

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

January 30, 2020

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 Third Floor Conference Room of the Houston Exponential Building, 410 Pierce, Houston, Texas 77002, on Thursday, January 30, 2020 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	Vacant	7	Caton M. Fenz
3	Gayle Fortson	8	John Thomas
4	Vacant	9	Vacant
5	Al Odom		

and all of the above were present except Director Thomas.

Also in attendance were Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, Cynthia Alvarado, Theresa Gilmore, Marlon Marshall, David Thomas, Jalisa Hurst, Mechelle Phillips, Madeline Pena, Araceli Adame and Amaris Salinas of Midtown; Zoe Middleton of Texas Houses; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Algentia Davis of CCPPI; Roberta Burroughs of Roberta Burroughs & Associates; Rachel Ray and Edwin Friedrichs of Walter P. Moore; Chelbi Minns of One World Strategy Group; Tim Buscha of IDS Engineering; Kristin Blomquist of Masterson Advisors; Willie Coleman of Bates and Coleman; Reginald Wilson of Norton Rose and Fulbright; Andy Bynam of Mesirov; Alex Ramirez of Design Workshop; Peter Freedman of Gape Home Development; Lam Nguyen of L.T Nguyen Real Estate; Bob DeLeonard of Kimbey-Horn; Vanessa Ortega of L. O. Architecture; Mariana Rashcke of The Goodman Corporation; Marcel Merwin of Merwin Studios; Theola Petteway of OST/Almeda TIRZ; Henriette Bodmer of Super Neighborhood #62; Brain Van Tubergen of University Village Civic Club; Kay Walton and Scott Harbors, Midtown Residents .

Chairman Odom called the meeting to order and welcomed the guests.

PUBLIC COMMENTS.

Brian Van Tubergen with the University Village Civic Club thanked the Board Members for fencing the property owned by the MRA. Mr. Van Tubergen is excited for Midtown to begin its best efforts to construct homes in his area within the year.

Henrietta Bodmer with Super Neighborhood #63 is seeking to learn more about the bonds that the MRA is approving at today's meeting.

ELECTION OF OFFICER – SECRETARY & ASSISTANT SECRETARY.

Chairman Odom announced the nominations of Gayle Fortson for Secretary and Caton Fenz for Assistant Secretary. Director Odom moved to approve the appointment of Gayle Fortson for Secretary and Caton Fenz for Assistant Secretary. The motion was seconded by Director Goren and carried by unanimous vote.

CONSENT AGENDA FOR THE MIDTOWN REINVESTMENT ZONE:

MINUTES FOR DECEMBER 12, 2019.

CONSENT AGENDA FOR THE AUTHORITY:

MINUTES FOR DECEMBER 12, 2019;

MONTHLY FINANCIAL REPORTS FOR NOVEMBER 2019;

INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR DECEMBER 2019 AND JANUARY 2020.

Executive Director Thibodeaux presented the consent agenda. Director Foster made a motion to approve the consent agenda as presented. The motion was seconded by Director Fenz and carried by unanimous vote.

AGREED UPON PROCEDURES REPORT FOR FY 2019.

Jessica Ortiz with Carr, Riggs & Ingram presented the Agreed Upon Procedures Report for Fiscal Year 2019. Ms. Ortiz reported that they evaluated compliance with contracts and agreements related the Authority's Capital Improvement Plan projects for the year ending June 30, 2019. She reported that no exceptions were found as a result of applying the procedures. Director Fortson made a motion to approve the Agreed Upon Procedures Report for FY 2019. The motion was seconded by Director Fenz and carried by unanimous vote.

INVESTMENT REPORT FOR THE QUARTER ENDING DECEMBER 31, 2019.

Executive Director Thibodeaux presented the Investment Report for the Quarter ending December 31, 2019. Mr. Thibodeaux reported the average interest yield for the quarter was 0.9273556% for the fifteen interest bearing accounts with an average amount earned of approximately \$117,025. Director Goren moved to approve the Investment Report for the Quarter ending December 31, 2019. The motion was seconded by Director Fenz and carried by unanimous vote.

**MIDTOWN REINVESTMENT ZONE AND MIDTOWN REDEVELOPMENT AUTHORITY
RESOLUTION AUTHORIZING REFUNDING BONDS.**

Barron Wallace with Bracewell LLP presented the Resolutions Authorizing Refunding Bonds. Kristin Blomquist with Masterson Advisors reported the current bond market would produce debt service savings of approximately 16% or \$2 million, net of fees.

**A RESOLUTION OF THE MIDTOWN REDEVELOPMENT AUTHORITY APPROVING
AN ENGAGEMENT AGREEMENT FOR CO-DISCLOSURE COUNSEL SERVICES AND
OTHER MATTERS IN CONNECTION THEREWITH.**

Director Fortson moved to approve A Resolution of the Midtown Redevelopment Authority Approving an Engagement Agreement for Co-disclosure Counsel Service and other Matters in connection therewith. The motion was seconded by Director Goren which carried by unanimous vote.

**RESOLUTION AUTHORIZING THE ISSUANCE OF MIDTOWN REDEVELOPMENT
AUTHORITY TAX INCREMENT CONTRACT REVENUE AND REFUNDING BONDS,
SERIES 2020; APPROVING AND DESIGNATING A PRICING COMMITTEE TO
DETERMINE METHOD OF SALE AND MATTERS RELATED TO THE BONDS;
APPROVING OTHER AGREEMENTS RELATED TO SUCH BONDS; MAKING**

FINDINGS AND PROVISIONS RELATING TO SUCH BONDS AND MATTERS INCIDENT THERETO.

Director Goren moved to approve the Resolution Authorizing the Issuance of Midtown Redevelopment Authority Tax Increment Contract Revenue and Refunding Bonds, Series 2020; Approving and Designating a Pricing Committee of the Executive Director and Chair to Determine Method of Sale and Matters Related to the Bonds; Approving other Agreements Related to such Bonds; Making Findings and Provisions Relating to such Bonds and Matters Incident Thereto. The motion was seconded by Director Fenz and carried by unanimous vote.

FIRST AMENDMENT TO DEVELOPMENT AGREEMENT AND MAINTENANCE COVENANTS - MORGAN GROUP DEVELOPMENT.

Mr. Wallace presented the First Amendment to the Development Agreement and Maintenance Covenants with the Morgan Group Development; this amendments makes certain technical corrections relating to the development agreement. Director Fenz made a motion to approve the First Amendment to Development Agreement and Maintenance Covenants – Morgan Group Development. The motion was seconded by Director Foster and carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM:

AFFORDABLE HOUSING OPERATIONS CENTER;

Marlon Marshall reported that the affordable housing operations center construction was moving forward with the building structural steel and the installation of the duct bank.

CHANGE ORDERS

Mr. Marshall presented Change Order #1 for utility connection upgrade made by the City of Houston to the Public Works drawings in the amount of \$143,087.00. Director Goren made a motion to approve Change Order #1 for utility connection upgrade made by the City of Houston to the Public Works drawings in the amount of \$143,087.00. The motion was seconded by Director Fenz and carried by unanimous vote.

GRANT AGREEMENT WITH AGAPE HOMES CORPORATION;

Todd Edwards presented a request from Agape Homes Corporation for a Land Grant Agreement. Mr. Edwards reported that the CCPPI team and staff had vetted the project and recommend the Authority entering into negotiations with Agape Homes Corporation for a Grant Agreement. Director Fenz moved to authorize Attorneys and Staff to enter into negotiations with Agape Homes Corporation for a Grant Agreement to be brought to the Board of Directors for final approval. The motion was seconded by Director Goren and carried by unanimous vote.

AFFORDABLE HOUSING DEVELOPMENT UPDATE.

Mr. Edwards reported to the Board that the construction on the property located at 2222 Cleburne granted to the Montrose Center was moving forward and crews have recently poured the foundation for the building's elevator. He also reported that the clean-up program for the University Village Civic Club neighborhood has a very pro-active schedule.

MIDTOWN CAPITAL IMPROVEMENTS PROGRAM:

PARKS AND GREENSPACE - WALTER P MOORE / DESIGN WORKSHOP

MIDTOWN PARK

Marlon Marshall reported that the proposed Food Hall at Midtown Park was undergoing layout revisions to be better suited for our budget and park space. He noted that 2 other food halls had been recently opened in Midtown however their food hall concept was remarkably different than ours which will have 6 to 7 different varieties of food instead of just one type.

CHANGE ORDERS – MILLIS

There were no changes orders presented for Midtown Park at this meeting.

BAGBY PARK – STORAGE AND RENOVATIONS

The canopy for the Bagby Park has been ordered and is expected to be installed at the end of February 2020. The City of Houston has questioned the unisex restrooms so the team is continue to study our options.

CHANGE ORDERS

There were no changes orders presented for Bagby Park at this meeting.

CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

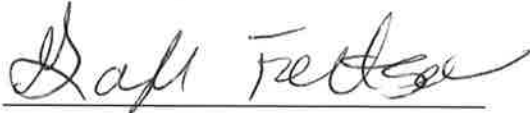
Mr. Marshall reported that the project construction management was reassigned to the TxDOT West Harris Area Office as of February 1, 2020. He has already seen an improvement in communications with the project.

CHANGE ORDERS

Mr. Marshall presented Change Order #26 in the amount of \$10,043.69 to replace sanitary manhole and repair 2” waterline during storm sewer installation at Austin/Anita and Change Order #29 in the amount of \$4,939.68 for storm sewer revisions at the Caroline/Dennis intersection due to inlet sizing restrictions in the field. Director Fenz made a motion to approve Change Order #26 in the amount of \$10,043.69 to replace sanitary manhole and repair 2” waterline during storm sewer installation at Austin/Anita and Change Order #29 in the amount of \$4,939.68 for storm sewer revisions at the Caroline/Dennis intersection due to inlet sizing restrictions in the field. The motion was seconded by Director Goren and carried by unanimous vote.

FTA GRANT PROGRAM - THE GOODMAN CORPORATION.

Mr. Marshall reported that the Goodman Corporation would provide an update on the Greyhound Bus Station at our next meeting.



Gayle Fortson, Secretary

4/30/20
Date