

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

March 9, 2017

A special 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, March 9, 2017 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	Vacant	6	Abe Goren
2	Doug Erwing	7	Caton M. Fenz
3	Robert D. Sellingsloh	8	John Thomas
4	Pamela Ngo Castleman	9	Brandon Dudley
5	Al Odom		

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

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, David Thomas, Araceli Rodriguez, Cynthia Alvarado, Michelle Ashton, Mark Sullivan and Theresa Gilmore, Jalisa Hurst, Amaris Salinas and Vernon Williams of Midtown; Peggy Foreman of Burney and Foreman; Tim Bushca of IDS Engineering Group; Edwin Friedrichs and Rachel Ray of Walter P. Moore; Carnell Emanuel of the City of Houston; Alex Ramirez of Design Workshop; Mechelle Phillips of One World Strategy Group; Alyssa Hill of Carr, Riggs & Ingram; Maya Ford and Jacobi Ford of FordMomentum; Eoles Whittaker of State Representative Coleman’s Office; Bob Schultz and Rob Axelson with Mid Main Properties, LP and Theola Petteway and Oletha Jacobs of TIRZ #7.

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

PUBLIC COMMENTS

There were no public comments at this meeting.

CONSENT AGENDA FOR THE AUTHORITY:

- a. **MINUTES FOR JANUARY 12, 2017;**
- b. **MONTHLY FINANCIAL REPORT FOR JANUARY 2017;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR FEBRUARY 2017.**
- d. **GLOVER PARK AGREEMENT BETWEEN AUTHORITY AND MANAGEMENT DISTRICT.**

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

INVESTMENT REPORT FOR QUARTER ENDING DECEMBER 31, 2016.

Mr. Thibodeaux presented the Investment Report for the quarter ending December 31, 2016, noting that all accounts are invested and have earned a total of \$33,025.21. Director Goren made a motion to accept the Investment Report for the quarter ending December 31, 2016 as presented. The motion was seconded by Director Erwing and carried unanimously.

AGREED UPON PROCEDURES AUDIT FY 2016.

Alyssa Hill of Carr, Riggs & Ingram presented the Agreed Upon Procedures Audit for FY 2016. She noted that this audit reviewed construction and related contracts for the Midtown Park, Garage, Main Street, Entry Portals, Brazos Street and Holman Street. Ms. Hill reported in the approximately \$50,000,000.00 in contracts reviewed she found no exceptions as a result of applying the procedure. Director Goren made a motion to approve the Agreed Upon Procedures Audit For FY 2016. The motion was seconded by Director Erwing and passed by unanimous vote.

ENGAGEMENT LETTER FOR FY 2017 & 2018 FINANCIAL AND AGREED UPON PROCEDURES AUDITS.

Ms. Hill of Carr, Riggs & Ingram (CRI) presented their Engagement Letter for FY 2017 & 2018 Financial and Agreed Upon Procedures Audits noting that CRI would also need to provide a single line audit since revenues/expenses from Federal Transportation Administrative (FTA) were more than \$750,000. The Engagement Letter lays out the cost of services for the Financial Audit at \$28,500.00, the Federal Single Audit at \$3,000.00 for fiscal year 2017 & 2018, and the Agreed Upon Procedures Audit in the amount of \$8,000 for fiscal year 2017 & \$9,500 for fiscal year 2018.

Director Odom made a motion to approve the Engagement Letter for Fiscal Years 2017 & 2018 for the Financial, Single Line and Agreed Upon Procedures Audits with Carr, Riggs & Ingram. The motion was seconded by Director Fenz and carried by unanimous vote.

MID-MAIN LOFTS AND PARKING GARAGE PRESENTATION - MID-MAIN PARTNERS.

Marlon Marshall introduced Bob Schultz and Rob Axelson with Mid Main Properties, LP. Mr. Schultz and Mr. Axelson presented Mid Main's request for reimbursement of public right of way improvements such as benches, waste receptacles and bike racks in the amount of \$348,284. The project, located at Travis, Holman, Main & Winbern Streets, consists of 357 loft style units, a public parking garage and 12 retail shops on the street level.

AGREEMENT WITH HMWK, LLC.

This item was tabled.

MIDTOWN AFFORDABLE HOUSING PROGRAM

a. **REAL ESTATE RESOLUTION**

Director Goren made a motion to approve the Resolution Approving Entering into Contracts and Acquisitions and Sale of Certain Properties by the Authority for Affordable Housing. The motion was seconded by Director Castleman and carried by unanimous vote.

b. **PRESENTATION BY CCPPI;**

Todd Edwards introduced Roberta Burroughs a consultant with CCPPI. Ms. Burroughs presented an approach and status report for Midtown’s Affordable Housing Plan. The purpose of the Plan is to set forth a systematic approach to the provision of affordable housing on land owned by the Authority. The approach was to use best practices with the currently-owned land, respect the character of the existing community, revitalize the neighborhood by bringing rooftops for retail, developing guidelines & restrictive covenants and providing infrastructure for the area.

c. **UPDATE ON AFFORDABLE HOUSING PROGRAM**

No report was given at this meeting.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

a. **PARKS AND GREENSPACE – WALTER P. MOORE/DESIGN WORKSHOP**

i. **MIDTOWN PARK**

Marlon Marshall reported that the Midtown Garage was open for daily operations, was well-lit and had received the Temporary Occupancy Certificate on January 30, 2017.

APPROVE GARAGE CHANGE ORDERS – CAMDEN

Mr. Marshall reported on Change Order #23 in the amount of \$24,637.83 to modify the light fixtures, pipe screening at stair well, wire mesh panels at entry, and fencing at ceiling storage areas and Change Order #24 in the amount of \$95,733.19 for the installation of equipment for temporary certificate of occupancy from the City of Houston.

Director Erwing made a motion to approve Change Orders #23 & 24 in the amounts of \$24,637.83 & \$95,733.19, respectively. The motion was seconded by Director Goren which carried by unanimous vote.

1. **APPROVE PARK CHANGE ORDERS – MILLIS**

Mr. Marshall reported that the Midtown Park contractor was back onsite after the Super Bowl event. The contractor will be finishing the remaining work on

the Park and anticipates completion in mid-June 2017. There were no change orders for Midtown Park presented at the meeting.

ii. **ENTRY PORTALS**

Mr. Marshall reported that the construction at the Bagby Street Entry Portal was in the final stages of completion. He anticipates that the Bagby Street Entry Portal will be completed in 30 days.

b. **HCC CAPITAL PROJECTS - IDS ENGINEERS**

i. **HOLMAN STREET PEDESTRIAN ENHANCEMENTS**

Mr. Marshall reported that the City had installed the water meters and CenterPoint relocated the poles in the ADA ramps. He anticipates the project will wrap up in May 2017.

1. **APPROVE CHANGE ORDERS – SER**

There were no Change Orders at this time.

c. **MAIN STREET ENHANCEMENTS – WALTER P. MOORE /DESIGN WORKSHOP**

Mr. Marshall reported that due to a pedestrian accident with respect to the METRO Rail, the work in the median continues to be temporarily shut down. The team is working with METRO to determine a date to proceed.

i. **APPROVE CHANGE ORDERS - SER**

Mr. Marshall presented Change Order #4 in the deduct amount not to exceed (\$138,527.45) for the work associated with the DMX Controller that was completed by Millis within the Midtown Park Project; installation of a concrete retaining wall adjacent to the B-Cycle Station at Main Street and Holman Street; metal grates and frames; seat blocks with lights; and iconic light modifications and Change Order #5 in the amount of \$344,663.39 for proposed irrigation work in the median and additional irrigation work in the right of way to serve the median irrigation. .

Director Odom made a motion to approve Change Order #4 in the deduct amount of (\$348,527.45) and Change Order #5 in the amount of \$344,663.39. The motion was seconded by Director Erwing, which carried by unanimous vote.

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

Mr. Marshall reported that TxDot had issued an update to rebid in April and award a contract in May, and that construction was anticipated to begin in late Spring or Fall 2017.

e. **FTA GRANT PROGRAM – THE GOODMAN CORPORATION**

No report given at this time.

PRESENTATION OF COMMUNITY SURVEY BY MAYA FORD OF FORDMOMENTUM.

Maya Ford of FordMomentum presented the results of the District-wide Community Outreach and Engagement Survey that ran from October 15, 2016 until January 15, 2017. 1,600 people responded, with 1,480 completing the full survey. Qualtrics was used to administer the survey and perform analysis. Participation in the survey was voluntary and anonymous, unless participants wanted a copy mailed to them or registered to win one of the gift cards offered as a prize to increase participation. Street teams, social media, postcard mailings, eblasts, and the website were used to share the survey.

The survey was organized into five (5) segments, including communication preferences, priorities, organizational literacy, demographics, and satisfaction. The survey showed high communication preferences for mail, email, and social media. This information helped influence the new editions of the Midtown newspaper. The priorities participants identified were safety, service and maintenance, parks, and cleanliness. Organizational literacy is important to measure since it informs how and what we need to communicate about each affiliated organization; this information has already inspired changes on the website. 73% of participants were familiar with the Authority's activities, 44% were familiar with Midtown Management District activities, and 57% were familiar with Midtown Parks Conservancy activities. Satisfaction questions demonstrated that respondents are dissatisfied with overall communication and engagement of the organizations, but moderately satisfied about communication around specific programs and services. The survey points to several areas of opportunity, with many of the recommendations already being implemented by staff and consultants.

CONTRACT WITH FORDMOMENTUM FOR PHASE II & III.

Vernon Williams presented the Contract with FordMomentum for Phase II & III. The contract will be a 6 month contract with a 30 day termination by either side and the maximum amount for each month not to exceed \$5,000.00. Director Odom made a motion to approve the Contract with FordMomentum for Phase II & III. The motion was seconded by Director Goren 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).

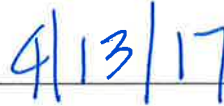
The Board did not conducted an executive session at this meeting.

ADJOURNMENT

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



Pamela N. Castleman, Secretary



Date