

MINUTES OF THE BOARD OF DIRECTORS MEETING
TIRZ 17 Redevelopment Authority/
Memorial City Redevelopment Authority
City of Houston, Texas
February 3, 2009

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 February 3, 2009, in Memorial Hermann Hospital's 6th floor
Conference Room, 921 Gessner, Houston, Texas, inside the boundaries of the District.

Board members in attendance:

Charles Turet, Chair
Brenda Stardig Patrick
Glenn Airola
Ken Arnold
Zachary Hodges
Dan Moody, III
Brad Freels

City of Houston representatives in attendance:

Robert Fiederlein

Consultants in attendance:

Paula Cox - ETI Accounting Services
Derek St. John - Lockwood, Andrews & Newnam, Inc. ("LAN")
Trey Lary and Susan Hostetler - Allen Boone Humphries Robinson LLP ("ABHR")
Duncan Lamme - RBC Capital Markets

Staff in attendance:

Pat Walters - Executive Director
Perry Pace - Project Manager

1. Call meeting to order, take attendance and verify that a quorum is present

Director Turet called the meeting to order. All agenda items were considered in
order.

2. Minutes of the January 6, 2009 Board meeting

The Board reviewed the minutes of the January 6, 2009, Board meeting.
Following discussion, Director Hodges moved to approve the minutes of the

meeting as submitted. The motion was seconded by Director Stardig Patrick, and carried unanimously.

3. Financial report and payment of invoices

Ms. Cox reviewed the financial report, and presented checks for payment from the general operating fund. The Board discussed the invoices from ABHR and asked Ms. Cox and Mr. Walters to confirm that none of the invoices have been paid. Following review and discussion, Director Stardig Patrick made a motion to approve payment of the invoices presented in the financial report, subject to reconciliation of the ABHR invoices, and to authorize future bond proceeds or other funds to be used to reimburse the operating account for capital funds expenditures to Alvites Plumbing, Inc., ABHR, and LAN, as necessary. Director Freels seconded the motion, and it passed unanimously.

4. Public participation policy

The Board reviewed the Authority's Policies and Procedures for Public Participation and Public Information. Following review and discussion, Director Moody made a motion to approve the Policies and Procedures for Public Participation and Public Information. Director Stardig Patrick seconded the motion, and it carried by unanimous vote.

5. FY 2009 bond issue

Mr. Lamme stated that Bank of America is considering a private placement of the Authority's 2009 bond issue. The Board discussed a tentative schedule for approval of a private placement of the bonds in March and issuance in April.

6. Gessner Road widening project

Mr. St. John reported on the status of the Gessner widening project. Mr. St. John updated the Board regarding resolution of the conflict with CenterPoint Energy for temporary electrical service to the Westin Hotel. He stated that construction of the Sears fire vault is substantially complete and that the sanitary sewer conflict reported at the January meeting has been resolved. Regarding the duct bank crossing, Mr. St. John noted that the landowner no longer intends to bury the electrical service under Gessner Road, and instead plans to use overhead lines. Mr. St. John stated that the expense of the underground duct bank would have been borne by the landowner.

Mr. St. John discussed the theater style street lights to be installed on Gessner Road. He stated that construction plans call for metal halide lamps, and that the

City's standard is for high pressure sodium lamps. Mr. St. John noted that there may be an additional, minimal change order relating to the Authority's installation of the foundations for the street lights. Mr. Walters stated that the Memorial City Management District has indicated it will pay the cost differential for maintenance and operation of the metal halide lamps.

Mr. St. John reviewed Change Order No. 9 to the Gessner widening contract in the amount \$1,902, for the addition of four steel pipe bollards to be placed around the Sears fire vault, to protect it from traffic. Following review and discussion and based upon the engineer's recommendation, Director Arnold made a motion to approve Change Order No. 9. Director Hodges seconded the motion, and it passed by unanimous vote.

7. Bunker Hill widening project

Mr. St. John updated the Board on the status of the Bunker Hill widening project. He reported on the modification of plans by TCB to install a crosswalk at Bunker Hill and Village Plaza, which the City of Houston and Transtar require. Mr. St. John stated that LAN is reviewing TCB's plans to install a retaining wall at Woodview Elementary School. Mr. St. John noted that the handrails at Briar Branch bridge have been installed. Mr. Walters stated that the City has reimbursed the Authority \$3.1 million for the cost of improving Bunker Hill outside the Authority's boundaries.

8. Preliminary engineering for Memorial near Beltway 8 drainage and mobility improvements

Mr. St. John discussed possible mobility improvements to Memorial Drive near Beltway 8. The Board asked that LAN work with developers in the area to determine solutions to mobility issues.

9. Town & Country Boulevard at Queensbury signalization

Mr. St. John reported that the results of the traffic signal warrant study have been forwarded to the City. He stated that LAN will obtain input from developers in this area regarding signalization at this intersection.

10. CIP sub-committee meeting review

Mr. Walters reported that the strategic planning committee met to review potential projects for the 2010-2014 CIP. The Board discussed having the committee meet with Councilmember Lawrence about the possibility of annexing property in order to provide landscaping enhancements.

11. Board meeting location for March

Mr. Walters stated that Memorial Hermann Memorial City Hospital can no longer accommodate the Authority Board meetings, and that future meetings will be held elsewhere. He stated that staff has contacted Four Points Sheraton Hotel and will contact HEB and others to determine possible meeting places.

12. Public comments

Mr. Davidson commented on the merger of the Spring Branch Independent School District and Houston Community College System.

Ms. Freedman commented on a recent newspaper article regarding a request for variance and Memorial Middle School property.

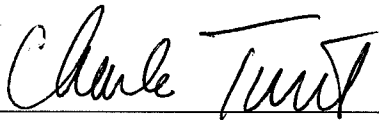
Ms. Gregory commented on annexation of property in the Spring Branch Management District, the location of Authority Board meetings, issuance of bonds, and Authority projects.

Ms. Prazak commented on the bond issue, legislative agendas, and bonuses.

13. Adjournment

There being no additional matters for the Board's consideration, Director Stardig Patrick moved to adjourn the meeting. The motion was seconded by Director Freels, and passed unanimously.

Approved:



Chuck Turet, Chairman

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