

**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 31, 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, July 31, 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 Director Rickel, thus constituting a quorum. Also present were David Hawes 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.; Jack Valinski, COH; Amy Peck, District A; Ben Gillis and Pat Walters, Memorial Management District; Karen Glynn and Laurie Rosenbaum, both of City of Bunker Hill; Mary Schneider, Office of Congressman Culberson; Wayne Swafford, Ricky Gonzalez, Matt Manges and Rick Butler, all with LAN; Jim Webb, Goodman Corporation; James Vick, SWA; John Jackson; Kay Haslam; Jim Shroff; Dean Bixler; Ed Browne; John Dunn; David Tresch; Robert Benz; Emily Anderson; Bruce Nichols and Lois Myers. Chair Givens called the meeting to order at 8:01 a.m.

RECEIVE PUBLIC COMMENTS.

The Board received public comments from Kay Haslam, Ed Browne, Bruce Nichols and Lois Myers.

APPROVE MINUTES OF THE JUNE 19, 2018, REGULAR MEETING.

Upon a motion duly made by Director Durham, and being seconded by Director Freels, the Board voted unanimously to approve the Minutes of the June 19, 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 materials. Upon a motion duly made by Director Hodges, and being seconded by Director Airola, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented.

UPDATE FROM LAN.

Mr. Swafford introduced Ricky Gonzalez, Matt Manges and Rick Butler key personnel with LAN appointed to work on TIRZ 17 projects. He stated LAN has a continued commitment to the TIRZ. No action from the Board was required.

GAUGE ENGINEERING QUALIFICATIONS.

Chair Givens reported the Board requested Gauge Engineering to provide the qualifications since Derek St. John and Muhammad Ali were an intricate part of the TIRZs projects. She reported Gauge Engineering's statement of qualifications is included in the Board materials for review. No action from the Board was required.

CONSIDER PAY ESTIMATE NO. 10 FROM SER CONSTRUCTION PARTNERS, T&C RECONSTRUCTION AND DRAINAGE IMPROVEMENTS, IN THE AMOUNT OF \$534,253.28.

Mr. Gonzalez reviewed Pay Estimate No. 10 from SER Construction Partners, T&C Reconstruction and Drainage Improvements, in the amount of \$534,253.28, included in the Board materials. He reported LAN has reviewed the Pay Estimate and concurs with the quantities and amounts and is recommending for approval. Upon a motion duly made by Director Airola, and being seconded by Director Durham, the Board voted unanimously to approve Pay Estimate No. 10 from SER Construction Partners for the T&C Reconstruction and Drainage Improvements project in the amount of \$534,253.28, as presented.

CONSIDER RESOLUTION OF SUPPORT AND FUNDING COMMITMENT FOR MEMORIAL DRIVE RECONSTRUCTION PROJECT FROM TALLOWOOD TO GESSNER

Mr. Webb reviewed the Resolution of Support and Funding Commitment for Memorial Drive, included in the Board materials, which provides the Authority is committed to providing its proportionate share as defined in the Interlocal Agreement. Upon a motion duly made by Director Freels, and being seconded by Director Durham, the Board voted unanimously to approve the Resolution of Support and Funding Commitment for Memorial Drive Reconstruction Project from Tallowood to Gessner, as presented.

CONSIDER INTERLOCAL AGREEMENT WITH CITY OF BUNKER HILL VILLAGE

Mr. Webb reviewed the revised Interlocal Agreement with the City of Bunker Hill Village regarding the Memorial Drive reconstruction project, included in the Board materials. He reported the agreement adjusts the scope and reduces the total price to fit with the City of Bunker Hill's budget. Ms. Karen Glynn reported the City of Bunker Hill Village worked through its budget items and the Interlocal Agreement will be on the August 21 City Council's Agenda for consideration. Upon a motion duly made by Director Freels, and being seconded by Director Heins, the Board voted unanimously to approve the Interlocal Agreement with the City of Bunker Hill Village, as presented.

CONSIDER TASK ORDER FROM THE GOODMAN CORPORATION FOR MEMORIAL DRIVE (BELTWAY 8 TO TALLOWOOD) PUBLIC MEETING

Mr. Webb reviewed the Task Order for Memorial Drive, Beltway 8 to Tallowood, public meeting, included in the Board materials. He reported TxDOT is requesting a public engagement meeting on the project. He went over the scope of services and answered questions. He reported The Goodman Corporation will do the environmental work which is a TxDOT requirement. Director Freels requested the meeting be held as soon as possible. Mr. Webb reported TGC will coordinate the meeting and will not be able to conduct until 30% submission of environmental and schematics are prepared. He reported at the meeting the public will have opportunity to provide written comments. He reported if a lot of negative comments are received TxDOT will require a more enhanced environmental prepared. Upon a motion duly made by Director Hodges, and being seconded by Director Durham, the Board voted unanimously to approve the Task Order from The Goodman Corporation for Memorial Drive Public Meeting (Beltway 8 to Tallowood), as presented.

CONSIDER SWA WORK ORDER #17 PROFESSIONAL DESIGN SERVICES FOR BELTWAY 8 PEDESTRIAN PATH LANDSCAPE AMENITIES

Mr. Vick reviewed SWA Work Order No. 17 for professional design services for Beltway 8 Pedestrian Path Landscape Amenities at a fixed fee of \$35,000.00 and answered questions. Upon a motion duly made by Director Durham, and being seconded by Director Heins, the Board voted unanimously to approve SWA Work Order #17 for professional design services for Beltway 8 Pedestrian Path Landscape Amenities, as presented.

FUNDING FOR TOWN & COUNTRY ELECTRICAL AND LIGHTING PROJECT, INCLUDING:

- a. **Cost Sharing Agreement**
- b. **Change Order from SER Construction Co.**

Mr. Gonzalez reviewed Change Order No. 2, T&C Reconstruction, from SER Construction Partners in the amount of \$280,000.00, included in the Board materials. Upon a motion duly made by Director Airola, and being seconded by Director Hodges, the Board voted unanimously to approve Change Order No. 2, T&C Reconstruction, from SER Construction Partners in the amount of \$280,000.00, as presented.

Ms. Curley commented that this project is a mobility project with a drainage component and the change order for the lighting is only doing the finishing touches on the amenity portion of the project.

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 8:39 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 9:05 a.m. Upon reconvening, a motion was duly made by Director Heins, and seconded by Director Airola, the Board voted unanimously to approve and authorized execution of a Temporary Right of Entry and Indemnification Agreement.

ADJOURNMENT

There being no further business to come before the Board, Chair Givens adjourned the meeting at 9:06 a.m.



Secretary