

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

August 26, 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 August 26, 2014, at Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024.

Board members in attendance:

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

Staff in attendance:

Don Huml - Executive Director

Consultants in attendance:

Michelle Lofton - ETI Bookkeeping Services
Muhammad Ali - Lockwood, Andrews & Newnam, Inc. ("LAN")
Jessica Holoubek and Kristen Hogan - Allen Boone Humphries Robinson LLP
("ABHR")
Gary Struzick and Ed Conger - Klotz Associates, Inc. ("Klotz")
Steve Bonjonia of Property Acquisition Services, LLC

City of Houston (the "City") representatives in attendance:

Mary Buzack and Jennifer Curley
Amy Peck, Chief of Staff for City Council Member Brenda Stardig

1. Call Meeting to Order

Having established that a quorum of the Board was present, Mr. Huml called the meeting to order at 8:00 a.m.

2. Public Comments

Ms. Virginia Gregory commented on the need for adequate detention capacity in

order for the drainage "straws" to function properly. She then commented on the function and capacity of Briar Branch Creek and encouraged the Authority to proceed with Briar Branch Creek improvements beginning with bridge construction.

Ms. Donna Freeman commented on conflicts of interest and Authority information made available to the public. She commented on the proposed annexation maps and information that she distributed to Spring Branch Independent School District.

Ms. Roberta Prazak commented on the lack of representation at today's meeting from Councilmember Oliver Pennington's office. She commented on Director Airola's service on the Memorial Management District board. She also commented on the impact of new development on existing commercial businesses.

Mr. Ed Browne commented on the annexation of Memorial towards the west. He commented on the proposed Gessner project and its potential impacts. He also commented on the Regional Drainage Study and thanked the Board for their efforts to improve drainage in area neighborhoods.

3. 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 or Employee

At 8:11 a.m., Mr. Huml announced the Board would convene in executive session to deliberate the evaluation of an employee. All attendees left the meeting except the Board members, Ms. Buzack, Ms. Holoubek, and Ms. Hogan. At 8:22 a.m., Ms. Curley joined the executive session. At 8:51 a.m., Mr. Huml joined the executive session.

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

At 9:02 a.m., Director Givens announced the Board would reconvene in open session. Upon reconvening in open session, Director Airola made a motion to approve the Executive Director's mid-year performance plan as discussed. Director Rickel seconded the motion. Upon a request from Director Givens for a roll call vote, Directors Freels, Rickel, Tucker, Hodges and Airola voted aye, Director Givens voted nay, and the motion passed by majority vote.

5. Amended Minutes of June 24, 2014 Meeting

The Board reviewed amended minutes of the June 24, 2014, regular meeting, which were revised based on the response received by Director Tucker from the

National Association of Parliamentarians regarding the proper way to record a unanimous vote of voting members with an abstention. Following review and discussion, Director Airola moved to approve the amended minutes as submitted. The motion was seconded by Director Rickel and carried unanimously.

6. Minutes of July 29, 2014 Meeting

The Board reviewed the minutes of the July 29, 2014, regular meeting. Director Rickel presented a correction. Following review and discussion, Director Airola moved to approve the minutes with the noted revision. The motion was seconded by Director Rickel and carried unanimously.

7. Financial and Bookkeeping Matters

Ms. Lofton reviewed the financial report for July and presented checks for payment by the Authority. After review and discussion, Director Givens moved to approve the financial report and payment of the bills presented. The motion was seconded by Director Hodges and passed by unanimous vote.

8. Local Interaction Group Report and Update

Mr. Huml reported that Director Hamilton scheduled the next Local Interaction Group meeting for September 25, 2014, at 5:00 p.m. at the TIRZ 17 office.

9. Resolution Designating Meeting Places

The Board reviewed a Resolution Establishing Meeting Places to designate meeting places of the Authority at HEB, Four Points by Sheraton, and Memorial City Westin. After review and discussion, Director Airola moved to adopt the Resolution. Director Rickel seconded the motion, which passed unanimously.

10. Ratify FY 2015 Operating Budget and 2015-2019 CIP Plan as Approved by City Council

This item was tabled until the next Board meeting.

11. Report on Status of Annexation and Update on Public Comment Period

Mr. Huml discussed the 30-day public comment period regarding the proposed annexation of property into the TIRZ 17 boundaries, based on the two map scenarios previously prepared by the Annexation Committee for submittal to the City. He said a page is being added to the Authority's website to allow for public comments to be submitted during the 30-day comment period via the website. Mr. Huml also discussed

plans for a town hall meeting scheduled for September 15, 2014, at Frostwood Elementary School, noting that Councilmembers Stardig and Pennington plan to attend. Director Freels suggested re-scheduling the September meeting scheduled for September 30, 2014, so that it does not overlap with the 30-day comment period that lasts through September 30, 2014. After discussion, the Board concurred to commence the 30-day public comment period before September 1, 2014, to avoid overlap with the Authority's September regular meeting.

12. Report on Amenities Standards and Establishment of Amenities Committee

Mr. Huml discussed the preliminary report prepared by SWA Group regarding supplemental streetscape standards development for amenities constructed within the Authority and Memorial Management District. He said the preliminary report was previously presented to Memorial Management District. Mr. Huml said SWA Group expects to have an updated report completed by the second week in September. The Board considered appointing an Amenities Committee to meet at the beginning of September to coordinate with SWA Group on finalization of the report. Upon a motion made by Director Freels and seconded by Director Rickel, the Board voted unanimously to establish an Amenities Committee comprised of Directors Tucker, Hodges, and Hamilton.

13. Approve Task Order from Gunda Corporation for Engineering Review of Conrad Sauer Design

This item was tabled until the next Board meeting.

14. Review and Approve Services Agreement from Property Acquisition Services, LLC for Land Search Consultant Services

The Board reviewed an agreement from Property Acquisition Services, LLC for land search consulting services, based on the proposal approved by the Board at the previous meeting for work to be done on a time and materials basis not to exceed \$20,000. Ms. Holoubek reviewed a revision to the agreement. After review and discussion, Director Rickel moved to approve the agreement with the noted revision. Director Tucker seconded the motion, which passed unanimously.

15. Briar Branch Detention Basin Project

Mr. Ali updated the Board on the Briar Branch detention basin project. He reviewed and recommended approval of Pay Estimate No. 9 and Final in the amount of \$122,885.62, payable to L.N. McKean, Inc. Following review and discussion and based upon the engineer's recommendation, upon a motion made by Director Freels and seconded by Director Airola, the Board voted unanimously to approve Pay Estimate No. 9 and Final in the amount of \$122,885.62.

Mr. Ali next reviewed a letter from the Harris County Flood Control District indicating the project was inspected and determined to be successfully completed in accordance with the plans and specifications.

16. Barryknoll East Improvement Project

Mr. Ali updated the Board on the Barryknoll East roadway and drainage improvement project by Texas Sterling Construction Co. He recommended payment of Pay Estimate No. 14 in the amount of \$820,994.56. Following discussion and review and based upon the engineer's recommendation, Director Freels moved to approve Pay Estimate No. 14 in the amount of \$820,994.56 to Texas Sterling Construction Co. The motion was seconded by Director Rickel and carried unanimously.

17. Executive Director's Report

Mr. Huml reviewed the Executive Director's report. He discussed the holiday meeting schedule and plans to combine the November and December meetings. The Board concurred the combined November/December meeting will be held on December 2, 2014.

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

At 9:29 a.m., Mr. Huml announced the Board would convene in executive session to deliberate the purchase, exchange, lease or value of real property. All attendees left the meeting except the Board members, Mr. Huml, Ms. Buzack, Ms. Curley, Ms. Holoubek, and Ms. Hogan.

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

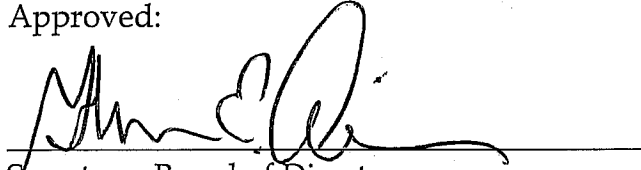
At 9:38 a.m., Mr. Huml announced the Board would reconvene in open session. Upon reconvening in open session, Director Rickel moved to authorize Property Acquisition Services, LLC to locate the discussed landowner to obtain a release of

reciprocal easement and development agreement. Director Tucker seconded the motion, which passed unanimously.

20. Adjournment

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

Approved:

A handwritten signature in black ink, appearing to be 'M. Rickel', is written over a horizontal line.

Secretary, Board of Directors

TIRZ 17 Redevelopment Authority City of Houston, Texas