

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

January 28, 2016

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, January 28, 2016 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	Vacant
4	Pamela Ngo Castleman	9	Jeremy Ratcliff
5	Al Odom		

and all of the above were present with the exception of Director Dudley, Erwing and Fenz.

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, Vernon Williams, David Thomas, Araceli Rodriguez and Theresa Gilmore of the Authority; Cynthia Alvarado and Elizabeth Powell of the Midtown Management District, Peggy Foreman of Burney and Foreman; Barron F. Wallace of Bracewell & Giuliani LLP; Carol Harrison of IDS Engineering Group; Edwin Friedrichs & Rachel Ray of Walter P. Moore; Jennifer Curley of the City of Houston; Jackie Swindle of Houston Community College; Jim Webb of the Goodman Corporation; Steven Spears & Alex Ramirez of Design Workshop; Mechelle Phillips of One World Strategy Group; Barbara Hilburn, Cynthia Aceves-Lewis & Jim Honey, Midtown Residents.

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 DECEMBER 10, 2015;**
- b. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR DECEMBER 2015;**
- c. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR DECEMBER 2015 & JANUARY 2016;**
- d. **AGREEMENT WITH ONE WORLD STRATEGY GROUP, LLC**

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

FISCAL YEAR 2015 AUP AUDIT

Alyssa Hill with Carr, Riggs and Ingram, CPAs and Advisors presented the Agreed Upon Procedures Audit reviewing \$39.4 million in construction and related contracts for fiscal year 2015. Ms. Hill noted that a major portion of the construction contracts were related to the Midtown Park and Garage totaling \$21.6 million in construction contracts. She reported that no exceptions were found and the report was a clean audit.

Director Goren made a motion to approve the Fiscal Year 2015 Agreed Upon Procedures Audit. The motion was seconded by Director Ratcliff, which carried by unanimous vote.

CULTURAL FACILITIES GRANTS

a. CRIME STOPPERS

Mr. Thibodeaux presented the request from Crime Stoppers for \$50,000 towards building the first-ever Crime Stoppers facility in the nation, a historical center that will have its home in the heart of Midtown. Following all questions, Director Ratcliff made a motion to authorize the Executive Director and attorneys to negotiate a grant agreement and bring it back before the Board for approval. The motion was seconded by Director Odom, which carried by unanimous vote.

b. TRINITY CHURCH

Mr. Thibodeaux presented the request from Trinity Church to assist with renovation costs for an historic building on Fannin Street to be used for social services and to secure a historical designation from the State of Texas. Director Goren announced that he would abstain from any and all votes regarding Trinity Church as they are a client of his law firm. He then presented Kandi Schramm a signed and notarized Conflict of Interest Affidavit. Following all conversation the Board asked Mr. Thibodeaux to continue further communication with the Church and asked for legal counsel to give an opinion if this grant would be an approved use of TIRZ funds.

MIDTOWN AFFORDABLE HOUSING PROGRAM

a. RESOLUTION APPROVING ENTERING INTO CONTRACTS AND ACQUISITION AND SALE OF CERTAIN PROPERTIES BY THE AUTHORITY FOR AFFORDABLE HOUSING

Director Ratcliff made a motion to approve the above captioned Resolution. The motion was seconded by Director Odom, which was carried by unanimous vote.

b. CCPPI AFFORDABLE HOUSING GRANT

Barron F. Wallace presented the CCPPI Affordable Housing Grant term sheet in executive session. No action was taken upon entering into open session.

c. UPDATE ON AFFORDABLE HOUSING PROGRAM.

Mr. Edwards reported to the Directors that the Authority would be closing on 2 new properties this week. He updated the Directors on Epic Homes. Mr. Edwards would like to set up a workshop at a later date.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

a. PARKS AND GREENSPACE - WALTER P. MOORE/DESIGN WORKSHOP

i. MIDTOWN PARK

Mr. Marshall reported on the progress happening at Midtown Park and shared pictures of the construction site with the Board and visitors. He noted that the final pours for the lid would be occurring and anticipate park construction to begin in March 2016.

1. APPROVE GARAGE CHANGE ORDER – CAMDEN.

Mr. Marshall presented the change order #10 in the amount of \$145,510 for the remaining contaminated soils; #11 in the amount of \$64,212.13 for elevator roof top cooling units; #12 in the amount of \$285,145.26 due to a high water table, changing of elevator tunnel and sump pumps and #13 is a deduct in the amount \$7,626.15 for reduced amount of concrete.

Following all discussion, Director Odom made a motion to approve Change Orders #10 - #13 as presented above. The motion was seconded by Director Ratcliff, which carried by unanimous vote.

Mr. Marshall shared with the Directors that conversations continue with ESPN, Fox and the Super Bowl Host Committee for the use of Midtown Park during the Super Bowl. In May or June, 120 parking spaces should be available for public use with the balance to be ready in late 2016. The team is finalizing the RFQ for the parking garage manager.

b. HCC CAPITAL PROJECTS - IDS ENGINEERS

i. HOLMAN STREET PEDESTRIAN ENHANCEMENTS

Mr. Marshall reported that the contractor had mobilized and was on site working in the blocks from the Spur to Louisiana and Louisiana to Travis for replacement in the north face of the block.

c. CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall and Mr. Thibodeaux reported that there were no new actions to report. They had met with Public Works and are hoping the City will re-bid the project.

d. FTA GRANT PROGRAM – THE GOODMAN CORPORATION

Mr. Webb of the Goodman Corporation reported that he is working with the Main Street project funding in the amount of \$2.7 million to be ready when the project is bid in March or April.

REVIEW OF THE 2016 COMPENSATION RECOMMENDATIONS.

This item was discussed in Executive Session. Upon entering into open session, Director Castleman made a motion to approve the Executive Director's recommendation for 2016 employee compensation. The motion was seconded by Director Goren, which carried by unanimous vote.

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 at this meeting to discuss items #4.b. Consultation with attorneys regarding Real Estate Matters (Section 551.071, Texas Government Code) and item #8 Personnel Matters (Section 551.074, Texas Government Code).

Public Comments

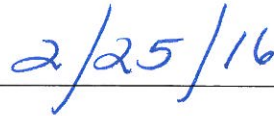
Public comments were received from Barbara Hilburn, Cynthia Aceves-Lewis and Jim Homey regarding security and homeless issues in Midtown.

ADJOURNMENT

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



Pamela N. Castleman, Secretary



Date