

**MINUTES OF THE MEETING OF THE  
TIRZ 17 REDEVELOPMENT AUTHORITY/MEMORIAL CITY REDEVELOPMENT AUTHORITY  
CITY OF HOUSTON, TEXAS  
BOARD OF DIRECTORS**

**September 29, 2015**

**ESTABLISH QUORUM AND CALL MEETING TO ORDER.**

The Board of Directors of the TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority, City of Houston, Texas, held a regular meeting on Thursday, September 29, 2015, 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 – David A. Hamilton

Position 2 – John Rickel

Position 3 – Bob Tucker, *Asst. Secretary*

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, thus constituting a quorum. Also present were consultants Scott Bean and Linda Clayton, both of Hawes Hill Calderon, LLC; and Jessica Holoubek, Allen Boone Humphries Robinson, LLP. Others attending the meeting were Muhammad Ali and Derek St. John, both of Lockwood Andrews & Newman, Inc.; Edward Conger and Bart Standley, both of Klotz Associates, Inc.; Jim Webb, Goodman Corporation; Michelle Lofton, ETI Bookkeeping Services; James Vick, SWA; Jennifer Curley, COH - Economic Development; Amy Peck, Chief of Staff CM Stardig; Jack Valinski, COH; Pat Walters, Memorial City Management District; Steve Otis; John Haslam; Karen Kleypas; Mike Sharp; Mary Blair; David Tresch; John Jackson; Virginia Gregory; Ed Browne; Donna Freedman and Roberta Prazak. Chair Givens called the meeting to order at 8:01 a.m.

**RECEIVE PUBLIC COMMENTS.**

Karen Kleypas discussed north and south side of I-10 Board member representation and discussed the detention pond at Conrad Sauer. Virginia Gregory discussed Director Tucker's position on the Board and representation of the community; and discussed the ad hoc committee. Ed Browne discussed Klotz Associates and his view of the ethical situation with Klotz; and discussed flooding issues. Roberta Prazak reported she is the president of the ad hoc committee and discussed north and south side representation on the Board. Mary Blair, resident of Royal Oaks subdivision, discussed representation for north side on the Board and the detention pond. Donna Freedman discussed the positions on the Board and representation.

**APPROVE MINUTES OF AUGUST 27, 2015, REGULAR MEETING AND SEPTEMBER 14, 2015, SPECIAL MEETING.**

After review of the August 27, 2015, Chair Givens pointed out the notation indicating the time Director Hodges left the meeting needed to be moved in the middle of the paragraph discussing the review of the engineering consultants. Upon a motion duly made by Director Freels, and being seconded by Director Hamilton, the Board voted unanimously to approve the Minutes of the August 27, 2015, Board meeting with the amendment of moving the notation of Director Hodges leaving the meeting to the middle of the paragraph discussing the review of the engineering consultants.

Upon a motion duly made by Director Hodges, and being seconded by Director Rickel, the Board voted unanimously to approve the Minutes of the September 14, 2015, special 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. There was general discussion regarding check number 2522 payable to Gunda Corporation. Upon a motion duly made by Director Hamilton, and being seconded by Director Hodges, the Board voted unanimously to accept the bookkeeper's report and approved payment of invoices.

**RECEIVE REIMBURSEMENT REQUEST FROM METRONATIONAL FOR PHASE I OF CONRAD SAUER/MATHEWSON LANE PROJECT; ENGAGEMENT LETTER WITH McCALL GIBSON SWEDLUND BARFOOT PLLC FOR AGREED-UPON PROCEDURES REPORT PURSUANT TO DEVELOPMENT AGREEMENT.**

Mr. Bean reviewed the reimbursement request, included in the Board agenda materials. He reported the request is the first from Lipex pursuant to the Development Agreement entered into in September, 2014. He reported the reimbursement is due 45 days from the date of the request which would allow time for review. Director Rickel made a motion to table this item, Director Tucker seconded. Mr. Bean reported an engagement letter from McCall Gibson Swedlund Barfoot PLLC was included in the Board agenda materials and was for a report of agreed upon procedures to assist in evaluating the reasonableness of the costs and their allocation. Mr. Bean reported the action item was not to approve the reimbursement payment but to engage McCall Gibson to provide an agreed upon procedure report. Director Rickel withdrew his motion. Upon a motion duly made by Director Rickel, and being seconded by Director Tucker, the Board voted unanimously to approve engaging McCall Gibson Swedlund Barfoot PLLC to provide an Agreed-Upon Procedures Report pursuant to the Development Agreement with Lipex Properties, as presented.

**DISCUSS CIP COMMITTEE AND TAKE APPROPRIATE ACTION.**

Chair Givens reported the original CIP Committee included John Rickel, Glenn Airola and David Hamilton and at last month's board meeting the CIP Committee changed to include John Rickel, Glenn Airola and Brad Freels. She reported Director Hamilton has voiced his desire to be on the CIP Committee. There was general discussion regarding revising the members to the CIP Committee. Upon a motion duly made by Director Givens, and being seconded by Director Freels, the Board voted to revise the members of the CIP Committee to include John Rickel, Glenn Airola and David Hamilton with Brad Freels being an alternate; Directors Hamilton, Tucker, Givens, Hodges, Freels and Airola voted aye; Director Rickel voted nay. The motion passed.

**CIP UPDATE.**

Mr. Bean reported he had not received comments back from the City on the CIP. No action from the Board was required.

**RECEIVE ENGINEER'S REPORT FROM LAN INCLUDING:**

**a. Lumpkin Road Improvements Project construction status;**

Mr. Ali provided an update on the Lumpkin Road reconstruction and drainage improvements project and answered questions.

**b. Approval of time modifications, changes in work or pay applications; and**

Mr. Ali reviewed pay application number 8, included in the Board agenda materials, and reported SER has complied with all requirements stated in the estimate and LAN was recommending the Board approve the pay application. Upon a motion duly made by Director Hodges, and being seconded by Director Tucker, the Board voted unanimously to approve pay application number 8 in the amount of \$1,428,946.33 to SER Construction Partners, as presented.

**c. Other engineering matters and projects.**

A presentation was given by Mr. St. John, LAN, on the W-140 straws evaluation. He reported on topographical challenges. He reported the recommendations have been provided to Klotz Associates for final evaluations. No action from the Board was required.

**8:56 a.m. Director Freels leaves the meeting; a quorum is still present.**

**RECEIVE ENGINEER'S REPORT FROM KLOTZ ASSOCIATES INCLUDING:**

**a. Updates on W140 Channel Improvements and related flood mitigation improvements;**

Mr. Conger provided an update on the Briar Branch drainage improvements and related flood mitigation and answered questions; status reports are included in the Board agenda materials. There was general discussion regarding Harris County Flood Control requiring an executed maintenance agreement prior to moving forward with the project. There was general discussion regarding the Bunker Hill Bridge feasibility report. No action from the Board was required.

**b. Update and presentation on North Gessner drainage and mobility improvements;**

A presentation was given on the North Gessner Drainage and Mobility Improvements. The presentation highlighted (a) project location; (b) proposed improvements, including mobility and drainage; (c) project layout; (d) drainage area; and (e) project status. Mr. Conger answered questions presented by the Board regarding the project. No action from the Board was required.

**c. Receive and consider general professional services agreement with Klotz Associates; and**

Mr. Bean reviewed the proposal for general professional services from Klotz Associates, included in the Board agenda materials. Mr. Rickel made a motion to table the agenda item. There was general discussion regarding the need to have an agreement in place with Klotz Associates to provide general professional services not included in specific contracts currently in place. Upon a motion duly made by Director Hodges, and being seconded by Director Hamilton, the Board voted to approve the proposal for engineering services from Klotz Associates, as presented. Directors Hamilton, Tucker, Givens, Hodges and Airola voted aye; Director Rickel voted nay; the motion passed.

**d. Other engineering matters and projects.**

There was general discussion regarding the contract with Klotz Associates. There was a lengthy discussion regarding the code of ethics with regard to engineers. Mr. Standley reported Klotz Associates provides engineering services under the contract between the City of Houston, TIRZ 17 Memorial City Redevelopment Authority and Lipex Properties and does not provide services outside this project to MetroNational. The Board requested Klotz Associates to provide a presentation on the incremental capacity of Conrad Sauer detention basin at the next Board meeting, which Mr. Standley agreed to do.

**PROPOSAL FROM GUNDA CORPORATION FOR INDEPENDENT EVALUATION OF THE CONRAD SAUER DETENTION BASIN.**

This item was tabled.

**RECEIVE SWA PROJECTS STATUS REPORT.**

Mr. Vick went over the projects status report, included in the Board agenda materials, and answered questions. No action from the Board was required

**RECEIVE TIP CALL FOR PROJECTS UPDATE FROM THE GOODMAN CORPORATION.**

Mr. Webb provided an update on the TIP call for projects and answered questions. He reported on the Memorial Drive (Beltway 8 to Tallowood) project and that Houston-Galveston Area Council staff is

recommending the project receive approximately \$10 million in federal funding assistance. He reported The Goodman Corporation has attended two workshops regarding the Hazard Mitigation Grant Program. The Goodman Corporation's full report is included in the Board agenda materials. No action from the Board was required.

**CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.072, TEXAS GOVERNMENT CODE, TO DELIBERATE THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY.**

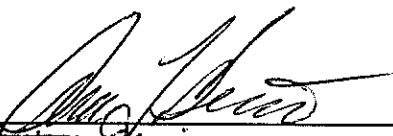
An executive session was called at 9:48 a.m.

**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 9:58 a.m. Upon a motion duly made by Director Hamilton, and being seconded by Director Hodges, the Board voted unanimously to authorize the purchase and disbursement of funds for acquisition of a drainage easement.

**ADJOURNMENT.**

There being no further business to come before the Board, Chair Givens adjourned the meeting at 9:59 a.m.

  
Secretary *Chair*