JOINT MEETING OF THE BOARDS OF DIRECTORS SEPTEMBER 19, 2017

REINVESTMENT ZONE NUMBER FIVE, CITY OF HOUSTON, TEXAS

TIRZ NO. 5

MEETING OF SEPTEMBER 19, 2017

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NOTICE OF JOINT MEETING MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY AND

REINVESTMENT ZONE NUMBER FIVE, CITY OF HOUSTON, TEXAS

TO: THE BOARDS OF DIRECTORS OF THE MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY AND REINVESTMENT ZONE NUMBER FIVE, CITY OF HOUSTON, TEXAS, AND TO ALL OTHER INTERESTED PERSONS:

Notice is hereby given that the Board of Directors of the Memorial-Heights Redevelopment Authority (the "Authority") will hold a joint meeting with the Board of Directors of the Reinvestment Zone Number Five, City of Houston, Texas, (the "Zone") on **TUESDAY, SEPTEMBER 19, 2017,** at **10:00 A.M.,** at 1980 Post Oak Boulevard, Suite 1380, Houston, Texas 77056, open to the public, to consider, discuss, and adopt such orders, resolutions, or motions, and take other direct or indirect actions as may be necessary, convenient, or desirable with respect to the following matters:

- 1. Minutes of previous meetings:
 - Approve Authority minutes of June 13, 2017;
 - b. Approve Zone minutes of June 13, 2017;
- 2. Receive Administrator Report (Authority only):
 - WOB Flood Remediation/Channel Reclamation [CIP Project T-0517];
 - b. Update on fence foundation repair and rain garden expansion [CIP Project T-0515];
 - c. Review tax increment report:
 - d) Authorize appropriate action;
- Approve audit for fiscal year ending June 30, 2017, and authorize filing with the City of Houston;
- 4. Projects and Engineering (Authority only):
 - a. Receive Projects Committee Report:
 - i) Approve Amendment to Contract and authorize tasks [The Goodman Corporation];
 - ii) Approve and authorize President to finalize Resolution for TIGER grant application [GR 2017-3];
 - iii) Approve JIC Work Authorization No. 1, Amendment No. 3 [general services];
 - b. Houston Avenue/White Oak Drive Intersection [CIP Project T-0520]:
 - i) Update on project development and design options;
 - c. Little Thicket Park Improvements [CIP Project T-0521]:
 - i) Update on project development and design options;
 - d. Shepherd Reconstruction [CIP Project T-0523A]:
 - i) Update on project development;
 - e. **Durham Reconstruction** [CIP Project T-0523B]:
 - Update on project development;
 - f. Approve related pay estimates or change orders, or other design, construction, or management contract administration items, and authorize other appropriate action;
- 5. Financial matters (Authority only):
 - a. Receive Finance Committee Report;
 - Receive Financial Report Summary, including account and fund activity statements, and Investment Report;
 - c. Authorize payment of invoices;
 - d. Adopt Order Evidencing Review of Investment Policy [GO 2017-1];
 - e. Adopt Order Adopting List of Qualified Brokers [GO 2017-2];
 - f. Review and approve reimbursement to Regent Square [GID]:
 - g. Authorize other appropriate action;
- 6. Receive Attorney Report:
- 7. Executive Session (Authority only, the Zone will recess for duration of closed session):
 - a. Convene executive session for attorney consultation on authorized matters pursuant to Open Meetings Act, § 551.071, Government Code; deliberations regarding purchase, exchange, lease, or value of real property pursuant to Open Meetings Act, §551.072, Government Code; and/or deliberations regarding economic development negotiations pursuant to Open Meetings Act, § 551.087, Government Code;

- b. Reconvene public session and authorize appropriate action regarding executive session discussion;
- 8.
- Receive comments and questions from the public; Consider, confirm, or ratify actions of the Authority, as necessary (Zone only); Adjourn. 9.
- 10.

SKLaw, Attorneys for the Authority and the Zone

MINUTES OF REGULAR MEETING OF MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY

JUNE 13, 2017

The Board of Directors (the "Board") of Memorial-Heights Redevelopment Authority (the "Authority"), convened in regular session, open to the public, at 1980 Post Oak Boulevard, Houston, Texas 77056, on the 13th day of June, 2017, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Ann Lents

Alejandro Colom

Tom Kvinta

Bryan Brown

Andrew MacPhillimy

Janice Hale-Harris

Christopher David Manriquez

Chair

Vice Chair

Secretary

Director

Director

Director

Director

Director

and all of said persons were present, except Directors Manriquez and MacPhillimy, thus constituting a quorum.

Also present at the meeting were Jennifer Curley and Gary Hill from the City of Houston (the "City"); Sherry Weesner of SMW Principle Solutions, Inc.; Chau Bao of Edminster Hinshaw Russ & Associates ("EHRA"); Erin Williford of Jones|Carter ("J|C"); Melissa Morton of The Morton Accounting Services ("TMAS"); Tom Gall from Houston Parks Board ("HPB"); Monisha Khurana of The Goodman Corporation ("TGC"); Pat Rutledge from Friends of Woodland Park ("FWP"); Joshua Sanders of Shady Acres Civic Association; and Laura C. Davis and Susan Demiany of Sanford Kuhl Hagan Kugle Parker Kahn LLP ("SKLaw").

DETERMINE QUORUM; CALL TO ORDER

Chairman Lents noted that a quorum was present and called the meeting to order.

APPROVE MINUTES

The Board considered approving the minutes of the May 9, 2017, meeting. Upon motion by Director Hale-Harris, seconded by Director Colom, and after full discussion, the Board voted unanimously to approve the minutes.

ADMINISTRATOR REPORT

Ms. Weesner then gave the Administrator Report.

WOB Flood Remediation/Channel Reclamation [CIP Project T-0517]

Ms. Weesner advised a preliminary report was received and that she and Chairman Lents will provide comments later this week and have follow-up with briefings with Councilmembers Cohen and Costello. She stated that the final report is expected to be completed by the end of the summer.

Update on fence foundation repair and rain garden expansion [CIP Project T-0515]

Ms. Weesner updated the Board on the fence foundation repair and rain garden expansion. She advised that discussions with HPB are ongoing for possible construction of the project pursuant to a change order to the Times Construction ("Times") contract for the WOB

trails, but that the possible solicitation of bids as a separate project has not been ruled out in the event an agreement cannot be reached with HPB.

<u>Authorize Projects Committee to approve alternate to construction of Fence Foundation/Rain Garden Project</u>

Upon motion by Director Brown, seconded by Director Colom, and after full discussion, the Board voted unanimously to authorize the Projects Committee to approve an alternative to construction of the project, including (i) authorizing an EHRA Work Authorization and the advertisement for bids and award of a contract, or (ii) approving a change order to the Times contract and an amendment to the Infrastructure Management Agreement with HPB.

Approve agreement with Trees for Houston [CIP Project T-0515]

Ms. Weesner reviewed with the Board the terms of a proposed two-year agreement with Trees for Houston ("TFH") for tree watering. She advised the agreement includes approximately five waterings per month, which will be adjusted for weather, and based on recommendations from an arborist, will include watering of 16 new trees, and five trees that sustained damage by the former contractor. She further advised the fee for the two-year term is \$3,150.00. Upon motion by Director Colom, seconded by Director Brown, and after full discussion, the Board voted unanimously to approve the agreement with TFH.

FY 2018 BUDGET MATTERS

Ms. Weesner reviewed with the Board the current CIP budget, and discussed communications with the City on the status and prioritization of various projects. She discussed (i) possible timing and project scope changes to Olivewood; (ii) the addition of work at Little Thicket; and (iii) possible revisions to the Heights trail project

Upon motion by Director Brown, seconded by Director Colom, and after full discussion, the Board voted unanimously to approve the FY 2018 budget, and to authorize the President to approve modifications if required by the City.

PROJECTS AND ENGINEERING

Receive Projects Committee Report

Director Brown updated the Board on Projects Committee matters.

Approve EHRA Work Authorization No. 10, Additional Services No. 1

Mr. Brown reviewed with the Board EHRA Work Authorization No. 10, Additional Services No. 1, advising that it includes work performed on the CIP book, and for ongoing projects that are moving through the Projects Committee. Upon motion by Director Brown, seconded by Director Colom, and after full discussion, the Board voted unanimously to approve EHRA Work Authorization No. 10, Additional Services No. 1.

WOB Trails Construction

The next item on the agenda was to receive an update on the WOB trails construction [CIP Project T-0511/12] [HPB]. Mr. Gall updated the Board on HPB construction progress on the Times contract and advised that the project is complete.

11th/Bryce Trail Head

Update on construction matters

The Board then received an update on 11th/Bryce Trail Head construction [CIP Project T-0515]. Mr. Bao advised the fence foundation repair and rain garden expansion engineering drawings were provided to HPB for possible inclusion in the existing contract with Times pursuant to a change order. He advised the plans may also be used to bid as a separate project.

Ratify approval of EHRA Work Authorization No. 6, Additional Services No. 2

Ms. Weesner advised the EHRA Work Authorization No. 6, Additional Services No. 2, which provides for engineering services through the remainder of the 11th/Bryce Trail Head contract and remediation work, was approved by the Board at the last meeting, but was not on the meeting's agenda. Upon motion by Director Hale-Harris, seconded by Director Colom, and after full discussion, the Board voted unanimously to ratify approval of EHRA Work Authorization No. 6, Additional Services No. 2.

Approve EHRA Work Authorization No. 6, Additional Services No. 3

Mr. Bao reviewed with the Board EHRA Work Authorization No. 6, Additional Services No. 3, advising that it covers additional work performed in connection with the W&R construction contract. Upon motion by Director Brown, seconded by Director Hale-Harris, and after full discussion, the Board voted unanimously to approve EHRA Work Authorization No. 6, Additional Services No. 3.

Olivewood Trail Head and Connector

Update on design progress

The Board then received an update on Olivewood Trail Head and Connector [CIP Project T-0518]. Mr. Bao advised he continues to provide coordination for the design of Wichman Street, but that the design of the Trail Head and connector is currently on hold pending a final decision from the City on the need for the project.

Ratify approval of EHRA Work Authorization No. 11, Additional Services No. 3

Ms. Weesner then reviewed with the Board EHRA Work Authorization No. 11, Additional Services No. 3, which will allow EHRA to continue to provide City CIP coordination for the design of Wichman Street to match pavement elevation of a proposed Starkey Street segment in an adjacent City project, in addition to adjusting the depth and alignment of the storm sewers and inlets and other utilities. She reminded the Board that this Work Authorization was approved at the last meeting, but an item for the approval of this Work Authorization was not on the previous agenda. Upon motion by Director Manriquez, seconded by Director Brown, and after full discussion, the Board voted unanimously to ratify approval of EHRA Work Authorization No. 11, Additional Services No. 3.

Houston Avenue/White Oak Drive Intersection

The Board then received an update from Ms. Williford on the Houston Avenue/White Oak Drive Intersection [CIP Project T-0520]. She advised the Authority did not receive grant funds for the project from H-GAC, but the City has approved moving forward with intersection improvements without underground improvements. Ms. Khurana advised only two grants were given for Harris County projects from the recent funding call.

Little Thicket Park Improvements

Ms. Williford then updated the Board on project development and design options for Little Thicket Park improvements [CIP Project T-0521], to provide alternatives for slope stabilization on a segment that has severe erosion.

Approve J|C Work Authorization No. 6

Ms. Williford reviewed with the Board J|C Work Authorization No. 6, advising that this will cover mostly geotechnical work, and will require USACE approval. Upon motion by Director Colom, seconded by Director Kvinta, and after full discussion, the Board voted unanimously to approve J|C Work Authorization No. 6.

Shepherd/Durham Reconstruction

The Board then received an update on the Shepherd/Durham Reconstruction project [CIP Project T-0523]. Ms. Williford reported on efforts to provide necessary information to TGC for a grant application for transportation improvements.

Approve J|C Work Authorization No. 4, Amendment No. 1

Ms. Williford then reviewed with the Board J|C Work Authorization No. 4, Amendment No. 1, which covers planning and design development of enhanced bikeways on Shepherd Drive and/or Durham Drive between Katy Freeway and North Loop 610. She discussed the various bikeway plans being studied, including outside roadway bikeways with a buffer, inside two-way bikeways with a buffer, and over-curb bikeways. Chairman Lents stressed the need to coordinate with the City to ensure that both the Authority and the City are able to maximize the use of federal grant moneys.

Upon motion by Director Hale-Harris, seconded by Director Kvinta, and after full discussion, the Board voted unanimously to approve J|C Work Authorization No. 4, Amendment No. 1.

Approve related change orders or other design, construction, or management contract administration items/authorize payment of invoices

Chairman Lents advised that, other than as previously discussed, there are no related change orders or other design, construction, or management contract administration items for consideration at this time.

FINANCIAL MATTERS

Receive Finance Committee Report

The Board then received the Finance Committee Report. Director Kvinta reported to the Board on financial matters.

Receive Financial Report Summary

Ms. Morton reviewed with the Board the Financial Report Summary, including account and fund activity statements.

Authorize payment of invoices

Director Kvinta then reviewed with the Board the invoices submitted for payment. Director Kvinta instructed that Ms. Morton hold the check to the City in the amount of \$1,281,013.00 for the Municipal Services Fee and the Affordable Housing Payment until the Authority's increment payment is received.

Following discussion of the invoices, a motion was made by Director Kvinta, seconded by Director Brown, and approved unanimously by the Board to authorize the payment of all invoices, and to instruct Ms. Morton to hold the check to the City until the increment payment is received.

EXECUTIVE SESSION

Chairman Lents announced that an executive session for the Board would not be necessary.

PUBLIC COMMENTS

Mr. Sanders stated that he is pleased that improvements to Little Thicket Park are being considered. He further suggested, in regards to the Shepherd/Durham improvements, that the Authority solicit input from area businesses and residents to ensure public support.

CONSIDER, CONFIRM, OR RATIFY ACTIONS OF THE AUTHORITY

The next item on the agenda was to consider, confirm, or ratify actions of the Authority. Ms. Davis advised that no action by the Board is necessary.

There being no further business to come before the Board, the meeting was adjourned.

Secretary
Memorial-Heights Redevelopment Authority

MINUTES OF REGULAR MEETING OF REINVESTMENT ZONE NUMBER FIVE, CITY OF HOUSTON, TEXAS

JUNE 13, 2017

The Board of Directors (the "Board") of Reinvestment Zone Number Five, City of Houston, Texas, convened in regular session, open to the public, at 50 Waugh Drive, Houston, Texas 77007, on the 13th day of June, 2017, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Ann Lents Chair
Alejandro Colom Vice Chair
Tom Kvinta Secretary
Bryan Brown Director
Andrew MacPhillimy Director
Janice Hale-Harris Director
Christopher David Manriquez Director

and all of said persons were present, except Directors Manriquez and MacPhillimy, thus constituting a quorum.

Also present at the meeting were Jennifer Curley and Gary Hill from the City of Houston (the "City"); Sherry Weesner of SMW Principle Solutions, Inc.; Chau Bao of Edminster Hinshaw Russ & Associates ("EHRA"); Erin Williford of Jones|Carter ("J|C"); Melissa Morton of The Morton Accounting Services ("TMAS"); Tom Gall from Houston Parks Board ("HPB"); Monisha Khurana of The Goodman Corporation ("TGC"); Pat Rutledge from Friends of Woodland Park ("FWP"); Joshua Sanders of Shady Acres Civic Association; and Laura C. Davis and Susan Demiany of Sanford Kuhl Hagan Kugle Parker Kahn LLP ("SKLaw").

DETERMINE QUORUM; CALL TO ORDER

Chairman Lents noted that a quorum was present and called the meeting to order.

APPROVE MINUTES

The Board considered approving the minutes of the May 9, 2017, meeting. Upon motion by Director Hale-Harris, seconded by Director Colom, and after full discussion, the Board voted unanimously to approve the minutes.

CONSIDER, CONFIRM, OR RATIFY ACTIONS OF THE AUTHORITY

The next item on the agenda was to consider, confirm, or ratify the action of the Authority, as may be necessary. The Board noted that no confirmation or ratification action was necessary.

There being no further business to come before the Board, the meeting was adjourned.

Secretary
Reinvestment Zone Number Five,
City of Houston, Texas

www.equitaxinc.com

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P. O. Box 73109, Houston, Texas 77273
tel 281.444.4866 fax 281.440.8304
Customer Service 281.444.3946

June 28, 2017

Board of Directors **Tax Increment Reinvestment Zone No. 5**Sherry Weesner, Administrator
c/o SMW Principle Solutions, Inc.
1900 West Gray
PO Box 130267
Houston, Texas 77219

Dear Board of Directors,

In May 2017, the Harris County Appraisal District (HCAD) issued the 2017 Preliminary property value data. Remember these are Preliminary Values and are prior to property owner protest hearings. Expect these values to be reduced.

HCAD reports that the 2017 reappraisal values for approximately 58% of homes in the county increased in value. Commercial properties show approximately 57% of accounts had value increases, while 25% have not changed. The remaining 18% decreased in value. (Commercial property includes apartments, office buildings, retail, medical offices, hospitals, hotels, warehouses and vacant land.)

We have enclosed updates for your TIRZ binder:

- Value Comparison Year-over-Year Report Updated
 This report gives you an idea of the District's historical value trends.
- Incremental Report 2017 Preliminary Values
- Updated Map which identifies parcels by land use classification.

If you have any questions or concerns, please feel free to contact us.

Equi-Tax Inc. 281-444-4866

TIRZ 5 Value Comparison Year over Year

,

		Tax Year 2015 - Taxable Value		T	ax Year 2016 - Taxable Value			Tax Year 2017 - Taxable Value		
		Preliminary as of June 2015	Certified as of August 2015	True-up as of Jan 2016	Preliminary as of May 2016	Certified as of August 2016	True-up as of Jan 2017	Preliminary as of May 2017	Certified as of August 2017	True-up as of Jan 2018
Original Area	1997								The state of the s	Sec. 1887-1885
JUR 583	City	462,556,444	443,287,264	443,210,961	497,476,470	484,344,565	494 122 622	405 004 510		
	HISD	461,381,444	442,897,264	442,820,961	497,528,970	484,542,065	484,133,622 484,519,622	495,894,510 496,350,510		
Annexed Area	2007									
JUR 935	City	8,288,641	7,867,552	7,839,381	8,129,494	7,564,925	7,564,925	7,683,618		
Annexed Area	2009	22 424								
JUR 309	City	277,242	277,242	277,242	591,450	591,450	591,450	591,450		
Annexed Area	2015		10 10 10 10 10 10 10 10 10 10 10 10 10 1				*			
JUR 816	City					1,173,604,895	1,180,840,899	1,409,053,091		
Total										
	City	471,122,327	451,432,058	451,327,584	506,197,414	1,666,105,835	1,673,130,896	1,913,222,669		
	HISD	461,381,444	442,897,264	442,820,961	497,528,970	484,542,065	498,427,039	496,350,510		
		Reduction - City Only								
		2015 Prelim vs. 2015 True-up		19,794,743	Reduction - City Only 2016 Prelim vs. 2016 True-up		13,907,417			
				4.20%	Excluding Jur 816		2.75%			

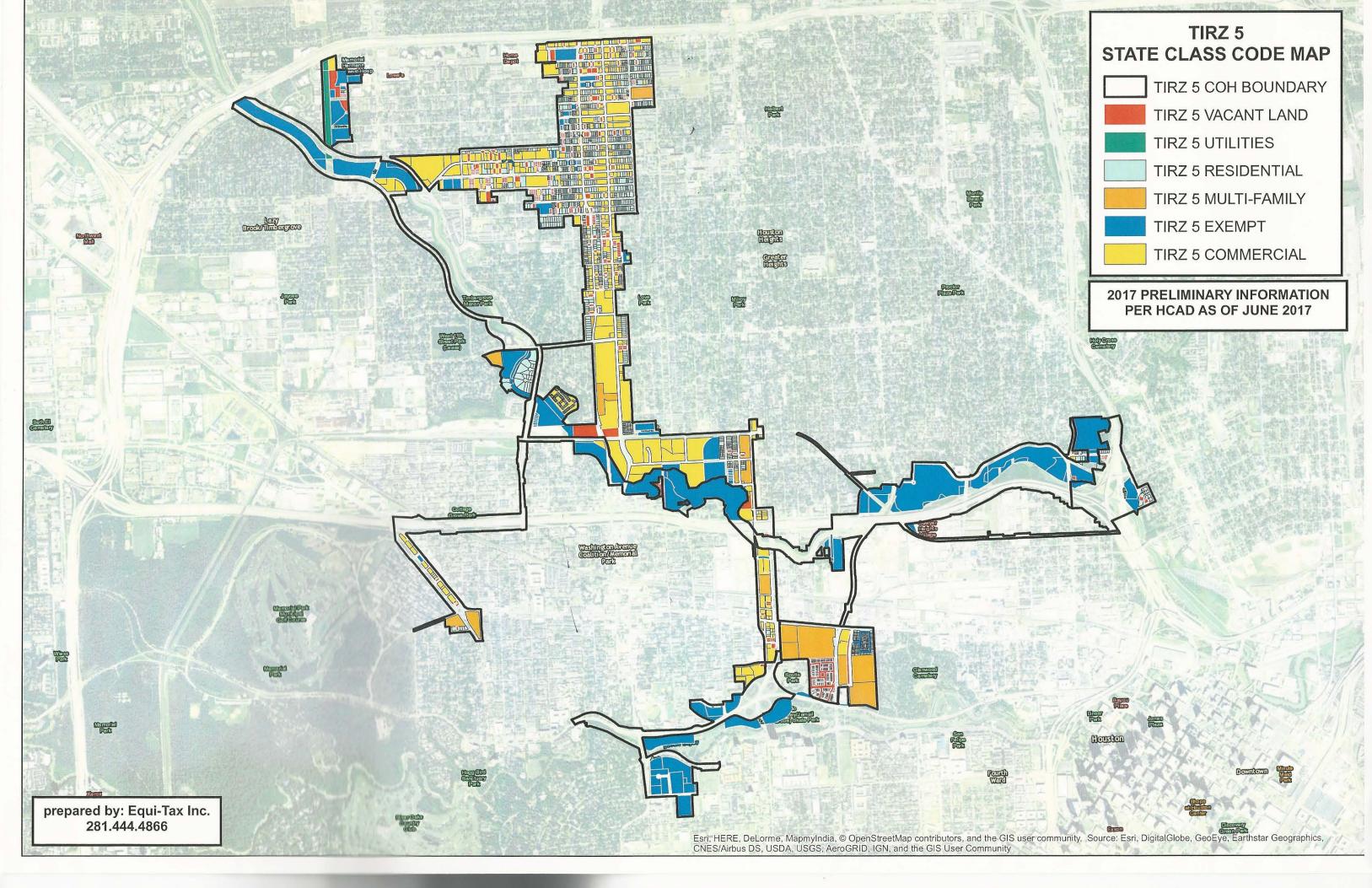
NOTES:
HISD does not participate in the Annexed Areas.
Annexed Area JUR 309 2014 value was corrected, the account was prorated for the small portion that is within the TIRZ.

Value by State Classification Code

		***************************************	x Year 2015 - Taxable Value			Tax Yea	r 2016 - Taxable Value	Andrew - Landson				Tax Ye	ear 2017 - Taxable Value	
ype of Property	Class Code	Preliminary as of June 2015	Certified as of August 2015	True-up as of Jan 2016	Preliminary as of May 2016		Certified as of August 2016		True-up as of Jan 2017		Preliminary as of May 2017		Certified as of August 2017	True-up as of Jan 2018
esidential	A1	113,938,974	109,300,337	109,195,863	115,484,970	22.81%	512,314,456	30.75%	510,384,440	30.50%	561,276,487	29.34%		
ulti- Family	B1 - B4	345,321,313	330,937,967	330,937,967	378.072.852	74.69%	582,524,020	34.96%	582,498,028	34.81%	689,361,378	36.03%		
acant Land	C1 - C3	568,643	562,553	562,553	697,699	0.14%	80,358,426	4.82%	80,714,864	4.82%	87,167,966	4.56%		
mmercial	F1 - F2	11,033,057	10,370,861	10,370,861	11,681,553	2.31%	489,738,150	29.39%	498,362,781	29.79%	571,553,168	29.87%		
tilities	J3	260,340	260,340	260,340	260,340	0.05%	1,170,783	0.07%	1,170,783	0.07%	3,863,670	0.20%		
otal		471,122,327	451,432,058	451,327,584	506,197,414	100%	1,666,105,835	100%	1,673,130,896	100%	1,913,222,669	100%		

NOTES:

		2017	2017		2017	2016	ESTIMATED GROSS	LEVY WITH
		PRELIMINARY	TAXABLE	BASE YEAR	INCREMENT	TAX RATES	TAX INCREMENT	COLLECTION
		VALUE	VALUE	/		/\$100	LEVY	RATE @ 97%
Original Area	1997	526,491,826						
JUR 583	City	Comment of the control of the contro	495,894,510	26,633,950	469,260,560	0.58642	2,751,837.78	2,669,282.64
JUR 960	HISD *		496,350,510	26,633,950	86,337,157	0.64000	552,557.80	535,981.07
Annexed Area	2007	8,723,695				-		
JUR 935	City	0,723,053	7,683,618	0	7,683,618	0.58642	45,058.27	43,706.52
Annexed Area	2009	591,450	å.					
JUR 309	City	<i></i>	591,450	0	591,450	0.58642	3,468.38	3,364.33
Annexed Area	2015	1,497,399,613	19					
JUR 816	City		1,409,053,091	945,064,142	463,988,949	0.58642	2,720,923.99	2,639,296.27
	Total	2,033,206,584	(g					
	City		1,913,222,669	26,633,950	941,524,577	0.58642	5,521,288.42	5,355,649.77
	HISD *		496,350,510	26,633,950	86,337,159	0.64000	552,557.80	535,981.07
			1					5,891,630.84
HISD capped pa	articipation	based on Plan B of the I	May 1997 Project Pla	n. Includes return fo	r Educational Facilit	ies by using \$.64.		
HISD does not pa	rticipate in	the Annexed Areas.	\					
Iarris County do	es not partic	cipate in the TIRZ.						
Base Year for JU	R 935, an A	annexed Area, is \$0.	•					
UR 309, an Ann	exed Area,	contains a prorated porti	on of The Legacy at I	Memorial Apartmen	ts.			



Annual Financial Statements
And
Supplementary Information

June 30, 2017 (With Independent Auditor's Report Thereon)

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INDEPENDENT AUDITOR'S REPORT

Board of Directors Memorial-Heights Redevelopment Authority City of Houston, Texas

We have audited the accompanying financial statements of the governmental activities and major fund of Memorial-Heights Redevelopment Authority (the "Authority"), <u>a component unit of the City of Houston, Texas</u>, as of and for the year ended June 30, 2017, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and major fund of the Authority as of June 30, 2017, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis and the Budgetary Comparison Schedule – General Fund be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Authority's basic financial statements. The supplementary information required by the City of Houston, Texas is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The supplementary information, excluding that portion marked "Unaudited" on which we express no opinion or provide any assurance, has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

McCall Gibson Swedlund Barfoot PLLC Certified Public Accountants Houston, Texas

September 19, 2017

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED JUNE 30, 2017

The discussion and analysis of Memorial-Heights Redevelopment Authority's (Authority) financial statements provide an overview of the Authority's financial performance during the years ended June 30, 2017, and 2016. This discussion and analysis includes comparative data for the year ended June 30, 2017, with the year ended June 30, 2016, with a brief explanation for significant changes between fiscal years. Since the Management's Discussion and Analysis is designed to focus on current activities, resulting changes and currently known facts, please read in conjunction with the Authority's financial statements and footnotes.

HIGHLIGHTS

- Since its creation in 1996, Reinvestment Zone Number Five, City of Houston (Zone) has seen an increase in taxable value. As of tax year 2016, the projected taxable value was approximately \$657.5 million. This increase in value over the base year was due to multiple factors including annexation of territory into the boundaries of the Zone and subsequent development of multi-family development and commercial projects in the Zone.
- The Authority recorded its annual Municipal Services Payment to the City of Houston in the amount of \$160,652.
- During Fiscal Year 2017, the Authority had Affordable Housing Expenditures due to the City of Houston in the amount of \$1,120,361.
- During Fiscal Year 2017, the Bryce Street Trailhead was completed except for the fencing around the water treatment facility and the expansion of the rain garden. We expect to advertise for a contractor to complete this work soon.
- Due to changes in the Olivewood area, the Olivewood Trailhead Project has been placed on hold.
- During Fiscal Year 2017, we kicked off the design phase of the Houston Avenue and White Oak Drive Intersection project.
- During Fiscal Year 2017, we began the preliminary work for the Shepherd/Durham Streets Reconstruction Project to enable us to make an application during the upcoming HGAC Call for projects.
- The ribbon cutting for the Memorial Heights Redevelopment Authority section of the White Oak Bayou Trail was held on December 10, 2016.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED JUNE 30, 2017

OVERVIEW OF THE FINANCIAL STATEMENTS

Under Governmental Accounting Standards Board (GASB) Statement No. 34, the Authority qualifies as a special purpose government with one program – redevelopment of the Memorial-Heights Area, an area in central Houston consisting of commercial and recreational corridors within an area generally bounded by IH-610 to the North and West, IH-45 to the East, and West Clay Street to the South (the "Memorial-Heights Area"). GASB Statement No. 34 allows such entities to combine the fund financial statements and the government-wide financial statements rather than presenting separate statements.

Government-wide statements report information about the Authority as a whole using accounting methods similar to those used in private-sector companies. The Statement of Net Position includes all of the Authority's assets and liabilities. All of the current year's revenues and expenses are accounted for in the Statement of Activities, regardless of when cash is received or paid. The fund financial statements report information about the Authority on the modified accrual basis, which only accounts for revenues that are measurable and available within the current period or soon enough thereafter to pay liabilities of the current period. Adjustments are provided to reconcile the government-wide statements to the fund statements. Explanations for reconciling items in the "Adjustments" column are provided on the face of the statements.

STATEMENT OF NET POSITION

The Statement of Net Position includes all assets and liabilities using the accrual basis of accounting, which is similar to the accounting used by most private-sector institutions. The following table reflects condensed information (rounded to the nearest thousand) on the Authority's net position at June 30:

	2017			2016
ASSETS:				
Cash	\$	5,741,000	\$	5,058,000
Tax Increments Receivable		513,000		
Prepaid Costs		1,000		1,000
TOTAL ASSETS	\$	6,255,000	<u>\$</u>	5,059,000
LIABILITIES:				
Accounts Payable	\$	102,000	\$	844,000
TOTAL LIABILITIES	\$	102,000	\$	844,000
TOTAL NET POSITION	\$	6,153,000	\$	4,215,000

The Authority's cash deposits are collateralized by pledged securities.

For a more detailed analysis of assets and liabilities, see the notes to the financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED JUNE 30, 2017

STATEMENT OF ACTIVITIES

The Statement of Activities presents the operating results of the Authority. The following table reflects condensed information on the Authority's operations for the years ended June 30:

		2017		2016
REVENUES:	Φ.	6.412.000	Φ.	7727 000
Tax Increments Interest Income	\$	6,412,000 11,000	\$	4,735,000 11,000
TOTAL REVENUES	•	6,423,000	•	4,746,000
TOTAL REVENUES	<u> </u>	0,423,000	<u>\$</u>	4,740,000
EXPENSES:				
Project Cost	\$	2,006,000	\$	3,435,000
Other Costs		2,063,000		2,365,000
Support Services		416,000		206,000
TOTAL EXPENSES	\$	4,485,000	\$	6,006,000
CHANGE IN NET POSITION	\$	1,938,000	\$	(1,260,000)
NET POSITION – BEGINNING OF YEAR		4,215,000		5,475,000
NET POSITION – END OF YEAR	<u>\$</u>	6,153,000	\$	4,215,000

Tax Increments

The City, County and HISD have agreed, subject to certain limitations, to deposit to the Tax Increment Fund established for the Authority, a certain percentage of tax collections arising from their respective taxation of the increase, if any, in the appraised value of real property located in the Zone since a designated base year. The City remits its tax increments on an annual basis. The tax increments of the County and HISD are remitted to the Authority after such payments are made to the City.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED JUNE 30, 2017

Capital Assets

The Authority had no capital assets as of June 30, 2017. Under the Development Agreements, the Authority oversees the construction of certain public improvements in the Memorial-Heights Areas. Upon completion and inspection by the Authority's consultants and the City's inspectors, the public improvements are automatically conveyed to the City. Thus, although it may have obligations to reimburse construction participants, including developers, for the public improvements, the Authority never holds title to any public improvements.

Debt

As of June 30, 2017, the Authority had no debt.

GENERAL FUND BUDGETARY HIGHLIGHTS

The Authority's overall final budget for 2017 was in excess of \$10.6 million dollars.

Actual tax increments and other income received were more than budgeted. Total expenditures were less than budgeted. See the budget to actual comparison on page 15.

CURRENT AND FUTURE PROJECTS

The Authority is undertaking or considering the following projects in the Memorial Heights Area, including:

- White Oak Bayou Hike and Bike Trails Segments A through C
- Bryce Street Trailhead Project
- Olivewood Trailhead Project
- White Oak Bayou Concrete Removal Project
- Houston Avenue and White Oak Drive Intersection Improvement Project
- 18th and 19th Streets Reconstruction Project
- Shepherd/Durham Streets Reconstruction Project
- Street Tree Planting Project

This financial report is designed to provide a general overview of the Memorial-Heights Redevelopment Authority's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to John Kuhl, Attorney, SKLaw, 1980 Post Oak Boulevard, Suite 1380, Houston, Texas 77056.

STATEMENT OF NET POSITION AND GOVERNMENTAL FUND BALANCE SHEET JUNE 30, 2017

	General Fund	Adjustments	Statement of Net Position
ASSETS			
Cash	\$ 5,741,271	\$	\$ 5,741,271
Tax Increments Receivable	513,015		513,015
Prepaid Costs	935		935
TOTAL ASSETS	\$ 6,255,221	\$	\$ 6,255,221
LIABILITIES			
Accounts Payable	<u>\$ 102,265</u>	\$	\$ 102,266
TOTAL LIABILITIES	<u>\$ 102,266</u>	\$	\$ 102,266
FUND BALANCE			
Nonspendable: Prepaid Costs	\$ 935	\$ (935)	\$
Assigned to 2018 Budget Deficit	658,752	(658,752)	Ψ
Unassigned	5,493,269	(5,493,269)	
TOTAL FUND BALANCE	\$ 6,152,956	\$ (6,152,956)	\$
TOTAL LIABILITIES AND FUND BALANCE	\$ 6,255,221		
2.12.11.102	4 3,233,221		
NET POSITION - UNRESTRICTED	,	<u>\$ 6,152,956</u>	<u>\$ 6,152,956</u>

The accompanying notes to the financial statements are an integral part of this report.

STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUND REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE FOR THE YEAR ENDED JUNE 30, 2017

	General Fund	Adjustments	Statement of Activities
REVENUES:			
Tax Increment Revenue	\$ 6,412,424	\$	\$ 6,412,424
Interest Revenues	10,664		10,664
TOTAL REVENUES	\$ 6,423,088	\$	\$ 6,423,088
EXPENDITURES/EXPENSES:			
Service Operations:			
Affordable Housing	\$ 1,120,361	\$	\$ 1,120,361
Municipal Services	160,652		160,652
ISD Education Set-Aside Transfer	487,805	A X V	487,805
Administrative Fees-Transfer	294,330		294,330
Project Cost	2,006,306		2,006,306
Administrative Consultant	92,611		92,611
Accounting and Legal Fees	68,597		68,597
Developer Reimbursement	141,446		141,446
Other Consultants	112,638)	112,638
Other Cost	965		965
TOTAL EXPENDITURES/EXPENSES	\$ 4,485,711	\$	<u>\$ 4,485,711</u>
_			
NET CHANGE IN FUND BALANCE	\$ 1,937,377	\$ (1,937,377)	\$
CHANGES IN NET POSITION		1,937,377	1,937,377
FUND BALANCE/NET POSITION – JULY 1, 2016	4,215,579		4,215,579
FUND BALANCE/NET POSITION – JUNE 30, 2017	\$ 6,152,956	\$	\$ 6,152,956

The accompanying notes to the financial statements are an integral part of this report.

NOTES TO THE FINANCIAL STATEMENTS JUNE 30, 2017

NOTE 1. DESCRIPTION OF ORGANIZATION

Description of Organization

Memorial-Heights Redevelopment Authority (the Authority) is a nonprofit local government corporation, incorporated December 11, 1997 under the laws of the State of Texas, and operating under Chapter 431, Texas Transportation Code. On December 10, 1997, the City of Houston (the City) adopted Resolution No. 97-67, which authorized the Authority to aid, assist and act on behalf of the City, in the performance of the City's obligation with respect to Reinvestment Zone Number Five, City of Houston, Texas (Memorial-Heights TIRZ or TIRZ).

City of Houston Reinvestment Zone Number Five

Memorial-Heights TIRZ was created pursuant to Chapter 311, Texas Tax Code, by City Ordinance No. 96-1337, effective December 24, 1996, as a tax incremental reinvestment zone. The TIRZ is authorized to provide new capital for public works and public improvements in specified corridors and areas in the Memorial-Heights Area. The TIRZ will provide a source of funding through the tax increments generated by redevelopment of those areas within the Memorial-Heights Area.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

As required by accounting principles generally accepted in the United States of America, these financial statements represent all of the funds of Memorial-Heights Redevelopment Authority. The Authority is a component unit of the City of Houston. Component units are legally separate entities for which the primary government is financially accountable. There are no separate legal entities that are a part of the Authority's reporting entity.

Tax Increments and Participation Agreements

The City, Harris County (the County) and the Houston Independent School District (HISD), (each a Participant) have agreed to deposit to the Tax Increment Fund established for the TIRZ (the Tax Increment Fund) a certain percentage of the tax collections arising from their taxation of the increase, if any, in the appraised value of real property located in the TIRZ since January 1, 1996 (the Tax Increments). Each Participant is required to collect taxes on real property located within the TIRZ in the same manner as other taxes are collected by the Participant. The Participant is then required to pay the Tax Increment Fund the Tax Increments, as agreed upon in accordance with such Participant's agreement with the City and the TIRZ (collectively, the Participation Agreements). Thus, Tax Increments are due to be deposited from the Tax Increment Fund to the Authority's account by the end of each quarter in which they are collected in the Tax Increment Fund. The City and County have agreed to pay 100% of their Tax

NOTES TO THE FINANCIAL STATEMENTS JUNE 30, 2017

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Tax Increments and Participation Agreements (Continued)

Increments to the Tax Increment Fund. The County's taxes for the Hospital District, Port Authority and Flood Control District are not payable to the Tax Increment Fund. Pursuant to an agreement between the City, the TIRZ, and HISD as amended (the HISD Interlocal Agreement), HISD has agreed to pay \$0.64 per \$100 of Captured Appraisal Value, which shall be applied to the obligations of the TIRZ and the remaining portion shall be accrued in the Tax Increment Fund to be applied, at HISD's sole discretion, to educational facilities. During the current fiscal year, tax increments of \$5,386,604 were collected by the City of which \$269,330 was withheld to cover administrative costs and tax increments of \$1,025,820 were collected by HISD of which \$487,805 was withheld to cover educational facilities and \$25,000 was withheld to cover administrative costs. For the year ended June 30, 2017, the Authority did not receive a County Tax Increment.

Measurement Focus and Basis of Accounting:

Government-Wide Financial Statement

The Statement of Net Position and the Statement of Activities display information about the reporting government as a whole. The Statement of Net Position and the Statement of Activities were prepared using the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recorded when the liability is incurred.

Government-wide statements distinguish between governmental-type and business-type activities. Governmental activities are those financed through taxes, intergovernmental revenues, and other non-exchange revenues and are usually reported in governmental and internal service funds. Business activities are financed in whole or in part through fees charged for goods or services to the general public and are usually reported in proprietary funds. The Authority does not have any business-type activities.

Fund Financial Statements

The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. All governmental funds are accounted for using a current financial resources measurement focus and have been prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recognized when susceptible to accrual (i.e., when they are "measurable and available"). "Measurable" means the amount of the transaction that can be determined and "available" means collectible within the current period or soon enough thereafter to pay liabilities of the current period. The Authority considers all revenue available if it is collected within 60 days after the year end. Expenditures are recorded when the related fund liability is incurred. The Authority only has one major fund, the General Fund, which accounts for all financial resources.

NOTES TO THE FINANCIAL STATEMENTS JUNE 30, 2017

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus and Basis of Accounting: (Continued)

Fund Balances

Fund balances in governmental funds are classified using the following hierarchy:

Nonspendable - amounts that cannot be spent either because they are in nonspendable form or because they are legally or contractually required to be maintained intact.

Restricted - amounts that can be spent only for specific purposes because of constitutional provisions or enabling legislation or because of constraints that are externally required. The Authority does not have any restricted fund balances.

Committed - amounts that can be used only for specific purposes determined by a formal action of the Board of Directors. The Board is the highest level of decision-making authority for the Authority. Commitments may be established, modified, or rescinded only through ordinances or resolutions approved by the Board. The Authority does not have any committed fund balances.

Assigned - amounts that do not meet the criteria to be classified as restricted or committed but that are intended to be used for specific purposes. The Authority has not adopted a formal policy regarding the assignment of fund balances. As of June 30, 2017, the Authority assigned \$658,752 of its General Fund fund balance to offset the 2018 budget deficit.

Unassigned - all other spendable amounts in the General Fund.

When an expenditure is incurred for which restricted, committed, assigned, or unassigned fund balances are available, the Authority considers amounts to have been spent first out of restricted funds, then committed funds, then assigned funds, and finally unassigned funds.

Federal Income Taxes

The Authority is exempt from Federal income taxes as an organization described in Section 501(c) (3) of the Internal Revenue Code. Under Section 6501 (c) (4), the Authority has also requested an advance ruling allowing it to be treated as a publicly supported organization under Section 170 (b) (1) (A) (vi) of the Internal Revenue Code. Furthermore, as an adjunct of local government, the Authority is exempt from Federal income taxes under Section 115 (2) of the Internal Revenue Code and qualifies as a publicly supported organization within the meaning of Section 509 (a) of the Internal Revenue Code.

NOTES TO THE FINANCIAL STATEMENTS JUNE 30, 2017

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus and Basis of Accounting: (Continued)

Use of Estimates

The preparation of the Authority's financial statements in conformity with accounting principles generally accepted in the United States of America requires the Authority's management to make estimates and assumptions that affect the amounts reported in these financial statements and accompanying notes. Actual result could differ from those estimates.

NOTE 3. DEPOSITS AND INVESTMENTS

Deposits

Custodial credit risk is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The Authority's deposit policy for custodial credit risk requires compliance with the provisions of Texas statutes.

Texas statutes require that any cash balance in any fund shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the Authority of securities eligible under the laws of Texas to secure the funds of the Authority, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged. At June 30, 2017, none of the Authority's bank balances were exposed to custodial credit risk.

The carrying values of the deposits are included in the Governmental Funds Balance Sheet and the Statement of Net Position at June 30, 2017, as listed below:

TOTAL CASH

\$ 5,741,271

NOTES TO THE FINANCIAL STATEMENTS JUNE 30, 2017

NOTE 3. DEPOSITS AND INVESTMENTS (Continued)

Investments

Under Texas statute, the Authority is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity and that address investment diversification, yield, maturity, and the quality and capability of investment management, and all Authority funds must be invested in accordance with the following investment objectives: understanding the suitability of the investment to the Authority's financial requirements, first; preservation and safety of principal, second; liquidity, third; marketability of the investments if the need arises to liquidate the investment before maturity, fourth; diversification of the investment portfolio, fifth; and yield, sixth. Authority's investments must be made "with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person's own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived." No person may invest Authority funds without express written authority from the Board of Directors.

The Board of Directors has adopted a written investment policy regarding the investments of its funds as defined in the Public Funds Investment Act of 1997 (Chapter 2256, Texas Government Code). Such investment include (1) obligations of the United States or its agencies; (2) direct obligations of the State of Texas or its agencies; (3) other obligations, the principal and interest of which are unconditionally guaranteed or insured by or backed by the full faith and credit of the State of Texas or the United States or their respective agencies; (4) certificates of deposit, and (5) commercial paper that complies with the Public Funds Investment Act. During the year ended June 30, 2017, the Authority had no investments.

NOTE 4. DEVELOPER ADVANCES AND INTEREST PAYABLE

The Authority and Memorial-Heights TIRZ have executed a development agreement with ArchStone Smith to provide funding for all reasonable and necessary expenses for the maintenance, operation and administration of the Authority and Memorial-Heights TIRZ. ArchStone Smith has agreed to extend a loan not to exceed the aggregate principal amount of \$16,706,921. The loan shall bear interest on the unpaid principal amount at the Base Rate (the prime rate of J.P. Morgan Chase Bank) plus 1% per annum until maturity. If applicable, the interest rate shall be adjusted quarterly based on any changes in the Base Rate. Principal and interest shall be repaid from the deposits made by the participating taxing entities to the Tax Increment Fund until the obligation is retired. Providing the availability of funds in the Tax Increment Fund, scheduled payments shall commence on April 1, 1998, with subsequent payments to be made annually each July. Accordingly, \$167,382 and \$49,052 of principal and

NOTES TO THE FINANCIAL STATEMENTS JUNE 30, 2017

NOTE 4. DEVELOPER ADVANCES AND INTEREST PAYABLE (Continued)

interest, respectively, was paid during the fiscal year ended June 30, 2009. At the end of the fiscal years 2010 through 2016 the balance due was zero on the loan.

The Authority has also entered into a reimbursement agreement with Legacy Partners Memorial Houston, L.P. (Legacy). In accordance with this agreement, Legacy has agreed to fund various right-of-way improvements on behalf of the Authority. As of June 30, 2009, Legacy has funded \$192,294 in reimbursable costs. This amount was recorded as a liability in the Statement of Net Position for 2009 and paid in 2010. The Authority also accrued and paid an additional \$28,000 in 2010 making the total paid to Legacy Partners in 2010 \$220,294. There were no payments made to Legacy in 2011 through 2016 and no amount due as of June 30, 2017.

In addition, the Authority has also entered into a reimbursement agreement with Regent Square AB LLC, Regent Square CD LLC, and AH Borrower LLC (Regent). In 2012, a partial assignment of the reimbursement agreement was made by Regent to Sovereign Regent Square LLC (Sovereign). In accordance with the reimbursement agreement, Regent and Sovereign have agreed to fund on behalf of the Authority certain design and construction costs for public infrastructure improvements in connection with a mixed-use development. During the fiscal year ended June 30, 2017, \$141,446 in reimbursements under the reimbursement agreement have been paid.

NOTE 5. RISK MANAGEMENT

The Authority is exposed to various risks of loss related to torts, theft of, damage to, and destruction of assets; errors and omissions; personal injuries; and natural disasters. The risk of loss is covered by commercial insurance for which the Authority participates along with more than 1,500 other entities in the Texas Municipal League's Intergovernmental Risk Pool. The Pool purchases commercial insurance at group rates for participants in the Pool. The Authority has not had any significant reductions in insurance coverage and no settlements.

REQUIRED SUPPLEMENTARY INFORMATION BUDGETARY COMPARISON SCHEDULE – GENERAL FUND FOR THE YEAR ENDED JUNE 30, 2017

	General Fund					
	Original and Final Budget		Actual	Variance Positive (Negative)		
Budgetary Fund Balance – Beginning of Year	\$	6,229,973	\$ 4,215,579	\$ (2,014,394)		
Resources: Tax Increments Interest Income		4,378,238 8,340	6,412,424 10,664	2,034,186 2,324		
Total Available Resources	\$	10,616,551	\$ 10,638,667	<u>\$ 22,116</u>		
Expenditures: Maintenance and Operations Capital Expenditures and Developer Transfers Total Expenditures Budgetary Fund Balance – End of Year Explanation of Differences between Budgetary Inflow	\$ \$ \$	246,500 5,705,000 1,948,521 7,900,021 2,716,530	\$ 274,812 2,006,306 2,204,593 \$ 4,485,711 \$ 6,152,956	\$ (28,312) 3,698,694 (256,072) \$ 3,414,310 \$ 3,436,426		
and Outflows and GAAP Revenues and Expenditures Sources/Inflows of Resources Actual amounts (budgetary basis) Differences – Budget to GAAP: The fund balance at the beginning of the year is a budgetary resource but is not a current-year revenue for				\$ 10,638,667		
financial reporting purposes				(4,215,579)		
Total revenue as reported on the statement of revenues, expenditures, and changes in fund balances – general fund				\$ 6,423,088		

SCHEDULE OF ESTIMATE OF PROJECT COSTS TO ACTUAL COSTS PERIOD FROM DECEMBER 11, 1997 (DATE OF INCORPORATION) THROUGH JUNE 30, 2017 (UNAUDITED)

	Estimated Total Costs		Total Expenditures		Variance
D. H. T. H. T.	Φ.	10 144 625	Ф	2 995 229 4	ft 15 250 407
Public Utility Improvements	\$	18,144,635	\$	2,885,228	\$ 15,259,407
Roadway and Sidewalk Improvements		31,738,100		7,261,798	24,477,302
Parks & Park Improvements		43,499,375		8,589,487	34,909,888
Professional Services/TIRZ Administration		6,513,853		4,849,038	1,664,815
Property Assemblage/Clean-up		27,100,000		882,382	26,217,618
Financing Cost		9,879,513		3,428,907	6,450,606
Creation Costs		165,000		175,300	(10,300)
School and Educational Facilities		10,903,863		12,699,903	(1,796,040)
Affordable Housing		21,832,291		7,262,210	14,570,081
TOTAL REIMBURSEMENT	\$	169,776,630	\$	48,034,252	<u>\$ 121,883,858</u>

SCHEDULE OF OPERATING EXPENDITURES AND CAPITAL EXPENDITURES FOR THE YEAR ENDED JUNE 30, 2017

Category	Vendor	Budget	Actual Expenditure	Variance Positive (Negative)
ADMINISTRATION AND				
OVERHEAD				
Administration Support	SKLaw/TIF Works			
	LLC/SMW	\$ 84,000	\$ 92,611	\$ (8,611)
Office Expenses		500		500
Insurance	TML Insurance	1,000	965	35
Accounting	The Morton Accounting			
	Services	12,000	16,798	(4,798)
Auditor	McCall Gibson Swedlund			
	Barfoot PLLC	9,000	15,540	(6,540)
Tax Consultant	Equi-Tax Inc.	25,000	900	24,100
SUBTOTAL		<u>\$ 131,500</u>	<u>\$ 126,814</u>	<u>\$ 4,686</u>
DDOCDAM AND DDOUGOT				
PROGRAM AND PROJECT				
CONSULTANTS	CIZI	0 25,000	f 51.700	¢ (26.700)
Legal-General Matters	SKLaw	\$ 25,000	\$ 51,799	\$ (26,799)
Planning Consultants	FIDA I OC I	50,000		50,000
Engineering Consultant	EHRA,Jones & Carter	40,000	07.100	(5(100)
	Goodman Company	40,000	96,198	(56,198)
SUBTOTAL		<u>\$ 115,000</u>	<u>\$ 147,997</u>	<u>\$ (32,997)</u>
TOTAL MANAGEMENT				
TOTAL MANAGEMENT CONSULTING SERVICES		e 246.500	e 274.011	e (20.211)
CONSULTING SERVICES		<u>\$ 246,500</u>	<u>\$ 274,811</u>	<u>\$ (28,311)</u>
Affordable Housing	City of Houston	<u>\$ 1,120,361</u>	<u>\$ 1,120,361</u>	<u>\$</u>
	A \ Y			
Municipal Services	City of Houston	<u>\$ 160,652</u>	<u>\$ 160,652</u>	<u>\$</u>

SCHEDULE OF OPERATING EXPENDITURES AND CAPITAL EXPENDITURES FOR THE YEAR ENDED JUNE 30, 2017

Category	Vendor	Budget	Actual Expenditure	Variance Positive (Negative)
CAPITAL EXPENDITURES				
MKT Bridge				
T-0509	EHRA	\$ 50,000	\$ 415	\$ 49,585
Buffalo to White Oak Trail				
Connector			1	
T-0510	EHRA/SMW		438	(438)
MKT / Hike & Bike Trail	SKLaw/EHRA			
T-0511	Houston Parks Board		984,855	(984,855)
			90 ,,000	(201,000)
Rutland/Patterson Conn Trailhead)	
and Bank Stabilization T-0513	EHRA	2,500,000	1,038	2 409 062
1-0313	ЕПКА	2,300,000	1,038	2,498,962
11th/Bryce Parking and Trail	SKLaw/EHRA	50,000	5,044	44,956
T-0515	SMW/W&R Construction	750,000	399,070	350,930
Flood Remediation/Channel	SKLaw/Houston Flood	Y		
Reclamation T-0517	Control	150,000	275,629	(125,629)
Reclamation 1 0317		130,000	273,023	(123,025)
Wichman Trail Head and Connector	EHRA/SKLaw/SMW	1,400,000	131,524	1,268,476
Trail T-0518				
Houston Ave & White Oak Dr				
Intersection T-0520	EHRA/SKLaw/SMW	330,000	46,517	283,483
Little Thicket Park Improvements T-0521	EHRA/SMW	50,000	2.008	47,992
1-0321	EHRA/SM W	30,000	2,008	47,992
18th and 19th Reconstruction T-0522	EHRA/SMW	150,000	101,910	48,090
Shepherd/Durham Reconstruction T-0523	EHRA/SMW	225,000	57,858	167,142
1-0323				
Street Trees				
T-0524		50,000		50,000
TOTAL CAPITAL EXPENDITURES		\$ 5,705,000	<u>\$ 2,006,306</u>	\$ 3,698,694
EAI ENDITUKES		<u>\$ 3,703,000</u>	<u> </u>	<u>v 2,070,074</u>

SECOND AMENDMENT

TO THE

CONTRACT

BY AND BETWEEN

THE GOODMAN CORPORATION

AND

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY

THIS SECOND AMENDMENT to the Contract dated September 20, 2016, as amended on May 9, 2017 (Contract), by and between The Goodman Corporation (Consultant) and Memorial-Heights Redevelopment Authority (Client), is hereby entered into this 19th day of September, 2017 (Second Amendment).

WITNESSETH

WHEREAS, Client wishes to pursue TIGER grant funding for the Shephard project activities; and

WHEREAS, Client desires to retain Consultant to perform various professional services associated with the TIGER grant in accordance with this Amendment.

NOW, THEREFORE, for good and valuable consideration, and in accordance with Article IX of the Contract, Client and Consultant agree to amend the Contract as follows:

- 1. ARTICLE I, Scope of Services, shall be amended to include Exhibit A-1, attached hereto and incorporated herein for all purposes.
- 2. All references in the Contract to "Exhibit A" shall also include reference to "Exhibit A-1".
- 3. All other provisions of the Contract, as amended, between Consultant and Client, not changed through this Second Amendment, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties he	ereto have executed this S	Second Amendment in duplicate
originals and it shall be effective the _	day of	, 2017.

BY:	ATTEST:	-	
Name:	Name:		
Title:	Title:		
THE GOODMAN CORPORATION			
BY:	ATTEST:		
Barry M. Goodman	Jim Webb		
President/CEO	COO		

EXHIBIT A-1



HOUSTON: 3200 Travis Street Suite 200

AUSTIN:
911 W. Anderson Lane

Suite 200

Houston,TX 77006 Austin,TX 78757 (713) 951-7951 (512) 236-8002

THEGOODMANCORP.COM



Memorial Heights Redevelopment Authority FY 2017 TIGER Program Application for Shepherd Reconstruction

On Thursday, September 7, 2017 the Federal Register announced the release of the notice of funding opportunity for the United States Department of Transportation's TIGER program. This round of the TIGER program is making \$500M available via a competitive process for infrastructure investments. Recent discussions between the Memorial Heights Redevelopment Authority (MHRA) and the City of Houston indicate that the City currently does not have a priority project identified for submission and is enthusiastic to support the MHRA's submission of an application for the Shepherd Drive project.

TGC believes that this opportunity for funding the Shepherd Drive project should be pursued due to the significant benefits generated via the project, the City's commitment of support, and the national media attention that Houston has recently received due to the impacts of Hurricane Harvey. Through coordination efforts with Jones | Carter, we also believe that additional flood mitigation components can be built into the project to further align the project with USDOT and City of Houston goals.

This scope of services will allow TGC to develop the appropriate TIGER application materials to include all letters of support and additional coordination with the Houston congressional delegation to provide the best potential for a positive grant award. TGC will also assemble the project budget and assist City of Houston staff with the grant submittal process, as the City will be identified as the lead agency for the project.

All activities will be completed by October 16, 2017, which is the deadline for submission.

Task 1 – Project Narrative for TIGER Application: TGC staff will prepare the project narrative for a TIGER application to include a detailed project description, location, schedule, and costs. TGC will document previous costs associated with the project. TGC will coordinate with MHRA staff to identify the local match commitment available that can be applied towards the project. TGC staff will develop associated tables, renderings, graphics, and maps to ensure information is clearly conveyed. TGC will complete all necessary forms and adhere to formatting restrictions to ensure completeness. TGC will assist City of Houston staff in submitting the application in Grants.gov.

Deliverable: Standard Forms 424 and 424C, TIGER 2017 Project Information form, cover page, and Project Narrative.

Cost: \$15,000

Task 2 – Support Documentation and Intergovernmental Coordination

TGC will develop a project white paper in order to garner support from project partners. TGC will coordinate with project partners to solicit support. Partners to be solicited for support include but are not limited to:

US Senators Cornyn and Cruz US Representative Ted Poe

State Senator John Whitmire

State Representative Farrar

City of Houston Councilmember Cohen and At-Large Members

Houston-Galveston Area Council

Harris County Flood Control District

Harris County Precincts #1 and #4

Houston Parks Board

Texas Department of Transportation

TGC will also seek support from the entire Houston congressional delegation, even those who do not specifically represent the area within the vicinity of the Shepherd Corridor project. The project is intended to be representative of the City, not of a particular jurisdiction.

TGC will coordinate with City of Houston staff across departments in order to ensure continuous support

Deliverable: Project white paper, letters of support for inclusion in the application package, meeting reports from visits with stakeholders and elected officials.

Cost: \$10,000

Task 3 - Benefit Cost Analysis (BCA) for TIGER Application

TGC has predominantly completed benefit-cost analysis in advance of an upcoming TIP Call for Projects. TGC will refine the previously completed benefits analysis to include summary documentation and formatting consistent with TIGER benefit-cost guidance. TGC will also work to quantify bicycle benefits as well as describe benefits related to flood mitigation and detention associated with the project. These are two benefit areas not currently required in the TIP process.

Deliverable: BCA describing proposed project outcomes in areas listed above.

Cost: \$6,500

Timeline: Application will be completed prior to October 16, 2017 deadline.

Progress payments will be made based on the percentage of completion of each task. Monthly invoices to include progress reports will be provided commensurate with the percentage of the project completed each month.

2.000	BUDGET SUMMARY							
TASK	DESCRIPTION	COST						
1	Project Narrative for TIGER Application	\$15,000						
2	Support Documentation and Intergovernmental Coordination	\$10,000						
3	Benefit Cost Analysis (BCA) for TIGER Application	\$6,500						
	Total	\$31,500						

GR 2017-3

RESOLUTION AUTHORIZING THE PRESIDENT TO SUBMIT A JOINT APPLICATION WITH THE CITY OF HOUSTON TO THE UNITED STATES DEPARTMENT OF TRANSPORTATION FOR FUNDING THROUGH THE TRANSPORTATION INVESTMENT GENERATING ECONOMIC RECOVERY PROGRAM FOR THE SHEPHERD DRIVE RECONSTRUCTION PROJECT

WHEREAS, Tax Increment Reinvestment Zone Number Five City of Houston (Zone), is a political subdivision of the State of Texas and was created by the City of Houston (City) on December 18, 1996, pursuant to Chapter 311 of the Texas Tax Code;

WHEREAS, the Memorial-Heights Redevelopment Authority (MHRA) is a local government corporation organized and existing under the laws of the State of Texas created to act on behalf the Zone;

WHEREAS, the TIRZ/MHRA is an eligible applicant for funding through the Transportation Investment Generating Economic Recovery (TIGER) program made available through the United States Department of Transportation (USDOT);

WHEREAS, the TIRZ/MHRA project plan places emphasis on roadway and street reconstruction projects, storm water management, repair and replacement of drainage systems towards mitigating stormwater runoff, alleviating blight, and improving deteriorated streets while encouraging the sound growth of economic development within the Zone;

WHEREAS, the TIRZ/MHRA has been working to develop a project for the reconstruction of Shepherd Drive from approximately White Oak Bayou to LP-610 for the purposes of satisfying the objectives outlined in the project plan;

WHEREAS, the FY17 TIGER notice of funding availability provides an opportunity for the TIRZ/MHRA to partner with the City to seek federal grant funding for this very important project;

WHEREAS, the TIRZ/MHRA seeks to submit a joint application with the City with the City being designated as the lead agency and the TIRZ/MHRA being designated as the primary recipient of the award and as the provider of the local match for the project; and

WHEREAS,	the proposed pro	oject is estimated	to cost \$	__ with a local	matching share
requirement of \$_					

Now, therefore, be it resolved by the Board of Directors of Memorial-Heights Redevelopment Authority, that:

<u>Section 1</u>. The President is authorized to submit data, information and an application which seeks funding through the USDOT TIGER program to support the Shepherd Drive Reconstruction Project; and

<u>Section 2</u>. MHRA represents that it has the local share resources to meet local matching share requirements.

PASSED AND APPROVED this	_day of, 2017.
	Chair, Board of Directors
Secretary, Board of Directors	
(SEAL)	

EXHIBIT "D"

Form of Work Authorization

AMENDMENT 3 TO WORK AUTHORIZATION NO. 1 FOR

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY

This Work Authorization authorizes consultant services to be performed by JONES | CARTER (the "Consultant") pursuant to the Agreement for Program Management and Engineering Services (the "Agreement") between the Consultant and Memorial-Heights Redevelopment Authority (the "Owner"). Unless otherwise defined herein, all capitalized terms used in this Work Authorization are defined in the Agreement.

This Work Authorization consists of the following:

- 1.0 BASIC CONSULTANT SERVICES Non-CIP: Time and materials basis
 Upon execution of this Work Authorization, the Consultant will provide the
 following Basic Consultant Services. The activities included and the estimated
 hours for each are as follows:
 - a. General On-Call Board meetings, Committee meetings, workshops, unplanned project efforts, CIP coordination, etc.
 - b. 18th Street and 19th Street Design and reconstruction efforts for this corridor are being led by the COH. The team will meet with the COH as necessary and keep track of the status of the ongoing discussion and future plans for these corridors.
 - c. 20th Street Design and reconstruction efforts for this corridor are being led by the COH. The team will meet with the COH as necessary and keep track of the status of the ongoing discussion and future plans for this corridor.

5.0 PAYMENT

Payment to the Consultant for the Services rendered in connection with the Project shall be made in accordance with Exhibit "B" to the Agreement and shall not exceed \$116,978.

 Work Authorization 1:
 \$51,598

 Amendment 1:
 \$27,380

 Amendment 2:
 \$28,000

 Amendment 3:
 \$10,000

IN WITNESS WHEREOF, the parties have executed this Work Authorization as of

, 20	
OWNER:	CONSULTANT:
MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY	JONES CARTER
By:	By:
Name:	Name: Martin Murdock
Title:	Title: Division Manager
	ATTEST:
	JONES CARTER
	By: Ein E. Williford
	Name: Erin Williford
	T:41 D

Title: Department Manager

MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY/TIRZ No. 5 BOARD UPDATE — SEPTEMBER 19, 2017

Tasks completed since June 14th Board Meeting:

- Work Authorization 1 General Authorization [CIP Projects T-0522]
 - Attended Project Status Meeting with Sherry on 06/27/2017.
 - Attended Project Status Meeting with Sherry on 08/10/2017.
 - Attended Projects Committee Meeting on 09/12/2017.
 - Coordinated with Gary Hill regarding TC Jester.
 - Prepared proposal for Little Thicket Park.
 - Prepared and delivered project invoices.
- Work Authorization 2 Houston Avenue/White Oak Drive Intersection Final Design [CIP Project T-0520]
 - Received authorization from the City to proceed with final design.
 - o Completed data collection, survey, and environmental work.
 - Conducted meetings with Greater Northside Management District (06/27/2017),
 Friends of Woodland Park (06/27/2017), Woodland-Heights Civic Association (07/18/2017), and all three groups on 08/01/2017.
 - Coordinated with the City and GNMD regarding maintenance agreement for improvements to Wrightwood roadway conversion.
 - o Coordinated with SWA to develop concepts for Wrightwood roadway conversion.
 - Conducted meeting with METRO on 07/20/2017 to discuss their plans for White Oak Drive east of the intersection.
 - Developed horizontal alignment for the intersection and began H&H analysis.
 - Began preparation of plans for 50% submittal due on 10/27/2017.
- Work Authorization 3 Front End Documents [CIP Project T-0518]
 - Addressed additional comments from SK Law on 07/11/2017.
 - Sent revised documents to EHRA on 08/17/2017.
- Work Authorization 4 Shepherd Drive PER [CIP Project T-0523A]
 - Coordinated with METRO regarding bus stop design and locations.
 - o Received authorization from the City to proceed with TIP funding applications.
 - Coordinated with Projects Committee regarding project limits (07/20/2017).
 - Produced map with project limits for distribution at the City.
 - Developed draft of procurement document for landscape architecture services.
 - Worked with Projects Committee and TGC to prepare TIGER grant application.
- Work Authorization 5 Durham Drive [CIP Project T-0523B]
 - o Completed submission of all grant materials to TGC.
- Work Authorization 6 Little Thicket Park [CIP Project T-0521]
 - Provided preliminary cost estimate to Lisa Johnson.
 - Completed survey, geotechnical, and environmental work.
 - Began development of slope stabilization options.



Memorial Heights Redevelopment Authority Monthly Financial Report Summary September Board Meeting Tuesday, September 19, 2017

At the beginning of July, the Memorial Heights Redevelopment Authority (TIRZ #5) beginning Operating Fund Balance was \$5,741,271. TIRZ #5 received a total of \$517,620, from Money Market interest (\$4,605) and the City of Houston increment payment for HISD (\$513,015). During the period, TIRZ #5 processed \$136,906 in disbursements during the period. 80% of the disbursements related to disbursements to Jones Carter (\$92,104) for CIP Projects and to SMW Principle Solution for Administration (\$16,162). The ending balance as of month end August 31, 2017 was \$6,121,985.

The invoices pending approval for September total \$56,937. See attached "Unpaid Bills Detail" Report on page 3. There is an additional payment due to Sovereign Regent Square LLC for \$183,895.60 for Block D partial reimbursement. A transfer of \$245,000 is required from the Money Market Account to the Operating account to cover outstanding invoices. Additionally during the break there were checks processed in July and August. Those respective "Unpaid Bills Detail" reports begin on page 9 and their respective invoices.

There was \$65,619 spent for Capital Projects for the period. The project that utilized the majority of the funding was T-0520 Houston Ave & White Oak (\$26,612). See attached "Capital Improvement Projects" Report on page 4.

Memorial Heights Redevelopment Authority General Operating Fund As of August 31, 2017

General Operating Fund

BEGINNING BALANCE	\$	5,741,271.17
REVENUE Prosperity Money Market Interest 2,264.23 Monthly Interest City Of Houston 513,015.03 HISD Incree Prosperity Money Market Interest 2,340.47 Monthly Interest	ment	
Total Revenue		517,619.73
DISBURSEMENTS		
2198 Edminster Hinshaw Russ 7,500.00 Engineering	services	
2200 Goodman Corporation 1,793.05 Consulting	Services	
2199 Equitax 1,800.00 Tax Consul	Itants	
2201 Jones & Carter 72,201.70 CIP Consul	lting	
2204 The Morton Accounting 3,067.45 Accounting		
2167 Equitax 225.00 Tax Consul	ltants	
2202 SK Law 6,444.98 Legal Servi	ces	
EFT Prosperity bank 35.00 Bank Service	ce Charge	
2203 SMW Principle Solution 8,108.39 Admin Con	sulting	
2212 The Morton Accounting 1,358.94 Accounting		
2210 SK Law 1,973.09 Legal Servi	ces	
2211 SMW Principle Solution 8,053.27 Admin Con	sulting	
2208 Goodman Corporation 1,517.89 Consulting	Services	
2209 Jones & Carter 19,902.55 CIP Consul	lting	
2210 Edminster Hinshaw Russ 2,925.00 Engineering	g services	
Total Disbursements		136,906.31
ENDING BALANCE	•	
ENDING BALANCE	\$	6,121,984.59
		-
	Au	ıgust 31, 2017
		Balance
LOCATION OF ASSETS Prosperity Operating Prosperity Money Market	\$	2,614.82 6,119,369.77
Total Account Balance	\$	6,121,984.59

Memorial Heights Redevelopment Authority Unpaid Bills Detail As of September 14, 2017

Type	Date	Num	Memo Memo	Due Date	Open Balance
Goodman	Corporation				
Bill	08/31/2017	8-2017-21	MRA100 Project - August	09/10/2017	7,360.54
Total Goo	dman Corporat	ion			7,360.54
Jones & 0	Carter Inc.				
Bill	08/31/2017	0253153	Work Order 1 - Through Aug 25, 2017	09/10/2017	3,405.00
Bill	08/31/2017	0253154	Work Order 2 - Through Aug 25, 2017	09/10/2017	17,972.25
Bill	08/31/2017	0253155	Shepherd Dr 6th to 610 - Through Aug 25, 2017	09/10/2017	770.00
Bill	08/31/2017	0253156	Little Thicket Park - Through Aug 25, 2017	09/10/2017	16,045.00
Total Jone	es & Carter Inc.				38,192.25
Sanford k	Kuhl Hagan Ku	ıgle Parker Kahr	1		
Bill	08/31/2017	17-2122	Admin/Meeting through August 2017	09/10/2017	75.00
Bill	08/31/2017	17-2123	General Legal services through August 2017	09/10/2017	878.85
Bill	08/31/2017	17-2124	Legal services through August 2017	09/10/2017	81.25
Bill	08/31/2017	17-2125	General Legal services through August 2017	09/10/2017	162.50
Total Sant	ford Kuhl Haga	n Kugle Parker K	ahn		1,197.60
SMW Prin	ciple Solution	ıs, Inc.			
Bill	08/31/2017	1029	Aug Consulting 2017	09/10/2017	8,027.50
Total SMV	V Principle Solu	utions, Inc.			8,027.50
The Morte	on Accounting	Services			
Bill	08/31/2017	1660	August CPA Services	09/10/2017	2,158.94
Total The	Morton Accour	nting Services			2,158.94
OTAL					56,936.83

1:10 PM 09/14/17 **Accrual Basis**

Memorial Heights Redevelopment Authority Capital Improvement Projects July through August 2017

Ту	Date	Num	Name	Memo	Amount
	mprovement P				
	5 11th & Bryce		0 (18 111		740 5
3ill	07/31/2017	17-2064	Sanford Kuhl Hagan Kugle P	Legal services through July 2017	742.5
Bill Sill	07/31/2017	1022	SMW Principle Solutions, Inc.	July Consulting 2017	700.0
Bill	08/31/2017	1029	SMW Principle Solutions, Inc.	Aug Consulting 2017	600.0
Total	T-0515 11th & E	Bryce St Pk Trail			2,042.5
	7 Flood Remed				
Bill	07/31/2017	1022	SMW Principle Solutions, Inc.	July Consulting 2017	400.0
Bill	08/31/2017	1029	SMW Principle Solutions, Inc.	Aug Consulting 2017	900.0
Total	T-0517 Flood R	emediation Chan	n		1,300.0
	8 Olivewo/Wic				
Bill	07/31/2017	1022	SMW Principle Solutions, Inc.	July Consulting 2017	700.0
Bill	08/31/2017	17-2124	Sanford Kuhl Hagan Kugle P	Legal services through August 2017	81.2
Total	T-0518 Olivewo	/Wichman Trail F	ld		781.2
	0 Houston Ave				
3ill	07/31/2017	0251792	Jones & Carter Inc.	Work Order 2 - Through July 28, 2017	6,740.0
3ill	07/31/2017	1022	SMW Principle Solutions, Inc.	July Consulting 2017	700.0
3ill	08/31/2017	0253154	Jones & Carter Inc.	Work Order 2 - Through Aug 25, 2017	17,972.2
3ill	08/31/2017	1029	SMW Principle Solutions, Inc.	Aug Consulting 2017	1,200.0
Total	T-0520 Houstor	n Ave & White Oa	k		26,612.2
	1 Little Thicket				
Bill	07/31/2017	0251864	Jones & Carter Inc.	Little Thicket Park - Through July 28, 2017	6,557.5
Bill	07/31/2017	1022	SMW Principle Solutions, Inc.	July Consulting 2017	200.0
Bill	08/31/2017	0253156	Jones & Carter Inc.	Little Thicket Park - Through Aug 25, 2017	16,045.0
Total	T-0521 Little Th	icket Park Impr			22,802.5
	2 18th & 19th F				
Bill	07/31/2017	0251790	Jones & Carter Inc.	Work Order 1 - Through July 28, 2017	2,100.0
Bill	08/31/2017	0253153	Jones & Carter Inc.	Work Order 1 - Through Aug 25, 2017	3,405.0
Total	T-0522 18th & 1	19th Reconstruct			5,505.0
T-052	3 Shepherd/Du	ırham Reconstr			
Bill	07/31/2017	0251793	Jones & Carter Inc.	Shepherd Dr 6th to 610 - Through July 28	4,220.0
Bill	07/31/2017	0251794	Jones & Carter Inc.	Work Order 5 - Durham - Through July 28	285.0
Bill	07/31/2017	1022	SMW Principle Solutions, Inc.	July Consulting 2017	700.0
Bill	08/31/2017	0253155	Jones & Carter Inc.	Shepherd Dr 6th to 610 - Through Aug 25	770.0
Bill	08/31/2017	1029	SMW Principle Solutions, Inc.	Aug Consulting 2017	600.0
Total	T-0523 Shephe	rd/Durham Reco	nstr		6,575.0
al Ca	pital Improveme	ent Plan			65,618.5
L					65,618.5

Memorial Heights Redevelopment Authority Profit and Loss Budget to Actual

For the Month Ended Aug 31, 2017

B	Aug 31, 2017 Actual			
Revenue Interest Income	\$	4,604.70		
Total Revenue	<u>-</u>	4,604.70		
Capital Improvement Plan T-0515 11th & Bryce St Pk Trail T-0517 Flood Remediation Chann T-0518 Olivewo/Wichman Trail Hd T-0520 Houston Ave & White Oak T-0521 Little Thicket Park Impr T-0522 18th & 19th Reconstruct T-0523 Shepherd/Durham Reconstr	_	2,042.50 1,300.00 781.25 26,612.25 22,802.55 5,505.00 6,575.00		
Gross Profit		(61,013.85)		
Operating Expenses Program and Project Consultants Engineering Consultants Legal Expense TIRZ Administration & Overhead Accounting		8,878.43 1,906.94 3,517.88		
Administration Tax Consultant		9,820.77 1,800.00		
Total Operating Expenses		25,924.02		
Net Income (Loss)		(86,937.87)		

Memorial Heights Redevelopment Authority BALANCE SHEET

Aug 31, 2017 and 2016

Assets

Current Assets		2017		2016		Variance	%
Prosperity - Money Market	\$	6,119,369.77	\$	4,451,193.55	\$	1,668,176.22	37.48 %
Prosperity Bank - Operating		2,614.82		4,905.02		(2,290.20)	(46.69)%
Prepaid Expense	_	970.00		900.00	_	70.00	7.78 %
Total Current Assets		6,122,954.59		4,456,998.57		1,665,956.02	37.38 %
Total Assets	\$	6,122,954.59	\$	4,456,998.57	\$	1,665,956.02	37.38 %
	Liabilities an	d Fund Balanc	е				
		2017		2016		Variance	%
Current Liabilities							
Accounts Payable	<u>\$</u>	56,936.83	\$	578,557.79	\$	(521,620.96)	(90.16)%
Total Current Liabilities		56,936.83		578,557.79		(521,620.96)	(90.16)%
Fund Balance							
Retained Earnings		6,152,955.63		4,215,579.49		1,937,376.14	45.96 %
Change in Fund Balance	_	(86,937.87)		(337,138.71)		250,200.84	(74.21)%
Total Fund Balance	_	6,066,017.76	_	3,878,440.78	_	2,187,576.98	<u>56.40</u> %

\$ 6,122,954.59 **\$** 4,456,998.57 **\$** 1,665,956.02 **37.38** %

Total Liabilities and Fund Balance

Memorial Heights Redevelopment Authority Profit & Loss Detail

Accrual Basis

Type

Date

July through August 2017 Num Name Memo Amount

					,
Inc	Income/Expense ome Interest Income it 07/31/2017			Interest	2,264.23
Depos				Interest	2,340.47
•	Total Interest Income				4,604.70
Tot	al Income				4,604.70
	st of Goods Sold Capital Improvement Plan T-0515 11th & Bryce St				
Bill Bill Bill	07/31/2017 07/31/2017 08/31/2017	17-2 1022 1029	Sanford Kuhl Hagan Kugle Parker Kahn SMW Principle Solutions, Inc. SMW Principle Solutions, Inc.	Legal services through July 2017 July Consulting 2017 Aug Consulting 2017	742.50 700.00 600.00
	Total T-0515 11th & Bryo	ce St Pk Trail			2,042.50
	T-0517 Flood Remediat	ion Chann			
Bill Bill	07/31/2017 08/31/2017	1022 1029	SMW Principle Solutions, Inc. SMW Principle Solutions, Inc.	July Consulting 2017 Aug Consulting 2017	400.00 900.00
	Total T-0517 Flood Rem	ediation Chann			1,300.00
	T-0518 Olivewo/Wichm				
Bill Bill	07/31/2017 08/31/2017	1022 17-2	SMW Principle Solutions, Inc. Sanford Kuhl Hagan Kugle Parker Kahn	July Consulting 2017 Legal services through August 2017	700.00 81.25
	Total T-0518 Olivewo/Wi	chman Trail Hd			781.25
Bill	T-0520 Houston Ave & 07/31/2017	0251	Jones & Carter Inc.	Work Order 2 - Through July 28, 2017	6,740.00
Bill Bill	07/31/2017 08/31/2017	1022 0253	SMW Principle Solutions, Inc. Jones & Carter Inc.	July Consulting 2017 Work Order 2 - Through Aug 25, 2017	700.00 17,972.25
Bill	08/31/2017	1029	SMW Principle Solutions, Inc.	Aug Consulting 2017	1,200.00
	Total T-0520 Houston Av				26,612.25
Bill Bill Bill	T-0521 Little Thicket Pa 07/31/2017 07/31/2017 08/31/2017	0251 1022 0253	Jones & Carter Inc. SMW Principle Solutions, Inc. Jones & Carter Inc.	Little Thicket Park - Through July 28, 2017 July Consulting 2017 Little Thicket Park - Through Aug 25, 2017	6,557.55 200.00 16,045.00
	Total T-0521 Little Thick	et Park Impr			22,802.55
	T-0522 18th & 19th Rec				
Bill Bill	07/31/2017 08/31/2017	0251 0253	Jones & Carter Inc. Jones & Carter Inc.	Work Order 1 - Through July 28, 2017 Work Order 1 - Through Aug 25, 2017	2,100.00 3,405.00
	Total T-0522 18th & 19th	Reconstruct			5,505.00
Bill Bill Bill Bill	T-0523 Shepherd/Durha 07/31/2017 07/31/2017 07/31/2017 08/31/2017 08/31/2017	am Reconstr 0251 0251 1022 0253 1029	Jones & Carter Inc. Jones & Carter Inc. SMW Principle Solutions, Inc. Jones & Carter Inc. SMW Principle Solutions, Inc.	Shepherd Dr 6th to 610 - Through July 28, 2017 Work Order 5 - Durham - Through July 28, 20 July Consulting 2017 Shepherd Dr 6th to 610 - Through Aug 25, 2017 Aug Consulting 2017	4,220.00 285.00 700.00 770.00 600.00
	Total T-0523 Shepherd/[Ourham Reconstr			6,575.00
	Total Capital Improvement F	Plan			65,618.55
Tot	al COGS				65,618.55
Gross	Profit				-61,013.85
	pense Program and Project Cons Engineering Consultan				
Bill Bill	07/31/2017 08/31/2017	7-20 8-20	Goodman Corporation Goodman Corporation	MRA100 Project - July MRA100 Project - August	1,517.89 7,360.54
	Total Engineering Consu	lltants			8,878.43

Memorial Heights Redevelopment Authority Profit & Loss Detail

Accrual Basis

July through August 2017

Туре	Date	Num	Adj	Name	Memo	Amount
	Legal Expense					
Bill	07/31/2017	17-2		Sanford Kuhl Hagan Kugle Parker Kahn	General Legal services through July 2017	865.59
Bill	08/31/2017	17-2		Sanford Kuhl Hagan Kugle Parker Kahn	General Legal services through August 2017	878.85
Bill	08/31/2017	17-2		Sanford Kuhl Hagan Kugle Parker Kahn	Regents Square GID	162.50
	Total Legal Expense					1,906.94
Т	otal Program and Proje	ct Consultants	3			10,785.37
Т	IRZ Administration &	Overhead				
Bill	Accounting 07/31/2017	1646		The Morton Accounting Services	July CPA Services	1,358.94
Bill	08/31/2017	1660		The Morton Accounting Services	August CPA Services	2,158.94
	Total Accounting			U	<u> </u>	3,517.88
	Administration					
Bill	07/31/2017	17-2		Sanford Kuhl Hagan Kugle Parker Kahn	Admin/Meeting through July 2017	365.00
Bill	07/31/2017	1022		SMW Principle Solutions, Inc.	July 2017 Consulting	4,600.00
Bill	07/31/2017	1022		SMW Principle Solutions, Inc.	July 2017 Expenses	53.27
Bill	08/31/2017	17-2		Sanford Kuhl Hagan Kugle Parker Kahn	Admin/Meeting through August 2017	75.00
Bill	08/31/2017	1029		SMW Principle Solutions, Inc.	August 2017 Consulting	4,700.00
Bill	08/31/2017	1029		SMW Principle Solutions, Inc.	August 2017 Expenses	27.50
	Total Administration					9,820.77
	Tax Consultant					
Bill	07/01/2017	51255		Equi Tax Inc.	July 2017 - June 2018 Tax Consulting	1,800.00
	Total Tax Consultant					1,800.00
Т	otal TIRZ Administration	n & Overhead				15,138.65
Tota	I Expense					25,924.02
et Ordina	ry Income					-86,937.87
ncome						-86,937.87

The Goodman Corporation 3200 Travis Street, Ste. 200 Houston, TX 77006

Invoice

Bill To

Ann Lents MHRA 9 Greenway Plaza, Suite 2400 Houston, TX 77046 Date 8/31/2017

8-2017-21

Terms

Project MRA101

Description Rate Prior % Curr % Item Amount 15,900.60 55% 3.00% 477.02 Contract Services Task 1A - Project Coordination and Schematic Review for Shepherd and Durham Contract Services Task 1B - Preparation of Full Benefit Analysis 24,584.00 7% 28.00% 6,883.52 and Associated Documentation for Shepherd/Durham Task 1C - Facilitation of H-GAC TIP Call for 19,488.00 0% Contract Services 0.00% 0.00 Projects Process for Shepherd/Durham 7,156.40 85% Contract Services Task 2A - Project Coordination and Schematic 0.00% 0.00 Review for 18th and 19th Contract Services Task 2B - Preparation of Full Benefit Analysis 0.00 0.00 and Associated Documentation for 18th and 19th Task 2C - Facilitation of H-GAC TIP Call for 0.00 0.00 Contract Services Projects Process for 18th and 19th 7,160.00 100% **Contract Services** Task 3A - Project Coordination and Schematic 0.00% 0.00 Review for Houston and White Oak Contract Services Task 3B - Preparation of Full Benefit Analysis 8,392.00 100% 0.00% 0.00 and Associated Documentation for Houston and White Oak Contract Services Task 3C - Pursue Funds va TP&W Recreation 7,056.00 100% 0.00% 0.00 Trails Program related to Houston Avenue and White Oak Contract Services Task 3D - Facilitation of H-GAC TIP Call for 0.00 0.00 Projects Process for Houston and White Oak"

Total \$7,360.54 **Balance Due** \$7,360.54

Phone #	Fax#
713-951-7951	713-951-7957

Billing Memo: August 7, 2017

Page 2

BILLING MEMO

TO:

Sherry Weesner

FROM:

Erin Williford

DATE:

September 7, 2017

RE:

Jones | Carter Invoice - For Services from July 29, 2017 to August 25, 2017

TASK		Original Budget		Additional Authroization		Total Authorization		Previously Invoiced		Current Invoice		Remaining Budget	Current MWDBE Participation	
Work Authorization No. 1 General	\$	51,598.00	\$	55,380.00	\$	106,978.00	\$	101,088.41	\$	3,405.00	\$	2,484.59	4.11%	
Work Authorization No. 2 Houston Ave/White Oak	\$	30,000.00	\$	220,810.00	\$	250,810.00	\$	52,671.53	\$	17,972.25	\$	180,166.22	0.29%	
Basic Services	\$		\$	110,000.00	\$	110,000.00	\$	10,508.75	\$	15,953.50	\$	83,537.75		
Additional Services	\$	*	\$	95,000.00	\$	95,000.00	\$	602.50	\$	2,018.75	\$	92,378.75		
Reimbursabile Expenses	\$		\$	5,000.00	\$	5,000.00	\$	204.03	\$	1.5	\$	4,795.97		
Work Authorization No. 3 Front End Specifications	\$	5,380.00	\$		\$	5,380.00	\$	5,380.00	\$		\$		0.00%	
Work Authorization No. 4 Shepherd Drive PER	\$	997,000.00	\$		\$	997,000.00	\$	55,484.01	\$	770.00	\$	940,745.99	0.00%	
Basic Services	\$	551,000.00	\$		\$	551,000.00	\$	53,242.50	\$	770.00	\$	496,987.50		
Additional Services	\$	436,000.00	\$	3	\$	436,000.00	\$	2,196.50	\$		\$	433,803.50		
Reimbursabile Expenses	\$	10,000.00	\$	-	\$	10,000.00	\$	45.01	\$	×	\$	9,954.99		
Work Authorization No. 5 Durham Drive Grant App.	\$	15,000.00	\$		\$	15,000.00	\$	5,988.00	\$		\$	9,012.00	0.00%	
Work Authorization No. 6			ľ		-						18			
Little Thicket Park	\$	70,899.00	\$	2	\$	70,899.00	\$	8,265.05	\$	16,045.00	\$	46,588.95	15.99%	
Basic Services	\$	21,575.00	\$		\$	21,575.00	\$	3,293.29	\$	1,680.00	\$	16,601.71		
Additional Services	\$	48,824.00	\$		\$	48,824.00	\$	4,971.76	\$	14,365.00	\$	29,487.24		
Reimbursabile Expenses	\$	500.00	\$		\$	500.00	\$		\$	2	\$	500.00		
TOTAL	\$	1,169,877.00	\$	276,190.00	\$	1,446,067.00	\$	228,877.00	\$	38,192.25	\$	1,178,997.75		

Billing Memo: August 7, 2017

Page 2

Tasks Completed for Current Invoicing Period:

Work Authorization 1 – General Authorization

- o Project status meeting with Sherry (08/10/2017).
- o Coordinated with Gary Hill.

• Work Authorization 2 – Houston Avenue/White Oak Drive Intersection

- o Continue design of intersection geometry.
- o Continue development of concepts for intersection.
- o Begin review of topographic survey.
- o Begin review of topographical investigation report.
- o Prepare project schedule.
- o Review need to additional environment assessment.
- Prepared for and attended 08/01/2017 Stakeholder Meeting with Greater Northside Management District, Friends of Woodland Park, and Woodland Heights Civic Association.

Work Authorization 3 – Front End Documents

No action.

Work Authorization 4 – Shepherd Drive

- Developed draft of procurement description for landscape architecture, geotechnical, survey, and environmental services.
- o Continued coordination with METRO regarding bus stop design and locations.

Work Authorization 5 – Durham Drive

o No action.

• Work Authorization 6 – Little Thicket Park

- o Crouch Environmental completed the environmental report.
- o Completed the topographic survey drawing.
- o Cibor performed lab work on soil samples and determined slope stabilization options.



PLEASE NOTE OUR **NEW REMIT ADDRESS:**

Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

September 6, 2017

Project No:

14760-0001-00

Invoice No:

0253153

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0001-00

MHRA WA1

Services include:

* On-going communication and reporting.

* Preparation of materials for meetings including updates to maps, agendas, notes as needed.

* Finalize front end specifications, deliver to EHRA.

Task	100	Program Management				
Professional P	ersonnel					
			Hours	Rate	Amount	
Division Ma	anager		1.00	210.00	210.00	
Senior Pro	ject Manager		.50	200.00	100.00	
Senior Pro	ject Engineer		5.50	175.00	962.50	
Admin III			.50	65.00	32.50	
Planner IV			17.50	120.00	2,100.00	
	Totals		25.00		3,405.00	
	Total Labe	or				3,405.00
Billing Limits		Current		Prior	To-Date	
Total Billing	gs	3,405.00		101,088.41	104,493.41	
Limit					106,978.00	
Remai	ning				2,484.59	
				Total th	nis Task	\$3,405.00
				TOTAL THIS I	NVOICE	\$3,405.00



6330 West Loop South, Suite 150 Bellaire, Texas 77401 TEL 713.777.5337 FAX 713.777.5976

PLEASE NOTE OUR NEW REMIT ADDRESS:

Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

September 6, 2017

Project No:

14760-0002-00

Invoice No:

0253154

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0002-00

MHRA WA2

Services include:

- * Coordination with the City of Houston regarding Houston Avenue/White Oak Drive Intersection.
- * Subconsultant Coordination
- * Horizontal Alignment
- * Drainage Analysis
- * Survey Verification

Professional Services from July 29, 2017 to August 25, 2017

Total Labor

Task 200	,	inal Design					
Professional Personne		g					
		Но	urs	Rate	Amount		
CAD Operator IV		1	1.50	73.00	109.50		
Division Manager		4	1.00	210.00	840.00		
Senior Project Mana	iger	47	7.00	200.00	9,400.00		
Senior Project Engir	neer	7	7.00	175.00	1,225.00		
Engineer II		1	00.1	94.00	94.00		
Engineer Assistant	H	53	3.50	75.00	4,012.50		
GIS Operator I			.50	65.00	32.50		
Planner IV		2	2.00	120.00	240.00		
T	otals	116	6.50		15,953.50		
Т	otal Labor					15,953.50	
Billing Limits		Current		Prior	To-Date		
Total Billings		15,953.50		10,508.75	26,462.25		
Limit					110,000.00		
Remaining					83,537.75		
				Total t	his Task	\$15,953.50	
 Task 410	 Ti	raffic Signal Design					
Professional Personne		-					
		Но	urs	Rate	Amount		
Division Manager			.50	210.00	105.00		
Division Manager Engineer IV			.50 1.75	210.00 115.00	105.00 201.25		

Current

306.25

Prior

602.50

Total this Task

To-Date

908.75

20,835.00

19,926.25

Remaining

Billing Limits

Total Billings

Limit

306.25

\$306.25

Project	14760-0002-00	MHRA WA2				Invoice	0253154
Task	420	Drainage Impact Analysis					
Profession	nal Personnel						
			Hours	Rate	Amount		
Engine	er VII		1.00	160.00	160.00		
Engine	er IV		13.50	115.00	1,552.50		
	Totals		14.50		1,712.50		
	Total Labo	r				1,7	712.50
Billing Lim	nits	Current	:	Prior	To-Date		
Total E	Billings	1,712.50	L	0.00	1,712.50		
Lir	nit				11,608.00		
Re	emaining				9,895.50		
				Total th	is Task	\$1,7	712.50
				TOTAL THIS IN	NVOICE	\$17,9	972.25



PLEASE NOTE OUR **NEW REMIT ADDRESS:**

Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

September 6, 2017

Project No:

14760-0004-00

Invoice No:

0253155

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0004-00

Shepherd Drive 6th St. to 610 PER

Services include:

- * Preparation of Landscape Architect RFQ.
- * Critical Path items.
- * Team meeting.

Professional Services from July 29, 2017 to August 25, 2017

Task

100

PER Basic Services

Professional Personnel

	Hours	Rate	Amount	
Senior Project Manager	2.25	200.00	450.00	
Engineer VII	.50	160.00	80.00	
Planner IV	2.00	120.00	240.00	
Totals	4.75		770.00	
Total Labor				770.00
Billing Limits	Current	Prior	To-Date	
Total Billings	770.00	53,242.50	54,012.50	
Limit			515,000.00	
Remaining			460,987.50	
		Total th	nis Task	\$770.00

TOTAL THIS INVOICE ____

\$770.00



PLEASE NOTE OUR **NEW REMIT ADDRESS:**

Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

September 6, 2017

Project No:

14760-0006-00

Invoice No:

0253156

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy

Houston, TX 77024

Project Services include: * Coordination with: * Topographic Surve	∋y.	Little Thic	ket Park				
* Preliminary environ Professional Servi		9, 2017 to August	25, 2017				
Task	100	Preliminary Service					
Professional Perso		Trommany contro					
				Hours	Rate	Amount	
Engineer VII				10.50	160.00	1,680.00	
	Totals			10.50		1,680.00	
	Total Labor						1,680.00
Billing Limits			Current		Prior	To-Date	
Total Billings Limit			1,680.00		3,293.29	4,973.29 21,575.00	
Remaining						16,601.71	
					Total th	nis Task	\$1,680.00
Task	420	Environmental Se	rvices				
Consultants							
Environmental (
8/14/2017	Crouch Envir Services, Inc	•	Inv 0393			10,365.00	
	Total Consu	Itants				10,365.00	10,365.00
Billing Limits			Current		Prior	To-Date	
Total Billings			10,365.00		971.76	11,336.76	
Limit						14,580.00	
Remaining						3,243.24	
					Total th	nis Task	\$10,365.00
Task	500	Topographic Surv	 ey				
Total Fee		8,000.00					
Percent Comple	ete	100.00		Fee Billing Fee Billing		8,000.00 4,000.00 4,000.00	4,000.00

Project	14760-0006-00	Little Thicket Park		Invoice	0253156
			Total this Task	\$4,00	0.00
			TOTAL THIS INVOICE	\$16,04	5.00



Houston, Texas 77009 Phone: 713-868-1043

INVOICE

DATE	INVOICE #
8/10/2017	0393

BILL TO:

Jones & Carter Attn: David Barton 6330 West Loop South, Suite 150 Bellaire, TX 77401

Project/ Purchase Order Number	
Little Thicket Park 31-17	

DATE OF S	SERVICE	PROJECT	TERMS		
July 20)17	31-17 Little Thicket Park	Net 30		
ITEM	QUANTITY	DESCRIPTION RATE	AMOUNT		
		City of Houston TIRZ 5 Little Thicket Park			
		Task 1: Jurisdictional Delineation Contract Amount: \$8,500.00	7,872.2		
		Amount charged to date: \$8,500.00	7,072.2.		
		Percent Complete: 100%			
		Task 5: Project Management & Meetings			
		Contract Amount: \$2,000.00 Amount charged to date: \$2,000.00	1,725.0		
		Percent Complete: 100%			
		14760-0006-00 TASK 400			
		TASK 400			
ank you for yo	ur business!	Total	\$ 9,597.22		

SANFORD KUHL HAGAN KUGLE PARKER KAHN LLP

1980 Post Oak Boulevard **SUITE 1380** HOUSTON, TEXAS 77056 (713) 850-9000

BILL TO:

Memorial-Heights Redevelopment Authority c/o Melissa C. Morton 450 N. Sam Houston Pkwy E Suite 168 Houston, TX 77060

Invoice # 17-2122 - 17-22125

Invoice Date: 09/06/2017

Services Rendered

Through: 08/31/2017

DESCRIPTION	AMOUNT
Previous Balance	0.00
Professional Services Rendered (August, 2017)	
Administrative & Meeting	75.00
General Account	878.85
T-0518 – Olivewood/Wichman Trail	81.25
T – Regents Square GID	162.50
TOTAL	\$1,197.60

1980 Post Oak Boulevard Suite 1380 Houston, Texas 77056 (713) 850-9000

Bill To: MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY c/o Melissa Morton 450 N Sam Houston Pkwy E Suite 168

Houston, TX 77060

Invoice #: 17-2122

Invoice Date: 9/6/2017

Services Rendered Through: 8/31/2017

MATTER: 1023.01 - Administrative & Meeting

	Date	Description	Hrs.	Amount
SVD	8/1/2017	Attention to Board meeting schedule and reservations.	0.25	25.00
SVD	8/21/2017	Communications regarding meeting action items and agenda development.	0.25	25.00
		Communications regarding meeting matters and correspondence.	0.25	25.00

Total	\$75.00
Payments/Credits	\$0.00
Balance Due	\$75.00

1980 Post Oak Boulevard Suite 1380 Houston, Texas 77056 (713) 850-9000

Bill To: MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY

Invoice #: 17-2123

c/o Melissa Morton

Invoice Date: 9/6/2017

450 N Sam Houston Pkwy E

Services Rendered Through: 8/31/2017

Suite 168

Houston, TX 77060

MATTER: 1023.02 - General

	Date	Description	Hrs.	Amount
РЈК	8/4/2017	Attention to proposed statutory modifications impacting TIRZ and COH actions.	0.4	130.00
PJK LD LD	8/25/2017 8/28/2017	Attention to municipal annexation reforms. Attention to ethics/conflicts director package. Finalize Authority and TIRZ June 13, 2017 meeting minutes. August 2017 - Copies	0.8 0.75 0.75	260.00 243.75 243.75 1.35

Total	\$878.85
Payments/Credits	\$0.00
Balance Due	\$878.85

1980 Post Oak Boulevard Suite 1380 Houston, Texas 77056 (713) 850-9000

Bill To: MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY c/o Melissa Morton 450 N Sam Houston Pkwy E

Invoice #: 17-2124 Invoice Date: 9/6/2017

Services Rendered Through: 8/31/2017

Suite 168 Houston, TX 77060

MATTER: 1023.15 - T-0518 -OLIVEWOOD/WICHMAN TRAIL

	Date	Description	Hrs.	Amount
LD	8/14/2017	Review final revisions to front-end contract documents prepared by	0.25	81.25
		Jones Carter.		

Total	\$81.25
Payments/Credits	\$0.00
Balance Due	\$81.25

1980 Post Oak Boulevard Suite 1380 Houston, Texas 77056 (713) 850-9000

Bill To: MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY c/o Melissa Morton 450 N Sam Houston Pkwy E Suite 168

Houston, TX 77060

Invoice #: 17-2125

Invoice Date: 9/6/2017

Services Rendered Through: 8/31/2017

MATTER: 1023.18 - T - REGENTS SQUARE GID

	Date	Description	Hrs.	Amount
LD	8/1/2017	Follow up with COH Staff regarding calculation of GID payment with 2016 increment funds.	0.25	81.25
LD	8/24/2017	Communications with J. Curley regarding 2016 increment payment to GID.	0.25	81.25

Total	\$162.50
Payments/Credits	\$0.00
Balance Due	\$162.50

SMW Principle Solutions, Inc.

1900 West Gray- P.O. Box130627 Houston, TX 77219 sherry@SMWPrincipleSolutions.com

INVOICE

BILL TO MHRA/TIRZ 5

INVOICE # 1029 **DATE** 09/01/2017 **DUE DATE** 10/01/2017 TERMS Net 30

Consulting Agreement August 2017	1	8,000.00	8,000.0
Mileage Reimbursement Mileage August 2017	1	27.50	27.50

Memorial Heights Redevelopment Authority –TIRZ 5 August 2017 Project Allocation Sherry Weesner

- Administrative (Budget, Process and Procedures, Committee Meetings, City Requirements, Small Cell Towers) 27
- o Projects 33
 - o Olivewood 0
 - o Shepherd/Durham -6
 - o Houston Avenue − 12
 - o Heights -0
 - o 11 & Bryce 6
 - o Little Thicket -0
 - White Oak Bayou Trail 0
 - o White Oak Bayou Concrete Study 9

SMW Principle Solutions, Inc.

Mileage Log Sherry Weesner August 1, 2017 - August 31, 2017

Reimbursement Rate (2017)

0.535

	Reimbursement Rate (2017)					0.535
				One Way	Miles-	
				or	Per Google	
Date	Business Purpose	Start Location	End Location	Round Trip	Мар	Reimbursement
	Community Meeting Woodland					
8/1/17	Heights	Office	529 Omar	RT	9.4	\$5.03
8/8/17	Meeting with Tim Glover	Office	4606 Washington	RT	5	\$2.68
	Meeting to discuss SB 1004/Chapter					
8/17/17	281 Small Cell Towers	Office	611 Walker	RT	4	\$2.14
			9900 Northwest			
8/4/17	White Oak Bayou Study Meeting	Office	Freeway	RT	18	\$9.63
			6220 West Loop			
8/10/17	Project Meeting with J&C	Office	South	RT	15	\$8.03
						\$0.00
						\$0.00
						\$0.00
						\$0.00
						\$0.00
						\$0.00
						\$0.00
			Total Mileage		51.4	
			Total Reimbursement	t		\$27.50



Invoice

Date	Invoice #
8/31/2017	1660

Bill To

Memorial Heights Redevelopment Authority Sanford Kuhl Hagan Kugle Parker Kahn 1980 Post Oak Blvd Ste 1380 Houston, TX 77056

				Terms	Due Date
				Net 15	9/15/2017
Serviced	Description	Hou	ırs	Rate	Amount
8/31/2017 8/31/2017 8/31/2017	August 2017 CPA Services and Investment officer Additional CPA Services/Financial Statements FY 2017 Postage			1,350.00 800.00 8.94	1,350.00 800.00 8.94
The Mo	nse Remit Payment to: orton Accounting Service	T	otal		\$2,158.94
	press Station Dr. Bldg H-4 Houston, TX 77090	Pa	aymer	nts/Credits	\$0.00
or vi	a the Intuit payment link in the email.	Ва	alance	e Due	\$2,158.94

Memorial Heights Redevelopment Authority Unpaid Bills Detail As of August 8, 2017

Туре	Date	Num	Memo	Due Date	Open Balance
Edminste	r Hinshaw Rus	ss & Assoc			
Bill	06/30/2017	70668	11th Street/Bryce - Landscape Pla	07/10/2017	1,125.00
Bill	06/30/2017	70669	Olivewood Trailhead - Landscape	07/10/2017	1,800.00
Total Edm	inster Hinshaw	Russ & Assoc			2,925.00
Goodman Bill	Corporation 07/31/2017	7-2017-2	MDA400 Drainet - Inte	00/40/2047	4 547 00
BIII	07/31/2017	7-2017-2	MRA100 Project - July	08/10/2017	1,517.89
Total Good	dman Corporati	on			1,517.89
Jones & C					
Bill	07/31/2017	0251790	Work Order 1 - Through July 28, 2	08/10/2017	2,100.00
Bill	07/31/2017	0251792	Work Order 2 - Through July 28, 2	08/10/2017	6,740.00
Bill	07/31/2017	0251793	Shepherd Dr 6th to 610 - Through	08/10/2017	4,220.00
Bill	07/31/2017	0251794	Work Order 5 - Durham - Through	08/10/2017	285.00
Bill	07/31/2017	0251864	Little Thicket Park - Through July	08/10/2017	6,557.55
Total Jone	s & Carter Inc.				19,902.55
		gle Parker Kahn			
Bill	07/31/2017	17-2062	Admin/Meeting through July 2017	08/10/2017	365.00
Bill	07/31/2017	17-2063	General Legal services through Ju	08/10/2017	865.59
Bill	07/31/2017	17-2064	Legal services through July 2017	08/10/2017	742.50
Total Sanfo	ord Kuhl Hagar	n Kugle Parker Kahn			1,973.09
SMW Prin Bill	ciple Solution 07/31/2017	s, Inc. 1022	July Consulting 2017	08/10/2017	8,053.27
			buly conduining 2017	00/10/2017	
Total SMV	/ Principle Solu	tions, Inc.			8,053.27
The Morto Bill	n Accounting 07/31/2017	Services 1646	July CPA Services	08/10/2017	1,358.94
			July Of A Scivices	00/10/2017	
rotar me i	Morton Accoun	ung services			1,358.94
TAL					35,730.74



Remit Edminster Hinshaw Russ & Assoc to: dba EHRA Engineering 10555 Westoffice Dr. Houston, TX 77042 713.784.4500

City of Houston TIRZ No. 5 Julianne Kugle c/o Sanford Kuhl Hagan Kugle Parker Kahn LLP 1980 Post Oak Boulevard, Suite 1380 Houston, TX 77056

Invoice number

70668

Date

06/26/2017

Terms: Due Upon Receipt

Project Manager:

Chau Bao

Billing Manager:

Chau Bao

Professional Services for the Date Ending 6/26/2017

Project:

131-067-03 Tax Increment Reinvestment Zone No. 5 / Memorial Heights Redevelopment Authority

Invoice Group:

11th Street and Bryce Trailhead Engineering-Landscape Plans, (CIP-T0515) Work Authorization No. 6 and Work Authorization #6 Additional Services No. 2

Professional engineering services rendered in connection with 11th Street and Bryce Trailhead engineering/landscape plans. Services include survey, engineering, construction phase services, and landscape architect.

		Remaining				
Phase	Contract	Budget	% Complete	Total Billed	Prior Billing	Current Billing
Metes and Bounds Description	\$1,300.00	\$0.00	100.00 %	\$1,300.00	\$1,300.00	\$0.00
2. Topographic Survey	\$12,200.00	\$0.00	100.00 %	\$12,200.00	\$12,200.00	\$0.00
3. Final Eng. and Landscape Plans	\$33,500.00	\$0.00	100.00 %	\$33,500.00	\$33,500.00	\$0.00
4. Coordination with the COH PWE	\$3,000.00	\$0.00	100.00 %	\$3,000.00	\$3,000.00	\$0.00
5. Bid Phase Services	\$3,200.00	\$0.00	100.00 %	\$3,200.00	\$3,200.00	\$0.00
6. Construction Surveying Services NIC	\$0.00	\$0.00	0.00 %	\$0.00	\$0.00	\$0.00
7. Construction Phase Services	\$4,100.00	\$0.00	100.00 %	\$4,100.00	\$4,100.00	\$0.00
8. Project Site Observation	\$9,800.00	\$0.00	100.00 %	\$9,800.00	\$9,800.00	\$0.00
9. Additional Engineering Services No. 1	\$13,500.00	\$0.00	100.00 %	\$13,500.00	\$13,500.00	\$0.00
10. a. Project Closeout with W&R	. \$7,500.00	\$0.00	100.00 %	\$7,500.00	\$7,500.00	\$0.00
10. b. Follow-Up Project	\$4,500.00	\$3,375.00	25.00 %	\$1,125.00	\$0.00	\$1,125.00
	\$92,600.00	\$0.00		\$89,225.00	\$88,100.00	\$1,125.00

*** Total Project Invoice Amount

\$1,125.00

MWSBE Participation

Subcontractor - N/A Payment to Date % of Total Contract



INVOICE

Remit Edminster Hinshaw Russ & Assoc to: dba EHRA Engineering 10555 Westoffice Dr. Houston, TX 77042 713.784.4500

City of Houston TIRZ No. 5 Julianne Kugle c/o Sanford Kuhl Hagan Kugle Parker Kahn LLP 1980 Post Oak Boulevard, Suite 1380 Houston, TX 77056 Invoice number

70669

Date

07/25/2017

Terms: Due Upon Receipt

Project Manager:

Truman C. Edminster

Billing Manager:

Griselda Gonzales

Professional Services for the Date Ending 6/26/2017

Project:

131-067-04 Tax Increment Reinvestment Zone No. 5 / Memorial Heights Redevelopment Authority

Invoice Group:

01

Olivewood Trailhead Engineering -Landscape Plans (CIP Project T-0518), Work Authorization No. 9, Work Authorization No. 11, Work Authorization No. 11 Additional Services No. 2

Professional engineering, surveying, landscape architectural and construction phase services rendered in connection with the proposed Olivewood Trailhead (Project) location at Wichman Street and E. 2nd Street, just south of White Oak Bayou. The design of the trailhead will be based on the approved conceptual design. Services include metes and bounds description with exhibit; final engineering and landscape plans; coordination with the City of Houston PWE, HPB, HPARD, HCFCD and TIRZ No. 5 project committee; coordination with the developer of the redevelopment of Grocer Supply Tract; coordination with CenterPoint Energy and AT&T; Storm Water Quality Management Plan (SWQMP); Storm Water Pollution Prevention Plan (SWPPP); and traffic control plan.

Dhace	Contract	Remaining	0/ Complete	Total Billed	Prior Billing	Current Dilling
Phase	Contract	Budget	% Complete			Current Billing
Metes and Bounds Description & Exhibit	\$1,200.00	\$1,200.00	0.00 %	\$0.00	\$0.00	\$0.00
2. Final Engineering & Landscape Plans	\$82,900.00	\$8,290.00	90.00 %	\$74,610.00	\$74,610.00	\$0.00
3. Coordination with City of Houston	\$5,600.00	\$280.00	95.00 %	\$5,320.00	\$5,320.00	\$0.00
4. Coordination of Grocer Supply Tract	\$2,500.00	\$0.00	100.00 %	\$2,500.00	\$2,500.00	\$0.00
5. Coordination CenterPoint & AT&T	\$2,800.00	\$280.00	90.00 %	\$2,520.00	\$2,520.00	\$0.00
6. Storm Water Quality Mgmt. Plan Report	\$3,200.00	\$2,240.00	30.00 %	\$960.00	\$960.00	\$0.00
7. Storm Water Pollution Prev. Plan	\$2,500.00	\$0.00	100.00 %	\$2,500.00	\$2,500.00	\$0.00
8. Traffic Control Plan	\$3,600.00	\$0.00	100.00 %	\$3,600.00	\$3,600.00	\$0.00
9. Tree Inventory	\$2,750.00	\$0.00	100.00 %	\$2,750.00	\$2,750.00	\$0.00
10. TDLR Review of Plans (Sub)	\$1,900.00	\$1,900.00	0.00 %	\$0.00	\$0.00	\$0.00
11. Bid Phase Services	\$3,800.00	\$3,800.00	0.00 %	\$0.00	\$0.00	\$0.00
13. Construction Phase Services	\$6,500.00	\$6,500.00	0.00 %	\$0.00	\$0.00	\$0.00
14. Project Site Observation	\$19,500.00	\$19,500.00	0.00 %	\$0.00	\$0.00	\$0.00
16. Inspection of Constructed Project (Sub)	\$2,000.00	\$2,000.00	0.00 %	\$0.00	\$0.00	\$0.00
17. Geotechnical Services - Sub WA #11	\$20,000.00	\$0.00	100.00 %	\$20,000.00	\$20,000.00	\$0.00
18. Urban Forestry Consulting Services- WA#11 AS #2	\$8,800.00	\$880.00	90.00 %	\$7,920.00	\$7,920.00	\$0.00
19. Environmental Services - WA#11 AS #2	\$34,200.00	\$22,230.00	35.00 %	\$11,970.00	\$11,970.00	\$0.00
20. Hydraulic Impact Analysis - WA#11 AS #2	\$22,000.00	\$2,200.00	90.00 %	\$19,800.00	\$19,800.00	\$0.00
21. Ordinary High Water Mark - WA#11 AS #2	\$3,500.00	\$0.00	100.00 %	\$3,500.00	\$3,500.00	\$0.00
22, CIP Coordination	\$6,000.00	\$4,200.00	30.00 %	\$1,800.00	\$0.00	\$1,800.00



INVOICE

Remit Edminster Hinshaw Russ & Assoc to: dba EHRA Engineering 10555 Westoffice Dr. Houston, TX 77042 713.784.4500

City of Houston TIRZ No. 5

Project 131-067-04 Tax Increment Reinvestment Zone No. 5 / Memorial Heights Red

Invoice number

Date

70669 07/25/2017

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Phase	Contract	Remaining Budget	% Complete	Total Billed	Prior Billing	Current Billing
	\$235,250.00	\$1,200.00		\$159,750.00	\$157,950.00	\$1,800.00

*** Total Project Invoice Amount

\$1,800.00

MWSBE Participation

Subcontractor	Payment to Date	% of Total Contract
9. Tree Inventory	\$2,245.00	1.0 %
17. Geotechnical Services - Sub WA #11	\$15,455.70	6.6 %
18. Urban Forestry Consulting Services-WA#11 AS #2	\$3,198.00	1.4 %
19. Environmental Services - WA#11 AS #2	\$11,287.50	4.8 %

The Goodman Corporation 3200 Travis Street, Ste. 200 Houston, TX 77006

Invoice

Bill To

Ann Lents

MHRA 9 Greenway Plaza, Suite 2400 Houston, TX 77046 7/31/2017

7-2017-2

Terms

Project

MRA101

Item	Description	Rate	Prior %	Curr %	Amount
Contract Services	Task 1A - Project Coordination and Schematic Review for Shepherd and Durham	15,900.60	47%	8.00%	1,272.05
Contract Services		24,584.00	6%	1.00%	245.84
Contract Services	Task 1C - Facilitation of H-GAC TIP Call for Projects Process for Shepherd/Durham	19,488.00	0%	0.00%	0.00
Contract Services	Task 2A - Project Coordination and Schematic Review for 18th and 19th	7,156.40	85%	0.00%	0.00
Contract Services	Task 2B - Preparation of Full Benefit Analysis and Associated Documentation for 18th and 19th	0.00			0.00
Contract Services	Task 2C - Facilitation of H-GAC TIP Call for Projects Process for 18th and 19th	0.00			0.00
Contract Services	Task 3A - Project Coordination and Schematic Review for Houston and White Oak	7,160.00	100%	0.00%	0.00
Contract Services	Task 3B - Preparation of Full Benefit Analysis and Associated Documentation for Houston and White Oak	8,392.00	100%	0.00%	0.00
Contract Services	Task 3C - Pursue Funds va TP&W Recreation Trails Program related to Houston Avenue and White Oak	7,056.00	100%	0.00%	0.00
Contract Services	Task 3D - Facilitation of H-GAC TIP Call for Projects Process for Houston and White Oak``	0.00			0.00

Total \$1,517.89

Balance Due

Phone # Fax # 713-951-7957

\$1,517.89



BILLING MEMO

TO:

Sherry Weesner

FROM:

Erin Williford

DATE:

August 7, 2017

RE:

Jones | Carter Invoice – For Services from July 1, 2017 to July 28, 2017

TASK Original Budge		riginal Budget				Total Authorization		Previously Invoiced	Current Invoice		Remaining Budget		Current MWDBE Participation
Work Authorization No. 1 General	\$	51,598.00	\$	55,380.00	\$	106,978.00	\$	98,988.41	\$	2,100.00	\$	5,889.59	4.11%
Work Authorization No. 2 Houston Ave/White Oak Dr	Ś	30,000.00	\$	220,810.00	۲	250,810.00	\$	45,931.53	\$	6,740.00	\$	198,138.47	0.29%
Basic Services	-	30,000.00	\$	110,000.00	\$	110,000.00	\$	4,371.25	\$	6,137.50	\$	99,491.25	0.29%
Additional Services	-		\$	95,000.00	\$	95,000.00	\$	4,3/1.23	\$	602.50	\$	94,397.50	0.00%
Reimbursabile Expenses	-		\$	5,000.00	\$	5,000.00	\$	204.03	\$	002.30	\$	4,795.97	0.00%
Work Authorization No. 3		EST THE REAL PROPERTY.	100				No.	0.01	1, 2	THE PARTY OF		12.3. 12.11	
Front End Specifications	\$	5,380.00	\$		\$	5,380.00	\$	5,380.00	\$	LES USE	\$		0.00%
Work Authorization No. 4				150.81	Г								
Shepherd Drive PER	\$	997,000.00	\$	11174	\$	997,000.00	\$	51,264.01	\$	4,220.00	\$	941,515.99	0.00%
Basic Services	\$	551,000.00	\$	The Carl	\$	551,000.00	\$	49,022.50	\$	4,220.00	\$	497,757.50	0.00%
Additional Services	\$	436,000.00	\$	- T	\$	436,000.00	\$	2,196.50	\$		\$	433,803.50	0.00%
Reimbursabile Expenses	\$	10,000.00	\$		\$	10,000.00	\$	45.01	\$		\$	9,954.99	0.00%
Work Authorization No. 5 Durham Drive Grant App.	\$	15,000.00	\$	3	\$	15,000.00	\$	5,703.00	\$	285.00	\$	9,012.00	0.00%
Work Authorization No. 6											Г		
Little Thicket Park	\$	70,899.00	\$		\$	70,899.00	\$	1,707.50	\$	6,557.55	\$	62,633.95	0.00%
Basic Services	\$	21,575.00	\$	100	\$	21,575.00	\$	1,707.50	\$	1,585.79	\$	18,281.71	0.00%
Additional Services	\$	48,824.00	\$	-	\$	48,824.00	\$		\$	4,971.76	\$	43,852.24	1.99%
Reimbursabile Expenses	\$	500.00	\$		\$	500.00	\$		\$	(6)	\$	500.00	0.00%
TOTAL	\$	1,169,877.00	\$	276,190.00	\$	1,446,067.00	\$	208,974.45	\$	19,902.55	\$	1,217,190.00	

Billing Memo: August 7, 2017

Page 2

Tasks Completed for Current Invoicing Period:

Work Authorization 1 – General Authorization

- Coordinated with Laura Davis (SK Law) to revise some language in Agreement and General Conditions documents. Sent revisions to Laura on 07/11/2017.
- Coordinated with Gary Hill regarding TC Jester.
- Project update with Sherry Weesner (07/18/2017).

Work Authorization 2 – Houston Avenue/White Oak Drive Intersection

- Coordinated with Richard Smith and Greater Northside Management District regarding maintenance agreement for Wrightwood roadway conversion.
- o Continued utility coordination.
- Reviewed draft of topographic survey.
- Reviewed final Phase I Environmental Site Assessment report.
- Kicked-off landscape architecture consultant.
- Met with Woodland Heights Civic Association (07/18/2017).
- Met with METRO regarding project coordination with future Quitman Station Bikeway Connection from Quitman/White Oak Fulton to Houston Avenue (07/20/2017).
- o Prepared for 08/01/2017 Stakeholder Meeting with Greater Northside Management District, Friends of Woodland Park, and Woodland Heights Civic Association.

Work Authorization 3 – Front End Documents

Work Authorization 4 – Shepherd Drive

- Continued coordination with METRO regarding bus stop design and locations on 07/20/2017.
- Coordinated with projects committee regarding project limits during meeting at TGC on 07/20/2017.
- Produced map of project limits related to the above meeting for distribution at the City.
- Developed draft of procurement description for landscape architecture, geotechnical, survey, and environmental services.

Work Authorization 5 – Durham Drive

Completed submission of all grant materials to TGC.

• Work Authorization 6 - Little Thicket Park

- Provided ballpark construction cost to Lisa Johnson.
- Coordinated with the City to obtain right-of-entry for all subconsultants.
- o Met with environmental, geotechnical, and survey subconsultants in field.
- Review draft of topographic survey.



Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

August 4, 2017

Project No:

14760-0001-00

Invoice No:

0251790

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0001-00

MHRA WA1

Services include:

* On-going communication and reporting.
* Preparation of materials for meetings including updates to maps, agendas, notes as needed.

Professional Services from July 1, 2017 to July 28, 2017

Professional Se	ivices from July	7 1. 2017 to July 20, 2017					
Task	100	Program Management					
Professional Pe	rsonnel						
			Hours	Rate	Amount		
Senior Proje	ct Manager		2.00	200.00	400.00		
Senior Proje	ct Engineer		3.50	175.00	612.50		
Engineer As	sistant III		2.50	75.00	187.50		
Planner IV			7.50	120.00	900.00		
	Totals		15.50		2,100.00		
	Total Labo	or				2,100.00	
Billing Limits		Current	t	Prior	To-Date		
Total Billings	3	2,100.00)	98,988.41	101,088.41		
Limit					106,978.00		
Remain	ing				5,889.59		
				Total ti	nis Task	\$2,100.00	

TOTAL THIS INVOICE

\$2,100.00



Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

August 4, 2017

Project No:

14760-0002-00

Invoice No:

0251792

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0002-00

MHRA WA2

Services include:

* Coordination with the City of Houston regarding Houston Avenue/White Oak Drive Intersection.

<u>Professional Service</u>	s from July 1	, 2017 to July 28	2017				
Task 2	00	Final Design					
Professional Person	nel						
			Hours	Rate	Amount		
Senior Project Ma	anager		19.75	200.00	3,950.00		
Senior Project En	gineer		.50	175.00	87.50		
Engineer Assistar	nt III		28.00	75.00	2,100.00		
	Totals		48.25		6,137.50		
	Total Labor					6,137.50	
Billing Limits			Current	Prior	To-Date		
Total Billings			6,137.50	4,371.25	10,508.75		
Limit					110,000.00		
Remaining					99,491.25		
				Total t	his Task	\$6,137.50	
						7-,	
Task 4	 10	Traffic Signal De					
Professional Person		Traffic Signal De	sign				
Froiessional Ferson	ilei			B			
5			Hours	Rate	Amount		
Division Manager			1.50	210.00	315.00		
Engineer IV	-		2.50	115.00	287.50		
	Totals		4.00		602.50	222 52	
	Total Labor					602.50	
Billing Limits			Current	Prior	To-Date		
Total Billings			602.50	0.00	602.50		
Limit					20,835.00		

TOTAL THIS INVOICE \$6,740.00

Total this Task

20,232.50

Remaining

\$602.50



Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

August 4, 2017

Project No:

14760-0004-00

Invoice No:

0251793

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0004-00

Shepherd Drive 6th St. to 610 PER

Services include:

- * Grant funding application coordination.
- * Development of task list for PER.
- * Internal project team meeting.

* Meeting with TGC.

Professional Services from July 1, 2017 to July 28, 2017

Task	100	PER Basic Services				
Professional I	Personnel					
		Ног	ırs	Rate	Amount	
Senior Pro	oject Manager	12.	25	200.00	2,450.00	
Engineer \	VII	5.	50	160.00	880.00	
Engineer I	IV		50	115.00	57.50	
Engineer /	Assistant III	1.	50	75.00	112.50	
Planner IV	/	6.	00	120.00	720.00	
	Totals	25.	75		4,220.00	
	Total Lab	or				4,220.00
Billing Limits		Current		Prior	To-Date	
Total Billin	ngs	4,220.00		49,022.50	53,242.50	
Limit					515,000.00	
Rema	ining				461,757.50	
				Total ti	his Task	\$4,220.00
				TOTAL THIS I	NVOICE	\$4,220.00



Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

August 4, 2017

Project No:

14760-0005-00

Invoice No:

0251794

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0005-00

MHRA WA5

Services include:

* coordination with Jim Webb at TGC.

Professional Services from July 1, 2017 to July 28, 2017

Task

100

Program Management

Professional Personnel

Remaining

		Hours	Rate	Amount	
Engineer VII		1.50	160.00	240.00	
Staff Assistant		.50	90.00	45.00	
	Totals	2.00		285.00	
	Total Labor				285.00
Billing Limits		Current	Prior	To-Date	
Total Billings		285.00	5,703.00	5,988.00	
Limit				15,000.00	

Total this Task

9,012.00

\$285.00

TOTAL THIS INVOICE _____

\$285.00



Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

August 7, 2017

Project No:

14760-0006-00

Invoice No:

0251864

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0006-00

Little Thicket Park

Services include:

Services include: * Coordination with si * Topographic Survey * Preliminary environ	y.	s and Houston P	arks and Recreation De	partment to obta	iin right-of-entry agn	eements.	
Professional Servic		1, 2017 to July	28, 2017	ن در در اس			
Task	100	Preliminary S	Services				
Professional Person	nnel	•					
			Hours	Rate	Amount		
Senior Project E	ngineer		1.25	175.00	218.75		
Engineer VII			8.00	160.00	1,280.00		
Admin IV			1.00	73.00	73.00		
	Totals		10.25		1,571.75		
	Total Labo	r				1,571.75	
Expenses							
Delivery Services	s				14.04		
	Total Expe	enses			14.04	14.04	
Billing Limits			Current	Prior	To-Date		
Total Billings			1,585.79	1,707.50	3,293.29		
Limit					21,575.00		
Remaining					18,281.71		
				Total th	is Task	\$1,585.79	
Task	420	Environment	al Services				
Consultants							
Environmental C	onsultant						
7/18/2017	Crouch Env Services, Ir	vironmental nc.	Inv 368		971.76		
	Total Cons	sultants			971.76	971.76	
Billing Limits			Current	Prior	To-Date		
Total Billings			971.76	0.00	971.76		
Limit					14,580.00		
Remaining					13,608.24		
				Total th	is Task	\$971.76	
		Topographic	Survey				
Task 5	 500	Topographic	Survey				

Project	14760-0006-00	Little Thicket Par	rk		Invoice	0251864
Percer	nt Complete	50.00	Total Earned	4,000.00		
			Previous Fee Billing	0.00		
			Current Fee Billing	4,000.00		
			Total Fee		4,00	00.00
			Total this Task	\$4,0	00.00	
			тот	AL THIS INVOICE	\$6,5	57.55

SANFORD KUHL HAGAN KUGLE PARKER KAHN LLP

1980 Post Oak Boulevard Suite 1380 Houston, Texas 77056 (713) 850-9000

BILL TO:

Memorial-Heights Redevelopment Authority c/o Melissa C. Morton 450 N. Sam Houston Pkwy E Suite 168 Houston, TX 77060

Invoice # 17-2062 - 17-2064

Invoice Date: 08/03/2017

Services Rendered

Through: 07/31/2017

DESCRIPTION	1	AMOUNT
Previous Balance		0.00
Professional Services Rendered (July, 2017)		
Administrative & Meeting		365.00
General Account		865.59
T-0515 – 11 th Street/Bryce Street		742.50
	-	
	TOTAL	\$1,973.09

Sanford Kuhl Hagan Kugle Parker Kahn LLP

1980 Post Oak Boulevard Suite 1380 Houston, Texas 77056 (713) 850-9000

Bill To: MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY c/o Melissa Morton 450 N Sam Houston Pkwy E Suite 168

Houston, TX 77060

Services Rendered Through: 7/31/2017

Invoice Date: 8/3/2017

Invoice #: 17-2062

MATTER: 1023.01 - Administrative & Meeting

	Date	Description	Hrs.	Amount
SVD	6/29/2017	Attention to prior meeting actions and continuing follow-up.	0.5	50.00
SVD	7/5/2017	Communications regarding meeting schedule.	0.3	30.00
SVD	7/30/2017	Arrange for 2018 meetings, and related communications.	1.4	140.00
PJK	7/31/2017	Attention to meeting action needs and timing.	0.2	55.00
SVD	7/31/2017	Continued coordination regarding meetings and schedule.	0.9	90.00

Total	\$365.00
Payments/Credits	\$0.00
Balance Due	\$365.00

Sanford Kuhl Hagan Kugle Parker Kahn LLP

1980 Post Oak Boulevard Suite 1380 Houston, Texas 77056 (713) 850-9000

Bill To: MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY

Invoice #: 17-2063

c/o Melissa Morton

Invoice Date: 8/3/2017

450 N Sam Houston Pkwy E

Services Rendered Through: 7/31/2017

Suite 168 Houston, TX 77060

MATTER: 1023.02 - General

	Date	Description	Hrs.	Amount
SVD	7/5/2017	Communications regarding COH actions and increment payment.	0.25	37.50
LD	7/7/2017	Attention to Affordable Housing Agreement; E-mail to A. Lents and S. Weesner regarding same.	0.25	81.25
LD	7/10/2017	Review conflicts disclosure information; telephone conference with S. Weesner regarding procedures for same.	0.5	162.50
PJK	7/10/2017	Attention to affordable housing participation issues.	0.4	130.00
РЈК	7/21/2017	Attention to proposed local government spending limitations and COH actions.	0.6	195.00
PJK	7/28/2017	Attention to proposed regulatory issues for COH and impact.	0.6	195.00
EXP				
	6/30/2017	2POC Parking - 06/13/2017 Meeting		16.00
	6/30/2017	06/13/2017 - Meeting Expenses		47.29
	7/31/2017	July 2017 - Copies		1.05
		TOTAL REIMBURSABLE EXPENSES		64.34

Total	\$865.59
Payments/Credits	\$0.00
Balance Due	\$865.59

Sanford Kuhl Hagan Kugle Parker Kahn LLP

1980 Post Oak Boulevard Suite 1380 Houston, Texas 77056 (713) 850-9000

Bill To: MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY c/o Melissa Morton 450 N Sam Houston Pkwy E Suite 168 Houston, TX 77060

Invoice #: 17-2064

Invoice Date: 8/3/2017

Services Rendered Through: 7/31/2017

MATTER: 1023.12 - T-0515 - 11TH STREET/BRYCE ST

	Date	Description	Hrs.	Amount
LD	6/29/2017	Attention to letter agreement with TFH and invoice for tree watering for same.	0.3	97.50
SVD	6/29/2017	Attention to TFH tree watering documentation and related communications.	0.3	45.00
LD	6/30/2017	Revise engineering contract documentation to reflect current invoice payment procedures; Forward same to Engineer for review.	1	325.00
LD	7/11/2017	Telephone conference with K. Landry regarding contract payment timing provisions; additional revisions to same.	0.75	243.75
SVD	7/11/2017	Attention to engineering work authorization and communications with S. Weesner regarding same.	0.25	31.25

Total	\$742.50
Payments/Credits	\$0.00
Balance Due	\$742.50

SMW Principle Solutions, Inc.

1900 West Gray- P.O. Box130627 Houston, TX 77219 sherry@SMWPrincipleSolutions.com

INVOICE

BILL TO MHRA/TIRZ 5 DATE 08/06/2017
DUE DATE 09/05/2017
TERMS Net 30

Consulting Agreement July 2017		8,000.00	8,000.0
Mileage Reimbursement Mileage Reimbursement July 2017	1	10.27	10.27
Reimbursable Expenses Reimburseable Reimbursement July 2017	1	43.00	43.00

SMW Principle Solutions, Inc.

Mileage Log Sherry Weesner July 1, 2017 - July 31, 2017

Reimbursement Rate (2017)

0.535

			Reilliburseillelli Rate	16 (2017)		0.333
				One Way	Miles-	
				or	Per Google	
Date	Business Purpose	Start Location	End Location	Round Trip	Мар	Reimbursement
7/13/17	Meeting with Jim Webb- Goodman	Office	3200 Travis	RT	2.4	\$1.28
	Meeting with Woodland Heights		217 Heights			
7/18/17	President and Vice President	Office	Boulevard	RT	5.6	\$3.00
7/18/17	Meeting with Ellen Cohen	Office	901 Bagby	RT	3.6	\$1.93
7/20/17	Meeting with Jim Webb- Goodman	Office	3200 Travis	ow	1.2	\$0.64
7/20/17	Meeting with Metro	Goodman	1900 Main Street	ow	2.4	\$1.28
7/21/17	Meeting with Carol Haddock	Office	611 Walker	RT	4	\$2.14
						\$0.00
						\$0.00
						\$0.00
						\$0.00
						\$0.00
						\$0.00
			Total Mileage		19.2	
			Total Reimbursemen	t		\$10.27

SMW Principle Solutions, Inc. Reimbursable Expenses - MHRA

			Reimbursable
Date	Business Purpose	Vendor	expense
7/18/17	Parking - Meeting with Ellen Cohen	Parking Services	\$6.00
7/20/17	Parking - Metro	Parking Services	\$8.00
7/21/17	Parking - Meeting with Carol Haddock	Theater District Parking	\$9.00
	Color Copies 8.5 X 11 - CM Ellen Cohen		\$10.00
7/21/17	Color Copies 8.5 X 11 - Carol Haddock		\$10.00
		Total Reimburable Expenses	\$43.00



Invoice

Date	Invoice #
7/31/2017	1646

Bill To

Memorial Heights Redevelopment Authority Sanford Kuhl Hagan Kugle Parker Kahn 1980 Post Oak Blvd Ste 1380 Houston, TX 77056

			Terms	Due Date
			Net 15	8/15/2017
Serviced	Description	Hours	Rate	Amount
7/31/2017 7/31/2017	July 2017 CPA Services and Investment officer Postage		1,350.00 8.94	1,350.00 8.94
The Mo	ase Remit Payment to: orton Accounting Service	Tota	I	\$1,358.94
	press Station Dr. Bldg H-4 Houston, TX 77090	Paymo	ents/Credits	\$0.00
or vi	a the Intuit payment link in the email.	Balan	ce Due	\$1,358.94

Memorial Heights Redevelopment Authority Unpaid Bills Detail As of July 12, 2017

Type Date Nun	n Memo	Due Date	Open Balance
Edminster Hinshaw Russ & Assoc Bill 06/23/2017 70320	11th Street/Bryce - Project Close out (6/22/17)	07/03/2017	7,500.00
	See The Property and the Second Secon	07/03/2017	
Total Edminster Hinshaw Russ & Ass	00		7,500.00
Equi Tax Inc. Bill 07/01/2017 51255	July 2017 - June 2018 Tax Consulting	07/11/2017	1,800.00
Total Equi Tax Inc.	, and the second		1,800.00
Goodman Corporation			
Bill 06/30/2017 6-2017-	17 MRA100 Project - June	07/10/2017	1,793.05
Total Goodman Corporation			1,793.05
Jones & Carter Inc.			
Bill 06/05/2017 024878		06/15/2017	6,779.79
Bill 06/05/2017 024878		06/15/2017	502.50
Bill 06/05/2017 024878		06/15/2017	16,918.50
Bill 06/30/2017 025052		07/10/2017	5,703.00
Bill 06/30/2017 025052		07/10/2017	2,215.87
Bill 06/30/2017 025052		07/10/2017	4,029.03
Bill 06/30/2017 025052		07/10/2017	34,345.51
Bill 06/30/2017 025055	1 Little Thicket Park - Through June 30, 2017	07/10/2017	1,707.50
Total Jones & Carter Inc.			72,201.70
Sanford Kuhl Hagan Kugle Parker F			
Bill 06/30/2017 5112	Admin/Meeting through June 2017	07/10/2017	3,982.50
Bill 06/30/2017 5113	General Legal services through June 2017	07/10/2017	1,851.23
Bill 06/30/2017 5114	Legal services through June 2017	07/10/2017	480.00
Bill 06/30/2017 5115	Legal services through June 2017	07/10/2017	131.25
Total Sanford Kuhl Hagan Kugle Park	er Kahn		6,444.98
SMW Principle Solutions, Inc. Bill 06/30/2017 1008	June 2017 Consulting	07/10/2017	8,108.39
Total SMW Principle Solutions, Inc.	•		8,108.39
The Morton Accounting Services			
Bill 06/30/2017 1640	June CPA Services	07/10/2017	3,067.45
Total The Morton Accounting Services			3,067.45
Trees for Houston Bill 06/30/2017 1090	Watering 21 trees for June	07/10/2017	225.00
Total Trees for Houston			225.00



INVOICE

Remit Edminster Hinshaw Russ & Assoc dba EHRA Engineering 10555 Westoffice Dr. Houston, TX 77042 713.784.4500

City of Houston TIRZ No. 5 Julianne Kugle c/o Sanford Kuhl Hagan Kugle Parker Kahn LLP 1980 Post Oak Boulevard, Suite 1380 Houston, TX 77056 Invoice number

Date

70320

06/23/2017

Terms: Due Upon Receipt

Project Manager:

Chau Bao

Billing Manager:

Chau Bao

Professional Services for the Date Ending 6/22/2017

Project:

131-067-03 Tax Increment Reinvestment Zone No. 5 / Memorial Heights Redevelopment Authority

Invoice Group:

01

11th Street and Bryce Trailhead Engineering-Landscape Plans, (CIP-T0515) Work Authorization No. 6 and Work Authorization #6 Additional Services No. 12-

Professional engineering services rendered in connection with 11th Street and Bryce Trailhead engineering/landscape plans. Services include survey, engineering, construction phase services, and landscape architect.

		Remaining				
Phase	Contract	Budget	% Complete	Total Billed	Prior Billing	Current Billing
Metes and Bounds Description	\$1,300.00	\$0.00	100.00 %	\$1,300.00	\$1,300.00	\$0.00
2. Topographic Survey	\$12,200.00	\$0.00	100.00 %	\$12,200.00	\$12,200.00	\$0.00
3. Final Eng. and Landscape Plans	\$33,500.00	\$0.00	100.00 %	\$33,500.00	\$33,500.00	\$0.00
4. Coordination with the COH PWE	\$3,000.00	\$0.00	100.00 %	\$3,000.00	\$3,000.00	\$0.00
5. Bid Phase Services	\$3,200.00	\$0.00	100.00 %	\$3,200.00	\$3,200.00	\$0.00
Construction Surveying Services NIC	\$0.00	\$0.00	0.00 %	\$0.00	\$0.00	\$0.00
7. Construction Phase Services	\$4,100.00	\$0.00	100.00 %	\$4,100.00	\$4,100.00	\$0.00
8. Project Site Observation	\$9,800.00	\$0.00	100.00 %	\$9,800.00	\$9,800.00	\$0.00
9. Additional Engineering Services No. 1	\$13,500.00	\$0.00	100.00 %	\$13,500.00	\$13,500.00	\$0.00
10, a. Project Closeout with W&R	\$7,500.00	\$0.00	100.00 %	\$7,500.00	\$0.00	\$7,500.00
10. b. Follow-Up Project	\$4,500.00	\$4,500.00	0.00 %	\$0.00	\$0.00	\$0.00
	\$92,600.00	\$0.00		\$88,100.00	\$80,600.00	\$7,500.00

*** Total Project Invoice Amount

\$7,500.00

MW	SBE	Partici	pation

Subcontractor Payment to Date % of Total Contract

Equi-Tax Inc.

Suite 200 17111 Rolling Creek Drive Houston Texas 77090 281-444-4866

DATE	INVOICE#
7/1/2017	51255

Invoice

BILL TO	
TIRZ No. 5 - Memorial Heights Bracewell LLP 711 Louisiana Suite 2300 Houston TX 77002	

DESCRIPTION	AMOUNT		
Annual Consultant Services fee as per contract 12 months at \$150.00 per month July 1, 2017 through June 30, 2018	1,800.00		
Invoice emailed to Melissa Morton at melissacpa@themortonassociates.com			

Total \$1,800.00

The Goodman Corporation 3200 Travis Street, Ste. 200 Houston, TX 77006

Invoice

Bill To

Ann Lents MHRA

9 Greenway Plaza, Suite 2400 Houston, TX 77046 Date 6/30/2017

6-2017-17

Terms Project

MRA101

Description	Rate	Prior %	Curr %	Amount
Task 1A - Project Coordination and Schematic Review for Shepherd and Durham	15,900.60	45%	2.00%	318.01
Task 1B - Preparation of Full Benefit Analysis and Associated Documentation for Shepherd/Durham	24,584.00	0%	6.00%	1,475.04
Task 1C - Facilitation of H-GAC TIP Call for Projects Process for Shepherd/Durham	19,488.00	0%	0.00%	0.00
Task 2A - Project Coordination and Schematic Review for 18th and 19th	7,156.40	85%	0.00%	0.00
Task 2B - Preparation of Full Benefit Analysis and Associated Documentation for 18th and 19th	0.00	Reallocated		0.00
Task 2C - Facilitation of H-GAC TIP Call for Projects Process for 18th and 19th	0.00	Reallocated		0.00
Task 3A - Project Coordination and Schematic Review for Houston and White Oak	7,160.00	100%	0.00%	0.00
Task 3B - Preparation of Full Benefit Analysis and Associated Documentation for Houston and White Oak	8,392.00	100%	0.00%	0.00
Task 3C - Pursue Funds va TP&W Recreation Trails Program related to Houston Avenue and White Oak	7,056.00	100%	0.00%	0.00
Task 3D - Facilitation of H-GAC TIP Call for Projects Process for Houston and White Oak``	0.00	Reallocated		0.00
	Task 1A - Project Coordination and Schematic Review for Shepherd and Durham Task 1B - Preparation of Full Benefit Analysis and Associated Documentation for Shepherd/Durham Task 1C - Facilitation of H-GAC TIP Call for Projects Process for Shepherd/Durham Task 2A - Project Coordination and Schematic Review for 18th and 19th Task 2B - Preparation of Full Benefit Analysis and Associated Documentation for 18th and 19th Task 2C - Facilitation of H-GAC TIP Call for Projects Process for 18th and 19th Task 3A - Project Coordination and Schematic Review for Houston and White Oak Task 3B - Preparation of Full Benefit Analysis and Associated Documentation for Houston and White Oak Task 3C - Pursue Funds va TP&W Recreation Trails Program related to Houston Avenue and White Oak Task 3D - Facilitation of H-GAC TIP Call for	Task 1A - Project Coordination and Schematic Review for Shepherd and Durham Task 1B - Preparation of Full Benefit Analysis and Associated Documentation for Shepherd/Durham Task 1C - Facilitation of H-GAC TIP Call for Projects Process for Shepherd/Durham Task 2A - Project Coordination and Schematic Review for 18th and 19th Task 2B - Preparation of Full Benefit Analysis and Associated Documentation for 18th and 19th Task 2C - Facilitation of H-GAC TIP Call for Projects Process for 18th and 19th Task 3A - Project Coordination and Schematic Review for Houston and White Oak Task 3B - Preparation of Full Benefit Analysis and Associated Documentation for Houston and White Oak Task 3C - Pursue Funds va TP&W Recreation Trails Program related to Houston Avenue and White Oak Task 3D - Facilitation of H-GAC TIP Call for 0.00	Task 1A - Project Coordination and Schematic Review for Shepherd and Durham Task 1B - Preparation of Full Benefit Analysis and Associated Documentation for Shepherd/Durham Task 1C - Facilitation of H-GAC TIP Call for Projects Process for Shepherd/Durham Task 2A - Project Coordination and Schematic Review for 18th and 19th Task 2B - Preparation of Full Benefit Analysis and Associated Documentation for 18th and 19th Task 2C - Facilitation of H-GAC TIP Call for Projects Process for 18th and 19th Task 3A - Project Coordination and Schematic Review for Houston and White Oak Task 3B - Preparation of Full Benefit Analysis and Associated Documentation for Houston and White Oak Task 3C - Pursue Funds va TP&W Recreation Trails Program related to Houston Avenue and White Oak Task 3D - Facilitation of H-GAC TIP Call for 0.00 Reallocated	Task 1A - Project Coordination and Schematic Review for Shepherd and Durham Task 1B - Preparation of Full Benefit Analysis and Associated Documentation for Shepherd/Durham Task 1C - Facilitation of H-GAC TIP Call for Projects Process for Shepherd/Durham Task 2A - Project Coordination and Schematic Review for 18th and 19th Task 2B - Preparation of Full Benefit Analysis and Associated Documentation for 18th and 19th Task 2C - Facilitation of H-GAC TIP Call for Projects Process for 18th and 19th Task 3A - Project Coordination and Schematic Review for Houston and White Oak Task 3B - Preparation of Full Benefit Analysis and Associated Documentation for Houston and White Oak Task 3C - Pursue Funds va TP&W Recreation Trails Program related to Houston Avenue and White Oak Task 3D - Facilitation of H-GAC TIP Call for 0.00 Reallocated 15,900.60 45% 24,584.00 0% 6.00% 6.00% 6.00% 6.00% 6.00% 7,156.40 85% 0.00% Reallocated 7,160.00 100% 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.00%

 Total
 \$1,793.05

 Balance Due
 \$1,793.05

Phone #	Fax#
713-951-7951	713-951-7957



BILLING MEMO

TO:

Sherry Weesner

FROM:

Erin Williford

DATE:

June 27, 2017

RE:

Jones | Carter Invoice - For Services from April 29, 2017 to May 26, 2017

TASK	0	riginal Budget	Additional uthroization	4	Total Authorization	Previously Invoiced	Cu	rrent Invoice		Remaining Budget	Current MWDBE Participation
Work Authorization No. 1									Г		
General	\$	51,598.00	\$ 55,380.00	\$	106,978.00	\$ 89,992.75	\$	6,779.79	\$	10,205.46	4.11%
Work Authorization No. 2	Г								Γ		
Houston Ave/White Oak Dr	\$	30,000.00	\$ 120,810.00	\$	150,810.00	\$ 40,853.75	\$	502.50	\$	109,453.75	0.47%
Work Authorization No. 3	Г								Г		
Front End Specifications	\$	5,380.00	\$	\$	5,380.00	\$ 5,380.00	\$	-	\$		0.00%
Work Authorization No. 4									Г		
Shepherd Drive PER	\$	997,000.00	\$ •	\$	997,000.00	\$	\$	16,918.50	\$	980,081.50	0.00%
Basic Services	\$	551,000.00	\$	\$	551,000.00	\$ *:	\$	15,703.50	\$	535,296.50	0.00%
Additional Services	\$	436,000.00	\$: *)	\$	436,000.00	\$	\$	1,215.00	\$	434,785.00	0.00%
Reimbursabile Expenses	\$	10,000.00	\$ (3);	\$	10,000.00	\$	\$	•	\$	10,000.00	0.00%
TOTAL	\$	1,083,978.00	\$ 176,190.00	\$	1,260,168.00	\$ 136,226.50	\$	24,200.79	\$	1,099,740.71	

Tasks Completed for Current Invoicing Period:

• Work Authorization 1 – General Authorization

- o Prepared for/attended Projects Committee Meeting on 05/30/2017.
- O Discussed Little Thicket Park erosion repair needs. Engaged geotechnical subconsultant (Cibor) and drainage engineers at J | C to prepare a scope to include analysis of slope failure, alternatives for repair, and costs for each.
- o Prepared and delivered project invoice.
- Various project management tasks including bi-weekly reporting, board updates, invoicing, etc.

Billing Memo: June 27, 2017

Work Authorization 2 – Houston Avenue/White Oak Drive Intersection

- Coordinated with City of Houston Tommy Artz providing responses to emailed comments/questions.
- Determined next step is to meet ASAP with Jeff Weatherford, City of Houston, to gain direction on whether we can proceed with design of surface elements only.
- Engaged SWA Group for Landscape Architecture for the project.

Work Authorization 3 – Front End Documents

No work this month.

Work Authorization 4 – Shepherd Drive PER

- o Coordinated with City of Houston via phone and email.
- Attended meeting with Amar Mohite, City of Houston, regarding Shepherd Drive Bike Lane on 05/30/2017.
- Preliminary Drainage Area Maps prepared to aid in COH decision regarding project limits.
- Historical Record Drawings have been analyzed for flowline elevations, slopes, and pipe lengths to the manhole level.
- PER Scope received for standard City of Houston project.
- o Importing of existing stormwater data to GIS is in-progress.
- o Continued preparation of draft procurement for landscape architect.
- Completed review and developed alternatives for traffic/bicycle connections to bolster the project concept before moving into detailed design and aid in COH decision regarding project limits.
- Reviewed and researched FHWA Bike Lane Planning and Design Guide, NACTO/AASHTO
 design guidelines and treatments, City of Houston IDM, and Texas MUTCD for
 alternatives analysis and design.
- Developed pros/cons lists for Shepherd/Durham coupled cross section alternatives.
- Initiated coordination with METRO staff regarding data needs and bus stop requirements.
- Developed alternatives for bicycle facilities along 11th Street for one-way bicycle lane on Shepherd/Durham alternative.
- o Developed alternatives for two-way bicycle crossing from east side of Shepherd to west side of Shepherd at 11th Street intersection.
- Developed alternative with pedestrian and bicycle realms on east side of Shepherd to align with segment south of TIRZ No. 5.
- Conducted inventory of existing driveways and potential driveway closures to reduce driveway density along Shepherd and Durham.
- Met with John Ciccarelli (bicycle planning expert) and began preparing a proposal for his consulting services.

^{*}Invoices for new Work Authorizations (WA 5 – Durham & WA 6 – Little Thicket Park) approved in April/May meetings will be included on the next invoice.



Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

June 05, 2017

Project No:

14760-0001-00

Invoice No:

0248784

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0001-00

MHRA WA1

Services include:

- * On-going communication and reporting.
- * Attendance at board and projects committee meetings.
- * Sharepoint site creation and communication.
- * Preparation of materials for meetings including updates to maps, agendas, notes as needed.

Professional Services from April 29, 2017 to May 26, 2017

Task	100	Program Mana	agement			
Professional Pe	ersonnel					
			Hours	Rate	Amount	
Division Ma	nager		2.00	210.00	420.00	
Senior Proje	ect Manag	er	4.00	200.00	800.00	
Senior Proje	ect Engine	er	9.00	175.00	1,575.00	
Planner IV			33.00	120.00	3,960.00	
	Tota	als	48.00		6,755.00	
	Tot	al Labor				6,755.00
Expenses						
Delivery Ser	rvices					
5/23/201	7 Lon	e Star Overnight L.P.	Inv 6027037		24.79	
	Tot	al Expenses			24.79	24.79
Billing Limits			Current	Prior	To-Date	
Total Billings	S		6,779.79	89,992.75	96,772.54	
Limit					106,978.00	
Remain	ing				10,205.46	
				Total th	nis Task	\$6,779.79
				TOTAL THIS I	NVOICE	\$6,779.79

Outstanding Invoices

Number	Date	Balance
0248167	5/16/2017	11,015.00
Total		11,015.00



Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

June 05, 2017

Project No:

14760-0002-00

Invoice No:

0248785

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0002-00

MHRA WA2

Services include:

Professional Services from April 29, 2017 to May 26, 2017

Task	200	Final Design				
Professional Perso	onnel					
			Hours	Rate	Amount	
Division Manag	er		1.50	210.00	315.00	
Senior Project I	Manager		.50	200.00	100.00	
Senior Project I	Engineer		.50	175.00	87.50	
	Totals		2.50		502.50	
	Total Labo	r				502.50
Billing Limits			Current	Prior	To-Date	
Total Billings			502.50	43.75	546.25	
Limit					110,000.00	
Remaining					109,453.75	
				Total t	his Task	\$502.50

2.50

Outstanding Invoices

Number	Date	Balance
0248170	5/16/2017	262.50
Total		262.50

^{*} Coordination with the City of Houston regarding Houston Avenue/White Oak Drive Intersection.



Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

June 05, 2017

Project No:

14760-0004-00

Invoice No: 0248786

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0004-00

Shepherd Drive 6th St. to 610 PER

Services include:

- * Existing drainage area delineation.
- * GIS exhibits.
- * Drainage area map, bike facilities map.
- * Research.
- * Project management.
- * Coordination meetings with COH.

Professional Services from April	29, 2017 to May 20	6, 2017			
Task 100	PER Basic Service	ces			
Professional Personnel					
		Hours	Rate	Amount	
Division Manager		1.50	210.00	315.00	
Senior Project Manager		17.25	200.00	3,450.00	
Engineer VII		12.50	160.00	2,000.00	
Engineer IV		34.50	115.00	3,967.50	
Engineer III		9.50	107.00	1,016.50	
Engineer I		9.00	88.00	792.00	
Engineer Assistant II		4.50	60.00	270.00	
Engineer Assistant III		21.50	75.00	1,612.50	
Planner IV		19.00	120.00	2,280.00	
Totals		129.25		15,703.50	
Total Labor					15,703.50
Billing Limits		Current	Prior	To-Date	
Total Billings		15,703.50	0.00	15,703.50	
Limit				515,000.00	
Remaining				499,296.50	
			Total t	his Task	\$15,703.50
					, ,
Task 400	Tarffic Analysis				
Task 400 Professional Personnel	Traffic Analysis				
Professional Personnel				-	
		Hours	Rate	Amount	
Division Manager		5.50	210.00	1,155.00	
Engineer Assistant II		1.00	60.00	60.00	
Totals		6.50		1,215.00	
Total Labor					1,215.00
Billing Limits		Current	Prior	To-Date	
Total Billings		1,215.00	0.00	1,215.00	
Limit				31,120.00	
Remaining				29,905.00	

INVOICE DUE UPON RECEIPT

Project	14760-0004-00	Shepherd Drive 6th St. to 610 PER	Invoice	0248786
		Total this Task	\$1,2	215.00
		TOTAL THIS INVOICE	\$16,9	918.50

INVOICE DUE UPON RECEIPT Page 2



BILLING MEMO

TO:

Sherry Weesner

FROM:

Erin Williford

DATE:

July 12, 2017

RE:

Jones | Carter Invoice – For Services from May 27, 2017 to June 30, 2017

TASK		Original Budget		Additional Authroization		Total Authorization		Previously Invoiced		Current Invoice		Remaining Budget	Current MWDBE Participation
Work Authorization No. 1 General	\$	51,598.00	\$	55,380.00	\$	106,978.00	\$	96,772.54	\$	2,215.87	\$	7,989.59	4.11%
Work Authorization No. 2 Houston Ave/White Oak Dr	\$	30,000.00	\$	220,810.00	\$	250,810.00	\$	41,902.50	\$	4,029.03	\$	204,878.47	0.29%
Basic Services	\$	•	\$	110,000.00	\$	110,000.00	\$	546.25	\$	3,825.00	\$	105,628.75	0.00%
Additional Services	\$		\$	95,000.00	\$	95,000.00	\$	-	\$	()	\$	95,000.00	0.00%
Reimbursabile Expenses	\$		\$	5,000.00	\$	5,000.00	\$	•	\$	204.03	\$	4,795.97	0.00%
Work Authorization No. 3 Front End Specifications	\$	5,380.00	\$		\$	5,380.00	\$	5,380.00	\$		\$		0.00%
Work Authorization No. 4		11100			Ī								
Shepherd Drive PER	\$	997,000.00	\$		\$	997,000.00	\$	16,918.50	\$	34,345.51	\$	945,735.99	0.00%
Basic Services	\$	551,000.00	\$		\$	551,000.00	\$	15,703.50	\$	33,319.00	\$	501,977.50	0.00%
Additional Services	\$	436,000.00	\$	F) E	\$	436,000.00	\$	1,215.00	\$	981.50	\$	433,803.50	0.00%
Reimbursabile Expenses	\$	10,000.00	\$		\$	10,000.00	\$	ME - 32	\$	45.01	\$	9,954.99	0.00%
Work Authorization No. 5 Durham Drive Grant App.	\$	15,000.00	\$		\$	15,000.00	\$		\$	5,703.00	\$	9,297.00	0.00%
Work Authorization No. 6					Γ					A COMMISSION			
Little Thicket Park	\$	70,899.00	\$		\$	70,899.00	\$	(*)	\$	1,707.50	\$	69,191.50	0.00%
Basic Services	\$	21,575.00	\$		\$	21,575.00	\$		\$	1,707.50	\$	19,867.50	0.00%
Additional Services	\$	48,824.00	\$		\$	48,824.00	\$		\$	*	\$	48,824.00	0.00%
Reimbursabile Expenses	\$	500.00	\$	-	\$	500.00	\$		\$		\$	500.00	0.00%
TOTAL	\$	1,169,877.00	\$	276,190.00	\$	1,446,067.00	\$	160,973.54	\$	48,000.91	\$	1,237,092.55	

Billing Memo: July 12, 2017

Page 2

Tasks Completed for Current Invoicing Period:

Work Authorization 1 – General Authorization

- Prepared for and attended board meeting on 06/13/2017.
- Prepared proposal for Little Thicket Park and delivered to Sherry.
- Coordinated with Gary Hill regarding TC Jester.
- o Project update with Sherry Weesner (06/27/2017).

Work Authorization 2 – Houston Avenue/White Oak Drive Intersection

- o Received authorization from City of Houston to proceed with final design.
- o Began utility coordination.
- o Obtained as-built drawings of intersection.

Work Authorization 3 – Front End Documents

Sent to EHRA on 06/15/2017.

Work Authorization 4 – Shepherd Drive

- o Coordinated with Gary Hill, City of Houston, and other important team members.
- Continued work on Drainage Analysis.
- o Continued work on traffic and bicycle lane connections and intersection treatments.
- Prepared for meeting with Jeff Weatherford regarding Shepherd Drive design.
- Refined pros/cons lists for Shepherd/Durham coupled cross section alternatives including pedestrian and bicycle safety and vehicular operation issues.
- o Prepared for meeting with Jeff Weatherford regarding Shepherd Drive design.
- o Continued coordination with METRO regarding bus stop design and locations.
- Developed schematics for intersection at 11th Street including merging of bicycle lanes and pedestrian facilities, crossing design of bicycle lanes and pedestrian facilities, METRO bus stop cut out, METRO bus stop shelter, and turning lanes.
- Submitted revised grant funding material (cost estimate, schematics, and crosssections).
- Met with John Ciccarelli regarding potential consultation and provide proposal to Sherry by June 7, 2017.
- o Board approval received to engage John Ciccarelli of Bicycle Solutions.
- Updated schematics for grant funding application.
- Completed subconsultant agreements with United Engineers, Inc. (survey) and HVJ (geotechnical and environmental).
- Kicked-off survey and geotechnical and environmental consultants.
- Negotiated proposal with SWA Group for landscape architect services.
- o Met with Near Northside Management District (06/27/2017).
- Met with Friends of Woodland Park (06/27/2017).
- Began coordination for Wrightwood roadway removal.

Work Authorization 5 – Durham Drive

Continued to work towards submission of all grant materials by the end of June 2017.

Billing Memo: July 12, 2017

Page 3

 Submitted revised grant funding material (cost estimate, schematics, and cross-sections) to TGC.

• Work Authorization 6 – Little Thicket Park

- o Received Board approval.
- Prepared subconsultant agreements for Cibor (geotechnical) and Crouch (environmental)
- o Began preparing right of entry agreements.
- o Site visit with subconsultants.



Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

July 12, 2017

Project No: Invoice No: 14760-0005-00 0250527

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0005-00

MHRA WA5

Services include:

* coordination with Jim Webb at TGC.

^{*} Preparation of Cost Estimates, Cross Sections, and Schematics for grant application.

Task 10	00	Program Management				
Professional Personi	nel					
		Hours	Rate	Amount		
Engineer VII		10.50	160.00	1,680.00		
Engineer III		1.50	107.00	160.50		
Engineer Assistan	t III	51.50	75.00	3,862.50		
	Totals	63.50		5,703.00		
	Total Lab	or			5,703.00	
Billing Limits		Current	Prior	To-Date		
Total Billings		5,703.00	0.00	5,703.00		
Limit		AND AND THE PROPERTY OF THE PR		15,000.00		
Remaining				9,297.00		
			Total th	s Task	\$5,703.00	
			TOTAL THIS IN	VOICE	\$5,703.00	



Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

July 12, 2017

Project No:

14760-0001-00

Invoice No:

0250524

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0001-00

MHRA WA1

Services include:

- On-going communication and reporting.
- Attendance at board and projects committee meetings.
- Sharepoint site creation and communication.
- * Preparation of materials for meetings including updates to maps, agendas, notes as needed.

Professional Services from May 27, 2017 to June 30, 2017 Task 100 Program Management **Professional Personnel** Hours Rate Amount Senior Project Engineer 7.00 175.00 1,225.00 Planner IV 8.00 120.00 960.00 Totals 15.00 2,185.00 **Total Labor** 2,185.00 **Expenses** Mileage 4/11/2017 Williford, Erin MHRA Board meeting at United 5.89 Way 4/27/2017 5.89 Williford, Erin MHRA - Project Committee 5/9/2017 Williford, Erin MHRA Board meeting at United 5.89 Way Parking Williford, Erin Parking at Greenway Plaza 4.40 2/28/2017 4.40 Williford, Erin Parking at Greenway Plaza 3/27/2017 Williford, Erin Parking at Greenway Plaza 4/27/2017 4.40 30.87 **Total Expenses** 30.87 **Billing Limits** Current Prior To-Date **Total Billings** 2,215.87 96,772.54 98,988.41 Limit 106,978.00 Remaining 7,989.59 **Total this Task** \$2,215.87 TOTAL THIS INVOICE _____ \$2,215.87

Outstanding Invoices

Number	Date	Balance
0248784	6/5/2017	6,779.79
Total		6,779.79



Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

July 12, 2017

Project No:

14760-0002-00

Invoice No: 0250525

Memorial Heights Redevelopment Authority (TIRZ No. 5)

8588 Katy Fwy

Houston, TX 77024

Project

14760-0002-00

MHRA WA2

Services include:

^{*} Coordination with the City of Houston regarding Houston Avenue/White Oak Drive Intersection.

Professional Serv	ices from May	27, 2017 to June	30, 2017				
Task	200	Final Design					
Professional Pers	onnel						
			Hours	Rate	Amount		
Senior Project	Manager		12.00	200.00	2,400.00		
Senior Project	Engineer		6.00	175.00	1,050.00		
Engineer Assis	tant III		5.00	75.00	375.00		
	Totals		23.00		3,825.00		
	Total Labor	r				3,825.00	
Billing Limits			Current	Prior	To-Date		
Total Billings			3,825.00	546.25	4,371.25		
Limit					110,000.00		
Remaining	İ				105,628.75		
				Total thi	is Task	\$3,825.00	
Task	800	Reimbursable E	xpenses				
Expenses							
Research/Abst	racting Services	S					
6/5/2017		Direct.com, Inc.	Inv 611505		204.03		
	Total Expe	nses			204.03	204.03	
				Total thi	is Task	\$204.03	
				TOTAL THIS IN	VOICE	\$4,029.03	
Outstanding Invoice	ces				•	-	

Outstanding Invoices

Number Date Balance 0248785 6/5/2017 502.50 Total 502.50



PLEASE NOTE OUR **NEW REMIT ADDRESS:**

Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

July 12, 2017

Project No:

14760-0004-00

Invoice No: 0250526

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0004-00

Shepherd Drive 6th St. to 610 PER

Services include:

- Existing drainage area delineation.
- GIS exhibits.
- Drainage area map, bike facilities map.
- * Research.
- * Project management.
- * Coordination meetings with COH.

	Street Street Street Street !		0, 2017			
Task	100	PER Basic Servi	ces			
Professional Persor	nnel					
			Hours	Rate	Amount	
Division Manage	г		1.00	210.00	210.00	
Senior Project M			34.50	200.00	6,900.00	
Engineer VII	•		28.25	160.00	4,520.00	
Engineer IV			16.50	115.00	1,897.50	
Engineer III			70.00	107.00	7,490.00	
Engineer I			33.00	88.00	2,904.00	
Engineer Assista	int II		12.00	60.00	720.00	
Engineer Assista	int III		56.50	75.00	4,237.50	
Planner IV			37.00	120.00	4,440.00	
	Totals		288.75		33,319.00	
	Total Labor					33,319.00
Billing Limits			Current	Prior	To-Date	
Total Billings			33,319.00	15,703.50	49,022.50	
Limit			,	,	515,000.00	
Remaining					465,977.50	
				Total ti	his Task	\$33,319.00
				Total ti	his Task - — — — — — —	\$33,319.00
		Traffic Analysis		Total ti	his Task - — — — — — —	\$33,319.00
Task 4 Professional Person		— — — — — — Traffic Analysis				\$33,319.00
Professional Persor	nnel	— — — — — — Traffic Analysis	Hours			\$33,319.00
	nnel r	— — — — — — Traffic Analysis	4.50		Amount 945.00	\$33,319.00
Professional Persor	nnel r Totals	— — — — — — Traffic Analysis				
Professional Persor	nnel r	Traffic Analysis	4.50		Amount 945.00	\$33,319.00
Professional Persor	nnel r Totals	— — — — — — Traffic Analysis	4.50		Amount 945.00	
Professional Person Division Manage	nnel r Totals	— — — — — — Traffic Analysis	4.50 4.50	Rate 210.00	Amount 945.00 945.00	
Professional Person Division Manage Billing Limits	nnel r Totals	— — — — — — Traffic Analysis	4.50 4.50	Rate 210.00	Amount 945.00 945.00 To-Date	
Professional Person Division Manage Billing Limits Total Billings	nnel r Totals	— — — — — — Traffic Analysis	4.50 4.50	Rate 210.00	Amount 945.00 945.00 To-Date 2,160.00	

Project	14760-0004-00	Shepherd Drive	e 6th St. to 610 PER		l	nvoice 025	0526
				Total th	is Task	\$945.00	
— — — — - Task	410	Traffic Signal Des					
Professional		Tramo Olgriai Do	ng.,				
i ioioooioiiai			Hours	Rate	Amount		
CAD Ope	rator IV		.50	73.00	36.50		
O. 1.5 Opt	Totals		.50		36.50		
	Total Labor	r				36.50	
Billing Limits			Current	Prior	To-Date		
Total Billin	ngs		36.50	0.00	36.50		
Limit					47,000.00		
Rema	aining				46,963.50		
				Total th	is Task	\$36.50	
Task	800	Reimbursable Ex	penses				
Expenses							
Mileage							
3/30/2			MHRA - COH Mee	-	5.89		
5/30/2	017 Williford, Er	in	MHRA - COH Mee	ting	9.42		
Parking	047 1471175 1 5		D. H The set	District	40.00		
3/30/2 5/30/2			Parking at Theater Parking at Theater		13.20 16.50		
5/30/2	Total Expe		ranking at Theater	DISTRICT	45.01	45.01	
.		11303	0	Delem		40.01	
Billing Limits			Current	Prior	To-Date		
Total Billin	ngs		45.01	0.00	45.01		
Limit Rema	aining				10,000.00 9,954.99		
Keme	aning					A	
				Total th	is Task	\$45.01	
				TOTAL THIS IN	IVOICE	\$34,345.51	
Outstanding	Invoices						
	Number	Date	Balance				
	0248786	6/5/2017	16,918.50				
			40040				

16,918.50

INVOICE DUE UPON RECEIPT

Total



PLEASE NOTE OUR **NEW REMIT ADDRESS:**

Jones & Carter, Inc. PO Box 671606 Dallas, Texas 75267-1606

Invoice

July 12, 2017

Project No: Invoice No: 14760-0006-00

0250551

Memorial Heights Redevelopment Authority (TIRZ No. 5) 8588 Katy Fwy Houston, TX 77024

Project

14760-0006-00

Little Thicket Park

Services include:

- * Coordination with subconsultants and Houston Parks and Recreation Department to obtain right-of-entry agreements.
- * Prepare subconsultant agreements.

* Prepare project schedule.

Professional Services from May 27, 2017 to June 30, 2017

Task	100	Preliminary Services				
Professional Per	sonnel					
		Hou	ırs	Rate	Amount	
Senior Projec	t Engineer	1.	.25	175.00	218.75	
Engineer VII		8.	.50	160.00	1,360.00	
Engineer Ass	istant III		.50	75.00	37.50	
Admin IV		1.	.25	73.00	91.25	
	Totals	11.	.50		1,707.50	
	Total Labo	or				1,707.50
Billing Limits		Current		Prior	To-Date	
Total Billings		1,707.50		0.00	1,707.50	
Limit					21,575.00	
Remainin	g				19,867.50	
				Total th	is Task	\$1,707.50
				TOTAL THIS IN	IVOICE	\$1.707.50

SANFORD KUHL HAGAN KUGLE PARKER KAHN LLP

1980 POST OAK BOULEVARD SUITE 1380 HOUSTON, TEXAS 77056 (713) 850-9000

BILL TO:

Memorial-Heights Redevelopment Authority Attn: Melissa C. Morton PO Box 174 Fresno, TX 77545

Invoice # 5112 - 5115

Invoice Date: 06/29/2017

Services Rendered

Through: 06/30/2017

DESCRIPTION		AMOUNT
Previous Balance		0.00
Professional Services Rendered (June, 2017)		
Administrative & Meeting		3,982.50
General Account		1,851.23
T-0511/12 – Mkt to Mkt Trails		480.00
T-0515 - 11th Street/Bryce Street		131.25
	TOTAL	\$6,444.98

1980 Post Oak Boulevard Suite 1380 Houston, Texas 77056 (713) 850-9000

Bill To: MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY c/o Melissa Morton 450 N Sam Houston Pkwy E Suite 168 Houston, TX 77060

Invoice #: 5112

Invoice Date: 6/29/2017

Services Rendered Through: 6/29/2017

MATTER: 1023.01 - Administrative & Meeting

	Date	Description	Hrs.	Amount
SVD	6/1/2017	Preparation of agenda for upcoming Board meeting, and related	1.75	175.00
		communications. Communications with COH regarding Authority		
		information.		
PJK	6/2/2017	Attention to core draft agenda.	0.4	110.00
SVD	6/2/2017	Revise draft agenda, and related communications.	0.75	75.00
LD	6/5/2017	Attention to draft agenda for June 13, 2017 Board meeting; telephone	0.5	137.50
		conference with S. Weesner regarding same.		
SVD	6/5/2017	Revise agenda, and related communications; send to core group for review.	1.25	125.00
		Administration of engineering work authorizations, and meeting packet documents.		
LD	6/6/2017	Coordination regarding agenda and items to be added.	0.25	68.75
PJK	6/6/2017	Attention to meeting action needs.	0.4	110.00
SVD	6/6/2017	Revise agenda, and related communications. Preparation of meeting packet.	1.75	175.00
LD	6/7/2017	Additional revisions to agenda.	0.25	68.75
PJK	6/7/2017	Finalize agenda.	0.6	165.00
SVD	6/7/2017	Finalize and post agenda, and communications with Board members, staff,	1.75	175.00
		and consultants regarding meeting information. Communications regarding budget approval.		
SVD	6/8/2017	Preparation of meeting packet.	1.75	175.00
LD	6/9/2017	Telephone conference with S. Weesner regarding meeting issues.	0.5	137.50
PJK	6/9/2017	Attention to meeting documentation.	0.4	110.00
SVD	6/9/2017	Finalize meeting packet. Communications with Board members, staff, and	3.25	325.00
		consultants regarding meeting information.		
PJK	6/12/2017	Attention to meeting action items.	0.6	165.00
SVD	6/12/2017	Board meeting preparation, and related communications.	1	100.00
LD	6/13/2017	Attendance at Board meeting, including general advice and consultation;	2	550.00
		follow up from meeting.		
PJK	6/13/2017	Attention to meeting action.	0.4	110.00
SVD	6/13/2017	Attendance at Board meeting, including taking minutes and document	3.75	375.00
		administration. Communications regarding next cycle meeting schedule.		
SVD	6/20/2017	Board meeting follow-up.	0.5	50.00

1980 Post Oak Boulevard Suite 1380 Houston, Texas 77056 (713) 850-9000

Bill To: MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY c/o Melissa Morton 450 N Sam Houston Pkwy E Suite 168 Houston, TX 77060

Invoice #: 5112

Invoice Date: 6/29/2017

Services Rendered Through: 6/29/2017

MATTER: 1023.01 - Administrative & Meeting

	Date	Description	Hrs.	Amount
SVD	6/21/2017	Preparation of prior meeting minutes and attachments. Maintenance of public	3.75	375.00
		files, records, and documents. Communications regarding meeting schedule.		
SVD	6/22/2017	Preparation of Board minutes.	1.25	125.00

Total	\$3,982.50
Payments/Credits	\$0.00
Balance Due	\$3,982.50

1980 Post Oak Boulevard Suite 1380 Houston, Texas 77056 (713) 850-9000

Bill To: MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY c/o Melissa Morton

Invoice Date: 6/29/2017

Invoice #: 5113

450 N Sam Houston Pkwy E

Services Rendered Through: 6/29/2017

Suite 168 Houston, TX 77060

MATTER: 1023.02 - General

	Date	Description	Hrs.	Amount
LD	6/2/2017	Attention to SCSP issues; Review proposal from Verizon.	0.6	195.00
PJK	6/7/2017	Attention to SCSP issues; Attention to budget matters and COH actions.	0.8	260.00
PJK	6/8/2017	Attention to COH and state actions from last draft.	1.2	390.00
LD	6/20/2017	E-mail exchange with S. Weesner regarding Authority compliance issues and meeting timeliness.	0.25	81.25
PJK	6/26/2017	Attention to TIRZ issues and state actions.	1.2	390.00
EXP				
	5/31/2017	05/30/2017 - Courier - COH to SKLaw		14.76
	6/22/2017	06/09/2017 - Courier - A. Lents		20.95
	6/22/2017	06/06/2017 - Courier - S. Weesner		20.95
	6/27/2017	6/9/2017 - Binding - MHRA		424.77
	6/30/2017	June 2017 - Copies		53.55
		TOTAL REIMBURSABLE EXPENSES		534.98

Total	\$1,851.23
Payments/Credits	\$0.00
Balance Due	\$1,851.23

1980 Post Oak Boulevard Suite 1380 Houston, Texas 77056 (713) 850-9000

Bill To: MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY c/o Melissa Morton 450 N Sam Houston Pkwy E Suite 168

Houston, TX 77060

Invoice #: 5114

Invoice Date: 6/29/2017

Services Rendered Through: 6/29/2017

MATTER: 1023.09 - T-0511/12 - MKT to MKT Trails

	Date	Description	Hrs.	Amount
SVD	6/2/2017	Attention to HPB IMA documentation and administration.	0.4	50.00
PJK	6/6/2017	Attention to construction finalization and HPB actions.	0.4	130.00
LD	6/9/2017	Review HPB IMA regarding question of management fees; respond to M.	0.25	81.25
SVD	6/12/2017	Morton regarding same. Attention to construction invoicing documentation, and related communications.	1.75	218.75

Total	\$480.00
Payments/Credits	\$0.00
Balance Due	\$480.00

1980 Post Oak Boulevard Suite 1380 Houston, Texas 77056 (713) 850-9000

Bill To: MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY

c/o Melissa Morton

450 N Sam Houston Pkwy E

Suite 168

Houston, TX 77060

Invoice #: 5115

Invoice Date: 6/29/2017

Services Rendered Through: 6/29/2017

MATTER: 1023.12 - T-0515 - 11TH STREET/BRYCE ST

	Date	Description	Hrs.	Amount
LD - ,	6/2/2017	Review letter to Trees for Houston for watering services; telephone conference with S. Weesner.	0.25	81.25
SVD	6/21/2017	Attention to construction contract documentation; Attention to watering services contract documentation.	0.4	50.00

Total	\$131.25
Payments/Credits	\$0.00
Balance Due	\$131.25

SMW Principle Solutions, Inc.

1900 West Gray- P.O. Box130627 Houston, TX 77219 sherry@SMWPrincipleSolutions.com

INVOICE

BILL TO MHRA/TIRZ 5

Consulting Agreement Basic Consulting Agreement (June1-June 30, 2017)	1	8,000. 00	8,000.00
Mileage Relmbursement June1-June 30, 2017	1	70.99	70.99
Relmbursable Expenses June 1 - June 30, 2017	1	37.40	37.40



Invoice

Date	Invoice #
6/30/2017	1640

Bill To

Memorial Heights Redevelopment Authority Sanford Kuhl Hagan Kugle Parker Kahn 1980 Post Oak Blvd Ste 1380 Houston, TX 77056

			Terms	Due Date
ż			Net 15	7/15/2017
Serviced	Description	Hours	Rate	Amount
6/30/2017 6/30/2017 10/15/2016	June 2017 CPA Services and Investment officer Postage 2016 Audit Work	1 5 17.15	1,350.00 0.49 100.00	1,350.00 2.45 1,715.00
Please Remit Payment to: The Morton Accounting Service 1125 Cypress Station Dr. Bldg H-4 Houston, TX 77090		Total		\$3,067.45
		Paymer	nts/Credits	\$0.00
or v	via the Intuit payment link in the email.	Balance	Due	\$3,067.45



Invoice

Invoice #: 1090 Invoice Date: 7/5/2017

MHRA/TIRZ5
Ms. Sherry Weesner
1900 West Gray
PO Box 130627
Houston, TX 77219

Terms

Due on receipt

Description

Amount

•	
Watering of the 21 trees planted in the along 11th St. and Bryce Street for June	225.00

Trees For Houston is a 501(c)3 nonprofit organization, Federal Tax ID 760046318.

Phone #	Fax: Web Site		
713-840-8733	713-840-8734	treesforhouston.org	

Total	\$225.00
Payments/Credits	\$0.00
Balance Due	\$225.00

GO 2017-1

ORDER EVIDENCING REVIEW OF INVESTMENT POLICY

WHEREAS, the Memorial-Heights Redevelopment Authority (the "Authority"), by resolution dated September 13, 2011, has adopted an Amended Investment Policy (the "Policy") as required by Chapter 2256 of the Texas Government Code (the "Public Funds Investment Act"); and

WHEREAS, the Public Funds Investment Act requires that the Board of Directors of the Authority (the "Board") review the Policy and any investment strategies contained therein not less than annually; and

WHEREAS, the Public Funds Investment Act further requires that the Board adopt a rule, order, ordinance, or resolution stating that it has reviewed the Policy and any investment strategies contained therein and that the instrument so adopted shall record any changes made to the Policy or investment strategies; NOW, THEREFORE,

BE IT ORDERED BY THE BOARD OF DIRECTORS OF MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY, THAT:

Section 1.	The Board has conducted a review of the Policy and the investment
	strategies contained therein at its regular meeting held on September 19
	2017.

<u>Section 2</u>. No changes were made to the Policy or the investment strategies contained therein.

ADOPTED this 19th day of September, 2017.

(SEAL)

	Chairman, Board of Directors
Secretary, Board of Directors	

AMENDED INVESTMENT POLICY

This Amended Investment Policy (the "Policy") is adopted by the Board of Directors of Memorial-Heights Redevelopment Authority (the "Authority") pursuant to Chapter 2256 of the Texas Government Code, effective as of September 13, 2011.

ARTICLE I PURPOSE

Section 1.01. <u>Purpose</u>. This Policy with respect to Authority investments has been adopted to establish the principles and criteria by which the funds of the Authority should be invested and secured and to comply with various provisions of Texas law relating to the investment and security of funds of local government corporations (the "Investment Laws"). As of the date of the adoption of this Policy, the following laws are applicable to the investment of the Authority's funds: Chapter 2256, Texas Government Code; Chapter 791, Texas Government Code; Chapter 2257, Texas Government Code; and Section 404.101 et seq., Texas Government Code. The Investment Laws generally provide the minimum criteria for the authorized investment and security of the Authority's funds and require the Authority to adopt rules to ensure the investment of Authority funds in accordance with such laws. This Policy will specify the scope of authority of Authority Officials who are responsible for the investment of Authority funds.

ARTICLE II DEFINITIONS

Section 2.01. <u>Definitions</u>. Unless the context requires otherwise, the following terms and phrases used in this Policy shall mean the following:

- (a) "Authority Officials" means the Investment Officer, Directors, Employees, and persons and business entities engaged in handling the investment of Authority funds.
- (b) "Authorized Collateral" means any means or method of securing the deposit of Authority funds authorized by Chapter 2257, Texas Government Code.
- (c) "Authorized Investment" means any security in which the Authority is authorized to invest under Chapter 2256, Texas Government Code.
- (d) "Board" means the Board of Directors of the Authority.
- (e) "Collateral" means any means or method of securing the deposit of Authority funds under Article IV hereof.
- (f) "Collateral Act" means Chapter 2257, Texas Government Code, as amended from time to time.

- (g) "Director" means a person appointed to serve on the Board of Directors of the Authority.
- (h) "Employee" means any person employed by the Authority, but does not include independent contractors or professionals hired by the Authority as outside consultants, such as the Authority's financial advisor, accountant or general counsel.
- (i) "FDIC" means the Federal Deposit Insurance Corporation or any successor entity.
- (j) "Investment Act" means Chapter 2256, Texas Government Code, as amended from time to time.
- (k) "Investment Officer(s)" means the Director(s) or Employee(s) of the Authority appointed from time to time by the Board to invest and reinvest the funds of the Authority held in its various accounts.
- (1) "State" means the State of Texas.

ARTICLE III INVESTMENT OFFICER

Section 3.01. <u>Investment Officer</u>.

From time to time, the Authority shall appoint one or more of its Directors or Employees to serve as Investment Officer(s) to handle the investment of Authority funds. The Investment Officer(s) shall be responsible for investing Authority funds in accordance with this Policy. The Investment Officer(s) shall invest the Authority's funds, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived, with all investment decisions to be governed by the objectives set forth in Section 7.01 hereof.

Section 3.02. <u>Training</u>. The Investment Officer(s) shall attend training sessions and receive the number of hours of instruction as required by the Investment Act.

Section 3.03. Reporting by the Investment Officer and Authority Officials. Not less than quarterly and within a reasonable time after the end of the period reported, the Investment Officer and Authority Officials shall prepare and submit to the Board a written report of the investment transactions for all funds of the Authority for the preceding reporting period. The report must (1) describe in detail the investment position of the Authority on the date of the report, (2) be prepared jointly by all the Investment Officers of the Authority, if the Authority appoints more than one, (3) be signed by all Investment Officers and Authority Officials who prepare the report, (4) contain a summary statement of each pooled fund group that states the beginning market value for the reporting period; ending market value for the period; and fully accrued interest for the reporting period; (5)state the book value and the market value of each separately invested asset at the beginning and end of the reporting period by the type of asset and fund type invested, (6) state the maturity date of each separately invested asset that has a maturity date, (7) state the Authority fund for which each individual investment was acquired,

and (8) state the compliance of the investment portfolio as it relates to this Policy and the Investment Act.

Section 3.04. <u>Assistance with Certain Duties of the Investment Officer</u>. The Board hereby authorizes and directs the Authority Officials requested by the Investment Officer to assist the Investment Officer(s) with any of his/her duties, including but not limited to the following:

- (a) Presenting a copy of this Policy to any person or business organization seeking to sell an investment to the Authority and obtaining the necessary written certification from such seller referred to in this section;
- (b) Handling investment transactions;
- (c) Preparing and submitting to the Board the written report of all investment transactions for the Authority as required by this section;
- (d) Researching investment options and opportunities;
- (e) Obtaining written depository pledge agreements as required herein;
- (f) Obtaining safe-keeping receipts from the Texas financial institution which serves as a depository for pledged Collateral; and
- (g) Reviewing the market value of the Authority's investments and of the Collateral pledged to secure the Authority's funds.

ARTICLE IV PROCEDURES FOR INVESTMENT OF AUTHORITY MONIES

Section 4.01. <u>Qualified Broker/Dealers</u>. The list of qualified broker/dealers with whom the Authority may engage in investment transactions is attached hereto as **Exhibit A**.

Section 4.02. <u>Disclosures of Relationships with Entities Offering to Enter into Investment Transactions with the Authority</u>. The Investment Officer(s) and the Authority Officials shall disclose in writing (a) any "personal business relationship" with a business organization offering to engage in an investment transaction with the Authority and (b) any relationship within the second degree by affinity or consanguinity, as determined by Chapter 573, Texas Government Code, to any individual seeking to sell an investment to the Authority, as required by the Investment Act. The existence of a "personal business relationship" shall be determined in accordance with the Investment Act. Such disclosure statement shall be filed with the Board and the Texas Ethics Commission.

Section 4.03. <u>Certifications from Sellers of Investments</u>. The Investment Officer(s) or the Authority Officials shall present this Policy to any person or business organization offering to engage in an investment transaction with the Authority and obtain a certificate stating that such potential seller has reviewed the Policy as provided in the Investment Act. This certificate shall be in a form acceptable to the Authority and shall state that the potential seller has received and

reviewed the Policy and has acknowledged that the potential seller has implemented reasonable procedures and controls in an effort to preclude investment transactions with the Authority that are not authorized by this Policy, except to the extent that this authorization is dependent on an analysis of the makeup of the Authority's entire portfolio or requires an interpretation of subjective investment standards. Neither the Investment Officer nor the Authority Officials shall purchase or make any investment from a potential seller that has not delivered to the Authority this required certification. A form of certificate acceptable to the Authority is attached hereto as **Exhibit B**.

Section 4.04. <u>Solicitation of Bids for Certificates of Deposit</u>. Bids for certificates of deposit may be solicited orally, in writing, electronically or in any combination of those methods.

Section 4.05. <u>Settlement Basis</u>. All purchases of investments, except investment in investment pools or in mutual funds, shall be made on a delivery versus payment basis. The safekeeping entity for all Authority investments and for all Collateral pledged to secure Authority funds shall be one approved by the Investment Officer(s).

Section 4.06. <u>Monitoring of the Market Value of Investments and Collateral</u>. The Investment Officer(s), with the help of such Authority Officials as needed, shall determine the market value of each investment and of all Collateral pledged to secure deposits of Authority funds at least quarterly and at a time as close as practicable to the closing of the reporting period for investments. Such values shall be included on the investment report. The following methods shall be used:

- (a) Certificates of deposit shall be valued at their face value plus any accrued but unpaid interest.
- (b) Shares in money market mutual funds and investment pools shall be valued at par plus any accrued but unpaid interest.
- (c) Other investment securities with a remaining maturity of one year or less may be valued in any of the following ways:
 - (1) the lower of two bids obtained from securities broker/dealers for such security;
 - (2) the average of the bid and asked prices for such investment security as published in The Wall Street Journal or The New York Times;
 - (3) the bid price published by any nationally recognized security pricing service; or
 - (4) the market value quoted by the seller of the security or the owner of such Collateral.
- (d) Other investment securities with a remaining maturity greater than one year shall be valued at the lower of two bids obtained from securities broker/dealers for such

security, unless two bids are not available, in which case the securities may be valued in any manner provided in 4.06(c) hereof.

Section 4.07. Monitoring the Rating Changes in Investments. Consistent with Section 2256.021, Texas Government Code, as amended, the Investment Officer shall monitor all investments that require a minimum rating under subchapter A of Chapter 2256, Texas Government Code, as amended, such that any such investment that does not have the minimum rating shall no longer constitute an authorized investment. Such investments that do not have the required minimum rating shall be liquidated within 30 days of the investment's failure to maintain its required minimum rating.

ARTICLE V PROVISIONS APPLICABLE TO ALL FUNDS

Section 5.01. <u>Provisions Applicable to All Fund Groups</u>.

- (a) All funds of the Authority shall be invested only in accordance with this Policy and shall comply with any additional requirements imposed by bond resolutions or trust indentures of the Authority and applicable state law or federal tax law, including the Investment Laws.
- (b) The Board, by separate resolution, may provide that the Authority's Executive Director may withdraw or transfer funds from and to accounts of the Authority only in compliance with this Policy.
- (c) No fund groups shall be pooled for the purposes of investment, e.g. the funds in the Operating Account and in the Project Account shall not be commingled or pooled for purposes of investment.

Section 5.02. <u>Policy of Securing Deposits of Authority Funds -- Applicable to All Deposited Authority Funds.</u>

- (a) The Authority recognizes that FDIC (or its successor) insurance is available for Authority funds deposited at any one Texas Financial Institution (including branch banks) only up to a maximum of \$250,000 (including accrued interest) for each of the following: (i) demand deposits, (ii) time and savings deposits, and (iii) deposits made pursuant to an indenture or pursuant to law in order to pay bondholders or noteholders. It is the policy of the Authority that all deposited funds in each of the Authority's accounts shall be insured by the FDIC, or its successor, and to the extent the deposit surpasses the FDIC Deposit Insurance Coverage limit at any given time, shall be secured by Collateral pledged to the extent of the fair market value of the principal amount deposited plus accrued interest as required by the Collateral Act.
- (b) If it is necessary for the Authority's depositories to pledge Collateral to secure the Authority's deposits, (1) the Collateral pledge agreement must be in writing, (2)

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¹ The \$250,000 limit is temporary and may change from time to time under applicable law.

the Collateral pledge agreement must be approved by the depository's board of directors or loan committee, (3) the depository's approval of the Collateral pledge agreement must be reflected in the minutes of the meeting of the depository's board or loan committee approving same, and (4) the Collateral pledge agreement must be kept in the official records of the depository. The depository must provide to the Investment Officer or Authority Officials with written proof of the depository's approval of the pledge agreement as required herein in a form acceptable to the Authority. A signed or certified copy of the minutes of the meeting of the depository's board or loan committee reflecting the approval of the Collateral pledge agreement or other written documentation of such approval acceptable to the Investment Officer will be accepted. It is the preference of the Board that all requirements of this section be met prior to the deposit of any Authority funds in such financial institution when a pledge of Collateral is required; however, the Board recognizes that compliance with this preference might not be practicable due to time constraints for making a deposit. In such event, the Board directs the Investment Officer and Authority Officials to proceed diligently to have such agreement approved and documented to assure protection of the Authority's funds. If the decision is made to forego the protection of a Collateral pledge agreement with any depository, the Authority's Executive Director shall be responsible for maintaining the balance of deposit(s) in such depository plus any accrued but unpaid interest at or below FDIC insurance levels.

(c) Collateral pledged by a depository shall be held in safekeeping at an independent third party institution, and the Authority's Executive Director shall obtain safekeeping receipts from the Texas financial institution or the safekeeping institution that reflect that Collateral as allowed by this Investment Policy and in the amount required was pledged to the Authority. Principal and accrued interest on deposits in a financial institution shall not exceed the FDIC's, or its successor's, insurance limits or the market value of the Collateral pledged as security for the Authority's deposits. It shall be acceptable for the Authority's Executive Director to periodically receive interest on deposits to be deposited to the credit of the Authority if needed to keep the amount of the funds under the insurance or Collateral limits. It is the preference of this Board that there be no sharing, splitting or cotenancy of Collateral with other secured parties or entities; however, in the event that a depository cannot accommodate this preference due to the denominations of the securities to be pledged, the Board directs the Investment Officer and Authority Officials to obtain appropriate protections in the pledge agreement with the depository to assure that the Collateral is liquidated and the funds distributed appropriately to all parties with a security interest in such Collateral. The Authority's Executive Director shall monitor the pledged Collateral to assure that it is pledged only to the Authority, review the fair market value of the Collateral to ensure that the Authority's funds are fully secured, and report periodically to the Investment Officer and the Board regarding the Collateral.

- (d) The Authority's funds deposited in any Texas financial institution, to the extent that they are not insured, may be secured by the pledge of any of the following:
 - (1) Surety bonds;
 - (2) An obligation that in the opinion of the Attorney General of the United States is a general obligation of the United States and backed by its full faith and credit;
 - (3) A general or special obligation that is (a) payable from taxes, revenues, or a combination of taxes and revenues and (b) issued by a state or political or governmental entity, agency, instrumentality or subdivision of the state, including a municipality, an institution of higher education as defined by Section 61.003, Texas Education Code, a junior college, a district created under Article XVI, Section 59, of the Texas Constitution, and a public hospital;
 - (4) A fixed-rate collateralized mortgage obligation that has an expected weighted average life of 10 years or less and does not constitute a "high-risk mortgage security" under the Collateral Act;
 - (5) A floating-rate collateralized mortgage obligation that does not constitute a "high-risk mortgage security" under the Collateral Act;
 - (6) A letter of credit issued by a federal home loan bank; or
 - (7) A security in which a public entity may invest under the Investment Act. As of the date of this Policy, the following are the securities in which a public entity may invest under the Investment Act and, therefore, may be used as Collateral:
 - (i) Obligations, including letters of credit, of the United States or its agencies and instrumentalities:
 - (ii) Direct obligations of the State of Texas or its agencies and instrumentalities;
 - (iii) Collateralized mortgage obligations directly issued by a federal agency or instrumentality or the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States;
 - (iv) Other obligations, the principal and interest of which are unconditionally guaranteed or insured by or backed by the full faith and credit of the United States or the State of Texas or their respective agencies and instrumentalities, including obligations that are fully guaranteed or insured by the Federal Deposit

- Insurance Corporation or by the explicit full faith and credit of the United States;
- (v) Obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent;
- (vi) Certificates of deposit issued by a depository institution that has its main office or a branch office in the State of Texas that are (1) guaranteed by the Federal Deposit Insurance Corporation or its successor or the National Credit Union Share Insurance Fund or its successor, (2) secured by the obligations in which the Authority may invest under the Investment Act, or (3) secured in any other manner and amount provided by law for deposits of the Authority;
- (vii) Certificates of deposit made in accordance with the following conditions: (1) a broker that has its main office or a branch office in this state and is selected from a list adopted by the Authority; (2) the funds are invested by the Authority through a depository institution that has its main office or a branch office in the State of Texas and that is selected by the Authority; (3) the broker or the depository institution selected by the Authority under Subdivision (2) arranges for the deposit of the funds in certificates of deposit in one or more federally insured depository institutions, wherever located, for the account of the Authority; (4) the full amount of the principal and accrued interest of each of the certificates of deposit is insured by the United States or an instrumentality of the United States; and (5) the depository institution selected by the Authority under Subdivision (2), an entity described by Section 2257.041(d), or a clearing broker dealer registered with the Securities and Exchange Commission and operating pursuant to Security and Exchange Commission Rule 15c3 3 (17C.F.R. Section 240.15c3 3) as custodian for the Authority with respect to the certificates of deposit issued for the account of the Authority;
- (viii) Acts as custodian for the Authority with respect to the certificates of deposit issued for the account of the Authority; and (5) the investing entity appoints the depository institution selected by the investing entity under subdivision (a), an entity described by Section 2257.041(d), Texas Government Code, as amended, or a clearing broker-dealer registered with the Securities and Exchange Commission and operating pursuant to Securities and Exchange Commission Rule 15(c)(3) (17 C.F.R. Section 240.15c3-3) as custodian for the investing entity with respect to the certificates of deposit issued for the account of the investing entity;

- (ix) Repurchase agreements that comply with the Investment Act;
- (x) Bankers' acceptances that comply with the Investment Act;
- (xi) Commercial paper that complies with the Investment Act;
- (xii) No-load money market mutual funds that comply with the Investment Act;
- (xiii) No-load mutual funds that comply with the Investment Act; and
- (xiv) Guaranteed investment contracts that comply with the Investment Act.
- (e) Notwithstanding anything to the contrary provided above, the following may not be used as Collateral and are not authorized as investments for the Authority under the Investment Act:
 - (1) Obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal;
 - (2) Obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security collateral and bears no interest;
 - (3) Collateralized mortgage obligations that have a final stated maturity date of greater than 10 years other than those listed in Sections 5.02(d)(4) and 5.02(d)(5) above; or
 - (4) Collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.

Section 5.03. <u>Diversification</u>. The Investment Officer may invest up to 100% of the funds of the Authority in any investment instrument authorized in this Policy.

ARTICLE VI AUTHORIZED INVESTMENTS

Section 6.01. <u>Authorized Investments</u>. Unless specifically prohibited by law or elsewhere by this Policy, Authority funds may be invested and reinvested only in the following types of investments:

- (a) Obligations, including letters of credit, of the United States or its agencies and instrumentalities;
- (b) Direct obligations of the State or its agencies and instrumentalities;

- (c) Collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States;
- (d) Other obligations, the principal and interest of which are unconditionally guaranteed or insured by or backed by the full faith and credit of the State or the United States or their respective agencies and instrumentalities;
- (e) Obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent;
- (f) Certificates of deposit issued by a depository institution that has its main office or a branch office in the State of Texas that are (1) guaranteed by the Federal Deposit Insurance Corporation or its successor or the National Credit Union Share Insurance Fund or its successor, (2) secured by the obligations in which the Authority may invest under the Investment Act, or (3) secured in any other manner and amount provided by law for deposits of the Authority;
- (g) Certificates of deposit made in accordance with the following conditions: (1) a broker that has its main office or a branch office in this state and is selected from a list adopted by the Authority (2) the funds are invested by the Authority through a depository institution that has its main office or a branch office in the State of Texas and that is selected by the Authority; (3) the broker or the depository institution selected by the Authority under Subdivision (4) arranges for the deposit of the funds in certificates of deposit in one or more federally insured depository institutions, wherever located, for the account of the Authority; (5) the full amount of the principal and accrued interest of each of the certificates of deposit is insured by the United States or an instrumentality of the United States; and (6) the depository institution selected by the Authority under Subdivision (1), an entity described by Section 2257.041(d), or a clearing broker dealer registered with the Securities and Exchange Commission and operating pursuant to Security and Exchange Commission Rule 15c3 3 (17C.F.R. Section 240.15c3 3) as custodian for the Authority with respect to the certificates of deposit issued for the account of the Authority;
- (h) Repurchase agreements that comply with the Investment Act;
- (i) Bankers' acceptances that comply with the Investment Act;
- (j) Commercial paper that complies with the Investment Act;
- (k) No-load money market mutual funds that comply with the Investment Act;
- (1) No-load mutual funds that comply with the Investment Act;

- (m) Investment Pools which meet the requirements set forth in Section 2256.016 and Section 2256.019 of the Texas Government Code, as amended, and which are specifically authorized by a resolution that is approved by the Board; and
- (n) With respect to bond proceeds, guaranteed investment contracts that comply with the Investment Act.

Section 6.02. <u>Prohibited Investments</u>. Notwithstanding anything to the contrary stated herein, no funds of the Authority may be invested in the following or in any other type of investment prohibited by the Investment Act or other applicable law:

- (a) Obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal (IO's);
- (b) Obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security collateral and bears no interest (PO's);
- (c) Collateralized mortgage obligations that have a stated final maturity date of greater than 10 years; and
- (d) Collateralized mortgage obligations the interest rate of which are determined by an index that adjusts opposite to the changes in the market index (inverse floaters).

Section 6.03. <u>Investment of Funds Held Under Trust Indentures</u>. Anything in this Policy to the contrary notwithstanding, to the extent that any funds are held by a trustee under a trust indenture relating to the Authority's bonds, such funds may be invested as provided by the resolution authorizing the issuance of the bonds or the trust indenture.

ARTICLE VII INVESTMENT STRATEGIES

Section 7.01. <u>Strategy Applicable to All Funds</u>. The Authority's general investment strategy for all fund groups shall be to invest such monies from such fund groups so as to accomplish the following objectives, which are listed in the order of importance:

- (a) Understanding of the suitability of the investment to the financial requirements of the Authority;
- (b) Preservation and safety of principal;
- (c) Liquidity;
- (d) Marketability of the investment if the need arises to liquidate the investment before maturity;
- (e) Diversification of the investment portfolio; and

(f) Yield.

Section 7.02. <u>Investment Strategy for the Operating Account</u>. Funds in the Operating Account shall be invested to meet the operating and cash flow requirements of the Authority as determined by the annual operating budget adopted by the Board. Operating funds shall not be invested for longer than three years.

ARTICLE VIII MISCELLANEOUS

Section 8.01. <u>Annual Review</u>. The Authority shall review this Investment Policy at least annually and adopt a resolution confirming the continuance of the Investment Policy without amendment or adopt an Amended Investment Policy.

Section 8.02. <u>Superseding Clause</u>. This Policy supersedes any prior policies adopted by the Board of Directors regarding investment or securitization of Authority funds.

Section 8.03. Open Meeting. The Board officially finds, determines and declares that this Policy was reviewed, carefully considered, and adopted at a regular meeting of the Board, and that a sufficient written notice of the date, hour, place and subject of this meeting was posted at a place readily accessible and convenient to the public within the Authority and on a bulletin board located at a place convenient to the public in the City of Houston, Texas for the time required by law preceding this meeting, as required by the Open Meetings Act, Chapter 551, Texas Government Code, and that this meeting had been open to the public as required by law at all times during which this Policy was discussed, considered and acted upon. The Board further ratifies, approves and confirms such written notice and the contents and posting thereof.

[Execution page follows]

Adopted on the 13th September 2011.

Alejandro Colom

Alejandro Colom

Ann Lents

Tom Kvinta

Jose Hernandez

Bryan Brown

Galia Vargas

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EXHIBIT B

CERTIFICATE OF COMPLIANCE FROM SELLERS OF INVESTMENTS AS REQUIRED BY THE PUBLIC FUNDS INVESTMENT ACT

To:	Memorial-Heights Redevelopment Authority (the "Authority")		
From	1:		
	[Name represe offering	of the person offering or the "qualified [Office such person holds] ntative of the business organization" g to engage in an investment transaction e Authority]	
of [nam	e of fina	(the "Business Organization") ancial institution, business organization or investment pool]	
Date:			
hereb	In acc y certify	cordance with the provisions of Chapter 2256 of the Texas Government Code, I that:	
	1.	I am an individual offering to enter into an investment transaction with the Authority or a "qualified representative" of the Business Organization offering to enter an investment transaction with the Authority, as applicable, as such terms are used in the Public Funds Investment Act, Chapter 2256, Texas Government Code, and that I meet all requirements under such act to sign this Certificate.	
	2.	I or the Business Organization, as applicable, anticipate selling to the Authority investments that comply with the Authority's Investment Policy and the Investment Act (collectively referred to herein as the "Investments") dated (the "Investment Policy").	
	3.	I or a registered investment professional that services the Authority's account, as applicable, have received and reviewed the Investment Policy, which the Authority has represented is the complete Investment Policy of the Authority now in full force and effect. The Authority has further acknowledged that I or the Business Organization, as applicable, may rely upon the Investment Policy until the Authority provides me or the Business Organization, as applicable, with any amendments to or any newly adopted form of the Investment Policy.	
	4.	I or the Business Organization, as applicable, have/has implemented reasonable procedures and controls in an effort to preclude investment transactions between the Authority and me or the Business Organization, as applicable, that are not authorized by the Investment Policy, except to the extent that this authorization is dependent upon an analysis of the Authority's entire portfolio or requires an	

interpretation of subjective investment standards.

- 5. I or the Business Organization, as applicable, have/has reviewed or will review prior to sale, the terms, conditions and characteristics of the investments to be sold to the Authority and determined (i) that each of the Investments is an authorized investment for local governments under the Investment Act and (ii) each of the Investments is an authorized investment under the Investment Policy. The Business Organization makes no representation as to whether any limits on the amount of Authority monies to be invested in the Investments exceeds or in any way violates the Investment Policy.
- 6. The Business Organization makes no representations or guarantees regarding the prudence, reasonableness or adequacy of the Investment Policy.
- 7. The Business Organization has attached hereto, for return to the Authority, or will provide a prospectus or disclosure document for each of the Investments other than certificates of deposit and direct obligations of the United States.

By:	 	 ······	
Name:	 		•••
Title:			

GO 2017-2 ORDER ADOPTING LIST OF QUALIFIED BROKERS

This Order Adopting List of Qualified Brokers (the "Order") is adopted by the Board of Directors of Memorial-Height Redevelopment Authority (the "Authority") pursuant to Section 2256.025 of the Texas Government Code.

ARTICLE I

GENERAL

SECTION 1.1. Unless the context requires otherwise, the terms and phrases used in this Order shall have meanings as set forth in Section 1.2 of this Order.

SECTION 1.2. DEFINITIONS:

- (a) The term "Board" means the Board of Directors of the Authority.
- (b) The term "Director" means a person elected or appointed to serve on the Board of Directors of the Authority.
- (c) The term "Qualified Broker" means those entities and/or individuals authorized by the Board of Directors of the Authority to engage in investment transactions with the District.
- SECTION 1.3. <u>PURPOSE</u>. This Order has been adopted by the Authority for the following purposes: (1) to comply with Section 2256.025 of the Texas Government Code; and (2) to ensure that the Authority engages in investment transactions only with Qualified Brokers that have been previously approved by the Board.

ARTICLE II

LIST OF QUALIFIED BROKERS

SECTION 2.1. <u>QUALIFIED BROKERS</u>. The Qualified Brokers authorized to engage in investment transactions with the Authority are those entities and/or individuals listed in Exhibit A attached hereto.

Adopted this 19th day of September, 2017.

ATTEST:	Chairman, Board of Directors
Secretary, Board of Directors	
(SEAL)	

2017 LIST OF AUTHORIZED BROKERS

ABC Bank Allegiance Bank

Amegy Bank of Texas, N.A.

BB & T

Bank of America N.A. Bank of New York- Mellon

Bank of Texas N.A. BBVA Compass Bank Business Bank of Texas

Cadence Bank

Capital Bank of Texas Capital Markets Group

Capital One Central Bank Chasewood Bank Citibank N.A. Comerica Bank

Comerica Securities Commercial State Bank

Community Bank of Texas Community Trust Bank

Coastal Securities
First Bank of Texas
First Citizens Bank
First Financial Bank, N.A.
First National Bank of Texas
First State Bank of Central Texas

First Texas Bank Frontier Bank of Texas Frost National Bank

Green Bank Herring Bank

Hometown Bank, N.A.

Icon Bank

Independent Bank Integrity Bank

International Bank of Commerce

Inter National Bank JP Morgan Chase Legacy Texas Bank Lone Star Bank

Lone Star Investment Pool

Metro Bank, N.A. Moody National Bank

of Texas, N.A. Omni Bank N.A.

Pioneer Bank

Pioneer Bank
Plains Capital Bank
Plains State Bank
Post Oak Bank
Preferred Bank
Prosperity Bank

New First National Bank

North Star Bank of Texas

R Bank
Regions Bank
Southwest Securities
Sovereign Bank
Spirit of Texas Bank
State Bank of Texas

State Street Bank & Trust Co.

Stifel Nicholaus

Tex Star Investment Pool

Texan Bank

Texas Capital Bank N.A.

Texas Class

Texas Citizens Bank Texas Exchange Bank Texas First Bank Texas Gulf Bank Texas Regional Bank

The Independent Bankers Bank

Texas Savings Bank Texpool/Texpool Prime The Bank of River Oaks The Right Bank for Texas

Third Coast Bank

Trustmark National Bank

United Bank of el Paso Del Norte

United Texas Bank Unity National Bank

U. S. Bank

Wells Fargo Bank, N.A.

Wells Fargo Brokerage Services, LLC

Wells Fargo Trust Westbound Bank West Star Bank Whitney Bank

Woodforest National Bank

TIRZ 5 - Memorial Heights Redevelopment Authority Developer Payment Schedule - GID

Maximum Developer Reimbursement

13,406,590

Tax Rate 2013 and prior 0.00638750

Tax Rate 2014 0.00631080
Tax Rate 2015 0.00601120
Tax Rate 2016 0.00586420

			Tax Nate 2010	0.00380420		Dedicated to	Municipal		Cumulative	
		Total Appraised	Captured	City Tax	City Admin	Affordable	Service Fee	Developer	Developer	
TY	Base Value (1)	Value (2)	Appraised Value	Increment	Fees	Housing	(max = \$440K)	Reimbursement	Reimbursement	Status
2011	42,914,595	42,914,595	-	-	-	-	-	-	-	
2012	42,914,595	42,889,410	(25,185)	(157)	(8)	(52)	-	-	-	
2013	42,914,595	56,358,498	13,443,903	83,726	4,186	27,909	-	-	-	
2014	42,914,595	72,685,687	29,771,092	183,182	9,159	61,061	-	-	-	
2015	42,914,595	139,756,122	96,841,527	567,580	28,379	189,193	67,116	141,446	141,446	Paid 2/14/17
2016	42,914,595	149,788,371	106,873,776	626,729	31,336	208,910	18,692	183,895.60	325,342	Pending
2017	42,914,595	229,779,906	186,865,311	1,068,420	53,421	356,140	18,692	320,084	645,425	Projection
2018	42,914,595	398,971,102	356,056,507	2,035,787	101,789	678,596	18,692	618,355	1,263,780	Projection
2019	42,914,595	574,929,946	532,015,351	3,041,848	152,092	1,013,949	18,692	928,557	2,192,338	Projection
2020	42,914,595	657,927,144	615,012,549	3,516,393	175,820	1,172,131	18,692	1,074,875	3,267,213	Projection
2021	42,914,595	819,244,230	776,329,635	4,438,738	221,937	1,479,579	18,692	1,359,265	4,626,478	Projection
2022	42,914,595	1,037,013,999	994,099,404	5,683,858	284,193	1,894,619	18,692	1,743,177	6,369,655	Projection
2023	42,914,595	1,133,494,559	1,090,579,964	6,235,495	311,775	2,078,498	18,692	1,913,265	8,282,920	Projection
2024	42,914,595	1,248,834,341	1,205,919,746	6,894,961	344,748	2,298,320	18,692	2,116,600	10,399,520	Projection
2025	42,914,595	1,298,787,715	1,255,873,120	7,180,574	359,029	2,393,525	18,692	2,204,664	12,604,184	Projection
2026	42,914,595	1,350,739,224	1,307,824,629	7,477,612	373,881	2,492,537	18,692	802,406	13,406,590	Projection
2027	42,914,595	1,404,768,792	1,361,854,197	7,786,531	389,327	2,595,510	18,692	-	-	
2028	42,914,595	1,460,959,544	1,418,044,949	8,107,807	405,390	2,702,602	18,692	-	-	
2029	42,914,595	1,519,397,926	1,476,483,331	8,441,934	422,097	2,813,978	18,692		-	
Total				73,371,017	3,668,551	24,457,006	328,801	13,406,590		

Notes

- 1 Estimate based upon tax records
- 2 Tax Year 2016 Appraised Value based on Harris County Appraisal District, Harris County Tax Office Records 9/2017 Payment made based on actual values provided by HCAD and HCTO; projection is for planning purposes only.
- 3 Tax Years 2017 thru 2029 projection based on 4% base growth rate and build-out scenario provided by developer where applicable.

Municipal Service Allocation:

626,729.20	GID Increment
5,386,603.97	TIRZ Increment
160,652.00	MSF
11.63%	% of GID Increment to TIRZ Increment
18,691.80	MSF attributable to GID