

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

May 18, 2022

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 18th day of May, 2022. A quorum of the Board of Directors was physically present at the meeting location. Conducted in person and by videoconference in accordance with the provisions of Section 551.127 of the Texas Government Code. The meeting location was open to the public during open portions of the meeting, 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
Claude Anello	Director
Grace Zuniga	Director
Alison N. Maillet	Director
Patrick Hall	Director

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

Also present were Alyssa Hill of Carr, Riggs & Ingram, LLC, (the “Auditor”); Clark Lord and Tiffany Ehmke of Bracewell LLP, legal counsel; Ashley Sowards of Edminster Hinshaw Russ & Associates, (“Engineer”/ “EHRA”); 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 comments were given.

APPROVE MINUTES

The Board considered approving the minutes of January 5, 2022. Upon a motion brought by Director Lindsay, seconded by Director Guercio, the Board approved the January 5, 2022.

ADMINISTRATOR REPORT

Washington Corridor Study Update

The Board recognized Ms. Weesner who reported that the Washington Corridor Study is still with HGAC and the request for proposals should be advertised this fall.

Old Sixth Ward TIRZ 13 Phase 2 Study update

Approve ILA with City of Houston for Phase 2 Study Local Match

Ms. Weesner reported that the Phase 2 study request for proposals should be advertised in the late summer and presented and outlined the Interlocal Agreement between the TIRZ and the City for the required local match for the study, a copy of which is attached hereto as Exhibit “B”. After consideration, upon a motion brought by Director Lindsay, seconded by Director Hall, the Board unanimously voted to approve the Interlocal Agreement as presented.

Potential Extension and/or annexation update

Ms. Weesner reported that the TIRZ has requested consideration of an extension on the life of the TIRZ and will update the Board as she continues to receive updates.

PROJECTS AND ENGINEERING

2023 Budget/CIP and submission to City of Houston

Director Neisel stated that the CIP expenses on documents through the year 2021 are not up to date and asked that approval to include the ability to update Edwards and Sawyer projects into one (1) project number and will therefore change accounting information. She added that the Bookkeeper will transfer the earlier charges to the new project numbers for easy tracking. Ms. Weesner will coordinate with the Public Works department and Economic Development department to review the budget and any changes requested by the City will be brought back to the Board.

Ms. Weesner noted two (2) projects currently in the design phase, the (i) Silver

Street project, and (ii) the Sawyer Edwards Project, the Hemphill project, which has in an earlier CIP was delayed due to the City of Houston's (the "City") new stormwater rules and therefore is projected to start in FY2024. Director Neisel reminded the Board that the T-1314- Washington Corridor project is located where the Phase 2 Mobility study is located. She outlined additional projects and their projected fiscal years.

After review, upon a motion brought by Director Lindsay, seconded by Director Hall the Board unanimously voted to approve the updated budget, a copy of which is attached hereto as Exhibit "C".

Discussion on Lovett Development Agreement

Director Neisel reminded the Board that Lovett Development has requested changes to their agreement and the Project Committee has reviewed the changes and will be meeting with the City to discuss options.

EHRA General Engineering Work Authorization

Director Neisel reported that the Engineer has general consulting services agreement that include work authorizations that cover a variety of items with corresponding project numbers, which assists with budget, pre-planning to develop projects and MWBE database. He proposed the Board approve an amendment to the TIRZs current contract to align with the capacity of work the TIRZ request the Engineer to perform.

Mr. Macy reviewed the amendment and answered the Board's questions, a copy of the amendment is included with his engineering documents and was presented for the Board's review. After consideration, upon a motion brought by Director Hall, seconded by Director Lindsay, the Board unanimously approved the General Engineering and Consulting Services – Amendment.

Authorize advertisement for bids for T-1324 Silver Street Project

Mr. Macy reported that the Silver Street project which is being re-numbered for the FY2023 to T-1320 and I currently listed as T-1324 is approximately 90% design completion and will request the City's approval soon. He requested the Board authorize the project be presented for bid. Upon a motion brought by Director Lindsay, seconded by Director Hall, the Board unanimously voted to authorize the Silver project be submitted for bid.

Engineer's Report

Mr. Macey presented the engineer's report, including the following projects: (i) Substitute Sanitary Sewer Connections, Phase 2B; (ii) Silver Street – Phase I Washington Avenue & Memorial Drive Intersection; (iii) Hemphill Street Improvements; and (iv) General Engineering work authorizations, a copy of which is attached hereto as Exhibit "D".

FINANCIAL REPORT

Engage Auditor to prepare the audit for the fiscal year ending June 30, 2022

The Board recognized Ms. Hill who presented CRI's engagement letter, a copy of which is attached hereto as Exhibit "E". She noted that their were new auditing standards but the scope and objective of their services remained the same. Upon a motion brought by Director Neisel, seconded by Director Guercio, the Board unanimously voted to approve the engagement of CRI to prepare the annual audit for fiscal year 2022.

Director Maillet then 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 "F".

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 of the meeting the financial committee has approved the invoices to date.

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

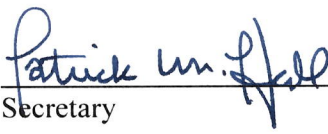
COMMUNICATIONS AND PUBLIC ENGAGEMENT COMMITTEE REPORT

Story Map for website

Director Guercio requested Ms. Sowards review the story map website that is in progress. She also answered the Board's questions. No action was taken on the matter.

ITEMS FOR NEXT MEETING

No additional items were noted.


Secretary