

MINUTES OF REGULAR MEETING
OF
EAST DOWNTOWN REDEVELOPMENT AUTHORITY

June 17, 2019

The Board of Directors (the “Board”) of East Downtown Redevelopment Authority (the “Authority”) convened in regular session, open to the public, at Lucky's Lodge, 2024 Rusk Street, Houston, Texas 77003 on the 17th day of June, 2019, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Gordon Quan	Chairman
Frances Castaneda Dyess	Secretary
Mazen Baltagi	Director
Alex Vassilakidis	Director
Victor Trevino	Director
Tharen Simpson	Director
Bernard Aldape	Director

All members of the Board of the Directors were present, except Director Vassilakidis.

Also present were: Jessica Bacorn of the East Downtown Management District; Clark Lord and Tiffany Ehmke of Bracewell LLP; Julia McCain of McCall Gibson Swedlund Barfoot; Jennifer Curley of the City of Houston; Jennifer Mak and Ranjan Roy of Llewelyn-Davies Sahni; Jack Roland of Governmental Financial Reporting, LLC; Paul Dodd and Kyle Macy of Edminster, Hinshaw, Russ and Associates; Ralph DeLeon of Tifworks; and Linda Trevino of METRO. Members of the public were present at the meeting and are referenced on the attached Exhibit “A”.

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

DETERMINE QUORUM; CALL TO ORDER

Director Quan noted that a quorum was present and called the meeting to order.

MINUTES OF PREVIOUS MEETING

The Board considered approving the minutes of May 20, 2019. Director Simpson noted that the meeting location needed to be corrected. Following discussion, upon a motion made by Director Simpson and seconded by Director Trevino, the Board voted unanimously to approve the minutes of May 20, 2019, as amended.

ENGAGE AUDITOR TO PREPARE AUDIT FOR FISCAL YEAR END JUNE 30, 2019

The Board recognized Ms. McCain who presented and reviewed the engagement letter to prepare the audit for fiscal year ending June 30, 2019, a copy of which is attached hereto as Exhibit "C". After review, upon a motion brought by Director Simpson, seconded by Director Baltagi, the Board unanimously voted to approve the engagement letter for McCall Gibson Swedlund Barfoot PLLC to prepare the audit for fiscal year ending June 30, 2019.

PRESENTATIONS, REPORTS OR UPDATES REGARDING DEVELOPMENT IN THE AUTHORITY AND THE ZONE

Kim Hung Market Redevelopment ("Kim Hung")

The Board recognized Mr. Murnane who provided an update to the Board regarding potential site plans. He reported that Kim Hung is interested in building a two (2) story retail center as well as a four (4) story parking garage. Mr. Murnane answered the Board's questions regarding the site plan presented.

No action was taken.

GREEN LINE TO HOBBY AIRPORT

The Board requested METRO scenarios to provide to Robert Gallegos' office. This matter was deferred.

RESIDENTIAL TAX ASSESSMENT POTENTIAL

The Board recognized Mr. Lord who stated that the Authority does not have the power to access residential taxes.

ENGAGEMENT LETTER WITH ROLAND, FRY AND WARREN LLC TO PREPARE THE FINANCIAL STATEMENT FOR THE FISCAL YEAR ENDING JUNE 30, 2019

The Board recognized Mr. Roland who presented and reviewed the engagement letter to provide year end accounting services to the East Downtown Redevelopment Authority. He answered the Board's questions and requested the Board's approval. After consideration, upon a motion brought by Director Simpson and Director Dyess, the Board unanimously approved the engagement letter with Roland, Fry and Warren LLC to prepare financial statements for the fiscal year ending June 30, 2019, a copy of which is attached hereto as Exhibit "D".

BOOKKEEPER'S REPORT

Mr. Roland presented the bookkeeper's report for the month, a copy of which is attached hereto as Exhibit "E". The Board then reviewed the invoices presented for payment. Upon a motion Director Dyess moved that the Board approve the bookkeeper's report and the invoices presented for payment. Director Trevino seconded the motion and it carried by unanimous vote.

ADMINISTRATOR'S REPORT

Mr. De Leon updated the Board on development within the District.

Annual Budget and Capital Improvements Plan

A draft budget was presented for the Board's review and consideration for approval, a copy of which is attached hereto as Exhibit "F". After discussion, upon a motion brought by Director Simpson, seconded by Director Dyess the Board unanimously voted to approve the annual budget and Capital Improvements Plan as presented by Director Simpson, subject to the financing committee's approval.

AREA PLANNING UPDATE

Mr. Roy reported that he is continuing to work on an overall plan for the Authority.

Phase I Project Grand Opening

Director Simpson reported on a potential annual event to be held within the District in July. No action was taken.

ENGINEER'S REPORT

The Board recognized Mr. Dodd who presented the Engineer's Report, a copy of which is attached as Exhibit "G":

Phase 1 – Street and Utility Improvements - Work Order No. 11

- Construction Status:
 - ADA walkthrough is being addressed by Fused.
 - City of Houston walkthrough will follow ADA punch list completion.
 - City of Houston accepted current crosswalk striping.
 - EHRA continues to coordinate remaining wood poles to be removed by identifying and contacting remaining private utility providers at recommendation of CenterPoint.
- RFI's received to date 34.
- Change Order Authorized to date: 9.
- Proposed Change Orders: None.
- Pay Applications:
 - Pay Estimate No. 11 in the amount of \$79,189.29 was approved on June 3, 2019 and submitted for payment.
 - Pay Application No. 12 was received for initial review and processing.

No action was taken.

ATTORNEY’S REPORT

Public/Private Parking Garage

There was no action on the parking garage.

Polk Street Overlay

This matter was deferred.

CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTIONS 551.072, CHAPTER 551, TEXAS GOVERNMENT CODE

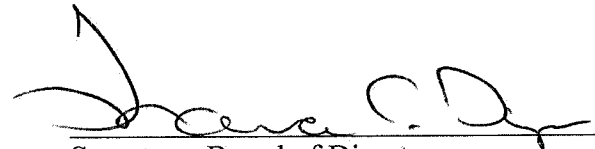
The Board did not meet in executive session.

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

PUBLIC COMMENTS

The Board recognized Ms. Martin who presented information for the Houston BCycle program, a copy of which is attached hereto as Exhibit “H”. The Board requested Ms. Martin attend next month’s meeting to discuss the matter further. No action was taken.

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A handwritten signature in black ink, appearing to read "Dana C. De..." with a horizontal line underneath.

Secretary, Board of Directors

EXHIBIT A

EXHIBIT B

EAST DOWNTOWN REDEVELOPMENT AUTHORITY

AND

REINVESTMENT ZONE NUMBER FIFTEEN, CITY OF HOUSTON, TEXAS

(EAST DOWNTOWN TIRZ)

NOTICE OF JOINT MEETING

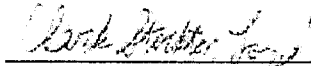
TO: THE BOARD OF DIRECTORS OF THE EAST DOWNTOWN REDEVELOPMENT AUTHORITY AND REINVESTMENT ZONE NUMBER FIFTEEN, CITY OF HOUSTON, TEXAS, AND TO ALL OTHER INTERESTED PERSONS:

Notice is hereby given that the Board of Directors of the East Downtown Redevelopment Authority (the "Authority") will hold a joint meeting with the Board of Directors of the Reinvestment Zone Number Fifteen, City of Houston, Texas (the "Zone") to be held on **Monday, June 17, 2019, at 12:00 p.m., at Lucky's Lodge 2024 Rusk Street (across the street from Lucky's Pub), Houston, Texas 77003**, open to the public, to consider, discuss and adopt such orders, resolutions or motions, and take other direct or indirect actions as may be necessary, convenient, or desirable with respect to the following matters:

AGENDA

1. Minutes of the previous meetings:
 - a. The Authority; and
 - b. The Zone.
2. Consider engaging auditor to prepare audit for fiscal year end June 30, 2019.
3. Presentations, reports, or updates from the Directors, consultants, City of Houston Staff, or others regarding development in the Authority and the Zone and implementation of Project Plan and Reinvestment Zone Financing Plan.
 - a. Kim Hung Market Redevelopment.
4. Green Line to Hobby Airport.
5. Residential Tax Assessment potential.
6. Engagement letter with Roland, Fry & Warren LLC to prepare the financial statements for the fiscal year ending June 30, 2019.
7. Bookkeeper's Report, including:
 - a. payment of invoices.
8. Bond capacity analysis and financing alternatives.
9. Administrator Report.
 - a. Annual Budget FY 2020 and Capital Improvements Plan; and
10. Area Planning and Urban Design Update, including:
 - a. Planning/Urban Design tasks progress;
 - b. Planning/Urban Design tasks look ahead;
 - c. Phase 1 Landscape/Amenity Overlay update;
 - d. Phase I Project Grand Opening;
 - e. Projects Committee Update; and
 - f. Update on Work Authorizations or other matters, if any.
11. Engineering services, plans, work orders, and change orders related to infrastructure improvements, including:
 - a. Phase I – Utilities and Roadway Infrastructure Improvements:
 - i. Review and approve plans, change orders, and pay estimates; and

- ii. Update on Overall Project.
- b. Update on Work Authorizations or other matters, if any.
- 12. Attorney's Report:
 - a. Public/private parking garage; and
 - b. Polk Street Overlay.
- 13. Executive Session – the Authority:
 - a. confer with legal counsel, Open Meetings Act, V.T.C.A., Government Code § 551.071;
 - b. purchase, exchange, lease or value of real property, Open Meetings Act, V.T.C.A., Government Code § 551.072; and
 - c. economic development negotiations, Open Meetings Act, V.T.C.A., Government Code § 551.087.
- 14. Executive Session – the Zone:
 - a. confer with legal counsel, Open Meetings Act, V.T.C.A., Government Code § 551.071;
 - b. purchase, exchange, lease or value of real property, Open Meetings Act, V.T.C.A., Government Code § 551.072; and
 - c. economic development negotiations, Open Meetings Act, V.T.C.A., Government Code § 551.087.
- 15. Public comments.



Clark Stockton Lord
Attorney for the Authority and the Zone

EXHIBIT C

EXHIBIT D

EXHIBIT E

EXHIBIT F

EXHIBIT G

MINUTES OF REGULAR MEETING
OF
REINVESTMENT ZONE NUMBER FIFTEEN, CITY OF HOUSTON, TEXAS

June 17, 2019

The Board of Directors (the "Board") of Reinvestment Zone Number Fifteen, City of Houston, Texas (the "Zone") convened in regular session, open to the public, at Lucky's Lodge, 2024 Rusk Street, Houston, Texas 77003 on the 17th day of June, 2019, and the roll was called of the duly constituted officers and members of the Board, to-wit:

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Frances Castaneda Dyess	Secretary
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Alex Vassilakidis	Director
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No action was taken.

GREEN LINE TO HOBBY AIRPORT

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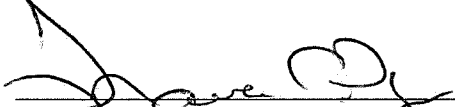
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Secretary, Board of Directors

EXHIBIT A

EXHIBIT B

EXHIBIT C

EXHIBIT D