

MINUTES
REINVESTMENT ZONE NUMBER TWENTY-SEVEN, CITY OF HOUSTON, TEXAS

June 17, 2019

The Board of Directors (the "Board") of Reinvestment Zone Number Twenty-Seven, City of Houston, Texas (the "Zone") met in regular session, open to the public, on June 17, 2019, at the St. Stephen's Episcopal Church, Pecore Hall, 1805 W. Alabama, Houston, Texas 77098, inside the boundaries of the Zone, and the roll was called of the members of the Board:

Lisa W. Hunt	Position 1
Randy Mitchmore	Position 2 Chairman
Joe D. Webb	Position 3 Secretary
Sherry Weesner	Position 4 Vice-Chair
Paul Dickerson	Position 5
Jacqueline Martin	Position 6 Assistant Secretary
Kathy Hubbard	Position 7

and all of the above were present, except Director Martin, thus constituting a quorum.

Also present at the meeting were Drew Masterson and Kristin Blomquist of Masterson Advisors LLC; Jennifer Curley of the City of Houston (the "City"); Damon Williams and Christina Cornelius of Knudson, LP ("Knudson"); Jan Glazner, Scott Harbers, Nick Hellyar, and Steve Longmire, members of the public; Geoff Carleton of Traffic Engineers, Inc. ("TEI"); Muhammad Ali of Gauge Engineering; and Alia Vinson, Sanjay Bapat, and Alyssa Ollwerther of Allen Boone Humphries Robinson LLP ("ABHR").

ESTABLISH QUORUM AND CALL TO ORDER

Chairman Mitchmore called the meeting to order at 6:04 p.m.

MINUTES

The Board considered approving the minutes of the April 15, 2019, regular meeting. After review and discussion, Director Webb moved to approve the minutes as presented. Director Hunt seconded the motion, which passed by unanimous vote.

RECEIVE PUBLIC COMMENT

Mr. Longmire reported that an Arabic Immersion Magnet School will be relocated to the old High School for the Performing and Visual Arts campus in Montrose this summer. He stated that more information related to the magnet school is available on the First Montrose Commons Neighborhood Association website. Next,

Mr. Longmire commented on the proposed Metro blue line along Richmond Avenue, on behalf of Ms. Kay Warhol.

Ms. Glazner commented on graffiti abatement in the Montrose area. Mr. Williams responded to Ms. Glazner regarding the Zone's role in capital improvement projects related to mobility, infrastructure, water, sewer, drainage, and paving, and affordable housing projects.

Mr. Harbers commented on the Midtown Redevelopment Authority and paving construction along Caroline Street.

Mr. Hellyar introduced himself as a candidate running for Houston City Council, District C.

RECEIVE COMMITTEE REPORTS

The Board reviewed reports from the Projects and Planning Committee, Finance Committee, Public Engagement Committee, and Affordable Housing Committee, copies of which are attached.

REVIEW FINANCIAL INFORMATION AND AUTHORIZE PAYMENT OF INVOICES

The Board discussed the invoices submitted by ABHR, Equi-Tax, Inc., and Knudson. After review and discussion, and based on the recommendation of the Finance Committee, Director Weesner moved to approve the invoices submitted. Director Webb seconded the motion, which passed by unanimous vote. The Board requested that consultants provide an executive summary of monthly activities to be included in the Board Books.

DISCUSS BUDGET FOR FISCAL YEAR END JUNE 30, 2020, AND CITY OF HOUSTON'S 5-YEAR CAPITAL IMPROVEMENT PLAN

The Board reviewed the proposed budget for fiscal year end June 30, 2010, and the City of Houston's (the "City") 5-year Capital Improvement Plan. The Board concurred to return to this agenda item later in the meeting.

UPDATE ON MONTROSE REDEVELOPMENT AUTHORITY CREATION

Ms. Vinson updated the Board on the status of the creation of the Redevelopment Authority. She reviewed a Certificate of Formation, Bylaws, and a Tri-Party Agreement between the City, The Zone, and the Montrose Redevelopment Authority. Director Hubbard requested that ABHR confirm the position numbers of the directors of the Zone listed in the Certificate of Formation. After review and discussion, Director Weesner moved to approve and authorize execution of the Certificate of Formation, Bylaws, and Agreement between the City, the Zone, and the Montrose Redevelopment

Authority, and authorize ABHR to apply for the creation of the Montrose Redevelopment Authority.

REPORT FROM KNUDSON, L.P.

Mr. Williams reviewed the proposed Public Infrastructure Development Reimbursement Policy. After review and discussion, Director Hunt moved to approve the Public Infrastructure Development Reimbursement Policy. Director Webb seconded the motion, which carried unanimously.

The Board reviewed a proposal submitted by MJM Communications for a freelance writer services. After review and discussion, Director Hubbard moved to (i) approve the proposal submitted by MJM Communications; (ii) authorize ABHR to prepare a Services Agreement with MJM Communications; and (iii) approve the Services Agreement with MJM Communications, subject to final review and approval by the Chair. Director Hunt seconded the motion, which carried unanimously.

Mr. Williams reported that the Projects and Planning Committee reviewed responses to the Request for Qualifications for financial advisors and after review, recommended that the Board engage Masterson Advisors LLC ("Masterson") and approve a Municipal Advisor Engagement Letter with Masterson. Ms. Blomquist gave a presentation on the financial advisory services provided by Masterson. Ms. Vinson reviewed provisions included the Municipal Advisor Engagement Letter. After discussion, Director Weesner moved to approve and authorize execution of the Municipal Advisor Engagement Letter with Masterson. Director Webb seconded the motion, which carried unanimously.

Mr. Williams reviewed a draft Resolution Establishing Additional Powers of the Public Engagement Committee and Media Policy. After discussion, the Board concurred to defer discussion until the August meeting.

Ms. Vinson stated that there would be an update on 2019 legislative session matters at the August meeting.

REPORT FROM GAUGE ENGINEERING ("GAUGE")

The Board discussed the Professional Services Agreement ("PSA") with Gauge. After discussion, Director Hunt moved to authorize an amendment to the PSA with Gauge to change the hourly billing provision to task-order based billing on a project by project basis. Director Hubbard seconded the motion, which carried unanimously.

WALK/BIKE MONTROSE PLAN

Messrs. Ali and Carlton updated the Board on the status of the Walk/Bike Montrose Plan and responded to questions from Board members. Mr. Ali reviewed and requested approval of Task Order No. 2, with a lump sum of

\$206,472.00. After review and discussion, Director Hunt moved to approve Task Order No. 2 for the Walk/Bike Montrose Plan. Director Hubbard seconded the motion, which carried unanimously.

WAUGH DRIVE AND COMMONWEALTH STREET IMPROVEMENTS

Messrs. Ali and Carlton updated the Board on the status of Waugh Drive and Commonwealth Street Improvements. Mr. Ali reviewed and requested approval of Task Order No. 1, with a lump sum of \$118,158.00. After review and discussion, Director Hunt moved to approve Task Order No. 1 for the Waugh Drive and Commonwealth Street Improvements. Director Hubbard seconded the motion, which carried unanimously.

Mr. Ali reported that Gauge would provide pricing for blue tile street name signage as a supplemental task order for the Board to review at the August meeting.

ANNOUNCEMENTS REGARDING WORKSHOPS, SEMINARS, AND PRESENTATIONS RELATING TO ZONE MATTERS

Chair Mitchmore stated members of the Upper Kirby Tax Increment Reinvestment Zone attended the last Projects & Planning Committee to discuss coordinating the Zones' projects and public engagement efforts.

RENTAL AGREEMENT WITH ST. STEPHENS EPISCOPAL CHURCH

The Board discussed the Rental Agreement with St. Stephens Episcopal Church. Director Hunt did not participate in the discussion. After review, Director Webb moved to approve and authorize execution of the Rental Agreement. Director Dickerson seconded the motion, which carried unanimously.

ADOPT RESOLUTION ESTABLISHING OFFICES AND IN-ZONE MEETING PLACE(S)

Ms. Vinson reviewed a Resolution Establishing Offices and In-Zone Meeting Place, noting that the Resolution provides that the Haven's Center at St. Stephens would be established as an in-Zone meeting place. After review and discussion, Director Weesner moved to approve the Resolution. Director Webb seconded the motion, which carried unanimously. Director Hunt abstained from voting.

DISCUSS MEETING SCHEDULE AND PROPOSED AGENDA ITEMS

The Board concurred to meet on August 19, 2019, at 6:30 p.m. at the Haven's Center.

The Board requested that agenda items related to bookkeeping services be added

to the August meeting agenda.

CONSIDER RPROPOSAL FROM JANUARY ADVISORS REGARDING HOUSING ANALYSIS

The Board reviewed a proposal from January Advisors to perform a housing analysis for the Zone. After review and discussion, Director Weesner moved to (i) approve the proposal submitted by January Advisors, with the removal of the 50% project cost deposit up front, as negotiated; (ii) authorize ABHR to prepare a Services Agreement with January Advisors; and (iii) approve the Services Agreement with January Advisors, subject to final review and approval by the Chair. Director Hubbard seconded the motion, which carried unanimously.

DISCUSS BUDGET FOR FISCAL YEAR END JUNE 30, 2020, AND CITY OF HOUSTON'S 5-YEAR CAPITAL IMPROVEMENT PLAN, CONT'D

The Board continued the review of the budget for fiscal year end June 30, 2020, and the City's 5-year Capital Improvement Plan for the Zone. Discussion ensued regarding the financing of proposed Zone projects. After discussion, Director Weesner moved to adopt the budget for fiscal year end June 30, 2020, with the revisions discussed, subject to final Chair review, and the City's 5-year Capital Improvement Plan for the Zone. Director Webb seconded the motion, which carried unanimously.

CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.072, TEXAS GOVERNMENT CODE, TO DISCUSS ECONOMIC DEVELOPMENT NEGOTIATION OF THE ZONE

The Board did not convene in executive session.

ADJOURN

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



Secretary, Board of Directors

LIST OF ATTACHMENTS TO MINUTES

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Projects and Planning Committee, Finance Committee, Public Engagement
Committee, and Affordable Housing Committee Reports.....2