

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

March 20, 2023

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 20th day of March, at the Haven's Center, at St. Stephen's Episcopal Church, 1827 W. Alabama Street, Houston, Texas, 77098, inside the boundaries of the Zone, 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
Paul Dickerson	Position 4
Eureka Gilkey	Position 5
Jeffrey Watters	Position 6
Ray Valdez	Position 7

and all of the above were present in person, except Directors Gilkey and Dickerson, thus constituting a quorum.

Also attending the meeting were Brian Walwyn, representing the City of Houston (the "City"); Kristi Miller of The Goodman Corp. ("Goodman"); Jennifer Landreville of ETI, Inc. ("ETI"); Patti Joiner and Walter Morris of Knudson LLP (Knudson"); Kathleen Ellison of Norton Rose Fulbright ("NRF"); Kristin Blomquist of Masterson Advisors ("Masterson"); David Greaney of Gauge Engineering ("Gauge"); William Johnson, Hume Spike, Jack Valinski, Evelyn Truong, Nelson Vergel, Linda Trevino, Richard Glover, Frank Blake, and additional members of the public; and Sanjay Bapat and Alyssa Ollwerther of Allen Boone Humphries Robinson LLP ("ABHR").

ESTABLISH QUORUM AND CALL TO ORDER

Chair Webb called the meeting to order at 6:35 p.m.

RECEIVE PUBLIC COMMENT

Chair Webb offered any members of the public attending the meeting the opportunity to make public comment.

Jack Valinski addressed the Board and requested that the Board integrate the LGBTQIA+ community into the Montrose Boulevard improvements plans.

Robert Snellgrove addressed the Board and requested that the Board integrate the LGBTQIA+ community into the Montrose Boulevard improvements plans and presented a petition signed by community members related to same. Chair Webb responded to Robert.

MINUTES

The Board reviewed the minutes of the February 20, 2023, regular meeting. After review and discussion, Director Valdez moved to approve the minutes as presented. Director Watters seconded the motion, which carried unanimously.

REORGANIZE COMMITTEES

The Board considered reorganizing committees. Following discussion, Director Hunt moved to appoint Director Watters to the Finance Committee. Director Noebels seconded the motion, which carried unanimously.

PROJECTS AND PLANNING

PROJECTS AND PLANNING COMMITTEE REPORT

Chair Webb provided an overview of the ongoing work of the Projects and Planning Committee, including the March 6, 2023, committee meeting report, a copy of which is attached. Ms. Miller provided an update from the Goodman Corp. regarding federal grant monies and applications for same. Director Hunt requested that The Goodman Corp. coordinate submittal of certain applications with members of the public. Ms. Miller provided a general overview regarding the engagement process for grant monies and expected timelines for same.

The Board discussed installing art in connection with the Montrose Boulevard improvements project and the process required to get any such art accepted into the City's collection for long term maintenance.

REPORT FROM GAUGE

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

UPDATE ON HAWTHORNE STREET AND WOODHEAD STREET NEIGHBORHOOD SAFE STREET

Mr. Greaney updated the Board on the status of construction of the

Hawthorne and Woodhead Street Neighborhood Safe Street Improvements project and expected completion dates of certain portions of the project.

Mr. Greaney reviewed recent construction photos related to the construction of Hawthorne and Woodhead Street Neighborhood Safe Street Improvements project. He reviewed an exhibit designed to keep residents and nearby/interested community associations informed of construction timelines and updates for the project.

Next, in connection with the construction of Hawthorne and Woodhead Street Neighborhood Safe Street Improvements project, Mr. Greaney reviewed and recommended approval of Pay Estimate No. 11, in the amount of \$494,070.61, payable to R. Miranda Trucking and Construction LLC ("R. Miranda"). Mr. Greaney next reviewed and recommended approval of Change Order No. 1 to the contract with R. Miranda for a 30-day time extension, with no change to the original contract amount. The Board determined that Change Order No. 1 is beneficial to the District. Mr. Greaney reviewed a supplemental Task Order for construction management and inspection services in the amount of \$34,500, submitted by Gauge, in connection with the time extension of the project. Following discussion, Director Valdez moved to (1) approve Pay Estimate No. 11, in the amount of \$494,070.61, payable to R. Miranda; (2) approve Change Order No. 1 to the contract with R. Miranda for the 30-day time extension, based upon the Board's finding that the Change Order is beneficial to the District and the engineer's recommendation; and (3) approve the Task Order submitted by Gauge for construction management and inspection services, in the amount of \$34,500. Director Noebels seconded the motion, which carried unanimously.

MONTROSE BOULEVARD IMPROVEMENTS

Mr. Greaney updated the Board on the status of Montrose Boulevard improvements, including the ongoing work related to the plans for the project and coordination with the Ismaili Center.

In connection with Montrose Boulevard Improvements, Mr. Bapat reviewed an Interlocal Agreement with the Downtown Redevelopment Authority ("DRA") and the Authority (the "Interlocal Agreement") for improvements at the Montrose Boulevard bridge that crosses Allen Parkway and connects to Buffalo Bayou Park and responded to questions related to same. Mr. Douglas provided an overview of the responsibility of the DRA in connection with the Interlocal Agreement and responded to questions from the Board related to same. Mr. Bapat reminded the Board that the Interlocal Agreement had been conditionally approved at the February regular meeting with the authorization of the Projects and Planning Committee to provide final approval of same, noting that no further action was required at this time.

WEST GRAY FROM SHEPHERD TO DUNLAVY STREET

There was no update on this agenda item.

UPDATE ON DALLAS AND MANDELL STREET

Mr. Greaney provided an update on the improvements to W. Dallas Street and Mandell Street and responded to questions from the Board related to same.

PUBLIC ENGAGEMENT REPORT

Director Hunt provided an overview of the ongoing work of the Public Engagement Committee, including an update on the responses to a request for qualifications for the Authority to hire a public engagement firm. Director Hunt added that the Public Engagement Committee plans to have a recommendation at the next regular Board meeting.

RESOLUTION OF SUPPORT AND FUNDING COMMITMENT FOR FY 24

Ms. Miller reviewed a Resolution of Support and Funding Commitment for Fiscal Year 2024 Congressional Community Project Funding in connection with the W. Alabama project. Following review and discussion, Director Hunt moved to approve and authorize execution of the Resolution of Support and Funding Commitment for Fiscal Year 2024 Congressional Community Project Funding in connection with the W. Alabama project. Director Valdez seconded the motion, which carried unanimously.

Ms. Miller updated the Board on the status of a joint grant application with the Upper Kirby Redevelopment Authority submitted to State Representative Fletcher's office.

CERTIFICATIONS AND ASSURANCES FOR FY 23 IN CONNECTION WITH FTA ASSISTANCE PROGRAMS

In connection with applying for federal grant monies, Ms. Miller next reviewed Certifications and Assurances for Fiscal Year 2023. Following review and discussion, Director Hunt moved to adopt the Certifications and Assurances for Fiscal Year 2023. Director Noebels seconded the motion, which carried unanimously.

AFFORDABLE HOUSING REPORT

There was no update this month from the Affordable Housing Committee.

FINANCIAL MATTERS

Ms. Landreville reviewed the monthly financial and bookkeeping report, a copy of which is attached. In connection with the Positive Pay program offered by Allegiance Bank, Ms. Landreville reviewed: (i) Addendum to Treasury Management Services

Agreement (Texas Special Purpose District), (ii) Addendum to Treasury Management Services Agreement (Bookkeeper Agent Addendum), (iii) Authorization to Obtain Treasury Management Services, and (iv) Treasury Management Services Request form. She reported that Allegiance Bank and Community Bank of Texas have merged to become Stellar Bank, adding that she will have an update on the merger next month. She reviewed the invoices submitted and included in the Board packet. After review and discussion, and based on the recommendation of the Finance Committee, Director Hunt moved to: (1) approve the bookkeeper's report and authorize payment of the invoices; and (2) approve and authorize execution of the documents in connection with the Positive Pay program. Director Watters seconded the motion, which carried unanimously.

REPORT FROM FINANCIAL ADVISOR

Ms. Blomquist provided an overview related to the selection and hiring of disclosure counsel for the upcoming proposed Series 2023 Tax Increment Contract Revenue Bonds.

CONTRACT FOR DISCLOSURE COUNSEL LEGAL SERVICES AND ADOPT RESOLUTION REGARDING APPROVAL OF LEGAL SERVICES CONTRACT

The Board considered selecting an attorney to provide disclosure counsel legal services for the Authority. The Board reviewed a proposed contract submitted by NRF to serve as disclosure counsel for the Authority. Ms. Ellison introduced herself to the Board and responded to questions from the Board related to NRF and disclosure counsel matters. Next, Mr. Bapat discussed requirements related to contracts for legal services entered into by governmental entities, including contingent fee contracts for disclosure counsel legal services by the Authority. The Board reviewed the public notice that was provided regarding consideration of NRF's contract for today's meeting, pursuant to Section 2254.1036, Texas Government Code. Mr. Bapat presented a written Resolution Regarding Approval of Legal Services Contract (the "Resolution"). After review and consideration of matters related thereto, including the matters listed in Section 2254.1036(a)(1), Texas Government Code, Director Hunt moved to: (1) adopt the Resolution reflecting (i) approval of the public notice provided pursuant to Section 2254.1036, Texas Government Code; (ii) adoption of the findings and determinations provided in the public notice as the findings and determinations of the Board; (iii) the Board's findings that the contents of the public notice and the timing and manner of the provision of the notice are in full compliance with Subchapter C, Chapter 2254, Texas Government Code; (iv) the Board's finding that NRF is a well-qualified law firm on the basis of demonstrated competence, qualifications, and experience; and (v) approval of the contract with NRF for disclosure counsel legal services; and (2) direct that the Resolution and the contract be filed appropriately and retained in the Authority's official records. Director Watters seconded the motion, which passed by unanimously.

REPORT FROM ZONE ADMINISTRATOR

Mr. Morris reviewed the report from Knudson, a copy of which is attached.

REPORT FROM ATTORNEY

Mr. Bapat provided an update on work performed by ABHR for the Authority.

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

The Board noted that the next regular Authority meeting is scheduled for April 17, 2023, at 6:30 p.m., at St. Stephen's Episcopal Church and School, at The Havens Center. The Board discussed holding another public engagement meeting related to W. Alabama improvements, as well as additional public engagement meetings related to the Montrose Boulevard improvements, in the near future.

Director Valdez reported on his attendance at a recent WAMM neighborhood association meeting.

RECEIVE PUBLIC COMMENT

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

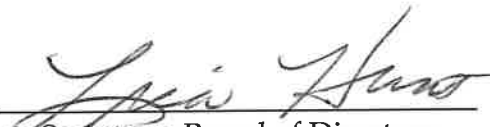
Lloyd Matzner reminded the Board that he serves on the North Montrose Association and requested that information related to which directors serve on specific committees be placed on the Authority website. Lloyd inquired about certain delays on sidewalk installation work along W. Gray. Mr. Bapat responded to Lloyd and provided clarification to the bidding of the W. Gray improvements project.

William Johnson inquired about when the questions and answers from the Montrose public engagement presentation will be available on the Authority website. Mr. Bapat responded to William, noting that the plan is to have this information available by the end of next week. Next, William inquired about the Authority's process for hiring a communications specialist. Director Hunt responded. William inquired about the timing of improvements to Mandell Street and Dallas Street and the City's project affecting same. Chair Webb responded. William provided information related to a retaining wall along a cemetery along Allen Parkway. Mr. Greaney responded.

Frank Blake requested that the Board consider urban heat mitigation within the design of the plans for improvements on Westheimer Road and Montrose Boulevard, including the planting of street trees. Chair Webb responded.

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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