

**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**

May 19, 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, May 19, 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 Directors Rickel, Heins and Airola, thus constituting a quorum. Also present were Scott Bean and Linda Clayton, both of 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.; Amy Peck, Offices of Council Member Stardig; Council Member Greg Travis and Sally Acorn, District G; Ben Gillis and Pat Walters, Memorial Management District; Muhammad Ali, LAN; Edward Conger, Klotz Associates; James Vick, SWA; Jim Webb, The Goodman Corp.; Jim Shroff, Donna Freedman, Virginia Gregory, Marjorie Lott, Lois Myers, Ed Browne, Carl Hennagir; David Tresch, John Jackson, Bruce Nichols, Jim Mosebrook, Ginny Abiassi, Lynn McBride, Roberta Prazak, Cynthia Neely, Kay Haslam and John Haslam. Chair Givens called the meeting to order at 8:01 a.m.

RECEIVE PUBLIC COMMENTS.

Marjorie Lott discussed retention ponds under the fields. She stated she has been told the TIRZ does not have the money for the project. She discussed partnering with the City to stop the flooding. Kay Haslam discussed water going into W153. She stated LAN is planning to divert additional water into W153 and it does not have the capacity to take in any additional water. She stated find another outlet for the water. John Haslam stated he lived on Legend Lane. He discussed the flow of water and flooding of properties in that area and W153. Virginia Gregory discussed her displeasure of only having two minutes to speak. She discussed flooding and the bunker hill bridge. She stated you are forcing people out of their homes. Lois Myers stated her back is severely impacted by moving boxes because of being flooded. She stated the TIRZ should be fixing the flooding that they created. Ed Browne discussed the CIP being on the agenda today and wanting to move forward with the CIP. Donna Freedman discussed a contract and the ad hoc

committee. She further stated her displeasure of only having two minutes to speak. Carol Henniger stated he is a registered civil engineer. He stated he has reviewed LAN's report done in 2012 and wanted to know what progress is being made including storm water detention in the Frostwood area. He stated W153 cannot take one more drop of water. Roberta Prazak discussed Memorial City Management District's relationship with the TIRZ.

APPROVE MINUTES OF APRIL 26, 2016, REGULAR MEETING.

Upon a motion duly made by Director Freels, and being seconded by Director Hodges, the Board voted unanimously to approve the Minutes of the April 26, 2016, joint 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 financial report and went over invoices, included in the Board agenda materials. She reported receiving one additional invoice not included in the bookkeeper's report from Integra in the amount of \$22,000 for appraisal work, check number 2599. Upon a motion duly made by Director Hodges, and being seconded by Director Durham, the Board voted unanimously to accept the financial and Bookkeeper's Report and approved invoices for payment, including check number 2599 payable to Integra in the amount of \$22,000 for appraisal work.

MUNICIPAL SERVICES FUND AGREEMENT WITH THE CITY OF HOUSTON.

Ms. Holoubek reviewed the Municipal Service Costs Agreement, included in the Board agenda materials, and answered questions. She reported the agreement provides that the Authority will remit to the City funds annually for municipal services. She stated the agreement is an evergreen agreement and will renew automatically each year. Director Freels expressed concerns regarding the need to have a timeline in the agreement. He stated he does not have a problem paying the municipal service costs. Ms. Holoubek explained the amount is determined each year during the budget process. She stated the agreement would need to be executed in order to have the budget approved. Ms. Curley stated the fees are based on the cash management dollars and TIRZ 17's increment is \$13 million a year and the municipal services fee is \$2 million. Director Freels stated the City has every right to take every bit of the funds, and feels that with the agreement the TIRZ is giving the City a blank ticket to take whatever they want. After further discussion, and upon a motion duly made by Director Hodges, and being seconded by Chair Givens, the Board voted unanimously to approve the Municipal Service Costs Agreement, as presented.

BUDGET UPDATE.

Mr. Bean stated the FY2016 and FY2017 budgets have been submitted to the City. Ms. Curley stated the budgets will go before the Economic Development Committee which is scheduled for June 9 and upon approval it will be placed on the City Council Agenda the following Wednesday.

PRESENTATION FROM LAN ON COMPLETION OF LUMPKIN ROAD PROJECT.

Mr. Ali provided an update on the Lumpkin Road project. He reported the presentation was not complete and at the next Board meeting a full presentation will be given on the project.

EXCHANGE OF PROPERTY FOR TOWN & COUNTRY BOULEVARD PROJECT; AUTHORIZE PAYMENTS TO THE CITY OF HOUSTON.

Mr. Ali stated in order to do the roundabout for Town & Country Blvd project that swapping of some property with the City was necessary. He requested approval of two checks in the amount of \$2,800 and \$1,500 to complete the transaction. Upon a motion duly made by Director Hodges, and being seconded by Chair Givens, the Board voted to approve the exchange of the property for Town & Country Boulevard project and authorized issuance of two checks to the City of Houston in the amount of \$2,800 and \$1,500. Director Freels abstained.

REPORT FROM GUNDA CORPORATION ON PHASE II ENGINEERING DESIGN FOR LIPEX PROPERTIES, LP

Mr. Bean reported Gunda Corporation's peer review of the 100% design required by the Lipex Agreement is included in the Board agenda materials for review. No action was required by the Board.

ENGINEERING TASK ORDER PROPOSALS FROM KLOTZ ASSOCIATES INCLUDING:

a. W140 Drainage Improvements.

Mr. Conger reviewed the proposal from Klotz Associates for supplemental phase II professional services for the W140 Channel Improvements, Bunker Hill Bridge and related flood mitigation infrastructure improvements (Briar Branch Straws), included in the Board agenda materials, and answered questions. He stated the task order allows Klotz Associates to move forward with the Briar Branch project including the straws limited to the areas annexed by the TIRZ. He noted the Scope of Services included in the board materials was incorrect and a copy of the correct Scope of Services for the project was handed out, a copy is attached as Exhibit A. Upon a motion duly made by Director Durham, and being seconded by Director Hodges, the Board voted unanimously to approve the Klotz Associates' proposal for supplemental phase II professional services for the W140 Channel Improvements, Bunker Hill Bridge and related flood mitigation infrastructure improvements (Briar Branch Straws), contingent upon the budget being approved by the City.

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 convened in executive session at 8:59 a.m.

RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTION REGARDING THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY.

The Board reconvened in open session at 9:24 a.m. Upon a motion duly made by Chair Givens, and being seconded by Director Freels, the Board voted unanimously to authorize execution of a Letter of Intent as amended, subject to approval of FY2017 budget by the City.

ADJOURNMENT.

There being no further business to come before the Board, Chair Givens adjourned the meeting at 9:25 a.m.



Secretary

List of Exhibits:

- A. Scope of Services for Supplemental Phase II Professional Services for W140 (Briar Branch) Drainage Improvements and Bunker Hill Bridge and Related Flood Mitigation Infrastructure Improvements (Briar Branch "Straws") – Klotz Associates proposal



1160 Dairy Ashford, Suite 500, Houston, Texas 77079

T 281 589 7257 E email@klotz.com W www.rpsgroup.com | www.klotz.com

Exhibit A
Scope of Services for
Supplemental Phase II Professional Services for
W140 (Briar Branch) Drainage Improvements and
Bunker Hill Bridge and Related Flood Mitigation Infrastructure
Improvements (Briar Branch ‘Straws’)
TIRZ 17 CIP Nos. T-1734 and T-1734B

This proposal is for the Professional Services to provide the necessary supplemental Phase II Services for the W140 (Briar Branch) Drainage Improvements project (TIRZ CIP No. T-1734).

The supplemental Phase II services include Basic and Additional Services to expand the W140 (Briar Branch) Drainage Improvements project to include with the TIRZ 17 CIP No. T-1734B Bunker Hill Bridge and Related Flood Mitigation Infrastructure Improvements (Briar Branch ‘Straws’) project for a single construction project. This will include incorporation of reconstruction of the Bunker Hill Road crossing at Briar Branch (W140) and drainage improvements to extend the flood mitigation improvements to the TIRZ 17 limits at the five (5) ‘Straws’ north of Briar Branch (W140) as general described in previous preliminary studies.

The following scope details the procedures that will be followed to provide the supplemental Phase II Basic Services in accordance with City of Houston requirements:

I. Phase II - Basic Engineering Services

Phase II includes Basic Engineering Design services to expand the Briar Branch design and construction project limits from to include Bunker Hill Bridge reconstruction and Briar Branch ‘Straws’ TIRZ 17 CIP project (T-1734B).

A. Additional Coordination & Deliverables

- a. Additional coordination with adjacent project CoH CIP projects.
- b. Additional Project Progress Meetings with CoH
- c. 70% Design Submittal
- d. 90% Design Submittal
- e. Final Design Submittal
- f. Private Utility Signatures (Briar Branch ‘Straws’)
- g. Utility Conflict Resolution (Briar Branch ‘Straws’)
- h. Update Project Manual, Front-End Documents, and Specifications
- i. Update Construction Cost Estimate
- j. Coordination with adjacent property owners

B. Roadway & Drainage Improvements Plan Production (Combine T-1734 & T-1734B) – Additional Design Plans

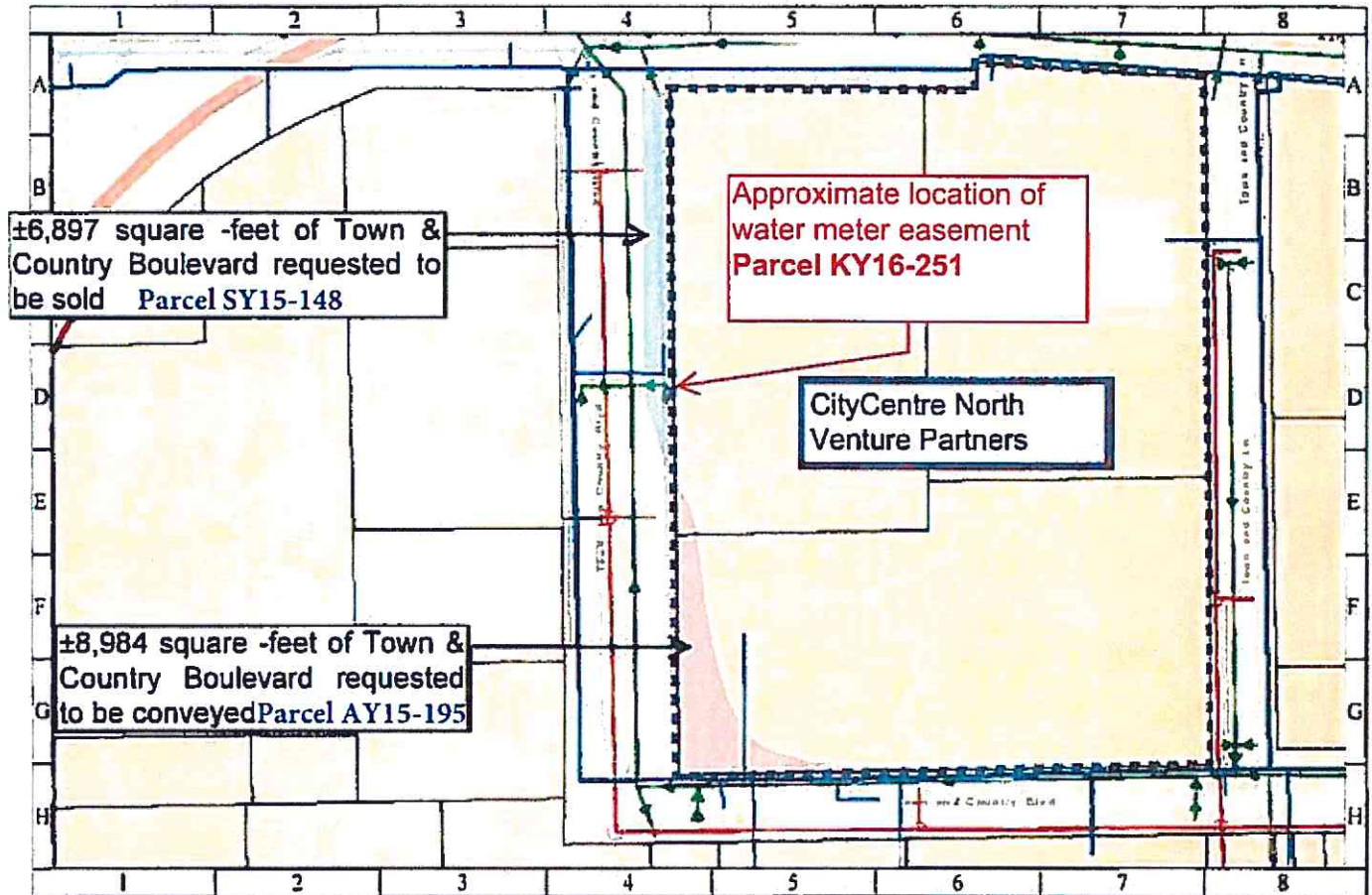
1. General Sheets
 - a. Update Title Sheet
 - b. Update Drawing Index

- c. Update General Notes and Abbreviations Sheet
- d. Survey Control (2 Sheets) (T-1734B)
- e. Sheet Layout Map (1 Sheet) (T-1734B)
- 2. Existing and Proposed Typical Sections (2 Sheets - BH Bridge & Straws)
- 3. Additional Demolition Sheets (2 Sheets)
- 4. Plan and Profile Sheets (BH Bridge & Straws)
 - a. Plan-Profile Sheets (BH Bridge & Straws - 17 Sheets)
 - b. Plan-Profile Sheets (@Cross Streets = 6 Sheets)
- 5. Storm Sewer Lateral Sheets (4 Sheets) (Straws)
- 6. HouStorm Inlet Analysis & Tables (1 Sheet)(BH Bridge & Straws)
- 7. Junction Box Details (BH Bridge & Straws)
- 8. Cross Sections (2 Sheets)(BH Bridge & Straws)
- 9. Additional Details (2 Sheets)
- C. Water and Sanitary Sewer Design (BH Bridge & Straws)**
 - 1. Plan and Profile Drawings for Water and Sanitary Upgrades and Relocations
 - a. Plan-Profile Sheets (8 Sheets)
- D. Drainage Design (BH Bridge & Straws)**
 - 1. Update Overall Drainage Area Map
 - 2. Update Existing Conditions Drainage Area Map
 - 3. Update Proposed Conditions Drainage Area Map
 - 4. Update Proposed Storm System Design for Combined Projects
 - a. Validation of PER Recommended Alternative
 - 1.) Update Existing Conditions for Expanded SWMM Model
 - 2.) Refine Boundary Conditions
 - b. Update Proposed Conditions for Expanded SWMM Model
 - 1.) Adjust Preliminary Model to Develop System Detail
 - 2.) Update & Develop Inlet Nodes
 - 3.) Confirm & Modify Storm System
 - 4.) Update Model Pipe Elevations from Topo Survey
 - c. Execute Expanded SWMM Model for Detailed Design
 - 1.) Refine Design & Model
 - 2.) Proposed Storm Sewer Design Model Tables
 - 5. Proposed Storm Sewer 100-Year Analysis for Expanded SWMM Model
 - a. Modify for 100yr Extreme Event Requirements
 - b. Proposed Storm Sewer 100-Year Analysis Model Tables
 - 6. Update Impact Analysis Final Report
 - a. Determine Impacts for 2yr & 100yr for Final Design
 - b. Prepare Updated Mitigation Recommendation w/ LOS
 - c. Prepare Updated Impact Analysis Final Report
- E. Additional Project Quality Control (QA/QC) (BH Bridge & Straws)**

The QA / QC Plan provides for Constructability Reviews, Sustainability Review, and independent check for modeling, design calculations and quantity take-offs.

- II. Phase II - Additional Engineering Services**
 - A. Traffic Control Plans (Revision to Combine T-1734 & T-1734B)**
 - TCP Overall Layout Sheets (BH Bridge & Straws)
 - TCP Construction Sequencing and Phasing (BH Bridge & Straws)
 - TCP Typical Cross Sections (BH Bridge & Straws)
 - TCP Phasing Plans (BH Bridge & Straws)
 - B. Storm Water Pollution Prevention Plan (SW3P) (Revision to Combine T-1732A & T-1732B)**
 - SW3P Plans (BH Bridge & Straws)
 - Update SW3P Report (BH Bridge & Straws)
 - C. Signing and Striping Plan**
 - Signing & Striping Plans (4 sheets)
 - Striping Plan (1 sheet, BH Bridge & Straws)
 - Small Sign Summary (1 sheet)
 - Signing & Striping Standard Details (7 sheets)
 - D. Tree Protection Plan (BH Bridge & Straws)**
 - E. Environmental Site Assessment Phase I (BH Bridge & Straws - See Attached Proposal)**
 - F. Geotechnical Investigation (BH Bridge & Straws - See Attached Proposal)**

Abandonment and sale of $\pm 6,897$ square-feet of Town and Country Boulevard, in exchange for conveyance of $\pm 8,984$ square-feet of right-of-way for reconstruction of Town and Country Boulevard, and a water meter easement, out of the George Bellows Survey, A-3. Parcels SY15-148, AY15-195, and KY16-251

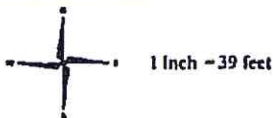


$\pm 6,897$ square -feet of Town & Country Boulevard requested to be sold Parcel SY15-148

Approximate location of water meter easement Parcel KY16-251

CityCentre North Venture Partners

$\pm 8,984$ square -feet of Town & Country Boulevard requested to be conveyed Parcel AY15-195



CITY OF HOUSTON
 Department of Public Works and Engineering
 Geographic Information & Management System (GIMS)



DISCLAIMER: THIS MAP REPRESENTS THE BEST INFORMATION AVAILABLE TO THE CITY. THE CITY DOES NOT WARRANT ITS ACCURACY OR COMPLETENESS. FIELD VERIFICATIONS SHOULD BE DONE AS NECESSARY.