

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

February 26, 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, February 26, 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	James Dinkins
4	Pamela Ngo Castleman	9	Jeremy Ratcliff
5	Al Odom		

and all of the above were present with the exception of Directors Dudley, Sellingsloh, Odom and Dinkins.

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, Araceli Rodriguez and Theresa Gilmore of the Authority; Cynthia Alvarado and Elizabeth Powell of the Midtown Management District; Barron F. Wallace and Sanjay Bapat of Bracewell & Giuliani LLP; Peggy Foreman of Burney and Foreman; Rachael Ray of Walter P. Moore; Steven Spears of Design Workshop; Carol Harrison of IDS Engineering Group; Jennifer Curley and Keith Wade of the City of Houston; Mechelle Phillips of One World Strategy Group; Mary Margaret Collier, Consultant; R. C. Marklel of P2MG; Grant Wiley of KCI/ESPA Corporation; Tammi Wallace of Enfocus Strategies; Daryl Shorter and Ann Robinson of Montrose Centers; D. Rodgers of The Goodman Corporation; Derek Greenwold of Stuttgarden Tavern; Daniel Gonzalez of J N Engineering; Theola Petteway and Anderson Stoute of OST/Alameda TIRZ; Hina Musa of Greater Southeast Management District and Gary Bernard of 2016 Main.

Vice Chairman Goren called the meeting to order and asked the guests to introduce themselves.

CONSENT AGENDA FOR THE AUTHORITY

- a. **MINUTES OF THE AUTHORITY FOR JANUARY 29, 2015;**
- b. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR JANUARY 2015; AND**
- c. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR FEBRUARY 2015.**

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

SIXTH AMENDED PROJECT PLAN AND FINANCING PLAN;

Barron F. Wallace of Bracewell & Giuliani LLP presented a revised version of the Sixth Amended Project Plan and Financing Plan and Extension of the Zone to include the Museum District area only.

Director Erwing made a motion to approve the substantially final form of the Sixth Amended Project Plan and Financing Plan and to allow for the potential addition of the Menil and Natural Science Museums as the attorneys and staff continue to work with the City of Houston. The motion was seconded by Director Fenz, which carried by unanimous vote.

ANNUAL POPULAR REPORT.

Mary Margaret Collier, consultant for the Authority, presented the Annual Popular Report. Ms. Collier reported on the goals for the report, the targeted audience, growth of increment, fiscal year 2015 budget, and audited fiscal year 2014 financials, all to be presented in an easy to read format.

Director Castleman made a motion to approve the Annual Popular Report. The motion was seconded by Director Ratcliff, which carried by unanimous vote.

AGREEMENT BETWEEN THE AUTHORITY AND MIDTOWN IMPROVEMENT AND DEVELOPMENT CORPORATION (MIDCORP).

Mr. Wallace reported on the status of MIDCorp as the partner for the Authority and Management District. A draft agreement between the two entities was described. Once the agreement is completed to include financial reporting to the Authority and the Management District, an adopted budget and a description of maintenance operations with projects, the agreement will be placed on the agenda.

MIDTOWN AFFORDABLE HOUSING PROGRAM

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

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

b. AFFORDABLE HOUSING DEVELOPMENT AGREEMENT WITH EPIC HOMES

Peggy Foreman of Burney and Foreman presented the agreement with Epic Homes to purchase at a reduced rate of \$1.50 per square foot 10 properties currently in the Authority's inventory of affordable housing land, to provide single family affordable housing in the Third Ward. Director Ratcliff made a motion to approve the agreement with Epic Homes for single family affordable housing in Third Ward. The motion was seconded by Director Castleman, which carried by unanimous vote.

c. ROW HOUSE CDC – PILOT PROJECT

This item was tabled for this meeting.

d. MONTROSE AREA COUNSELING CENTER – SENIOR HOUSING

Mr. Edwards gave a brief history of the property located at 2222 Cleburne Street, which the Authority purchased in December of 2007 for the cost of \$12 per square foot for a total of \$1.5 million. A Phase I environmental report showed that the property would require environmental remediation. The current property has been remediated and has a current appraisal of \$3.265 million. The Authority has received a letter of request from the Montrose Counseling Center to be granted the land for an affordable senior housing project.

Director Erwing made a motion to authorize the attorneys and staff to continue negotiations with the Montrose Area Counseling Center to create a term sheet for 2222 Cleburne. The motion was seconded by Director Fenz, which carried by unanimous vote.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

A. PARKS AND GREENSPACE - WALTER P. MOORE/Design Workshop

i. MIDTOWN PARK

1. CHANGE ORDERS

Mr. Marshall reported that there were no change orders and the contractor has been presented with a formal letter for failure to meet the terms of the contract. The contractor has made process by completing most of the punch list except for the lighting which is on backorder. Kiosk tenant's plans are still at the City of Houston. Staff is working with One World to schedule a grand opening.

2. NAME CHANGE

The Board of the Midtown Improvement And Development Corporation (MIDCorp) recommended the names for the current Super Block Park to be named Midtown Park and the current Midtown Park to be named Bagby Park.

Director Erwing made a motion to approve the name changes as recommended by MIDCorp. The motion was seconded by Director Fenz, which carried by unanimous vote.

ii. SUPERBLOCK PARK

1. DEVELOPMENT AGREEMENT AMENDMENT

The contract between Camden and the Authority has been finalized. Once Camden has paid the impact fees with the COH construction can begin.

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

This item was tabled.

3. PROFESSIONAL SERVICES AGREEMENT FOR CONSTRUCTION MANAGEMENT AND INSPECTION - TLC ENGINEERING, INC.

This item was tabled.

B. CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

The Caroline Street plans are with the Public Works Director for review. Staff and consultants continue to search for additional funding sources.

C. HCC CAPITAL PROJECTS - IDS ENGINEERS

i. **HOLMAN STREET PEDESTRIAN ENHANCEMENTS**

1. **PROFESSIONAL SERVICES AGREEMENT FOR CONSTRUCTION MANAGEMENT AND INSPECTION - TLC ENGINEERING, INC.**

Director Castleman made a motion to authorize staff to negotiate the proposed agreement for construction management and inspection with TLC Engineering, Inc. and bring it back before the Board. The motion was seconded by Director Erwing, which carried by unanimous vote.

HOUSTON MUSEUM OF AFRICAN AMERICAN CULTURE.

Upon reconvening in Open Session, Director Fenz made a motion to authorize the attorneys to prepare a letter to HMAAC regarding their default of the lease agreement and give them a 60-day period to address the issue. The motion was seconded by Director Erwing, 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 #10 pursuant to Section 551.072 of the Texas Government Code, respectively. The board reconvened into Open Session whereupon action was taken on this agenda items. A Certified Public Agenda of Closed Meeting has been prepared.

PUBLIC COMMENTS

There were no public comments.

ADJOURNMENT

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



Pamela N. Castleman, Secretary

3/26/15

Date