

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

March 25, 2014

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 March 25, 2014, in the HEB Community Room, 9710 Katy Freeway, Houston, Texas.

Board members in attendance:

Ann T. Givens, Chair  
Brad Freels, Vice Chair  
Glenn Airola, Secretary  
Bob Tucker, Assistant Secretary  
Zachary R. Hodges, Director  
David A. Hamilton, Director

Board members not in attendance:

John Rickel, Director

Staff in attendance:

Don Huml - Executive Director

Consultants in attendance:

Michelle Lofton - ETI Bookkeeping Services  
Raphael Ortega - Lockwood, Andrews & Newnam, Inc. ("LAN")  
Jessica Holoubek and Kristen Hogan - Allen Boone Humphries Robinson LLP  
("ABHR")  
Gary Struzick - Klotz Associates, Inc. ("Klotz")  
James Vick - SWA Group  
David Smalling - RBC Capital Markets ("RBC")  
Barry Goodman and Jim Webb - Goodman Corp.

City of Houston representatives in attendance:

City Council Member Brenda Stardig  
Ralph De Leon, Jack Valinski, and Mary Buzack - City of Houston (the "City")

**1. Call Meeting to Order**

Having established that a quorum of the Board was present, Mr. Huml called the meeting to order.

## **2. Public Comments**

Mr. Smalling discussed the services provided by RBC as financial advisor for the Authority. He said he attended today's meeting to answer any questions regarding bond financings in connection with budget-related discussions.

Mr. Hugh Rawl distributed pictures from a 2003 flood event and commented on drainage issues in Frostwood.

Ms. Virginia Gregory commented on the proposed W-140 Channel Improvements.

Ms. Roberta Prazak commented on director service on other boards and conflicts of interest disclosure. She also commented on proposed TIRZ 17/Authority website improvements and City representation at today's meeting.

Mr. Ed Browne commented on the Briar Branch drainage study and his open records request for a copy of the 2007 Regional Drainage Study ("RDS"). He commented on the importance of keeping the RDS up to date.

Ms. Donna Freeman presented information regarding a company that specializes in drainage solutions. She commented on drainage improvements for Memorial Drive. She also presented pictures and commented on a park previously proposed for construction adjacent to the W-140 Detention Basin.

## **3. Minutes of February 25, 2014 and March 5, 2014 Meetings**

The Board reviewed the minutes of the February 25, 2014, regular meeting and the March 5, 2014, special meeting. Following review and discussion, Director Givens moved to approve the minutes as submitted. The motion was seconded by Director Hodges and carried unanimously.

## **4. Financial and Bookkeeping Matters**

Ms. Lofton reviewed the financial report for February and presented checks for payment by the Authority. She then reviewed a letter from the tax assessor/collector regarding projected increment to be received from the City during the current year. After review and discussion, Director Hamilton moved to approve the financial report and payment of the bills presented. The motion was seconded by Director Givens and carried unanimously.

**5. Local Interaction Group Report and Update**

Director Hamilton reported on the most recent Local Interaction Group meeting, noting detention was the main topic discussed.

**6. Presentation on Approaches to Federal Funding by Goodman Corp.**

Mr. Goodman discussed his background and the services provided by Goodman Corp. to assist with acquisition of federal grant funds. Mr. Webb reviewed examples of infrastructure and mobility improvements constructed from grant funds acquired with the assistance of Goodman Corp. He reviewed potential projects within TIRZ 17's CIP that may be eligible for grant funding. Mr. Goodman then responded to questions from the Board regarding timing and eligibility of TIRZ 17 projects for federal funding opportunities.

**7. Presentation on Website Hosting and Design by eSiteful**

Mr. Bowie discussed website design and hosting services provided by eSiteful. He reviewed examples of websites designed and hosted by eSiteful for other public entities. Mr. Bowie reviewed options for design and management of the TIRZ 17/Authority website.

**8. Review Responses to Requests for Qualifications/Proposals from Website Hosting and Design Firms and Review and Approve Proposal**

Mr. Huml reviewed proposals received from various website hosting and design firms. After review and discussion, Director Freels moved to approve Option 2 in the proposal submitted by eSiteful. Director Tucker seconded the motion, which carried unanimously.

**9. Fiscal Year 2015 CIP Prioritization**

Director Givens reported on input and recommendations provided by the Authority engineers regarding projects to be included in the 2015 CIP. Mr. Huml reviewed the status of projects included in the current CIP. He discussed a recommendation to prioritize (1) CIP #s T-1732A and T-1732B for N. Gessner Drainage and Mobility Improvements and (2) CIP # T-1731B for Memorial Drive Drainage and Mobility Improvements in the 2015 budget. After discussion, the Board concurred to appoint Directors Hamilton, Tucker, and Rickel to a CIP subcommittee to consider the 2015 CIP and project prioritization. The Board concurred for Director Freels to serve on the subcommittee if Director Rickel is not available.

**10. Zone Annexations**

Mr. Huml reported that TIRZ 17 staff is working on annexation scenarios and will present recommendations to the Board and the CIP subcommittee. He requested that Board members submit any related recommendations in writing.

**11. Task Order from SWA Group for Professional Design Services for W-140-01**

Mr. Vick reviewed Work Order #5 from SWA Group for professional design services associated with the proposed W-140 Channel Improvements. After discussion and review, Director Freels moved to approve Work Order #5 from SWA Group. Director Hamilton seconded the motion, which carried unanimously.

**12. Task Order from SWA Group for Professional Design Services for Zone Streetscape Standards**

Mr. Vick next reviewed Work Order #6 from SWA Group for preparation of streetscape design standards that may be applied to all TIRZ 17/ Authority projects. He responded to questions from the Board regarding the scope of the work, noting SWA Group will review the current design standards and prepare recommendations for standards based on type of street (as classified by City standards). Mr. Vick added that SWA Group will work closely with area management districts, including Memorial City Management District ("MCMD"), on the recommended standards for projects to be constructed by the Authority and maintained by such management districts. Following review and discussion, upon a motion made by Director Freels and seconded by Director Hodges, the Board voted unanimously to approve Work Order #6 from SWA Group.

**13. W140 Detention Basin Project**

Mr. Ortega reported on the Briar Branch detention basin package by L.N. McKean, Inc. and responded to questions from the Board. He reviewed and recommended payment of Pay Estimate No. 6 in the amount of \$193,751.55. Following review and discussion and based upon the engineer's recommendation, upon a motion made by Director Hamilton and seconded by Director Airola, the Board voted unanimously to approve Pay Estimate No. 6 in the amount of \$193,751.55 to L.N. McKean, Inc.

**14. Barryknoll East Improvement Project**

Mr. Ortega updated the Board on the Barryknoll East roadway and drainage improvement project by Texas Sterling Construction Co. ("Texas Sterling"). He reviewed and recommended payment of Pay Estimate No. 10 in the amount of

\$10,624.57. Following discussion and review and based upon the engineer's recommendation, Director Freels moved to approve Pay Estimate No. 10 in the amount of \$10,624.57 to Texas Sterling. The motion was seconded by Director Hamilton and carried unanimously.

#### **15. Executive Director's Report**

Mr. Huml reported regarding his work for the Authority during the prior month. He reported that Authority meetings will be held at Four Points by Sheraton beginning in April 2014. Mr. Huml reported on his schedule for the next month. He also noted that meeting handouts will continue to be posted online, but printed copies will not be available for members of the public at Authority meetings.

#### **16. Convene in Executive Session**

At 9:13 a.m., Director Givens announced the Board would meet in executive session to (a) deliberate the appointment, employment, evaluation, and duties of an employee and (b) to deliberate the purchase, exchange, lease or value of real property.

**(a) Convene in Executive Session Pursuant to Section 551.074, Texas Government Code, to Deliberate the Appointment, Employment, Evaluation, Reassignment, Duties, Discipline, or Dismissal of a Public Officer of Employee**

All of the attendees except the Board members, Mr. De Leon, Ms. Buzack, Ms. Holoubek, and Ms. Hogan left the meeting. The Board met in executive session to deliberate the appointment, employment, evaluation, and duties of an employee.

**(b) Convene in Executive Session Pursuant to Section 551.072, Texas Government Code, to Deliberate the Purchase, Exchange, Lease or Value of Real Property**

Mr. Huml entered the closed meeting. The Board met in executive session to deliberate the purchase, exchange, lease or value of real property.

#### **17. Reconvene in Open Session**

At 9:31 a.m., Director Givens announced the Board would reconvene in open session.

**(a) Reconvene in Open Session and Authorize Appropriate Action Regarding the Appointment, Employment, Evaluation, Reassignment, Duties, Discipline, or Dismissal of a Public Officer of Employee**

Director Hamilton moved to approve the employment letter for Don Huml dated as of today's meeting date, but effective as of March 15, 2014. Director Airola seconded the motion and it carried unanimously.

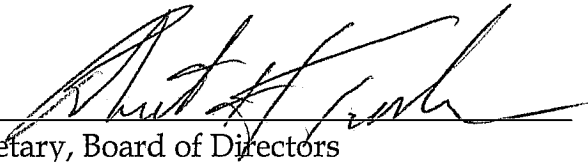
**(b) Reconvene in Open Session and Authorize Appropriate Action Regarding the Purchase, Exchange, Lease or Value of Real Property**

Director Tucker moved to authorize (1) execution of a modified Letter of Intent, (2) property surveys required by the Letter of Intent, and (3) negotiation and execution of an exchange agreement. Director Hodges seconded the motion, which passed unanimously.

**18. Adjournment**

There being no additional matters for the Board's consideration, the meeting was adjourned.

Approved:



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Secretary, Board of Directors

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