

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

January 28, 2021

A regular meeting of the Board of Directors (the “Board”) of the Midtown Redevelopment Authority (the “Authority”) was held via video and telephonic conferencing on Thursday, January 28, 2021 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	Donald Bond	7	Caton M. Fenz
3	Vacant	8	John Thomas
4	Michael F. Murphy	9	Zoe Middleton
5	Al Odom		

and all the above were present except Director Thomas.

Also in attendance were Midtown Staff members: Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, David Thomas, Theresa Gilmore, Madeline Pena, Marlon Marshall, Mark Sullivan, Willie Larry, Edward Lacey, Amaris Salinas, and Cynthia Alvarado; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Drew Masterson and Kristin Blomquist of Masterson Advisors, LLC; Joy Fitzgerald, Algenita Scott Davis and Angie Gomez of CCPPI; Rachel Ray, Brian Lozano and Edwin Friedrichs of Walter P. Moore; Carol Harrison of IDS Engineering Group, Ryan LaVasseur and Sam Dike of Rice Management Company; Zack Martin of MCMD, Jeri Brooks and Ashley Small of One World Strategy Group, Jim Webb and Mariana Rashcke of The Goodman Corporation, Charlotte Knight Marshall of TKG, Theola Petteway of OST/Alameda TIRZ, Theodore Andrews of Third Ward CDC and other attendees - Ed Pettitt, Bryson Grover, Willie Green, Robert Bradford, Monica Aizpurra, David Aaronson, Jaison Oliver, Andrew Pavelich, Andrew Earles, Debbie Andrews, Elgin Wells, Frank Jones, Luis Vivar, Mary Claire Neal, Phyllis Peak, Richard and Debra Denham, Cynthia Aceves-Lewis, Linda Trevino, Kevan Shelton, Junious Williams Grest, Willie Coleman, Jervani Thompson and Naven Parthasarathy. There were 71 attendees on the call; approximately five (5) of the attendees failed to introduce themselves and therefore their identities were unknown.

Chairman Odom called the meeting to order and welcomed the guests. He announced, that the meeting was being recorded and stated that **“In accordance with section 418.016 of the Texas Government Code, as amended, the Texas Governor has temporarily suspended certain open meeting statutes that require government officials and members of the public to be physically present at a specified meeting location. As a result, governmental entities, such as the Authority and the Zone, are permitted to meet via telephonic meeting. Members of the public are invited to join the telephonic meeting and may make public comments during the public comment portion of the agenda.”**

PUBLIC COMMENTS:

Naven Parthasarathy, Jaison Oliver, Jervani Thompson, Uyiosa Elegon and Mary Claire Neal all spoke in favor of requiring Rice Management Company to execute a Community Benefits Agreement as a condition to any Economic Development Agreement with the Midtown Redevelopment Authority that would include use of any public funds. Several of these speakers asked that the Board require Rice Management Company to enter into a Community Benefits Agreement exclusively with Houston Coalition Economic Development (HCED).

Debbie Anderson asked the Board to consider repairing/repaving certain side streets as a part of the Caroline Street capital improvement project. She expressed her concerns about the conditions of Caroline Street which is currently under construction, and many of the side streets in her residential area. She further stated that she and her neighbors are growing tired of the length construction period and the conditions caused by such construction.

Rikiya Thomas and Vishesh Singh stated that they would like the Caroline Street project completed and requested that a change order be used to get the side streets repaved.

Debra and Richard Denham stated that their property has been damaged as a result of the construction on Caroline Street. They spoke of noise, dust, debris, early work starts, work on weekends, damage to cable TV and electrical lines, drainage issues, parking by construction workers, ground vibrations, and fence damage as indicators of the type of construction mishaps and damages to their property. They requested that repairs be made to their property.

Cynthia Aceves-Lewis spoke regarding the road conditions of Caroline and Anita Streets. Ms. Lewis asked if change orders could be issued to the Caroline Street contract to include repairs to the side street repairs.

Phyllis Peak, homeowner, spoke regarding the Caroline Street Construction Project. She stated that the neighborhood is a mess, that she has lost parking in front of her home and that she has suffered damaged to her car tires. She also expressed her concerns about the quality of the contractor, project management and stated that the project is taking too long and that it appears to not be well managed. She stated that the side streets should be completely reconstructed and not just partially repaved.

CONSENT AGENDA FOR THE AUTHORITY:

MINUTES FOR DECEMBER 17, 2020;
MONTHLY FINANCIAL REPORTS FOR DECEMBER 31, 2020;
INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR JANUARY 2021;
UPDATE MIDTOWN INVESTMENT POLICY.

Executive Director Thibodeaux presented the consent agenda. Director Goren made a motion to approve the consent agenda as presented. The motion was seconded by Director Foster and carried by unanimous vote.

AMENDED AND RESTATED EMPLOYEE POLICIES MANUAL AND ADMINISTRATIVE PROCEDURES MANUAL.

Barron Wallace, with Bracewell LLC presented the Amended and Restated Employee Policies Manual and Administrative Procedure Manual. Mr. Wallace reported this was an annual review. He stated that there were minor changes to the ethics language and that the MWBE policy was updated in the Administrative Procedures Manual. He also stated that due to extremely large projects that are currently in the Authority's Capital Improvement Projects Program, the policy was updated to increase the Executive Director's authorization to independently sign a check \$25,000 to \$50,000. Mr. Wallace further stated that certain minor changes were made

to the language in the Employee Policies Manual and the Administrative Procedures Manual regarding including additional social media platforms. The motion was seconded by Director Murphy and carried by unanimous vote.

LEASE RELATING TO 402 AND 410 PIERCE BUILDING.

The Chair announced that this matter would be discussed in the Executive Session pursuant to Section 551.72 of the Texas Government Code. Upon return to the Open Session no action was taken on this agenda item.

ION DISTRICT AND DEVELOPMENT AGREEMENT.

Mr. Wallace reported that he and attorneys representing Rice Management Company are actively working on the terms of a development agreement between the Authority and Rice Management Company. Chairman Odom announced that a sub-committee comprised of Directors Goren, Murphy and Bond will work with Bracewell on the terms of a proposed development agreement and report back to the full Board at future Board meetings. Certain

terms of the proposed development agreement were discussed in Executive Session. Upon return to the Open Session no action was taken on this agenda item.

MIDTOWN AFFORDABLE HOUSING PROGRAM:

Marlon Marshall reported on the status of construction of the Affordable Housing Operations Center. He stated that construction continues on the Operations Center and that materials needed for installation of the exterior skin of the building have been released by U.S. Customs at the Port of Houston and delivered to the job site. The Contractor is expected to reach substantial completion on March 3 of 2021.

CHANGE ORDERS

Mr. Marshall presented the following Change Orders:

Change Order #5 in the amount of \$0 to add an additional 85 days to the contract. Director Fenz made a motion to approve Change Order #5 in the amount of \$0 to add an additional 85 days to the contract. The motion was seconded by Director Goren and carried by unanimous vote.

Change Order #8 in the amount of \$14,504.00 for additional time and costs incurred due to construction schedule delays resulting from revisions of construction documents by Kirksey Architects and additional delays caused by Center Point. Director Fenz made a motion to approve Change Order #8 in the amount of \$14,504.00 for additional time and costs incurred due to construction schedule delays resulting from revisions of construction documents by Kirksey Architects and additional delays caused by Center Point. The motion was seconded by Director Murphy and carried by unanimous vote.

Change Order #9 in the amount of \$5,000.00 to the contract with Kirksey Architects for design and documentation for a new reception desk in the lobby of the Operations Center. Director Fenz made a motion to approve Change Order #9 in the amount of \$5,000.00 to the contract with Kirksey Architects for design and documentation for a new reception desk in the lobby of the Operations Center. The motion was seconded by Director Murphy and carried by unanimous vote.

Chair Odom asked the Staff to work with CCPPI to schedule a tour of the Operations Center, the Garage and the St. Charles Place affordable housing apartments.

AMENDED AND RESTATED AFFORDABLE HOUSING INITIATIVE SERVICES AGREEMENT:

Kandi Schramm, the Administrative Manager advised the Board that this item was mistakenly included on the agenda and that there was no action required.

AFFORDABLE HOUSING DEVELOPMENT UPDATE.

Todd Edwards, Real Estate Asset Manager, gave an update on pending affordable housing projects. He advised the Board that Authority closed on the sale of 5 tracts of land to Houston Business Development Inc., a non-profit developer for the construction of 43 single family affordable homes. Mr. Edwards also reported on the scheduled tour of the Law-Harrington Senior Living Center at 2222 Cleburne consisting of 112 rental units, an activity center and a geriatric clinic. He stated that the quality of work appeared to be excellent and that those participating in the tour were very impressed with the project construction. Finally, Mr. Edwards gave an update on the two (2) RFP's for development of multi-family affordable housing to be located on Chaco Street in the 3rd Ward area and on Calhoun Road near MacGregor Street. He stated that the CCPPI affordable housing team and the Midtown staff released the RFP for the Chaco Street Project on January 13, 2021 and will conduct a pre-proposal conference, answer questions posed by potential responders, review and evaluate responses and make a recommendation to the Board.

MIDTOWN AFFORDABLE HOUSING OPERATIONS CAMPUS PARKING GARAGE

PURCHASE AND SALE AGREEMENT BETWEEN MIDTOWN (SELLER) AND OLD SPANISH TRAIL/ALMEDA CORRIDORS REDEVELOPMENT AUTHORITY (BUYER);

LEASE AGREEMENT BETWEEN OLD SPANISH TRAIL/ALMEDA CORRIDORS REDEVELOPMENT AUTHORITY (LANDLORD) AND MIDTOWN (TENANT).

The Chair announced that this matter would be discussed in the Executive Session pursuant to Section 551.72 of the Texas Government Code.

Upon return to the Open Session, Director Fenz made a motion to approve a Resolution authorizing a Purchase and Sale Agreement and a Lease Agreement between the Authority and Old Spanish Trail/Alameda Corridors Redevelopment Authority and providing for the conveyance and lease back of certain property.

The motion was seconded by Director Murphy and carried by unanimous vote.

MIDTOWN CAPITAL IMPROVEMENTS PROGRAM:

PARKS AND GREENSPACE - WALTER P MOORE / DESIGN WORKSHOP

BAGBY PARK – STORAGE AND RENOVATIONS

Mr. Marshall reported that the contractor is working to address the Texas of Department of Licensing and Regulations (TDLR) accessibility inspection items and to provide additional protection for the outdoor air conditioning units. He stated that following completion of these remaining items the perimeter fence will be relocated to allow public access to the renovated areas of Bagby Park. Mr. Marshall further stated that the Kiosk tenant's design plans are currently in the second round of review by the City's permitting department and that upon approval and issuance of the required permits by the City, construction of the tenant improvements will begin immediately.

CHANGE ORDERS

Mr. Marshall reported that there were no Change Orders to be presented at this time.

CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the Contractor for the Caroline Street Reconstruction Project continues to make progress and anticipates being able to open all lanes on Caroline between McGowen and Hadley Streets to traffic in late February 2021. He reported that the Contractor continues to work on the back of curb improvements, including rain gardens and electrical conduit for streetscape lighting and irrigation between Elgin and McGowen Streets. Additionally, Mr. Marshall reported that that side street overlay or partial or complete re-paving of the side streets is not included in the contract for the Caroline Street Project which is being managed by Texas Department of Transportation (TxDOT). He further reported that it is the City's responsibility to assess street pavement conditions, but due to Hurricane Harvey there have been delays in performing these assessments. He reported that currently no schedule has been set to assess the street conditions, but that he would bring Anita and Tuam Streets to the City's attention to see whether they can be placed on a priority list. Mr. Marshall advised the attendees that he will initiate discussions with the contractor regarding issues raised by the residents/homeowners about the reported property damages, however he reminded everyone that since the construction contract is between the contractor and TxDOT, the Authority has a limited ability to assist with the resolution of such issues. He stated he will attempt to put the appropriated parties together to so that they can work to resolve the issues raised.

CHANGE ORDERS

Mr. Marshall stated that there are no Change Orders to be presented at this meeting.

FTA GRANT PROGRAM - THE GOODMAN CORPORATION.

Mr. Marshall advised the Board that the Staff is working with The Goodman Corporation to review their proposal for a revised Scope of Services which will be presented at the next Board meeting.

EXECUTIVE SESSION

The Board entered Executive Session at 1:52 p.m. to discuss real estate matters pursuant to Section 551.072 of the Texas Government Code, specifically agenda item #6 (Lease relating to 402 & 410 Pierce), agenda item #7 (Ion District and Development Agreement) and agenda item #9 (Purchase and Sale Agreement and Lease Agreement with OST/Alameda Corridors Redevelopment Authority). Upon completion of the Executive Session, the Board returned to Open Session at 2:43 p.m. Chair Odom announced that the Board will consider action on agenda item #9, the Purchase and Sale Agreement and Lease Agreement with OST/Alameda Corridors Redevelopment Authority but will not take action at this time on agenda items #6 and #7, the Lease relating to 402 & 410 Pierce and the ION District and Development Agreement, respectively.

ADJOURN

There being no further business, the meeting was adjourned.

DocuSigned by:
Caton M. Fenz
E5F575A2E2F0426...

Caton Fenz, Assistant Secretary

3/4/2021

Date