

**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**

September 27, 2022

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 at Hawes Hill & Associates LLP, 9600 Long Point Road, Spring Branch District Conference Room, Suite 250, Houston, Texas 77055, open to the public on Tuesday, September 27, 2022, at 8:00 a.m., and open to the public via videoconference, and the roll was called of the duly appointed members of the Board, to-wit:

Position 1 – Andy Iversen

Position 2 – John Rickel, *Vice-Chair*

Position 3 – David P. Durham, *Secretary*

Position 4 – Ann T. Givens, *Chair*

Position 5 – Zachary R. Hodges, *Asst. Secretary*

Position 6 – Brad Freels

Position 7 – Dan Moody III

and all of the above were present, with the exception of Directors Rickel and Hodges, thus constituting a quorum. A quorum of the Board was present in person and Director Iversen attended via videoconference. Also present were Linda Clayton, Hawes Hill & Associates, LLP; Sanjay Bapat, Allen Boone Humphries Robinson, LLP; Jennifer Landreville, ETI Bookkeeping Services; and Joseph Ellis, McCall Gibson Swedlund Barfoot PLLC. Others attending the meeting were Andrew Busker, COH - Economic Development Dept.; James Rains, District G; Council Member Amy Peck, District A; Ben Gillis, Gabrielle Luevano, and Bill Mosley, Memorial Management District; Karen Glynn and Laurie Rosenbaum, City of Bunker Hill; Bert Keller, Harris County Pct. 3; Muhammad Ali, Gauge Engineering; Bruce Nichols; and Lois Myers. Chair Givens called the meeting to order at 8:01 a.m.

RECEIVE PUBLIC COMMENTS.

There were no public comments.

APPROVE MINUTES OF THE JULY 26, 2022, REGULAR MEETING.

Upon a motion made by Director Durham, and seconded by Director Moody, the Board voted unanimously to approve the Minutes of the July 26, 2022, Board meeting, as presented.

APPROVE FY2022 ANNUAL FINANCIAL REPORT AND AUDIT FROM McCALL GIBSON SWEDLUND BARFOOT PLLC.

Mr. Ellis presented the FY2022 Annual Financial Report, included in the Board materials. He reviewed the Independent Auditor's Report and reported an unmodified/clean opinion. He went over pages 3-7, Management's Discussion and Analysis; page 10, Statement of Activities and Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balance; page 13, Notes to the Financial Statements; and page 28, Schedule of Revenues, Expenditures and Changes in

Fund Balance – Budget and Actual. Upon a motion made by Director Freels, and seconded by Director Durham, the Board voted unanimously to approve the FY2022 Annual Financial Report and Audit.

RECEIVE FINANCIAL AND BOOKKEEPER'S REPORT, INCLUDING APPROVAL OF PAYMENT OF INVOICES, REVIEW OF INVESTMENTS, AND PROJECT CASH FLOW REPORTS; AND RATIFY PAYMENT OF AUGUST INVOICES.

Ms. Landreville presented the Bookkeeper's Report and went over invoices, included in the Board materials. Upon a motion made by Director Moody, and seconded by Director Freels, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices; and ratified payment of August invoices.

CIP COMMITTEE:

a. Project update and recommendations from Gauge Engineering LLC.

Mr. Ali reported the City has approved the Design Concept Report and stated we can move into the design for Memorial Drive Phase II. He reported 60% construction plans have been submitted to the City for the W140 Basin Deepening project. He reported Gauge is recommending shifting the location of the pump station from the southwest corner to the northwest corner of the site. He stated this will allow access to the station and is a cost saving due to the outfall pipe. He provided an update on the Memorial Drive Phase I project. He reported the contractor is approximately 90% complete and he anticipates substantial completion at the end of this year.

i. Consider Task Order for additional geotechnical analysis for W140 Deepening project.

Mr. Ali reviewed Gauge Engineering Task Order for additional geotechnical analysis for the W140 Detention Pond, a copy is attached hereto as Exhibit "A". He reported moving the pump station to a new location will require additional geotechnical borings and analysis. He reported the task order is in the amount of \$27,025.90, and Gauge is recommending for approval. Upon a motion made by Director Durham, and seconded by Director Moody, the Board voted unanimously to approve Gauge Engineering Task Order for additional geotechnical analysis for the W140 Detention Pond, in the amount of \$27,025.90, as presented.

b. Project update from The Goodman Corporation. The Goodman Corporation's progress reports are in the board materials for review.

c. Project update from SWA. SWA Status 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 8:27 a.m.


Secretary

List of Exhibits:

A. Gauge Engineering Task Order – additional geotechnical W140 Detention

Exhibit A



September 26, 2022

Ms. Ann Givens, Chair of the Board
Memorial City Redevelopment Authority / TIRZ 17
9600 Long Point Road, Suite 200
Houston, TX 77055

Re: Proposal for additional geotechnical investigation – W140 Detention Pond Expansion

Dear Mrs. Givens,

On behalf of Aviles Engineering Corp. (Aviles), Gauge Engineering, LLC (Gauge) is pleased to submit this proposal for geotechnical investigation for the W140/Briar Branch Pond expansion project. We propose to perform these services for a lump sum amount of \$27,025~~8~~.90. A detailed breakdown of the scope items and fee can be found under Exhibit "A". We are prepared to begin this work immediately.

Please feel free to contact me at (713) 254-5946 if you have any questions or need additional information.

Sincerely,

A handwritten signature in blue ink, appearing to read "MA", with a long, sweeping underline.

Muhammad Ali, P.E.
Principal

Accepted For
Memorial City Redevelopment Authority

Signature Date

Print

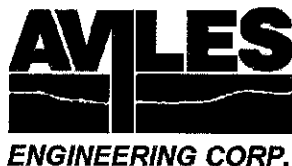
Accepted for City of Houston

Signature Date

Print

Attachment: Exhibit A – Aviles 's Scope of Services/Fee

Exhibit A



September 26, 2022

Mr. Derek St. John, P.E., CFM
Principal
Gauge Engineering
3200 Wilcrest Drive, Suite 220
Houston, TX 77042

Re: Revised Geotechnical Investigation Proposal /Agreement
Proposed W140-01 Basin Deepening and Pump Station
Houston, Texas
AEC Proposal No. G2022-09-03R

Dear Mr. St. John,

Aviles Engineering Corporation (AEC) is pleased to submit this revised geotechnical investigation proposal for the proposed (i) Pump Station (PS) located at the northwest corner of TIRZ 17's existing W140-01-00 Detention Basin; and (ii) dewatering and shoring for clay liner construction for deepening of the W140-01-00 Detention Basin in Houston, Texas. The project site is bounded by Confederate Road at the west and South, Briar Branch W-140-00-00 at the north, and a private driveway at the east (Houston/Harris County Key Map 450X and 490B). According to the information provided, the existing detention basin will be deepened approximately 11 feet (El 56.04 feet) below the bottom of existing basin (El 67.22 feet). The existing basin has 4(H):1(V) side slopes and the deepened portion will be extended also with 4(H):1(V) side slope. In addition, the improvements will also include constructing a new pump station and control building on the northwest corner of the basin. The proposed pump station will approximately 8-foot diameter and placed at a depth of 33 feet (El. 43 feet) below existing grade. Gauge Engineering, Inc. (GEI) provided AEC with 2 existing geotechnical reports performed by Geotest Engineering: (a) Geotechnical Investigation, W140 Detention Pond, dated August 2011; and (b) Additional Geotechnical Investigation, TIRZ 17 – W140-01-00 Detention Basin Modifications, dated December 2020, which includes slope stability analysis for the detention pond deepening and recommendations for the proposed PS at the southwest corner of the basin.

Per our discussion, AEC understands that the proposed PS location will be moved to the northwest corner of the basin where the existing boring depth is not sufficient for PS design. AEC proposes to drill one 55 feet deep boring for the PS borings are shown on the attached boring location plan. Total drilling footage is 55 feet. AEC personnel will mark the boring location and contact Texas 811 to check underground utilities. However, Texas 811 does not check underground water line, storm sewer, and sanitary sewer. We will use existing underground utilities drawings to be provided to AEC to verify the existing water line and storm sewer.

Based on Google Earth, we anticipate that the access to the PS boring location can be accessed by a truck-mounted rig. Soil samples will be obtained continuously in the top 40 feet and at 5-foot intervals thereafter. Undisturbed samples will be obtained of cohesive soils by pushing a Shelby tube (ASTM D-1587). Standard Penetration Test samples will be obtained of granular soils (ASTM D-1586). We will note any visual evidence of odor indicating hazardous materials if encountered in the samples. Representative portions of all soil samples will be sealed, packaged and transported to our laboratory. Water level readings will be noted during drilling and obtained upon completion of drilling; we will



obtain 24-hour groundwater depth then the borehole will be plugged with bentonite chips. Boring location will be surveyed by others to determine X-Y coordinates and surface elevation.

Laboratory testing may consist of moisture contents, Atterberg limits, percent passing No. 200 sieve, sieve analyses, dry densities, hydrometer tests, unconfined compression and unconsolidated-undrained triaxial tests, and crumb tests and double hydrometer tests depending on the soil types encountered. One consolidated-undrained (CU) triaxial test will be performed depending on the soil types encountered.

We will analyze our field and laboratory data, and the Geotest's boring logs to develop geotechnical engineering recommendations in a single report for (i) boring log compiled with gINT program depicting soil stratigraphy and groundwater depths; (ii) summary of subsurface soil conditions and groundwater levels encountered; (iii) sieve analysis and hydrometer test and crumb test results for detention ponds, evaluation if the soils at the site are dispersive; (iv) recommendations for the pump station, including allowable bearing capacities for mat foundation, design parameters for lateral earth pressures on PS exterior walls, caisson sinking utilizing dry and wet construction methods; installation of storm sewers by open cut method, including pipe loading, deflection, trench shoring and bottom stability, thrust resistance, and backfill; (v) recommendations for clay liner criteria and thickness; (vi) dewatering analyses and construction shoring (such as steel sheet piles) at sand/silt zone to minimize construction impact on the existing buildings in the proximity; (viii) criteria of select fill to be used for the reconstruction; and (ix) recommendations and dewatering guidelines for facility construction. Note that slope stability analyses on the existing/deepening basin slope is beyond AEC's scope of services (which was covered by the Geotest's reports).

The estimated lump sum fee for the services described in this proposal is **\$24,569.00** as shown on the attached itemized fee estimates which include one mob/demob for a truck rig, a site visit to mark the borings, 3 copies of final report. The fees are based on the following assumptions: (1) the entry permit will be provided to AEC with no cost; (2) the field personnel will use Level D protection gear during the field exploration; (3) no tree clearing is included; and (4) fence/gate removal, fault study, surveying, plan/specification review, and environmental assessment are not included.

Weather permitting, and assuming no field delays, we plan to start the field exploration about two weeks after receiving your notice to proceed. The field drilling will take about 1.5 to 2.5 weeks; soil laboratory testing will require 5 to 6 weeks (due to CU triaxial test) to complete. We will submit draft report 3 to 4 weeks after completion of the laboratory soil testing as long as preliminary project layout is provided to AEC before we start the engineering analysis. Final report and trench report will be issued 2 weeks after we receive your comments on the draft report.

To reduce delays in the schedule and avoid additional fees, we request that we be provided with any proposed or preferred geotechnical-related design details including proposed new building, PS and detention ponds drawings, and design 100-year flood elevation at the onset.

If any of the project details described in this proposal are incorrect or the scope described or the assumptions listed need to be revised, please inform us immediately so we can revise the proposal as necessary. To authorize us to proceed with the proposed geotechnical services, you may sign and return a copy of this proposal to authorize AEC to proceed with the services, or issue us a Professional Services Contract to proceed with the services clearly reflecting the scope of services to be performed and referencing this proposal.

Gauge Engineering.
Proposed W140-01 Basin Deepening and Pump Station
Houston, Texas
AEC Proposal No. G2022-09-03R
September 26, 2022



Page 3 of 4

We appreciate the opportunity to present this proposal, and look forward to working with you again.

Respectfully submitted,
Aviles Engineering Corporation
(TBPE Firm Registration No. 42)

A handwritten signature in blue ink, appearing to read "Shou Ting Hu".

Shou Ting Hu, MSCE, P.E.
President

Attachments: Terms and Conditions, Itemized Fee Estimates, Proposed Boring Location Plan

AGREED TO THIS _____ DAY OF _____, _____

BY (Signature): _____

NAME (Print): _____

TITLE: _____

FIRM: _____



GEOTECHNICAL INVESTIGATION TERMS AND CONDITIONS

STANDARD OF CARE

The CLIENT recognizes that actual subsurface conditions can vary from those observed and/or encountered at locations where borings, surveys, or explorations are made, and that site conditions may change with time. Data interpretations and recommendations by AVILES ENGINEERING will be based solely on information available to the AVILES ENGINEERING during the investigation. AVILES ENGINEERING is responsible for those data, interpretations, and recommendations, but will not be responsible for other parties' interpretations or use of the information developed.

The CLIENT should expect AVILES ENGINEERING to perform Services under this PROPOSAL/AGREEMENT in a manner consistent with the level of care and skill ordinarily exercised by members of the engineering profession practicing contemporaneously under similar conditions in the locality of the project. No other warranty, expressed or implied, is made.

SCOPE OF SERVICES

AVILES ENGINEERING will develop a scope of services based on the project information provided by the CLIENT. AVILES ENGINEERING shall not be responsible for problems arising due to inadequate number of borings and/or depths dictated or required by others or inadequate engineering analyses, if the CLIENT reduces the scope of services and/or provides insufficient or invalid project or other relevant information to AVILES ENGINEERING. In the event the CLIENT or his representative orders work described in this PROPOSAL/AGREEMENT, that action shall constitute the CLIENT's acceptance of this PROPOSAL/AGREEMENT and its terms and conditions

SITE ACCESS AND SITE CONDITIONS

The CLIENT will grant or obtain free access to the site for all equipment and personnel necessary for AVILES ENGINEERING to perform the services described in this PROPOSAL/AGREEMENT, as well as provide location data for all below and above ground structures, pipelines and utilities. For such items encountered, not called to the attention of AVILES ENGINEERING, the CLIENT shall assume responsibility for any resultant damages. AVILES ENGINEERING will take reasonable precautions to minimize damage to the site, but it is understood by the CLIENT that, in the normal course of work, some damage may occur and the correction of such damage is not part of this AGREEMENT. The CLIENT will notify AVILES ENGINEERING of any known toxic and/or hazardous materials on site and shall assume responsibility for the cost of occurrences due to unknown toxic and/or hazardous materials on site.

BILLING AND PAYMENT

The CLIENT will pay AVILES ENGINEERING the lump sum amount(s) shown in the PROPOSAL/AGREEMENT. Invoices will be submitted to the CLIENT by AVILES ENGINEERING, and will be due and payable within thirty (30) days of the invoice date. CLIENT will pay an additional charge of 1.5 percent per month on any delinquent amount, and agrees to pay attorney's fees and/or other costs involved in any required collection activity.

LIMITATION OF LIABILITY / INDEMNIFICATION

If at any time, there shall be or arise any liability on the part of AVILES ENGINEERING by virtue of this Agreement or because of the relation hereby established, whether due to the negligence of AVILES ENGINEERING (including gross negligence) or otherwise, such liability is and shall be limited to a sum equal in amount to the fee charged by AVILES ENGINEERING. AVILES ENGINEERING and CLIENT agree to indemnify each other from any claims, etc., including attorney's fees and litigation costs, to the proportionate extent caused by each party's own negligence. If AVILES ENGINEERING is found to be prevalent in any third party lawsuits relating to this AGREEMENT, the CLIENT shall pay all AVILES ENGINEERING costs, including legal fees, that were incurred as a result thereof.

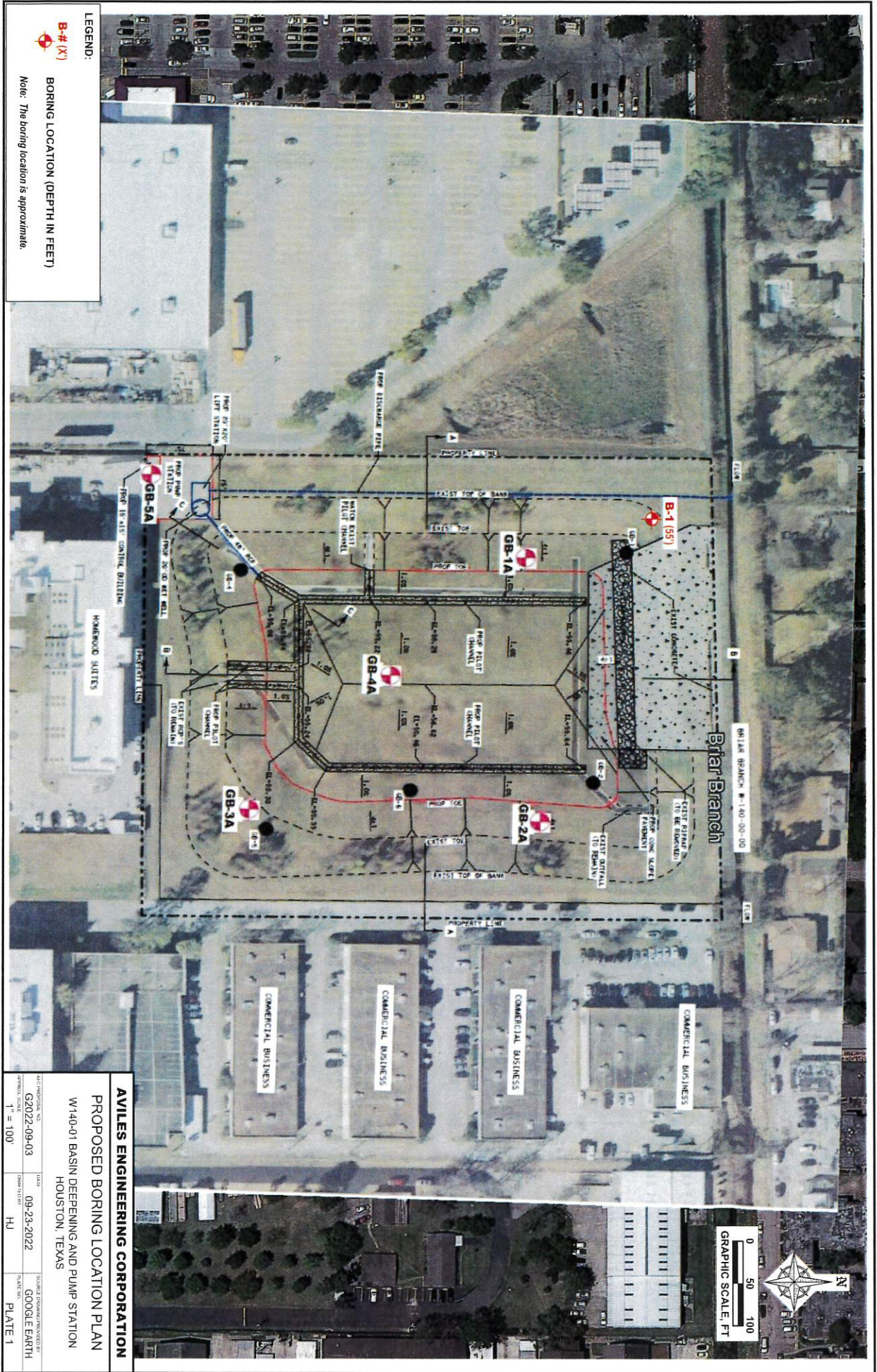


ITEMIZED FEE ESTIMATE

One boring@55'

A. FIELD EXPLORATION	QTY	UNIT		RATE	AMOUNT
Truck Rig Mobilization/Demobilization	1	LS	@	\$400.00	\$400.00
Field Coordination and Utility Checking (Geologist)	5	hrs.	@	\$105.00	\$525.00
Boring Layout & Site Reconnaissance (Geologist)	6	hrs.	@	\$105.00	\$630.00
Pavement Coring (6" dia, 6" thick core, min charge \$300)	0	ea.	@	\$102.00	\$0.00
Pavement Coring (6" dia, 6"-12")	0	inch	@	\$9.00	\$0.00
Soil Drilling and Continuous Sampling (0 to 40 ft)	40	ft.	@	\$24.00	\$960.00
Soil Drilling and Intermittent Sampling (40 to 50 ft)	10	ft.	@	\$20.00	\$200.00
Soil Drilling and Intermittent Sampling (50 to 100 ft)	5	ft.	@	\$24.00	\$120.00
Grouting Holes (bentonite chips)	55	ft.	@	\$2.00	\$110.00
Install Piezometers	0	ft.	@	\$18.00	\$0.00
24-hour groundwater reading (Technician)	6	hrs.	@	\$70.00	\$420.00
Plug and Abandon Piezometers	0	ft.	@	\$16.00	\$0.00
On-site Standby Time, if incurred (3-man Crew)	0	hrs.	@	\$185.00	\$0.00
Vehicle Charge (Three Trips)	150	miles	@	\$0.58	\$87.00
SUBTOTAL					\$3,452.00
B. GEOTECHNICAL LABORATORY TESTING					
Atterberg Limits (ASTM D-4318)	6	ea.	@	\$68.00	\$408.00
Passing No. 200 Sieve (ASTM D-1140)	6	ea.	@	\$52.00	\$312.00
Sieve Analysis w/o Hydrometer (ASTM D-422)	2	ea.	@	\$62.00	\$124.00
Hydrometer Test (ASTM D-4221)	2	ea.	@	\$145.00	\$290.00
Molsture Content (ASTM D-2216)	23	ea.	@	\$10.00	\$230.00
Crumb Test (ASTM D-6572)	3	ea.	@	\$42.00	\$126.00
Double Hydrometer (ASTM D-4221)	1	ea.	@	\$245.00	\$245.00
Unconfined Compression (ASTM D-2166)	4	ea.	@	\$50.00	\$200.00
Unconsolidated-Undrained Test (ASTM D-2850)	4	ea.	@	\$69.00	\$276.00
Consolidated-Undrained Triaxial Test (ASTM D-4767)	1	set	@	\$1,800.00	\$1,800.00
SUBTOTAL					\$4,011.00
C. CLAY LINER ANALYSIS AND CONSTRUCTION RECOMMENDATIONS					
Peincipal Engineer, P.E.	6	hrs.	@	\$210.00	\$1,260.00
Senior Engineer, P.E.	8	hrs.	@	\$185.00	\$1,480.00
SUBTOTAL					\$2,740.00
D. DEWATERING ANALYSES					
Peincipal Engineer, P.E.	16	hrs.	@	\$210.00	\$3,360.00
Senior Engineer, P.E.	12	hrs.	@	\$185.00	\$2,220.00
Project Engineer, P.E.	4	hrs.	@	\$150.00	\$600.00
SUBTOTAL					\$6,180.00
E. ENGINEERING ANALYSES & REPORT					
Principal Engineer, P.E.	8	hrs.	@	\$210.00	\$1,680.00
Senior Engineer, P.E.	16	hrs.	@	\$185.00	\$2,960.00
Staff Engineer, EIT	22	hrs.	@	\$115.00	\$2,530.00
Word Processor	2	hrs.	@	\$68.00	\$136.00
Reproduction (one pdf draft, 3 final hard copies included)	3	copies	@	\$30.00	\$90.00
SUBTOTAL					\$7,396.00
F. MEETINGS					
Peincipal Engineer, P.E.	2	hrs.	@	\$210.00	\$420.00
Senior Engineer, P.E.	2	hrs.	@	\$185.00	\$370.00
SUBTOTAL					\$790.00
TOTAL ESTIMATED FEE					\$24,569.00

+ 10% Mgmt Fee
\$27,025.90



LEGEND:

B-# (X)

BORING LOCATION (DEPTH IN FEET)

Note: The boring location is approximate.



AVILES ENGINEERING CORPORATION

PROPOSED BORING LOCATION PLAN

W140-01 BASIN DEEPENING AND PUMP STATION
HOUSTON, TEXAS

PROJECT NO.	DATE	SCALE	SOFT COPY
G2022-09-03	09-23-2022	1" = 100'	GOOGLE EARTH
APP'D. SCALE	DATE	BY	PLATE 1
		HJ	