

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY

JOINT MEETING OF THE BOARDS OF DIRECTORS

SEPTEMBER 22, 2022

REINVESTMENT ZONE NUMBER FIVE, CITY OF HOUSTON, TEXAS

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
TIRZ NO. 5
MEETING OF SEPTEMBER 22, 2022

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MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
Director Attendance Record

MEETING DATE	A. LENTS	A. COLOM	B. BROWN	J. HALE- HARRIS	C. MANRIQUEZ	R. STEIN	M. PIERRE	M. ZEVE
02/27/20	X	Y	Y	Y	Y	Y	X	
04/23/20	Y	Y	Y	Y	Y	Y	Y	
06/25/20	Y	X	Y	Y	Y	Y	Y	
09/24/20	Y	Y	Y	Y	Y	Y	X	
10/22/20	Y	Y	Y	Y	Y	Y	X	
01/28/21	Y	Y	Y	X	Y	Y	Y	
03/04/21	Y	Y	Y	Y	Y	Y	X	
04/22/21	Y	Y	Y	Y	Y	Y	X	
06/24/21	Y	X	Y	Y	Y	Y	X	
08/23/21	Y	Y	Y	X	Y	Y	Y	
09/23/21	Y	X	Y	Y	Y	Y	X	
10/28/21	Y	X	Y	Y	Y	Y	Y	
12/09/21	Y	Y	Y	Y	Y	Y	X	
04/28/22	Y	Y	Y	Y	X	Y	X	
07/14/22	Y	Y		Y	Y	Y	X	Y

Y = Attended

X = Did not attend

**NOTICE OF JOINT MEETING
MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
AND
REINVESTMENT ZONE NUMBER FIVE, CITY OF HOUSTON, TEXAS**

**THIS MEETING WILL BE CONDUCTED IN-PERSON AND
BY TELEPHONE/VIDEOCONFERENCE**

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"), open to the public, on **THURSDAY, SEPTEMBER 22, 2022, at 10:00 A.M., at 1980 POST OAK BOULEVARD, SUITE 1380, HOUSTON, TEXAS 77056**, outside the boundaries of the Authority. This meeting will also be conducted electronically, as provided below. Electronic copies of the meeting materials are available at <https://memorialheightstirz5.com/meetings/> at such time as the meeting occurs or by contacting Audrey Lyons at alyons@SKLaw.us.

TO ATTEND VIA VIDEO:

LINK: <https://us02web.zoom.us/j/81315482413?pwd=N1ZPYXhtakRJUEdzQ0ttbjJ5Q3NsZz09>

Meeting ID: 813 1548 2413

Passcode: 967330

TO ATTEND VIA AUDIO ONLY:

Dial: 1-346-248-7799

Meeting ID: 813 1548 2413

Passcode: 967330

At the meeting the following items will be considered and acted on:

1. **CALL TO ORDER:**
 - a. Receive comments and questions from the public;
2. **CONSENT AGENDA:**
 - a. Minutes of previous meetings:
 - i) Approve Authority minutes of July 14, 2022; **4**
 - ii) Approve Zone minutes of July 14, 2022; **10**
 - b. Developer Reports (*Authority only*):
 - i) Quarterly GID update;
 - ii) Quarterly Hanover update;
 - c. Financial matters (*Authority only*):
 - i) Receive Financial Report Summary, including account and fund activity statements; **12**
 - ii) Quarterly investment report; **22**
3. **CHAIR REPORT** (*Authority only*);
4. **PRESIDENT REPORT** (*Authority only*);
5. **APPROVE AUDIT FOR FISCAL YEAR ENDED JUNE 30, 2022, AND AUTHORIZE FILING WITH THE CITY OF HOUSTON;**
6. **ADOPT FY 2023 BUDGET:** **23**
7. **FINANCIAL MATTERS** (*Authority only*):
 - a. Receive Finance Committee Report;
 - b. Authorize payment of invoices;
 - c. Approve Order Evidencing Review of Amended and Restated Order Designating Investment Officer and Establishing Rules, Policies, and Code of Ethics for the Investment of Authority Funds; **39**
 - d. Approve Order Adopting List of Qualified Brokers; **41**
 - e. Authorize other appropriate action;
8. **PROJECTS AND ENGINEERING** (*Authority only*):
 - a. Receive Projects Committee Report; **45**

- b. North Canal Project [CIP Project T-0525]:
 - i) Update on project development;
- c. Yale and Center Street Intersection [CIP Project T-0529]:
 - i) Update on project development;
- d. Heights Boulevard Bicycle and Pedestrian Safety Improvements, West Dallas Restriping, Trail Segment between White Oak Bayou and Memorial Park [CIP Project T-0531] [Teamwork Construction Services]:
 - i) Update on project construction;
 - ii) Approve expenditure to Houston Parks Board for tree replacement on trail extension;
 - iii) Approve change order;
- e. Little Thicket [CIP Project T-0521]:
 - i) Approve Interlocal Agreement with the City of Houston; **46**
- f. Zone Wide Safety and Mobility Projects [CIP Project T-5032];
- g. Shepherd/Durham and Selected Cross Streets - Phase 1 [CIP Project T-0523A] [SER Construction Partners, LLC]:
 - i) Update on project construction;
 - ii) Approve Amendment to Construction Agreement [SER Construction Partners, LLC]; **57**
- h. Shepherd/Durham and Selected Cross Streets - Phase 2 [CIP Project T-0523A]:
 - i) Update on project development;
- i. Approve related pay estimates or change orders, or other design, construction, or management contract administration items, and authorize other appropriate action;
- 9. **COMMUNICATIONS** (*Authority only*):
 - a. Receive update from Communications Committee;
- 10. **ATTORNEY REPORT**;
- 11. **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;
- 12. **CONSIDER, CONFIRM, OR RATIFY ACTIONS OF THE AUTHORITY, AS NECESSARY** (*Zone only*);
- 13. **ADJOURN**.

The ongoing COVID-19 pandemic may cause an inability for members of the Authority's Board of Directors to convene in one location. This could result in a public necessity for immediate action by the Board in providing the Authority's services and functions. If necessary, this Notice also constitutes notice for a teleconference meeting pursuant to Section 551.125, Government Code.


 SKLaw, Attorneys for the Authority and the Zone

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

JULY 14, 2022

The Board of Directors (the “Board”) of Memorial-Heights Redevelopment Authority (the “Authority”), convened in regular session, open to the public, at 1980 Post Oak Boulevard, Suite 1380, Texas 77056, on the 14th day of July, 2022, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Ann Lents	Chair
Alejandro Colom	Vice Chair
Janice Hale-Harris	Secretary
Christopher David Manriquez	Director
Dr. Robert Stein	Director
Marvin Pierre	Director

NEW DIRECTOR

Matt Zeve	Director
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and all of said persons were present, except Director Pierre, thus constituting a quorum.

Also present at the meeting were Sherry Weesner, President of the Authority; Jennifer Curley of the City of Houston (the “City”); Matt Kainer and Kristen Hennings of Quiddity-1, Inc. (“Quiddity”); Jim Webb of The Goodman Corporation (“TGC”); Melissa Morton of The Morton Accounting Services (“TMAS”); Ashley Small of Medley; Linda Trevino of Ride Metro; Glen Crawford and Eric Hinojosa of Aurora Technical Services; John Covert; Russell Vidrine; Mark Williamson; and John Kuhl and Audrey Lyons of Sanford Kuhl Hagan Kugle Parker Kahn LLP (“SKLaw”).

DETERMINE QUORUM; CALL TO ORDER

Vice Chair Colom noted that a quorum was present and called the meeting to order. He advised that the meeting was being recorded.

Receive comments or questions from the public

The Board first received comments and questions from the public.

Mr. Crawford introduced himself and Mr. Hinojosa as representatives for Aurora Technical Services, an engineering firm. He queried on the possibility of providing engineering services for the Authority. Ms. Weesner advised that there are no RFQs currently open and suggested that Mr. Crawford provide his firm’s contact information for future reference.

Mr. Covert with Blue River Pet Care queried on the Shepherd/Durham project’s impact on businesses and related traffic. Ms. Weesner directed him to the construction website for ongoing information. She advised that the website is updated every Friday.

Mr. Vidrine also queried on the Shepherd/Durham project and any traffic case studies or detour maps. Ms. Weesner noted that there have been two traffic impact studies for the project that have detailed significant traffic congestion and turning issues. She stated that the redesign will reduce congestion and improve access for pedestrians and bicycles. She also noted that detour routes should not be needed as the Authority’s goal is to keep at least two lanes during construction.

CONSENT AGENDA

- a. Approve Authority minutes of April 28, 2022;
- b. Receive Developer Reports;
- c. Approve Financial Report Summary;

Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the foregoing Consent Agenda items.

CHAIR REPORT

No report was presented.

PRESIDENT REPORT

Review City Projection for GID Development Agreement

Ms. Weesner reviewed with the Board a reimbursement report prepared by the City for the Regent Square development [GID]. She advised that a payment is due in the amount of \$420,490.14. Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to authorize the payment.

City of Houston Diversity Database Review

Ms. Weesner updated the Board on the economic development diversity report. Vice Chair Colom queried on distribution requirements for the report. Ms. Weesner discussed the use and circulation of the information.

PROJECTS AND ENGINEERING

Receive Projects Committee Report

On behalf of the Projects Committee, Ms. Weesner updated the Board on Authority projects. She advised that both the Quiddity and TGC work authorizations for general services and planning need to be extended.

Approve Quiddity Work Authorization 2023 – 1 [general services]

Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the Quiddity work authorization.

Approve TGC Work Authorization 3, Amendment 2 [general services]

Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the TGC work authorization.

Shepherd/Durham and Selected Cross Streets – Phase 1 [SER Construction Partners, LLC (“SER”)]

Update on project

Mr. Kainer updated the Board on Shepherd/Durham and Selected Cross Streets - Phase 1 [CIP Project T-0523A]. He advised that a Notice to Proceed (“NTP”) was issued to SER on April 18th, 2022, and the contract duration is 1,008 calendar days. He advised that traffic barricade signs are installed, the project website has been created and will be updated every Friday with the next week’s plans, lane closures, and other related information. He noted that meetings have been held with developers, property owners, and businesses within the corridor to coordinate construction schedules. He noted that 1,300 feet of 12-inch water main and 140 feet of

6-inch water main have been installed. He also noted the challenges the construction crew has faced during the project, including a highly congested area of utilities. He noted that CenterPoint is attempting to address the utilities issues, and that a related SER Change Order will be proposed. He advised that water line work will continue over the next month, and that a concrete work barrier will go in next week. He noted that two lanes starting at 15th Street will be seeing a long-term closure for sanitary sewer work. He also reviewed photos of construction activity to date.

Chair Lents thanked Mr. Kainer for the update and encouraged Board members to do a site visit. Ms. Weesner noted that hard hats and safety vests are available and advised members to wear appropriate clothing.

Mr. Williamson stated (via the chat function) that the construction photos have renewed his respect for the complexities of underground engineering and the associated construction dangers.

Approve Amendment to Construction Agreement [SER]

Ms. Weesner advised that the amendment regarding contractor prepayment for certain materials is no longer needed.

Change Order [SER]

Mr. Kainer then presented Change Order No. 1 to the SER construction contract, prepared by CDM Smith. He stated that Change Order No. 1 revises construction phasing and traffic control procedures to better coordinate with CenterPoint. He advised that Change Order No. 1 addresses only procedures and actions, and results in no net dollar amount change to the contract. Mr. Kainer recommended approval of Change Order No. 1.

Approve Change Order Limits

Ms. Weesner discussed the Authority's general policy for preliminary Change Order approvals by the Projects Committee. She reviewed authority for maximum net Change Orders and maximum aggregate Change Orders for Shepherd/Durham – Phase 1 [CIP Project T-0523A] and the pedestrian improvements [CIP Project T-0531]. Chair Lents and Director Stein discussed the ongoing need for timely project action between meetings. Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the Change Order Limits as presented.

Shepherd/Durham and Selected Cross Streets – Phase 2

Update on project development

Ms. Hennings updated the Board on design progress for Shepherd/Durham and Selected Cross Streets Phase 2 [CIP Project T-0523A]. She reviewed actions with the City and TXDOT, noting that the 60% plans have been submitted to the City.

Authorize Approval of Interlocal Agreement [COH]

Ms. Weesner reviewed with the Board an Interlocal Agreement with the City for Phase 2 cost sharing, design, real estate acquisition, salary recovery, construction management and testing, construction phase services, and change orders. She advised that the version contained in the packet is essentially complete but requires some finalization items between the parties. She requested that the Board approve the Agreement subject to finalization by the Projects Committee and the Authority's attorney. Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the Agreement subject to final review by the Projects Committee and Ms. Davis. The Board further authorized Chair Lents to execute the Agreement when finalized.

Approve TGC Work Authorization No. 7

Mr. Webb presented TGC Work Authorization No. 7 pertaining to services for Phase 2, including design and bid phase compliance support. Ms. Weesner and Chair Lents discussed the ongoing need for TGC services

to facilitate grant development for the project. Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve TGC Work Authorization No. 7.

North Canal Project

Update on project development

Ms. Hennings updated the Board on ongoing preliminary planning for the North Canal Project [CIP Project T-0525]. Ms. Weesner added that internal discussions continue at the City and the State of Texas.

Yale and Center Street Intersection

Update on project development

Ms. Hennings updated the Board on the Yale and Center Street Intersection project [CIP Project T-0529], advising that comments from the City on 90% plans are being addressed. She noted that AT&T utility signatures have been received and that CenterPoint utility signatures are in process.

Heights Boulevard Bicycle and Pedestrian Safety Improvements, West Dallas Restriping Project, Trail Segment between White Oak Bayou and Memorial Park

Update on project

Mr. Kainer updated the Board on the Heights Boulevard Bicycle and Pedestrian Safety Improvements, West Dallas Restriping Project, Trail Segment between White Oak Bayou and Memorial Park [CIP Project T-0531], advising that the safety improvements are complete. He noted that the related facilities are now being highly utilized. He discussed progress on the trail extension and striping components.

Change Orders [Teamwork Construction Services ("TCS")]

Mr. Kainer then presented two Change Orders to the TCS construction contract. Change Order No. 1 relates to additional fencing for the trail extension, in the total amount of \$40,813.85. Mr. Kainer advised that the fencing is needed to address safety issues arising from adjacent railroad tracks. Change Order No. 2 relates to additional mowing, hydromulching, and sod for the trail extension, in the total amount of \$6,818.06. Mr. Kainer recommended approval of both Change Orders No. 1 and No. 2.

Approve Change Order Limits.

Ms. Weesner noted the new Change Order limits for this project just adopted by the Board, as referenced above.

Approve Expenditure to Houston Parks Board for Tree Replacement on Trail Extension

Ms. Weesner discussed a possible expenditure to Houston Parks Board for tree replacement on the trail extension. She noted that she will have a proposal, with a final dollar amount, ready in September.

Zone Wide Safety and Mobility Projects

Update on project development

Ms. Hennings updated the Board on the Zone Wide Safety and Mobility Projects [CIP Project T-0532]. She discussed potential for related future grants.

Little Thicket

Approve Amendment to Interlocal Agreement with the City of Houston

Ms. Weesner discussed ongoing coordination with the City's Parks Department and General Services Department on a Little Thicket Park master plan and development costs. She discussed related Clark Condon actions and proposals. She advised that as the City has not yet formalized a development plan and contract, amending the interlocal agreement is premature at this time.

Authorize Survey and Geotechnical

Ms. Weesner advised that Clark Condon, as part of its proposed work for the project, has estimated costs for a geotechnical report and a topographic survey at \$20,455. She requested that the Board approve an expenditure in that amount for those advance services, this will allow the survey to be completed and while the City is approving the design funding for the complete design of the park. Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to authorize the expenditure pertaining to the geotechnical report and topographic survey costs.

Approve related pay estimates or change orders, or other design, construction, or management contract administration items

Ratify and Approve Change Orders

The Board discussed the SER and the TCS Change Orders, as presented and recommended by Mr. Kainer, as referenced above. Ms. Weesner noted that the two TCS Change Orders were previously considered and tentatively approved by the Projects Committee, but prior to the approval to the new Change Order limitations adopted at this meeting. Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to ratify and approve the Change Orders as presented.

COMMUNICATIONS

Receive update from Communications Committee

Secretary Hale-Harris updated the Board on communications matters, noting that a virtual kick-off event was held for the Shepherd/Durham construction. She advised that regular related social media posts will follow.

Ms. Small updated the Board on a Crisis Communication Plan. She also discussed ongoing weekly social media posts, monthly and bi-monthly mailers, and new marketing materials.

Chair Lents then presented a thank you letter from Cottage Grove Civic Association regarding the Heights trail extension, and the overwhelming positive response to the project.

COMMITTEE APPOINTMENTS

Vice Chair Colom again welcomed Director Zeve to the Board. Ms. Weesner then reviewed an updated Exhibit A to the Resolution Designating Committee Appointments appointing Director Zeve to the Projects Committee. Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the updated Exhibit A to the Resolution Designating Committee Appointments.

FINANCIAL MATTERS

Receive Finance Committee Report

Vice Chair Colom next reported to the Board on financial matters.

Review Budget

Ms. Weesner presented a final draft of the 5-year CIP budget to be submitted to the City. She reviewed various modifications from prior-discussed versions and provided a general recap of the projects included. Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to confirm the budget and authorize submittal to the City.

Confirm Engagement of Auditor

Ms. Weesner then discussed confirmation of McCall, Gibson, Swedlund, Barfoot, PLLC, as the Authority's Auditor for the fiscal year ending June 30, 2022. Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to confirm engagement of the Auditor for preparation of the Authority's audit for the fiscal year ending June 30, 2022.

Approve Resolution Adopting New Bank Signatory Authorities

Ms. Weesner advised that signature authority for banking accounts needs to be updated with the departure of former Director Brown. She stated that Director Manriquez will now be added as an authorized signatory. Upon motion by Director Stein, seconded by Secretary Hale-Harris, and after full discussion, the Board voted unanimously to approve the Resolution Adopting New Bank Signatory Authorities.

ATTORNEY'S REPORT

Annual review of conflicts disclosures/ethics requirements

Mr. Kuhl provided an overview of the Authority's Code of Ethics and Conflict of Interest Policy. He briefly reviewed rules regarding conflicts disclosure, acceptance of gifts, bribery, and nepotism requirements. He stated that, in essence, Director conduct should be in a manner compatible with the best interests of the Authority, while avoiding even the appearance of impropriety. He reminded Board members to please contact Ms. Davis or him should they have any questions or concerns in this regard.

EXECUTIVE SESSION

Mr. Kuhl stated that an executive session for the Board would not be necessary.

Chair Lents inquired on City annexation actions. Ms. Weesner advised that annexation discussions with the City are ongoing.

RECEIVE COMMENTS OR QUESTIONS FROM THE PUBLIC

Vice Chair Colom again asked for any additional comments and questions from the public. There were no further comments or questions.

Secretary
Memorial-Heights Redevelopment Authority

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

July 14, 2022

The Board of Directors (the "Board") of Reinvestment Zone Number Five, City of Houston, Texas (the "Zone"), convened in regular session, open to the public, at 1980 Post Oak Boulevard, Suite 1380, Houston, Texas 77056, on the 14th day of July, 2022, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Ann Lents	Chair
Alejandro Colom	Vice Chair
Janice Hale-Harris	Secretary
Christopher David Manriquez	Director
Dr. Robert Stein	Director
Marvin Pierre	Director

NEW DIRECTOR

Matt Zeve	Director
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and all of said persons were present, except Director Pierre, thus constituting a quorum.

Also present at the meeting were Sherry Weesner, President of the Authority; Jennifer Curley of the City of Houston the (the "City"); Matt Kainer and Kristen Hennings of Quiddity-1, Inc. ("Quiddity"); Jim Webb of The Goodman Corporation ("TGC"); Melissa Morton of The Morton Accounting Services ("TMAS"); Ashley Small of Medley; Linda Trevino of Ride Metro; Glen Crawford and Eric Hinojosa of Aurora Technical Services; John Covert; Russell Vidrine; Mark Williamson; and John Kuhl and Audrey Lyons of Sanford Kuhl Hagan Kugle Parker Kahn LLP ("SKLaw").

DETERMINE QUORUM; CALL TO ORDER

Vice Chair Colom noted that a quorum was present and called the meeting to order. He advised that the meeting was being recorded.

Receive comments or questions from the public

The Board received comments and questions from the public.

Mr. Crawford introduced himself and Mr. Hinojosa as representatives for Aurora Technical Services, an engineering firm. He queried on the possibility of providing engineering services. Ms. Weesner advised that there are no RFQs currently open and suggested that Mr. Crawford provide his firm's contact information for future reference.

Mr. Covert with Blue River Pet Care queried on the Shepherd/Durham project's impact on business and related traffic. Ms. Weesner directed him to the construction website for ongoing information. She advised that the website is updated every Friday.

Mr. Vidrine also queried on the Shepherd/Durham project and any traffic case studies or detour maps. Ms. Weesner noted that there have been two traffic impact studies for the project that have detailed significant traffic congestion and turning issues. She stated that the redesign will reduce congestion and improve access for pedestrians and bicycles. She also noted that detour routes should not be needed as the goal is to keep at least two lanes open at all times.

CONSENT AGENDA

- a. Approve Zone minutes of April 28, 2022;

Upon motion by Director Stein, seconded by Director Manriquez, the Board voted unanimously to approve the Consent Agenda.

FINANCIAL MATTERS

Review Budget

Ms. Weesner presented a final draft of the 5-year CIP budget to be submitted to the City. She reviewed various modifications from prior-discussed versions and provided a general recap of the projects included. Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to confirm the budget and authorize submittal to the City.

ATTORNEY'S REPORT

Annual review of conflicts disclosures/ethics requirements

Mr. Kuhl provided an overview of the Zone's Code of Ethics and Conflict of Interest Policy. He briefly reviewed rules regarding conflicts disclosure, acceptance of gifts, bribery, and nepotism requirements. He stated that, in essence, Director conduct should be in a manner compatible with the best interests of the Zone, while avoiding even the appearance of impropriety. He reminded Board members to please contact Ms. Davis or him should they have any questions or concerns in this regard.

CONSIDER, CONFIRM, OR RATIFY ACTIONS OF THE AUTHORITY

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

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

Secretary
Reinvestment Zone Number Five,
City of Houston, Texas



**Memorial Heights Redevelopment Authority
Monthly Financial Report Summary
September Board Meeting
Thursday, September 22, 2022**

At the beginning of July, the Memorial Heights Redevelopment Authority (TIRZ #5) beginning Operating Fund Balance was \$54,464,760. TIRZ #5 received a total of \$9,468,950, mainly from City of Houston increment (99%). During the period, TIRZ #5 processed \$1,039,357 in disbursements during the period. 80% of the disbursements related to disbursements to Sovereign Regent Square for the Developer payment (\$420,490) and to SER Construction for CIP Projects (\$410,911). The ending balance as of month end August 31, 2022 was \$62,894,353.

The invoices pending approval total \$27,855. See attached "Unpaid Bills Detail" Report for invoices pending approval and invoices paid in between board meetings.

There was \$2,330,758 spent for Capital Projects for the period. The projects that utilized the majority of the funding was T-0523A Shepherd/Durham Reconstruction (\$2,027,131). See attached "Capital Improvement Projects" Report on page 4.

**Memorial Heights Redevelopment Authority
General Operating Fund
As of August 31, 2022**

General Operating Fund

BEGINNING BALANCE \$ 54,464,760.47

REVENUE

Frost Money Market Interest	20.72	Interest	
City of Houston	9,348,878.41	Annual Increment	
TexPool	17,764.05	Interest	
TexPool	18,314.41	Interest	
Regions Project Fund	32,148.33	Interest	
Regions Project Fund	48,984.79	Interest	
Regions Debt Service Fund	79.38	Interest	
Regions Debt Service Fund	2,759.94	Interest	
Total Revenue			9,468,950.03

DISBURSEMENTS

ACH Goodman Corporation	19,670.95	Engineering Consultant	
ACH Quiddity Engineering LLC	46,911.62	Capital Projects	
ACH eLsqrd Media Group	4,788.00	Website	
ACH Quickbooks Payroll Service	10,144.62	Admin Payroll	
ACH Sovereign Regent Square	420,490.14	Developer Payment	
ACH United States Treasury	6,119.50	Payroll Taxes	
ACH Commerce Bank	125.51	Credit Card	
ACH CDM Smith Inc	51,651.49	Capital Projects	
ACH Schwab Retirement	1,500.00	Retirement	
ACH Texas Workforce Commission	15.00	Payroll Taxes	
ACH The Morton Accounting Services	3,282.58	CPA Services	
ACH Medley Inc	9,500.00	Monthly Retainer	
ACH Frost Bank Checking	134.48	Service Charge	
ACH SER Construction	410,910.80	Capital Projects	
ACH Frost Bank Checking	20.07	Service Charge	
ACH Teamwork Construction Services	43,947.94	Capital Projects	
ACH Quickbooks Payroll Service	10,144.62	Admin Payroll	
Total Disbursements			1,039,357.32

ENDING BALANCE **\$ 62,894,353.18**

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August 31, 2022

Balance

LOCATION OF ASSETS

Frost Checking	2,278,931.30
Frost Money Mkt	3,000,277.39
Frost Project Fund	465.00
Regions Debt Service Fund	2,122,189.79
Regions Project Fund	37,669,253.27
TexPool Investment	17,823,236.43
Total Account Balance	\$ 62,894,353.18

Memorial Heights Redevelopment Authority
Unpaid Bills Detail
As of September 15, 2022

Type	Date	Num	Memo	Due Date	Open Balance
Goodman Corporation					
Bill	08/31/2022	8-2022-45	MRA109 General Planning Support	09/10/2022	717.27
Bill	08/31/2022	8-2022-27	MRA113 Project - Phase I Construction Phase Grant Mngt	09/10/2022	9,468.96
Bill	08/31/2022	8-2022-14	MRA115 Project - Phase II Design and Bid	09/10/2022	8,002.60
Total Goodman Corporation					18,188.83
Medley Inc.					
Bill	08/31/2022	949	Monthly Digital Retainer	09/10/2022	2,000.00
Bill	09/01/2022	961	Monthly Digital Retainer and Survey Creation	09/11/2022	2,180.00
Total Medley Inc.					4,180.00
Teamwork Construction Services Inc.					
Bill	08/31/2022	Pay App...	Bike/Ped Safety Improvements	09/10/2022	1,583.34
Total Teamwork Construction Services Inc.					1,583.34
The Morton Accounting Services					
Bill	08/31/2022	2329	July and August CPA Services	09/10/2022	3,902.58
Total The Morton Accounting Services					3,902.58
TOTAL					27,854.75

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Accrual Basis

Memorial Heights Redevelopment Authority

Capital Improvement Projects

June through August 2022

Type	Date	Num	Name	Memo	Amount
Capital Improvement Plan					
T-0521 Little Thicket Park Impr					
General J...	06/30/2022	CPA 22-3		Reclass time for administrator to respective proj...	1,237.50
Total T-0521 Little Thicket Park Impr					1,237.50
T-0523A Shepherd Durham & Cross					
Bill	06/15/2022	90153979	CDM Smith Inc.	Project: Shepherd & Durham Major Investment ...	51,651.49
Bill	06/28/2022	00342841	Quiddity Engineering, LLC	T0523A Shepherd Durham Grant Coordination - ...	1,462.50
Bill	06/28/2022	00342846	Quiddity Engineering, LLC	Total Fee - \$310,660	2,267.82
Bill	06/28/2022	00342847	Quiddity Engineering, LLC	Reimbursable Costs	1,420.89
Bill	06/28/2022	00342848	Quiddity Engineering, LLC	Total Fee - \$364,200	21,648.27
Bill	06/30/2022	Pay Estimate #2	SER Construction	Shepherd Dr, Durham Dr, Selected Cross Street...	410,910.80
Bill	06/30/2022	6-2022-43	Goodman Corporation	Task 1 - \$45,000	4,500.00
Bill	06/30/2022	6-2022-44	Goodman Corporation	-MULTIPLE-	9,468.96
Bill	06/30/2022	22-0715	Sanford Kuhl Hagan Kugle...	Shepher/Durham Recon	2,070.00
Bill	06/30/2022	90156036	CDM Smith Inc.	Project: Shepherd & Durham Major Investment ...	106,286.61
Bill	06/30/2022	00343268	Quiddity Engineering, LLC	Total Fee - \$310,660	1,025.18
Bill	06/30/2022	00343269	Quiddity Engineering, LLC	T0523A Shepherd Durham Cross Streets - Phas...	1,918.01
Bill	06/30/2022	00343270	Quiddity Engineering, LLC	Total Fee - \$364,200	364.20
General J...	06/30/2022	CPA 22-3		Reclass time for administrator to respective proj...	84,750.00
General J...	06/30/2022	CPA 22-4	SER Construction	Record retainage for project	77,118.87
General J...	07/01/2022	CPA 22-4R	SER Construction	Record retainage for project	-77,118.87
Bill	07/31/2022	7-2022-57	Goodman Corporation	-MULTIPLE-	9,468.96
Bill	07/31/2022	22-0770	Sanford Kuhl Hagan Kugle...	Shepher/Durham Recon	1,218.75
Bill	07/31/2022	00344504	Quiddity Engineering, LLC	T0523A Shepherd Durham Grant Coordination - ...	900.00
Bill	07/31/2022	00344505	Quiddity Engineering, LLC	T0523A WO3 Shepherd Durham Cross Streets ...	2,697.40
Bill	07/31/2022	00344506	Quiddity Engineering, LLC	Total Fee - \$310,660	26,841.02
Bill	07/31/2022	00344507	Quiddity Engineering, LLC	T0523A Shepherd Durham Cross Streets - Phas...	15,450.62
Bill	07/31/2022	00344508	Quiddity Engineering, LLC	Total Fee - \$364,200	4,079.04
Bill	07/31/2022	Pay Estimate #3	SER Construction	Shepherd Dr, Durham Dr, Selected Cross Street...	1,178,718.42
Bill	07/31/2022	90158209	CDM Smith Inc.	Project: Shepherd & Durham Major Investment ...	78,543.08
Bill	08/31/2022	8-2022-27	Goodman Corporation	-MULTIPLE-	9,468.96
Total T-0523A Shepherd Durham & Cross					2,027,130.98
T-0525 North Canal					
General J...	06/30/2022	CPA 22-3		Reclass time for administrator to respective proj...	10,950.00
Total T-0525 North Canal					10,950.00
T-0527 Heights Blvd Pedestrian					
General J...	06/30/2022	CPA 22-3		Reclass time for administrator to respective proj...	1,012.50
Total T-0527 Heights Blvd Pedestrian					1,012.50
T-0528 West Dallas Restriping					
General J...	06/30/2022	CPA 22-3		Reclass time for administrator to respective proj...	3,562.50
Total T-0528 West Dallas Restriping					3,562.50
T-0529 Yale @ Center					
Bill	06/28/2022	00342850	Quiddity Engineering, LLC	Yale Street at Center Street Intersection - June ...	8,708.39
Bill	06/30/2022	00343272	Quiddity Engineering, LLC	Yale Street at Center Street Intersection - June ...	1,171.95
General J...	06/30/2022	CPA 22-3		Reclass time for administrator to respective proj...	1,162.50
Bill	07/31/2022	00344510	Quiddity Engineering, LLC	Yale Street at Center Street Intersection - July ...	416.25
Total T-0529 Yale @ Center					11,459.09
T-0530 White Oak Bayou & Memori					
General J...	06/30/2022	CPA 22-3		Reclass time for administrator to respective proj...	600.00
Total T-0530 White Oak Bayou & Memori					600.00

No assurance is provided on these financial statements

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Accrual Basis

Memorial Heights Redevelopment Authority

Capital Improvement Projects

June through August 2022

Type	Date	Num	Name	Memo	Amount
T-0531 Pedestrian Improv. Const					
Bill	06/28/2022	00342849	Quiddity Engineering, LLC	Pedestrian & Bicycle Safety Impr Construction - ...	8,928.75
Bill	06/30/2022	Pay App #4	Teamwork Construction S...	Bike/Ped Safety Improvements	43,947.94
Bill	06/30/2022	00343271	Quiddity Engineering, LLC	Pedestrian & Bicycle Safety Impr Construction - ...	2,453.75
General J...	06/30/2022	CPA 22-4	Teamwork Construction S...	Record retainage for project	27,292.62
Bill	07/31/2022	Pay App #5	Teamwork Construction S...	Bike/Ped Safety Improvements	167,759.71
Bill	07/31/2022	22-0771	Sanford Kuhl Hagan Kugle...	Heights Blvd	130.00
Bill	07/31/2022	00344509	Quiddity Engineering, LLC	Pedestrian & Bicycle Safety Impr Construction - ...	10,592.87
Bill	08/31/2022	Pay App #6	Teamwork Construction S...	Bike/Ped Safety Improvements	1,583.34
Total T-0531 Pedestrian Improv. Const					262,688.98
T-0532 Zone Wide Safety & Mob					
General J...	06/30/2022	CPA 22-3		Reclass time for administrator to respective proj...	75.00
Total T-0532 Zone Wide Safety & Mob					75.00
T-0533 Zone Wide Local Stormwat					
General J...	06/30/2022	CPA 22-3		Reclass time for administrator to respective proj...	37.50
Total T-0533 Zone Wide Local Stormwat					37.50
Capital Improvement Plan - Other					
Bill	07/31/2022	7-2022-75	Goodman Corporation	Federal and TxDOT	4,001.30
Bill	08/31/2022	8-2022-14	Goodman Corporation	Federal and TxDOT	8,002.60
Total Capital Improvement Plan - Other					12,003.90
Total Capital Improvement Plan					2,330,757.95
TOTAL					2,330,757.95

Memorial Heights Redevelopment Authority

Profit & Loss Prev Year Comparison

July through August 2022

	Jul - Aug 22	Jul - Aug 21	\$ Change	% Change
Ordinary Income/Expense				
Income				
Interest Income	120,071.62	588.87	119,482.75	20,290.2%
Interest Income - CIP	0.00	1,822.55	-1,822.55	-100.0%
Tax Increment - City	0.00	0.00	0.00	0.0%
Total Income	120,071.62	2,411.42	117,660.20	4,879.3%
Cost of Goods Sold				
Capital Improvement Plan				
T-0523A Shepherd Durham & Cross	1,250,267.38	317,232.46	933,034.92	294.1%
T-0525 North Canal	0.00	406.25	-406.25	-100.0%
T-0528 West Dallas Restriping	0.00	1,447.50	-1,447.50	-100.0%
T-0529 Yale @ Center	416.25	256.25	160.00	62.4%
T-0530 White Oak Bayou & Memori	0.00	2,407.50	-2,407.50	-100.0%
T-0531 Pedestrian Improv. Const	180,065.92	0.00	180,065.92	100.0%
T-0532 Zone Wide Safety & Mob	0.00	34,998.12	-34,998.12	-100.0%
T-0533 Zone Wide Local Stormwat	0.00	7,055.84	-7,055.84	-100.0%
Capital Improvement Plan - Other	12,003.90	0.00	12,003.90	100.0%
Total Capital Improvement Plan	1,442,753.45	363,803.92	1,078,949.53	296.6%
Total COGS	1,442,753.45	363,803.92	1,078,949.53	296.6%
Gross Profit	-1,322,681.83	-361,392.50	-961,289.33	-266.0%
Expense				
Developer Reimbursement	420,490.14	310,126.17	110,363.97	35.6%
Interest Expense	652,612.51	0.00	652,612.51	100.0%
Payroll Expenses				
Payroll Taxes	2,539.50	2,580.00	-40.50	-1.6%
Retirement Expense	3,000.00	0.00	3,000.00	100.0%
Salary Payroll	30,000.00	30,000.00	0.00	0.0%
Payroll Expenses - Other	3.74	3.74	0.00	0.0%
Total Payroll Expenses	35,543.24	32,583.74	2,959.50	9.1%
Program and Project Consultants				
Engineering Consultants	3,858.75	6,415.00	-2,556.25	-39.9%
Legal Expense	7,928.05	7,370.36	557.69	7.6%
Planning Consultants	12,558.68	578.45	11,980.23	2,071.1%
Total Program and Project Consultants	24,345.48	14,363.81	9,981.67	69.5%
TIRZ Administration & Overhead				
Accounting	3,902.58	4,135.67	-233.09	-5.6%
Administration	1,895.00	990.00	905.00	91.4%
Auditing	0.00	6,500.00	-6,500.00	-100.0%
Office Expenses				
Bank Service Charges	3,154.55	169.86	2,984.69	1,757.2%
Office Expenses - Other	125.51	0.00	125.51	100.0%
Total Office Expenses	3,280.06	169.86	3,110.20	1,831.0%
Tax Consultant	2,621.70	1,730.40	891.30	51.5%
Total TIRZ Administration & Overhead	11,699.34	13,525.93	-1,826.59	-13.5%
Total Expense	1,144,690.71	370,599.65	774,091.06	208.9%
Net Ordinary Income	-2,467,372.54	-731,992.15	-1,735,380.39	-237.1%
Net Income	-2,467,372.54	-731,992.15	-1,735,380.39	-237.1%

Memorial Heights Redevelopment Authority

Balance Sheet Prev Year Comparison

As of August 31, 2022

	Aug 31, 22	Aug 31, 21	\$ Change	% Change
ASSETS				
Current Assets				
Checking/Savings				
Frost Bank Checking	2,278,931.30	2,673,677.69	-394,746.39	-14.8%
Frost Bank Money Mkt	3,000,277.39	1,150,000.00	1,850,277.39	160.9%
Frost Bank Project Fund	465.00	-35.00	500.00	1,428.6%
Prosperity - Money Market	0.00	-8.40	8.40	100.0%
Regions Debt Service Fund	2,122,189.79	1,467,696.46	654,493.33	44.6%
Regions Project Fund	37,669,253.27	37,549,267.78	119,985.49	0.3%
TexPool Investment	17,823,236.43	19,271,659.06	-1,448,422.63	-7.5%
Total Checking/Savings	62,894,353.18	62,112,257.59	782,095.59	1.3%
Total Current Assets	62,894,353.18	62,112,257.59	782,095.59	1.3%
TOTAL ASSETS	62,894,353.18	62,112,257.59	782,095.59	1.3%
LIABILITIES & EQUITY				
Liabilities				
Current Liabilities				
Accounts Payable				
Accounts Payable	3,156,749.66	583,678.87	2,573,070.79	440.8%
Total Accounts Payable	3,156,749.66	583,678.87	2,573,070.79	440.8%
Other Current Liabilities				
Payroll Liabilities	7,661.50	9,137.00	-1,475.50	-16.2%
Retainage Payable	27,292.62	0.00	27,292.62	100.0%
Total Other Current Liabilities	34,954.12	9,137.00	25,817.12	282.6%
Total Current Liabilities	3,191,703.78	592,815.87	2,598,887.91	438.4%
Long Term Liabilities				
Bond Payable	38,190,000.00	40,000,000.00	-1,810,000.00	-4.5%
Premium on Bonds Payable	2,872,124.50	2,872,124.50	0.00	0.0%
Total Long Term Liabilities	41,062,124.50	42,872,124.50	-1,810,000.00	-4.2%
Total Liabilities	44,253,828.28	43,464,940.37	788,887.91	1.8%
Equity				
Retained Earnings	21,107,897.44	19,379,309.37	1,728,588.07	8.9%
Net Income	-2,467,372.54	-731,992.15	-1,735,380.39	-237.1%
Total Equity	18,640,524.90	18,647,317.22	-6,792.32	0.0%
TOTAL LIABILITIES & EQUITY	62,894,353.18	62,112,257.59	782,095.59	1.3%

Memorial Heights Redevelopment Authority
Profit & Loss Detail
July through August 2022

Accrual Basis

Type	Date	Num	Adj	Name	Memo	Amount
Ordinary Income/Expense						
Income						
Interest Income						
Deposit	07/31/2022			Interest		17,764.05
Deposit	07/31/2022			Interest		79.38
Deposit	07/31/2022			Interest		32,148.33
Deposit	08/31/2022			Interest		20.72
Deposit	08/31/2022			Interest		48,984.79
Deposit	08/31/2022			Interest		2,759.94
Deposit	08/31/2022			Interest		18,314.41
Total Interest Income						120,071.62
Tax Increment - City						
General J...	07/01/2022	CP...	*	City of Houston Cust.	FY22 Increment due from City	-9,348,878.41
Deposit	08/05/2022			City of Houston Cust.	Annual increment	9,348,878.41
Total Tax Increment - City						0.00
Total Income						120,071.62
Cost of Goods Sold						
Capital Improvement Plan						
T-0523A Shepherd Durham & Cross						
General J...	07/01/2022	CP...	*	SER Construction	Record retainage for project	-77,118.87
Bill	07/31/2022	7-2...		Goodman Corporation	Task 1 - \$127,929	3,070.30
Bill	07/31/2022	7-2...		Goodman Corporation	Task 2 - \$172,439	4,655.85
Bill	07/31/2022	7-2...		Goodman Corporation	Task 3 - \$72,617	1,742.81
Bill	07/31/2022	22-...		Sanford Kuhl Hagan Kugle Park...	Shepher/Durham Recon	1,218.75
Bill	07/31/2022	003...		Quiddity Engineering, LLC	T0523A Shepherd Durham Grant Coordination - Through July 22, 2022	900.00
Bill	07/31/2022	003...		Quiddity Engineering, LLC	T0523A WO3 Shepherd Durham Cross Streets Phase 1 Through Jul...	2,697.40
Bill	07/31/2022	003...		Quiddity Engineering, LLC	Total Fee - \$310,660	26,841.02
Bill	07/31/2022	003...		Quiddity Engineering, LLC	T0523A Shepherd Durham Cross Streets - Phase 2 Through July 22,...	15,450.62
Bill	07/31/2022	003...		Quiddity Engineering, LLC	Total Fee - \$364,200	4,079.04
Bill	07/31/2022	Pay...		SER Construction	Shepherd Dr, Durham Dr, Selected Cross Streets Phase 1	1,178,718.42
Bill	07/31/2022	901...		CDM Smith Inc.	Project: Shepherd & Durham Major Investment Project	78,543.08
Bill	08/31/2022	8-2...		Goodman Corporation	Task 1 - \$127,929	3,070.30
Bill	08/31/2022	8-2...		Goodman Corporation	Task 2 - \$172,439	4,655.85
Bill	08/31/2022	8-2...		Goodman Corporation	Task 3 - \$72,617	1,742.81
Total T-0523A Shepherd Durham & Cross						1,250,267.38
T-0529 Yale @ Center						
Bill	07/31/2022	003...		Quiddity Engineering, LLC	Yale Street at Center Street Intersection - July 22, 2022	416.25
Total T-0529 Yale @ Center						416.25
T-0531 Pedestrian Improv. Const						
Bill	07/31/2022	Pay...		Teamwork Construction Services...	Bike/Ped Safety Improvements	167,759.71
Bill	07/31/2022	22-...		Sanford Kuhl Hagan Kugle Park...	Heights Blvd	130.00
Bill	07/31/2022	003...		Quiddity Engineering, LLC	Pedestrian & Bicycle Safety Impr Construction - Through July 22, 20...	10,592.87
Bill	08/31/2022	Pay...		Teamwork Construction Services...	Bike/Ped Safety Improvements	1,583.34
Total T-0531 Pedestrian Improv. Const						180,065.92
Capital Improvement Plan - Other						
Bill	07/31/2022	7-2...		Goodman Corporation	Federal and TxDOT	4,001.30
Bill	08/31/2022	8-2...		Goodman Corporation	Federal and TxDOT	8,002.60
Total Capital Improvement Plan - Other						12,003.90
Total Capital Improvement Plan						1,442,753.45
Total COGS						1,442,753.45
Gross Profit						-1,322,681.83
Expense						
Developer Reimbursement						
Bill	07/02/2022	Rei...		Sovereign Regent Square LLC	Developer Reimbursement 2022(Construction Cost)	420,490.14
Total Developer Reimbursement						420,490.14
Interest Expense						
Bill	08/31/2022	100...		Regions Corporate Trust	Debt Service Payment	652,612.51
Total Interest Expense						652,612.51

Memorial Heights Redevelopment Authority

Profit & Loss Detail

July through August 2022

Accrual Basis

Type	Date	Num	Adj	Name	Memo	Amount
Payroll Expenses						
Payroll Taxes						
Paycheck	07/29/2022	DD...		Sherry Weesner	Direct Deposit	1,023.00
Paycheck	07/29/2022	DD...		Sherry Weesner	Direct Deposit	239.25
Paycheck	07/29/2022	DD...		Sherry Weesner	Direct Deposit	0.00
Paycheck	07/29/2022	DD...		Sherry Weesner	Direct Deposit	0.00
Bill	08/03/2022	EFT		Texas Workforce Commission		15.00
Paycheck	08/31/2022	DD...		Sherry Weesner	Direct Deposit	1,023.00
Paycheck	08/31/2022	DD...		Sherry Weesner	Direct Deposit	239.25
Paycheck	08/31/2022	DD...		Sherry Weesner	Direct Deposit	0.00
Paycheck	08/31/2022	DD...		Sherry Weesner	Direct Deposit	0.00
Total Payroll Taxes						2,539.50
Retirement Expense						
Paycheck	07/29/2022	DD...		Sherry Weesner	Direct Deposit	1,500.00
Paycheck	08/31/2022	DD...		Sherry Weesner	Direct Deposit	1,500.00
Total Retirement Expense						3,000.00
Salary Payroll						
Paycheck	07/29/2022	DD...		Sherry Weesner	Direct Deposit	15,000.00
Paycheck	08/31/2022	DD...		Sherry Weesner	Direct Deposit	15,000.00
Total Salary Payroll						30,000.00
Payroll Expenses - Other						
Liability C...	07/28/2022			QuickBooks Payroll Service	Fee for 1 direct deposit(s) at \$1.75 each	1.75
Liability C...	07/28/2022			QuickBooks Payroll Service	Sales Tax for TX	0.12
Liability C...	08/30/2022			QuickBooks Payroll Service	Fee for 1 direct deposit(s) at \$1.75 each	1.75
Liability C...	08/30/2022			QuickBooks Payroll Service	Sales Tax for TX	0.12
Total Payroll Expenses - Other						3.74
Total Payroll Expenses						35,543.24
Program and Project Consultants						
Engineering Consultants						
Bill	07/31/2022	003...		Quiddity Engineering, LLC	Work Order 1 - Through July 22, 2022	3,858.75
Total Engineering Consultants						3,858.75
Legal Expense						
Bill	07/31/2022	22-...		Sanford Kuhl Hagan Kugle Park...	Legal services through July 2022	7,540.55
Bill	07/31/2022	22-...		Sanford Kuhl Hagan Kugle Park...	Regents Square GID	387.50
Total Legal Expense						7,928.05
Planning Consultants						
Bill	07/07/2022	942		Medley Inc.	Monthly Digital Retainer	2,000.00
Bill	07/07/2022	942		Medley Inc.	Shepherd Durham PR Launch	5,500.00
Bill	07/31/2022	7-2...		Goodman Corporation	Task 1- \$50,000.00	2,341.41
Bill	08/31/2022	949		Medley Inc.	Monthly Digital Retainer	2,000.00
Bill	08/31/2022	8-2...		Goodman Corporation	Task 1- \$50,000.00	717.27
Total Planning Consultants						12,558.68
Total Program and Project Consultants						24,345.48
TIRZ Administration & Overhead						
Accounting						
Bill	08/31/2022	2329		The Morton Accounting Services	July and August CPA Services	3,902.58
Total Accounting						3,902.58
Administration						
Bill	07/31/2022	22-...		Sanford Kuhl Hagan Kugle Park...	Admin/Meeting through July 2022	1,895.00
Total Administration						1,895.00
Office Expenses						
Bank Service Charges						
Check	07/31/2022				Service Charge	134.48
Bill	07/31/2022	100...		Regions Corporate Trust	Annual Fee	3,000.00
Check	08/31/2022				Service Charge	20.07
Total Bank Service Charges						3,154.55

Memorial Heights Redevelopment Authority

Profit & Loss Detail

Accrual Basis

July through August 2022

Type	Date	Num	Adj	Name	Memo	Amount
Office Expenses - Other						
Bill	08/03/2022	Aug...		Commerce Bank	August 2022	125.51
Total Office Expenses - Other						125.51
Total Office Expenses						3,280.06
Tax Consultant						
Bill	07/01/2022	587...		Equi Tax Inc.	July 1 - December 2022 Tax Consulting	2,621.70
Total Tax Consultant						2,621.70
Total TIRZ Administration & Overhead						11,699.34
Total Expense						1,144,690.71
Net Ordinary Income						-2,467,372.54
Net Income						-2,467,372.54

Memorial Heights Redevelopment Authority – TIRZ 5

Investment Report

September 2022

TEXPOOL

Date	Balance	Interest	Average Daily Yield
April 30, 2022	\$18,282,431.00	\$4,570.79	.3042%
May 31, 2022	\$18,292,101.32	\$9,670.32	.6228%
June 30, 2022	\$14,187,157.97	\$14,406.65	1.0013%
July 31, 2022	\$13,504,922.02	\$17,764.05	1.5206%
August 31, 2022	\$17,823,236.43	\$18,314.41	2.1627%

Regions Project Fund

Date	Balance	Income	Average Yield at Market
April 30, 2022	\$37,559,286.00	\$4,292.05	.14%
May 31, 2022	\$38,568,134.77	\$8,848.77	.28%
June 30, 2022	\$37,568,134.77	\$19,985.38	.64%
July 31, 2022	\$37,588,120.15	\$32,148.33	1.03%
August 30, 2022	\$37,699,253.27	\$48,984.79	1.56%

This report and the Authority's investment portfolio are in compliance with the investment strategies expressed in the Authority's Investment Policy and the Public Funds Investment Act.

Sherry F Weesner

Sherry F. Weesner, Investment Officer

CITY OF HOUSTON
ECONOMIC DEVELOPMENT DIVISION
FISCAL YEAR 2023 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 (TY2022):	\$ 2,983,565,690
	Current Taxable Value (TY2021):	\$ 2,868,813,163
	Acres:	1,455.73
	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 and programs is to support the long-term stability and viability of the area.

P R O J E C T P L A N		Total Plan	Cumulative Expenses (to 6/30/21)	Variance
	Capital Projects:			
	Public Utility Improvements	\$ 138,144,635	\$ 2,893,549	\$ 135,251,086
	Roadway and Sidewalk Improvements	131,738,100	13,601,491	118,136,609
	Parks and Park Improvements	88,499,375	10,414,387	78,084,988
	Property Assemblage/Mitigation	52,100,000	882,382	51,217,618
		-	-	-
		-	-	-
		-	-	-
		-	-	-
	Total Capital Projects	\$ 410,482,110	\$ 27,791,809	\$ 382,690,301
	Affordable Housing	33,332,210	7,262,210	26,070,000
	School & Education/Cultural Facilities	23,123,754	12,705,295	10,418,459
	Financing Costs	29,879,513	4,515,595	25,363,918
	Administration Costs/ Professional Services	11,513,853	7,007,949	4,505,904
	Creation Costs	175,300	175,300	-
	Total Project Plan	\$ 508,506,740	\$ 59,458,158	\$ 449,048,582

D E B T	Additional Financial Data	FY2022 Budget	FY2022 Estimate	FY2023 Budget
	<u>Debt Service</u>	\$ -	\$ 2,120,309	\$ 2,119,350
	Principal	\$ -	\$ 975,000	\$ 835,000
	Interest	\$ -	\$ 1,145,309	\$ 1,284,350
		Balance as of 6/30/21	Projected Balance as of 6/30/22	Projected Balance as of 6/30/23
	<u>Year End Outstanding (Principal)</u>			
	Bond Debt	\$ 40,000,000	\$ 39,025,000	\$ 38,190,000
	Bank Loan	\$ -	\$ -	\$ -
	Line of Credit	\$ -	\$ -	\$ -
	Developer Agreement	\$ -	\$ -	\$ -
	Other	\$ -	\$ -	\$ -

CITY OF HOUSTON
ECONOMIC DEVELOPMENT DIVISION
FISCAL YEAR 2023 BUDGET DETAIL

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

TIRZ Budget Line Items	FY2022 Budget	FY2022 Estimate	FY2023 Budget
RESOURCES			
RESTRICTED Funds - Capital Projects	\$ 61,831,132	\$ 57,279,311	60,190,956
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Bond Debt Service	\$ -	\$ 2,100,000	\$ 2,100,000
Beginning Balance	\$ 61,831,132	\$ 59,379,311	\$ 62,290,956
City tax revenue	\$ 8,349,658	\$ 9,840,925	\$ 10,642,697
County tax revenue	\$ -	\$ -	\$ -
ISD tax revenue	\$ -	\$ -	\$ -
ISD tax revenue - Pass Through	\$ -	\$ -	\$ -
Community College tax revenue	\$ -	\$ -	\$ -
Incremental property tax revenue	\$ 8,349,658	\$ 9,840,925	10,642,697
	\$ -	\$ -	\$ -
Adjustment - Prior Years Increment	\$ -	\$ -	\$ -
Miscellaneous revenue	\$ -	\$ -	\$ -
COH TIRZ interest	\$ 4,210		\$ 4,210
Interest Income	\$ 25,000	\$ 22,398	\$ 25,000
Other Interest Income	\$ 29,210	\$ 22,398	\$ 29,210
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
City of Houston	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
Grant Proceeds	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
Proceeds from Bank Loan	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
Contract Revenue Bond Proceeds	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
TOTAL AVAILABLE RESOURCES	\$ 70,210,000	\$ 69,242,634	\$ 72,962,863

CITY OF HOUSTON
ECONOMIC DEVELOPMENT DIVISION
FISCAL YEAR 2023 BUDGET DETAIL

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

TIRZ Budget Line Items	FY2022 Budget	FY2022 Estimate	FY2023 Budget
EXPENDITURES			
Accounting	\$ 30,000	\$ 23,696	\$ 30,000
Administration Salaries & Benefits	\$ 300,000	\$ 215,346	\$ 300,000
Auditor	\$ 20,000	\$ 12,500	\$ 20,000
Bond Services/Trustee/Financial Advisor	\$ 25,000	\$ 4,352	\$ 25,000
Insurance	\$ 5,000	\$ 1,471	\$ 5,000
Office Administration	\$ 20,000	\$ 10,388	\$ 20,000
TIRZ Administration and Overhead	\$ 400,000	\$ 267,753	\$ 400,000
Engineering Consultants	\$ 75,000	\$ 279,450	\$ 75,000
Legal	\$ 100,000	\$ 44,265	\$ 100,000
Construction Audit	\$ -	\$ -	\$ -
Planning Consultants	\$ 50,000	\$ 39,464	\$ 75,000
Program and Project Consultants	\$ 225,000	\$ 363,179	\$ 250,000
Management consulting services	\$ 625,000	\$ 630,932	\$ 650,000
Capital Expenditures (See CIP Schedule)	\$ 16,250,000	\$ 3,239,332	\$ 29,930,000
TIRZ Capital Expenditures	\$ 16,250,000	\$ 3,239,332	\$ 29,930,000
Houston Bike Share	\$ -	\$ -	\$ -
Regents Square GID	\$ 480,000	\$ 310,126	\$ 860,000
Hanover	\$ -	\$ -	\$ 750,000
Developer / Project Reimbursements	\$ 480,000	\$ 310,126	\$ 1,610,000
Bond Debt Service (Series 2021)			
Principal	\$ 975,000	\$ 975,000	\$ 835,000
Interest	\$ 1,145,309	\$ 1,145,309	\$ 1,284,350
System debt service	\$ 2,120,309	\$ 2,120,309	\$ 2,119,350
TOTAL PROJECT COSTS	\$ 19,475,309	\$ 6,300,699	\$ 34,309,350
Payment/transfer to ISD - educational facilities	\$ -	\$ -	\$ -
Administration Fees:			
City	\$ 417,483	\$ 492,046	\$ 532,135
County	\$ -	\$ -	\$ -
ISD	\$ -	\$ -	\$ -
HCC	\$ -	\$ -	\$ -
Affordable Housing:			
City	\$ -	\$ -	\$ -
County	\$ -	\$ -	\$ -
ISD to City of Houston	\$ -	\$ -	\$ -
Municipal Services Charge	\$ 160,652	\$ 158,933	\$ 160,652
Total Transfers	\$ 578,135	\$ 650,979	\$ 692,787
Total Budget	\$ 20,053,444	\$ 6,951,678	\$ 35,002,137
RESTRICTED Funds - Capital Projects	\$ 50,156,556	\$ 60,190,956	\$ 35,860,726
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Bond Debt Service	\$ -	\$ 2,100,000	\$ 2,100,000
Ending Fund Balance	\$ 50,156,556	\$ 62,290,956	\$ 37,960,726
Total Budget & Ending Fund Balance	\$ 70,210,000	\$ 69,242,634	\$ 72,962,863

Notes:

2023 - 2027 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								FY23 - FY27 Total	Cumulative Total (To Date)
			Through 2021	Projected 2022	2023	2024	2025	2026	2027			
C	T-0521	Little Thicket Park Improvements	\$ -	-	500,000	-	-	-	-	500,000	500,000	
C	T-0523A	Shepherd Durham and Selected Cross Street Reconstruction Project	\$ -	6,500,000	21,500,000	21,625,000	20,000,000	18,000,000	-	81,125,000	87,625,000	
C, H	T-0525	North Canal Project	\$ -	1,250,000	6,020,000	12,020,000	5,820,000	-	-	23,860,000	25,110,000	
C	T-0527	Heights Boulevard Pedestrian and Bicycle Safety Improvements and MKT Trail Bicycle and Pedestrian Safety	\$ -	1,000	-	-	-	-	-	-	1,000	
C	T-0528	West Dallas Restriping Project	\$ -	7,000	-	-	-	-	-	-	7,000	
C	T-0529	Yale and Center Intersection	\$ -	100,000	100,000	-	-	-	-	100,000	200,000	
C	T-0530	Segment of Trail between White Oak Bayou and Memorial Park	\$ -	-	-	-	-	-	-	-	-	
C, H	T-0531	Construction Phase - MKT-Heights, Memorial Park to White Oak Trail Segment, W. Dallas restriping	\$ -	750,000	1,200,000	-	-	-	-	1,200,000	1,950,000	
C, H	T-0532	Zone Wide Safety and Mobility Projects	\$ -	120,000	10,000	-	-	-	-	10,000	130,000	
C, H	T-0533	Zone Wide Localized Stormwater Management Projects	\$ -	150,000	10,000	-	-	-	-	10,000	160,000	
C	T-0534	Safety Improvements 19th and Beall Area	\$ -	-	65,000	706,000	-	-	-	771,000	771,000	
C, H	T-0535	Safety and Mobility Improvements Waugh, South Heights, Yale and Waughford between the bridge over Memorial and Washington	\$ -	-	-	140,000	2,000,000	-	-	2,140,000	2,140,000	
C	T-0536	Waugh - Dallas to Allen Parkway Mill and Overlay and Bike Facilities (Partner	\$ -	-	500,000	-	-	-	-	500,000	500,000	
C, H	T-0599	Safe Sidewalk Program	\$ -	-	25,000	25,000	25,000	25,000	25,000	125,000	125,000	
Totals			\$ -	\$ 8,878,000	\$ 29,930,000	\$ 34,516,000	\$ 27,845,000	\$ 18,025,000	25,000	110,341,000	\$ 119,219,000	

* NOTE:

** NOTE:

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2023 - 2027 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 2021	Projected 2022	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
TIRZ Funds	-	8,878,000	23,930,000	21,886,600	12,845,000	18,025,000	25,000	76,711,600	85,589,600
City of Houston	-	-	-	-	8,000,000	-	-	8,000,000	8,000,000
Grants	-	-	6,000,000	12,629,400	7,000,000	-		25,629,400	25,629,400
Other	-	-	-	-	-	-	-	-	-
Project Total	-	8,878,000	29,930,000	34,516,000	27,845,000	18,025,000	25,000	110,341,000	119,219,000

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. Funds remaining after the bank stabilization will be used for park improvements.			Operating and Maintenance Costs: (\$ Thousands)								
					2023	2024	2025	2026	2027	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 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)	
Phase												
1	Planning	-				-	-	-	-	\$ -	\$ -	
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -	
3	Design	-	-	-			-	-	-	\$ -	\$ -	
4	Construction	-	405,000	-	500,000			-	-	\$ 500,000	\$ 500,000	
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -	
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -	
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -	
Total Allocations		\$ -	\$ 405,000	\$ -	\$ 500,000	\$ -	\$ -	\$ -	\$ -	\$ 500,000	\$ 500,000	
Source of Funds												
TIRZ Funds		-	405,000	-	500,000	-	-	-	-	\$ 500,000	\$ 500,000	
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -	
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -	
Other		-	-	-	-	-	-	-	-	\$ -	\$ -	
Total Funds		\$ -	\$ 405,000	\$ -	\$ 500,000	\$ -	\$ -	\$ -	\$ -	\$ 500,000	\$ 500,000	

Project: Shepherd Durham and Selected Cross Street Reconstruction Project				City Council District		Key Map:			WBS.:	T-0523A	
				Location: C		Geo. Ref.:					
				Served: All		Neighborhood:					
Description:	Roadway reconstruction between I-10 and 610 loop North, including hike and bike lanes, storm water drainage systems, curb and gutter section, streetlights, sidewalks and landscaping (<i>Project will be completed in phases</i>).			Operating and Maintenance Costs: (\$ Thousands)							
					2023	2024	2025	2026	2027	Total	
				Personnel	-	-	-	-	-	\$ -	
				Supplies	-	-	-	-	-	\$ -	
Justification:	Major north/south arteries 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 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
Phase											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	125,000	-	-	-	\$ 125,000	\$ 125,000
3	Design	-	1,500,000	1,500,000	1,500,000	1,500,000	-	-	-	\$ 3,000,000	\$ 4,500,000
4	Construction	-	10,000,000	5,000,000	20,000,000	20,000,000	20,000,000	18,000,000		\$ 78,000,000	\$ 83,000,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Allocations		\$ -	\$ 11,500,000	\$ 6,500,000	\$ 21,500,000	\$ 21,625,000	\$ 20,000,000	\$ 18,000,000	\$ -	\$ 81,125,000	\$ 87,625,000
Source of Funds											
TIRZ Funds		-	11,500,000	6,500,000	15,500,000	9,625,000	5,000,000	18,000,000	-	\$ 48,125,000	\$ 54,625,000
City of Houston		-	-	-	-	-	8,000,000	-	-	\$ 8,000,000	\$ 8,000,000
Grants		-	-	-	6,000,000	12,000,000	7,000,000	-	-	\$ 25,000,000	\$ 25,000,000
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds		\$ -	\$ 11,500,000	\$ 6,500,000	\$ 21,500,000	\$ 21,625,000	\$ 20,000,000	\$ 18,000,000	\$ -	\$ 81,125,000	\$ 87,625,000

Project: North Canal Project				City Council District		Key Map:				WBS.:	T-0525		
				Location:		C, H							Geo. Ref.:
				Served:		C, H		Neighborhood:					14
Description:	Part of North Canal project			Operating and Maintenance Costs: (\$ Thousands)									
					2023	2024	2025	2026	2027	Total			
				Personnel	-	-	-	-	-	\$ -			
				Supplies	-	-	-	-	-	\$ -			
				Svcs. & Chgs.	-	-	-	-	-	\$ -			
Justification:	This is part of the North Canal project. When the North Canal is completed, water level on the White Oak is expected to be lower during a flood event			Capital Outlay	-	-	-	-	-	\$ -			
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -			
				FTEs						-			
				Fiscal Year Planned Expenses									
				Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027
Phase													
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -		
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -		
3	Design	-	1,200,000	1,250,000			-	-	-	\$ -	\$ 1,250,000		
4	Construction	-	-	-	6,020,000	12,020,000	5,820,000	-	-	\$ 23,860,000	\$ 23,860,000		
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -		
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -		
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -		
Total Allocations		\$ -	\$ 1,200,000	\$ 1,250,000	\$ 6,020,000	\$ 12,020,000	\$ 5,820,000	\$ -	\$ -	\$ 23,860,000	\$ 25,110,000		
Source of Funds													
TIRZ Funds		-	1,200,000	1,250,000	6,020,000	12,020,000	5,820,000	-	-	\$ 23,860,000	\$ 25,110,000		
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -		
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -		
Other		-	-	-	-	-	-	-	-	\$ -	\$ -		
Total Funds		\$ -	\$ 1,200,000	\$ 1,250,000	\$ 6,020,000	\$ 12,020,000	\$ 5,820,000	\$ -	\$ -	\$ 23,860,000	\$ 25,110,000		

*NOTE:

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)								
					2023	2024	2025	2026	2027	Total		
				Personnel	-	-	-	-	-	\$ -		
				Supplies	-	-	-	-	-	\$ -		
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.			Svcs. & Chgs.	-	-	-	-	-	-	\$ -	
				Capital Outlay	-	-	-	-	-	-	\$ -	
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
				FTEs							-	
				Fiscal Year Planned Expenses								
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)	
Phase												
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -	
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -	
3	Design	-	100,000	100,000	-	-	-	-	-	\$ -	\$ 100,000	
4	Construction	-	950,000	-	100,000	-	-	-	-	\$ 100,000	\$ 100,000	
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -	
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -	
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -	
Total Allocations		\$ -	\$ 1,050,000	\$ 100,000	\$ 100,000	\$ -	\$ -	\$ -	\$ -	\$ 100,000	\$ 200,000	
Source of Funds												
TIRZ Funds		-	1,050,000	100,000	100,000	-	-	-	-	\$ 100,000	\$ 200,000	
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -	
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -	
Other		-	-	-	-	-	-	-	-	\$ -	\$ -	
Total Funds		\$ -	\$ 1,050,000	\$ 100,000	\$ 100,000	\$ -	\$ -	\$ -	\$ -	\$ 100,000	\$ 200,000	

Project:		Construction Phase - MKT-Heights, Memorial Park to White Oak Trail Segment, W. Dallas restriping			City Council District		Key Map:			WBS.:	T-0531			
					Location:		C, H		Geo. Ref.:					
					Served:		C, H		Neighborhood:					
Description:	Construction phase of T-527, T-528, T-530				Operating and Maintenance Costs: (\$ Thousands)									
						2023	2024	2025	2026	2027	Total			
					Personnel	-	-	-	-	-	\$ -			
					Supplies	-	-	-	-	-	\$ -			
Justification:	Construction phase of these 3 projects has been combined to obtain construction cost efficiencies				Svcs. & Chgs.	-	-	-	-	-	\$ -			
					Capital Outlay	-	-	-	-	-	\$ -			
					Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -			
					FTEs						-			
Fiscal Year Planned Expenses														
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)			
Phase														
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -			
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -			
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -			
4	Construction	-	1,800,000	750,000	1,200,000			-	-	\$ 1,200,000	\$ 1,950,000			
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -			
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -			
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -			
		-	-	-	-	-	-	-	-	\$ -	\$ -			
		-	-	-	-	-	-	-	-	\$ -	\$ -			
		-	-	-	-	-	-	-	-	\$ -	\$ -			
		-	-	-	-	-	-	-	-	\$ -	\$ -			
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -			
Total Allocations		\$ -	\$ 1,800,000	\$ 750,000	\$ 1,200,000	\$ -	\$ -	\$ -	\$ -	\$ 1,200,000	\$ 1,950,000			
Source of Funds														
TIRZ Funds		-	1,800,000	750,000	1,200,000	-	-	-	-	\$ 1,200,000	\$ 1,950,000			
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -			
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -			
Other		-	-	-	-	-	-	-	-	\$ -	\$ -			
Total Funds		\$ -	\$ 1,800,000	\$ 750,000	\$ 1,200,000	\$ -	\$ -	\$ -	\$ -	\$ 1,200,000	\$ 1,950,000			

Project: Zone Wide Safety and Mobility Projects				City Council District		Key Map:			WBS.:	T-0532			
				Location:		C, H		Geo. Ref.:					
				Served:		C, H		Neighborhood:					
Description:	Identify locations where safety issues, poor connections, poor or no infrastructure exist; determine whether remediation or installation would improve safety or mobility for all modes of transportation within the zone and implement the recommended solutions.			Operating and Maintenance Costs: (\$ Thousands)									
					2023	2024	2025	2026	2027	Total			
				Personnel	-	-	-	-	-	\$ -			
				Supplies	-	-	-	-	-	\$ -			
Justification:	There are varying levels of infrastructure within the zone and some locations that experience more safety issues than others. This project would address the City's goal of vision zero and improve access/mobility for all modes of transpiration.			Svcs. & Chgs.	-	-	-	-	-	-	\$ -		
				Capital Outlay	-	-	-	-	-	-	\$ -		
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
				FTEs							-		
Fiscal Year Planned Expenses													
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)		
Phase													
1	Planning	-	120,000	120,000	10,000	-	-	-	-	\$ 10,000	\$ 130,000		
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -		
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -		
4	Construction	-	-	-	-	-	-	-	-	\$ -	\$ -		
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -		
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -		
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -		
Total Allocations													
Total Allocations		\$ -	\$ 120,000	\$ 120,000	\$ 10,000	\$ -	\$ -	\$ -	\$ -	\$ 10,000	\$ 130,000		
Source of Funds													
Source of Funds													
TIRZ Funds		-	120,000	120,000	10,000	-	-	-	-	\$ 10,000	\$ 130,000		
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -		
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -		
Other		-	-	-	-	-	-	-	-	\$ -	\$ -		
Total Funds		\$ -	\$ 120,000	\$ 120,000	\$ 10,000	\$ -	\$ -	\$ -	\$ -	\$ 10,000	\$ 130,000		

Project: Zone Wide Localized Stormwater Management Projects				City Council District		Key Map:				WBS.:	T-0533			
				Location:		C, H		Geo. Ref.:						
				Served:		C, H		Neighborhood:						
Description:	Identify locations of localized flooding issues and aging, undersized, poor or no infrastructure; determine whether remediation or installation would improve storm water management within the zone and implement the recommended solutions.			Operating and Maintenance Costs: (\$ Thousands)										
					2023	2024	2025	2026	2027	Total				
				Personnel	-	-	-	-	-	\$ -				
				Supplies	-	-	-	-	-	\$ -				
Justification:	There are varying levels of infrastructure within the zone and some locations that experience localized flooding. This project would address the City's goal to reduce flooding within the City.			Svcs. & Chgs.	-	-	-	-	-	-	\$ -			
				Capital Outlay	-	-	-	-	-	\$ -				
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -				
				FTEs						-				
Fiscal Year Planned Expenses														
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)			
Phase														
1	Planning	-	150,000	150,000	10,000	-	-	-	-	\$ 10,000	\$ 160,000			
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -			
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -			
4	Construction	-	-	-	-	-	-	-	-	\$ -	\$ -			
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -			
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -			
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -			
		-	-	-	-	-	-	-	-	\$ -	\$ -			
		-	-	-	-	-	-	-	-	\$ -	\$ -			
		-	-	-	-	-	-	-	-	\$ -	\$ -			
		-	-	-	-	-	-	-	-	\$ -	\$ -			
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -			
Total Allocations		\$ -	\$ 150,000	\$ 150,000	\$ 10,000	\$ -	\$ -	\$ -	\$ -	\$ 10,000	\$ 160,000			
Source of Funds														
TIRZ Funds		-	150,000	150,000	10,000	-	-	-	-	\$ 10,000	\$ 160,000			
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -			
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -			
Other		-	-	-	-	-	-	-	-	\$ -	\$ -			
Total Funds		\$ -	\$ 150,000	\$ 150,000	\$ 10,000	\$ -	\$ -	\$ -	\$ -	\$ 10,000	\$ 160,000			

Project: Safety Improvements 19th and Beall Area				City Council District		Key Map:			WBS.:	T-0534		
				Location:		C	Geo. Ref.:					
				Served:		C	Neighborhood:					
Description:	Installation of ADA ramps and pedestrian crosswalks at four intersections. The improvements will also include installing 6 feet wide sidewalks on the north side of 19th Street, the east side of Bevis Street, and both sides of Beall Street.			Operating and Maintenance Costs: (\$ Thousands)								
					2023	2024	2025	2026	2027	Total		
				Personnel	-	-	-	-	-	\$ -		
				Supplies	-	-	-	-	-	\$ -		
Justification:	The crash-prone segments of 19th Street, Beall Street, and Bevis Street are identified as candidates for the 2021 Highway Safety Improvement Program (HSIP). The HSIP aims to significantly reduce fatalities and serious injuries on public roads. The eligibility evaluation of this project for the HSIP funding uses the crash data from the TxDOT Crash Records Information System (CRIS).			Svcs. & Chgs.	-	-	-	-	-	-	\$ -	
				Capital Outlay	-	-	-	-	-	-	\$ -	
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
				FTEs								
Fiscal Year Planned Expenses												
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)	
Phase												
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -	
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -	
3	Design	-	-	-	65,000	-	-	-	-	\$ 65,000	\$ 65,000	
4	Construction	-	-	-	-	706,000	-	-	-	\$ 706,000	\$ 706,000	
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -	
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -	
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -	
Total Allocations												
Total Allocations		\$ -	\$ -	\$ -	\$ 65,000	\$ 706,000	\$ -	\$ -	\$ -	\$ 771,000	\$ 771,000	
Source of Funds												
Source of Funds												
TIRZ Funds		-	-	-	65,000	76,600	-	-	-	\$ 141,600	\$ 141,600	
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -	
Grants		-	-	-	-	629,400	-	-	-	\$ 629,400	\$ 629,400	
Other		-	-	-	-	-	-	-	-	\$ -	\$ -	
Total Funds		\$ -	\$ -	\$ -	\$ 65,000	\$ 706,000	\$ -	\$ -	\$ -	\$ 771,000	\$ 771,000	

Project:	Safety and Mobility Improvements Waugh, South Heights, Yale and Waughford between the bridge over Memorial and Washington			City Council District		Key Map:			WBS.:	T-0535	
				Location:	C, H	Geo. Ref.:					
				Served:	ALL	Neighborhood:					
Description:	Striping & signage south of Feagan St. to improve safety at merge with S Heights Blvd. The conversion, via restripe and curb extensions as appropriate, of Waugh Dr. into a two-way roadway between Feagan St. and Washington Ave. We are proposing a section that includes: 2 SB lanes, 1 NB lane, and a two-way left turn lane; update of the Waugh/Yale signal at Washington Ave. and add a WB left turn lane. Modifications to the intersection of Waughford St. at Waugh St. to support two-way operations on Waugh. Dedicated left-turn lanes and a new signal at S.Heights Blvd. at Willia/Feagan Streets.			Operating and Maintenance Costs: (\$ Thousands)							
					2023	2024	2025	2026	2027	Total	
				Personnel	-	-	-	-	-	\$ -	
				Supplies	-	-	-	-	-	\$ -	
Justification:	This particular section of road has a high number of vehicle crashes and pedestrian crashes. Traffic feeds in from multiple directions and many pedestrians are crossing the roads because of the proximity to Spotts Park.			Svcs. & Chgs.	-	-	-	-	-	-	\$ -
				Capital Outlay	-	-	-	-	-	-	\$ -
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
				FTEs						-	
Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
Phase											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	140,000	-	-	-	\$ 140,000	\$ 140,000
4	Construction	-	-	-	-		2,000,000	-	-	\$ 2,000,000	\$ 2,000,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Allocations		\$ -	\$ -	\$ -	\$ -	\$ 140,000	\$ 2,000,000	\$ -	\$ -	\$ 2,140,000	\$ 2,140,000
Source of Funds											
TIRZ Funds		-	-	-	-	140,000	400,000	-	-	\$ 540,000	\$ 540,000
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-		1,600,000	-	-	\$ 1,600,000	\$ 1,600,000
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds		\$ -	\$ -	\$ -	\$ -	\$ 140,000	\$ 2,000,000	\$ -	\$ -	\$ 2,140,000	\$ 2,140,000

Project: Waugh - Dallas to Allen Parkway Mill and Overlay and Bike Facilities (Partnership Project)		City Council District			Key Map:			WBS.:	T-0536		
		Location:		C	Geo. Ref.:						
		Served:		C	Neighborhood:						
Description:	Mill and overlay with the addition of bike lanes and improvement of pedestrian facilities from W. Dallas to Allen Parkway on Waugh Drive. This project will be completed in partnership with Precinct 1 and TIRZ 27			Operating and Maintenance Costs: (\$ Thousands)							
					2023	2024	2025	2026	2027	Total	
				Personnel	-	-	-	-	-	\$ -	
				Supplies	-	-	-	-	-	\$ -	
Justification:	There is a gap in facilities between the TIRZ 5 bike lane on W. Dallas at the intersection of W. Dallas and Waugh Dr., the TIRZ 27 bike lane on Waugh Dr. at W Dallas St. and Buffalo Bayou Park. This is an important segment to provide safety for people as they access the park.			Svcs. & Chgs.	-	-	-	-	-	\$ -	
				Capital Outlay	-	-	-	-	-	\$ -	
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
				FTEs						-	
Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
Phase											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction	-	-	-	500,000	-	-	-	-	\$ 500,000	\$ 500,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Allocations		\$ -	\$ -	\$ -	\$ 500,000	\$ -	\$ -	\$ -	\$ -	\$ 500,000	\$ 500,000
Source of Funds											
TIRZ Funds		-	-	-	500,000	-	-	-	-	\$ 500,000	\$ 500,000
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds		\$ -	\$ -	\$ -	\$ 500,000	\$ -	\$ -	\$ -	\$ -	\$ 500,000	\$ 500,000

Project: Safe Sidewalk Program				City Council District		Key Map:		WBS.:		T-0599			
				Location:		C, H						Geo. Ref.:	
				Served:		C, H						Neighborhood:	
Description:	Program to improve small sections of sidewalk.			Operating and Maintenance Costs: (\$ Thousands)									
					2023	2024	2025	2026	2027	Total			
				Personnel	-	-	-	-	-	\$ -			
				Supplies	-	-	-	-	-	\$ -			
Justification:	Sidewalk program to improve walkability			Svcs. & Chgs.	-	-	-	-	-	-	\$ -		
				Capital Outlay	-	-	-	-	-	-	\$ -		
				Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
				FTEs							-		
Fiscal Year Planned Expenses													
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)		
Phase													
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -		
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -		
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -		
4	Construction	-	25,000		25,000	25,000	25,000	25,000	25,000	\$ 125,000	\$ 125,000		
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -		
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -		
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
		-	-	-	-	-	-	-	-	\$ -	\$ -		
Other Sub-Total:		-	-	-	-	-	-	-	-	\$ -	\$ -		
Total Allocations													
		\$ -	\$ 25,000	\$ -	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 125,000	\$ 125,000		
Source of Funds													
TIRZ Funds		-	25,000	-	25,000	25,000	25,000	25,000	25,000	\$ 125,000	\$ 125,000		
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -		
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -		
Other		-	-	-	-	-	-	-	-	\$ -	\$ -		
Total Funds		\$ -	\$ 25,000	\$ -	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 125,000	\$ 125,000		

CERTIFICATE FOR ORDER

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, the undersigned officer of the Board of Directors of the Memorial-Heights Redevelopment Authority do hereby certify as follows:

1. The Board of Directors of the Memorial-Heights Redevelopment Authority convened in Regular Session, open to the public, on September 22, 2022, at a meeting place outside the boundaries of Reinvestment Zone No. 5 of the City of Houston, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Ann Lents	Chair
Alejandro Colom	Vice Chair
Janice Hale-Harris	Secretary
Dr. Robert Stein	Director
Christopher David Manriquez	Director
Marvin Pierre	Director
Matt Zeve	Director

and all of said persons were present, except Director(s) _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a written

**ORDER EVIDENCING REVIEW OF AMENDED AND RESTATED
ORDER DESIGNATING INVESTMENT OFFICER AND
ESTABLISHING RULES, POLICIES, AND CODE OF ETHICS FOR THE INVESTMENT
OF AUTHORITY FUNDS AND REVIEW OF INVESTMENTS**

was introduced for the consideration of the Board. It was then duly moved and seconded that the Order be adopted; and, after due discussion, the motion, carrying with it the adoption of the Order, prevailed and carried unanimously.

2. That a true, full and correct copy of the aforesaid Order adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; that the Order has been duly recorded in the Board's minutes of the meeting; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the Board as indicated therein; that each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting, and that the Order would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose; that the meeting was open to the public as required by law; and that public notice of the time, place and subject of the meeting was given as required by Subchapter C, Chapter 49, Texas Water Code.

PASSED AND APPROVED the 22nd day of September, 2022.

Secretary

**ORDER EVIDENCING REVIEW OF AMENDED AND RESTATED
ORDER DESIGNATING INVESTMENT OFFICER AND
ESTABLISHING RULES, POLICIES, AND CODE OF ETHICS FOR THE INVESTMENT
OF AUTHORITY FUNDS AND REVIEW OF INVESTMENTS**

WHEREAS, the Memorial-Heights Redevelopment Authority (the "Authority"), by resolution dated September 26, 2019, has adopted an Amended and Restated Order Designating Investment Officer and Establishing Rules, Policies, and Code of Ethics for the Investment of Authority Funds and Review of Investments (the "Policy") as required by Chapter 2256 of the Texas Government Code (the "Public Funds Investment Act"); and

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

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

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

Section 1. The Board has conducted a review of the Policy and the investment strategies contained therein at its regular meeting held on September 22, 2022.

Section 2. No changes were made to the Policy or the investment strategies contained therein.

Adopted this 22nd day of September, 2022.

Chairman, Board of Directors

Secretary, Board of Directors

(SEAL)

CERTIFICATE FOR ORDER

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, the undersigned officer of the Board of Directors of the Memorial-Heights Redevelopment Authority do hereby certify as follows:

1. The Board of Directors of the Memorial-Heights Redevelopment Authority convened in Regular Session, open to the public, on September 22, 2022, at a meeting place outside the boundaries of Reinvestment Zone No. 5 of the City of Houston, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Ann Lents	Chair
Alejandro Colom	Vice Chair
Janice Hale-Harris	Secretary
Dr. Robert Stein	Director
Christopher David Manriquez	Director
Marvin Pierre	Director
Matt Zeve	Director

and all of said persons were present, except Director(s) _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a written

ORDER ADOPTING LIST OF QUALIFIED BROKERS

was introduced for the consideration of the Board. It was then duly moved and seconded that the Order be adopted; and, after due discussion, the motion, carrying with it the adoption of the Order, prevailed and carried unanimously.

2. That a true, full and correct copy of the aforesaid Order adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; that the Order has been duly recorded in the Board's minutes of the meeting; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the Board as indicated therein; that each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting, and that the Order would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose; that the meeting was open to the public as required by law; and that public notice of the time, place and subject of the meeting was given as required by Subchapter C, Chapter 49, Texas Water Code.

PASSED AND APPROVED the 22nd day of September, 2022.

Secretary

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 22nd day of September, 2022.

Chair, Board of Directors

ATTEST:

Secretary, Board of Directors

EXHIBIT A

ABC Bank Moody National Bank
Allegiance Bank New First National Bank
Amegy Bank of Texas, N.A. North Star Bank of Texas
Austin Capital Bank PNC Bank/The PNC Financial Services Group, Inc.
BB & T Plains Capital Bank
Bank of America N.A. Plains State Bank
Bank of New York- Mellon Prosperity Bank
Bank of Texas N.A. R Bank
Bank of the Ozarks (Bank Ozk) Regions Bank
Brenham National Bank Simmons Bank
Cadence Bank SouthStar Bank
Capital Bank of Texas Southwest Securities
Capital Markets Group State Bank of Texas
Capital One State Street Bank & Trust Co.
Central Bank Stifel Nicolaus
Chasewood Bank Sunflower Bank
Citibank N.A. Tex Star Investment Pool
Comerica Bank Texas Capital Bank N.A.
Comerica Securities Texas Class
Commercial State Bank Texas Citizens Bank
Community Bank of Texas Texas Exchange Bank
Community Trust Bank Texas First Bank
Coastal Securities Texas Gulf Bank
East West Bank Texas Regional Bank
First Bank of Texas The Independent Bankers Bank
First Citizens Bank The Mint National Bank
First Financial Bank, N.A. Texas Savings Bank
First National Bank of Texas Texpool/Texpool Prime
First Texas Bank The Right Bank for Texas
Frontier Bank of Texas Third Coast Bank
Frost National Bank Trustmark National Bank
Guaranty Bank & Trust United Bank of El Paso Del Norte
Hancock Whitney Bank United Texas Bank
Herring Bank Unity National Bank

Hometown Bank, N.A. U. S. Bank
Iberia Bank Veritex Bank
ICS Wallis Bank
Independent Bank Wells Fargo Bank, N.A.
International Bank of Commerce Wells Fargo Brokerage Services, LLC
Inter National Bank Wells Fargo Trust
IntraFi Network Deposits West Star Bank
JP Morgan Chase Woodforest National Bank
Legacy Texas Bank
Lone Star Bank
Lone Star Capital Bank
Lone Star Investment Pool

Memorial Heights Redevelopment Authority/TIRZ No. 5
Project Update – September 16, 2022



JC WA	Project Name	CIP Project Number	Status	Work Completed Since July 2022 Board Meeting	Work Anticipated in the Next Month
WA#1	General Consultation	-	In Progress	<ul style="list-style-type: none"> Updated and maintained master schedule. Updated maps and documents for potential annexations. Prepared for meetings. Updated potential projects. 	<ul style="list-style-type: none"> Update COH MWDBE Database for all active CIP projects. Support potential annexation process. Maintain project list and Story Map, as needed. Update and maintain master schedule.
WA#8	North Canal Project	T-0525	Planning	<ul style="list-style-type: none"> None. 	<ul style="list-style-type: none"> Continue coordination with COH, as needed Meet with TxDOT and HCFCD, as needed.
T-0523A-WA#1	Shepherd and Durham Grant Coordination	T-0523A	Planning	<ul style="list-style-type: none"> Supported grant administration. Coordinated with HPW. 	<ul style="list-style-type: none"> Continued support of grant administration. Continue coordination with HPW
T-0523A-WA#4	Shepherd Durham Phase 2 Accelerated Tasks	T-0523A	Active Design	<ul style="list-style-type: none"> Continued coordination with AT&T and CenterPoint for utility relocations and adjustments. Coordinated with HPW on plan to move project forward. Addressed comments from HPW on draft geotechnical report. Met with UCC on September 8, 2022. 	<ul style="list-style-type: none"> Continue coordination with CenterPoint and AT&T regarding their facilities, including attendance of UCC meetings. Continue coordination with HPW to move the project forward. Continue coordination with HPW on adjacent projects. Submit final geotechnical report.
T-0523A-WA#5	Shepherd Durham - Phase 2 Final Design	T-0523A	Active Design	<ul style="list-style-type: none"> Submitted 60% package to HPW. Coordinated with HPW. Prepared for and Kicked-off project with TxDOT. 	<ul style="list-style-type: none"> Receive and address comments from HPW. Submit 60% package to TxDOT 10/23/2022. Receive and address comments from TxDOT.
T-0523A-WA#6	Shepherd Durham - Phase 1 Construction Phase Services	T-0523A	Construction	<ul style="list-style-type: none"> Continued construction phase services. Reviewed submittals and prepared responses. Reviewed and responded to contractor RFIs. Attended regular progress meeting with Contractor and Team. 	<ul style="list-style-type: none"> Continue construction phase services. Review and respond to submittals. Review and respond to contractor RFIs. Continue progress meeting with Contractor and Team.
T-0529-WA#1	Yale at Center	T-0529	Active Design	<ul style="list-style-type: none"> Received and address request to abandon RR signage. Resubmitted 100% drawings to HPW. 	<ul style="list-style-type: none"> Receive approval of 100% drawings. Schedule and secure HPW signatures. Complete construction documents and turn over to HPW.
T-0531-WA#1	Construction of Bike/ Ped Improvements	T-0531	Construction	<ul style="list-style-type: none"> Reviewed and responded to contractor questions. Reviewed and prepared change orders. Observed construction activities. 	<ul style="list-style-type: none"> Continue construction observation Resume progress meetings

INTERLOCAL AGREEMENT FOR IMPROVEMENTS AT LITTLE THICKET PARK

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

ARTICLE 1 PARTIES

THIS INTERLOCAL AGREEMENT FOR IMPROVEMENTS 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:

City

City of Houston
Director, Parks and Recreation
Department
2999 S. Wayside Drive
Houston, Texas 77023

Authority

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	4
ARTICLE 4 DUTIES OF CITY	6
ARTICLE 5 TERM AND TERMINATION	6
ARTICLE 6 MISCELLANEOUS PROVISIONS	7
EXHIBIT	
A Scope of Work for Improvements at Little Thicket Park	

1.3. Parts Incorporated

The exhibit described above is incorporated into this Agreement.

1.4. Controlling Parts

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

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. “Authority”** is defined in Article 1 of this Agreement and includes the Authority’s successors and assigns.
- 2.2. “Authority Contribution”** is defined in Section 3.1.1 of this Agreement.
- 2.3. “City”** is defined in Article 1 of this Agreement and includes its successors and assigns.
- 2.4. “City Contribution”** is defined in Section 4.1.1 of this Agreement.
- 2.5. “Countersignature Date”** is the date of countersignature by the City Controller of the City of Houston.
- 2.6. “Director”** means the Director of the City of Houston Parks and Recreation Department or the Director’s designee.
- 2.7. “Park”** means Little Thicket Park.
- 2.8. “Project”** means improvements at the Park, as described more fully in Exhibit A.
- 2.9. “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 \$_____.00 under this Agreement (“Authority Contribution”) for expenditure on costs for surveying and to construct the Project. [The Authority shall also pay for Project design, subject to reimbursement by the City as set forth in Section 4.1.1.]

2. The Authority shall provide the City all labor, material, and supervision necessary to construct the Project, including surveying. The Authority, its contractors and subcontractors, will be responsible for all permits required for the Project 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. The Authority shall submit copies of the plans for the Project 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 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 in accordance with applicable competitive bidding laws. At the time of advertisement for construction of the Project, the Authority shall submit to the City a copy of the publication notice.

The parties agree that if the bids received for the Project are higher than the Project budget, the parties will jointly discuss and decide what elements and related costs may be eliminated from the Project.

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; [Scope of Work]; Conditions of Expenditure; Use of Excess Funds

1. The City shall contribute \$550,000.00 for Project Costs to the Authority under this Agreement ("City Contribution") for construction of the Project. [The City shall also reimburse the Authority for design costs in the amount of \$_____.] Within forty-five (45) days of the City's receipt of the publication notice described in Section 3.1.2. of this Agreement, the City shall remit the City Contribution [and design costs] to the Authority at its address for notices.

[2. The City shall pay and coordinate preparation of design and construction plans and specifications as well as construction administrative services associated with the Project. The City shall submit copies of the plans for the Project to the Authority at intervals of 30%, 60% and 90% completion for the Authority's review. The City shall also provide permitted plans and for the Authority's use.]

3. 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.

4. 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.

4.2. 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. The Director may not accept the Project 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 IMPROVEMENTS AT LITTLE THICKET PARK

Estimated Project Cost: \$_____.00

City Contribution: \$550,000.00 [for construction]
[\$_____.00 for design]

Authority Funding: \$_____.00

Managed by: Memorial Heights Redevelopment Authority

Project Scope:

- In accordance with the City of Houston Park Master Plan, construct new walkways, playground, outdoor fitness equipment, site furnishings (picnic tables, benches, drinking fountain and bike rack), landscape and irrigation.
- The project will include associated grading, drainage, and detention.
- Additional features and repairs maybe considered if the budget allows.

AMENDEDMENT TO AGREEMENT BETWEEN THE MEMORIAL HEIGHTS
REDEVELOPMENT AUTHORITY AND CONTRACTOR
FOR THE SHEPHERD DRIVE, DURHAM DRIVE, AND SELECTED CROSS STREETS
RECONSTRUCTION – PHASE ONE PROJECT

(Project Number T-05000-0005-7)

WHEREAS the Memorial Heights Redevelopment Authority (“Owner”) and SER Construction Partners, LLC (“Contractor”) entered into the Agreement Between The Memorial Heights Redevelopment Authority and Contractor effective on March 17, 2022, for the construction of the Shepherd Drive, Durham Drive, and Selected Cross Streets Reconstruction – Phase One Project (“the Agreement”);

WHEREAS the Section 4.1 of the Agreement calls for Owner to pay for the construction of the Project by making progress payments to Contractor on account of the Contract Price, as provided by the Agreement and Contract Documents incorporated into the Agreement;

WHEREAS the manufacturer of the Silva Cells product to be used in the Project (“the Manufacturer”) requires a significant down payment from the Contractor before accepting the order for the Silva Cells, which would require an up-front payment by the Contractor that would not be included in the progress payments until the Silva Cells are delivered (“the Down Payment”);

WHEREAS the Section 9.5.3 of the General Conditions of the Agreement gives the Owner the authority to establish conditions for payments made for materials and equipment with procedures satisfactory to the Director to establish the Owner’s title to such materials and equipment or otherwise protect the Owner’s interests; and

WHEREAS the Owner and Contractor wish to secure the Contractor’s order for the Silva Cells to ensure that the product will be available for purchase for timely installation as part of the construction of the Project, and Owner and Contractor agree to the following Amendment to the Agreement Between The Memorial Heights Redevelopment Authority and Contractor effective on March 17, 2022, as follows:

1. The Contractor agrees to directly pay the Manufacturer of the Silva Cells the Down Payment requested by the Manufacturer necessary to secure the order for the Silva Cells and related materials and equipment.

2. In accordance with all requirements of the Agreement, Contractor shall submit to Owner a request for progress payment for payment of the Down Payment (“the Down Payment Pay Request”). Owner, upon approval of the Down Payment Pay Request, shall pay such pay request in accordance with the terms of the Agreement and in accordance with the procedures set forth therein.

3. Contractor agrees thereafter to complete the order and make final payment to the Manufacturer when due for the purchase and delivery of the Silva Cells.

4. If after payment by Owner to Contractor for the Down Payment Pay Request the

Manufacturer (i) fails to deliver the Silva Cells or related equipment for *any* reason, (ii) gives Owner reason to believe that the Manufacturer will fail to deliver the Silva Cells or related equipment, and/or (iii) declares bankruptcy or otherwise closes its business without delivery of the Silva Cells or related equipment, **or** (i) Contractor fails to complete the order and make final payment to the Manufacturer for the purchase and delivery of the Silva Cells, Contractor agrees to immediately reimburse Owner for the Down Payment Pay Request. Contractor agrees that it shall continue to be responsible for all costs, including court costs and attorney's fees, in accordance with the Agreement for failure to reimburse Owner as set forth herein.

5. Any amount paid by Owner to Contractor for the Down Payment Pay Request is not considered additional compensation to the Contractor.

This Amendment to the Agreement is effective as of the date of countersignature by the Owner and is executed in two original copies, one of which is retained by the Owner and one is to be delivered to the Contractor.

CONTRACTOR:

BY: _____

Name: _____

Title: _____

Date: _____

MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY:

BY: _____

Name: _____

Title: _____

Date: _____

Project Cost and Change Order Summary Report
Shepherd Durham T-523A

Budget	Initial Contract Amount	Contract Date	Initial Expected Completion Date	Change Order	Change Order Date	Change Order Description	Change Order Amount	Completion Date Change	% Change over Original Completion	New Contract Amount	Current Contract Amount/Original Contract Amount
\$47,000,000.00	\$50,431,020.89	4/18/2022	1/20/2025	1	7/7/2022	Change contruction method to accommodate Centerpoint Electric Delay	\$0.00	TBD	TBD	50,431,020.89	0.00%

Project Cost and Change Order Summary Report
Pedestrian Bicycle Safety Project T-0531

Budget	Initial Contract Amount	Contract Date	Initial Expected Completion Date	Change Order	Change Order Date	Change Order Description	Change Order Amount	Completion Date Change	% Change over Original Completion	New Contract Amount	Current Contract Amount/Original Contract Amount
	\$1,153,161.25	3/28/2022	12/23/2022	1	6/16/2022	White Oak Bayou Trail Extension Fence	\$40,813.85	N/A	0	\$1,193,975.10	103.54%
				2	6/2/2022	Mow Strip & Hydromulch @ White Oak Byou Trail & Additional Sod	\$6,818.06	N/A	0	\$1,200,793.16	104.13%
				3	7/14/2022	Ground Boxes @ Heights & Center St.	\$8,004.00	N/A	0	\$1,208,797.16	104.82%