

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

July 26, 2018

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, July 26, 2018 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 | Doug Erwing | 7 | Caton M. Fenz |
| 3 | Vacant | 8 | John Thomas |
| 4 | Pamela Ngo Castleman | 9 | Brandon Dudley |
| 5 | Al Odom | | |

and all of the above were present with the exception of Directors Castleman, Odom and Thomas.

Also in attendance were Kandi Schramm, Sally Adame; Marlon Marshall, Todd Edwards, Jalisa Hurst, Amaris Salinas, Mechelle Phillips and LaMorris McClendon of Midtown; Barron Wallace of Bracewell LLP; Rachel Rae and Erin Friedrichs of Walter P. Moore; Carol Harrison of IDS Engineering; Jim Webb of The Goodman Corporation; Alex Ramirez and Emily Risinger of Design Workshop; Rebecca Leonard of Lionheart; Roberta Burroughs, Algenita Davis, Angie Gomez, Susanne Kartze, Joy Fitzgerald & Robert Bradford of CCPPI; Jeri Brook of One World Strategy Group; Jon Ward and Giovanni Pena of Kirksey; Jennifer Curley of the City of Houston; Jackie Swindle of Houston Community College; Grant Georgia of Navigant Consulting, Inc.; Ed Pettitt of Emancipation Economic Development Council; Theola Petteway of OST/Alameda TIRZ; Peggy Foreman of Burney and Foreman who participated via tele-conference; Midtown resident Cynthia Aceves-Lewis, and Brian Van Tubergen of University Village Civic Club

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

PUBLIC COMMENTS

Brian Van Tubergen of University VCC made comments regarding the affordable housing plan timeline. Ed Pettitt of Emancipation Economic Development Council distributed brochures presenting the bike and hike trail in his neighborhood. Cynthia Aceves-Lewis of Super Neighborhood #62 invited residents to attend their next Board meeting on August 9, 2018 at the Crime Stoppers location and stated that crime continues to be a major concern for the group.

CONSENT AGENDA FOR THE AUTHORITY:

- a. **MINUTES FOR JUNE 28, 2018;**
- b. **MONTHLY FINANCIAL REPORTS FOR JUNE 2018;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR JULY 2018;**
- d. **ANNUAL INSURANCE RENEWAL 8/1/2018 – 7/31/19.**

Executive Director Matt Thibodeaux presented the various items on the consent agenda. Director Fenz made a motion to approve the consent agenda as presented. The motion was seconded by Director Dudley, which carried by unanimous vote.

INVESTMENT REPORT FOR QUARTER ENDING JUNE 30, 2018.

Mr. Thibodeaux presented the Investment Report for the Quarter ending June 30, 2018, reporting that the total amount of interest earned for the quarter was \$172,696.73. Director Erwing made a motion to accept the Investment Report for the Quarter ending June 30, 2018 as presented. The motion was seconded by Director Dudley and carried by unanimous vote.

INVESTMENT POLICY AND BROKER/DEALER LIST.

Mr. Thibodeaux presented the Amended Investment Policy and Broker/Dealer list. Barron Wallace of Bracewell LLP reported that there were no revisions to the Investment Policy. The Broker/Dealer List revisions consisted of the deletion of 2 closed financial institutions and the addition of Masterson Advisors. Director Dudley made a motion to approve the Investment Policy and Broker/Dealer List as presented. The motion was seconded by Director Fenz and carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM

a. RESOLUTION;

No Resolution was presented at this meeting.

b. CCPPI

i. CONSULTANT AGREEMENT

ii. OPERATIONS CENTER DEVELOPMENT AGREEMENT

Barron F. Wallace of Bracewell LLP presented agenda items b(i) and b(ii) together. He summarized the purpose and terms of the Affordable Housing Initiative Services Agreement (the "Consultant Agreement") and the Operations Center Construction and Operations Development Agreement (the "Operations Center Development Agreement"), by and among TIRZ#2, MRA and CCPPI. Director Fenz reported that these two agreements would activate Midtown's Affordable Housing Plan for the Operations building, 20 units of affordable housing and a parking garage to be constructed over the next 24 months. Director Dudley made a motion to approve the Consultant Agreement and the Operations Center Development Agreement, each by and among TIRZ#2, MRA and CCPPI. The motion was seconded by Director Fenz. Following all discussion, the motion carried by unanimous vote.

c. AFFORDABLE HOUSING DEVELOPMENT UPDATE.

Todd Edwards updated the Board Members on the status of construction for the projects of HOU Homes, Epic Homes and Mayberry Homes and our newest partner Cole Klein Builders. Mr. Edwards presented a letter from the City of Houston to Senator Borris Miles, dated July 9, 2018, regarding the "Local Action Plan for Harvey Recovery Comments" and the consideration for incorporating Midtown's Affordable Housing pPlan into program guidelines for the programs presented in the Local Action Plan.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

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

Marlon Marshall reported that project close out documentation is in progress for the Midtown Parking Garage. The contractor for the Midtown Park has started landscape installation along Travis Street and the remaining landscape is on hold pending the completion of Camden's courtyard. He further stated that work is continuing on the B-Cycle infrastructure, McGowen utility connections and the front 90 plaza site work.

i. MIDTOWN PARK

1. APPROVE GARAGE CHANGE ORDERS – CAMDEN

Mr. Marshall stated that there were no change orders at this time.

2. APPROVE PARK CHANGE ORDERS – MILLIS

Mr. Marshall stated that there were no change orders at this time.

3. APPROVE ADDITIONAL SERVICES REQUEST FOR CONSTRUCTION MANAGEMENT AND INSPECTION (PARK) - IDS ENGINEERING

Mr. Marshall reported that due to the delay in the project close out IDS Engineering was requesting Additional Services Request for Construction Management and Inspection of Midtown Park in the amount of \$397,954.00. Director Erwing made a motion to approve the Additional Services Request for Construction Management and Inspection for Midtown Park in an amount not to exceed \$397,954.00. The motion was seconded by Director Fenz and carried by unanimous vote.

ii. ENTRY PORTALS

No report was given on Entry Portals at this meeting.

APPROVE CHANGE ORDERS – B & D CONTRACTORS

Mr. Marshall stated that there were no change orders to be presented at this time.

b. HCC CAPITAL PROJECTS - IDS ENGINEERS

i. HOLMAN STREET PEDESTRIAN ENHANCEMENTS

Mr. Marshall reported that the team is processing project close out documentation and the final pay application.

1. APPROVE CHANGE ORDERS – SER

There were no change orders for Holman Street presented.

c. MAIN STREET ENHANCEMENTS – WALTER P. MOORE /DESIGN WORKSHOP

Mr. Marshall reported that the project requires 2 flaggers to continue the work in the esplanade. The team is waiting on METRO to provide the needed flaggers so that work can continue.

i. APPROVE CHANGE ORDERS – SER

There were no change orders presented for Main Street.

d. CAROLINE STREET RECONSTRUCTION – ESPA/KCI

Mr. Marshall gave the Board a brief report on the history of the Caroline Street project which originally went out for bid in 2013 and bids came back well above the amounts budgeted for the project. TxDOT agreed to allow Midtown to redesign the project and reduce the scope of work in order to be more aligned with the available funding. The Goodman Corporation worked to secure additional grant funding to assist with the increased costs associated with the project. Currently, Center Point Energy is working to place new utility poles in the project area where needed. It is anticipated that the construction team will remobilize on July 19, 2108 and that work will begin in early August 2018.

i. APPROVE CHANGE ORDERS

There were no change orders presented for Caroline Street.

e. FTA GRANT PROGRAM – THE GOODMAN CORPORATION

Jim Webb of The Goodman Corporation reported that a meeting would be held on August 3, 2018 in Dallas, Texas to discuss the possibility of relocation of the bus transportation center currently located in Midtown. Cushman and Wakefield is the realtor working with the transit center for its relocation efforts.

Mr. Webb reported that a grant application had been submitted in an effort to secure approximately 90% of the funding for the traffic signal to be installed at the Bagby and Pierce Streets intersection.

f. MIDTOWN STRATEGIC GUIDE AND DESIGN GUIDELINES PRESENTATION – DESIGN WORKSHOP

Rebecca Leonard of Lionheart and Emily Risinger of Design Workshop presented a draft of the Midtown 2018 Strategic Guide and Design Guidelines. They identified the 4 nodes for the District: Pierce Node, Midtown Park Node, HCC/Ensemble Node and the Main Street/Wheeler Innovation Hub Node. The team described the collaborative process used get input from Midtown stakeholders, including use of community meetings and surveys, to ensure that various viewpoints were considered on issues such as east/west mobility, drainage improvements, walkability, etc.

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 conduct an executive session at this meeting.

ADJOURNMENT

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



Al Odom, Asst. Secretary

8/30/18

Date