

**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 28, 2020

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 28, 2020, at 8:00 a.m., via videoconference, 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, thus constituting a quorum. Also present were Scott Bean, Linda Clayton and Josh Hawes, all with Hawes Hill & Associates, LLP; Jessica Holoubek, Allen Boone Humphries Robinson, LLP; Pat Hall, ETI Bookkeeping Services; and Virginia Blake, McCall Gibson Swedlund Barfoot PLLC. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; James Rains, District G; Laurie Rosenbaum, City of Bunker Hill; Muhammad Ali and Derek St. John, both of Gauge Engineering; Ricky Gonzalez and Michael Salinas, both of LAN; Jim Webb, The Goodman Corporation; Bruce Nichols; Ed Browne; and John Jackson. Chair Givens called the meeting to order at 8:05 a.m.

DECLARE EMERGENCY.

Ms. Holoubek stated due to the COVID19 pandemic the Governor of Texas and Harris County Attorney have declared an emergency. She stated convening at one location of a quorum of the Board is difficult or impossible. She stated pursuant to the Governor of the State of Texas certain aspects of the Open Meetings Act have been revised during the pandemic and allows for governmental entities to meet by videoconference rather than by physical quorum. She went over the requirements to hold the meeting via videoconference. She stated in all respects the meeting is open to the public and compliant with applicable law and guidelines outlined by the Governor of the State of Texas.

RECEIVE PUBLIC COMMENTS.

There were no public comments.

APPROVE MINUTES OF THE FEBRUARY 25, 2020, MEETING.

Upon a motion duly made by Director Durham, and being seconded by Director Airola, the Board voted unanimously to approve the Minutes of the February 25, 2020, Board meeting, as presented.

REVIEW LIST OF LOCAL GOVERNMENT OFFICERS PURSUANT TO LOCAL GOVERNMENT CODE, CHAPTER 176.0065.

After reviewing the List of Local Government Officers, included in the Board materials, a motion was duly made by Director Rickel, and seconded by Director Heins, the Board voted unanimously to approve the List of Local Government Officers Pursuant to Local Government Code, Chapter 176.0065.

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 materials. Upon a motion duly made by Director Rickel, and being seconded by Director Airola, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented.

RECEIVE AND APPROVE AGREED-UPON PROCEDURES REPORT FOR LIPEX PROPERTIES L.P.; AND AUTHORIZE DISBURSEMENT.

Ms. Blake presented the Agreed-Upon Procedures Report for Lipex Properties, L.P., included in the Board materials. There was general discussion regarding the 4% interest rate. The Board requested verification the 4% interest rate is correct. Mr. Bean reported under the agreement the Authority can make seven annual payments or a lump sum payment. Ms. Holoubek stated the minimum distribution amount for today's payment is \$3 Million. There was a lengthy discussion regarding the interest rate and distribution payment.

Upon a motion duly made by Director Rickel, and seconded by Director Durham, the Board voted unanimously to approve the Agreed-Upon Procedures Report for Lipex Properties, L.P., subject to verification the 4% interest rate is correct.

Upon a motion duly made by Director Rickel, and being seconded by Director Freels, the Board voted unanimously to authorize disbursement under the Lipex Properties L.P. Agreement in the minimum amount of \$3,013,459.49 (principal only).

CIP COMMITTEE:

a. Project update and recommendations from Gauge Engineering LLC

Mr. Ali provided an update on the Briar Branch Channel and Straw Improvements project, a copy of the progress report is included in the Board materials. He provided an update on street repairs. He stated toward the end of the contract the streets will be restored. He stated Gauge intends to walk the streets this week to assess any repairs needed. Mr. Ali provided an update on the Gessner Road Improvements project, a copy of the progress report is included in the Board materials. He reported the boxes on the west side are complete and contractor has started sidewalk installation on the westside. He reported on two sanitary sewer line failures on the east side and stated they are working with the City. He stated they were able to repair the failures quickly due to less traffic flow.

i. Consider Pay Application No. 16, Briar Branch Channel and Straw Improvements, from Reytec Construction

Mr. Ali reviewed Pay Application No. 16, Briar Branch Channel and Straws Improvements, from Reytec Construction in the amount of \$299,505.45. He reported Gauge has reviewed the pay application and concurs with the amount and quantities and is recommending for approval.

ii. Consider Pay Application No. 17, Briar Branch Channel and Straw Improvements, from Reytec Construction.

Mr. Ali Mr. Ali reviewed Pay Application No. 17, Briar Branch Channel and Straws Improvements, from Reytec Construction in the amount of \$214,026.76. He reported Gauge has reviewed the pay application and concurs with the amount and quantities and is recommending for approval.

Upon a motion duly made by Director Heins, and being seconded by Director Rickel, the Board voted unanimously to (i) approve Pay Application No. 16, Briar Branch Channel and Straws Improvements, from Reytec Construction in the amount of \$299,505.45, as presented; and (ii) approve Pay Application No. 17, Briar Branch Channel and Straws Improvements, from Reytec Construction in the amount of \$214,026.76, as presented.

iii. Consider Task Order for preliminary engineering services W140 detention pond expansion

Mr. St. John reviewed Gauge Engineering Task Order for preliminary engineering services for W140 detention pond expansion in the amount of \$174,455.00, included in the Board materials. He reported the task order is to explore the potential to deepen the W140 detention pond to the existing basin to a pumped detention configuration and the benefit provided. Upon a motion duly made by Director Rickel, and being seconded by Director Durham, the Board voted unanimously to approve Gauge Engineering's Task order for preliminary engineering services for potential expansion of W140 detention pond in the amount of \$174,455.00, as presented.

b. Project update from LAN

Mr. Salinas provided an update on the Memorial Drive Improvements project. He reported the project is currently being advertised for bids and TxDOT will have compiled the bids next month for awarding. He reported the ROW acquisitions are in process. No action from the Board was required.

c. Project update and recommendations from The Goodman Corporation

i. Consider Task Order for Memorial Drive, update project specifications

Mr. Webb reported TxDOT has requested TGC to update the environmental for Memorial Drive project. He reported the task order is in the amount of \$1,926.00 to update the project specifications. Upon a motion duly made by Director Freels, and being seconded by Director Rickel, the Board voted unanimously to approve The Goodman Corporation task order for additional Hazmat Specification Development in the amount of \$1,926.00, as presented.

d. Project update from SWA

SWA's progress report is included in the Board materials for review.

ADJOURNMENT.

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


