

**MINUTES OF THE JOINT MEETING OF THE
TIRZ 17 REDEVELOPMENT AUTHORITY/MEMORIAL CITY REDEVELOPMENT AUTHORITY and
TAX REINVESTMENT ZONE NUMBER SEVENTEEN, CITY OF HOUSTON, TEXAS
BOARD OF DIRECTORS**

March 26, 2019

ESTABLISH QUORUM AND CALL MEETING TO ORDER.

The Board of Directors of the TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority and Tax Reinvestment Zone Number Seventeen, City of Houston, Texas, held a regular joint meeting on Tuesday, March 26, 2019, at 8:00 a.m., at the Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024, inside the boundaries of the TIRZ, open to the public, and the roll was called of the duly appointed members of the Board, to-wit:

Position 1 – Marshall B. Heins
Position 2 – John Rickel
Position 3 – David P. Durham
Position 4 – Ann T. Givens, *Chair*

Position 5 – Zachary R. Hodges
Position 6 – Brad Freels, *Vice-Chair*
Position 7 – Glenn E. Airola, *Secretary*

and all of the above were present, with the exception of Directors Heins, Hodges and Airola, thus constituting a quorum. Also present were Scott Bean and Linda Clayton, both of Hawes Hill & Associates, LLP; Jessica Carr, Allen Boone Humphries Robinson, LLP; and Michelle Lofton, ETI Bookkeeping Services. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; Jack Valinski, COH; Council Member Brenda Stardig and Amy Peck, both of District A; Karen Glynn, City of Bunker Hill; Ben Gillis and Pat Walters, Memorial Management District; Ricky Gonzalez, LAN; Muhammad Ali and Derek St. John, both of Gauge Engineering; James Vick, SWA; Bob Tucker; Jim Shroff; Lois Myers; David Tresch; Bruce Nichols and Ed Browne. Chair Givens called the meeting to order at 8:03 a.m.

RECEIVE PUBLIC COMMENTS.

Public comments were received from Bruce Nichols, Lois Myers and Ed Browne.

PRESENTATION FROM COUNCIL MEMBER STARDIG.

Council Member Stardig thanked the Authority for its continued efforts and projects in the community. She presented Marshall Heins, John Rickel, David Durham, Zachary Hodges, Ann Givens, Brad Freels, Glenn Airola, Scott Bean, Bob Tucker, Ken Arnold, David Hamilton and Chuck Turet with a Certificate of Recognition for the Briar Branch Channel and Straws Project.

APPROVE MINUTES OF THE FEBRUARY 26, 2019, MEETING.

Upon a motion duly made by Director Durham, and being seconded by Director Freels, the Board voted unanimously to approve the Minutes of the February 26, 2019, Board meeting, as presented.

RECEIVE FINANCIAL AND BOOKKEEPER'S REPORT, INCLUDING PAYMENT OF INVOICES, REVIEW OF INVESTMENTS AND PROJECT CASH FLOW REPORTS.

Ms. Lofton presented the Bookkeeper's Report and went over invoices, included in the Board materials. Upon a motion duly made by Director Rickel, and being seconded by Director Freels, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented.

CONDUCT ANNUAL REVIEW OF INVESTMENT POLICY AND ADOPT RESOLUTION REGARDING ANNUAL REVIEW OF INVESTMENT POLICY.

Ms. Carr reviewed the Resolution and reported the Authority is required to conduct an annual review of its Investment Policy. She reported there have been no changes to statutory laws since the adoption of the Authority's Amended Investment Policy dated December 5, 2017, and she was recommending no changes be made. Upon a motion duly made by Director Rickel, and being seconded by Director Durham, the Board voted unanimously to adopt the Resolution Regarding Annual Review of Investment Policy, as presented.

ADOPT RESOLUTION ESTABLISHING THE AUTHORIZED DEPOSITORY INSTITUTIONS AND ADOPTING LIST OF QUALIFIED BROKER/DEALERS WITH WHOM THE AUTHORITY MAY ENGAGE IN INVESTMENT TRANSACTIONS.

Ms. Carr reviewed the Resolution and reported the Public Funds Investment Act requires the Authority to annually review, revise and adopt a list of authorized depository institutions and qualified broker/dealers. Upon a motion duly made by Director Rickel, and being seconded by Director Freels, the Board voted unanimously to adopt the Resolution Establishing the Authorized Depository Institutions and Adopting List of Qualified Broker/Dealers with Whom the Authority may Engage in Investment Transactions, as presented.

ACCEPT ANNUAL DISCLOSURE STATEMENTS FROM INVESTMENT OFFICER AND BOOKKEEPER.

Upon a motion duly made by Director Durham, and being seconded by Director Rickel, the Board voted unanimously to accept the Annual Disclosure Statements from the Investment Officer and Bookkeeper, as presented.

ORDER ADOPTING AMENDED AND RESTATED PROCEDURES FOR CONTINUING DISCLOSURE COMPLIANCE.

Ms. Carr reported the U.S. Securities and Exchange Commission has amended its Rule 15c2-12 adding two new event notices to the continuing disclosure requirements regarding issuance of new debt and defaults causing acceleration. She reported the two new event notices have been added to the Order to comply with the requirements. Upon a motion duly made by Director Rickel and being seconded by Director Durham, the Board voted unanimously to adopt the Order Adopting Amended and Restated Procedures for Continuing Disclosure Compliance, as presented.

CIP COMMITTEE:

a. Project update from Gauge Engineering LLC

Mr. Ali provided an update on the Briar Branch Channel and Straws Improvements project, a copy of the progress report is included in the Board materials. He provided an update on the Gessner Road mobility project and reported 95% plans have been submitted and they were waiting for comments from the City. He reported Gauge was in the process of evaluating two different configurations for Detention Basin A.

i. Consider Pay Application No. 3 from Reytec Construction, Briar Branch Channel and Straws Improvements in the amount of \$529,283.44.

Mr. Ali reviewed pay application no. 3 submitted by Reytec Construction, included in the Board materials. He reported Gauge Engineering has reviewed the pay application and concurs with the amounts and quantities and is recommending for approval. Upon a motion duly made by Director Rickel, and being seconded by Director Durham, the Board voted unanimously approve Pay Application No. 3, Briar Branch Channel and Straws Improvements, from Reytec Construction in the amount of \$529,283.44.

b. Project update from LAN

Mr. Gonzalez provided an update on Memorial Drive Improvements project, a copy of the Progress Report is included in the Board materials. He reported the public meeting was held on February 7 and was well attended. He reported the Town & Country project is complete and they were working on closing the project out. No action from the Board was required.

c. Project update from The Goodman Corporation

The Goodman Corporation progress reports are included in the Board materials for review.

d. Project update from SWA

Mr. Vick provided an update on current projects, a copy of SWA's status report is included in the Board materials. He reported SWA is coordinating with Gauge on the streetscape design submittal for Gessner and are addressing City comments. He reported SWA is working on comments received from the City on the 60% streetscape design submittal.

i. Consider Work Order No. 16 (Amended) for professional design services additional construction phase services in the amount of \$24,320.

Mr. Vick reviewed Work Order No. 16 (Amended) for construction phase services on Town & Country. He reported the work order is for additional hours expended. Upon a motion duly made by Director Rickel, and being seconded by Director Durham, the Board voted unanimously to approve SWA Work Order No. 16 (Amended) for professional design services additional hours in the amount of \$24,320.00, as presented.

CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.071, TEXAS GOVERNMENT CODE, TO CONDUCT A PRIVATE CONSULTATION WITH ATTORNEY, WITH REGARD TO PENDING OR CONTEMPLATED LITIGATION; AND CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.072, TEXAS GOVERNMENT CODE, TO DELIBERATE THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY.


The Board convened in Executive Session at 8:35 a.m.

RECONVENE IN OPEN SESSIONAL AND AUTHORIZE APPROPRIATE ACTIONS REGARDING PRIVATE CONSULTATION WITH ATTORNEY WITH REGARD TO PENDING OR CONTEMPLATED LITIGATION; AND RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTIONS REGARDING THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY.

The Board reconvened in Open Session at 9:17 a.m. Upon reconvening in open session, the Board took the following action: Upon a motion duly made by Director Rickel, and being seconded by Director Durham, the Board voted unanimously to authorize a legal response to RPS; and authorized execution of a Public Access Easement.

ADJOURNMENT.

There being no further business to come before the Board, Chair Givens adjourned the meeting at 9:18 a.m.


Secretary