

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

December 12, 2019

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 Third Floor Conference Room of the Houston Exponential Building, 410 Pierce, Houston, Texas 77002, on Thursday, December 12, 2019 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	Camille Foster	6	Abe Goren
2	Vacant	7	Caton M. Fenz
3	Gayle Fortson	8	John Thomas
4	Pamela Ngo Castleman	9	Brandon Dudley
5	Al Odom		

and all of the above were present except Directors Castleman, Dudley and Thomas.

Also in attendance were Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, Cynthia Alvarado, Theresa Gilmore, Marlon Marshall, David Thomas, Jalisa Hurst, Mechelle Phillips, Madeline Pena, and Amaris Salinas of Midtown; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Algenita Davis, Angie Gomez and Linda Larry Mitchell of CCPPI; Roberta Burroughs of Roberta Burroughs & Associates; Zack Martin of MCMD; Rachel Ray and Bryan Lozano of Walter P. Moore; Jeri Brooks of One World Strategy Group; Tim Buscha of IDS Engineering; Kristin Blomquist of Masterson Advisors; Ashly Small of One World Strategy Group; Acie Phillips of A.O. Phillips & Associates; Sonia Ponce of Third Ward CDC; Vernon E. Smith of Dominion; Theodore Andrews of Hiram Clark Fort Bend; Andy Bynam of Mesirow Financial; Vanessa Cole of Cole Klein Builders, LLC. and Sarah Del Cambre of Design Workshop.

Chairman Odom called the meeting to order and welcomed the guests.

PUBLIC COMMENTS.

Theodore Andrews of Hiram Clark Fort Bend introduced Clifford Jackson, owner of a gym on Emancipation Blvd. Mr. Jackson spoke briefly and stated that would like to see programs for youth in the 3rd Ward community such as: football, soccer, teaching future farmers organic gardening skills, teaching healthy meal preparation and other beneficial programing.

CONSENT AGENDA FOR THE AUTHORITY:

- a. **MINUTES FOR OCTOBER 31, 2019;**
- b. **MONTHLY FINANCIAL REPORTS FOR OCTOBER 2019;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR NOVEMBER & DECEMBER 2019.**

Executive Director Matt Thibodeaux presented the Consent Agenda. Director Fortson made a motion to approve the Consent Agenda as presented. The motion was seconded by Director Fenz and carried by unanimous vote.

INVESTMENT REPORT FOR QUARTER ENDING SEPTEMBER 30, 2019.

Executive Director Thibodeaux presented the Investment Report noting an average yield of 1.603% with a total amount of interest earned of \$146,176.56 for the Quarter ending September 30, 2019. Director Goren made a motion to approve the Investment Report for the Quarter ending September 30, 2019 as presented. The motion was seconded by Director Fenz and carried by unanimous vote.

INVESTMENT POLICY

Barron F. Wallace of Bracewell LLP presented the annual review of the Investment Policy; noting that the only changes were made to the Broker/Dealer List to remove or add financial institutions as necessary. Director Fortson made a motion to approve the Amended Investment Policy. The motion was seconded by Director Goren and carried by unanimous vote.

MIDTOWN REINVESTMENT ZONE AND MIDTOWN REDEVELOPMENT AUTHORITY RESOLUTION AUTHORIZING REFUNDING BONDS.

Mr. Wallace presented the proposed bond transaction. He advised the Board that based on the current rates there was an opportunity to achieve debt service savings of approximately 16% or \$190,000 annually by refunding certain outstanding bonds.

- a. **RESOLUTION AUTHORIZING THE ISSUANCE OF MIDTOWN REDEVELOPMENT AUTHORITY TAX INCREMENT CONTRACT REVENUE AND REFUNDING BONDS, SERIES 2020; APPROVING AND DESIGNATING A PRICING COMMITTEE TO DETERMINE METHOD OF SALE AND MATTERS RELATED TO THE BONDS; APPROVING OTHER AGREEMENTS RELATED TO SUCH BONDS; MAKING FINDINGS AND PROVISIONS RELATING TO SUCH BONDS AND MATTERS INCIDENT THERETO.**

Director Fortson made a motion to approve the Resolution Authorizing the Issuance of Midtown Redevelopment Authority Tax Increment Contract Revenue and Refunding Bonds, Series 2020; Approving and Designating a Pricing Committee to Determine Method of Sale and Matters Related to the Bonds; Approving Other Agreements Related to Such Bonds; Making Findings and Provisions Relating to Such Bonds and Matters Incident Thereto. The motion was seconded by Director Fenz. Following all discussion, the motion carried by unanimous vote.

- b. **RESOLUTION OF REINVESTMENT ZONE NUMBER TWO, CITY OF HOUSTON, TEXAS APPROVING THE ADOPTION OF A RESOLUTION AUTHORIZING THE ISSUANCE OF MIDTOWN REDEVELOPMENT AUTHORITY TAX INCREMENT CONTRACT REVENUE REFUNDING BONDS, SERIES 2020; APPROVING A PRICING CERTIFICATE; APPROVING OTHER AGREEMENTS RELATED TO SUCH BONDS; MAKING FINDINGS AND PROVISIONS RELATING TO SUCH BONDS AND MATTERS INCIDENT THERETO.**

This agenda item was tabled and will be presented at a future Board meeting.

EMPLOYEE AND ADMINISTRATIVE POLICIES.

Mr. Wallace presented the Employee and Administrative Policies for the annual review. He noted that the only change was to the medical section regarding the use of medical authorized marijuana. Director

Fortson made a motion to approve the Employee and Administrative Policies as presented. The motion was seconded by Director Goren and carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM:

a. AFFORDABLE HOUSING OPERATIONS CENTER;

i. Construction Change Orders.

Marlon Marshall advised the Board that there were no change orders to present at this meeting.

b. AGREEMENT WITH A.O. PHILLIPS & ASSOCIATES

Peggy Foreman of Burney & Foreman advised the Board of the terms of a professional services agreement with A.O. Phillips & Associates to provide certain services in connection with the affordable housing program, including but not limited to assistance with developing certain operational procedures, construction monitoring, MWDBE participation goals compliance monitoring and certain other related services. Director Fenz made a motion to approve the agreement with A.O. Phillips & Associates to provide the stated services. The motion was seconded by Director Goren. Following all discussion, the motion carried by unanimous vote.

c. FIRST AMENDMENT TO DEVELOPMENT AGREEMENT WITH COLE/KLEIN BUILDERS LLC ;

Ms. Foreman presented the First Amendment to the Development and Purchase Agreement with Cole Klein Builders, LLC dated April 30, 2019. She stated that the amendment authorized the sale of the property located at 5335 Dewberry Street to Cole Klein Builders, LLC and voids the previously authorized sale of the property located at 5027 Nassau Street to Cole Klein Builders, LLC. Director Foster made a motion to approve the First Amendment to the Development and Purchase Agreement with Cole Klein Builders, LLC. The motion was seconded by Director Goren. Following all discussion, the motion carried by unanimous vote.

d. AFFORDABLE HOUSING DEVELOPMENT UPDATE.

Todd Edwards reported that the affordable housing landscaping crews were working on cleaning and maintaining the Authority's lots in the Third Ward. Todd Edwards reported on the status of completed and in process affordable housing units in the targeted Third Ward Area. Director Fenz presented a one page Summary showing the number of single and multi-family affordable housing units facilitated with Authority participation.

MIDTOWN CAPITAL IMPROVEMENTS PROGRAM:

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

a. MIDTOWN PARK

Marlon Marshall reported that installation of the mosaic artwork designed by Shahzia Sikander on the fountain in the Front 90 Plaza has been completed. He stated that once the mosaic artwork cures and dries completely, the fountain will be operational. Mr. Marshall reported

that the staff is continuing to work with Wulfe & Co. on the design of the proposed food hall slated for the Front 90 Plaza.

1. **CHANGE ORDERS – MILLIS**

Mr. Marshall reported that there were no change orders for consideration at this meeting.

2. **ADDITIONAL SERVICES REQUEST FOR DESIGN/CONSTRUCTION PHASE SERVICES – WALTER P MOORE**

Mr. Marshall advised the Board that it is necessary to expand the Scope of Services for Design/Construction Phase to include the proposed design of the Front 90 Plaza restaurant pad. He presented the Additional Services Request from Walter P. Moore in an amount not to exceed \$395,000.00. Director Fortson made a motion to approve the Additional Services Request for Design/construction Phase Services from Walter P. Moore in an amount not to exceed \$395,000.00. The motion was seconded by Director Fenz. Following all discussion, the motion carried by unanimous vote.

ii **Bagby Park – Storage and Renovations.**

Mr. Marshall reported that the remaining items for the completion of Bagby Park includes installation of the stage lighting and the overhead canopy. He further reported that construction of the storage building has been delayed to explore the feasibility of redesign of the storage facility to include a restroom,

1. **CHANGE ORDERS**

Mr. Marshall presented Change Order #2 for certain additional electrical work required for installation of stage lighting in the amount of \$40,297.95. Director Foster made a motion to approve Change Order #2 for certain additional electrical work required for installation of stage lighting. The motion was seconded by Director Goren and carried by unanimous vote.

2. **WORK ORDER FOR DESIGN/CONSTRUCTION PHASE SERVICES OF RESTROOM AND STORAGE BUILDING – WALTER P MOORE**

Mr. Marshall presented the Work Order from Walter P. Moore for Design/Construction Phase Services for the Restroom and Storage Building at Bagby Park in an amount not to exceed \$69,425.00. Director Fenz made a motion to approve the Work Order for Design/Construction Phase Services for the Restroom and Storage Building at Bagby Park in an amount not to exceed \$69,425.00. The motion was seconded by Director Goren and carried by unanimous vote.

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

Mr. Marshall reported that the contractor has completed the waterline lateral and the fire hydrant installations on the initial segment of the waterline from Elgin Street to McGowen Street. He also reported that work is continuing on the storm sewer installations on Webster between Caroline and Anita Streets.

i. Change Orders

Mr. Marshall presented Change Order #6 for waterline revisions related to alignment and grade adjustments to match field dimensions in the amount of \$43,768.84; Change Order #27 for sanitary sewer bypass equipment required to keep existing sanitary sewer line in service during construction in the amount of \$15,856.00 and Change Order #28 for additional cleaning and sweeping of Caroline Street to address concerns of adjacent property/business owners in the amount of \$15,239.75. Director Fenz made a motion to approve Change Order #6 for waterline revisions related to alignment and grade adjustments to match field dimensions in the amount of \$43,768.84; Change Order #27 for sanitary sewer bypass equipment required to keep existing sanitary sewer line in service during construction in the amount of \$15,856.00 and Change Order #28 for additional cleaning and sweeping of Caroline Street to address concerns of adjacent property/business owners in the amount of \$15,239.75. Director Fortson seconded the motion which carried by unanimous vote.

c. WORK ORDER FOR TRANSPORTATION PLANNING STUDY TO UPDATE CITY OF HOUSTON'S MAJOR THOROUGHFARE AND FREEWAY PLAN (MTFP) FOR MIDTOWN CORRIDORS

Mr. Marshall presented the Work Order for Walter P. Moore to perform a Transportation Planning Study to update the City of Houston's Major Thoroughfare and Freeway Plan (MTFP) for Midtown Corridors by updating the 2011-2013 traffic study which was conducted before significant changes were made to the Midtown Corridors. He stated that the cost of the new Transportation Planning Study will not exceed \$40,000.00. Director Fortson made a motion to approve the Work Order for Walter P. Moore to perform a Transportation Planning Study to update the City of Houston's Major Thoroughfare and Freeway Plan (MTFP) for Midtown Corridors for a cost not to exceed \$40,000.00. Director Fenz seconded the motion which carried by unanimous vote.

d. AGREEMENT WITH CITY OF HOUSTON TO INCLUDE ADDITIONAL MIDTOWN IMPROVEMENTS ON CITY'S GILLETTE TRUNKLINE (TUAM, SMITH, AND ELGIN SEGMENTS) DRAINAGE AND PAVING IMPROVEMENTS (WBS NO. M-410290-0004)

Mr. Marshall presented the Agreement with the City of Houston which include additional Midtown improvements to City's Gillette Trunkline (Tuam, Smith and Elgin Segments), drainage and paving project. The Midtown improvement include the installation of black powder coated traffic signals, mast arms, pedestrian push poles and pedestrian poles to match the Midtown standards for a cost of \$39,848.81. Director Foster made a motion to approve the Agreement with the City of Houston to include additional Midtown improvements to City's Gillette Trunkline (Tuam, Smith and Elgin Segments) drainage and paving project for a cost of \$39,848.81. Director Fenz seconded the motion which carried by unanimous vote.

e. AGREEMENT WITH CITY OF HOUSTON TO INCLUDE ADDITIONAL MIDTOWN IMPROVEMENTS ON CITY'S 72-INCH WATER LINE ALONG TUAM (WBS NO. S-000900-0134-3)

This item was tabled and will be presented for consideration at a future meeting.

f. FTA GRANT PROGRAM - THE GOODMAN CORPORATION.

Mr. Marshall reported that The Goodman Corporation is exploring additional sources for grant funding to help pay for required infrastructure costs in connection with the construction of new affordable housing. He stated that The Goodman Corporation will make a report to the Board once they complete their review of available potential sources of grant funds.

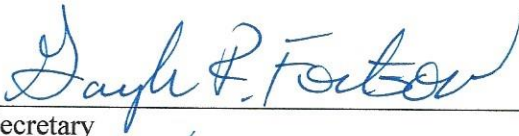
WITH RESPECT TO THE FOREGOING AGENDA ITEMS, THE AUTHORITY MAY CONDUCT AN EXECUTIVE SESSION WITH REGARD TO THE FOLLOWING, AS APPROPRIATE AND NECESSARY:

- 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**
- e. **ECONOMIC DEVELOPMENT NEGOTIATIONS (SECTIONS 551.087, TEXAS GOVERNMENT CODE).**


The Authority did not conduct an Executive Session at this meeting.

ADJOURN.

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



Secretary



Date