

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

April 1, 2021

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, April 1, 2021 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 Thomas.

Also in attendance were Midtown Staff members: Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, David Thomas, Theresa Gilmore, Mechelle Phillips, Marlon Marshall, Mark Sullivan, Willie Larry and Edward Lacey; Barron F. Wallace and Mary Buzak of Bracewell LLP; Peggy Foreman of Burney & Foreman; Kristin Blomquist of Masterson Advisors, LLC; Algenita Scott Davis, Robert Bradford and Angie Gomez of CCPPI; Edwin Friedrichs of Walter P. Moore; Ryan LaVasseur and Sam Dike of Rice Management Company; Zack Martin of MCMD, Jeri Brooks and Ashley Small of One World Strategy Group, Theola Petteway of Alameda/OST Redevelopment Authority; Andrew Earles of A. O. Phillips; Sean Haley of CCPPI; Alderwoman Arnetta Murray of Brazoria County, Linda Morales of Gulf Coast Houston Coalition, Roberta Burroughs of Roberta Burroughs Associates; Joy Fitzgerald, Consultant for CCPPI and other attendees –Lydia Oleohant, E. Wyatt, Brian Van Tubergen, Kendra Carter, Paul Burch, Meredith McCullough, Booke Clark, Aisha Taylor, Alex Tobin, Chrystal Beasley, Dean Liscum, Meg Lousteau, Pam Campbell, Sam Oser, Whitten Stuckey, Yesenic Montoya, Sam Stoeltje, Paul Burch, Dr. Reagan Flowers, Dean Liscum, Jonathan Ezemba, Dr. Angela Jober, Monica Aizpurra, Jaison Oliver, Linda Trevino, Aliyyah Bey, Libby Bland, Uyiosa Elegon, Aris Brown, and Berty Copa. There were 85 attendees on the call; sixteen (16) 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.”**

PUBLIC COMMENTS:

Linda Morales of Gulf Coast Houston Coalition, Sam Stoeltje, Paul Burch, Aliyyah Bey, Dr. Reagan Flowers, Dean Liscum, Uyiosa Elegon, Jonahan Ezemba, Dr. Angela Joubert, Aris Brown, Berty

Copa, Meredith McCullough, and Jaison Oliver each encouraged the Board to require Rice Management Company to execute a Community Benefits Agreement exclusively with the Houston Coalition for Equitable Development without Displacement (HCEDD) as a condition to MRA entering into an Economic Development Agreement with Rice Management Company. The speakers contended that the project proposed by Rice Management Company would have a significant and negative impact on the adjacent Third Ward community and its long-term property owners and residents.

CONSENT AGENDA FOR THE AUTHORITY:

- a. Minutes for February 25, 2021;
- b. Monthly financial reports for February 28, 2021;
- c. Invoices from Trustee and Operating Accounts for March 2021;
- d. Disbursement of funds to Mid Main Properties for completion of Developer Agreement.

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 Fenz and carried by unanimous vote.

ECONOMIC DEVELOPMENT AGREEMENT WITH RICE MANAGEMENT COMPANY.

Barron Wallace reported that negotiations are ongoing and that there was not an update nor action to be taken on this matter at this meeting. Director Middleton asked if the Agreement was still on pace to be completed in 60 days. Mr. Wallace stated that he anticipates that it would likely be April or May 2021 when the Board would take action. Director Goren asked if the Rice Management Company Team would like to address any issues raised in the Public Comments. Ryan LeVasseur and Sam Dike addressed the Board. They stated that the mission of the ION is to create opportunities. Ryan LeVasseur further stated that numerous attempts were made to engage with the community including HCEDD and that community members have been invited to participate in various meetings to offer input. He further stated that the process being followed will lead to inclusion and that the project would be beneficial to the community.

MIDTOWN AFFORDABLE HOUSING PROGRAM:

Marlon Marshall reported the City of Houston granted a temporary Certificate of Occupancy in March 2021 for the Affordable Housing Operations Center. He stated that the Substantial Completion Inspection is underway and that the team is working to determine the Substantial Completion date which triggers the start of the warranty period. He thanked those Board members who attended the tour of the AHOC campus and stated that he would be happy to schedule another tour for those Board members who were unable to attend.

CHANGE ORDERS

Mr. Marshall presented the following Change Orders:

Change Order #6 in the amount of \$0.00 to add 12 days to the schedule make up for rain days. Director Murphy made a motion to approve Change Order #6 in the amount of \$0.00 to add 12 days to the schedule make up for rain days. The motion was seconded by Director Goren and carried by unanimous vote.

Change Order #24 in the amount of \$318,122.30 for additional security equipment, access control, and architectural and engineering review. Director Fenz made a motion to approve Change Order #24 in the amount of \$318,122.30 for additional security equipment, access control, and architectural and engineering review. The motion was seconded by Director Murphy and carried by unanimous vote.

Amendment #1 to the Agreement with TLC Engineering in the amount of \$43,313.50 to extend the schedule of daily inspections performed pursuant to the terms thereof. Director Goren made a motion to approve Amendment #1 to the Agreement with TLC Engineering in the amount of \$43,313.50 to extend the schedule of daily inspections performed pursuant to the terms thereof. The motion was seconded by Director Fenz and carried by unanimous vote.

RATIFY PROPERTY MANAGEMENT AGREEMENT FOR ST. CHARLES PLACE, 3113 ST. CHARLES STREET, HOUSTON, TEXAS.

Peggy Foreman of Burney and Foreman presented the terms of the Property Management Agreement with StressFree Property Solutions for management of the St. Charles Place Apartments (20 units) located at 3113 St. Charles Street, Houston, Texas, 77004. Ms. Foreman stated that written agreement was contained in the Board Packet. Director Goren made a motion to Ratify the Property Management Agreement with StressFree Property Solutions for management of the St. Charles Place Apartments. The motion was seconded by Director Fenz and carried by unanimous vote.

AUTHORIZE PROPERTY MANAGEMENT AGREEMENT FOR ONE EMANCIPATION CENTER, 3131 EMANCIPATION AVENUE.

Ms. Foreman presented the terms of the proposed Property Management Agreement for One Emancipation Center located at 3131 Emancipation Avenue, Houston, Texas, 77004 ("Property"). She stated that a draft of the proposed agreement was included in the Board Packet and that if approved, pursuant to the terms thereof, PCR Property Services, LLC, d/b/a NAI Partners, in partnership with George E. Johnson Properties, LLC, (collectively, "NAI Partners") will operate, maintain, and manage the Property on behalf of the Authority. She further stated that NAI Partners, as property manager, will provide an annual operating budget and various monthly reports relating to the Property. Director Fenz made a motion to approve and authorize execution of a Property Management Agreement with NAI Partners for One Emancipation Center. The motion was seconded by Director Bond. Director Goren abstained from discussion and vote on this agenda item. Following all discussion, the motion carried by majority vote, with 6 Directors voting "Yes", 0 Directors voting "No", and 1 Abstention.

VACANT LOT LANDSCAPE MAINTNANCE AGREEMENT.

Marlon Marshall presented a report on the Request for Proposals for Vacant Lot Landscape Maintenance services. Mr. Marshall reported that 10 companies submitted bids in response to the Invitation To Bid issued by the Authority and were evaluated and ranked by the Authority Staff and its consultants, A.O. Phillips & Associates, based on the evaluation criteria contained in the Invitation To Bid package. He stated that A.O. Phillips & Associates were asked to interview the top 3 responders using a standard set of questions, check each company's references and report their findings to the evaluation team. Peggy Foreman reported that based on the information provided, the evaluation team was unable to recommend moving forward with two of the top 3 ranked responders. She stated that the Staff was seeking authorization to move forward with one of the 3, TransTeq and would ask A.O. Phillips & Associates to continue the work of interviewing

the next highest rated responders from the list and checking references with a goal of identifying one additional qualified company for recommendation to the Board. Ms. Foreman answered questions and advised the Board that this matter would again be included on a future agenda and that the Board will have the opportunity to vote on any final agreements with the recommended responders. Director Goren made a motion to Authorize the Executive Director to move forward with the process of negotiating an agreement with TransTeq. The motion was seconded by Director Middleton. Following all discussion, the motion carried by majority vote, with 6 Directors voting “Yes”, 0 Directors voting “No”, and 1 Abstention by Director Murphy.

AFFORDABLE HOUSING DEVELOPMENT UPDATE.

Todd Edwards, Real Estate Asset Manager, gave an update on the Authority’s Affordable Housing Program. He shared information regarding the construction status of pending affordable housing projects, including those single-family homes being developed by Houston Business Development Inc. (43 homes); Cole Klein Builders (9 homes); Mayberry Homes, Inc. (15 homes); and Agape CDC (4 homes); he further stated that he and the CCPPI team working through various issues regarding close out of the St. Charles Place Apartments multi-family housing project (20 units).

MIDTOWN CAPITAL IMPROVEMENT PROGRAM:

PARKS AND GREENSPACE – WALTER P. MOOR / DESIGN WORKSHOP

BAGBY PARK – STORAGE AND RENOVATIONS

Mr. Marshall reported that the Bagby Park contractor is finalizing project close out requirements and documentation. He stated that the Kiosk tenant’s design plans are still being reviewed by the City for permitting.

CHANGE ORDERS

Mr. Marshall presented Change Order #10 in the amount of \$6,072.75 for project closeout quantity overruns/underruns for drainage and landscape items. Director Murphy made a motion to approve Change Order #10 in the amount of \$6,072.75 for project closeout quantity overruns/underruns for drainage and landscape items. The motion was seconded by Director Goren and carried by unanimous vote.

CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the Contractor for the Caroline Street Reconstruction Project continues paving activity between Hadley and Pierce Streets and has started paving at the intersection of Webster and Caroline Streets. Waterline installation is ongoing between Gray and Pierce Streets, and drainage installation is ongoing at Gray and Elgin Streets. Sidewalk installations are progressing between Dennis and McIlhenny Streets. Work on the rain gardens and electrical conduit for streetscape lighting and irrigation continues on the block faces between McGowen and Pierce Streets.

CHANGE ORDERS

Mr. Marshall presented the following Change Orders:

Change Order #16 in the amount of \$4,618.54 for the adjustment of electrical conduit runs and power configurations for rectifier cabinets. Director Goren made a motion to approve Change Order #16 in the amount of \$4,618.54 for the adjustment of electrical conduit runs and power configurations for rectifier cabinets. The motion was seconded by Director Murphy and carried by unanimous vote.

Change Order #46 in the amount of \$15,351.51 for revisions to the traffic control plan for construction operations along Gray Street, between Austin and Caroline Streets, due to the addition of bike lanes and parking lanes on Gray and Austin Streets since the onset of the project. Director Murphy made a motion to approve Change Order #46 in the amount of \$15,351.51 for revisions to the traffic control plan for construction operations along Gray Street, between Austin and Caroline Streets, due to the addition of bike lanes and parking lanes on Gray and Austin Streets since the onset of the project. The motion was seconded by Director Goren and carried by unanimous vote.

Mr. Marshall reported on the street overlay assessment that is performed every two years by the City of Houston. The Authority uses the street assessment provided by the City to plan and budget for its capital improvement program. The Authority works with the City to process and prioritize the capital improvement program. The City's 2017-2018 assessment was not completed due to Hurricane Harvey. The City expects to have the 2019-2020 data available in second quarter of 2021. Once the 2019-2020 street assessment data is available, the Midtown staff and City representatives will review and prioritize street overlays in the District which will be funded by the Authority with the unexpended funds allocated in the CIP budget.

PEDESTRIAN SAFETY ENHANCEMENTS.

Mr. Marshall reported that the Pilot Project for the Pedestrian Safety Enhancements in collaboration with the Midtown Management District to install crosswalk and curb enhancements at the intersections of Brazos and Webster Streets and the Elgin and Jackson Streets has been completed. The staff and consultants are in the process of evaluating the completed project and getting public input on the impact of the Pedestrian Safety Enhancements that were installed.

CHANGE ORDERS

Mr. Marshall presented Change Orders:

Change Order #1 in the amount of \$4,680.00 for 18 additional tuff curbs at the Brazos and Webster Streets intersection. Director Goren made a motion to approve Change Order #1 in the amount of \$4,680.00 for 18 additional tuff curbs at the Brazos and Webster Streets intersection. The motion was seconded by Director Murphy and carried by unanimous vote.

Change Order #2 in the amount of \$2,192.77 for six additional tuff curbs with delineators and striping at the Elgin and Jackson Streets intersection. Director Murphy made a motion to approve Change Order #2 in the amount of \$2,192.77 for six additional tuff curbs with delineators and striping at the Elgin and Jackson Streets intersection. The motion was seconded by Director Goren and carried by unanimous vote.

REQUEST FOR QUALIFICATIONS FOR ARCHITECTURAL AND ENGINEERING SERVICES.

Mr. Marshall reported that the Authority issued a Request for Qualifications (RFQ) for Architectural and Engineering Services on March 19, 2021. He stated that the process is being handled by Midtown staff and Bracewell, LLC. He stated that MRA will select firms to be a part of a group of pre-qualified consultants who will thereafter be awarded contracts to provide Architectural and Engineering Services on a case-by-case basis. Mr. Marshall reported that 136 persons attended the mandatory pre-proposal meeting on March 23, 2021 via WebEx video conference call to review and ask questions regarding the RFQ. Responses to the RFQ for Architectural and Engineering Services are due April 13, 2021 and an update will be provided at the next Board of Directors meeting.

DocuSigned by:
Caton M. Fenz
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Caton Fenz, Assistant Secretary

5/1/2021

Date