

**MINUTES OF REGULAR MEETING  
OF  
REINVESTMENT ZONE NUMBER THIRTEEN, CITY OF HOUSTON**

April 15, 2020

The Board of Directors (the “Board”) of Reinvestment Zone Number Thirteen, City of Houston (the “Zone”), convened in regular session, open to the public, on the 19th day of February, 2020, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Phil C. Neisel	Chair
Larissa Lindsay	Secretary
Cynthia Card	Assistant Secretary
Ann Guercio	Director
Claude Anello	Director
Grace Zuniga	Director
Alison N. Maillet	Director

All members of the Board of Directors were present, thus constituting a quorum.

Also present were: Marie Bryant of CART Services; Clark Lord and Tiffany Ehmke of Bracewell LLP, legal counsel; Jennifer Curley and Lisa Duffy with the City of Houston; Kyle Macy of Edminster Hinshaw Russ & Associates, (“Engineer”); Sherry Weesner of Principle Solutions, (“Administrator”); Melissa Morton of the Morton Accounting Services, (“Bookkeeper”).

Whereupon, the meeting was called to order. A copy of the notice of the meeting is attached hereto as Exhibit “A”.

**MEETING RULES**

Director Neisel reviewed the rules for the proper conduct of the Board meeting.

**DETERMINE QUORUM; CALL TO ORDER**

Director Neisel then noted that a quorum was present and called the meeting to order. He requested that the attendees introduce themselves.

**PUBLIC COMMENT**

The Board recognized Ms. Valdez who updated the Board on the status of the MECA building. She reported that the roof will be replaced and improvements to the bathroom is on the list for future projects. Ms. Valdez stated that due to the health crisis MECA has sustained some financial difficulties and will likely lay-offs. The Board instructed Ms. Weesner to contact Ms. Valdez.

## **APPROVE MINUTES**

The Board considered approving the minutes of February 19, 2020 Zone.

Upon a motion brought by Director Lindsay, seconded by Director Card, the Board approved the February 19, 2020 meeting minutes.

## **DISCUSSION AND POSSIBLE ACTION ON COMMITTEE ASSIGNMENTS**

Director Neisel reported that Grace Zuniga, is a new member of the Board. Ms. Zuniga introduced herself and provided a brief work history. Director Neisel then reviewed the proposed committee assignments, as referenced in the attached Exhibit “B”.

Upon a motion, brought by Director Card, seconded by Director Lindsay, the Board unanimously voted to approve the proposed Finance Committee and Communications Committee changes as presented.

## **ADMINISTRATOR REPORT**

### Discussion of Governance Guidelines

This matter was deferred.

### Discuss Rules and Procedures for the Operation of Board Meetings

This matter was deferred.

### Discussion and Possible Action of Mobility Study RFQ

Ms. Weesner updated the Board on the Mobility Study RFQ (“RFQ”) and stated that the RFQ is expected to be published on April 3 and April 10, 2020 with the Houston Business Journal and the Authority’s website. No action was taken on this matter.

## **PROJECTS AND ENGINEERING**

Director Neisel presented the project committee report, a copy of which is attached hereto as Exhibit “C”.

### Possible Action Draft 2021 CIP

Ms. Weesner presented the draft 2021 CIP (“CIP”) for the Board’s review, a copy of which is attached hereto as Exhibit “D”. She answered the Board’s questions. Ms. Weesner recommended the Board approved the draft of the CIP to submit to the City of Houston (the “City”) for comment.

*Director Maillet joined the meeting.*

After review, upon a motion brought by Director Neisel, seconded by Director Card, the Board unanimously voted to approve the draft of the CIP and submit to the City. Director Maillet abstained.

#### Committee Approval of Developer Design Submittals

Ms. Weesner reported that the concept designs for Lovett will be delivered between meetings and recommended the Board authorize the Project Committee to review and approve the concept designs related to Lovett for commercial development.

Director Card motioned to authorize the Project Committee to review and approve the Lovett design submittals, Director Guercio seconded the motion. Director Anello then inquired about the history of the Lovett agreement and design submittals. Ms. Weesner answered the Director Anello's question and confirmed that the Project Committee would approve the final designs without full Board review.

Director Anello recommended the whole Board have an opportunity to review the design submittals from Lovett. Director Card then withdrew her vote to authorize the Project Committee to review and approve the Lovett design submittals.

After discussion, upon a motion brought by Director Anello, seconded by Director Lindsay to allow the entire Board to review the design submittals from Lovett.

#### Projects and Engineering

Mr. Macy presented the engineer's report, a copy of which is attached hereto as Exhibit "E".

#### Update on Dow School Park

Mr. Macy reported that the Dow School Park is complete and he is requesting approval of Pay Application No. 10. Director Anello requested additional information regarding the swing at the park. Ms. Weesner stated that the swing set is in need of repair and covered as a warranty item and is in process.

#### Substitute Sanitary Sewer Connections, Phase 2B

Mr. Macy stated that he has confirmed that the final verification packet is being assembled by Texas Pride.

#### Discussion and possible action Hemphill Project and EHRA work authorization for Hemphill Preliminary Engineer

Mr. Macy reviewed the Hemphill Project and stated the he and Ms. Weesner has coordinated with HPW to discuss the requirements and will complete the survey work. Additionally, Ms. Weesner and Mr. Macy have updated the City of Houston (the "City") on this matter.

No action was taken.

## **FINANCIAL REPORT**

### **Finance Committee Report**

#### **Discussion and Possible Action – Revisions to Invoice Management Procedure**

Ms. Weesner outlined the recommended revisions includes standard monthly items, for example CART Services and noted that the financial procedures will remain the same. A copy of the Finance Committee Report is attached hereto as Exhibit “F”.

After consideration, upon a motion brought by Director Lindsey, seconded by Director Guercio, the Board unanimously voted to approve the Revisions to Invoice Management Procedure.

#### **Discussion and Possible Action – Electronic Banking**

Ms. Weesner reported that she has investigated the most efficient way to pay through electronic banking and outlined the related fees. She noted that electronic banking is more cost effective than the current method. Ms. Weesner then answered the Board questions for any potential frauds and protection measures. Ms. Morton stated she would receive Finance Committee approval and two Directors to approve electronic checks and therefore allow the Bookkeeper to move forward on authorized payments.

After discussion, upon a motion brought by Director Lindsay, seconded by Director Zuniga, the Board unanimously voted to approve the Electronic Banking.

#### **Discussion and Possible Action audit engagement letter for fiscal year end 2020**

Director Neisel stated that the Board received the audit engagement letter for fiscal year end 2020 and requested the Board approve and execute the audit engagement letter. After review, upon a motion brought by Director Zuniga, seconded by Director Anello, the Board unanimously approve the audit engagement letter for fiscal year end 2020, a copy of which is attached hereto as Exhibit “G”.

Ms. Morton reviewed the financial report, including the profit and loss budget to actual, balance sheet, unpaid bills detail, general operating fund, and profit and loss detail reports. A copy of the financial report is attached hereto as Exhibit “H”. Director Neisel stated that the project committee reviewed related invoices and recommended approval for payment of invoices. Director Card reported that the finance committee reviewed the finance invoices and then confirmed the project committee recommended approval of the construction and engineering invoices.

Director Lindsay moved that the Board approve the financial report, payment of the invoices, including recommended payment to Pay Application No. 10 for the Dow

Park and invoices requested by the Engineer. Director Card seconded the motion, and the motion carried.

**EXECUTIVE SESSION**

There was no executive session for the month.

**ITEMS FOR NEXT MEETING**

No additional items were noted.

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Meeting minutes were approved and executed on June 17, 2020.

*Christi Lindsay*  
Secretary