

MINUTES OF THE BOARD OF DIRECTORS MEETING
TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority
City of Houston, Texas
November 29, 2011

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 November 29, 2011, in the HEB Community Room, 9710 Katy Freeway, Houston, Texas.

Board members in attendance:

Charles Turet, Chair
Ann T. Givens
Brad Freels
Dan Moody, III
Dr. Zach Hodges

Board members not in attendance:

Glenn Airola
Ken Arnold

Staff in attendance:

Pat Walters - Executive Director

Consultants in attendance:

Michelle Lofton - ETI Bookkeeping Services
Rafael Ortega, Derek St. John, and Robert Fiederlein - Lockwood, Andrews & Newnam, Inc. ("LAN")
Trey Lary and Susan Hostetler - Allen Boone Humphries Robinson LLP
Duncan Lamme - RBC Capital Markets

City of Houston Representatives in attendance:

Marcia Bluitt - Council Member Jolanda Jones' office
Ralph DeLeon, Rueben Villa, 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

Mr. Chuck Davidson requested an update regarding projects on the north side of I-10 and commented on the City's runoff election for District A.

Mr. Ed Brown commented on the technical memo regarding the Bunker Hill crossing of W140-01-00.

Ms. Virginia Gregory commented on the former Hurricane Fence Company property.

3. Minutes

The Board reviewed the minutes of the October 25, 2011, 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. Tax Increment Contract Revenue Refunding Bonds, Series 2011 and Tax Increment Contract Revenue Bonds, Series 2011A

Mr. Lamme discussed the terms of the sale of the Authority's \$9,600,000 Tax Increment Contract Revenue Refunding Bonds, Series 2011 (the "Series 2011 Bonds") to Capital One Public Funding, LLC, and \$30,600,000 Tax Increment Contract Revenue Bonds, Series 2011A (the "Series 2011A Bonds") to Banc of America Public Capital Corp. Mr. Lamme reviewed a table regarding sources and uses of the proceeds of the Series 2011 Bonds and Series 2011A Bonds.

Mr. Lary reviewed the Purchasers' Investment and Bid Letters, the Resolutions Authorizing the Issuance and Approving Contract Documents Related Thereto, as well as the Paying Agent/Registrar Agreements for the Series 2011 Bonds and the Series 2011A Bonds. Mr. Lary and Mr. Lamme discussed the steps necessary to deliver the bonds to the purchasers and disburse the proceeds of the bonds.

Following review and discussion, Director Moody made a motion to: (1) accept and authorize execution of the Purchasers' Investment and Bid Letters for the Series 2011 Bonds and Series 2011A Bonds; (2) adopt the Resolutions Authorizing the Issuance of the Series 2011 Bonds and Series 2011A Bonds and Approving Contract Documents Related Thereto; (3) authorize the Board to sign all documents relating to the bond sales, and authorize the attorney, executive director and financial advisor to take all action necessary to deliver the Series 2011 Bonds and the Series 2011A Bonds to the purchasers; and (4) approve disbursement of bond proceeds. The motion was seconded by Director Hodges and carried unanimously.

5. Financial and Bookkeeping Matters

Ms. Lofton reviewed the financial report for October, and presented checks for payment by the Authority. The Board discussed its intent to reimburse the operating fund for the checks issued to the Attorney General for bond transcript review. Following review and discussion, Director Hodges moved to approve the financial

report and the payment of the bills presented, and to authorize reimbursement to the operating fund from bond proceeds, for the checks to the Attorney General. Director Freels seconded the motion, and it passed unanimously.

6. Gessner Improvement Project

Mr. Walters reported the Authority received a check in the amount of \$787,851.83 from the Texas Department of Transportation ("TxDOT") resulting from TxDOT's reconciliation of costs of the Gessner Improvement Project. No action was taken.

7. Kimberley Improvement Project

Mr. Fiederlein updated the Board regarding the Kimberley Improvement Project. He reviewed an analysis of the project and project management.

Mr. Fiederlein then reviewed Change Order No. 5 to credit the contract with Triple B Services in the amount of \$69,915.36. The Board discussed item no. 5 to the change order, for prepayment of electrical service for the new street lights. Following discussion and review and based upon LAN's recommendation, Director Moody moved to approve Change Order No. 5 to credit the contract with Triple B Services, in the amount of \$69,915.36, with the intention to seek reimbursement to the Authority from the appropriate entity of the \$2,289.77 for prepayment of electrical utility service. Director Hodges seconded the motion, and it was approved by unanimous vote.

8. Regional Drainage Study

Mr. St. John updated the Board on interagency stakeholder coordination meetings relating to the Regional Drainage Study and proposed regional projects. He reported that Bunker Hill Village intends to construct a single box drainage project on Strey Lane. Director Turet commented that the Harris County Flood Control District must complete its charting of Buffalo Bayou before regional projects may commence, and that the charting is expected to be finished in early 2012. No action was taken.

9. W140 Detention Basin

Mr. St. John reported on the status of preliminary engineering work relating to the detention basin. Mr. Fiederlein reviewed an environmental services proposal by Fugro Consultants, Inc., to review the environmental data received regarding the basin site. The Board discussed the environmental studies and data on the tract. Following review and discussion and based upon LAN's recommendation, Director Givens moved to approve the proposal with Fugro Consultants, Inc. in the amount of \$8,424.00, including LAN's supervisory markup. Director Hodges seconded the motion, and it passed by unanimous vote.

10. Barryknoll Improvement Project

Mr. Fiederlein updated the Board on the status of design for the Barryknoll Improvement Project and reviewed proposed drainage, utility, landscaping, and roadway improvements. He presented LAN's proposal for Phase II design services in the amount of \$640,325.97. No action was taken.

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

At 8:54 a.m., Director Turet announced the Board would convene in executive session to discuss the purchase, exchange, lease, or value of real property.

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

At 9:09 a.m., Director Turet announced the Board would reconvene in open session. Director Freels moved to authorize engagement of a real estate consultant. Director Givens seconded the motion, and it was unanimously approved.

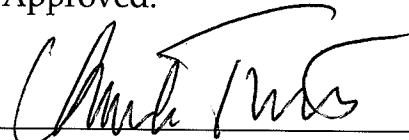
13. Date for Next Meeting

The Board considered holding the next meeting the week of January 10, 2012.

14. Adjournment

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

Approved:



Chuck Turet, Chair

TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority
City of Houston, Texas