

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

February 28, 2019

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, 2019 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 except Directors Erwing, Thomas, and Dudley.

Also in attendance were Matt Thibodeaux, Vernon Williams, Kandi Schramm, Sally Adame, Theresa Gilmore, David Thomas, Jalisa Hurst and Mark Sullivan of Midtown; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Rachel Rae Welsh of Walter P. Moore; Carol Harrison of IDS Engineering; Barry Goodman and Jim Webb of The Goodman Corporation; Tatiana Davis of Prosper Development Group; Suly Florian of Ace Phoenix Art; Sam Baskin of Wilson, Cribbs & Goren, PC; Roberta Burroughs of Roberta Burroughs & Associates; Algenita Davis & Robert Bradford of CCPPI; Zack Martin of Martin Construction Management Company; Alex Ramirez of Design Workshop; Drew Masterson and Kristin Blomquist of Masterson Advisors; Jennifer Curley of the City of Houston; Gary Bernard and Noel Cowart of 2016 Main; Vanessa Cole of Cole/Klein Builders; Theola Petteway of OST/Alameda TIRZ#7; LeRon Wilson of The Fountain of Praise TIRZ #25; Theodore Andrews of TIRZ #25 and other attendees of, Kim Dixon Dudley and Greg Marshall.

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

PUBLIC COMMENT.

There were no public comments.

CONSENT AGENDA FOR THE AUTHORITY:

- a. **MINUTES FOR JANUARY 31, 2019;**
- b. **MONTHLY FINANCIAL REPORTS FOR JANUARY 2019;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR FEBRUARY 2019;**
- d. **RENEWAL OF MIDTOWN PARK GARAGE INSURANCE POLICY.**

Executive Director Thibodeaux presented the Consent Agenda. Director Goren made a motion to approve the consent agenda items a – d, as presented. The motion was seconded by Director Fenz 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, reported that he is still awaiting final comments from the City of Houston and Harris County regarding the Restated and Revised Interlocal Agreement between Harris County, Midtown Redevelopment Authority and Tax Increment Reinvestment Zone Number Two.

PROJECT PLAN AMEDNMENT AND SUPPLEMENT TO DEBT AUTHORIZATION.

No report given on this matter at this meeting.

INVESTMENT REPORT FOR QUARTER ENDING DECEMBER 31, 2018.

Mr. Thibodeaux presented the Investment Report for the quarter ending December 31, 2018 noting an average yield of 1.18304% with earnings of \$173,082.03. Director Goren made a motion to accept the Investment Report for the Quarter ending December 31, 2018. The motion was seconded by Director Foster and carried by unanimous vote.

MIDTOWN OFFICE LEASE AND RELOCATION OPTIONS; OPTION AGREEMENT TERM SHEET.

No report was given for this item.

MIDTOWN AFFORDABLE HOUSING PROGRAM:

AFFORDABLE HOUSING OPERATIONS CENTER

INTERLOCAL AGREEMENT WITH OST/ALMEDA CORRIDORS REDEVELOPMENT AUTHORITY/ TIRZ#7

Peggy Foreman of Burney & Foreman presented the Interlocal Agreement with OST/Alameda Corridors Redevelopment Authority/TIRZ#7 for the construction of a parking garage containing approximately 224 parking spaces to be constructed on land located adjacent to the Operations Center Campus for an amount not to exceed \$6,000,000.00. Director Fenz made a motion to approve the Interlocal Agreement with OST/Alameda Corridors Redevelopment Authority/TIRZ#7 in substantially final form and authorize the Chair and Secretary to approve any final changes and execute same, once the attorneys have completed their final review. The motion was seconded by Director Fortson. Following all discussion, the motion carried by unanimous vote.

AFFORDABLE HOUSING DEVELOPMENT UPDATE.

Todd Edwards reported that the Staff and Consulting Team anticipates receiving the Infrastructure Plan from Walter P. Moore within the next few weeks. This Infrastructure Plan will be utilized to assist with the 100 Homes Initiative and other development of affordable housing. Mr. Edwards reported that three new builders submitted proposals to develop single family housing which have been sent to CCPPI for analysis and review. He further shared pictures and reported that Cole/Klein Builders are approximately 65% complete with the construction of their initial 5 single family homes.

MIDTOWN CAPITAL IMPROVEMENTS PROGRAM:

MIDTOWN PARK

Marlon Marshall reported that the Midtown Park contractor had completed the hardscape work at Travis/McGowen Streets and continues to work on the paver and lighting installation in the Front 90 Plaza Area and the service drive area. The team met with AT&T to review the proposal for construction of the sanitary sewer line.

APPROVE GARAGE CHANGE ORDERS – CAMDEN

There were no garage change orders presented for consideration.

APPROVE PARK CHANGE ORDERS – MILLIS

Marlon Marshall presented Change Order #36 in the amount of \$47,161.12 for grading and fill dirt for elevation changes for Main Street Streetscape; sandblasting of letters at the CIP art wall; and hydro excavation to locate existing AT&T fiber optic cable along Main Street. Director Castleman made a motion to approve Change #36 in the amount of \$47,161.12. The motion was seconded by Director Fenz; which carried by unanimous vote.

APPROVE ADDITIONAL SERVICES REQUEST FOR CONSTRUCTION MANAGEMENT AND INSPECTION (PARK) - IDS ENGINEERING

Mr. Marshall presented IDS Engineering Additional Services request for Construction Management and Inspection of Midtown Park in the amount of \$212,600; which includes services rendered in connection with repairs to the garage tunnel lids and material testing/engineering services for the remainder of the Midtown Park project. He stated that this item entails an extension of the contract with IDS Engineering for the period from January 2, 2019 to May 31, 2019. Director Fortson made a motion to approve the IDS Engineering Additional Services Request for Construction Management and Inspection for the Midtown Park Project. The motion was seconded by Director Fenz. Following all discussion, the motion carried by unanimous vote.

ENTRY PORTALS

Mr. Marshall reported that according to the police report that was submitted regarding the auto accident that took place last month at the Entry Portal located at the intersection of Gray and Webster, the damages to the entry portal may have been caused by an intoxicated driver. He

advised the Board that an insurance claim has been filed and that the Authority is awaiting a response from the insurance company. Mr. Marshall also advised the Board that the design team is reviewing this Entry Portal to see what, if anything could be done to help minimize future auto accidents and damages at the site.

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 Staff is closing out the Holman Street Pedestrian Enhancements Project.

APPROVE CHANGE ORDERS – SER

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

APPROVE ADDITIONAL SERVICES REQUEST FOR DESIGN/CONSTRUCTION PHASE SERVICES – IDS ENGINEERING

Mr. Marshall reported that IDS Engineering had an overrun for reimbursable expenses in the amount of \$14,880.18 which included reproduction, deliveries, agency reviews and application fees. Director Fenz made a motion to approve IDS Engineering Additional Services Request for Design/Construction Phase Services in the amount of \$14,880.18. The motion was seconded by Director Castleman and carried by unanimous vote.

MAIN STREET ENHANCEMENTS - WALTER P. MOORE / DESIGN WORKSHOP

No report was given for Main Street Enhancements for this meeting.

APPROVE CHANGE ORDERS – SER

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

CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the construction on Caroline Street progressing but that there were some weather related delays.

APPROVE CHANGE ORDERS

Mr. Marshall presented Change Order #7 for the Caroline Street Project in the amount of \$44,911.20 which includes additional signage and equipment required by the City of Houston requested Traffic Control Plan revisions. Director Fortson made a motion to approve Change

Order #7 in the amount of \$44,911.20 for additional signage and equipment required by the City of Houston for Traffic Control Plan revisions. The motion was seconded by Director Castleman and carried by unanimous vote.

FTA GRANT PROGRAM - THE GOODMAN CORPORATION

GREYHOUND BUS PRESENTATION

Upon returning into Open Session no discussion or action was taken on the Greyhound Bus Presentation. A Certified Agenda has been prepared to address this item.

WITH RESPECT TO THE FOREGOING AGENDA ITEMS, THE AUTHORITY MAY 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**
- e. **ECONOMIC DEVELOPMENT NEGOTIATIONS (SECTIONS 551.087, TEXAS GOVERNMENT CODE).**

The Board met in Executive Session to receive information and discuss matters relating to Agenda Item #7. A Certified Agenda has been prepared with respect to the matters discussed.

ADJOURN

There being no further business, Director Castleman made a motion to adjourn the meeting. The motion was seconded by Director Fortson and carried by unanimous vote.



Pam Castleman, Secretary

3/28/19

Date