

**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**

October 25, 2016

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, October 25, 2016, 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 Director Freels, thus constituting a quorum. Also present were Scott Bean, Linda Clayton and Elisa Rodriguez, all with Hawes Hill Calderon, LLC; Jessica Holoubek, Allen Boone Humphries Robinson, LLP; and Michelle Lofton, ETI Bookkeeping Services. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; Muhammad Ali, LAN; Edward Conger, Klotz Associates; Ben Gillis and Pat Walters, both of Memorial City Management District; Tony Sartori, Halff Associates, Inc.; Kristin Blomquist, FirstSouthwest; Kay Haslam, Jim Shroff, Hugh Rawl, Bruce Nichols, Ed Browne, James Muckle; Lois Myers, Cynthia Neely Donna Freedman and Sandra Strassner. Chair Givens called the meeting to order at 8:00 a.m.

RECEIVE PUBLIC COMMENTS.

Kay Haslam discussed the Memorial Drive and Mobility project. Sandra Strassner discussed flooding, annexation of land, and the life of the TIRZ and the Memorial Drive project. She stated there is no indication of how the TIRZ is going to improve drainage or how it is going to improve traffic flow. Ed Browne discussed the federal lawsuit that is pending and stated that the TIRZ CIP promises to fix flooding but is just a piece of paper and doesn't mean anything. He stated that the seven essential conditions were not included in the ordinance produced in the federal lawsuit. Donna Freedman presented a map of Memorial Drive all the way through the City of Bunker Hill. She stated the residents of the City of Bunker Hill knew nothing of this map or meetings with the City of Bunker Hill.

APPROVE MINUTES OF SEPTEMBER 30, 2016 REGULAR MEETING.

Upon a motion duly made by Director Rickel, and being seconded by Director Heins, the Board voted unanimously to approve the September 30, 2016, 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 agenda materials. She stated check number 2645 payable to TML Intergovernmental Risk Pool has been voided and replaced with check number 2646 subtracting \$66.00 for the automobile coverage from the original invoice for a new total amount of \$992.40. Upon a motion duly made by Director Rickel, and being seconded by Director Airola, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as amended, voiding check number 2645 and replacing with check number 2646 payable to TML Intergovernmental Risk Pool in the amount of \$992.40.

2016 REFUNDING BONDS.

Ms. Blomquist provided a handout summarizing the Contract Revenue Refunding Bonds, Series 2016, and rates as of October 21, 2016, a copy is attached as Exhibit A. She reviewed the summary and answered questions. She stated the Authority had a refunding opportunity in the amount of \$18 million than could be refinanced and provide an approximate gross savings of \$1,611,074.00. Director Rickel stated this appears to be the best opportunity for the Authority and gives the best flexibility. Ms. Holoubek stated no action is being made today and would be brought back to the Board for consideration.

2017 BOND ISSUE.

This item was tabled.

CIP PROJECTS.

a. N. Gessner Drainage/Mobility Improvements -- Phase I & II (CIP Projects T-1732A and T-1732B):

(i) Proposal from Klotz Associates for Phase I and II Supplemental Professional Services;

Mr. Bean reported the proposal from Klotz Associates for Phase I and II Supplemental Professional Services has been reviewed by the CIP Committee and the Committee is recommending it for approval. Mr. Conger reviewed the proposal, included in the Board agenda materials. Upon a motion duly made by Director Durham, and being seconded by Director Rickel, the Board voted unanimously to approve the proposal from Klotz Associates for Phase I and II Supplemental Professional Services in an amount not to exceed \$807,682.96, as presented.

(ii) Authorize execution of Professional Services Agreement with Cobb, Fendley & Associates, Inc. and Task Order No. 1 for Street Paver Design;

Mr. Bean reported the Master Agreement for professional engineering services from Cobb Fendley has been reviewed by the attorney and reviewed Task Order No. 1 for inclusion of street pavers for the Long Point Road and Gessner intersection. He stated he was recommending approval by the Board. Upon a motion duly made by Director Rickel, and being seconded by Director Heins, the Board voted unanimously to approve the Master Agreement for professional engineering services from Cobb Fendley & Associates, and approved Task Order No. 1 for engineering services for inclusion of street pavers at the intersection of Long Point Road and Gessner in the amount of \$18,000.00, as presented.

(iii) Authorize execution of Interlocal Agreement with City of Houston for Funding Project Costs.

Mr. Bean stated he was requesting authorization from the Board to enter into the Interlocal Agreement with the City of Houston once the change order has been provided. Upon a motion duly made by Director Rickel, and being seconded by Director Airola, the Board voted unanimously to authorize execution of the Interlocal Agreement with City of Houston for funding project costs.

b. Town and Country West Drainage and Mobility Improvements (CIP Project T-1717):

(i) Updates from LAN.

Mr. Ali provided an update on Town & Country project. He stated he was anticipating to request authorization for bidding of the project at the next Board meeting. He provided an update on the Four Points parking lot extension. He stated the project began on October 10 and was expecting the project to be completed before Christmas

c. Other CIP project updates and status reports.

There were no other reports.

DESIGN STANDARDS FOR SMALL CELL NETWORKS AND PROPOSED INSTALLATION LOCATIONS.

This item was tabled.

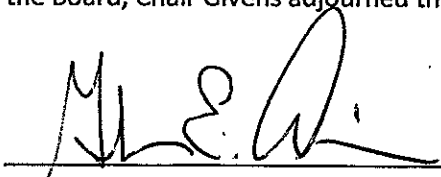
CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.071, TEXAS GOVERNMENT CODE, TO CONDUCT A PRIVATE CONSULTATION WITH ATTORNEY, WITH REGARD TO PENDING OR CONTEMPLATED LITIGATION; AND CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.072, TEXAS GOVERNMENT CODE, TO DELIBERATE THE PURCHASE, EXCHANGE,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

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

An Executive Session was not called

ADJOURNMENT

There being no further business to come before the Board, Chair Givens adjourned the meeting at 8:30 a.m.


Secretary

List of Exhibits:

- A. Contract Revenue Refunding Bonds, Series 2016 Refunding Summary and Rates as of October 21, 2016

Memorial City Redevelopment Authority
 Tax Increment Reinvestment Zone No. 17
 Tax Increment Contract Revenue Refunding Bonds, Series 2016
 Refunding Summary
 Rates as of October 21, 2016

Refunding Statistics	
Dated/Delivery Date	12/29/2016
Par Amount	\$ 18,070,000
Gross Savings	1,611,074
Avg Annual Savings	134,256
Net Present Value (NPV) Savings	1,374,456
NPV % Savings	7.818%
Negative Arbitrage	-
Neg Arb as % of NPV	0.000%
All-In True Interest Cost	2.870%
Avg Coupon of Refunded Bonds	4.023%

Summary of Refunded Bonds	Maturities	Coupon
Tax Increment Contract Rev Bds Ser 2008	2020-2027	4.450%
Tax Increment Contract Rev Bds Ser 2011A	2022-2026	3.850%

Refunding Debt Service

