

**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 26, 2020

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 26, 2020, at 8:00 a.m., via videoconference, 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 Heins and Freels, thus constituting a quorum. Consultants present were Scott Bean, Josh Hawes and Linda Clayton, all with Hawes Hill & Associates, LLP; Jessica Holoubek, Allen Boone Humphries Robinson, LLP; Pat Hall, ETI Bookkeeping Services; Muhammad Ali and Derek St. John, both of Gauge Engineering; Ricky Gonzalez, LAN; Jim Webb, The Goodman Corporation; and James Vick, SWA. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; Council Member Greg Travis, District G; Council Member Amy Peck, District A; Jack Valinski, COH; Ben Gillis, Memorial Management District. Chair Givens called the meeting to order at 8:00 a.m.

RECEIVE PUBLIC COMMENTS.

There were no public comments.

APPROVE MINUTES OF THE APRIL 28, 2020 MEETING.

Upon a motion duly made by Director Rickel, and being seconded by Director Durham, the Board voted unanimously to approve the Minutes of the April 28, 2020, Board meeting, as presented.

RECEIVE FINANCIAL AND BOOKKEEPER'S REPORT, INCLUDING PAYMENT OF INVOICES, REVIEW OF INVESTMENTS, AND PROJECT CASH FLOW REPORTS.

Ms. Hall reviewed an Account Access Authorization and Agreement with Wells Fargo Bank, included in the Board materials. She reported the agreement is for fraud protection with "positive pay" and the form has been reviewed by the Authority's attorney. Upon a motion duly made by Director Rickel, and being seconded by Director Airola, the Board voted unanimously to approve the Account Access Authorization and Agreement, as presented.

Ms. Hall presented the Bookkeeper’s Report and went over invoices, included in the Board materials. Upon a motion duly made by Director Hodges, and being seconded by Director Rickel, the Board voted unanimously to accept the Bookkeeper’s Report and approved payment of invoices, as presented.

CONSIDER 2-YEAR AGREEMENT WITH McGRATH & CO. FOR PRE-AUDIT SERVICES FOR FY2020 AND FY2021.

Upon a motion duly made by Director Rickel, and being seconded by Director Hodges, the Board voted unanimously to approve the engagement of McGrath & Co. PLLC to provide pre-audit year-end accounting services for FY2020 and FY2021 for an estimated fee of \$11,250.00 each year, as presented.

CIP COMMITTEE:

a. Project update and recommendations from Gauge Engineering LLC

Mr. Ali provided an update on the Briar Branch W140 Channel & Straws Improvements project, a copy of Gauge Engineering’s Progress Report is included in the Board materials. He reported the W140 boxes are currently being cleaned out. He reported Gauge has received comments back from the City regarding access road plans and they are addressing the comments. He stated he anticipates the project will be complete in late October. Mr. Ali provided an update on the Gessner Road Improvements project, a copy of the Progress Report is included in the Board materials. He reported the two lanes on the west side are complete and the contractor is currently working on the east side. He reported Gauge anticipates the project to be complete in January 2021.

i. Consider Pay Application No. 18, Briar Branch Channel and Straw Improvements, from Reytec Construction.

Mr. Ali reviewed Pay Application No. 18, Briar Branch Channel and Straw Improvements, from Reytec Construction in the amount of \$86,683.90, included in the Board materials. He reported Gauge has reviewed the pay application and concurs with the amount and quantities and is recommending for approval. Upon a motion duly made by Director Durham, and being seconded by Director Rickel, the Board voted unanimously to approve Pay Application No. 18, Briar Branch Channel and Straw Improvements, from Reytec Construction in the amount of \$86,683.90 as presented.

ii. Consider Gauge Engineering Task Order for construction phase services for Memorial Drive.

Mr. Ali reviewed Gauge Task Order for construction phase services for the Memorial Drive project from BW 8 to Tallowood Drive in the amount of \$259,149.00, included in the Board materials. Upon a motion duly made by Director Rickel, and being seconded by Director Durham, the Board voted unanimously to approve the Gauge Task Order for construction phase services for the Memorial Drive project from BW 8 to Tallowood Drive in the amount of \$259,149.00, as presented.

b. Project update and recommendations from LAN.

Mr. Gonzalez provided an update on the Memorial Drive project, a copy of LAN's progress report is included in the Board materials. He reported TxDOT received the bids for the Memorial Drive project and are still vetting the bids before awarding. He stated low bidder is SER Construction. He reported LAN is still working on the right-of-way corner clips for acquisition for the project.

8:22 a.m. Director Freels arrived the meeting.

i. Consider LAN reimbursement for additional engineering services for Memorial Drive.

Mr. Gonzalez reported LAN has performed numerous tasks outside the original scope of LANs task order for the Memorial Drive project. He went over the additional services provided and stated LAN is requesting reimbursement in the amount of \$45,000.00 for the additional services. Mr. Rickel stated the CIP Committee has reviewed the request and is recommending for approval. Upon a motion duly made by Director Rickel, and being seconded by Director Durham, the Board voted unanimously to approve the request from LAN for reimbursement for additional engineering services for the Memorial Drive project in the amount of \$45,000.00.

c. Project update and recommendations from The Goodman Corporation.

Mr. Webb provided an update on possible funding opportunities for projects and answered questions. No action from the Board was required.

d. Project update and recommendations from SWA

Mr. Vick presented SWA's Project Status Report for various projects, a copy of the report is included in the Board materials.

i. Consider SWA Task Order No. 13, professional landscape design services for Memorial Drive ROW from BW8 to Tallowood Drive

Mr. Vick reviewed SWA's Work Order No. 13 for additional professional services for final revisions to design and construction documents for landscape, irrigation, hardscape, lighting, and amenities for the Memorial Drive project in an amount not to exceed \$18,000.00. Upon a motion duly made by Director Durham, and being seconded by Director Airola, the Board voted unanimously to approve SWA Task Order No. 13 for additional professional services for final revisions to design and construction documents for landscape, irrigation, hardscape, lighting and amenities for the Memorial Drive project in an amount not to exceed \$18,000.00.

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 8:34 a.m.

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

The Board reconvened in Open Session at 8:49 a.m. Upon reconvening, no action was taken.

ADJOURN.

There being no further business to come before the Board, the meeting was adjourned at 8:50 a.m.

A handwritten signature in cursive script, appearing to read "Am. Lewis", is written over a horizontal line.