

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

March 28, 2024

A regular meeting of the Board of Directors (the “Board”) of the Midtown Redevelopment Authority (the “Authority”) was held at 410 Pierce Street, First Floor Conference Room, Houston, Texas 77002 and via videoconference on Thursday, March 28, 2024, 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	Terence Fontaine	7	Deanea LeFlore
3	Michael Lewis	8	John Thomas
4	Michael F. Murphy	9	Zoe Middleton
5	Al Odom		

and all of the above were present in person at the meeting location except Director Odom, who was present via videoconference, and Directors Goren and Thomas, who were absent. Director LeFlore arrived at the meeting location at 12:47 p.m.

In attendance were Authority staff members Matt Thibodeaux, Kandi Schramm, Vernon Williams, Marlon Marshall, Jeremy Rocha, Kayler Williams and Willie Larry; Melissa Morton of The Morton Accounting Services; Peggy Foreman of Burney & Foreman; Mary Buzak of Bracewell LLP; Algenita Davis, Linda Mitchell, and Sean Haley of CCPPI; Roberta Burroughs of Roberta F. Burroughs & Associates; Alex Ramirez of Design Workshop; Jennifer Curley of the City of Houston; Sandy Crego of Partners Real Estate; Kenneth Stroman and Linda Ragland of The Herbert Stroman Foundation; David Manuel of Walter P. Moore; Zack Martin of Martin Construction Management & Designs, LLC; Tamiko Brock of OST/Alameda Corridors Redevelopment Authority; Daniel Ortiz, Yaneth Martell, Ray Valdez, Gordon Quan and Levi Hernandez of LULAC Council 60; Desmond Bertrand-Pitts of Buffalo Soldiers National Museum; and Scott Harbors, Midtown resident.

In attendance via video conference were Barron F. Wallace of Bracewell LLP; Ashley Small and Ashley Segura of Medley, Inc.; Sally Adame; Bryan Brown; Christopher M. Johnston; Clinton Turner; Giselle Martinez; Jennifer Gribble; Phyllis Kaiser-Dark; and four additional attendees who did not identify themselves by first and last name.

Director Foster called the meeting to order.

PUBLIC COMMENTS

There were no public comments.

CONSENT AGENDA FOR THE AUTHORITY

MINUTES FOR FEBRUARY 29, 2024 **MONTHLY FINANCIAL REPORTS FOR FEBRUARY 2024** **FUNDING TO RICE UNIVERSITY, ACTING BY AND THROUGH RICE** **MANAGEMENT COMPANY, PURSUANT TO DEVELOPMENT AGREEMENT** **ANNUAL RENEWAL OF PROFESSIONAL SERVICES AGREEMENT WITH** **THE GOODMAN CORPORATION**

Executive Director Matt Thibodeaux presented the Consent Agenda.

Director Murphy made a motion to remove the monthly financial reports for February 2024 from the Consent Agenda and to approve the remaining items as presented. The motion was seconded by Director Fontaine and carried by unanimous vote.

Melissa Morton of The Morton Accounting Services responded to the Board members' questions concerning the financial reports. Ms. Morton further stated that the City of Houston ("City") tax increment is typically received in June of each year and is used to fund the next fiscal year's budgeted expenditures. Ms. Morton stated that she would research and provide further details regarding an adjustment entry made by the Authority's auditors under current liabilities.

In response to a question regarding the annual renewal of the Professional Services Agreement with The Goodman Corporation, Marlon Marshall, Sr. Director of Engineering/Strategic Development, noted that The Goodman Corporation has provided services to the Authority for a number of years and most recently in connection with the following grant awards: FY23 HUD Earmark/Community Project Funds from Congresswoman Sheila Jackson Lee for \$1,142,858 for mobility improvements east of Main Street; expected FY24 Earmark/Community Project Funds from Congresswoman Jackson Lee for approximately \$500,000 for Affordable Housing Programs; FY23 HSIP Award for a total of \$813,875 for Pierce Street Safety Improvements (\$284,972.00) and McGowen St. Safety Improvements (\$528,903.00); and the Cleburne and Caroline Corridor Projects, proposed to be funded by \$1.562M in FTA funds originally earmarked for Wheeler Street.

CULTURAL FACILITIES GRANTS

BUFFALO SOLDIERS NATIONAL MUSEUM

Desmond Bertrand-Pitts, Executive Director of the Buffalo Soldiers National Museum ("BSNM"), presented the history of the BSNM and outlined the key elements of its master plan capital campaign initiatives to support a dynamic range of exhibitions and programs to serve a growing number of visitors. He stated that the BSNM's vision is to expand public awareness and knowledge of the

achievements of the nation's African American armed forces personnel and thereby build pride and encourage patriotism throughout all communities.

Director Fontaine noted that former Mayor Bill White and Colonel Matthews (founder of the BSNM) worked closely during Mayor White's administration to encourage financial institutions in Houston to support the BSNM by providing resources for the purchase and renovation of the Light Guard Armory in 2008.

In response to a question from Director Lewis, Mr. Thibodeaux stated that the purpose of the Cultural Facilities Grants is the promotion, development, acquisition and construction of new cultural facilities or the renovation and renewal of existing cultural facilities within Midtown's boundaries. After further discussion, Mr. Thibodeaux stated that if a grant is awarded it may be less than the amount requested by the organization. He shared information regarding the grant application process and stated that the Authority staff will present recommendations to the Board regarding cultural facilities grants at a future Board meeting.

Barron Wallace of Bracewell, LLP provided additional background information regarding the grant process and mentioned that past grant awards have been provided based on the public improvement and infrastructure costs associated with cultural facilities projects and have not exceeded \$1.5 million. Mr. Wallace noted that there is a line item in the project plan for cultural facilities grants, and that the total amount of grant funds awarded cannot exceed the line-item amount budgeted in the project plan.

Director LeFlore asked if there are additional cultural facilities grant requests that should be reviewed prior to allocating any grant funds and if there is a deadline to apply for the cultural facilities grant. Mr. Thibodeaux explained that grant applications are accepted by the Authority annually between October 15 through January 31 for the funds to be disbursed in the following year.

In response to a question from Director Fontaine, Mr. Wallace explained that there is not an established set of guidelines for the grant award, since those terms are typically negotiated in an agreement, but the Authority has a policy that details the application process and requirements.

LULAC COUNCIL 60, INC.

Ray Valdez of LULAC Council 60, Inc. provided an overview of the historic LULAC Council 60 Clubhouse located in Midtown, which served as the national headquarters of the League of United Latin American Citizens (LULAC) in the 1950s and 1960s. The clubhouse was considered the home of the Mexican Civil

Rights Movement in the 1950s-1970s and has been designated as a National Treasure by the National Trust for Historic Preservation.

The vision for rehabilitation of the 1907 building is to create a new multi-use cultural and community hub and urban park dedicated to preserving Latino history and activating a new generation of civic service.

Gordon Quan of LULAC Council 60, Inc. noted that the rehabilitated clubhouse will be a central location for delivering educational, civic, and cultural participation and economic empowerment programs in collaboration with community partners.

The Board members asked questions regarding the project timeline and whether LULAC will be able to raise sufficient funds from other sources to move forward with the project. Mr. Quan stated that LULAC is confident that it will obtain additional donations to help support the project.

AFFORDABLE HOUSING PROGRAM

AFFORDABLE HOUSING UPDATE

Algenita Davis of CCPPI provided information regarding a recent housing ordinance passed by the City and the impact of ordinance requirements on pending affordable housing projects.

RECOMMENDATION REGARDING THE CONVEYANCE OF FOUR TRACTS OF LAND TO THE HERBERT STROMAN FOUNDATION

Ms. Davis presented CCPPI's recommendation regarding conveyance of four (4) additional tracts of land to The Herbert Stroman Foundation. She explained that due to the requirements of a new City ordinance, the developer was unable adhere to the preliminary design layout and required additional tracts to construct the original number of single-family homes.

Director Murphy made a motion to approve the recommendation regarding conveyance of four (4) additional tracts of land to The Herbert Stroman Foundation as presented. The motion was seconded by Director Middleton and carried by unanimous vote.

RECOMMENDATION REGARDING THE CONVEYANCE OF ONE ADDITIONAL TRACT OF LAND TO EPIC HOMES, LLC

Ms. Davis presented CCPPI's recommendation regarding conveyance of one (1) additional tract of land to Epic Homes, LLC. She stated that the project proposed by Epic Homes, LLC was also impacted by the new City ordinance

and required one (1) additional tract to construct the original number of single-family homes originally proposed.

Director Murphy made a motion to approve the recommendation regarding conveyance of one (1) additional tract of land to Epic Homes, LLC., as presented. The motion was seconded by Director Middleton and carried by unanimous vote.

AFFORDABLE HOUSING OPERATIONS CAMPUS

CHANGE ORDERS

Mr. Marshall reported that there were no change orders.

2024 BUDGET FOR AFFORDABLE HOUSING OPERATIONS CENTER

Sandy Crego of Partners Real Estate provided a brief overview of the 2024 budget for the affordable housing operations center previously presented to the Board.

Director Murphy made a motion to approve the 2024 budget for the affordable housing operations center. The motion was seconded by Director Fontaine. Following all discussion, the motion carried by unanimous vote.

DEVELOPMENT AND PURCHASE AGREEMENT WITH LIN DEVELOPMENT GROUP LLC. FOR DEVELOPMENT OF SINGLE-FAMILY HOMES FOR SALE TO QUALIFIED HOMEBUYERS

Mary Buzak of Bracewell LLP presented the development and purchase agreement with Lin Development Group LLC for the conveyance of three (3) lots for development of single-family affordable homes for sale to qualified homebuyers.

Director Middleton made a motion to authorize the development and purchase agreement with Lin Development Group LLC for the conveyance of three (3) lots for development of single-family affordable homes for sale to qualified homebuyers. The motion was seconded by Director Murphy and carried by unanimous vote.

GRANT AGREEMENT WITH HOUSTON HABITAT FOR HUMANITY, INC FOR DEVELOPMENT OF SINGLE-FAMILY HOMES FOR SALE TO QUALIFIED HOMEBUYERS

Ms. Buzak presented the grant agreement with Houston Habitat for Humanity, Inc. for the conveyance of seventeen (17) lots for development of single-family affordable homes for sale to qualified homebuyers.

Director LeFlore made a motion to authorize the grant agreement with Houston Habitat for Humanity, Inc. for the conveyance of seventeen (17) lots for development of single-family homes for sale to qualified homebuyers. The motion was seconded by Director Lewis and carried by unanimous vote.

GRANT AGREEMENT WITH FIFTH WARD COMMUNITY DEVELOPMENT COROPRATION FOR DEVELOPMENT OF SINGLE-FAMILY HOMES FOR SALE TO QUALIFIED HOMEBUYERS

Ms. Buzak presented the grant agreement with Fifth Ward Community Redevelopment Corporation for the conveyance of five (5) lots for development of single-family affordable homes for sale to qualified homebuyers.

Director Fontaine made a motion to authorize the grant agreement with the Fifth Ward Community Redevelopment Corporation for the conveyance of five (5) lots for development of single-family homes for sale to qualified homebuyers. The motion was seconded by Director Murphy and carried by unanimous vote.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

CAROLINE STREET RECONSTRUCTION

Mr. Marshall reported that revised drawings have been submitted to the City's Houston Public Works inter-agency group for final approval of pilot areas for proposed corrections not addressed by TxDOT contractor.

BRAZOS STREET BRIDGE LANDSCAPE IMPROVEMENTS

Mr. Marshall reminded the Board that the Brazos Street Bridge Landscape Improvements project will enhance the landscaped area at the intersection of Bagby Street and Elgin Street. The contractor has started installation of landscape material, and the remaining trees are scheduled to be installed in April.

BRAZOS STREET RECONSTRUCTION

Mr. Marshall reported that the Authority received 192 responses to the initial engagement survey. The survey results are under review and will be presented at the April board meeting.

Mr. Marshall also reported that the City has placed an administrative hold on all projects involving street bike lanes, roadway, infrastructure, and streetscape enhancements until further notice.

URBAN REDEVELOPMENT PLAN – NORTH MIDTOWN STUDY AREA

Mr. Marshall presented a proposed real estate consulting services agreement with Cushman & Wakefield. He reported that Bracewell LLP is negotiating with Cushman & Wakefield on certain terms of the agreement including those relating to indemnification.

Director Lewis noted that the study area is currently limited to the northern perimeter of Midtown and stated that his vote is contingent upon the expansion of the study area to encompass Main Street, Pierce Street to 59, and the areas east of San Jacinto Street and Caroline Street. Director Lewis expressed his concern that Midtown's commercial core has been hollowed out and continues to be underdeveloped.

Mr. Marshall acknowledged Director Lewis' recommendation to expand the study area. Mr. Marshall explained that the initial phase of work is focused on the northern perimeter of Midtown because the Authority already has the supporting data and background information to move forward with a study of this area. He stated that enlarging the study area in the scope of services will require commission of a new study to develop the background data, feasibility study, absorption rate, market scan, and land use information to provide to the real estate consultants. Mr. Marshall pointed out that the data for the north Midtown study area was funded by Rice University, and the Authority will need similar supporting data for an enlarged study area. Director Lewis requested information regarding the approximate cost to obtain the required data to either enlarge the currently proposed study area or initiate a second study area.

Director Murphy made a motion to authorize the Real Estate Consulting Services Agreement with Cushman & Wakefield, pending resolution of the indemnification terms by the Authority's legal counsel. The motion was seconded by Director LeFlore. Following all discussion, the motion carried by majority vote, with six Board members voting to approve the motion. Director Lewis abstained from the vote.

REVIEW OF ADMINISTRATIVE AND PERSONNEL MATTERS, INCLUDING LEGAL CONSULTATION

This agenda item was discussed in a closed executive session. Upon returning to the open session no action was taken on this agenda item.

EXECUTIVE SESSION

The Board entered into a closed executive session at 1:54 p.m. to review administrative and personnel matters and consult with its legal counsel pursuant to Sections 551.071 and 551.074, Texas Government Code. The Board returned to open session at 3:01 p.m. No action was taken during the closed executive session.

ADJOURN

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



Camille Foster, Assistant Secretary

5/23/24

Date