

**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**

**April 24, 2018**

**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, April 24, 2018, 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 Givens, Rickel and Heins, thus constituting a quorum. Also present were Scott Bean and Linda Clayton, both of Hawes Hill & Associates, LLP; Jessica Carr, Allen Boone Humphries Robinson, LLP; and Michelle Lofton, ETI Bookkeeping Services. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; Gary Hill, COH-PWE; Jack Valinski, COH; Ben Gillis and Pat Walters, both with Memorial Management District; Karen Glynn and Laurie Rosenbaum, both of City of Bunker Hill; Muhammad Ali, LAN; Natalie Weiershausen, RPS; Jim Webb, Goodman Corporation; Clayton Bruner, SWA; Drew Masterson and Kristin Blomquist, Masterson Advisors LLC; Bruce Nichols; John Jackson; Jim Shroff; Dean Bixler; Lois Myers; Andrew Roberts; Robert Reavis; Larry Hunt; Ed Browne; and Bill Green. The meeting was called to order at 8:01 a.m.

**RECEIVE PUBLIC COMMENTS.**

Public comments were received from: Bruce Nichols commented on the Interlocal Agreement with the City of Bunker Hill and stated this is a major step toward improving Memorial Drive between Tallowood and Gessner. He stated the agreement maximizes grant funding opportunities and enables the TIRZ to maximize its resources by using government grants to bring capital improvements to the area. Lois Myers made comments regarding the accuracy and detail of the TIRZ minutes; she commented on HCFCD approving a plan on Memorial Drive for a detention pond that doesn't exist; and commented on pushing for more detention on land owned by developers. Ed Browne spoke on behalf of Cynthia Neely who was unable to attend the meeting.

**APPROVE MINUTES OF THE MARCH 27, 2018, REGULAR MEETING.**

Upon a motion duly made by Director Airola, and being seconded by Director Durham, the Board voted unanimously to approve the Minutes of the March 27, 2018, Board meeting, as presented.

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

Ms. Lofton presented the Bookkeeper's Report and went over invoices, included in the Board agenda materials. She reported check #2821 to Harris Construction Co. was voided and reissued in the amount of \$500,540.49. Upon a motion duly made by Director Freels, and being seconded by Director Airola, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented, and amended.

**RECEIVE AND CONSIDER MUNICIPAL ADVISOR ENGAGEMENT LETTER WITH MASTERSON ADVISORS LLC.**

Mr. Bean reported Drew Masterson and Kristin Blomquist have left Hilltop Securities and Mr. Masterson has formed a new company. Mr. Masterson reviewed the Municipal Advisor Engagement Letter, included in the Board agenda materials. Mr. Bean reported the CIP Committee reviewed the engagement letter and is recommending terminating its engagement with Hilltop Securities and engaging Masterson Advisors, LLC as its municipal advisor. Attorney Carr stated the termination of Hilltop Securities requires a 30-day notice and the engagement with Masterson would be effective 30 days from today's date. Upon a motion duly made by Director Freels, and being seconded by Director Durham, the Board voted unanimously to authorize staff terminate the agreement with Hilltop Securities; and approved the Municipal Advisor Engagement Letter with Masterson Advisors LLC, effective 30 days from today's date.

**CIP COMMITTEE.**

**a. Project Update Report from LAN**

Mr. Ali provided a drone presentation on the Town & Country project and answered questions. He reported the concrete storm sewer box culverts will help mitigate *some* of the flooding at the BW8 and I-10 interchange. He stated the road will also provide access around the BW8 and I-10 intersection during extreme flooding events, which will provide a public benefit.

**i. Pay Estimate No. 7 from SER Construction Partners, T&C Reconstruction and Drainage Improvements, in the amount of \$500,540.49**

Mr. Ali reviewed Pay Estimate No. 7 from SER Construction Partners for T&C Reconstruction and Drainage Improvements in the amount of \$500,540.49. He reported LAN has reviewed the pay estimate and concurs with the amounts and quantities and is recommending for approval.

Ms. Carr reviewed and recommended approval of a License Agreement to allow the contractors on SFP Hotel Investors' property to remove and relocate a parking light fixture 4 ft to the north.

Upon a motion duly made by Director Airola, and being seconded by Director Durham, Directors Airola, Hodges and Durham voted to approve Pay Estimate No. 7 from SER Construction Partners, T&C Reconstruction and Drainage, in the amount of \$500,540.49; and to approve the License Agreement with SFP Hotel Investors, as presented. Director Freels abstained. The motion passed.

**b. Project Update Report from RPS**

Ms. Weiershausen provided an update on the Briar Branch channel improvements, straws and bridge and N. Gessner drainage and mobility improvement projects, a copy of the progress reports is included in the Board agenda materials. She reported RPS received and is addressing comments received from City on the 100% construction plans for the Briar Branch project. She reported the bid documents are ready for release once the plans have been approved.

**c. Project Update Report from Goodman Corporation**

**i. Approve Interlocal Agreement with City of Bunker Hill Village.**

Mr. Webb reported the City Council for the City of Bunker Hill Village have agreed to the Interlocal Agreement with a stipulation that the City of Bunker Hill Village's fund be capped at \$1.2 million. He reported the Agreement has been revised accordingly with a reduced estimated total cost for the TIRZ and the City of Bunker Hill Village and is recommending approval of the amended agreement. Ms. Carr stated we are still hopeful that the bids for the project come in below the estimate. Upon a motion duly made by Director Hodges, and being seconded by Director Durham, the Board voted unanimously to approve and authorize execution of the Interlocal Agreement with the City of Bunker Hill Village.

**d. Project Update Report from SWA**

Mr. Bruner provided a status report for landscape architecture projects, a copy of the report is included in the Board agenda materials. He reported costs for the GFC bollards came in way over what was estimated for the round-a-bout on Town & Country and they will not be proceeding with the GFC bollards.

**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 8:32 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 8:50 a.m.

Upon a motion duly made by Director Freels, and being seconded by Director Airola, the Board voted unanimously to authorize the Zone's attorney to respond to the request for information from Spring Branch Independent School District.

**ADJOURNMENT**

There being no further business to come before the Board, the meeting was adjourned at 8:51 a.m.

  
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~~Secretary~~ Vice-CHAIR