

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

July 25, 2019

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 Third Floor Conference Room of the Houston Exponential Building, 410 Pierce, Houston, Texas 77002, on Thursday, July 25, 2019 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	Vacant	7	Caton M. Fenz
3	Gayle Fortson	8	John Thomas
4	Pamela Ngo Castleman	9	Brandon Dudley
5	Al Odom		

and all of the above were present except Directors Fortson and Dudley.

Also in attendance were Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, Cynthia Alvarado, Sally Adame, Theresa Gilmore, Marlon Marshall, David Thomas, Jalisa Hurst, Mechelle Phillips, Madeline Pena, Amaris Salinas and LaMorris McClelland of Midtown; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Algenita Davis of CCPPI; Roberta Burroughs of Roberta Burroughs & Associates; Zack Martin of MCMD; Edwin Fredricks and Rachel Ray of Walter P. Moore; Barry Goodman of The Goodman Corporation; Theodore Andrews of TIRZ#25; Ann Robison and Kenneth Lofton of the Montrose Center; Carol Harrison of IDS; Acie Phillips of A.O. Phillips; Henrietta Bodner of Super Neighborhood #62; Jennifer Curley of the City of Houston; Linda Trevino of METRO; Theola Petteway of OST/Alameda TIRZ#7; Alex Ramirez of Design Workshop; Lori Allgood and Olidrey Heolvey of U.S. Vets; Charlotte Marshall Knight and Keith Kirven of TKG; Vernon N. Smith of the Dominion; Shamier Bouie of One World Strong; Sonia G. Ponce of Third Ward CDC; Sharus Merchant of Wilson, Cribbs and Goren; and Midtown residents Scott Harbers and Grey Marbely.

Chairman Odom called the meeting to order and welcomed the guests.

PUBLIC COMMENT.

Scott Harbers, a Midtown resident for over 25+ years, stated he appreciates the Authority Board Members for all of their dedication and work to provide such wonderful improvements in the District, right outside many of the residents' windows. He stated that the area was substantially different in 1992 when he first got actively involved with the Midtown Community.

CONSENT AGENDA FOR THE AUTHORITY:

- a. **MINUTES FOR JUNE 18, 2019;**
- b. **MONTHLY FINANCIAL REPORTS FOR JUNE 2019;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR JULY 2019;**
- d. **ANNUAL INSURANCE RENEWAL;**

e. **ANNUAL RENEWAL OF PROFESSIONAL SERVICES AGREEMENT WITH WALTER P MOORE.**

Executive Director Matt Thibodeaux presented the Consent Agenda. Director Fenz made a motion to approve the Consent Agenda items a- e as presented. The motion was seconded by Director Goren and carried by unanimous vote.

RESOLUTION AUTHORIZING PROJECT PLAN AND FINANCING PLAN AMENDMENT AND ANNEXATION RELATING TO COMPLETE COMMUNITIES INITIATIVE.

Barron F. Wallace of Bracewell LLP reported that he had several conversation with representatives of certain Harris County departments to discuss remaining issues for the Restated and Revised Interlocal Agreement between Harris County, Midtown Redevelopment Authority and Tax Increment Reinvestment Zone Number Two. He believes that an agreement on the outstanding issues will be forthcoming. Mr. Wallace asked that the Board consider approving the Resolution Authorizing the Project Plan and Financing Plan Amendment and Annexation. Director Fenz made a motion to approve the Seventh Amendment to the Project Plan and Reinvestment Zone Financing Plan and Annexation; Requesting the City of Houston's approval of the Seventh Amendment and authorize hiring the firm of Hawes Hill to draft the Seventh Amended Project Plan and Financing Plan. The motion was seconded by Director Castleman. Following all discussion, the motion carried by unanimous vote.

MIDTOWN BUILDING REQUEST FOR INFORMATION TO DEVELOPERS.

Barron F. Wallace presented the draft of the Request for Information (RFI) for the building located at 410 Pierce Street, Houston, Texas. He suggested that the RFI be issued around August 15, 2019 with responses due on or about October 1, 2019. Director Castleman made a motion to approve the Request for Information, subject to final review and approval by the Chair and Executive Director. The motion was seconded by Director Thomas. Following all discussion, the motion carried by unanimous vote.

APPROVE INVESTMENT REPORT FOR QUARTER ENDING MARCH 31, 2019.

Executive Director Thibodeaux presented the Investment Report for the Quarter ending March 31, 2019 noting an average yield of 1.2701% with interest earnings for the first quarter of \$178,100.43. Director Fenz made a motion to approve the Investment Report for the Quarter ending March 31, 2019. The motion was seconded by Director Thomas and carried by unanimous vote.

BOARD OF DIRECTORS CONFLICT OF INTEREST POLICY.

Barron Wallace presented the Board of Directors Conflicts of Interest Policy. He stated that Article VII of the Authority's Bylaws establish guidelines regarding conflicts of interest with respect to the Authority's Directors so as to encourage high ethical standards in official conduct of the Directors,. He further reminded everyone that Boards of Directors of local government entities are also subject to state statutory requirements with respect to conflicts of interests, which can to found in Chapters 171 and 176 of the Texas Local Government Code. He stated that each member of the Board of Directors shall review and acknowledge the Conflict of Interest Policy annually. Director Goren made a motion to approve the Board of Directors Conflicts of Interest Policy. The motion was seconded by Director Castleman and carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM:

a. AFFORDABLE HOUSING OPERATIONS CENTER:

Mr. Wallace reported that the City of Houston had given approval for the Authority to finance the Affordable Housing Operations Center. The Authority closed on the \$14,000,000 construction loan with BBVA, USA on July 15, 2019. The Contractor is preparing to mobilize on the site and has met with Center Point Energy to address some utility line issues on the site.

b. AFFORDABLE HOUSING DEVELOPMENT:

Todd Edwards distributed and presented an updated status report on Midtown's the Southeast Houston Affordable Housing Initiative which was prepared by Roberta Burroughs & Associates as of July 2019.. The report illustrated the number of housing units completed by developers to date, a map showing location of tracts of land sold to developers, a map showing the areas of the 100 Homes Initiative, and information on construction status on the various properties granted or sold pursuant to development agreements.

c. RESOLUTION AUTHORIZING GRANT AGREEMENT WITH HOUSTON BUSINESS DEVELOPMENT, INC. RELATED TO PHASE I OF THE 100 HOMES INITIATIVE:

Peggy Foreman presented the Resolution Authorizing a Grant Agreement with Houston Business Development, Inc. (HBDI) to construction 43 single family affordable homes on land granted by the Authority constituting Phase I of the 100 Homes Initiative. She stated that the 43 homes will have price points of approximately \$170,000 to \$190,000. Director Castleman made a motion to approve the Resolution Authorizing a Grant Agreement with Houston Business Development, Inc. relating to Phase I of the 100 Homes Initiative. The motion was seconded by Director Thomas. Following all discussion, the motion carried by unanimous vote.

d. RESOLUTION AUTHORIZING GRANT AGREEMENT WITH HOUSTON BUSINESS DEVELOPMENT, INC. TO GRANT ADDITIONAL LOTS FOR DEVELOPMENT OF SINGLE FAMILY HOMES:

Ms. Foreman presented the Resolution Authorizing a Grant Agreement with Houston Business Development to grant 5 additional lots for development of single family homes. She stated that these five single family detached homes will also have price points of approximately \$170,000 to \$190,000. Director Fenz made a motion Authorizing a Grant Agreement with HBDI to grant 5 additional lots for development of 5 single family affordable homes. The motion was seconded by Director Castleman and carried by unanimous vote.

e. STATUS REPORT FROM THE MONTROSE CENTER REGARDING THE SENIOR LIVING HOUSING PROJECT.

Mr. Edwards reminded the Board that in June 30, 2015 the Authority's Board of Directors entered into an Option Agreement with The Montrose Center pursuant to which

the Authority agreed to grant the property located at 2222 Cleburne Street for development of a 112 unit senior housing facility. The Authority originally purchased the property in 2005 and spent resources cleaning and remediating environmental issues on the property, upon obtaining a final approval, the Texas Commission on Environmental Quality reimbursed the MRA for a portion of the costs of environmental clean-up and remediation. On June 18, 2019 the Authority granted and conveyed the property at 2222 Cleburne to The Montrose Center for development of the senior housing facility. The Montrose Center held a groundbreaking ceremony on August 6, 2019. He stated that in addition to the land grant, The Montrose Center has raised money privately, received an award of federal low income housing tax credits, and was awarded additional funding from the City of Houston for the Project. The Contractor has mobilized on the site and construction is anticipated to take approximately 18 months.

MIDTOWN CAPITAL IMPROVEMENTS PROGRAM:

a. PARKS AND GREENSPACE - WALTER P MOORE / DESIGN WORKSHOP

i. MIDTOWN PARK

Marlon Marshall reported that construction was wrapping up in the Front 90 Plaza area and he anticipates substantial completion by mid-August. He stated that once the Front 90 is substantially completed, the Authority staff will work with Midtown Parks Conservancy team to begin programming the space.

1. APPROVE PARK CHANGE ORDERS – MILLIS

Mr. Marshall presented Change Order #38 for landscape revisions along Main Street, additional drainage inlets and bollard installations in the service drive area in an amount not to exceed \$67,112.26. Director Fenz made a motion to approve Change Order #38 in an amount not to exceed \$67,112.26 for landscape revisions along Main Street, additional drainage inlets and bollard installations in service drive area. The motion was seconded by Director Goren and carried by unanimous vote.

i. Bagby Park – Storage and Renovations.

Mr. Marshall reported that the contractor has completed the stage demolition. The reconstruction has begun with pouring of stage foundation and site utility work. Staff is working with design team to finalize plans for the shade canopy.

1. WORK ORDER FOR CONSTRUCTION PHASE SERVICES

Mr. Marshall presented a work order for the Bagby Park Construction Administration Services for Walter P. Moore in the amount of \$34,830.00. Director Castleman made a motion to approve the work order for the Bagby Park Construction Administration Services in the amount of \$34,830.00. The motion was seconded by Director Goren and carried by unanimous vote.

2. STAGE CANOPY AGREEMENT WITH USA SHADE

Mr. Marshall presented the proposal from USA Shade for the Bagby Park shade canopy in the amount of \$136,762.00. Director Thomas made a motion to approve the proposal from USA Shade in the amount of \$136,762.00. The motion was seconded by Director Fenz. Following all discussion, the motion carried by unanimous vote.

b. CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the contractor has completed the initial segment of waterline installation on the east side of Caroline Street between Elgin and McGowen Streets. He reported that the contractor had made the connection to the truck line at Elgin Street and that construction continues on the waterline laterals at Tuam and Anita Streets. He further reported that storm sewer installation was completed on McIlhenny Street and that the contractor will move forward with storm sewer installation on Hadley Street between Caroline and Austin Streets. Installation of sanitary sewer is ongoing between Tuam and Dennis Streets.

i. Change Orders

Mr. Marshall stated that there was no change orders for consideration at this time related to the Caroline Street Project.

c. FTA GRANT PROGRAM - THE GOODMAN CORPORATION.

No report was given at this meeting.

WITH RESPECT TO THE FOREGOING AGENDA ITEMS, THE AUTHORITY MAY 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**
- e. ECONOMIC DEVELOPMENT NEGOTIATIONS (SECTIONS 551.087, TEXAS GOVERNMENT CODE).**

The Authority did not conduct an Executive Session at this meeting.

ADJOURN.

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



Pam Castleman, Secretary

9/30/19

Date