

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

July 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 July 29, 2014, at Four Points by Sheraton, 10655 Katy Freeway, Bunker Hill Room, Houston, Texas 77024.

Board members in attendance:

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

Board members not in attendance:

Glenn Airola, Secretary
Zachary R. Hodges, Director

Staff in attendance:

Don Huml - Executive Director

Consultants in attendance:

Michelle Lofton - ETI Bookkeeping Services
Muhammad Ali - Lockwood, Andrews & Newnam, Inc. ("LAN")
Jessica Holoubek and Kristen Hogan - Allen Boone Humphries Robinson LLP
("ABHR")
Gary Struzick - Klotz Associates, Inc. ("Klotz")

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

City Council Members Oliver Pennington and Brenda Stardig
Amy Peck, Chief of Staff for City Council Member Brenda Stardig

1. Call Meeting to Order

Having established that a quorum of the Board was present, Mr. Huml called the meeting to order at 7:35 a.m.

2. Public Comments

Ms. Virginia Gregory commented on the Conrad Sauer detention pond and storm sewer system issues associated with fault lines north of the pond.

Mr. Ed Browne commented on the Regional Drainage Study posted on the

Authority's website. He also commented on a tract of land adjacent to Lowe's.

Ms. Donna Freeman commented on detention in the Memorial City area and presented a picture from a previous heavy rainfall event. She also commented on Mr. Huml's meeting with the head of construction for Spring Branch Independent School District.

Council Member Stardig commented on community concerns regarding the timeliness of Authority detention projects and completion of projects in their entirety instead of in phases. She requested that the Authority consider awarding the Lumpkin improvement project as a single contract, rather than phasing. Discussion ensued with respect to legal requirements for annexation relating to the project.

3. Minutes of June 24, 2014 Meeting

The Board reviewed the minutes of the June 24, 2014, regular meeting. Director Tucker said he contacted the National Association of Parliamentarians to confirm the proper way to record a unanimous vote of voting members with an abstention. 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 June and presented checks for payment by the Authority. After review and discussion, Director Freels moved to approve the financial report and payment of the bills presented. The motion was seconded by Director Rickel and passed by unanimous vote.

5. Local Interaction Group Report and Update

Director Hamilton said the Local Interaction Group has not met since last month's Authority meeting.

6. Special Presentation to the Board: METRO Transit System Reimagining Draft Plan

Mr. Christof Spieler, METRO board member, gave a presentation to the Board on METRO's Transit System Reimagining draft plan. In response to questions from Council Member Pennington, Mr. Spieler discussed connectivity for citizens who commute to work and the benefits of surveys and statistics gathered by entities such as management districts regarding commuting activity in their areas.

7. Open Discussion Regarding the Recommendation and Solicitation for Land Search Consultant Services for the Purpose of Identifying Potential Detention Basin Sites

The Board reviewed proposals solicited from land search consulting companies. Director Rickel recommended that the companies be asked to provide additional information regarding the resources and criteria they utilize for land searching. After review and discussion, Director Hamilton moved to authorize Mr. Huml to request such additional information from the companies that submitted proposals. Director Rickel seconded the motion, which passed unanimously.

8. Review and Approve Task Orders from LAN and Klotz for Professional Engineering Consulting Services

The Board reviewed proposals from LAN and Klotz for engineering consulting services associated with implementation of the Authority's Capital Improvement Plan, to be authorized by the Executive Director. After review, Director Givens moved to approve the proposals from LAN and Klotz for engineering consulting services based on time and materials not to exceed \$20,000 each. Director Rickel seconded the motion, which passed unanimously.

9. Lumpkin Road Drainage and Mobility Project

Mr. Ali updated the Board on the status of plan approval for the Lumpkin Road drainage and mobility project. He requested authorization to advertise for bids for phase I of the project. Mr. Ali responded to questions regarding AT&T's plans to relocate its facilities in connection with the project. He said LAN is coordinating with AT&T to schedule the relocation during the limited time period for work to be completed in the intersection.

Council Member Stardig questioned the decision to proceed with this project in two phases instead of as one complete project. She stated that she supports the Authority's annexation of Lumpkin Road north of Westview which would allow the Authority to proceed with constructing the Lumpkin Road drainage and mobility improvements under a single contract. Director Freels, a member of the Authority's Annexation Committee, indicated that the Lumpkin Road project was separated into two phases after City representatives indicated the Authority may not proceed with the portion of the project north of Westview until such property is annexed into the TIRZ 17 boundaries. Mr. Ali said LAN designed the project in two phases with a transition plan, based on the City's feedback. He added that he intended to request Board authorization to advertise for bids for the first phase at today's meeting. Council Members Stardig and Pennington expressed support for the Authority proceeding with the Lumpkin Road project in its entirety as one project instead of separate phases. They

also expressed support and willingness to assist with expediting the City's annexation of property into the TIRZ 17 boundaries. The Board considered authorizing LAN to re-design the project to be completed as one project. After discussion, Director Hamilton moved to authorize the Executive Director to negotiate the terms of a task order with LAN to re-design the Lumpkin Road project. Director Freels seconded the motion, which passed unanimously. Mr. Ali said the revised plans will be presented next month with a request for authorization to proceed with advertisement for bids.

10. Barryknoll East Improvement Project

Mr. Ali updated the Board on the Barryknoll East roadway and drainage improvement project by Texas Sterling Construction Co. ("Texas Sterling"). He recommended payment of Pay Estimate No. 13 in the amount of \$556,261.57. Following discussion and review and based upon the engineer's recommendation, Director Givens moved to approve Pay Estimate No. 13 in the amount of \$556,261.57 to Texas Sterling. The motion was seconded by Director Hamilton and carried unanimously.

11. Town & Country West Drainage and Mobility Project

Mr. Ali discussed the proposed abandonment of the northern portion of Town & Country Blvd. in connection with realignment plans included in the phase II drainage and mobility improvements for Town & Country West. He said LAN will not proceed with design of the proposed new northern road alignment until the Board approves the abandonment costs and City approval of a Joint Referral Committee package is received. The Board reviewed a proposal from LAN to complete and submit the Joint Referral Committee package to the City for a lump sum cost of \$22,000. Mr. Ali noted the proposal reflects a credit from the total design cost since the adjacent property owner agreed to design the temporary fence and sign for the vacant lot on Town and Country Blvd. as part of another project they are doing next to the lot. After review, Director Hamilton moved to approve the proposal from LAN for a lump sum cost of \$22,000. Director Givens seconded the motion, which passed by a vote of four ayes and no nays, with Director Freels abstaining from the vote. Director Hamilton requested a future presentation on the roundabout design included in the proposed phase II drainage and mobility improvements.

Ms. Holoubek reviewed a Temporary Right of Entry and Construction Agreement between the Authority and BR T&C BLVD., L.L.C. to grant access to the adjacent property owner for installation of the temporary construction fence and sign at the terminus of the Town & Country Way right-of-way. After review and discussion, Director Rickel moved to approve the Temporary Right of Entry and Construction Agreement between the Authority and BF T&C BLVD., L.L.C. Director Givens seconded the motion, which passed unanimously.

Ms. Holoubek then reviewed a letter agreement among SFP Hotel Investors, L.P., the Authority, and T&C Way Partners, LLC regarding disbursement of land sale proceeds pursuant to the Development Agreement and Exchange Agreement among the parties. Following review and discussion, Director Hamilton moved to approve the disbursement letter agreement. Director Rickel seconded the motion, which passed by a vote of four ayes and no nays, with Director Freels abstaining from the vote.

12. Executive Director's Report

Mr. Huml reviewed the Executive Director's report. He reviewed the status of Authority projects and the new website and reported on community outreach efforts.

13. Convene in Executive Session Pursuant to Section 551.074, Texas Government Code, to Deliberate the Appointment, Employment, Evaluation, Reassignment, Duties, Discipline, or Dismissal of a Public Officer or Employee

At 8:58 a.m., Director Givens announced the Board would convene in executive session to deliberate the evaluation of an employee. All attendees left the meeting except the Board members, Ms. Holoubek, and Ms. Hogan. At 9:50 a.m., Mr. Huml joined the executive session.

14. Reconvene in Open Session and Authorize Appropriate Action Regarding the Appointment, Employment, Evaluation, Reassignment, Duties, Discipline, or Dismissal of a Public Officer or Employee

At 10:23 a.m., Mr. Huml announced the Board would reconvene in open session. Upon reconvening in open session, Director Hamilton made a motion to authorize finalization of the Executive Director's mid-year performance review by the Employment Committee comprised of Directors Givens, Hamilton, and Freels (in place of Director Airola). Director Rickel seconded the motion and it carried unanimously.

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

At 10:24 a.m., Mr. Huml announced the Board would convene in executive session to deliberate the purchase, exchange, lease or value of real property. All attendees left the meeting except the Board members, Mr. Huml, Ms. Holoubek, and Ms. Hogan.

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

At 10:27 a.m., Mr. Huml announced the Board would reconvene in open session.

17. Approve Execution of Purchase and Sale Agreement; Approve Temporary Construction and Right of Entry Agreement

Upon reconvening in open session, Director Tucker moved to authorize execution of a Purchase and Sale Agreement. Director Rickel seconded the motion, which passed by unanimous vote. Director Rickel then moved to authorize execution of a Temporary Right of Entry and Construction Agreement. Director Freels seconded the motion, which passed unanimously.

18. Adjournment

There being no additional matters for the Board's consideration, Director Freels moved to adjourn the meeting. Director Hamilton seconded the motion, which passed unanimously.

Approved:



Secretary, Board of Directors

TIRZ 17 Redevelopment Authority City of Houston, Texas