

MINUTES OF THE BOARD OF DIRECTORS MEETING
TIRZ 17 Redevelopment Authority/
Memorial City Redevelopment Authority
City of Houston, Texas
November 24, 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 November 24, 2009, in the HEB Community Room, 9710 Katy Freeway,
Houston, Texas.

Board members in attendance:

Charles Turet, Chair
Glenn Airola
Dr. Zach Hodges
Ken Arnold
Brenda Stardig

Board members not in attendance:

Brad Freels
Dan Moody, III

Consultants in attendance:

Paula Cox and Pat Hall - ETI Accounting Service and Equi-Tax, Inc.
Derek St. John, Rafael Ortega, Mark Scates- Lockwood, Andrews & Newnam, Inc.
("LAN")
Trey Lary and Sharon Covan - Allen Boone Humphries Robinson LLP ("ABHR")

Staff in attendance:

Pat Walters - Executive Director
Perry Pace - Project Manager

City of Houston Representatives in attendance:

Julia Gee - Economic Development
Oliver Pennington - District G Councilmember elect
Melissa White - Councilmember Jolanda Jones' office

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

Director Turet called the meeting to order at 7:32 a.m.

2. Receive comments from the public.

Ms. Roberta Prazak recited the Gettysburg Address.

Ms. Donna Freedman discussed the Public Improvement Development Contract.

Ms. Virginia Gregory commented on the placement of public comments on the agenda, storm sewer siltation, the oak trees in front of the elementary school, low plantings along Bunker Hill, and tree placement under transmission lines and the inspection of trees in the roadway line of site.

Mr. Paul Vandawald discussed the impact of flooding, offsets and planned retention east of Memorial City.

Ms. Beverly Ortiz of the Service Employees International Union Local discussed the Union workers that live and work in the TIRZ, safety hazards, visibility issues and drainage projects.

Ms. Sandra Strassner commented on affordable housing, administrative salaries of the TIRZ staff and the Public Improvement Development Contract.

Mr. Chuck Davidson thanked the Board for volunteering to serve and the public for their interest and support in the community.

Mr. Ed Brown discussed using a three-acre site behind the Spring Branch Independent School District ("SBISD") bus barn parking lot for detention purposes and asked the Board to consider discussing this with the City of Houston (the "City") and with SBISD.

3. Discuss and approve minutes of the October 15, 2009, and the October 27, 2009, meetings

The Board reviewed the minutes of the October 15, 2009, and the October 27, 2009, meetings. Director Arnold noted a correction to the October 27, 2009, minutes. Following discussion, Director Hodges moved to approve the minutes of the October 15, 2009, meeting, as submitted, and the October 27, 2009, meeting, as corrected. The motion was seconded by Director Arnold, 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 Hodges seconded the motion, and it passed unanimously.

5. Bunker Hill Widening Project

Mr. St. John updated the Board on the status of the Bunker Hill project. He said that the project is substantially complete. Mr. St. John said that LAN has worked with the contractor to remove debris and siltation from the new storm sewer. He said that the City completed a siltation inspection of the existing storm sewer trunk line at the request of LAN.

Mr. St. John reviewed trees and line of site issues at the intersection of Tappenbeck and Bunker Hill. Discussion ensued. Director Arnold questioned whether or not the Spring Branch Civic Association wanted the trees removed. Director Arnold moved to authorize Mr. Walters to write a letter to the Spring Branch Civic Association requesting a response from the civic association concerning the removal of the trees. Director Airola seconded the motion. Discussion ensued.

Director Arnold amended his motion to direct LAN to seek approval from the City to install a temporary "no left turn" sign on Tappenbeck and to authorize Mr. Walters to prepare a letter to the Spring Branch Civic Association seeking input regarding removal of the trees or permanently prohibiting left turns from Tappenbeck onto Bunker Hill prior to the TIRZ January meeting. Director Hodges seconded the motion, which passed by unanimous vote.

Mr. St. John discussed Change Order No. 8 including \$2,189.41 to provide a handrail for the Long Point sidewalk to meet ADA compliance requirements; \$7,420 for tree removal on Tappenbeck; \$4,200 to insure proper storm sewer system performance; \$3,233.34 for the potential encroachment settlement and \$34,235.40 for the Long Point sidewalk to meet ADA compliance requirements. After review and discussion, Director Arnold moved to approve Change Order No. 8 with the exception of \$7,420 for the tree removal on Tappenbeck. Director Arnold's motion died for a lack of a second.

After further review and discussion, Director Turet moved to approve Change Order No. 8, including removal of the trees, if the City does not agree to install a temporary "no left turn" sign on Tappenbeck, and to exclude the tree removal if the City agrees to the signage. Director Hodges seconded the motion, which passed by unanimous vote.

6. Gessner Road Widening Project

Mr. St. John reported on the status of the Gessner widening project. He said that the project is in the final phase and is scheduled for substantial completion by December 14, 2009.

Mr. St. John presented Change Order No. 23 in the amount of \$23,021.72 to modify the signal pole façade foundation. Following review and discussion and based on the engineer's recommendation, Director Hodges moved to approve Change Order No. 23. Director Airola seconded the motion, which passed by unanimous vote.

Mr. St. John presented Change Order No. 24 in the amount of \$9,286.78 for the installation of a landscaping retaining wall to address a grade separation. Following review and discussion, and based on the engineer's recommendation, Director Hodges moved to approve Change Order No. 24. Director Stardig seconded the motion, which passed by unanimous vote.

7. Gessner at Barryknoll intersection improvements

Mr. St. John updated the Board on the status of the intersection improvements to Gessner at Barryknoll. He said that the project is scheduled for completion the week of December 14, 2009. No action was taken.

8. TIRZ 17 Regional Drainage Study Proposal

Mr. Ortega discussed the TIRZ Regional Drainage Study Proposal (the "Proposal"). He said that a revised Proposal has been prepared that includes expanded study limits to include portions of the W153 watershed. After review and discussion, Director Arnold moved to authorize the expanded Regional Drainage Study Proposal in the amount of \$439,580. Director Hodges seconded the motion, which passed unanimously.

9. Barryknoll Drainage Improvement Proposal

Mr. Ortega discussed proposed Barryknoll drainage improvements. Mr. Ortega presented a proposal for engineering services for the preliminary Barryknoll Drainage Improvement Project. After review and discussion, Director Arnold moved to approve the proposal for the preliminary engineering services for the Barryknoll Drainage Improvement Project in the amount of \$236,902.29. Director Hodges seconded the motion, which passed by unanimous vote.

10. Memorial near Beltway 8 Drainage and Mobility Improvements

Mr. St. John gave a brief report on the Memorial near Beltway 8 Drainage and Mobility Improvements. No action was taken.

11. Kimberly at Beltway 8 Drainage Improvements

Mr. St. John gave a brief report on the Kimberly at Beltway 8 Drainage Improvements. No action was taken.

12. Westview Esplanades Improvement

Mr. Walters discussed the Westview esplanades project to provide enhanced landscaping and irrigation on the esplanades between Shadowdale and Beltway 8. No action was taken.

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

At 9:16 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.

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

At 9:32 a.m., Director Turet announced the Board would reconvene in open session. The Board took no action.

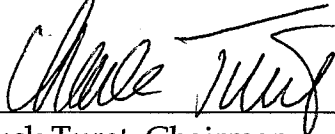
15. Town and Country West Drainage and Mobility Improvements

The Board discussed the Town and Country west drainage and mobility improvements project.

16. Adjournment

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

Approved:



Chuck Turet, Chairman

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