

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

March 29, 2012

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, Third Floor Conference Room, Houston, Texas 77002, on Thursday, March 29, 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 Goren, 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 and Katherine Mestousis 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; Zack Martin of ESPA Corporation; Alyssa Hill of Gainer, Donnelly & Desroches; Jason Brooks of Clark Construction; Patrick Johnson of PCJ USA; Derrick Savage of Courtland Square and Brad Schuetze and Scott Harbors, residents of the Midtown Zone.

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

- a. **CONSENT AGENDA FOR THE AUTHORITY.**
- b. **MINUTES OF THE AUTHORITY FOR FEBRUARY 23, 2012.**
- c. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR FEBRUARY 2012.**
- d. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR MARCH 2012.**
- e. **INTERLOCAL AGREEMENT BETWEEN THE AUTHORITY AND THE MIDTOWN MANAGEMENT DISTRICT TO FUND A TEXAS DEPARTMENT OF TRANSPORTATION FHWA GRANT FOR THE CAROLINE STREET PROJECT.**
- f. **ANNUAL RENEWAL OF PROFESSIONAL SERVICES AGREEMENT WITH PATE ENGINEERS.**

g. **ENGAGEMENT LETTER FROM GAINER, DONNELLY AND DESROCHES FOR ANNUAL FINANCIAL AUDIT AND AGREED UPON PROCEDURES AUDITS FOR FISCAL YEAR 2012.**

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

APPROVAL OF AGREED UPON PROCEDURES AUDIT FOR FISCAL YEAR 2011.

Alyssa Hill of Gainer, Donnelly & Desroches presented the Agreed Upon Procedures Audit of Fiscal Year 2011. Director Tranpark made a motion to approve the Agreed Upon Procedures Audit for Fiscal Year 2011. The motion was seconded by Director Williams, 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 Briscoe made a motion to approve the above-captioned resolution. The motion was seconded by Director Erwing 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**

Mr. Edwards presented ESPA's proposal as Project Manager for the Pilot Project Phase II. Director Williams made a motion to approve ESPA's proposal as Project Manager for the Pilot Project Phase II. The motion was seconded by Director Briscoe which carried by unanimous vote.

ii. **AMENDED AND RESTATED DEVELOPMENT AGREEMENT**

Barron F. Wallace of Bracewell & Giuliani LLP presented a substantially final form of the Amended and Restated Development Agreement with Row House Community Development Corporation (the "Development Agreement"). Director Briscoe made a motion to approve the substantially final form of the Development Agreement. The motion was seconded by Director Erwing. Director Mitchell abstained. The vote was 5 For, 0 Against and 1 Abstained. Motion carries.

c. **ONGOING AFFORDABLE HOUSING PROJECTS.**

Midtown closed on additional properties this past month and continues to enter into contracts for property in Houston's Third Ward.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

a. **BAGBY STREET RECONSTRUCTION – WALTER P. MOORE.**

Marlon Marshall reported the construction for the Bagby Street Reconstruction Project was going well and on schedule.

b. **PARKS AND GREENSPACE – WALTER P. MOORE**

Mr. Marshall reported that a public meeting would be held next week to present the Baldwin Park conceptual plan for comments.

i. **MIDTOWN PARK – KIOSK**

Steven Spears of Design Workshop presented four design options for the Midtown Park kiosk. The Board consensus was to move forward with option one from the four design options presented.

c. **GRAY STREET PEDESTRIAN ENHANCEMENTS – CLARK CONDON ASSOCIATES.**

i. **PHASE II (MAIN TO HAMILTON) – CONSTRUCTION CONTRACT WITH ARRIBA CONSTRUCTION.**

Mr. Marshall reported that four bids had been received for the Gray Street Phase II Pedestrian Enhancements. The lowest bidder was Arriba Construction at a cost of \$700,505.30. References were verified and financials reviewed. Staff recommended Arriba Construction. Director Williams made a motion to approve the construction contract with Arriba Construction in the amount of \$700,505.30 for the Gray Street Pedestrian Enhancement Project Phase II. The motion was seconded by Director Mitchell which carried by unanimous vote.

ii. **PHASE II (MAIN TO HAMILTON) – CONSTRUCTION MATERIALS TESTING CONTRACT WITH CLARK CONDON ASSOCIATES.**

Director Mitchell made a motion to approve the Construction Materials Testing Contract with Clark Condon Associates in the amount of \$54,745.00. The motion was seconded by Director Tranpark which carried by unanimous vote.

d. HCC CAPITAL PROJECTS - PATE ENGINEERS.

i. HOLMAN STREET AND ALABAMA STREET – DESIGN PRESENTATION

Patricia Frayre of Pate Engineers gave presentation on the Holman and Alabama Streets design noting that Holman Street was back of curb work only and Alabama Street was a complete reconstruction project. The design of both projects are awaiting approval from the City.

e. CAROLINE STREET IMPROVEMENTS

Mr. Marshall reported that he and Executive Director Thibodeaux had met with Texas Department of Transportation to discuss project design, construction schedules and funding.

f. FTA GRANT - GOODMAN CORPORATION.

No report given.

3300 MAIN STREET DEVELOPMENT.

Steven Spears and Phillip Franshaw gave a brief presentation regarding possible uses for 3300 Main Street. Mr. Patrick Johnson of PCJ, USA asked that the Board consider their offer to purchase 3300 Main Street. The Board convened into Executive Session at 2:15 p.m. to discuss all offers to purchase.

The Board reconvened into open session at 2:28PM. The Board discussed preferred development options for the property. There being no further discussion, Director Erwing made a motion to accept an offer on 3300 Main from Milhaus Development and authorize the Authority's attorneys to draft and negotiate a real estate contract. The motion was seconded by Director Tranpark. 5 in Favor; Director Briscoe Against; Motion carries.

HMAAC LEASE WITH OPTION TO PURCHASE AGREEMENT

Barron F. Wallace of Bracewell & Giuliani LLP reported that HMAAC had entered into the Forbearance Agreement with Midtown Redevelopment Authority. He also reported that he would have a conversation with Houston Endowment regarding grant funds and report back to the Board at a subsequent meeting.

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

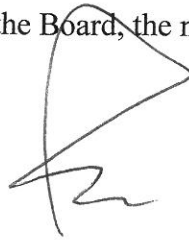
a. CONSULTATION WITH ATTORNEY (SECTION 551.071, TEXAS GOVERNMENT CODE);

- 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 7 pursuant to Section 551.072, Texas Government Code. Only after the Board reconvened into open session, the actions indicated under Item 7 were taken with respect to such item.

ADJOURNMENT

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



Pamela Tranpark, Secretary



Date