

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

**March 29, 2018**

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 3<sup>rd</sup> floor conference room of the Houston Technology Center, 410 Pierce, Houston, Texas 77002, on Thursday, March 29, 2018 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	Vacant	8	John Thomas
4	Pamela Ngo Castleman	9	Brandon Dudley
5	Al Odom		

and all of the above were present.

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, David Thomas, Araceli Rodriguez, Cynthia Alvarado, Michelle Ashton, Mark Sullivan, Jalisa Hurst, Amaris Salinas, Mechelle Phillips and Jonathan Smith of Midtown; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney and Foreman; Rachel Rae of Walter P. Moore; Amy Harbert of Design Workshop; Carol Harrison of IDS Engineering; Jim Webb of The Goodman Corporation; Roberta Burroughs, Algenita Davis, Angie Gomez & Bob Bradford of CCPPI; Jennifer Curley with the City of Houston; Sharron Washington of Temenos CDC; Zack Martin of MCMD; Grant Georgia of Navigant Consulting; Gary Bernard & Noel Cowart of 2016 Main; Tom Mercer of JTM; Theola Petteway of Alameda/OST TIRZ; Greg Johnson of FCM Engineering; Erin Brown of Houston Business Development, Inc.; and Kelly Reynolds of Callu BacKelly.

Vice Chairman Goren 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 FEBRUARY 22, 2018;**
- b. **MONTHLY FINANCIAL REPORTS FOR FEBRUARY 2018;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR MARCH 2018;**

Executive Director Matt Thibodeaux presented the various items on the consent agenda.

Director Erwing made a motion to approve the consent agenda as presented. The motion was seconded by Director Thomas, which carried by unanimous vote.

**INVESTMENT REPORT FOR QUARTER ENDING DECEMBER 31, 2017.**

Matt Thibodeaux, Executive Director presented the Investment Report for the Quarter ending December 31, 2017. Director Erwing made a motion to accept the Investment Report as presented for the Quarter ending December 31, 2017. The motion was seconded by Director Fenz and carried by unanimous vote.

**MIDTOWN AFFORDABLE HOUSING PROGRAM**

**a. RESOLUTION;**

There was no resolution for property acquisitions for the month of March.

**b. RESOLUTION AUTHORIZING A GRANT AGREEMENT WITH HOUSTON BUSINESS DEVELOPMENT, INC.**

Peggy Foreman of Burney and Foreman presented the Resolution Authorizing a Grant Agreement with Houston Business Development, Inc. (HBDI), a non-profit organization. She reported that the Grant Agreement allowed for the grant of 5 residential lots in Southeast Houston to build single family affordable homes for sale to qualified homebuyers. She stated that the Grant Agreement provides that the houses to be constructed would be approximately 1,400 to 1,600 square feet with at least 3 bedrooms, 2 bathrooms and a 2 car garage. The sales price for 3 of the 5 homes would not exceed \$160,000 and the sales price for the remaining 2 homes would not exceed \$180,000. Each home would have an affordability period of 20 years (or 25 years if the qualified homebuyer also received federal HOME funds of \$40,000 or more). Ms. Foreman stated that the contract term was 24 months, however construction is to be completed within 240 days of the date the land is acquired, unless a written request is made to the Executive Director for an extension. Director Fenz made a motion to approve the Resolution Authorizing a Grant Agreement between Houston Business Development, Inc. and the Midtown Redevelopment Authority. The motion was seconded by Director Dudley and carried by unanimous vote.

**c. RESOLUTION AUTHORIZING A DEVELOPMENT AND PURCHASE AGREEMENT WITH COLE KLEIN BUILDERS, LLC.**

Ms. Foreman presented the Resolution Authorizing a Development and Purchase Agreement with Cole Klein Builders, LLC, a for profit company. She stated that pursuant to the Development and Purchase Agreement, MRA would sell 5 residential lots of at least 5,000 square feet each to Cole Klein Builders, LLC for \$1.50 per square foot to build single family affordable houses to be sold to qualified homebuyers. The

homes to be constructed by Cole Klein Builders LLC would range between approximately 1,500 to 1,650 square feet with at least 3 bedrooms, 2 bathrooms and a 2 car garage. The sales price for 3 of the 5 homes would not exceed \$160,000 and the sales price for the remaining 2 homes would not exceed \$180,000. Each home would have an affordability period of 20 years (25 years if the qualified homebuyer also received federal HOME funds of \$40,000 or more). Ms. Foreman stated that the contract term was 24 months, but construction is to be completed within 240 days of the date the land is acquired, unless a written request is made to the Executive Director for an extension. Director Fenz made a motion to approve the Resolution Authorizing a Development and Purchase Agreement between Cole Klein Builders, LLC and the Midtown Redevelopment Authority. The motion was seconded by Director Odom, which carried by unanimous vote.

**d. UPDATE.**

Mr. Edwards gave a report on the status of construction of affordable homes on properties previously sold to Epic Homes. LLC and HOU Homes, Inc. He shared pictures of some of the units that have been completed at the 2002 Live Oak Townhome Project.

Mr. Edwards also reported that staff was looking into developing an outreach program for potential new homeowners.

**PROPOSED DONATION OF LAND LOCATED AT LABRANCH AND ROSALIE INTERSECTION FOR USE AS PARK.**

Mr. Wallace asked that this item be tabled until next month.

**MIDTOWN CAPITAL IMPROVEMENT PROGRAM**

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

Marlon Marshall reported that the Midtown Park is officially open and is being enjoyed daily by the public.

**i. MIDTOWN PARK**

**1. APPROVE GARAGE CHANGE ORDERS – CAMDEN**

Mr. Marshall noted that there were no change orders at this time. Staff is currently working with the construction management team on project closeout documentation.

**2. APPROVE ADDITIONAL SERVICES REQUEST FOR CONSTRUCTION MANAGEMENT AND INSPECTION SERVICES (GARAGE) – TLC ENGINEERING, INC.**

Mr. Marshall presented an Additional Service Request (“ASR”) for Construction Management and Inspection Services with TLC Engineering, Inc. in the amount of \$215,112.33. He stated that the ASR would be for work through June 2018 and pointed out that it includes some work that has been completed but not yet billed. Director Odom made a motion to approve the Additional Services Request for Construction Management and Inspection Services with TLC Engineering, Inc. in the amount of \$215,112.33. The motion was seconded by Director Erwing. Following all discussion, the motion carried by unanimous vote.

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

Mr. Marshall reported that the trim installation and surface preparation was completed for installation of the mosaic artwork on the berm wall in Midtown Park and that the artist and her team had completed installing the mosaic artwork. Mr. Marshall reported that a portion of the costs associated with this work would be paid by the Midtown Parks Conservancy. Director Odom made a motion to approve Change Oder #25 for J-trim and wall surface preparation for the mosaic artwork, lighting and stone veneer and signage on the art wall in the amount of \$120,341.16. The motion was seconded by Director Fenz and carried by unanimous vote.

**4. APPROVE ADDITIONAL SERVICES REQUEST FOR DESIGN AND CONSTRUCTION ADMINISTRATION (PARK) - WALTER P. MOORE.**

Mr. Marshall reported that Walter P. Moore had requested an Additional Services Request for Design and Construction Administration for the Park in the amount of \$322,150. He stated that the ASR with Walter P Moore would be for work through August 2018 and pointed out that it also includes some work that has been completed but not yet billed. Director Castleman made a motion to approve the Additional Service Request for Design and Construction for the Midtown Park with Walter P. Moore in the amount of \$322,150. The motion was seconded by Director Erwing. Following all discussion, the motion carried by unanimous vote.

**5. MIDTOWN PARK EVENT NOTICE**

Mechelle Phillips of the Midtown Parks Conservancy reported on the “Lounge on the Lawn” event to be held April 28<sup>th</sup> in Midtown Park. Ms. Phillips stated that there would be food trucks, lawn games, park tours and demonstrations. She announced that there would be live performances by the Ensemble Theatre, Main Street Theater and MET Dance along with Live Bands, Galaxy Gazing by the Houston Astronomical Society, a Silent Party and a short Acknowledgement and Awards Program. Ms. Phillips also stated that the artists for the Mosaic Artwork and Playground Artwork would be in attendance to present their art pieces and answer questions.

ii. **ENTRY PORTALS**

Mr. Marshall reported that the team is currently waiting on CenterPoint connections at the Brazos location, revisions to the redesign at the Webster/Gray location and replacement light fixtures for those that malfunctioned during Hurricane Harvey at the St. Joseph Parkway location. He pointed out that some of the landscaping will need to be replaced due to the impact of harsh weather conditions.

1. **APPROVE CHANGE ORDERS – B & D CONTRACTORS**

No Change Order presented at this meeting.

2. **Approve Additional Services Request for Design and Construction Administration - Walter P Moore**

Mr. Marshall presented the ASR for a redesign of entry portal at the Webster/Gray location. Director Erwing made a motion to approve the Additional Services Request for Design and Construction Administration for Walter P. Moore in the amount of \$21,370.00. The motion was seconded by Director Fenz and carried by unanimous vote.

3. **Approve Additional Services Request for Construction Management and Inspection - TLC Engineering, Inc.**

This item was tabled at this meeting.

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

i. **HOLMAN STREET PEDESTRIAN ENHANCEMENTS**

Mr. Marshall reported that the City of Houston has signed off on the bike lane signage.

1. **APPROVE CHANGE ORDERS – SER**

Director Castleman made a motion to approve Change Order #10 in the amount of \$21,240.80 for signage as required under the new City of Houston Bike Ordinance. The motion was seconded by Director Fenz and carried by unanimous vote.

Mr. Marshall reported that the Holman Street project had won the Silver Award of Excellence from American Council of Engineering Companies (ACEC) - Texas Chapter.

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

Mr. Marshall reported that the contractor is now working in the area south of Truxillo Street and that CenterPoint has completed its connection of the iconic decorative lighting. The lighting is being programmed and will be tested in April.

**i. APPROVE CHANGE ORDERS – SER**

There were no change orders presented at this meeting.

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

Mr. Marshall reported that TXDOT has agreed to complete the redesign of the Traffic Control Plan (TCP) to required City of Houston standards. TXDOT will submit the redesigned plans to the City of Houston by mid-April. Staff continues to work with the design and construction management team to track and respond to submittals from the contractor. It is anticipated that construction will begin in May, subject to review and approval by the City of the water line design revisions and TCP.

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

**i. GREYHOUND BUS PRESENTATION.**

Jim Webb with The Goodman Corporation presented a proposal for a project to identify and evaluate potential Houston area sites for an urban regional transit center. Mr. Webb suggested that development of a regional transit center could benefit all parties including Midtown, the City, and common carrier transit providers such as Greyhound Bus Company and other entities offering public and private transportation services. He stated that there may be opportunities for federal and state participation in such a project through the Federal Transit Administration (FTA) as well as TxDOT's Public Transportation Division. Mr. Webb described the proposed scope of services which included providing Midtown and the City with the necessary background information, data, and an implementation strategy to move forward with a solution that meets certain transit needs for the region. Director Castleman made a motion to authorize the Executive Director to enter into an Agreement with The Goodman Corporation for an amount not to exceed \$150,000.00. The motion was seconded by Director Erwing 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 conduct an executive session at this meeting.

ADJOURNMENT

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



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Pamela N. Castleman, Secretary

5/7/2018

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Date