

**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**

March 31, 2017

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 Friday, March 31, 2017, 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 Director Hodges, thus constituting a quorum. Also present were David Hawes, Scott Bean, Linda Clayton and Elisa Rodriguez, all with Hawes Hill Calderon, LLP; Jessica Holoubek, Allen Boone Humphries Robinson, LLP; and Pat Hall, ETI Bookkeeping Services. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; CM Greg Travis, District G; Laurie Rosenbaum, City of Bunker Hill; Ben Gillis and Pat Walters, Memorial City Management District; Gary Hill, COH; Virginia Blake, McCall Gibson Swedlund Barfoot PLLC; Derek St. John, LAN; Edward Conger, Klotz Associates; James Vick, SWA; Mike Vandinator, HCFCD; Tara Burrer, Half; Kay Haslam, Dean Bixler, Jim Shroff, Virginia Gregory, Donna Freedman, Robert Benz, David Tresch, Ed Browne, Kelly Landwermeyer and Lois Myers. Chair Givens called the meeting to order at 8:01 a.m.

RECEIVE PUBLIC COMMENTS.

Kay Haslam discussed the Sam Houston trunkline being diverted into W153. Donna Freedman discussed communication between the Mayor of Bunker Hill in 2016, an email to Tom Ramsey at Klotz and a conversation with Congressman Culbertson. She stated her concern is that the Mayor of Bunker Hill is conversing with people and Congressman Culbertson and nobody seems to know who was at the meeting. Ed Browne discussed his concern regarding a letter to Ann Givens regarding three to four basins. He stated he is concerned there is a lack of transparency. Kelly Landwermeyer thanked the Board for its recent efforts to provide detention on the south side of IH-10. She stated Frostwood applauds the Board's efforts and encourages the Board to move forward. She also discussed reconstruction of Memorial Drive. Lois Myers discussed detention ponds, and said the goal of TIRZ 17 is to improve drainage and mobility. She said Walter P. Moore stated there was a need to put in detention ponds, and that the Board needs to think about where it is going to place the detention ponds. She further requested that detention not be put on the banks of Buffalo Bayou, and stated the developers needed to construct their own detention.

APPROVE MINUTES OF FEBRUARY 28, 2017, REGULAR MEETING.

Upon a motion duly made by Director Rickel, and being seconded by Director Airola, the Board voted unanimously to approve the Minutes of the February 28, 2017, Board meeting, as presented.

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

Ms. Hall presented the Bookkeeper's Report and went over invoices, included in the Board agenda materials. She reported check #2591 and #2592 issued and approved on May 19, 2016, have been voided and reissued for administration fees payable to the City of Houston. Upon a motion duly made by Director Freels, and being seconded by Director Rickel, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented.

AMENDMENT TO AGREEMENT WITH HAWES HILL CALDERON, LLP.

Mr. Hawes presented the Amendment to Agreement with Hawes Hill Calderon LLP, included in the Board agenda materials. Director Rickel requested to table this item to allow the CIP Committee to review and make its recommendation. Chair Givens requested the CIP Committee to review the contract at its next meeting.

AGREED-UPON PROCEDURES REPORT TOWN CENTRE PARTNERS, LTD.; AUTHORIZE APPROPRIATE ACTION.

Ms. Blake presented the Agreed-Upon Procedures Report for Town Centre Partners, Ltd., included in the Board agenda materials, for public improvement reimbursable costs. She reported the total amount reimbursable to Town Centre Partners, Ltd. and Frost Bank as of March 31, 2017, is \$995,000.0, plus accrued interest at 4% in an amount of \$13,258.93. There was general discussion regarding final sign-off. Ms. Holoubek reported a certificate of completion has been received. Upon a motion duly made by Director Airola, and being seconded by Director Freels, the Board voted unanimously to approve the Agreed-Upon Procedures Report, as presented and authorized payment of \$995,000.00, plus 4% accrued interest in the amount of \$13,258.93 for a total amount of \$1,008,258.93 to Town Centre Partners, Ltd. and Frost Bank.

CIP COMMITTEE.

a. Project Update Report from LAN.

Mr. St. John provided an update on the sub-regional detention analysis. He reported the impact analysis technical memorandum has been submitted to the City and Harris County Flood Control for review. He provided an update on the Memorial Drive improvements project and the Town & Country Reconstruction project. Director Freels requested LAN to consider grooving Memorial Drive. No action from the Board was required.

b. Project Update Report from Klotz Associates, including;

i. Presentation on W-140, Straws, and preliminary Bunker Hill bridge design.

Mr. Conger provided an update on the N. Gessner drainage and mobility project, a status report is included in the Board agenda materials. He provided a presentation on the W-140 channel improvements, straws and Bunker Hill bridge. A copy of the presentation is on the TIRZ 17 website under the meetings tab. He reported the drainage impact analysis is under review at Harris County Flood Control and design drawings are 85% complete. There was a lengthy discussion regarding maintenance upon completion. Mr. Conger stated he has received assurances from Flood Control and the City the maintenance issue will be resolved prior to implementing. He stated if we change the design it would significantly delay implementation of the project. There was general discussion regarding an open or closed system at the Bunker Hill bridge. No action from the Board was required.

c. Project Update Report from Goodman Corporation.

This item was tabled.

d. Project Update Report from SWA, including;

Mr. Vick provided a report on the landscape architectural status on various projects. A copy of SWA status report is included in the Board agenda materials.

i. Amended work authorization for Gessner Road landscape design.

Mr. Vick reviewed the amended Word Order #12 for professional design services for landscape, irrigation, hardscape, lighting, bush shelters and other improvements within the right-of-way from IH10 to Long Point, included in the Board agenda materials. He stated the amendment extends the services from Westview to Long Point. Mr. Bean stated the CIP Committee has reviewed the proposal 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 amended Work Order #12 from SWA in an amount not to exceed \$243,600, as presented.

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.

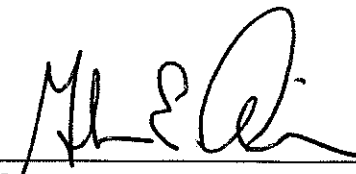
The Board convened in Executive Session at 9:00 a.m.

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

The Board reconvened in open session at 9:12 a.m. No action was taken.

ADJOURNMENT

There being no further business to come before the Board, Chair Givens adjourned the meeting at 9:13 a.m.


Secretary