

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

**January 29, 2015**

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 29, 2015 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	Caton M. Fenz
3	Robert D. Sellingsloh	8	James Dinkins
4	Pamela Ngo Castleman	9	Jeremy Ratcliff
5	Al Odom		

and all of the above were present with the exception of Director Taylor, Ratcliff & Dinkins.

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, Araceli Rodriguez and Theresa Gilmore of the Authority; Cynthia Alvarado and Elizabeth Powell of the Midtown Management District; Barron F. Wallace of Bracewell & Giuliani LLP; Peggy Foreman of Burney and Foreman; Rachael Ray and Brian Lozano of Walter P. Moore; Steven Spears of Design Workshop; Tim Buscha and Carol Harrison of IDS Engineering Group; Alyssa Hill of Carr, Riggs & Ingram; Kristin Blomquist of First Southwest Company; Jennifer Curley of the City of Houston; Jim Webb of The Goodman Corporation; Jeri Brooks & Mechelle Phillips of One World Strategy Group; Don Huml, Executive Director of Tax Increment Reinvestment Zone #17; Willard Homes, CFO of Museum of Fine Arts; Theola Petteway, Executive Director of OST/Almeda TIRZ; and Gary Bernard of 2016 Main.

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 12, 2014;**
- b. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR OCTOBER, NOVEMBER & DECEMBER 2014**
- c. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR DECEMBER 2014 AND JANUARY 2015;**
- d. **RATIFY PAYMENT OF PROPERTY TAXES FOR CERTAIN AUTHORITY PROPERTY.**

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 Erwing, which carried by unanimous vote.

**SIXTH AMENDED PROJECT PLAN AND FINANCING PLAN;**

Kristin Bloomquist of First Southwest Company summarized the bond refunding reporting a \$1.7 million in savings over the next 10 years. The Sale closed February 3, 2015 with a ratings increase from Standards & Poor's of "A" from "A-".

Barron F. Wallace of Bracewell & Giuliani LLP presented a revised version of the revised Sixth Amended Project Plan and Financing Plan and Extension of the Zone to include the Museum District area only. The Sixth Amended Project Plan and Financing Plan will be finalized and sent to the Directors in the next 30 days for review and approval.

**INVESTMENT REPORT FOR QUARTER ENDING DECEMBER 31, 2014.**

Executive Director Thibodeaux presented the investment report for the quarter ending December 31, 2014 noting all funds had been invested with an average interest rate of 0.0890%. Director Fenz made a motion to accept the Investment Report for Quarter ending December 31, 2014 as presented. The motion was seconded by Director Castleman, which carried by unanimous vote.

**AGREEMENT BETWEEN THE AUTHORITY AND MIDTOWN IMPROVEMENT AND DEVELOPMENT CORPORATION. (MIDCORP)**

Mr. Wallace reported on the status of MidCorp as the partner for the Authority and Management District. A draft agreement between the two entities and will be presented at the next board meeting.

**AGREED UPON PROCEDURES AUDIT FOR FISCAL YEAR 2014.**

Alyssa Hill of Carr, Riggs & Ingram presented the Agreed Upon Procedures Audit for fiscal year 2014. Ms. Hill reported that the auditors reviewed \$22 million of current contracts with no findings. Director Castleman made a motion to approve the Agreed Upon Procedures Audit for Fiscal Year 2014. The motion was seconded by Director Goren, which carried by unanimous vote.

**THIRD AMENDMENT TO PURCHASE AND SALE AGREEMENT RELATING TO 3300 MAIN.**

Upon reconvening in Open Session, Director Goren made a motion to approve the Third Amendment to Purchase and Sale Agreement Relating to 3300 Main. The motion was seconded by Director Erwing and carried by unanimous vote.

## **MIDTOWN AFFORDABLE HOUSING PROGRAM**

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

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

### **b. AFFORDABLE HOUSING DEVELOPMENT AGREEMENT WITH EPIC HOMES; AND**

Mr. Edwards reported that Epic Homes has presented a request to purchase at a reduced rate an additional 7 lots, currently in the Authority's inventory of affordable housing land, to provide single family affordable housing in the Third Ward. Director Goren made a motion to authorize staff and attorneys to negotiate an agreement with Epic Homes for single family affordable housing in Third Ward. The motion was seconded by Director Castleman, which carried by unanimous vote.

### **c. ROW HOUSE CDC – PILOT PROJECT**

Barron Wallace reported to the Board that transfer of ownership for the Pilot Project was part of the Development Agreement with Row House CDC. Mr. Wallace noted that the attorneys are working to clear up the title and asked to add an agenda item for a loan agreement with Row House CDC in the amount of \$400,000.00 for 10 years to the February agenda.

## **MIDTOWN CAPITAL IMPROVEMENT PROGRAM**

### **a. PARKS AND GREENSPACE - WALTER P. MOORE/Design Workshop**

#### **i. MIDTOWN PARK**

Mr. Marshall reported that the contractor has completed the water feature and is working to finalize the substantial completion punch list items. Kiosk tenant has started tenant improvements and estimates completion in mid-March.

#### **1. APPROVE CHANGE ORDERS**

Director Erwing made a motion to approve Change Order #15 in the amount of \$28,500 to be deducted from the park contract for kiosk building scope to tenant build out scope. The motion was seconded by Director Fenz, which carried by unanimous vote.

## **2. NAME CHANGE**

After much discussion the Board elected to have the MidCorp Board recommend the names of the current Super Block and Midtown parks.

### **ii. SUPERBLOCK PARK**

#### **1. Approve Additional Services Request for Design Services – Walter P. Moore**

Mr. Marshall reported that meetings continue with Camden Property Trust to discuss contract issues. He anticipates issuing a Notice to Proceed in late February 2015 with a twelve month construction period. The adjusted financed amount for the garage to be built by Camden Property Trust is \$18,000,000.

Director Castleman made a motion to approve Additional Design Services in the amount of \$55,000 for coordination and redesign by Walter P. Moore of the project. The motion was seconded by Director Goren, which carried by unanimous vote.

### **b. CAROLINE STREET RECONSTRUCTION**

TxDot issued a re-bid notice to contractors with a reduced scope of work. The bids again came in over Midtown's \$9,000,000 budget. Since the bids returned at \$13.9 million TxDot has delayed the construction award. Midtown staff and consultants are looking to apply for increased grant funding from other entities.

### **c. HCC CAPITAL PROJECTS - IDS ENGINEERS**

No report was given at this time.

### **d. HOLMAN STREET PEDESTRIAN ENHANCEMENTS**

The design plan Mylar's have been approved by the City. Since the cost of current projects is on the incline Midtown may delay the bidding until there is a down turn in construction costs which is anticipated in 3 – 6 months.

### **d. FTA GRANT PROGRAM - THE GOODMAN CORPORATION**

Jim Webb with the Goodman Corporation reported that there were no updates at this time.

Upon reconvening in Open Session, Director Goren made a motion to accept the Executive Director's recommendations for employee compensation for all Authority staff for 2015 and that such increase be effective as of January 1, 2015. The motion was seconded by Director Erwing and 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 to discuss Items #7 and #11 pursuant to Sections 551.072 and 551.074 of the Texas Government Code, respectively. The board reconvened into Open Session where upon action was taken on these agenda items. A Certified Public Agenda of Closed Meeting has been prepared.

**PUBLIC COMMENTS**

There were no public comments.

**ADJOURNMENT**

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



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Pamela N. Castleman, Secretary

2/26/15

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Date