

MINUTES  
REINVESTMENT ZONE NUMBER TWENTY-SEVEN, CITY OF HOUSTON, TEXAS  
AND  
MONTROSE REDEVELOPMENT AUTHORITY, CITY OF HOUSTON, TEXAS

December 16, 2019

The Board of Directors (the "Board") of Reinvestment Zone Number Twenty-Seven, City of Houston, Texas (the "Zone") and Montrose Redevelopment Authority, City of Houston, Texas (the "Authority") met in regular session, open to the public, on December 16, 2019, at the St. Stephen's Episcopal Church, Havens Center, 1827 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
Ray Valdez	Position 6
Jovon Tyler	Position 7

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

Also present at the meeting were Eleni Pappas, Nick Killian, and Clint McManus of Traffic Engineers, Inc. ("TEI"); Jennifer Curley of the City of Houston (the "City"); Patti Joiner and Christina Cornelius of Knudson, LP ("Knudson"); Greg LeGrande, Sylvia Drew, John Copous, and Ali School, members of the public; Muhammad Ali of Gauge Engineering ("Gauge"); and 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 6:32 p.m.

RECEIVE PUBLIC COMMENT

There were no public comments.

MINUTES

The Board considered approving the minutes of the October 21, 2019, regular meeting. Director Webb requested one change to the minutes as presented to correct the time in which the December meeting was called to order. After review and discussion, Director Weesner moved to approve the minutes as revised. Director Hunt seconded the motion, which passed by unanimous vote.

### APPOINT ASSISTANT SECRETARY

The Board considered appointing Director Valdez as Assistant Secretary. After discussion, Director Weesner moved to appoint Director Valdez Assistant Secretary of the Board of Directors. Director Hunt seconded the motion, which carried unanimously.

### REVIEW AND AUTHORIZE SERVICES AGREEMENT WITH ELSQRD MEDIA GROUP ("EMG")

The Board considered approving a Services Agreement between the Authority and EMG. After discussion, Director Weesner moved to approve and authorize execution of the Services Agreement with EMG. Director Tyler seconded the motion, which carried unanimously.

### REVIEW AND AUTHORIZE SERVICES AGREEMENT FOR MJM COMMUNICATIONS ("MJM")

The Board considered approving a Services Agreement between the Authority and MJM. After discussion, Director Weesner moved to approve and authorize execution of the Services Agreement with MJM. Director Valdez seconded the motion, which carried unanimously.

### REVIEW AND AUTHORIZE FINANCIAL ADVISORY AGREEMENT WITH MASTERSON ADVISORS ("MASTERSON")

The Board considered approving a Financial Advisory Agreement between the Authority and Masterson to serve as the financial advisor for the Authority. After discussion, Director Hunt moved to approve and authorize execution of the Services Agreement with Masterson and the Authority. Director Webb seconded the motion, which carried unanimously.

### RECEIVE COMMITTEE REPORTS

Ms. Joiner reviewed the Projects and Planning Committee report, a copy of which is attached, and provided an update on the ongoing work of the Projects and Planning Committee.

Mr. Bapat and Directors Webb and Weesner provided an update on status of negotiations of the development agreement with Montrose Collective, L.P. (the "Development Agreement"). They reported that an agreement had been reached with the developer for reimbursement for costs of public infrastructure that will be installed by the developer and a parking covenant granting public use of 100 parking spaces for a 40 year period. Mr. Bapat further reported that the agreement would be executed on January 15<sup>th</sup> along with the remaining closing documents for Montrose Collective, L.P. and that certain revisions would be required to incorporate dispute resolution

procedures. After review and discussion, Director Hunt moved to authorize the Board Chair to execute the Development Agreement, subject to required revisions for the dispute resolution procedures. Director Tyler seconded the motion which carried unanimously.

Ms. Joiner discussed an Agreement with H-GAC for the Livable Centers Study, of which the Zone and Authority's share would be \$43,532.65. Mr. Bapat reported that modifications to the agreement are required to ensure that it reflects that payment would come from the Zone. After review and discussion, Director Webb moved to approve and authorize the Chair to execute the Agreement between H-GAC and the Authority for the Livable Centers Study, when said agreement is available and authorize payment of \$43,532.65 to H-GAC. Director Weesner seconded the motion, which carried unanimously.

The Board considered ratifying the action of the Projects and Planning Committee to send a letter to the City regarding the support of the decommissioning and removal of the viaduct connecting Spur 527 with Brazos Street. After discussion, Director Hunt moved to ratify the action of sending the letter to the City. Director Weesner seconded the motion, which passed, with six votes in favor of the motion, and one vote "nay" by Director Tyler.

#### REPORT FROM GAUGE ENGINEERING

Mr. Ali reviewed the engineer's report, a copy of which is attached, and provided an update on the projects outlined on the report.

#### WAUGH DRIVE AND COMMONWEALTH STREET IMPROVEMENTS

Mr. Ali updated the Board on the status of the Waugh Drive and Commonwealth Street Improvements. He reviewed an invoice from Gauge for professional services provided through December 6, 2019, related to the Waugh Drive and Commonwealth Street Improvements, in the amount of \$36,948.44. After review and discussion, Director Webb moved to approve the payment of the invoice. Director Hunt seconded the motion, which carried unanimously.

#### MONTROSE DRAINAGE STUDY

Mr. Ali updated the Board on the status of the Montrose Drainage Study. He stated that Gauge is working on building an analysis of the drainage network within the Zone.

#### PEDESTRIAN/BICYCLE MOBILITY PROGRAM

Mr. Ali and Ms. Pappas updated the Board on the status of the Pedestrian/Bicycle Mobility Program (the "Program"). He reviewed an invoice from Gauge for professional services provided through December 6, 2019, related

to the Program, in the amount of \$31,536.00. After review and discussion, Director Webb moved to approve the payment of the invoice. Director Hunt seconded the motion, which carried unanimously.

#### RECEIVE COMMITTEE REPORTS, CONT'D

Ms. Joiner provided an update on the ongoing work of the Public Engagement Committee. Director Weesner reviewed the proposed Resolution Establishing Additional Powers of the Public Engagement Committee and Media Policy. After review and discussion, Director Tyler moved to approve and authorize execution of the Resolution Establishing Additional Powers of the Public Engagement Committee and Media Policy. Director Webb seconded the motion, which carried unanimously.

Director Hunt provided an update on the ongoing work of the Affordable Housing Committee. She stated that January Advisors will present a progress report related to housing needs of the Zone at the January meeting.

Ms. Joiner provided an update on the ongoing work of the Finance Committee. Mr. Bapat reported that McConnell & Jones is unable to serve as investment officer for the Authority as they serve as the auditor for the City, which would result in a conflict of interest. The Board then discussed other respondents to the RFP for bookkeepers and directed ABHR request a contract from ETI Bookkeeping Services ("ETI") and to present any updates at the next meeting of the Board.

#### 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 Hunt moved to approve the invoices submitted. Director Webb seconded the motion, which passed by unanimous vote.

#### ADOPT RESOLUTION ADOPTING INVESTMENT POLICY

Mr. Bapat reviewed a Resolution Adopting Investment Policy for the Authority. Following review and discussion, Director Weesner moved to adopt the Resolution Adopting Investment Policy and direct that the Resolution be filed appropriately and retained in the Authority's official records. Director Webb seconded the motion, which passed by unanimous vote.

#### REVIEW, REVISE, AND ADOPT RESOLUTION ESTABLISHING THE AUTHORIZED DEPOSITORY INSTITUTIONS AND ADOPTING LIST OF QUALIFIED BROKER/DEALERS WITH WHOM THE AUTHORITY MAY ENGAGE IN INVESTMENT TRANSACTIONS

Mr. Bapat reviewed a Resolution Establishing the Authorized Depository Institutions and Adopting List of Qualified Broker/Dealers with Whom the Authority

May Engage in Investment Transactions. Following review and discussion, Director Weesner moved to adopt the Resolution Establishing the Authorized Depository Institutions and Adopting List of Qualified Broker/Dealers with Whom the Authority May Engage in Investment Transactions and direct that the Resolution be filed appropriately and retained in the Authority's official records. Director Tyler seconded the motion, which passed by unanimous vote.

APPOINT INVESTMENT OFFICER

The Board concurred to table any action on this agenda item until a bookkeeper is engaged for the Authority.

ACCEPT DISCLOSURE STATEMENT FOR BOOKKEEPER AND INVESTMENT OFFICER

The Board concurred to table any action on this agenda item until a bookkeeper is engaged for the Authority.

REPORT FROM MASTERSON ADVISORS

There was no report from Masterson Advisors.

ORDER ESTABLISHING A RECORDS MANAGEMENT PROGRAM AND DESIGNATE A MANAGEMENT OFFICER

Mr. Bapat reviewed with the Board an Order Establishing a Records Management Program and Designating a Records Management Officer for management of the Authority's records. He said the Order reflects the designation of Allen Boone Humphries Robinson LLP as the Authority's records management officer. After review and discussion, Director Webb moved to adopt the Order Establishing a Records Management Program and Designating a Records Management Officer and direct that the Order be filed appropriately and retained in the Authority's official records. Director Hunt seconded the motion, which carried unanimously.

RESOLUTION ADOPTING PUBLIC COMMENT RULES

Mr. Bapat reviewed a Resolution Adopting Public Comment Rules for the Authority regarding the Authority's policies on public comment and public testimony at open meetings. After review and discussion, Director Weesner moved to adopt the Resolution Adopting Public Comment Rules for the Authority. Director Webb seconded the motion, which carried unanimously.

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

There was no discussion on this agenda item.

DISCUSS MEETING SCHEDULE AND PROPOSED AGENDA ITEMS

The Board concurred to meet on January 13, 2020, at 6:30 p.m. at the Haven's Center.

RECEIVE PUBLIC COMMENT

Mr. LeGrande thanked the Board of Directors for their service.

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

	<u>Page</u>
Projects and Planning Committee report .....	2
Gauge engineer's report.....	3