

**MINUTES OF THE MEETING OF THE  
TIRZ 17 REDEVELOPMENT AUTHORITY/MEMORIAL CITY REDEVELOPMENT AUTHORITY  
CITY OF HOUSTON, TEXAS  
BOARD OF DIRECTORS**

**January 26, 2016**

**ESTABLISH QUORUM AND CALL MEETING TO ORDER.**

The Board of Directors of the TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority, City of Houston, Texas, held a regular meeting on Tuesday, January 26, 2016, at 8:00 a.m., at the Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024, inside the boundaries of the TIRZ, open to the public, and the roll was called of the duly appointed members of the Board, to-wit:

Position 1 – vacant

Position 2 – John Rickel

Position 3 – Bob Tucker, *Asst. Secretary*

Position 4 – Ann T. Givens, *Chair*

Position 5 – Zachary R. Hodges

Position 6 – Brad Freels, *Vice-Chair*

Position 7 – Glenn E. Airola, *Secretary*

and all of the above were present, thus constituting a quorum. Also present were consultants Scott Bean and Linda Clayton, both of Hawes Hill Calderon, LLC; and Jessica Holoubek, Allen Boone Humphries Robinson, LLP. Others attending the meeting were Jennifer Curley, COH - Economic Development; Michelle Lofton, ETI Bookkeeping Services; Muhammad Ali and Derek St. John, Lockwood Andrews & Newman, Inc.; Edward Conger, Klotz Associates, Inc.; Council Member Greg Travis and Sally Alcorn, District G; Jack Valinski, COH; Pat Walters, Memorial City Management District;; Tony Sartori and Mike Voinis, Half Associates; Dean Bixler, Virginia Gregory, Ed Browne, Peter Tomlin, Steve Smith, Donna Collum, Paul Buescher, Jim Muckle, David Tresch, Bruce Nichols, Lois Myers and Donna Freedman. Chair Givens called the meeting to order at 8:02 a.m.

**PUBLIC COMMENTS.**

Bruce Nichols discussed detention south of IH-10. Dean Bixler discussed flooding issues and impact on the community. Virginia Gregory discussed planting plants/trees standards set by CenterPoint and variances at the Lipex property. Ed Browne discussed the regional drainage study, flooding event and FEMA/insurance rates. Lois Myers discussed flooding issues and value of homes declining. Donna Freedman discussed the seating configuration for the meetings and difficulty hearing during meetings.

**APPROVE MINUTES OF DECEMBER 15, 2015, REGULAR MEETING.**

Upon a motion duly made by Director Rickel, and being seconded by Director Airola, the Board voted unanimously to approve the Minutes of the December 15, 2015, board meeting, as presented.

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

Ms. Loftin provided a handout of a revised bookkeeper's report, a copy is attached as Exhibit A. She reviewed the report and went over invoices. She reported the check for maintenance on the detention basin was the last payment. There was general discussion as to when the maintenance would be transferred over to Flood Control. Upon a motion duly made by Director Rickel, and being seconded by Director Hodges, the Board voted unanimously to accept the Financial and Bookkeeper's Report and approved payment of invoices, as presented.

**CIP UPDATE.**

Mr. Bean reported comments had been received from the City, a copy of the City's letter is included in the Board agenda materials. Director Rickel reported the CIP Committee (Ann Givens, Brad Freels and John Rickel) met with Andy Icken to discuss the CIP. He reported that the City provided input on the CIP plan submitted in September and that the City had requested evaluation of an alternative site for one of the south of I-10 detention basins. He reported the Committee voiced concerns about the viability of the City's alternative site and it was agreed with the City that an appraisal would be ordered to determine the economic feasibility of their alternative location. No action was taken by the Board.

**RECEIVE ENGINEER'S REPORT FROM LAN INCLUDING:**

- a. Lumpkin Road Improvements Project construction status;**
- b. Consider approval of time modifications, changes in work or pay applications; and**
- c. Other engineering matters and projects.**

Mr. Ali provided an update on the Lumpkin Road Reconstruction and Drainage Improvements project, a copy of LAN's report is included in the Board agenda materials. He reported an approximate 4% overrun of construction costs. There was general discussion regarding additional excavation at the bottom of the basin, additional geotesting of the soils and additional hours for police officers. He reported the goal is to have the final change order in February. He reported he had three action items for consideration (1) Change Order from SER in the amount of \$178,401.97; (2) Pay Application No. 11 from SER Construction in the amount of \$1,013,677.03; and (3) Pay Application No. 12 from SER Construction in the amount of \$973,584.64. The Board will consider the Change Order after entering into Executive Session and discussing other issues. Upon a motion duly made by Director Tucker, and being seconded by Director Hodges, the Board voted unanimously to approve the 4% overrun of construction costs. Upon a motion duly made by Director Rickel, and being seconded by Director Hodges, the Board voted unanimously to approve Pay Application No. 11 from SER Construction in the amount of \$1,013,677.03. Upon a motion duly made by Director Rickel, and being seconded by Director Airola, the Board voted unanimously to approve Pay Application No. 12 from SER Construction in the amount of \$973,584.64.

**RECEIVE ENGINEER'S REPORT FROM KLOTZ ASSOCIATES INCLUDING:**

- a. Updates on W140 Channel Improvements and related flood mitigation improvements;**

- b. Updates on North Gessner; and
- c. Other engineering matters and projects.

Mr. Conger provided an update on the W140 Channel Improvements project and North Gessner project, a copy of Klotz' status reports are included in the Board agenda materials. He reported both projects are on hold until the 2016 budget is approved. No action from the Board was required.

**RECEIVE COMMITTEE REPORT AND RECOMMENDATIONS ON RESPONSES TO REQUEST FOR QUALIFICATIONS FOR CIVIL ENGINEERING SERVICES.**

Director Rickel reported the Committee met and reviewed six responses to the Request for Qualifications for civil engineering services. He reported in the Committee's recommendation for an additional engineer it took in consideration engineering firms demonstrating qualifications and competence in design and construction management for drainage and street infrastructure projects. He stated that special consideration was also given to firms specifically familiar with Infosystem software, the software used by LAN in connection with the Authority's regional drainage study, and to those firms that did not have an existing working relationship with any of the major developers in the TIRZ. He reported after full consideration of qualifications, the Committee was recommending engaging Halff Associates as an additional engineer for the Authority. Director Rickel further stated the Committee was recommending terminating Klotz Associates and engaging Halff Associates to take cover the existing three projects for which Klotz had been previously engaged. Director Rickel made a motion to engage Halff as an additional engineer, to terminate Klotz, to authorize Halff to complete the three projects for which Klotz had been previously engaged and to further authorize the Executive Director to facilitate the transition within the next thirty days. Attorney Holoubek informed the Board that engaging an engineer to perform professional engineering services would need to be a two-step process. She reported first, the Board would need to consider qualifications and engage the firm determined to be most highly qualified. She reported then the Board could separately and subsequently negotiate a scope of work and fair price for such work. She further stated that the Authority did not need to terminate its contract with Klotz because, as indicated by Mr. Conger earlier, Klotz had completed all work previously authorized by the Board. Director Rickel at this time stated he was removing his previous motion and would make a new motion. There was general discussion regarding the financial impact in changing engineer firms for any of the three projects for which Klotz had been engaged. Director Freels noted that Halff had indicated that they would not charge the Authority to "get up to speed" on these projects. Upon a motion duly made by Director Rickel, and being seconded by Director Airola, the Board voted to engage Halff Associates as an additional engineer and directed the Executive Director to negotiate a master engineering services agreement with Halff Associates as well as to negotiate work authorization proposals for the three current projects for which Klotz Associates had been previously engaged. Directors Rickel, Tucker, Hodges, Freels and Airola voted aye. Chair Givens opposed. The motion passed.

**RECEIVE SWA PROJECTS STATUS REPORT.**

Mr. Vick provided an update on projects, a copy of SWA's progress report is included in the Board agenda materials. He reported SWA is coordinating with LAN on the Lumpkin and Town & Country projects. No action from the Board was required.

**RECEIVE TIP CALL FOR PROJECTS UPDATE FROM THE GOODMAN CORPORATION.**

This item was tabled.

**CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.071, TEXAS GOVERNMENT CODE, TO CONDUCT A PRIVATE CONSULTATION WITH ATTORNEY, WITH REGARD TO PENDING OR CONTEMPLATED LITIGATION; AND CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.072, TEXAS GOVERNMENT CODE, TO DELIBERATE THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY.**

An executive session was called at 8:55 a.m.

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

The Board reconvened in open session at 9:18 a.m.

Upon a motion duly made by Director Tucker, and being seconded by Director Airola, the Board voted unanimously to authorize purchase of a drainage easement.

Upon a motion duly made by Director Tucker, and being seconded by Director Freels, the Board voted unanimously to engage Integra for appraisal of the proposed property for detention south of IH-10.

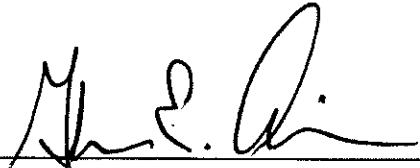
Upon a motion duly made by Director Rickel, and being seconded by Director Tucker, the Board voted unanimously to approve the Change Order from SER Construction in the amount of \$178,401.97.

**AUTHORIZE ENGAGEMENT OF APPRAISER.**

This item was authorized after reconvening from executive session.

**ADJOURNMENT.**

There being no further business to come before the Board, Chair Givens adjourned the meeting at 9:19 a.m.

  
Secretary

List of Exhibits:

- A. Revised Bookkeeper's Report, dated December 31, 2015.

**Memorial City Redevelopment Authority**  
**Cash Management Report**  
**December 31, 2015**

**ETI BOOKKEEPING SERVICES**  
 17111 ROLLING CREEK DRIVE SUITE 108  
 HOUSTON TX 77090  
 TELEPHONE 281 444 3384 FAX 281 440 8304

Fiscal Year End: June 30, 2016

**Summary**

<u>Current Activity</u>	<u>Memorial City Redevelopment Authority</u>			
	<u>General Fund</u>	<u>Capital Projects</u>	<u>Debt Service</u>	<u>Total</u>
Beginning Balance	21,589,942.67	0.00	782,717.77	22,372,660.44
Revenue	5,398.33	0.00	124.17	5,522.50
Expenditures	2,599,804.90	0.00	0.00	2,599,804.90
Ending Balance	18,995,536.10	0.00	782,841.94	19,778,378.04

**NOTES**

Debt Service Payments due in Fiscal Year End 2016:

Date	Series	Principal	Interest	Total
9/1/2015	2008	450,000.00	171,102.50	621,102.50
9/1/2015	2011	555,000.00	151,248.00	706,248.00
9/1/2015	2011A	1,760,000.00	503,965.00	2,263,965.00
3/1/2016	2008	-	161,090.00	161,090.00
3/1/2016	2011	-	141,036.00	141,036.00
3/1/2016	2011A	-	470,085.00	470,085.00
			<b>Total FYE 2016</b>	<b>4,363,526.50</b>

## General Operating Fund

**BEGINNING BALANCE:** **21,589,942.67**

**REVENUE:**

Checking Interest - Wells Fargo	2,155.41	
Texpool Interest	134.94	
Wells Fargo/TexSTAR (Surplus Funds) Interest	107.98	
Temporary Right of Entry Rental	3,000.00	
Voided Check(s)	0.00	
<b>Total Revenue:</b>		<b>5,398.33</b>

**DISBURSEMENTS:**

Checks Presented At Last Meeting	1,544,087.97	
Checks Written at/after Last Meeting	0.00	
Lipex Properties Reimbursement Wire	1,055,716.93	
<b>Total Expenditures</b>		<b>2,599,804.90</b>

**Ending Balance:** **18,995,536.10**

**Location of Assets:**

Institution	Investment Number	Interest Rate	
Wells Fargo Checking	*5490	0.1500	17,215,474.00
TexPool	*0001	0.1863	852,733.94
Wells Fargo/TexSTAR	TexSTAR Surplus Funds	0.1868	680,607.49
Texas Exchange Bank CD	*3601	0.8500	246,720.67
<b>Total</b>			<b>18,995,536.10</b>

Certificate of Deposit                      CD \*3601                      Term: 12 Months                      Matures: 09/28/2016

**Memorial City Redevelopment Authority  
Checks Presented January 26, 2016**

<b>Num</b>	<b>Name</b>	<b>Description</b>	<b>Amount</b>
2558	Allen Boone Humphries Robinson LLP	Legal Fee	-6,124.31
2559	Equi-Tax, Inc	Tax Assessor Fee	-400.00
2560	ETI Bookkeeping Services	Bookkeeping Fee	-850.00
2561	Hawes Hill Calderon LLP	Professional Consultant	-7,500.00
2562	Klotz Associates Inc	Engineering Consultant	-1,801.85
2563	L.N. McKean, Inc.	Landscaping Maintenance	-7,500.00
2564	McCall Gibson Swedlund Barfoot PLLC	Construction Audit	-4,250.00
2565	SER Construction Partners, LLC	Pay Estimate No. 11	-1,013,677.03
2566	The Goodman Corporation Inc	Contract Services	-1,600.00
2567	Lockwood, Andrews & Newman, Inc.	Engineering Fee	-195,213.43
2568	SER Construction Partners, LLC	Pay Estimate No. 12	-973,584.64
2569	SWA Group	Landscape Architect Services	-14,460.73
<b>Total</b>			<b>-2,226,961.99</b>

## Debt Service Fund

<b>BEGINNING BALANCE</b>		<b>782,717.77</b>
<b>REVENUE</b>		
Wells Fargo/TexSTAR (2008 DSF) Interest	122.66	
Wells Fargo/TexSTAR (2008 Pled Rev) Interest	1.51	
<b>Total Revenue</b>		<b>124.17</b>
<b>EXPENDITURES</b>		
2008 Debt Service Interest Payment	0.00	
2008 Debt Service Principal Payment	0.00	
<b>Total Expenditures</b>		<b>0.00</b>
<b>ENDING BALANCE</b>		<b>782,841.94</b>

**Location of Assets:**

Institution	Investment Number	Interest Rate	Current Balance
Wells Fargo *4601	TexSTAR 2008 DSF	0.1863	773,336.29
Wells Fargo *4600	TexSTAR 2008 Pledged Rev	0.1863	9,505.65
		<b>Total</b>	<b>782,841.94</b>



Memorial City Redevelopment Authority  
Investment Report  
December 31, 2015

**SCHEDULE OF INVESTMENTS**

Investment Pools

Fund	Location Of Assets	Interest Rate	Beginning Balance		Interest Earned	Deposits or (Withdrawals)	Ending Balance			
			Market	N.A.V.			Market	N.A.V.		
GOF	TexPool	0.1863	852,522.27	0.99991	852,599.00	134.94	(0.00)	852,665.72	0.99992	852,733.94
GOF	Wells Fargo/ TexStar	0.1863	680,530.81	1.000046	680,499.51	107.98	(0.00)	680,549.64	0.999915	680,607.49
DSF	Wells Fargo/ TexStar DSF	0.1863	773,249.20	1.000046	773,213.63	122.66	0.00	773,270.56	0.999915	773,336.29
DSF	Wells Fargo/ TexStar PI Rev	0.1863	9,504.58	1.000046	9,504.14	1.51	0.00	9,504.84	0.999915	9,505.65

Certificates of Deposit

Fund	Location Of Assets	Interest Rate	Purchase Value	Term	Maturity Date	Beginning Balance	Deposits or (Withdrawals)	Interest Earned	Ending Balance
GOF	TX Exch *3601	0.8500	245,000.00	12 Months	9/28/2016	246,720.67	0.00	0.00	246,720.67

Collateral Pledged In Addition to FDIC

Depository Institution	Total Funds On Deposit	Custodial Institution	Securities Pledged	Collateral Description	Par Value	Market Value
Wells Fargo	17,215,474.00	BNYM	30,863,600	WU2246	19,238,507	19,238,507

Certification:

The District's investments are in compliance with the investment strategy as expressed in the District's Investment Policy and the Public Funds Investment Act.

Bookkeeper

Investment Officer

Investment Officer	Date Assumed Office	Training Completed
Kenneth Byrd	8/6/2015	10/18/2014

**Memorial City Redevelopment Authority**  
**Profit & Loss Budget vs. Actual**  
December 2015

				December			Year To Date (6 Months)			Annual
				Actual	Budget	Variance	Actual	Budget	Variance	Budget
<b>Ordinary Income/Expense</b>										
<b>Income</b>										
1000 · Income										
8223 · Interest Income				2,473	7,303	-4,830	16,464	43,817	-27,353	87,633
<b>Total 1000 · Income</b>				<b>2,473</b>	<b>7,303</b>	<b>-4,830</b>	<b>16,464</b>	<b>43,817</b>	<b>-27,353</b>	<b>87,633</b>
6-4320 · Increment Collections				0	0	0	11,488,134	12,524,238	-1,036,104	12,524,238
<b>Total Income</b>				<b>2,473</b>	<b>7,303</b>	<b>-4,830</b>	<b>11,504,598</b>	<b>12,568,055</b>	<b>-1,063,457</b>	<b>12,611,871</b>
<b>Expense</b>										
3335 · Management Consulting Services										
6320 · Legal				4,606	5,000	-394	34,233	30,000	4,233	60,000
6322 · Eng Consultant/General Prof.Svc				0	6,250	-6,250	13,784	37,500	-23,716	75,000
6337 · Construction Audit				4,250	0	4,250	4,250	0	4,250	10,000
6343 · Other				1,600	0	1,600	30,563	0	30,563	0
<b>Total 3335 · Management Consulting Services</b>				<b>10,456</b>	<b>11,250</b>	<b>-794</b>	<b>82,830</b>	<b>67,500</b>	<b>15,330</b>	<b>145,000</b>
5650 · Transfers										
6430 · Municipal Services				0	0	0	0	0	0	490,000
<b>Total 5650 · Transfers</b>				<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>490,000</b>
5706 · Debt Service										
5707 · Principal				0	0	0	2,765,000	2,660,000	105,000	2,660,000
5708 · Interest				0	0	0	826,316	826,316	0	1,704,667
<b>Total 5706 · Debt Service</b>				<b>0</b>	<b>0</b>	<b>0</b>	<b>3,591,316</b>	<b>3,486,316</b>	<b>105,000</b>	<b>4,364,667</b>
6-6420 · City of Houston Admin Fee				0	0	0	0	0	0	626,212
6300 · Administration & Overhead										
6321 · Auditor				0	0	0	19,500	17,000	2,500	17,000
6333 · Bookkeeping/Accounting				850	875	-25	5,504	5,250	254	10,500
6340 · Administration Salaries/Benefit				7,500	11,833	-4,333	45,000	71,000	-26,000	142,000
6344 · Bond Svcs/Trustee/FA				400	0	400	2,400	0	2,400	4,800
6350 · Office Expense				0	1,250	-1,250	880	7,500	-6,620	15,000
6351 · Office Lease				0	1,250	-1,250	0	7,500	-7,500	15,000
6353 · Insurance / FDIC Assess.Fee				0	3,750	-3,750	3,138	22,500	-19,362	45,000
6355 · MetroNational - Detention/Roads				1,055,717	0	1,055,717	1,055,717	0	1,055,717	0
<b>Total 6300 · Administration &amp; Overhead</b>				<b>1,064,467</b>	<b>18,958</b>	<b>1,045,509</b>	<b>1,132,139</b>	<b>130,750</b>	<b>1,001,389</b>	<b>249,300</b>
7000 · Capital Expenditure										
1709 · Lumpkin I-10 Westview				2,124,742	275,000	1,849,742	8,258,145	1,650,000	6,608,145	3,300,000
1715A · Barryknoll East Drainage				0	16,667	-16,667	0	100,000	-100,000	200,000
1717 · Town & Country W. Drain/Mobil				65,791	172,917	-107,126	177,909	1,037,500	-859,591	2,075,000
1722 · Town & Country Blv Signalizatr				675	0	675	1,238	0	1,238	0
1724 · Gessner at Barryknoll Intersec.				0	0	0	371	0	371	0

December 2015 FYE 2016 Budget based on FYE 2015 numbers.  
FYE 2016 Budget not yet approved by COH as of 12/31/2015.

December 31, 2015

**Memorial City Redevelopment Authority**  
**Profit & Loss Budget vs. Actual**  
**December 2015**

	December			Year To Date (6 Months)			Annual
	Actual	Budget	Variance	Actual	Budget	Variance	Budget
1725 · Parks & Green Space Improv.	0	2,083	-2,083	0	12,500	-12,500	25,000
1731A · Detention Basin & W-140 Bridge	7,500	0	7,500	8,580	0	8,580	0
1731B · Memorial Drainage & Mobility	0	0	0	171,440	0	171,440	0
1732A · N Gessner Drainage & Mobility	1,802	25,000	-23,198	86,642	150,000	-63,358	300,000
1734 · W140 Channel Improvements	630	134,583	-133,953	20,162	807,500	-787,338	1,615,000
1734B · Bunker Hill Bridge	0	6,250	-6,250	0	37,500	-37,500	75,000
1735A · Detention Basin A	3,616	256,667	-253,051	5,447	1,540,000	-1,534,553	3,080,000
1736A · Memorial Drive Drainage	0	33,333	-33,333	0	200,000	-200,000	400,000
<b>Total 7000 · Capital Expenditure</b>	<b>2,204,756</b>	<b>922,500</b>	<b>1,282,256</b>	<b>8,729,934</b>	<b>5,535,000</b>	<b>3,194,934</b>	<b>11,070,000</b>
<b>Total Expense</b>	<b>3,279,679</b>	<b>952,708</b>	<b>2,326,971</b>	<b>13,536,219</b>	<b>9,219,566</b>	<b>4,316,653</b>	<b>16,945,179</b>
<b>Net Income</b>	<b>-3,277,206</b>	<b>-945,405</b>	<b>-2,331,801</b>	<b>-2,031,621</b>	<b>3,348,489</b>	<b>-5,380,110</b>	<b>-4,333,308</b>



**Lockwood, Andrews  
& Newnam, Inc.**  
A LEO A DALY COMPANY

January 18, 2016

Hawes Hill Calderon LLP  
10103 Fondren, #300  
Houston, TX 77096

Attention: Mr. Scott Bean

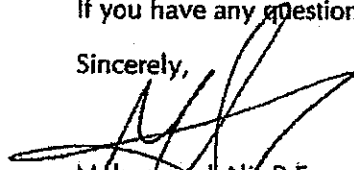
Reference: Engineering Services relating to  
TIRZ 17 Redevelopment Authority  
CIP T-1709, T-1717, T-1731B

Dear Mr. Bean:

Attached is the original copy of our Invoice No. 26 in the amount of \$191,597.50 for the above projects, which covers services through January 15, 2016.

If you have any questions, please feel free to contact me at (713) 266-6900.

Sincerely,



Muhammad Ali, P.E.  
Project Manager

MA:rtm

Enclosures: LAN Invoice No.26

cc: File

Code # Various See  
Detail  
1/19/16





**Lockwood, Andrews & Newnam, Inc.**  
A LEO A DALY COMPANY

PLEASE  
REMIT TO: Lockwood, Andrews & Newnam, Inc.  
2025 Briarpark Drive  
Houston, Texas 77042  
Attn: Accounts Receivable  
713.266.6800 • Fax: 713.266.7191

Scott Bean  
Hawes Hill Calderon LLP  
10103 Fondren, #300  
Houston, Texas 77096

January 18, 2016  
Invoice No: 26

Engineering services through January 15, 2016 in connection with the TIRZ 17 Redevelopment Authority

Account No.	Project Name	Original Contract	Percent Complete	Remaining Contract Amount	Total Invoiced To Date	Previously Invoiced	Current Payment Due
1709 CIP No. T-1709	Lumpkin Roadway Improvements from IH-10 Frontage Road to Northbrook Drive CPS and CMT	\$493,200.00	95.00%	\$24,660.00	\$ 468,540.00	\$ 394,560.00	\$ 73,980.00
1709 CIP No. T-1709	Lumpkin Roadway Improvements from IH-10 Frontage Road to Northbrook Drive CM&I	\$597,600.00	95.00%	\$29,880.00	\$ 567,720.00	\$ 507,960.00	\$ 59,760.00
1717 CIP No. T-1717	Town & Country West Drainage & Mobility Improvements- Amendment to Phase II Additional Services	\$115,715.00	50.00%	\$0.00	\$ 57,857.50	\$ -	\$ 57,857.50
<b>Total</b>		<b>\$1,206,515.00</b>			<b>\$ 1,094,117.50</b>	<b>\$ 902,520.00</b>	<b>\$ 191,597.50</b>

**CURRENT PAYMENT DUE THIS INVOICE: \$191,597.50**





**Lockwood, Andrews  
& Newnam, Inc.**  
A LEO A DALY COMPANY

January 18, 2016

Hawes Hill Calderon LLP  
10103 Fondren, #300  
Houston, TX 77096

Attention: Mr. Scott Bean

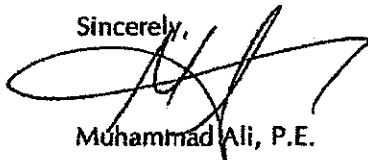
Reference: Engineering Services relating to  
TIRZ 17 Redevelopment Authority  
**Engineering Consulting Services & T-1735**

Dear Mr. Bean:

Attached is the original copy of our Invoice No. 16 in the amount of \$3,615.93 for the above project, which covers services October 20, 2015 through January 15, 2016.

If you have any questions, please feel free to contact me at (713) 266-6900.

Sincerely,



Muhammad Ali, P.E.

MA:rtm

Enclosures: LAN Invoice No.16

cc: File

*Code # 1735  
1/19/16*





**Lockwood, Andrews  
& Newnam, Inc.**  
A LEO A DALY COMPANY

PLEASE  
REMIT TO: Lockwood, Andrews & Newnam, Inc.  
2925 Briarpark Drive  
Houston, Texas 77042  
Attn: Accounts Receivable  
713.266.6900 • Fax: 713.266.7191

Scott Bean  
Hawes Hill Calderon LLP  
10103 Fondren, #300  
Houston, Texas 77096

January 18, 2016  
Invoice No: 16

**Engineering Consulting Services through January 15, 2016 in connection with  
the TIRZ Redevelopment Authority**

Project Name	Original Contract Amount	Total To Date	Previously Invoiced To Date	Current Payment Due
Authorizations 1) Engineering Consulting Services	\$45,000.00	\$ 43,615.93	\$ 40,000.00	\$3,615.93

**CURRENT PAYMENT DUE THIS INVOICE: \$3,615.93**



Project 130-10384-020 Memorial City Program Manangement Servi Invoice 16

# Billing Backup

Tuesday, January 18, 2016

Leo A Daly / LAN

Invoice 16 Dated 1/18/2016

3:26:20 PM

Project 130-10384-020 Memorial City Program Manangement Services

Task 200 IXT-PM

## Professional Personnel

		Hours	
13089	Ali, Muhammad	10.00	
13758	Gakhar, Amber	2.00	
13520	Gonzalez, Enrique	8.00	
13674	Lewis, Alan	1.00	
13539	Rendon, Victor	1.50	
	Totals	13.50	
	Total Labor		3,615.93

Total this Report \$3,615.93







**Lockwood, Andrews  
& Newnam, Inc.**  
A LEO A DALY COMPANY

January 20, 2016

Scott Bean  
Memorial City Redevelopment Authority  
c/o Hawes Hill Calderon, LLP  
10103 Fondren #300  
Houston, Texas 77096

Reference: Lumpkin Road Reconstruction and Drainage Improvements  
LAN Project No.: 130-10384-001  
WBS No. N-T17000-0012-3  
SER Construction Partners, LLC Payment No. 12

Dear Mr. Bean:

SER Construction Partners, LLC (SER) has submitted estimate No. 12 in the amount of \$973,584.64 for construction services rendered through December 31, 2015.

Based on our review, SER has complied with all requirements stated in the estimate and we recommend payment of **\$973,584.64** to SER.

The following billing information is to be used for payment:

SER Construction Partners, LLC  
3636 Pasadena Blvd.  
Pasadena, TX 77503

If you have any questions or require additional information, please feel free to contact me at (713)266-6900.

Sincerely,

*for* Muhammad Ali, P.E.  
Project Manager

MA:rlb

Enclosures: SER Pay Est. No. 12

Code # 1709  
1/21/16





**MEMORIAL CITY REDEVELOPMENT AUTHORITY**  
**Tax Increment Reinvestment Zone No. 17**

Estimate No. : 12  
 Cut Off Date : 12/31/15  
 Estimate Date : 01/19/16

**ESTIMATE AND CERTIFICATE FOR  
 PAYMENT UNIT PRICE WORK**

Project Name : Lumpkin Road Reconstruction and Drainage Improvements  
 Contractor Name : SER Construction Partners, LLC  
 Address : 3636 Pasadena Blvd.  
 Pasadena, TX 77503

WBS No. : N-T17000-0012-3

Contract Date : 12/11/2014  
 Start Date : 1/5/2015  
 Current Contract Completion Date : 4/14/2016  
 Substantial Completion Date :  
 Percentage By Time : 77.63% In Place : 99.68%  
 Date Insurance Exp. : 6/8/2016 Drug Policy Due Date: N/A Current M/SBE : 13.0/3.2% Schedule Update Received : 1/6/2016

**CONTRACT TIME IN CALENDAR DAYS**

Original Contract Time : 465  
 Approved Extensions : 0  
 Total Contract Time : 465  
 Days Used to Date : 361  
 Days Remaining to Date : 104

**CONTRACT AMOUNT TO DATE :**

1. Original Contract Amount \$11,142,521.40  
 2. Approved Change Orders

No	Date	Ext.Days	Amount
1	01/22/2015		\$2,355,471.80

Total Approved Extensions 0 Total Change Orders to Date \$2,355,471.80

3. Approved Work Change Directives

No	Date		Amount

Total Pending Work Change Directives to Date \$0.00

**TOTAL CONTRACT AMOUNT (excludes WCDs) \$13,497,993.20**

**A. EARNINGS TO DATE**

- |  |                 |                               |                        |
|--|-----------------|-------------------------------|------------------------|
| 1. Work Completed to Date                  | 99.68% Complete | <u>\$13,454,253.66</u>        |                        |
| 2. Material Stored on Site                 | \$ 0.00         |                               |                        |
| 3. Material Stored in Place                | \$ 0.00         |                               |                        |
| 4. Balance-Materials Accepted Not in Place | \$ 0.00 @ 85%   | <u>\$0.00</u>                 |                        |
| 5. Work Change Directives - In Place       |                 | <u>\$0.00</u>                 |                        |
|  |                 | <b>TOTAL EARNINGS TO DATE</b> | <u>\$13,454,253.66</u> |

**B. DEDUCTIONS**

- |                             |             |                 |                         |                     |
|-----------------------------|-------------|-----------------|-------------------------|---------------------|
| 1. Retainage                | 5% OF       | \$13,454,253.66 | <u>\$672,712.68</u>     |                     |
| 2. Retainage Release        | 0% OF       | \$13,454,253.66 | <u>\$0.00</u>           |                     |
| 3. Total Retainage          |             |                 | <u>\$672,712.68</u>     |                     |
| 4. Liquidated Damages       | 0.00 Days @ | \$5,000.00      | <u>\$0.00</u>           |                     |
| 5. Assessments              |             |                 | <u>\$0.00</u>           |                     |
| 6. Inspector Overtime Costs |             |                 | <u>\$0.00</u>           |                     |
|                             |             |                 | <b>TOTAL DEDUCTIONS</b> | <u>\$672,712.68</u> |

**C. AMOUNT DUE THIS PERIOD**

- |                           |                        |  |
|---------------------------|------------------------|--|
| 1. Total Earnings to Date | <u>\$13,454,253.66</u> |  |
| 2. Total Deductions       | <u>\$672,712.68</u>    |  |
| 3. Total Payments Due     |                        | <u>\$12,781,540.98</u>                       |
| 4. Less Previous Payments |                        | <u>\$11,807,956.34</u>                       |
| 5. Restoration Adjustment |                        | <u>\$0.00</u>                                |
|                           |                        | <b>TOTAL AMOUNT DUE CONTRACTOR THIS DATE</b> |
|                           |                        | <u>\$973,584.64</u>                          |

**BALANCE REMAINING \$43,739.54**

Prepared By

*Richard L. Butler*  
 Richard L. Butler

Reviewed By

*Mubammad Ali, P.E.*  
 Mubammad Ali, P.E. Date

Approved By:

Scott Bean, TIRZ17 Date



**swa**

To: Memorial City Redevelopment  
Authority/Houston TIRZ 17  
Attn: Linda Clayton  
c/o Hawes Hill Calderon LLP PO  
Box 22167  
Houston, TX 77227-2167

Date: August 20, 2015  
Invoice No: 163113  
For Period: July  
Project No: RHTS401.A  
Project Manager: Rhett Rentrop

Project Lumpkin Road Construction Phase Services - Professional Design Services

WORK PERFORMED: RFI's/Submittals; Drainage Correspondence @ HCC; Site visit.

Professional Services from July 01, 2015 to July 31, 2015

Fee

Total Fee	14,750.00		
Percent Complete	18.00	Total Earned	2,655.00
		Previous Fee Billing	1,770.00
		Current Fee Billing	885.00
		Total Fee	885.00

Total this Invoice \$885.00

Prior Billed	1,770.00
Current	885.00
Billed to Date	2,655.00
% Complete	18%

Code # 1709  
1/21/16



Remit to:  
SWA Group  
PO Box 5904  
Sausalito, CA 94966  
+1.415.332.5100

Please refer to our invoice number and Project number when making payment.  
A discount of 1% on current charges allowed if paid in full in thirty days.  
A service charge will be assessed on all past due accounts.

**swa**

To: Memorial City Redevelopment  
Authority/Houston TIRZ 17  
Attn: Linda Clayton  
c/o Hawes Hill Calderon LLP  
PO Box 22167  
Houston, TX 77227-2167

Date: August 21, 2015  
Invoice No: 163124  
For Period: July  
Project No: RHTS405  
Project Manager: James Vick


Project W140 Detailed Design for Grading and Planting-Professional Design Services

**WORK PERFORMED:** Design coordination.

**Professional Services from July 01, 2015 to July 31, 2015**

**Professional Personnel**

	Hours	Rate	Amount
Principals			
Vick, James	3.00	210.00	630.00
<b>Total Fee Due This Invoice</b>			<b>630.00</b>
		<b>Total this Invoice</b>	<b>\$630.00</b>

Code # 1734  
8/21/14 

Remit to:  
SWA Group  
PO Box 5904  
Sausalito, CA 94966  
+1.415.332.5100

Please refer to our invoice number and Project number when making payment.  
A discount of 1% on current charges allowed if paid in full in thirty days.  
A service charge will be assessed on all past due accounts.

**swa**

To: Memorial City Redevelopment  
Authority/Houston TIRZ 17  
Attn: Linda Clayton  
c/o Hawes Hill Calderon LLP PO  
Box 22167  
Houston, TX 77227-2167

Date: August 20, 2015  
Invoice No: 163105  
For Period: July  
Project No: RHT9501  
Project Manager: Clayton Bruner

Project CIP 1717 Town and Country West Drainage and Mobility Improvements DD,CD, Bid  
Phase Srv

**WORK PERFORMED:** Final concept plan options; Final preliminary design/ Property owner/Management district  
coordination; Meetings & conferences.

Professional Services from July 01, 2015 to July 31, 2015

Fee

Total Fee	88,600.00		
Percent Complete	49.00	Total Earned	42,898.23
		Previous Fee Billing	38,098.00
		Current Fee Billing	4,800.23
		Total Fee	4,800.23

Total this Invoice \$4,800.23

Prior Billed 38,098.00  
Current 4,800.23  
Billed to Date 42,898.23  
% Complete 49%

Code # 1717  
1/21/16



Remit to:  
SWA Group  
PO Box 5904  
Sausalito, CA 94966  
+1.415.332.5100

Please refer to our invoice number and Project number when making payment.  
A discount of 1% on current charges allowed if paid in full in thirty days.  
A service charge will be assessed on all past due accounts.

**Statement**

**SWA Group  
SWA GROUP  
2200 Bridgeway Blvd  
Sausalito, CA 94928**

January 14, 2016  
Project No: RHTS401.A

Memorial City Redevelopment Authority/Houston TIRZ 17  
c/o Hawes Hill Calderon LLP  
PO Box 22167  
Houston, TX 77227-2167

**Outstanding Invoices**

Number	Date	Invoiced	Balance Due	Past Due	Received
<b>Project Number: RHTS401.A Lumpkin Road Construction Phase Services</b>					
163113	8/20/2015	885.00	885.00	885.00	
<b>Total for RHTS401.A</b>		<b>885.00</b>	<b>885.00</b>	<b>885.00</b>	
<b>Project Number: RHTS405 W140 Detailed Design for Grading and Pla</b>					
163124	8/21/2015	630.00	630.00	630.00	
<b>Total for RHTS405</b>		<b>630.00</b>	<b>630.00</b>	<b>630.00</b>	
<b>Project Number: RHTS501 CIP 1717 Town and Country West Drainage</b>					
163105	8/20/2015	4,800.23	4,800.23	4,800.23	
<b>Total for RHTS501</b>		<b>4,800.23</b>	<b>4,800.23</b>	<b>4,800.23</b>	
<b>Statement Totals</b>		<b>6,315.23</b>	<b>6,315.23</b>	<b>6,315.23</b>	
<b>Current</b>	<b>31 - 60 Days</b>	<b>61 - 90 Days</b>	<b>91 - 120 Days</b>	<b>121 - 150 Days</b>	<b>Over 150 Days</b>
				6,315.23	
<b>Average Days</b>	<b>146.67</b>				

REMIT TO: SWA GROUP

P. O. BOX 5904

SAUSALITO, CA 94966

**swa**

To: Memorial City Redevelopment  
Authority/Houston TIRZ 17  
Attn: Don Huml  
c/o Hawes Hill Calderon LLP  
PO Box 22167  
Houston, TX 77227-2167

Date: January 15, 2016  
Invoice No: 164773  
For Period: December  
Project No: RHTS504  
Project Manager: James Vick

Project Memorial City Redevelopment Authority Professional Design Services-On Call Services

**WORK PERFORMED:** Town and Country Blvd, pedestrian plaza; Coordinate with Trammell Crow Residential; Draft maintenance agreement; Meetings and conferences.

**Professional Services from December 01, 2015 to December 31, 2015**

**Professional Personnel**

	Hours	Rate	Amount
Principals			
Vick, James	3.00	235.00	705.00

**Total Fee Due This Invoice** 705.00

**Total this invoice** \$705.00



Code # T-1717  
1/20/16

Remit to:  
SWA Group  
PO Box 5904  
Sausalito, CA 94966  
+1.415.332.5100

Please refer to our invoice number and Project number when making payment.  
A discount of 1% on current charges allowed if paid in full in thirty days.  
A service charge will be assessed on all past due accounts.

**swa**

To: Memorial City Redevelopment  
Authority/Houston TIRZ 17  
Attn: Linda Clayton  
c/o Hawes Hill Calderon LLP  
PO Box 22167  
Houston, TX 77227-2167

Date: January 14, 2016  
Invoice No: 164709  
For Period: December  
Project No: RHTS401.A  
Project Manager: Rhett Rentrop

Project Lumpkin Road Construction Phase Services - Professional Design Services

**WORK PERFORMED:** Construction phase services for Lumpkin road south; Submittals; RFI's; Site observations.

**Professional Services from December 01, 2015 to December 31, 2015**

**Fee**

Total Fee	14,750.00		
Percent Complete	87.00	Total Earned	12,832.50
		Previous Fee Billing	11,800.00
		Current Fee Billing	1,032.50
		<b>Total Fee</b>	<b>1,032.50</b>

**Total this Invoice \$1,032.50**

Prior Billed	11,800.00
Current	1,032.50
<b>Billed to Date</b>	<b>12,832.50</b>
% Complete	87%

*Code # 1709  
1/19/16*



Remit to:  
SWA Group  
PO Box 5904  
Sausalito, CA 94966  
+1.415.332.5100

Please refer to our invoice number and Project number when making payment.  
A discount of 1% on current charges allowed if paid in full in thirty days.  
A service charge will be assessed on all past due accounts.



**swa**

To: Memorial City Redevelopment  
Authority/Houston TIRZ 17  
Attn: Linda Clayton  
c/o Hawes Hill Calderon LLP  
PO Box 22167  
Houston, TX 77227-2167

Date: January 14, 2016  
Invoice No: 164708  
For Period: December  
Project No: RHTS401.B  
Project Manager: James Vick

Project Professional Design Services-Lumpkin Road North:Design and Construction Phase  
Service

**WORK PERFORMED:** Construction phase services for Lumpkin road north; Submittals; RFI's; Site observations.

**Professional Services from December 01, 2015 to December 31, 2015**

**Fee**

Total Fee	18,200.00		
Percent Complete	86.00	Total Earned	15,652.00
		Previous Fee Billing	14,560.00
		Current Fee Billing	1,092.00
		<b>Total Fee</b>	<b>1,092.00</b>

**Total this Invoice \$1,092.00**

Prior Billed	14,560.00
Current	1,092.00
<b>Billed to Date</b>	<b>15,652.00</b>
% Complete	86%

Code # 1709  
1/19/16



Remit to:  
SWA Group  
PO Box 5904  
Sausalito, CA 94966  
+1.415.332.5100

Please refer to our invoice number and Project number when making payment.  
A discount of 1% on current charges allowed if paid in full in thirty days.  
A service charge will be assessed on all past due accounts.

**swa**

To: Memorial City Redevelopment  
Authority/Houston TIRZ 17  
Attn: Linda Clayton  
c/o Hawes Hill Calderon LLP  
PO Box 22167  
Houston, TX 77227-2167

Date: January 14, 2016  
Invoice No: 164706  
For Period: December  
Project No: RHTS501  
Project Manager: Clayton Bruner

Project CIP 1717 Town and Country West Drainage and Mobility Improvements DD,CD, Bid  
Phase Srv

**WORK PERFORMED:** 90% Construction Documents; Project coordination; Project site visit and meeting.


Professional Services from December 01, 2015 to December 31, 2015

Fee

Total Fee	88,600.00		
Percent Complete	77.00	Total Earned	68,222.00
		Previous Fee Billing	62,906.00
		Current Fee Billing	5,316.00
		Total Fee	5,316.00

Total this Invoice \$5,316.00

Prior Billed	62,906.23
Current	5,316.00
Billed to Date	68,222.23
% Complete	77%

Code # 1717  
1/19/16 

Remit to:  
SWA Group  
PO Box 5904  
Sausalito, CA 94966  
+1.415.332.5100

Please refer to our invoice number and Project number when making payment.  
A discount of 1% on current charges allowed if paid in full in thirty days.  
A service charge will be assessed on all past due accounts.