

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
(AKA TIRZ 17 REDEVELOPMENT AUTHORITY)**

CITY OF HOUSTON, TEXAS

ANNUAL FINANCIAL REPORT

JUNE 30, 2013

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INDEPENDENT AUDITOR'S REPORT

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

We have audited the accompanying financial statements of the governmental activities and each major fund of Memorial City Redevelopment Authority (the "Authority"), **a component unit of the City of Houston, Texas**, as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the Authority as of June 30, 2013, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that Management's Discussion and Analysis on pages 3 through 8 and the Schedule of Revenues, Expenditures, and Changes in Fund Balance – Budget and Actual – All Governmental Funds on page 28 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Supplementary Information

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



McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants

September 24, 2013

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2013

Management's discussion and analysis of Memorial City Redevelopment Authority's, aka TIRZ 17 Redevelopment Authority (the "Authority") financial performance provides an overview of the Authority's financial activities for the fiscal year ended June 30, 2013. Please read it in conjunction with the Authority's financial statements, which begin on page 9.

FINANCIAL HIGHLIGHTS

- In the Statement of Net Position, the Authority's liabilities exceeded its assets by \$642,115 (net position) for the year ended June 30, 2013. This compares to the previous year when liabilities exceeded assets by \$2,905,207.
- The Authority anticipates that with continued development in the area, the Tax Increment Revenues will be sufficient to cover operating costs, project costs and debt service of the Authority.
- As a result of the implementation of GASB 65, prior year amounts for current and other assets and unrestricted net position have been restated (see Note 10).
- The Authority's governmental funds reported a total ending fund balance of \$40,316,828 this year. This compares to the prior year fund balance of \$39,683,735, showing an increase of \$633,093 during the current fiscal year.

USING THIS ANNUAL REPORT

This annual report consists of a series of financial statements. The basic financial statements include: (1) combined fund financial statements and government-wide financial statements and (2) notes to the financial statements. The combined fund financial statements and government-wide financial statements combine both: (1) the Statement of Net Position and Governmental Funds Balance Sheet and (2) the Statement of Activities and Governmental Funds Revenue, Expenditures, and Changes in Fund Balances. This report also includes other supplementary information in addition to the basic financial statements.

IMPLEMENTATION OF NEW ACCOUNTING PRONOUNCEMENTS

During the current fiscal year, the Authority implemented Governmental Accounting Standards Board (GASB) Statement 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. In the past, financial statement preparers of governmental entities had to consult a variety of resources to determine relevant GAAP in certain circumstances. GASB 62 simplifies this research by codifying relevant FASB and AICPA guidance in one standard. The implementation of GASB 62 has no effect on the Authority's financial statements.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2013

IMPLEMENTATION OF NEW ACCOUNTING PRONOUNCEMENTS (Continued)

The Authority also implemented GASB 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. GASB 63 adds the new financial statement elements, "deferred inflows of financial resources" and "deferred outflows of financial resources," to the statement of financial position and reports "net position" instead of "net assets." A deferred outflow is the consumption of resources in one period that is applicable to a future period, while a deferred inflow is the acquisition of resources in one period that is applicable to a future period.

The Authority elected to early implement GASB Statement 65, *Items Previously Reported as Assets and Liabilities* in fiscal year 2013. As discussed in the preceding paragraph, GASB 63 added new elements to the statements of financial position; however, guidance was needed to identify which balances should be reported as deferred inflows of resources or deferred outflows of resources. GASB 65 addresses that need and identifies the items to be reported as deferred inflows or outflows. GASB 65 also reclassified bond issuance costs (other than prepaid insurance) as an expense when incurred. Previously bond issuance costs were deferred and amortized to expense over the life of the bonds. GASB 65 requires retroactive adoption and, as a result, the Authority has restated beginning net position on the Statement of Net Position for bond issuance costs previously deferred (see Note 10). Comparative data for 2012 has also been restated.

GOVERNMENT-WIDE FINANCIAL STATEMENTS

The Authority's annual report includes two financial statements combining the government-wide financial statements and the fund financial statements. The government-wide portion of these statements provides both long-term and short-term information about the Authority's overall status. Financial reporting at this level uses a perspective similar to that found in the private sector with its basis in full accrual accounting and elimination or reclassification of internal activities.

The first of the government-wide statements is the Statement of Net Position. This information is found in the Statement of Net Position column on page 9. The Statement of Net Position is the Authority-wide statement of its financial position presenting information that includes all of the Authority's assets, deferred outflows of resources, liabilities, and deferred inflows of resources with the residual reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the Authority as a whole is improving or deteriorating. Evaluation of the overall financial health of the Authority would extend to other non-financial factors.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2013

GOVERNMENT-WIDE FINANCIAL STATEMENTS (continued)

The government-wide portion of the Statement of Activities on page 11 reports how the Authority's net position changed during the current fiscal year. All current year revenues and expenses are included regardless of when cash is received or paid.

FUND FINANCIAL STATEMENTS

The combined statements also include fund financial statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Authority has three governmental funds types. The General Fund is the operating fund of the Authority, the Debt Service Fund is used to account for the payment of interest and principal on the Authority's long-term debt, and the Capital Projects Fund accounts for capital project acquisition and or construction.

Governmental funds are reported in each of the financial statements. The focus in the fund statements provides a distinctive view of the Authority's governmental funds. These statements report short-term fiscal accountability focusing on the use of spendable resources and balances of spendable resources available at the end of the year. They are useful in evaluating annual financing requirements of the Authority and the commitment of spendable resources for the near-term.

Since the government-wide focus includes the long-term view, comparisons between these two perspectives may provide insight into the long-term impact of short-term financing decisions. The adjustments columns, the Reconciliation of the Governmental Funds Balance Sheet to the Statement of Net Position and the Reconciliation of the Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balances to the Statement of Activities explain the differences between the two presentations and assist in understanding the differences between these two perspectives.

NOTES TO THE FINANCIAL STATEMENTS

The accompanying notes to the financial statements provide information essential to a full understanding of the government-wide and fund financial statements. The notes to the financial statements can be found on pages 13 through 26 in this report.

OTHER INFORMATION

In addition to the financial statements and the accompanying notes, this report also presents certain required supplementary information ("RSI"). A budgetary comparison schedule is included as RSI for all governmental funds and can be found on page 28.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2013

GOVERNMENT-WIDE FINANCIAL ANALYSIS

Net position may serve over time as a useful indicator of the Authority's financial position. In the case of the Authority, liabilities exceeded assets by \$642,115 as of June 30, 2013.

The following table provides a summary of the changes in the Statement of Net Position as of June 30, 2013, and June 30, 2012:

	Summary of Changes in the Statement of Net Position		
	2013	2012	Variance Positive (Negative)
ASSETS:			
Current and Other Assets	\$ 41,054,677	\$ 39,791,430	\$ 1,263,247
Land	6,971,378	6,971,378	
TOTAL ASSETS	\$ 48,026,055	\$ 46,762,808	\$ 1,263,247
LIABILITIES:			
Current Liabilities	\$ 3,918,170	\$ 2,358,015	\$ (1,560,155)
Long-term Liabilities	44,750,000	47,310,000	2,560,000
TOTAL LIABILITIES	\$ 48,668,170	\$ 49,668,015	\$ 999,845
NET POSITION:			
Restricted	\$ 3,750,827	\$ 2,861,528	\$ 889,299
Unrestricted	(4,392,942)	(5,766,735)	1,373,793
TOTAL NET POSITION	\$ (642,115)	\$ (2,905,207)	\$ 2,263,092

As a result of the implementation of GASB 65, prior year amounts for current and other assets and unrestricted net position have been restated (see Note 10).

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2013

GOVERNMENT-WIDE FINANCIAL ANALYSIS (Continued)

The following table provides a summary of the changes in the Statement of Activities for the fiscal years ending June 30, 2013, and June 30, 2012:

	<u>Summary of Changes in the Statement of Activities</u>		
	<u>2013</u>	<u>2012</u>	Variance Positive (Negative)
Revenues:			
Tax Increment	\$ 8,024,604	\$ 7,222,717	\$ 801,887
Intergovernmental	109,025	787,852	(678,827)
Interest and Others	84,018	53,658	30,360
Total revenues	<u>\$ 8,217,647</u>	<u>\$ 8,064,227</u>	<u>\$ 153,420</u>
Expenses:			
Salaries and Benefits	\$ 37,378	\$	\$ (37,378)
Professional Services	83,322	49,592	(33,730)
Contracted Services	52,937	157,252	104,315
Bond Interest	1,867,526	1,334,781	(532,745)
Other	100,166	41,448	(58,718)
Administration Fee	890,775	850,420	(40,355)
Issuance Cost and Fees		628,586	628,586
Capital Improvements	2,922,451	2,619,210	(303,241)
Total expenses	<u>\$ 5,954,555</u>	<u>\$ 5,681,289</u>	<u>\$ (273,266)</u>
Changes in Net Position	\$ 2,263,092	\$ 2,382,938	\$ (119,846)
Beginning Net Position	<u>(2,905,207)</u>	<u>(5,288,145)</u>	<u>2,382,938</u>
Ending Net Position	<u>\$ (642,115)</u>	<u>\$ (2,905,207)</u>	<u>\$ 2,263,092</u>

As a result of the implementation of GASB 65, prior year amounts for issuance cost and fees, beginning net position and ending net position and current year amounts for beginning net position have been restated.

FINANCIAL ANALYSIS OF THE AUTHORITY'S GOVERNMENTAL FUNDS

The Authority has three governmental funds, which are the General Fund, the Debt Service Fund, and the Capital Projects Fund. As discussed, governmental funds are reported in the fund statements with a short-term, inflow and outflow of spendable resources focus. This information is useful in assessing resources available at the end of the year in comparison with upcoming financing requirements. Governmental funds reported ending fund balances totaling \$40,316,828, an increase of \$633,093 from the prior year.

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2013**

GOVERNMENTAL FUND BUDGETARY HIGHLIGHTS

The Board of the Authority did not amend the budget during the current fiscal year. Actual excess revenues were \$14,645,788 greater than budgeted excess revenues due to capital outlay being significantly less than budgeted. See the budget to actual comparisons on page 28.

CAPITAL ASSETS

In the current fiscal year, the Authority transferred \$2,922,451 to the City of Houston related to capital expenditures. These capital expenditures are related to public works improvements. In accordance with Section VIII of the Tri-Party Agreement between the City of Houston, Reinvestment Zone Number Seventeen, City of Houston, Texas and the Authority, it states: "all utilities, drainage facilities, public street improvements, sidewalks and light fixtures shall be conveyed to the City." Therefore, any current year expenditures related to such improvements are not recorded as assets of the Authority.

The Authority is also holding title to certain land associated with the detention basin and W-140 bridge improvements. Upon completion of these projects, this land will be transferred to the City. These land costs amount to \$6,971,378 at June 30, 2013.

LONG -TERM DEBT

At the end of the current fiscal year, the Authority had total bond debt payable of \$47,310,000. This debt is secured with future tax increment contract revenue.

CONTACTING THE AUTHORITY'S MANAGEMENT

This financial report is designed to provide a general overview of the Authority's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Memorial City Redevelopment Authority, 8955 Katy Freeway, Suite 215, Houston, Texas 77024.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
STATEMENT OF NET POSITION AND
GOVERNMENTAL FUNDS BALANCE SHEET
JUNE 30, 2013

	<u>General Fund</u>	<u>Debt Service Fund</u>	<u>Capital Projects Fund</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS						
Cash	\$ 10,290,985	\$	\$ 21,292,581	\$ 31,583,566	\$	\$ 31,583,566
Investments	4,447,936	4,367,173	651,002	9,466,111		9,466,111
Other Receivables	5,000			5,000		5,000
Due From Other Funds	983,640	2,600		986,240	(986,240)	
Land					6,971,378	6,971,378
TOTAL ASSETS	<u>\$ 15,727,561</u>	<u>\$ 4,369,773</u>	<u>\$ 21,943,583</u>	<u>\$ 42,040,917</u>	<u>\$ 5,985,138</u>	<u>\$ 48,026,055</u>
LIABILITIES						
Accounts Payable	\$ 11,349	\$	\$ 670,826	\$ 682,175	\$	\$ 682,175
Other Payable	2,993			2,993		2,993
Retainage Payable			52,681	52,681		52,681
Accrued Interest Payable					618,946	618,946
Due To Other Funds	2,600		983,640	986,240	(986,240)	
Compensated Absences:						
Due Within One Year					1,375	1,375
Long-Term Liabilities:						
Due Within One Year					2,560,000	2,560,000
Due After One Year					44,750,000	44,750,000
TOTAL LIABILITIES	<u>\$ 16,942</u>	<u>\$ -</u>	<u>\$ 1,707,147</u>	<u>\$ 1,724,089</u>	<u>\$ 46,944,081</u>	<u>\$ 48,668,170</u>
FUND BALANCES						
Restricted	\$	\$ 4,369,773	\$ 20,236,436	\$ 24,606,209	\$ (24,606,209)	
Unassigned	15,710,619			15,710,619	(15,710,619)	
TOTAL FUND BALANCES	<u>\$ 15,710,619</u>	<u>\$ 4,369,773</u>	<u>\$ 20,236,436</u>	<u>\$ 40,316,828</u>	<u>\$ (40,316,828)</u>	
TOTAL LIABILITIES AND FUND BALANCES	<u>\$ 15,727,561</u>	<u>\$ 4,369,773</u>	<u>\$ 21,943,583</u>	<u>\$ 42,040,917</u>		
Net Position:						
Restricted - Debt Service					\$ 3,750,827	\$ 3,750,827
Unrestricted					(4,392,942)	(4,392,942)
Total Net Position					<u>\$ (642,115)</u>	<u>\$ (642,115)</u>

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET
TO THE STATEMENT OF NET POSITION
JUNE 30, 2013

Total Fund Balances - Governmental Funds	\$	40,316,828
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Amounts reported for governmental activities in the *Statement of Net Position* are different because:

Land used in governmental activities is not a financial resource and therefore is not reported as an asset in governmental funds.		6,971,378
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Some liabilities, are not due and payable in the current period and are not included in the fund financial statement, but are included in the governmental activities of the *Statement of Net Position* .

Compensated absences		(1,375)
Bonds payable		(47,310,000)
Accrued interest on bonds payable		(618,946)
		(618,946)

Total Net Position - Governmental Activities	\$	(642,115)
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The accompanying notes to the financial statements are an integral part of this report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS REVENUES,
EXPENDITURES AND CHANGES IN FUND BALANCES
FOR THE YEAR ENDED JUNE 30, 2013

	General Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Activities
REVENUES						
Tax Increment	\$ 8,024,604	\$	\$	\$ 8,024,604	\$	\$ 8,024,604
Intergovernmental			109,025	109,025		109,025
Interest and Other	30,479	1,592	51,947	84,018		84,018
TOTAL REVENUES	\$ 8,055,083	\$ 1,592	\$ 160,972	\$ 8,217,647	\$	\$ 8,217,647
EXPENDITURES/EXPENSES						
Service Operations						
Salaries and Benefits	\$ 36,003	\$	\$	\$ 36,003	\$ 1,375	\$ 37,378
Professional Services	83,322			83,322		83,322
Contracted Services	52,937			52,937		52,937
Insurance Cost	1,626			1,626		1,626
Other	57,711		40,829	98,540		98,540
Administration Fees	890,775			890,775		890,775
Capital Improvement, Note 7			2,922,451	2,922,451		2,922,451
Debt service:						
Principal		1,610,000		1,610,000	(1,610,000)	
Interest		1,888,900		1,888,900	(21,374)	1,867,526
TOTAL EXPENDITURES/EXPENSES	\$ 1,122,374	\$ 3,498,900	\$ 2,963,280	\$ 7,584,554	\$ (1,629,999)	\$ 5,954,555
EXCESS (DEFICIENCY) OF REVENUES						
OVER (UNDER) EXPENDITURES	\$ 6,932,709	\$ (3,497,308)	\$ (2,802,308)	\$ 633,093	\$ 1,629,999	\$ 2,263,092
OTHER FINANCING SOURCES (USES)						
Internal Transfers	\$ (4,365,233)	\$ 4,365,233	\$	\$	\$	\$
TOTAL OTHER FINANCING SOURCES (USES)	\$ (4,365,233)	\$ 4,365,233	\$	\$	\$	\$
NET CHANGE IN FUND BALANCES	\$ 2,567,476	\$ 867,925	\$ (2,802,308)	\$ 633,093	\$ (633,093)	
CHANGE IN NET POSITION					2,263,092	2,263,092
FUND BALANCES/NET POSITION -						
JULY 1, 2012 (Restated)	13,143,143	3,501,848	23,038,744	39,683,735	(42,588,942)	(2,905,207)
FUND BALANCES/NET POSITION -						
JUNE 30, 2013	\$ 15,710,619	\$ 4,369,773	\$ 20,236,436	\$ 40,316,828	\$ (40,958,943)	\$ (642,115)

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

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES TO
THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2013**

Net Change in Fund Balances - Governmental Funds	\$	633,093
 Amounts reported for governmental activities in the Statement of Activities are different because:		
Governmental funds report repayment of long-term debt principal as an expenditure. In contrast, the <i>Statement of Net Position</i> treats such repayments as a reduction in long-term liabilities.		1,610,000
Some expenses reported in the <i>Statement of Activities</i> do not require the use of current financial resources and these are not reported as expenditures in governmental funds:		
Compensated absences		(1,375)
Accrued interest		21,374
		21,374
Change in Net Position - Governmental Activities	\$	2,263,092

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013

NOTE 1. CREATION OF CORPORATION

The City of Houston, Texas (the “City”) authorized the creation of the Memorial City Redevelopment Authority (the “Authority”) by the Resolution No. 2002-0026 passed on August 14, 2002. The Authority was created and organized as a local government corporation pursuant to provisions of Subchapter D of Chapter 431 of the Texas Transportation Code and Chapter 394 of the Texas Local Government Code. The Authority is organized as a public non-profit corporation for the purpose of aiding, assisting, and acting on behalf of the City in the performance of its governmental function to promote the common good and general welfare of Reinvestment Zone Number Seventeen, City of Houston, Texas (the “Zone”) and neighboring areas in the preparation and implementation of a project plan and a reinvestment zone financing plan for the Zone; in the development of a policy to finance development and redevelopment of properties in the Memorial City area; and in the development and implementation of a redevelopment policy for the Memorial City area, including the acquisition of land for redevelopment purposes; in the development and implementation of a policy for improving vehicular and pedestrian circulation in the Memorial City area including the acquisition of street rights-of-way. The Authority may issue bonds with consent of City Council. The Authority is managed by a Board of Directors consisting of up to seven members who are appointed by the Mayor with the approval of City Council. The Authority held its first meeting on November 22, 2002.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

The accompanying basic financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board (“GASB”).

The GASB has established the criteria for determining whether or not a given entity is a component unit. The criteria are: (1) is the potential component unit a legally separate entity, (2) does the primary government appoint a voting majority of the potential component unit’s board, (3) is the primary government able to impose its will on the potential component unit, (4) is there a financial benefit or burden relationship. The Authority was created as an instrumentality of the City of Houston (the “City”). The Authority does meet the criteria for inclusion as a component unit of the City. Copies of the financial statements for the City may be obtained from the City Secretary’s office.

Financial Statement Presentation

These financial statements have been prepared in accordance with GASB Codification of Governmental Accounting and Financial Reporting Standards Part II, Financial Reporting.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Statement Presentation (continued)

The GASB Codification sets forth standards for external financial reporting for all state and local government entities, which includes a requirement for a Statement of Net Position and a Statement of Activities. It requires the classification of net position into three components: Net Investment in Capital Assets, Restricted, and Unrestricted. These classifications are defined as follows:

- Net Investment in Capital Assets – This component of net position consists of capital assets, including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvements of those assets.
- Restricted Net Position – This component of net position consists of external constraints placed on the use of assets imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulation of other governments or constraints imposed by law through constitutional provisions or enabling legislation.
- Unrestricted Net Position – This component of net position consist of assets that do not meet the definition of “Restricted” or “Net Investment in Capital Assets.”

When both restricted and unrestricted resources are available for use, generally it is the Authority’s policy to use restricted resources first.

Government-Wide Financial Statements

The Statement of Net Position and the Statement of Activities display information about the Authority as a whole. The Authority’s Statement of Net Position and Statement of Activities are combined with the governmental fund financial statements. The Authority is viewed as a special purpose government and has the option of combining these financial statements.

The Statement of Net Position is reported by adjusting the general fund, debt service fund, and capital projects fund to report on the full accrual basis, economic resource basis, which recognizes all long-term assets and receivables as well as long-term debt and obligations.

The Statement of Activities is reported by adjusting the general fund, debt service fund, and capital projects fund to report only items related to current year revenues and expenditures. Items such as capital outlay are allocated over their estimated useful lives as depreciation expense. Internal activities between governmental funds, if any, are eliminated by adjustment to obtain net total revenue and expense in the government-wide Statement of Activities.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fund Financial Statements

As discussed above, the Authority's fund financial statements are combined with the government-wide statements. The fund financial statements include a Balance Sheet and Statement of Revenues, Expenditures and Changes in Fund Balances.

Governmental Funds

The Authority has three major governmental funds – the General Fund, Debt Service Fund, and Capital Projects Fund. The General Fund is the general operating fund of the Authority and accounts for all resources of the Authority not accounted for in another fund. The principal source of revenue is tax increment collections and expenditures are primarily for operations. The Debt Service Fund is used to account for the payment of interest and principal on the Authority's long-term debt. The Capital Projects Fund is used to account for the proceeds of tax increment debt and the corresponding expenditures primarily consisting of construction projects.

Basis of Accounting

The Authority uses the modified accrual basis of accounting for governmental fund types. The modified accrual basis of accounting recognizes revenues when both "measurable and available." Measurable means the amount can be determined. Available means collectable within the current period or soon enough thereafter to pay current liabilities. The Authority considers revenues reported in the governmental funds to be available if they are collectable within sixty (60) days after year-end. Also, under the modified accrual basis of accounting, expenditures are recorded when the related fund liability is incurred, except for principal and interest on long-term debt, which are recognized as expenditures when payment is due.

Measurement Focus

Measurement focus is a term used to describe which transactions are recognized within the various financial statements. In the government-wide Statement of Net Position and Statement of Activities, the governmental activities are reported using the economic resources measurement focus. The accounting objectives of this measurement focus are the determination of operating income, changes in net position, financial position, and cash flows. All assets and liabilities associated with the activities are reported, regardless of the timing of related cash flows. Fund equity is classified as net position.

Governmental fund types are accounted for on a spending or financial flow measurement focus. Accordingly, only current assets and current liabilities are included on the balance sheet, and the reported fund balances provide an indication of available spendable or appropriable resources.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fund Balances

The Authority's governmental fund balances are classified as follows:

Nonspendable - amounts that cannot be spent either because they are in nonspendable form or because they are legally or contractually required to be maintained intact. The Authority does not have any nonspendable fund balances.

Restricted - amounts that can be spent only for specific purposes because of constitutional provisions or enabling legislation or because of constraints that are externally required. The Authority's restricted fund balances consist of unspent bond proceeds in the Capital Projects Fund and tax increment receipts in the Debt Service Fund.

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

Assigned - amounts that do not meet the criteria to be classified as restricted or committed but that are intended to be used for specific purposes. The Authority has not adopted a formal policy regarding the assignment of fund balances and does not have any assigned fund balances.

Unassigned - all other spendable amounts in the General Fund.

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

Cash

The Authority's cash consist of amounts in demand deposits.

Investments

Investments consist of amounts in the TexPool, TexSTAR, and certificates of deposit.

Debt Service

Tax increment contract revenue is pledged for debt service on bond obligations.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Due to and from other funds

Interfund receivable and payables arise from interfund transactions and are recorded by all funds affected in the period in which transactions are executed. These receivables and payables are, for the most part, eliminated from the Government-Wide Statement of Net Position and are recorded as “due from other funds” and “due to other funds” in the fund financial statements.

Budgeting

In compliance with the Tri-Party Agreement (See Note 4), the Authority’s board members adopted an unappropriated budget for the combined governmental funds of the Authority for the fiscal year ending June 30, 2013. The budget was submitted and approved by the City.

Compensated Absences

Compensated employee absences consist of two weeks paid vacation per annum for the Authority’s Executive Director, which is accrued each pay period. There is no limit on the number of hours that may be accrued and there is no provision for the payment of accumulated time upon termination of employment.

Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

Recently Adopted Accounting Standards

In June 2011, the GASB issued Statement 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. As a result of the implementation of GASB 63, the Statement of Net Assets has been renamed the Statement of Net Position. GASB 63 provides guidance on reporting deferred inflows of resources, deferred outflows of resources and net position in a statement of financial position. Deferred outflows and deferred inflows are the result of the consumption or acquisition, respectively, of net assets in one period that is applicable to future periods. The District adopted this statement for the 2013 fiscal year.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recently Adopted Accounting Standards (continued)

In March 2012, the GASB issued Statement 65, *Items Previously Reported as Assets and Liabilities*, which is effective for periods beginning after December 15, 2012; however, the District elected to early implement GASB 65 in the current fiscal year. This statement identifies the financial statement items that are to be reported as deferred outflows of resources and deferred inflows of resources. The District does not have any deferred inflows/outflows in the Governmental Funds Balance Sheet or the Statement of Net Position.

GASB 65 also requires that bond issuance costs be expensed when incurred. Previous guidance required these costs to be deferred and amortized in a systematic and rational manner. GASB 65 required retroactive implementation. Consequently, beginning net position has been restated (see Note 10 for additional information).

NOTE 3. DEPOSITS AND INVESTMENTS

Deposits

Custodial credit risk is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The Authority's deposit policy for custodial credit risk requires compliance with the provisions of Texas statutes. Texas statutes require that any cash balance in any fund shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the Authority of securities eligible under the laws of Texas to secure the funds of the Authority, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged. At June 30, 2013, none of the Authority's bank balances were exposed to custodial credit risk. The carrying values of the deposits are included in the Governmental Fund Balance Sheet and the Statement of Net Position at June 30, 2013, as listed below:

	Cash
General Fund	\$ 10,290,985
Capital Projects Fund	21,292,581
Total Deposits	\$ 31,583,566

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013

NOTE 3. DEPOSITS AND INVESTMENTS (Continued)

Investments

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

Texas statutes include specifications for and limitations applicable to the Authority and its authority to purchase investments as defined in the Public Funds Investment Act. Authorized investments are summarized as follows: (1) obligations of the United States or its agencies and instrumentalities, (2) direct obligations of the State of Texas or its agencies and instrumentalities, (3) certain collateralized mortgage obligations, (4) other obligations, the principal of and interest on which are unconditionally guaranteed or insured by the State of Texas or the United States or its agencies and instrumentalities, including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation or by the explicit full faith and credit of the United States, (5) certain A rated or higher obligations of states, agencies, counties, cities, and other political subdivisions of any state, (6) bonds insured, assumed or guaranteed by the State of Israel, (7) insured or collateralized certificates of deposit, (8) certain fully collateralized repurchase agreements secured by delivery, (9) certain bankers' acceptances with limitations, (10) commercial paper rated A-1 or P-1 or higher and a maturity of 270 days or less, (11) no-load money market mutual funds and no-load mutual funds with limitations, (12) certain guaranteed investment contracts (13) certain qualified governmental investment pools and (14) a qualified securities lending program.

The Authority's adopted investment policy allows it to invest in any of the above listed investments, except items 3, 4, 5, 6, 8, 9, 10, 11, 12 and 14.

For fiscal year 2013 the Authority invested in the Texas Local Government Investment Pool ("TexPool"), the Texas Short Term Asset Reserve Program ("TexSTAR") and certificates of deposit.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013

NOTE 3. DEPOSITS AND INVESTMENTS (Continued)

Investments (continued)

TexPool has been organized in conformity with the Interlocal Cooperation Act and is overseen by the Comptroller of Public Accounts (the “Comptroller”). The Comptroller is the sole officer, director and shareholder of the Texas Treasury Safekeeping Trust Company (the “Trust Company”), which is authorized to operate TexPool. Pursuant to the TexPool Participation Agreement, administrative and investment services to TexPool are provided by Federated Investors, Inc. (“Federated”), under an agreement with the Comptroller, acting on behalf of the Trust Company. The Comptroller maintains oversight of the services provided to TexPool by Federated. State Street Bank serves as custodian to TexPool. The primary objectives of TexPool are preservation and safety of principal, liquidity and yield. TexPool will only invest in investments that authorized under both the Public Funds Investment Act and the TexPool Investment Policy.

TexSTAR has been organized in conformity with the Interlocal Cooperation Act and is administered by J.P. Morgan Investment Management, Inc. (“JPMIM”) and First Southwest Asset Management, Inc. (“FSAM”). JPMIM provides investment services, and FSAM provides participant services and marketing. Custodial, transfer agency, fund accounting, and depository services are provided by JPMorgan Chase Bank and/or its subsidiary J.P. Morgan Investor Services Co. The primary objectives of TexSTAR are, in order of priority, preservation and protection of principal, maintenance of sufficient liquidity to meet Participant’s needs, diversification to avoid unreasonable or avoidable risks, and yield. TexSTAR will only invest in investments that are authorized under both the Public Funds Investment Act and the current TexSTAR Investment Policy.

As of June 30, 2013, the Authority had the following investments and maturities:

Type	Fair Value	Maturities in Years			
		Less Than 1	1-5	6-10	More Than 10
TexPool	\$ 1,594,464	\$ 1,594,464	\$	\$	\$
TexSTAR	7,626,647	7,626,647			
Certificate of Deposit	245,000	245,000			
Total	<u>\$ 9,466,111</u>	<u>\$ 9,466,111</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013

NOTE 3. DEPOSITS AND INVESTMENTS (Continued)

Investments (continued)

Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. At June 30, 2013, the Authority's investments in both TexPool and TexSTAR were rated 'AAAm' by Standard & Poor's. The 'AAAm' rating indicates an extremely strong capacity to maintain principal stability and to limit exposure to principal losses due to credit, market, and/or liquidity risks. 'AAAm' is the highest principal stability rating assigned by Standard & Poor's.

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The Authority considers the investments in TexPool and TexSTAR to have maturities of less than one year due to the fact the share position can usually be redeemed each day at the discretion of the Authority, unless there has been a significant change in value.

Restrictions

All cash and investments of the Debt Service Fund are restricted for the payment of debt service and the cost of assessing and collecting taxes.

All cash and investments of the Capital Projects Fund are restricted for the purchase of capital assets.

NOTE 4. TRI-PARTY AGREEMENT

On November 22, 2002, the Authority and on December 11, 2002, the City of Houston, Texas in accordance with Ordinance No. 2002-1145 executed a Tri-Party Agreement between the City of Houston, Texas, the Zone and the Authority. The Tri-Party Agreement states in detail the scope of services to be provided to the Zone by the Authority. The services include management and administrative service for the Zone, as requested by the Zone Board, services with respect to the Project Plan and Reinvestment Zone Financing Plan (the "Plan"), including enlarging the zone and amendments to the project plan and financing plan, and services with respect to the special tax rolls pertaining to the Zone, including analysis and coordination with taxing units. The Authority is also required to assist the Zone Board in establishing a program to increase the level of safety within the Zone, preparing development plans, establishing a marketing and public relations program, planning and design and construction of infrastructure improvements and land acquisition in the Memorial City area.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013

NOTE 4. TRI-PARTY AGREEMENT (Continued)

The Tri-Party Agreement also provides for the Authority to issue bonds and notes, enter into obligations with developers or builders, and enter into contracts with consultants, to be repaid from Contract Tax Increments. All bonds must be approved by City Council of the City of Houston and the Director of the Finance Department of the City of Houston must approve all development agreements. This Agreement shall end upon termination of the Zone.

Pursuant to the Agreement, the City and the Zone have agreed to pay the Authority not later than the first business day of each July in which a current approved budget is in effect for the Authority, all monies available in the Tax Increment Fund, less (a) certain tax increments constituting educational facilities project costs to be paid to the Spring Branch Independent School District (if any), and (b) a reserve of up to five percent of the monies then available in the Tax Increment Fund for administrative costs of the City. Currently, no monies are owed or are being paid to the Spring Branch Independent School District. Notwithstanding the above, in the event the Authority's budget is not approved by the thirtieth (30th) day before the date of a principal and interest payment on the Authority's bonds or notes, the City shall pay from available funds sufficient monies to the Authority to allow for meeting the Authority's debt service obligations.

The Tri-Party Agreement allows the City to recover the costs of municipal services pursuant to the Agreement among the City, the Authority, and the TIRZ. During the current fiscal year, the authority paid \$490,000 pursuant to this Agreement.

NOTE 5. TAX INCREMENTS

The City of Houston, Texas has agreed to deposit their tax increments into the Tax Increment Fund established by the Zone (See Note 6).

The amount of a Participant's tax increment for a year is the amount of property taxes levied and collected by the Participant for that year on the Captured Appraised Value of real property taxable by the Participant and located in the Zone. The Captured Appraised Value of real property taxable by a Participant for a year is the total appraised value of all real property taxable by the Participant and located in the Zone for that year less the Tax Increment Base, which is the total appraised value of all real property taxable by the Participant and located in the Zone on January 1 of the year in which the Zone was designated as such under the Tax Increment Financing Act (the "TIF Act"). In the event property is annexed into the Zone by ordinance of the City, the Tax Increment Base for annexed property is the value of all real property taxable by a Participant and located in the annexed area on January 1 of the year of annexation. No Participant is required to deposit tax increments derived from property annexed into the Zone unless the Participant has agreed to do so.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013

NOTE 5. TAX INCREMENTS (Continued)

Each Participant is required to collect taxes on property located within the Zone in the same manner as other taxes are collected. The Participant is required to pay into the tax increment fund the collected tax increments by no later than the 90th day after the delinquency date for the Participant's property taxes.

NOTE 6. CITY OF HOUSTON TAX INCREMENTS

Pursuant to City Ordinance No. 1999-759, the City and the Zone have established the Tax Increment Fund, a separate fund in the City Treasury into which tax increments have and will be deposited.

During the current fiscal year tax increments of \$8,024,604 were collected by the trustee from the City of Houston. \$400,775 was withheld by the City of Houston to cover administrative costs.

NOTE 7. TRANSFER TO THE CITY OF HOUSTON

During the current fiscal year, the Authority recorded capital improvements of \$2,922,451 for capital assets transferred to the City. This transfer is related to capital improvements made by the Authority to City facilities. The Authority finances these facilities for the benefit of the City. Any capital assets the Authority purchases related to public improvements and facilities have been conveyed to the City of Houston. See pages 31 and 32 for information on current year capital improvement expenditures. The Authority is also holding title to certain land associated with the detention basin and W-140 bridge improvements. Upon completion of these projects, this land will be transferred to the City. These land costs amount to \$6,971,378 at June 30, 2013.

NOTE 8. ADMINISTRATIVE SERVICES AGREEMENT - HARRIS COUNTY MUNICIPAL MANAGEMENT DISTRICT NO. 1

On January 3, 2005, and as amended on October 7, 2008, the Authority entered into an agreement with the Harris County Municipal Management District No. 1 (the "District") for administrative services. The services the District may provide includes, among other things, the following: executive director services, general administrative support, project management and development, consultant management, and other services as may be deemed necessary by the Authority Board in the course of its various projects. Pursuant to this agreement, the District will designate a District employee as the "Executive Director" of the Authority. The Authority will pay to the District an Annual Fee, in monthly installments, equal to fifty percent of the annual expense of administrative salaries and benefits and office operating costs of the District. During the current fiscal year, the Authority paid \$42,132 in accordance with this agreement. Costs incurred related to this agreement have been recorded as Contracted Services. The parties agreed to terminate this agreement during the current fiscal year.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013

NOTE 9. LONG-TERM DEBT

During the year ended June 30, 2013, the following changes occurred in long-term liabilities:

	Balance July 1, 2012	Additions	Reductions	Balance June 30, 2013	Amounts Due Within One Year
Governmental Activities:					
Bonds and notes payable:					
Tax Increment Contract Bonds	\$ 48,920,000	\$	\$ (1,610,000)	\$ 47,310,000	\$ 2,560,000
Bonds payable, end of year	\$ 48,920,000	\$	\$ (1,610,000)	\$ 47,310,000	\$ 2,560,000

The terms of the current debt obligations are as follows:

Series	Original Issue	Matures	Interest Rate (%)	Debt Outstanding
Governmental Activities:				
Tax Increment Contract Bonds				
Tax Increment Contract Bonds, Series 2008	\$ 10,000,000	9/1/27	4.45%	\$ 8,530,000
Refunding Tax Increment Contract Bonds, Series 2011	9,400,000	9/1/26	3.68%	9,280,000
Tax Increment Contract Bonds, Series 2011A	30,600,000	9/1/26	3.85%	29,500,000
Total General Obligation Bonds				\$ 47,310,000

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013

NOTE 9. LONG-TERM DEBT (Continued)

The annual requirements to amortize governmental activity tax increment contract revenue bonds at June 30, 2013 are as follows:

Tax Increment Contract Revenue Bonds			
Governmental Activities			
Fiscal Year	Principal	Interest	Total
2014	\$ 2,560,000	\$ 1,806,771	\$ 4,366,771
2015	2,660,000	1,704,667	4,364,667
2016	2,765,000	1,598,527	4,363,527
2017	2,870,000	1,488,253	4,358,253
2018	2,985,000	1,373,663	4,358,663
2019	3,100,000	1,254,569	4,354,569
2020	3,225,000	1,130,756	4,355,756
2021	3,350,000	1,002,017	4,352,017
2022	3,480,000	868,254	4,348,254
2023	3,615,000	729,290	4,344,290
2024	3,760,000	584,832	4,344,832
2025	3,905,000	434,667	4,339,667
2026	4,060,000	278,595	4,338,595
2027	4,215,000	116,428	4,331,428
2028	760,000	16,910	776,910
	<u>\$ 47,310,000</u>	<u>\$ 14,388,199</u>	<u>\$ 61,698,199</u>

See pages 35-38 for debt service schedules on each bond series outstanding as of June 30, 2013.

NOTE 10. PRIOR PERIOD ADJUSTMENT

As discussed in Note 2, the District early implemented GASB 65 during the current fiscal year. Under previous guidance, bond issuance costs were deferred and charged to expense over the life of the bonds. Under GASB 65, these costs are to be expensed as incurred. The unamortized balance of bond issuance costs at the beginning of the current fiscal year was . GASB 65 requires that any accounting change from the implementation of this standard be applied retroactively by restating beginning net position on the Statement of Activities. During the current fiscal year, it was determined that land owned by the Authority had been recorded as a transfer to the City in error. The effect of restatement on beginning net position is as follows.

Beginning net position, as reported	\$ (9,019,948)
Change due to implementation of GASB 65	(856,637)
Change due to purchase of land	6,971,378
Beginning net position, restated	<u>\$ (2,905,207)</u>

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013

NOTE 11. INTERFUND TRANSACTIONS

At year end, interfund receivables and payables were as follows:

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>Amounts</u>	<u>Purpose</u>
General Fund	Capital Projects Fund	\$ 983,640	Capital Projects Disbursements paid by the General Fund
Debt Service Fund	General Fund	2,600	Debt Service tax increment revenue owed by General Fund
		<u>\$ 986,240</u>	

For the fiscal year ended June 30, 2013, operating transfers are summarized as follows:

<u>Transfers Out</u>	<u>Transfers In</u>	<u>Amounts</u>	<u>Purpose</u>
General Fund	Debt Service Fund	<u>\$ 4,365,233</u>	Tax increment revenue for debt service

NOTE 12. COMPENSATED ABSENCES

As of fiscal year end, the Authority's liability for compensated absences is \$1,375. A summary of the change in compensated absences for the current fiscal year is as follows:

Beginning balance	\$ -
Accrual of compensated absences	<u>1,375</u>
Ending balance	<u>\$ 1,375</u>

NOTE 13. RISK MANAGEMENT

The Authority is exposed to various risks of loss related to torts: theft of, damage to, and destruction of assets; errors and omissions; and natural disasters for which the Authority participates along with 2,748 other entities in the Texas Municipal League's Intergovernmental Risk Pool. The Pool purchases commercial insurance at group rates for participants in the Pool. The Authority has not significantly reduced insurance coverage or had settlements that exceeded coverage amounts for the past three years.

MEMORIAL CITY REDEVELOPMENT AUTHORITY

REQUIRED SUPPLEMENTARY INFORMATION

JUNE 30, 2013

MEMORIAL CITY REDEVELOPMENT AUTHORITY
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
- BUDGET AND ACTUAL - ALL GOVERNMENTAL FUNDS
FOR THE YEAR ENDED JUNE 30, 2013

	<u>Original and Final Budget</u>	<u>Actual</u>	<u>Variance Positive (Negative)</u>
REVENUES:			
Tax Increment	\$ 7,238,097	\$ 8,024,604	\$ 786,507
Intergovernmental		109,025	109,025
Interest and Other	304,480	84,018	(220,462)
TOTAL REVENUES	<u>\$ 7,542,577</u>	<u>\$ 8,217,647</u>	<u>\$ 675,070</u>
EXPENDITURES/EXPENSES			
Maintenance and Operations	\$ 236,282	\$ 272,428	\$ (36,146)
Capital Outlay	17,202,000	2,922,451	14,279,549
Municipal Services	490,000	490,000	
Administration Fees	361,905	400,775	(38,870)
Debt Service:			
Principal	1,595,000	1,610,000	(15,000)
Interest	1,670,085	1,888,900	(218,815)
TOTAL EXPENDITURES	<u>\$ 21,555,272</u>	<u>\$ 7,584,554</u>	<u>\$ 13,970,718</u>
NET CHANGE IN FUND BALANCE	\$ (14,012,695)	\$ 633,093	\$ 14,645,788
FUND BALANCE - JULY 1, 2012	<u>39,683,735</u>	<u>39,683,735</u>	
FUND BALANCE - JUNE 30, 2013	<u>\$ 25,671,040</u>	<u>\$ 40,316,828</u>	<u>\$ 14,645,788</u>

MEMORIAL CITY REDEVELOPMENT AUTHORITY

SUPPLEMENTARY INFORMATION

REQUIRED BY CITY OF HOUSTON

JUNE 30, 2013

MEMORIAL CITY REDEVELOPMENT AUTHORITY
OPERATING EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2013

<u>Category</u>	<u>Vendor</u>	<u>Budget</u>	<u>Actual Expenditures</u>	<u>Variance Positive (Negative)</u>
ADMINISTRATION AND OVERHEAD				
Administration Salaries and Benefits	Harris County Municipal Management District No. 1 and Don Huml, Executive Director	\$ 137,200	\$ 78,135	\$ 59,065
Administrative Operating				
Office Expenses	Various	15,000	7,951	7,049
Property Account Consultant	Equi-tax, Inc.	4,800	4,800	
Accounting/Audit				
Accounting	ETI Bookkeeping Services McGrath & Co. PLLC &	10,500	10,806	(306)
Auditor	McCall Gibson Swedlund Barfoot PLLC	17,000	16,500	500
Insurance	Texas Municipal League	3,000	1,626	1,374
Other	Various	23,782	96,536	(72,754)
Subtotal		<u>\$ 211,282</u>	<u>\$ 216,354</u>	<u>\$ (5,072)</u>
PROGRAM AND PROJECT CONSULTANTS				
Legal-General Counsel	Allen Boone Humphries Robinson LLP	\$ 25,000	\$ 56,074	\$ (31,074)
Subtotal		<u>\$ 25,000</u>	<u>\$ 56,074</u>	<u>\$ (31,074)</u>
TOTAL MANAGEMENT CONSULTING SERVICES				
		<u>\$ 236,282</u>	<u>\$ 272,428</u>	<u>\$ (36,146)</u>
City Administration Fees	City of Houston	\$ 361,905	\$ 400,775	\$ (38,870)
Municipal Services Fess	City of Houston	\$ 490,000	\$ 490,000	\$ -
DEBT SERVICE				
Principal		\$ 1,595,000	\$ 1,610,000	\$ (15,000)
Interest		1,670,085	1,888,900	(218,815)
Subtotal		<u>\$ 3,265,085</u>	<u>\$ 3,498,900</u>	<u>\$ (233,815)</u>
Total Operating Expenditures		<u>\$ 4,353,272</u>	<u>\$ 4,662,103</u>	<u>\$ (308,831)</u>

MEMORIAL CITY REDEVELOPMENT AUTHORITY
CAPITAL EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2013

<u>Project</u>	<u>Vendor</u>	<u>Budget</u>	<u>Actual Expenditures</u>	<u>Variance Positive (Negative)</u>
Project T-1709: Improvement to Lumpkin from I-10 to Westview				
Engineering/Design Services	Lockwood, Andrews & Newman	\$ 300,000	\$ 229,967	\$ 70,033
Construction		2,742,000		2,742,000
Other	ABHR		2,137	(2,137)
Projects T-1712: Bunker Hill S. of I-10 Mobility Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman		531	(531)
Project T-1713: Memorial near Beltway 8 Drainage Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman		5,411	(5,411)
Project T-1714: Frostwood Drive and Kingsride Drainage Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman	300,000	23,643	276,357
Construction		2,690,000		2,690,000
Other	ABHR		380	(380)
Project T-1715A: Barryknoll East Drainage Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman	280,000	496,547	(216,547)
Construction Services	Texas Sterling Construction Co.	4,515,000	1,053,610	3,461,390
Other	ABHR		7,888	(7,888)
Project T-1715B: Barryknoll West Drainage Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman	370,000	36,374	333,626
Project T-1717: Town and Country West Drainage and Mobility Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman		4,062	(4,062)
Acquisition		2,000,000		2,000,000
Other	ABHR and Embark		2,173	(2,173)
Project T-1718: Kimberly near Beltway 8 Drainage Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman		6,141	(6,141)
Other	ABHR		3,003	(3,003)
Project T-1722: Town and Country Blvd at Queensbury Signalization				
Engineering/Design Services	Lockwood, Andrews & Newman		4,070	(4,070)
Other	ABHR		410	(410)
Project T-1725: Park and Green Space Improvements				
Other	ABHR		158	(158)
Project T-1731A: Detention Basin & W-140 Bridge Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman	40,000	302,934	(262,934)
Construction Services		2,190,000		2,190,000
Acquisition	City of Houston		19,362	(19,362)
Other	ABHR		23,020	(23,020)
Project T-1732A: N. Gessner Drainage and Mobility Improvement - Phase 1				
Engineering/Design Services	Lockwood, Andrews & Newman	470,000	433,954	36,046
Other	ABHR		1,335	(1,335)
Project T-1732B: N. Gessner Drainage and Mobility Improvement - Phase 2				
Engineering/Design Services	Lockwood, Andrews & Newman	455,000	3,450	451,550

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
CAPITAL EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2013**

<u>Project</u>	<u>Vendor</u>	<u>Budget</u>	<u>Actual Expenditures</u>	<u>Variance Positive (Negative)</u>
Project T-1733A: N. Witte Drainage and Mobility Improvement - Phase 1				
Engineering/Design Services	Lockwood, Andrews & Newman	75,000	10,812	64,188
Other	ABHR		1,025	(1,025)
Project T-1733B: N. Witter Drainage and Mobility Improvement - Phase 2				
Engineering/Design Services	Lockwood, Andrews & Newman	75,000	4,076	70,924
Project T-1734: W140 Channel Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman	700,000	244,620	455,380
Other	ABHR		1,358	(1,358)
Total Capital Expenditures		<u>\$ 17,202,000</u>	<u>\$ 2,922,451</u>	<u>\$ 14,279,549</u>

MEMORIAL CITY REDEVELOPMENT AUTHORITY
PROJECT PLAN RECONCILIATION
AS OF THE YEAR ENDED JUNE 30, 2013

	<i>Project Plan Estimated Amount</i>	<i>Cumulative Expenditures as of the Fiscal Year Ended 2013</i>	<i>Variance Positive (Negative)</i>
	<u> </u>	<u> </u>	<u> </u>
Capital Projects:			
Roadway and Sidewalk Improvements	\$ 53,429,681	\$ 18,405,085	\$ 35,024,596
Public Utility Improvements	43,194,163	18,288,710	24,905,453
Park and Recreational Facilities	11,889,119	243,632	11,645,487
Total Capital Projects Costs	<u>\$ 108,512,963</u>	<u>\$ 36,937,427</u>	<u>\$ 71,575,536</u>
Financing Costs	25,000,000	10,786,728	14,213,272
Creation and Administration Costs	3,352,851	3,449,440	(96,589)
Total Project Plan	<u>\$ 136,865,814</u>	<u>\$ 51,173,595</u>	<u>\$ 85,692,219</u>

MEMORIAL CITY REDEVELOPMENT AUTHORITY

OTHER SUPPLEMENTARY INFORMATION

JUNE 30, 2013

MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2013

TAX INCREMENT CONTRACT
REVENUE BONDS
SERIES - 2008

Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total
2014	\$ 410,000	\$ 370,462	\$ 780,462
2015	430,000	351,773	781,773
2016	450,000	332,193	782,193
2017	470,000	311,722	781,722
2018	490,000	290,362	780,362
2019	510,000	268,113	778,113
2020	535,000	244,861	779,861
2021	560,000	220,498	780,498
2022	585,000	195,021	780,021
2023	610,000	168,432	778,432
2024	635,000	140,731	775,731
2025	665,000	111,806	776,806
2026	695,000	81,546	776,546
2027	725,000	49,951	774,951
2028	760,000	16,910	776,910
TOTAL	\$ 8,530,000	\$ 3,154,381	\$ 11,684,381

MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2013

REFUNDING TAX INCREMENT
CONTRACT REVENUE BONDS
SERIES - 2011

Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total
2014	\$ 520,000	\$ 331,936	\$ 851,936
2015	540,000	312,432	852,432
2016	555,000	292,284	847,284
2017	575,000	271,492	846,492
2018	600,000	249,872	849,872
2019	625,000	227,332	852,332
2020	645,000	203,964	848,964
2021	665,000	179,860	844,860
2022	690,000	154,928	844,928
2023	720,000	128,984	848,984
2024	745,000	102,028	847,028
2025	770,000	74,151	844,151
2026	800,000	45,263	845,263
2027	830,000	15,272	845,272
2028			
TOTAL	\$ 9,280,000	\$ 2,589,798	\$ 11,869,798

MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2013

TAX INCREMENT CONTRACT
REVENUE BONDS
SERIES - 2011A

Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total
2014	\$ 1,630,000	\$ 1,104,373	\$ 2,734,373
2015	1,690,000	1,040,462	2,730,462
2016	1,760,000	974,050	2,734,050
2017	1,825,000	905,039	2,730,039
2018	1,895,000	833,429	2,728,429
2019	1,965,000	759,124	2,724,124
2020	2,045,000	681,931	2,726,931
2021	2,125,000	601,659	2,726,659
2022	2,205,000	518,305	2,723,305
2023	2,285,000	431,874	2,716,874
2024	2,380,000	342,073	2,722,073
2025	2,470,000	248,710	2,718,710
2026	2,565,000	151,786	2,716,786
2027	2,660,000	51,205	2,711,205
2028			
TOTAL	\$ 29,500,000	\$ 8,644,020	\$ 38,144,020

MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2013

ANNUAL REQUIRMENTS
FOR ALL SERIES

Due During Fiscal Years Ending June 30	Total Principal Due	Total Interest Due	Total Principal and Interest Due
2014	\$ 2,560,000	\$ 1,806,771	\$ 4,366,771
2015	2,660,000	1,704,667	4,364,667
2016	2,765,000	1,598,527	4,363,527
2017	2,870,000	1,488,253	4,358,253
2018	2,985,000	1,373,663	4,358,663
2019	3,100,000	1,254,569	4,354,569
2020	3,225,000	1,130,756	4,355,756
2021	3,350,000	1,002,017	4,352,017
2022	3,480,000	868,254	4,348,254
2023	3,615,000	729,290	4,344,290
2024	3,760,000	584,832	4,344,832
2025	3,905,000	434,667	4,339,667
2026	4,060,000	278,595	4,338,595
2027	4,215,000	116,428	4,331,428
2028	760,000	16,910	776,910
TOTAL	<u>\$ 47,310,000</u>	<u>\$ 14,388,199</u>	<u>\$ 61,698,199</u>

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MEMORIAL CITY REDEVELOPMENT AUTHORITY
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS
JUNE 30, 2013

Authority Mailing Address - Memorial City Redevelopment Authority
8955 Katy Freeway, Suite 215
Houston, TX 77024

Authority Telephone Number- 713-829-5720

<u>Board Members</u>	<u>Position</u>
David A. Hamilton, P.E. - Director	1
John Rickel - Director	2
Bob Tucker – Assistant Secretary	3
Ann T. Givens – Chair	4
Dr. Zachary R. Hodges - Director	5
Brad Freels - Vice Chairperson	6
Glenn E. Airola – Secretary	7

Executive Director

Don Huml