

**MINUTES OF THE BOARD OF DIRECTORS MEETING
OF
REINVESTMENT ZONE NUMBER ONE
CITY OF NASSAU BAY, TEXAS**

November 16, 2009

**THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §**

The Board of Directors of Reinvestment Zone Number One, City of Nassau Bay (the "TRZ" or "Zone") met in a regular session, open to the public, at 6:00 p.m. on the 16th day of November, 2009, at the City of Nassau Bay (the "City") Council Chamber, City Hall, 18100 Upper Bay Road, Nassau Bay, Texas. Duly appointed members of the Board, to-wit:

Donald C. Matter	Position One, Chair
Ron Swofford	Position Two
Brad Bailey	Position Three
Mark Denman	Position Four
George Dempsey	Position Five
Joe Murdock	Position Six
Gary Mossman	Position Seven

- 1. Call to Order, Confirmation of Quorum;**
The meeting was called to order by Chair Matter at 6:04 p.m. and attendance was taken. All Directors, with the exception of George Dempsey, Joe Murdock and Gary Mossman were noticed as present constituting a quorum. Also present at the meeting were City of Nassau Bay City Manager Chris Reed, and Finance Director Csilla Ludanyi; Sue Darcy, Venita Ray, and Jan Buehler of Marsh Darcy Partners, Inc. ("MDP"); Roscoe Lee, Nassau Bay Planning Commission.
- 2. Discuss and take necessary action regarding the minutes of September 28, 2009 meeting of the Board;**
A motion was made by Director Denman to accept the minutes as written; followed by a second by Director Bailey, and approved unanimously by the Board.
- 3. Receive and take necessary action on Financial Report from City of Nassau Bay, including payment of invoices, and discussion and taking necessary action with regard to reimbursement of the City's Zone creation costs;**
Ms. Ludanyi reported that the cash available remains the same from prior meeting. She reviewed the current invoices and those previously paid by the City now due to be reimbursed; stating that the Board needs to determine how to allocate funds available to begin to pay, advising that \$100,000 (of the \$149,161.48 total reimbursable to the City) needs to be reimbursed to the City by the end of September 2010, with the remaining \$50,000 payable in 2011. Chair Matter inquired as to what the expected 2010 income would be, with Ms. Darcy advising that it should be the same as 2009 at approximately \$100,000. Board members participated in a full discussion as to the priority of payments with Chair Matter suggesting that the current invoices be paid at this time. Director

Denman moved to accept the financial report as presented and to pay the total amount of current invoices at \$44,504.23. Director Bailey seconded the motion which passed unanimously.

4. Discuss and take necessary action regarding Zone insurance;

Ms. Ludanyi advised that the Zone's insurance will be under the City's TML policy at a nominal charge and will mimic the coverage of the Nassau Bay Redevelopment Authority ("RDA"). Director Denman moved to direct the City to cover the Zone under its TML policy through HARCO without breach of contract coverage. Director Swofford seconded the motion which passed unanimously.

5. Discuss and adopt Resolution approving final Project Plan and Financing Plan ("Final Plan") and recommending approval by City Council;

Ms. Darcy reported that the document presented was identical to the draft reviewed at the September 28th meeting with minor typographical corrections. She provided a full description of the Final Plan document advising that the Board will approve the Final Plan by Resolution which will then be presented to the City Council for full adoption and will become the governing document for the balance of the TIRZ. Upon review and discussion of the Captured Appraised Value and Revenue Estimates spreadsheet, Director Swofford moved to approve the Resolution Adopting the Final Project Plan and Reinvestment Zone Financing Plan as submitted. Director Denman seconded the motion which passed unanimously.

6. Discuss and adopt Resolution approving the Tri-Party Agreement between the Zone, the Nassau Bay Redevelopment Authority and the City;

Ms. Darcy described the purpose of a Tri-Party Agreement which delegates power to the RDA to control the money and make decisions to make the revitalization happen, advising that the document presented is a standard format used among area redevelopment authorities. Director Bradley moved to adopt the Resolution approving the Tri-Party Agreement between the Zone, RDA and the City. Director Denman seconded the motion which passed unanimously.

7. Adjourn.

There being no further business before the Board, Director Denman moved to adjourn the meeting of the TIRZ. Director Swofford seconded the motion which passed unanimously.

APPROVED:



Secretary, Board of Directors
Reinvestment Zone Number One
City of Nassau Bay, Texas

Minutes approved as submitted and or amended on 9-20-10