

**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**

November 12, 2024

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, November 12, 2024, at 8:00 a.m., 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 Freels and Moody, thus constituting a quorum. Also present were Scott Bean, Naina Magon and Linda Clayton, Hawes Hill & Associates, LLP; Sanjay Bapat, Allen Boone Humphries Robinson, LLP; Jennifer Landreville, ETI Bookkeeping Services; AND Jon Durnell, McCall Gibson Swedlund Barfoot PLLC. Others attending the meeting were Andrew Busker, COH - Economic Development Dept.; Ben Gillis, and Gabrielle Luevano, Memorial Management District; Gerardo Barrera, City of Bunker Hill; Derek St. John, Gauge Engineering; Jim Webb, The Goodman Corporation; Lis Myers; and Bruce Nichols. Chair Givens called the meeting to order at 8:00 a.m.

RECEIVE PUBLIC COMMENTS.

Public comments were received from Lois Myers.

APPROVE MINUTES FROM AUGUST 27, 2024, MEETING.

Upon a motion made by Director Rickel, and seconded by Director Iversen, the Board voted unanimously to approve the Minutes of the August 27, 2024, Board meeting, as presented.

APPROVE FY2024 ANNUAL FINANCIAL REPORT AND AUDIT FROM McCALL GIBSON SWEDLUND BARFOOT PLLC.

Mr. Durnell presented the FY2024 Annual Financial Report and Audit, included in the Board materials. He reviewed the Independent Auditor's Report and reported an unmodified/clean opinion. He went over page 10, Statement of Activities and Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balance; and pages 13-25, Notes to the Financial Statements. Upon a motion made by Director Rickel, and seconded by Director Durham, the Board voted unanimously to approve the FY2024 Annual Financial Report and Audit.

8:10 a.m. Director Moody arrived meeting.

ANNUAL REVIEW OF PROCEDURES FOR CONTINUING DISCLOSURE COMPLIANCE; AND CONSIDER ANNUAL REPORT AND AUTHORIZE FILING OF SAME WITH APPROPRIATE INFORMATION DEPOSITORIES IN ACCORDANCE WITH AUTHORITY'S CONTINUING DISCLOSURE OF INFORMATION AGREEMENT AND AS REQUIRED BY SEC RULE 15c2-12.

Mr. Bapat reported his office is working with the financial advisor Masterson Advisors to prepare the Annual Report. He reported the final Audit will provide the necessary final numbers to complete the report which is required to be filed by December 31. Upon a motion made by Director Rickel, and seconded by Director Durham, the Board voted unanimously to authorize the attorney to file the Annual Report as required by SEC Rule 15C2-12.

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

Ms. Landreville presented the Bookkeeper's Report and review of invoices paid in September and October, included in the Board materials. Upon a motion made by Director Hodges, and seconded by Director Rickel, the Board voted unanimously to accept the Bookkeeper's Report and ratified payment of invoices paid in September and October, as presented.

CIP COMMITTEE UPDATE AND RECOMMENDATIONS:

a. Review update and recommendations from Gauge Engineering LLC.

Mr. St. John provided updates on the sports complex detention project and W-140 Briar Branch expansion project, a copy of Gauge Engineering's Task Order is included in the Board materials. He reported an anticipated mid-January 2025 start date for the W-140 expansion project, dependent upon receiving the required equipment.

i. Consider Task Order for feasibility study services regarding Detention Basin C.

A motion was made by Director Rickel and seconded by Director Durham to approve Gauge Engineering Task Order for feasibility study services and updating the hydraulics analysis for Detention Basin C in the amount of \$149,800. A vote was not taken at this time and will be considered after executive session.

b. Receive update and recommendations from The Goodman Corporation.

Mr. Webb provided updates on finding applications and pursuit of funding on various projects, a copy of Goodman Corporation's Status Report is included in the Board materials.

i. Consider Goodman Corporation Task Order for HUD Grant Compliance and Management for Memorial Drive Phase 2 Design Earmark.

Mr. Webb reviewed Goodman's Task Order to provide HUD Grant Compliance and Management services relating to the Memorial Drive Phase 2 design HUD grant funding earmark in the amount of \$106,500. Upon a motion made by Director Durham, and seconded by Director Rickel, the Board voted unanimously to approve The Goodman Corporation's Task Order for Memorial Drive Phase 2 Design Earmark HUD grant compliance and management services in the amount of \$106,500.00, 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 8:28 a.m.

RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTIONS REGARDING PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY.

The Board reconvened in Open Session at 9:01 a.m. Upon reconvening the following action was taken on Agenda Items:

6. **RECEIVE AND CONSIDER FIFTH AMENDED PROJECT PLAN AND REINVESTMENT ZONE FINANCING PLAN.**
7. **ADOPT RESOLUTION RELATING TO ISSUANCE OF BONDS.**
8. **CONSIDER AMENDED FY2025 BUDGET.**
- 10.a.i. **CONSIDER GAUGE ENGINEERING TASK ORDER FOR FEASIBILITY STUDY SERVICES REGARDING DETENTION BASIN C.**

Upon a motion made by Director Rickel, and seconded by Director Hodges, the Board voted unanimously to (6) approve the Fifth Amended Project Plan and Reinvestment Zone Financing Plan; (7) adopt Relation Relating to Issuance of Bonds; (8) approve Amended FY2025 Budget; and (10.a.i) approve Gauge Engineering Task Order for feasibility study services and updating the hydraulics analysis for Detention Basin C in the amount of \$149,800.

ADJOURN.

There being no further business to come before the Board, Chair Givens adjourned the meeting at 9:01 a.m.


Secretary