

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

January 12, 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, January 12, 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 Dudley and Ratcliff.

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, David Thomas, Araceli Rodriguez, Cynthia Alvarado, Michelle Ashton, Mark Sullivan and Theresa Gilmore, Jalisa Hurst, Amaris Salinas and Vernon Williams of Midtown; Peggy Foreman of Burney and Foreman; Clark Lord of Bracewell LLP; Carol Harrison of IDS Engineering Group; Rachel Ray of Walter P. Moore; Jennifer Curly of the City of Houston; Donnie Arbean of the Goodman Corporation; Alex Ramirez of Design Workshop; Mechelle Phillips of One World Strategy Group; Maya Ford of FordMomentum; Karlos Allen of TKG Advisors; Drew Masterson, Kristin Blomquist & Lester Byrd of First Southwest; Shawnell Holman of Siebert Cisneros & Shank; Kathleen Ellison of Norton Rose Fulbright; Allen Johnston of Johnston Company; Dayana Williams of Houston Community College; Eoles Whittaker of State Representative Coleman’s Office; Gary Bernard of 2016 Main; Thomas Wang, Dan Barnum, Cynthia Aceves and Michael Lewis, as Property Owners & Residents.

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

CONSENT AGENDA FOR THE AUTHORITY:

- a. Minutes for December 1, 2016;
- b. Monthly financial report for November and December 2016;
- c. Invoices from Trustee and Operating Accounts for December 2015 and January 2016;
- d. Amendment to One World Agreement;

Matt Thibodeaux, Executive Director, presented the various items of the consent agenda. Director Goren made a motion to approve the consent agenda items a. through d. The motion was seconded by Director Fenz, which carried by unanimous vote.

RATIFYING SALE OF TAX INCREMENT CONTRACT REVENUE BONDS SERIES 2017; APPROVING CERTAIN AGREEMENTS RELATING THERETO

Kristin Blomquist of Hilltop Securities gave an overview of the Tax Increment Contract Revenue Bonds Series 2017 sale. The Authority purchased a reserve fund surety bond instead of funding the Debt Service Reserve account which allowed the Authority to place approximately \$3 million additional funds into the Project Fund account.

Director Goren made a motion to approve Ratifying Sale of Tax Increment Contract Revenue Bonds Series 2017; Approving Certain Agreements Relating Thereto. The motion was seconded by Director Fenz which carried by unanimous vote.

AMENDMENT TO MUNICIPAL SERVICE COSTS AGREEMENT WITH CITY OF HOUSTON

INTERLOCAL AGREEMENT WITH MIDTOWN MANAGEMENT DISTRICT RELATING TO CERTAIN SERVICES

Clark Lord with Bracewell LLP presented the Amendment to the Municipal Service Cost Agreement with the City of Houston and the Interlocal Agreement with Midtown Management District. Mr. Lord explained that the City had reduced the amount of Municipal Service Cost to the Authority and would allow the balance of those associated costs to be used for certain services within the District, such as homeless initiatives, private security services, clean-up and trash/debris removal, public safety education and coordination services and Public Intoxication Transport services (PIT).

Director Odom made a motion to approve the Amendment to Municipal Service Costs Agreement with the City of Houston and the Interlocal Agreement with the Midtown Management District relating to certain services. The motion was seconded by Director Erwing which carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM

a. **REAL ESTATE RESOLUTION**

Director Fenz made a motion to approve the Resolution Approving Entering into Contracts and Acquisitions and Sale of Certain Properties by the Authority for Affordable Housing. The motion was seconded by Director Odom, which carried by unanimous vote.

b. **RESOLUTION APPROVING A DEVELOPMENT AND PURCHASE AGREEMENT AND AUTHORIZING THE SALE OF FIVE (5) SINGLE FAMILY RESIDENTIAL LOT TO EPIC HOMES, LLC;**

Peggy Foreman presented the terms of the Resolution. She advised the Board that the Staff was recommending a change in the affordability period from 10 years to 20 years (25 years for buyers receiving \$40,000.00 or more in federal homebuyer assistance).

Director Erwing made a motion to approve the above captioned Resolution. The motion was seconded by Director Odom. Following all discussion, the motion carried by unanimous vote.

c. **UPDATE ON AFFORDABLE HOUSING PROGRAM**

Mr. Edwards updated the Board on the status of the affordable homes constructed by Epic Homes and Houston Business Development, Inc. He showed pictures of the interior and exterior of completed homes.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

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

i. **MIDTOWN PARK**

Marlon Marshall showed pictures of the construction status of the garage and park. Mr. Marshall reported on the progress at Midtown Park and Garage noting the garage operator had begun to install equipment. Amaris Salinas of Midtown Park Conservancy reported on the activities to be held in Bagby Park during Super Bowl Weekend. Silver Eagle will sponsor the 3 day concert series event. Mechelle Phillips of One World reported on the activities to be held at Midtown Park on Saturday and Sunday during Super Bowl weekend. The Super Bowl Host Committee has designated the Park as an official Super Bowl event site and will provide the Super Bowl arch and other Super Bowl banners and items for use at the site during Super Bowl weekend. There will be interactive lawn games, Madden video games, DJs, bands on stage, food trucks and a VIP tent.

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

Mr. Marshall reported on Change Order #23 in the amount of \$24,637.83 to modify the light fixtures, pipe screening at stair well, wire mesh panels at entry, and fencing of ceiling storage areas and Change Order #24 in the amount of \$95,733.19 for the installation of equipment required to obtain the temporary certificate of occupancy from the City of Houston.

Director Castleman made a motion to approve Change Order #23 & #24 in the amounts of \$24,637.83 & \$95,733.19, respectively. The motion was seconded by Director Erwing which carried by unanimous vote.

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

Mr. Marshall reported on Change Order #14 in the amount of \$106,452.93 for rain fountain size modifications, temporary service drive, utility conditions at Travis Street storm sewer, removal of pier drilling debris, drainage at berm wall, temporary closure at elevator, steel modification at pavilion and ADA ramp modifications.

Director Goren made a motion to approve Change Order #14 in the amount of \$106,452.93. The motion was seconded by Director Castleman which carried by unanimous vote.

ii. **ENTRY PORTALS**

Mr. Marshall reported that construction had begun on the entry portals at the Bagby Street location and would be moving next to the entrances at Brazos at Spur 527 and Webster at Gray.

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

i. **HOLMAN STREET PEDESTRIAN ENHANCEMENTS**

Mr. Marshall reported the contractors were waiting on the City to install water meters and CenterPoint to relocate the poles in the ADA ramps.

1. **APPROVE CHANGE ORDERS – SER**

There were no Change Orders presented for consideration.

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

Mr. Marshall reported that due to a pedestrian being hit by the METRO Rail the project continues to be temporarily shut down and that the team is working with METRO to obtain a date to proceed.

i. **APPROVE CHANGE ORDERS - SER**

Mr. Marshall presented Change Order #3 in an amount not to exceed \$148,285.68 for irrigation modifications and the addition of a controller to the plans.

Director Odom made a motion to approve Change Order #3 in an amount not to exceed \$148,285.68. The motion was seconded by Director Erwing, which carried by unanimous vote.

d. **CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI**

Mr. Marshall reported that TxDOT had issued a notice to proceed and that the Staff anticipates that the project will be rebid sometime in March 2017.

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

No report given at this time.

EMPLOYEE EVALUATION, REVIEW AND TERMS OF EMPLOYMENT.

This item was discussed in Executive Session. Upon returning to open session, Director Erwing made a motion to approve Employee Compensation for 2017 as discussed in Executive Session. The motion was seconded by Director Goren, which carried by unanimous vote.

PUBLIC COMMENT

There were no public comments at this time. Peggy Foreman of Burney & Foreman reported that the Management District had entered into an Agreement with SEAL Security to begin patrolling the District on December 27, 2016. She stated that SEAL Security officers will patrol the District with a DPS trained K-9 officer, in vehicle bearing a “Midtown” emblem and displaying a clearly visible Midtown hotline telephone number. Ms. Foreman stated that the SEAL patrol officers will work in conjunction with the Houston Police Department and Precinct 7 Deputy Constables.

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 agenda item #10 (Section 551.074, Texas Government Code).

ADJOURNMENT

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



Pamela N. Castleman, Secretary



Date