

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

October 31, 2013

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, October 31, 2013 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	Billy Briscoe
3	Robert D. Sellingsloh	8	Giovanni Garibay
4	Pamela Ngo Castleman	9	Michelle A. Clayton Collier
5	Al Odom		

and all of the above were present with the exception of Directors Erwing, Briscoe, Collier and Garibay.

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, Araceli Rodriguez and Theresa Gilmore of the Authority; F. Charles LeBlanc and Phillip Franshaw, consultants for the Authority; Cynthia Alvarado and Elizabeth Powell of the Midtown Management District; Barron F. Wallace and Katherine R. Milton of Bracewell & Giuliani LLP; Peggy Foreman of Burney and Foreman; Edwin Friedrichs, Lee Anne Dixon and Bryan Brown, of Walter P. Moore; Steven Spears of Design Workshop; Jennifer Curley and Ralph DeLeon of the City of Houston; Drew Masterson of First Southwest Company; Karun Sreerame, Nathan Seshadre and Zachery Marxin of ESPA Corp.; Anderson Bynam of Mesirov Financial; Willie Coleman of Bates and Coleman; and Katherine Odom 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 SEPTEMBER 26, 2013.**
- b) **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR SEPTEMBER 2013.**
- c) **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR OCTOBER 2013.**
- d) **FISCAL YEAR 2014 BUDGET.**

Matt Thibodeaux, Executive Director, presented the consent agenda. Director Castleman made a motion to approve the consent agenda items a. through d. The motion was seconded by Director Goren, which carried by unanimous vote.

ACKNOWLEDGEMENT OF INVESTMENT REPORT FOR QUARTER ENDING SEPTEMBER 30, 2013

Director Goren made a motion to accept the Investment Report for Quarter ending September 30, 2013. The motion was seconded by Director Castleman, which carried by unanimous vote.

RESOLUTION AUTHORIZING THE ISSUANCE OF MIDTOWN REDEVELOPMENT AUTHORITY TAX INCREMENT CONTRACT REVENUE AND REFUNDING BONDS, SERIES 2013; APPROVING AND DESIGNATING A PRICING COMMITTEE TO DETERMINE METHOD OF SALE AND MATTERS RELATED TO THE BONDS; APPROVING OTHER AGREEMENTS RELATED TO SUCH BONDS; MAKING FINDINGS AND PROVISIONS RELATING TO SUCH BONDS AND MATTERS INCIDENT THERETO

Drew Masterson with First Southwest Company and Barron F. Wallace with Bracewell & Giuliani LLP presented to the Board the details relating to the Authority's Contract Revenue and Refunding Bonds, Series 2013. After discussion and consideration of the action, Director Castleman made a motion to approve the above referenced Resolution. The motion was seconded by Director Goren, which passed by unanimous vote.

RESOLUTION APPROVING LAND EXCHANGE AGREEMENT AND SUPERBLOCK GARAGE DEVELOPMENT AGREEMENT; AUTHORIZING AND APPROVING THE OFFICERS AND EXECUTIVE DIRECTOR TO TAKE ALL ACTION NECESSARY TO ACCOMPLISH THE PURPOSES OF SUCH AGREEMENTS; AUTHORIZING ALL MATTERS PERTAINING TO THE LAND EXCHANGE AGREEMENT AND RELATED TITLE POLICY FEES AND OTHER CLOSING COSTS

Upon reconvening into public session, Director Goren made a motion to approve the above captioned Resolution. The motion was seconded by Director Castleman, which carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM

- a. **RESOLUTION APPROVING ENTERING INTO CONTRACTS AND ACQUISITION OF CERTAIN PROPERTIES BY THE AUTHORITY FOR AFFORDABLE HOUSING.**

Director Goren made a motion to approve the above captioned Resolution. The motion was seconded by Director Castleman, which carried by unanimous vote.

- b. **HOUSING DEVELOPMENT PROPOSALS.**

Todd Edwards presented a spread sheet of potential developer partners for Midtown's Affordable Housing Program in 2014.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

a. BAGBY STREET RECONSTRUCTION - WALTER P. MOORE

Marlon Marshall reported that the completed Bagby Street Reconstruction Project had been Certified Silver by GreenRoads, which is the highest certification awarded in the State of Texas to date.

b. PARKS AND GREENSPACE - WALTER P. MOORE

Director Castleman made a motion to approve an Amendment to the Parks and Open Space General Work Order #3 not to exceed \$171,447.00 for ongoing general services efforts associated with assisting Midtown implement of Parks and Open Spaces portion of the CIP program. The motion was seconded by Director Goren, which carried by unanimous vote.

i) BALDWIN PARK / GLOVER PARK

1. APPROVE CHANGE ORDER

Director Taylor made a motion to approve Change Order #6 in the amount of \$6,682.76 and #7 in the amount of \$14,752.03 for Baldwin and Glover Parks. The motion was seconded by Director Castleman, which carried by unanimous vote.

ii) MIDTOWN PARK

1. APPROVE CHANGE ORDER

Director Castleman made a motion to approve Change Orders #2 in the amount of \$7,450.58 and #3 in the amount of \$7,791.25 for the contract on the Midtown Park. The motion was seconded by Director Goren, which carried by unanimous vote.

Director Castleman made a motion to approve Amendment to the Design Service Work Order #4 in the amount of \$34,560.00 for the services of design proposed awning for kiosk, stage and kiosk relocation to protect existing trees, unforeseen field conditions to sanitary sewer connection and structural fee to redesign MIDTOWN letters. The motion was seconded by Director Goren, which carried by unanimous vote.

iii) SUPERBLOCK PARK

1. APPROVE EXCLUSIVE RETAIL LISTING AGREEMENT WITH UCR

Phillip Franshaw presented the Exclusive Retail Listing Agreement with UCR. Following all discussion, Director Goren made a motion to approve the Exclusive Retail Listing Agreement with UCR. The motion was seconded by Director Castleman, which carried by unanimous vote.

c. GRAY STREET PEDESTRIAN ENHANCEMENTS – CLARK CONDON ASSOCIATES

1. APPROVE CHANGE ORDER

Director Goren made a motion to approve Change Orders #3 in the amount of \$4,891.00 and #4 in the amount of \$7,195.00. The motion was seconded by Director Castleman, which carried by unanimous vote.

d. HCC CAPITAL PROJECTS - IDS ENGINEERS

Mr. Marshall reported that it is anticipated that the plans will be approved by the City of Houston and the project will go out for bid in January 2014.

e. CAROLINE STREET IMPROVEMENTS

1. APPROVE DESIGN SERVICES CHANGE ORDERS

Director Goren made a motion to approve the Design Services Change Orders in the amount of \$198,482.50 in order to complete the plan changes for TxDot. The motion was seconded by Director Castleman, which carried by unanimous vote.

f. FTA GRANT – THE GOODMAN CORPORATION

The Goodman Corporation is working toward finalizing the Elgin Street funding and the Master Plan. Notice was given that Bryan Brown had taken a job with Walter P. Moore.

RESOLUTION APPROVING A DEVELOPMENT AGREEMENT; AUTHORIZING THE AUTHORITY TO ENTER INTO THE SAME; AND AUTHORIZING THE OFFICERS OF THE BOARD AND THE EXECUTIVE DIRECTOR TO TAKE ALL ACTION NECESSARY TO ACCOMPLISH THE PURPOSES OF SUCH AGREEMENT

Upon reconvening into open session, Director Goren made a motion to approve the above captioned Resolution for the Central Plaza Bank Building. The motion was seconded by Director Castleman, which carried by unanimous vote.

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 conducted an executive session to discuss Items #7 & 10 pursuant to Section 551.072, Texas Government Code. The Board then reconvened into open session. A Certified Agenda has been prepared to address these issues.

PUBLIC COMMENTS

None.

ADJOURNMENT

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



Pamela N. Castleman, Secretary

11/21/13

Date