

MINUTES OF THE BOARD OF DIRECTORS MEETING
TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority
City of Houston, Texas
April 27, 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 April 27, 2010, in the HEB Community Room, 9710 Katy Freeway, Houston, Texas.

Board members in attendance:

Charles Turet, Chair
Ann T. Givens
Dr. Zach Hodges
Ken Arnold
Brad Freels

Board members not in attendance:

Glenn Airola
Dan Moody, III

Consultants in attendance:

Pat Hall - ETI Bookkeeping Services
Derek St. John and Marty Kobs - Lockwood, Andrews & Newnam, Inc. ("LAN")
Trey Lary and Jessica Holoubek - Allen Boone Humphries Robinson LLP ("ABHR")

Staff in attendance:

Pat Walters - Executive Director

City of Houston Representatives in attendance:

Melissa White - Council Member Jolanda Jones' office
Will Dabney - Council Member Brenda Stardig's office
Julia Gee - Economic Development, City of Houston ("City")

1. Call Meeting to Order

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

2. Public Comments

Ms. Karen Kleypas expressed support for the Westview Esplanade and Lumpkin Road projects.

Ms. Diana Cooper expressed support for the Westview Esplanade and Lumpkin Road projects, and asked the Authority to consider improvements to Wisterwood Drive.

Ms. Donna Freedman commented on detention and the draft CIP.

Mr. Hugh Rawls commented on drainage projects in the CIP and the drainage study.

Mr. Ed Brown commented on drainage problems.

Ms. Lois Meyers commented on installation of detention ponds, the draft CIP, and the drainage study.

3. Minutes of the March 30, 2010 Meeting

The Board reviewed the minutes of the March 30, 2010, meeting. Following discussion, Director Arnold moved to approve the minutes as submitted. The motion was seconded by Director Hodges and carried by unanimous vote.

4. Reorganize the Board and appoint officers

The Board considered appointing officers. Director Arnold moved that the directors hold the following offices:

Charles Turet	Chair (appointed by the City)
Kenneth Arnold	Vice Chair
Dan Moody, III	Secretary
Ann T. Givens	Assistant Secretary
Zachary Hodges	Assistant Vice Chair
Brad Freels	Assistant Vice Chair
Glenn Airola	Assistant Vice Chair

Director Hodges seconded the motion and it passed unanimously.

5. Financial and Bookkeeping Matters

Ms. Hall reviewed the financial report for March and presented checks for payment. Following review and discussion, Director Arnold made a motion to approve the bookkeeper's report and the payment of the bills presented. Director Hodges seconded the motion, and it passed unanimously.

6. Annual disclosure of Investment Officers and bookkeeper

Ms. Holoubek stated that the Public Funds Investment Act requires the Authority's Investment Officers and bookkeeper to submit annual disclosure statements disclosing certain relationships set forth in the Public Funds Investment Act. She stated

the disclosure statement must be filed with the Texas Ethics Commission. The Board reviewed the disclosures of Pat Hall as the Authority's bookkeeper, and Pat Walters and Director Turet as the Authority's Investment Officers. Director Arnold moved to accept the annual disclosure statements of the Investment Officers and bookkeeper and authorize filing of the disclosure statements with the Texas Ethics Commission. The motion was seconded by Director Hodges and carried unanimously.

7. Annual review of Investment Policy and Resolution Adopting Amended Investment Policy

Ms. Holoubek stated that the Public Funds Investment Act requires an annual review of the Authority's Investment Policy and the investment strategies contained therein. She reviewed a proposed Amended Investment Policy. Following discussion and review, Director Arnold made and Director Hodges seconded a motion to adopt the Resolution Adopting Amended Investment Policy. The motion passed unanimously.

8. Resolution Establishing the Authorized Depository Institutions and Adopting List of Qualified Broker/Dealers with Whom the Authority May Engage in Investment Transactions

Ms. Holoubek stated that the Public Funds Investment Act requires the Board of Directors to, at least annually, review, revise and adopt a list of qualified brokers that are authorized to engage in investment transactions with the Authority. Ms. Holoubek stated the Authority's bookkeeper has updated the list of qualified broker/dealers which is Exhibit A to the Resolution. Following review and discussion, Director Hodges made a motion 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. Director Freels seconded the motion, and it was approved by unanimous vote.

9. 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. 30 to the Gessner Road widening contract, to provide for three additional months of traffic barricades. Following review and discussion and based upon the engineer's recommendation, Director Arnold made a motion to approve Change Order No. 30 in the amount of \$1,792. The motion was seconded by Director Hodges and passed unanimously.

Mr. St. John reviewed a letter to the Texas Department of Transportation ("TxDOT") to accept the Gessner Road widening project. Following review and discussion and based upon the engineer's recommendation that the Authority accept

the project, Director Arnold made a motion to authorize execution by Mr. Walters of the letter acceptance to TxDOT of the Gessner Road widening project. The motion was seconded by Director Hodges and unanimously passed.

10. Bunker Hill Widening Project

Mr. St. John updated the Board regarding the Bunker Hill widening project. He stated the project is substantially complete and City punch-list items are being addressed. Mr. St. John reviewed options for modifications of the middle through lane on the IH-10 eastbound frontage road to an optional turn/through lane. Mr. St. John noted that the City/TranStar will make the proposed improvements; however the change would not be implemented for over a year. Mr. St. John stated that the City has represented that they would support the TIRZ financing the implementation of the proposed improvements. Mr. St. John further stated that engineering and construction of the modification is estimated at \$20,000. Following discussion, Director Arnold moved to authorize modification of the middle through lane on the frontage road to an optional turn lane at a cost not to exceed \$10,000. The motion was seconded by Director Hodges and carried unanimously.

Mr. St. John reviewed and recommended payment of Change Order No. 10 to the Bunker Hill contract to provide for an additional survey, water line adjustment, and pedestrian crossing. Following review and discussion and based on the engineer's recommendation, Director Hodges made and Director Givens seconded a motion to approve Change Order No. 10 in the amount of \$16,336.00. The motion carried by unanimous vote.

11. Kimberley Lane near Beltway 8 Drainage Improvements

Mr. St. John then discussed drainage improvements to Kimberley Lane near Beltway 8. He reported that the City agreed with the recommendations of the Authority's Preliminary Engineering Report. Following review and discussion, Director Givens made a motion to approve LAN's proposal for mobility and drainage right-of-way acquisition, in an amount not to exceed \$25,350. Director Freels seconded the motion, and it carried unanimously.

Mr. St. John reviewed options for rehabilitation of the sanitary sewer trunkline beneath the Kimberley Lane pavement, between Beltway 8 and West Bough Lane. He noted that next month the inspection results will be available to inform LAN's further recommendation.

12. TIRZ 17 Regional Drainage Study

Mr. St. John discussed prior drainage studies conducted in the area, including the Harris County Flood Control District ("HCFCD") study of Ditch W151. Mr. St. John

noted that the HCFCD study did not include the area north of I-10 and stated further that the TIRZ 17 regional drainage study was intended to create a more detailed model of the W151 watershed including the area north of I-10.

Mr. St. John commented on the importance of detention improvements within the scope of the total improvements necessary to solve the area's drainage problem.

Finally, Mr. St. John discussed the survey responses received and stated he expected to present a calibrated model at the next Board meeting. Mr. Walters added that the TIRZ 17 drainage study is expected to be completed next summer and that the Authority would be in a position at that time to identify with specificity the two drainage projects currently identified in the draft CIP. No action was necessary for this agenda item.

13. Proposal for Improvements to Lumpkin Road

Mr. St. John reviewed a proposal for preparation of a Preliminary Engineering Report for roadway, pedestrian, drainage, bikeway, and traffic improvement to Lumpkin Road from IH-10 to Westview Drive. No action was necessary for this agenda item.

14. Convene in Executive Session pursuant to Chapter 551.072, Texas Government Code, to deliberate the purchase, exchange, lease or value of real property

At 8:56 a.m., Director Turet announced the Board would convene in executive session to conduct a private consultation with its attorney regarding the purchase, exchange, lease, or value of real property.

15. Reconvene in Open Session and authorize appropriate action regarding the purchase, exchange, lease or value of real property, including authorizing negotiations and execution of Purchase Agreements

At 9:22 a.m., Director Turet announced the Board would reconvene in open session. Director Freels made a motion to authorize LAN and ABHR to continue negotiation of the purchase of property and to authorize the Chair to execute a Purchase and Sales Agreement for the same. Director Hodges seconded the motion, and it passed by unanimous vote.

16. Town and Country Way Widening Project

No action was necessary for this agenda item.

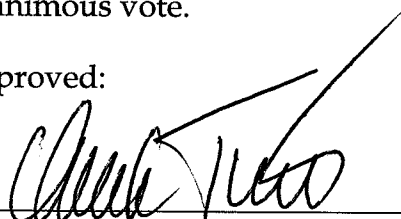
17. Draft FY 2011 budget

No action was necessary for this agenda item.

18. Adjournment

There being no additional matters for the Board's consideration, Director Arnold moved to adjourn the meeting. Director Hodges seconded the motion, and it passed by unanimous vote.

Approved:



Chuck Turet, Chair

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