

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

August 28, 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, August 28, 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	Vacant
4	Pamela Ngo Castleman	9	Jeremy Ratcliff
5	Al Odom		

and all of the above were present with the exception of Directors Taylor, Erwing and Ratcliff.

Also in attendance were Matt Thibodeaux, Marlon Marshall, Todd Edwards, Araceli Rodriguez and Theresa Gilmore of the Authority; Phillip Franshaw consultant for the Authority; Cynthia Alvarado and Elizabeth Powell of the Midtown Management District; Barron F. Wallace and Katherine R. Milton of Bracewell & Giuliani LLP; Steven Spears of Design Workshop; Edwin Friedrichs, Jeremy Roche and Rachel Ray of Walter P. Moore; Jennifer Curley of the City of Houston; Jim Webb of The Goodman Corporation; Kristin Blomquist of First Southwest Company; Jordan Witherspoon of Asia Society; Lucia Lee of ESPA and Travis Hochledd of Wilson, Cribbs & Goren.

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

CONSENT AGENDA FOR THE AUTHORITY

- a. **MINUTES OF THE AUTHORITY FOR JULY 31, 2014**
- b. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR JULY 2014**
- c. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR AUGUST 2014**
- d. **EXTENSION OF CONTRACT FOR MARY MARGARET COLLIER**

Matt Thibodeaux, Executive Director, presented the various items of the consent agenda noting that Mary Margaret Collier's contract would be extended until November 2014. Director Goren made a motion to approve the consent agenda items a. through d. The motion was seconded by Director Castleman, which carried by unanimous vote.

INVESTMENT REPORT FOR QUARTER ENDING JUNE 30, 2014

Mr. Thibodeaux presented the Investment Report for the quarter ending June 30, 2014 reporting that rates continue to be low. Director Castleman made a motion to accept the Investment Report as presented for the Quarter ending June 30, 2014. The motion was seconded by Director Goren, which carried by unanimous vote.

SERIES 2014 REFUNDING BONDS

Barron F. Wallace of Bracewell & Giuliani LLP reported on a potential savings by refunding the balance of the Authority’s Series 2005 Bonds. Kristin Blomquist with First Southwest further discussed the potential savings amount and structure of the bond issuance. Director Fenz made a motion to approve a Resolution authorizing attorneys to prepare documents for the bond refunding, delegating authority to select underwriters to the Executive Director and selecting consultants. The motion was seconded by Director Goren, which carried by unanimous 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 Fenz made a motion to approve the above captioned Resolution. The motion was seconded by Director Goren, which was approved by unanimous vote.

b. AFFORDABLE HOUSING DEVELOPMENT.

Mr. Edwards updated the Board on the progress of Epic Homes construction of 2 homes located on Napoleon Street and invited the Directors to a walk-through of the completed homes. He reported that Epic Homes had sold the 2 completed homes and would be closing on three additional affordable housing properties with Midtown.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

a. PARKS AND GREENSPACE - WALTER P. MOORE

i. MIDTOWN PARK

1. APPROVE ADDITIONAL SERVICES REQUEST FOR CONSTRUCTION MANAGEMENT AND INSPECTION - ESPA/KCI

Mr. Marshall reported that the Midtown Park work is progressing. He presented a change order for Construction Management services with ESPA/KCI in the amount of \$38,037.00 for the water feature walkway. Director Castleman made a motion to approve the change order for ESPA/KCI for an amount not to exceed of \$38,037.00. The motion was seconded by Director Goren, which carried by unanimous vote.

ii. SUPERBLOCK PARK

Mr. Marshall reported that the consultants anticipate receiving the City of Houston's final comments for the parking garage September 5th or 6th; at which time the team would move to construction drawings. Mr. Marshall reported that the team is continuing to work to value engineer the project. He now anticipates groundbreaking to occur on the project around November 2014.

iii. ENTRY PORTALS

1. APPROVE DESIGN WORK ORDER

Mr. Marshall presented the Design Work Order for the 3 Entry Portals located Bagby at Pierce, Brazos at Elgin and Webster at Gray. Director Castleman made a motion to approve the Design Work Order with Walter P. Moore in an amount not to exceed \$241,270 for the 3 Entry Portals. The motion was seconded by Director Goren, which carried by unanimous vote.

b. CAROLINE STREET RECONSTRUCTION

i. APPROVE ADDITIONAL SERVICES REQUEST FOR DESIGN SERVICES - ESPA/KCI

Director Odom made a motion to approve additional service request for Design Services from ESPA/KCI for the Caroline Street Reconstruction project in an amount not to exceed \$53,580.00. The motion was seconded by Director Fenz, which carried by unanimous vote.

c. HCC CAPITAL PROJECTS - IDS ENGINEERS

i. HOLMAN STREET PEDESTRIAN ENHANCEMENTS

Staff and design team have submitted the Mylar plans to the City of Houston for Holman Street. The Midtown team will coordinate with Houston Community College team and submit one bid package in December 2014.

d. BAGBY STREET RECONSTRUCTION - WALTER P. MOORE

i. APPROVE CHANGE ORDERS

Director Fenz made a motion to approve a change order to repair landscaping and bollard in an amount not to exceed \$8,008.31. The motion was seconded by Director Goren, which carried by unanimous vote.

e. FTA GRANT PROGRAM – THE GOODMAN CORPORATION

Mr. Marshall reported that the Gray Street Grant had been released and staff had drawn \$421,000 for reimbursement to Midtown. The balance of the grant is \$1.5 million for Holman Street reimbursement for construction costs.

f. DESIGN GUIDELINES PRESENTATION - DESIGN WORKSHOP

Steven Spears of Design Workshop presented a draft of the Design Guidelines, which the City of Houston's staff asked Midtown to prepare.

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)**

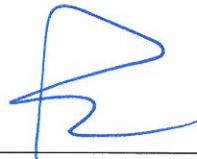
The Board did not conduct an executive session.

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

Oct. 10, 2014

Date