

MINUTES OF THE BOARD OF DIRECTORS MEETING
TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority
City of Houston, Texas

April 29, 2014

The Board of Directors (the "Board") of the TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority (the "Authority") met in regular session, open to the public, on April 29, 2014, at Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024.

Board members in attendance:

Ann T. Givens, Chair
Brad Freels, Vice Chair
Bob Tucker, Assistant Secretary
Zachary R. Hodges, Director
David A. Hamilton, Director
John Rickel, Director

Staff in attendance:

Don Huml - Executive Director

Consultants in attendance:

Michelle Lofton - ETI Bookkeeping Services
Muhammad Ali and Raphael Ortega - Lockwood, Andrews & Newnam, Inc. ("LAN")
Jessica Holoubek and Jane Miller - Allen Boone Humphries Robinson LLP ("ABHR")
Gary Struzick and Wayne Klotz - Klotz Associates, Inc. ("Klotz")
James Vick - SWA Group
David Smalling - RBC Capital Markets
Joseph Ellis - McCall Gibson Swedlund Barfoot PLLC
Mark McGrath - McGrath & Co., PLLC
Carlos Bujosa - Transwestern

City of Houston (the "City") representatives in attendance:

City Council Member Oliver Pennington
Ralph De Leon and Mary Buzak
Amy Peck, Chief of Staff for City Council Member Brenda Stardig

State representatives in attendance:

Representative Dwayne Bohac - Texas House of Representatives
Senator John Whitmire - Texas Senate

1. Call Meeting to Order

Having established that a quorum of the Board was present, Mr. Huml called the meeting to order at 7:32 a.m.

2. Public Comments

Senator Whitmire commented on the proposed Conrad Sauer detention pond rehabilitation and expansion project north of Interstate 10 and recognized the Authority for its leadership to resolve the issue along with community leaders.

Representative Bohac also expressed support for the proposed Conrad Sauer detention pond rehabilitation and expansion project.

Council Member Pennington commented on improvements planned for Memorial Drive and expressed support for detention projects, including the proposed Conrad Sauer detention pond rehabilitation and expansion project.

Ms. Peck expressed support for the proposed Conrad Sauer detention pond rehabilitation and expansion project.

Ms. Roberta Prazak expressed concerns regarding the proposed Conrad Sauer detention pond rehabilitation and expansion project.

Ms. Virginia Gregory commented on the size of the pumps for the Conrad Sauer detention basin and concerns regarding access and mobility.

Ms. Donna Freeman commented on discussions at a Local Interaction Group Report. She expressed opposition to the widening of Memorial Drive and reviewed a resolution adopted by the Board in August 1999. She presented a prior CIP map and commented on detention pond facilities.

3. Minutes of March 25, 2014 Meeting

The Board reviewed the minutes of the March 25, 2014, regular meeting. Following review and discussion, Director Givens moved to approve the minutes as submitted. The motion was seconded by Director Hamilton and carried unanimously.

4. Financial and Bookkeeping Matters

Ms. Lofton reviewed the financial report for March and presented checks for payment by the Authority. After review and discussion, Director Hamilton moved to

approve the financial report and payment of the bills presented. The motion was seconded by Director Givens and carried unanimously.

5. Engage McGrath & Co., PLLC to Prepare Financial Statement for Fiscal Year End June 30, 2014

Mr. McGrath stated that the City requires that the Authority have a financial statement prepared by an independent public accountant for submission to the Authority's auditor. The Board reviewed a proposal from McGrath & Co., PLLC to prepare the Authority's financial statement. Following review and discussion, Director Rickel made a motion to engage McGrath & Co., PLLC to prepare the financial statement for the fiscal year ending June 30, 2014, for an estimated fee of \$9,500. Director Tucker seconded the motion, which passed unanimously.

6. Engage McCall Gibson Swedlund Barfoot PLLC to Perform Audit for Fiscal Year End June 30, 2014

The Board reviewed a proposal from McCall Gibson Swedlund Barfoot PLLC to conduct the Authority's annual audit for the fiscal year ending June 30, 2014. Following review and discussion, Director Hamilton made a motion to engage McCall Gibson Swedlund Barfoot PLLC to conduct the Authority's audit for the fiscal year ending June 30, 2014, for an estimated fee of \$8,000-\$9,000. The motion was seconded by Director Freels and carried by unanimous vote.

7. Local Interaction Group Report and Update

Director Hamilton reported on the most recent Local Interaction Group meeting.

8. Presentation on Conrad Sauer Detention Basin Revitalization Project

The Board received a presentation from Mr. Klotz on the proposed Conrad Sauer detention pond rehabilitation and expansion project. Director Givens noted the purpose of the project is to address drainage and mobility. In response to a question from Director Rickel, Mr. Klotz said Klotz obtained records from the City to confirm adequate pumping capacity and will incorporate necessary adjustments to maximize detention. Director Hamilton commended the Local Interaction Group participants and developers associated with the project and asked for continued support.

9. Authorize Negotiation and Preparation of Development Agreement between Memorial City Redevelopment Authority and MetroNational for Revitalizing the Conrad Sauer Detention Basin

The Board considered entering into a Development Agreement with MetroNational for revitalization of the Conrad Sauer Detention Basin. Upon a motion

made by Director Freels and seconded by Director Givens, the Board voted unanimously to authorize Chair Ann Givens, Executive Director Don Huml, and ABHR to negotiate and prepare such a Development Agreement.

10. Presentation on Town & Country Way Complete Street

The Board tabled this item.

11. Report from Subcommittee on FY2015 CIP Prioritization; Discuss FY2015 CIP Prioritization and Budget Drafts due to City of Houston by May 31, 2014

Director Hamilton reported on the CIP subcommittee's efforts to consider the 2015 CIP and project prioritization, including the recommendation to prioritize (1) CIP Nos. T-1732A and T-1732B for N. Gessner Drainage and Mobility Improvements and (2) CIP No. T-1731B for Memorial Drive Drainage and Mobility Improvements in the 2015 budget. Discussion ensued regarding the deadline to establish and submit a budget to the City and the process for same. Director Freels discussed prioritizing projects to meet budget recommendations and establishing a percentage of the budget for each project. Director Givens discussed the possible need to call a special meeting to address the budget.

12. Task Order from Klotz for Engineering Support Services

The Board reviewed a proposal from Klotz for engineering services associated with planning and implementation of the FY2015 CIP and budget. Following review and discussion, Director Rickel moved to approve the task order from Klotz for a total cost not to exceed \$15,000. The motion was seconded by Director Givens and carried by unanimous vote.

13. Task Order from LAN for Engineering Support Services

The Board reviewed a proposal from LAN for engineering services associated with planning and implementation of the FY2015 CIP and budget. Following review and discussion, Director Tucker moved to approve the task order from LAN for a total cost not to exceed \$15,000. The motion was seconded by Director Rickel and carried by unanimous vote.

14. Proposal from LAN to Update Phase I Environmental Site Assessment for Lumpkin Road

Mr. Ali reviewed a proposal from Aviles Engineering Corporation ("AEC") to conduct an updated phase I environmental site assessment of Lumpkin Road, from I 10 Frontage Road to Westview Drive. The Board then reviewed a proposal from LAN for

review of AEC's site assessment work. After review and discussion, Director Hodges moved to approve the proposals from AEC and LAN for a combined estimated cost of \$7,522. Director Hamilton seconded the motion, which passed unanimously.

15. Proposal from LAN for Boundary Surveying for Town & Country Way West

Mr. Ali reviewed a proposal from Kuo & Associates, Inc. ("Kuo") to conduct boundary surveys of three parcels for the Town & Country Way West project. The Board then reviewed a proposal from LAN for review of Kuo's survey work. Discussion ensued regarding the areas to be encompassed by the boundary survey. After review and discussion, Director Hodges moved to approve the proposals from Kuo and LAN for a combined estimated cost of \$11,446. Director Hamilton seconded the motion, Director Freels abstained, and the motion carried.

16. W140 Detention Basin Project

Mr. Ali reported on the Briar Branch detention basin package by L.N. McKean, Inc. He reviewed a Certificate of Substantial Completion and a report prepared following LAN's substantial completion inspection, which reflects the punch list items to be addressed by the contractor. Following review and discussion and based upon the engineer's recommendation, upon a motion made by Director Givens and seconded by Director Tucker, the Board voted unanimously to approve the Certificate of Substantial Completion.

Mr. Ali next reviewed Change Order No. 1 to adjust the contract time by 37 days due to inclement weather. Following review and discussion and based upon the engineer's recommendation, upon a motion made by Director Freels and seconded by Director Givens, the Board voted unanimously to approve Change Order No. 1.

17. Executive Director's Report

Mr. Huml reported regarding his work for the Authority during the prior month. He reviewed the status of Authority projects and reported on community outreach efforts.

18. Convene in Executive Session Pursuant to Section 551.072, Texas Government Code, to Deliberate the Purchase, Exchange, Lease or Value of Real Property

At 8:56 a.m., Mr. Huml announced the Board would meet in executive session to deliberate the purchase, exchange, lease or value of real property. All of the attendees except the Board members, Mr. Huml, Mr. De Leon, Ms. Buzak, Ms. Holoubek, Mr. Bujosa, and Ms. Miller left the meeting. The Board met in executive session to deliberate the purchase, exchange, lease or value of real property.

20. Reconvene in Open Session and Authorize Appropriate Action Regarding the Purchase, Exchange, Lease or Value of Real Property

At 9:49 a.m., Mr. Huml announced the Board would reconvene in open session. Directors Hamilton and Freels left the meeting.


21. Task Order from LAN to Identify Potential Detention Sites

The Board reviewed a proposal from LAN for engineering services related to the assessment of regional detention options in connection with the TIRZ 17 Regional Drainage Study. Mr. De Leon commented on detention planning and the Regional Drainage Study. Following review and discussion, Director Rickel moved to approve the task order from LAN for a total time and materials cost not to exceed \$39,843. The motion was seconded by Director Tucker and carried by unanimous vote.

22. Adjournment

There being no additional matters for the Board's consideration, the meeting was adjourned.

Approved:



Secretary, Board of Directors

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