

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

December 10, 2015

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, December 10, 2015 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	Brandon Dudley	6	Abe Goren
2	Doug Erwing	7	Caton M. Fenz
3	Robert D. Sellingsloh	8	Vacant
4	Pamela Ngo Castleman	9	Jeremy Ratcliff
5	Al Odom		

and all of the above were present with the exception of Director Castleman.

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, Vernon Williams, David Thomas, Araceli Rodriguez and Theresa Gilmore of the Authority; Cynthia Alvarado and Elizabeth Powell of the Midtown Management District, Peggy Foreman of Burney and Foreman; Gail Weatherby of Bracewell & Giuliani LLP; Tim Buscha & Carol Harrison of IDS Engineering Group; Edwin Friedrichs, Rachel Ray & Jeremy Rocha of Walter P. Moore; Joel Alba of the City of Houston; Jackie Swindle of Houston Community College; Jim Webb of the Goodman Corporation; Steven Spears & Alex Ramirez of Design Workshop; Mechelle Phillips of One World Strategy Group; Laolu Davies of Five Woods and Theola Petteway, Executive Director of OST/Almeda TIRZ.

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 OCTOBER 29, 2015;**
- b. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR OCTOBER & NOVEMBER 2015;**
- c. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR NOVEMBER 2015.**

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

MIDTOWN AFFORDABLE HOUSING PROGRAM

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

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

b. GRANT PROPOSAL FROM HOUSTON BUSINESS DEVELOPMENT INC. (HBDI);

Peggy Foreman of Burney & Foreman presented the Grant Agreement with Houston Business Development Inc. (HBDI) for 5 properties to be granted noting that 60% of the product would be sold at a price point of \$150,000 to \$170,000 and 40% of the product would be sold at a price point of \$171,000 to \$190,000. HBDI has identified partners, financing and resources. Director Odom made a motion to approve the Grant Agreement between the Authority and HBDI authorizing the Authority to grant 5 properties to HBDI. The motion was seconded by Director Fenz which carried by unanimous vote.

c. UPDATE ON AFFORDABLE HOUSING PROGRAM.

Mr. Edwards reported to the Directors that the Authority would be closing on 5 new properties next week. He updated the Directors on Epic Homes noting he had driven by the sites and noticed families currently living in several of the single family homes. Mr. Edwards also noted that he was working with the Greater Southeast District and neighborhood groups regarding cleaning the area of dumping sites on abandoned properties.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

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

i. MIDTOWN PARK

Mr. Marshall reported on the progress happening at Midtown Park and shared pictures of the construction site with the Board and visitors. He noted that staff had met with the City of Houston Forester and Camden to try to save the trees along Main Street.

1. APPROVE GARAGE CHANGE ORDER – CAMDEN.

Mr. Marshall that there were no change orders at this time.

2. AWARD PARK CONSTRUCTION CONTRACT

Mr. Marshall presented to the Directors the bids for the Midtown Park construction contract reporting that Millis Construction was the low bid at \$18,578,000. He noted to the Directors that Millis Construction's bid was higher than Midtown's engineer's estimate of \$12.5 million, which had been obtained 15 months ago. Staff have identified alternate costs associated with the Millis Construction bid in the amount of \$3.2 million which will reduce Millis's bid to \$15.5 million. Staff has identified additional available funding by scheduling

projects to different fiscal years, additional Federal Transit Administration Grants being received and a real estate transaction that will net additional funds.

Director Fenz made a motion to award the Park Construction Contract to Millis Construction for an amount not to exceed \$16.5 million and bring back to the Board for final approval. The motion was seconded by Director Radcliff, which carried by unanimous vote.

3. APPROVE ADDITIONAL SERVICES REQUEST FOR CONSTRUCTION ADMINISTRATION – WALTER P MOORE

This item was tabled.

4. APPROVE WORK ORDER FOR CONSTRUCTION MANAGEMENT AND INSPECTION SERVICES - IDS ENGINEERING GROUP

Director Goren made a motion to approve a work order for construction Management and Inspection Service with IDS Engineering Group in the amount of \$1,204,923.00. The motion was seconded by Director Erwing, which carried by unanimous vote.

c. HCC CAPITAL PROJECTS - IDS ENGINEERS

i. HOLMAN STREET PEDESTRIAN ENHANCEMENTS

Mr. Marshall reported that the Notice to Proceed had been issued and the contractor was on site working to coordinate property access with Center Point for MATCH and Mid Main.

b. CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall and Mr. Thibodeaux met with TxDOT & the City of Houston. The City will handle the construction management of the project. TxDOT has agreed to shift the grant funding to 2016 and rebid in late 2016. The City of Houston has agreed to loan \$3.2 million to the Authority with a 3 year payback to begin in fiscal year 2018, thus allowing the completion of Midtown Park before beginning the payback period.

d. FTA GRANT PROGRAM – THE GOODMAN CORPORATION

Mr. Webb of the Goodman Corporation reported that he is currently working with HGAC to possibly increase the Authority's grant funding. He will know more at a later time.

e. UPDATE ON MORGAN GROUP PROJECT PROPOSED DEVELOPMENT AGREEMENT

Mr. Marshall reported that the City had approached the Authority to assist Morgan Group with its project. He noted that the Morgan Group was considering several other

projects within the District. Following all questions, the Directors asked staff and legal counsel to create an Economic Development Policy statement to address assisting with this type of request. The Directors would like a policy that will show the economic value of assisting with a project.

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 did not conduct an executive session at this meeting

There were no public comments.

ADJOURNMENT

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



Pamela N. Castleman, Secretary

1/28/16

Date