

**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**

July 30, 2019

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, July 30, 2019, 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 Directors Rickel and Hodges, thus constituting a quorum. Also present were Scott Bean and Linda Clayton, both of Hawes Hill & Associates, LLP; Jessica Holoubek, Allen Boone Humphries Robinson, LLP; and Jennifer Landreville, ETI Bookkeeping Services. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; Council Member Greg Travis, District G; Amy Peck, District A; Ben Gillis and Pat Walters, both of Memorial Management District; Laurie Rosenbaum, City of Bunker Hill; Muhammad Ali and Derek St. John, both of Gauge Engineering; Ricky Gonzalez, LAN; Jim Webb, The Goodman Corporation; James Vick and Clayton Bruner, both of SWA; Dean Bixler; Jim Shroff; Ed Browne; Lois Myers; Bruce Nichols; and David Tresch. Chair Givens called the meeting to order at 8:01 a.m.

RECEIVE PUBLIC COMMENTS.

Public comments were received from Bruce Nichols, Ed Browne and Lois Myers.

APPROVE MINUTES OF THE JULY 2, 2019, MEETING.

Upon a motion duly made by Director Airola, and being seconded by Director Freels, the Board voted unanimously to approve the Minutes of the July 2, 2019, Board meeting, as presented.

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

Ms. Landreville presented the Bookkeeper's Report and went over invoices, included in the Board materials. Mr. Bean reported the check to City of Houston for the Municipal Services Fee is being voided and payment will be made at a later date. Upon a motion duly made by Director Freels, and

being seconded by Director Heins, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented.

CIP COMMITTEE:

a. Consider Second Amendment to Development Agreement with T&C Way Partners, LLC.

Ms. Holoubek reviewed the Second Amendment to Development Agreement with T&C Way Partners LLC, in the board materials. She reported the amendment pertains to the definition of developer interest and captures how the interest is calculated. She reported no action is requested at this meeting, and the item will be on the agenda for consideration at the next meeting.

b. Project update from Gauge Engineering LLC

Mr. Ali provided updates on projects, a copy of the Progress Reports is included in the Board materials. He reported the contractor is currently installing boxes on the west side of Bunker Hill. He reported work on the retaining wall continues and is expected to be completed early September. He reported Gauge is currently working with the City to resolve conflicts encountered with the wastewater line. He reported TxDOT bid the Gessner project and the low bidder was SER Construction Partners. He reported TxDOT will be overseeing the Gessner project.

i. Consider Pay Application No. 7 from Reytec Construction, Briar Branch Channel and Straws Improvements in the amount of \$904,670.38.

Mr. Ali reviewed Pay Application No. 7 from Reytec Construction and reported Gauge has reviewed the pay application and concurs with the quantities and amounts and is recommending for approval. Upon a motion duly made by Director Heins, and being seconded by Director Durham, the Board voted unanimously to approve Pay Application No. 7, Briar Branch Channel & Straws Improvements, from Reytec Construction in the amount of \$904,670.38.

ii. Consider advancing funds to CenterPoint for raising lines on Gessner to be reimbursed by Memorial City and Spring Branch Management Districts; authorize execution of Facilities Extension Agreement.

Mr. Ali reported Memorial City and Spring Branch Districts have agreed to pay for the raising of the lines on Gessner for the theater lighting and CenterPoint will be doing the work. He reported the Facilities Extension Agreement is with the Authority and we will be reimbursed from the Districts. He reported the cost for raising the lines is \$95,669.00. Upon a motion duly made by Director Durham, and being seconded by Director Freels, the Board voted unanimously to authorize advancing the funds to CenterPoint for raising the lines on Gessner to be reimbursed by Memorial City and Spring Branch Districts; and authorized execution of the Facilities Extension Agreement.

c. Project update from LAN.

Mr. Gonzales provided an update on the Memorial Drive project, a copy of LAN's progress report is included in the Board materials. He reported LAN is working on the 95% design submittal due in

November. He stated flow patterns are not being changed and approximately 11-acre feet of detention is being added (stored underground). No action from the Board was required.

d. Project update from The Goodman Corporation.

i. Authorize payment to TxDOT for Gessner project.

Mr. Webb reported the bids were received by TxDOT on the Gessner project and the low bidder was SER Construction. He reported the project is funding with Federal funds participating at 80 percent of costs up to a maximum amount and the Authority is responsible for paying 100 percent of all items in excess of the Federal participation. He reported the cost to the Authority for the project is \$12,425,043.05 to be paid upfront and TxDOT is requesting payment of the Authority's share. He reported there is a potential of an additional \$1 million extra cost for hazardous testing at a future date. After full discussion by the Board, and upon a motion duly made by Director Durham, and being seconded by Director Airola, the Board voted unanimously to authorize payment to TxDOT in the amount of \$12,425,043.05, upon approval of the FY2019 Budget and bond authorization.

e. Project update from SWA.

Mr. Vick provided an update on projects and answered questions. 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.

RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTIONS REGARDING THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY.

An Executive Session was not called.

ADJOURNMENT.

There being no further business to come before the Board, Chair Givens adjourned the meeting at 8:58 a.m.


Secretary