

MINUTES OF THE BOARD OF DIRECTORS MEETING
TIRZ 17 Redevelopment Authority/
Memorial City Redevelopment Authority
City of Houston, Texas
January 26, 2010

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 January 26, 2010, in the HEB Community Room, 9710 Katy Freeway,
Houston, Texas.

Board members in attendance:

Charles Turet, Chair

Glenn Airola

Dr. Zach Hodges

Brad Freels

Dan Moody, III

Board members not in attendance:

Ken Arnold

Consultants in attendance:

Pat Hall - ETI Bookkeeping Services

Derek St. John, Rafael Ortega, Mark Scates - Lockwood, Andrews & Newnam, Inc.
("LAN")

Trey Lary and Susan Hostetler - Allen Boone Humphries Robinson LLP ("ABHR")

Michael McCall - McCall Gibson Swedlund Barfoot PLLC ("McCall Gibson")

Staff in attendance:

Pat Walters - Executive Director

City of Houston Representatives in attendance:

Council Member Stephen Costello

Council Member Brenda Stardig

Council Member Oliver Pennington

Melissa White - Council Member Jolanda Jones' office

Chris Attar - Council Member Costello's office

Julia Gee - Economic Development

1. Call Meeting to Order

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

2. Public Comments

Ms. Darlene Roemer discussed flooding and drainage in the area.

Ms. Donna Freedman commented on the public address system and requested that public comments be received at the end of the meeting.

Ms. Roberta Prazak discussed meeting attendance and the Fonn Villas project.

Mr. Chuck Davidson requested that a letter be sent to thank HEB for the meeting place and requested that meetings be held every other month.

Mr. Wayne Derrick discussed increased flooding over the years, and requested additional detention for the area.

Mr. Hugh Rawl commented on increased flooding, the expansion of the TIRZ drainage study, and the need for additional detention.

Mr. Michael Barela commented on development in the area, recent construction along Bunker Hill, and the need for additional drainage and detention.

Mr. Ed Brown discussed detention requirements and the Memorial City Drainage Coalition.

3. Minutes of the November 24, 2009 Meeting

The Board reviewed the minutes of the November 24, 2009, meeting. Following discussion, Director Moody moved to approve the minutes as submitted. The motion was seconded by Director Hodges, and carried by unanimous vote.

4. Financial and Bookkeeping Matters

Ms. Hall reviewed the financial reports for November and December, and presented checks for payment. Following review and discussion, Director Airola made a motion to approve the bookkeeper's reports and the payment of the invoices presented. Director Hodges seconded the motion, and it passed unanimously.

5. Bunker Hill Widening Project

Mr. St. John reported that the Bunker Hill project is substantially complete. Mr. St. John stated that the Authority and the City of Houston (the "City") have continued to work with Mr. Lucas to resolve an encroachment issue relating to the new sidewalk at the corner of Rolling Wood and Long Point. Mr. St. John reviewed Mr. Lucas' request for compensation, in the form of an oak tree for \$640, to

reimburse him for the cost of a boundary survey. Mr. St. John stated the City denied Mr. Lucas' request and recommended that the Authority do the same. Director Turet requested a motion to approve Mr. Lucas' request. No such motion was made. The Board asked LAN to convey the Board's denial of the request to Mr. Lucas.

Mr. St. John and Mr. Walters updated the Board regarding sight distance improvements and removal of trees and landscaping on Bunker Hill. Mr. Walters stated that the Spring Branch Civic Association has not yet responded in writing to the Authority's request for information on proposed alternatives, but that Virginia Gregory would summarize the Association's findings. Ms. Gregory reported that the Association does not want Tappenbeck or Long Branch to become one-way streets, and wants all shrubbery necessary to improve the line of sight removed. The Board discussed solutions to the line of sight problems. Director Turet requested a motion to remove all offending vegetation to comply with the City's standards for line of sight, and to authorize LAN to negotiate with Conrad Construction for an appropriate price for such work, or alternatively to contract with another party to remove the vegetation. Director Freels made and Director Moody seconded the motion, which passed unanimously.

The Board then reviewed an engagement letter with McCall Gibson to audit the Bunker Hill project, in accordance with the Agreement for Engineering Design and Construction of Bunker Hill from IH-10 to Long Point. Mr. McCall reviewed the scope of the work to be performed, which he said would be billed at hourly rates. Following discussion and review, Director Hodges moved to authorize execution of the engagement letter with McCall Gibson for audit of the Bunker Hill project. Director Freels seconded the motion, and it passed by unanimous vote.

6. Gessner Road Widening Project

Mr. St. John reported that the Gessner widening project is substantially complete. He reviewed and recommended payment of Change Order No. 25 in the amount of \$5,049.52, for additional striping. Following discussion, Director Freels made and Director Moody seconded a motion to approve Change Order No. 25 to the Gessner widening project. The motion carried unanimously.

Mr. St. John then reviewed and recommended payment of Change Order No. 26 in the amount of \$11,373.45 to add cover plates to the signal pole cladding for 16 traffic signals. After review and discussion, Director Moody made a motion to approve Change Order No. 26 to the Gessner widening project. Director Hodges seconded the motion, and it passed unanimously.

7. Gessner at Barryknoll Intersection Improvements

The Board did not discuss the intersection improvements at Gessner and Barryknoll.

8. Landowners Request for Reimbursement of Marquee Sign

Mr. Walters reviewed a request from Blex Exchange II, LP ("Blex") for direct reimbursement for a marquee sign that was removed during construction of the Kingsride right turn lane. Mr. Walters stated that Blex donated land for the right-of-way for the project. He stated that in consideration for such donation and in keeping with the established Authority policy of making landowners whole who donate right-of-way for Authority projects, the Authority agreed to remove and store the sign during construction, and then re-erect it upon completion of construction. Mr. Walters reported that Blex has requested reimbursement of the sign reinstallation item from the contract, to be applied toward a new sign. Mr. Walters stated the amount at issue is \$8,311. Following discussion, Director Freels made a motion to allow the credit to be paid to Blex for reinstallation of another sign, with the landowner responsible for any related warranties. Director Moody seconded the motion, which carried unanimously.

9. Westview Esplanades Improvement

Mr. Walters discussed the Westview esplanades project to provide enhanced landscaping and irrigation on the esplanades between Shadowdale and Beltway 8. He noted the project is ready to be bid. Following review and discussion, Director Hodges moved to approve plans and specifications and authorize advertisement for bids for construction of the Westview esplanade improvement project. Director Moody seconded the motion, and it passed by unanimous vote.

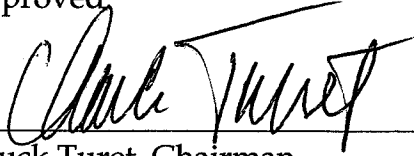
10. West Houston Leadership Institute Conference Attendance by Executive Director

The Board discussed the West Houston Leadership Institute conference and authorizing attendance by the Executive Director. Mr. Walters stated the Memorial City Management District approved paying half the \$2,000 conference fee at their recent meeting. Following discussion, Director Moody moved to approve payment of \$1,000 of the West Houston Leadership Institute conference fee, for attendance by Pat Walters. Director Hodges seconded the motion, which was approved unanimously.

11. Adjournment

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

Approved:

A handwritten signature in black ink, appearing to read "Chuck Turet", written over a horizontal line.

Chuck Turet, Chairman

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