

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

September 16, 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, by telephonic or video conference, on the 16th day of September, 2020, pursuant to the March 16, 2020 action by the Governor of the State of Texas under Section 418.016 of the Texas Government Code suspending certain provisions of the Texas Open Meetings Act, and the roll was called of the duly constituted officers and members of said 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
Leigh Hollins	Director

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

Also present were: Alyssa Hill and Jessica Ortiz of Carr Riggs & Ingram; Marie Bryant of CART Services; Sara Montelongo of Senator Carol Alvarado’s office, District Six of Harris County; Eleni Pappas of TEI; Monica Aizpurúa of Binkley and Barfield; Clark Lord and Tiffany Ehmke of Bracewell LLP, legal counsel; Lisa Duffy with the City of Houston; Kyle Macy of Edminster Hinshaw Russ & Associates, (“Engineer”/ “EHRA”); 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

No public comments were given.

APPROVE MINUTES

The Board considered approving the minutes of June 17, 2020 Authority. Upon a motion brought by Director Hollins, seconded by Director Guercio, the Board approved the June 17, 2020 meeting minutes. Director Anello abstained.

RECONSTITUTE BOARD OF DIRECTORS

Director Neisel introduced one (1) new director Leigh Hollins and provided a brief history of her background. He then stated that the Board currently did not have a Vice-Chair and nominated Director Guercio. Upon a motion brought by Director Lindsay, seconded by Director Hollins, the Board unanimously voted to appoint Director Guercio as Vice-Chair of the Board of Directors

COMMITTEE ASSIGNMENTS

Director Neisel then stated that Director Zuniga's willingness to serve on the Finance Committee is appreciated, although her real interest is communications. Director Hollins has graciously agreed to serve on the Finance Committee and Director Zuniga will be moving to the Communications Committee.

Upon a motion brought by Director Card, seconded by Director Guercio, the Board unanimously voted approve Director Zuniga move to the Communications Committee and Director Hollins be appointed to the Finance Committee

ADMINISTRATOR REPORT

CIP

The Board recognized Ms. Weesner who reported that the Authority's CIP/Budget was approved by City Council on September 9th. However, a discrepancy was discovered this year. The City of Houston (the "City") has been crediting the TIRZ 13 (the "TIRZ") with the entire increment from a number of parcels that are only partially within the TIRZ. She stated the City has corrected the error and the increment going forward will be correct. Ms. Weesner reported that the error has occurred for the last five (5) years. A one-time reduction of \$755,826 was made to our increment payment this year. She noted that the TIRZ's budget was approved, however, it is less money than expected. Ms. Weesner then stated that the TIRZ will continue with the Hemphill project and mobility study as currently planned for this year. She noted that the TIRZ did have some money in our budget for potential crossing improvements that might be identified in the Mobility Study and any of those items will probably need to wait until FY 2022

which starts in July of 2021, and may also need to make other adjustment in the FY2022 budget.

Ms. Weesner then answered the Board's questions. Director Anello requested that Equi-Tax, the TIRZ's Tax Assessor Collector provide a report and that the report include confirmed payments and related information to cross-reference with the City's records.

Potential Life Extension/Annexation/Project Plan Amendment

Ms. Weesner reported that the City generally asks TIRZs if they are interested in an annexation or a life extension and does not mean that the City will decide to proceed. After discussion with the project committee a request was put forward for a life extension to 2050 and asked the City to look at a potential annexation around Silver on the North Side of Washington. Ms. Weesner noted that Silver is one of the few streets that goes through and therefore it is important to both the north and south sections of the TIRZ. She added that the TIRZ currently only has an 8-year remaining life and will limit the projects that the TIRZ can undertake. Ms. Weesner stated that an extension would provide the TIRZ time to consider additional projects and will be able to consider if the TIRZ should use its borrowing capacity to accelerate some projects.

Discussion and possible action Building Inspection Proposal

Ms. Weesner reminded the Board that the TIRZ has an agreement with the City related to the original purchase of the Dow Elementary School ("MECA"). The agreement requires the TIRZ to provide the City with a building inspection report. The TIRZ has requested proposals through EHRA and received four (4) proposals. She stated the Project Committee reviewed all four (4) proposals and selected Walter P. Moore as the best value for the TIRZ, a copy of which is attached hereto as Exhibit "B". Ms. Weesner added that after the report is complete a copy will be provided to the City, the TIRZ and to MECA.

After consideration, upon a motion brought by Director Card, seconded by Director Lindsay, the Board unanimously voted to approve the Walter P. Moore proposal and authorize Bracewell to move forward with contract review and negotiations.

PROJECTS AND ENGINEERING

Project Committee Report

Director Neisel reported that the Project's Committee has met and discussed a number of items have already been discussed.

Discuss and possible action of approval of the Lovett Design submittals pertaining to Developer Agreement

Director Neisel stated that the TIRZ has not received additional submissions from

Lovett.

Discussion and possible action -Approval of Mobility Study Proposal

Director Neisel reminded the Board that at the last meeting the Board voted to proceed and request a proposal for the Mobility Study from Traffic Engineering, Inc. (“TEI”), a copy of which is attached hereto as Exhibit “C”. He added that after review of the proposal the Projects Committee recommended proceeding with the base proposal and will be meeting with the TEI and providing information as part of TEI’s basic public engagement process. Director Neisel added that the Silver Street analysis has been included in response to requests from landowners in the north part of the TIRZ and are working on a potential cost sharing arrangement for that portion of the study.

Upon a motion brought by Director Guerico, seconded by Director Lindsay, the Board unanimously approved the proposal and authorized the final approval be completed by the Chair and authorize Mr. Lord to move forward to start work on the Contracts and any other agreements.

Engineer’s Report

Mr. Macy presented the engineer’s report, including the following projects: (i) Update on Dow School Park; (ii) Substitute Sanitary Sewer Connections, Phase 2B; (iii) Update and discuss Possible Action for Hemphill Project; (iv) General Engineering work authorizations; (v) General Engineering work authorizations, a copy of which is attached hereto as Exhibit “D”. No Action was taken.

FINANCIAL REPORT

Finance Committee Report

Director Card presented the Finance Committee Report and is attached hereto as Exhibit “E”.

Discussion and Possible Action – Update to Invoice Management Procedure.

Director Card reported that the Finance Committee has been discussing an update to our invoice management procedure. She noted the change will require a slight change to the current process. Director Card outlined the process and stated that after invoices are approved, the Bookkeeper will set up the bill payments. She recommended that this procedure be adopted to commence with the October invoices, a copy of the Updated Invoice Management Procedure, is attached hereto as Exhibit “F”.

After review, upon a motion brought by Director Neisel, seconded by Director Guerico, the Board unanimously voted to approve the Financial Oversight Process.

Receive Financial Report Summary, including account and fund activity statements, and investment report

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 “G”. Ms. Morton reported that the TIRZ pays the City encroachment fees and they do not accept ACH payment method. She recommended the Board pay the encroachment fess via on-line payment.

Authorize payment of invoices

Director Neisel stated that the Project Committee reviewed related invoices and recommends approval for payment, the construction and engineering invoices. Director Card reported that the Finance Committee reviewed the finance invoices and recommends approval.

After discussion, Director Lindsay moved that the Board (i) approve the financial report, payment of the invoices; and (ii) authorize the Bookkeeper to pay the City encroachment fees on-line. Director Neisel seconded the motion, and the motion carried.

Approve audit for fiscal year ending June 30, 2020 and authorize filing with the City of Houston

Ms. Ortiz presented the draft audit report for the fiscal year ending June 30, 2020, reviewed it with the Board and answered the Board’s questions. After discussion, Director Anello moved that the Board approve the audit and authorize the filing of the same with the City. Director Guerico seconded the motion, and was approved by the Board unanimously, a copy of the draft audit is attached hereto as Exhibit “H”.

Resolution Regarding Annual Review of Investment Policy and List of Brokers/Dealers

The Board recognized Mr. Lord presented the Board with Amended Investment Policy, a copy of which is attached hereto as Exhibit “I”. He stated that the Authority, pursuant to the Public Funds Investment Act, is required to review its investment policy and broker/dealer list annually. Mr. Lord indicated that there were no changes to the policy, but that the broker/dealer list had been updated. After discussion, Director Card moved that the Board adopt the Resolution as presented. Director Neisel seconded the motion and it carried unanimously.

COMMUNICATIONS AND PUBLIC ENGAGEMENT COMMITTEE REPORT

Director Guerico presented the Communications Committee Report, a copy of which is attached hereto as Exhibit “J”.

Communications and Public Engagement Committee Report

Director Guerico reported that the Communications Committee met and she presented the Communications Committee Report, a copy of which is attached hereto as Exhibit “K”.

Discussion and Possible Action – Approval of Graphics and Website Proposal recommendation

Director Guerico reminded the Board that at the previous meeting the Board voted to issue a request for proposals to four (4) firms that design and manage websites for TIRZ and Management Districts in the area. The Communications Committee issued a request for proposals to those firms, one firm was unresponsive, another firm did reach out and let us know that they did not have the capacity to take on additional clients right at this time. Director Guerico added that two (2) proposals were received, including: (i) one from Busy Bee Creatives; and (ii) one from eLsqrd Media Group. She stated the Communications Committee reviewed the proposals and both firms answered committee member questions. Director Guerico stated that the Communications Committee is recommending eLsqrd.

Upon a motion brought by Director Guerico, seconded by Director Lindsay, the Board unanimously voted to approve the proposal for eLsqrd Media Group. A copy of the proposal is attached hereto as Exhibit “L”.

Discussion and Possible Action -Media and Communications Policy

Director Guerico reported that the Communications Committee has been discussing a media policy for some time. For example, the policy details what any Board member should do if approached by the media, a copy of the policy is attached hereto as Exhibit “M”. Director Guerico stated that the Communications Committee recommends that The Board adopt policy.

After review, upon a motion brought by Director Guerico, seconded by Director Card, the Board unanimously voted to approve the Media and Communications Policy.

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 September 16, 2020.


Secretary