

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

December 13, 2021

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, on the 13<sup>th</sup> day of December, 2021, at the offices of Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Houston, Texas, outside the boundaries of the District, with supplemental access provided by videoconference in accordance with Section 551.127 of the Texas Government Code and the roll was called of the members of the Board being present:

Lisa W. Hunt	Position 1
Abby Noebels	Position 2
Joe D. Webb	Position 3 Chair
Melinda Little	Position 4
Paul Dickerson	Position 5
Ray Valdez	Position 6
Jovon Tyler	Position 7

and Directors Hunt, Webb, Dickerson, and Valdez were present in person, thus constituting a quorum. Directors Noebels and Little were present via videoconference in accordance with the provisions of Section 551.127 of the Texas Government Code.

Also attending the meeting were Justin Jenkins of McCall Gibson Swedlund Barfoot PLLC ("McCall Gibson"); Robert McHaney of The Goodman Corp. ("Goodman"); Muhammad Ali of Gauge Engineering ("Gauge"); Jennifer Landreville of ETI Bookkeeping Services ("ETI"); Walter Morris of Knudson, LP ("Knudson"); Brian Jackson of the City of Houston Economic Development Office; Jim Tucker, Greg LeGrande, Stephen Longmire, and additional members of the public; and Sanjay Bapat and Alyssa Ollwerther of Allen Boone Humphries Robinson LLP ("ABHR").

Mr. Bapat reviewed certain recommended protocols for conducting the meeting via teleconference and videoconference and informed the directors that in accordance with Section 551.127 of the Texas Government Code, those who are not attending in person or visible at the meeting location listed above via videoconference are unable to participate in discussions other than public comment and are unable to vote on any matters.

## ESTABLISH QUORUM AND CALL TO ORDER

Chair Webb called the meeting to order at 6:43 p.m.

## RECEIVE PUBLIC COMMENT

Chair Webb offered any members of the public attending the meeting by videoconference and teleconference the opportunity to make public comment.

## MINUTES

The Board considered approving the minutes of the September 20, 2021, regular meeting and the October 18, 2021, special meeting. After review and discussion, Director Valdez moved to approve the two sets of minutes as presented. Director Dickerson seconded the motion, which passed unanimously.

## PROJECTS AND PLANNING

Chair Webb reviewed the Projects and Planning Committee reports from November and December with the Board and responded to questions from Board members related to same.

## REPORT FROM GAUGE

Mr. Ali reviewed the engineer's report, a copy of which is attached, and provided an update on the projects outlined on the report. Mr. Ali noted that Gauge provided an addendum to the Walk + Bike Montrose report to include the December 2020 annexation into the Zone, which has been posted to the Authority website.

## WAUGH DRIVE, COMMONWEALTH, AND YOAKUM STREET IMPROVEMENTS

Mr. Ali updated the Board on the construction of the Waugh Drive, Commonwealth, and Yoakum Street Improvements. He reviewed and recommended approval of Pay Estimate No. 8, in the amount of \$325,992.32, payable to Reytec Construction Resources, Inc. ("Reytec"). Following review and discussion, Director Little moved to approve Pay Estimate No. 8, in the amount of \$325,992.32, payable to Reytec. Director Valdez seconded the motion, which passed unanimously.

## UPDATE ON HAWTHORNE STREET AND WOODHEAD STREET NEIGHBORHOOD SAFE STREET

Mr. Ali provided an update on the Hawthorne and Woodhead Street Neighborhood Safe Street Improvements project, and informed the Board bids

are scheduled to be opened on December 15, 2021. Discussion ensued.

SIDEWALK IMPROVEMENTS PROJECT ALONG WEST GRAY BETWEEN WAUGH DRIVE AND DUNLAVY STREET

Mr. Ali provided an update on the design of sidewalk improvements along West Gray Street between Waugh Drive and Dunlavy Street project.

INTERAGENCY AGREEMENT WITH METRO FOR SIDEWALK IMPROVEMENTS PROJECT ALONG WEST GRAY BETWEEN SHEPHERD DRIVE AND DUNLAVY STREET

Mr. Bapat reviewed an Interagency Agreement for Enhanced Mobility of Seniors and Individuals with Disabilities (“Interagency Agreement”) between METRO and the Authority in connection with the METRO 5310 Program - sidewalk improvements along West Gray Street and Shepherd Drive and Dunlavy Street. Mr. Bapat informed the Board that the grant was applied for in December 2020 and awarded to the Authority. Mr. Bapat and Mr. Ali responded to questions from Board members related to the Interagency Agreement. Following review and discussion, Director Valdez moved to approve and authorize execution of the Interagency Agreement. Director Little seconded the motion, which passed unanimously.

TASK ORDER WITH GOODMAN TO PROVIDE FTA COMPLIANCE SERVICES

In connection with the METRO 5310 Program - sidewalk improvements along West Gray Street and Shepherd Drive and Dunlavy Street project, Mr. McHaney reviewed and recommended approval of a task order submitted by Goodman to provide FTA compliance services, in the amount of \$38,500.00 including the development of a Title VI MWBE program. Mr. McHaney informed the Board this program will be required for any future FTA grants and the expense now will allow the Authority to have the program in place for the larger grants it is seeking through the FTA for Montrose Boulevard and West Alabama Street. Following review and discussion, Director Little moved to approve the task order for Goodman to provide FTA compliance services for the sidewalk improvements along West Gray Street and Shepherd Drive and Dunlavy Street project. Director Valdez seconded the motion, which passed unanimously.

REAUTHORIZE SUBMISSION OF GRANT APPLICATION FOR SIDEWALK PROJECT ALONG WEST GRAY STREET BETWEEN

DUNLAVY STREET AND WAUGH DRIVE

The Board considered authorizing Goodman to resubmit the grant application for the sidewalk project along West Gray Street between Dunlavy Street and Waugh Drive on behalf of the Authority. Following discussion, Director Little moved to authorize Goodman to resubmit the grant application for the sidewalk project along West Gray Street between Dunlavy Street and Waugh Drive on behalf of the Authority. Director Valdez seconded the motion, which passed unanimously.

UPDATE ON WEST ALABAMA STREET RECONSTRUCTION PROJECT INCLUDING LOCAL MATCH FUNDING COMMITMENT LETTER FOR WEST ALABAMA RECONSTRUCTION PROJECT

Chair Webb and Mr. Morris provided background information related to the prepared funding commitment letter from the Authority for the portion of the West Alabama Street Reconstruction Project from Shepherd Drive to Spur 527. Following review and discussion, Director Valdez moved to approve and authorize execution of the local match funding commitment letter as discussed, subject to final approval by the Projects and Planning Committee. Director Dickerson seconded the motion, which passed unanimously.

UPDATE ON PROJECT WITH MONTROSE COLLECTIVE OWNER, LP ("MONTROSE COLLECTIVE"), INCLUDING ENGAGE AUDITOR TO PREPARE DEVELOPER REIMBURSEMENT REPORT

Mr. Bapat informed the Board that Montrose Collective has reached substantial completion on its project and pursuant to the Development Agreement between the Authority and Montrose Collective, Montrose Collective is entitled to be reimbursed for certain enumerated construction costs for public facilities up to a maximum amount of \$3,707,859,00. Mr. Bapat stated that Montrose Collective has submitted a Certificate of Substantial Completion to the Authority and that they are seeking reimbursement pursuant to the Development Agreement. Prior to approving reimbursement, the Authority is required to complete an independent audit of all construction costs incurred pursuant to the Development Agreement. In connection with same, Mr. Jenkins reviewed an engagement letter for McCall Gibson to prepare a developer reimbursement report for the Montrose Collective project. Following review and discussion, Director Hunt moved to engagement McCall Gibson to prepare a developer reimbursement report for the Montrose Collective project. Director Valdez seconded the motion, which passed unanimously.

DISCUSS LOWER WESTHEIMER PROJECT AND TAKE APPROPRIATE ACTION

Chair Webb updated the Board on the Lower Westheimer Project and reviewed a

proposed letter from the Authority to the City of Houston (the "City") regarding the Lower Westheimer corridor design project. Following review and discussion, Director Dickerson moved to authorize execution and submittal of the letter from the Authority to the City regarding the Lower Westheimer corridor design project. Director Hunt seconded the motion, which passed unanimously.

#### LETTER OF NO OBJECTION TO GUNDA CORP. REGARDING THE BSID 11407 METRO STOP

Mr. Morris reviewed a "no objection" letter from the Authority to Houston METRO/ Gunda Corp. regarding the construction of a bus stop along Richmond Ave and East of Yupon Street. Following review and discussion, Director Valdez moved to authorize execution and submittal of the letter to METRO/ Gunda Corp. regarding "no objection" to the construction of BSID 11407. Director Dickerson seconded the motion, which passed unanimously.

#### PUBLIC ENGAGEMENT COMMITTEE

There was no update on this matter.

#### AFFORDABLE HOUSING REPORT

Director Hunt provided an update on the ongoing work of the Affordable Housing Committee. A copy of the report is attached. Discussion ensued and the Board instructed Authority consultants to develop an amendment to the Authority's Development Agreement policy to include provisions for affordable housing, including a requirement that if a Development Agreement contains an affordable housing component a member of the Affordable Housing Committee must be on the negotiation team.

#### FINANCIAL MATTERS

Ms. Landreville reviewed the monthly financial and bookkeeping report, a copy of which is attached.

The Board discussed the invoices submitted by ABHR, Gauge, ETI Bookkeeping Services, Equi-Tax, Inc., Gauge, Goodman Corp., Reytec, McCall Gibson, and Knudson. A copy of the report from the Finance Committee is attached. After review and discussion, and based on the recommendation of the Finance Committee, Director Little moved to approve and authorize payment of the invoices. Director Dickerson seconded the motion, which passed unanimously.

#### REPORT FROM MASTERSON ADVISORS, INCLUDING FINANCIAL CAPACITY OF ZONE

There was no discussion on this agenda item.

#### REPORT FROM ZONE ADMINISTRATOR

Mr. Morris reported on the ongoing work of the Zone administrator, a copy of which is attached.

#### REPORT FROM ATTORNEY

Mr. Bapat reported on the ongoing legal work performed by ABHR.

#### 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 hold a special meeting on January 10, 2022, at 6:30 p.m. at the offices of ABHR to consider award of the construction contract for the Hawthorne and Woodhead project.

#### RECEIVE PUBLIC COMMENT

Chair Webb offered any members of the public attending the meeting by videoconference and teleconference the opportunity to make public comment.

Greg LeGrande thanked the Board for their continued efforts to coordinate with surrounding jurisdictions on projects. He then encouraged that the Board make improvements down the length of Shepherd Drive in the boundaries of the Zone, rather than isolated repairs.

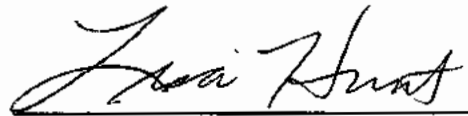
Jim Tucker commented on the Authority's construction projects along West Alabama and West Gray. Mr. Tucker next inquired about the status of the Montrose Management District and Mr. Bapat responded.

Frank Blake requested that the Board include the planting and installation of trees with the Lower Westheimer Project design. Chair Webb responded to Mr. Blake, noting that the Authority is working with Trees for Houston.

Stephen Longmire thanked the Board for the funding of the Arabic Immersion Magnet School SPARK Park and commented on the use of same. Mr. Longmire requested that the Board work to have the middle lanes removed from West Alabama in certain portions of the Zone.

ADJOURN

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

A handwritten signature in cursive script, appearing to read "Lisa Hunt", written over a horizontal line.

Secretary, Board of Directors

LIST OF ATTACHMENTS TO MINUTES

	<u>Page</u>
Gauge engineer's report.....	2
Affordable Housing Committee report.....	5
Monthly financial and bookkeeping report.....	5
Finance Committee Report.....	5
Knudson Report.....	6