

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

September 30, 2021

A regular meeting of the Board of Directors (the “Board”) of the Midtown Redevelopment Authority (the “Authority”) was held in person and by video conferencing at the offices of Bracewell LLP, 711 Louisiana, Suite 2300, Houston, Texas 77002, on Thursday, September 30, 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		

Directors Odom, Bond, Murphy, Goren and Middleton were physically present at the meeting location; Directors Fenz and Foster were present via video conferencing and Director Thomas was absent.

Also physically present at the meeting location were Barron F. Wallace and Mary Buzak of Bracewell LLP .

In attendance via video conferencing were Midtown Staff members: Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, David Thomas, Theresa Gilmore, Marlon Marshall, Jaime Giraldo, and Cynthia Alvarado; Peggy Foreman of Burney & Foreman; Algenita Davis, Robert Bradford and Angie Gomez of CCPPI; Rachel Ray of Walter P. Moore; Zack Martin of MCMD, Jennifer Curley of the City of Houston; Jeri Brooks and Ashley Small of One World Strategy Group; Jessica Ortiz and Alyssa Hill of Carr, Riggs & Ingram; Tim Buscha of IDS Engineering; Alex Ramirez of Design Workshop; Theola Petteway of OST/Alameda Redevelopment Authority; Interim Executive Director Sean Haley of CCPPI; Theodore Andrews of TIRZ #25; Alex Ramirez of Design Workshop; Mariana Raschke of The Goodman Corporation, Joy Fitzgerald, Consultant for CCPPI; Roberta Burroughs of Roberta Burroughs & Associates and other attendees – Elizabeth Dees, Bill Haley, Allen Douglas, Cynthia Aceves-Lewis, Kris Hayes, George Wyche, Elizabeth Martin, Emily Patterson, Brother Eric Muhammad and Dr. Abdul Haleem Muhammad. There were 48 attendees present via video conferencing.

Chairman Odom called the meeting to order and welcomed guests.

PUBLIC COMMENTS:

Cynthia Aceves-Lewis thanked the Board and staff for their hard work and time. Ms. Lewis asked why the Caroline Street Project was taking so long to complete, why there were issues with the project including incomplete sidewalks. She stated that the residents in the area wanted the project to be completed as soon as possible and asked what could be done to make that happen.

CONSENT AGENDA FOR THE AUTHORITY:

- a. **MINUTES FOR AUGUST 26, 2021;**
- b. **MONTHLY FINANCIAL REPORTS FOR AUGUST 30, 2021;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR AUGUST 2021;**

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 Murphy and carried by unanimous vote.

FISCAL YEAR 2021 FINANCIAL AUDIT.

Jessica Ortiz of Carr, Riggs & Ingram, presented the Fiscal Year 2021 Financial Audit and Required Communications Letter. Ms. Ortiz stated that her firm was issuing a clean, unmodified opinion and that the Authority's basic financial statements present fairly, in all material respects, the financial position of the governmental activities and each major fund of the Authority, as of June 30, 2021, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States. Following all discussion, she reported that she did not have any concerns and none were expected for the Fiscal Year 2021 Financial Audit. Director Bond made a motion to approve the Fiscal Year 2021 Financial Audit as presented. The motion was seconded by Director Murphy. Following all discussion, the motion carried by unanimous vote.

INVESTMENT REPORTS FOR QUARTERS ENDING DECEMBER 31, 2020 AND JUNE 30, 2021.

Mr. Thibodeaux presented the Investment Reports for the quarters ending December 31, 2020 and June 30, 2021, noting that all funds have been invested in accordance with the Authority's Investment Policy. He stated that a more comprehensive written Investment Report for each quarter was contained in the Board Packet. Director Goren made a motion to accept the Investment Reports as presented for the quarters ending December 31, 2020 and June 30, 2021. The motion was seconded by Director Bond and carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM

AFFORDABLE HOUSING OPERATIONS CAMPUS;

Marlon Marshall reported that the largest tenant of the Affordable Housing Operations Campus Office Building ("AHOC" office building) is currently in the process of building out their lease space on the first floor of the office building.

CHANGE ORDERS;

Mr. Marshall presented the following Change Orders:

Change Order #25R4 - Mr. Marshall reported that a review of Change Orders that Arch-Con funded were not shown on the contract documents therefore there was a credit back of the remaining allowances from the reconciliation back up for a credit in the amount of \$141,017.02.

Change Order in the amount of \$29,558.39 for demolition, construction and electrical infrastructure for the first-floor reception/security desk area in the office building. Mr. Marshall responded to various questions regarding the Scope of Work to be provided under this change order. He explained that modifications were required to the original designs which were anticipated that the office building would be managed remotely. Director Fenz made a motion to approve Change Order in the amount of \$29,558.39 for demolition, construction and electrical infrastructure for the first-floor reception/security desk area in the office building. The motion died for lack of a second.

Several Board members asked Mr. Marshall to revisit the Scope of Work for the project with the design team and to see what could be done to value engineer the project and bring back to the Board for consideration at a future Board meeting.

APPROVE PROFESSIONAL SERVICES AGREEMENT AND WORK ORDER FOR PROJECT MANAGEMENT SERVICES – VERGEL GAY & ASSOCIATES

Mr. Marshall presented the Professional Services Agreement and Work Order for Project Management Services with Vergel Gay & Associates, LLC in the amount of \$81,100.00 for services related to planning, designing, and constructing tenant improvements of the remaining office space in the AHOC office building. Director Goren made a motion to approve the Professional Services Agreement and Work Order for Project Management Services with Vergel Gay & Associates, LLC in the amount of \$81,100.00 for property management of interior building improvements of the remaining office space in the AHOC office building. The motion was seconded by Director Foster and carried by unanimous vote.

PRESENTATION REGARDING DEVELOPMENT AGREEMENT WITH COLE KLEIN BUILDERS, LLC

Peggy Foreman presented the request from Cole Klein Builders, LLC for purchase of six additional tracts of vacant land for the purpose of constructing 6 single family affordable homes for sale to low to moderate income qualified homebuyers. Ms. Foreman advised that, subject to Board authorization to move forward, a Development and Purchase Agreement would be negotiated with Cole Klein Builders, LLC, for the conveyance of six tracts of vacant land at \$1.50 per square foot. Director Goren made a motion to authorize the staff and attorneys to negotiate a Development and Purchase Agreement with Cole Klein Builders, LLC. The motion was seconded by Director Murphy and carried by unanimous vote.

PRESENTATION REGARDING A MULTI-FAMILY AFFORDABLE HOUSING PROJECT TO BE LOCATED AT 0 CALHOUN, HOUSTON, TX. – HORIZON INTERNATIONAL GROUP, LLC AND A.C.T.I.O.N., CDC.

Joy Fitzgerald made a presentation on behalf of CCPPI, regarding the Request for Proposals issued for development of multi-family affordable housing on the tract of land known as 0 Calhoun Road. She presented a summary of the timeline to receive responses to the RFP and the process used to review and evaluate the responses. She stated that 6 responses were received and that interviews were conducted with each of the entities that responded. Ms. Fitzgerald reported that once the evaluation team completed its work, the response provided by Horizon International Group, LLC and A.C.T.I.O.N. CDC scored the highest based on the scoring criteria set out in the RFP. She described the proposed project as an approximately 72-unit multi-family affordable housing project serving low to moderate income households. Director Bond made a motion to authorize the staff and attorneys move forward with negotiating a development agreement and/or provide site control of the 0 Calhoun Road property to Horizon International Group, LLC and A.C.T.I.O.N. CDC to allow the group to move forward with securing funding for the project. The motion was seconded by Director Middleton and carried by unanimous vote.

AFFORDABLE HOUSING DEVELOPMENT UPDATE.

Mr. Edwards reported that Chairman Odom and Mr. Wallace had met with the Mayor and members of his staff to discuss how the City can assist with infrastructure improvements for certain properties in the Midtown land inventory.

Mr. Edwards further reported that Cole Klein Builders, LLC. had completed the construction of nine (9) single family affordable homes in the 3rd Ward area on lots sold to them by the Authority. He stated that

almost all of the nine homes have been conveyed to qualified homebuyers who have moved into their new homes. Mr. Edwards further reported that all twenty (20) of the affordable housing multi-family units at St. Charles Place which were constructed as part of the AHOC have been leased.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM:

ARCHITECTURAL AND ENGINEERING SERVICES

APPROVE PROFESSIONAL SERVICES AGREEMENT AND WORK ORDER FOR ON-CALL SERVICES

DESIGN WORKSHOP
LIONHEART PLACES
OJB LANDSCAPE ARCHITECTURE
WALTER P MOORE

Mr. Marshall reported that the Professional Services Agreement with Design Workshop is still being negotiated and will be presented to the Board at a future meeting. He asked that the Board approve Professional Services Agreements with the remaining 3 firms.

Director Goren made a motion to approve a Professional Services Agreement and Work Order for On-Call Services with Lionheart Places in an amount not to exceed \$100,225.00. The motion was seconded by Director Murphy and carried by unanimous vote.

Director Goren made a motion to approve a Professional Services Agreement and Work Order for On-Call Services with OJB Landscape Architecture in an amount not to exceed \$90,365.00. The motion was seconded by Director Bond and carried by unanimous vote.

Director Murphy made a motion to approve a Professional Services Agreement and Work Order for On-Call Services with Walter P. Moore Engineering in an amount not to exceed \$139,650.00. The motion was seconded by Director Middleton and carried by unanimous vote.

PARKS AND GREENSPACE – WALTER P. MOORE / DESIGN WORKSHOP

BALDWIN PARK

Mr. Marshall reminded the Board that the Baldwin Park Improvements Project includes installation of additional playground equipment, perimeter lighting, electrical infrastructure, and expansion of the detention pond in the park. He stated that the construction contract for the project was awarded to Landscape Art for an amount not to exceed \$463,558.31. He reported that coordination discussions are ongoing with the City of Houston, Houston Parks and Recreation Department for the construction kickoff since Baldwin Park is a City-owned park which is maintained by Midtown pursuant to the terms of an agreement with the City. The anticipated project start is late October 2021 and the project duration is estimated to be approximately six months.

APPROVE WORK ORDER FOR CONSTRUCTION ADMINISTRATION SERVICES;

Mr. Marshall presented a Work Order for Middleton Brown Construction to provide Construction Administration Services in an amount not to exceed \$69,820.24. Director Murphy made a motion to approve the Work Order for Middleton Brown Construction to provide Construction Administration

Services in an amount not to exceed \$69,820.24. The motion was seconded by Director Goren and carried by unanimous vote.

APPROVE WORK ORDER FOR CONSTRUCTION MANAGEMENT AND INSPECTION SERVICES;

Mr. Marshall presented a Work Order for Walter P. Moore & Design Workshop to provide Construction Management and Inspection Services in an amount not to exceed \$37,932.00. Director Bond made a motion to approve the Work Order for Construction Management and Inspection Services in an amount not to exceed \$37,932.00. The motion was seconded by Director Murphy and carried by unanimous vote.

CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the Contractor for the Caroline Street Reconstruction Project continues with roadway paving activity at the Gray, Webster, and McGowen Street intersections. He additionally reported that drainage and paving activities have resumed on Elgin Street following AT&T's completion of repairs to damaged manhole and duct bank facilities. He also reported that the rain garden media, landscape installation, mulch, tree plantings and irrigation installations are ongoing between Elgin and Hadley Streets.

CHANGE ORDERS

Mr. Marshall presented the following Change Orders:

Change Order #54 in an amount not to exceed \$1,687.96 for the removal of steel casing from the existing 16-inch waterline to perform wet connection and cut and plug near Pierce Street. Director Goren made a motion to approve Change Order #54 an amount not to exceed \$1,687.96 for the removal of steel casing from the existing 16-inch waterline to perform wet connection and cut and plug near Pierce Street.

Change Order #55 in an amount not to exceed \$5,799.05 for cutting and plug of an existing 20-inch waterline near Pierce Street. Director Murphy made a motion to approve Change Order #55 in an amount not to exceed \$5,799.05 for cutting and plug of an existing 20-inch waterline near Pierce Street. The motion was seconded by Director Goren and carried by unanimous vote.

Change Order for Traffic Systems Construction in an amount not to exceed \$8,333.05 for the installation of two bike/pedestrian signals and regulatory signage for the bike lanes at the intersection of Caroline and Gray Streets. Director Goren made a motion to approve Change Order for Traffic Systems Construction in an amount not to exceed \$8,333.05 for the installation of two bike/pedestrian signals and regulatory signage for the bike lanes at the intersection of Caroline and Gray Streets. The motion was seconded by Director Bond and carried by unanimous vote.

Change Order for CenterPoint Energy in an amount not to exceed \$1,274.00 for the installation of temporary cobra-head streetlights on Caroline Street between Webster and Hadley Streets. Director Goren made a motion to approve a Change Order for CenterPoint Energy in an amount not to exceed \$1,274.00 for the installation of temporary cobra-head streetlights on Caroline Street between Webster and Hadley Streets. The motion was seconded by Director Murphy and carried by unanimous vote.

EXECUTIVE SESSION

The Board did not enter into a closed executive session at this meeting.

ADJOURN

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

DocuSigned by:

Caton M. Fenz

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Caton Fenz, Assistant Secretary

11/5/2021

Date