

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

May 29, 2014

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 29, 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	Vacant
5	Al Odom		

and all of the above were present with the exception of Directors Sellingsloh, Odom, 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 consultant for the Authority; Cynthia Alvarado and Elizabeth Powell of the Midtown Management District; Katherine R. Milton of Bracewell & Giuliani LLP; Peggy Foreman of Burney and Foreman; Edwin Friedrichs and Jeremy Rocha of Walter P. Moore; Steven Spears of Design Workshop; Jennifer Curley of the City of Houston; Jim Webb of The Goodman Corporation; Theodore Andrews, Executive Director of TIRZ #25; David Buchanan of Magnificat House; Pat Tollett of Oak Leaf Management; Jeri Brooks of One World Strategy Group; Gary Bernard, Noel Cowart and Marie McCullough of 2016 Main; Jeremy Ratcliff of Harris County; Ronald Robinson and Bobbie Robinson of SRDC; Willie Coleman of the Midtown Management District and Julianne English of Wilson, Cribbs & Goren.

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

CONSENT AGENDA FOR THE AUTHORITY

- a. **MINUTES OF THE AUTHORITY FOR APRIL 10, 2014**
- b. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR APRIL 2014**
- c. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR MAY 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.

FISCAL YEAR 2015 BUDGET

Kandi Schramm, Administrative Manager presented the Fiscal Year 2015 Budget. Following all questions, Director Erwing made a motion to approve the Fiscal Year 2015 Budget. The motion was seconded by Director Castleman, which carried by unanimous vote.

INVESTMENT REPORT FOR QUARTER ENDING MARCH 31, 2014

Mr. Thibodeaux presented the investment report for the quarter ending March 31, 2014, noting that all funds were safely invested. Director Taylor made a motion to approve the Investment Report of the Quarter Ending March 31, 2014. The motion was seconded by Director Castleman, which carried by unanimous vote.

ONE WORLD STRATEGY GROUP CONTRACT FOR COMMUNICATION SERVICES

Mr. Thibodeaux made a brief presentation regarding the need to hire a consultant to assist the Authority with certain communications services. He explained that a communications team could work with the Midtown Staff to develop and implement a communications program to highlight Midtown's successful capital improvement projects such as Bagby Street to encourage more real estate development and other economic development in Midtown. He stated that the communications team would also help to develop a plan to promote usage of the Midtown Park and SuperBlock Park. He reminded the Board that One World Strategy Group had worked with the Authority on various projects in the past and had performed as anticipated. He further explained that the services to be performed would be on an hourly basis and that the contract would be for a one year period. Peggy Foreman presented the basic terms of the proposed Agreement and indicated that a copy of the Agreement was contained in the Board packet. Mr. Thibodeaux then introduced Jeri Brooks of One World Strategy Group. Ms. Brooks spoke briefly about her company, its experience and the range of services they can provide. Ms. Brooks answered questions from members of the Board.

Director Castleman made a motion to approve the Agreement with One World Strategy Group for a one year period. The motion was seconded by Director Erwing. Following all discussion, the motion carried by unanimous vote.

REAL ESTATE ACQUISITION AND DEVELOPMENT

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

a. 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 Erwing made a motion to approve the Resolution authorizing the sale of 3300 Main. The motion was seconded by Director Taylor, which carried by majority vote, Director Castleman abstained from the 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 Taylor made a motion to approve the above captioned Resolution. The motion was seconded by Director Castleman, which was approved by unanimous vote.

b. CONCEPTUAL DESIGN SERVICES AGREEMENT.

Mr. Edwards presented the conceptual design services contract with Design Workshop for Transit Oriented Development in and around Midtown's tracts at Martin Luther King Jr. Boulevard and Griggs.

Director Erwing made a motion to approve the conceptual design services contract with Design Workshop. The motion was seconded by Director Taylor, which carried by unanimous vote.

c. UPDATE ON AFFORDABLE HOUSING.

Mr. Edwards updated the Board on the discussions with ReWard Third Ward and noting that ReWard Third Ward had applied for tax credits. Epic Homes has requested the purchase of the next three properties from Midtown. The first two properties that they purchased from Midtown and built homes on have been sold.

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.

ii. MIDTOWN PARK

Mr. Marshall reported that the Midtown Park work is progressing and anticipates a substantial walk through in June.

1. Approve Change Orders

Mr. Marshall presented: Change Order #10 for time extension; Change Order #11 for \$4,516.22 to board up kiosk until tenant build out begins; Change Order #12 for \$6,800.00 to remove and reinstall granite band pavers; Change Order #13 for \$9,084.00 to add irrigation for lawn & landscaping west of stage; and Change Order #14 for \$5,991.81 to add electrical service to support festivals/performances.

Director Castleman made a motion to approve change orders #10 - #14. The motion was seconded by Director Fenz, which carried by unanimous vote.

iii. SUPERBLOCK PARK

Mr. Marshall reported that the consultants submitted 100% plans for the parking garage to the City of Houston permitting department the second week of May 2014 and anticipate construction will begin in September 2014.

1. APPROVE DESIGN ADDITIONAL SERVICES REQUEST

Director Taylor made a motion to increase design scope in an amount not to exceed \$145,000.00 for the Operations and Maintenance Plan, geotec services by Dr. Dirt and design an additional food and beverage kiosk in the back 2.5 acres of the park. The motion was seconded by Director Erwing, which carried by unanimous vote.

b. CAROLINE STREET RECONSTRUCTION

Mr. Marshall reported that the Caroline Street reconstruction plans are 100% complete and had been sent to TxDot. The team anticipates the construction contract to be let in July 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. Consultants are working to establish a Pilot Project at Elgin and Main Street in the next 60 days.

d. HCC CAPITAL PROJECTS - IDS ENGINEERS

Consultants have submitted the final plans on Holman. A meeting regarding curb extension and bike lanes will be held on June 2, 2014. It is anticipated that construction will begin in the 4th quarter of 2014.

e. GRAY STREET PEDESTRIAN ENHANCEMENTS

1. APPROVE CHANGE ORDERS

Director Castleman made a motion to approve Change Order #5 in the amount of \$8,407.72 to restore existing irrigation systems not shown on drawings. The motion was seconded by Director Erwing, which carried by unanimous vote.

f. BRAZOS STREET RECONSTRUCTION – WALTER P. MOORE

Walter P. Moore is currently working with the City of Houston on the design for Brazos Street. The design will be similar to the design of Bagby Street.

g. FTA GRANT PROGRAM – THE GOODMAN CORPORATION

1. CONTRACT WITH THE GOODMAN CORPORATION

Jim Webb with The Goodman Corporation gave a power point presentation showing the anticipated grants and funding amounts for Midtown projects.

Director Castleman made a motion to approve the Renewal of the 9th Amendment to the Goodman Corporation contract in the annual amount of \$173,000. The motion was seconded by Director Taylor, which 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)**

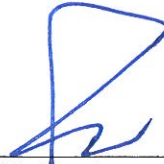
The Board conducted an executive session to discuss Item 7a. pursuant to Section 551.072, Texas Government Code. The Board then reconvened into open session. A Certified Agenda has been prepared to address this issue. Action was taken on the item discussed.

PUBLIC COMMENTS

Noel Cowart with 2016 Main Condos asked to use the parking lot across from their building that Midtown Redevelopment Authority had recently acquired. Mr. Thibodeaux responded that the Authority currently had not made plans to develop the property. Midtown was currently waiting for the remediation schedule to clean the property's dirt which was determined to have environmental issues.

ADJOURNMENT

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



Pamela N. Castleman, Secretary

6/26/14

Date