

**MINUTES OF REGULAR MEETING
OF
MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**

DECEMBER 12, 2019

The Board of Directors (the "Board") of Memorial-Heights Redevelopment Authority (the "Authority"), convened in regular session, open to the public, at 50 Waugh Drive, Houston, Texas 77007, on the 12th day of December, 2019, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Ann Lents	Chair
Alejandro Colom	Vice Chair
Janice Hale-Harris	Secretary
Bryan Brown	Director
Christopher David Manriquez	Director
Dr. Robert Stein	Director
Marvin Pierre	Director

and all of said persons were present, except Director Colom, thus constituting a quorum.

Also present at the meeting were Sherry Weesner of SMW Principle Solutions, Inc., President of the Authority; Erin Williford and Kristen Hennings of Jones|Carter ("J|C"); Jim Webb and Monisha Khurana of The Goodman Corporation ("TGC"); Cassandra Robinson-Bacon of The Morton Accounting Services ("TMAS"); Pat Rutledge from Friends of Woodland Park ("FWP"); Emily Guyre of Houston Heights Association; Mario Castillo on behalf of Bill Baldwin, an area realtor; Letha Allen; Linda Trevino of METRO; and Laura C. Davis and Susan Demiany of Sanford Kuhl Hagan Kugle Parker Kahn LLP ("SKLaw").

DETERMINE QUORUM; CALL TO ORDER

Chair Lents noted that a quorum was present and called the meeting to order.

APPROVE MINUTES

The Board considered approving the minutes of the October 24, 2019, meeting. Upon motion by Director Brown, seconded by Secretary Stein, and after full discussion, the Board unanimously voted to approve the minutes of the October 24, 2019, meeting as presented.

RECEIVE COMMENTS OR QUESTIONS FROM THE PUBLIC

The next item on the agenda was to receive comments and questions from the public. There were no comments or questions from the public.

CHAIR REPORT

Chair Lents announced the award to the Authority of the \$25M Better Utilizing Investments to Leverage Development ("BUILD") Program grant for the reconstruction of the first phase of Shepherd Drive and Durham Drive, and commended the efforts of everyone involved in the application process.

PRESIDENT REPORT

Receive quarterly GID update

Ms. Weesner reviewed with the Board the update from GID, noting that GID has pulled permits for Block B site and that foundation work and excavation work has begun.

Receive quarterly Hanover update

Ms. Weesner reviewed with the Board the update from Hanover, noting that demolition is ongoing, although slightly behind the schedule originally presented. She further advised that Jones|Carter received drawings of intersection underground utilities.

Ms. Weesner reported on discussion with GID and Hanover about signage displaying the Authority's participation in the infrastructure improvements.

PROJECTS AND ENGINEERING

Receive Projects Committee Report

Director Brown updated the Board on Authority projects. He thanked all involved in the Authority's award of the BUILD program grant. He advised design of the Shepherd and Durham reconstruction project will now begin. He further advised that the Authority continues to await finalization of the CNP work so that the Houston Avenue/White Oak Drive intersection project may be closed out, and that a pre-construction meeting with the contractor on the Little Thicket project will be held the following week.

Houston Avenue/White Oak Drive Intersection

Update on construction matters

Ms. Hennings updated the Board on construction matters for the Houston Avenue/White Oak Drive Intersection [CIP Project T-0520] [RAC Industries, LLC ("RAC")]. She advised the project is substantially complete, noting that permanent power to the signals is the only remaining item to be completed. She presented to the Board Pay Estimate No. 11 in the amount of \$1,145,903.00, and recommended approval. Director Brown advised he has reviewed the Pay Estimate, and concurs with Ms. Hennings' recommendation. Upon motion by Director Brown, seconded by Director Stein, and after full discussion, the Board voted unanimously to approve Pay Estimate No. 11 to RAC.

Approve JJC Work Authorization No. 2, Amendment No. 6

Ms. Williford reviewed with the Board the JJC Work Authorization No. 2, Amendment No. 6, which includes additional services in connection with the project. Upon motion by Director Stein, seconded by Director Hale-Harris, and after full discussion, the Board voted unanimously to approve JJC Work Authorization No. 2, Amendment No. 6.

Little Thicket

Update on construction matters

Ms. Hennings updated the Board on construction matters for the Little Thicket [CIP Project T-0521] [Mills Equipment, LLC]. She advised a preconstruction meeting is scheduled for Monday.

Shepherd and Durham Reconstruction

Update on project development

Mr. Webb reviewed proposed phasing of the project, and the terms of the grant agreement. He noted the funds may go directly to the Authority, or be funneled through TxDOT. Director Stein clarified that the grant, combined with the Authority's matching funds, is for the construction of Phase 1. Mr. Webb discussed the possible availability of additional funds from the TIP program through HGAC for Phase 2. He stated that he is meeting with the City to discuss possible funding through TxDOT.

Approve JJC Work Authorization T-0523A No. 1

Ms. Williford reviewed with the Board the JJC Work Authorization T-0523A No. 1, which includes the administration of the BUILD grant through FHWA for Phase I of the project and any coordination needed for an HGAC application. Upon motion by Director Stein, seconded by Director Hale-Harris, and after full discussion, the Board voted unanimously to approve JJC Work Authorization T-0523A No. 1.

Approve JJC Work Authorization T-0523A No. 2

Ms. Williford reviewed with the Board the JJC Work Authorization T-0523A No. 2, which includes preparation of a preliminary engineering report for both phases of the project and obtaining an approved Record of Decisions and Actions Items ("RDAI") from the City Public Works Department. She advised the WA also includes environmental site assessment, geotechnical investigation, Concepts for Trees mitigation, among other things. Upon motion by Director Stein, seconded by Director Hale-Harris, and after full discussion, the Board voted unanimously to approve JJC Work Authorization T-0523A No. 2.

Approve TGC Work Authorization T-0523A No. 1

Mr. Webb reviewed with the Board the TGC Work Authorization T-0523A No. 1, which includes the re-engagement of HGAC for Phase 2 of the project. Upon motion by Director Stein, seconded by Director Hale-Harris, and after full discussion, the Board voted unanimously to approve TGC Work Authorization T-0523A No. 1.

Approve TGC Work Authorization T-0523A No. 2

Mr. Webb reviewed with the Board the TGC Work Authorization T-0523A No. 2, which includes grant compliance and administration through the design phase. Upon motion by Director Stein, seconded by Director Hale-Harris, and after full discussion, the Board voted unanimously to approve TGC Work Authorization T-052A No. 2.

Heights Boulevard Bicycle and Pedestrian Safety Improvements

Ms. Hennings updated the Board on the Heights Boulevard Bicycle and Pedestrian Safety Improvements [CIP Project T-0527]. She advised that comments from the City on 60% plans are being addressed, and 90% plans are expected to be submitted to the City for review within the week.

North Canal Project

Ms. Weesner updated the Board on the North Canal Project [CIP Project T-0525]. She advised that the City is writing RFQs, and that she has requested details of Zone benefits. She estimated that the design phase will take approximately one year. She also noted that the Zone will be a part of the review and decision team.

Approve related contract administration items

Director Brown advised that a workshop will be scheduled to review all projects and potential projects. He also noted that the Projects Committee had received, reviewed, and approved all pay estimates.

ADOPT FY 2020 BUDGET [CONFIRM COH APPROVAL]

The Board then considered the adoption of the FY 2020 budget. Ms. Weesner noted that the City has approved the budget.

Upon motion by Director Hale-Harris, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to adopt the FY 2020 budget, and confirm City approval.

Ms. Weesner noted that the grant funding is sooner than previously anticipated; therefore, a budget amendment may be needed to reflect design costs in this year's budget.

FINANCIAL MATTERS

Receive Finance Committee Report

Director Hale-Harris next reported to the Board on financial matters.

Receive Financial Report Summary

Ms. Robinson-Bacon reviewed with the Board the Financial Report Summary, including account and fund activity statements.

Authorize payment of invoices

Director Hale-Harris reviewed with the Board the invoices submitted for payment. She noted the Finance Committee has reviewed and approved all invoices. Following discussion of the invoices, a motion was made by Secretary Brown, seconded by Director Pierre, and approved unanimously by the Board to authorize the payment of all invoices.

ATTORNEY'S REPORT

Ms. Davis advised that she is working with the Authority's Financial Advisor on due diligence for future financing.

EXECUTIVE SESSION

Chair Lents announced that an executive session for the Board would not be necessary.

Public comments

The Board then took public comments.

CONSIDER, CONFIRM, OR RATIFY ACTIONS OF THE AUTHORITY

The next item on the agenda was to consider, confirm, or ratify actions of the Authority. Ms. Davis advised that no action by the Board is necessary.

[SIGNATURE PAGE FOLLOWS]

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


Secretary
Memorial-Heights Redevelopment Authority