



PASADENA ECONOMIC DEVELOPMENT CORPORATION

NOTICE

TAKE NOTICE that the Board of Directors (“the Board”) of the Pasadena Economic Development Corporation will hold a **Pre-Board meeting at 3:00 p.m. and a Board meeting immediately following the Pre-Board Meeting, in the Pre-Council Conference Room, 1149 Ellsworth Drive, Pasadena, Texas, on Thursday, February 27, 2020.** At such meeting, the Board will consider the following matters:

BOARD MEETING AGENDA

1. Call to order.
2. Invocation.
3. Pledges of Allegiance.
4. Consideration of approval of minutes from the meeting held on January 23, 2020.
5. Public Comments.
6. Public Hearing
 - a. Consideration to approve an Amendment to the Annual Budget for the Fiscal Year 2020 to include:
 - i. Funding additional \$2,200,000.00 for Utility Development Improvements (M018). Funds may be used for all costs associated with construction of utilities, traffic, drainage and pavement improvements for proposed and existing developments where there is no utility service, limited service and/or inadequate service and any other costs described by Section 501.103, Local Government Code.
 - ii. Funding additional \$1,000,000.00 for Corridor Development Improvements Project (S113). Funds may be used for all costs associated with infrastructure improvements such as roadways, drainage, utilities, traffic and any other work associated with such improvements, including, without limitation, infrastructure and other costs described by Section 501.103, Local Government Code.
 - iii. Funding \$1,000,000.00 for Quality of Life Projects. Funds may be used for all costs associated with land, buildings, equipment, facilities, and improvements found by the board of directors to be required or suitable for use for public park purposes, including parks and park facilities, open space improvements, exhibition facilities, related

automobile parking facilities, and related roads, streets, and water and sewer facilities, and other related improvements that enhance any of the items described Sections 501.103 and 505.152, Local Government Code.

7. Project Status Update from Robin Green, Director of Public Works.
8. Report by Executive Director.
9. Board Actions – Resolutions.
 - a. Consideration to approve an Amendment to the Annual Budget for the Fiscal Year 2020 to include:
 - i. Funding additional \$2,200,000.00 for Utility Development Improvements (M018). Funds may be used for all costs associated with construction of utilities, traffic, drainage and pavement improvements for proposed and existing developments where there is no utility service, limited service and/or inadequate service and any other costs described by Section 501.103, Local Government Code.
 - ii. Funding additional \$1,000,000.00 for Corridor Development Improvements Project (S113). Funds may be used for all costs associated with infrastructure improvements such as roadways, drainage, utilities, traffic and any other work associated with such improvements, including, without limitation, infrastructure and other costs described by Section 501.103, Local Government Code.
 - iii. Funding \$1,000,000.00 for Quality of Life Projects. Funds may be used for all costs associated with land, buildings, equipment, facilities, and improvements found by the board of directors to be required or suitable for use for public park purposes, including parks and park facilities, open space improvements, exhibition facilities, related automobile parking facilities, and related roads, streets, and water and sewer facilities, and other related improvements that enhance any of the items described Sections 501.103 and 505.152, Local Government Code.
 - b. Consideration to authorize Staff to negotiate and execute a Professional Service Agreement with Middleton Brown, LLC for Design of Fairmont Parkway Drainage Improvements- Burke Rd to Preston Ave as part of the Corridor Development Project (S113) in the amount of \$450,000.00.
10. Comments by Board Members.
11. Executive Session.

- a. Convene in executive session pursuant to Section 551.087, Texas Government Code to deliberate regarding economic development negotiations for Business Attraction/Retention Projects.
 - b. Convene in executive session pursuant to Section 551.072, Texas Government Code to deliberate the purchase, exchange, lease or value of real property. – Project #2001.
12. Reconvene Into Regular Session.
- a. Deliberation regarding economic development negotiations for Business Attraction/Retention Projects.
 - b. Deliberation regarding real property – Project #2001.
13. Adjournment.



PASADENA ECONOMIC DEVELOPMENT CORPORATION
Pre-Board Meeting
Conducted in the Pre-Council Conference Room at City Hall
January 23, 2020, 3:00 p.m.
Minutes

Members present:

Steve Cote, President
Rick Lord, Vice President
Emilio Carmona, Secretary
Marilyn Wilkins, Treasurer
Ernesto Paredes
Salvador Serrano, Jr.
Steve Phelps

Members Absent:

Others Present:

Jeff Moore, Brown & Hofmeister, LLP (via phone)
Carlos Guzman, Pasadena EDC Executive Director
Rick Guerrero, Pasadena EDC Manager
Suzette McDowell, Pasadena EDC Marketing Manager
Sheena Salvino, Pasadena EDC Redevelopment Manager
Robin Green, Public Works Director
Karina Tomlinson, PEDC Assistant Secretary
Jomie Blumreich, City Controller

Call to Order

The Pre-Board meeting for the January 23, 2020 Pasadena Economic Development Corporation was called to order at 3:00 p.m. by President, Steve Cote.

10. b) Sheena and Carlos briefly presented the Board with a few slides to review the Clark Condon and Staff recommendations for the Pasadena Blvd Master Plan that was originally presented in July. Sheena used Google Earth to allow visualization of current views and possible future treatments for each area of the Pasadena Blvd Master Plan. Steve Cote added that the emphasis is to change the aesthetics of the road and it's mobility based on the changes in the geographies of the area there so that it's not just a 68 ft. wide 4 lane highway. Instead of people just stopping at the corner to get gas and get back on the freeway, you want people to come down the road and into the city and neighborhoods. You're creating an area that you want people to slow down more, enjoy the environment, and possibly shop a little. Emilio Carmona stated that he had a problem. That first impression is important so, if we're not going to put a lot of attention on the intersection of Pasadena Blvd & 225 all it's going to be is a place

to stop and get gas and keep going. He'd like to see something to create a wow factor and that it's the beginning of a nice street. He pointed out that the first thing people see is a cash checking building. Sheena stated we are looking at treatments that will make it look like it cares about itself, a standard is where we want to get to. If the standard is pave the road, then that's it. We have to think about the context for what we're doing there. Emilio added that he'd like to see a little bit more green space, nice sidewalks, nice lighting. Sheena added an important note that we might not want to treat that intersection that way because there are a lot of large trucks that use that entrance into the City which is why you see the degradation of the curbing and why you often see things knocked down and moved out of place. Marilyn added that she believes that in order to do that she thinks that would require taking land from the Gas station and check cashing businesses. Sheena stated that it's important to consider what the use is, and although it is an entrance to Pasadena it is also a service area to Pasadena. This area is very central for cars commuting in and out of the city and you don't really want to put a pedestrian in a place where people are trying to catch a yellow light. Emilio just suggested adding some aesthetics in the area that will be touched on in the Redevelopment Update later in the meeting.

- c) Carlos provided some details regarding this item stating that Commissioner Garcia's office has put out a call for projects. The EDC is working with Public Works and together have identified 2 projects. Part of the application is to have a letter of support from the entity and City Council is doing one, but since we will be funding part of the projects we are required to submit a letter as well. If we were to be awarded we would be leveraging county funds. The 2 projects are the convention center drainage and the other is the Boggy Bayou. He stated that when the property was originally acquired from La Porte one of the requirements was that we had to do onsite detention, which is 15 acres. One way or another we have to do that when we develop that site. If we were to get the project we would be able to develop the entire site. Robin Green added that what we'd like to do is put the detention in the Red Bluff ROW South of Fairmont. There is a first reading for the contract in February with the County for flood control for \$8.2M. When we do that, it will release the 15 acres that's on the 99 acres. Boggy Bayou parallels BW8 and it's going to be a 50/50 between Deer Park and Pasadena. Steve Phelps asked if La Porte is in support of one of the projects to which Robin answered that Harris County already approved the agreement between flood control and La Porte for us. This is going forward and you're leveraging your money basically.
- d) Carlos added that this is a continuation of the program and that there have been nothing but positive comments. Steve Cote stated that the program is cultivating future leaders of the City and he feels it's a good program.
- e) Carlos spoke a little about the goals of the Strategic Plan and that one was to overcome the negative image of Pasadena currently. There are a lot of assets that people don't know about so this would help a little bit because of the talk show component of the new marketing package. Another reason this sounds appealing is because the Chamber is working with high school students so they're getting training for future workforce so it checks a lot of the boxes. Suzette added that there have

been many conversations about what we can do from a marketing standpoint and we decided not to go to a big marketing agency prematurely, partnering with the Chamber on this can help spread the word about the good things happening in Pasadena. Marilyn asked if the \$6k covered a year's worth of services to which Carlos responded that it is for 12 months. Cristina Womack added some comments about how the IMPACT program spurred conversations and collaborations that led to the creation of "Discover Pasadena" and the benefits of working with the A/V students. Steve Cote added another key thing is that we are not the only funding source of the program.

- f) Carlos stated that this is just an administrative item.

Pre-Board meeting Adjourned at 3:32 pm.

PASADENA ECONOMIC DEVELOPMENT CORPORATION
Board Meeting
Conducted in the Pre-Council Conference Room at City Hall
January 23, 2020, 3:32 p.m.
Minutes

Agenda Item One: Call to order, roll call

The Board meeting on January 23, 2020 for Pasadena Economic Development Corporation was called to order at 3:32 pm by President, Steve Cote.

Agenda Item Two: Invocation

Invocation given by Rick Lord, Vice President.

Agenda Item Three: Pledge of Allegiance

Pledges led by Steve Phelps, Board Member.

Agenda Item Four: Approval of Minutes

Board President, Steve Cote called for a motion to approve the minutes from the meeting held on October 24, 2019. Ernesto Paredes moved to approve the minutes seconded by Rick Lord, MOTION CARRIED UNANIMOUS.

Agenda Item Five: Public Comments

No comments made by those in attendance.

Agenda Item Six: Financial Status Report by Jomie Blumreich City Controller

Jomie stated that they use six funds to track all of the activity of PEDC. The first two (Fund 9949 and 9950), the source of revenue is from sales tax. Fund 9955 through 9966 are from revenue note issuance. On the sales tax she stated that we are starting really good. Tax from October and November have been collected, she stated that the TX Controller's Office is always two months behind. In October numbers were showing a 10.9% increase in sales tax collection. The trend continued in November where there was another increase with sales tax collection at about 10.5%. With December being a Holiday she is sure that will be continuing. She began her report with Fund 9949 which is basically all of the operating type expenditures. Fund 9950 keeps track of all the Capital Project expenses. In the operating fund 9949 the Board has approved a total budget of approximately \$5.4M of which \$293k has been spent leaving \$5.1M remaining to be spent. In fund 9950, if you took a snapshot in end of December the Cash /Investments position is \$56M. Out of the \$56M you have \$39.6M is for CIP budget which is in Exhibit A. She had the board look at the exhibit and stated that the top portion are current PEDC projects. She stated there was an update to the Budget by the Board's approval adding \$3M to the North Pasadena Redevelopment making the current budget \$3.9M. The next one is the Utility Development Project that the Board approved another \$2M so now the budget is \$5.9M. Another project is the Gateway Sign and that is under S074 and the board increased that by \$300k, so now the budget is \$600k. The expenditures are \$136k so that leaves a balance of about \$463k. The next one is Pasadena Blvd that was just discussed and the board

approved adding an additional \$4M so the S077 budget now is \$11.75M of which \$4.18M has been spent leaving a balance of \$7.56M. The board also approved Corridor Development where there is \$2M and also Traffic Mobility Ph. II where there is \$1M. So all of the CIP budget has been updated per board approval of FY20 budget. Marilyn Wilkins asked Jomie if the percentage increase that she mentioned was cumulative to which Jomie explained that the percentage increase is in comparison to the prior year's sales tax revenue for the same month. So the comparison is from October (2018) to October (2019) and November (2018) to November (2019). So the average right now is 10% increases. Jomie continued with the remaining four funds that are funded through revenue bonds or notes. Fund 9955 all of the projects are completed and this fund is closed. Fund 9960 bonds were issued specifically for Vista Rd. improvements which have been completed and we still have some money available. The next fund is 9965 for Richey St. improvements that have been completed and there is approximately \$188k left available. Fund 9966 and as you recall we issued a \$1M revenue note for the Fairmont Water main Phase I. Right now it's almost finished and we still have about \$2,500 remaining in the budget, but overall in this fund we have about \$56k.

Agenda Item Seven: Presentation – 2020 Redevelopment Program Update

Carlos briefly introduced Sheena reminding everyone that it has been a year since she joined the team and that she will be reviewing how projects have been moving along and just an overall summary of redevelopment in Pasadena. Sheena stated her goal with the presentation was to demystify what she's doing here, to provide some clarity and engage the Board in the process. She started by going into how she goes through a project and checks off the boxes. First is Conceptualization – define the project and determine feasibility by doing a quick SWOT analysis. If it has legs she goes to Carlos and if he's on board then she looks at other projects for compatibility and talks to other internal partners, elected officials and any other stakeholders to then begin to develop a Plan. Next is the Design, which can be anything from a design package, survey, and construction drawings. Next is Permit & Review where the designs must be reviewed and approved before permits are issued. Then, it's Occupied and this is where she comes full circle with an Assessment and Renewal. As we've seen in historic Pasadena this phase is the one that we are in a lot of the time re-assessing. We take a look at what's good about this, what's bad, what can be improved upon and how do we want this to look in the future and the circle starts over. Each step includes different people and different parts of the process. Sheena proceeded to go through some of the current projects stating which goal of the Strategic Plan was being targeted and where in the Redevelopment Process they are on. The Northside Monument & Gateway Project targets Goal 1 which is Marketing & Image. The strategy there is to enhance visual appearance of major gateways, she is currently working with Planning, Public Works, CEO's and Consultant Freese & Nichols. The PEDC has funded \$89k for surveying, siting and design. The next step is for the steering committee to meet and finalize and approve the design & move it toward bid. She then showed some renderings of the design for the gateway planned for Hwy 225 and Richey. Next she covered Goal 4 Catalyst Projects along the six investment corridors, specifically 4 streets that were prioritized including: Pasadena Blvd, Richey St, Shaw St, Red Bluff Rd. First, the Pasadena Blvd Master Plan for which she is currently working with Harris County, Public Works/Engineering, Planning, CEOs and Consultant Clark Condon. PEDC has contributed \$11.75M, the City has contributed staff time and the County has contributed approximately \$6M. The next step here is for the Board to accept the Master Plan which is up for vote at this meeting and then a follow up with some Councilmen to then hopefully schedule a meeting between the County and the

City. Next is Richey St Phase II (Southmore to S. Houston Rd) which is also a Catalyst Project, same strategy, team slightly different – Public Works/Engineering, Planning, business owners, local land owners, the Consultant in this case was Clark Condon. As a quick update they met with the business owners to get input on concerns and 3 came out which were safety for pedestrians, lighting and additional green. She's working with property owners on public private partnership opportunities to look at different design options that achieve safety and enhance business. The Shaw Street Revitalization is still in the works, we're in the Planning phase. Robin's got the project started and she's coming in to see what can be done to improve the realm to make it more useful for multiple users. The contribution is mixed with PEDC and the City. Next steps are to hopefully amend the parking agreement w/TxDot and the city, create revitalization districts with Planning. Steve Cote added that the Livable Centers Study is what's really driving the next steps on this project. Red Bluff is in conceptualization phase at this point, but we don't have the funding that it would require that is about \$50M. Goal 6 is to Support Structures for Economic Development; she's currently working on Livable Centers, the City-wide Strategic Plan & Fiscal Analysis, the Business Enhancement Program and some pilot programs and special projects. She then provided an update on the Livable Centers Study being conducted in partnership with HGAC that ties together existing plans to build upon past & current infrastructure improvements, improve ped/bike infrastructure and several other items to unify them into one vision and implementation plan. The first meeting is taking place on February 4th at Peter Fogo Rec Center. Then there is the City-wide Strategic Plan/Fiscal Analysis that will engage the community to create a plan that acts as a road map for redevelopment guided by the community's vision. A piece that we're funding is the Fiscal Analysis component which is an analysis of the land uses and tax implications of those uses as they currently are and as they would be under different circumstances. So under different built out scenarios what does it look like. The idea is to get an idea of how to fiscally sustain our infrastructure improvements. Can Pasadena's current development pattern generate enough wealth to pay for its infrastructure and maintenance? Lastly, the Business Enhancement Grant Program is still available for folks that have a building or business in the primary 6 corridors. Matching funds up to \$20k for approved upgrades to your building. Pretty much anything on the envelope of the building that improves it, stabilizes it or is on the façade of the building, we're willing to entertain it. We had 1 complete, 1 in progress and 2 forthcoming from 2019 and for 2020 we anticipate a lot more because we're working so closely with the folks on Richey Street. She asked that if anyone knows someone who is interested in the grant program to share her contact information.

Steve added that the emphasis is for us to not just fix what was already there without any changes; we know a lot has changed so when you're going to redevelop you need to be very clear and specific on how to attract or maintain the commerce or people in the area to stay or come. That's why we've made it a point to look at these studies so that before we go and repave a road or improve drainage and not improve lighting and other things, we make sure that the money put in is going to be used for things that will be good for 40 years rather than putting what was there before and expecting different results.

*At this time Ernesto Paredes excused himself from the remainder of meeting.

Agenda Item Eight: Project Status Update from Robin Green, Director of Public Works

Pasadena Blvd: Robin stated they are trying to convince Precinct 2 to be able to have the EDC bid and manage the construction project to make some of the ideas that Sheena has possible. Shaw Street: It's already been awarded for construction, it's an EDC project. Changes are

limited because there's already a contract and contract amount. To go beyond that it would have to be re-designed, which is not out of the question, it would just depend on how far they would want to go on a re-design of Shaw. The fastest way to do this is to sit down again in a few months and see what you want to do and what can be done within the confines of the contract, basically it's the money. Pasadena Blvd. has more potential; if the job is advertised more money can be put into it. The intersection at 225 would cost \$3-\$4M to buy that real estate, but you can do treatments further down the road and in the future maybe that could happen. The only thing that would be unrealistic is the median because it just widens the ROW.

Agenda Item Nine: Report by Carlos Guzman, Executive Director

Carlos began his report by stating that there will be a request for a budget amendment at the February meeting and reviewed the items needing additional funding for infrastructure improvements. The first is part of the Corridor Development; there is drainage issues and also the Utility Development Project where we have been getting complaints from some customers in the Industrial District about water pressure. Robin added that the frontage roads always flood, so he was thinking that we could do a project at Pasadena Blvd and the Beltway and try to get better drainage. The Utility Development we had a contract with OxyChem and they went from about 2k gallons a day to over 1.5M and the water pressure has dropped really low. What they want to do is take a water line and loop it back around to improve the pressure for them. The item he is asking for direction from the board is the quality of life projects. The City has a Parks Master Plan and Livable Center Studies underway, we expect to get preliminary recommendations within 90 days. There might be some projects that the EDC can partner with Public Works and/or Parks. What Carlos would like to know is if the Board would like to explore these type of projects. A line item can be created and staff can recommend an annual cap if the Board would like. Marilyn stated it's hard to conceptualize what that would be if there are no actual projects yet. Carlos said there will be some preliminary recommendations, but the other option is to do another budget amendment down the road. He reiterated that any project would of course come to the Board for approval, but the recommendation would be similar to that of the cap placed on marketing which is 10% of budget which is about \$1.1-\$1.2M. Robin added that he gets a lot of requests for sidewalks, street lights and pavement markings. Rick Lord added that he likes the idea of quality of life projects. Steve Cote added that the recommendation of 10% sounds like a good number. Carlos continued with his presentation going over upcoming and ongoing initiatives. He began with Business Development and the announcement from November of a \$600M investment project that is pending de-annexation. If they get that we'll get this facility in Pasadena. Another one was Preferred Freezer, a smaller one worth \$30M and Rick Guerrero was really involved with helping them navigate the permitting process which can sometimes be challenging. The expansion facility is scheduled to open for business in Q1 2020. Last year there was a \$1.1 Billion secured in CapEx and currently in the pipeline we have \$2.2B. FY18 had about 26 expansion/new business projects and FY19 there were 86; EDC didn't work on all of them, but just on the projects we worked on there was 796 jobs retained and/or created. These are primary full-time jobs. For Redevelopment we're looking at what kind of things we can do. One of the major issues in the Shaw area is parking, so can we do a parking district or some sort of parking agreement under 225? One of the ideas is something similar to what was done in West Houston involving art. This is just one of the things we're working on to upgrade the visual appeal of Pasadena. Another project is the trails master plan which Second Century did 20 years ago. Rick Lord asked what would happen to the ditches, if they would be taken out.

Sheena responded that the trail would be along the bank of the bayou. Rick added that he thought the plan was to remove some of the concrete/ditches to slow down the flow. Sheena stated that we would have to follow the standard set forth by Harris County Flood Control. For Marketing & Image The Pasadena Pulse was released, the new brand was launched and we are looking at applying for AEDO designation. There are only about 60 of them in the world and we have most of the requirements, but Staff may bring items to the board before the application process. We are also looking at revamping the website; part of our contract is that every 3 years or so we get a new website so we are looking to begin that in Q2. A promotional video for the EDC was then shared with the Board and they commented that they liked the graphics and statistics and the overall feel. Carlos finished up with Upcoming Events and asked the Board to contact Staff if they are interested in attending any of the events.

Agenda Item Ten: Board Actions - Resolutions

- a. **PEDC RESOLUTION 20-001** – Consideration to approve the Financial Report of Investment Activities for the Fiscal Quarter ended September 30, 2019.

Steve Phelps made a motion to approve, seconded by Rick Lord that PEDC Resolution 20-001 be passed, approved and adopted. MOTION CARRIED UNANIMOUS.

- b. **PEDC RESOLUTION 20-002** – Consideration to approve and adopt the Pasadena Boulevard Master Plan as the road map for the future redevelopment and revitalization of Pasadena Blvd.

Emilio Carmona made a motion to approve and adopt the Pasadena Boulevard Master Plan, seconded by Rick Lord that PEDC Resolution 20-002 be passed, approved and adopted. MOTION CARRIED UNANIMOUS.

- c. **PEDC RESOLUTION 20-003** – Consideration to authorize the Pasadena Economic Development Corporation Chairman to sign a Letter of Interest on behalf of the Board in support of and in partnership with the City of Pasadena and Precinct 2 Harris County Commissioner for Partnership Projects.

Rick Lord made a motion to authorize the PEDC Chairman to sign a Letter of Interest on behalf of the Board, seconded by Steve Phelps that PEDC Resolution 20-003 be passed, approved and adopted. MOTION CARRIED UNANIMOUS.

- d. **PEDC RESOLUTION 20-004** - Consideration to authorize Staff to negotiate and execute a contract with Pasadena Chamber of Commerce for sponsorship of the 2020 IMPACT Pasadena Program in the amount of \$25,000.00..

Salvador Serrano made a motion to authorize Staff to negotiate and execute a contract with Pasadena Chamber of Commerce for sponsorship of 2020 IMPACT Pasadena Program, seconded by Marilyn Wilkins that PEDC Resolution 20-004 be passed, approved and adopted. MOTION CARRIED UNANIMOUS.

- e. **PEDC RESOLUTION 20-005** – Consideration to authorize Staff to negotiate and execute a contract with Pasadena Chamber of Commerce for sponsorship of a new marketing package including the online talk show, “Discover Pasadena” in the amount of \$6,000.00.

Salvador Serrano made a motion to authorize Staff to negotiate and execute a contract with Pasadena Chamber of Commerce for sponsorship of a new marketing package, seconded by Emilio Carmona that PEDC Resolution 20-005 be passed, approved and adopted. MOTION CARRIED UNANIMOUS.

- f. **PEDC RESOLUTION 20-006** – Consideration to approve the release of \$700,000.00 set aside for the Restaurant Depot Project under PSCC Resolution #18-013 and authorize additional projects be undertaken as part of the M018: Utility Development Project contract which consists of construction of utilities, traffic and pavement improvements for proposed and existing developments where there is no utility service, limited service and/or inadequate service..

Rick Lord made a motion to approve the release of \$700,000.00 set aside for the Restaurant Depot Project under PSCC Resolution #18-013 and authorize additional projects be undertaken as part of M018: Utility Development Project contract, seconded by Salvador Serrano that PEDC Resolution 20-006 be passed, approved and adopted. MOTION CARRIED UNANIMOUS.

Agenda Item Eleven: Comments by Board Members

Rick Lord – Commented he hopes we’re almost done with Restaurant Depot. He also thanked Staff for all the work done.

Salvador Serrano, Jr. – No comments other than commending Staff for the great work and is looking forward to a great 2020.

Marilyn Wilkins – Echoed Salvador’s comments and stated that when she first started they were doing a lot of studies and plans so to see them start to come to fruition and seeing the planning process and to have some projects under their belts is exciting, she is really impressed with the way Staff is getting stuff done.

Emilio Carmona – He thinks everything looks good and getting better and wished everyone a happy new year.

Steve Phelps – Passed with no comments.

Steve Cote – Also echoed the comments about what Staff is doing and it’s nice to see some things coming together. You start to see the Strategic Plan playing it’s part, identifying key areas of focus and things coming together, coming to place. As these things start to fit into place, now we want to see the momentum. We want to see things move forward and get some projects done this year. He also thanked Staff for that.

Agenda Item Twelve: Executive Session

****NOTE**4:21 PM** – At this time, President Steve Cote announced that the Board would be “going behind closed doors” for an Executive Session.

- a. Convene in executive session pursuant to Section 551.087, Texas Government Code to deliberate regarding economic development negotiations for Business Attraction/Retention Projects.

- b. Convene in executive session pursuant to Section 551.087, Texas Government Code to deliberate regarding economic development negotiations for Business Attraction/Retention Projects. – Project #2001
- c. Convene in executive session pursuant to Section 551.072, Texas Government Code to deliberate the purchase, exchange, lease or value of real property.

Agenda Item Thirteen: Reconvene into Regular Session

****NOTE** 4:51 PM** – At this time, President Steve Cote reconvened the Board Meeting.

- No decision or action taken on items a, b, or c.

Agenda Item Fourteen: Adjournment

President, Steve Cote called for a motion to adjourn the January 23, 2020 meeting at 4:51 pm. Marilyn Wilkins moved, seconded by Rick Lord. MOTION CARRIED UNANIMOUS.

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that the Pasadena Economic Development Corporation ("the Corporation") will meet at its regular meeting place in the City of Pasadena Pre-Council Conference Room at Pasadena City Hall, 1149 Ellsworth Drive, Pasadena, Texas immediately following its Pre-Board Meeting at 3:00 p.m. on Thursday, February 27, 2020, which is the time and place the Corporation will hold its Board Meeting and a Public Hearing on certain projects being considered by the Corporation pursuant to the Development Corporation Act ("the Act") to promote or develop new or expanded business enterprises and other projects permitted or authorized by the Act, including as follow:

1. Consideration to approve an Amendment to the Annual Budget for the Fiscal Year 2020 to include:
 - a. Funding additional \$2,200,000.00 for Utility Development Improvements (M018). Funds may be used for all costs associated with construction of utilities, traffic, drainage and pavement improvements for proposed and existing developments where there is no utility service, limited service and/or inadequate service and any other costs described by Section 501.103, Local Government Code.
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 - c. Funding \$1,000,000.00 for Quality of Life Projects. Funds may be used for all costs associated with land, buildings, equipment, facilities, and improvements found by the board of directors to be required or suitable for use for public park purposes, including parks and park facilities, open space improvements, exhibition facilities, related automobile parking facilities, and related roads, streets, and water and sewer facilities, and other related improvements that enhance any of the items described Sections 501.103 and 505.152, Local Government Code.

WITNESS MY HAND AND THE OFFICIAL SEAL OF THE CORPORATION, this the 12th day of February 2020.

NAME: Steve Cote

TITLE: Chairman, PEDC

PASADENA ECONOMIC DEVELOPMENT CORPORATION

Pasadena EDC Activity Report – February 2020

Date	Activity	Purpose
1/22/2020	Staff met with Kinder Morgan	EDC Staff and Mayor Office met with Brad Miller, Greg Allen, and Darren Allen of Kinder Morgan as an introduction meeting. Both parties talked about each other's emergence management plans in case of a disaster at one of Kinder Morgan's facilities.
1/22/2019	Staff attended Economic Development Task Force Meeting	EDC Staff attended the EDC task force meeting at Economic Alliance to discuss projects in our area. The common challenge among each city is the lack of available land for development.
1/23/2020	Staff attended Parkway Trails Ribbon Cutting	EDC Staff and Board members attended ribbon cutting for new home development and had the opportunity to network and meet some of the leadership team for the new development.
1/24/2020	Staff attended Quasar Awards Banquet hosted by BAHEP	EDC Staff and EDC Board Member Emilio Carmona attended the annual banquet to celebrate Dr. Brenda Hellyer receiving the 2020 Quasar Award.
1/27/2020	Staff met with Houston Area Safety Council	EDC Staff met with Luis Aguilar, President/CEO of the Houston Area Safety Council to discuss ongoing projects within his organization. Mr. Aguilar talked about how the HASC continues to grow in Pasadena and how our partnership has assisted in the growth of HASC.
1/28/2020	Staff attended State of Apartment Industry	Staff attended a networking opportunity to learn about new projects in and around Pasadena (See Deepwater adaptive reuse project) connection with Better World Properties, Sueba USA, and Veritas Equity.
1/28/2020	Staff attended/facilitated the bi-weekly Permit Process Meeting	EDC Staff and City Staff held their bi-weekly meetings to discuss challenges and find solutions to current permit issues.
1/28/2020	Staff attended the PCAC Meeting	EDC Staff attended the Pasadena Citizens Advisory Council (PCAC) meeting to present on Pasadena's Industrial Districts. Citizens attending the meeting voiced concerns about the tax incentives the City of Pasadena was giving to industry within our industrial districts.
1/30/2020	Staff attended GHP's Regional Allies Meeting	EDC Staff attended the Regional Allies meeting to hear speaker Al Hodge recap and present a follow-up on GHP Allies retreat held in December. Al talked and presented slides on the future of Houston's economy and what the industry of the future will look like in Houston.
1/30/2020	Staff attended Alltech Lifting Systems Pre-Development Meeting	EDC Staff attend a pre-development meeting with City Staff, Alltec Lifting Systems is looking to relocate to Pasadena from Dickinson. City Staff had a discussion on the city ordinances and requirements on a site being considered for their new location.
2/3/2020	Staff met w/Qualified Properties	EDC Staff and City Staff met with real estate agents at Qualified Properties to go over the new Permit Process that went into effect on January 4th.
2/4/2020	Staff met w/Pasadena Chamber CEO	EDC Staff met with Cristina Womack, President/CEO of the Pasadena Chamber to discuss the chamber's goals for 2020. We discussed how we can partner up on projects that the EDC and chamber have in common on the redevelopment of Pasadena's Historic District.
2/4/2020	Staff met w/Firefox Productions	Staff met with Firefox video productions to discuss future marketing opportunities for our city.
2/4/2020	Staff attended Livable Centers Community Input Meeting	Staff attended first community input session; first interface with community
2/5/2020	Staff met w/Permits Dept. and H+M	EDC Staff help facilitate H+M Industries through the city's permit process.

Pasadena EDC Activity Report – February 2020

Date	Activity	Purpose
2/5/2020	Staff attended BAHEP's Citizen's for Space Exploration Mtg.	EDC Staff attended the meeting for an update on NASA's goal to send a manned space flight to the moon and beyond by 2024.
2/6/2020	Staff attended HCA Ribbon Cutting for new ER 24/7 building.	EDC Staff and board members attended ribbon cutting for new emergency center for HCA to support their growth.
2/6/2020	Staff attended Economic Alliance 2020 Annual Banquet	EDC Staff and board members attended the annual banquet at Sylvan Beach Pavilion for dinner and the swearing in of their 2020 board members. We also enjoyed Keynote Speaker, Scott McClelland talk about ecommerce in the grocery business.
2/7/2020	Staff met with CM Leamon, CM Ybarra, CM Schoenbein, CM Bass	EDC Staff met separately with various Councilmembers to discuss a number of projects.
2/10/2020	Staff met with community member/former Councilwoman Pat Van Houte	Met to discuss strengths & weaknesses of city programming, opportunities for connections, and volunteering.
2/11/2020	Staff attended/facilitated the bi-weekly Permit Process Meeting	EDC Staff and City Staff held their bi-weekly meetings to discuss challenges and find solutions to current permit issues.
2/11/2020	Staff attended the Government Relations Committee Meeting	EDC Staff presented materials to government relations committee on ongoing planning initiatives (Parks, Livable Centers & Strategic Plan), Pasadena Blvd Master Plan, BEP.
2/17/2020	Staff attended the Pasadena Chamber Board Meeting	EDC Staff attended the monthly chamber board meeting to discuss the chambers activities for the month of January and projects moving forward.
2/18/2020	Staff held an Executive Session with Council	Staff held an Executive Session with Council to discuss an ongoing project.
2/19-2/20/20	Staff attended the TEDC Winter Conference	Staff attended annual Winter Conference in College Station.
2/19/2020	Staff met with Economic Alliance	Staff met with Economic Alliance staff to discuss projects considering Pasadena as a potential location. We also discussed what would be the best reporting process between the two.
2/20/2020	Staff attended Pasadena's State of the City	Staff attended State of the City to hear an update from Mayor Wagner on the future and vision for our city, as well as hearing an update from the chamber.
2/20/2020	Staff attended Healthy Living Matters	Staff met to keep abreast of the educational, social, and cultural programming being led by local nonprofit partners.
2/21/2020	Staff presented to Pasadena Chamber	Staff met with Chamber staff to provide an update on redevelopment, ongoing initiatives and BEP.



TO: Board of Directors
FROM: Carlos Guzman
DATE: February 21, 2020
SUBJECT: FY 2020 Budget Amendment No. 1

SUMMARY: Staff is requesting a budget amendment to address a number of projects. The following is an itemized list of the funding being requested:

- Funding additional \$2,200,000.00 for Utility Development Improvements (M018). Funds may be used for all costs associated with construction of utilities, traffic, drainage and pavement improvements for proposed and existing developments where there is no utility service, limited service and/or inadequate service and any other costs described by Section 501.103, Local Government Code. Request includes, but is not limited to, funding for the Bay Area Industrial Park Wastewater Lift Station and Forcemain Improvements Project (CIP # WW063).
- Funding additional \$1,000,000.00 for Corridor Development Improvements Project (S113). Funds may be used for all costs associated with infrastructure improvements of commercial corridors identified in the ED Strategic Plan, such as roadways, drainage, utilities, traffic and any other work associated with such improvements, including, without limitation, infrastructure and other costs described by Section 501.103, Local Government Code. Request includes, but is not limited to, funding for the Fairmont Parkway Drainage Improvements Project from Burke Rd to Preston Ave (CIP # D0XX).
- Funding \$1,000,000.00 for Quality of Life Projects. City is currently conducting a Strategic Plan, Livable Centers Study, as well as a Parks Master Plan. EDC will look for recommendations from these plans that overlap with the EDC's Strategic Plan to fund Quality of Life Projects. Funds may be used for all costs associated with land, buildings, equipment, facilities, and improvements found by the board of directors to be required or suitable for use for public park purposes, including parks and park facilities, open space improvements, exhibition facilities, related automobile parking facilities, and related roads, streets, and water and sewer facilities, and other related improvements that enhance any of the items described Sections 501.103 and 505.152, Local Government Code.

STRATEGIC PLAN JUSTIFICATION:

CURRENT ACTION: Approve FY 20 Budget Amendment No. 1
PRIOR ACTION: Approved FY 20 Budget on June 27, 2019
BUDGET FUNDING: 9950-33180 (Fund Balance)
ATTACHMENTS: 1 – Exhibit A

FY 2020 PEDC - OPERATING/CIP BUDGET

PROPOSED BUDGET AMENDMENT #1

Meeting on February 27th, 2020

FUND NAME	FUND NUMBER	ACCOUNT NUMBER	CIP NUMBER	ACCOUNT CATEGORY or PROJECT NAME	INCREASE/ (DECREASE) AMOUNT	EXPLANATION
Pasadena Economic Development Corp.						
PEDC	9950	33180		Fund Balance	(4,200,000)	Appropriate funds for PEDC CIP
PEDC	9950		EDCM018	Utility Development	2,200,000	Funds may be used for all costs associated with construction of utilities, traffic, drainage and pavement improvements for proposed and existing developments where there is no utility service, limited service and/or inadequate service and any other costs described by Section 501.103, Local Government Code.
PEDC	9950		EDCS113	Corridor Development	1,000,000	Funds may be used for all costs associated with infrastructure improvements such as roadways, drainage, utilities, traffic and any other work associated with such improvements, including, without limitation, infrastructure and other costs described by Section 501.103, Local Government Code.
PEDC	9950		EDCRxxx	Quality of Life Projects	1,000,000	Funds may be used for all costs associated with land, buildings, equipment, facilities, and improvements found by the board of directors to be required or suitable for use for public park purposes, including parks and park facilities, open space improvements, exhibition facilities, related automobile parking facilities, and related roads, streets, and water and sewer facilities, and other related improvements that enhance any of the items described Sections 501.103 and 505.152, Local Government Code.
		PEDC Fund Sub-Totals				
		Revenue Increase/(Decrease)			0	
		Expenditures Increase/(Decrease)			4,200,000	
		Fund Balance			(4,200,000)	



TO: Board of Directors
FROM: Carlos Guzman
DATE: February 21, 2020
SUBJECT: Fairmont Parkway Drainage Improvements – Preston Ave to Burke Rd (D058)

SUMMARY: Staff is requesting approval of an agreement with Middleton Brown, LLC, for design of Fairmont Parkway Drainage Improvements Project from Preston Ave to Burke Rd in the amount of \$450,000.00 as part of the Corridor Development Project (S113).

The City of Pasadena provides storm water drainage to the Fairmont Parkway corridor. The early development of the corridor from Preston Avenue to Burke Road was developed under less stringent requirements and currently uses open ditch collection to convey storm waters. Current design requirements to help retain current commercial ventures and commit to future ventures require advanced planning and design of storm sewers to ensure economic development. The project design will close the open ditches and create a safer corridor with beautification potential.

STRATEGIC PLAN JUSTIFICATION: Section 1.4. – Enhance the visual appeal of major gateways into Pasadena through landscaping, streetscape improvements, and other tactics.

CURRENT ACTION: Consideration to authorize Staff to negotiate and execute a Professional Service Agreement with Middleton Brown, LLC for design of Fairmont Parkway Drainage Improvements – Burke Rd to Preston Ave as part of the Corridor Development Project (S113) in the amount of \$450,000.00.

PRIOR ACTION: N/A

BUDGET FUNDING: S113-7998

ATTACHMENTS: 1 – Draft Professional Services Agreement

AGREEMENT FOR PROFESSIONAL SERVICES

THE STATE OF TEXAS

COUNTY OF HARRIS

THIS AGREEMENT made, entered into and executed by Pasadena Economic Development Corporation, a Texas non-profit corporation (hereinafter called "PEDC"), and Middleton Brown, LLC, hereinafter called "CONSULTANT," and referred to in the masculine pronoun singular whether a person, firm or corporation.

WITNESSETH, that PEDC intends to plan, develop and make certain improvements generally described as:

**Fairmont Parkway Drainage Improvements – Burke Rd to Preston Ave
CIP # D058
In the City of Pasadena, Texas**

In response to Work Orders issued by the PEDC, the CONSULTANT shall provide professional services for evaluation, design, bidding, and construction phase services related to the Fairmont Parkway Drainage Improvements Project from Burke Road to Preston Avenue.

WITNESSETH, that this Agreement deals with providing professional services necessary for the facilities described herein.

WHEREAS, the PEDC desires that the CONSULTANT perform certain professional services in connection with the Project(s); and

WHEREAS, the CONSULTANT represents that it is qualified and desires to perform such services;

NOW, THEREFORE, the PEDC and the CONSULTANT, in consideration of the mutual covenants and agreements herein contained, do mutually agree as follows:

SECTION I

SCOPE OF AGREEMENT

The CONSULTANT agrees to perform professional services in connection with the Project(s) as stated in the sections to follow, and for having rendered such services; the PEDC agrees to pay to the CONSULTANT compensation as stated in the sections to follow.

SECTION II

CHARACTER AND EXTENT OF SERVICES

The CONSULTANT shall render the following professional services in connection with the Project(s):

A. DESIGN PHASE

Upon this Agreement becoming effective and upon written authorization from PEDC, CONSULTANT shall as applicable proceed with the development of the Design Phase wherein the CONSULTANT shall complete some or all of the following tasks as directed by the PEDC representative:

- a) Acquire all existing plans, data, and information from the PEDC and others as needed for the completion of the project.
- b) Perform topographic survey of roadways and adjacent areas as required for design and planning of widening and lowering the existing roadways approximately 1-2 feet. Coordinate with registered surveyor, for the acquisition of topographic information within the project area. Surveyor shall provide utility and topographic information which will pertain to the design and construction of the project.
- c) Provide a geotechnical investigation to determine the existing pavement conditions and for recommendation of construction of new roadways. Coordinate with geotechnical engineer once the location and details for the utilities are determined to acquire geotechnical information within the project area and provide recommendations for utility and pavement construction.
- d) Provide the general locations, as provided to CONSULTANT, by private utility companies, regarding existing private utilities, pipelines, etc. within the project area. The construction contractor is ultimately responsible for determining the exact location and depths of all existing utilities in the areas proposed for construction.
- e) Provide ADA accessibility review, inspection and certification for proposed design.
- f) Provide contract documents, plans and specifications including City of Pasadena standard specifications and supplemental specifications as necessary for bidding construction package. Plans to include the following:
 - Cover Sheet
 - Legend and Construction Notes
 - Existing Typical Cross Sections
 - Proposed Typical Cross Sections
 - Topographic Surveys
 - Demolition Plans
 - Drainage Calculations
 - Plan and Profiles
 - Stormwater Pollution Prevention Plans
 - Driveway Details

- COP Standard Detail Sheet
 - Project Sign Detail Sheet
- g) Obtain plan approvals from PEDC, Harris County Engineering, Harris County Flood Control, Utility Companies and/or any other regulatory authorities.
 - h) Provide plans for traffic control and/or detours as required for the construction. Design traffic signal modifications within project limits.
 - i) Provide general notes and details for storm water pollution prevention.
 - j) A final cost estimate will be prepared for the plans at the completion of the “Design Phase”. The estimate will be based on pricing from recent projects.

B. BIDDING or NEGOTIATING PHASE

After acceptance by PEDC of the Design Phase documents and upon written authorization from PEDC, CONSULTANT shall:

- a) Assist the PEDC in the Bid Advertisement for the Project.
- b) Conduct a Pre-bid Conference and issue addenda to Bid Documents if necessary, Assist the PEDC in the opening of the bids and provide a Bid Tabulation for the City’s review.
- c) Assist in the tabulation and analysis of bids and furnish recommendations on the award of the construction contract.

C. CONSTRUCTION PHASE

After award by PEDC of the construction contract and upon written authorization from PEDC, CONSULTANT shall:

- a) Attend and assist the PEDC in pre-construction conferences. Attend bi-weekly and other project meetings as requested by the PEDC.
- b) Make periodic visits, as distinguished from the continuous services of a Resident Project Representative, in order to become familiar generally with the progress and quality of work, and to determine if the work is proceeding in accordance with the contract documents.

After each visit of project meeting, the CONSULTANT shall prepare and distribute minutes and a written report of his observations of the progress and quality of work performed pursuant to the contract documents.

- c) Consult with and advise the PEDC during construction. Within three (3) working days of the request, the CONSULTANT will issue all instructions, requests for information, and non-conformance reports as requested by the PEDC.

- d) Review shop, laboratory and mill tests of material and equipment and promptly report to the PEDC any deficiencies noted.
- e) Review and submit comments on all project schedules as submitted by the Contractor.
- f) Participate with the PEDC’s representatives in a substantial completion and/or final inspection of the Project. The CONSULTANT must conduct inspections to determine the dates of substantial and final completion.
- g) Correct errors and omissions in the drawings and specifications as requested by the PEDC, at no additional charge.
- h) Prepare as-built drawings.

Upon this Agreement becoming effective and upon written authorization from PEDC, CONSULTANT shall proceed with the professional services, which include improvements as stated herein serving the City of Pasadena.

SECTION III

TIME FOR PERFORMANCE

The Project shall be initiated upon authorization. Estimated Project schedule is as follows:

Notice to Proceed – NTP	TBD by PEDC
30% complete documents to PEDC.....	120 Calendar days after NTP
60% complete documents to PEDC	90 Calendar days after 30% design acceptance
90% complete documents to PEDC	60 Calendar days after 60% design acceptance
100% design with Final Specs to PEDC	45 Calendar days after 90% design acceptance

This schedule was prepared to include reasonable allowances for review and approval times required by the PEDC and public authorities having jurisdiction over the project. This schedule shall be equitable adjusted as the project progresses, allowing for changes in the scope of the project required by the PEDC or for delays or other causes beyond the control of CONSULTANT.

*Further refinement will be provided based on Delivery times of equipment and Subconsultant deliverables.

SECTION IV

THE CONSULTANT'S COMPENSATION

It is expressly understood and agreed that the CONSULTANT shall proceed to furnish the basic engineering services required herein immediately upon execution of this agreement by all parties. Additional services will not proceed without the expressed written authorization by the PEDC or its representative.

For and in consideration of the services rendered by the CONSULTANT, PEDC shall pay to the CONSULTANT a not to exceed reimbursable amount of up to \$450,000.00, which may include all tasks outlined under Section II of this document as outlined below:

BASIC SERVICE PHASE	FEE
Preliminary Engineering	88,575
Design Engineering	205,500
Contract & Bidding Phase	17,200
Construction Phase	43,025
TOTAL BASIC SERVICES FEE	354,300
ADDITIONAL SERVICES	
Surveying	47,000
Geotechnical Investigation	17,200
Utility, Drainage Agencies Coordination	5,000
Subsurface Utility Work (as needed)	12,000
SWPPP	5,000
Printing, Reproduction	4,000
Construction Observation (To Be Determined)	1,000
Record Drawings	4,500
TOTAL ADDITIONAL SERVICES FEE	95,700
TOTAL COMPENSATION	450,000

The total of these services will not exceed an amount of \$450,000.00 for Basic Services and Additional Services, without the prior written approval of the City.

The Director of Public Works may authorize the transfer of funds between Basic Services and Additional Services, and/or transfer of funds between the categories of Additional Services when necessary to continue service, provided the total funds authorized do not exceed the total reimbursable Contract amount of \$450,000.00.

Direct labor costs shall be:

EMPLOYEE CLASSIFICATION	DIRECT LABOR RANGE
Principals.....	\$80.00 to \$120.00
Project Manager	\$60.00 to \$85.00
Technical Advisor.....	\$45.00 to \$60.00
Project Engineer.....	\$30.00 to \$60.00
Senior Designer.....	\$30.00 to \$50.00
Designer	\$25.00 to \$45.00
CADD Technician	\$20.00 to \$30.00
Clerical.....	\$18.00 to \$25.00
Project Inspector	\$28.00 to \$40.00

SECTION V

TERMINATION

The PEDC may terminate this Agreement at any time by notice in writing to the CONSULTANT. Upon receipt of such notice, the CONSULTANT shall discontinue all services in connection with the performance of this Agreement and shall proceed to promptly cancel all existing orders and contracts insofar as such orders or contracts are chargeable to this Agreement. As soon as practicable after receipt of notice of termination, CONSULTANT shall submit a statement, showing in detail the services performed under this Agreement to the date of termination. Upon agreement by the PEDC and CONSULTANT of the detailed statement of services performed under this agreement to date of termination, the PEDC will then pay the CONSULTANT that proportion of the prescribed charges which the services actually performed under this Agreement bear to the total services called for under this Agreement, less such payments on account or the charges as have been previously made. Copies of all completed or partially completed designs, drawings and specifications prepared under this Agreement shall be delivered to the PEDC when and if this Agreement is terminated.

SECTION VI

ADDRESS OF NOTICE AND COMMUNICATION

All notices and communications under this Agreement shall be mailed by certified mail, return receipt requested, or delivered to CONSULTANT at the following address:

Middleton Brown, LLC
Attn: Darrell Morrison, P.E.
417 Pickering Street
Houston, Texas 77091

All notices and communications under this Agreement shall be mailed by certified mail, return receipt requested, or delivered to the PEDC at the following address:

Pasadena Economic Development Corporation
1149 Ellsworth Drive
Pasadena, Texas 77506
Attention: Steve Cote, President

SECTION VII

SUCCESSORS AND ASSIGNS

The PEDC and the CONSULTANT bind themselves and their successors, executors, administrators and assigns to the other party of this Agreement and to the successors, executors, administrators and assigns of such other party, in respect to all covenants of this Agreement. Neither the PEDC nor the CONSULTANT shall assign, sublet or transfer its or his interest in this Agreement without the prior written consent of the other. Nothing herein shall be construed, as creating any personal liability on the part of any officer or agent of any public body that may be a party hereto.

SECTION VIII

COMPLIANCE AND STANDARDS

The CONSULTANT agrees to perform the work hereunder in accordance with generally accepted standards applicable thereto, and shall use that degree of care and skill commensurate with the consulting profession to comply with all applicable state, federal and local laws, ordinances, rules and regulations relating to the work to be performed hereunder and CONSULTANT's performance.

SECTION IX

OWNERSHIP OF DOCUMENTS, COPYRIGHT

The PEDC shall be the absolute and unqualified owner of all drawings, preliminary layouts, record drawings, sketches, reports and other documents prepared pursuant to this Agreement by the CONSULTANT with the same force and effect as if the PEDC prepared the same. Copies of all complete or partially completed record drawings, sketches, reports and other documents prepared pursuant to this Agreement shall be delivered to PEDC when and if this Agreement is terminated or upon completion of this Agreement, whichever occurs first. The CONSULTANT may retain one (1) set of reproducible copies and the same data in electronic file and format and such copies shall be for the CONSULTANT's sole use in preparation of studies or reports for PEDC only. The CONSULTANT is expressly prohibited from selling, licensing or otherwise marketing or donating such documents, or using such documents in the preparation of other work for any other client, without the prior express written permission of the PEDC. Reuse by the PEDC without specific written adaptation by CONSULTANT shall be without liability to the CONSULTANT.

SECTION X

INDEMNIFICATION

THE CONSULTANT SHALL SAVE AND HOLD HARMLESS THE PEDC FROM AND AGAINST ALL CLAIMS AND LIABILITY DUE TO ACTIVITIES OF THE CONSULTANT, ITS AGENTS OR EMPLOYEES, PERFORMED UNDER THIS CONTRACT AND WHICH RESULT FROM ANY NEGLIGENT ACT, ERROR, OR OMISSION OF THE CONSULTANT OR OF ANY PERSON EMPLOYED BY THE CONSULTANT. THE CONSULTANT SHALL ALSO SAVE HARMLESS THE PEDC R FROM AND AGAINST ANY AND ALL EXPENSES, INCLUDING ATTORNEY'S FEES WHICH MIGHT BE INCURRED BY THE PEDC, IN

LITIGATION OR OTHERWISE RESISTING SAID CLAIMS OR LIABILITIES WHICH MIGHT BE IMPOSED ON THE PEDC AS THE RESULT OF SUCH ACTIVITIES BY THE CONSULTANT, ITS AGENTS OR EMPLOYEES.

SECTION XI

MODIFICATIONS

This instrument contains the entire Agreement between the parties related to the rights herein granted and obligations herein assumed. Any oral or written representations or modifications concerning this instrument shall be of no force and effect excepting a subsequent modification in writing signed by both parties.

SECTION XII

FORCE MAJEURE

In the event either party is rendered unable, wholly or in part, by force majeure, to carry out any of its obligations under this Agreement, it is agreed that on such party's giving notice and full particulars of such force majeure in writing or by telegraph to the other party as soon as possible after the occurrence of the cause relied upon, then the obligations of the party giving such notice, to the extent that due diligence is being used to resume performance at the earliest practicable time, shall be suspended during the continuance of any inability so caused as to the extent provided, but for no longer period. Such cause shall as far as possible be remedied with all reasonable dispatch.

The term "force majeure", as used herein, shall include, but not be limited to acts of God, acts of public enemy, war, blockades, insurrections, riots, epidemics, landslides, lightning, earthquakes, fires, storms, floods, washouts, tornadoes, hurricanes, arrests and restraints of government and people, explosions, breakage or damage to machinery or equipment and any other inability's of either party, whether similar to those enumerated or otherwise, and not within the control of the party claiming such inability, which by the exercise of due diligence and care such party could not have avoided.

SECTION XIII

ANTI-BOYCOTT

Per Texas Government Code Chapter 2270, the signatory executing this contract on behalf of consultant verifies that: (1) the CONSULTANT does not boycott Israel, and (2) the CONSULTANT will not boycott Israel during the term of this AGREEMENT.

SECTION XIV

ADDITIONAL AUTHORIZED SERVICES

In the course of this Agreement, the PEDC may require additional services unrelated to the specific Project(s) herein described. The CONSULTANT hereby agrees to undertake additional services for the PEDC in the following manner.

The PEDC will outline a scope of additional services requested. The CONSULTANT will review the outline and prepare an estimate of costs and work products to be delivered in response to the request. The PEDC will appropriate funds and issue a work authorization at which time the CONSULTANT may proceed.

SECTION XV

ENTIRE AGREEMENT

This instrument consists of pages 1 to 9 inclusive and constitutes the entire Agreement between the PEDC and CONSULTANT and supersedes all prior written or oral understandings.

IN TESTIMONY OF WHICH, this instrument has been executed by the CONSULTANT on this the ____ day of _____, 2020, and has been executed on behalf of PEDC by its President and attested by its Executive Director, this ____ day of _____, 2020, in two (2) copies, each of which shall be an original, all of equal force and effect.

PASADENA ECONOMIC DEVELOPMENT CORPORATION:

CARLOS GUZMAN, EXECUTIVE DIRECTOR **DATE** _____

MIDDLETON BROWN, LLC:

DARRELL MORRISON, PE, VICE PRESIDENT **DATE** _____