

MINUTES OF MEETING
OF
EAST DOWNTOWN REDEVELOPMENT AUTHORITY

December 21, 2021

The Board of Directors (the “Board”) of East Downtown Redevelopment Authority (the “Authority”) convened in special session, open to the public, via telephonic communication on the 21st day of December, 2021. 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:

Gordon Quan	Chairman
Frances Castaneda Dyess	Vice-Chair
Bernardo Aldape	Secretary
Christopher Hollins	Director
Seth Hopkins	Director
Paula Mendoza	Director
Mazen Baltagi	Director

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

Also present were: Kristin Blomquist and Drew Masterson of Masterson Advisor’s (“Financial Advisors”); Ranjan Roy of Llewelyn-Davies Sahni; Clint McManus, Steven Kochvar and Geoff of TEI, Inc.; Sherry Weesner of SMW Principle Solutions, (“Administrator”); Jennifer Curley, representative with City of Houston; Linda Trevino of METRO; Clark Lord, Mary Buzak and Tiffany Ehmke of Bracewell LLP; Jack Roland of Governmental Financial Reporting, LLC, (“Bookkeeper”); Kyle Macy of Edminster, Hinshaw, Russ and Associates, the Engineer (“Engineer”).

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

DETERMINE QUORUM; CALL TO ORDER

Mr. Lord noted that a quorum was present and called the meeting to order.

PUBLIC COMMENT

No comments were given.

MINUTES OF PREVIOUS MEETING

The Board considered approving the minutes of the September 20, 2021 meeting. Upon a motion brought by Director Dyess, seconded by Director Aldape, the Board unanimously voted to approve the minutes for and unanimous vote, the Board approved the minutes of September 20, 2021 meeting.

ADMINISTRATOR'S REPORT

Update on Bond Issuance

The Board recognized Ms. Weesner who asked Ms. Blomquist to discuss the bond issuance. Ms. Blomquist then presented and reviewed the structure and closing of the Tax Increment Contract Revenue and Bonds, Series 2021, an outline of which is attached hereto as Exhibit "B".

PROJECTS AND ENGINEERING

Consider East Downtown Redevelopment Authority/Reinvestment Zone No. Fifteen Infrastructure Reimbursement Policy

Director Dyess stated that when developers ask the TIRZ to enter into developer agreements to assist with their projects that several other similar entities have created a policy to better define how a development agreement might be created. She added that the policy lays out guidelines that would allow any developer to evaluate appropriate steps and would assist the TIRZ in remaining consistent when focusing on expenditures. Director Dyess requested the board's approval and stated that the project's committee recommends approval of the Infrastructure Reimbursement Policy.

After consideration, upon a motion brought by Director Aldape, seconded by Director Hopkins, the Board unanimously voted to approve the Infrastructure Reimbursement Policy, a copy of which is attached hereto as Exhibit "C".

Mobility Study

Director Dyess introduced Mr. McManus with TEI who then reviewed the schedule for the mobility study and related data produced by the survey within the community. He then answered the Board's questions regarding the mobility study. No action was taken on the matter.

Engineer's Report

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

Update, work authorization and advertisements for bid

Mr. Macy reviewed the following projects: (i) T-1514 – Texas Avenue Mobility Improvements; (ii) T- 1517 – Columbia TAP; (iii) T-1504 and 1515– Phase 2 – Roadway and Utility Re-construction; (iv) T- 1505 – Walker – Roadway Rehabilitation; (v) T- 1511 – Bastrop Promenade/Greenspace – Conceptual Plan; (vi) T-1516 – Phase 1 Amenity Overlay; and (viii) T-1523 NHHIP Planning and Implementation. He answered the Board’s questions regarding these matters.

Existing and proposed work authorizations

Mr. Macy presented and reviewed Change Orders, 2, 3, 4, and 5 for the (T-1516) Amenity Overlay, copies of which are included in the Engineer’s report.

Mr. Macy then reviewed the existing work authorizations and reviewed proposed Work Authorizations, and is included in the engineer’s report. He then outlined a work authorization (T-1517) Columbia Tap Improvements to adjust the scope of services, a copy of which is attached hereto as Exhibit “E”.

After review, upon a motion brought by Director Dyess, seconded by Director Aldape, the Board unanimously voted to approve (i) Change Orders Nos. 2, 3, 4, and 5 for the Amenity Overly project; and (ii) Work Authorization No. 21-13 Columbia Tap Improvements.

FINANCIAL MATTERS

Bookkeeper Report/ payment of invoices

Mr. Roland presented the Bookkeeper’s report for the month, a copy of which is attached hereto as Exhibit “F”. He then answered the Board’s questions.

Director Aldape recommended approval of the payment of the invoices. Director Aldape and made a motion, seconded by Director Dyess, the Board unanimously (i) approved the Bookkeeper’s report; and (ii) approved invoices.

COMMUNICATIONS AND PUBLIC ENGAGEMENT

Communications and Public Engagement Committee Update

Director Mendoza reported that in order to increase transparency, the communications committee has requested Ms. Weesner post policies and procedures and the board books posted onto the TIRZ webpage. Director Mendoza added that this will likely be completed in January.

TIRZ ADMINISTRATOR ITEMS

Director Quan reported that the Administrator, Ms. Weesner will be retiring from the TIRZ at the end of February. In order to have a smooth transition the TIRZ will start the process

for finding a new administrator and request appointing an executive committee consisting of the Chair, Vice-Chair and Secretary to review applicants. After review the committee will report to the Board the recommended candidate.

Director Quan then added that Ms. Weesner is assisting with creating a request for qualifications which will be posted on the city website, TIRZ website and publish in the Business Journal. Director Quan reported that Ms. Weesner will overlap with the selected administrator in February to make sure there is a smooth transition and requested the Board's approval.

Upon a motion brought by Director Aldape, seconded by Director Hopkins, the Board unanimously voted to approve the executive committee consist of Directors Quan, Dyess and Aldape to review the applicants for administrator and recommendation to the board.

ATTORNEY REPORT

Consider approving Interlocal Agreement – Walker Street Rehabilitation

The Board recognized the TIRZ attorney, Clark Lord, who presented and outlined the Interlocal Agreement – Walker Street Rehabilitation, a copy of which is attached hereto as Exhibit “G”. Upon a motion brought by Director Aldape, seconded by Director Dyess, the Board unanimously voted to approve the Interlocal Agreement -Walker Street Rehabilitation.

Consider Engaging Master Advisors, LLC for Continuing Disclosure Services

Mr. Lord who reminded the Board of the importance of post issuance matters and continuing disclosure services. He stated that the financial advisor will submit all requirements timely and efficiently, a copy of the Continuing Disclosure Services engagement is attached hereto as Exhibit “H”.

After consideration, upon a motion brought by Director Dyess, seconded by Director Mendoza, the Board unanimously voted to approve the Resolution.

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

Secretary, Board of Directors

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