

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

**February 28, 2013**

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 28, 2013 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	William J. Taylor, III	6	Abe Goren
2	Doug Erwing	7	Billy Briscoe
3	Robert D. Sellingsloh	8	Giovanni Garibay
4	Pamela Ngo Tranpark	9	Michelle A. Clayton Collier
5	Derrick M. Mitchell		

and all of the above were present with the exception of Director Briscoe and Garibay.

Also in attendance were Kandi Schramm, Marlon Marshall, Todd Edwards, Araceli Rodriguez and Theresa Gilmore of the Authority; F. Charles LeBlanc and Phillip Franshaw, consultant for the Authority; Cynthia Alvarado of the Midtown Management District; Barron F. Wallace of Bracewell & Giuliani LLP; Mary Buzak and Ralph DeLeon of the City of Houston; Alyssa Hill of Gainer Donnelly; Tim Buscha of IDS Engineering Group, Jeremy Roche of Walter P. Moore; Steven Spears of Design Workshop; Jill Jewett of M.A.T.C.H.; Derek Pershing of Wilson, Cribbs & Goren, P.C. and Patrick Johnson of PCJ Consultants, Inc.

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 JANUARY 10, 2013.**
- b. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR JANUARY 2012.**
- c. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR FEBRUARY 2013.**

Kandi Schramm presented the consent agenda. Director Collier made a motion to approve the consent agenda items a through c. The motion was seconded by Director Goren, which carried by unanimous vote.

**AGREED UPON PROCEDURES AUDIT FOR FISCAL YEAR 2013.**

Alyssa Hill of Gainer Donnelly presented the Agreed Upon Procedures Audit of Fiscal Year 2012. Director Mitchell made a motion to approve the Agreed Upon Procedures Audit for Fiscal Year 2012. The motion was seconded by Director Tranpark, which carried by unanimous vote.

**INVESTMENT REPORT FOR QUARTER ENDING DECEMBER 31, 2012.**

Director Goren made a motion to accept the Investment Report for Quarter Ending December 31, 2012. The motion was seconded by Director Tranpark, which carried by unanimous vote.

**FIFTH AMENDMENT TO THE PROJECT PLAN AND FINANCING PLAN**

Barron F. Wallace of Bracewell & Giuliani LLP noted that the Fifth Amendment to the Project Plan and Financing Plan (the "Plan") was presented to the economic development division of the City and is expected to go before City Counsel in 30 to 45 days. Director Mitchell made a motion to approve the Fifth Amendment to the Project Plan and Financing Plan. The motion was seconded by Director Collier, which carried by unanimous vote.

**a. MIDTOWN DEVELOPMENT AND REAL ESTATE STRATEGIC PLAN AND RELATED INITIATIVES INCLUDING SUPER BLOCK PARK AND RELATED DEVELOPMENT OPPORTUNITIES.**

Mr. Wallace presented three initiatives for further discussion at the March meeting.  
1.) Capital Improvement funding; 2.) Main Street corridor activity and  
3.) Infrastructure Maintenance.

**RECOMMENDATION TO APPROVE AN APPLICATION FOR PARTICIPATION IN THE LOCAL GOVERNMENT INVESTMENT COOPERATIVE (LOGIC).**

Mr. Wallace presented the application for participation in the Local Government Investment cooperative (LOGIC). Director Mitchell made a motion to approve participation in LOGIC. The motion was seconded by Director Collier, which carried by unanimous vote.

**MIDTOWN IMPROVEMENT AND DEVELOPMENT CORPORATION.**

**a. MAINTENANCE AGREEMENT.**

Mr. Wallace presented to the Board Members the concept of a new 501(c)(3) entity that would have the ability to manage and maintain parks, public right of way improvements and parking garage. Staff and consultants are reviewing costs associated with the maintenance of the parks and other capital projects. The City of

Houston is looking to create a Maintenance Agreement with the Authority to be sure maintenance of all the improvements that the Authority has constructed will be handled for the life of the improvements.

### **MIDTOWN AFFORDABLE HOUSING PROGRAM**

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

Director Erwing made a motion to approve the above-captioned resolution. The motion was seconded by Director Goren and carried by unanimous vote.

#### **b. ONGOING AFFORDABLE HOUSING DEVELOPMENTS**

Mr. Edwards reported that the pilot project with Row House CDC was 75% complete and on budget. The project is on target for completion in May 2013. He noted that he had met with four groups to discuss affordable housing strategies and financing. He would like to set a date for a workshop meeting to vet their ideas.

### **MIDTOWN CAPITAL IMPROVEMENT PROGRAM**

#### **a. BAGBY STREET RECONSTRUCTION - WALTER P. MOORE**

##### **i. DESIGN WORK ORDER AMENDMENT**

Marlon Marshall presented an Amendment to the Design Work Order for construction administration of Bagby Street in the amount of \$25,980. Director Goren made a motion to approve the Amendment to the Design Work Order in the amount of \$25,980 for in fill changes along Bagby Street. The motion was seconded by Director Erwing, which carried by unanimous vote.

#### **b. PARKS AND GREENSPACE - WALTER P. MOORE**

Mr. Marshall reported that staff and consultants had a pre-construction meeting with Millis Development and Construction. The City of Houston will issue the Right of Entry in the next couple of weeks. The consultants will present the revised design for Super Block at the March meeting. Cynthia Alvarado, Managing Director for Midtown Management District, presented a drawing of the temporary graffiti art display that will be placed on the back side of the vacant building at 2905 Travis for the Midtown Art in the Park event on April 12.

**i. MIDTOWN PARK IMPROVEMENTS**

**a. CONSTRUCTION CONTRACT**

Mr. Marshall reported that four bids had been received for the Midtown Park Improvement project. Staff and consultants recommend awarding P2MG the Midtown Park construction contract in the amount of \$1,300,000.

Director Erwing made a motion to award P2MG the construction contract for the Midtown Park in the amount of \$1,300,000. The motion was seconded by Director Taylor, which carried by unanimous vote.

**c. GRAY STREET PEDESTRIAN ENHANCEMENTS – CLARK CONDON ASSOCIATES**

Mr. Marshall noted that the Gray Street Pedestrian Enhancements was progressing with construction moving to the north side of the street.

**d. HCC CAPITAL PROJECTS - IDS ENGINEERS**

Mr. Marshall reported that the Holman Street plans are 90% complete and have been presented to the City of Houston for review. He anticipates going out for bid in the second quarter of 2013.

**e. CAROLINE STREET IMPROVEMENTS**

The Caroline Street plans are 60% complete. Staff is working with TxDot and HGAC to move the grant funds into fiscal year 2014.

**f. FTA GRANT – THE GOODMAN CORPORATION**

No report at this time.

**g. 3300 MAIN**

Patrick Johnson of PCJ Consultants addressed the Board Members regarding 3300 Main Street property. No action was taken on this item.

**h. STATE ENERGY CONSERVATION OFFICE GRANT OPPORTUNITY FOR SOLAR INSTALLATIONS**

Director Tranpark made a motion to authorize attorneys to prepare documents and cost analysis for the State Energy Conservation Office Grant (SECO) opportunity of a \$250,000 for solar lighting installation at Midtown Park for Bagby Street lights and park lighting. The motion was seconded by Director Erwing, which carried by unanimous vote.

**MIDTOWN CULTURAL ARTS AND ENTERTAINMENT DISTRICT GRANT PROGRAM.**

**a. GRANT REQUEST FROM BUFFALO SOLDIERS MUSEUM.**

Mr. Wallace presented a grant request from Buffalo Soldiers Museum in the amount of \$500,000. He reported that the request did meet existing criteria, that Midtown should look to matching funds and to lower the request to approximately \$350,000.

**b. GRANT REQUEST FROM M.A.T.C.H.**

Ms. Jewett presented to the Board an outline of the proposed budget for the M.A.T.C.H. facility. She stated that they anticipate beginning construction in 2014.

Director Goren made a motion to authorize the attorneys to move forward under the Cultural Facilities Policy and Guidelines to begin draft of a Grant Agreement with Buffalo Soldiers Museum in the amount of \$350,000 and for the M.A.T.C.H. facility in the amount of \$700,000. The motion was seconded by Director Tranpark, 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 item 10.g. 3300 Main as related to Section 551.072, Texas Government Code. The Board then reconvened into open session. A Certified Agenda has been written to address this item.

**PUBLIC COMMENTS**

**ADJOURNMENT**

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



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Pamela N. Castleman , Secretary

3/28/13

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Date

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\* Formerly Pamela Ngo Tranpark.