

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY

JOINT MEETING OF THE BOARDS OF DIRECTORS

SEPTEMBER 27, 2018

REINVESTMENT ZONE NUMBER FIVE, CITY OF HOUSTON, TEXAS

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY/TIRZ NO. 5
MEETING OF SEPTEMBER 27, 2018**

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NOTICE OF JOINT MEETING
AT UNITED WAY BUILDING, 50 WAUGH DRIVE, HOUSTON, TEXAS 77007
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 **THURSDAY, SEPTEMBER 27, 2018, at 10:00 A.M., at the UNITED WAY BUILDING, 50 WAUGH DRIVE, HOUSTON, TEXAS 77007**, 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:**
 - a. Approve Authority minutes of June 28, 2018; **3**
 - b. Approve Zone minutes of June 28, 2018; **10**
2. **Receive President Report (Authority only):**
 - a. Update on Website RFP;
 - b. Review tax increment report; **12**
 - c. Adopt Resolution Designating Committee Appointments [GR 2018-__]; **13**
 - d. Receive report on Regent Square development [GID];
 - e. Authorize support letter for TXDOT trail project; **17**
 - f. Receive MWBE report; **18**
 - g. Authorize appropriate action;
3. **Approve audit for fiscal year ending June 30, 2018, and authorize filing with the City of Houston; 19**
4. **Adopt FY 2019 budget [confirm COH approval]; 41**
5. **Projects and Engineering (Authority only):**
 - a. **Receive Projects Committee Report:**
 - i) Ratify approval of Third Amendment to Contract [The Goodman Corporation]; **60**
 - ii) Update on HSIP grant application to TXDOT;
 - b. **11th/Bryce Trail Head [CIP Project T-0515]:**
 - i) Update on construction matters [Jerdon Enterprise, L.P.];
 - c. **Houston Avenue/White Oak Drive Intersection [CIP Project T-0520]:**
 - i) Update on construction matters [RAC Industries, LLC]; **66**
 - ii) Update on Addendum to Purchase Order with COH; **69**
 - d. **Little Thicket [CIP Project T-0521]:**
 - i) Update on project development;
 - ii) Update on Interlocal Agreement with COH; **72**
 - e. **Shepherd/Durham [CIP Project T-0523A/B] and Selected Cross Streets [CIP Project T-0528] Reconstruction:**
 - i) Update on project development; **83**
 - ii) Approve updated Resolution of Support and Funding Commitment for 2018 Call for Projects Submission [GR 2018-__]; **85**
 - f. Approve related pay estimates or change orders, or other design, construction, or management contract administration items, and authorize other appropriate action;
6. **Financial matters (Authority only):**
 - a. Receive Finance Committee Report;
 - b. Receive Financial Report Summary, including account and fund activity statements; **87**
 - c. Authorize payment of invoices; **95**
 - d. Receive Long Term Finance Committee Investment Recommendation:
 - i) Adopt TexPool Participation Resolution [GR 2018-__]; **119**
 - ii) Approve TexPool Participation Agreement; **121**
 - e. Adopt Order Adopting List of Qualified Brokers [GO 2018-__]; **125**
 - f. Authorize other appropriate action;

7. **Receive Attorney Report;**
8. **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;
9. **Receive comments and questions from the public;**
10. **Consider, confirm, or ratify actions of the Authority, as necessary** (*Zone only*);
11. **Adjourn.**



SKLaw, Attorneys for the Authority and the Zone

**MINUTES OF REGULAR MEETING
OF
MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**

JUNE 28, 2018

The Board of Directors (the "Board") of Memorial-Heights Redevelopment Authority (the "Authority"), convened in regular session, open to the public, at 50 Waugh Drive, Houston, Texas 77007, on the 28th day of June, 2018, 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
Janice Hale-Harris	Director
Christopher David Manriquez	Director
Dr. Robert Stein	Director

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

Also present at the meeting were Jennifer Curley from the City of Houston (the "City"); Sherry Weesner of SMW Principle Solutions, Inc., President of the Authority; Chau Bao of Edminster Hinshaw Russ & Associates ("EHRA"); Kristen Hennings of Jones|Carter ("J|C"); Melissa Morton and Cassandra Robinson-Bacon of The Morton Accounting Services ("TMAS"); Jim Webb of The Goodman Corporation ("TGC"); Kristin Blomquist of Masterson Advisors LLC; Pat Rutledge from Friends of Woodland Park ("FWP"); Mario Castillo on behalf of Bill Baldwin, an area realtor; 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 April 26 and May 2, 2018, meetings. Ms. Weesner noted that the May 2nd minutes should be amended to reflect that Councilmember Ellen Cohen was present. Upon motion by Director Stein, seconded by Director Colom, and after full discussion, the Board voted unanimously to approve the minutes of the April 26, 2018, meeting as presented, and to approve the minutes from the May 2, 2018, meeting, with the change noted.

PRESIDENT REPORT

Ms. Weesner then gave the President Report.

CIP

Ms. Weesner reviewed with the Board minor changes made to the CIP since the last meeting, and prior to submission to the City.

Ms. Weesner then reviewed with the Board a letter from the City, received after the CIP was submitted, emphasizing the importance of ensuring infrastructure improvements as a high priority. She advised that, after discussions with Ms. Curley, who indicated more than 85% of the Authority's CIP projects are drainage-related, no additional changes are needed to comply with the City's requirement.

MWDBE

Ms. Weesner then reviewed with the Board a memorandum from the City regarding submittal of information to the online dashboard to ensure accurate and consistent MWDBE vendor reporting. She advised the Authority's database is current, and will be updated annually.

Development Update

Ms. Weesner discussed communications with Midway Companies regarding construction of an HEB grocery store in Buffalo Heights. She advised that HEB will continue a ten-foot path from Spotts Park to Waugh Drive. Chairman Lents discussed the possibility of installing a light at Washington and Willia.

Ms. Weesner advised that Stages Theater is constructing a new facility between TIRZ 5 and TIRZ 27 but that will not be in either TIRZ's boundary.

Update on Website/Graphic Design RFP

Ms. Weesner advised that the website design proposals received were considerably more expensive than anticipated. She suggested that the RFP should be modified to target design firms that provide services to small entities.

Upon motion by Director Hale-Harris, seconded by Director Stein, and after full discussion, the Board voted unanimously to authorize the President to prepare a new "targeted" RFP, and to authorize the Website Committee to review proposals and enter into an agreement for website/graphic design services, subject to ratification by the full Board in September.

PROJECTS AND ENGINEERING

Receive Projects Committee Report

Director Brown updated the Board on Authority projects.

Approve JJC Work Authorization No. 1, Amendment No. 5

Ms. Hennings reviewed with the Board the proposed Work Authorization No. 1, Amendment No. 5 for general services. She advised the Amendment includes the required updating of the City MWDBE dashboard. Upon motion by Director Brown, seconded by Director Stein, and after full discussion, the Board voted unanimously to approve JJC Work Authorization No. 1, Amendment No. 5.

11th/Bryce Trail Head

Update on construction matters

Mr. Bao updated the Board on construction matters, and the Jerdon Enterprise, L.P. ("Jerdon") contract [CIP Project T-0515]. He advised the project is complete, and is ready for final inspection and closeout. He advised that Trees for Houston installed 22 trees, and will be watering several times per week, depending on the weather, until the trees are established.

Houston Avenue/White Oak Drive Intersection

Update on project development

Director Brown updated the Board on the Houston Avenue/White Oak Drive Intersection [CIP Project T-0520]. He reported on the positive public response to the project at the public information meeting.

Ratify authorization to advertise for bids

Ms. Davis advised that authorization to advertise for bids for the project was not included on the last meeting agenda. Upon motion by Director Stein, seconded by Director Hale-Harris, and after full discussion, the Board voted unanimously to ratify authorization for JJC to advertise for bids for the project.

Review bids and authorize award of contract

Ms. Hennings reviewed with the Board a written recommendation that the Board award the contract to the low bidder, RAC Industries, LLC, in the amount of \$1,145,903.00. Director Brown advised that the Projects Committee has reviewed the bids, and concurs with the JJC recommendation for award.

Ms. Weesner noted that the bid does not include refurbishing of the clock, or the addition of the bike lanes. She stated that the addition of the bike lane work requested by the City is contingent upon the City's approval of the plans and receipt of a Purchase Order ("PO") from the City, and can be added to the contract later. She noted that the PO only partially covers the costs. She also stated that refurbishing the clock also can be added to the contract at a later date.

Upon motion by Director Brown, seconded by Director Stein, and after full discussion, the Board voted unanimously (i) to award the contract to the low bidder, RAC Industries, LLC, as recommended, subject to the receipt of all government approvals and full and final execution of a related construction contract, and (ii) to authorize the addition to the contract of the bike lanes and clock refurbishing, contingent upon approval by the City of the bike lanes plans and receipt of the PO and receipt of an acceptable proposal for the clock refurbishing. The Board authorized Ms. Hennings to prepare the standard construction contract and further authorized the appropriate officers of the District to execute the contract on behalf of the District, after review and approval of the related bonds and insurance by the Authority.

Approve JJC Work Authorization No. 2, Amendment No. 4

Director Brown reviewed with the Board JJC Work Authorization No. 2, Amendment No. 4, advising that it includes additional engineering and construction management services through the end of the project, which is estimated to be approximately eight months. Upon motion by Director Hale-Harris, seconded by Director Stein, and after full discussion, the Board voted unanimously to approve JJC Work Authorization No. 2, Amendment No. 4.

Update on MOU with Council Member Cisneros

Ms. Weesner updated the Board on communications with Council Member Cisneros on the proposed MOU for the contribution from the City to the additional bike lane striping.

Little Thicket

Update on project development

Ms. Weesner updated the Board on the Little Thicket [CIP Project T-0521], advising that the Authority will move forward with plans for bank stabilization work. She stated that a Notice to Proceed will be issued after an agreement with the Parks department for funding assistance is in place. Chairman Lents clarified that any funds remaining from the TIRZ 5 effort and the Parks Department participation will be allocated to actual future Park improvements.

Approve JJC Work Authorization No. 6, Amendment No. 1

Ms. Hennings reviewed with the Board JJC Work Authorization No. 6, Amendment No. 1, which authorizes the engineering design work for the bank stabilization. Upon motion by Director Colom, seconded by Director Brown, and after full discussion, the Board voted unanimously to approve JJC Work Authorization No. 6, Amendment No 1.

Authorize Interlocal Agreement with the City

Ms. Davis advised that a proposed Interlocal Agreement with the City for the bank stabilization project has not yet been received from the City, but that she expects it to be the standard agreement form. Upon motion by Director Colom, seconded by Director Stein, and after full discussion, the Board voted unanimously to approve and authorize Ms. Weesner to execute on behalf of the Authority the Interlocal Agreement with the City, after review by Ms. Davis.

Shepherd and Durham Reconstruction

Update on project development

Director Brown then updated the Board on Shepherd Reconstruction [CIP Project T-0523A] and Durham Reconstruction [CIP Project T-0523B]. Mr. Webb reported on meetings with the City, advising that he is hopeful for their support. He explained that two separate applications for funding will be submitted in case it is determined that one is more feasible than another. He further advised that the total for the two projects is expected to be approximately \$82,500,000, with \$59,000,000 coming from federal funds, and \$23,000,000 from the TIRZ.

Approve Resolution of Support and Funding Commitment for 2018 Call for Projects Submission [GR 2018-2]

Mr. Webb discussed the submission for the Shepherd Reconstruction project. Upon motion by Director Stein, seconded by Director Colom, and after full discussion, the Board voted unanimously to approve a Resolution of Support and Funding Commitment for 2018 Call for Project Submission [GR 2108-2], for the Shepherd Reconstruction project.

Approve Resolution of Support and Funding Commitment for 2018 Call for Projects Submission [GR 2018-3]

Mr. Webb discussed the submission for the Durham Reconstruction project. Upon motion by Director Stein, seconded by Director Colom, and after full discussion, the Board voted unanimously to approve a Resolution of Support and Funding Commitment for 2018 Call for Projects Submission [GR 2018-3], for the Durham Reconstruction project.

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

Chairman Lents advised that 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

Director Kvinta next reported to the Board on financial matters.

Receive Financial Report Summary

Ms. Robinson-Bacon 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. 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.

Director Brown discussed the Projects Committee discussion of the process for the review of “soft” costs associated with projects. Chairman Lents advised that that going forward, a summary of the costs will be included in the Board Packet.

Approve Resolution Adopting Amended Investment Policy

The Board then considered approval of a Resolution Adopting Amended Investment Policy [GR 2018-4]. Ms. Davis reviewed with the Board changes made to the Investment Policy to ensure that the Authority is in compliance with changes to the Public Funds Investment Act.

Upon motion by Director Stein, seconded by Director Hale-Harris, and after full discussion, the Board voted unanimously to approve the Resolution Adopting Amended Investment Policy [GR 2018-4].

Authorize termination of Financial Advisor Service Contract

The Board then considered termination of the Financial Advisor Service Contract with Hilltop Securities. Director Colom advised that the individuals with whom the Authority dealt at Hilltop Securities have left the firm and are now at Masterson Advisors LLC. Upon motion by Director Kvinta, seconded by Director Brown, and after full discussion, the Board voted unanimously to terminate the Financial Advisor Service Contract with Hilltop Securities.

Approve Municipal Advisor Engagement Letter

Ms. Blomquist reviewed with the Board the proposed Engagement Letter from Masterson Advisors LLC. She stated that the contract between the Authority and Masters Advisors LLC will be almost identical to the contract with the Authority’s previous financial advisor, but with updated reporting and compliance requirements.

Upon motion by Director Stein, seconded by Director Kvinta, and after full discussion, the Board voted unanimously to approve the Municipal Advisor Engagement Letter with Masterson Advisors LLC subject to final review by SKLaw.

ATTORNEY'S REPORT

Ms. Davis advised she has nothing additional to report.

EXECUTIVE SESSION

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

PUBLIC COMMENTS

Mr. Rutledge reported that Woodland Park receive the 2018 Lone Star Legacy Park Award.

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.

[SIGNATURE PAGE FOLLOWS]

Secretary
Memorial-Heights Redevelopment Authority

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

JUNE 28, 2018

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 28th day of June, 2018, 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
Janice Hale-Harris	Director
Christopher David Manriquez	Director
Dr. Robert Stein	Director

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

Also present at the meeting were Jennifer Curley from the City of Houston (the "City"); Sherry Weesner of SMW Principle Solutions, Inc., President of the Authority; Chau Bao of Edminster Hinshaw Russ & Associates ("EHRA"); Kristen Hennings of Jones|Carter ("J|C"); Melissa Morton and Cassandra Robinson-Bacon of The Morton Accounting Services ("TMAS"); Jim Webb of The Goodman Corporation ("TGC"); Kristin Blomquist of Masterson Advisors LLC; Pat Rutledge from Friends of Woodland Park ("FWP"); Mario Castillo on behalf of Bill Baldwin, an area realtor; 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 April 26, 2018, meeting. Upon motion by Director Stein, 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.

[SIGNATURE PAGE FOLLOWS]

Secretary
Reinvestment Zone Number Five,
City of Houston, Texas

TIRZ 5
2018 Certified and Uncertified Value Increment Report
based on HCAD Values as of August 2018

		2018 CERTIFIED VALUE	2018 CERTIFIED TAXABLE VALUE	BASE YEAR	2018 INCREMENT	2017 TAX RATES /\$100	ESTIMATED GROSS TAX INCREMENT LEVY	LEVY WITH COLLECTION RATE @ 97%
Original Area JUR 583	1997 City	488,847,778	458,749,051	26,633,950	432,115,101	0.584210	2,524,459.63	2,448,725.84
Annexed Area JUR 935	2007 City	8,619,098	7,721,847	0	7,721,847	0.584210	45,111.80	43,758.45
Annexed Area JUR 307	2008** City	178,950,459	178,732,753	41,173,587	137,559,166	0.584210	803,634.40	779,525.37
Annexed Area JUR 309	2009 City	591,450	591,450	0	591,450	0.584210	3,455.31	3,351.65
Annexed Area JUR 816	2015 City	1,510,993,442	1,417,786,973	945,064,142	472,722,831	0.584210	2,761,694.05	2,678,843.23
	Total City	2,188,002,227	2,063,582,074	1,012,871,679	1,050,710,395	0.584210	6,138,355.20	5,954,204.54
**JUR 307 signed a Restated Development Agreement effective June 1, 2016								
HISD does not participate in the TIRZ after 2016.								
Harris County does not participate in the TIRZ.								
Base Year for JUR 935, an Annexed Area, is \$0.								
JUR 309, an Annexed Area, contains a prorated portion of The Legacy at Memorial Apartments.								
JUR 816, Newly Annexed for tax year 2015								

GR 2018-4
RESOLUTION DESIGNATING COMMITTEE APPOINTMENTS

WHEREAS, the Memorial-Heights Redevelopment Authority (the “Authority”), has been legally created and operates pursuant to the general laws of the State of Texas applicable to local government corporations, and has such authority as has been delegated to it by the City of Houston, Texas to act on behalf of Tax Increment Reinvestment Zone Number Five, City of Houston, Texas; and

WHEREAS, the Authority’s Amended and Restated By-Laws dated May 10, 2001, provide that the Board of Directors of the Authority (the “Board”) may designate three (3) or more Directors to constitute a committee; and

WHEREAS, the Board of Directors has convened on this date at a meeting open to the public and wishes to designate committees of the Authority. Now, therefore,

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

Section 1: The Authority’s designated committees and the duties of each committee are set forth in Exhibit “A” attached hereto.

Section 2: The Board may from time to time designate additional committees, dissolve a committee, change the membership of committees, and/or revise the duties of the committees.

(EXECUTION PAGE FOLLOWS)

PASSED AND APPROVED this 27th day of September, 2018.

Chair, Board of Directors

ATTEST:

Secretary, Board of Directors

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
COMMITTEE APPOINTMENTS AND DUTIES**

Projects Committee

Bryan Brown
Bob Stein
Ann Lents

Finance Committee

Alejandro Colom
Tom Kvinta
Janice Hale-Harris

Long-Term Financial Planning Committee

Alejandro Colom
Tom Kvinta
Ann Lents

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY COMMITTEE APPOINTMENTS AND DUTIES

Projects Committee

The Project Committee provides project oversight for the Memorial-Heights Redevelopment Authority/TIRZ 5. Tasks include preparation and recommendations to the Board for the annual five-year Capital Improvements Plan, definition of project parameters and goals, selection of engineering and construction consultants, bid analysis and selection of construction and other contractors, project supervision and review and recommendation for approval of change orders, payment applications for construction projects, and engineering consulting invoices. The Projects Committee also is responsible for periodic review of consultant contracts for Administrator/Manager, Engineering and Grant Assistance services.

Finance Committee

The Finance Committee provides financial oversight for the Memorial-Heights Redevelopment Authority/TIRZ 5. Tasks include review and recommendation to the Board of all invoices that do not involve engineering consulting or construction projects, oversight of financial consultants including the bookkeeper, auditor and tax consultants and the creation and monitoring of internal controls and accountability policies. The Finance Committee also is responsible for periodic review of consultant contracts for Audit, Tax, Bookkeeping, and Legal services.

Long-Term Financial Planning Committee

The Long-Term Financial Planning Committee is responsible for evaluation of TIRZ 5's long-term financial needs and recommends the use of financial vehicles such as bonds or bank loans when appropriate to further the goals of the Memorial-Heights Redevelopment Authority/TIRZ 5 and the City of Houston. The Long-Term Financial Planning Committee shall work with the Investment Officer to evaluate and recommend investment options for the funds of Memorial-Heights Redevelopment Authority/TIRZ 5. The Long-Term Finance Committee also is responsible for periodic review of the consultant contract for Financial Advisory services.

September 27, 2018

Memorial Heights Redevelopment Authority
1980 Post Oak Boulevard, Suite 1380
Houston, Texas 77056

Texas Department of Transportation
ATTN Mr. Mark Wooldridge, P.E.
Director of Maintenance
7600 Washington Ave.
Houston, TX 77008

Subject: Proposed Hike and Bike Trail Improvements
White Oak Bayou Trail to Memorial Park

Dear Mr. Wooldridge:

I am writing to express the Memorial Heights Redevelopment Authority's support for trail projects which create connections amongst and between existing hike and bike resources within the City of Houston.

Your proposed project to connect the Heights/MKT Trail to Memorial Park will provide enhanced connectivity between these regional resources and will enhance connections to planned pedestrian and bicycle improvements along Shepherd and Durham Drives, two major corridors within the Heights community. The system of these multi-modal improvements, when viewed holistically, will help to provide for a more comprehensive range of mobility choices and improved quality of life for those within the City of Houston.

Yours very truly,

Ann Lents
Chairman
Memorial Heights Redevelopment Authority



Economic Development Diversity Dashboard

Sherry Weesner

Active Role: Purchasing Entity Admin

[Home](#) [Logout](#)

User ▶

Project ▶

Contract ▶

Vendor ▶

Report ▶

Help ▶

Report

Purchasing Entity

TIRZ 5 - Memorial Heights Redevelopment Authority

Beginning Fiscal Year: FY2015 (7/1/2014 - 6/30/2015)

End Fiscal Year: FY2018 (7/1/2017 - 6/30/2018)

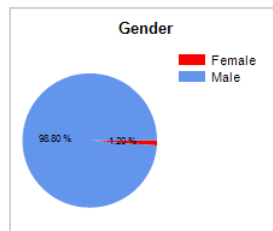
Contract Status:
Open
Closed
Void

Run Report

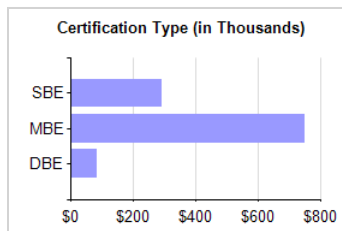
1 of 1 Find | Next

Economic Development Diversity Dashboard Report

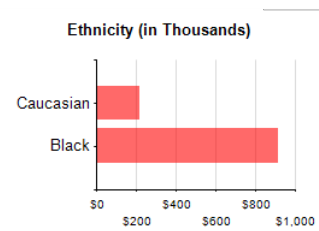
Contract Type	Total Award	Certified Award	Goal	Total Payments	Payments for Credit	Actual	No. of Contracts
Construction	\$908,011	\$908,011	100.0%	\$908,011	\$908,011	100.0%	2
Professional Services	\$1,250,297	\$334,929	26.8%	\$534,818	\$221,243	41.4%	4
Subtotal	\$2,158,308	\$1,242,940	57.6%	\$1,442,829	\$1,129,254	78.3%	6
0% Goal Contracts	\$216,829	\$0	0.0%	\$216,624	\$0	0.0%	3
Grand Total	\$2,375,137	\$1,242,940	52.3%	\$1,659,453	\$1,129,254	68.0%	9



Gender	Payments For Credit	No. of Vendor
Female	\$13,497	1
Male	\$1,115,757	8
Grand Total	\$1,129,254	9



Certification	Payments For Credit	No. of Cert Types
DBE	\$85,060	2
MBE	\$750,820	2
SBE	\$293,374	5
Grand Total	\$1,129,254	9



Ethnicity	Payments For Credit	No. of Vendor
Black	\$911,937	5
Caucasian	\$217,317	4
Grand Total	\$1,129,254	9

Project Name	Contract Name	Total Award	Certified Award	Goal	Total Payments	Payments for Credit	Actual	No. of Contracts
Bryce Street Trailhead Construction	11th and Bryce Construction Contract	\$742,671	\$742,671	100.0%	\$742,671	\$742,671	100.0%	1
Bryce Street Trailhead Construction	Bryce Street Trailhead Construction	\$165,340	\$165,340	100.0%	\$165,340	\$165,340	100.0%	1
Durham Drive	Durham Drive	\$386,324	\$147,130	38.1%	\$90,673	\$90,673	100.0%	1
Bryce Street Trailhead Construction	EHRA - CPS/Inspection	\$66,999	\$0	0.0%	\$66,999	\$0	0.0%	1
Olivewood Trailhead	EHRA - Olivewood Trailhead Design	\$144,450	\$0	0.0%	\$144,450	\$0	0.0%	1
Houston Ave/White Oak Intersection	Houston Ave/White Oak Intersection	\$304,810	\$27,170	8.9%	\$219,936	\$26,271	11.9%	1
Little Thicket Park	Little Thicket Park	\$70,899	\$13,500	19.0%	\$37,797	\$13,497	35.7%	1
Olivewood Trailhead	Olivewood Trailhead	\$5,380	\$0	0.0%	\$5,175	\$0	0.0%	1
Shepherd Drive	Shepherd Drive Design	\$488,264	\$147,130	30.1%	\$186,412	\$90,803	48.7%	1
Total		\$2,375,137	\$1,242,940	52.3%	\$1,659,453	\$1,129,254	68.0%	9

**MEMORIAL-HEIGHTS
REDEVELOPMENT AUTHORITY**

**Annual Financial Statements
And
Supplementary Information**

**June 30, 2018
(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"), a component unit of the City of Houston, Texas, as of and for the year ended June 30, 2018, 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, 2018, 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 27, 2018

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED JUNE 30, 2018

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, 2018, and 2017. This discussion and analysis includes comparative data for the year ended June 30, 2018, with the year ended June 30, 2017, 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 \$1,953,209,775. This increase in value over the base year value of \$1,012,594,473 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 2018, the Bryce Street Trailhead was completed.
- During Fiscal Year 2018, MHRA completed the design phase of the Houston Avenue and White Oak Drive Intersection project and selected a contractor. Construction is expected to start Fall of 2018.
- During Fiscal Year 2018, MHRA reached an agreement with Council Member Cisneros and the City of Houston to complete bike lanes from White Oak to the Spring Street trail along Houston Avenue. Council Member Cisneros is contributing \$25,000 of the District H District Services Fund to this project.
- During Fiscal Year 2018, MHRA continued work on the Shepherd/Durham Streets Reconstruction Project to enable us to make an application during the upcoming HGAC Call for projects.
- During Fiscal Year 2018, MHRA worked with the Parks Department to reach an agreement to stabilize the bank of the bayou at Little Thicket Park. The City Parks Department and MHRA are participating as equal financial partners for this project and MHRA will be responsible for the design and construction.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED JUNE 30, 2018

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 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. The following table reflects condensed information (rounded to the nearest thousand) on the Authority’s net position at June 30:

	Summary of Changes in the Statement of Net Position		
	2018	2017	Change Positive (Negative)
ASSETS:			
Cash	\$ 10,490,000	\$ 5,741,000	\$ 4,749,000
Tax Increments Receivable	-	513,000	(513,000)
Prepaid Costs	1,000	1,000	
TOTAL ASSETS	<u>\$ 10,491,000</u>	<u>\$ 6,255,000</u>	<u>\$ 4,236,000</u>
LIABILITIES:			
Due to Developer	\$ 2,886,000	\$ 3,070,000	\$ 184,000
Other Liabilities	85,000	102,000	17,000
TOTAL LIABILITIES	<u>\$ 2,971,000</u>	<u>\$ 3,172,000</u>	<u>\$ 201,000</u>
TOTAL NET POSITION	<u>\$ 7,520,000</u>	<u>\$ 3,083,000</u>	<u>\$ 4,437,000</u>

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2018

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:

	Summary of Changes in the Statement of Activities		
	2018	2017	Change Positive (Negative)
REVENUES:			
Tax Increment Revenue	\$ 6,032,000	\$ 6,412,000	\$ (380,000)
Interest Revenue	35,000	11,000	24,000
TOTAL REVENUES	<u>\$ 6,067,000</u>	<u>\$ 6,423,000</u>	<u>\$ (356,000)</u>
EXPENSES:			
Project Cost	\$ 953,000	\$ 2,006,000	\$ 1,053,000
Other Costs	468,000	2,063,000	1,595,000
Support Services	209,000	275,000	66,000
TOTAL EXPENSES	<u>\$ 1,630,000</u>	<u>\$ 4,344,000</u>	<u>\$ 2,714,000</u>
EXCESS OF REVENUE OVER EXPENSES	<u>\$ 4,437,000</u>	<u>\$ 2,079,000</u>	<u>\$ 2,358,000</u>
OTHER FINANCING SOURCES	<u>\$ -0-</u>	<u>\$ (3,211,000)</u>	<u>\$ 3,211,000</u>
CHANGE IN NET POSITION NET POSITION, BEGINNING OF YEAR	<u>3,083,000</u>	<u>4,215,000</u>	<u>(1,132,000)</u>
NET POSITION, END OF YEAR	<u><u>\$ 7,520,000</u></u>	<u><u>\$ 3,083,000</u></u>	<u><u>\$ 4,437,000</u></u>

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.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED JUNE 30, 2018

Capital Assets

The Authority had no capital assets as of June 30, 2018. 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, 2018, the Authority had no bond debt. As of June 30, 2018, the Authority owed developers \$2,885,910.

GENERAL FUND BUDGETARY HIGHLIGHTS

The Authority's overall final budget for 2018 was in excess of \$12.2 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 17.

CURRENT AND FUTURE PROJECTS

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

- Houston Avenue and White Oak Drive Intersection Improvement Project
- Shepherd/Durham Streets Reconstruction Project
- Little Thicket Park Bank Stabilization Study
- 19th Street Reconstruction Project between Durham and 20th
- 18th Streets Reconstruction Project between Durham and 20th
- Bicycle and pedestrian facility improvement to improve safety at the intersection of Washington and Height and at various intersections along the MKT trail
- Selected streets between Shepherd and Durham
- Yale and Center Street Intersection Signalization Improvements

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.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
STATEMENT OF NET POSITION AND
GOVERNMENTAL FUND BALANCE SHEET
JUNE 30, 2018

	<u>General Fund</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS			
Cash	\$ 10,489,900	\$	\$ 10,489,900
Tax Increment Receivable			
Prepaid Costs	<u>724</u>	<u></u>	<u>724</u>
TOTAL ASSETS	<u>\$ 10,490,624</u>	<u>\$</u>	<u>\$ 10,490,624</u>
LIABILITIES			
Accounts Payable	\$ 84,651	\$	\$ 84,651
Due to Developer	<u></u>	<u>2,885,910</u>	<u>2,885,910</u>
TOTAL LIABILITIES	<u>\$ 84,651</u>	<u>\$ 2,885,910</u>	<u>\$ 2,970,561</u>
FUND BALANCE			
Nonspendable:			
Prepaid Costs	\$ 724	\$ (724)	\$
Unassigned	<u>10,405,249</u>	<u>(10,405,249)</u>	<u></u>
TOTAL FUND BALANCE	<u>\$ 10,405,973</u>	<u>\$ (10,405,973)</u>	<u>\$ - 0 -</u>
TOTAL LIABILITIES AND FUND BALANCE	<u>\$ 10,490,624</u>		
NET POSITION			
Unrestricted		<u>\$ 7,520,063</u>	<u>\$ 7,520,063</u>

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

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
RECONCILIATION OF THE GOVERNMENTAL FUND BALANCE SHEET
TO THE STATEMENT OF NET POSITION
JUNE 30, 2018

Total Fund Balance - Governmental Fund \$ 10,405,973

Amounts reported for governmental activities in the Statement of Net Position
are different because:

Certain liabilities are not due and payable in the current period and, therefore,
are not reported as liabilities in the governmental funds. These liabilities at year
end consist of:

Due to Developer (2,885,910)

Total Net Position - Governmental Activities \$ 7,520,063

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

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUND STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
FOR THE YEAR ENDED JUNE 30, 2018

	General Fund	Adjustments	Statement of Activities
REVENUES:			
Tax Increment Revenue	\$ 6,031,567	\$	\$ 6,031,567
Investment Revenues	35,240		35,240
TOTAL REVENUES	<u>\$ 6,066,807</u>	<u>\$ - 0 -</u>	<u>\$ 6,066,807</u>
EXPENDITURES/EXPENSES:			
Service Operations:			
Municipal Services	\$ 160,652	\$	\$ 160,652
ISD Education Set-Aside Transfer	5,392		5,392
Administrative Fees-Transfer	301,309		301,309
Project Cost	953,312		953,312
Administrative Consultant	66,493		66,493
Accounting and Legal Fees	38,730		38,730
Developer Reimbursement	183,896	(183,896)	
Other Consultants	103,470		103,470
Other Cost	501		501
TOTAL EXPENDITURES/EXPENSES	<u>\$ 1,813,755</u>	<u>\$ (183,896)</u>	<u>\$ 1,629,859</u>
NET CHANGE IN FUND BALANCE	\$ 4,253,052	\$ (4,253,052)	\$
CHANGE IN NET POSITION		4,436,948	4,436,948
FUND BALANCE/NET POSITION - JULY 1, 2017	<u>6,152,921</u>	<u>(3,069,806)</u>	<u>3,083,115</u>
FUND BALANCE/NET POSITION - JUNE 30, 2018	<u>\$ 10,405,973</u>	<u>\$ (2,885,910)</u>	<u>\$ 7,520,063</u>

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

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
RECONCILIATION OF THE GOVERNMENTAL FUND STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2018

Net Change in Fund Balance - Governmental Fund	\$ 4,253,052
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Amounts reported for governmental activities in the Statement of Activities are different because:

Governmental funds report developer contributions, net any amount paid to the developer, as other financing sources. Developer contributions increase long-term liabilities in the Statement of Net Position.

183,896

Change in Net Position - Governmental Activities
--

\$ <u>4,436,948</u>

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

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2018

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

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2018

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 \$6,026,174 were collected by the City of which \$301,309 was withheld to cover administrative costs and tax increments of \$5,392 were collected by HISD of which \$5,392 was withheld to cover educational facilities. For the year ended June 30, 2018, 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.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2018

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. The Authority does not have any assigned fund balances.

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.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2018

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, 2018, 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, 2018, as listed below:

	<u>Cash</u>
GENERAL FUND	<u>\$ 10,489,900</u>

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2018

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, 2018, 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

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2018

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 2018 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 2017 and no amount due as of June 30, 2018.

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. As of June 30, 2018, the Developer has reported expenditures of \$71,676,614, of which \$3,211,252 is reimbursable under the agreement. This amount, less \$141,446 reimbursed in prior fiscal years and \$183,896 reimbursed in the current fiscal year, is recorded as a liability in the Statement of Net Position.

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.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
REQUIRED SUPPLEMENTARY INFORMATION
BUDGETARY COMPARISON SCHEDULE – GENERAL FUND
FOR THE YEAR ENDED JUNE 30, 2018

	General Fund		
	Orifinal and Final Budget	Actual	Variance Positive (Negative)
Budgetary Fund Balance - Beginning of Year	\$ 6,404,118	\$ 6,152,921	\$ (251,197)
Resources:			
Tax Increments	\$ 4,613,284	\$ 6,031,567	\$ 1,418,283
Investment Revenues	14,210	35,240	21,030
Total Available Resources	<u>\$ 11,031,612</u>	<u>\$ 12,219,728</u>	<u>\$ 1,188,116</u>
Expenditures:			
Maintenance and Operations	\$ 302,500	\$ 209,194	\$ 93,306
Capital Expenditures and Developer	3,666,654	1,137,208	2,529,446
Transfers	391,316	467,353	(76,037)
Total Expenditures	<u>\$ 4,360,470</u>	<u>\$ 1,813,755</u>	<u>\$ 2,546,715</u>
Budgetary Fund Balance - End of Year	<u><u>\$ 6,671,142</u></u>	<u><u>\$ 10,405,973</u></u>	<u><u>\$ 3,734,831</u></u>
Explanation of Differences between Budgetary Inflow and Outflows and GAAP Revenues and Expenditures			
Sources/Inflows of Resources			
Actual amounts (budgetary basis)			\$ 12,219,728
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 financial reporting purposes			<u>6,152,921</u>
Total revenue as reported on the Statement of Revenues, Expenditures, and Changes in Fund Balances - General Fund			<u><u>\$ 6,066,807</u></u>

See accompanying independent auditor's report.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
SCHEDULE OF ESTIMATE OF PROJECT COSTS TO ACTUAL COSTS
PERIOD FROM DECEMBER 11, 1997 (DATE OF INCORPORATION)
THROUGH JUNE 30, 2018
(UNAUDITED)

Vendor	Estimated Total Costs	Total Expenditures	Variance Positive (Negative)
Public Utility Improvements	\$ 18,144,635	\$ 2,885,228	\$ 15,259,407
Roadway and Sidewalk Improvements	31,739,100	8,017,185	23,721,915
Parks and Park Improvements	43,499,375	8,971,308	34,528,067
Professional Services/TIRZ Administration	6,513,853	5,058,267	1,455,586
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	12,705,296	(1,801,433)
Affordable Housing	<u>21,832,291</u>	<u>7,262,210</u>	<u>14,570,081</u>
Total Reimbursement	<u><u>\$ 169,777,630</u></u>	<u><u>\$ 49,386,083</u></u>	<u><u>\$ 120,391,547</u></u>

See accompanying independent auditor's report.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
SCHEDULE OF OPERATING EXPENDITURES AND CAPITAL EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2018

Category	Vendor	Budget	Actual Expenditure	Variance Positive (Negative)
ADMINISTRATION AND OVERHEAD				
Administration Support	SKLaw/TIF Works/SMW	\$ 100,000	\$ 66,493	\$ 33,507
Office Expenses		500	-	500
Insurance	TML Insurance	1,000	501	499
Accounting	The Morton Accounting Services	17,000	17,520	(520)
Auditor	McCall Gibson Swedlund Barfoot PLLC	9,000	9,324	(324)
Tax Consultant	Equi-Tax, Inc.	25,000	2,700	22,300
SUBTOTAL		<u>\$ 152,500</u>	<u>\$ 96,538</u>	<u>\$ 55,962</u>
PROGRAM AND PROJECT CONSULTANTS				
Legal-General Matters	SKLaw	\$ 50,000	\$ 21,210	\$ 28,790
Planning Consultants		50,000		50,000
Project Management Consultant	EHRA, Jones & Carter, Goodman Co.	50,000	91,446	(41,446)
SUBTOTAL		<u>\$ 150,000</u>	<u>\$ 112,656</u>	<u>\$ 37,344</u>
TOTAL MANAGEMENT/CONSULTING SERVICES		<u>\$ 302,500</u>	<u>\$ 209,194</u>	<u>\$ 93,306</u>
Regents Square GID	Sovreign Regent Square	<u>\$ 166,654</u>	<u>\$ 183,896</u>	<u>\$ (17,242)</u>
Municipal Services	City of Houston	<u>\$ 160,652</u>	<u>\$ 160,652</u>	<u>\$ -0-</u>

See accompanying independent auditor's report.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
SCHEDULE OF OPERATING EXPENDITURES AND CAPITAL EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2018

Category	Vendor	Budget	Actual Expenditure	Variance Positive (Negative)
CAPITAL EXPENDITURES				
Project T-0515-Bryce Street Trail Head	SKLaw/EHRA/ SMW/Trees for Houston/ Jerdon Enterprise	\$ 250,000	\$ 190,071	\$ 59,929
Project T-0517-White Oak Bayou Remediation/ Channel Reclamation	SKLaw/SMW	\$ 50,000	\$ 7,074	\$ 42,926
Project T-0518-Olivewood Trail Head	SKLaw/SMW	\$ 800,000	\$ 781	\$ 799,219
Project T-0520-Houston Ave & White Oak Dr Intersection	SKLaw/EHRA/Jones & Carter/SMW	\$ 1,550,000	\$ 260,041	\$ 1,289,959
Project T-0521-Little Thicket Park Improvements	SKLaw/EHRA/Jones & Carter/SMW	\$ 100,000	\$ 67,826	\$ 32,174
Project T-0523-Shepherd/Durham Reconstruction	SKLaw/EHRA/Jones & Carter/SMW	\$ 700,000	\$ 427,119	\$ 272,881
Project T-0524-Street Trees	SMW	\$ 50,000	\$ 400	\$ 49,600
TOTAL CAPITAL EXPENDITURES		<u>\$ 3,500,000</u>	<u>\$ 953,312</u>	<u>\$ 2,546,688</u>

See accompanying independent auditor's report.

CITY OF HOUSTON
ECONOMIC DEVELOPMENT DIVISION
FISCAL YEAR 2019 BUDGET PROFILE

Fund Summary
Fund Name: **Memorial Heights Redevelopment Authority**
TIRZ: **05**
Fund Number: **7553/50**

P R O F I L E	Base Year:	1996
	Base Year Taxable Value:	\$ 67,807,537
	Projected Taxable Value (TY2018):	\$ 2,200,363,385
	Current Taxable Value (TY2017):	\$ 2,115,734,024
	Acres:	1410.36
	Administrator (Contact):	City of Houston
	Contact Number:	832-393-0985

N A R R A T I V E	Zone Purpose:
	Tax Increment Reinvestment Zone Number Five, City of Houston, Texas was created to provide plans and programs necessary to create and support an environment attractive to private investments in the greater Memorial Heights and lower White Oak Bayou recreational corridor. The intent of the plans is to ensure the improvements will result in the long-term stability and viability of the area.

	Total Plan	Cumulative Expenses (to 6/30/17)	Variance
P R O J E C T P L A N			
Capital Projects:			
Public Utility Improvements	\$ 18,144,635	\$ 2,885,228	\$ 15,259,407
Roadway and Sidewalk Improvements	31,738,100	7,261,798	24,476,302
Parks and Park Improvements	43,499,375	8,589,487	34,909,888
Property Assemblage/Mitigation	27,100,000	882,382	26,217,618
	-	-	-
	-	-	-
	-	-	-
	-	-	-
Total Capital Projects	\$ 120,482,110	\$ 19,618,895	\$ 100,863,215
Affordable Housing	21,832,291	7,262,210	14,570,081
School & Education/Cultural Facilities	10,903,863	12,699,903	(1,796,040)
Financing Costs	9,879,513	3,428,907	6,450,606
Administration Costs/ Professional Services	6,513,853	4,849,038	1,664,815
Creation Costs	165,000	175,300	(10,300)
Total Project Plan	\$ 169,776,630	\$ 48,034,253	\$ 121,742,377

	Additional Financial Data	FY2018 Budget	FY2018 Estimate	FY2019 Budget
D E B T	<u>Debt Service</u>	\$ -	\$ -	\$ -
	Principal	\$ -	\$ -	\$ -
	Interest	\$ -	\$ -	\$ -
		Balance as of 6/30/17	Projected Balance as of 6/30/18	Projected Balance as of 6/30/19
	<u>Year End Outstanding (Principal)</u>			
	Bond Debt	\$ -	\$ -	\$ -
	Bank Loan	\$ -	\$ -	\$ -
	Line of Credit	\$ -	\$ -	\$ -
	Developer Agreement	\$ -	\$ -	\$ -
	Other	\$ -	\$ -	\$ -

CITY OF HOUSTON
ECONOMIC DEVELOPMENT DIVISION
FISCAL YEAR 2019 BUDGET DETAIL

Fund Summary
Fund Name: Memorial Heights Redevelopment Author
TIRZ: 05
Fund Number: 7553/50

TIRZ Budget Line Items	FY2018 Budget	FY2018 Estimate	FY2019 Budget
RESOURCES			
RESTRICTED Funds - Capital Projects	\$ 6,404,118	\$ 6,152,921	\$ 9,771,308
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Bond Debt Service	\$ -	\$ -	\$ -
Beginning Balance	\$ 6,404,118	\$ 6,152,921	\$ 9,771,308
City tax revenue	\$ 4,613,284	\$ 6,026,174	\$ 6,836,177
County tax revenue	\$ -	\$ -	\$ -
ISD tax revenue	\$ -	\$ -	\$ -
ISD tax revenue - Pass Through	\$ -	\$ -	\$ -
Community College tax revenue	\$ -	\$ -	\$ -
Incremental property tax revenue	\$ 4,613,284	\$ 6,026,174	\$ 6,836,177
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
Miscellaneous revenue	\$ -	\$ -	\$ -
COH TIRZ interest	\$ 4,210	\$ 4,210	\$ 4,210
Interest Income	\$ 10,000	\$ 9,400	\$ 25,000
Other Interest Income	\$ 14,210	\$ 13,610	\$ 29,210
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
Grant Proceeds	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
Proceeds from Bank Loan	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
Contract Revenue Bond Proceeds	\$ -	\$ -	\$ -
TOTAL AVAILABLE RESOURCES	\$ 11,031,612	\$ 12,192,705	\$ 16,636,695

CITY OF HOUSTON
ECONOMIC DEVELOPMENT DIVISION
FISCAL YEAR 2019 BUDGET DETAIL

Fund Summary
Fund Name: Memorial Heights Redevelopment Author
TIRZ: 05
Fund Number: 7553/50

TIRZ Budget Line Items	FY2018 Budget	FY2018 Estimate	FY2019 Budget
EXPENDITURES			
Accounting	\$ 17,000	\$ 18,336	\$ 18,000
Administration Salaries & Benefits	\$ 100,000	\$ 68,736	\$ 100,000
Auditor	\$ 9,000	\$ 7,250	\$ 9,000
Bond Services/Trustee/Financial Advisor	\$ 25,000	\$ 1,800	\$ 25,000
Insurance	\$ 1,000	\$ 965	\$ 1,000
Office Administration	\$ 500	\$ 500	\$ 500
TIRZ Administration and Overhead	\$ 152,500	\$ 97,587	\$ 153,500
Engineering Consultants	\$ 50,000	\$ 71,847	\$ 50,000
Legal	\$ 50,000	\$ 20,148	\$ 50,000
Construction Audit	\$ -	\$ -	\$ -
Planning Consultants	\$ 50,000	\$ 10,000	\$ 50,000
Program and Project Consultants	\$ 150,000	\$ 101,995	\$ 150,000
Management consulting services	\$ 302,500	\$ 199,582	\$ 303,500
Capital Expenditures (See CIP Schedule)	\$ 3,500,000	\$ 1,130,603	\$ 3,635,000
TIRZ Capital Expenditures	\$ 3,500,000	\$ 1,130,603	\$ 3,635,000
Regents Square GID	\$ 166,654	\$ 141,446	\$ 166,654
Greystar	\$ -	\$ -	\$ -
Developer / Project Reimbursements	\$ 166,654	\$ 141,446	\$ 166,654
System debt service	\$ -	\$ -	\$ -
TOTAL PROJECT COSTS	\$ 3,969,154	\$ 1,471,631	\$ 4,105,154
Payment/transfer to ISD - educational facilities	\$ -	\$ 487,805	\$ 5,392
Payment/transfer to ISD - educational facilities (Pass Through)	\$ -	\$ -	\$ -
Administration Fees:			
City	\$ 230,664	\$ 301,309	\$ 341,809
County	\$ -	\$ -	\$ -
ISD	\$ -	\$ -	\$ -
HCC	\$ -	\$ -	\$ -
Affordable Housing:			
City	\$ -	\$ -	\$ -
County	\$ -	\$ -	\$ -
ISD to City of Houston	\$ -	\$ -	\$ -
Municipal Services Charge	\$ 160,652	\$ 160,652	\$ 160,652
Municipal Services - Supplemental	\$ -	\$ -	\$ -
Total Transfers	\$ 391,316	\$ 949,766	\$ 507,853
Total Budget	\$ 4,360,470	\$ 2,421,397	\$ 4,613,007
RESTRICTED Funds - Capital Projects	\$ 6,671,142	\$ 9,771,308	\$ 12,023,688
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Bond Debt Service	\$ -	\$ -	\$ -
Ending Fund Balance	\$ 6,671,142	\$ 9,771,308	\$ 12,023,688
Total Budget & Ending Fund Balance	\$ 11,031,612	\$ 12,192,705	\$ 16,636,695

Notes:

2019 - 2023 CAPITAL IMPROVEMENT PLAN
TIRZ No. 5 - Memorial Heights Redevelopment Authority
CIP by Project

CITY OF HOUSTON - TIRZ PROGRAM
Economic Development Division

Council District	CIP No.	Project	Fiscal Year Planned Appropriations								FY19 - FY23 Total	Cumulative Total (To Date)
			Through 2017	Projected 2018	2019	2020	2021	2022	2023			
C	T-0509	Cottage Grove Pedestrian Bridge	\$ 1,269,009	-	-	-	-	-	-	-	1,269,009	
C, H	T-0512	White Oak Bayou Trail System	\$ 2,407,172	979,760	-	-	-	-	-	-	3,386,932	
C, H	T-0513	Allston/Rutland Pedestrian Bridge	\$ 1,744	-	-	-	-	-	-	-	1,744	
C	T-0515	Bryce Street Trail Head	\$ 439,653	800,000	50,000	-	-	-	-	50,000	1,289,653	
C	T-0516	Heights Boulevard Connector Trail	\$ 35,194	-	-	-	-	-	-	-	35,194	
H	T-0517	White Oak Bayou Remediation/Channel	\$ 18,036	275,329	-	-	-	-	-	-	293,365	
C	T-0518	Olivewood Trailhead	\$ 32,749	120,000	-	-	-	-	-	-	152,749	
H	T-0519	Woodland Park Improvements	\$ 410,796	-	-	-	-	-	-	-	410,796	
H	T-0520	Houston Avenue & White Oak Drive Intersection	\$ -	300,000	1,550,000	-	-	-	-	1,550,000	1,850,000	
C	T-0521	Little Thicket Park Improvements	\$ -	100,000	465,000	390,000	-	-	-	855,000	955,000	
C	T-0522A	18th Pedestrian Improvements between Durham and 20th Street	\$ -	33,329	-	90,000	1,200,000	-	-	1,290,000	1,323,329	
C	T-0522B	19th Stet Reconstruction between Durham and 20th Street	\$ -	20,000	-	-	-	-	2,000,000	2,000,000	2,020,000	
C	T-0523A	Shepherd Drive Reconstruction Project	\$ -	133,329	1,500,000	1,500,000	38,500,000	-	-	41,500,000	41,633,329	
C	T-0523B	Durham Reconstruction Project	\$ -	20,000	-	-	1,000,000	2,018,000	44,000,000	47,018,000	47,038,000	
C	T-0527	Heights Boulevard Pedestrian and Bicycle Safety Improvements	\$ -	-	70,000	530,000	530,000	-	-	1,130,000	1,130,000	
C	T-0528	Selected Streets Between Shepherd and Durham	\$ -	-	-	-	1,000,000	6,000,000	-	7,000,000	7,000,000	
C	T-0529	Yale and Center Intersection	\$ -	-	-	950,000	-	-	-	950,000	950,000	
C, H	T-0599	Concrete Panel Replacement Program	\$ -	-	-	-	-	-	-	-	-	
Totals			\$ 4,614,353	\$ 2,781,747	\$ 3,635,000	\$ 3,460,000	\$ 42,230,000	\$ 8,018,000	46,000,000	103,343,000	\$ 110,739,100	

* NOTE:

** NOTE:

*** NOTE:

2019 - 2023 CAPITAL IMPROVEMENT PLAN
TIRZ No. 5 - Memorial Heights Redevelopment Authority
CIP by Sources of Funds

CITY OF HOUSTON - TIRZ PROGRAM
Economic Development Division

Source of Funds	Fiscal Year Planned Appropriations								
	Through 2017	Projected 2018	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
TIRZ Funds	4,614,353	2,781,747	3,230,000	2,650,000	13,330,000	8,018,000	12,000,000	39,228,000	46,624,100
City of Houston	-	-	405,000	-	2,500,000	-	1,300,000	4,205,000	4,205,000
Grants	-	-	-	810,000	26,400,000	-	32,700,000	59,910,000	59,910,000
Other	-	-	-	-	-	-	-	-	-
Project Total	4,614,353	2,781,747	3,635,000	3,460,000	42,230,000	8,018,000	46,000,000	103,343,000	110,739,100

Project: White Oak Bayou Trail System				City Council District		Key Map:			WBS.:	T-0512				
				Location: C, H		Geo. Ref.:								
				Served: C, H		Neighborhood:		14						
Description:	Hike and Bike Trail on White Oak Bayou between Cottage Grove Bridge and Studemont. (Projects T-0512 A, B and C)			Operating and Maintenance Costs: (\$ Thousands)										
					2019	2020	2021	2022	2023	Total				
Justification:	The Trail development is a joint project of TIRZ 5 and the Houston Parks Board.			Personnel	-	-	-	-	-	-	\$	-		
				Supplies	-	-	-	-	-	-	\$	-		
				Svcs. & Chgs.	-	-	-	-	-	-	\$	-		
				Capital Outlay	-	-	-	-	-	-	\$	-		
				Total	\$	-	\$	-	\$	-	\$	-	\$	-
				FTEs										-
Fiscal Year Planned Expenses														
Project Allocation		Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)			
Phase														
1	Planning	-	-	-	-	-	-	-	-	\$	-	\$	-	
2	Acquisition	-	-	-	-	-	-	-	-	\$	-	\$	-	
3	Design	494,616	-	-	-	-	-	-	-	\$	-	\$	494,616	
4	Construction	1,912,556	2,500,000	979,760		-	-	-	-	\$	-	\$	2,892,316	
5	Equipment	-	-	-	-	-	-	-	-	\$	-	\$	-	
6	Close-Out	-	-	-	-	-	-	-	-	\$	-	\$	-	
7	Other	-	-	-	-	-	-	-	-	\$	-	\$	-	
		-	-	-	-	-	-	-	-	\$	-	\$	-	
		-	-	-	-	-	-	-	-	\$	-	\$	-	
		-	-	-	-	-	-	-	-	\$	-	\$	-	
		-	-	-	-	-	-	-	-	\$	-	\$	-	
Other Sub-Total:		-	-	-	-	-	-	-	-	\$	-	\$	-	
Total Allocations		\$ 2,407,172	\$ 2,500,000	\$ 979,760	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$	3,386,932	
Source of Funds														
TIRZ Funds		2,407,172	2,500,000	979,760		-	-	-	-	\$	-	\$	3,386,932	
City of Houston		-	-	-	-	-	-	-	-	\$	-	\$	-	
Grants		-	-	-	-	-	-	-	-	\$	-	\$	-	
Other		-	-	-	-	-	-	-	-	\$	-	\$	-	
Total Funds		\$ 2,407,172	\$ 2,500,000	\$ 979,760	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$	3,386,932	

*NOTE:

Project: Bryce Street Trail Head				City Council District		Key Map:			WBS.:	T-0515	
				Location: C		Geo. Ref.:					
				Served: C		Neighborhood:					
Description:	Neighborhood Trail Connector to White Oak Bayou Trail system at Bryce Street. Project will include parking, picnic tables, benches, bike racks and ADA accessible ramps.			Operating and Maintenance Costs: (\$ Thousands)							
					2019	2020	2021	2022	2023	Total	
				Personnel	-	-	-	-	-	\$ -	
				Supplies	-	-	-	-	-	\$ -	
				Justification:	To provide access to regional trail system for neighborhoods west of the White Oak Bayou in the vicinity of 11th Street and Bryce Street.			Svcs. & Chgs.	-	-	-
Capital Outlay	-	-	-					-	-	\$ -	
Total	\$ -	\$ -	\$ -					\$ -	\$ -	\$ -	
FTEs										-	
Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
Phase											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	67,350			-	-	-	-	-	\$ -	\$ 67,350
4	Construction	372,303	750,000	800,000	50,000		-	-	-	\$ 50,000	\$ 1,222,303
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Allocations		\$ 439,653	\$ 750,000	\$ 800,000	\$ 50,000	\$ -	\$ -	\$ -	\$ -	\$ 50,000	\$ 1,289,653
Source of Funds											
TIRZ Funds		439,653	750,000	800,000	50,000	-	-	-	-	\$ 50,000	\$ 1,289,653
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds		\$ 439,653	\$ 750,000	\$ 800,000	\$ 50,000	\$ -	\$ -	\$ -	\$ -	\$ 50,000	\$ 1,289,653

Project: White Oak Bayou Remediation/Channel Reclamation Project				City Council District		Key Map:			WBS.:	T-0517	
				Location: H		Geo. Ref.:					
				Served: ALL		Neighborhood:					
Description:	Feasibility Study of Channel reclamation alternatives on White Oak Bayou consisting of concrete panel removal, modifications to geometry, installation of riparian trees and suitable indigenous grasses.			Operating and Maintenance Costs: (\$ Thousands)							
					2019	2020	2021	2022	2023	Total	
				Personnel	-	-	-	-	-	\$ -	
Justification:	Study of Alternative options for Pilot project/demonstration project consisting of partial restoration/naturalization of a portion of the White Oak Bayou Channel.			Supplies	-	-	-	-	-	-	\$ -
				Svcs. & Chgs.	-	-	-	-	-	-	\$ -
				Capital Outlay	-	-	-	-	-	-	\$ -
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
				FTEs							-
				Fiscal Year Planned Expenses							
Project Allocation		Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
Phase											
1	Planning	18,036	-	-	-	-	-	-	-	\$ -	\$ 18,036
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	150,000	275,329		-	-	-	-	\$ -	\$ 275,329
4	Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Allocations		\$ 18,036	\$ 150,000	\$ 275,329	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 293,365
Source of Funds											
TIRZ Funds		18,036	150,000	275,329	-	-	-	-	-	\$ -	\$ 293,365
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds		\$ 18,036	\$ 150,000	\$ 275,329	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 293,365

*NOTE:

Project: Olivewood Trailhead				City Council District		Key Map:			WBS.:	T-0518	
				Location: C		Geo. Ref.:					
				Served: C		Neighborhood:					
Description:	Trail Head and Access/Egress Trail Connector to White Oak Bayou Trail system at Wichman Street.			Operating and Maintenance Costs: (\$ Thousands)							
					2019	2020	2021	2022	2023	Total	
				Personnel	-	-	-	-	-	\$ -	
				Supplies	-	-	-	-	-	\$ -	
				Justification:	Needed to provide access to White Oak Bayou trail system for neighborhoods south of the White Oak Bayou in the vicinity of Studemont.			Svcs. & Chgs.	-	-	-
Capital Outlay	-	-	-					-	-	\$ -	
Total	\$ -	\$ -	\$ -					\$ -	\$ -	\$ -	
FTEs										-	
Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
Phase											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	32,749	100,000	120,000			-	-	-	\$ -	\$ 152,749
4	Construction	-	1,300,000	-			-	-	-	\$ -	\$ -
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Allocations		\$ 32,749	\$ 1,400,000	\$ 120,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 152,749
Source of Funds											
TIRZ Funds		32,749	1,400,000	120,000	-	-	-	-	-	\$ -	\$ 152,749
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds		\$ 32,749	\$ 1,400,000	\$ 120,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 152,749

*NOTE:

Project:		Houston Avenue & White Oak Drive Intersection Improvements			City Council District		Key Map:			WBS.:	T-0520						
					Location:	H	Geo. Ref.:										
					Served:	H	Neighborhood:										
Description:	Reconstruction of Intersection into four-way configuration. Includes mast-arm traffic signals, sidewalks, pedestrian crossing, improved intersection geometry, 10' sidewalk on east side of Houston Avenue.			Operating and Maintenance Costs: (\$ Thousands)													
					2019	2020	2021	2022	2023	Total							
Justification:	Existing condition includes (7) intersecting street alignments, creating a confusing and unsafe intersection.			Personnel	-	-	-	-	-	-	\$	-					
				Supplies	-	-	-	-	-	-	\$	-					
				Svcs. & Chgs.	-	-	-	-	-	-	\$	-					
				Capital Outlay	-	-	-	-	-	-	\$	-					
				Total	\$	-	\$	-	\$	-	\$	-	\$	-			
				FTEs													
Fiscal Year Planned Expenses																	
Project Allocation		Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)						
Phase																	
1	Planning	-	-	-	-	-	-	-	-	\$	-	\$	-				
2	Acquisition	-	-	-	-	-	-	-	-	\$	-	\$	-				
3	Design	-	330,000	300,000	50,000	-	-	-	-	\$	50,000	\$	350,000				
4	Construction	-	-		1,500,000	-	-	-	-	\$	1,500,000	\$	1,500,000				
5	Equipment	-	-	-	-	-	-	-	-	\$	-	\$	-				
6	Close-Out	-	-		-	-	-	-	-	\$	-	\$	-				
7	Other	-	-		-	-	-	-	-	\$	-	\$	-				
		-	-	-	-	-	-	-	-	\$	-	\$	-				
		-	-	-	-	-	-	-	-	\$	-	\$	-				
		-	-	-	-	-	-	-	-	\$	-	\$	-				
		-	-	-	-	-	-	-	-	\$	-	\$	-				
Other Sub-Total:		-	-	-	-	-	-	-	-	\$	-	\$	-				
Total Allocations		\$	-	\$	330,000	\$	300,000	\$	1,550,000	\$	-	\$	-	\$	1,550,000	\$	1,850,000
Source of Funds																	
TIRZ Funds		-	330,000	300,000	1,550,000	-	-	-	-	\$	1,550,000	\$	1,850,000				
City of Houston		-	-	-	-	-	-	-	-	\$	-	\$	-				
Grants		-	-	-	-	-	-	-	-	\$	-	\$	-				
Other		-	-	-	-	-	-	-	-	\$	-	\$	-				
Total Funds		\$	-	\$	330,000	\$	300,000	\$	1,550,000	\$	-	\$	-	\$	1,550,000	\$	1,850,000

Project: Little Thicket Park Improvements				City Council District		Key Map:			WBS.:	T-0521			
				Location:		C		Geo. Ref.:					
				Served:		C		Neighborhood:					
Description:	Improved park amenities, erosion control/bank stabilization, public parking and access to White Oak Bayou Trail system.			Operating and Maintenance Costs: (\$ Thousands)									
					2019	2020	2021	2022	2023	Total			
				Personnel	-	-	-	-	-	\$ -			
				Supplies	-	-	-	-	-	\$ -			
Justification:	Collapsed bank/repeated bank failure has encroached into the usable footprint of the park, creating dangerous conditions for park users, especially children. Opportunity to make connection to Bayou Greenways trail system.			Svcs. & Chgs.	-	-	-	-	-	\$ -			
				Capital Outlay	-	-	-	-	-	\$ -			
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -			
				FTEs						-			
				Fiscal Year Planned Expenses									
Project Allocation		Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)		
Phase													
1	Planning	-	50,000	100,000		-	-	-	-	\$ -	\$ 100,000		
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -		
3	Design	-	-	-	60,000		-	-	-	\$ 60,000	\$ 60,000		
4	Construction	-	-	-	405,000	390,000		-	-	\$ 795,000	\$ 795,000		
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -		
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -		
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -		
Total Allocations		\$ -	\$ 50,000	\$ 100,000	\$ 465,000	\$ 390,000	\$ -	\$ -	\$ -	\$ 855,000	\$ 955,000		
Source of Funds													
TIRZ Funds		-	50,000	100,000	60,000	390,000	-	-	-	\$ 450,000	\$ 550,000		
City of Houston		-	-	-	405,000		-	-	-	\$ 405,000	\$ 405,000		
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -		
Other		-	-	-	-	-	-	-	-	\$ -	\$ -		
Total Funds		\$ -	\$ 50,000	\$ 100,000	\$ 465,000	\$ 390,000	\$ -	\$ -	\$ -	\$ 855,000	\$ 955,000		

Project: 18th Pedestrian Improvements between Durham and 20th Street				City Council District		Key Map:			WBS.:	T-0522A			
				Location:		C		Geo. Ref.:					
				Served:		C		Neighborhood:					
Description:	Construct pedestrian improvements to include sidewalks, pedestrian ramps landscaping and mid-block crossings to create an overall safer pedestrian environment			Operating and Maintenance Costs: (\$ Thousands)									
					2019	2020	2021	2022	2023	Total			
				Personnel	-	-	-	-	-	\$ -			
				Supplies	-	-	-	-	-	\$ -			
				Justification:	Existing conditions include discontinuous sidewalks segments, open ditch, non-ADA compliance pedestrian environment.			Svcs. & Chgs.	-	-	-	-	-
Capital Outlay	-	-	-					-	-	\$ -			
Total	\$ -	\$ -	\$ -					\$ -	\$ -	\$ -			
FTEs										-			
Fiscal Year Planned Expenses													
Project Allocation		Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)		
Phase													
1	Planning	-	15,000	33,329	-	-	-	-	-	\$ -	\$ 33,329		
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -		
3	Design	-	-	-		90,000				\$ 90,000	\$ 90,000		
4	Construction	-	-				1,200,000			\$ 1,200,000	\$ 1,200,000		
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -		
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -		
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -		
Total Allocations		\$ -	\$ 15,000	\$ 33,329	\$ -	\$ 90,000	\$ 1,200,000	\$ -	\$ -	\$ 1,290,000	\$ 1,323,329		
Source of Funds													
TIRZ Funds		-	15,000	33,329	-	90,000	1,200,000	-	-	\$ 1,290,000	\$ 1,323,329		
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -		
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -		
Other		-	-	-	-	-	-	-	-	\$ -	\$ -		
Total Funds		\$ -	\$ 15,000	\$ 33,329	\$ -	\$ 90,000	\$ 1,200,000	\$ -	\$ -	\$ 1,290,000	\$ 1,323,329		

Project: 19th Stet Reconstruction between Durham and 20th Street				City Council District		Key Map:			WBS.:	T-0522B	
				Location: C		Geo. Ref.:					
				Served: All		Neighborhood:					
Description:	Roadway reconstruction, installation of storm water drainage system, curb and gutter, sidewalks, street lights and landscaping.			Operating and Maintenance Costs: (\$ Thousands)							
					2019	2020	2021	2022	2023	Total	
				Personnel	-	-	-	-	-	\$ -	
				Supplies	-	-	-	-	-	\$ -	
Justification:	Existing conditions include poor roadway, discontinuous sidewalk segments, open ditch, non ADA compliance pedestrian environment.			Svcs. & Chgs.	-	-	-	-	-	\$ -	
				Capital Outlay	-	-	-	-	-	\$ -	
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
				FTEs						-	
				Fiscal Year Planned Expenses							
Project Allocation		Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
Phase											
1	Planning	-	15,000	20,000	-	-	-	-	-	\$ -	\$ 20,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-		-	-		2,000,000	\$ 2,000,000	\$ 2,000,000	\$ 2,000,000
4	Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-		-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Allocations		\$ -	\$ 15,000	\$ 20,000	\$ -	\$ -	\$ -	\$ -	\$ 2,000,000	\$ 2,000,000	\$ 2,020,000
Source of Funds											
TIRZ Funds		-	15,000	20,000	-	-	-	-	2,000,000	\$ 2,000,000	\$ 2,020,000
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds		\$ -	\$ 15,000	\$ 20,000	\$ -	\$ -	\$ -	\$ -	\$ 2,000,000	\$ 2,000,000	\$ 2,020,000

Project: Shepherd Drive Reconstruction Project				City Council District		Key Map:			WBS.:	T-0523A	
				Location: C		Geo. Ref.:					
				Served: All		Neighborhood:					
Description:	Roadway reconstruction between 6th street and 610 loop North, including hike and bike lanes, storm water drainage systems, curb and gutter section, streetlights, sidewalks and landscaping			Operating and Maintenance Costs: (\$ Thousands)							
					2019	2020	2021	2022	2023	Total	
				Personnel	-	-	-	-	-	\$ -	
				Supplies	-	-	-	-	-	\$ -	
Justification:	Major north/south artery with poor to non-existent drainage system, no sidewalks, no curb, unsafe for pedestrians and bicyclists.			Svcs. & Chgs.	-	-	-	-	-	-	\$ -
				Capital Outlay	-	-	-	-	-	\$ -	
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
				FTEs						-	
				Fiscal Year Planned Expenses							
Project Allocation		Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
Phase											
1	Planning	-	225,000	33,329	-	-	-	-	-	\$ -	\$ 33,329
2	Acquisition	-	-	-	-	500,000		-	-	\$ 500,000	\$ 500,000
3	Design	-	-	100,000	1,500,000	1,000,000		-	-	\$ 2,500,000	\$ 2,600,000
4	Construction	-	-	-		-	38,500,000		-	\$ 38,500,000	\$ 38,500,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Allocations		\$ -	\$ 225,000	\$ 133,329	\$ 1,500,000	\$ 1,500,000	\$ 38,500,000	\$ -	\$ -	\$ 41,500,000	\$ 41,633,329
Source of Funds											
TIRZ Funds		-	-	133,329	1,500,000	1,500,000	9,600,000	-	-	\$ 12,600,000	\$ 12,733,329
City of Houston		-	-	-	-	-	2,500,000		-	\$ 2,500,000	\$ 2,500,000
Grants		-	-	-			26,400,000		-	\$ 26,400,000	\$ 26,400,000
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds		\$ -	\$ -	\$ 133,329	\$ 1,500,000	\$ 1,500,000	\$ 38,500,000	\$ -	\$ -	\$ 41,500,000	\$ 41,633,329

Project: Durham Reconstruction Project				City Council District		Key Map:			WBS.:	T-0523B			
				Location:		C		Geo. Ref.:					
				Served:		ALL		Neighborhood:					
Description:	Roadway reconstruction between 6th Street and 610 Loop North, including pedestrian improvements, storm water drainage systems, curb and gutter section, streetlights, sidewalks and landscaping.			Operating and Maintenance Costs: (\$ Thousands)									
					2019	2020	2021	2022	2023	Total			
				Personnel	-	-	-	-	-	\$ -			
				Supplies	-	-	-	-	-	\$ -			
				Justification:	Major north/south artery with poor to non-existent drainage system, no sidewalks, no curb, unsafe for pedestrians and bicyclists.			Svcs. & Chgs.	-	-	-	-	-
Capital Outlay	-	-	-					-	-	\$ -			
Total	\$ -	\$ -	\$ -					\$ -	\$ -	\$ -			
FTEs										-			
Fiscal Year Planned Expenses													
Project Allocation		Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)		
Phase													
1	Planning	-	225,000	20,000	-	-	-	-	-	\$ -	\$ 20,000		
2	Acquisition	-	-	-	-	-	-	18,000		\$ 18,000	\$ 18,000		
3	Design	-	-	-	-		1,000,000	2,000,000		\$ 3,000,000	\$ 3,000,000		
4	Construction	-	-	-	-				44,000,000	\$ 44,000,000	\$ 44,000,000		
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -		
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -		
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -		
Total Allocations		\$ -	\$ 225,000	\$ 20,000	\$ -	\$ -	\$ 1,000,000	\$ 2,018,000	\$ 44,000,000	\$ 47,018,000	\$ 47,038,000		
Source of Funds													
TIRZ Funds		-	225,000	20,000	-	-	1,000,000	2,018,000	10,000,000	\$ 13,018,000	\$ 13,038,000		
City of Houston		-	-	-	-	-	-	-	1,300,000	\$ 1,300,000	\$ 1,300,000		
Grants		-	-	-	-	-			32,700,000	\$ 32,700,000	\$ 32,700,000		
Other		-	-	-	-	-	-	-	-	\$ -	\$ -		
Total Funds		\$ -	\$ 225,000	\$ 20,000	\$ -	\$ -	\$ 1,000,000	\$ 2,018,000	\$ 44,000,000	\$ 47,018,000	\$ 47,038,000		

Project: Heights Boulevard Pedestrian and Bicycle Safety				City Council District		Key Map:			WBS.:	T-0527	
				Location: C		Geo. Ref.:					
				Served: C		Neighborhood:					
Description:	Bicycle and pedestrian facility improvements at the intersection of Heights Boulevard and the MKT Trail and at the intersection of Washington Avenue and Heights Boulevard. Improve safety and wayfinding along the MKT Trail. Small Segment trail connections to improve overall bicycle and pedestrian connectivity.			Operating and Maintenance Costs: (\$ Thousands)							
					2019	2020	2021	2022	2023	Total	
				Personnel	-	-	-	-	-	\$ -	
Justification:	A number of near misses have been reported at these locations. This project will evaluate the locations and the potential improvements for each of these areas and implement appropriate improvements.			Supplies	-	-	-	-	-	\$ -	
				Svcs. & Chgs.	-	-	-	-	-	\$ -	
				Capital Outlay	-	-	-	-	-	\$ -	
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
				FTEs						-	
Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
Phase											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	70,000	30,000	30,000	-	-	\$ 130,000	\$ 130,000
4	Construction	-	-	-	-	500,000	500,000	-	-	\$ 1,000,000	\$ 1,000,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Allocations											
Total Allocations		\$ -	\$ -	\$ -	\$ 70,000	\$ 530,000	\$ 530,000	\$ -	\$ -	\$ 1,130,000	\$ 1,130,000
Source of Funds											
Source of Funds											
TIRZ Funds		-	-	-	70,000	530,000	530,000	-	-	\$ 1,130,000	\$ 1,130,000
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds		\$ -	\$ -	\$ -	\$ 70,000	\$ 530,000	\$ 530,000	\$ -	\$ -	\$ 1,130,000	\$ 1,130,000

Project: Selected Streets Between Shepherd and Durham				City Council District		Key Map:			WBS.:	T-0528			
				Location:		C		Geo. Ref.:					
				Served:		C		Neighborhood:					
Description:	Selected roadway reconstruction between Shepherd and Durham, including pedestrian improvements, storm water drainage systems, curb and gutter section, streetlights, sidewalks and landscaping.			Operating and Maintenance Costs: (\$ Thousands)									
					2019	2020	2021	2022	2023	Total			
				Personnel	-	-	-	-	-	\$ -			
				Supplies	-	-	-	-	-	\$ -			
				Svcs. & Chgs.	-	-	-	-	-	\$ -			
Justification:	East/West connectors between Shepherd and Durham with poor to non-existent drainage system, no sidewalks, no curb, unsafe for pedestrians and bicyclists.			Capital Outlay	-	-	-	-	-	\$ -			
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -			
				FTEs									
				Fiscal Year Planned Expenses									
				Project Allocation		Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023
Phase													
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -		
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -		
3	Design	-	-	-	-	-	1,000,000	-	-	\$ 1,000,000	\$ 1,000,000		
4	Construction	-	-	-	-	-	-	6,000,000	-	\$ 6,000,000	\$ 6,000,000		
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -		
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -		
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -		
Total Allocations		\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,000,000	\$ 6,000,000	\$ -	\$ 7,000,000	\$ 7,000,000		
Source of Funds													
TIRZ Funds		-	-	-	-	-	1,000,000	6,000,000	-	\$ 7,000,000	\$ 7,000,000		
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -		
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -		
Other		-	-	-	-	-	-	-	-	\$ -	\$ -		
Total Funds		\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,000,000	\$ 6,000,000	\$ -	\$ 7,000,000	\$ 7,000,000		

Project: Yale and Center Intersection				City Council District		Key Map:			WBS.:	T-0529					
				Location: C		Geo. Ref.:									
				Served: C		Neighborhood:									
Description:	Reconstruct intersection, replace signal and improve pedestrian crossing at Yale Street at Center Street.			Operating and Maintenance Costs: (\$ Thousands)											
					2019	2020	2021	2022	2023	Total					
				Personnel	-	-	-	-	-	\$ -					
				Supplies	-	-	-	-	-	\$ -					
				Svcs. & Chgs.	-	-	-	-	-	\$ -					
				Capital Outlay	-	-	-	-	-	\$ -					
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -					
Justification:	This intersection has experienced 49 reported vehicle crashes between 2015 and 2017. The crash count for Yale at Center demonstrates the need for intersection improvements through enhanced and more visible signalization. The frequency of accidents for vehicle collision at the intersection are evident with over half of the accidents overlooking the existing stop control measures.			FTEs							-				
				Fiscal Year Planned Expenses											
				Project Allocation		Projected Expenses thru 6/30/2017	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
				Phase											
				1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
				2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
				3	Design	-	-	-	-	100,000	-	-	-	\$ 100,000	\$ 100,000
4	Construction	-	-	-	-	850,000	-	-	-	\$ 850,000	\$ 850,000				
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -				
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -				
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -				
		-	-	-	-	-	-	-	-	\$ -	\$ -				
		-	-	-	-	-	-	-	-	\$ -	\$ -				
		-	-	-	-	-	-	-	-	\$ -	\$ -				
		-	-	-	-	-	-	-	-	\$ -	\$ -				
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -				
Total Allocations		\$ -	\$ -	\$ -	\$ -	\$ 950,000	\$ -	\$ -	\$ -	\$ 950,000	\$ 950,000				
Source of Funds															
TIRZ Funds		-	-	-	-	140,000	-	-	-	\$ 140,000	\$ 140,000				
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -				
Grants		-	-	-	-	810,000	-	-	-	\$ 810,000	\$ 810,000				
Other		-	-	-	-	-	-	-	-	\$ -	\$ -				
Total Funds		\$ -	\$ -	\$ -	\$ -	\$ 950,000	\$ -	\$ -	\$ -	\$ 950,000	\$ 950,000				

Project: Concrete Panel Replacement Program				City Council District		Key Map:				WBS.:		T-0599			
				Location:		C, H		Geo. Ref.:							
				Served:		C, H		Neighborhood:							
Description:	Street maintenance program				Operating and Maintenance Costs: (\$ Thousands)										
						2019	2020	2021	2022	2023	Total				
					Personnel	-	-	-	-	-	\$ -				
					Supplies	-	-	-	-	-	\$ -				
					Svcs. & Chgs.	-	-	-	-	-	\$ -				
					Capital Outlay	-	-	-	-	-	\$ -				
Justification:	Mobility improvements to extend life of roads.				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -			
					FTEs						-				
					Fiscal Year Planned Expenses										
Project Allocation		Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)				
Phase															
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -				
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -				
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -				
4	Construction	-	-	-	-	-	-	-	-	\$ -	\$ -				
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -				
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -				
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -				
		-	-	-	-	-	-	-	-	\$ -	\$ -				
		-	-	-	-	-	-	-	-	\$ -	\$ -				
		-	-	-	-	-	-	-	-	\$ -	\$ -				
		-	-	-	-	-	-	-	-	\$ -	\$ -				
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -				
Total Allocations															
		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -				
Source of Funds															
TIRZ Funds		-	-	-	-	-	-	-	-	\$ -	\$ -				
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -				
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -				
Other		-	-	-	-	-	-	-	-	\$ -	\$ -				
Total Funds		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -				

**THIRD AMENDMENT
TO THE
CONTRACT
BY AND BETWEEN
THE GOODMAN CORPORATION
AND
MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**

THIS THIRD AMENDMENT to the Contract dated September 20, 2016, as amended on May 9, 2017, and February 13, 2018 (Contract), by and between **The Goodman Corporation** (Consultant) and **Memorial- Heights Redevelopment Authority** (Client), is hereby entered into this 26th day of July, 2018 (Third Amendment).

WITNESSETH

WHEREAS, Client wishes pursue additional analysis for Client's TIP application and to pursue the HSIP Candidate Evaluation; and

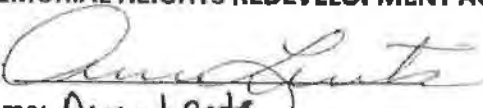
WHEREAS, Client desires to retain Consultant to perform various professional services to support the TIP Analysis and HSIP Candidate Evaluation Project in accordance with this Amendment.

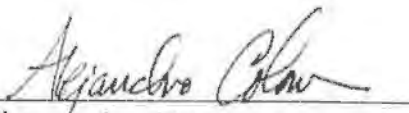
NOW, THEREFORE, for good and valuable consideration, and in accordance with Article IX of the Contract, Client and Consultant agree to amend the Contract as follows:

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

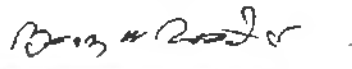
IN WITNESS WHEREOF, the parties hereto have executed this Third Amendment in duplicate originals and it shall be effective the 26th day of July, 2018.

MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY

BY: 
Name: Amy Lents
Title: Chair

ATTEST: 
Name: Alejandro Colon
Title: Vice-Chair

THE GOODMAN CORPORATION

BY: 
Barry M. Goodman
President/CEO


ATTEST: 
Jim Webb
COO

EXHIBIT A-2
Scope of Services



HOUSTON:
3200 Travis Street
Suite 200
Houston, TX 77006
(713) 951-7951

THEGOODMANCORP.COM

AUSTIN:
911 W. Anderson Lane
Suite 200
Austin, TX 78757
(512) 236-8002

PROJECT SCOPE

Memorial Heights Redevelopment Authority TIP Analysis and HSIP Candidate Evaluation

July 17, 2018

This scope will amend our existing contract to allow The Goodman Corporation (TGC) to complete the following tasks as it relates to the pursuit of discretionary funding for Authority capital projects:

Task 1 – Evaluate Feasibility of “Major Investment” Application for Shepherd/Durham Projects

At a recent meeting between representatives of the Authority and the City of Houston, it was suggested that the Authority evaluate the potential of packaging the Shepherd and Durham projects with several of the intersecting “side streets” which connect the one-way pairs. The thought process is that depending on the resultant benefit of a combined project, the project could potentially score better than if submitted as two separate, smaller projects. To analyze this, TGC will:

- Coordinate with Jones | Carter to gather costs and scope items for the intersecting side streets
- Gather crash data for the intersecting side streets
- Apply 2018 Highway Safety Improvement Program (HSIP) crash reduction factors to the applicable crash types occurring on these side streets
- Review the planning factors associated with major investments
- Provide a comparison table which demonstrates the projected project scores as:
 - Two separate projects (Shepherd/Durham) and
 - As one (1) project (Shepherd + Durham + Connecting Streets)

Deliverable: Technical memorandum to include comparison table demonstrating preferred project submission strategy.

Cost: \$8,750

Timeline: 14 days

Task 2 – Evaluate Highway Safety Improvement Program Submission Options

TxDOT has released a call for projects through their Highway Safety Improvement Program (HSIP). This program call will make available \$300M in funding for projects which improve safety conditions for both on and off system transportation facilities. TGC will evaluate the following locations for their suitability for an HSIP submission:

- Yale and Center
- Waugh and Feagan
- Heights and Willia
- 7th and Heights
- Washington and Heights

TGC will review the crash data, coordinate treatment options with Jones | Carter, coordinate with TxDOT and the City of Houston, and provide a recommendation for one or more HSIP submission via a technical memorandum.

Deliverable: Technical memorandum to include recommendation for one or more HSIP submission(s).

Cost: \$1,250

Timeline: 14 days

Task 3 – Develop and Submit Highway Safety Improvement Program Application

Based on the recommendation in Task 2, TGC will prepare and submit a HSIP submission to TxDOT. This will be done in coordination with the TxDOT Houston District Office. To support this application TGC will:

- Develop a project cost estimate per TxDOT requirements
- Develop an Intersection layout
- Include a proposal summary

Deliverable: One (1) HSIP application.

Cost: \$17,500

Timeline: By August 15, 2018

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

BUDGET SUMMARY		
TASK	DESCRIPTION	COST
1	Evaluate Feasibility of "Major Investment" Application for Shepherd/Durham Projects	\$8,750
2	Evaluate Highway Safety Improvement Program Submission Options	\$1,250
3	Develop and Submit Highway Safety Improvement Program Application	\$17,500
	Total	\$27,500

Memorial Heights Redevelopment Authority/TIRZ No. 5

Board Update –September 27, 2018

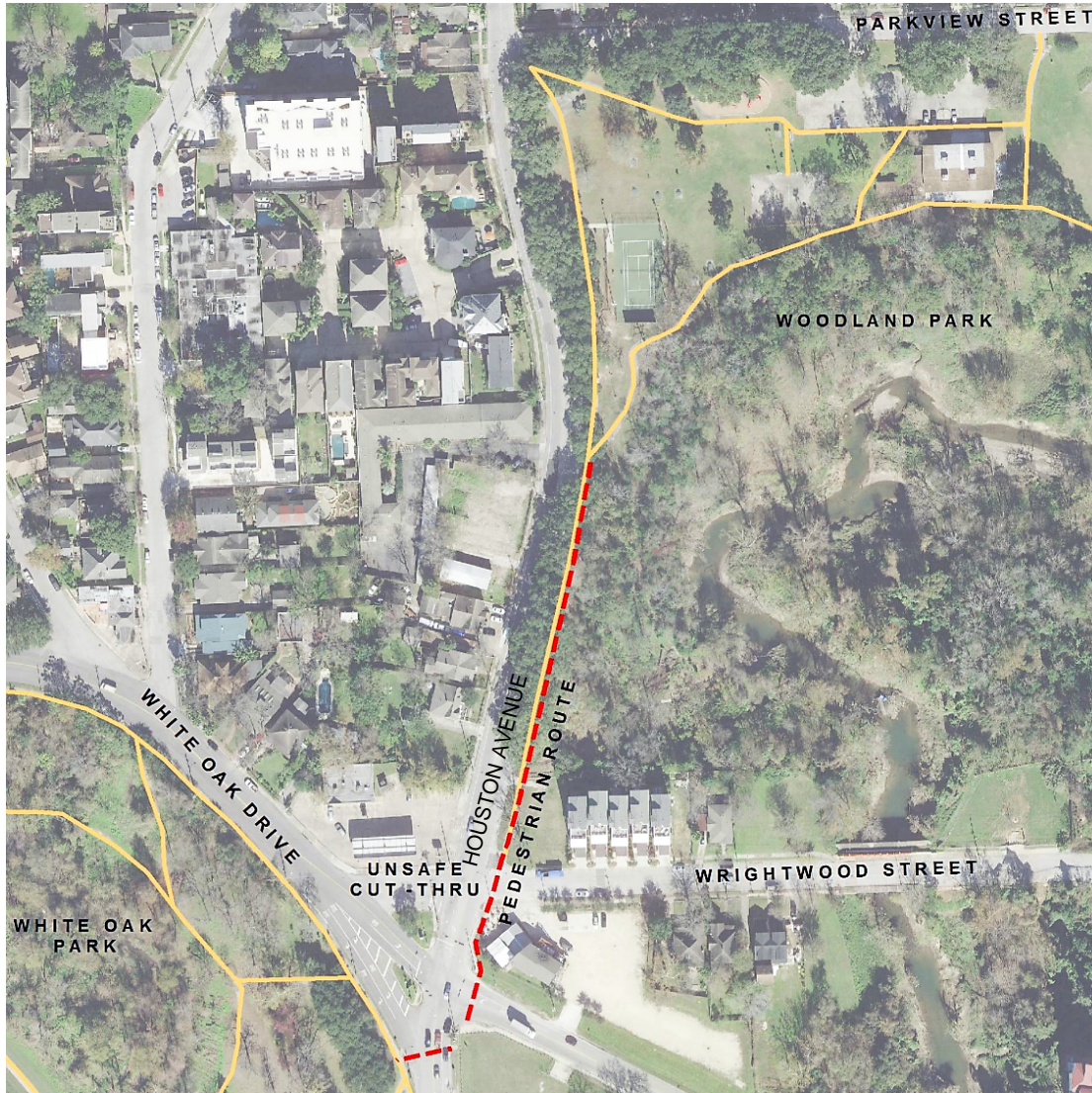


WA	Project Name	CIP Project Number	Status	Work Completed Since the Last Board Meeting on June 28, 2018	Work Anticipated in the Next Month
1	General Consultation	-	In Progress	<ul style="list-style-type: none"> • Coordination regarding COH MWDBE database. 	<ul style="list-style-type: none"> • Maintain project list, as needed. • Update COH MWDBE Database for all active CIP projects.
2	Houston Avenue/ White Oak Intersection	T-0520	Active Construction	<ul style="list-style-type: none"> • Coordinated with CNP on schedule for power pole relocations. • Coordinated with AT&T/cable company to develop relocation plan. • Finalized clock tower scope and costs. • Finalized contracts with Contractor, conducted a Pre-Construction site meeting on 8/21/2018, conducted the Pre-Construction Meeting on 8/23/2018, and issued Notice To Proceed. • Coordinated with Contractor via Procore on submittals and RFIs. • Received Notice to Proceed with pavement and bike lane striping modifications south of the intersection on 8/9/2018. • Submitted bike lane striping plan south of the intersection to COH for review on 8/23/2018 and received comments back on 9/4/2018. 	<ul style="list-style-type: none"> • Prepare a change order to incorporate final clock tower & striping scope/cost. • Coordinate with Contractor via Procore for construction updates. • Continue receiving/reviewing submittals and RFI's from contractor. • Continue Coordination with CNP on pole relocations. • Submit final pavement and bike lane striping modifications south of the intersection to COH for approval.
3	Front End Documents	-	Complete	-	-
4/5	Shepherd Drive and Durham Drive	T-0523A/ T-0523B	Funding Application Process	<ul style="list-style-type: none"> • Continued coordination with COH on water and wastewater needs, as needed. • Continued support for corridor property owner meetings, as needed. 	<ul style="list-style-type: none"> • Continue support for corridor property owner meetings and TIP applications. • Continue coordination with TCG on TIP application.
6	Little Thicket Park	T-0521	On Hold - Awaiting NTP	<ul style="list-style-type: none"> • Council approved Memorandum of Understanding (MOU). 	<ul style="list-style-type: none"> • Begin final design once NTP is received.

Houston Avenue & White Oak Drive Intersection Improvements

Project Location

The site is located at the intersection of Houston Avenue and White Oak Drive just northwest of the I-45 and I-10 interchange.



Project Purpose

The purpose of the project is to help attract new investment in the area and serve area residents and visitors by:

- alleviating driver confusion,
- improve crossing conditions,
- address safety concerns, and
- implement connectivity to all amenities surrounding the intersection

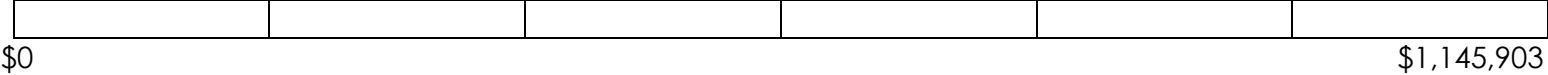
Project Description

The site is located at the northwest corner of I-45 and I-10 and will include realignment of the intersection to improve and create safer crossing conditions, connectivity to park and bike routes, and beautification of the gateway space at the northeastern corner of the intersection. Work includes demolition of existing pavement, sidewalks, and traffic signals, installation of new roadway pavement, traffic signals, shared use path, bicycle and pedestrian facilities, associated landscaping; and related work.

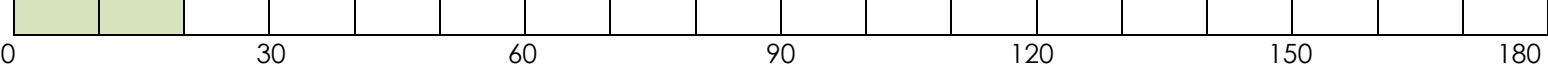
Status Report

Notice to Proceed issued 8/23/2018.
Pre-Construction Meeting held 8/23/2018.
Submittals: 1- 86 reviewed.
Submittals: 2 currently under review.
RFI's 1-14 closed. 4 RFI's pending.
CenterPoint Gas relocations underway.
Installation of shared use path along Woodland Park underway.
Site Progress Meeting held 9/18/2018.
Bi-Weekly O.A.C. Meeting to be held every other Tuesday.

Construction Financials (dollars) – No pay application received to date



Construction Schedule (days)



Progress Photographs





Upcoming Work

- CenterPoint Gas relocations to continue with an open cut across Houston Avenue behind the gas station.
- CenterPoint Pole Relocations to start soon – awaiting schedule from CenterPoint.
- Road work along east side starting 09/24/2018.
- Traffic poles expected to be received in late November 2018.
- Installation of temporary signal poles to start 9/24/2018.
- Project field office anticipated the week of 9/24/2018.
- O.A.C Meeting to be held on site 9/25/2018.

Contact Information

Construction Manager (CM)

Jones & Carter, Inc. (J | C)
1575 Sawdust Road, Suite 400
The Woodlands, Texas 77380
832.302.1272
Contact: James McCain

Contractor

RAC Industries, LLC.
2512 Cocoa Lane
Pasadena, TX 77502
281.970.5300
Contact: Ted Labuzan



ADDENDUM TO PURCHASE ORDER

THIS ADDENDUM TO THE ATTACHED PURCHASE ORDER ("Addendum") is entered into on the date of the attached Purchase Order ("Effective Date"), between the **CITY OF HOUSTON, TEXAS** ("City"), a Texas home-rule city principally situated in Harris County, and **MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY** ("Authority"), a Texas local government corporation.

1. This Addendum and attached Purchase Order are issued in connection with City's contribution of funds for a project to restripe Houston Avenue from the Houston Avenue and White Oak Drive intersection to the hike-and-bike trail at Spring Street, a distance of approximately 2,000 feet ("Project"), within Reinvestment Zone Number Five, City of Houston, Texas ("Zone"), undertaken by the Authority pursuant to and in accordance with the Sixth Amended Project Plan and Reinvestment Zone Financing Plan for the Zone approved by the City Council of the City by Ordinance No. 2015-1048, passed and adopted on November 4, 2015. The Authority shall be responsible for hiring a contractor to undertake the Project in accordance with the following Scope of Work:
 - Restriping of two (2) buffered bike lanes, two (2) vehicular lanes of traffic, a median (north of Weber Street) and a center turn lane (south of Weber Street).
 - Restriping just south of Spring Street to transition to the new lane configuration north of Spring Street.
 - Installation of signage as needed within the Project limits.
2. This Addendum shall control over and override all terms and conditions of the attached Purchase Order, as well as those of any written specifications, statement of work, work write-up, or other project plan, that conflict or are inconsistent with this Addendum, and this Addendum is hereby substituted for any such conflicting or inconsistent term or condition. No other term or condition in any such or other document relating to the subject matter hereof may or shall amend, modify, conflict with, or diminish any term or condition of this Addendum, and any such term or condition is and shall be void and unenforceable.
3. Upon completion of the Project, the City shall reimburse the Authority for a portion of the total Project cost in an amount not to exceed **\$25,000.00**, on the basis of Project invoices submitted by Authority and approved by the Houston Public Works Director, or designee ("Director"), showing the work performed on the Project and the corresponding itemized actual costs or expenses of that work. The City shall submit reimbursement to the Authority at its address for notices within 30 days of receipt of an approved invoice.
4. The total amount paid by the City to the Authority for the City's portion of the total Project cost under this Addendum and the attached Purchase Order shall not exceed the total cumulative amount of **\$25,000.00**, and City shall have no obligation to pay more than such amount. The Authority recognizes that, under Sections 19 and 19a of the City's Charter and Article XI, Section 5 of the Texas Constitution, the City may not obligate itself by contract to pay more money than the amount the City Council appropriates; and the Authority further recognizes that the City Council has appropriated and allocated only

\$25,000.00 to reimburse the Authority for a portion of the total Project cost under this Addendum and Purchaser Order. The City's obligation to the Authority under this Addendum and Purchase Order and subsequent Purchase Orders shall not exceed **\$25,000.00**, unless both of the following events occur: (a) the City Council makes further appropriations for this Addendum, and (b) the City issues a duly authorized amendment to this Addendum prior to its termination.

5. Addresses for notice shall be as follows:

City:

Houston Public Works Director
City of Houston, Texas
P.O. Box 1562
Houston, Texas 77002

Authority:

Memorial Heights Redevelopment Authority
c/o Sanford Kuhl Hagan Kugle Parker Kahn LP
1980 Post Oak Blvd., Suite 1380
Houston, Texas 77056

6. **THE AUTHORITY SHALL (AND SHALL CAUSE ITS CONTRACTOR TO) AGREE TO AND RELEASE THE CITY, ITS AGENTS, EMPLOYEES, OFFICERS, AND LEGAL REPRESENTATIVES (COLLECTIVELY THE "CITY") FROM ALL LIABILITY FOR INJURY, DEATH, DAMAGE, OR LOSS TO PERSONS OR PROPERTY SUSTAINED IN CONNECTION WITH OR INCIDENTAL TO PERFORMANCE UNDER THIS ADDENDUM, EVEN IF THE INJURY, DEATH, DAMAGE, OR LOSS IS CAUSED BY THE CITY'S SOLE OR CONCURRENT NEGLIGENCE AND/OR THE CITY'S STRICT PRODUCTS LIABILITY OR STRICT STATUTORY LIABILITY. THE AUTHORITY HEREBY COVENANTS AND AGREES NOT TO SUE THE CITY FOR ANY CLAIMS, DEMANDS, OR CAUSES OF ACTION DIRECTLY OR INDIRECTLY RELATED TO ITS RELEASE UNDER THIS SECTION. FOR THE AVOIDANCE OF DOUBT, THIS COVENANT NOT TO SUE DOES NOT APPLY TO CLAIMS FOR BREACH OF THIS ADDENDUM.**
7. The requirements and terms of the City of Houston's Zero Tolerance Policy for Human Trafficking and Related Activities, as set forth in Executive Order 1-56, as revised from time to time, are incorporated into this Addendum and the attached Purchase Order for all purposes. The Authority has reviewed Executive Order 1-56, as revised, and shall comply with its terms and conditions as they are set out at the time of this Addendum's effective date. The Authority shall notify the City's Chief Procurement Officer, City Attorney, and the Director of any information regarding possible violation by the Authority or its

This Addendum between the **CITY OF HOUSTON, TEXAS**, and the **MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY**, is executed by and through the signatories identified below. This Addendum shall not be effective or binding unless and until it is signed by all such signatories and attached to a duly executed and authorized purchase order.

APPROVED:


**MEMORIAL HEIGHTS REDEVELOPMENT
AUTHORITY**



President
Memorial Heights Redevelopment Authority

Date: July 26, 2018

ATTEST:




Secretary
Memorial Heights Redevelopment Authority

Date: July 27, 2018

APPROVED:

CITY OF HOUSTON



Carol Ellinger Haddock, P.E.
Director, Houston Public Works

Date: August 3, 2018

INTERLOCAL AGREEMENT FOR EROSION CONTROL AT LITTLE THICKET PARK

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

ARTICLE 1 PARTIES

THIS INTERLOCAL AGREEMENT FOR EROSION CONTROL AT LITTLE THICKET PARK ("Agreement") is made on the Countersignature Date between the **CITY OF HOUSTON, TEXAS** ("City"), a Texas home-rule city, and the **MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY** ("Authority"), a nonprofit local government corporation, organized and existing under the laws of the State of Texas.

1.1. Addresses

The initial addresses of the parties, which one party may change by giving written notice of its changed address to the other party, are as follows:

<u>City</u>	<u>Authority</u>
City of Houston Director, Parks and Recreation Department 2999 S. Wayside Drive Houston, Texas 77023	Memorial Heights Redevelopment Authority c/o SK Law 1980 Post Oak Blvd., Suite 1380 Houston, Texas 77056

The parties agree as follows:

1.2. Table of Contents

This Agreement consists of the following sections:

	Page No.
ARTICLE 1 PARTIES	1
ARTICLE 2 DEFINITIONS	4
ARTICLE 3 DUTIES OF THE AUTHORITY	5
ARTICLE 4 DUTIES OF CITY	5
ARTICLE 5 TERM AND TERMINATION	7
ARTICLE 6 MISCELLANEOUS PROVISIONS	8
EXHIBIT	
A Scope of Work for Erosion Control at Little Thicket Park	

1.3. Parts Incorporated

The exhibits described above are incorporated into this Agreement.

1.4. Controlling Parts

If a conflict between the sections of this Agreement and the exhibits arises, the sections control over the exhibits.

1.5. Signatures

The parties have executed this Agreement in multiple copies, each of which is an original.

**THE AUTHORITY:
MEMORIAL HEIGHTS
REDEVELOPMENT AUTHORITY**

**THE CITY:
CITY OF HOUSTON, TEXAS**

By: _____
Name: _____
Title: _____
Tax ID No.: 134251016-20009

Mayor

ATTEST

ATTEST/SEAL:

By: _____
Name: _____
Title: _____

City Secretary

APPROVED AND RECOMMENDED:

Director, Parks and Recreation Department

APPROVED AND RECOMMENDED:

Chief Development Officer

COUNTERSIGNED BY:

City Controller

DATE COUNTERSIGNED:

APPROVED AS TO FORM:

Senior Assistant City Attorney
L.D. File No. _____

ARTICLE 2 DEFINITIONS

As used in this Agreement, the following terms shall have meanings set out below:

- 2.1. “Additional Improvements”** is defined in Section 3.1 of this Agreement.
- 2.2. “Authority”** is defined in Article 1 of this Agreement and includes the Authority’s successors and assigns.
- 2.3. “Authority Contribution”** is defined in Section 3.1 of this Agreement.
- 2.4. “City”** is defined in Article 1 of this Agreement and includes its successors and assigns.
- 2.5. “City Contribution”** is defined in Section 4.1.1 of this Agreement.
- 2.6. “Countersignature Date”** is the date of countersignature by the City Controller of the City of Houston.
- 2.7. “Director”** means the Director of the City of Houston Parks and Recreation Department or the Director’s designee.
- 2.8. “Park”** means Little Thicket Park.
- 2.9. “Project”** means erosion control improvements at the Park, as described more fully in Exhibit A.
- 2.10. “Project Costs”** means the costs associated with the Project.

ARTICLE 3 DUTIES OF THE AUTHORITY

3.1. Authority Contribution; Scope of Work

1. The Authority shall contribute \$405,000.00 under this Agreement (“Authority Contribution”) for expenditure on (i) Project Costs; and (ii) costs to design and construct additional improvements to the Park for which the Director has provided approval in advance in writing (“Additional Improvements”).

2. The Authority shall provide the City all labor, material, and supervision necessary to construct the Project and, if applicable, the Additional Improvements. The Authority, its contractors and subcontractors, will be responsible for all permits required for the Project or Additional Improvements and all consents required to be obtained from any applicable governmental agency. The City, as owner of the land comprising the Park, agrees to cooperate fully in the Authority's applications for such permits and consents.

The Authority shall coordinate preparation of design and construction plans and specifications and administer bidding, construction, inspection, materials testing and surveying for the Project and, if applicable, the Additional Improvements. The Authority shall submit copies of the plans for the Project and for any Additional Improvements to the Director at intervals of 30%, 60% and 90% completion for the Director's review and approval. The Authority shall serve as the "governmental entity" for advertising and receiving bids for the construction of the Project and, if applicable, the Additional Improvements, and the City shall have no responsibility for administration of the bidding process and shall incur no obligation to any bidder thereby. The Authority will advertise and receive bids for construction of the Project and, if applicable, the Additional Improvements, in accordance with applicable competitive bidding laws. At the time of advertisement for construction of the Project or any Additional Improvements, the Authority shall submit to the City a copy of the publication notice.

3.2. Insurance and Indemnification

The Authority shall comply with the provisions of Sections XIII and XV of the First Amended and Restated Tri-Party Agreement by and between the City, the Authority and Reinvestment Zone Number Five, City of Houston, Texas, made effective June 22, 2001, as may be amended from time to time (the "Tri-Party Agreement"), relating to insurance and indemnification. Prior to beginning construction, the Authority shall require each contractor to provide the City with copies of bonds covering faithful performance of this Agreement and payment of obligations arising under it as required pursuant to Chapter 2253 of the Texas Government Code. Each contractor shall name the City as dual obligee on such bonds.

3.3. Minority and Women Business Enterprises

The Authority shall comply with the provisions of Section X of the Tri-Party Agreement relating to Minority and Women Business Enterprises.

3.4 Accounting Report

Upon completion of the Project, the Authority shall provide the Director with an accounting report that itemizes the Project Costs funded by the City Contribution, for the Director's review and approval. The Director shall approve the accounting report if, in the Director's opinion, the City Contribution has been expended in accordance with this Agreement.

ARTICLE 4 DUTIES OF CITY

4.1. City Contribution; Conditions of Expenditure; Use of Excess Funds

1. The City shall contribute \$405,000.00 for Project Costs to the Authority under this Agreement ("City Contribution"). Within forty-five (45) days of the City's receipt of the publication notice described in Section 3.1 of this Agreement, the City shall remit the City Contribution to the Authority at its address for notices.

2. The City Contribution must be expended in accordance with the purposes authorized under this Agreement. If the Authority expends any portion of the City Contribution for purposes inconsistent with the terms of this Agreement, the Authority shall be in default of this Agreement and shall immediately return to the City the applicable portion of the City Contribution in accordance with the provisions of Section 5.2 of this Agreement.

3. The City Contribution must be expended in accordance with the purposes authorized under Section 42-255(d) of the City Code of Ordinances. If the Authority expends any portion of the City Contribution for purposes inconsistent with Section 42-255(d) or the terms of this Agreement, the Authority shall be in default of this Agreement and shall immediately return to the City the applicable portion of the City Contribution in accordance with the provisions of Section 5.2 of this Agreement.

4. In the event that any portion of the City Contribution is not expended by the Authority for the Project Costs listed on Exhibit A, those funds may be expended by the Authority for Additional Improvements, as applicable, provided that (i) any such proposed expenditures for Additional Improvements must be approved in advance in writing by the Director; and (ii) upon expenditure of such funds, the Authority shall provide the Director with an accounting report that itemizes the expenditures funded by any portion of the City Contribution, for the Director's review and approval. The Director shall approve the accounting report if, in the Director's opinion, the subject funds have been spent in accordance with this Agreement.

4.2. Taxes

The City is exempt from payment of Federal Excise and Transportation Tax and Texas Limited Sales and Use Tax. The Authority's invoices to the City must not contain assessments of any of these taxes. The Director will furnish the City's exemption certificate and federal tax identification number to the Authority.

ARTICLE 5 TERM AND TERMINATION

5.1. Agreement Term

This Agreement is effective on the Countersignature Date, and, unless sooner

terminated under this Agreement, expires upon the later of (i) Director's acceptance of the Project; (ii) the Authority's final remittance of any portion of the City Contribution that the Authority has not (x) expended in accordance with Section 4.1 of this Agreement or (y) encumbered to pay its obligations for the Project under a contract existing at the time of such termination; or (iii) Director's acceptance of the Additional Improvements for which the Authority has expended all remaining amounts of the Authority Contribution and the City Contribution. The Director may not accept the Project, or any Additional Improvements, unless the Director has first accepted the corresponding accounting report, as described in Sections 3.4 and 4.1.4 of this Agreement.

5.2. Termination

1. Either party may terminate this Agreement, without cause, by 30 days' written notice to the other party. After termination under this provision, neither party shall have any further obligation under this Agreement, except as follows: the Authority shall return to the City any portion of the City Contribution the Authority has not (i) expended in accordance with Article 4 of this Agreement or (ii) encumbered to pay its obligations for the Project under a contract existing at the time of such termination.

TERMINATION OF THIS AGREEMENT IS THE PARTIES' ONLY REMEDY FOR TERMINATION FOR CONVENIENCE, WHICH DOES NOT CONSTITUTE A DEFAULT OR BREACH OF THIS AGREEMENT. THE PARTIES WAIVE ANY CLAIMS THEY MAY HAVE NOW OR IN THE FUTURE FOR FINANCIAL LOSSES OR OTHER DAMAGES RESULTING FROM TERMINATION FOR CONVENIENCE.

2. Either party may terminate its performance under this Agreement if the other party defaults and fails to cure within 60 days the default after receiving notice of it. Default occurs if a party fails to perform one or more of its material duties under this Agreement. If a default occurs, the injured party shall deliver a written notice to the defaulting party describing the default and the proposed termination date. The date must be at least 30 days after receipt of such notice. The injured party, at its sole option, may extend the proposed termination date to a later date. If the defaulting party cures the default before the proposed termination date, the proposed termination is ineffective. If the defaulting party does not cure the default before the proposed termination date, the injured party may terminate its performance under this Agreement on the termination date. The Director shall act on behalf of the City to notify the Authority of a default and to effect termination.

ARTICLE 6 MISCELLANEOUS PROVISIONS

6.1. Purpose of Agreement; Responsibilities of the Parties

The parties agree that this Agreement is necessary for the benefit of the public and that each party has the legal authority to perform and to provide the governmental function or service which is the subject matter of this Agreement. The parties further agree that neither party is an agent, servant, or employee of the other party and that each party is responsible for its individual acts and deeds as well as the acts and deeds of its

contractors, employees, representatives, and agents.

6.2. Force Majeure

Neither party shall be held liable for any loss or damage due to delay or failure in performance of any part of this Agreement from any cause beyond its control and without its fault or negligence, such causes may include acts of God, acts of civil or military authority, government regulations (except those promulgated by the party seeking the benefit of this section), embargoes, epidemics, war, terrorist acts, riots, insurrections, fires, explosions, earthquakes, nuclear accidents, floods, strikes, power blackouts, other major environmental disturbances or unusually severe weather conditions.

6.3. Severability

If any part of this Agreement is for any reason found to be unenforceable, all other parts remain enforceable unless the result materially prejudices either party.

6.4. Entire Agreement

This Agreement merges the prior negotiations and understandings of the parties and embodies the entire agreement of the parties. No other agreements, assurances, conditions, covenants (express or implied), or other terms of any kind, exist between the parties regarding this Agreement.

6.5. Written Amendment

Unless otherwise specified elsewhere in this Agreement, this Agreement may be amended only by written instrument executed on behalf of the City (by authority of an ordinance adopted by the City Council) and the Authority. The Director is only authorized to perform the functions specifically delegated to him or her in this Agreement.

6.6. Applicable Laws

This Agreement is subject to the laws of the State of Texas, the City Charter and Ordinances, the laws of the federal government of the United States, and all rules and regulations of any regulatory body or officer having jurisdiction. Venue for any litigation relating to this Agreement is in a state or federal court of competent jurisdiction in Harris County, Texas.

6.7. No Waiver of Immunity

Notwithstanding anything contained in the Agreement to the contrary, nothing in the Agreement shall constitute a waiver by either party of any provisions of (i) Chapters 75, 84, 95 or 101 of the Texas Civil Practice and Remedies Code, as amended, (ii) any laws relating to limitations of liability of the type of entity of such party, or (iii) sovereign or governmental immunity, as any of the foregoing may be available to such party.

6.8. Notices

All notices to either party to this Agreement must be in writing and must be delivered by hand, facsimile, United States registered or certified mail, return receipt

requested, United States Express Mail, Federal Express, Airborne Express, UPS or any other national overnight express delivery service. The notice must be addressed to the party to whom the notice is given at its address set out in Article 1 of this Agreement or other address the receiving party has designated previously by proper notice to the sending party. Postage or delivery charges must be paid by the party giving the notice.

6.9. Captions

Captions contained in this Agreement are for reference only, and, therefore, have no effect in construing this Agreement. The captions are not restrictive of the subject matter of any section in this Agreement.

6.10. Non-Waiver

If either party fails to require the other to perform a term of this Agreement, that failure does not prevent the party from later enforcing that term and all other terms. If either party waives the other's breach of a term, that waiver does not waive a later breach of this Agreement. An approval by the Director, or by any other employee or agent of the City, of any part of the Authority's performance does not waive compliance with this Agreement or establish a standard of performance other than that required by this Agreement and by law.

6.11. Enforcement

The City Attorney or his or her designee may enforce all legal rights and obligations under this Agreement without further authorization. The Authority shall provide to the City Attorney all documents and records pertaining to this Agreement that the City Attorney requests to assist in determining the Authority's compliance with this Agreement, with the exception of those documents made confidential by federal or State law or regulation.

6.12. Ambiguities

If any term of this Agreement is ambiguous, it shall not be construed for or against any party on the basis that the party did or did not write it.

6.13. Survival

The Authority shall remain obligated to the City under all clauses of this Agreement that expressly or by their nature extend beyond the expiration or termination of this Agreement, including but not limited to, the indemnity provisions.

6.14. Parties in Interest

This Agreement does not bestow any rights upon any third party, but binds and benefits the City and the Authority only.

6.15. Successors and Assigns

This Agreement binds and benefits the parties and their legal successors and permitted assigns; however, this provision does not alter the restrictions on assignment

and disposal of assets set out in the following paragraph. This Agreement does not create any personal liability on the part of any officer or agent of the City or the Authority.

6.16. Business Structure and Assignments

The Authority shall not assign this Agreement at law or otherwise or dispose of all or substantially all of its assets without the Director's prior written consent. Nothing in this clause, however, prevents the assignment of accounts receivable or the creation of a security interest as described in Section 9.406 of the Texas Business & Commerce Code. In the case of such an assignment, the Authority shall immediately furnish the City with proof of the assignment and the name, telephone number, and address of the Assignee and a clear identification of the fees to be paid to the Assignee. The Authority shall not delegate any portion of its performance under this Agreement without the Director and City Attorney's prior written consent, such consent not to be unreasonably withheld or delayed provided that the City is not deprived of any rights or protections.

6.17. Remedies Cumulative

Unless otherwise specified elsewhere in this Agreement, the rights and remedies contained in this Agreement are not exclusive, but are cumulative of all rights and remedies which exist now or in the future. Neither party may terminate its duties under this Agreement except in accordance with its provisions.

EXHIBIT A

SCOPE OF WORK FOR EROSION CONTROL AT LITTLE THICKET PARK

Estimated Project Cost: \$600,000.00

City Contribution: \$405,000.00

Authority Funding: The Authority will contribute from the Authority Contribution an amount equal to the difference between the total Project Cost and the City Contribution. The portion of the Authority Contribution that is not expended on Project Costs may be expended on Additional Improvements, subject to approval of the Director pursuant to the Agreement.

Managed by: Memorial Heights Redevelopment Authority

Project Scope:

- Stabilize existing failed bank slope of Little Thicket Bayou (HCFCD Unit E107-00-00) within the limits of Little Thicket Park.
- Grading and drainage along the top of the stabilized bank of Little Thicket Bayou.
- Re-establish vegetation along the top of the stabilized bank of Little Thicket Bayou.

TO: Memorial Heights Redevelopment Authority Board of Directors
FROM: Jim Webb, AICP – The Goodman Corporation
DATE: September 27, 2018
RE: Shepherd and Durham Major Investment Application

As you are aware, we have been developing application materials towards funding support for the reconstruction of Shepherd and Durham Drives, from approximately White Oak Bayou to the IH-610 eastbound frontage road. As the Houston-Galveston Area Council (H-GAC) process has evolved, so has our strategy for the submission of these projects.

Recently, we have explored the feasibility of this project under a “Major Investment” category. This category is for regionally significant projects which carry a cost of \$100M or greater. As part of our comparative analysis, TGC has evaluated how a combined Shepherd and Durham project would score under the Major Investment category in comparison to two projects, separately submitted under the “Other Investments” category.

The projects carry a combined cost (in 2018 \$) of approximately \$82.4M. In order to be able to demonstrate a \$100M cost, it is necessary to include several connecting streets and their associated infrastructure. Working with Jones|Carter, we have identified the addition of several cross-streets which can help to accommodate this \$100M cost. These include: 11th, 14th, 15th, 18th, 19th, 20th, and 24th.

Our analysis has identified that these projects will score slightly higher in “planning factors” (100 points v. 95 points) under the Major Investment category. It is estimated that from a benefit-cost standpoint (the second part of the formal evaluation), the projects will score approximately the same in either category. However, TGC estimates that the highest federal request that our benefit cost assessment can accommodate is \$65M. Thus, at an increased project cost of \$100M, we can only support a federal request of \$65M.

From the standpoint of cost to the MHRA, the options present the following *approximate* financial implications for the MHRA:

Costs	Other Investment	Major Investment
Total Cost (\$2018)	\$82.4M	\$100M
Federal Cost (\$2018)	\$59.6M	\$65M
Local Cost (\$2018)	\$22.8M	\$35M

In review with the MHRA President and Projects Committee, the CIP can absorb these increased costs moving forward. However, a specific strategy for doing so has not yet been determined. It could involve pushing certain projects back slightly and/or the use of financing.

Recommendation: Currently, TGC believes that the Major Investment category is most beneficial towards the funding and successful implementation of this project.

1. It makes the most logical sense to envision this project as one “system.” In essence, the maximum benefit of this effort will be optimally realized if both corridors and most side-streets are completed over a short period of time, rather than in a piecemeal fashion over a lengthy period of time.
2. The Major Investment category allows for an “interview” type process which will allow us to sell the project on a personal level. This will not be accommodated as an “Other Investment.”
3. A Major Investment will provide a slightly better planning factor score.

Request: Approve the accompanying resolution of funding commitment which authorizes the submission of both projects and related intersecting streets as a Major Investment. Authorize the Projects Committee to make the ultimate determination on the final application structure, depending upon feedback from H-GAC throughout the process and any additional information which may be released prior to the current deadline of October 31, 2018.

**RESOLUTION OF SUPPORT AND FUNDING COMMITMENT FOR 2018 CALL FOR
PROJECTS SUBMISSIONS**

**A RESOLUTION BY THE BOARD OF DIRECTORS OF THE MEMORIAL HEIGHTS
REDEVELOPMENT AUTHORITY, A LOCAL GOVERNMENT CORPORATION, FOR THE
SUPPORT AND FUNDING COMMITMENT OF A MAJOR INVESTMENT APPLICATION
FOR THE RECONSTRUCTION OF SHEPHERD AND DURHAM DRIVES THROUGH THE
HOUSTON-GALVESTON AREA COUNCIL TRANSPORTATION IMPROVEMENT
PROGRAM CALL FOR PROJECTS**

WHEREAS, the Houston-Galveston Area Council (H-GAC) has issued the 2018 Transportation Improvement Program (TIP) Call for Projects;

WHEREAS, the Memorial Heights Redevelopment Authority (Authority) has been developing a project for the reconstruction of Shepherd and Durham Drives to include necessary and supportive intersecting streets over the last three years;

WHEREAS, the Authority has developed this project in coordination with the City of Houston whereby a determination has been reached that this project, approximately between White Oak Bayou and IH-610, will be designed and constructed through the efforts of the Authority;

WHEREAS, the Authority's 2018 Capital Improvement Program identifies the required local match commitment required to be able to deliver the project, so long as discretionary federal dollars are obtained;

WHEREAS, the Authority has the documented capability to manage, deliver, and administer infrastructure projects as previously demonstrated through successful project delivery; and

WHEREAS, if funded, the Authority agrees to coordinate with the City of Houston and other pertinent partner agencies to ensure the maintenance and operation of all project improvements for their useful life.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE
MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY THAT:**

Section 1. The Authority Board hereby authorizes the submittal of all required data and information to support a request for the pursuit of discretionary funding.

Section 2. The Authority Board hereby authorizes the commitment of non-federal resources to provide the local match requirement for the project.

Section 3. The Authority Board hereby recognizes that the Authority will, if the project is funded, coordinate with the City of Houston and other affected partner agencies in order to maintain and operate such funded improvements.

Section 4. This resolution shall be effective immediately upon adoption.

PASSED AND APPROVED this _____ day of September, 2018.

Chair, Board of Directors

ATTEST:

Secretary, Board of Directors

(SEAL)



**Memorial Heights Redevelopment Authority
Monthly Financial Report Summary
September Board Meeting
Thursday, September 27, 2018**

At the beginning of June, the Memorial Heights Redevelopment Authority (TIRZ #5) beginning Operating Fund Balance was \$5,297,349. TIRZ #5 received a total of \$833,541, from Money Market interest and \$5,724,866 from the City of Houston annual increment. During the period, TIRZ #5 processed \$678,003 in disbursements during the period. 86% of the disbursements related to disbursements to the City of Houston for the annual municipal services fee (\$160,652), to Jerdon Enterprises for Capital Projects (\$165,340) and to Jones & Carter for Capital Projects (\$257,364). The ending balance as of month end August 31, 2018 was \$10,377,753.

The invoices pending approval for August total \$86,540. See attached "Unpaid Bills Detail" Report on page 3. A transfer of \$80,000 is required from the Money Market Account to the Operating account to cover outstanding invoices.

There was \$77,077 spent for Capital Projects for the period. The project that utilized the majority of the funding was T-0520 Houston Ave & White Oak (\$159,788). See attached "Capital Improvement Projects" Report on page 4.

**Memorial Heights Redevelopment Authority
General Operating Fund
As of August 31, 2018**

General Operating Fund

BEGINNING BALANCE \$ 5,297,348.75

REVENUE

Prosperity Money Market Interest	6,940.92	Monthly Interest
Prosperity Money Market Interest	13,337.94	Monthly Interest
Prosperity Money Market Interest	13,262.06	Monthly Interest
City of Houston	5,724,865.75	Increment

Total Revenue 5,758,406.67

DISBURSEMENTS

June	2259	Goodman Corporation	3,312.59	Engineering Consultant
	2260	Houston Business Journal	260.00	Publication
	2266	Jerdon Enterprises	127,081.80	Capital Projects
	2267	Jones and Carter	149,092.76	Capital Projects
	2268	McCall Gibson Swedlund	250.00	Audit FY17 Final
	2269	SK Law	8,014.73	Legal Services
	2270	SMW Principle Solutions	8,040.30	Admin Consultant
	2271	The Morton Accounting Services	3,180.82	Accounting
	2258	Goodman Corporation	620.33	Engineering Consultant
	2273	EHRA	956.70	Capital Projects
	2278	The Morton Accounting Services	1,363.34	Accounting
	2272	City of Houston	160,652.00	Municipal Services
	2274	Goodman Corporation	8,100.00	Engineering Consultant
	2275	Jones & Carter	55,907.71	Capital Projects
	2276	SK Law	4,169.02	Legal Services
	2277	SMW Principle Solution	8,253.58	Admin Consulting
July	2282	EHRA	1,238.26	Capital Projects
	2283	Equitax	1,800.00	Tax Consultants
	2284	Goodman Corporation	5,230.21	Engineering Consultant
	2285	Jerdon Enterprise	38,258.30	Capital Projects
	2286	Jones and Carter	16,425.59	Capital Projects
	2287	SK Law	6,985.80	Legal Services
	2288	SMW Principle Solutions	8,083.35	Admin Consulting
	2289	The Morton Accounting Services	1,363.34	Accounting
August	2290	Goodman Corporation	4,411.90	Engineering Consultant
	2291	Jones and Carter	35,937.71	Capital Projects
	2292	SK Law	2,657.40	Legal Services
	2293	SMW Principle Solutions	8,032.08	Admin Consulting
	2294	The Morton Accounting Services	1,256.67	Accounting
	2295	Trees for Houston	7,066.50	Planting & Watering

Total Disbursements 678,002.79

ENDING BALANCE \$ 10,377,752.63

August 31, 2018

Balance

LOCATION OF ASSETS

Prosperity Operating	\$	21,587.82
Prosperity Money Market		10,356,164.81

Total Account Balance \$ 10,377,752.63

Memorial Heights Redevelopment Authority
Unpaid Bills Detail
As of September 18, 2018

Type	Date	Num	Due Date	Memo	Open Balance
Goodman Corporation					
Bill	08/31/2018	8-2018-19	09/10/2018	MRA104 Project - August 2018 - \$10,000 + \$17,500	21,875.00
Bill	08/31/2018	8-2018-18	09/10/2018	MRA103 Project - August 2018 - \$13,500	5,400.00
Bill	08/31/2018	8-2018-17	09/10/2018	MRA101 Project - August 2018	974.40
Total Goodman Corporation					28,249.40
Jones & Carter Inc.					
Bill	08/31/2018	00271155	09/10/2018	Work Order 1 - Through August 31, 2018	2,679.66
Bill	08/31/2018	00271156	09/10/2018	Work Order 2 - Through August 31, 2018	33,652.00
Bill	08/31/2018	00271157	09/10/2018	Shepherd Dr 6th to 610 - Through August 31, 2018	100.00
Bill	08/31/2018	00271158	09/10/2018	Work Order 5 - Durham - Through August 31, 2018	2,500.00
Total Jones & Carter Inc.					38,931.66
McCall Gibson Swedlund Barfoot PLLC					
Bill	08/31/2018	2018 Audit ...	09/10/2018	2018 Audit Interim	5,500.00
Total McCall Gibson Swedlund Barfoot PLLC					5,500.00
Sanford Kuhl Hagan Kugle Parker Kahn					
Bill	08/31/2018	18-1754	09/10/2018	Admin/Meeting through August 2018	210.00
Bill	08/31/2018	18-1755	09/10/2018	General Legal services through August 2018	2,756.21
Bill	08/31/2018	18-1756	09/10/2018	Legal services through August 2018	1,281.25
Bill	08/31/2018	18-1757	09/10/2018	Legal services through August 2018	256.25
Total Sanford Kuhl Hagan Kugle Parker Kahn					4,503.71
SMW Principle Solutions, Inc.					
Bill	08/31/2018	1119	09/10/2018	August Consulting 2018	8,098.83
Total SMW Principle Solutions, Inc.					8,098.83
The Morton Accounting Services					
Bill	08/31/2018	1783	09/10/2018	August CPA Services	1,256.67
Total The Morton Accounting Services					1,256.67
TOTAL					86,540.27

10:04 AM

09/18/18

Accrual Basis

Memorial Heights Redevelopment Authority
Capital Improvement Projects
July through August 2018

Type	Date	Num	Name	Memo	Amount
Capital Improvement Plan					
T-0520 Houston Ave & White Oak					
Bill	07/31/2018	00269707	Jones & Carter Inc.	Work Order 2 - Through July 27, 2018	22,198.71
Bill	07/31/2018	18-1585	Sanford Kuhl Hagan Kugle Parker Ka...	Legal services through July 2018	381.25
Bill	07/31/2018	1112	SMW Principle Solutions, Inc.	July 2018 Consulting	1,000.00
Bill	08/31/2018	1119	SMW Principle Solutions, Inc.	August 2018 Consulting	1,275.00
Bill	08/31/2018	18-1756	Sanford Kuhl Hagan Kugle Parker Ka...	Legal services through August 2018	1,281.25
Bill	08/31/2018	00271156	Jones & Carter Inc.	Work Order 2 - Through August 31, 2018	33,652.00
Total T-0520 Houston Ave & White Oak					59,788.21
T-0521 Little Thicket Park Impr					
Bill	07/31/2018	18-1586	Sanford Kuhl Hagan Kugle Parker Ka...	Legal services through July 2018	325.00
Bill	07/31/2018	1112	SMW Principle Solutions, Inc.	July 2018 Consulting	1,000.00
Bill	08/31/2018	1119	SMW Principle Solutions, Inc.	August 2018 Consulting	500.00
Bill	08/31/2018	18-1757	Sanford Kuhl Hagan Kugle Parker Ka...	Legal services through August 2018	256.25
Total T-0521 Little Thicket Park Impr					2,081.25
T-0523 Shepherd/Durham Reconst					
Bill	07/31/2018	00269708	Jones & Carter Inc.	Shepherd Dr 6th to 610 - Through July 27, 2018	5,538.00
Bill	07/31/2018	00269709	Jones & Carter Inc.	Work Order 5 - Durham - Through July 27, 2018	1,745.00
Bill	07/31/2018	18-1587	Sanford Kuhl Hagan Kugle Parker Ka...	Legal services through July 2018	150.00
Bill	07/31/2018	1112	SMW Principle Solutions, Inc.	T-0523A July 2018 Consulting	800.00
Bill	07/31/2018	1112	SMW Principle Solutions, Inc.	T-0523B July 2018 Consulting	800.00
Bill	08/31/2018	1119	SMW Principle Solutions, Inc.	T-0523A August 2018 Consulting	1,375.00
Bill	08/31/2018	1119	SMW Principle Solutions, Inc.	T-0523B August 2018 Consulting	1,200.00
Bill	08/31/2018	00271157	Jones & Carter Inc.	Shepherd Dr 6th to 610 - Through August 31, 2018	100.00
Bill	08/31/2018	00271158	Jones & Carter Inc.	Work Order 5 - Durham - Through August 31, 2018	2,500.00
Total T-0523 Shepherd/Durham Reconst					14,208.00
T-0529 Yale @ Center					
Bill	08/31/2018	1119	SMW Principle Solutions, Inc.	August 2018 Consulting	1,000.00
Total T-0529 Yale @ Center					1,000.00
Total Capital Improvement Plan					77,077.46
TOTAL					77,077.46

Memorial Heights Redevelopment Authority
BUDGET TO ACTUAL
For the Months Ended Aug 31, 2018

	Aug 31, 2018 Actual	Aug 31, 2018 Budget	Variance	% of Budget
Revenue				
Interest Income	\$ 26,600.00	\$ 0.00	\$ 26,600.00	
Total Revenue	26,600.00	0.00	26,600.00	
Capital Improvement Plan				
T-0520 Houston Ave & White Oak	59,788.21	0.00	59,788.21	
T-0521 Little Thicket Park Impr	2,081.25	0.00	2,081.25	
T-0523 Shepherd/Durham Reconstr	14,208.00	0.00	14,208.00	
T-0529 Yale @ Center	1,000.00	0.00	1,000.00	
Total Capital Improvement Plan	77,077.46	0.00	77,077.46	
Gross Profit	(50,477.46)	0.00	(50,477.46)	
Operating Expenses				
Program and Project Consultants				
Engineering Consultants	41,796.96	0.00	41,796.96	
Legal Expense	4,087.36	0.00	4,087.36	
TIRZ Administration & Overhead				
Accounting	2,513.34	0.00	2,513.34	
Administration	7,860.91	0.00	7,860.91	
Auditing	5,500.00	0.00	5,500.00	
Tax Consultant	1,800.00	0.00	1,800.00	
Total Operating Expenses	63,558.57	0.00	63,558.57	
Net Income (Loss)	(114,036.03)	0.00	(114,036.03)	

Memorial Heights Redevelopment Authority
BALANCE SHEET
Aug 31, 2018

Assets				
	2018	2017	Variance	%
Current Assets				
Prosperity - Money Market	\$ 10,356,164.81	\$ 6,119,369.77	\$ 4,236,795.04	69.24 %
Prosperity Bank - Operating	21,587.82	2,614.82	18,973.00	725.59 %
Prepaid Expense	0.00	970.00	(970.00)	(100.00)%
Prepaid Insurance	<u>723.98</u>	<u>0.00</u>	<u>723.98</u>	<u>0.00 %</u>
Total Current Assets	10,378,476.61	6,122,954.59	4,255,522.02	69.50 %
 Total Assets	 <u>\$ 10,378,476.61</u>	 <u>\$ 6,122,954.59</u>	 <u>\$ 4,255,522.02</u>	 <u>69.50 %</u>
 Liabilities and Fund Balance				
	2018	2017	Variance	%
Current Liabilities				
Accounts Payable	<u>\$ 86,540.27</u>	<u>\$ 56,936.83</u>	<u>\$ 29,603.44</u>	<u>51.99 %</u>
Total Current Liabilities	86,540.27	56,936.83	29,603.44	51.99 %
 Fund Balance				
Retained Earnings	10,405,972.37	6,152,955.63	4,253,016.74	69.12 %
Net Income	<u>(114,036.03)</u>	<u>(86,937.87)</u>	<u>(27,098.16)</u>	<u>31.17 %</u>
Total Fund Balance	<u>10,291,936.34</u>	<u>6,066,017.76</u>	<u>4,225,918.58</u>	<u>69.67 %</u>
 Total Liabilities and Fund Balance	 <u>\$ 10,378,476.61</u>	 <u>\$ 6,122,954.59</u>	 <u>\$ 4,255,522.02</u>	 <u>69.50 %</u>

Memorial Heights Redevelopment Authority

Profit & Loss Detail

July through August 2018

Accrual Basis

Type	Date	Num	Adj	Name	Memo	Amount
Ordinary Income/Expense						
Income						
Interest Income						
Depo...	07/31/2018				Interest	13,337.94
Depo...	08/31/2018				Interest	13,262.06
Total Interest Income						26,600.00
Total Income						26,600.00
Cost of Goods Sold						
Capital Improvement Plan						
T-0520 Houston Ave & White Oak						
Bill	07/31/2018	00269707		Jones & Carter Inc.	Work Order 2 - Through July 27, 2018	22,198.71
Bill	07/31/2018	18-1585		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through July 2018	381.25
Bill	07/31/2018	1112		SMW Principle Solutions, Inc.	July 2018 Consulting	1,000.00
Bill	08/31/2018	1119		SMW Principle Solutions, Inc.	August 2018 Consulting	1,275.00
Bill	08/31/2018	18-1756		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through August 2018	1,281.25
Bill	08/31/2018	00271156		Jones & Carter Inc.	Work Order 2 - Through August 31, 2018	33,652.00
Total T-0520 Houston Ave & White Oak						59,788.21
T-0521 Little Thicket Park Impr						
Bill	07/31/2018	18-1586		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through July 2018	325.00
Bill	07/31/2018	1112		SMW Principle Solutions, Inc.	July 2018 Consulting	1,000.00
Bill	08/31/2018	1119		SMW Principle Solutions, Inc.	August 2018 Consulting	500.00
Bill	08/31/2018	18-1757		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through August 2018	256.25
Total T-0521 Little Thicket Park Impr						2,081.25
T-0523 Shepherd/Durham Reconstr						
Bill	07/31/2018	00269708		Jones & Carter Inc.	Shepherd Dr 6th to 610 - Through July 27, 2018	5,538.00
Bill	07/31/2018	00269709		Jones & Carter Inc.	Work Order 5 - Durham - Through July 27, 2018	1,745.00
Bill	07/31/2018	18-1587		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through July 2018	150.00
Bill	07/31/2018	1112		SMW Principle Solutions, Inc.	T-0523A July 2018 Consulting	800.00
Bill	07/31/2018	1112		SMW Principle Solutions, Inc.	T-0523B July 2018 Consulting	800.00
Bill	08/31/2018	1119		SMW Principle Solutions, Inc.	T-0523A August 2018 Consulting	1,375.00
Bill	08/31/2018	1119		SMW Principle Solutions, Inc.	T-0523B August 2018 Consulting	1,200.00
Bill	08/31/2018	00271157		Jones & Carter Inc.	Shepherd Dr 6th to 610 - Through August 31, 2018	100.00
Bill	08/31/2018	00271158		Jones & Carter Inc.	Work Order 5 - Durham - Through August 31, 2018	2,500.00
Total T-0523 Shepherd/Durham Reconstr						14,208.00
T-0529 Yale @ Center						
Bill	08/31/2018	1119		SMW Principle Solutions, Inc.	August 2018 Consulting	1,000.00
Total T-0529 Yale @ Center						1,000.00
Total Capital Improvement Plan						77,077.46
Total COGS						77,077.46
Gross Profit						-50,477.46
Expense						
Program and Project Consultants						
Engineering Consultants						
Bill	07/31/2018	00269706		Jones & Carter Inc.	Work Order 1 - Through July 27, 2018	6,456.00
Bill	07/31/2018	7-2018-...		Goodman Corporation	MRA101 Project - July 2018	974.40
Bill	07/31/2018	7-2018-9		Goodman Corporation	MRA104 Project - July 2018 - \$10,000	3,437.50
Bill	08/31/2018	8-2018-...		Goodman Corporation	MRA104 Project - August 2018 - \$10,000 + \$17,500	21,875.00
Bill	08/31/2018	8-2018-...		Goodman Corporation	MRA103 Project - August 2018 - \$13,500	5,400.00
Bill	08/31/2018	8-2018-...		Goodman Corporation	MRA101 Project - August 2018	974.40
Bill	08/31/2018	00271155		Jones & Carter Inc.	Work Order 1 - Through August 31, 2018	2,679.66
Total Engineering Consultants						41,796.96
Legal Expense						
Bill	07/31/2018	18-1584		Sanford Kuhl Hagan Kugle Parker Kahn	General Legal services through July 2018	1,331.15
Bill	08/31/2018	18-1755		Sanford Kuhl Hagan Kugle Parker Kahn	General Legal services through August 2018	2,756.21
Total Legal Expense						4,087.36
Total Program and Project Consultants						45,884.32
TIRZ Administration & Overhead						
Accounting						
Bill	07/31/2018	1776		The Morton Accounting Services	July CPA Services	1,256.67
Bill	08/31/2018	1783		The Morton Accounting Services	August CPA Services	1,256.67
Total Accounting						2,513.34

No assurance is provided on these financial statements

Memorial Heights Redevelopment Authority

Profit & Loss Detail

July through August 2018

Accrual Basis

Type	Date	Num	Adj	Name	Memo	Amount
Administration						
Bill	07/31/2018	18-1583		Sanford Kuhl Hagan Kugle Parker Kahn	Admin/Meeting through July 2018	470.00
Bill	07/31/2018	1112		SMW Principle Solutions, Inc.	July 2018 Consulting	4,400.00
Bill	07/31/2018	1112		SMW Principle Solutions, Inc.	July 2018 Expenses	32.08
Bill	08/31/2018	1119		SMW Principle Solutions, Inc.	August 2018 Consulting	2,650.00
Bill	08/31/2018	1119		SMW Principle Solutions, Inc.	August 2018 Expenses	98.83
Bill	08/31/2018	18-1754		Sanford Kuhl Hagan Kugle Parker Kahn	Admin/Meeting through August 2018	210.00
Total Administration						7,860.91
Auditing						
Bill	08/31/2018	2018 A...		McCall Gibson Swedlund Barfoot PLLC	2018 Audit Interim	5,500.00
Total Auditing						5,500.00
Tax Consultant						
Bill	07/01/2018	52694		Equi Tax Inc.	July - June 2019 Tax Consulting	1,800.00
Total Tax Consultant						1,800.00
Total TIRZ Administration & Overhead						17,674.25
Total Expense						63,558.57
Net Ordinary Income						-114,036.03
Net Income						-114,036.03

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

Invoice

Bill To
MHRA/TIRZ No. 5 c/o SKLaw 1980 Post Oak Blvd., Ste. 1380 Houston, TX 77056

Date	Invoice #
8/31/2018	8-2018-18

Terms	Project
	MRA103

Item	Description	Rate	Prior %	Curr %	Amount
Contract Services	Task 1 - Estimate Bicycle Demand and Updated Benefits	13,500.00	60%	40.00%	5,400.00

Total	\$5,400.00
Balance Due	\$5,400.00

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

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

Invoice

Bill To

MHRA/TIRZ No. 5
c/o SKLaw
1980 Post Oak Blvd., Ste. 1380
Houston, TX 77056

Date	Invoice #
8/31/2018	8-2018-19

Terms	Project
	MRA104

[illegible]

Total	\$21,875.00
Balance Due	\$21,875.00

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

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

Invoice

Bill To
MHRA/TIRZ No. 5 c/o SKLaw 1980 Post Oak Blvd., Ste. 1380 Houston, TX 77056

Date	Invoice #
8/31/2018	8-2018-17

Terms	Project
	MRA101

Item	Description	Rate	Prior %	Curr %	Amount
Contract Services	Task 1 - Shepherd/Durham Reconstruction Project: T-0523A & T-0523B				0.00
Contract Services	Task 1A - Project Coordination and Schematic Review for Shephcrd and Durham	15,900.60	100%	0.00%	0.00
Contract Services	Task 1B - Preparation of Full Benefit Analysis and Associated Documentation for Shepherd/Durham	24,584.00	100%	0.00%	0.00
Contract Services	Task 1C - Facilitation of H-GAC TIP Call for Projects Process for Shepherd/Durham	19,488.00	70%	5.00%	974.40
Contract Services	Task 2 -18th and 19th Reconstruction Between Durham and 20th Street: T-0522A & T-0522B				0.00
Contract Services	Task 2A - Project Coordination and Schematic Review for 18th and 19th	7,156.40	100%	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 3 - Houston Avenue and White Oak Drive Improvements: T-0520				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 via 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	\$974.40
Balance Due	\$974.40

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

BILLING MEMO

TO: Sherry Weesner

FROM: Kristen Hennings

DATE: September 7, 2018

RE: Jones|Carter Invoice – For Services from July 30, 2018 to August 31, 2018

TASK	Total Authorization	Previously Invoiced	Current Invoice	Remaining Budget	Current MWDBE Participation
Work Authorization No. 1					
General	\$ 166,978.00	\$ 148,383.90	\$ 2,679.66	\$ 15,914.44	2.40%
Work Authorization No. 2					
Houston Ave/White Oak Dr	\$ 510,744.00	\$ 314,840.48	\$ 33,652.00	\$ 162,251.52	5.43%
Basic Services	\$ 159,109.40	\$ 141,553.00	\$ 16,247.50	\$ 1,308.90	
Additional Services	\$ 302,824.60	\$ 124,839.46	\$ 17,404.50	\$ 160,580.64	
Reimbursable Expenses	\$ 8,000.00	\$ 7,091.77	\$ -	\$ 908.23	
Work Authorization No. 3					
Front End Specifications	\$ 5,380.00	\$ 5,380.00	\$ -	\$ -	0.00%
Work Authorization No. 4					
Shepherd Drive PER	\$ 605,876.00	\$ 276,920.95	\$ 100.00	\$ 328,855.05	15.15%
Basic Services	\$ 325,566.00	\$ 176,165.25	\$ 100.00	\$ 149,300.75	
Additional Services	\$ 272,310.00	\$ 97,612.05		\$ 174,697.95	
Reimbursable Expenses	\$ 8,000.00	\$ 3,143.65	\$ -	\$ 4,856.35	
Work Authorization No. 5					
Durham Drive Grant App.	\$ 386,324.00	\$ 176,527.05	\$ 2,500.00	\$ 207,296.95	23.76%
Basic Services	\$ 137,494.00	\$ 76,434.00	\$ 2,500.00	\$ 58,560.00	
Additional Services	\$ 246,830.00	\$ 100,093.05		\$ 146,736.95	
Reimbursable Expenses	\$ 2,000.00	\$ -	\$ -	\$ 2,000.00	
Work Authorization No. 6					
Little Thicket Park	\$ 70,899.00	\$ 65,974.30	\$ -	\$ 4,924.70	20.46%
Basic Services	\$ 21,575.00	\$ 17,153.54	\$ -	\$ 4,421.46	
Additional Services	\$ 48,824.00	\$ 48,820.76	\$ -	\$ 3.24	
Reimbursable Expenses	\$ 500.00	\$ -	\$ -	\$ 500.00	
TOTAL	\$ 1,746,201.00	\$ 988,026.68	\$ 38,931.66	\$ 719,242.66	

Tasks Completed for Current Invoicing Period:

- Work Authorization 1 – General Authorization
 - Maintained Project List and budgets.
- Work Authorization 2 – Houston Avenue/White Oak Drive Intersection
 - Conducted Pre-Construction meeting on 08/23/2018.
 - Reviewed submittals from the Contractor.
 - Responded to RFIs from the Contractor.
 - Coordinated with CenterPoint for power pole relocations.
 - Coordinated with AT&T for pole relocation.
 - Coordinated with Friends of Woodland Park to receive the budget and scope estimate to refurbish the clock tower.
- Work Authorization 3 – Front End Documents
 - No action.
- Work Authorization 4/5 – Shepherd Drive & Durham Drive
 - Continued coordination with TGC on TIP and other grant applications.
 - Reviewed updated COH criteria and determined impact to projects.
 - Continued coordination with COH on water and wastewater needs.
 - Continued support for corridor property owner meetings.
- Work Authorization 6 – Little Thicket Park
 - No action.



JONES | CARTER

6330 West Loop South, Suite 150
Bellaire, Texas 77401

Invoice Total \$2,679.66

September 7, 2018

Project No: 14760-0001-00

Invoice No: 00271155

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

PLEASE NOTE OUR REMIT INFO

REMIT ADDRESS:

ACH INFORMATION:

Jones & Carter, Inc. BB&T
P.O. Box 95562 Account #: 1440002564231
Grapevine, TX 76099-9708 Routing #: 111017694

Please send remittance advice to:
AccountsReivable@jonescarter.com

Payment Terms: Due upon Receipt

Project 14760-0001-00 MHRA WA1

Professional Services from July 28, 2018 to August 31, 2018

Task 100 Program Management

	Hours	Rate	Amount
Senior Project Manager	12.25	200.00	2,450.00
Engineer II	.50	94.00	47.00
Admin IV	1.75	73.00	127.75
Totals	14.50		2,624.75
Total Labor			2,624.75

Mileage			
1/10/2018	Williford, Erin	Meeting with Geoff (TEI)	13.54
1/10/2018	Williford, Erin	Projects Committee Meeting	7.66
1/31/2018	Williford, Erin	MHRA Projects Committee Meeting	7.06
2/13/2018	Williford, Erin	MHRA Board Meeting at United Way	9.42
4/26/2018	Williford, Erin	MHRA Board Meeting at United Way	5.89
4/26/2018	Williford, Erin	Tolls to go to GPO after MHRA meeting	4.86
Parking			
1/31/2018	Williford, Erin	MHRA Projects Committee Meeting	6.48
Total Reimbursables			54.91

Billing Limits	Current	Prior	To-Date
Total Billings	2,679.66	148,383.90	151,063.56
Limit			166,978.00
Remaining			15,914.44

TOTAL THIS INVOICE \$2,679.66

Outstanding Invoices

Number	Date	Balance
00269706	8/6/2018	6,456.00
Total		6,456.00



JONES | CARTER

6330 West Loop South, Suite 150
Bellaire, Texas 77401

Invoice Total \$33,652.00

September 7, 2018

Project No: 14760-0002-00

Invoice No: 00271156

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

PLEASE NOTE OUR REMIT INFO

REMIT ADDRESS:

ACH INFORMATION:

Jones & Carter, Inc. BB&T
P.O. Box 95562 Account #: 1440002564231
Grapevine, TX 76099-9708 Routing #: 111017694

Please send remittance advice to:
AccountsReivable@jonescarter.com

Payment Terms: Due upon Receipt

Project 14760-0002-00 MHRA WA2

Services include

Professional Services from July 28, 2018 to August 31, 2018

Task 100 Program Management

Billing Limits	Current	Prior	To-Date
Total Billings	0.00	40,805.00	40,805.00
Limit			40,810.00
Remaining			5.00

Task 200 Final Design

Billing Limits	Current	Prior	To-Date
Total Billings	0.00	141,553.00	141,553.00
Limit			141,555.40
Remaining			2.40

Task 210 Bike Lane Striping

	Hours	Rate	Amount
Senior Project Manager	6.00	200.00	1,200.00
Senior Project Engineer	8.50	175.00	1,487.50
Engineer V	5.00	130.00	650.00
Engineer III	5.00	107.00	535.00
Engineer II	115.50	94.00	10,857.00
Engineer I	17.25	88.00	1,518.00
Totals	157.25		16,247.50
Total Labor			16,247.50

Billing Limits	Current	Prior	To-Date
Total Billings	16,247.50	0.00	16,247.50
Limit			17,554.00
Remaining			1,306.50

Task 300 Construction Phase Services

	Hours	Rate	Amount
Division Manager	2.00	210.00	420.00
Senior Project Manager	36.25	200.00	7,250.00
Senior Project Engineer	2.00	175.00	350.00
Engineer II	30.00	94.00	2,820.00

Project	14760-0002-00	MHRA WA2	Invoice		00271156
Engineer I			2.50	88.00	220.00
Totals			72.75		11,060.00
Total Labor					11,060.00
Billing Limits			Current	Prior	To-Date
Total Billings			11,060.00	12,218.00	23,278.00
Limit					32,280.00
Remaining					9,002.00
Task	400	Bid Phase Services			
Billing Limits			Current	Prior	To-Date
Total Billings			0.00	4,657.00	4,657.00
Limit					4,658.00
Remaining					1.00
Task	410	Traffic Signal Design			
Billing Limits			Current	Prior	To-Date
Total Billings			0.00	20,805.25	20,805.25
Limit					20,835.00
Remaining					29.75
Task	420	Drainage Impact Analysis			
Billing Limits			Current	Prior	To-Date
Total Billings			0.00	11,590.00	11,590.00
Limit					11,608.00
Remaining					18.00
Task	430	Geotechnical Investigation			
Billing Limits			Current	Prior	To-Date
Total Billings			0.00	4,912.92	4,912.92
Limit					4,968.00
Remaining					55.08
Task	440	Phase I ESA			
Billing Limits			Current	Prior	To-Date
Total Billings			0.00	3,888.00	3,888.00
Limit					3,888.00
Task	450	Landscape Architecture			
Billing Limits			Current	Prior	To-Date
Total Billings			0.00	43,782.09	43,782.09
Limit					46,000.00
Remaining					2,217.91
Task	460	TDLR Review & Inspection			
Billing Limits			Current	Prior	To-Date
Total Billings			0.00	858.60	858.60
Limit					2,000.00
Remaining					1,141.40
Task	470	Urban Forestry			
Task	500	Topographic Survey			
Billing Limits			Current	Prior	To-Date
Total Billings			0.00	20,487.60	20,487.60
Limit					20,487.60
Task	600	Field Project Representation			

Project	14760-0002-00	MHRA WA2	Invoice	00271156
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	Hours	Rate	Amount	
Construction Manager V	33.25	130.00	4,322.50	
Project Representative Coordinator	12.50	100.00	1,250.00	
Engineer II	4.00	94.00	376.00	
Engineer I	4.50	88.00	396.00	
Totals	54.25		6,344.50	
Total Labor				6,344.50

Billing Limits	Current	Prior	To-Date
Total Billings	6,344.50	1,640.00	7,984.50
Limit			102,100.00
Remaining			94,115.50

Task 800 Reimbursable Expenses

Billing Limits	Current	Prior	To-Date
Total Billings	0.00	7,091.77	7,091.77
Limit			8,000.00
Remaining			908.23

TOTAL THIS INVOICE \$33,652.00

Outstanding Invoices

Number	Date	Balance
00269707	8/6/2018	22,198.71
Total		22,198.71



JONES | CARTER

6330 West Loop South, Suite 150
Bellaire, Texas 77401

Invoice Total \$100.00

September 7, 2018

Project No: 14760-0004-00

Invoice No: 00271157

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

PLEASE NOTE OUR REMIT INFO

REMIT ADDRESS:

ACH INFORMATION:

Jones & Carter, Inc. BB&T
P.O. Box 95562 Account #: 1440002564231
Grapevine, TX 76099-9708 Routing #: 111017694

Please send remittance advice to:
AccountsReivable@jonescarter.com

Payment Terms: Due upon Receipt

Project 14760-0004-00 Shepherd Drive 6th St. to 610 PER

Professional Services from July 28, 2018 to August 31, 2018

Task 100 PER Basic Services

	Hours	Rate	Amount
Senior Project Manager	.50	200.00	100.00
Totals	.50		100.00
Total Labor			100.00

Billing Limits	Current	Prior	To-Date
Total Billings	100.00	176,165.25	176,265.25
Limit			189,434.00
Remaining			13,168.75

Task 400 Traffic Analysis

Billing Limits	Current	Prior	To-Date
Total Billings	0.00	3,725.50	3,725.50
Limit			30,140.00
Remaining			26,414.50

Task 410 Traffic Signal Design

Billing Limits	Current	Prior	To-Date
Total Billings	0.00	36.50	36.50
Limit			47,000.00
Remaining			46,963.50

Task 430 Preliminary Impact Analysis

Billing Limits	Current	Prior	To-Date
Total Billings	0.00	0.00	0.00
Limit			10,790.00
Remaining			10,790.00

Task 460 Phase I ESA

Billing Limits	Current	Prior	To-Date
Total Billings	0.00	18,900.00	18,900.00
Limit			18,900.00

Task 470 Landscape Architecture

Project	14760-0004-00	Shepherd Drive 6th St. to 610 PER	Invoice	00271157
Billing Limits		Current	Prior	To-Date
Total Billings		0.00	3,888.00	3,888.00
Limit				50,000.00
Remaining				46,112.00

Task	480	Void Urban Forestry		
Task	490	Additional Services - Bicycle Solutions		
Billing Limits		Current	Prior	To-Date
Total Billings		0.00	1,057.05	1,057.05
Limit				16,200.00
Remaining				15,142.95

Task	500	Topographic Survey		
Billing Limits		Current	Prior	To-Date
Total Billings		0.00	81,334.05	81,334.05
Limit				90,000.00
Remaining				8,665.95

Task	510	Boundary Survey		
Billing Limits		Current	Prior	To-Date
Total Billings		0.00	0.00	0.00
Limit				50,000.00
Remaining				50,000.00

Task	800	Reimbursable Expenses		
Billing Limits		Current	Prior	To-Date
Total Billings		0.00	3,143.65	3,143.65
Limit				10,000.00
Remaining				6,856.35

TOTAL THIS INVOICE \$100.00

Outstanding Invoices

Number	Date	Balance
00269708	8/6/2018	5,538.00
Total		5,538.00



JONES | CARTER

6330 West Loop South, Suite 150
Bellaire, Texas 77401

Invoice Total \$2,500.00

September 7, 2018

Project No: 14760-0005-00

Invoice No: 00271158

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

PLEASE NOTE OUR REMIT INFO

REMIT ADDRESS:

ACH INFORMATION:

Jones & Carter, Inc. BB&T
P.O. Box 95562 Account #: 1440002564231
Grapevine, TX 76099-9708 Routing #: 111017694

Please send remittance advice to:
AccountsReivable@jonescarter.com

Payment Terms: Due upon Receipt

Project 14760-0005-00 MHRA WA5

Professional Services from July 28, 2018 to August 31, 2018

Task 100 PER Basic Services

	Hours	Rate	Amount
Senior Project Manager	12.50	200.00	2,500.00
Totals	12.50		2,500.00
Total Labor			2,500.00

Billing Limits	Current	Prior	To-Date
Total Billings	2,500.00	76,434.00	78,934.00
Limit			137,494.00
Remaining			58,560.00

Task 400 Traffic Anaylsis

Billing Limits	Current	Prior	To-Date
Total Billings	0.00	0.00	0.00
Limit			30,140.00
Remaining			30,140.00

Task 410 Traffic Signal Design

Billing Limits	Current	Prior	To-Date
Total Billings	0.00	0.00	0.00
Limit			47,000.00
Remaining			47,000.00

Task 420 Preliminary Impact Analysis

Billing Limits	Current	Prior	To-Date
Total Billings	0.00	0.00	0.00
Limit			10,790.00
Remaining			10,790.00

Task 430 Phase I Environmental Site Assessment (TGC)

Billing Limits	Current	Prior	To-Date
Total Billings	0.00	18,900.00	18,900.00
Limit			18,900.00

Task 500 Topographic Survey (United Engineers)

Billing Limits	Current	Prior	To-Date
Total Billings	0.00	81,193.05	81,193.05
Limit			90,000.00
Remaining			8,806.95

Task	510	Boundary Survey (4 Parcels at 5 Intersections) (Unites Engineers)
------	-----	---

Billing Limits	Current	Prior	To-Date
Total Billings	0.00	0.00	0.00
Limit			50,000.00
Remaining			50,000.00

Task	800	Reimbursable Expenses
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TOTAL THIS INVOICE	<u><u>\$2,500.00</u></u>
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Outstanding Invoices

Number	Date	Balance
00269709	8/6/2018	1,745.00
Total		1,745.00

McCALL GIBSON SWEDLUND BARFOOT PLLC

Certified Public Accountants

13100 Wortham Center Drive
Suite 235
Houston, Texas 77065-5610
(713) 462-0341
Fax (713) 462-2708
E-Mail: mgsb@mgsbpllc.com

9600 Great Hills Trail
Suite 150W
Austin, Texas 78759
(512) 610-2209
www.mgsbpllc.com

September 10, 2018

Memorial-Heights Redevelopment Authority
c/o Melissa Morton
The Morton Accounting Services
1125 Cypress Station Drive
Building H4
Houston, TX 77090

Client Number: 575-00

Audit of Memorial-Heights Redevelopment
Authority as of and for the year ended June 30,
2018.

Interim Billing

\$ 5,500.00

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

c/o Melissa Morton

450 N Sam Houston Pkwy E

Suite 168

Houston, TX 77060

Invoice #: 18-1754

Invoice Date: 9/7/2018

Services Rendered Through: 8/31/2018

MATTER: 1023.01 - Administrative & Meeting

	Date	Description	Hrs.	Amount
SVD ...	8/2/2018	Administration of financial documentation.	0.8	80.00
SVD ...	8/16/2018	Attention to meeting action needs.	0.5	50.00
SVD ...	8/22/2018	Maintenance of Director, staff, and consultant contact information.	0.3	30.00
SVD ...	8/31/2018	Attention to meeting action needs.	0.5	50.00

Total \$210.00

Payments/Credits \$0.00

Balance Due \$210.00

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
c/o Melissa Morton
450 N Sam Houston Pkwy E
Suite 168
Houston, TX 77060

Invoice #: 18-1755

Invoice Date: 9/7/2018

Services Rendered Through: 8/31/2018

MATTER: 1023.02 - General

	Date	Description	Hrs.	Amount
SVD ...	7/31/2018	Attention to transparency and required government filings.	0.5	62.50
LD - ...	8/1/2018	Finalize revised website RFP; prepare correspondence to RFP recipients; create list for tracking same; forward RFP to recipients.	1.25	406.25
SVD ...	8/1/2018	Administration of consultant contract documentation.	0.5	62.50
PJK -...	8/2/2018	Attention to HSIP funding request.	0.2	65.00
PJK -...	8/6/2018	Attention to meeting action needs.	0.4	130.00
LD - ...	8/8/2018	Follow up with each RFP respondent.	0.25	81.25
LD - ...	8/9/2018	Telephone conference with S. Weesner to address questions from RFP respondents; prepare response and forward to all respondents.	0.75	243.75
LD - ...	8/14/2018	Process receipt of RFP response.	0.25	81.25
SVD ...	8/14/2018	Compilation and transmittal of documents to Auditor.	0.5	62.50
LD - ...	8/15/2018	Prepare additional RFP responses; forward to S. Weesner.	0.25	81.25
LD - ...	8/16/2018	Telephone conference with S. Weesner regarding possible land development; attention to electronic transfer of website proposals.	0.5	162.50
SVD ...	8/17/2018	Attention to documentation for Auditor, and related communications.	0.25	31.25
SVD ...	8/20/2018	Continued compilation and transmittal of documents to Auditor.	0.5	62.50
LD - ...	8/22/2018	Continued attention to RFP respondents.	0.25	81.25
LD - ...	8/23/2018	Finalize review of minutes of June 28, 2018, authority Board meeting; review of TIRZ minutes for same; telephone conference with S. Weesner regarding investment of funds options.	0.75	243.75
LD - ...	8/27/2018	Email to S. Weesner regarding vendor clarification on website submittals.	0.25	81.25
LD - ...	8/29/2018	Research possibility of maintaining project funds at COH; Attention to Financial Advisor contract; email exchange with K. Blomquist regarding requested revisions; Attention to proposed consultant contract review schedule.	1.25	406.25
PJK -...	8/29/2018	Attention to funds administration and financial advisory matters.	0.6	195.00
SVD ...	8/30/2018	Attention to consultant contract documentation.	0.5	62.50
EXP...				
	8/6/2018	07/31/2018 - Courier - Houston PWE		23.20
	8/23/2018	08/08/2018 - Courier - City of Houston Planning and Development to SKLaw		35.70
	8/23/2018	08/08/2018 - Courier - Houston PWE		17.58

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 #: 18-1755**Invoice Date:** 9/7/2018**Services Rendered Through:** 8/31/2018**MATTER:** 1023.02 - General

Date	Description	Hrs.	Amount
8/24/2018	08/15/2018 - Courier - M. Buzak		20.95
8/24/2018	08/16/2018 - Courier - S. Weesner		19.83
8/31/2018	August 2018 - Copies		36.45
	TOTAL REIMBURSABLE EXPENSES		153.71

Total \$2,756.21

Payments/Credits \$0.00

Balance Due \$2,756.21

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 #: 18-1756**Invoice Date:** 9/7/2018**Services Rendered Through:** 8/31/2018**MATTER: 1023.17 - T-0520 - HOUSTON AVE/WHITE OAK**

	Date	Description	Hrs.	Amount
LD - ...	8/7/2018	Attention to construction contract payment and performance bonds.	0.5	162.50
LD - ...	8/7/2018	Attention to payment and performance bonds.	0.25	81.25
SVD ...	8/7/2018	Verification of payment and performance bonds. Confirmation of compliance with contractor insurance requirements.	1	125.00
LD - ...	8/8/2018	Continued attention to contract bonds and insurance.	0.25	81.25
SVD ...	8/8/2018	Continued verification of contract bonds and insurance.	1	125.00
SVD ...	8/9/2018	Attention to execution of Purchase Order.	0.25	31.25
SVD ...	8/14/2018	Confirmation of compliance with contract insurance requirements.	0.6	75.00
LD - ...	8/15/2018	Review insurance agent's response to certificate deficiency; respond to same.	0.25	81.25
LD - ...	8/23/2018	Telephone conference with S. Weesner regarding liability issues during construction.	0.25	81.25
SVD ...	8/29/2018	Administration of construction contract files.	0.25	31.25
LD - ...	8/29/2018	Communications and coordination regarding proposed MOU for Woodland Heights entrance improvements.	0.25	81.25
LD - ...	8/31/2018	Review contracts regarding responsibility for signalization during construction; telephone conference with S. Weesner regarding same.	1	325.00

Total \$1,281.25**Payments/Credits** \$0.00**Balance Due** \$1,281.25

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 #: 18-1757

Invoice Date: 9/7/2018

Services Rendered Through: 8/31/2018

MATTER: 1023.22 - T-0521 - LITTLE THICKET PARK

	Date	Description	Hrs.	Amount
LD - ...	8/7/2018	Attention to proposed Park improvements; Email detailing revisions to COH Interlocal Agreement.	0.25	81.25
LD - ...	8/13/2018	Email exchange with COH staff regarding final agreement.	0.25	81.25
SVD ...	8/15/2018	Arrange for execution and delivery of Interlocal Agreement.	0.75	93.75

Total \$256.25

Payments/Credits \$0.00

Balance Due \$256.25

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

INVOICE

BILL TO
MHRA/TIRZ 5

INVOICE # 1119
DATE 09/03/2018
DUE DATE 10/03/2018
TERMS Net 30

ACTIVITY	QTY	RATE	AMOUNT
Consulting Agreement August MHRA Consulting Agreement	1	8,000.00	8,000.00
Mileage Reimbursement August Mileage	1	71.83	71.83
Reimbursable Expenses August Reimbursable Expenses	1	27.00	27.00

BALANCE DUE \$8,098.83

Project Charges August 2018 (hours)

- Projects
 - T – 0512 White Oak Bayou Trail System– 0
 - T- 0516 Heights Boulevard Connector Trail -0
 - T- 0517 White Oak Bayou Remediation/Channel – 0
 - T-0518 Olivewood Trailhead- 0
 - T- 0520 Houston Avenue – 12.75
 - T- 0521 Little Thicket Park Improvements-5
 - T-0523A Shepherd Drive Reconstruction Project -13.75
 - T-0523B Durham Drive Reconstruction Project– 12
 - T-0524 Street Trees – 0
 - T-0029 Yale @ Center -10

Mileage Log
 Sherry Weesner
 August 1-31, 2018

Reimbursement Rate (2018)

0.545

Date	Business Purpose	Start Location	End Location	One Way or Round Trip	Miles- Per Google Map	Reimbursement
8/14/2018	Meeting with SN 15	422 Peden	107 W 12th	RT	7.0	\$3.82
8/21/2018	Meeting with HISD Arabic Immersion School	422 Peden	812 W 28th	RT	11.2	\$6.10
8/22/2018	Meeting with SN 12	422 Peden	1520 Candlelight Lane	RT	17.2	\$9.37
8/23/2018	Preconstruction Meeting	422 Peden	6330 West Loop South	RT	15.0	\$8.18
8/24/2018	Meeting with Kroger	422 Peden	19245 David Memorial Dr, Shenandoa		64.0	\$34.88
8/28/2018	Meeting with Norhill Civic Club	422 Peden	806 W Temple		9.2	\$5.01
8/29/2018	Meeting with HEB	422 Peden	3815 Westheimer		8.2	\$4.47
						\$0.00
						\$0.00
						\$0.00
						\$0.00
			Total Mileage		131.8	
			Total Reimbursement			\$71.83

August 1-31, 2018

SMW Principle Solutions, Inc.
Reimbursable Expenses - MHRA

Date	Business Purpose	Vendor	Reimbursable expense
8/21,24,29/ 2018	Meetings with HEB, Kroger and Arabic Immersion School	Color Copies for Meetings	\$27.00
		Total Reimburable Expenses	\$27.00



Invoice

Date	Invoice #
8/31/2018	1783

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

9/15/2018

Served	Description	Hours	Rate	Amount
8/31/2018	August 2018 CPA Services	1	1,250.00	1,250.00
8/31/2018	Postage		6.67	6.67

Please Remit Payment to:
The Morton Accounting Service
1125 Cypress Station Dr. Bldg H-4
Houston, TX 77090

or via the Intuit payment link in the email.

Total

\$1,256.67

Payments/Credits

\$0.00

Balance Due

\$1,256.67



Resolution Authorizing Participation in the TexPool Investment Pools and Designating Authorized Representatives

WHEREAS,

_____ ("Participant") is a local government or state agency of the State of Texas and is empowered to delegate to the public funds investment pools the authority to invest funds and to act as custodian of investments purchased with local investment funds; and

WHEREAS, it is in the best interest of the Participant to invest local funds in investments that provide for the preservation and safety of principal, liquidity, and yield consistent with the Public Funds Investment Act; and

WHEREAS, the Texas Local Government Investment Pools ("TexPool/TexPool Prime"), public funds investment pools, were created on behalf of entities whose investment objectives in order of priority are preservation and safety of principal, liquidity, and yield consistent with the Public Funds Investment Act.

NOW THEREFORE, be it resolved as follows:

- A. That Participant shall enter into a Participation Agreement to establish an account in its name in **TexPool/TexPool Prime**, for the purpose of transmitting local funds for investment in **TexPool/TexPool Prime**.
- B. That the individuals, whose signatures appear in this Resolution, are authorized representatives of the Participant and are each hereby authorized to transmit funds for investment in **TexPool/TexPool Prime** and are each further authorized to withdraw funds from time to time, to issue letters of instruction, and to take all other actions deemed necessary or appropriate for the investment of local funds.

Authorized Representatives of the Participant

These individuals will be issued P.I.N. numbers to transact business via telephone with a Participant Service Representative.

1.	<div>Signature</div> <div>Printed Name</div> <div>Title</div>	<div>Telephone Number</div> <div>Fax Number</div> <div>Email</div>
2.	<div>Signature</div> <div>Printed Name</div> <div>Title</div>	<div>Telephone Number</div> <div>Fax Number</div> <div>Email</div>
3.	<div>Signature</div> <div>Printed Name</div> <div>Title</div>	<div>Telephone Number</div> <div>Fax Number</div> <div>Email</div>
4.	<div>Signature</div> <div>Printed Name</div> <div>Title</div>	<div>Telephone Number</div> <div>Fax Number</div> <div>Email</div>

5.

Signature

Telephone Number

Printed Name

Fax Number

Title

Email

List the name of the Authorized Representative provided above that will have primary responsibility for performing transactions and receiving confirmations and monthly statements under the Participation Agreement.

Printed Name

In addition and at the option of the Participant, one additional authorized representative can be designated to perform inquiry only of selected information. This limited representative cannot make deposits or withdrawals. If the Participant desires to designate a representative with inquiry rights only, complete the following information.

1.

Printed Name

Title

Telephone Number

Fax Number

Email

C. That this resolution and its authorization shall continue in full force and effect until amended or revoked by the Participant, and until **TexPool/ TexPool Prime** receives a copy of any such amendment or revocation.

This resolution is hereby introduced and adopted by the Participant at its regular/special meeting held on the

day of 20

Document is to be signed by your Board President, Mayor or County Judge and attested by your Board Secretary, City Secretary or County Clerk.

Name of Participant

SIGNED:

Signature

Printed Name

Title

ATTEST:

Signature

Printed Name

Title

ORIGINAL SIGNATURE AND DOCUMENT REQUIRED**TEX-BANK****2 OF 2**

TexPool Participant Services
1001 Texas Avenue, Suite 1400 • Houston, TX 77002
Phone: 1-866-TEXPOOL (839-7665) • Fax: 1-866-839-3291 • www.texpool.com

Managed and
Serviced by **Federated**
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TexPool Investment Pools Participation Agreement

ARTICLE I

This participation agreement (the "Agreement") is made and entered into by and between the Comptroller of Public Accounts (the "Comptroller"), acting through the Texas Treasury Safekeeping Trust Company (the "Trust Company"), Trustee of the Texas Local Government Investment Pool (TexPool) and TexPool Prime, (collectively the "TexPool Investment Pools"), and _____ (the "Participant").

WHEREAS, the Interlocal Cooperation Act, TEX GOV'T CODE ANN, ch. 791 and the Public Funds Investment Act, TEX. GOV'T CODE ANN. ch. 2256 (the "Acts") provide for the creation of a public funds investment pool to which any local government or state agency may delegate, by contract, the authority to hold legal title as custodian and to make investments purchased with local funds;

WHEREAS, the Trust Company is a special purpose trust company authorized pursuant to TEX. GOV'T CODE ANN. § 404.103 to receive, transfer and disburse money and securities belonging to state agencies and local political subdivisions of the state and for which the Comptroller is the sole officer, director and shareholder;

WHEREAS, TexPool and TexPool Prime are public funds investment pools, which funds are invested in certain eligible investments as more fully described hereafter;

WHEREAS, the Participant has determined that it is authorized to invest in a public funds investment pool created under the Acts and to enter into this Agreement;

WHEREAS, the Participant acknowledges that the Trust Company is not responsible for independently verifying the Participant's authority to invest under the Acts or to enter this Agreement;

WHEREAS, the Participant acknowledges that the performance of TexPool Investment Pools is not guaranteed by the State of Texas, the Comptroller, or the Trust Company and that there is no secondary source of payment for the TexPool Investment Pools; and

WHEREAS, in an effort to ensure the continued availability of an investment pool as a vehicle for investment of local government funds and simultaneously provide for enhancement in services and potential decreases in management and administrative fees, Participant and Trust Company desire to provide in this Agreement that the Trust Company may obtain private professional investment management and related services.

NOW THEREFORE, for and in consideration of the mutual promises, covenants and agreements herein contained, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree with each other as follows:

ARTICLE II

"Account" shall mean any account or accounts, established by the Participant in TexPool Investment Pools in accordance with this Agreement and the Operating Procedures (as defined herein), which Account represents an undivided beneficial ownership in TexPool Investment Pools.

"Authorized Investments" shall mean those investments which are authorized by the Investment Act (as herein defined) for investment of public funds.

"Authorized Representative(s) of the Participant" shall mean any individual who is authorized to execute documents and take such other necessary actions under this Agreement as evidenced by the duly enacted Resolution of the Participant.

"Authorized Representative(s) of the Trust Company" shall mean any employee of the Comptroller or Trust Company who is designated in writing by the Comptroller or the Trust Company's Chief Executive Officer to act as the authorized Trust Company representative for purposes of this Agreement and shall include employees of any private entity performing the obligations of the Comptroller under this Agreement.

"Board" shall mean the advisory board provided for in the Investment Act (as defined below).

"Investment Act" shall mean the Public Funds Investment Act, TEX. GOV'T CODE ANN. ch. 2256, as amended from time to time.

"Investment Policy" shall mean the written TexPool Investment Pools Investment Policies, as amended from time to time, relating to the investment and management of funds in TexPool Investment Pools as established by the Trust Company consistent with the Investment Act.

"Letter of Instruction" shall mean a written authorization and direction to the Trust Company signed by an Authorized Representative of the Participant.

"Operating Procedures" shall mean the written procedures established by the Trust Company describing the management and operation of TexPool Investment Pools, and providing for the establishment of, deposits to and withdrawals from the Accounts, as amended from time to time.

"Participant" shall mean any entity authorized by the Acts to participate in a public funds investment pool that has executed this Agreement pursuant to a Resolution.

"Resolution" shall mean the resolution adopted by the governing body of a local governmental entity authorizing the entity's participation in TexPool Investment Pools and designating persons to serve as Authorized Representatives of the Participant.

Article II. General Administration

Section 2.01. TexPool Investment Pools Defined.

- (a) TexPool Investment Pools are public funds investment pools created pursuant to the Acts.
- (b) Subject to Section 6.10, the Trust Company agrees to manage the Participant's Account(s) in accordance with the Investment Act and the Investment Policy.

Section 2.02. Board.

- (a) The Board is composed of members appointed pursuant to the requirements of the Investment Act.
- (b) The Board shall advise the Trust Company on the Investment Policy and on various other matters affecting TexPool Investment Pools, and shall approve fee increases.

Section 2.03. General Administration.

- (a) The Trust Company shall establish and maintain the Investment Policy specifically identifying the Authorized Investments consistent with the Investment Act and the general policy and investment goals for TexPool Investment Pools.
- (b) The Trust Company shall establish and maintain the Operating Procedures, describing the management and operation of TexPool Investment Pools and providing for procedures to be followed for the establishment of, deposits to, and withdrawals from the Accounts and such other matters as are necessary to carry out the intent of this Agreement.
- (c) The Trust Company shall have the power to take any action necessary to carry out the purposes of this Agreement, subject to applicable law and the terms of this Agreement.

Section 2.04. Ownership Interest. Each Participant shall own an undivided beneficial interest in the assets of TexPool Investment Pools in an amount proportional to the total amount of such Participant's Accounts relative to the total amount of all Participants' Accounts in TexPool Investment Pools, computed on a daily basis.

Section 2.05. Independent Audit. TexPool Investment Pools are subject to annual review by an independent auditor consistent with Ch. 2256, TEX GOV'T CODE ANN. In addition, reviews of TexPool Investment Pools may be conducted by the State Auditor's Office and the Comptroller's office. The Trust Company may obtain such legal, accounting, financial or other professional services as it deems necessary or appropriate to assist TexPool Investment Pools in meeting its goals and objectives.

Section 2.06. Liability. Any liability of the Comptroller, the Comptroller's office, the Trust Company, representatives or agents of the Trust Company, any Comptroller employee, Trust Company or any member of the Board for any loss, damage or claim, including losses from investments and transfers, to the Participant shall be limited to the full extent allowed by applicable laws. The Trust Company's responsibilities hereunder are limited to the management and investment of TexPool Investment Pools and the providing of reports and information herein required.

Article III. Participant Requirement

Section 3.01. The Participation Agreement. The Participant must execute this Agreement and provide a Resolution authorizing participation in TexPool Investment Pools and designating persons to serve as Authorized Representatives of the Participant and any other documents as are required under, and substantially in the form prescribed by, the Operating Procedures before depositing any funds into TexPool Investment Pools. The Participant must provide an updated Resolution designating Authorized Representatives within 5 business days of the departure of any Authorized Representative of the Participant.

Section 3.02. Operating Procedures

- (a) The Participant acknowledges receipt of a copy of the Operating Procedures. The Operating Procedures describe in detail the procedures required for the establishment of accounts, deposits to and withdrawals from TexPool Investment Pools, and related information.
- (b) The Operating Procedures may be modified by the Trust Company as appropriate to remain consistent with established banking practices and capabilities and when such modification is deemed necessary to improve the operation of TexPool Investment Pools.
- (c) The Participant hereby concurs with and agrees to abide by the Operating Procedures.

Article IV. Investment

Section 4.01. Investments. All monies held in TexPool Investment Pools shall be invested and reinvested by the Trust Company or Authorized Representatives of the Trust Company only in Authorized Investments in accordance with the Agreement, the Investment Policy and the Investment Act. Participant hereby concurs with any such investment so made by the Trust Company. Available funds of TexPool Investment Pools that are uninvested may be held at the Trust Company's account at the Federal Reserve Bank of Dallas, or any designated custodian account, or with a custodian selected by the Trust Company. All investment assets and collateral will be in the possession of the Trust Company and held in its book-entry safekeeping account at the Federal Reserve Bank, any designated custodian account, or with a custodian selected by the Trust Company.

Section 4.02. Failed Investment Transaction. In the extraordinary event that a purchase of securities results in a failed settlement, any resulting uninvested funds shall remain in the Trust Company's Federal Bank of Dallas account, any designated custodian account or with a custodian selected by the Trust Company. If an alternative investment can be secured after the failure of the trade to settle, TexPool Investment Pools will receive all the income earnings, including but not limited to, any compensation from the purchaser failing in the trade and the interest income from the alternative investment.

Section 4.03. Investment Earnings and Losses Allocation. All interest earnings in TexPool Investment Pools will be valued daily and credited to the Participant's Accounts monthly, on a pro rata allocation basis. All losses, if any, resulting from the investment of monies in TexPool shall also be allocated on a pro rata allocation basis. All earnings and losses will be allocated to the Participant's Accounts in accordance with generally accepted accounting procedures.

Section 4.04. Commingling of Accounts. Participant agrees that monies deposited in TexPool and TexPool Prime, may be commingled with all other monies held in TexPool and TexPool Prime, respectively for purposes of common investment and operational efficiency. However, each Participant will have separate Accounts on the books and records of TexPool Investment Pools, as further provided for in the Operating Procedures.

Section 5.01. Fees and Expenses. The Participant agrees to pay the amount set forth in the fee schedule. Participant agrees that all fees shall be directly and automatically assessed and charged against the Participant's Accounts. The basic service fee shall be calculated as a reduction in the daily income earned, thus only the net income shall be credited to the Participant's Account. Fees for special services shall be charged to each Participant's account as they are incurred or performed. A schedule of fees shall be provided to the Participant annually. Each Participant will be notified thirty (30) days prior to the effective date of any change in the fee schedule.

Section 5.02. Reports. A monthly statement will be mailed to the Participant within the first five (5) business days of the succeeding month. The monthly statement shall include a detailed listing of the balance in the Participant's Accounts as of the date of the statement; all account activity, including deposits and withdrawals; the daily and monthly yield information; and any special fees and expenses charged. Additionally, copies of the Participant's reports in physical or computer form will be maintained for a minimum of three prior fiscal years. All records shall be available for inspection at all reasonable hours of the business day and under reasonable conditions.

Section 5.03. Confidentiality. The Trust Company and any private entity acting on behalf of the Trust Company for purposes of this Agreement will maintain the confidentiality of the Participant's Accounts, subject to the Public Information Act, TEX GOV'T CODE ANN. ch. 552, as amended.

Section 6.01. Notices. Any notices, Letters of Instructions or other information required or permitted to be given hereunder shall be submitted in writing and shall be deemed duly given when deposited in the U.S. mail postage prepaid or successfully transmitted via facsimile addressed to the parties as follows:

To the **Participant**:

Participant																			
Address																			
City, State, Zip																			
Telephone										Fax									

To **Trust Company** with respect to contractual matters or disputes under this Agreement:

Texas Treasury Safekeeping Trust Company
 Attn: TexPool Investment Pools
 Rusk State Office Building
 208 East 10th Street
 Austin, TX 78701
 Telephone: (512) 463-3716
 FAX No.: (512) 463-0823

To **TexPool Investment Pools** with respect to operational matters, including enrollment documents; changes to Authorized Representatives; Bank Information Sheets; initiation of deposits or withdrawals of funds; changes to addresses; audit confirmation requests; and account inquiry:

TexPool Participant Services
 C/O Federated Investors Inc.
 1001 Texas Ave., Suite 1400
 Houston, TX 77002
 Telephone: 1-866-839-7665 (1-866-TEX-POOL)
 FAX No.: 1-866-839-3291 (1-866-TEX-FAX1)

The Participant and the Trust Company agree to notify the other of any change affecting this information and agree that unless and until so notified, the other party shall be entitled to rely on the last information provided.

Section 6.02. Taxpayer Identification Number. The Participant's taxpayer identification number assigned by the Internal Revenue Service is: _____ The Participant hereby agrees to notify the Trust Company of any change affecting this Taxpayer Identification number and agrees that unless and until so notified, the Trust Company shall be entitled to rely on same in providing any and all reports or other information necessary or required by the Federal tax laws as amended from time to time.

Section 6.03. Severability. If any provision of this Agreement shall be held or deemed to be in fact illegal, inoperative or unenforceable, the same shall not affect any other provision or provisions herein contained or render the same invalid, inoperative or unenforceable to any extent whatsoever.

Section 6.04. Execution of Counterparts. This Agreement may be simultaneously executed in several separate counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

Section 6.05. Applicable Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Texas. Venue for any dispute under this Agreement shall be in Travis County, Texas.

Section 6.06. Captions. The captions or headings in this Agreement are for convenience only and in no way defined, limit or describe the scope or intent of any provisions, articles or sections of this Agreement.

Section 6.07. Amendments.

- (a) The Trust Company shall advise the Participant in writing of any amendments to this Agreement no less than 45 days prior to the effective date of such amendment. The Participant may ratify the proposed amendment of this Agreement by letter to the Trust Company. If the Participant elects not to ratify the amendment, the Participant may terminate this Agreement in accordance with Section 6.08. In the event the Participant fails to respond in writing to a notice of amendment prior to the effective date of such amendment, this Agreement shall be deemed amended.
- (b) The Trust Company may periodically revise the Operating Procedures from time to time as it deems necessary for the efficient operation of TexPool Investment Pools. The Participant will be bound by any amendment to the Operating Procedures with respect to any transaction occurring subsequent to the time such amendment takes effect, provided, however, that no such amendment shall affect the Participant's right to cease to be a Participant.

Section 6.08. Termination. This Agreement may be terminated by either party hereto, with or without cause, by tendering 30 days prior written notice in the manner set forth in Section 6.01 hereof.

Section 6.09. Term. Unless terminated in accordance with Section 6.08, this Agreement shall be automatically renewed on each anniversary date hereof.

Section 6.10. Assignment. The Trust Company may enter into an agreement with a third party investment manager to perform its obligations and service under this Agreement, provided that such third party investment manager shall manage TexPool Investment Pools according to the Investment Act, Investment Policy and in a manner consistent with that directed by the Trust Company. The Trust Company also shall have the right to assign its rights and obligations under the Agreement to a third party investment manager if the Trust Company determines that such assignment is in the best interest of the State and Participants. In the event a successor pool to TexPool or TexPool Prime is deemed by the Trust Company to be in the best interest of the State and the Participant, the Trust Company may take any action it deems necessary to assign its rights and benefits under any third party agreements and transfer the assets from TexPool Investment Pools to any successor pool.

In Witness Whereof, the parties hereto have caused this Agreement to be executed as of the dates set forth below, and the Agreement shall be effective as of the latest such date.

PARTICIPANT:

Signature

Printed Name

Title

Date

**TEXAS TREASURY SAFEKEEPING TRUST COMPANY
COMPTROLLER OF PUBLIC ACCOUNTS**

Signature

Printed Name

Title

Date

CERTIFICATE OF INCUMBENCY:

The preceding signatory is a duly appointed, acting, and qualified officer of the Participant, who, in the capacity set forth above is authorized to execute this Agreement.

IN WITNESS WHEREOF, I have duly executed this certificate as of the ____ day of _____, 20____.

Signature

Printed Name

Title

GO 2018-2
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. PURPOSE. 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. QUALIFIED BROKERS. 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 27th day of September, 2018.

Chairman, Board of Directors

ATTEST:

Secretary, Board of Directors

(SEAL)



LIST OF AUTHORIZED BROKERS

ABC Bank	New First National Bank
Allegiance Bank	North Star Bank of Texas
Amegy Bank of Texas, N.A.	Omni Bank N.A.
BB & T	Pioneer Bank
Bank of America N.A.	Plains Capital Bank
Bank of New York- Mellon	Plains State Bank
Bank of Texas N.A.	Post Oak Bank
BBVA Compass Bank	Preferred Bank
Business Bank of Texas	Prosperity Bank
Cadence Bank	R Bank
Capital Bank of Texas	Regions Bank
Capital Markets Group	Southwest Securities
Capital One	Sovereign Bank
Central Bank	Spirit of Texas Bank
Chasewood Bank	State Bank of Texas
Citibank N.A.	State Street Bank & Trust Co.
Comerica Bank	Stifel Nicolaus
Comerica Securities	Tex Star Investment Pool
Commercial State Bank	Texan Bank
Community Bank of Texas	Texas Capital Bank N.A.
Community Trust Bank	Texas Class
Coastal Securities	Texas Citizens Bank
First Bank of Texas	Texas Exchange Bank
First Citizens Bank	Texas First Bank
First Financial Bank, N.A.	Texas Gulf Bank
First National Bank of Texas	Texas Regional Bank
First State Bank of Central Texas	The Independent Bankers Bank
First Texas Bank	Texas Savings Bank
Frontier Bank of Texas	Texpool/Texpool Prime
Frost National Bank	The Bank of River Oaks
Green Bank	The Right Bank for Texas
Herring Bank	Third Coast Bank
Hometown Bank, N.A.	Trustmark National Bank
Icon Bank	United Bank of el Paso Del Norte
Independent Bank	United Texas Bank
Integrity Bank	Unity National Bank
International Bank of Commerce	U. S. Bank
Inter National Bank	Wells Fargo Bank, N.A.
JP Morgan Chase	Wells Fargo Brokerage Services, LLC
Legacy Texas Bank	Wells Fargo Trust
Lone Star Bank	Westbound Bank
Lone Star Investment Pool	West Star Bank
Metro Bank, N.A.	Whitney Bank
Moody National Bank	Woodforest National Bank