

**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**

June 30, 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, June 30, 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, Josh Hawes and Leticia Rodriguez, 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 and Katy Shelton, both of District G; Ben Gillis, Memorial Management District; Karen Glynn and Laurie Rosenbaum, both of City of Bunker Hill; Muhammad Ali and Derek St. John, both of Gauge Engineering; Jim Webb, The Goodman Corporation; James Vick, SWA; Jack Valinski, COH; Margaret Dunlap, METRO; Marlene Gafrick; David Tresch; Andria Rondon; Robert Benz; Lois Myers and Bruce Nichols. Chair Givens called the meeting to order at 8:02 a.m.

RECEIVE PUBLIC COMMENTS.

Public comments were received from Lois Myers and Bruce Nichols.

APPROVE MINUTES OF THE MAY 26, 2020, MEETING.

Upon a motion duly made by Director Rickel, and being seconded by Director Heins, the Board voted unanimously to approve the Minutes of the May 26, 2020, Board meeting, as presented.

RECEIVE UPDATED AGREED-UPON PROCEDURES REPORT FOR LIPEX PROPERTIES, LP; AND AUTHORIZE DISBURSEMENT.

Ms. Blake presented the Report on Applying Agreed-Upon Procedures to Design and Related Costs Reimbursable to Lipex Properties, L.P., included in the Board materials. She reported interest was recalculated and the total reimbursable to Lipex Properties, LP as of May 31, 2020 is \$19,266,570.47. She answered questions regarding the interest calculation and reported the previous interest calculation was \$1,842,936.38 and the updated calculation is \$1,727,622.30 for a difference of

\$115,314.08. Upon a motion duly made by Director Rickel, and being seconded by Director Durham, the Board voted unanimously to approve the Amended Report on Applying Agreed-Upon Procedures to Design and Related Costs Reimbursable to Lipex Properties, L.P.

AUTHORIZE PAYMENT TO TxDOT FOR MEMORIAL DRIVE EAST OF TALLOWOOD ROAD TO BW8 PROJECT.

Mr. Webb reported TxDOT received 7 bids for the Memorial Drive East of Tallowood Road to BW8 project and the low bidder was received by SER Construction Partners LLC. He went over the funding cost estimate and reported the Authority is responsible for paying 100% of all items in excess of the Federal funding participation. He reported the Authority's share is \$10,682,908.81. After full discussion by the Board, and upon a motion duly made by Director Durham, and being seconded by Director Rickel, the Board voted unanimously to authorize payment to TxDOT for the Authority's share for the Memorial Drive East of Tallowood to BW8 project in the amount of \$10,682,908.81.

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 Durham, and being seconded by Director Airola, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented.

CONSIDER FY2021 BUDGET.

Mr. Bean reported the FY2021 Budget is not ready and requested this item be tabled. Chair Givens noted the FY2020 Budget has not been approved by the City and wanted to know when it will be approved. *Jennifer Curley with the City of Houston did not have audio (microphone) capabilities and was not able to respond.*

This item was tabled.

CIP COMMITTEE:

a. Project update and recommendations from Gauge Engineering LLC

Mr. Ali provided an update on the Briar Branch Channel & Straws Improvements project, a copy of the progress report is included in the Board materials. He reported clean-up work is still in progress. He stated a walk-thru will be conducted at the end of October with the City for punch list items to be completed before final completion. He stated the contractor was out to fix the manhole near Ms. Myers' residence and he would conduct a site visit to inspect the manhole to make sure it had been fixed.

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 contractor is currently working on the east side of the road.

Mr. Ali reported TxDOT will be the construction manager for the Memorial Drive East of Tallowood to BW8 project. He stated Gauge has received some of the files from LAN and should be receiving the remaining files in the coming weeks.

i. Consider Pay Application No. 19, Briar Branch Channel and Straw Improvements, from Reytec Construction.

Mr. Ali reviewed Pay Application No. 19, Briar Branch Channel and Straws Improvements, from Reytec Construction in the amount of \$145,438.31, included in the Board materials. He reported Gauge Engineering has reviewed the pay application 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 Rickel, the Board voted unanimously to approve Pay Application No. 19, Briar Branch Channel and Straws Improvements, from Reytec Construction in the amount of \$145,438.31, as presented.

b. Project update and recommendations from The Goodman Corporation.

Mr. Webb provided an update pursuit of funding opportunities for projects. He reported TGC met with EDA and briefed them on potential projects for an EDA grant and the EDA felt they did not meet the criteria for a grant. No action from the Board was required.

c. Project update and recommendations from SWA.

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

i. Consider SWA Work Order No. 20, professional design services for Memorial Road Drainage & Mobility Improvements.

Mr. Vick reviewed SWA Work Order No. 20 for professional design services for the Memorial Drive project in an amount not to exceed \$93,450.00, included in the Board materials. Mr. Bean stated the CIP Committee has reviewed the work order and is recommending for approval. Upon a motion duly made by Director Heins, and being seconded by Director Durham, the Board voted unanimously to approve SWA Work Order No. 20 for professional design services for the Memorial Drive Improvements project in an amount not to exceed \$93,450.00, as presented.

REVISITED - FY2021 BUDGET ITEM.

Ms. Curley telephoned into the meeting and stated she had issues with her audio and was unable to respond earlier regarding the FY2020 Budget. She stated she did not believe the City needed to approve FY2020 Budget since we were currently working on approval of the FY2021 Budget but would check with Ms. Tillotson. Chair Givens stated she would like the City to approve the FY2020 Budget to have it on the record.

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 8:48 a.m.

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

The Board reconvened in Open Session at 9:38 a.m. Upon reconvening, no action was taken.

ADJOURN.

There being no further business to come before the Board, the meeting was adjourned at 9:39 a.m.

