

MINUTES OF MEETING

OF

REINVESTMENT ZONE NUMBER FIFTEEN, CITY OF HOUSTON, TEXAS

June 17, 2024

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, via telephonic communication on the 17th day of June 2024. 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
Seth Hopkins	Director
Martha Gil	Director

All members of the Board of Directors were present, except Directors Quan and Hopkins thus constituting a quorum.

Also present were: Maria Irshad and Robert Grobe, members of the public; Christian Betirri, of Goal Park Foundation; Elizabeth Whitton, Executive Director for East Downtown Management District; Kristi Miller of The Goodman Corporation (the “Administrator”); Linda Trevino of METRO; Clark Lord and Tiffany Ehmke of Bracewell LLP; Cynthia Craig of Governmental Financial Reporting, LLC, (“Bookkeeper”); Kyle Macy and Ashley Sowards of Edminster, Hinshaw, Russ and Associates, the Engineer (“Engineer”); Jennifer Curley, representatives with City of Houston (the “City”).

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 meeting held on April 15, 2024. Upon a motion brought by Director Mendoza, seconded by Director Garza, the Board unanimously voted to approve the minutes of April 15, 2024 meeting.

FINANCIAL MATTERS

Ms. Miller reviewed the Finance Committee Report, a copy of which is attached hereto as Exhibit “B”. Director Aldape requested Mr. Craig give the Bookkeeper’s report.

Bookkeeper Report/ payment of invoices

Ms. Craig presented the Bookkeeper’s report for the month, a copy of which is attached hereto as Exhibit “C”.

Engage Auditor

Fiscal year ending June 30, 2024

The Board previously entered into a two (2) year term. No action was taken on this matter.

Construction Audit

The Board reviewed the Engagement Letter for Construction Audit for Lovett Commercial, LLC from McCall Gibson, Swedlund Barfoot PLLC (“McCall Gibson”). A copy of the Engagement Letter for Construction Audit is attached hereto as Exhibit “D”.

Engagement letter with Burton Accounting, P.L.L.C. (“Burton Accounting”) to prepare financial statements for fiscal year ending June 30, 2024

This matter was deferred.

Engage Arbitrage Rebate Consultant

The Board recognized Mr. Lord who reported to the Board an Arbitrage Rebate Consultant was needed due to interests the Authority is earning on bond proceeds. Ms. Miller reminded the Board that the Board requested three (3) quotes for consideration. She noted that the Financial Committee reviewed the quotes, copies of which are attached hereto Exhibit “E”. Ms. Miller reported that the Financial Committee recommended Arbitrage Group be approved as the Arbitrage Rebate Consultant.

After review, upon a motion brought by Director Mendoza, seconded by Director Aldape, the Board unanimously (i) approved the invoices for payment; (ii) engage McCall Gibson for the Construction Audit; (iii) authorized the Financial Committee to approve Burton Accounting, not

to exceed a 10% increase from the previous year; and (iv) engage Arbitrage Group as the Arbitrage Rebate Consultant.

COMMUNICATIONS AND PUBLIC ENGAGEMENT

Committee Updates

Ms. Miller outlined the Communications Committee summary, a copy of which is attached hereto as Exhibit “F”.

Approve Website Agreement with East Downtown Management District (“Management District”)

Ms. Miller reviewed a Letter Agreement with East Downtown Management District (“Letter Agreement”) regarding the shared website with the Management District. She noted that the Authority will be pay a one (1) time reimbursement in the amount of \$1,750 and then an annual reimbursement, in the amount of \$600. A copy of the Letter Agreement is attached hereto as Exhibit “G”.

After consideration, upon a motion brought by Director Dyess, seconded by Director Aldape, the Board unanimously approved the Letter Agreement, as presented.

PROJECTS AND ENGINEERING

Ms. Miller presented and reviewed the Project’s Committee report, a copy of which is attached hereto as Exhibit “H”.

Engineer’s Report

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

Update, work authorization and advertisements for bid

Mr. Macy reported on 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; and (vii) T-1524 McKinney Street Rehabilitation. He answered the Board’s questions regarding these matters.

Mr. Macy reviewed the following work authorizations: (i) WA-No. 24-00 General Engineering Services FY24 (adjustment), in the amount of \$15,000; (ii) WA-No. 25-00 General Engineering Services FY25 and Phase 2 Additional Services, in the amount of \$100,000; (iii) WA-No. 25-02 McKinney Street – Design Concept Report, in the amount of \$281,300; (iv) WA-No. 25-03 Columbia Tap Trail – Phase 2 Lighting, in the amount of \$180,541; (v) WA-No. 25-

04 Zone-wide Safety and Mobility (sidewalks), in the amount of \$140,520; (vi) WA-No. 25-05 Clay Street Parking – Joint Referral Committee. He then answered the Board’s questions.

After consideration, upon a motion brought by Director Mendoza, seconded by Director Aldape, the Board approved i) WA-No. 24-00 General Engineering Services FY24 (adjustment), in the amount of \$15,000; (ii) WA-No. 25-00 General Engineering Services FY25 and Phase 2 Additional Services, in the amount of \$100,000; (iii) WA-No. 25-02 McKinney Street – Design Concept Report, in the amount of \$281,300; (iv) WA-No. 25-03 Columbia Tap Trail – Phase 2 Lighting, in the amount of \$180,541; (v) WA-No. 25-04 Zone-wide Safety and Mobility (sidewalks), in the amount of \$140,520; (vi) WA-No. 25-05 Clay Street Parking – Joint Referral Committee; and (vii) the Engineer’s Report.

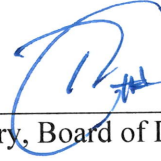
ADMINISTRATOR’S REPORT

Ms. Miller reviewed the budget and CIP, a copy of which is attached hereto as Exhibit “J”. She reviewed changes and updates to the CIP.

After review, upon a motion brought by Director Mendoza, seconded by Director Gil, the Board unanimously approved the CIP as presented, except the Planning Consultants items should be amended reflecting \$50,000.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

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

A handwritten signature in blue ink, consisting of a large, stylized 'D' followed by some less distinct characters.

Secretary, Board of Directors