

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

April 30, 2020

A regular meeting of the Board of Directors (the "Board") of the Midtown Redevelopment Authority (the "Authority") was held via conference call on Thursday, April 30, 2020 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	Donald Bond	7	Caton M. Fenz
3	Gayle Fortson	8	John Thomas
4	Michael F. Murphy	9	Zoe Middleton
5	Al Odom		

and all of the above were present.

Also in attendance were Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, Theresa Gilmore, Marlon Marshall, of Midtown; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Jennifer Curley of City of Houston; Agentia Davis of CCPPI; Roberta Burroughs of Roberta Burroughs & Associates; Rachel Ray of Walter P. Moore; Chelbi Minns of One World Strategy Group; Carol Harrison of IDS Engineering; Jim Webb of The Goodman Corporation; Christopher Johnston, James Holston, Allen Douglas, James Lamas and Kay Walton, residents of Midtown. There were 38 participants on the conference call; 11 of the participants failed to introduce themselves and therefore their identity was unknown. Chairman Odom called the meeting to order and welcomed the guests. He announced that the meeting was being recorded and stated that "In accordance with section 418.016 of the Texas Government Code, as amended, the Texas Governor has temporarily suspended certain open meeting statutes that require government officials and members of the public to be physically present at a specified meeting location. As a result, governmental entities, such as the Authority and the Zone, are permitted to meet via telephonic meeting. Members of the public are invited to join the telephonic meeting and may make public comments during the public comment portion of the agenda."

PUBLIC COMMENTS:

Mr. James Holston of Super Neighborhood #62 inquired about the status of completion of the Caroline Street Project, why the this meeting was being held by conference call instead of video conference, and why his email request to speak bounced back. Chairman Odom advised that there would be a presentation later in the meeting regarding the Caroline Street Project that would likely answer his question, that the Midtown Staff and consultants were currently in the process of researching the best available video conferencing format, and that the Staff would look at the email bounce back.

CONSENT AGENDA FOR THE AUTHORITY:

MINUTES FOR January 30, 2020;

MONTHLY FINANCIAL REPORTS FOR December 2019, January – March 2020;

INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR February - April 2020.

Executive Director Thibodeaux presented the consent agenda. Director Goren made a motion to approve the consent agenda as presented. The motion was seconded by Director Thomas and carried by unanimous vote.

ENGAGEMENT LETTERS FOR FY 2019 & 2020 FINANCIAL AND AGREED UPON PROCEDURES AUDITS.

Kandi Schramm, Administrative Manager presented the Engagement Letters for the FY 2019 & 2020 Financial and Agreed Upon Procedures Audits. She reported that there was a small increase in fees for the audits. Director Fortson made a motion to approve the engagement Letters with Carrs, Rigg and Ingram for FY 2019 & 2020. The motion was seconded by Director Thomas and carried by unanimous vote.

CONSIDER UPDATES TO ADMINISTRATIVE POLICIES AND PROCEDURES AND RELATED BOARD POLICIES.

Barron F. Wallace of Bracewell, LLC discussed whether the Board should make any changes to its Administrative Policies and Procedures and Related Board Policies relating to how it conducts meetings in since the onset of the COVID-19 pandemic and Governor Abbott's Proclamation. Following all discussion, Chairman Odom asked the staff to review the Administrative Policies and Procedures and Related Board Policies as well as the various formats for virtual communications and make recommendations to the Board.

MID-MAIN DEVELOPMENT AGREEMENT – MID-MAIN PROPERTIES.

Mr. Wallace reported that in 2017 the Board approved participation in the Mid-Main Development Agreement and today he was presenting the final written development agreement. He stated that pursuant to the agreement, the Developer would be reimbursed an amount up to \$169,996.23 in fiscal year 2021. Following all discussion, Director Fenz made a motion to approve the Mid-Main Development Agreement providing for a developer reimbursement an amount up to \$169,996.23. The motion was seconded by Director Goren and carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM:

AFFORDABLE HOUSING OPERATIONS CENTER:

Marlon Marshall reported that the affordable housing operations center construction continued moving forward with installation of the building's structural steel and the underground installation of the duct bank. He stated that he anticipates the construction will be completed on schedule in December 2020. Director Middleton asked whether the contractors are operating a "Safe Work Site". Mr. Marshall responded that the team has weekly construction meetings where safety issues are discussed. He reported that construction progress is impressive and that the construction manager reports that the workers are practicing social distancing, and wearing face masks. He further reported that the contractor, Arch-Con has provided additional hand washing stations on site.

CHANGE ORDERS

Mr. Marshall presented a Change Order in the amount of \$6,400.00 for redesign of the parking garage to include the work of a local artist on the façade accent panels. Director Fenz made a motion to approve Change Order for the redesign of parking garage to include the work of a local artist on the façade accent panels. The motion was seconded by Director Fortson and carried by unanimous vote.

OPTION AGREEMENT RELATING TO GRANT OF LAND TO HBDI FOR SERENITY PALMS AFFORDABLE HOUSING PROJECT”;

Peggy Foreman of Burney and Foreman presented the Resolution Ratifying Execution of an Option Agreement relating to grant of land to Houston Business Development Inc. (HBDI) for development of the Serenity Palms Affordable Housing project. She advised the Board that they were being asked to ratify approval of the Option which was executed in March 2020 around the time of implementation of the COVID-19 Stay Home Stay Safe period to allow HBDI's to meet the City's application deadlines for the second round of Harvey Disaster funding. Director Fenz made a motion to approve Resolution Ratifying the Option Agreement Relating to Grant of Land to HBDI for the Serenity Palms Affordable Housing project. The motion was seconded by Director Goren and carried by unanimous vote.

EARNEST MONEY CONTRACT WITH HARRIS COUNTY HOUSING AUTHORITY FOR GRANT OF LAND FOR THE EMANCIPATION EAST AND WEST AFFORDABLE HOUSING PROJECT;

Ms. Foreman presented the Resolution Ratifying Execution of an Earnest Money Contract and a Purchase and Sale Agreement for Real Estate with Harris County Housing Authority relating to the conveyance of unimproved property for development of Emancipation East and West, a Multi-Family Affordable Housing Project and other related matters. Following all discussion, Director Goren made a motion to approve the Resolution Ratifying Execution of an Earnest Money Contract and a Purchase and Sale Agreement with Harris County Housing Authority relating to the conveyance of unimproved property for development of Emancipation East and West, a Multi-Family Affordable Housing Project and other related matters. The motion was seconded by Director Fenz and carried by unanimous vote.

AFFORDABLE HOUSING DEVELOPMENT UPDATE.

Mr. Edwards introduced Algentia Davis with CCPPI. Ms. Davis reported on work being done by CCPPI including collaboration with a 5 person volunteer team from Hines Development led by Tim Owens regarding the leasing of the Affordable Housing Operations Center. She stated that the team is reviewing and updating budgets for the Affordable Housing Operations Center and the residential units and will make recommendations regarding proposed rental rates.

MIDTOWN CAPITAL IMPROVEMENTS PROGRAM:

PARKS AND GREENSPACE - WALTER P MOORE / DESIGN WORKSHOP

MIDTOWN PARK

Mr. Marshall reported that discussions are underway with Wulfe & Co to understand the effect that COVID-19 is having on the restaurant rental industry. They are continuing to research food halls and ground leases. There is currently a broker's sign on the property which was placed to generate more leasing interest.

CHANGE ORDERS – MILLIS

There were no changes orders presented for Midtown Park at this meeting.

BAGBY PARK – STORAGE AND RENOVATIONS

The canopy cover for the stage at Bagby Park has been completed and the team is waiting on the lighting to complete the stage. The permits are currently at the City of Houston for the storage building and restrooms. The current tenant for the kiosk is reconsidering whether to move

forward with the second level construction in light of the impact of Covid-19 on the restaurant industry. The kiosk tenant is unable to commit to an opening date at this time due in part to the Covid-19 pandemic. The staff and consultants will continue to communicate with the kiosk tenant and report back to the Board at a future meeting.

CHANGE ORDERS

There were no changes orders presented for Bagby Park at this meeting.

CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the new project construction management team from the TxDOT's West Harris Area Office is on site and has made a noticeable difference on the progress of the project. He stated that the anticipated completion date is March 2021.

CHANGE ORDERS

Mr. Marshall presented Change Order #'s 11, 19, 22, 32 & 33. Change Order #11 for traffic signal revisions due to revision from TxDOT standards to City of Houston standards. He stated that the City of Houston will install the traffic signals resulting in a credit in the amount of (\$516,877.00). Director Goren made a motion to approve Change Order #11 for a credit in the amount of (\$516,877.00). The motion was seconded by Director Foster and carried by unanimous vote.

Change Order #19 for additional cuts to pavement and to restore pavement outside the storm sewer improvements shown in the plans in the amount of \$119,544.60 + TxDOT's fee of \$5,917.46 (4.95%) for a total \$125,462.06. Director Fenz made a motion to approve Change Order #19 for additional cuts to pavement and to restore pavement outside the storm sewer improvements shown in the plans in the amount of \$119,544.60 + TxDOT's fee of \$5,917.46 (4.95%) = a total \$125,462.06. The motion was seconded by Director Goren and carried by unanimous vote.

Change Order #22 for removal of existing sanitary sewer manholes due to a change in alignment of new sanitary sewer lines to avoid utility pole conflicts in the amount of \$44,612.48 + TxDOT's fee \$2,208.32 (4.95%) for a total \$46,820.80. Director Foster made a motion to Approve Change Order #22 in the amount of \$46,820.80 as presented for removal of existing sanitary sewer manholes. The motion was seconded by Director Fortson and carried by unanimous vote.

Change Order #32 in the amount of \$0.37 for a contractor requested change to allow for use of a more efficient cement stabilized sand in lieu of the lime treated subgrade included in the plans. Director Goren made a motion to approve Change Order #32 in the amount of \$0.37 as presented to allow for use of a more efficient cement stabilized sand in lieu of the lime treated subgrade included in the plans. The motion was seconded by Director Fortson and carried by unanimous vote.


Change Order #33 in the amount of \$31,384.34 + TxDOT's fee of \$1,553.52 (4.95%) = Total \$32,937.86 to allow contractor to use an open cut/hand dig method instead of boring method for installation of long services to waterline to avoid unknown utility conflicts. Director Fortson made a motion to approve Change Order #33 in the amount of \$31,384.34 + TxDOT's fee of \$1,553.52 (4.95%) = Total \$32,937.86 to allow contractor to use an open cut/hand dig method instead of boring method for installation of long services to waterline to avoid

unknown utility conflicts. The motion was seconded by Director Foster and carried by unanimous vote.

FTA GRANT PROGRAM - THE GOODMAN CORPORATION.

Mr. Marshall reported that the Goodman Corporation expects to present the Greyhound Bus Station report at the next meeting.

The meeting was adjourned.



Gayle Fortson, Secretary

Date