

**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**

March 27, 2018

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, March 27, 2018, 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 Director Rickel, thus constituting a quorum. Also present were Scott Bean and Linda Clayton, both of Hawes Hill & Associates, LLP; Jessica Carr, Allen Boone Humphries Robinson, LLP; and Michelle Lofton, ETI Bookkeeping Services. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; Council Member Greg Travis, District G; Amy Peck, District A; Jack Valinski, COH; Gary Hill, COH-PWE; Dan Mooney, COH; Ben Gillis and Pat Walters, Memorial Management District; Karen Glynn and Laurie Rosenbaum, both of City of Bunker Hill; Mary Schneider, Office of Congressmen John Culberson; Muhammad Ali, Derek St. John and Ricky Gonzalez, all with LAN; Bart Standley and Natalie Weiershausen, both of RPS; Jim Webb, Goodman Corporation; Jim Shroff, Kay Haslam, Dean Bixler, Ed Browne, Emily Anderson, David Tresch, Cynthia Neely, Virginia Gregory, Bruce Nichols and Lois Myers. Chair Givens called the meeting to order at 8:00 a.m.

RECEIVE PUBLIC COMMENTS.

Virginia Gregory commented on the Briar Branch project, Straws and Channel improvements finally being on the agenda; she made comments regarding flooding and the “contamination” of the Daniels’ property. Bruce Nichols commented that Frostwood and nearby neighborhoods are anxiously waiting to hear from the School District and TIRZ regarding detention plans at the sport fields. He commented this is the best detention plan for the neighborhood and thanked the Board for its efforts. Lois Myers commented that we all agree that we need more detention - just who is going to pay for it; she stated her concern is there is not enough mitigation; she commented on the dams at Barker Cypress that were built in the 40’s and stated they cannot handle the rain and runoff; she commented on the developers in the zone. She advocated for a public meeting with the Army Corps, Harris County Flood Control, TIRZ, and City, etc. She stated she does not believe engineer studies are going to help flooding. Kay Haslam commented on flooding and the 800 townhomes that flooded; she had

questions regarding plans for BW 8 bridge. Cynthia Neely implored that the TIRZ focus on detention basins south and north of I-10; she commented on the proposed detention at the sport fields.

APPROVE MINUTES OF THE FEBRUARY 27, 2018, REGULAR MEETING.

Upon a motion duly made by Director Durham, and being seconded by Director Heins, the Board voted unanimously to approve the Minutes of the February 27, 2018, 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 Bookkeeper's Report and went over invoices, included in the Board agenda materials. Upon a motion duly made by Director Freels, and being seconded by Director Durham, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented.

REVIEW ARBITRAGE REBATE REPORT FOR SERIES 2008 BONDS.

Ms. Carr reviewed the Arbitrage Rebate Report for Series 2008 Bonds, included in the Board agenda materials; and reported no excess earnings.

CIP COMMITTEE.

a. Project Update Report from LAN

Mr. Ali provided an update on Town & Country West Drainage & Mobility Improvements, a copy of the progress report is included in the board materials. He reported the box culverts along Town & Country Blvd. between I-10 and Town & Country way have been completed. He reported concrete paving has begun on the northbound lane of Town & Country Blvd. He reported the kickoff meeting with TxDOT for Memorial Drive was held March 9, 2018. He emphasized that no water will be diverted and that Harris County Flood Control, City of Houston and TxDOT will not allow any impact and this will be demonstrated with the impact analysis that will be conducted; and these agencies will not approve the plans if there is an impact.

i. Pay Estimate No. 6 from SER Construction Partners, T&C Reconstruction and Drainage Improvement, in the amount of \$1,035,735.08

Mr. Ali reviewed Pay Estimate No. 6 from SER Construction Partners, included in the Board agenda materials. He reported LAN has reviewed the pay application and concurs with the amounts and quantities and is recommending for approval. Upon a motion duly made by Director Hodges, and being seconded by Director Heins, the Board voted unanimously to approve Pay Estimate No. 6 from SER Construction Partners, T&C Reconstruction and Drainage Improvement, in the amount of \$1,035,735.08.

ii. Approve Town & Country License Agreement

Ms. Carr reviewed License Agreement for Temporary Construction Area, included in the Board agenda materials. She reported the agreement provides permission to TIRZ contractors to be on the property to construct the improvements. Upon a motion duly made by Director Heins, and being

seconded by Director Hodges, Directors Heins, Durham, Hodges, Givens and Airola voted to approve the License Agreement for Temporary Construction Area, as presented. Director Freels abstained. The motion passed.

iii. Consider proposal for additional bollards and up-lighting for Town & Country Way

Mr. Ali reviewed a conceptual cost estimate for additional GFCI bollards and up-lighting for Town & Country Blvd. and Town & Country Way. He reported Midway has agreed to pay for the design and for their frontage. A copy of the rendering and cost estimate is attached as Exhibit A. He reported Midway has agreed to pay for the electrical and conduit in the round-a-bout. He stated if the Board does not want to pay for the additional bollards and up-lighting LAN is recommending the Board approve paying for the conduit. He stated one concern is that if the conduit is not installed then at a later date someone may come in and tear up the sidewalks to install the conduit. Mr. Gonzalez stated LAN has estimated the installation of the conduit will cost approximately \$13,000-15,000. Mr. Ali reported Midway has agreed to pay for the maintenance of the lighting and the Management District will maintain the trees. Mr. Ali reported this is part of the Town & Country Drainage and Mobility Improvement project. After full discussion by the Board, and upon a motion duly made by Director Airola, and being seconded by Director Durham, Directors Heins, Durham, Hodges, Givens and Airola authorized LAN and ABHR to negotiate (1) a change order to the construction contract; and (2) a cost sharing agreement with adjoining landowner to install electrical conduit, GFC bollards and landscaping up-lighting along the project right-of-way not exceed \$162,106.50. Director Freels abstained. The motion passed.

b. Project Update Report from RPS

Mr. Standley provided an update on the N. Gessner Drainage and Mobility Improvement project, a copy of the progress report is included in the board agenda materials.

i. Presentation on W-140 Channel Improvements including authorization to bid the project

Mr. Standley provided an update on the Briar Branch Channel Improvements, Straws and Bridge project, a copy of the progress report is included in the Board agenda materials. He reported the bridge will be a closed system. He answered questions regarding the project. Upon a motion duly made by Director Durham, and being seconded by Director Hodges, the Board voted unanimously to authorize RPS to begin the bidding process once the plans have been approved.

c. Project Update Report from Goodman Corporation

Mr. Webb provided an update on TIP project assistance for Memorial Drive and North Gessner projects, a copy of the Progress Report is included in the Board agenda materials.

i. Consider proposal for additional scope of services for Memorial Drive and North Gessner

Mr. Webb reviewed the Contract with The Goodman Corporation and the scope of services to be provided. He reported this is for two TxDOT funded projects and continued project implementation assistance by TGC on the projects at a cost of \$20,000 for N. Gessner project; and \$105,000 for the

Memorial Drive project. Upon a motion duly made by Director Heins, and being seconded by Director Freels, the board voted unanimously to approve the Contract with The Goodman Corporation, as presented, with the scope of services to include continued project implementation assistance for the N. Gessner project and the Memorial Drive project, as presented.

ii. Approve Interlocal Agreement with City of Bunker Hill Village

Mr. Webb reviewed the Interlocal Agreement between the City of Bunker Hill Village and Memorial City Redevelopment Authority, included in the Board agenda materials. He reported the Agreement sets forth the parameters for cost-sharing for the section of Memorial Drive from Tallowood to Gessner. He reported in exchange for the City of Bunker Hill Village sponsoring the grant funding the Redevelopment Authority will pay the project management fees. Ms. Glynn stated the ILA needs to be approved by its City Council and she wanted to disclose the City of Bunker Hill Village is a little over budget on this project. Upon a motion duly made by Director Hodges, and being seconded by Director Heins, the Board voted unanimously to approve the Interlocal Agreement with City of Bunker Hill Village, as presented.

d. Project Update Report from SWA

SWA's Progress Report is included in the board agenda materials for review.

CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.071, TEXAS GOVERNMENT CODE, TO CONDUCT A PRIVATE CONSULTATION WITH ATTORNEY, WITH REGARD TO PENDING OR CONTEMPLATED LITIGATION; AND 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 9:18 a.m.

RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTIONS REGARDING PRIVATE CONSULTATION WITH ATTORNEY; AND RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTIONS WITH REGARD TO PENDING OR CONTEMPLATED LITIGATION AND REGARDING THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY.


9:32 a.m. Director Hodges left meeting

The Board reconvened in Open Session at 9:41 a.m.

Upon a motion duly made by Director Heins, and being seconded by Director Durham, the Board voted unanimously to authorize execution of a right of entry agreement.

ADJOURNMENT

There being no further business to come before the Board, Chair Givens adjourned the meeting at 9:42 a.m.



Secretary

List of Exhibits:

- A. Draft Rendering of Town & Country Blvd. and Cost Estimate for GFCI Bollards and Up-Lighting

**TIRZ 17 - Town & Country Blvd. / Town & Country Way
Draft - Conceptual Cost Estimate for GFCI and Up Lights**

Item	Qty.	unit	Unit Cost	Unit Total	Remarks
Site Lighting					
SWA Fee	1	ls	\$37,620.00	\$37,620.00	Design and Documentation
BK Denali Uplight - White LED	1	ls	\$46,440.00	\$46,440.00	Round - About Median - Includes fixture cost, installation, conduit and conductors - 24 Total
BK GFCI Bollard - 18" Tall	1	ls	\$160,050.00	\$160,050.00	Town & Country Way - Includes fixture cost, installation, conduit and conductors
Lighting Subtotal				\$244,110.00	

Total	\$244,110.00
Construction Contingency 10%	\$24,411.00
General Conditions 5%	\$12,205.50
Grand Total	\$280,726.50
Midway / Four Points Commitment	\$118,620.00
Remaining Balance	\$162,106.50

EX.A