

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

September 27, 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, September 27, 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	Gayle Fortson	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 Fenz, Foster and Dudley.

Also in attendance were Matt Thibodeaux, Vernon Williams, Kandi Schramm, Sally Adame, Todd Edwards, Theresa Gilmore, David Thomas, Jalisa Hurst, Mark Sullivan and LaMorris McClendon of Midtown; Peggy Foreman of Burney & Foreman; Rachel Rae of Walter P. Moore; Carol Harrison of IDS Engineering; Alyssa Hill and Jessica Ortiz of Carr, Riggs and Ingram; Jim Webb of The Goodman Corporation; Vanessa Cole of Cole Klein Builders; Roberta Burroughs of Roberta Burroughs & Associates, Algenita Davis, Angie Gomez & Robert Bradford of CCPPI; Jennifer Curley of the City of Houston; Jackie Swindle of Houston Community College Central Campus; Erin Brown of HBDI; Gary Bernard of 2016 Main HOA, and Midtown residents - Scott Harbers and Allen Douglas.

Chairman Odom called the meeting to order and welcomed the Authority's new Director, Ms. Gayle Fortson.

PUBLIC COMMENT.

No public comments were given at this meeting.

CONSENT AGENDA FOR THE AUTHORITY:

- a. **MINUTES FOR AUGUST 30, 2018;**
- b. **MONTHLY FINANCIAL REPORTS FOR AUGUST 2018;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR SEPTEMBER 2018;**
- d. **RENEWAL OF SERVICES AGREEMENT WITH GOODMAN CORPORATION.**

Executive Director Thibodeaux presented the Consent Agenda. Director Goren made a motion to approve the consent agenda items a – d. The motion was seconded by Director Erwing and carried by unanimous vote.

FINANCIAL AUDIT FOR FISCAL YEAR 2018.

Alyssa Hill of Carr, Riggs and Ingram presented the Financial Audit for Fiscal Year 2018. Ms. Hill stated that her firm was issuing a clean opinion and that the Authority's basic financial

statements for the period ending June 30, 2018, present fairly, in all material respects, the financial condition of the Authority. Ms. Hill also presented the results of the Single Audit relating to compliance requirements for expenditures of Federal Funds. She stated that the Authority received a clean opinion on the Single Audit and that the Authority is in compliance, in all material respects, with the types of requirements described in the OMB Compliance Supplement that could have a direct and material effect on its major federal program for the year ended June 30, 2018. Ms. Hill also presented the Required Communications to the Board; reviewed the audit report, and various analyses and observations related to the Authority's accounting practices, and answered questions from Board members. Following all discussion, Director Fortson made a motion to approve the Financial Audit for Fiscal Year 2018. The motion was seconded by Director Erwing, which carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM:

AFFORDABLE HOUSING DEVELOPMENT UPDATE:

Todd Edwards gave a report on the status of Midtown's program of affordable housing development. He presented pictures of the single family affordable homes being constructed at 3715 Dennis and 3614 Dennis as an example of the completed homes being constructed by builders in the program. He also provided a description of certain buyers who qualified to purchase the homes, which included single moms, teachers, Houston Police Officers, Houston Fire Fighters, nurses, and others.. Mr. Edwards provide a copy of a draft letter from Council Member Dwight Boykins to the City of Houston Planning Commission in support of the variance request of the replat for Emancipation Center One located at 3131 Emancipation Avenue. Mr. Edwards also presented a draft joint Press Release from the Authority and CCPPI announcing the partnership to facilitate the development of 100 new single family affordable homes in Southeast Houston. In response to a question, Mr. Edwards reminded everyone that TIRZ #2 is a petition TIRZ and that that its affordable housing funds could be used for affordable housing outside the boundaries of TIRZ #2.

RATIFY FIRST AMENDMENT TO GRANT AGREEMENT WITH TEMENOS CDC RELATING TO THE TEMENOS III AFFORDABLE HOUSING PROJECT.

Peggy Foreman presented the First Amendment to Grant Agreement with Temenos CDC. She explained that due to some construction issues there were delays in formal opening and acceptance of residents to the facility. She stated that the amended agreement allowed for a change in the date Temenos CDC would begin accepting residents and that the new date is November 1, 2018. Ms. Foreman reported that before previously awarded grant funds were released, Temenos CDC had completed construction and secured a Certificate of Occupancy for the facility. She stated that they are currently working with support service partners and anticipate that they will begin accepting residents by mid-October 2018. Following all discussion, Director Erwing made a motion to approve and Ratify the First Amendment to Grant Agreement with Temenos CDC Relating to the Temenos III Affordable Housing Project. The motion was seconded by Director Fortson and carried by unanimous vote.

MIDTOWN CAPITAL IMPROVEMENTS PROGRAM:

MIDTOWN PARK

Marlon Marshall reported that the construction work on the area known as the Front 90 is continuing, however the Team has encountered 3 major issues relating to conduit installation, unforeseen sanitary sewer connection conflicts, and elevation issues between the service drive and sidewalk and Camden's newly constructed apartment building. He stated that

there will be a meeting tomorrow to discuss options to resolve these issues and continue moving forward on the Front 90 construction.

APPROVE GARAGE CHANGE ORDERS – CAMDEN

There were no garage change orders for this meeting.

APPROVE PARK CHANGE ORDERS – MILLIS

Marlon Marshall presented Change Order #30 in the amount of \$40,855.42 for modification to the northeast corner of pavilion for drainage purposes, tent anchor replacement, light shield installation, Travis Street sidewalk and curb demolition and curb replacement; Change Order #32 in the amount of \$89,113.96 for temporary installation and removal of rain fountain granite pavers on pedestals during Super Bowl event, remove and replace Camden driveway curbs on Travis Street, modification of art wall plaque, Main Street driveway, sidewalk, and curb demolition and curb replacement; credit for electrical enclosure panels at pavilion and drilled piers at Front 90, and demolition and replacement of Travis Street driveways and Change Order #33 in the amount of \$6,853.64 for additional City of Houston permitting costs for the south park area, installation of bollards at the dumpster pad, and replacement of Camden driveway curbs on Travis Street. Director Castleman made a motion to approve Change Order #30 in the amount of \$40,855.42, Change Order #32 in the amount of \$89,113.96, and Change Order #33 in the amount of \$6,853.64. The motion was seconded by Director Fortson. Following all discussion, the motion passed by unanimous vote.

ENTRY PORTALS

Mr. Marshall reported the Entry Portal on West Gray would be substantially complete once the pavers are installed next week.

APPROVE CHANGE ORDERS – B&D CONTRACTORS

There were no change orders for work on the Entry Portals Project presented at this meeting.

HCC CAPITAL PROJECTS - IDS ENGINEERING

Mr. Marshall reported that the final punchlist item for the Holman Street Pedestrian Enhancements Project is wrapping up and the team should be ready to close out this project in the next few weeks.

HOLMAN STREET PEDESTRIAN ENHANCEMENTS

APPROVE CHANGE ORDERS – SER

There were no change orders for the Holman Street Pedestrian Enhancements Project presented at this meeting.

MAIN STREET ENHANCEMENTS - WALTER P. MOORE / DESIGN WORKSHOP

Mr. Marshall reported the contractor has started work to address items on the substantial completion inspection punch list. The Team is continuing to address programming and troubleshooting of the iconic decorative lighting at the intersections. He stated that this work is being done after dark. He anticipated that the Main Street Enhancements Project will soon be completed and ready for close out.

APPROVE CHANGE ORDERS – SER

There were no change orders for the Main Street Enhancements Project presented at this meeting.

CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the construction on Caroline Street is moving forward with waterline installation on the east side of Caroline between Elgin and Tuam Streets and storm sewer installation on Rosalie Street between Caroline and Austin. He reported that the contractor has started to encounter older utilities from the 1916's which are not showing on the maps.

APPROVE CHANGE ORDERS

Mr. Marshall presented Change Order #5 in the amount of \$94,017.23 for delay start compensation from 2/1/2018 to 7/8/2018 due to time suspension to resolve issues relating to the Traffic Control Plan and utility pole conflicts.

Director Thomas made a motion to approve Change Order #5 in the amount of \$94,017.23 for delay start compensation from 2/1/2018 to 7/8/2018. The motion was seconded by Director Goren and carried by unanimous vote.

FTA GRANT PROGRAM - THE GOODMAN CORPORATION

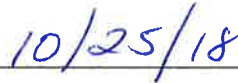
No report was given regarding the FTA Grant Program.

ADJOURN.

There being no further business the meet was adjourned.



Pam Castleman, Secretary



Date