

LAKE HOUSTON REDEVELOPMENT AUTHORITY

JOINT MEETING OF THE BOARDS OF DIRECTORS

MAY 11, 2023

BOARD PACKET

REINVESTMENT ZONE NUMBER TEN

CITY OF HOUSTON, TEXAS

AGENDA FOR MEETING OF THE BOARD OF DIRECTORS
LAKE HOUSTON REDEVELOPMENT AUTHORITY
REINVESTMENT ZONE NUMBER TEN, CITY OF HOUSTON, TEXAS (LAKE HOUSTON ZONE)

Notice is hereby given that the Board of Directors of Lake Houston Redevelopment Authority (Authority), and Tax Increment Reinvestment Zone Number Ten, Lake Houston Zone (Zone), will hold a joint meeting on **Thursday, May 11, 2023**, at 8:00 a.m., at the Kingwood Community Center, 4102 Rustic Woods Drive, Kingwood, Texas 77345, and is open to the public, to consider, discuss and adopt such orders, resolutions or motions, and take direct or indirect actions as may be necessary, convenient, or desirable with respect to the following matters:

1. Establish quorum and call to order.
2. Approve minutes from last meeting.
3. Comments from Council District E, Mayor Pro Tem Dave Martin.
4. Receive public comments.
5. Financial and bookkeeping matters, including acceptance of Financial Report, approving the payment of bills.
6. Adopt Fiscal Year 2024 Annual Operating Budget of the Authority and the Fiscal Years 2024 thru 2028 Capital Improvement Budget of the Zone.
7. Engagement Agreement McCall Gibson Sweetland Barfoot LLC for Agreed Upon Procedures Report related to Friendswood Development Company Public Improvement Agreement.
8. Landing Rock Insured Deposit Account, CD Market Place Certificate of Deposit Account and Collateralized Deposit Account.
9. HNTB Report on Northpark Drive Overpass (T-1013) Project, including approving task orders, pay estimates, change orders, and final acceptance including:
 - a. Amendment Number Two, Task Order 1, On-Call Services in an amount not to exceed \$47,073.69.
10. HNTB Report on Northpark Drive Reconstruction (T-1014) Project, including approving task orders, pay estimates, change orders, and final acceptance including:
 - a. Amendment Number One, Task Order 5, to provide additional services related to Drainage Impact Analysis and Hydraulics Report, in an amount not to exceed \$55,800.00.
11. Receive 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 including:
 - a. Tax Year 2022 Certified Values Report.
12. Discuss meeting schedule including date and time of next meeting for **Thursday, June 8, 2023, at 8:00 a.m.**
13. Convene in Executive Session pursuant to section 551.087, Texas Government Code, to receive advice from legal counsel and discuss matters relating to pending or contemplated litigation, personnel matters, gifts and donations, real estate transactions, the deployment, or specific occasions for the implementation of, security personnel or devices and or economic development negotiations.
14. Reconvene in Open Session and authorize appropriate action regarding economic development negotiations.
15. Adjourn.



Ralph De Leon, Administrator for the Authority

An electronic copy of the Agenda and Board Packet can be found at: info@lhra.com

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LAKE HOUSTON REDEVELOPMENT AUTHORITY AND
TAX INCREMENT REINVESTMENT ZONE NUMBER TEN,
CITY OF HOUSTON, TEXAS
JOINT BOARD OF DIRECTORS MEETING

March 9, 2023

The Board of Directors (the “Board”) of both the Lake Houston Redevelopment Authority (the “Authority”) and the Tax Increment Reinvestment Zone Number Ten, City of Houston, Texas (the “Zone”) met at 8:00 a.m., at the Kingwood Community Center, 4102 Rustic Woods Drive, Kingwood, Texas 77345, and was open to the public, to consider, discuss and adopt such orders, resolutions or motions, and take direct or indirect actions as may be necessary, convenient, or desirable with respect to the following matters:

Kimberly Brusatori	Position 1
Jeffrey Nielsen	Position 2, Chairman Elect
Philip Ivy	Position 3, Vice Chair
Tom Broad	Position 4, Secretary
Vacant	Position 5
Billy Beattie	Position 6, Treasurer
Dr. Martin Basaldua	Position 7

and all of the above were present, thus constituting a quorum.

Also attending the meeting were, Jessica Beemer, Dustin Hodges and Jennifer Curley of the City of Houston (the “City”); Ralph De Leon of TIFWorks, LLC; Mark Arnold and Kelly Cashman of Hunton Andrews Kurth LLP; Joel Salinas and Grant Detro of HNTB Corporation; Chris Palis of Burton Accounting, P.L.L.C.; Kristin Blomquist of Masterson Advisors LLC; Rachael Massey of Holloway Environmental + Communications Services, Inc.; Wesley Garner of Community Impact Newspaper; Dee Price of the Kingwood Service Association; Adam Kupstas of Kingwood Place West Property Owners Association; and Allen Brown and James Shanks community residents.

- 1. Establish quorum and call to order.** Director Nielsen conducted a roll call of Board Members present and called the meeting to order at 8:01 a.m.
- 2. Approve minutes from last meeting.** After review and discussion, Director Broad motioned to adopt the minutes from the February 9, 2023 Board of Directors meeting, which was seconded by Director Ivy, and which passed by unanimous vote.
- 3. Comments from Council District E, Mayor Pro Tem (“MPT”) Dave Martin.** Mr. Hodges provided an update on various public benefit initiatives currently underway in Kingwood including various public infrastructure improvements, a micro-chipping event for local pets, and a hazardous waste drop-off event.

4. **Receive public comment.** Mr. Brown provided suggestions on various new infrastructure initiatives he felt are needing to be prioritized and constructed in the Kingwood area. Ms. Price reported potholes at various locations also needed to be addressed.
5. **Financial and bookkeeping matters, including acceptance of Financial Report, approving the payment of bills including:**
 - a. **City of Houston payment of \$9.455 million for the T-1013 Project.** Mr. De Leon reported the City completed the second and final contribution payment to the T-1013 Project. Additionally, Mr. De Leon provided an update on current invoices. After review and discussion Director Broad motioned to approve payment of current invoices, which was second by Director Balsadua and which passed by unanimous vote.
6. **Engagement Agreement with Public Finance Partners to assist in arbitrage matters.** Mr. De Leon, Mr. Arnold, Ms. Bloomquist and Director Beattie provided an overview of the requirement to report interest earnings to the IRS on the Series 2021 Bond proceeds. Additionally, Ms Bloomquist provided an overview of the provisions included in the Public Finance Partners scope of services. After review and discussion Director Broad motion to engage Public Finance Partners to prepare the Series 2021 Bond arbitrage report, which was seconded by Director Ivy and which passed by unanimous vote.
7. **Engagement Agreement with Holloway Environmental + Communications Services to assist in NEPA (National Environmental Policy Act) requirements related to the T-1014 Project.** Mr. De Leon introduced Ms. Massey and provided a brief overview of the National Environmental Policy Act (NEPA) requirements that govern the federal funds pledged to the T-1014 Project. Ms. Massey provided a overview of the public input process included in the Holloway Scope of Services. After review and discussion Director Broad motioned to engage Holloway Environmental + Communications, which was seconded by Director Brusatori and which passed by unanimous vote.
8. **HNTB Report on Northpark Drive Overpass (T-1013) Project, including approving task orders, pay estimates, change orders, and final acceptance.** Mr. Salinas provided an update on the construction progress including reporting the contractor has begun to forward Submittals and various other miscellaneous items related to the bridge construction, has identified and begun the site development of a construction field office located a the 800 Block of Russell Palmer Road. Additionally HNTB has prepared the contractors Notice to Proceed which will be issued after the Pre-Construction Meeting scheduled for April 7, 2023, at 10:00 a.m. at of the offices of HNTB. Additionally, Mr. De Leon reported the Authority and the City is working on a date and time for a groundbreaking ceremony.
9. **HNTB Report on Northpark Drive Reconstruction (T-1014) Project, including approving task orders, pay estimates, change orders, and final acceptance.** Mr. Salinas reported a draft drainage analysis report, preliminary horizontal and vertical roadway schematics, and preliminary cost estimates have been submitted to TxDOT for

review and HNTB was awaiting comments, estimated three to four months from today. Separately, TxDOT has scheduled the first NEPA Public Meeting for January 2024.

10. **Receive 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. **LHRA Earnings Analysis provided by Masterson Advisors LLC.**
 - b. **Landing Rock Insured Deposit Account, CD Market Place Certificate of Deposit Account and Collateralized Deposit Account.** Ms. Blomquist and Director Beattie, provided an overview of a proposal to open up two fixed rate interest investment accounts thru Masterson Advisors and Landing Rock. Director Beattie reported current investment accounts held by the Authority were subject to market fluctuations and the two proposed investment accounts were fixed rate for the life of the facility and would therefore maximize earnings. Ms. Bloomquist reported the two proposed investment accounts were in compliance with the Authority's investment policy and fully collateralized. After review and discussion Director Broad motioned to open the two investment accounts, which was seconded by Director Ivy and which passed by unanimous vote.
11. **Discuss meeting schedule including date and time of next meeting for Thursday, April 13, 2023, at 8:00 a.m.** No action was taken.
12. **Convene in Executive Session pursuant to section 551.087, Texas Government Code, to discuss economic development matters of the Zone.** There was no executive session.
13. **Reconvene in Open Session and authorize appropriate action regarding economic development negotiations.** No action was taken.
14. **Adjourn.** At 8:50 a.m, Director Broad motioned to adjourn, which was seconded by Director Ivy, and which passed unamiously.

Secretary, Board of Directors

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