

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

January 10, 2013

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, January 10, 2013 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 | William J. Taylor, III | 6 | Abe Goren |
| 2 | Doug Erwing | 7 | Billy Briscoe |
| 3 | Robert D. Sellingsloh | 8 | Giovanni Garibay |
| 4 | Pamela Ngo Tranpark | 9 | Michelle A. Clayton Collier |
| 5 | Derrick M. Mitchell | | |

and all of the above were present with the exception of Director Collier, Taylor and Erwing.

Also in attendance were Kandi Schramm, Marlon Marshall, Todd Edwards, Araceli Rodriguez and Theresa Gilmore of the Authority; F. Charles LeBlanc and Phillip Franshaw, consultant for the Authority; Cynthia Alvarado of the Midtown Management District; Barron F. Wallace of Bracewell & Giuliani LLP; Peggy Foreman of Burney & Foreman; Mary Buzak and Jennifer Curly of the City of Houston; Damon Williams of Capnet and Patrick Johnson of PCJ.

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

CONSENT AGENDA FOR THE AUTHORITY

- a. **MINUTES OF THE AUTHORITY FOR NOVEMBER 29, 2012.**
- b. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR NOVEMBER 2012.**
- c. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR DECEMBER 2012 AND JANUARY 2013.**
- d. **EXTENSION OF CONTRACT WITH PHILLIP FRANSHAW.**
- e. **RATIFY AND AMEND ADMINISTRATIVE POLICIES AND PROCEDURES MANUAL.**

Kandi Schramm presented the consent agenda. Director Goren made a motion to approve the consent agenda items a through e. The motion was seconded by Director Mitchell, which carried by unanimous vote.

FIFTH AMENDMENT TO THE PROJECT PLAN AND FINANCING PLAN

Barron F. Wallace of Bracewell & Giuliani LLP noted that the Fifth Amendment to the Project Plan and Financing Plan (the "Plan") had been approved in substantially final form and was presented to the economic development division of the City. Mr. Wallace noted that the proposed Plan for their review and approval. Approval is expected in March.

DEVELOPMENT AND REAL ESTATE ACQUISITION ON MAIN STREET, INCLUDING SUPER BLOCK PARK AND RELATED DEVELOPMENT OPPORTUNITIES.

After returning to Open Session, no action was taken

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

a. HCC CAPITAL PROJECTS - IDS ENGINEERS

a. HCC DESIGN SERVICES CHANGE ORDER

Marlon Marshall presented the HCC Design Services Change Order noting that the request in the amount of \$217,000 was outside the previously authorized contract. Director Tranpark made a motion to approve the HCC Design Services Change Order in the amount of \$217,000. The motion was seconded by Director Mitchell, which carried by unanimous vote.

MIDTOWN CULTURAL ARTS AND ENTERTAINMENT DISTRICT

a. FUTURE GRANT OPPORTUNITIES AND GUIDELINES

Director Mitchell made a motion to approve the Resolution Adopting the Midtown Redevelopment Authority Cultural Facilities Policy and Setting an Annual Authorized Amount Related Thereto. The motion was seconded by Director Biscoe, which carried by unanimous vote.

b. APPROVAL OF ASIA HOUSE GRANT AGREEMENT

Director Mitchell made a motion to approve the Resolution Adopting the Grant Agreement By and Between the Reinvestment Zone Number Two, City of Houston, Texas and Midtown Redevelopment Authority and Asia Society Texas Center. The motion was seconded by Director Goren, which carried by unanimous vote.

c. GRANT REQUEST FROM MATCH.

Jill Jewett presented the Board a request for a Cultural Arts Grant on behalf of the Midtown Arts & Theater Center Houston (MATCH) in an amount up to \$1 million payable in four equal installments. MATCH has secured a location at 3400 Main and

anticipates constructing a \$23 million performance and visual arts center in Midtown. MATCH will have funding from the City of Houston in the estimated amount of \$500,000 annually. The Board will analyze this request under the Cultural Facilities Policy and Guidelines to evaluate the project.

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 conducted an executive session to discuss Item 5. pursuant to Section 551.072, Texas Government Code. The Board then reconvened into open session.

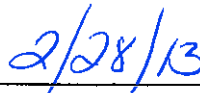
PUBLIC COMMENTS

ADJOURNMENT

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



Pamela Ngo Tranpark, Secretary



Date