

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

April 20, 2020

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 by videoconference, with access by video available to the public, pursuant to Texas Government Code Section 551.125 and Governor Greg Abbott's directive suspending certain provisions of the Texas Open Meetings Act dated March 16, 2020, on the 20th day of April, 2020, and the roll was called of the members of the Board being present by telephone:

Lisa W. Hunt	Position 1
Randy Mitchmore	Position 2 Chair
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, thus constituting a quorum.

Also attending the videoconference were Geoff Carleton, Eleni Pappas, and Clint McManus of Traffic Engineers, Inc. ("TEI"); Muhammad Ali, Derek St. John, and Heather Goodpasture of Gauge Engineering ("Gauge"); Jennifer Landreville of ETI Bookkeeping Services ("ETI"); Jeff Reichman of January Advisors; Jennifer Curley and Lisa Duffy of the City of Houston (the "City"); Steve Radom of Radom Development; Patti Joiner and Christina Cornelius of Knudson, LP ("Knudson"); Steve Longmire, Bridget Jenson, Greg Pettigrew, Holly Smith, Jack Valinski, Monica Aizpurua; Greg LeGrande, and John Copous, and additional members of the public joined via teleconference and videoconference; and Sanjay Bapat and Alyssa Ollwerther of Allen Boone Humphries Robinson LLP ("ABHR").

Mr. Bapat reviewed certain recommended protocols for conducting the District's meeting via teleconference and videoconference. He announced that the meeting was being recorded and that consultant reports presented at the meeting were posted online and available to the public in the form of an "agenda packet" prior to the start of the meeting at <https://www.districtdirectory.org/agendapackets/tirz27/> and www.montrosehtx.org.

ESTABLISH QUORUM AND CALL TO ORDER

Chairman Mitchmore called the meeting to order at 6:31 p.m.

RECEIVE PUBLIC COMMENT

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

Mr. Longmire commented on the potential funding of a portion of Spark Park at Arabic Immersion School.

Mr. Pettigrew inquired about traffic mediation measures along Allen Parkway and W. Gray Street and whether these would be included in the construction plans for Waugh Drive and Commonwealth Street Improvements project.

Ms. Jones requested that the Board consider financing a circulator bus line throughout the Montrose area. Mr. Bapat and Mr. Ali stated that the Zone cannot finance that type of project and that another type of entity would be required as the Zone and Authority are required to focus on infrastructure.

DECLARE EMERGENCY

Mr. Bapat reported on Governor Abbott's disaster declaration dated March 13, 2020, authorizing political subdivisions of the State of Texas to use all available resources to facilitate and expedite the use and deployment of Zone resources to enhance preparedness and response to the COVID-19 pandemic. He stated in response to the Governor's declaration, an emergency may be declared within the Zone for the duration of this declared disaster and for the limited purposes authorized by Governor Abbott. After discussion, Director Webb moved to declare an emergency within the Zone for the duration of this declared emergency/disaster and for the limited purposes authorized by the Governor as a result of the COVID-19 pandemic. Director Hunt seconded the motion. A roll call of the Board was taken and the motion passed unanimously, with all directors voting "yea."

MEMORANDUM REGARDING PREPARATION FOR POTENTIAL EFFECTS OF COVID-19 ("MEMORANDUM")

Mr. Bapat reviewed the Memorandum Regarding Preparation for Potential Effects of COVID-19. A copy of the Memorandum is attached. Mr. Bapat also updated the Board regarding the "stay home" order issued by Harris County in response to the COVID-19 pandemic (the "County Order"). He reported that the County Order deems services provided by local governments needed to ensure their continuing operation to

provide for the health, safety and welfare of the public, as an Essential Government Function.

MINUTES

The Board considered approving the minutes of the January 13, 2020, regular meeting. After review and discussion, Director Weesner moved to approve the minutes as revised. Director Webb seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

PROJECTS AND PLANNING

REPORT

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.

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.

PEDESTRIAN/BICYCLE MOBILITY PROGRAM

Ms. Pappas and Mr. Carleton updated the Board on the status of the Pedestrian/Bicycle Mobility Program (the "Program"), a copy of which is attached in the engineer's report.

AUTHORIZE INTERLOCAL AGREEMENT WITH HARRIS COUNTY PRECINCT ONE

Mr. Ali stated that the Zone and Harris County Precinct One ("Precinct One") have discussed the opportunity to enter into an Interlocal Agreement for the joint development of bikeway infrastructure projects (the "Projects"). He stated that Precinct One and the Zone each agree to fund 50% of the construction cost of each Project and added that the funding commitment for all Projects is capped at \$4.5 million. Mr. Ali reviewed a term sheet from the Harris County Precinct One's office related to the Zone's bikeway partnership. After review and discussion, Director Webb moved to authorize negotiation of an Interlocal Agreement with Precinct One, on the terms discussed, to accelerate the implementation of the Program. Director Hunt seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

MONTROSE DRAINAGE STUDY

Ms. Goodpasture and Mr. St. John updated the Board on the status of the Montrose Drainage Study. They reviewed an analysis of the drainage network within the Zone.

WAUGH DRIVE AND COMMONWEALTH STREET IMPROVEMENTS

Mr. Ali updated the Board on the status of the Waugh Drive and Commonwealth Street Improvements. Mr. Ali also discussed a potential extension of the project from W. Gray to W. Dallas Street and discussed a supplemental task order for design work of the extension of the project.

Mr. Ali responded to an earlier comment from a member of the public related to the traffic mediation measures along Allen Parkway and W. Gray Street. He stated that Gauge would consider traffic calming devices at the time in which the project reaches W. Dallas, which is the end of the area included in the Zone.

Mr. Ali reviewed an extension to the current Waugh Drive and Commonwealth Street Improvements project, adding that there would be an extension to the southern portion of the project, to the southern boundary of the Zone, to W. Alabama Street.

APPROVAL OF LETTER OF INTEREST FOR METRO BOOST PROGRAM

Mr. Ali reported on a recent METRO BOOST meeting and the bond program for same. He then reviewed a partnership interest letter between the Authority/Zone and METRO to deliver improvements along Montrose Boulevard from approximately US 59 to W. Dallas Street. After review and discussion, Director Webb moved to approve and authorize execution of the partnership interest letter. Director Hunt seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

ORDER ADOPTING SECTION 49.2731 ELECTRONIC BIDDING RULES

There was no discussion on this agenda item.

ORDER ADOPTING ELECTRONIC SIGNATURE RULES FOR CONSTRUCTION CONTRACTS

The Board considered adopting an Order Adopting Electronic Signature Rules For Construction Contracts to set forth rules surrounding the receipt of electronic signatures on construction contracts.

Following review and discussion, Director Hunt moved to adopt an Order Adopting Electronic Signature Rules For Construction Contracts. Director Valdez seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

UPDATE ON LIVEABLE CENTERS STUDY

Ms. Cornelius and Director Weesner provided an update on the status of the Liveable Centers Study.

UPDATE ON PROJECT WITH MONTROSE COLLECTIVE OWNER, L.P. AND APPROVE LETTER AGREEMENT

Mr. Radom provided an update on status of development of the Montrose Collective development.

Mr. Bapat reviewed a letter agreement regarding recordation of memorandum of agreement. After review and discussion, Director Webb moved to approve and authorize execution of the letter agreement. Director Weesner seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

POTENTIAL FUNDING OF A PORTION OF SPARK PARK AT ARABIC IMMERSION SCHOOL

Ms. Joiner updated the Board on the status of the construction of a spark park at the Arabic Immersion Magnet School in the Zone. She stated that the Arabic Immersion School has requested that the Board consider funding \$150,000 for the spark park. After review and discussion, Director Weesner moved to approve funding \$150,000 for the spark park, subject to negotiation and execution of an agreement for terms of funding. Director Hunt seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

PUBLIC ENGAGEMENT

REPORT

Director Weesner reviewed the Public Engagement Committee report, a copy of which is attached, and provided an update on the ongoing work of the Public Engagement Committee.

AUTHORITY WEBSITE POSTING

The Board discussed the posting of information on the Authority website. After discussion, the Board concurred to direct ABHR and Knudson to post all

materials from the Board book on the website with the exception of draft legal documents and invoices for payment.

GENERAL COMMUNICATION POLICY

Mr. Bapat discussed a general communication policy with the Board and reviewed a Resolution Establishing General Communications Policy. After discussion, Director Webb moved to approve and authorize execution of the Resolution Establishing General Communications Policy, as discussed. Director Tyler seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

REVIEW AND APPROVE UPDATE TO MEDIA POLICY

Director Weesner reviewed the updated media policy with the Board and a Resolution Establishing Additional Powers of the Public Engagement Committee and Media and Communications Policy (the "Resolution"). The Board discussed revising the Media Policy to provide criteria for determining which public meetings are considered "public engagement events". After review and discussion, Director Tyler moved to approve and authorize execution of the Resolution, with the revisions as discussed. Director Webb seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

APPOINT WEBSITE LIAISON

The Board considered the appointment of a website liaison on behalf of the Authority. After discussion, Director Hunt moved to appoint Director Tyler as the website liaison. Director Weesner seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

AFFORDABLE HOUSING

REPORT

Director Hunt provided an update regarding the ongoing work of the Affordable Housing Committee.

MONTROSE HOUSING STUDY

Mr. Reichman presented on historical housing data and current inventory of housing within the Zone boundaries. He requested authorization to begin the second phase of the housing study and reviewed an invoice for the scope of same. After review and discussion, Director Weesner moved to approve the invoice for the scope of the second phase of the housing study. Director

Dickerson seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

FINANCIAL MATTERS

REVIEW AND APPROVE ENGAGEMENT FOR AUDITING SERVICES

Mr. Bapat reviewed an engagement letter from McCall to provide auditing services to the Authority, in an amount not to exceed \$10,000 for the preparation of the annual financial report of the Authority. After review and discussion, Director Weesner moved to engage McCall as the Authority's auditor and authorize execution of the engagement letter. Director Hunt seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

DISCUSS INVOICE MANAGEMENT AND FINANCIAL PROCESSES POLICY

The Board discussed invoice management and financial processes policy. After discussion, the Board concurred not to make any changes to the way in which invoices are processed at this time.

CONSIDER TASK ORDER NO. 2 FROM KNUDSON

Director Webb and Ms. Joiner reviewed task order no. 2 from Knudson for flat fee administrative services and hourly planning services. After review and discussion, Director Weesner moved to approve task order no. 2. Director Hunt seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

REPORT FROM BOOKKEEPER, REVIEW FINANCIAL INFORMATION, AND AUTHORIZE PAYMENT OF INVOICES

Ms. Landreville provided an overview of the Authority's bookkeeping and financial matters, including correspondence with the City and Compass Bank related to opening accounts on behalf of the Authority. Discussion ensued regarding signature cards and which directors will execute checks on behalf of the Authority. After discussion, Director Hunt moved to (1) approve two signatories per Authority check; and (2) approve the designation of Directors Webb, Dickerson, and Chair Mitchmore to execute Authority checks. Director Weesner seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

The Board discussed the invoices submitted by ABHR, January Advisors, Gauge, Equi-Tax, Inc., and Knudson. After review and discussion, and based on the recommendation of the Finance Committee, Director Hunt moved to approve and authorize payment of the invoices presented in the Board book. Director

Weesner seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

APPROVE DEPOSITORY PLEDGE AGREEMENT

Mr. Bapat reviewed a Depository Pledge Agreement between the Authority and Compass Bank. After review and discussion, and based on the recommendation of the Finance Committee, Director Webb moved to approve and authorize execution of the Depository Pledge Agreement. Director Hunt seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

DISCUSS POSSIBLE ACTION REGARDING ZONE BUDGET/CIP SUBMISSION

Ms. Cornelius reviewed the proposed Zone budget/CIP submission to the City. Discussion ensued. After discussion, the Board concurred to table the submittal of the budget/CIP and review the proposed Zone budget/CIP with the revisions as discussed, at the May meeting before submitting to the City. Ms. Curley confirmed the process through which the Zone budget is approved by the City.

REPORT FROM ZONE ADMINISTRATOR

Ms. Joiner reported on the ongoing work of the Zone administrator.

REPORT FROM ATTORNEY

Mr. Bapat reviewed the report from ABHR related to the ongoing work of the attorney.

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

The Board discussed upcoming H-GAC meetings.

DISCUSS MEETING SCHEDULE AND PROPOSED AGENDA ITEMS

The Board concurred to meet on May 18, 2020, at 6:30 p.m. via videoconference.

RECEIVE PUBLIC COMMENT

Ms. Curley introduced Ms. Duffy as the new City liaison for the Authority/Zone.

Mr. Longmire thanked the Board for the Authority's contribution towards the financing of a Spark Park at the Arabic Immersion Magnet School.

Ms. Retta introduced herself to the Board as the Chief of Staff for Councilmember

Kamin's office and stated that Councilwoman Kamin looks forward to working with the Authority/Zone.

TASK ORDER NO. 1 SUPPLEMENT

Mr. Ali reviewed a proposal for Waugh Drive and Commonwealth Street Improvements - task order no. 1 supplement. He stated that the Projects and Planning Committee determined that it is in the Zone's best interest to incorporate additional shorter segments that are directly connected to the Waugh Drive and Commonwealth project to obtain more reasonable unit prices and to also be able to fulfill the Zone's obligations to Precinct One. After review and discussion, and based on the recommendation of the Projects and Planning Committee, Director Webb moved to approve the proposal for Waugh Drive and Commonwealth Street Improvements - task order no. 1 supplement, in the amount of \$89,605.00. Director Hunt seconded the motion. Followed by a roll call, the motion passed unanimously with all Directors voting in favor of the motion.

ADJOURN

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

/s/ Joe Webb
Secretary, Board of Directors

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