

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

March 26, 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, March 26, 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	Brandon Dudley	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 Directors Dudley and Dinkins.

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, Araceli Rodriguez and Theresa Gilmore of the Authority; Barron F. Wallace of Bracewell & Giuliani LLP; Peggy Foreman of Burney and Foreman; Rachael Ray and Edwin Friedrichs of Walter P. Moore; Tim Buscha and Carol Harrison of IDS Engineering Group; Jennifer Curley of the City of Houston; Mechelle Phillips of One World Strategy Group; Anjali Sharnu of P2MG; Jim Webb of The Goodman Corporation; Brenda Prejean of Houston Community College; Raujan Rey of LDS Engineering and Samuel Homp of MHMPA.

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 FEBRUARY 26, 2015;**
- b. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR FEBRUARY 2015; AND**
- c. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR MARCH 2015.**

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

SIXTH AMENDED PROJECT PLAN AND FINANCING PLAN AND RELATED ANNEXATION.

Barron F. Wallace of Bracewell & Giuliani LLP reported that due to the legislative session, the City of Houston may choose to move the Sixth Amended Project Plan and Financing Plan and Extension of the Zone schedule forward in the next 60 days. Mr. Wallace will keep the Board informed on the progress.

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. ROW HOUSE CDC LOAN AGREEMENT– PILOT PROJECT

Mr. Wallace reported that Row House CDC advised Midtown of the need to recertify its CHDO status so it can be eligible to receive grants. To accommodate this request, Row House CDC has requested that the Authority update, amend and authorize the extension of the two notes between Row House CDC and the Authority regarding costs for the Pilot Project. Director Erwing made a motion to authorize attorneys to update the Agreement and amend Exhibit A of the Agreement. The resolution is attached. The motion was seconded by Director Goren, which carried by unanimous vote.

c. MAYBERRY HOMES AFFORDABLE HOUSING PROPOSAL

Mr. Edwards gave a brief history of the Authority’s work with Mayberry Homes. He presented to the Board a request by Mayberry Homes to be granted property from the Authority’s affordable housing land bank to build \$150,000 to \$200,000 priced homes.

Director Odom made a motion to authorize the attorneys and staff to initiate negotiations with Mayberry Homes for a Grant Agreement and determine which properties in the Authority’s land banking inventory should be granted for the purpose of building affordable housing by Mayberry Homes . The motion was seconded by Director Ratcliff, which carried by unanimous vote.

d. HOU PROPERTIES PROPOSAL

Mr. Edwards presented HOU Properties proposal for affordable housing.

Director Odom made motion to authorize attorneys and staff to initiate negotiations with HOU Properties for a Developer Agreement and determine which properties in the Authority’s land banking inventory would be best suited to be granted for the purpose of

building affordable housing by HOU Properties. The motion was seconded by Director Goren, which carried by unanimous vote.

e. **2222 CLEBURNE SITE CLOSURE ACTIVITIES**

Director Goren made a motion to authorize staff to accept and engage SKA Consultants to complete the remediation process and close all remediation activities for 2222 Cleburne Street in an amount not to exceed \$52,800. The motion was seconded by Director Castleman, which carried by unanimous vote.

f. **MONTROSE CENTER OPTION AGREEMENT**

Mr. Wallace presented the Option Agreement between the Montrose Center and the Authority to the Board for their review. Mr. Wallace noted that, if accepted, the Montrose Center would come before the Board to present their financing, terms and designs for the senior housing project. Following all questions, Director Goren made a motion to authorize attorneys and staff to present the Option Agreement and negotiate the terms and conditions of the Agreement with the Montrose Center. The motion was seconded by Director Erwing, which carried by unanimous vote.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

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

i. **BAGBY PARK (MIDTOWN PARK)**

Mr. Marshall showed pictures of the Bagby Park and noted that the contractor has completed all the work they were contracted to complete. Kiosk tenant anticipates being open in early May 2015. Staff has scheduled a Bagby Park Grand Opening for April 23, 2015.

1. **CHANGE ORDERS**

Director Erwing made a motion to ratify change order #16 as a \$2,000 decrease for kiosk punchlist items to be completed during tenant build out. The motion was seconded by Director Goren, which carried by unanimous vote.

Director Erwing made a motion to approve change order #17 in the amount of \$15,878.20 for installation of Lift Station Controller. The motion was seconded by Director Odom, which carried by unanimous vote.

ii. **MIDTOWN PARK (SUPERBLOCK PARK)**

Mr. Marshall reported that demo has started on the 2905 Travis building and once the building is removed the construction on the parking garage will begin.

1. **APPROVE ADDITIONAL SERVICES REQUEST FOR CONSTRUCTION ADMINISTRATION – WALTER P MOORE**

Mr. Marshall reported that due to the complexity of the project addition, construction administration will be needed.

Director Erwing made a motion to approve additional services for construction administration in the amount of \$35,000. The motion was seconded by Director Goren, which carried by unanimous vote.

2. APPROVE WORK ORDER FOR CONSTRUCTION MANAGEMENT AND INSPECTION - TLC ENGINEERING, INC.

3. APPROVE PROPOSAL FOR GEOTECHNICAL ENGINEERING CONSTRUCTION SERVICES – ULRICH ENGINEERS, INC.

Director Odom made a motion to approve TLC Engineering, Inc. for Construction Management and Inspection with Ulrich Engineers as a sub-contractor for GeoTechnical services in a total contract amount not to exceed \$1,293,992. The motion was seconded by Director Castleman, which carried by unanimous vote.

B. CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the team had a positive meeting with the City of Houston at which time the City requested additional information.

C. HCC CAPITAL PROJECTS - IDS ENGINEERS

i. HOLMAN STREET PEDESTRIAN ENHANCEMENTS

Mr. Marshall reported that he anticipates bidding in early May 2015 and awarding a contract in late May 2015.

D. FTA GRANT PROGRAM – THE GOODMAN CORPORATION

Jim Webb of the Goodman Corporation reported he anticipated news on the possibility of new funds being awarded in May or June 2015.

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.

PUBLIC COMMENTS

There were no public comments.

ADJOURNMENT

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



Pamela N. Castleman, Secretary

5/7/15

Date