

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

May 16, 2019

A special meeting of the Board of Directors (the “Board”) of the Midtown Redevelopment Authority (the “Authority”) was held at the Authority’s offices in Third Floor Conference Room of the Houston Exponential Building, 410 Pierce, Houston, Texas 77002, on Thursday, May 16, 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 Foster, Thomas and Dudley.

Also in attendance were Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, Cynthia Alvarado, Sally Adame, Theresa Gilmore, David Thomas, Jalisa Hurst, Mechelle Phillips, Madeline Pena, Amaris Salinas and Mark Sullivan of Midtown; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Zack Martin of MCMD; Ciara Jarmen of Etheos; Henrieta Bodner of Super Neighborhood #62; Stefan Galajeth of Live Oak; Kristin Blomquist of Masterson Advisors; Jennifer Curley of the City of Houston; and Gerald Wilson of Almeda/OST TIRZ.

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

PUBLIC COMMENT.

There were no public comments at this meeting.

CONSENT AGENDA FOR THE AUTHORITY:

- a. **Minutes for April 30, 2019;**
- b. **Monthly financial reports for April 2019;**
- c. **Invoices from Trustee and Operating Accounts for May 2019.**

Executive Director Thibodeaux presented the Consent Agenda. He explained that agenda items b-c were being tabled due to the computer server malfunction which left the Staff unable to process and print the supporting information for agenda items b-c. Director Fenz made a motion to approve consent agenda item a. The motion was seconded by Director Goren and carried by unanimous vote.

JOINT AGENDA FOR THE MIDTOWN REINVESTMENT ZONE AND THE AUTHORITY:

a. 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 has a meeting scheduled for tomorrow, May 17, 2019, with representatives of certain Harris County departments to discuss 2 remaining issues for the Restated and Revised Interlocal Agreement between Harris County, Midtown Redevelopment Authority and Tax Increment Reinvestment Zone Number Two, specifically, the base year and cap value.

b. PROJECT PLAN AMENDMENT AND SUPPLEMENT TO DEBT AUTHORIZATION;

No report was given on the Project Plan Amendment and Supplement to Debt Authorization at this time.

c. ADVANCING TERM LOAN WITH COMPASS MORTGAGE CORPORATION.

Kristin Blomquist with Masterson Advisors reported on the negotiated terms of the advancing term loan with Compass Mortgage Corporation for construction of the Operations Center. Barron Wallace presented a resolution relating to the Advancing Term Loan. Director Fenz made a motion to approve the Resolution Approving an Advancing Term Loan from Compass Mortgage Corporation; Authorizing Financing of Capital Infrastructure Projects; and Approving Matters Relating Thereto. The motion was seconded by Director Castleman. Following all discussion, the motion carried by unanimous vote.

MIDTOWN BUILDING OPTION: LETTER OF INTENT FOR OPTION OF PROPERTY.

Barron Wallace reported that he had reached out to the Developer to receive additional information and was waiting to hear back from him.

BAGBY PARK RESTAURANT KIOSK LEASE.

Mr. Wallace reported that the final draft of the lease with La Calle, LLC was almost complete and will be provided to Directors Erwing and Castleman to review. Once they have completed their review of the final draft, the Executive Director will execute the lease on behalf of the Authority, as authorized by the Board at the April 30, 2019 Board meeting.

MIDTOWN AFFORDABLE HOUSING PROGRAM:

a. AFFORDABLE HOUSING OPERATIONS CENTER;

i. Financing Options

This item was discussed and considered under the Joint Agenda item entitled “Advancing Term Loan with Compass Mortgage Corporation”.

b. AFFORDABLE HOUSING DEVELOPMENT

Todd Edwards provided an update on the status of pending affordable housing projects. He shared pictures of a 1,610 sq. ft. single family home, containing 3 bedrooms, 2 baths and a 2 car garage which was recently completed by Cole/Klein Builders, LLC on property located at 5207 Crosby Street. Mr. Edwards advised the Board that legal counsel was working to finalize the Developer Agreements with Cole/Klein Builders, LLC and Epic Homes, LLC for construction of 5 and 9 single family homes, respectively. He stated that the Authority has received requests for lots from the following non-profit organizations - Houston Business Development, Inc., Houston Habitat for Humanity and ReWard Third Ward CDC, which are in the process of being reviewed.

MIDTOWN CAPITAL IMPROVEMENTS PROGRAM:

a. PARKS AND GREENSPACE - WALTER P MOORE / DESIGN WORKSHOP

i. MIDTOWN PARK

Marlon Marshall reported that the revised sanitary sewer installation in the Front 90 Plaza area has been completed. He stated that the construction team has completed approximately one-half (½) the sidewalk and most of the pavers over the sanitary sewer lines in the Front 90 Plaza.

1. APPROVE PARK CHANGE ORDERS – MILLIS

There were no Park change orders presented for consideration.

2. APPROVE WORK ORDER FOR CONSTRUCTION MANAGEMENT AND INSPECTION SERVICES

Mr. Marshall presented the Work Order for Construction Management and Inspection Services in the amount of \$57,560.00 to close out construction at Midtown Park. Director Fortson made a motion to approve the Work Order for Construction Management and Inspection Services in the amount of \$57,560.00. The motion was seconded by Director Fenz. Following all discussion, the motion carried by unanimous vote.

b. CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the Contractor is continuing work along Caroline Street. He stated that the contractor is nearing completion of the initial segment of waterline installation on the east side of Caroline between Elgin and McGowen Streets. He further reported that the storm sewer installations on Anita Street between Caroline and Austin is almost complete after which time the contractor will then move to McIlhenny Street.

i. APPROVE CHANGE ORDERS

Mr. Marshall stated that there were no change orders for consideration at this time related to the Caroline Street Project.

c. FTA GRANT PROGRAM - THE GOODMAN CORPORATION.

No report was given on this agenda item at this meeting.

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).**

There was no executive session.

ADJOURN.

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



Pam Castleman, Secretary

6/18/19
Date