

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

September 27, 2012

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, September 27, 2012 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 Directors Briscoe, Collier, Mitchell and Erwing.

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, Araceli Rodriguez and Theresa Gilmore of the Authority; F. Charles LeBlanc and Phillip Franshaw, consultants for the Authority; Cynthia Alvarado of the Midtown Management District; Barron F. Wallace of Bracewell & Giuliani LLP; Mary Clarke Buzak and Jessie Bounds of the City of Houston, Texas (the "City"); Peggy Foreman of Burney & Foreman; Alyssa Hill of Gainer, Donnelly & Desroches; Carmilo Daza of Walter P. Moore Engineers; and Patricia Frayre of IDS Engineer Group, Bryan Brown of The Goodman Corporation; Martha Blackwell of Asia Society; Dan Barnum and David Edwards Property Owners; Chap Chapman of NGA and Mary London Lehman of Wilson, Cribbs & Goren.

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 AUGUST 30, 2012.**
- b. **MONTHLY FINANCIAL REPORT OF THE AUTHORITY FOR AUGUST 2012.**
- c. **INVOICES OF THE AUTHORITY FROM TRUSTEE AND OPERATING ACCOUNTS FOR SEPTEMBER 2012.**

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

FIFTH AMENDMENT TO THE PROJECT PLAN AND FINANCING PLAN.

a. APPROVAL OF REVISED ARTICLES OF INCORPORATION AND BYLAWS.

Barron F. Wallace of Bracewell & Giuliani LLP reported the Articles of Incorporation and Bylaws were being revised to align with the current IRS regulations and state law.

Director Tranpark made a motion to approve the revision of the Articles of Incorporation and Bylaws. The motion was seconded by Director Goren, which carried by unanimous vote.

FISCAL YEAR 2012 FINANCIAL AUDIT.

Alyssa Hill with Gainer Donnelly & Desroches presented the draft of the Fiscal Year 2012 Financial Audit. Ms. Hill noted that it was a clean opinion, no new standards as in prior years and no single audit was required this year. She also reported that the expenses are in line with the budget and project plan and the Authority is in compliance with the Investment Policy and Act.

Director Taylor made a motion to approve the Fiscal Year 2012 Financial Audit. The motion was seconded by Director Goren, which carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM.

a. RESOLUTION AUTHORIZING AND RATIFYING ENTERING INTO CERTAIN REAL ESTATE CONTRACTS AND THE ACQUISITION OF CERTAIN PROPERTIES BY THE AUTHORITY

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

a. REWARD THIRD WARD GRANT AGREEMENT

Mr. Edwards reported the project is expected to be complete December 2012 and the Authority had funded the grant.

b. ONGOING AFFORDABLE HOUSING PROJECTS.

It was noted that the summary report was included in the Board's Packet and that the pilot project with Row House CDC was moving forward with construction.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

BAGBY STREET RECONSTRUCTION – WALTER P. MOORE

Marlon Marshall reported tunneling work of the storm sewer along Bagby Street continues. The project is progressing as scheduled.

PARKS AND GREENSPACE – WALTER P. MOORE

MIDTOWN PARK

Staff met with the design team to review the bids received August 28, 2012 to determine if Midtown will accept the bid proposals or re-bid the project.

SUPERBLOCK PARK

Mr. Marshall reported to the Board that the Land Exchange Agreement with Camden Property Trust was moving forward and the park site is anticipated to be enlarged to 3 acres. The design team is working to upgrade the originally proposed design to the larger size.

GRAY STREET PEDESTRIAN ENHANCEMENTS – CLARK CONDON ASSOCIATES

Mr. Marshall reported that Arriba Construction is continuing with construction on the Gray Street Pedestrian Enhancements on the south side of the street. He reported that the final walk through with the contractor on Phase I of the project has been completed with only a few landscaping issues to be resolved. The maintenance of Phase I will now be turned over to the Midtown Management District.

HCC CAPITAL PROJECTS - PATE ENGINEERS

Mr. Marshall reported that entry plazas will be incorporated into the final plans for Holman and Alabama Street projects. The Holman Street project is continuing to move forward with anticipated plan approval in October 2012. Alabama Street project remains on hold pending the City direction regarding a 60-inch waterline that may be placed on Alabama Street.

CAROLINE STREET IMPROVEMENTS.

The design team has submitted a preliminary engineering report to the City and is awaiting comments in order to schedule a meeting with the Technical Review Committee. A public meeting will be held to solicit feedback from property owners and stakeholders.

FTA CONSULTANT CONTRACT EXTENSION – THE GOODMAN CORPORATION.

Bryan Brown with The Goodman Corporation presented scope of services for their proposed contract extension. Director Goren made a motion to approve the contract extension for the Midtown Federal Program in the amount of \$145,000. The motion was seconded by Director Tranpark, which carried by unanimous vote.

MIDTOWN CULTURAL ARTS AND ENTERTAINMENT DISTRICT.

EXISTING CULTURAL FACILITY GRANT AGREEMENTS.

Mr. Thibodeaux reported that the Midtown Management District had applied for and had received a Cultural Arts & Entertainment Designation from the Texas Arts Commission.

FUTURE GRANT OPPORTUNITIES AND GUIDELINES.

Barron F. Wallace of Bracewell & Giuliani LLP presented a memorandum outlining a 380 policy and guidelines for Cultural Facilities to assist in future grant award considerations.

AMENDED AND RESTATED LEASE WITH OPTION TO PURCHASE RELATING TO THE HOUSTON MUSEUM OF AFRICAN AMERICAN CULTURE.

Mr. Wallace presented the Amended and Restated Lease with Option to Purchase between the Houston Museum of African American Culture and the Authority. Director Tranpark made a motion to approve the Amended and Restated Lease with Option to Purchase. The motion was seconded by Director Taylor, which carried by unanimous vote.

WITH RESPECT TO THE FOREGOING AGENDA ITEMS, CONDUCT AN EXECUTIVE SESSION WITH REGARDS 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 did not conduct an executive session.

ADJOURNMENT

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



Pamela Ngo Tranpark, Secretary

11/29/12

Date