

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

March 31, 2015

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 March 31, 2015, at Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024.

Board members in attendance:

Ann T. Givens, Chair
Brad Freels, Vice Chair
Glenn Airola, Secretary
Bob Tucker, Assistant Secretary
John Rickel, Director
Zachary R. Hodges, Director
David A. Hamilton, Director

Board members not in attendance:

Staff in attendance:

Don Huml - Executive Director

Consultants in attendance:

Muhammad Ali of Lockwood, Andrews & Newnam, Inc. ("LAN")
Jessica Holoubek and Veronica Seguin of Allen Boone Humphries Robinson LLP ("ABHR")
Ed Condon of Klotz Associates, Inc. ("Klotz")
Pat Hall of Equi-Tax, Inc.
James Vick of SWA Group
Drew Masterson of First Southwest Company

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

Jennifer Curley
Oliver Pennington, City Council Member

Other

Pat Walters, Executive Director, Memorial Management District

1. Call Meeting to Order

Having established that a quorum of the Board was present, Director Givens called the meeting to order.

2. Receive Public Comments

Ms. Virginia Gregory commented on open records request response concerns. She also noted concerns over appropriate credit being given to media and information submitted by District residents in District reports.

Mr. Ed Browne discussed his concerns regarding North Gessner improvements being scheduled to be completed prior to the Briar Branch improvements.

Ms. Roberta Prazak discussed the local interaction group meeting on the upcoming Memorial Drive Drainage and Mobility Improvement Project Town Hall meeting. She discussed the budget for the project and her desire for a survey of the proposed project to be distributed.

Ms. Donna Freedman discussed her concerns regarding the use of microphones the way in which the Authority's board is seated, noting Americans with Disabilities Act concerns.

3. Minutes of March 3, 2015, Meeting

The Board reviewed the minutes of the March 3, 2015, meeting.

Director Rickel inquired as to if the City's January 7, 2015 letter was attached to the Authority's February 10, 2015, special minutes, as requested by the Board. Ms. Holoubek confirmed that the letter was attached.

Director Rickel requested that Ms. Curley confirm the current review status of the revised "Feasibility Analysis Report for Additional Dentition West of Gessner Road." Ms. Curley stated that the revised "Feasibility Analysis Report for Additional Dentition West of Gessner Road" is currently under review by the City Public Works and Engineering Department.

After review and discussion, Director Hodges moved to approve the minutes of the March 3, 2015, meeting, as presented. Director Hamilton seconded the motion, which passed unanimously.

4. Financial and Bookkeeping Matters

Ms. Hall reviewed the financial report for February and presented checks for payment by the Authority. After review and discussion, Director Rickel moved to approve the financial report and payment of the bills presented. The motion was seconded by Director Tucker, which passed unanimously.

Director Tucker discussed ABHR billing narratives regarding conflicts of interest disclosure matters and requested that future narratives be captured more clearly.

5. Depository Pledge Agreement with Wells Fargo Bank

Ms. Holoubek presented and reviewed a Depository Pledge Agreement with Wells Fargo Bank. After review and discussion, Director Rickel moved to approve the Depository Pledge Agreement with Wells Fargo Bank. Director Hamilton seconded the motion, which passed unanimously.

6. Amendment to Sublease Agreement for Office Space

Ms. Holoubek presented and reviewed an Amendment to the Authority's Sublease Agreement with Marsh Darcy Partners, Inc. to renew office space rental. After discussion, the Board concurred to table the item until after agenda item no. 20 has been discussed.

7. Local Interaction Group report and update

Director Hamilton updated the Board on the most recent Local Interaction Group meeting regarding the Memorial Drive Drainage and Mobility Improvement Project Town Hall meeting. He stated that the Local Interaction Group will plan to hold additional meetings as the Project design develops.

8. Update from FY2016 CIP Committee

Mr. Huml updated the Board on the FY2016 CIP Committee meetings and reviewed the Committee's current position and recommendations for the FY2016 CIP budget.

9. Open discussion regarding FY2016 Budget and Capital Improvement Plan

Director Freels inquired and discussed his concerns as to why the Committee had not considered issuing new debt or identified new capital projects for construction in the FY2016 budget. He then discussed his concerns and potential ramifications of the budget having excess unallocated surplus funds.

Mr. Huml reviewed the capital projects that are due to start construction in 2016.

Director Givens requested that Mr. Masterson attend future CIP Committee meetings. Director Rickel requested that three Board members always be present for future CIP Committee meetings.

Discussion ensued regarding budgeting for unidentified projects.

10. Review Klotz Associates "Feasibility Analysis Report for Additional Detention West of Gessner Road" dated February 13, 2015 (the "Report")

Director Tucker read a statement regarding the Report, a copy of which is attached. He encouraged the Authority Board to take a more active role in its support of Authority drainage projects. Director Rickel discussed his concerns regarding the length of the approval process for the proposed additional detention project west of Gessner Road. Ms. Curley stated that the Report is currently being reviewed by the City Public Works and Engineering Department and that a meeting will be scheduled with Authority Board members once the review of the Report has concluded.

Director Givens suggested that Director Tucker coordinate with up to two additional Board members to discuss future plans and ways that the Authority can coordinate and provide comments on the Report. She suggested also coordinating with Councilmember Stardig.

Councilmember Pennington suggested that the Authority consider compiling a prioritized list of projects with construction and financing plans to submit to the City to help keep the momentum for the review and approval of Authority proposed drainage projects.

11. Adopt and approve Streetscape Design Standards

Mr. Vick and the Board discussed the revised Streetscape Design Standards. Mr. Vick confirmed he had incorporated Board comments into the revised Streetscape Design Standards. After discussion, Director Freels moved to adopt and approve the Streetscape Design Standards. Director Airola seconded the motion, which passed unanimously.

12. Recommendation letters to METRO and Scenic Houston

Mr. Huml presented letters of support from the Authority for METRO and Scenic Houston regarding reimagining work for the Authority. Director Rickel discussed concerns with issuing written support to METRO in light of potential plans to widen Gessner Road to accommodate additional bus lanes. Director Freels recommended that the letter to METRO reflect that the Authority supports METRO's reimagining plan as based on if it continues to keep the current infrastructure.

After review and discussion, Director Airola moved to (1) approve the letter of support for Scenic Houston; and (2) direct Mr. Huml to revise the letter of support for METRO, as discussed, for review and approval at the next meeting. Director Tucker seconded the motion, which passed unanimously.

13. Update Regarding Memorial City Redevelopment Authority change of name and authorize appropriate action

Ms. Holoubek reviewed the steps necessary to change the Authority's name from its current name to "Spring Branch-Memorial Redevelopment Authority." She stated that the Authority will need City Council approval for the change. Discussion ensued regarding Spring Branch Management District's opposition to the proposed name. After discussion, the Board concurred not to change the Authority's name.

14. Right of Entry Agreement for Trammel Crow use of Town & Country Way for access and material storage

Ms. Holoubek presented and reviewed a Temporary Right of Entry and Indemnification Agreement with BR T&C BLVD, LLC for temporary access to stage construction equipment on a portion of Town & Country Way. She stated that the Agreement provides that BR T&C BLVD, LLC pay the Authority \$1,000 per month for access. After review and discussion, Director Airola moved to approve the Temporary Right of Entry and Indemnification Agreement with BR T&C BLVD, LLC. Director Hamilton seconded the motion, which passed unanimously.

15. Lumpkin Road Improvements Project

Mr. Ali reported on the construction status of the Lumpkin Road Improvements Project. He then presented and reviewed Pay Application No. 2, in the amount of \$131,810.12, to SER Construction Partners, LLC for construction for Lumpkin Road Reconstruction and Drainage Improvements. After review and discussion, and based on the engineer's recommendation, Director Hamilton moved to approve Pay Application No. 2, as presented. Director Tucker seconded the motion, which passed unanimously.

16. Town and Country Drainage and Mobility Improvements Project - Four Points by Sheraton Parking Lot extension

Mr. Ali discussed the Town and Country Drainage and Mobility Improvements Projects for the Four Points by Sheraton parking lot extension. He then requested Board approval for LAN to advertise for bids for the project. After review and discussion, Director Airola moved to approve LAN to advertise for bids for the Town and Country Drainage and Mobility Improvements Projects for the Four Points by Sheraton parking lot extension. Director Rickel seconded the motion, which passed, with the exception of Director Freels who abstained. Director Hodges was not present for the vote.

17. Memorial Drive Drainage and Mobility Improvement Project

Mr. Huml stated that the Memorial Drive Drainage and Mobility Improvement Project Town Hall will be held on April 14, 2015, at 6:30 p.m. at Memorial Middle School.

Discussion ensued regarding the exact boundaries of the project and possible boundary concerns. Mr. Ali stated he will review and confirm any boundary issues.

Director Givens thanked Authority residents for their input at the Local Interaction Group meeting.

Director Hamilton stated that a format should be agreed upon for the town hall meeting. Director Givens moved to appoint Directors Hamilton, Rickel and Tucker to a committee to set a format for the town hall meeting. Director Airola seconded the motion, which passed unanimously.

18. Executive Director's Report

Mr. Huml discussed Authority website improvements and noted the inclusion of the "CIP In Progress Schedule" regarding the status of current Authority construction projects.

19. 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 9:44 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, Mr. Huml, Ms. Holoubek, Ms. Seguin, and Ms. Curley.

20. Reconvene in Open Session

At 11:07 a.m., Director Givens announced the Board would reconvene in open session.

Directors Hodges and Hamilton left the meeting.

Director Rickel moved to revise the membership of the employment committee to include Directors Freels, Hodges and Tucker. Director Airola seconded the motion, which passed unanimously.

21. 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 did not convene in executive session pursuant to Section 551.072, Texas Government Code.

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

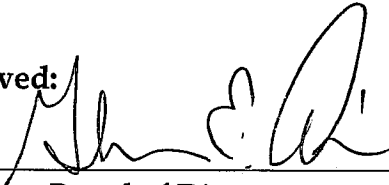
The Board did not convene in executive session pursuant to Section 551.072, Texas Government Code.

The Board concurred to table action on the Amendment of to Sublease Agreement for office space.

23. Adjournment

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

Approved:



Secretary, Board of Directors

TIRZ 17 Redevelopment Authority City of Houston, Texas

TO: TIRZ 17 Board
31 March 2015

At this time last year, we were excitedly contemplating the possibility of a massive detention pond just off Gessner and on Westview. We were delighted when, after a year of negotiation, the news came that the owner would be open to our purchase.

Then, four months ago, came the appalling engineering report, immediately submitted to the City without Board discussion, that brought the project to a screeching halt. A month later, in mid-January, a more favorable engineering report was submitted to this Board. However, it was still inadequate for the City-suggested benefit and cost ratio and, quite importantly, it lacked any sense of urgency or importance. (The latter is not the function of an engineering report.)

We need to recapture our enthusiasm for the Westview Detention Basin. We need to regroup and push forward. We are not talking here about a dozen acre-feet under this road or that road, in this area or that area. The Westview Apartment Detention Basin has a capacity of 65 acre feet of detention.

**That is enough to flood 45 football fields end-to-end one foot deep with water—
enough area to stretch from the Sam Houston east on the Katy Freeway to the
Blalock-Echo Lane exit.**

However, I believe it is possible to bump detention up to 90 acre feet, a 36% increase of capacity,

**Those football fields would now stretch from where we are sitting on the Katy
Freeway east all the way to Bingle-Voss.**

Limping along from month to month on this detention basin, from one engineering report to another engineering report, from monthly meetings devoid of our earlier enthusiasm, reflects a loss of both focus and energy. If we have no conviction of the essential importance of this Detention Basin, why should anyone else? If we don't begin to act now, I anticipate an accompanying loss of the owner's interest in selling the property. Still further, by not overcoming a creeping inertia and resistance from whatever source, we will be subverting our task: managing detention and drainage.

To reinvigorate this project, I suggest the following steps.

- I. For our own focus, and for a better awareness by others, we need a Talking Points Memorandum that succinctly and persuasively states the case for the Westview Detention Basin. An engineering report, which we have relied on to this point, is not promotional. I would be happy to work on this, and I would hope that Board member Zach Hodges would

join me in this. After all, we both have made words our profession, and we should be able to put our training to use.

- II. Assumption 6 of the February 13, 2015 Klotz Report states that the Westview Detention Basin will be constructed to Harris County Flood Control District (HCFCD) standards, and it also contains the assumption that HCFCD would take over the Detention Pond. (Some group will need to be responsible for the care and maintenance of the area since TIRZ 17 is not a continuing body.) The main disadvantage in this assumption is that, as is true with the Briar Branch Detention Basin, we will lose a lot of detention because HCFCD's mowing equipment requires a thirty foot berm (plus 4:1 side slopes), cutting out acre feet of detention. There are other options we can explore for ownership and/or maintenance: City of Houston Parks and Recreation Department, Harris County Parks Department, Spring Branch Management District, Spring Branch Sports Association, Spring Branch Independent School District, City of Houston Fire Department and/or City of Houston Police Department.
- III. Knowing that approval for the Westview Detention Basin needs to traverse various City of Houston groups – Public Works and Engineering (Rebuild Houston), the Office of the Mayor and City Council – we particularly need the active and visible support of our Chair and District A Council Member. Working in tandem, they showed their effectiveness in getting this Board to approve the Lumpkin Road project north of Westview. We could also use the active and visible support of the District G Council Member.
- IV. Using our succinct Talking Points Memorandum, we need to go to City Council to inform that group what we are contemplating, why, and how we plan to accomplish it.
- V. We need to negotiate with Harris County Flood Control District (HCFCD) so that in removing the potential sheet flow down Gessner to Buffalo Bayou, we can use that space for additional water flow from the Memorial area to the Bayou.

If the Board is agreeable to this plan, I will organize it, asking different Board members to carry out some of the tasks.

Respectfully submitted,

Robert Tucker, Position 3