27/18

Date

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

August 30, 2018

A regular 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, August 30, 2018 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	Camille Foster	6	Abe Goren
2	Doug Erwing	7	Caton M. Fenz
3	Gayle Fortson	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 Fenz, Castleman, Erwing and Fortson.

Also in attendance were Matt Thibodeaux, Vernon Williams, Kandi Schramm, Sally Adame, Todd Edwards, Theresa Gilmore, David Thomas, Jalisa Hurst, Mechelle Phillips, Mark Sullivan, Cynthia Alvarado, Madeline Pena and LaMorris McClendon of Midtown; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Rachel Rae and Erin Friedrichs of Walter P. Moore; Carol Harrison of IDS Engineering; Mariana Raschke of The Goodman Corporation; Kristin Blomquist of Masterson Advisors; Vanessa Cole of Cole Klein Builders; Roberta Burroughs, Algenita Davis, Angie Gomez, Susanne Kartze & Robert Bradford of CCPPI; Jeri Brooks & Chelbi Mims of One World Strategy Group; Jennifer Curley of the City of Houston; Grant Georgia of Navigant Consulting, Inc.; Theodore Andrews, Chairman of TIRZ#25 and Midtown residents Gary Bernard, Noel Cowart, Jen Shaw, Scott Harbers, and Tucker Netherton.

Vice Chairman Goren called the meeting to order. Mr. Goren asked for a moment of silence in honor of Dan Barnum, a long time visionary and resident/and supporter of Midtown. He then congratulated Al Odom on his recent appointment by Mayor Turner as Chair of the Midtown Redevelopment Authority and Tax Increment Reinvestment Zone #2. Mr. Goren asked the guests to introduce themselves.

PUBLIC COMMENTS

Mr. Tucker Netherton introduced himself and stated he was a newcomer to the area and wanted to learn more about Midtown.

CONSENT AGENDA FOR THE AUTHORITY:

- a. **MINUTES FOR JULY 26, 2018;**
- b. **MONTHLY FINANCIAL REPORTS FOR JULY 2018;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR AUGUST 2018;**
- d. **FORD MOMENTUM AGREEMENT;**
- e. **ANNUAL RENEWAL OF PROFESSIONAL SERVICES AGREEMENT WITH IDS ENGINEERING GROUP.**

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

AMENDED & RESTATED ADMINISTRATIVE POLICY AND AMENDED & RESTATED EMPLOYEE MANUAL.

Vernon E. Williams, Chief Administrative Officer, presented the Amended and Restated Administrative Policy and Amended & Restated Employee Manual. He stated that the changes were largely [clerical] clarifying with some additional changes regarding micro-purchases for non-construction items. Barron Wallace of Bracewell LLP explained that the amendments clarified existing policies, including how to file harassment complaints, holidays, personal time and workplace injuries.

Director Thomas made a motion to approve the Amended & Restated Administrative Policy and Amended & Restated Employee Manual. The motion was seconded by Director Dudley and carried by unanimous vote.

MUNICIPAL ADVISOR ENGAGEMENT LETTER WITH MASTERSON ADVISORS.

Mr. Thibodeaux presented the Municipal Advisor Engagement Letter with Masterson Advisors for financial advisory services. Director Odom made a motion to approve the Municipal Advisor Engagement Letter with Masterson Advisors. The motion was seconded by Director Dudley and carried by unanimous vote.

CAYDON DEVELOPMENT AGREEMENT.

Barron F. Wallace presented the Caydon Development Agreement for the construction and installation of certain public infrastructure & improvements for the project located at 2850 Fannin named “The Midtown”. He stated that the Caydon project is a 27 story mixed-use high-rise structure surrounding an interior 8 level parking garage, with 357 residential units, certain residential amenities, a pool deck and 13,000 square feet of ground floor retail. Mr. Wallace stated that improvements being reimbursed include underground duct bank infrastructure which will facilitate area development since it will be available for usage by surrounding property owners. The public improvement reimbursement amount is based on the value of the project and will not exceed \$6,839,250.

Director Odom made a motion to approve the Caydon Development Agreement for “The Midtown” mixed use project. The motion was seconded by Director Thomas. Following all discussion, the motion passed by majority vote, with Director Dudley voting “No”.

MIDTOWN AFFORDABLE HOUSING PROGRAM.

a. RESOLUTION – LAND ACQUISITIONS;

Director Dudley made a motion to approve the Resolution Ratifying the Acquisition of Certain Properties. The motion was seconded by Director Odom and carried by unanimous vote.

b. AFFORDABLE HOUSING DEVELOPMENT UPDATE.

Todd Edwards provided an update on affordable housing projects completed to date. He advised the Board that a total of 92 single family homes and 279 multi-family units have

been constructed or are in the process of being constructed. Mr. Edwards noted that Developers, HOU Homes, Epic Homes, HBDI, Mayberry Homes and Cole Klein Builders all currently have homes under contract for purchase and are moving forward with construction of additional homes.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

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

Kandi Schramm reported the Midtown Parking Garage is in closeout documentation progress.

i. **MIDTOWN PARK**

1. **APPROVE GARAGE CHANGE ORDERS – CAMDEN**

Ms. Schramm stated that there were no change orders at this time.

2. **APPROVE PARK CHANGE ORDERS – MILLIS**

Ms. Schramm stated that there were no change orders at this time.

ii. **ENTRY PORTALS**

Ms. Schramm reported that the contractor has picked up pavers from the City of Houston storage site and will begin installation of the pavers next month at the Entry Portal located at the intersection of Webster and Gray Streets.

APPROVE CHANGE ORDERS – B & D CONTRACTORS

Ms. Schramm stated that there were no change orders to be presented at this time.

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

i. **HOLMAN STREET PEDESTRIAN ENHANCEMENTS**

Ms. Schramm reported that project closeout documentation is in progress.

1. **APPROVE CHANGE ORDERS – SER**

There were no change orders for Holman Street presented at this time.

c. MAIN STREET ENHANCEMENTS – WALTER P. MOORE /DESIGN WORKSHOP

Ms. Schramm reported that the contractor has completed installation of landscape, lighting, and wayfinding signage. The remaining pedestrian crossing markers will be installed after Camden completes its construction work along Main Street. She reported that the substantial completion inspection for the project was held last week and that the design team is currently working on the punch-list report to identify construction items which the contractor must address for final completion. The team is currently working on programming and troubleshooting issues relating to the decorative lighting at major intersections along Main Street.

i. APPROVE CHANGE ORDERS – SER

There were no change orders to be presented for Main Street at this time.

d. CAROLINE STREET RECONSTRUCTION – ESPA/KCI

Ms. Schramm reported that construction is underway. She reported that the contractor has installed temporary traffic control signage and has started work on the waterline installation on the east side of Caroline Street between Elgin and Tuam Streets.

i. APPROVE CHANGE ORDERS

There are no changes orders at this time.

e. FTA GRANT PROGRAM – THE GOODMAN CORPORATION

Mariana Raschke of The Goodman Corporation reported that previously submitted grant applications are being monitored, that a grant application has been submitted for installation of a traffic control device at the intersection of Bagby and Pierce Streets, and that their firm is continuing to gather information regarding an InterCity Bus terminal for Houston.

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

9/27/18

Date