

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

June 16, 2021

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 June, 2021, 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
Ann Guercio	Vice-Chair
Larissa Lindsay	Secretary
Cynthia Card	Assistant Secretary
Claude Anello	Director
Grace Zuniga	Director
Alison N. Maillet	Director
Leigh Hollins	Director

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

Also present were: Andori Vossos, a member of the public; Marie Bryant of CART Services; Shaida Libhart and Eleni Pappasof TEI; Monica Aizpurúa of Binkley and Barfield; Clark Lord and Tiffany Ehmke of Bracewell LLP, legal counsel; Kyle Macy of Edminster Hinshaw Russ & Associates, (“Engineer”/ “EHRA”); Brian Jackson of the City of Houston (the “City”); Sherry Weesner of SMW 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 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 April 21, 2021. Upon a motion brought by Director Hollins, seconded by Director Lindsay, the Board approved the April 21, 2021.

ENGAGE AUDITOR

The Board considered engaging CRI to prepare the District's annual audit, a copy of the engagement is attached hereto as Exhibit "B". Upon a motion brought by Director Anello, seconded by Director Lindsay, the Board unanimously voted to approve the engagement of CRI to prepare the annual audit for fiscal year 2021.

ADMINISTRATOR REPORT

Tress for Houston

Ms. Weesner reported that there were a number of trees have been planted by Trees for Houston a few years ago. She stated that trees were staked and now need to be removed and the Board will receive an invoice. Ms. Weesner noted that there is an estimate attached hereto as Exhibit "C" for the Board's review. No action was taken on this matter.

Director Card entered the meeting.

Mobility Study Report

The Board recognized Ms. Libhart who reviewed and outlined her report. She stated that TEI has reviewed community feedback of the mobility study, including bike-ability and walking paths in the community;

Additionally, Ms. Libhart reported that the community has already provided ideas and requested the Board authorize TEI to incorporate some of the community input into the conceptual plans. The Board could then provide comments to TEI by June 23rd. Ms. Libhart answered the Board's questions.

Upon a motion, second and unanimous vote the Board authorized TEI to incorporate community input into the conceptual design for Board review and finalization.

Precinct 2 grant application

Ms. Weesner reminded the Board that the Houston Precinct 2 grant application was approved. She then stated that there has been a kick-off meeting and are preparing to have a site visit. Ms. Weesner noted that an interlocal agreement will be prepared as well.

2022 Budget/Capital Improvements Plan (“CIP”)

Ms. Weesner reported that the City of Houston had updated its storm water detention/retention management requirements and it impacts the cost for the Hemphill project by millions of more dollars. She stated that she presented it to the project’s committee who is recommending that the project be removed from the 2022 CIP to 2024 CIP. A copy of the revised budget and CIP for 2022 is attached hereto as Exhibit “D” and Exhibit “E” for the Board’s review and consideration. Ms. Weesner answered the Board’s questions.

After consideration, upon a motion brought by Director Anello, seconded by Director Guercio, the Board unanimously voted to approve the revised budget removing the Hemphill project from the 2022 CIP.

Ms. Weesner reminded the Board that the governance guidelines was approved and requires all directors to file an information form at the end of each fiscal year. She stated that the fiscal year is at the end of June. Therefore, Ms. Weesner requested the Board complete and submit the form back to her by July 15th.

PROJECTS AND ENGINEERING

Project Committee Report

Director Neisel stated that the Board has already discussed several of these matters, including the CIP, the Mobility Study and Trees for Houston.

Discussion and possible action Greystar Development (“Greystar”)

Director Neisel reported that Mr. Lord has prepared a draft agreement with Greystar and currently coordinating with Greystar.

Engineer’s Report

Mr. Macy presented the engineer’s report, including the following projects: (i) Substitute Sanitary Sewer Connections, Phase 2B; (ii) Hemphill Reconstruction; (iii) Hemphill Street Improvements; (iv) General Engineering work authorizations, a copy of which is attached hereto as Exhibit “F”.

Intersection at Washington and Silver and North Memorial Way

Mr. Macy requested the Board authorize the project committee to approve the work authorization, not to exceed \$110,000 for Washington, Silver and North Memorial

After consideration, upon a motion brought by Director Lindsay, seconded by Director Guercio, the Board unanimously voted to authorize the project committee to

review and approve a work authorization for the Washington, Silver and North Memorial Way, not to exceed \$110,000.

FINANCIAL REPORT

Finance Committee Report

Director Card requested Ms. Morton provide the Bookkeeper's report.

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 noted that the interest rates were higher if funds were moved to money market than to keep them in the Texas class account.

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 Maillet reported that the Finance Committee reviewed the finance invoices and recommends approval.

After discussion, Director Hollins moved that the Board approve the financial report, payment of the invoices. Director Guercio seconded the motion, and the motion carried.

COMMUNICATIONS AND PUBLIC ENGAGEMENT COMMITTEE REPORT

Communications and Public Engagement Committee Report

Director Guercio stated that the Communications Committee have been coordinating with the website contractor who is working on the website, including some tabbing and logo options. No action was taken.

ITEMS FOR NEXT MEETING

No additional items were noted.

Jessie J. J. J.
Secretary