

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

**April 10, 2014**

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, April 10, 2014 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	Caton M. Fenz
3	Robert D. Sellingsloh	8	Giovanni Garibay
4	Pamela Ngo Castleman	9	Michelle A. Clayton Collier
5	Al Odom		

and all of the above were present with the exception of Directors Goren and Garibay.

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 Elizabeth Powell of the Midtown Management District; Barron F. Wallace and Katherine R. Milton of Bracewell & Giuliani LLP; Peggy Foreman of Burney and Foreman; Edwin Friedrichs, Lee Anne Dixon and Bryan Brown of Walter P. Moore; Phillip Koske of Design Workshop; Jennifer Curley of the City of Houston; Jim Webb of The Goodman Corporation; Don Huml, Executive Director of TIRZ #17 and Harry Davis a student.

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 27, 2014.**
- b. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR FEBRUARY 2014.**
- c. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR MARCH 2014.**

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 Erwing, which carried by unanimous vote.

**AUDITOR ENGAGEMENT LETTER FOR FINANCIAL AND AGREED UPON PROCEDURES AUDITS FOR FISCAL YEAR 2014**

Mr. Thibodeaux, Executive Director presented the engagement letter from Carr, Riggs & Ingram, CPA (CRI) for the Financial and Agreed Upon Procedures Audit for fiscal year 2014. Director Taylor made a motion to accept CRI's engagement letter for Financial and Agreed Upon Procedures Audit for fiscal year 2014. The motion was seconded by Director Castleman, which carried by unanimous vote.

**RENEWAL OF REAL ESTATE SERVICES AGREEMENT**

Peggy Foreman of Burney and Foreman presented the renewal of Real Estate Services Agreement for Phillip Franshaw noting a 10% increase in fee and a term of one year. Following all discussion, Director Castleman made a motion to approve the renewal of Real Estate Services Agreement for Phillip Franshaw. The motion was seconded by Director Erwing, which carried by unanimous vote.

**REAL ESTATE ACQUISITION AND DEVELOPMENT**

The Board reconvened into open session to take action on the items listed below:

a. **REAL ESTATE (BLOCK 442) PURCHASE AND SALE AGREEMENT AND RELATED FINANCING AGREEMENT.**

Director Erwing made a motion to approve the Real Estate (Block 442) Purchase and Sale Agreement and related Finance Agreement with Liberty Bank. The motion was seconded by Director Odom, which carried by unanimous vote.

b. **REAL ESTATE (BLOCK 442) OPTION AGREEMENTS.**

Director Collier made a motion to approve the Real Estate (Block 442) Option Agreements. The motion was seconded by Director Taylor, which carried by unanimous vote.

c. **3300 MAIN.**

Prior to the discussion of 3300 Main, due to a conflict of interest Director Castleman excused herself from the room and all discussions.

Director Taylor made a motion to negotiate a purchase contract with the buyer. The motion was seconded by Director Odom, which carried by majority vote.

**MIDTOWN AFFORDABLE HOUSING PROGRAM**

a. **RESOLUTION APPROVING ENTERING INTO CONTRACTS AND ACQUISITION AND SALE OF CERTAIN PROPERTIES BY THE AUTHORITY FOR AFFORDABLE HOUSING.**

Director Castleman made a motion to approve the above captioned Resolution. The motion was seconded by Director Erwing, which was approved by unanimous vote.

**b. CONCEPTUAL DESIGN SERVICES AGREEMENT.**

Mr. Edwards presented the conceptual design contract with Design Workshop for Transit Oriented Development in and around Midtown's tracts at MLK and Griggs. This item will be placed on the agenda next month for discussion and action.

**c. UPDATE ON AFFORDABLE HOUSING.**

Mr. Edwards updated the Board on the ongoing discussions with ReWard Third Ward and support from Representative Coleman with regards to their State Application.

**MIDTOWN CAPITAL IMPROVEMENT PROGRAM**

**a. PARKS AND GREENSPACE - WALTER P. MOORE**

**i. BALDWIN PARK / GLOVER PARK**

Mr. Marshall reported that Glover Park is complete and open to the public. The Midtown Management District will be holding Art in the Park at Baldwin Park this month.

**ii. MIDTOWN PARK**

Mr. Marshall reported that the Midtown Park work is progressing on the kiosk, dog park area and the park grounds. Tenant is working to wrap up the build out design and permitting.

**1. Approve Change Orders**

Director Collier made a motion to approve change order #8 to refurbish the logo in the amount of \$5,794 and change order #9 to relocate the logo structure to the corner of Gray and Brazos in the amount of \$6,946. The motion was seconded by Director Castleman, which carried by unanimous vote.

**iii. SUPERBLOCK PARK**

Mr. Marshall reported that the staff and consultants had received preliminary cost estimates and were working to value engineer the project. It is anticipated that the parking garage will go to permitting in late May 2014 and construction will begin in September 2014.

**iv. Entry Portals – Presentation**

Phillip Koske of Design Workshop presented to the Board the locations and conceptual designs for the entry portals. The presentation will be sent to the Directors for their review and comments. The locations of the Entry Portals are: Gray at Webster (Fourth Ward), Bagby at Pierce (45) St. Joseph Parkway and Elgin at Brazos.

**b. CAROLINE STREET RECONSTRUCTION**

Mr. Marshall reported that the Caroline Street reconstruction plans are 100% complete and had been sent to TxDot. TxDot has provided more comments. The team anticipates the construction contract to be let in June 2014.

**c. MAIN STREET MASTER PLAN – WALTER P. MOORE**

Staff and design team met with METRO to present and discuss the conceptual design for the Main Street Master Plan. METRO responded favorably to the conceptual design. Midtown's team will meet with METRO's Rail Safety team before proceeding with the full design. The total project cost is approximately \$5.5 million.

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

The City of Houston has returned comments on the 100% plans. The engineers have made the adjustments to the plans based on the City's comments and turned the plans back in to the City.

**e. BRAZOS STREET RECONSTRUCTION – WALTER P. MOORE**

Walter P. Moore is currently working with the City of Houston on the design for Brazos Street and will present to the Board in a couple of months.

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

Executive Director Thibodeaux met with The Goodman Corporation's staff regarding grants for public art.

**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 conducted an executive session to discuss Items 6 a.-c. pursuant to Section 551.072, Texas Government Code. The Board then reconvened into open session. A Certified Agenda has been prepared to address these issues. Action was taken on all the items discussed.

**PUBLIC COMMENTS**

None.

**ADJOURNMENT**

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



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Pamela N. Castleman, Secretary

5/29/2014

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Date