

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

September 24, 2013

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 September 24, 2013, in the HEB Community Room, 9710 Katy Freeway, Houston, Texas.

Board members in attendance:

Ann T. Givens, Chair
Bob Tucker
Brad Freels
David A. Hamilton, P.E.
Glenn Airola
John Rickel

Board members not in attendance:

Zachary R. Hodges

Staff in attendance:

Don Huml - Executive Director

Consultants in attendance:

Michelle Lofton - ETI Bookkeeping Services
Muhammad Ali and Raphael Ortega - Lockwood, Andrews & Newnam, Inc. ("LAN")
Jessica Holoubek and Susan Hostetler - Allen Boone Humphries Robinson LLP
Joseph Ellis - McCall Gibson Swedlund Barfoot PLLC
Ramesh Gunda - Gunda Corp.
James Vick - SWA Group
Carlos Bujosa -- Transwestern

City of Houston representatives in attendance:

Council Member Oliver Pennington
Ralph De Leon, Mary Buzak, and Jack Valinski - City of Houston (the "City")

1. Call Meeting to Order

Having established that a quorum of the Board was present, Mr. Huml called the meeting to order. Mr. Huml reported that Board packets are distributed electronically and posted on the Authority's website.

2. Public Comments

Ms. Virginia Gregory commented on drainage and flooding after the recent rain.

Mr. Ed Browne commented on flooding after the recent rain.

Ms. Roberta Prazak commented that the Executive Director's office is not within the City limits, that the Executive Director needs to attend super neighborhood meetings, and the recent rain.

Ms. Lois Meyers commented on drainage in the area, the recent rain, and the schedule for construction of detention and drainage improvements.

3. Minutes of August 28, 2013 Meeting

The Board reviewed the minutes of the August 28, 2013, meeting. Following discussion, Director Airola moved to approve the minutes as submitted. The motion was seconded by Director Givens and carried unanimously.

4. Minutes of September 5, 2013 Special Meeting

The Board reviewed minutes of the September 5, 2013, special meeting. Following discussion, Director Givens moved to approve the minutes as submitted. The motion was seconded by Director Airola and carried unanimously.

5. Financial and Bookkeeping Matters

Ms. Lofton reviewed the financial report for August and presented checks for payment by the Authority. After review and discussion, Director Hamilton moved to approve the financial report and payment of the bills presented. The motion was seconded by Director Airola and carried unanimously.

6. Audit for Fiscal Year Ending June 30, 2013

Mr. Ellis reviewed the audit for the fiscal year ending June 30, 2013, and discussed reporting changes from the previous fiscal year. Following review and discussion, Director Givens made a motion to approve the audit for the fiscal year ending June 30, 2013 and to authorize submittal of the audit to the City. The motion was seconded by Director Hamilton and carried by unanimous vote.

7. Renewal of Insurance

Mr. Huml reviewed the 2013-2014 insurance renewal proposals from Texas Municipal League, for general liability, automobile liability, and errors and omissions liability coverage for the Authority and Reinvestment Zone Number Seventeen. Mr. Huml noted that the Authority also carries worker's compensation coverage. After review and discussion, Director Givens made a motion to renew insurance coverage

with the Texas Municipal League intergovernmental risk pool. Director Freels seconded the motion, and it passed unanimously.

8. Contract for Landscape Architecture Services with SWA Group

Mr. Huml reviewed a Service Agreement with SWA Group for landscape architecture services. Following review, Director Airola moved to approve the Service Agreement with SWA Group. Director Hamilton seconded the motion and it carried by unanimous vote.

9. Amended and Restated Professional Engineering Services Agreement with LAN

The Board reviewed an Amended and Restated Professional Engineering Services Agreement with LAN. Following discussion, Director Hamilton moved to approve the Amended and Restated Professional Engineering Services Agreement with LAN. Director Freels seconded the motion and it passed by unanimous vote.

10. Task Order for Engineering Consulting Services from LAN

The Board reviewed a Task Order for LAN to provide engineering consulting services as authorized by the Executive Director, on an hourly basis and not to exceed \$10,000. Following discussion, Director Givens moved to approve the Task Order for hourly engineering consulting services by LAN in an amount not to exceed \$10,000. The motion was seconded by Director Freels and carried by unanimous vote.

11. Lumpkin Road Project

Mr. Huml reviewed a presentation regarding the Lumpkin Road project. He stated he anticipates holding a public meeting to review technical information on the project. The Board considered requesting that the City allow a variance for an esplanade from Westview to Northbrook. Mr. Ortega stated LAN will investigate the feasibility for an esplanade and report back to the Board with information and a potential timeline on a request for variance.

Mr. Huml reviewed Task Order No. 1 by SWA Group for design concepts of Lumpkin Road between the IH 10 frontage road and Westview Drive. Following discussion, upon a motion made by Director Hamilton and seconded by Director Givens, the Board voted unanimously to approve Task Order No. 1 of SWA Group in the amount of \$8,000.

The Board then reviewed LAN's Task Order for Phase II engineering and design of the Lumpkin Road project for a lump sum of \$633,470. Following discussion and review, Director Givens moved to approve LAN's Task Order for a lump sum of

\$633,470 for Phase II engineering and design of the Lumpkin Road project. The motion was seconded by Director Hamilton and passed unanimously.

12. Town and Country West Project

The Board reviewed LAN's Task Order for a lump sum of \$254,360 for Phase I preliminary engineering report for the Town and Country West drainage and mobility project. Following discussion and review, Director Givens moved to approve LAN's Task Order for a lump sum of \$254,360 for the Town and Country West project. The motion was seconded by Director Hamilton and carried, with Director Freels abstaining from the vote.

13. Queensbury Signalization Project

Mr. Huml reviewed a Task Order for a lump sum of \$80,000 from Gunda Corp. for traffic signal design at the intersection of Queensbury and Town & County Boulevard. Mr. Huml noted the Task Order includes construction management services but does not include agency plan review fees or advertising fees which are estimated at \$5,000. Following discussion and review, Director Airola moved to approve the Task Order of Gunda Corp. for a lump sum of \$80,000, for the Queensbury signalization project. Director Hamilton seconded the motion and it carried, with Director Freels abstaining from the vote.

14. W140 Detention Basin Project

Mr. Ali updated the Board regarding the Briar Branch utility relocation package and the Briar Branch detention basin package. Regarding the Briar Branch stormwater detention basin utility relocation project by Reytec Construction Resources, Inc. ("Reytec"), Mr. Ali reviewed and recommended payment of Pay Estimate No. 2 in the amount of \$6,204.20. Following review and based upon the engineer's recommendation, Director Rickel moved to approve Pay Estimate No. 2 in the amount of \$6,204.20 to Reytec. Director Airola seconded the motion, and it was unanimously approved.

15. Barryknoll East Improvement Project

Mr. Ali updated the Board on the Barryknoll East Roadway and Drainage Improvement Project by Texas Sterling Construction Co. ("Texas Sterling"). He reported on Texas Sterling's coordination with AT&T to relocate AT&T's private utilities and the resulting impact on the construction schedule. Mr. Ali reviewed and recommended payment of Pay Estimate No. 5 in the amount of \$849,722.65. Following discussion and review and based upon the engineer's recommendation, Director Tucker moved to approve Pay Estimate No. 5 in the amount of \$849,722.65 to Texas Sterling. The motion was seconded by Director Airola and carried unanimously.

16. Holiday Schedule

Mr. Huml announced that the meetings regularly scheduled on November 26, 2013 and December 31, 2013, are cancelled and the Board will hold a combined November/December meeting on December 3, 2013. He stated the regular meeting schedule will be resumed in January 2014.

17. Convene in Executive Session Pursuant to Section 551.072, Texas Government Code, to Deliberate the Purchase, Exchange, Lease or Value of Real Property

At 9:08 a.m., Mr. Huml announced the Board will meet in executive session to deliberate the purchase, exchange, lease or value of real property.

18. Convene in Open Session and Authorize Appropriate Action Regarding the Purchase, Exchange, Lease or Value of Real Property

At 10:00 a.m., the Board reconvened in open session.

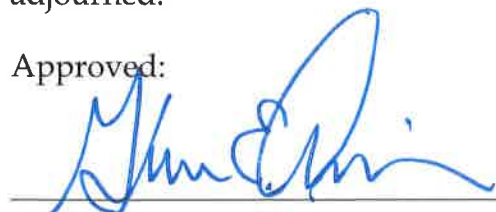
Director Hamilton moved to authorize a value appraisal report and formation of a property acquisition committee consisting of Directors Freels, Airola and Rickel. Director Rickel seconded the motion and it passed by unanimous vote.

Director Tucker moved to authorize ABHR to request donation of right of way and to authorize appraisal of certain real property. The motion was seconded by Director Rickel and carried unanimously.

19. Adjournment

There being no additional matters for the Board's consideration, the meeting was adjourned.

Approved:



Secretary, Board of Directors

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