

**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 23, 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, April 23, 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 Carr, Allen Boone Humphries Robinson, LLP; and Michelle Lofton, ETI Bookkeeping Services. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; Council Member Greg Travis, District G; Ben Gillis and Pat Walters, both of Memorial Management District; Muhammad Ali and Derek St. John, both of Gauge Engineering; Ricky Gonzalez, LAN; Jim Webb, The Goodman Corporation; James Vick, SWA; Lois Myers; Jim Shroff and David Tresch. Chair Givens called the meeting to order at 8:18 a.m.

RECEIVE PUBLIC COMMENTS.

Public comments were received from Lois Myers.

APPROVE MINUTES OF THE MARCH 26, 2019, 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 March 26, 2019, Board meeting, as presented.

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

Ms. Lofton presented the Bookkeeper's Report and went over invoices, included in the Board materials. Ms. Curley answered questions regarding when the FY2019 Budget will be on the City Council's Agenda. Upon a motion duly made by Director Heins, and being seconded by Director Freels, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented.

CONSIDER AGREEMENT FOR BOOKKEEPING SERVICES WITH ETI EFFECTIVE JULY 1, 2019.

Mr. Bean stated ETI has been operating under the same agreement entered into in 2003. He stated the rate increase is \$100 per month with a built in 3% increase each year. He stated the agreement was reviewed by the CIP Committee and it is recommending for approval. Upon a motion duly made by Director Heins, and being seconded by Director Airola, the Board voted unanimously to approve the Agreement for Bookkeeping Services with ETI, effective July 1, 2019, as presented.

CIP COMMITTEE

a. Project update from Gauge Engineering LLC

Mr. Ali provided an update on the W140 Briar Branch Channel & Straws Improvements project, a copy of the progress report is included in the Board materials. He stated the project will have three rows consisting of one 10'x8' and two 9'x8' box culverts. He stated in early May the construction will begin on the Bunker Hill crossing. He distributed a picture of a damaged straw located at Larston and reported the contractor is working on fixing the straw. Gauge's progress report for Gessner Road, Detention Basin A and HCFCD partnership feasibility is included in the Board materials for review.

i. Consider Pay Application No. 4 from Reytec Construction, Briar Branch Channel and Straws improvements in the amount of \$2,285,651.68.

Mr. Ali reported Gauge has reviewed Pay Application No. 4 from Reytec Construction and concurs with the amounts and quantities and is recommending for approval. Upon a motion duly made by Director Airola, and being seconded by Director Heins, the Board voted unanimously to approve Pay Application No. 4, Briar Branch Channel & Improvements, from Reytec Construction in the amount of \$2,285,651.68, as presented.

ii. Consider task order for engineering services for 10-ft access road along southern section of Briar Branch enclosed storm sewer system.

Mr. Ali reviewed the task order for engineering services for construction plans and specifications for a maintenance access road for W140, included in the Board materials. He reported the project is for a 10-ft access road, will have bollards on each side of the road and the community will have access to the road to use for hiking and biking. Upon a motion duly made by Director Freels, and being seconded by Director Airola, the Board voted unanimously to approve the task order from Gauge Engineering for construction plans and specifications for a maintenance access road for W140 in the amount of \$83,000.00, as presented.

b. Project update from LAN

Mr. Gonzalez provided an update on Memorial Drive and Town & Country improvement projects, a copy of LAN's progress report is included in the Board materials. He reported 60% plans for Memorial were submitted to TxDOT and the City and 90% design plans were due July 1. He stated the Town & Country project is complete.

i. Consider Pay Application No. 16 from SER Construction Partners, T&C Reconstruction and Drainage Improvements in the amount of \$200,651.60

Mr. Gonzalez reported LAN has reviewed pay application no. 16 from SER Construction in the amount of \$200,651.60 and concurs with the amount and quantities and is recommending for approval.

Upon a motion duly made by Director Durham, and being seconded by Director Heins, the Board voted unanimously to approve Pay Application No. 16, T&C Reconstruction and Drainage Improvements from SER Construction Partners in the amount of \$200,651.60, as presented.

ii. Consider Change Order No. 3 from SER Construction Partners, T&C Reconstruction and Drainage Improvements in the amount of (\$757,128.68)

Mr. Gonzalez reported LAN has reviewed change order no. 3 from SER Construction and stated the change order adjusts quantities *decreasing* the contract price \$757,128.68 and LAN concurs with the amount and quantities and is recommending for approval.

iii. Consider Pay Application No. 17 (FINAL) from SER Construction Partners, T&C Reconstruction and Drainage Improvements in the amount of \$388,570.72

Mr. Gonzalez reported LAN has reviewed pay application no. 17 (FINAL) in the amount of \$388,570.72 closing out the project including retainage and LAN concurs with the amount and quantities and is recommending for approval.

Upon a motion duly made by Director Heins, and being seconded by Director Airola, the Board voted unanimously to approve Change Order No. 3, T&C Reconstruction, from SER Construction in the amount of (\$757,128.68); and approved Pay Application No. 17 (FINAL), T&C Reconstruction from SER Construction in the amount of \$388,570.72.

c. Project update from The Goodman Corporation

Mr. Webb reported TGC is working on finalizing a summary of comments received from the Memorial Drive public engagement meeting. He reported approximately 74% of the comments were positive.

i. Consider task order for Memorial Drive (BW8 to Tallowood) Soil and Groundwater Management Plan

Mr. Webb reviewed TGC's task order for Memorial Drive Soil and Groundwater Management Plan (BW8 to Tallowood), included in the Board materials. He reported contamination was discovered during environmental process and TGC will complete a soil management plan per TxDOT requirements for handling hazardous materials present in the soil due to previous contamination. Upon a motion duly made by Director Durham, and being seconded by Director Freels, the Board voted unanimously to approve the task order from The Goodman Corporation for Memorial Drive (BW8 to Tallowood) Soil and Groundwater Management Plan in the amount of \$14,500.00, as presented.

ii. Consider task order for Continued Funding Pursuit and Coordination

Mr. Webb reviewed the task order for continued funding pursuit and coordination in identifying projects and resources for potential grant opportunities. Upon a motion duly made by Director Freels, and being seconded by Director Durham, the Board voted unanimously to approve the TGC task order for continued funding pursuit and coordination in the amount of \$55,000.00, as presented.

9:00 a.m. Director Freels left meeting; a quorum was still present.

d. Project update from SWA

Mr. Vick provided an update on current projects, a copy of SWA's status report is included in the Board materials for review.

i. Consider task order for landscaping design services for 10-ft access road along southern section of Briar Branch enclosed storm sewer system

Mr. Vick reviewed SWA work order #18, included in the Board materials, for professional design services relating to a 10-ft access road along the southern section of Briar Branch enclosed storm sewer system. He answered questions regarding the maintenance of the enhancements and reported both Memorial City and Spring Branch Management Districts have agreed to maintain upon completion. Upon a motion duly made by Director Heins, and being seconded by Director Durham, the Board voted unanimously to approve SWA's work order #18 for W140 landscape design services in the amount of \$53,680.00, as presented.

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 9:03 a.m.

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

The Board reconvened in Open Session at 9:23 a.m. Upon reconvening, the board took the following action: Upon a motion duly made by Director Airola, and being seconded by Director Heins, the Board voted unanimously to authorize execution of a Non-Exclusive Access Easement.

ADJOURNMENT.

There being no further business to come before the Board, Chair Givens adjourned the meeting at 9:25 a.m.



Secretary