

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

December 12, 2018

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 Wednesday, December 12, 2018 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	Doug Erwing	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 with the exception of Directors Thomas and Dudley.

Also in attendance were Matt Thibodeaux, Vernon Williams, Kandi Schramm, Sally Adame, Todd Edwards, Theresa Gilmore, David Thomas, Jalisa Hurst, Mark Sullivan and LaMorris McClendon of Midtown; Peggy Foreman of Burney & Foreman; Rachel Rae of Walter P. Moore; Carol Harrison of IDS Engineering; Mariana Raschke of The Goodman Corporation; Vanessa Cole of Cole Klein Builders; Roberta Burroughs of Roberta Burroughs & Associates, Algenita Davis & Robert Bradford of CCPPI; Kristin Blomquist of Masterson Advisors; Jennifer Curley of the City of Houston; Jackie Swindle of Houston Community College Central Campus; Erin Brown of HBDI; Peter Freeman and Kirk Craig of Agape Development; Sarah Delcambre of Design Workshop; John Mudd and Kathy Besek of KCI Technologies; David Hill of RCC; Gwen Fredrick of NRCDC; Theodore Andrews of TIRZ #25; Alex Lomax of JCCF and Grace Rodriguez of Impact HUB Houston.

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

PUBLIC COMMENT.

Kirk Craig of Agape Development introduced himself and stated he was in attendance to listen and learn about the Midtown Redevelopment Authority.

CONSENT AGENDA FOR THE AUTHORITY:

- a. **MINUTES FOR OCTOBER 25, 2018;**
- b. **MONTHLY FINANCIAL REPORTS FOR OCTOBER 2018;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR NOVEMBER & DECEMBER 2018;**
- d. **RESOLUTION SUPPLEMENTING LIST OF QUALIFIED BROKERS.**

Executive Director Thibodeaux presented the Consent Agenda. Director Fenz made a motion to approve the consent agenda items a – d. The motion was seconded by Director Erwing and carried by unanimous vote.

JOINT AGENDA FOR THE MIDTOWN REINVESTMENT ZONE AND THE AUTHORITY:

RESTATED AND REVISED INTERLOCAL AGREEMENT BETWEEN HARRIS COUNTY, MIDTOWN REDEVELOPMENT AUTHORITY AND TAX INCREMENT REINVESTMENT ZONE NUMBER TWO:

Barron F. Wallace of Bracewell LLP, presented the Restated and Revised Interlocal Agreement between Harris County, Midtown Redevelopment Authority and Tax Increment Reinvestment Zone Number Two. He noted that the Restated and Revised Interlocal Agreement would extend Harris County's years of participation in the Authority and Zone, identify capital improvement projects to be funded with Harris County increment, allow Harris County to review implementation of projects and bid specifications allowing for MWBE participation and allow review of development agreements with reimbursement in amounts over \$1 million. Director Goren made a motion to approve the Resolution of Reinvestment Number Two, Midtown Redevelopment Authority, City of Houston, Texas and Harris County Approving Restated and Revised Interlocal Agreement Authorizing and Approving the Officers and Executive Director to take all action necessary to accomplish the purposes of such Agreement; Authorizing all matters pertaining to the Restated and Revised Interlocal Agreement. The motion was seconded by Director Fenz and carried by unanimous vote.

PROJECT PLAN AMEDNMENT AND SUPPLEMENT TO DEBT AUTHORIZATION

Director Goren made a motion to authorize attorneys to prepare and negotiate with the City of Houston a Project Plan Amendment and Supplement to Debt Authorization for the Authority. The motion was seconded by Director Castleman and carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM:

RESOLUTION

Todd Edwards stated that no Resolution was being presented at this meeting.

AUTHORIZATION TO ENGAGE IN DEVELOPMENT AGREEMENT NEGOTIATIONS WITH EPIC HOMES

Mr. Edwards reported that Epic Homes is prepared to begin construction on the additional 10 properties to be released out of the 20 properties previously identified for development several years ago. Director Goren made a motion to authorize the Authority's attorneys to move forward with drafting a Development Agreement for the 10 properties to be sold to Epic Homes. The motion was seconded by Director Erwing and carried by unanimous vote.

AUTHORIZATION TO ENGAGE IN DEVELOPMENT AGRFEEMENT NEGOTIATIONS WITH HOU HOMES, EPIC HOMES & HBDI FOR THE 100-HOME INITIATIVE;

Mr. Edwards reported that HOU Homes, Epic Homes and HBDI are prepared to begin work on the 100-Home Initiative to be developed at 5320 & 5635 MLK, with very easy access to

the MetroRail. He stated that these homes will be among the first affordable housing developed along the light rail line in the City of Houston. Mr. Edwards stated that he anticipates that the ground breaking for the first of these homes will occur in the first quarter of 2019. Walter P. Moore is working to identify costs for future infrastructure improvements and should complete that work by the end of January, 2019. Director Goren made a motion to authorize the attorneys to move forward with negotiating and drafting of Development Agreements with HOU Homes, Epic Homes and HBDI, respectively, for development of single family homes as part of the 100-Home Initiative. The motion was seconded by Director Erwing. Following all discussion, the motion carried by unanimous vote.

AFFORDABLE HOUSING DEVELOPMENT UPDATE

Todd Edwards distributed to the Board Members the Press Release for CCPPI dated October 23, 2018 for the 100-Home Initiative, Frequently Asked Questions of the 100-Home Initiative and a Status Report detailing the Authority's work on affordable housing over the years. Mr. Edwards advised the Board that information regarding the Authority's affordable housing plan is on the Midtown website. CCPPI is currently developing a Request For Qualifications for affordable housing developers and a Request For Proposals for the development and construction of multi-family affordable housing, which he anticipates will be available soon for distribution.

Marlon Marshall is working closely with CCPPI on the Affordable Housing Operations Center project. He reported that an ad for bidders for the construction of the Operations Center was published in November 2018. Mr. Marshall advised the Board that it is a two-step process: first receiving qualifications from construction firms and then having the construction firms selected to bid on the project in late January 2019.

Peggy Foreman reported that an agreement has been reached with Houston Habitat for Humanity for a mutual termination of the current Grant Agreement relating to the property located at 0 Schroder Street, Houston, Texas 77021, consisting of approximately 35,000 sq. ft. of vacant land. Ms. Foreman explained that as a result of Hurricane Harvey, Houston Habitat for Humanity was required to divert a substantial portion of its resources to home repairs and was unable to move forward with the 0 Schroder Street project at this time. She further explained that since the 0 Schroder Street property was located in the same area identified for the 100-Home Initiative it would likely be incorporated into that project. Ms. Foreman stated that the property was never conveyed to Houston Habitat for Humanity so termination of the Grant Agreement should be a relatively straightforward process. Finally, Ms. Foreman reported that Houston Habitat for Humanity expressed a desire to make a future request that the Board grant it smaller individual lots so that it can develop single family homes.

Mr. Edwards reported that he will formally ask the Montrose Center to provide a status update on their project to be located at 2222 Cleburne Street, Houston, Texas 77004.

MIDTOWN CAPITAL IMPROVEMENTS PROGRAM:

MIDTOWN PARK

Marlon Marshall reported that the Midtown Garage project close-out documentation is in progress.

APPROVE GARAGE CHANGE ORDERS – CAMDEN

There were no garage change orders for this meeting.

APPROVE PARK CHANGE ORDERS – MILLIS

Marlon Marshall reported that the contractor continues to work on paver installation in the Front 90 Plaza and stone installation around the art mural at the Main/Anita Street entrance. He stated that equipment for the B-Cycle station has been ordered and he anticipates that installation will occur in January 2019. Mr. Marshall reported that the revised sanitary sewer design drawings for the Front 90 Plaza area have been approved by the City and that the design team will provide revised construction plans to the contractor. Discussions with Camden on the revisions to Main Street elevations are being finalized. Preliminary agreements have been reached for Camden to remove the incorrectly sized electric conduit and replace with the correct size conduit. Additionally, the Authority and Camden will share the costs of repairing damages to the tunnel waterproofing.

Director Castleman made a motion to approve Change Order #31 relating to a contract amendment in the amount of a \$0. The motion was seconded by Director Fenz and carried by unanimous vote.

Director Erwing made a motion to approve Change Order #34 in the amount of \$53,588.19 for design modifications to the Front 90 Plaza to accommodate fountain location change; x-ray for cores drilled at the tunnel at the Front 90; and remove existing bus stop and replace paving. The motion was seconded by Director Castleman and carried by unanimous vote.

ENTRY PORTALS

Mr. Marshall reported that there was an automobile accident at the Entry Portal located at the intersection of Gray and Webster. He stated that a bumper was left behind and efforts are being made to identify the car involved so that a claim can be made to recover the cost of repairs to the Entry Portal.

APPROVE CHANGE ORDERS – B&D CONTRACTORS

There were no change orders for work on the Entry Portals Project presented at this meeting.

HCC CAPITAL PROJECTS - IDS ENGINEERING

HOLMAN STREET PEDESTRIAN ENHANCEMENTS

Mr. Marshall reported that the Holman Street Pedestrian Enhancements Project is completed. He stated that a final one (1) year post-completion inspection of the project was scheduled for later today.

APPROVE CHANGE ORDERS – SER

There were no change orders for the Holman Street Pedestrian Enhancements Project presented at this meeting.

MAIN STREET ENHANCEMENTS - WALTER P. MOORE / DESIGN WORKSHOP

Mr. Marshall reported that the contractor and team continue to address items on the substantial completion punch list. He anticipates close-out of the project in January 2019.

APPROVE CHANGE ORDERS – SER

There were no change orders for the Main Street Enhancements Project presented at this meeting.

CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the construction on Caroline Street continues with waterline installation on the east side of Caroline between Tuam and Dennis and storm sewer installation on Dennis Street between Caroline and Austin. He stated that the work is progressing slower than anticipated due to older utilities and conflicts between the City and State requirements.

APPROVE CHANGE ORDERS

There were no change orders for the Caroline Street Reconstruction Project presented at this meeting.

APPROVE ADDITIONAL SERVICES REQUEST FOR CONSTRUCTION PHASE SERVICES – ESPA CORP/KCI

Director Fenz made a motion to approve the Additional Services Request for Construction Phase Services with KCI in the amount of \$148,585.00 with an additional \$25,000.00 for redesign of traffic signals, pavement assessment of existing pavement at cross streets, the Tuam Street water line connection revision requested by the City, and any other unforeseen expenses for a total amount of \$173,585.00 for additional contracted services. Director Erwing seconded the motion and it carried by unanimous vote.

FTA GRANT PROGRAM - THE GOODMAN CORPORATION

Mariana Rashcke reported that The Goodman Corporation was working to coordinate with Houston Galveston Area Council regarding any grant funding available in the next cycle.

There being no further business the meet was adjourned.



Pam Castleman, Secretary

Date

2/28/19