

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

May 26, 2022

A regular meeting of the Board of Directors (the "Board") of the Midtown Redevelopment Authority (the "Authority") was held in person at 410 Pierce Street, First Floor Conference Room, Houston, Texas 77002, on Thursday, May 26, 2022, 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	Donald Bond	7	Caton M. Fenz
3	Vacant	8	John Thomas
4	Michael F. Murphy	9	Zoe Middleton
5	Al Odom		

and all the above were present except Director Goren, Fenz and Thomas.

In attendance were Midtown Staff members: Vernon Williams, Kandi Schramm, Todd Edwards, David Thomas, Theresa Gilmore, Marlon Marshall, Jaime Giraldo, Willie Larry, Amaris Salinas, Sally Adame, Jalisa Hurst, Steve Smith, Chrystal Robertson-Davis, and Cynthia Alvarado; Peggy Foreman of Burney & Foreman; Barron F. Wallace of Bracewell LLP; Algenita Davis and Linda Larry Mitchell of CCPPI; Jennifer Curley of the City of Houston; Theola Petteway of OST/Alameda Redevelopment Authority; Alex Ramirez of Design Workshop; John Ivery of Walter P. Moore; Sean Haley, Interim Executive Director of CCPPI; Rachel Ray-Welch of Walter P. Moore, Roberta Burroughs of Roberta Burroughs Associates; Cheryl Lawson of WALIPP, Jessica Ortiz of Carr, Riggs & Ingram; Ceady Broussard of Houston Community College; Bob Bradford, CPA; Becky Cass of WinPark and Gary Hodges of Raba Kistner, Inc.

Chairman Odom called the meeting to order.

PUBLIC COMMENTS:

No public comments were given at this meeting.

CONSENT AGENDA FOR THE AUTHORITY:

MINUTES FOR MARCH 31, 2022;

MONTHLY FINANCIAL REPORTS FOR MARCH & APRIL, 2022;

INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR APRIL & MAY, 2022;

RATIFY AHOC OFFICE LEASE WITH CHANGE HAPPENS!;

AGREEMENTS WITH ONE WORLD STRATEGY GROUP, LLC;

AGREEMENT WITH A.O. PHILLIPS & ASSOCIATES, LLC.

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

ADMINISTRATIVE PROCEDURE MANUAL AND EMPLOYEE POLICY MANUAL.

Barron F. Wallace of Bracewell LLP presented the Administrative Procedure Manual and the Employee Policy Manual. He noted the revisions were changes to the harassment and vacation policies. Director Foster made a motion to approve the Administrative Procedure Manual and Employee Policy Manual. The motion was seconded by Director Murphy and carried by unanimous vote.

INVESTMENT POLICY WITH DEALER/BROKER LIST.

Mr. Wallace presented the Investment Policy with Dealer/Broker List, noting that the only revision to the policy was in the Dealer/Broker List, which was updated with current dealer/brokers. Director Foster made a motion to approve the Investment Policy with Dealer/Broker List. The motion was seconded by Director Murphy and carried by unanimous vote.

FINANCIAL AND AGREED UPON PROCEDURES ENGAGEMENT LETTER.

Kandi Schramm, Administrative Manager, presented the Engagement Letters for the 2022 and 2023 Financial and Agreed Upon Procedures Audits. She noted that the Engagement Letters showed a minimal increase over the previous years due to the increase of the projects. Director Bond made a motion to approve the Engagement Letters for the 2022 and 2023 Financial and Agreed Upon Procedures Audits. The motion was seconded by Director Middleton and carried by unanimous vote.

FY21 AGREED UPON PROCEDURES AUDIT.

Jessica Ortiz of Carr, Riggs and Ingram presented the FY21 Agreed Upon Procedures Audit. Ms. Ortiz reported their engagement to perform the FY21 Agreed Upon Procedures Audit in accordance with the attestation standards established by the American Institute of Certified Public Accountants. She additionally noted that no exceptions were found as a result of applying the procedures. Director Murphy made a motion to approve the FY21 Agreed Upon Procedures Audit. The motion was seconded by Director Middleton and carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM

Affordable Housing Operations Campus;

Change Orders;

Marlon Marshall, Director of Engineering and Construction reported there were no Change Orders to be presented at this meeting.

Interior Buildout (Level 2 & 5) - Construction Contract;

Mr. Marshall reported that interior buildout bids had been received. He noted that the bids were higher than the 2018 budgeted amount at the time when the project was designed. He stated that they expected the bids to be higher due to the current market conditions. The lowest, most responsible bid was from Harvey Builders in the amount of One Million Five Hundred Seven Thousand Nine Hundred Eighty-Three Dollars (\$1,507,983). Following all discussions, Director Murphy made a motion to accept the bid from Harvey Builders in the amount of One Million Five Hundred Seven Thousand Nine Hundred Eighty-Three Dollars (\$1,507,983). The motion was seconded by Director Foster and carried by unanimous vote.

Interior Design Services Work Order - Smith & Company Architects;

Mr. Marshall presented the fourth floor Interior Design Services Work Order from Smith & Company Architects for the leased suite of Change Happens!. The suite is approximately 13,000 square feet of existing shell space on the fourth floor. The Work Order from Smith & Company Architects is a total fee of One Hundred Twenty-Two Thousand Dollars (\$122,000.00). Director Foster made a motion to approve the Interior Design Services Work Order from Smith & Company Architects in the total amount of One Hundred Twenty-Two Thousand Dollars (\$122,000.00). The motion was seconded by Director Murphy and carried by unanimous vote.

Grant Agreement with Houston Habitat for Humanity, Inc.;

Peggy Foreman of Burney and Foreman presented the Resolution authorizing a Grant Agreement with Houston Habitat for Humanity, Inc. Ms. Foreman stated that, if approved, the Resolution authorized the Executive Director and/or Board Chair to execute the Grant Agreement and related documents granting 2 tracts of land, consisting of approximately 24,000 square feet, to Houston Habitat for Humanity for development a minimum of 4 (potentially 5) of affordable single-family homes for qualified homebuyers. Director Middleton made a motion to approve the Resolution authorizing a Grant Agreement with Houston Habitat for Humanity, Inc. for 2 tracts of land. The motion was seconded by Director Murphy and carried by unanimous vote.

Grant Agreement with William A. Lawson Institute for Peace and Prosperity;

Ms. Foreman presented the Resolution authorizing a Grant Agreement with William A. Lawson Institute for Peace and Prosperity (WALIPP). Ms. Foreman stated that, if approved, the Resolution authorized the Executive Director and/or Board Chair to execute the Grant Agreement and related documents granting a total of 5 tracts of land to WALIPP to develop an affordable multi-family housing complex for seniors, consisting of approximately 69 one-bedroom rental units for seniors together with certain common areas. Ms. Foreman stated that at least 51% of the units would be leased to persons whose income does not exceed 80% of area median income (AMI). Director Middleton made a motion to Approve the Resolution for the Grant Agreement with William A. Lawson Institute for Peace and Prosperity (WALIPP). The motion was seconded by Director Murphy and carried by unanimous vote.

Affordable Housing Operations Campus Parking Garage Management Agreement;

Ms. Foreman presented a Resolution authorizing an agreement with WinPark Management, LLC related to operation and management of the Affordable Housing Operation Campus Parking Garage. She reminded the Board that WinPark is the current manager of the Midtown Parking Garage would provide certain operational services for the AHOC parking garage. She stated that some additional work will be needed on the agreement with regards to the Scope of Services to be provided. Director Murphy made a motion to approve the Resolution authorizing an agreement with WinPark Management, LLC. relating to the Affordable Housing Operation Campus Parking Garage. The motion was seconded by Director Bond and carried by unanimous vote.

Parking Garage Operations Budget;

Mr. Edwards reported that the Parking Garage Operation Budget would be brought back to the Board at its next regular meeting.

Affordable Housing Report.

Mr. Edwards reported that the staff and consultants had met with the Mayor and other City representatives on May 16, 2022, to discuss obtaining the City's assistance with infrastructure needs to support the development of affordable housing on Authority owned properties. He stated that the Authority has provided the City with a list of properties from Midtown's affordable housing inventory and that he is hopeful that the Authority can enter into an Interlocal Agreement with the City to help reduce the cost of infrastructure improvements and facilitate the development of more affordable housing.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM:**BALDWIN PARK - WALTER P MOORE / DESIGN WORKSHOP:**

Marlon Marshall, Director of Engineering and Construction, reported that most areas of Baldwin Park are open and available for use by the public, but that use of the playground area is restricted at this time due to construction. It is anticipated that the project will be complete by August 2022. He reported that certain improvements to Glover Park as discussed in Change Order #1 were included as part of the Baldwin Park Project.

CHANGE ORDERS:

Mr. Marshall presented Change Order #1 in the amount of \$44,704.77 for installation of bicycle amenities and sidewalk improvements at Glover Park. Director Middleton made a motion to approve Change Order #1 in the amount of \$44,704.77 for installation of bicycle amenities and sidewalk improvements at Glover Park. The motion was seconded by Director Murphy and carried by unanimous vote.

Construction Administration Additional Services Request - Walter P Moore

Mr. Marshall presented the Construction Administration Additional Services Request from Walter P. Moore for general services associated with construction phase services for Baldwin Park in the amount of Eleven Thousand Two Hundred Thirty Dollars (\$11,230.00). Director Murphy made a motion to approve the Construction Administration Additional Services Request from Walter P. Moore for general services associated with construction phase services for Baldwin Park in the amount of Eleven Thousand Two Hundred Thirty Dollars (\$11,230.00). The motion was seconded by Director Foster and carried by unanimous vote.

CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI:

Mr. Marshall reported that the Contractor continues installation of pavers, rain garden amenities, and streetscape amenities (trash receptacles, bike racks, signage, seating) along Caroline Street. Additionally, he reported on the continued coordination with utility companies to resolve remaining conflicts with sidewalk and intersection ramp installations.

CHANGE ORDERS:

Mr. Marshall, presented the following change orders:

Change Order #61 in the amount of \$172,869.35 for revisions to signage and pavement markings to incorporate the latest requirements from City of Houston regarding bike lane striping design

standards into the project. Director Middleton made a motion to approve Change Order #61 in the amount of \$172,869.35 for revisions to signage and pavement markings to incorporate the latest requirements from City of Houston regarding bike lane striping design standards into the project. The motion was seconded by Director Murphy, and it carried by unanimous vote.

Change Order #62 in the amount of \$5,934.85 for additional work to break out concrete at sign locations that obstruct such items as inlets, trees, or sidewalks. Director Middleton made a motion to approve Change Order #62 in the amount of \$5,934.85 for additional work to break out concrete at sign locations that obstruct such items as inlets, trees, or sidewalks. The motion was seconded by Director Murphy and carried by unanimous vote.

MIDTOWN PARK – WALTER P MOORE / DESIGN WORKSHOP

FRONT 90 AND GARAGE IMPROVEMENTS - CONSTRUCTION CONTRACT

Mr. Marshall presented the recommendations from the staff and consultants to award the Front 90 and Garage Improvements construction contract to Jerdon Enterprise in the amount of \$256,604.50 for garage improvements and food truck electric connections. Director Murphy made a motion to approve the Front 90 and Garage Improvements construction contract to Jerdon Enterprise in the amount of \$256,604.50 for garage improvements and food truck electric connections. The motion was seconded by Director Bond. All Directors approved with the exception of Director Middleton who abstained.

BRAZOS STREET BRIDGE LANDSCAPE IMPROVEMENTS

CITY OF HOUSTON INTERLOCAL AGREEMENT

Mr. Marshall presented the Interlocal Agreement with the City of Houston for the Design and Construction of Landscaping Improvements to the Brazos Bridge at Bagby Street in an amount not to exceed \$200,000.00. Director Murphy made a motion to approve the Interlocal Agreement with the City of Houston for the Design and Construction of Landscaping Improvements to the Brazos Bridge at Bagby Street in an amount not to exceed \$200,000.00. The motion was seconded by Director Middleton and carried by unanimous vote.

DESIGN SERVICES WORK ORDER – DESIGN WORKSHOP

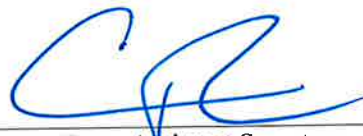
Mr. Marshall presented the Design Services Work Order with Design Workshop in an amount not to exceed \$78,750.00 to allow Design Workshop to move forward with the design of the Brazos Street Bridge Landscaping improvements. Director Middleton made a motion to approve the Design Services Work Order with Design Workshop in an amount not to exceed \$78,750.00 to allow Design Workshop to move forward with the design of the Brazos Street Bridge Landscaping improvements. The motion was seconded by Director Murphy and carried by unanimous vote.

EXECUTIVE SESSION

The Board did not enter into a closed executive session.

ADJOURN

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



Caton Fenz, Assistant Secretary

6/30/2022

Date