

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

January 30, 2014

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 30, 2014 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 Castleman	9	Michelle A. Clayton Collier
5	Al Odom		

and all of the above were present with the exception of Directors Garibay, Odom, Taylor & Briscoe.

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, Araceli Rodriguez and Theresa Gilmore of the Authority; F. Charles LeBlanc and Phillip Franshaw, consultants for the Authority; Cynthia Alvarado and Elizabeth Powell of the Midtown Management District; Barron F. Wallace and Katherine R. Milton of Bracewell & Giuliani LLP; Peggy Foreman of Burney and Foreman; Alyssa Hill of CRI; Zackery Martin of ESPA; Tim Buscha of IDS; Edwin Friedrichs, Lee Anne Dixon and Bryan Brown of Walter P. Moore; Steven Spears of Design Workshop; Donna Capps & Jennifer Curley of the City of Houston; Jim Webb of The Goodman Corporation; Theola Petteway, Executive Director of Alameda/OST Redevelopment Authority and William Franks of the Oxberry Group & Chair of the Midtown Management District.

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 21, 2013.**
- b. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR NOVEMBER AND DECEMBER 2013.**
- c. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR DECEMBER 2013 AND JANUARY 2014.**

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 c. The motion was seconded by Director Erwing, which carried by unanimous vote.

INVESTMENT REPORT FOR QUARTER ENDING DECEMBER 31, 2013.

Executive Director Thibodeaux presented the Investment Report for the quarter ending December 31, 2013. Director Castleman made a motion to accept the Investment Report for the quarter ending December 31, 2013. The motion was seconded by Director Goren and carried by unanimous vote.

AGREED UPON PROCEDURES AUDIT FOR FISCAL YEAR 2013.

Alyssa Hill with Carr, Riggs & Ingram presented the Authority's Agreed Upon Procedures Audit for fiscal year 2013. Ms. Hill reported that the audit included a review of all contracts, expenses, change order approvals, and insurance coverage for the contractors. She noted that no exceptions were found.

Director Erwing made a motion to approve the Agreed Upon Procedures Audit for Fiscal Year 2013. The motion was seconded by Director Castleman, which carried by unanimous vote.

AMENDED ADMINISTRATIVE POLICIES AND PROCEDURES MANUAL.

Barron Wallace of Bracewell & Giuliani LLP presented the Amended Administrative Policies and Procedures Manual noting two clarifications were made in the amended Manual regarding project change orders procedures and authorization of the Executive Director to make recommendations for staff compensation. The Manual would allow the Executive Director to authorization change orders up to a specified limit and have the Board ratify such change order at the next Board meeting. Additionally it authorizes the Executive Director to approve salary compensation within a salary range pre-approved by the Board. Following all discussion Director Castleman made a motion to authorize the approval of the Amended Administrative Policies and Procedures Manual in substantial final form as presented. The motion was seconded by Director Goren, which carried by unanimous vote. The Manual will be re-presented at the February meeting with modifications suggested by the Board.

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 Castleman, which was approved by unanimous vote.

b. **UPDATE ON AFFORDABLE HOUSING.**

Todd Edwards updated the Board on the new acquisitions, the sale of two properties to Epic Homes, a kick-off meeting for new home buyers financing, ongoing discussions with ReWard Third Ward and Phase II of the Pilot Project being 100% leased.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

a. PARKS AND GREENSPACE - WALTER P. MOORE

i. BALDWIN PARK / GLOVER PARK

Mr. Marshall reported that the Baldwin Park rehab was completed. Glover Park is near substantial completion and the historical panels have been installed.

ii. MIDTOWN PARK

Mr. Marshall reported that the large Midtown logo letters have been installed.

1. Approve Change Orders

Mr. Marshall presented the Change Orders No. 4 - No. 7 for ratification noting that the Gray Street project had been constructed with a balance of \$145,000 left in the budget.

Change Order No. 4 for the "midtown" sign design change in the amount of \$6,558.20

Change Order No. 5 for reroute of gas service line to Brazos in the amount of \$7,917.75

Change Order No. 6 for reroute of sanitary sewer line to Brazos in the amount of \$54,742.00

Change Order No. 7 for upgrade to kiosk electrical service in the amount of \$17,601.45

Director Castleman made a motion to approve change orders No. 4 - No. 7 in an amount not to exceed \$86,819. The motion was seconded by Director Collier, which carried by unanimous vote.

iii. SUPERBLOCK PARK

Mr. Marshall reported that meetings continue with Camden Property Trust, Midtown's design team and staff towards the delivery of 100% completed plans with permitting in May 2014. The online survey has concluded, and a public meeting is being planned for late February 2014 to receive public input and share the results of the survey. Retail consultants anticipate issuing an RFQ for a restaurant operator in February 2014.

b. CAROLINE STREET RECONSTRUCTION

Mr. Marshall reported that the Caroline Street reconstruction plans are 100% complete and have been sent to TxDot. The team anticipates construction to begin in the third quarter of 2014.

c. HCC CAPITAL PROJECTS - IDS ENGINEERS

i. HOLMAN STREET – APPROVE DESIGN SERVICES AMENDMENTS

Mr. Marshall reported that IDS Engineer Group had submitted revised plans to the City of Houston for review. It is anticipated that any final revisions requested by the City will be resubmitted in March 2014. Based on previous comments from the City to include the addition of mill and overlay and required upgrades to traffic and pedestrian signals an amendment to the Design Work Orders will be required.

Director Castleman made a motion to approve the Amendment to the Design Service Contract with IDS Engineers Group in the amount of \$61,411 and HCC design team in the amount of \$97,505. The motion was seconded by Director Erwing which carried by unanimous vote.

d. BRAZOS STREET RECONSTRUCTION – WALTER P. MOORE

Walter P. Moore is currently conducting an updated traffic count on Brazos Street to assist in the assessment of reconstruction.

e. MAIN STREET MASTER PLAN – WALTER P. MOORE

Staff will be meeting with METRO the second week in February to present and discuss the conceptual design for the Main Street Master Plan.

f. FTA GRANT PROGRAM – THE GOODMAN CORPORATION

i. PEDESTRIAN / TRANSIT MASTER PLAN UPDATE

Jim Webb of the Goodman Corporation presented to the Board the Midtown Master Plan Update 2014.

EMPLOYEE ANNUAL COMPENSATION FOR 2014.

Executive Director Thibodeaux advised the Board of salary ranges and pursuant to the Authority's Administrative Policies and Procedures, will implement such salary adjustments effective January 1, 2014.

CONSULTANT AGREEMENTS

- a. **REAL ESTATE SERVICES**
- b. **FINANCIAL SERVICES**
- c. **CAPITAL DEVELOPMENT SERVICES**

Executive Director Thibodeaux reported to the Board that discussions were in progress with consultants to assist in additional services for the Authority. Contracts are expected to be presented at the next Board meeting.

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 8.e. & 9 pursuant to Section 551.072 & 551.74, Texas Government Code. The Board then reconvened into open session. A Certified Agenda has been prepared to address these issues.

PUBLIC COMMENTS

None.

ADJOURNMENT

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



Pamela N. Castleman, Secretary

4/10/14

Date