

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

May 5, 2015

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, Houston, Texas 77002, on Thursday, May 5, 2015 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	Brandon Dudley	6	Abe Goren
2	Doug Erwing	7	Caton M. Fenz
3	Robert D. Sellingsloh	8	Vacant
4	Pamela Ngo Castleman	9	Jeremy Ratcliff
5	Al Odom		

and all of the above were present with the exception of Directors Dudley, Ratcliff and Sellingsloh.

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, Vernon Williams, Araceli Rodriguez and Theresa Gilmore of the Authority; Cynthia Alvarado of the Midtown Management District, Peggy Foreman of Burney and Foreman; Rachael Ray and Bryan Lozano of Walter P. Moore; Tim Buscha and Carol Harrison of IDS Engineering Group; Jennifer Curley of the City of Houston; Jim Webb of The Goodman Corporation; Randhir Sahni of LDS Engineering; Chuck Smith of Houston Community College; Homer Clark of TIRZ#25; Thomas Jones of McConnell and Jones; and David Edwards, Rosalia Guerrero, Cheryl Armisige, and Cheryl Chin Midtown property owners.

Vice Chairman Goren called the meeting to order and asked the guests to introduce themselves. Mr. Goren introduced Vernon Williams as the new Chief Administrative Officer for the Midtown Redevelopment Authority.

CONSENT AGENDA FOR THE AUTHORITY

- a. **MINUTES OF THE AUTHORITY FOR MARCH 26, 2015;**
- b. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR MARCH 2015;**
- c. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR APRIL 2015;**

- d. **AUTHORIZE STAFF TO MOVE FORWARD WITH APPROVING LOCATION FOR B-CYCLE STATION IN MIDTOWN.**
- e. **RENEWAL OF CONSULTANT CONTRACT WITH THE ASSET MANAGEMENT CONSULTANTS CONTRACT.**

Matt Thibodeaux, Executive Director, presented the various items of the consent agenda. Director Fenz asked for clarification on the scope of service for Asset Management. Marlon Marshall reported that Asset Management was a consultant assisting with moving projects through the City of Houston departments. Director Erwing made a motion to approve the consent agenda items a. through e. The motion was seconded by Director Fenz, which carried by unanimous vote.

FISCAL YEAR 2016 BUDGET

Kandi Schramm presented the Fiscal Year 2016 Budget. The Directors asked questions and received answers relating to the Sale of 3300 Main Street, how capital projects were selected and budgeted, and why fiscal year 2016 expenses were higher than 2015. Following all questions, Director Odom made a motion to approve the Fiscal Year 2016 Budget as presented. The motion was seconded by Director Castleman, which carried by unanimous vote.

ADMINISTRATIVE POLICIES & PROCEDURES MANUAL.

Peggy Foreman of Burney and Foreman presented the Revised and Amended Administrative Policies & Procedures Manual noting the revisions made includes how to file a complaint, harassment policy, privacy in the workspace section, exempt and non-exempt employee status and the handling of confidential information. Ms. Foreman noted that the staff and attorneys will continue to review the manual and may, if deemed necessary, separate the manual into two separate documents as employee handbook and administrative policies.

Director Fenz made a motion to Adopt and Amend the Administrative Policies and Procedures Manual as presented. The motion was seconded by Director Erwing, which carried by unanimous vote.

MIDCORP MAINTENANCE AGREEMENT.

Ms. Foreman reported that the MidCorp Maintenance Tri-Party Agreement had been drafted between the Redevelopment Authority, the Management District and MidCorp. The attorneys are still wordsmithing the agreement. Once they have completed their review it will then be presented to the three individual Boards for their review and approval. The Tri-Party Agreement will define the legacy projects and future projects and is anticipated to commence July 1, 2015.

MIDTOWN AFFORDABLE HOUSING PROGRAM

- a. **RESOLUTION APPROVING ENTERING INTO CONTRACTS AND**

ACQUISITION AND SALE OF CERTAIN PROPERTIES BY THE AUTHORITY FOR AFFORDABLE HOUSING

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

b. ROW HOUSE CDC LOAN AGREEMENT- PILOT PROJECT

This item was tabled for this meeting.

c. MONTROSE CENTER OPTION AGREEMENT UPDATE.

Todd Edwards reported the Montrose Center was still reviewing the term sheet that had been prepared for them. Mr. Edwards noted that he had received correspondence from Civic Organizations, the Mayor of the City of Houston and the State Representative.

Mr. Edwards reported that the staff and consultants were still engaged in negotiating a Grant Agreement with Epic Homes and HOU Properties. Mr. Edwards met with engineering and architecture students at the University of Houston to discuss their work with habitat for Humanity on the University's campus. He is hopeful Midtown will be able to work with the students on a future project. Hope Lodge, which is a cancer residency facility will present to the Board at its next meeting.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

A. PARKS AND GREENSPACE - WALTER P. MOORE/Design Workshop

i. BAGBY PARK (MIDTOWN PARK)

Mr. Marshall reported that Bagby Park was open to the public. The Kiosk tenant anticipates being open in June 2015. Staff is still trying to reschedule a Bagby Park Grand Opening.

1. CHANGE ORDERS

Director Castleman made a motion to approve change order #18 as an \$8,500 decrease for the one year of maintenance. The motion was seconded by Director Erwing, which carried by unanimous vote.

ii. MIDTOWN PARK (SUPERBLOCK PARK)

Mr. Marshall reported that demo was completed on the 2905 Travis building and the excavating for the parking garage construction had begun on March 23, 2015. During the excavating an elevator shaft was uncovered with the hydraulics still underground. SKA Consulting was notified and has determined that the hydraulics should not be a problem. The construction crew will work cautiously to remove the hydraulics. Additionally, an AT&T duct bank was discovered underground. AT&T did not have an easement agreement so they will relocate the duct back as their

expense. Staff is working to reschedule the ground breaking for some time in late May 2015.

B. CIP UPDATE PRESENTATION – WALTER P. MOORE/DESIGN WORKSHOP

Rachel Rae and Bryan Lozano of Walter P. Moore and Steven Spears of Design Workshop presented an update on the status of Midtown Park, the Main Street Project, the Entry Portals, Brazos Street and the Peggy Plaza Park/Hwy 59 Underway. Director Castleman asked the team to review the Travis Street entrance to Midtown off of Spur 527 as a possible improvement area. The Directors asked for the team to speak with the Fourth Ward Redevelopment Authority about the use of a Fourth Ward symbol to determine if it has a regional identity for the area.

C. CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the team was still in conversation with the City of Houston for additional funding.

D. HCC CAPITAL PROJECTS - IDS ENGINEERS

i. HOLMAN STREET PEDESTRIAN ENHANCEMENTS

Mr. Marshall reported that the City of Houston had notified Midtown that the water transmission line that had been scheduled for replacement along Alabama Street had now been scheduled for Holman Street. The City explained the new route and asked that Midtown delay its Holman Street Project until 2018. Staff and IDS Engineers met to discuss all agreements that had been made with the stake holders and what impact it would have by the delay and the reasons for the delay. After reviewing City's plans for the water transmission line it was discovered that it would be going down the middle of the street and since the Midtown/HCC Holman Street Project is a back of curb project it has been decided to move the project forward. A formal communication response will be sent to the City.

E. FTA GRANT PROGRAM – THE GOODMAN CORPORATION

Jim Webb of the Goodman Corporation reported he is still anticipated news on the possibility of new funds being awarded in May or June 2015.

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 conducted an executive session at this meeting.

PUBLIC COMMENTS

There were no public comments.

ADJOURNMENT

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



Pamela N. Castleman, Secretary

5/28/15

Date