

**MINUTES OF REGULAR MEETING
OF
REINVESTMENT ZONE NUMBER THIRTEEN, CITY OF HOUSTON**

June 17, 2020

The Board of Directors (the “Board”) of Reinvestment Zone Number Thirteen, City of Houston (the “Zone”), convened in regular session, open to the public, by telephonic or video conference, on the 17th day of June, 2020, pursuant to the March 16, 2020 action by the Governor of the State of Texas under Section 418.016 of the Texas Government Code suspending certain provisions of the Texas Open Meetings Act, and the roll was called of the duly constituted officers and members of said Board, to wit:

Phil C. Neisel	Chair
Larissa Lindsay	Secretary
Cynthia Card	Assistant Secretary
Ann Guercio	Director
Claude Anello	Director
Grace Zuniga	Director
Alison N. Maillet	Director

All members of the Board of Directors were present, except Director Anello thus constituting a quorum.

Also present were: Marie Bryant of CART Services; Sara Montelongo of Senator Carol Alvarado’s office, District Six of Harris County; Stephen Klimas of Lovett Homes; Geoff Carlton and Eleni Pappas of TEI; Monica Aizpurúa of Binkley and Barfield; Henry Morris of Houston Bike Share; Clark Lord and Tiffany Ehmke of Bracewell LLP, legal counsel; Jennifer Curley and Lisa Duffy with the City of Houston; Kyle Macy of Edminster Hinshaw Russ & Associates, (“Engineer”); Sherry Weesner of Principle Solutions, (“Administrator”); Melissa Morton of the Morton Accounting Services, (“Bookkeeper”).

Whereupon, the meeting was called to order. A copy of the notice of the meeting is attached hereto as Exhibit “A”.

MEETING RULES

Director Neisel reviewed the rules for the proper conduct of the Board meeting.

DETERMINE QUORUM; CALL TO ORDER

Director Neisel then noted that a quorum was present and called the meeting to order. He requested that the attendees introduce themselves.

PUBLIC COMMENT

No public comments were given.

APPROVE MINUTES

The Board considered approving the minutes of April 15, 2020 Authority. Upon a motion brought by Director Lindsay, seconded by Director Guercio, the Board approved the April 15, 2020 meeting minutes.

ADMINISTRATOR REPORT

Discuss possible action on potential Developer Agreements

2121 Edwards and Sawyer Silos (South side of Summer Street Hemphill to Taylor)

The Board recognized Ms. Weesner who reported that Greystar submitted a proposal for the 2121 Edwards and Sawyer Silos (South side of Summer Street Hemphill to Taylor) project. She added that the Project Committee did an initial review and has requested additional information from Greystar. Ms. Weesner noted that once additional information has been received the project committee will bring the matter to the Board for further action and discussion.

PROJECTS AND ENGINEERING

Ms. Weesner reported that the Project Committee reviewed the Lovett Design submittals.

Discuss and possible action of approval of the Lovett Design submittals pertaining to Developer Agreement

Director Neisel provided a brief updated of the Project Committee's discussion on the Lovett Design submittals and noted that the proposal submitted are in compliance per the Developer Agreement.

Discuss recommendations, approval of vendor related to Mobility Study RFQ

Director Neisel reported on the RFQs received for the Mobility Study for the Pedestrian/Bike Mobility Program. He stated the Project Committee met with two firms and reviewed materials and presentations. He reported that the Project Committee recommends the Board approve TEI to perform the Mobility Study for the Pedestrian/Bike Mobility Program. After consideration, upon a motion brought by Director Lindsay, seconded by Director Zuniga, the Board unanimously voted to enter into negotiations with TEI the Mobility Study for the Pedestrian/Bike Mobility Program.

Next, Director Neisel stated he would like to bring the item on the Supplemental Agenda to the Board for discussion, a copy of which is attached hereto as Exhibit “B”. The Board recognized Mr. Morris who presented a proposal for two bike share stations (BCycle) to be installed near 1818 Washington Ave, Houston, TX, 77007 and the Buffalo Brew House. He added that the requested amount for contribution from the Authority has reduced to \$11,242. After review, upon a motion brought by Director Lindsay, seconded by Director Guercio, the Board unanimously voted to approve the proposal in the amount of \$11,242, a copy of which is attached hereto as Exhibit “C”.

Engineer’s Report

Mr. Macy presented the engineer’s report, a copy of which is attached hereto as Exhibit “D”.

Update on Dow School Park

Mr. Macy provided a general update on the Dow School Park and noted the swing design is near completion,

Substitute Sanitary Sewer Connections, Phase 2B

Mr. Macy stated is reviewing closeout documentation for this project.

Update and discuss Possible Action for Hemphill Project, including work authorizations

Mr. Macy reviewed the Hemphill Project and plans on meeting with the City of Houston soon for the first design concept review.

General Work Authorizations

Mr. Macy reviewed the General Engineering Services for fiscal year 2021 in the amount not to exceed \$20,000 without prior authorization. He then reviewed the Hemphill Street Improvements and answered the Board’s questions related to both work authorization requests. Director Neisel added that the Project Committee has reviewed the project work authorizations and Mr. Macy has answered the Project Committee questions as well.

Next. Mr. Macy requested the Board approve the professional engineering services work authorization and the work authorization for the design phase of the Hemphill Street Improvements project . The Hemphill design phase will begin after HPW has approved the Hemphill design concept.

After consideration, upon a motion brought by Director Card, seconded by Director Zuniga, the Board unanimously voted to approve (i) the Engineer’s Report; (ii) the Work Authorizations for General Engineering Services and Hemphill Street design phase after HPW has approved the Hemphill design concept.

FINANCIAL REPORT

Finance Committee Report

Discussion and Possible Action – Financial Oversight Process

Director Card reviewed the Financial Oversight Process, a copy of which is attached hereto as Exhibit “E”. She then stated that the Financial Committee has approved the Oversight Process and requested the Board’s approval.

After review, upon a motion brought by Director Zuniga, seconded by Director Guercio, the Board unanimously voted to approve the Financial Oversight Process.

Receive Financial Report Summary, including account and fund activity statements, and investment report

Ms. Morton reviewed the financial report, including the profit and loss budget to actual, balance sheet, unpaid bills detail, general operating fund, and profit and loss detail reports. A copy of the financial report is attached hereto as Exhibit “F”. Director Neisel stated that the Project Committee reviewed related invoices and recommends approval for payment, the construction and engineering invoices. Director Card reported that the Finance Committee reviewed the finance invoices and recommends approval.

Director Card moved that the Board approve the financial report, payment of the invoices. Director Guercio seconded the motion, and the motion carried.

COMMUNICATIONS AND PUBLIC ENGAGEMENT COMMITTEE REPORT

Communications and Public Engagement Committee Report

Discuss and possible action of RFP for Graphics and Website

Director Guercio reviewed the request for proposal for website and graphic design, a copy of which is attached hereto as Exhibit “G”. She then listed recommended vendors that are familiar with website for entities for Authority/TIRZs and requested the Board’s approval to request proposals.

Upon a motion brought by Director Lindsay, seconded by Director Guercio, the Board unanimously voted to authorize request for proposals for website and graphic design.

Discuss and possible action of Public Engagement Guidelines

Director Guercio reviewed the proposed Public Engagement Guidelines for the Board's consideration, a copy of which is attached hereto as Exhibit "H". She answered the Board's questions.

After review, upon a motion brought by Director Guercio, seconded by Director Zuniga, the Board unanimously voted to approve the Public Engagement Guidelines, including public input during the pre-engineering initial design phase of any construction project over \$200,000.

EXECUTIVE SESSION

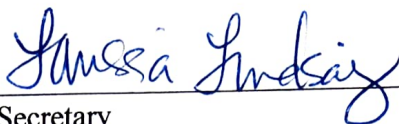
There was no executive session for the month.

ITEMS FOR NEXT MEETING

No additional items were noted.

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Meeting minutes were approved and executed on June 17, 2020.


Secretary