

MINUTES OF THE BOARD OF DIRECTORS MEETING
TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority
City of Houston, Texas
February 28, 2012

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 February 28, 2012, in the HEB Community Room, 9710 Katy Freeway, Houston, Texas.

Board members in attendance:

Charles Turet, Chair
Ann T. Givens
Glenn Airola
Dan Moody, III

Board members not in attendance:

Brad Freels
Dr. Zach Hodges
Ken Arnold

Staff in attendance:

Pat Walters - Executive Director

Consultants in attendance:

Michelle Lofton - ETI Bookkeeping Services
Derek St. John and Robert Fiederlein, and Muhammed Ali - Lockwood, Andrews & Newnam, Inc. ("LAN")
Trey Lary and Susan Hostetler - Allen Boone Humphries Robinson LLP

City of Houston Representatives in attendance:

Ralph DeLeon, Mary Clark, and Jesse Bounds - City of Houston (the "City")

1. Call Meeting to Order

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

2. Public Comments

Ms. Virginia Gregory commented on the January 11, 2012 Board meeting, flooding issues, and Witte Road and Westview Drive.

Mr. Bob Telkins commented on the meeting time and detention facilities.

Mr. Bob Tucker commented on drainage and Westview Drive.

Ms. Lois Meyers commented the detention pond and the bridge at Bunker Hill Road.

Ms. Donna Freedman commented on the contract between the City and the Zone and detention.

Mr. Chuck Davidson commented on the District A capital improvement plan meeting.

Mr. Ed Brown commented on flooding and detention pond locations.

3. Minutes

The Board reviewed the minutes of the January 11, 2012, meeting. Following discussion, Director Moody moved to approve the minutes as submitted. The motion was seconded by Director Givens and carried by unanimous vote.

4. Financial and Bookkeeping Matters

Ms. Lofton reviewed the financial report for January, and presented checks for payment by the Authority. Following review and discussion, Director Airola moved to approve the financial report and the payment of the bills presented. Director Moody seconded the motion, and it passed unanimously.

5. Annual Review of Investment Policy and Resolution Regarding Annual Review of Investment Policy and Adopting Amended Investment Policy

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

7. Annual Disclosure Statements of Investment Officers and Bookkeeper

Mr. Lary stated that under the Public Funds Investment Act, the Authority must conduct an annual review of its Investment Policy, and list of qualified broker/dealers with whom the Authority may engage in investment transactions. He noted the Public Funds Investment Act further requires the Authority's investment officers and bookkeeper to disclose any relationships with banks and brokers who seek to sell investments to the Authority.

Mr. Lary reviewed a proposed Amended Investment Policy and the investment strategies contained therein. He stated the Authority's bookkeeper has updated the list of qualified broker/dealers which is Exhibit A to the Resolution Establishing the

Authorized Depository Institutions and Adopting List of Qualified Broker/Dealers with Whom the Authority May Engage in Investment Transactions. He noted that Exhibit A also includes the Authority's depository institutions. The Board then reviewed the disclosures of Michelle Lofton as the Authority's bookkeeper, and Mr. Walters and Director Turet as the Authority's investment officers.

Following discussion and review, Director Givens made and Director Airola seconded a motion to: (1) adopt the Resolution Regarding Annual Review of Investment Policy and Adopting Amended Investment Policy; (2) adopt the Resolution Establishing the Authorized Depository Institutions and Adopting List of Qualified Broker/Dealers with Whom the Authority May Engage in Investment Transactions; and (3) accept the Annual Disclosure Statements of the Authority's Investment Officers and Bookkeeper. The motion passed unanimously.

8. Review Progress of FY 2013 Budget Planning

Mr. Walters reviewed a proposed 5-year Capital Improvements Plan. Following review and discussion, Director Airola moved to authorize Mr. Walters and LAN to prepare a full budget submittal for review and approval at the next meeting. Director Moody seconded the motion, which was unanimously approved.

9. Kimberley Improvement Project

Mr. Fiederlein updated the Board regarding the Kimberley Improvement Project. He reported on acquisition of right-of-way by the City. He reported the City's final acceptance letter has not yet been received and therefore execution of the certificate of final completion will be deferred to a later meeting.

10. TIRZ Regional Drainage Study

Mr. St. John updated the Board on interagency stakeholder coordination meetings relating to the Regional Drainage Study. He reviewed a letter from the City accepting the study. Following discussion and review, Director Moody moved to authorize LAN to issue the Regional Drainage Study in final form. The motion was seconded by Director Givens and carried by unanimous vote.

11. W140 Detention Basin

Mr. St. John discussed the status of preliminary engineering work relating to the W140 detention basin. He noted that the Harris County Flood Control District ("HCFCD") has approved the impact analysis for the study. Mr. St. John reported that LAN continues to coordinate with HCFCD for approval of plans. He reviewed a schedule for design and construction of the project.

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

At 8:34 a.m., Director Turet announced the Board would convene in executive session to discuss the purchase, exchange, lease, or value of real property.

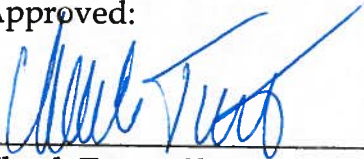
13. Reconvene in Open Session and Authorize Appropriate Action regarding the Purchase, Exchange, Lease or Value of Real Property

At 9:05 a.m., Director Turet announced the Board would reconvene in open session. No action was taken.

14. Adjournment

There being no additional matters for the Board's consideration, Director Givens moved to adjourn the meeting. Director Moody seconded the motion, and it passed unanimously.

Approved:



Chuck Turet, Chair

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