

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

SEPTEMBER 30, 2019

A special 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 Monday, September 30, 2019 at 2:00 p.m. The meeting was open to the public. The roll of the duly appointed members of the Board was called, 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, Goren and Dudley.

Also in attendance were Vernon Williams, Kandi Schramm, Todd Edwards, Cynthia Alvarado, Sally Adame, Theresa Gilmore, Marlon Marshall, David Thomas, Jalisa Hurst, Mechelle Phillips, Madeline Pena, and Amaris Salinas of Midtown; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Alyssa Hill of Carr, Riggs & Ingram, CPA; Algenita Davis of CCPPI; Roberta Burroughs of Roberta Burroughs & Associates; Zack Martin of MCMD; Bryan Lozaro, Joseph Boley and Rachel Ray of Walter P. Moore; Jeri Brooks of One World Strategy Group; Theodore Andrews of TIRZ#25; Carol Harrison of IDS; Henrietta Bodner of Super Neighborhood #62; Maria Montes of the City of Houston; and Alex Ramirez of Design Workshop.

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

PUBLIC COMMENT.

Maria Montes, Director of the City of Houston Office of Boards and Commissions, introduced herself.

CONSENT AGENDA FOR THE AUTHORITY:

- a. **MINUTES FOR JULY 25, 2019;**
- b. **MONTHLY FINANCIAL REPORTS FOR JULY 2019;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR AUGUST & SEPTEMBER 2019.**
- d. **ONE WORLD STRATEGY GROUP GOVERNMENT RELATIONS SERVICES AGREEMENT.**

Administrative Manager, Kandi Schramm presented the Consent Agenda. Director Castleman made a motion to approve the Consent Agenda items a-d as presented. The motion was seconded by Director Fenz and carried by unanimous vote.

Fiscal Year 2019 Financial Audit.

Alyssa Hill of Carr, Riggs & Ingram, presented the Fiscal Year 2019 Financial Audit and Required Communications Letter. Ms. Hill stated that her firm was issuing a clean, unmodified opinion and that the Authority's basic financial statements present fairly, in all material respects, the financial position of the governmental activities and each major fund of the Authority, as of June 30, 2018 and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States. She advised the Board that the Authority did not expend \$750,000 or more in federal funds therefore there was no need to conduct a single audit this year. Ms. Hill stated that the new Closing Checklist worked well for Fiscal Year 2019, but the Midtown staff wants to make a couple of adjustments to the Closing Checklist to allow for an even smoother closing for Fiscal Year 2020. Director Castleman made a motion to approve the Fiscal Year 2019 Financial Audit as presented. The motion was seconded by Director Thomas. Following all discussion, the motion carried by unanimous vote.

Fiscal Year 2020 Midtown Redevelopment Authority/TIRZ #2 Budget.

Kandi Schramm presented the Fiscal Year 2020 Budget for the Authority/TIRZ#2. Ms. Schramm advised the Board that the budget is presented with very conservative revenue projections and without the Harris County increment for tax year 2019, since the Interlocal Agreement with Harris County had not been extended at this time. Marlon Marshall reported that the proposed capital improvement projects for Fiscal Year 2020 were reduced in scope for Fiscal Year 2020 or proposed for future fiscal years. Director Fenz made a motion to approve the Fiscal Year 2020 Budget as presented. The motion was seconded by Director Thomas. Following all discussion, the motion carried by unanimous vote.

MIDTOWN BUILDING REQUEST FOR INFORMATION TO DEVELOPERS.

Barron F. Wallace reported that the Request for Information to Developers was expected to be sent in October, 2019 and due back for review in January 2020.

MIDTOWN AFFORDABLE HOUSING PROGRAM:

a. AFFORDABLE HOUSING OPERATIONS CENTER;

Marlon Marshall reported that the contractor mobilized on the project site on September 26, 2019 and that the project is proceeding as expected.

i. WORK ORDER FOR CONSTRUCTION INSPECTION SERVICES - TLC ENGINEERING, INC.

Mr. Marshall presented the support services work order for Construction Inspection Services for the Operations Center. He stated that the construction inspection services would be provided by TLC Engineering, Inc. for an amount not to exceed \$198,288.00. Director Fenz made the motion to approve the Construction Inspection Services work order with TLC Engineering, Inc. in the amount of \$198,288.00. The motion was seconded by Director Thomas and carried by unanimous vote.

ii. **PROPOSAL FOR CONSTRUCTION MATERIALS TESTING SERVICES – ALL-TERRA ENGINEERING, INC.**

Mr. Marshall presented All-Terra Engineering, Inc.'s proposal for Construction Materials Testing Services in the amount of \$159,509.00. Director Fenz made a motion to approve engaging All-Terra Engineering, Inc. to provide Construction Materials Testing Services for the amount of \$159,509. The motion was seconded by Director Thomas and carried by unanimous vote.

b. **AFFORDABLE HOUSING DEVELOPMENT UPDATE.**

Todd Edwards reported that The Montrose Center held a groundbreaking ceremony on August 6, 2019 for the Law Harrington Senior Housing Center being construction on the property located at 2222 Cleburne Street. He reminded the Board that the Authority granted the land to 2222 Cleburne LP (The Montrose Center) for the construction of 112 units of affordable housing for seniors. Mr. Edwards also reported that an announcement ceremony was held on August 15, 2019 for Palmetto Place, which is Phase I of the 100 Homes Initiative. He stated that Houston Business Development Inc. will construct 43 single family homes in the Griggs Road/Palm Center area, which is reported to be the first subdivision in this area in the last 50 years. He stated that he is hopeful this project will serve as a catalyst for additional infrastructure improvements and development in this section of Houston. Mr. Edwards further reported that Developers, Epic Homes, LLC, Mayberry Homes, Inc. & Cole/Klein Builders, LLC are moving forward with plans to construct additional single family affordable homes.

MIDTOWN CAPITAL IMPROVEMENTS PROGRAM:

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

i. **MIDTOWN PARK**

Marlon Marshall reported that construction of the Front 90 Plaza is substantially complete; he anticipates final completion by September 13th. He stated that the staff is currently working on design concepts for a food hall on the Plaza. Mr. Marshall reported that the mosaic art piece for the fountain in the Front 90 Plaza area has shipped and is expected to be installed in November 2019.

1. **APPROVE PARK CHANGE ORDERS – MILLIS**

Mr. Marshall presented Change Order #39 for relocating an existing pedestrian pole; remove restaurant electrical service from scope, landscape and bollard revisions for a credit in the amount of \$12,223.67. Director Castleman made a motion to approve Change Order #39 for a credit in the amount of \$12,223.67. The motion was seconded by Director Thomas and carried by unanimous vote.

ii. **BAGBY PARK – STORAGE AND RENOVATIONS.**

Mr. Marshall reported that the contractor has encountered weather issues but is moving along at a reasonable pace. The contractor has completed the site utility work and has poured the stage foundation. He also reported that the Staff has received and is evaluating design plans for modifications to the Kiosk area from the new tenant which

include adding a second level deck to allow for more seating and to facilitate the sale of alcohol. No decisions have been made regarding the proposed modifications.

1. CHANGE ORDERS

There were no change orders presented at this meeting for Bagby Park.

b. CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the contractor has completed waterline laterals installation at Tuam and Anita Streets and storm sewer installation on Hadley Street between Caroline and Austin Streets. Construction continues on storm inlets at Rosalie Street and installation of sanitary sewer between Dennis and McGowen Streets. Mr. Marshall reported that Staff met with the City of Houston to discuss funding options for City requested upgrades to the water/sanitary/storm utilities and traffic signals. Staff reported to the City that the current funding model is not sustainable now that the City has ordered that the Authority pay for costly traffic signal upgrades on Caroline Street. The City will consider the matter and schedule follow-up meetings to discuss the Caroline Street Traffic signal work which is being added to the project cost.

i. Change Orders

Mr. Marshall presented Change Order #14 for replacing existing clay storm sewer pipe during storm sewer installation at Austin and Rosalie Streets in the amount of \$41,593.76. Director Castleman made a motion to approve Change Order #14 as presented in the amount of \$41,593.76. The motion was seconded by Director Thomas and carried by unanimous vote.

Mr. Marshall presented Change Order #15 for replacement of sanitary manhole and to reroute an 8" waterline during storm sewer installation at Austin and Rosalie Streets in the amount of \$24,800.92. Director Castleman made a motion to approve Change Order #15 as presented in the amount of \$24,800.92. The motion was seconded by Director Thomas and carried by unanimous vote.

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

Date 12/17/19