

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

June 26, 2023

The Board of Directors (the “Board”) of Reinvestment Zone Number Fifteen, City of Texas (the “Zone”) convened in regular session, open to the public, via telephonic communication on the 26th day of June, 2023. 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
Paula Mendoza	Assistant Secretary
Christopher Hollins	Director
Seth Hopkins	Director
Martha Gil	Director

All members of the Board of the Directors were present, except Directors Aldape and Hollins; and Director Gil (attended viturally) thus constituting a quorum.

Also present were: Robert Grobe and Suzanne Villareal, members of the public; Grady Mapes of TxDOT; Jessica Bacorn Administrator for East Downtown Management District; Linda Trevino with METRO; Kristi Miller of The Goodman Corporation (the “Administrator”); Clark Lord and Tiffany Ehmke of Bracewell LLP; Caryn Adams of Governmental Financial Reporting, LLC, (“Bookkeeper”); Kyle Macy and Ashley Sowards of Edminster, Hinshaw, Russ and Associates, the Engineer (“Engineer”); Jennifer Curley and Joaquin Martinez, representatives with City of Houston (the “City”). Attendance sign-in sheet is attached hereto as 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

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 April 17, 2023. Upon a motion brought by Director Hollins, seconded by Director Mendoza, the Board unanimously voted to approve the minutes for and unanimous vote, the Board approved the minutes of April 17, 2023 meeting.

North Houston Highway Improvement Project (“NHHIP”) UPDATE FROM GRADY MAPES - TXDOT

The Board recognized Mr. Mapes who gave a presentation on the NHHIP Segment 3B, a copy of the NHHIP presentation can be located at <https://www.txdot.gov/content/dam/project-sites/nhhip/docs/nhhip-briefing-full.pdf>. He answered the Board’s questions regarding the timeline of the project and related expectations. Ms. Miller noted that Houston downtown Management District, East Downtown Management District, Houston Southeast Management District and Midtown Houston/TIRZ 7 and OST- Almeda are meeting with TxDOT regarding this project. No action was taken.

APPOINT COMMITTEE MEMBERS

Director Quan stated that Ms. Miller reviewed the members of the subcommittees. Ms. Miller stated that Director Aldape has decided to step down from the projects committee. She then reported that Director Gil will now be on the projects committee.

Upon a motion brought by Director Mendoza, seconded by Director Dyess, the Board unanimously voted to appoint Director Gil to the projects committee.

FINANCIAL MATTERS

Director Dyess requested Ms. Adams give the Bookkeeper’s report.

Bookkeeper Report/ payment of invoices

Ms. Adams presented the Bookkeeper’s report for the month, a copy of which is attached hereto as Exhibit “C”. Mr. Macy answered questions from the Board regarding invoices for a construction project. Director Quan requested the Bookkeeper hold Check No. 1069 in the amount of \$94,000 to Specialty Construction, until the finance committee can review the invoice, as well as release the check to Specialty Construction.

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

Upon a motion brought by Director Dyess, seconded Director Mendoza, the Board unanimously voted to approve the invoices for payment, subject to review and approval of Check No. 1069 by the finance committee.

Engagement letter with Burton Accounting, P.L.L.C. to prepare the financial statements for fiscal year ending June 30, 2023

Director Quan drew attention to the engagement letter to prepare the financial statements for fiscal year ending June 30, 2023, a copy of which is attached hereto as Exhibit “D”. After review, upon a motion brought by Director Mendoza, seconded by Director Dyess, the Board unanimously voted to approve the engagement letter for Burton Accounting, P.L.L.C. to prepare the financial statements for fiscal year ending June 30, 2023.

Engagement of auditor to prepare the audit for fiscal years ending June 30, 2023 and 2024

Director Quan drew attention to the engagement letter to prepare the audit for fiscal years ending June 30, 2023 and 2024, a copy of which is attached hereto as Exhibit “E”. After review, upon a motion brought by Director Dyess, seconded by Director Mendoza, the Board unanimously voted to approve the engagement letter for McCall Gibson Swedlund Barfoot PLLC to prepare the audit for fiscal years ending June 30, 2023 and 2024.

COMMUNICATIONS AND PUBLIC ENGAGEMENT

Committee Updates

Director Mendoza reported that there were no updates.

PROJECTS AND ENGINEERING

FY24 CIP

Authorize Submission of 2024 Budget and CIP to City

Director Dyess requested Ms. Miller report on the 2024 budget and CIP, a copy of which is attached hereto as Exhibit “F”. Ms. Miller noted a few changes to the budget and CIP reported that additional funds have been added for the NHHIP project within the budget. She added that under the “Zone Wide Safety and Mobility Projects”, items from the TEI study were implemented. Ms. Miller stated that both committee members have reviewed the budget and CIP.

After review, upon a motion brought by Director Dyess, seconded by Director Hollins, the Board unanimously approved the 2024 Budget and CIP to be submitted to the City.

Engineer’s Report

Mr. Macy presented and reviewed the Engineer’s Report, a copy of which is attached hereto as Exhibit “G”.

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 – Design Phase; (vi) T-1523 NHHIP Planning and Implementation. He answered the Board’s questions regarding these matters.

Mr. Macy reported that finalization of bid documents for the T- 1511 – Bastrop Promenade/Greenspace and requested the Board authorize the bidding process.

Mr. Macy then reviewed Work Authorization No. 24-00 for General Engineering and Consulting Services, a copy of which is included within the Engineer’s Report. He requested the Board’s approval of the Trees For Houston invoice in the amount of \$5,800; Change Order Nos. 1 and 2; Contract Unit Price Increase No. 1 for the Columbia Tap Trail project. Copies of the Trees For Houston invoice; Change Orders Nos. 1 and 2; and Contract Unit Price Increase No. 1 are included in the Engineer’s Report.

After consideration, upon a motion brought by Director Dyess, seconded by Director Hollins, the Board unanimously authorized (i) advertising for bids for the - 1511 – Bastrop Promenade/Greenspace (Design Phase); (ii) Work Authorization No. 24-00 for General Engineering and Consulting Services; (iii) Trees For Houston invoice, Change Order Nos. 1 and 2, as well as the Contract Unit Price Increase No. 1 for the Columbia Tap Trail project; and (iv) approve the Engineer’s Report.

ADMINISTRATOR’S REPORT

The Board recognized Ms. Miller and gave a general report, a copy of which is attached hereto as Exhibit “H”.

Proposal for grant application to METRO 5310 Program

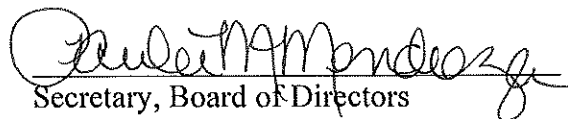
Ms. Miller presented a proposal from the Goodman Corporation for a grant application to METRO 5310 Program. She reviewed the project scope and included requirements for applicants, a copy of which is attached hereto as Exhibit “I”.

Update from East Downtown Management District

The Board recognized Ms. Bacorn, administrator for East Downtown Management District (“Management District”), who gave a brief general update current matters within the Management District.

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


Secretary, Board of Directors