

**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**

October 30, 2018

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 on Tuesday, October 30, 2018, at 8:00 a.m., at the Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024, inside the boundaries of the TIRZ, open to the public, and the roll was called of the duly appointed members of the Board, to-wit:

Position 1 – Marshall B. Heins
Position 2 – John Rickel
Position 3 – David P. Durham
Position 4 – Ann T. Givens, *Chair*

Position 5 – Zachary R. Hodges
Position 6 – Brad Freels, *Vice-Chair*
Position 7 – Glenn E. Airola, *Secretary*

and all of the above were present, with the exception of Directors Givens and Freels, thus constituting a quorum. Also present were Scott Bean and Linda Clayton, both of Hawes Hill & Associates, LLP; Jessica Carr, Allen Boone Humphries Robinson, LLP; Michelle Lofton, ETI Bookkeeping Services; and Joseph Ellis, McCall Gibson Swedlund Barfoot PLLC. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; Gary Hill, COH-PWE; Council Member Greg Travis, District G; Ben Gillis, Memorial Management District; Karen Glynn and Laurie Rosenbaum, both of City of Bunker Hill; Muhammad Ali and Derek St. John, both of Gauge Engineering; Jim Webb and Griselda Gonzales, both of The Goodman Corporation; Ricky Gonzalez and Rick Butler, both of LAN; James Vick and Clayton Bruner, both of SWA; Jim Shroff; Dean Bixler; Emily Anderson; David Tresch; Lois Myers and Bruce Nichols. Director Rickel called the meeting to order at 8:00 a.m.

RECEIVE PUBLIC COMMENTS.

Public comments were received from Lois Myers and Bruce Nichols.

APPROVE MINUTES OF THE AUGUST 28, 2018, REGULAR MEETING.

Upon a motion duly made by Director Airola, and being seconded by Director Heins, the Board voted unanimously to approve the Minutes of the August 28, 2018, Board meeting, as presented.

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

Ms. Lofton presented the Bookkeeper's Report and went over invoices, included in the Board materials. Upon a motion duly made by Director Hodges, and being seconded by Director Airola, the

Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented, including ratifying payment of August invoices.

RECEIVE AND APPROVE FY2018 ANNUAL FINANCIAL REPORT AND AUDIT FROM McCALL GIBSON SWEDLUND BARFOOT PLLC.

Mr. Ellis presented the FY2018 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 pages 3-7, Management's Discussion and Analysis; page 10, Reconciliation of the Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balances to the Statement of Activities; and pages 12-25, Notes to the Financial Statements. Upon a motion duly made by Director Heins, and being seconded by Director Hodges, the Board voted unanimously to approve the FY2018 Annual Financial Report and Audit, as presented.

PROJECT PLAN AMENDMENT FOR ANNEXATION OF A PORTION OF THE SAM HOUSTON TOLLWAY FROM MEMORIAL DRIVE TO BUFFALO BAYOU FOR THE TxDOT ENHANCED SIDEWALK PROJECT.

Mr. Bean went over the Fourth Amendment to Project Plan, included in the Board materials and answered questions. Upon a motion duly made by Director Heins, and being seconded by Director Hodges, the Board voted unanimously to approve the Fourth Amendment to Project Plan and Reinvestment Zone Financial Plan, subject to final review by attorney and Executive Director for modifications to meet legal requirements.

LETTER FROM BIKEHOUSTON.

This item was tabled.

CIP COMMITTEE:

a. Project update from Gauge Engineering LLC

ii. Presentation on W140 Project

A presentation was given on the Briar Branch (W140) Channel & Straws Improvements, *a copy of the presentation is available on the TIRZ #17 website under the Meetings Tab, dated October 30, 2018.* Mr. Ali provided background and description of the project. He reported the project will provide approximately 24-acre feet of inline detention. He reported the box culverts were being upgraded from dual 7'x7' to triple 8'x8' RCB. Mr. St. John provided an overview of the bridge upgrades.

i. Receive bid tabulations and award contract for W140 Project.

Mr. Ali reported a mandatory pre-bid meeting was held on September 27 and the bid opening was held October 23. He reported eight bids were received and went over the bid tabulations. He reported after tabulating the bids, Reytec Construction Resources, Inc. was the low bidder in the amount of \$18,794,957.00; and Gauge Engineering was recommending awarding the contract to

them. He reported construction will begin January 2, 2019 and the project duration is approximately 24 months. After full discussion by the Board, and upon a motion duly made by Director Durham, and being seconded by Director Hodges, the Board voted unanimously to award the contract for Briar Branch (W140) Channel and Straws Improvements to Reytec Construction Resources, Inc.; and authorized execution of the contract.

iii. Work Authorization for General Engineering Services.

Mr. Ali reviewed the work order for on-call engineering services in the amount of \$15,000.00, included in the Board materials. Upon a motion duly made by Director Heins, and being seconded by Director Hodges, the Board voted unanimously to approve the work order from Gauge Engineering for on-call engineering services in the amount of \$15,000.00.

b. Project update from LAN

- i. Consider Pay Application No. 12 from SER Construction Partners, T&C Reconstruction and Drainage Improvements, in the amount of \$319,537.50.**
- ii. Consider Pay Application No. 13 from SER Construction Partners, T&C Reconstruction and Drainage Improvements, in the amount of \$357,931.23.**

Mr. Gonzalez reviewed Pay Application No. 12 and No. 13 from SER Construction Partners for the T&C Reconstruction and Drainage Improvements project, included in the Board materials. He reported LAN has reviewed the pay applications and concurs with the amounts and quantities and is recommending for approval. Upon a motion duly made by Director Airola, and being seconded by Director Hodges, the Board voted unanimously to (i) approve Pay Application No. 12, T&C Reconstruction and Drainage Improvements, from SER Construction Partners in the amount of \$319,537.50, as presented; and (ii) approve Pay Application No. 13, T&C Reconstruction and Drainage Improvements, from SER Construction Partners in the amount of \$357,931.23.

iii. Presentation on Memorial Drive drainage.

Mr. Gonzalez provided a presentation on the Memorial Drive drainage project, *a copy of the presentation is available on the TIRZ #17 website under the Meetings Tab, dated October 30, 2018.* He reported TxDOT has approved the Design Summary Report for the project to move forward. He reported there will be no changes in the drainage flow patterns and the project is only upgrading the capacity of the inline detention. He reported a public meeting is anticipated in early 2019 and 100% plan submittals should be complete by February 2020. He reported TxDOT is expected to let the project in the Summer of 2020.

c. Project update from The Goodman Corporation.

- i. Consider Task Order Gessner Road Public Meeting (IH-10 Frontage to Long Point Road)**

Mr. Webb reported TGC is working with TxDOT to schedule the public meeting in January at the Spring Woods H.S. Upon a motion duly made by Director Durham, and being seconded by Director Hodges, the Board voted unanimously to approve the task order from The Goodman Corporation for Gessner Road Public Meeting in the amount of \$21,803.00, as presented.

ii. Consider Task Order for development of Soil Management Plan for N. Gessner project.

Upon a motion duly made by Director Durham, and being seconded by Director Heins, the Board voted unanimously to approve the task order from The Goodman Corporation for N. Gessner Road Reconstruction Project Soil Management Plan in the amount of \$7,500.00, as presented.

d. Project update from SWA

Mr. Bruner provided an update on landscape projects, a copy of SWA's progress report is included in the Board materials. He reported 60% design plans have been submitted for the streetscape. He reported SWA is working with LAN and Memorial Management District on the Memorial Drive design plans. No action from the Board was required.

CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.071, TEXAS GOVERNMENT CODE, TO CONDUCT A PRIVATE CONSULTATION WITH ATTORNEY, WITH REGARD TO PENDING OR CONTEMPLATED LITIGATION; AND 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 8:49 a.m.

RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTIONS REGARDING PRIVATE CONSULTATION WITH ATTORNEY; AND RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTIONS WITH REGARD TO PENDING OR CONTEMPLATED LITIGATION AND REGARDING THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY.

The Board reconvened in Open Session at 9:09 a.m.

Upon reconvening in Open Session, the Board acted on the following agenda item:
Feasibility Study Work Authorization from Gauge Engineering, Inc.

Upon a motion duly made by Director Durham, and being seconded by Director Airola, the Board voted unanimously to approve a task order with Gauge Engineering, Inc. in the amount of \$55,300.00 for a feasibility study to explore flood mitigation partnership opportunities.

ADJOURNMENT.

There being no further business to come before the Board, the meeting was adjourned at 9:10 a.m.



Secretary Director