

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

December 9, 2021

A special meeting of the Board of Directors (the "Board") of the Midtown Redevelopment Authority (the "Authority") was held in person and by video conferencing at the offices of Bracewell LLP, 711 Louisiana, Suite 2300, Houston, Texas 77002, and via video and telephonic conferencing on Thursday, December 9, 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		

Directors Foster, Bond, Murphy, Fenz and Middleton were physically present; Directors Goren and Odom were present via WebEx video conferencing and Director Thomas was absent.

Mary Buzak of Bracewell LLP was also physically present at the meeting.

In attendance via video and telephonic conferencing were Midtown Staff members: Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, David Thomas, Theresa Gilmore, Marlon Marshall, Jaime Giraldo, Mark Sullivan, Willie Larry, Amaris Salinas, Daniella Fanfair and Cynthia Alvarado; Peggy Foreman of Burney & Foreman; Kristin Blomquist of Masterson & Associates; Algenita Davis, Robert Bradford, Jordon Everett, Joy Fitzgerald and Angie Gomez of CCPPI; Roberta Burroughs of Burroughs and Associates; Peter Freedman of Agape Homes CDC; Edwin Friedrichs of Walter P. Moore; Zack Martin of MCMD, Jennifer Curley of the City of Houston; Interim Executive Director Sean Haley of CCPPI; and other attendees – Keith Kirven, Sharone Mayberry, Elizabeth Dees, Junious Williams, Nicole White, Kevan Shelton, Theodore Andrews, Robert Mjoen, Joyce Owens, M. Mitchell, Christopher Johnson, Charles Rajuai, and Aika Apolinario. There were 40 attendees on the call.

Director Fenz served as the temporary Chair and called the meeting to order.

PUBLIC COMMENTS:

Sharone Mayberry of Mayberry Homes, Inc. introduced himself and thanked the Directors for permitting Mayberry Homes, Inc. to be part of the Affordable Housing Program. Mr. Mayberry reported the permitting process is taking longer than usual but that his team was moving forward with the construction of the 15 single family homes which are currently approximately 80% complete.

CONSENT AGENDA FOR THE AUTHORITY:

- a. **MINUTES FOR NOVEMBER 4, 2021;**
- b. **MONTHLY FINANCIAL REPORTS FOR OCTOBER 31, 2021;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR NOVEMBER 30, 2021**

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

402 AND 410 PIERCE BUILDINGS

Mary Buzak of Bracewell presented the termination of lease with Houston Exponential (formerly known as Houston Technology Center) 402 and 410 Pierce. Ms. Buzak reported that Bracewell worked with the Midtown staff and the Houston Exponential staff to negotiate a termination of lease, including Houston Exponential's exit from the buildings, and notices to current tenants of the change in lease management. Director Murphy made motion to approve the Resolution and draft Agreement to terminate the lease by December 31, 2021. The motion was seconded by Director Middleton and carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM

AFFORDABLE HOUSING OPERATIONS CAMPUS;

Marlon Marshall reported that the contractor is wrapping up the tenant improvements for the first floor tenant.

CHANGE ORDERS;

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

RATIFY SUBMISSION OF PRELIMINARY APPLICATIONS FOR PARTICIPATION IN THE CITY OF HOUSTON AFFORDABLE HOUSING DEVELOPMENT PROGRAM

Peggy Foreman of Burney and Foreman advised the Board that the Midtown staff, Roberta Burroughs and Associates and CCPPI worked to submit a preliminary application for participation in the City of Houston Affordable Housing Development Program in response to a Request for Proposal (RFP) issued by the City. Ms. Foreman reported that the team worked with developers to submit pre-applications for development of single-family affordable housing units, specifically, Mayberry Homes, Inc, Cole Klein Builders, LLC and Daggett Jones Development. Director Bond made a motion to Ratify the Submission of Preliminary Applications for Participation in the City of Houston Affordable Housing Development Program in response to the RFP. The motion was seconded by Director Foster and carried by unanimous vote.

OPTION AGREEMENTS WITH DEVELOPERS FOR PROJECTS BEING CONSIDERED FOR PARTICIPATION IN THE CITY OF HOUSTON AFFORDABLE HOUSING DEVELOPMENT PROGRAM

Ms. Foreman advised the Board that if Midtown and the developers were invited to submit full applications for participation in the City of Houston Affordable Housing Development Program, each of the developers would be required to provide evidence of site control of the subject property(ies). Ms. Foreman stated that the team was unsure when the City would make a decision to invite applicants to present a feel applications, but given that the Board was not scheduled to meet again until late January 2022, the Midtown staff was asking the Board to authorize the Executive Director and/or the Board Chair to execute Option Agreements substantially in the form provided to the Board with each of the developers to grant each Developer site control of the subject property(ies) for one year. Director Murphy made a motion authorizing the Executive Director and/or the Chair to execute an Option

Agreement with each Developer to provide site control for the subject property(ies) for one year. The motion was seconded by Director Foster and carried by unanimous vote.

RECOMMENDATION RELATING TO SALE OF LAND TO CR DESIGN BUILD LLC FOR DEVELOPMENT OF SINGLE-FAMILY AFFORDABLE HOUSING

Algenita Davis presented the recommendation from CCPPI that the Board authorize the Staff and counsel to move forward with negotiating a Development and Purchase Agreement with CR Design Build LLC for construction of 5 single family affordable homes on 3 tracts of land currently owned by Midtown. Director Murphy made a motion to approve moving forward with negotiations of a Development and Purchase Agreement with CR Design Build LLC for the construction of 5 single family affordable homes. The motion was seconded by Director Bond and carried by unanimous vote.

RECOMMENDATION RELATING TO SALE OF LAND TO HENBY REALTY GROUP LLC FOR DEVELOPMENT OF SINGLE-FAMILY AFFORDABLE HOUSING

Ms. Davis presented the recommendation from CCPPI that the Board authorize the Staff and counsel to move forward with negotiating a Development and Purchase Agreement with Henby Realty Group LLC for construction 2 single family affordable family homes on 2 tracts of land currently owned by Midtown. Director Middleton made a motion to approve moving forward with negotiations of a Development and Purchase Agreement with Henby Realty Group LLC for the construction of 2 single family affordable homes. The motion was seconded by Director Murphy and carried by unanimous vote.

RECOMMENDATION RELATING TO SALE OF LAND TO LIN DEVELOPMENT GROUP, LLC FOR DEVELOPMENT OF SINGLE-FAMILY AFFORDABLE HOUSING;

Ms. Davis presented the recommendation from CCPPI that the Board authorize the Staff and counsel to move forward with negotiating a Development and Purchase Agreement with Lin Development Group LLC for construction 2 single family affordable family homes on 2 tracts of land currently owned by Midtown. Director Murphy made a motion to approve moving forward with negotiations of a Development and Purchase Agreement with Henby Realty Group LLC for the construction of 2 single family affordable homes. The motion was seconded by Director Middleton and carried by unanimous vote.

AFFORDABLE Housing Development Update.

Mr. Edwards reported that he provided Gwen Tillotson, Deputy Director of Economic Development Public, City of Houston, with a written update of the status of Midtown Redevelopment Authority's affordable housing projects showing the number of single and multi-family housing units completed and the numbers of such housing units included in currently pending projects.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM:

ARCHITECTURAL AND ENGINEERING SERVICES

Marlon Marshall reported that the staff had begun working with certain of the engineering firms that were pre-selected by the Board. Some of the projects currently being worked on are the Brazos Street improvements, overlay projects, and the Front 90 restaurant space.

BALDWIN PARK

Mr. Marshall reported that the contractor is awaiting receipt of permits from the City of Houston so that they can begin construction. He also reported that the team is currently working with the City of Houston Arborist to prune some of the trees in Baldwin Park.

MIDTOWN PARK FRONT 90 PLAZA IMPROVEMENTS

CONSTRUCTION CONTRACT

Mr. Marshall reported that the team has a very aggressive bid schedule for the Front 90 Plaza Improvements project. He stated that the team hopes to refine and finalize the scope of the improvements in February 2022.

CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

CHANGE ORDERS

Mr. Marshall presented the following Change Orders for the Caroline Street Reconstruction:

Change Order #17 in the amount of (\$220,685.16) representing a credit for materials revisions for pedestrian light poles and fixtures and cost adjustments for installation. Mr. Marshall advised that MRA and consultants were able to source and secure the required materials directly from the manufacturer at a cost savings. Director Foster made a motion to approve the Change Order #17 in the amount of (\$220,685.16) representing a credit for materials revisions for pedestrian light poles and fixtures and cost adjustments for installation. The motion was seconded by Director Goren and carried by unanimous vote.

Change Order #57 in an amount not to exceed \$3,148.50 for tree removal and stump grinding of three (3) trees impacting sidewalk layout. Director Foster made a motion to approve Change Order #57 in an amount not to exceed \$3,148.50 for tree removal and stump grinding of three (3) trees impacting sidewalk layout. The motion was seconded by Director Goren and carried by unanimous vote.

Change Order #58 in an amount not to exceed \$2,325.21 for additional work related to roof drains at 2808 Caroline Street. Director Foster made a motion to approve Change Order #58 in an amount not to exceed \$2,325.21 for additional work related to roof drains at 2808 Caroline Street. The motion was seconded by Director Murphy and carried by unanimous vote.

Change Order #59 in an amount not to exceed \$10,877.65 for sidewalk detour plans for 11 blocks of pedestrian traffic control. Director Middleton made a motion to approve Change Order #59 in an amount not to exceed \$10,877.65 for sidewalk detour plans for 11 blocks of pedestrian traffic control. The motion was seconded by Director Murphy and carried by unanimous vote.

Mr. Marshall additionally reported that the contractor had completed paving, that both lanes and all intersections were now open to vehicular traffic. He further reported that the contractor has submitted the project for substantial completion.

EXECUTIVE SESSION

The Board did not enter into a closed executive session at this meeting.

ADJOURN

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



Caton Fenz, Assistant Secretary

1/25/2022

Date