

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

February 23, 2012

A special meeting of the Board of Directors (the "Board") of the Midtown Redevelopment Authority (the "Authority") was held at **1370 Southmore Boulevard, Houston, Texas 77004**, on Thursday, February 23, 2012 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	Kimberley J. Williams
4	Pamela Tran Park	9	Michelle A. Clayton Collier
5	Derrick M. Mitchell		

and all of the above were present with the exception of Directors Collier and Taylor.

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 of the Midtown Management District; Barron F. Wallace and Shawn W. Cloonan of Bracewell & Giuliani LLP; Mary Clark and Jennifer Curly of the City of Houston, Texas (the "City"); Peggy Foreman of Burney & Foreman; Camilo Daza and Jeremy Rocha of Walter P. Moore Engineers; Patricia Frayre of Pate Engineers; Steven Spears of Design Workshop; Richard Baca of SpawGlass Civil; Theola Petteway of OST Alameda TIRZ; Charles Foster and Martha Blackwelder of Asia Center Texas and Tim Dosch and David Marshall of ARA, USA.

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

Martha Blackwelder of the Asia Society welcomed the Board Members and guests to the new Asia Center Texas and gave a brief presentation of the facility, some its future events and invited anyone interested to tour the facility after the Board meeting. She thanked the Directors for their generous support of the facility and announced that the Garden in the front of the building had been named in honor of the Authority. The Garden's name plaque would read the "Midtown Redevelopment Authority Jasmine Garden".

CONSENT AGENDA FOR THE AUTHORITY.

- a. **MINUTES OF THE AUTHORITY FOR JANUARY 26, 2012.**
- b. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR JANUARY 2012.**
- c. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR FEBRUARY 2012.**

Executive Director Thibodeaux presented the consent agenda. Director Briscoe made a motion to approve the consent agenda items a-c. The motion was seconded by Director Williams and carried by unanimous vote.

ELECTION OF OFFICERS FOR BOARD OF DIRECTORS.

Director Mitchell was nominated and approved by unanimous vote to serve as Vice Chair of the Board of Directors of the Authority; and Pamela Tranpark was nominated and approved to serve as Secretary of the Board of Directors of the Authority.

ACCEPT INVESTMENT REPORT FOR QUARTER ENDING DECEMBER 30, 2011.

Executive Director Thibodeaux presented the Investment Report for the quarter ending December 30, 2011 noting that the average yield for all investments was .019391% and that all funds were invested. Director Goren made a motion to accept the Investment Report for the quarter ending December 30, 2011. The motion was seconded by Director Tranpark, which carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM.

a. RESOLUTION AUTHORIZING AND RATIFYING ENTERING INTO CERTAIN REAL ESTATE CONTRACTS AND THE ACQUISITION OF CERTAIN PROPERTIES BY THE AUTHORITY.

Director Erwing made a motion to approve the above-captioned resolution. The motion was seconded by Director Mitchell and carried by unanimous vote.

b. AFFORDABLE HOUSING PILOT PROJECT PHASE II.
I. APPROVAL OF ESPA'S PROPOSAL AS PROJECT MANAGER FOR THE PILOT PROJECT PHASE II.

Staff will review the proposal from ESPA and bring recommendations back to the Board at its next meeting.

c. ONGOING AFFORDABLE HOUSING PROJECTS.

Todd Edwards reported that he and Mr. Thibodeaux had again met with Enterprise Community Partners to discuss a possible partnership in single family affordable housing. Midtown closed on 4 properties this past month and continues to write contracts for property in Third Ward.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

a. BAGBY STREET RECONSTRUCTION – WALTER P. MOORE.

Marlon Marshall reported the construction for the Bagby Street Reconstruction Project has begun with SER as the contractor.

i. CONSTRUCTION MATERIALS TESTING WORK ORDER

Director Tranpark made a motion to approve the Work Order for Construction Materials Testing with Aviles Engineers an amount not to exceed \$187,763.00. The motion was seconded by Director Goren, which carried by unanimous vote.

c. PARKS AND GREENSPACE – WALTER P. MOORE

i. SUPERBLOCK PARK – DESIGN WORKORDER

Following all questions, Director Goren made a motion to approve the Design Workorder for the Superblock Park and Parking Garage in the amount of \$1,113,496. The motion was seconded by Director Mitchell, which carried by unanimous vote.

ii. SUPERBLOCK DEVELOPMENT AND LAND EXCHANGE AGREEMENT.

Director Goren made a motion to approve the Superblock Land Exchange Agreement and allow the attorneys to negotiate the development agreement with Camden Property Trust. The motion was seconded by Director Tranpark, which carried by unanimous vote.

c. GRAY STREET PEDESTRIAN ENHANCEMENTS – CLARK CONDON ASSOCIATES.

i. Phase II (Main to Hamilton) – Construction Contract.

Mr. Marshall reported that staff had received the bids for the Gray Street Pedestrian Enhancement Project from Main Street to Hamilton Street. Staff is in the process of reviewing bids and will meet with the low bidder to discuss bid, qualifications and references.

d. HCC CAPITAL PROJECTS - PATE ENGINEERS.

Mr. Marshall reported that the Midtown and HCC teams were continuing to work together on the design and the curb alignment as approved by the City.

e. **CAROLINE STREET IMPROVEMENTS**

- i. **ADVANCE FUNDING AGREEMENT WITH TEXAS DEPARTMENT OF TRANSPORTATION.**
- ii. **INTERLOCAL AGREEMENT WITH MIDTOWN MANAGEMENT DISTRICT.**

Director Mitchell made a motion to authorize the execution of the Advance Funding Agreement with the Texas Department of Transportation and to commit Authority funds for the match on such grant. The Authority had previously included the entire cost of the project in the Authority's adopted Fiscal Year 2012 Budget. Staff and attorneys were authorized to negotiate an Interlocal Agreement By and Between the Midtown Management District and the Midtown Redevelopment Authority to commit the funds to the project. The motion was seconded by Director Tranpark, which carried by unanimous vote.

f. **FTA GRANT - GOODMAN CORPORATION.**

No report given.

g. **3300 MAIN STREET DEVELOPMENT.**

The Board reconvened into open session and no action was taken.

h. **HMAAC LEASE WITH OPTION TO PURCHASE AGREEMENT**

The Board reconvened into open session to take action on the HMAAC Lease. Director Mitchell made a motion to approve a Forbearance Agreement with Houston Museum of African American Culture and authorize Director Goren to finalize such agreement. The motion was seconded by Director Williams, which carried by unanimous vote.

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

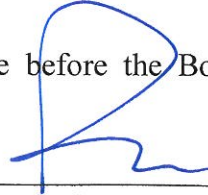
- a. **CONSULTATION WITH ATTORNEY (SECTION 551.071, TEXAS GOVERNMENT CODE);**
- b. **THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY (SECTION 551.072, TEXAS GOVERNMENT CODE);**
- c. **PERSONNEL MATTERS (SECTION 551.074, TEXAS GOVERNMENT CODE);**

d. SECURITY PERSONNEL OR DEVICES (SECTION 551.076, TEXAS GOVERNMENT CODE); AND ECONOMIC DEVELOPMENT NEGOTIATIONS (SECTIONS 551.087, TEXAS GOVERNMENT CODE)

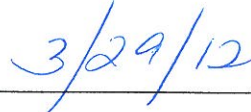
The Board conducted an executive session to discuss item g under "Midtown Capital Improvement Program" pursuant to Section 551.072, Texas Government Code and item h under "Midtown Capital Improvement Program" pursuant to Section 551.071, Texas Government Code. The Board reconvened into open session and the actions indicated above were taken with respect to such items.

ADJOURNMENT

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



Pamela Tranpark, Secretary



Date