

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

December 17, 2020

A Special Meeting of the Board of Directors (the “Board”) of the Midtown Redevelopment Authority (the “Authority”) was held via video and telephonic conferencing on Thursday, December 17, 2020 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 Murphy and Thomas.

Also in attendance were Midtown Staff members: Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, David Thomas, Madeline Pena, Marlon Marshall, Mark Sullivan, and Cynthia Alvarado; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Jennifer Curley of City of Houston; Drew Masterson and Kristin Blomquist of Masterson Advisors, LLC; Joy Fitzgerald, Algenita Scott Davis and Angie Gomez of CCPPI; Rachel Ray of Walter P. Moore; Ryan LaVasseur and Sam Dike of Rice Management Company; Roberta Burroughs of Roberta Burroughs & Associates; Sean Haley the Interim Executive Director of CCPPI; Zack Martin of MCMD , Gary Bernard of 2016 Main; Theodore Andrews of Third Ward CDC and other attendees - Ed Pettitt, Brian Van Tubergen, Bryson Grover, Willie Green, Robert Bradford, Monica Aizpurra, David Aaronson, Wendy Arias, Brain C. Jackson, Kevan Shelton, Scott Irby, Taylor Risien, John Mudd, Bill Haley, Uyiosa Elegon, Ben Herndon-Miller, Milo Mar Cabello, Keith E. Cornelires, James Llamas, Jaison Oliver, Andrew Pavelich, and Nohely Vargas. There were 62 attendees on the call; eight (8) 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.”**

Matt Thibodeaux, Executive Director, announced the death of Midtown employee and Security Coordinator, Mark Leija and expressed condolences to his family and loved ones. He asked for a moment of silence to acknowledge and honor the life of Mark Leija.

PUBLIC COMMENTS:

Ryan M. LaVasseur, Managing Director of Direct Real Estate for Rice Management Company and Sam Dike gave an update on construction, management and leasing of the Rice ION project.

Jaison Oliver spoke in favor of a Community Benefits Agreement and asked that any funding Agreement between the Authority and Rice Management Company not be approved unless Rice Management Company signs a Community Benefits Agreement.

Juliosa Elegon outlined certain communications with Rice Management Company and also asked that the Board make it a condition of any Agreement with Rice Management Company that Rice Management Company sign a Community Benefits Agreement exclusively with Houston Coalition for Equitable Economic Development (“HCEED”).

Ben Herndon-Miller asked that the Rice Management Company be required to sign a Community Benefits Agreement exclusively with HCEED.

Willie Green asked that the MRA Board consider requiring Rice Management Company to sign a Community Benefits Agreement with HCEED before considering any request from Rice Management Company for funding.

Kandi Schramm announced that Theodore Andrews previously signed up to give public comments but did not respond when called upon to do so.

CONSENT AGENDA FOR THE AUTHORITY:

MINUTES FOR NOVEMBER 19, 2020;

MONTHLY FINANCIAL REPORTS FOR NOVEMBER 30, 2020;

INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR DECEMBER 2020;

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 Bond and carried by unanimous vote.

INVESTMENT REPORT QUARTER ENDING SEPTEMBER 30, 2020.

Matt Thibodeaux, Executive Director and Investment Officer, presented the Investment Report for the quarter ending September 30, 2020 reporting an average interest yield of .2058% and total interest earned for the quarter of \$18,674.30. Director Fenz made a motion to approve the Investment Report for the Quarter Ending September 30, 2020. The motion was seconded by Director Bond 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

MIDTOWN AFFORDABLE HOUSING PROGRAM:

AFFORDABLE HOUSING OPERATIONS CENTER:

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 has been delayed by U.S. Customs at the Port of Houston for approximately 30 days and that the Contractor is unsure when the materials will be released, however the Contractor is continuing to move forward with construction. Mr. Marshall also reported that there was a theft of copper wire and HVAC equipment from the residential units. He stated that the Contractor has filed a police report and has increased security at the construction site. He further stated that these 2 events would result in a delay in completion of the and that currently construction is expected to be completed in February or March of 2021. Mr. Marshall also reported that agents for CCPPI are in the process of negotiations with a first floor anchor tenant.

CHANGE ORDERS

Mr. Marshall presented a Change Order to the contract with Kirksey Architecture, Inc. for interior design and permitting services for all of level 2 and part of level 5 in the amount of \$202,685.60. Director Fenz made a motion to approve the Change Order to the contract with Kirksey Architecture, Inc. for design and permitting services for all of level 2 and part of level 5 in the amount of \$202,685.60. The motion was seconded by Director Goren and carried by unanimous vote.

AMENDED AND RESTATED AFFORDABLE HOUSING INITIATIVE SERVICES AGREEMENT:

Barron Wallace, of Bracewell, LLP, presented the Amended and Restated Affordable Housing Initiative Services Agreement with CCPPI. He reported that the agreement provides for a three (3) year extension with an increased Scope of Services and increased performance metrics and reporting requirements. . Director Goren made a motion to approve the Amended and Restated Affordable Housing Initiative Services Agreement with CCPPI. The motion was seconded by Director Bond. Following all discussion, the motion carried by unanimous vote.

AFFORDABLE HOUSING DEVELOPMENT UPDATE.

Todd Edwards, Real Estate Asset Manager, gave an update regarding the sale of land to Cole Klein Builders LLC and Agape Homes for construction of 9 and 4 single family affordable homes, respectively. He also reported that the team was working to finalize sale of land to Mayberry Homes, Inc. for Phase I consisting of construction of 5 single family affordable homes. Mr. Edwards noted that the affordable housing team was updating 2 RFP's for multi-family affordable housing development. Finally, reported that the Law-Harrington Senior Living Center 2222 Cleburne consisting of 112 rental units, activity center and clinic is almost complete and that the grand opening expected in the first quarter of 2021.

MIDTOWN CAPITAL IMPROVEMENTS PROGRAM:

PARKS AND GREENSPACE - WALTER P MOORE / DESIGN WORKSHOP

BAGBY PARK – STORAGE AND RENOVATIONS

Mr. Marshall reported that the contractor and staff are addressing punch list items to complete the Bagby Park improvements included waiting for fabrication of protective cages for the HVAC equipment. He further reported that the kiosk tenant submitted their plans to the City of Houston for permitting. Finally, he reported that the team is currently working with Midtown Parks Conservancy to coordinate public access to certain park amenities while the kiosk is under construction.

CHANGE ORDERS

Mr. Marshall presented Change Order #9 for installation of landscaping behind the stage in the amount of \$8088.47. Director Goren made a motion to approve Change Order #9 for installation of landscaping behind the stage in the amount of \$8088.47. The motion was seconded by Director Fenz and carried by unanimous vote.

CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the Contractor for the Caroline Street Reconstruction Project continues to make progress on the construction of Caroline Street. He reported that the Contractor is in the process of switching the traffic over to the eastern lanes.

CHANGE ORDERS

Mr. Marshall presented Change Orders:

Change Order #37 in the amount of \$64,876.04 for sanitary sewer bypass equipment to keep the existing sanitary sewer lines operational during construction. Director Fenz made a motion to approve Change Order #37 in the amount of \$64,876.04 for sanitary sewer bypass equipment to keep the existing sanitary sewer lines operational during construction. The motion was seconded by Director Goren and carried by unanimous vote.

Change Order #41 in the amount of \$258,671.16 for time adjustments of \$2,600 per day for 95 additional working days for project overhead costs. Mr. Marshall reminded the Board that the 95 additional working days were previously approved by the Board. Director Fenz made motion to approve Change Order #41 in the amount of \$258,671.16 for time adjustments of \$2,600 per day for 95 additional working days for project overhead costs. The motion was seconded by Director Bond. Following all discussion, and the motion carried by unanimous vote.

Change Order #43 in the amount of \$65,348.50 for time adjustments of \$2,600 per day for 24 additional working days for project overhead costs due to AT&T manhole conflict impact on concrete installations. Director Fenz made a motion to approve Change Order #43 in the amount of \$65,348.50 for time adjustments of \$2,600 per day for 24 additional working days for project overhead costs due to AT&T manhole conflict impact on concrete installations. The motion was seconded by Director Bond and carried by unanimous vote.

FTA GRANT PROGRAM - THE GOODMAN CORPORATION.

Mr. Marshall advised the Board that the Staff is working with The Goodman Corporation in planning for future grant opportunities. The is also reviewing The Goodman proposal for a revised Scope of Services which will be presented at a future Board meeting.

Executive Session

The Board entered Executive Session at 1:34 p.m. to discuss a real estate matter pursuant to Section 551.072 of the Texas Government Code to discuss a Lease relating to 402 & 410 Pierce. Upon completion of the Executive Session, the Board returned to open session at 1:54 p.m. Board Chair Odom announced that no action would be taken on this item.

DocuSigned by:

Caton M. Fenz

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Caton Fenz, Assistant Secretary

2/8/2021

Date