

MINUTES OF THE BOARD OF DIRECTORS MEETING
TIRZ 17 Redevelopment Authority/
Memorial City Redevelopment Authority
City of Houston, Texas
August 11, 2009

The Board of Directors (the "Board") of the TIRZ 17 Redevelopment Authority/
Memorial City Redevelopment Authority (the "Authority") met in regular session, open
to the public, on August 11, 2009, in the Commons conference room, Houston
Community College Town and Country campus, 1010 West Sam Houston Parkway
North, Houston, Texas, inside the boundaries of the Authority.

Board members in attendance:

Charles Turet, Chair
Zach Hodges
Dan Moody, III
Ken Arnold
Brad Freels
Glenn Airola

Board members not in attendance:

Brenda Stardig

City of Houston representatives in attendance:

Julia Gee

Consultants in attendance:

Paula Cox - ETI Bookkeeping Services
Rafael Ortega and Derek St. John - Lockwood, Andrews & Newnam, Inc. ("LAN")
Trey Lary and Susan Hostetler - Allen Boone Humphries Robinson LLP ("ABHR")

Staff in attendance:

Pat Walters - Executive Director
Perry Pace - Project Manager

1. Call meeting to order, take attendance and verify that a quorum is present

Director Turet called the meeting to order. All agenda items were considered in
order with the exception of agenda item no. 13, which was considered immediately
before adjournment.

2. Receive comments from the public

Ms. Prazak commented on a variance requested for development in the area.

Ms. Gregory commented on maps prepared by LAN, on cleanup of storm sewer inlets on Bunker Hill by the contractor, and the obstruction of the overhead street sign at Bunker Hill and Westview.

Mr. Rawl commented on the public comments portion of the meeting, on the level of detail provided for proposed street and drainage projects, on the need for increased detention, on the 2002 agreement between the City and the TIRZ, and the need for a global drainage solution for the area.

Mr. Browne commented on change orders for the Bunker Hill project and the sidewalk and fences on Long Point at Bunker Hill.

3. Discuss and approve minutes of the July 7, 2009 meeting

The Board reviewed the minutes of the July 7, 2009, Board meeting. Director Arnold presented a correction to the minutes. Following discussion, Director Moody moved to approve the minutes of the meeting as corrected. The motion was seconded by Director Hodges, and carried by unanimous vote.

4. Financial and bookkeeping matters, including payment of invoices and review of investments and project cash flow report

Ms. Cox reviewed the financial report, and presented checks for payment. Following review and discussion, Director Arnold made a motion to approve the bookkeeper's report, and the payment of the invoices presented in the report. Director Moody seconded the motion, and it passed unanimously.

5. Review the progress of and ratify the FY 2010 Budget and the 2010-2014 Capital Improvement Plan ("CIP")

Mr. Walters reported that the City has approved the Authority's budget and fiscal year 2010 -2014 CIP. He reported there had been no changes to the draft CIP presented at the previous meeting. No action was necessary for this agenda item.

6. Bunker Hill Widening Project

Mr. St. John updated the Board on the status of the Bunker Hill project. He said a walkthrough was conducted on July 29, 2009. Mr. St. John stated that LAN is

working with the City to stabilize a masonry wall at the Bunker Hill and Long Point intersection and properly configure the sidewalk at that location.

Director Arnold requested that Mr. St. John confer with Mr. Browne regarding change orders to the Bunker Hill project. Mr. St. John stated that as-built drawings will be prepared upon completion of the project. Director Turet requested that LAN ensure that all new and previously existing storm sewer inlets are cleaned before the contract is finalized, and that a change order be prepared if necessary to address cleaning of the existing storm sewer inlets.

The Board reviewed a financial summary of the Bunker Hill widening project, showing the original contract amount, contributions by the City and Spring Branch Management District, allocation of change orders among the Authority, the City, and the Spring Branch Management District, and the estimated final project cost.

Mr. St. John then reviewed and recommended approval of Change Order No. 7, for additional work relating to the fence at Long Point, the retaining wall and sidewalk at Woodview Elementary, and additional sod on side streets. Following review and discussion and based upon the engineer's recommendation, Director Arnold made a motion to approve Change Order No. 7 in the amount of \$36,051.61 to the contract with Conrad Construction. Director Moody seconded the motion, which passed by unanimous vote.

7. Gessner Road Widening Project

Mr. St. John reported on the status of the Gessner widening project. He noted the project is in Phase 4, the final phase, and is scheduled to be completed in mid-November.

The Board reviewed a financial summary of the Gessner project, showing the original contract amount, change orders and quantity adjustments, and the contribution by the Texas Department of Transportation ("TxDOT").

The Board then reviewed J.D. Abrams' change order for additional payment relating to existing utility conflicts. Mr. St. John stated that after negotiation, J.D. Abrams and TxDOT settled on \$83,852. He noted the original change order amount was \$190,000. Mr. St. John reported that this amount has already been included in the financial summary.

8. Gessner at Barryknoll intersection improvements

Mr. St. John updated the Board on the status of the intersection improvements to Gessner at Barryknoll. He noted that TxDOT has accepted the plans as a change

order to the Gessner Road project, and that the Authority is awaiting environmental approval from TxDOT and right-of-way approval from the City.

The Board took no action regarding proposals for landscape revisions due to removal of an oak tree.

Mr. St. John reviewed J.D. Abrams' change order in the amount of \$204,361, for the project. The Board discussed the Abrams change order, and considered the cost and schedule for separately bidding the project. Mr. Ortega stated that LAN recommends that the Authority accept J.D. Abrams' proposal due to its similar cost as if separately bid and accelerated completion schedule. Following review and discussion and based on the engineer's recommendation, Director Moody made a motion to approve the change order in the amount of \$204,361. Director Arnold seconded the motion, which passed by unanimous vote.

Mr. St. John reported that LAN recommends that a small delivery sign near the Memorial Towers delivery entrance be moved due to the construction of the right turn lane. He reported that Scanlin Sign Service proposes to relocate the sign for \$1,830. Following discussion and based on the engineer's recommendation, Director Arnold made a motion to approve the \$1,830 proposal from Scanlin Sign Service for relocation of the sign. Director Hodges seconded the motion, which passed by unanimous vote.

9. Proposal for Barryknoll east drainage improvements

Mr. St. John discussed improvements to the storm sewer under Barryknoll. The Board discussed the impact of the proposed Barryknoll improvements to Ditch W151 drainage.

10. Memorial near Beltway 8 Drainage and Mobility Improvements

Mr. St. John reviewed LAN's proposal in the amount of \$170,936.36, for design of drainage and mobility improvements to Memorial Drive near Beltway 8. Following review and discussion, Director Arnold made a motion to approve LAN's design proposal for drainage and mobility improvements to Memorial Drive near Beltway 8, including all subcontractor design work. Director Hodges seconded the motion, which was unanimously approved.

11. Kimberly at Beltway 8 Drainage Improvements

Mr. St. John reviewed LAN's proposal in the amount of \$242,283.96, for design of drainage improvements and roadway reconstruction at Kimberley and Beltway 8. Following review and discussion, Director Arnold made a motion to approve LAN's design proposal for drainage improvements and roadway reconstruction at

Kimberley and Beltway 8, including all subcontractor design work. Director Hodges seconded the motion, and it passed by unanimous vote.

12. Discuss changing monthly board meeting date to the last Tuesday of the month

Mr. Walters discussed moving the monthly meeting to the last Tuesday of the month. Following discussion, Director Moody made a motion to schedule the monthly Board meetings on the last Tuesday of the month. Director Freels seconded the motion, and it passed unanimously.

13. Town and Country West Drainage and Mobility Improvements

The Board discussed the Town and Country west drainage and mobility improvements project and reviewed LAN's agreement regarding right-of-way work. He noted that LAN will obtain additional proposals for surveying, geotechnical and environmental site assessment. The Board took no action regarding this agenda item.

14. Convene Executive Session pursuant to Chapter 551.072, Texas Government Code, to deliberate the purchase, exchange, lease or value of real property

At 8:38 a.m., Director Turet announced the Board would convene in executive session to conduct a private consultation with its attorney regarding the purchase, exchange, lease or value of real property.

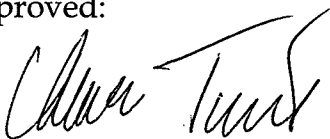
15. Reconvene in Open Session and authorize appropriate action regarding the purchase, exchange, lease or value of real property

At 8:58 a.m., Director Turet announced the Board would reconvene in open session. The Board took no action.

16. Adjournment

There being no additional matters for the Board's consideration, Director Hodges moved to adjourn the meeting. The motion was seconded by Director Airola, and passed unanimously.

Approved:



Chuck Turet, Chairman

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