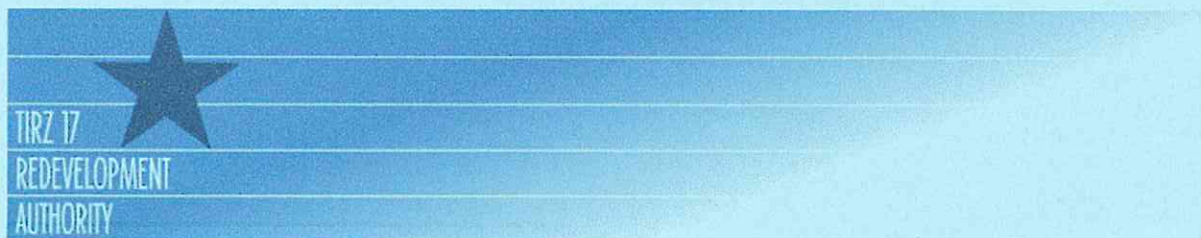


MEMORIAL CITY
REDEVELOPMENT AUTHORITY,
TIRZ No. 17,
City of Houston



Agenda and Agenda Materials
Meeting of the Board of Directors

June 27, 2017

JOINT MEETING OF THE BOARD OF DIRECTORS OF THE
TIRZ 17 REDEVELOPMENT AUTHORITY/MEMORIAL CITY REDEVELOPMENT AUTHORITY
and TAX REINVESTMENT ZONE NUMBER SEVENTEEN
HOUSTON, TEXAS

Notice is hereby given that the Board of Directors of the TIRZ 17 Redevelopment Authority (aka the Memorial City Redevelopment Authority) and the Tax Reinvestment Zone Number Seventeen, City of Houston, Texas, will hold a joint meeting on **Tuesday, June 27, 2017, at 8:00 a.m.**, at Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024, open to the public, to discuss and adopt such orders, resolutions or motions, and take direct or indirect actions as may be necessary, convenient, or desirable with respect to the following matters:

AGENDA

1. Establish quorum and call meeting to order.
2. Receive public comments.
3. Approve Minutes of May 30, 2017, regular meeting.
4. Receive financial and bookkeeper's report, including payment of invoices, review of investments and project cash flow reports.
5. Review Arbitrage Rebate Report for the Series 2009 Bonds.
6. CIP Committee.
 - a. Proposed FY2018 CIP.
 - b. Project Update Report from LAN.
 - c. Project Update Report from Klotz Associates.
 - d. Project Update Report from Goodman Corporation.
 - e. Project Update Report from SWA.
7. 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.
8. Reconvene in Open Session and authorize appropriate actions regarding private consultation with attorney; and reconvene in Open Session and authorize appropriate actions with regard to pending or contemplated litigation and regarding the purchase, exchange, lease or value of real property.
9. Adjournment.



Executive Director for Authority

MEMORIAL CITY REDEVELOPMENT AUTHORITY TIRZ No. 17,
HOUSTON, TEXAS

AGENDA MEMORANDUM

TO: Memorial City Redevelopment Authority TIRZ No. 17 Board of Directors
FROM: Executive Director
SUBJECT: Agenda Item Materials

3. Approve minutes of the May 30, 2017 regular meeting.

**MINUTES OF THE JOINT MEETING OF THE
TIRZ 17 REDEVELOPMENT AUTHORITY/MEMORIAL CITY REDEVELOPMENT AUTHORITY and
TAX REINVESTMENT ZONE NUMBER SEVENTEEN, CITY OF HOUSTON, TEXAS
BOARD OF DIRECTORS**

May 30, 2017

ESTABLISH QUORUM AND CALL MEETING TO ORDER.

The Board of Directors of the TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority and Tax Reinvestment Zone Number Seventeen, City of Houston, Texas, held a regular joint meeting on Tuesday, May 30, 2017, 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 – Marshall B. Heins
Position 2 – John Rickel
Position 3 – David P. Durham
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 Scott Bean, Linda Clayton and Elisa Rodriguez, all with Hawes Hill & Associates, LLP; Jessica Holoubek, Allen Boone Humphries Robinson, LLP; and Michelle Lofton, ETI Bookkeeping Services. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; Council Member Greg Travis, District G; Auggie Campbell; Laurie Rosenbaum and Karen Glynn, both of City of Bunker Hill; Ben Gillis and Pat Walters, Memorial City Management District; Muhammad Ali and Derek St. John, both of LAN; Morena Arredondo, Klotz Associates; James Vick, SWA; Kristin Blomquist, FirstSouthwest; Mike Vandewater, HCFCD; Margaret Dunlap, Metro; Kay Haslam, Virginia Gregory, Jim Shroff, John Jackson, Dean Bixler, Ed Browne, Mike Fiuzat, Kelley Landwermyer, Donna Freedman, Cynthia Neely and Lois Myers. Chair Givens called the meeting to order at 8:00 a.m.

RECEIVE PUBLIC COMMENTS.

Kay Haslam commented on the drainage path for proposed detention at the sports field on Spring Branch ISD property, and diverting the Sam Houston trunk line into W153. Virginia Gregory commented that she has not seen anything to improve the drainage situation from the beginning of the TIRZ to present day. She commented that the Springrock homes have still not been de-annexed. John Jackson stated that he is a resident of Frostwood and has worked with Bruce Nichols and other residents on the Flooding and Drainage Committee. He stated our approach has always been to be cooperative and to work with the system, and that Frostwood believes the upcoming CIP should address detention including the plan for subsurface detention on the playing fields. He personally thanked the Board for being responsive to Frostwood's needs. Ed Browne stated that there is a mistake in the public comments from the last meeting on March 31, 2017, where it says that he stated "he is concerned the neighborhood representatives are in collusion and that there is a lack of transparency." He stated that he was talking about the detention ponds along Buffalo Bayou and that he said that maybe you have told someone in the neighborhood about it, but we have not heard anything. He stated that he said talk to us and maybe we will agree with you. He stated that he never said anything about collusion and requested the comment regarding collusion be stricken from the March 31, 2017 minutes. He stated Frostwood is a member of RAF and we are not working against the neighborhoods but working with them, so please remove the word collusion. He commented on the W140 project. Mike Fiuzat commented on the rain events and flooding. He stated he looks forward to the CIP moving forward and resolving some of the problems. Lois Myers commented on the proposed detention on the school property and a previous WPM report regarding detention and development.

APPROVE MINUTES OF MARCH 31, 2017, REGULAR MEETING.

Upon a motion duly made by Director Durham, and being seconded by Director Freels, the Board voted unanimously to approve the March 3, 2017 minutes, as amended removing the comment regarding "collusion" from Ed Browne's comments.

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

Ms. Lofton presented the Bookkeeper's Report and went over invoices, included in the Board agenda materials, and answered questions. Upon a motion duly made by Director Rickel, and being seconded by Director Heins, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented.

PROPOSAL FROM MCGRATH & CO. TO PERFORM PRE-AUDIT SERVICES.

Mr. Bean reviewed the proposal from McGrath & Co. to perform pre-audit services, included in the Board agenda materials. He reported the estimated fee for the services is \$9,500.00.

PROPOSAL FROM MCCALL GIBSON SWEDLUND BARFOOT PLLC TO PREPARE AUDITS.

Mr. Bean reviewed the proposal from McCall Gibson Swedlund Barfoot PLLC to prepare the Annual Audit of Financial Statements, included in the Board agenda materials. He stated this is an evergreen contract and the Authority has the option to terminate the contract with a 30-day notice. He reported estimated fees to prepare the FY2017 Audit range between \$9,750 and \$10,750.

Upon a motion duly made by Director Airola, and being seconded by Director Rickel, the Board voted unanimously to (a) approve the proposal from McGrath & Co. to prepare the financial statements as of June 30, 2017, for an estimated fee of \$9,500.00, as presented; and (b) approve the proposal from McCall Gibson Swedlund Barfoot PLLC to prepare the Annual Audit of Financial Statements, including the FY2017 Audit for an estimated fee of \$9,750.00 to \$10,750.00, as presented.

REVIEW ARBITRAGE REBATE REPORT FOR THE SERIES 2011 & 2011A BONDS.

Ms. Holoubek reviewed the computation of Arbitrage Rebate for the Series 2011 and 2011A Bonds. She stated the calculation is prepared every 5 years and the Authority does not owe any rebate. No action from the Board was required.

CIP COMMITTEE.

a. Amendment to agreement with Hawes Hill Calderon, LLP. (sic)

Mr. Rickel reported the CIP Committee has reviewed the Amendment to Agreement with Hawes Hill & Associates, LLP, included in the Board agenda materials, and is recommending for approval. He stated the amendment provides for an increase in the monthly rate from \$7,500.00 to \$8,000.00 per month. Upon a motion duly made by Director Rickel, and being seconded by Director Heins, the Board voted unanimously to approve the Amended Contract for Consulting and Management Services, as presented.

b. Proposed FY2018 CIP.

Mr. Rickel reviewed the CIP projects included in the Board agenda materials. He stated that project T-1735A "Detention Basin A" should be named "SBMSA Sports Field" and the project is contingent upon a 7 to 8-year life extension of the TIRZ. Mr. Rickel stated the CIP Committee has reviewed the CIP and is recommending for approval. Ms. Curley stated it is her recommendation and that she believes there needs to be community input

before renaming Detention A. After full discussion, and upon a motion duly made by Director Rickel, and being seconded by Director Freels, the Board called a vote for approval of the FY2018 CIP. Directors Rickel, Freels, Airola, Hodges, Durham and Heins voted aye. Chair Givens voted nay. The motion passed to approve the FY2018 CIP, as discussed, renaming T-1735A to SBMSA Sports Field.

c. Project Update Report from LAN, including;

Mr. Ali provided an update on the Town & Country round-a-bout, reconstruction and drainage improvements. He stated the rendering in the board materials include the final configuration of the Town & Country round-a-bout.

i. Conveyance of right-of-way to City of Houston for Town & Country Way.

Ms. Holoubek reviewed the Public Street Right-of-Way Easement Conveyance and the Temporary Public Access Easement, both included in the Board agenda materials.

ii. Bid Tabulations and Award of Contract for Town & Country Way Project.

Mr. Ali reported four qualified bids were received for the Town & Country Boulevard project. He reviewed the bid tabulations, included in the Board agenda materials, and reported SER was the low bid in the amount of \$8,478,677.80. He reported SER Construction is qualified and has previously demonstrated its capability of performing the quality of work required for this project and LAN is recommending awarding the contract to the low bidder SER Construction.

Mr. Ali reviewed the proposal from LAN for construction management and inspection services, the proposal from LAN for construction phase services and proposal from LAN for construction materials testing services, all included in the Board agenda materials, and answered questions. Director Rickel requested the construction proposals be in an amount not to exceed. Mr. Ali stated he was in agreement to make a change to the proposals to an amount not to exceed.

Upon a motion duly made by Director Rickel, and being seconded by Director Durham, the Board voted to (a) authorize the right-of-way conveyance to the City; (b) award the contract to SER Construction Partners, LLC in the amount of \$8,478,677.80, and authorize execution of the contract; (c) approve the LAN proposal for construction management and inspection services in an amount not to exceed \$425,300.00; (d) approve the LAN proposal for construction phase services in an amount not to exceed \$80,000.00; and (e) approve the LAN proposal for construction materials testing services in an amount not to exceed \$268,600.00. Director Freels abstained. The motion passed.

d. Project Update Report from Klotz Associates.

Ms. Arredondo presented an update on the N. Gessner drainage and mobility improvements project and the Briar Branch channel improvements, straws and bridge project. The monthly status reports are included in the Board agenda materials. She stated she is the project manager for the N. Gessner project and Mr. Standley will be the point of contact. She reported Klotz is waiting to receive final approval and execution of an Advanced Funding Agreement for the TxDOT grant for the N. Gessner project. No action from the Board was required.

e. Project Update Report from Goodman Corporation.

The Progress Report from The Goodman Corporation is included in the Board agenda materials for review.

f. Project Update Report from SWA, including;

i. Work authorization for Town & Country Way Construction Phase Services.

Mr. Vick provided an update on current projects, a Status Report is included in the Board agenda materials. He reviewed work order #16 for professional design services – construction administration services for the Town & Country West Drainage and Mobility Improvements, included in the Board agenda materials. Upon a motion

duly made by Director Airola, and being seconded by Director Heins, the Board voted unanimously to approve Work Order #16 from SWA for professional services in the amount of \$29,720.00, as presented.

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.

The Board convened in Executive Session at 8:54 a.m.

RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTIONS REGARDING PRIVATE CONSULTATION WITH ATTORNEY.

The Board reconvened in Open Session at 9:02 a.m.

Upon a motion duly made by Director Rickel, and being seconded by Director Heins, the Board voted unanimously to authorize execution of a Power of Attorney to Allen Boone Humphries Robinson, LLP.

ADJOURNMENT.

There being no further business to come before the Board, Chair Givens adjourned the meeting at 9:03 a.m.

Secretary

MEMORIAL CITY REDEVELOPMENT AUTHORITY TIRZ No. 17,
HOUSTON, TEXAS

AGENDA MEMORANDUM

TO: Memorial City Redevelopment Authority TIRZ No. 17 Board of Directors
FROM: Executive Director
SUBJECT: Agenda Item Materials

4. Receive the financial and bookkeeper's report, including payment of invoices, review of investments, and project cash flow reports.

Memorial City Redevelopment Authority

Cash Management Report

May 31, 2017

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, 2017

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	18,303,445.18	0.00	151,808.18	18,455,253.36
Revenue	8,372.76	0.00	97.26	8,470.02
Expenditures	193,088.44	0.00	0.00	193,088.44
Ending Balance	18,118,729.50	0.00	151,905.44	18,270,634.94

NOTES:

Debt Service Payments due in Fiscal Year End 2017:

Date	Series	Principal	Interest	Total
9/1/2016	2008	470,000.00	161,090.00	631,090.00
9/1/2016	2011	575,000.00	141,036.00	716,036.00
9/1/2016	2011A	1,825,000.00	470,085.00	2,295,085.00
3/1/2017	2008		34,153.75	34,153.75
3/1/2017	2011		130,456.00	130,456.00
3/1/2017	2011A		197,023.75	197,023.75
3/1/2017	2016		82,937.14	82,937.14
			Total FYE 2017	4,086,781.64

May 31, 2017

General Operating Fund

BEGINNING BALANCE: **18,303,445.18**

REVENUE:

Checking Interest - Wells Fargo	968.32	
Texpool Interest	559.98	
Wells Fargo/TexSTAR (Surplus Funds) Interest	5,598.16	
Texas Exchange CD Interest	246.30	
Temporary Right of Entry Rental	1,000.00	
Voided Check(s)	0.00	
Total Revenue:		8,372.76

DISBURSEMENTS:

Checks Presented At Last Meeting	193,088.44	
Checks Written at/after Last Meeting	0.00	
Total Expenditures		193,088.44

Ending Balance: **18,118,729.50**

Location of Assets:

Institution	Investment Number	Interest Rate	
Wells Fargo Checking	*5490	0.1500	8,257,055.14
TexPool	*0001	0.7635	858,075.67
Wells Fargo/TexSTAR	TexSTAR Surplus Funds	0.7701	8,753,598.69
Texas Exchange Bank CD	*3601	1.1600	250,000.00
		Total	18,118,729.50
Certificate of Deposit	CD *3601	Term: 12 Months	Matures: 09/28/2017

Memorial City Redevelopment Authority
Checks Presented
June 27, 2017

Num	Name	Description	Amount
2710	Allen Boone Humphries Robinson LLP	Legal Fee	-7,356.77
2711	Blank Rome LLP	Legal Services	-2,052.92
2712	City of Houston	FY 2017 Municipal Services	-2,256,619.00
2713	Equi-Tax, Inc	Tax Assessor Fee	-400.00
2714	eSiteful, Inc.	Website Hosing	-107.55
2715	ETI Bookkeeping Services	Bookkeeping Fee	-900.00
2716	Hawes Hill Calderon LLP	Professional Consultant	-7,500.00
2717	Klotz Associates Inc	Engineering Consultant	-47,498.86
2718	McCall Gibson Swedlund Barfoot PLLC	Auditor	-2,250.00
2719	Midway	City Centre North Demolition Reimbursement	-90,250.00
2720	Omnicap Group LLC	Bond Earnings Report	-5,000.00
2721	Rapid Research, Inc.	Lien Research	-1,318.75
2722	Sal Esparza, Inc.	Landscaping	-2,177.84
2723	SWA Group	Engineering Consultant	-5,546.70
2724	The Goodman Corporation Inc	Contract Services	-3,667.50
Total			-2,432,645.89

Debt Service Fund

BEGINNING BALANCE		151,808.18
REVENUE		
TexPool DSF Interest	6.23	
Wells Fargo/TexSTAR (2008 DSF) Interest	91.03	
Total Revenue		97.26
EXPENDITURES		
2016 Debt Service Interest Payment	0.00	
Trustee Fee	0.00	
Total Expenditures		0.00
ENDING BALANCE		151,905.44

Location of Assets:

Institution	Investment Number	Interest Rate	Current Balance
Wells Fargo *4601	TexSTAR 2008 DSF	0.7701	142,333.68
Wells Fargo *4600	TexSTAR 2008 Pledged Rev	0.7701	26.89
TexPool	*0004	0.7635	9,544.87
	Total		151,905.44

Memorial City Redevelopment Authority
Investment Report
May 31, 2017

SCHEDULE OF INVESTMENTS

Investment Pools		Interest Rate	Beginning Balance		Market	Interest Earned	Deposits or (Withdrawals)	Ending Balance	
Fund	Location Of Assets		N.A.V.	Book				Market	N.A.V.
GOF	TexPool	0.7635	1.00006	857,515.69	857,567.14	559.98	0.00	1.00003	858,075.67
DSF	TexPool	0.7635	1.00006	9,538.64	9,539.21	6.23	0.00	1.00003	9,544.87
GOF	Wells Fargo/ TexStar	0.7701	1.000045	8,748,000.53	8,748,394.19	5,598.16	0.00	1.000019	8,753,598.69
DSF	Wells Fargo/ TexStar DSF	0.7701	1.000045	142,242.65	142,249.05	0.00	91.03	1.000019	142,333.68
DSF	Wells Fargo/ TexStar PI Rev	0.7635	1.000045	26.89	26.89	0.00	0.00	1.000019	26.89

Certificates of Deposit

Fund	Location Of Assets	Interest Rate	Term	Maturity Date	Beginning Balance	Deposits or (Withdrawals)	Ending Balance
GOF	TX Exch *3601	1.1600	12 Months	9/28/2017	250,000.00	(246.30)	250,000.00

Demand Accounts

Fund	Location Of Assets	Interest Rate	Purchase Date	Beginning Balance	Interest Earned	Deposits or (Withdrawals)	Ending Balance
GOF	Wells Fargo	0.15	6/8/2015	8,447,928.96	968.32	(191,842.14)	8,257,055.14

Collateral Pledged In Addition to FDIC

Depository Institution	Total Funds On Deposit	Custodial Institution	Securities Pledged	Collateral Description	Par Value	Market Value
Wells Fargo	8,257,055.14	BNYM	9,927,721	WU2246	9,181,923	9,303,434

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	Date Assumed Office	Investment Officer	Training Completed
Kenneth Byrd	8/6/2015		10/29/2016

Memorial City Redevelopment Authority
Profit & Loss Budget vs. Actual
May 2017

				May			Year To Date (11 Months)			Annual
				Actual	Budget	Variance	Actual	Budget	Variance	Budget
Ordinary Income/Expense										
Income										
1000 · Income										
				7,470	3,081	4,389	69,106	33,888	35,218	36,969
				0	0	0	17,011	0	17,011	81,310,397
				7,470	3,081	4,389	86,117	33,888	52,229	81,347,366
				0	0	0	0	0	0	15,073,959
				0	0	0	0	0	0	3,450,000
				7,470	3,081	4,389	86,117	33,888	52,229	99,871,325
Expense										
3335 · Management Consulting Services										
				3,502	6,250	-2,748	39,815	68,750	-28,935	75,000
				0	2,500	-2,500	17,474	27,500	-10,026	30,000
				2,463	8,333	-5,870	74,713	91,667	-16,954	100,000
				0	4,167	-4,167	0	45,833	-45,833	50,000
				0	0	0	7,000	7,000	0	10,000
				108	0	108	430	0	430	0
				6,073	21,250	-15,177	139,432	240,750	-101,318	265,000
5650 · Transfers										
				0	0	0	0	0	0	753,698
				2,256,619	1,766,619	490,000	2,746,619	2,256,619	490,000	2,256,619
				2,256,619	1,766,619	490,000	2,746,619	2,256,619	490,000	3,010,317
5706 · Debt Service										
				0	0	0	2,870,000	4,561,417	-1,691,417	4,561,417
				0	0	0	1,216,762	1,488,253	-271,471	1,488,253
				0	0	0	226,052	0	226,052	0
				0	0	0	9,500	7,000	2,500	9,500
				0	0	0	4,322,334	6,056,670	-1,734,336	6,059,170
6300 · Administration & Overhead										
				2,250	0	2,250	22,250	19,500	2,750	19,500
				1,800	875	925	10,155	9,625	530	10,500
				7,500	8,333	-833	82,500	91,667	-9,167	100,000
				5,800	0	5,800	14,400	7,000	7,400	14,300
				0	0	0	1,290	1,000	290	3,500
				17,350	9,208	8,142	130,595	128,792	1,803	147,800
7000 · Capital Expenditure										
				0	0	0	358	0	358	0
				867	0	867	807,218	0	807,218	0
				92,544	291,667	-199,123	439,360	3,208,333	-2,768,973	3,500,000

May 31, 2017

Memorial City Redevelopment Authority
Profit & Loss Budget vs. Actual
May 2017

	May			Year To Date (11 Months)			Annual
	Actual	Budget	Variance	Actual	Budget	Variance	Budget
1722 · Town & Country Blv Signalizatn	1,348	0	1,348	5,163	0	5,163	0
1725 · Parks & Green Space Improv.	2,962	10,417	-7,455	13,397	114,583	-101,186	125,000
1727 · N.Gessner Thoroughfare	0	0	0	123	0	123	0
1731A · Detention Basin & W-140 Bridge	1,311	0	1,311	8,954	0	8,954	0
1731B · Memorial Drainage & Mobility	0	0	0	240	0	240	0
1732A · N Gessner Drainage & Mobility	43,438	341,667	-298,229	327,702	3,758,333	-3,430,631	4,100,000
1732B · N.Gessner Drainage & Mobility	0	41,667	-41,667	0	458,333	-458,333	500,000
1734 · W140 Channel Improvements	9,646	466,667	-457,021	276,503	5,133,333	-4,856,830	5,600,000
1734B · Bunker Hill Bridge	0	70,833	-70,833	0	779,167	-779,167	850,000
1735A · Detention Basin A	123	83,333	-83,210	100,010	916,667	-816,657	1,000,000
1737 · MetroNational - Detention/Roads	0	0	0	1,086,092	1,119,241	-33,149	1,119,241
1738 · T&C Way Partners, LLC	0	0	0	880,322	0	880,322	0
1738A · Memorial Dr Drainage & Mobility	668	83,333	-82,665	131,018	916,667	-785,649	1,000,000
1739 · Town Center Partners, Ltd	0	0	0	1,008,259	0	1,008,259	0
1799 · Concrete Panel Replace Program	0	2,917	-2,917	0	32,083	-32,083	35,000
Total 7000 · Capital Expenditure	152,907	1,392,501	-1,239,594	5,084,719	16,436,740	-11,352,021	17,829,241
Total Expense	2,432,949	3,189,578	-756,629	12,423,699	25,119,571	-12,695,872	27,311,528
Net Income	-2,425,479	-3,186,497	761,018	-12,337,582	-25,085,683	12,748,101	72,559,797

ALLEN BOONE HUMPHRIES ROBINSON LLP

To contact the ABHR Billing Department, please call 713-860-6400 or email at billing@abhr.com

May 31, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Litigation Client/Matter: MEM001-21
Statement Number: 88234
Billing Attorney: Trey Lary

REMITTANCE PAGE

Fees for services posted through May 12, 2017 205.00
Expenses and Other Items posted through May 12, 2017 0.00
Total Amount Due: \$205.00

Please return this page with your payment to the remittance address below:

Allen Boone Humphries Robinson LLP
PO Box 4348
Department 90
Houston, TX 77210-4348

Checks should be made payable to Allen Boone Humphries Robinson LLP
Please include the invoice number on your check
Total amount payable in U.S. dollars

Code #6323
6-8-2017

ALLEN BOONE HUMPHRIES ROBINSON LLP

To contact the ABHR Billing Department, please call 713-860-6400 or email at billing@abhr.com

May 31, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

General Client/Matter: MEM001-01
Statement Number: 88232
Billing Attorney: Trey Lary

REMITTANCE PAGE

Fees for services posted through May 12, 2017 663.75
Expenses and Other Items posted through May 12, 2017 0.00
Total Amount Due: \$663.75

Please return this page with your payment to the remittance address below:

Allen Boone Humphries Robinson LLP
PO Box 4348
Department 90
Houston, TX 77210-4348

Checks should be made payable to Allen Boone Humphries Robinson LLP
Please include the invoice number on your check
Total amount payable in U.S. dollars

Code #6320
6-8-2017



ALLEN BOONE HUMPHRIES ROBINSON LLP

May 31, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Ms. Michelle Lofton Client/Matter: MEM001-01
ETI Bookkeeping Services Statement Number: 88232
17111 Rolling Creek Drive, Suite 108 Billing Attorney: Trey Lary
Houston, TX 77090

General

Professional Fees

Fees for services posted through May 12, 2017, as follows:

Date	Professional	Hours
General		
04/10/17	Veronica Seguin Review draft agenda and correspondence regarding additions to same.	0.25
04/28/17	Jessica Holobek Telephone conference with Scott Bean regarding phone call from Rep. Cuberson office.	0.25
04/27/17	Holly Huston Receive, review and forward notice from the Internal Revenue Service for processing by Authority Attorney.	0.25
05/04/17	Holly Huston Receive, review and organize Authority mail and update Authority files in accordance with the Records Management Act and in accordance with the Authority's Records Management Policy.	0.25
05/05/17	Cindy Jo Acres Review fully executed proposal from OmniCap Group, LLC and organize to Authority files, update arbitrage rebate chart.	0.25
05/08/17	Liz Kahia Review, sort, and add documents into Authority's records in accordance with Records Management Act and Authority's Records Management Policy.	0.25
05/09/17	Holly Huston Receive, review and organize Authority mail and update Authority files in accordance with the Records Management Act and in accordance with the Authority's Records Management Policy.	0.25
05/10/17	Holly Huston Receive, review and organize Authority mail and update Authority files in accordance with the Records Management Act and in accordance with the Authority's Records Management Policy.	0.25
05/10/17	Kataie Wade Prepare files for archive in accordance with Records Management Act and in accordance with Authority's	0.50

Allen Boone Humphries Robinson LLP

May 31, 2017

Memorial City Redevelopment Authority
MEM001-01

Statement Number: 88232

		Records Management Policy. Review, sort, and add documents into Authority records in accordance with Records Management Act and Authority's Records Management Policy.	
05/11/17	Beth King	Review, sort, and add documents into Authority records in accordance with Records Management Act and Authority's Records Management Policy.	0.25
05/12/17	Cindy Jo Acres	Review fully executed proposal from OmniCap Group, LLC and organize to Authority files, update arbitrage rebate chart.	0.25
			Total Task Hours: 3.00
			Total Task Amount: \$621.25
Public Information Requests			
05/11/17	Janelle N. Hedges	Review, sort, and add documents into Authority records in accordance with Records Management Act and Authority's Records Management Policy.	0.25
			Total Task Hours: 0.25
			Total Task Amount: \$42.50
			Total Fees: \$663.75

TASK FEE BREAKDOWN

General	Hours	Amount
General	3.00	621.25
Public Information Requests	0.25	42.50

Total Fees: \$ 883.75
Total Expenses and Other Items: \$ 0.00
Total Amount Due: \$ 663.75

Allen Boone Humphries Robinson LLP

May 31, 2017

ALLEN BOONE HUMPHRIES ROBINSON LLP
 To contact the ABHR Billing Department, please call 713-860-6400 or email at billing@abh.com
 May 31, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Client/Matter: MEM001-03
 Statement Number: 88233
 Billing Attorney: Trey Lary

Projects


REMITTANCE PAGE

Fees for services posted through May 12, 2017 612.50
 Expenses and Other Items posted through May 12, 2017 0.00
 Total Amount Due: \$612.50

Please return this page with your payment to the remittance address below:

Allen Boone Humphries Robinson LLP
 PO Box 4346
 Department 90
 Houston, TX 77210-4346

Checks should be made payable to Allen Boone Humphries Robinson LLP
 Please include the invoice number on your check
 Total amount payable in U.S. dollars

Code: See detail
 6/8/2017


ABHR
 ALLEN BOONE HUMPHRIES ROBINSON LLP
 Telephone: 713.860.6400
 May 31, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Client/Matter: MEM001-03
 Statement Number: 88233
 Billing Attorney: Trey Lary

Projects

Professional Fees

Fees for services posted through May 12, 2017, as follows:

Date	Professional	Hours
04/28/17	Jessica Holoubek Town & Country Biv Signalization (1722) Follow up with Chris Seckinger regarding right-of-way acquisition.	0.25
05/03/17	Jessica Holoubek Telephone conference with Chris Seckinger, Midway Companies; prepare temporary access easement for use of property during construction.	0.75
05/04/17	Jessica Holoubek Discuss temporary access easement with Chris Seckinger.	0.25
Total Task Hours:		1.25
Total Task Amount:		\$612.50
Total Fees:		\$612.50

TASK FEE BREAKDOWN

Town & Country Biv Signalization (1722)

Hours	Amount
1.25	612.50
Total Fees: \$ 612.50	
Total Expenses and Other Items: \$ 0.00	
Total Amount Due: \$ 612.50	

Allen Boone Humphries Robinson LLP

May 31, 2017


ALLEN BOONE HUMPHRIES ROBINSON LLP
 To contact the ABHR Billing Department, please call 713-860-6400 or email at billing@abh.com
 June 14, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Client/Matter: MEM001-21
 Statement Number: 88512
 Billing Attorney: Trey Lary

Litigation

REMITTANCE PAGE

Fees for services posted through June 09, 2017 205.00
 Expenses and Other Items posted through June 09, 2017 0.00
 Total Amount Due: \$205.00

Please return this page with your payment to the remittance address below:

Allen Boone Humphries Robinson LLP
 PO Box 4346
 Department 90
 Houston, TX 77210-4346

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 Please include the invoice number on your check
 Total amount payable in U.S. dollars

Code # 6323
 6/14/2017


ALLEN BOONE HUMPHRIES ROBINSON LLP
 To contact the ABHR Billing Department, please call 713-860-6400 or email at billing@abh.com
 June 14, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Client/Matter: MEM001-01
 Statement Number: 88510
 Billing Attorney: Trey Lary

General

REMITTANCE PAGE

Fees for services posted through June 09, 2017 2,826.25
 Expenses and Other Items posted through June 09, 2017 11.77
 Total Amount Due: \$2,838.02

Please return this page with your payment to the remittance address below:

Allen Boone Humphries Robinson LLP
 PO Box 4346
 Department 90
 Houston, TX 77210-4346

Checks should be made payable to Allen Boone Humphries Robinson LLP
 Please include the invoice number on your check
 Total amount payable in U.S. dollars

Code # 6320
 6/14/2017


ABHR
ALLEN BOONE HUMPHRIES ROBINSON LLP
 Taxpayer ID 74-2087171
 June 14, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Ms. Michele Lofton
 ETI Bookkeeping Services
 17111 Rolling Creek Drive, Suite 108
 Houston, TX 77090

Client/Matter: MEM001-01
 Statement Number: 88510
 Billing Attorney: Trey Lary

General

Professional Fees

Fees for services posted through June 09, 2017, as follows:

Date	Professional	Hours	
General			
05/17/17	Cindy Jo Acree	Review arbitrage Interim Excess Earnings Report for Series 2011 and 2011A Bonds; organize to Authority's electronic files; forward copy of the Report to the Authority's legal assistant for review by attorney; email invoice from OmniCap Group LLC to District bookkeeper; email correspondence to legal and administrative assistant regarding agenda item; review and revise arbitrage rebate chart; exchange emails with Jessica Holoubek regarding Authority approval.	0.50
05/17/17	Holly Huston	Receive, review and organize Authority mail and update Authority files in accordance with the Records Management Act and in accordance with the Authority's Records Management Policy; work on creating account for acknowledging 1296 forms.	0.50
05/17/17	Beth King	Review, sort, and add documents into Authority records in accordance with Records Management Act and Authority's Records Management Policy.	0.25
05/23/17	Jessica Holoubek	Work on matters regarding Board of Directors meeting agenda.	0.25
05/24/17	Holly Huston	Receive, review and forward Evergreen Engagement documents for review and approval.	0.25
05/25/17	Jessica Holoubek	Work on meeting preparation and forward Arbitrage Rebate Report to Scott Bean for board books.	0.25
05/26/17	Susan Hostetler	Review and comment on engagement letter with McCall Gibson Swedlund Barfoot PLLC.	0.25
05/26/17	Holly Huston	Update Authority files in accordance with the Records Management Act and in accordance with the Authority's	0.25

Allen Boone Humphries Robinson LLP

June 14, 2017

05/30/17	Cindy Jo Acree	Records Management Policy. .	0.50
05/30/17	Jessica Holoubek	Review arbitrage Final Excess Earnings Report for Series 2009 Bonds; organize to Authority's electronic files; forward copy of the Report to the Authority's legal assistant for review by attorney; email invoice from OmniCap Group LLC to District bookkeeper; email correspondence to legal and administrative assistant regarding agenda item; review and revise arbitrage rebate chart.	2.00
05/30/17	Holly Huston	Travel to, attend and follow up from Board of Directors meeting.	0.25
05/31/17	Janelle N. Hedges	Receive, review and forward notice of agreement approval to Authority Attorney.	0.25
05/31/17	Ltd Kahta	Research and follow-up regarding letter agreement with Spring Branch-Memorial Sports Association as requested.	0.25
06/01/17	Holly Huston	Review, sort, and add documents into Authority records in accordance with Records Management Act and Authority's Records Management Policy.	0.25
06/02/17	Holly Huston	Receive, review and forward invoice to bookkeeper for the Authority for processing.	0.25
06/02/17	Holly Huston	Receive, review and organize Authority mail and update Authority files in accordance with the Records Management Act and in accordance with the Authority's Records Management Policy. .	0.25
06/02/17	Yvonne Onak	Monitor City of Houston Council agenda for approval of Interlocal agreement.	0.25
06/05/17	Jessica Holoubek	Telephone conference with Gwen Tillotson and Jennifer Curley regarding CIP; telephone conference with Scott Bean regarding the same; receive, review and research Texas Public Information Act request and follow up regarding the same.	1.50
06/05/17	Holly Huston	Receive, review and organize Authority mail and update Authority files in accordance with the Records Management Act and in accordance with the Authority's Records Management Policy. .	0.25
06/05/17	Kelsie Wade	Review, sort, and add documents into Authority records in accordance with Records Management Act and Authority's Records Management Policy.	0.25
			Total Task Hours: 8.50
			Total Task Amount: \$2,828.25
			Total Fees: \$2,828.25
Expenses and Other Items			
Expenses and Other Items posted through June 09, 2017, as follows:			
05/30/17	JBH	Mileage expense.	11.77
			Total Expenses and Other Items: 11.77

TASK FEE BREAKDOWN

Allen Boone Humphries Robinson LLP

June 14, 2017

General 8.50 2,828.25

Total Fees: \$ 2,828.25
 Total Expenses and Other Items: \$ 11.77
 Total Amount Due: \$ 2,838.02

ALLEN BOONE HUMPHRIES ROBINSON LLP

To contact the ABHR Billing Department, please call 713-860-6400 or email at billing@abhr.com

June 14, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Client/Matter: MEM001-03
 Statement Number: 88511
 Billing Attorney: Trey Lary

Projects

REMITTANCE PAGE

Fees for services posted through June 09, 2017 2,832.50
 Expenses and Other Items posted through June 09, 2017 0.00
 Total Amount Due: \$2,832.50

Please return this page with your payment to the remittance address below:

Allen Boone Humphries Robinson LLP
 PO Box 4346
 Department 90
 Houston, TX 77210-4346

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 Please include the invoice number on your check
 Total amount payable in U.S. dollars

Code # Unusual Del
 6-14-2017

ABHR
ALLEN BOONE HUMPHRIES ROBINSON LLP
Telephone: 713-222-8171
 June 14, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Ms. Michelle Lofton
 ERI Bookkeeping Services
 17111 Rolling Creek Drive, Suite 108
 Houston, TX 77090

Client/Matter: MEM001-03
 Statement Number: 88511
 Billing Attorney: Trey Lery

Projects

Professional Fees

Fees for services posted through June 09, 2017, as follows:

Date	Professional	Hour
BBMSA detention 1735		
05/31/17	Jessica Holoubek	0.25
	Exchange of emails with Gwen Tillotson to answer questions regarding LOI.	
	Total Task Hours:	0.25
	Total Task Amount:	\$122.50
Town & Country W. Drain/Mobil - 1717		
05/10/17	Jessica Holoubek	0.25
	Work on right-of-way conveyance to City of Houston, Texas.	
05/22/17	Jessica Holoubek	0.25
	Work on right-of-way conveyance.	
05/24/17	Jessica Holoubek	0.75
	Work on right-of-way dedication matters; finalize and send temporary access agreement to Midway.	
05/25/17	Jessica Holoubek	0.60
	Prepare right-of-way conveyance document.	
05/20/17	Cheryl Panazzo	0.25
	Review legal descriptions for the Town and Country right-of-way conveyance.	
05/30/17	Jeanette Harris	0.25
	Request ownership/lien search for Town and Country Right-of-Way Dedication Deeds to City of Houston.	
05/31/17	Jeanette Harris	0.25
	Resolve and circulate ownership/lien certificates and underlying document for Town & Country Right-of-Way dedication.	
05/31/17	Jessica Holoubek	2.00
	Travel to and attend meeting with Midway regarding construction project.	
	Total Task Hours:	4.50
	Total Task Amount:	\$1,975.00

Allen Boone Humphries Robinson LLP

June 14, 2017

Memorial City Redevelopment Authority
 MEM001-03

Page: 2
 Statement Number: 88511

Town & Country Biv Signalization - 1722

05/05/17	Jessica Holoubek	Work on access easement.	0.25
05/10/17	Jessica Holoubek	Follow up with Chris Seckinger, Midway Companies, regarding public access easement.	0.25
05/22/17	Jessica Holoubek	Work on access agreement.	0.25
05/23/17	Jessica Holoubek	Discussion with Chris Seckinger regarding right-of-way acquisition and construction access.	0.50
06/09/17	Jessica Holoubek	Follow up with Chris Seckinger regarding garage demolition invoice.	0.25
		Total Task Hours:	1.50
		Total Task Amount:	\$735.00
		Total Fees:	\$2,832.50

TASK FEE BREAKDOWN

	Hours	Amount
SBMSA detention	0.25	122.50 - CODE 1735
Town & Country W. Drain/Mobil - 1717	5.60	1,975.00 - CODE 1717
Town & Country Biv Signalization - 1722	1.60	735.00 - CODE 1722

Total Fees:	\$ 2,832.50
Total Expenses and Other Items:	\$ 0.00
Total Amount Due:	\$ 2,832.50

Allen Boone Humphries Robinson LLP

June 14, 2017

BLANK ROME LP
 COUNSELORS AT LAW

717 TEXAS AVENUE
 SUITE 1400
 HOUSTON, TEXAS 77002
 (713) 228-4821 FAX: (713) 228-4425
 FEDERAL TAX ID. NO. 25-1311874

MEMORIAL CITY REDEVELOPMENT AUTHORITY AND
 REINVESTMENT ZONE NUMBER 17, CITY OF HOUSTON,
 TEXAS
 SCOTT BEAN
 HAWES HILL CALDERON LLP
 P.O. BOX 22167
 HOUSTON, TX 77227

INVOICE DATE: JUNE 07, 2017
 MATTER NO. 148310-00661 02752
 INVOICE NO. 1666593

REGARDING: MEMORIAL CITY REDEVELOPMENT AUTHORITY AND
 REINVESTMENT ZONE NUMBER 17, CITY OF HOUSTON, TEXAS
 CIVIL ACTION NO. 4:15-CV-41458; RESIDENTS AGAINST FLOODING,
 ET AL VS. REINVESTMENT ZONE NUMBER SEVENTEEN, CITY OF
 HOUSTON, TEXAS, ET AL; IN THE UNITED STATES DISTRICT
 COURT FOR THE SOUTHERN DISTRICT OF TEXAS, HOUSTON
 DIVISION

FOR LEGAL SERVICES RENDERED THROUGH 05/31/17	\$	2,821.00
FOR DISBURSEMENTS ADVANCED THROUGH 05/31/17		31.92
CURRENT INVOICE TOTAL	\$	2,852.92
TRUST ACCOUNT: RETAINER TRUST - CITIZENS		
BALANCE FROM PREVIOUS STATEMENT		2,409.50
PLUS TOTAL DEPOSITS		0.00
DISBURSEMENTS:		
LESS TRUST APPLIED	0.00	\$ 0.00
LESS TOTAL DISBURSEMENTS	0.00	0.00
CURRENT BALANCE IN RETAINER ACCOUNT		2,409.50

Code # 6430
 6/14/2017

ACH / WIRE MAIL

BANK NAME:	RBS Citizens Bank	Blank Rome LLP
ADDRESS:	Philadelphia, PA	Attn: Finance Department
ACCOUNT TITLE:	Blank Rome LLP	One Logan Square
ACCOUNT NUMBER:	6238669725	130 North 18th Street
ABA NUMBER:	031075150 (Domestic)	Philadelphia, PA 19103-6998
SWIFT CODE:	CTZU33 (International)	

PO BOX 1000 NEW YORK NEW JERSEY DELAWARE WASHINGTON DC FLORIDA CALIFORNIA OHIO TEXAS ILLINOIS



CITY OF HOUSTON
 Mayor's Office of Economic Development

Shrestha Turner

Mayor

Gwendolyn Tillotson
 Deputy Director
 P.O. Box 2562
 Houston, Texas 77251-1562
 T: 832-385-0817
 F: 832-385-0862
 www.houstontx.gov

To: Tax Increment Reinvestment Zone Number 17
 Memorial City Redevelopment Authority

From: City of Houston
 Economic Development
 TRIZ Program

Date: June 21, 2017

Subject: FY2017 Municipal Services Charge

INVOICE

Per your City Council Approved FY2017 Budget, please remit the sum of \$2,256,619 to the City of Houston.

Please mail a copy of this invoice along with your payment to the address below:

City of Houston
 Attn: Jennifer D. Curley
 Executive Staff Analyst, Mayor's Office of Economic Development
 P.O. Box 200734
 Houston, Texas 77216-0734

Should you have any questions please feel free to contact me at (832) 393-0862.

Sincerely,

Gwendolyn Tillotson
 Deputy Director
 City of Houston
 Economic Development/TRIZ Program

Code # 6430
 6/22/2017

Equi-Tax Inc.

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

BILL TO
TIRZ No. 17 - Memorial City Redevelopment Authority c/o ETI Bookkeeping Services 17111 Rolling Creek Drive, Ste 108 Houston TX 77090

Invoice

DATE	INVOICE #
6/1/2017	51157

ESITEFUL CORPORATION
12777 Jones Road, Suite 175
Houston, TX 77070
(832)604-7063
tes.lee@esiteful.com
http://www.esiteful.com



12777 Jones Road, Suite 175
Houston, TX 77070
832-604-7083

INVOICE

BILL TO
Ms. Michelle Lofton
Houston TIRZ 17
ETI Bookkeeping Services
P.O. Box 73109
Houston, TX 77273

INVOICE # 5835
DATE 06/01/2017
DUE DATE 06/01/2017
TERMS Due on receipt

DESCRIPTION	AMOUNT
Fee per Contract, Monthly Consultant Services	400.00
<p>Invoice emailed to Michelle Lofton at ETI Bookkeeping Services at hklp1@etiaccounting.com and to Scott Bean sbean@hhcllp.com and Linda Clayton lclayton@hhcllp.com at Hawes Hill</p>	

Total \$400.00

*Code # 6293
6.8.2017*

*Code # 6243
6.10.2017*

www.esiteful.com | Thank you | Thank you

ETI Bookkeeping Services
PO BOX 73109
Houston, TX 77273

Invoice

Date	Invoice #
6/1/2017	7964

Bill To
TIRZ 17 Redevelopment Authority P.O. Box 73109 Houston, Texas 77273

RPS klotz associates

1160 Dairy Ashford, Suite 500, Houston, Texas 77079
T 281 389 7257 E email@rps.com W rpsgroup.com | Mca.com

Mr. Scott Bean
Executive Director
Memorial City Redevelopment Authority
8935 Katy Freeway, Suite 213
Houston, TX 77024

June 19, 2017
Project No: 00514
Invoice No: 317666
Legacy Project No: 1111.002.000

TIRZ 17 Memorial City Redevelopment Authority Brian Breck Chancel Invoicing events & Status
TIRZ 17 CIP No. T-1294A & T-1294B
INVEST Unit W148-01-00
For Professional Services rendered from April 29, 2017 to June 2, 2017.

Description	Qty	Rate	Amount
Bookkeeping		900.00	900.00

Total 900.00
Payments/Credits \$0.00
Balance Due 900.00

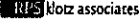
*Code # 6553
6.14.2017*

*Code # 1794
6.15.2017*

Description	Contract Amount	Percent Complete	Billed to Date	Previously Invoiced	Current Invoice
Basic Services (LS)	919,543.75	90.57	832,816.77	823,727.28	9,189.49
Additional Services (T&M)	191,506.36	51.60%	106,611.07	106,864.23	542.84
Total Fee	1,111,050.01		939,427.84	930,591.51	9,646.33
					9,646.33
					0.00

Receipt	Current	Previous	Ye-Date
Total Billings	9,646.33	939,795.52	939,441.15
Contract Amount			1,111,050.00
Balance			172,608.85
		Total Due This Invoice:	9,646.33

Memorial City Redevelopment Authority / TIRZ 17



Briar Branch (W148-01-00) Channel Improvements & Briar Branch 'Straws' and Bunker Hill Bridge
 TIRZ 17 CIP No. T-1734A & T-1734B
 Master Agreement (07-30-13)
 Klotz Assoc. Job No. 1111.002.000

1160 Dairy Ashford, Suite 500, Houston, Texas 77079
 T 281 589 7337 E email@klotz.com W www.rpsgroup.com | www.klotz.com

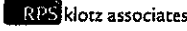
Professional Services Summary
 Through 06/02/17
 Invoice #

Task	Contract Budget Fees	Authorized Amounts	Percent Complete %	Budget Amount Earned	Previously Billed	Earned This Period
Basic Services						
I. Phase I - PER (Complete)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
II. Phase II - Final Design	\$819,843.74	\$819,843.74	80.57%	\$632,830.77	\$823,727.26	\$8,103.48
III. Phase III - CPB (Not Authorized)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Basic Services	\$819,843.74	\$819,843.74		\$632,830.77	\$823,727.26	\$8,103.48
Additional Engineering Services / Sub-Contracted Services / Reimbursable Expenses						
I. Additional Engineering Services	\$81,490.00					
1. T.CPs - Traffic Control Plans	\$38,730.00	\$8,399.00	21.68%	\$21,837.33	\$21,372.18	\$465.15
2. SWP - Stormwater Pollution Prevention Plans	\$17,020.00	\$17,020.00	100.00%	\$17,020.00	\$17,020.00	\$0.00
3. Signage & Striping Plans	\$20,010.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
3. ESA 1 (Straws) - RPS Klotz	\$8,760.00	\$8,760.00	81.70%	\$8,226.89	\$8,226.89	\$0.00
II. Sub-Contracted Services	\$77,824.18					
1. Add'l Topo. Survey	\$29,592.80	\$29,592.80	100.00%	\$29,592.80	\$29,592.80	\$0.00
2. Tree Protection Plan	\$10,800.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
3. Geotech (Straws)	\$37,431.38	\$37,431.38	100.00%	\$37,431.38	\$37,431.38	\$0.00
III. Reimbursable Expenses	\$32,722.10					
1. Reimbursable Expenses	\$32,722.10	\$32,722.10	0.24%	\$77.89	\$0.00	\$77.89
SubTotal Additional Services	\$181,504.28	\$181,504.28		\$106,611.07	\$108,088.23	\$182.84
Total Professional Services Fees	\$1,111,050.00	\$1,111,050.00		\$739,441.84	\$931,815.49	\$9,286.32
Total Fees Earned this Period						\$9,286.32

May 17

06/2017

Page 1 of 1



1160 Dairy Ashford, Suite 500, Houston, Texas 77079
 T 281 589 7337 E email@klotz.com W www.rpsgroup.com | www.klotz.com

Monthly Status Report

Project Memorial City Redevelopment Authority / TIRZ 17
 Briar Branch (W148-01-00) Channel Improvements & Briar Branch 'Straws' and Bunker Hill Bridge

CIP No: T-1734A & T-1734B
 Period: Through June 2, 2017
 RPS Klotz Assoc. Project No: 1111.002.000 / 006314

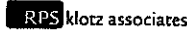
Activities This Period

1. Ph II Final Design - Authorization received dated 03/07/14, 09/06/16
 - a. Basic and Additional Services
 - 1.) Geotechnical Investigation and ESA 1 for 'Straws' complete.
 - 2.) Continue development of 'Straws' plans and incorporating into Briar Branch plans and documents for one construction project.
 - 3.) Updated Drainage Impact Study draft report submitted to HCFCD for review and approval. Initial HCFCD comments received dated 03-30-17. Responses to comments complete and resubmitted to HCFCD for review and approval.
 - 4.) Updated Drainage Impact Study draft report submitted to the City of Houston for review and approval. Review continues.
 - 5.) Updated model information submitted to the City of Houston for concurrent review.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ, SWA and CoH as required.
 - 3.) Attend and provide project updates at TIRZ Board Meeting and TIRZ Board CIP Committee Meeting as requested.

Activities Planned for Next Period

1. Ph II Final Design.
 - a. Basic and Additional Services
 - 1.) Continue development of plans and documents for one construction package
 - 2.) Updated Plans will be submitted to HCFCD and CoH upon approval of Drainage Impact Report by HCFCD & CoH.
 - 3.) Respond to comments and questions from HCFCD, CoH and TIRZ.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ and SWA as required.
 - 3.) Coordination meetings with HCFCD and CoH as required
 - 4.) Attend and provide project updates at TIRZ Board Meeting.

Issues and Information we are waiting to receive - None



1160 Dairy Ashford, Suite 500, Houston, Texas 77079
 T 281 589 7337 E email@klotz.com W www.rpsgroup.com | www.klotz.com

Mr. Scott Dean
 Executive Director
 Memorial City Redevelopment Authority
 8953 Katy Freeway, Suite 215
 Houston, TX 77024

June 19, 2017
 Project No: 006602
 Invoice No: 517011
 Legacy Project No: 1111.004.000

TIRZ 17 North Gessner Drainage and Mobility Improvements North Gessner Road Reconstruction from IH-10 to north of Westview - Phase II Detailed Design
 TIRZ 17 CIP No: T-1732A
 For Professional Services rendered from April 28, 2017 to June 2, 2017.

Description	Contract Amount	Percent Complete	Billed to Date	Previously Invoiced	Current Invoice
PHII Final Design T-1732A & B (TxDOT)	466,700.00	2.23	16,237.54	5,482.33	4,745.21
PHII Final Design T-1732B (COH)	137,413.00	80.44	107,508.71	76,014.99	36,493.73
PHII Final Design T-1732A (COH)	474,170.00	92.43	466,820.37	466,820.37	0.00
PHI PER Update	107,850.00	92.74	100,020.09	97,063.00	2,957.09
Additional Services	214,987.50	39.6888	84,551.86	81,293.36	3,258.50
Sub - Consultant Engineering Svc (NA)	20,000.00	0.00	0.00	0.00	0.00
Reimbursable Expenses	22,800.00	0.00	0.00	0.00	0.00
Total Fee	1,477,042.96		764,128.57	716,676.94	37,852.53
					37,852.53

Receipts
 Total Billings
 Contract Amount
 Balance

Total Due This Invoice: 37,852.53

Code # 1732A
 6/15/2017

Memorial City Redevelopment Authority / TIRZ 17



North Gessner Drainage and Mobility Improvements
 IH10 (Katy Freeway) to Westview & Westview to Long Point
 TIRZ 17 CIP No. T-1732A & T-1732B
 RPS Klotz Assoc. Job No. 1111.004.000

1160 Dairy Ashford, Suite 500, Houston, Texas 77079
 T 281 589 7337 E email@klotz.com W www.rpsgroup.com | www.klotz.com

Professional Services Summary
 Through 06/02/17
 Invoice #

Task	Contract Budget Fees	Authorized Amounts	Percent Complete %	Budget Amount Earned	Previously Billed	Earned This Period
Basic Services						
I. Phase I - PER Update	\$167,850.00	\$167,850.00	92.7400%	\$160,226.00	\$97,043.94	\$2,986.89
II. Phase II - Final Design						
1. T-1732A (COH)	\$474,170.00	\$474,170.00	98.43%	\$466,820.37	\$466,820.37	\$0.00
2. T-1732B (COH)	\$137,413.00	\$137,413.00	80.44%	\$107,508.71	\$76,014.99	\$36,493.73
3. T-1732A & B (TxDOT)	\$466,700.00	\$466,700.00	2.23%	\$16,237.54	\$5,482.33	\$4,745.21
III. Phase III - CPB (Not Authorized)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Basic Services	\$1,179,163.00	\$1,179,163.00		\$844,554.71	\$645,362.84	\$4,745.21
Additional Engineering Services / Sub-Contracted Services / Reimbursable Expenses						
I. Additional Engineering Services	\$148,761.00					
1. T.CPs - Traffic Control Plans	\$38,730.00	\$8,399.00	21.68%	\$21,837.33	\$21,372.18	\$465.15
2. Traffic Signals - 4 Temp. Mode & 1 New (Gessner & Westview)	\$68,810.00	\$68,810.00	49.63%	\$33,768.97	\$33,768.97	\$0.00
3. SWP - Stormwater Pollution Prevention Plans	\$17,020.00	\$17,020.00	100.00%	\$17,020.00	\$17,020.00	\$0.00
4. Ph 2 ESA	\$44,201.00	\$44,201.00	7.72%	\$3,398.50	\$0.00	\$3,398.50
II. Sub-Contracted Services						
1. Updated Geotechnical Invest. (Arville)	\$22,224.24	\$22,224.24	90.00%	\$20,001.25	\$20,001.25	\$0.00
2. Updated Survey (Kuo)	\$28,973.80	\$28,973.80	0.00%	\$0.00	\$0.00	\$0.00
3. Street Light Plans (Isani)	\$8,178.82	\$8,178.82	0.00%	\$0.00	\$0.00	\$0.00
4. Tree Protection Plans (Kooch)	\$5,950.80	\$5,950.80	0.00%	\$0.00	\$0.00	\$0.00
5. Add'l Sub-Consultant Services	\$28,000.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
III. Reimbursable Expenses	\$22,800.00	\$22,800.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Additional Services	\$194,897.94	\$22,800.00		\$24,951.80	\$24,951.80	\$3,398.50
Total Professional Services Fees	\$1,477,042.96	\$1,477,042.96		\$969,506.51	\$770,678.84	\$8,143.71
Total Fees Earned this Period						\$8,143.71

June 17

06/2017

Page 1 of 2

Additional Services Done
Through 06/22/17
Invoice #

Additional Engineering Services / Subcontracted Services / Reimbursable Charges this Month	Sub-Consultant	Sub-Consultant Invoice Amount	KA Markup (PK)	Subtotal	Cost This Month
I. Additional Engineering Services					
4. Ph 2 EBA	RPS Klotz	\$3,858.50	\$2.00	\$3,958.50	\$3,858.50

RPS klotz associates

1180 Dairy Ashford, Suite 400, Houston, Texas 77079
7281 589 7257 E-mail: rps@klotz.com WWW: www.rpsgroup.com | www.klotz.com

Monthly Progress Report

Project: Memorial City Redevelopment Authority / TRZ 17
N. Gessner Drainage and Mobility Improvements - #110 to Long Point
CIP No: T-1732A & T-1732B

Period: Through June 2, 2017
RPS Klotz Assoc. Project No: 1111.004.000

Activities Completed this Period

1. Ph I PER Update - Authorization received dated 12-16-16.
 - a. Complete review of previous draft PERs for update complete.
 - b. Continue development of updated PER for CoH review and approval.
2. Ph II Final Design - Authorization received dated 11/14-14 & 12-16-16.
 - a. Basic and Additional Services
 - 1.) Update of N. Gessner SWMM model to incorporate A&B as one project continues. Draft updated Drainage Impact Report in process.
 - 2.) Continue development of design plans as one construction project.
 - 3.) Continue updated Survey, ESA II study, FC 120 Categorical Exclusion.
 - 4.) Continue coordination with SWA for streetscape design.
 - 5.) Received draft Geotechnical Investigation Report.
 - b. Meetings
 - 1.) Project meetings with SWA as required.
 - 2.) Additional Project Team Meetings as required.
 - 3.) Project Review Meetings with CoH as required.
 - 4.) Progress Mtgs. with TIRZ Executive Director as requested.
 - 5.) Attended and provided update at TIRZ Board & CIP Committee Meetings.

Activities Planned for Next Period

1. Ph I PER Update
 - a. Complete and submit draft PER for CoH review and approval.
 - b. Submit draft Geotechnical Investigation Report to CoH for review.
 - c. Continue coordination with CoH for PER and TRC approvals.
2. Ph II Final Design.
 - a. Basic and Additional Services
 - 1.) Complete development of draft design plans as one construction project
 - 2.) Continue tasks for ESA II and FC 120 Categorical Exclusion.
 - 3.) Complete Survey.
 - 4.) Continue coordination with SWA for streetscape design.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ as required.
 - 3.) Provide project update at TIRZ CIP Committee and Board Meetings.

Issues and Information we are waiting to receive - Final approval/execution of AFA for TxDOT Grant for project.

June 17

6/20/17

Page 2 of 2

McCALL GIBSON SWEDLUND BARFOOT PLLC Certified Public Accountants

13100 Westline Center Drive
Suite 215
Houston, Texas 77065-5610
(713) 462-0341
Fax (713) 462-3708
E-Mail: mcg@mcgswb.com

3600 Grand Hills Trail
Suite 1500V
Arling, Texas 76010
(972) 450-3209
www.mcgswb.com

June 13, 2017

TIRZ 17 Redevelopment Authority
c/o ETI Bookkeeping Services
17111 Rolling Creek, Suite 200
Houston, TX 77090

Client Number: 574-00

Preparation of an agreed-upon procedures report dated March 31, 2017, for the reimbursement to Town Centre Partners, Ltd. and Frost Bank for Public Improvement Costs.

Total Billing **\$ 2,250.00**

Member of
American Institute of Certified Public Accountants
Texas Society of Certified Public Accountants

Code # 6337
6-20-2017
(Signature)

Code # 1717
6-20-2017
(Signature)



WEST GARAGE DEMOBACKFILL
CITYCENTRE NORTH

Description	Amount
Meeting	\$6,105
Bookfill	\$2,036
Subtotal	\$78,827
Tax	\$260,967
Total	\$339,794

TIRZ Prorate 28.1%

TIRZ Payment **\$95,280**



213 1/2 E. Burreas St.
Houston TX 77022
Phone: 713-691-3366
Fax: 713-695-3212

INVOICE

DATE: 6/2/2017
INVOICE # 17-011
Due Date Upon Receipt

City Centre North Venture Partners LP
Attn: Chris Seckinger
Email: cseckinger@midwaycompanies.com
Phone: 713.722.5408

DESCRIPTION	TAXED	AMOUNT
Project: City Centre North Demolition		
Scope of work: Demolition		6,106.00
Parking Garage Demo/West side only	X	2,035.00
Hauling		
Provides and install select fill at removed parking garage-West side only	X	278,827.00

Subtotal \$ 286,967.00
Taxable \$ 280,861.00
Tax rate 8.250%
Tax due \$ 23,171.12
TOTAL Due \$ 310,138.12

Make all checks payable to Demolition Experts

If you have any questions about this invoice, please contact Monica Ramos- mramos.demolitionexperts@gmail.com

Thank You For Your Business!

Omnicap Group LLC
Jeffrey S. Smith
2288 E. Maple Ave
El Segundo, CA 90243 US
(310) 318-3095
jsmith@omnicap.net
www.omnicap.net



INVOICE

BILL TO
Alan Boone Humphries Robinson
3200 Southwest Freeway
Suite 2800
Houston, TX 77027
Attn: Chedy Acree / (713) 880-6418

INVOICE # 0217039
DATE 05/11/2017

DATE	ACTIVITY	AMOUNT
12/21/2011	DNM 37-799 \$11,000.00 Memorial City Redevelopment Authority Tax Increment Contract Revenue Bonds, Series 2009 Final Excess Earnings Report Computation Date: Dec 21 2011	
10/21/2011	Excess Earnings Report Fee	1,000.00

Wire & ACH Instructions: Bank of America
ABA #: 026-009-693 (wire transfer) or 121-000-558 (ACH)
Account Name: Omnicap Group LLC Invoice #
Account #: 00839 - 05108
Mail checks to Omnicap at the above address and note the invoice #.

BALANCE DUE \$5,000.00

Code # 6344
6-8-1017

Please contact Jeff Smith at (310) 318-3095 / jsmith@omnicap.net for questions on this invoice.

Please update your records with our new address: 2288 E. Maple Avenue, El Segundo, CA 90243

Thank you for this opportunity to be of service.

Rapid Research, Inc.
c/o Amy C. Swanson
15 Ferris Crk.
San Antonio, TX 78254
210-823-6622

Invoice		Bill To:
Date	Invoice #	Memorial City Redevelopment Authority 17111 Rolling Creek Drive Houston, TX 77090
5/31/17	5613	

Terms	Job Number	Job Reference	Ordered By	
Net 15	MEM001-03	Deed to COH	Jeanette Harris	
Description	Qty	Rate	Amount	
For professional services rendered in research and creation of limited abstractor's certificate - ownership and easements	2	250.00	500.00	
Copies purchased	57	1.25	71.25	
Certificate Nos. MEM-5552 and MEM-5553				

Thank you for using Rapid Research, Inc. It's been a pleasure working with you!

Invoice Total: \$571.25

Code # 1717
6-8-1017

Rapid Research, Inc.
c/o Amy C. Swanson
15 Ferris Crk.
San Antonio, TX 78254
210-823-6622

Invoice		Bill To:
Date	Invoice #	Memorial City Redevelopment Authority 17111 Rolling Creek Drive Houston, TX 77090
5/31/17	5610	

Terms	Job Number	Job Reference	Ordered By	
Net 15	MEM001-03	Deed to COH	Jeanette Harris	
Description	Qty	Rate	Amount	
For professional services rendered in research and creation of partial abstractor's certificate - ownership and liens	2	135.00	270.00	
Copies purchased	83	1.25	103.75	
Certificate Nos. MEM-5548 and MEM-5549				

Thank you for using Rapid Research, Inc. It's been a pleasure working with you!

Invoice Total: \$373.75

Code # 1717
6-8-1017

Rapid Research, Inc.
 c/o Amy C. Swanson
 15 Ferris Crk.
 San Antonio, TX 78254
 210-823-6622

Invoice

Date	Invoice #
6/20/17	5619

Bill To:
 Memorial City Redevelopment Authority
 17111 Rolling Creek Drive
 Houston, TX 77090

Terms	Job Number	Job Reference	Ordered By
Net 15	MEM000-001	corner clips dedication	Sarah Shannon
Description	Qty	Rate	Amount
For professional services rendered in research and creation of partial abstractor's certificate - ownership and liens	2	135.00	270.00
Copies purchased	83	1.25	103.75
Certificate Nos. MEM-5594 and MEM-5585			

Thank you for using Rapid Research, Inc. It's been a pleasure working with you!

Invoice Total: \$373.75

*Code #1717
6-20-2017*

SAL ESPARZA, INC.

PO BOX 90416
 HOUSTON, TEXAS
 77290

Date	Invoice #
5/31/17	26438

Bill To:
 Memorial City Redevelopment Authority, TI
 Scott Bean, Executive Director
 PO Box 22167
 Houston, Texas 77227-2167

S.O. No.	P.O. No.	Terms	Project
Quantity	Description	Rate	Amount
	GROUNDS MAINTENANCE SERVICES FOR MAY 2017.		
2	BRIAR BRANCH BASIN #1731A	655.40	1,310.80
2	LUMPKIN BASIN #1707	433.52	867.04
Balance Due			52,177.34

*Code: VARECUS See Detmrc
6-8-2017*

swa

Work Order # 12 CIP T-1732A/B
 Date: June 21, 2017
 Invoice No: 170171
 For Period: May
 Project No: RHTS502
 Project Manager: James Vick

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

Project: North Oessner DD CD

WORK PERFORMED:
 Preliminary Design; Design Conferences and Coordination; Site Visits / METRO Coordination.
 Professional Services from May 1, 2017 to May 31, 2017.
 Professional Personnel

Principals	Hours	Rate	Amount
Vick, James	11.00	235.00	2,585.00

Total Fee Due This Invoice: 2,585.00

Total Due this invoice: \$2,585.00

Total Budget:	\$243,620.00
Prior Billed:	\$33,690.50
Current:	\$2,585.00
Billed to Date:	\$36,275.50
Percent Complete:	15%
Remaining Budget:	\$207,344.50

*Code #1732A
6-22-2017*

swa

WORK ORDER # 15
 Date: June 21, 2017
 Invoice No: 170173
 For Period: May
 Project No: RHTS501
 Project Manager: James Vick

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

Project: Memorial City Redevelopment Authority Professional Design Services

WORK PERFORMED:
 Beltway 8 Parkway - Review Rest Area Options with TXDOT and Management District; Conferences & Coordination; Prepare Design Illustrations.
 Professional Services from May 1, 2017 to May 31, 2017.
 Professional Personnel

Principals	Hours	Rate	Amount
Vick, James	5.00	235.00	1,175.00
Associates Bruner, Clayton	5.00	130.08	650.40
Staff Sherkey, Darren	11.00	98.80	1,086.80

Total Fee Due This Invoice: 2,911.70

Total Due this invoice: \$2,911.70

Authorized Fee:	\$ 25,000.00
Previously Billed:	\$ 12,038.84
Current:	\$ 2,961.70
Remainder Fee:	\$ 9,999.44

*Code #1725
6-22-2017*

Remit to:
 SWA Group
 PO Box 5904
 Sausalito, CA 94965
 •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.

Remit to:
 SWA Group
 PO Box 5904
 Sausalito, CA 94965
 •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.

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

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

Invoice

Bill To		Date	Invoice #		
Ms. Michelle Lofton BTI Bookkeeping Services P.O. Box 73109 Houston, TX 77273		6/30/2017	6-2017-1		
Terms		Project			
		MCT101			
Item	Description	Rate	Prior %	Cur %	Amount
Contract Services	Task 1 - Program Management, Oversight, and Intergovernmental Coordination for Memorial Drive	30,000.00	33%	1.00%	300.00
Contract Services	Task 2 - Program Management, Oversight, and Intergovernmental Coordination for North Gessner	100,000.00	41%	1.00%	1,000.00
Total					\$1,300.00
Balance Due					\$1,300.00

*Code - See above
6-22-2017*

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

Invoice

Bill To		Date	Invoice #		
Ms. Michelle Lofton BTI Bookkeeping Services P.O. Box 73109 Houston, TX 77273		5/31/2017	5-2017-1		
Terms		Project			
		MCT101			
Item	Description	Rate	Prior %	Cur %	Amount
Contract Services	Task 1 - Program Management, Oversight, and Intergovernmental Coordination for Memorial Drive	30,000.00	32%	1.00%	300.00
Contract Services	Task 2 - Program Management, Oversight, and Intergovernmental Coordination for North Gessner	100,000.00	39%	2.00%	2,000.00
Total					\$2,300.00
Balance Due					\$2,300.00

*Code - See above
6-11-2017*

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

HOUSTON: 3200 Travis Street, Suite 200, Houston, TX 77006, (713) 951-7951
AUSTIN: 1715 6th Street, Suite 112, Austin, TX 78702, (512) 324-8022

PROGRESS REPORT

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

To: Scott Bean, Executive Director
 From: Jim Webb
 Date: June 1, 2017
 Re: TIP Project Assistance and Oversight (MCT101) - May 2017

Task	Previous % Complete	Current % Complete
1 - Program Management, Oversight, and Intergovernmental Coordination for Memorial Drive Comment: TGC continues to coordinate with TxDOT on the production of a draft AFA for review for the Memorial Drive project.	32%	33%
2 - Program Management, Oversight, and Intergovernmental Coordination for North Gessner Comment: Received concurrence from TxDOT that additional comments regarding project limits would be incorporated in a new, partially executed AFA for the TRIZ to execute. TGC continued coordinating with TxDOT Consultant Contracts on cost estimates for the "north" and "south" project segments.	39%	41%

Invoice

Bill To		Date	Invoice #		
Ms. Michelle Lofton BTI Bookkeeping Services P.O. Box 73109 Houston, TX 77273		5/31/2017	5-2017-33		
Terms		Project			
		MCT102			
Item	Description	Rate	Prior %	Cur %	Amount
Contract Services	Task 1 - Purpose and Need	1,500.00	0%	0.00%	0.00
Contract Services	Task 2 - Alternative Analysis	3,500.00	13%	0.00%	0.00
Contract Services	Task 3.1 - Socioeconomic Analysis	3,000.00	13%	0.00%	0.00
Contract Services	Task 3.2 - Water Quality Conditions	1,000.00	0%	0.00%	0.00
Contract Services	Task 3.3 - Plant Communities and Wildlife Habitat	4,500.00	45%	0.00%	0.00
Contract Services	Task 3.4 - Wetlands and Wetlands Identification	1,000.00	10%	0.00%	0.00
Contract Services	Task 3.5 - Air Quality Assessment	1,000.00	0%	0.00%	0.00
Contract Services	Task 3.6 - Floodplain Assessment	1,000.00	10%	0.00%	0.00
Contract Services	Task 3.7 - Cultural Resources Assessment	1,000.00	13%	0.00%	0.00
Contract Services	Task 3.7a - Historical Resource Analysis	0.00	0%	0.00%	0.00
Contract Services	Task 3.8 - Hazardous Materials	1,300.00	47%	5.00%	67.50
Contract Services	Task 3.9 - Historical Identification	1,500.00	0%	0.00%	0.00
Contract Services	Task 3.9a - Indirect Impacts Assessment	2,000.00	0%	0.00%	0.00
Contract Services	Task 3.10 - Cumulative Impacts Assessment	2,000.00	0%	0.00%	0.00
Contract Services	Task 4 - Draft and Final EA	15,000.00	0%	0.00%	0.00
Total					\$67.50
Balance Due					\$67.50

*Code # 1735A
6-14-2017*

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



THE GOODMAN CORPORATION : THEGOODMANCORP.COM

HOUSTON: 3200 Threlk Street Suite 200 Houston, TX 77006 (713) 951-7951
 AUSTIN: 911 W Anderson Lane Suite 200 Austin, TX 78757 (512) 224-8002

PROGRESS REPORT

THE GOODMAN CORPORATION

To: Scott Bean, Executive Director
 From: Stephanie Kirschner
 Date: June 1, 2017
 Re: Environmental Studies for Categorical Exclusion Memorial Drive (Beltway 8 to Tallwood Road) (MCT102) – May 2017

Task	Previous % Complete	Current % Complete
1 – Purpose and Need Comment: No activity.	0%	0%
2 – Alternative Analysis Comment: No activity.	15%	15%
3.1 – Socioeconomic Analysis Comment: No activity.	15%	15%
3.2 – Water Quality Conditions Comment: No activity.	0%	0%
3.3 – Plant Communities and Wildlife Habitat Comment: No activity.	45%	45%
3.4 – Waters and Wetlands Identification Comment: No activity.	10%	10%
3.5 – Air Quality Assessment Comment: No activity.	0%	0%
3.6 – Floodplains Assessment Comment: No activity.	10%	10%
3.7 – Cultural Resource Identification Comment: No activity.	15%	15%
3.7a – Historical Resource Analysis	0%	0%

Comment: No activity.

3.8 – Hazardous Materials 45% 60%
 Comment:
 Completed new version of TxDOT's Initial Site Assessment Form.

3.9 – Historical Resource Identification 0% 0%
 Comment: No activity.

3.9A – Indirect Impacts Assessment 0% 0%
 Comment: No activity.

3.10 – Cumulative Impacts Assessment 0% 0%
 Comment: No activity.

4 – Draft and Final EA 0% 0%
 Comment: No activity.

HAWES HILL & ASSOCIATES
LLP

6/8/2017

Invoice #: 43015700

Bill To:

TIRZ-Memorial City Redevelopment Authority/RZ 17
PO Box 22167
Houston, TX 77227-2167

Invoice **Balance Due: \$7,500.00**

Description	Amount
Professional consulting and administration fee, June 2017	\$7,500.00

Terms: C.O.D.

Total Amount: \$7,500.00

Owed As Of: 6/8/2017

30 DAYS	90 DAYS	90+ DAYS	Total Owed
---------	---------	----------	------------

\$7,500.00

Hawes Hill & Associates LLP, PO Box 22167, Houston TX 77227-2167
713-595-1200

EIN 76-0565638

Code # 6340
6-8-2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY TIRZ No. 17,
HOUSTON, TEXAS

AGENDA MEMORANDUM

TO: Memorial City Redevelopment Authority TIRZ No. 17 Board of Directors
FROM: Executive Director
SUBJECT: Agenda Item Materials

5. Review the Arbitrage Rebate Report for the Series 2009 bonds.

\$11,000,000
Memorial City Redevelopment Authority
Tax Increment Contract Revenue Bonds,
Series 2009

Final Excess Earnings Report
Computation Date: December 21, 2011

Report Date: May 26, 2017



Transmittal Letter of Omnicap	Tab
<u>Bond Issue and Report Information</u>	i
Schedule i: Defined Terms	
Schedule ii: Relevant Dates, Notes, Bond Issue Information and Report Assumptions	
<u>Computation of Excess Earnings</u>	ii
Schedule A: Summary of Excess Earnings Computations and Bond Issue Information (Sources and Uses)	
Schedule B: Arbitrage Yield Calculation	
Schedule C1: Computation of Excess Earnings - Cumulative Rebate Liability	
Schedule C2: Computation of Excess Earnings - Yield Restriction Liability	
Schedule D: Balance Analyses	
Schedule E: Cash Flow Activity Detail	
Schedule F: Commingled Fund Analysis	
<u>Supporting Schedule</u>	iii
Appendix A: Bona Fide Portion Determination	

May 26, 2017

Memorial City Redevelopment Authority
c/o Allen Boone Humphries Robinson LLP
3200 Southwest Freeway, Suite 2600
Houston, TX 77027

Re: \$11,000,000
Memorial City Redevelopment Authority
Tax Increment Contract Revenue Bonds,
Series 2009
Final Computation Period: April 30, 2009 to December 21, 2011

Ladies and Gentlemen:

Pursuant to our engagement letter, we have prepared this report (the "Report") of the excess earnings liability of the Memorial City Redevelopment Authority (the "Issuer") in connection with the above-captioned issue (the "Bonds") for the above-referenced period (the "Final Computation Period") with respect to the nonpurpose investments. The Report includes computations and the assumptions on which such computations are based.

The Report is based on an examination and interpretation of specific laws, regulations, and rulings applicable to the Bonds. Laws, regulations, rulings, amendments or interpretations issued subsequent to the date of this transmittal letter may require revisions to the excess earnings liability.

The scope of our engagement consisted of preparing the Report based on information supplied to us by you and McLennan & Associates, LP (the "Bookkeeper"). In preparing the schedules in the Report based on information contained in various bond documents and information provided by you and the Bookkeeper, we relied upon certain information, computations and references to various elections without independent verification, recomputation, or confirmation. We express no opinion as to the completeness, accuracy, or suitability of such information for purposes of calculating the excess earnings with respect to the Bonds. We have no obligation to update the Report because of any events occurring, changes in existing laws, regulations, or rulings or interpretations thereof, or data or information received, subsequent to the date hereof.



14643 Dallas Parkway, Suite 560, Dallas, Texas 75254
d: (214) 661-6900 f: (866) 813-3613 www.omnicap.net
Boston • Dallas • Los Angeles • New York • San Francisco • Washington (DC)

As detailed on Schedule A, Cumulative Excess Earnings for the Final Computation Period from April 30, 2009 through December 21, 2011:

Excess Earnings XE (Arbitrage Rebate Liability):	\$	(616,435.37)
Arbitrage Rebate Payment Due (100% of XE):	\$	-
Excess Earnings XE (Yield Restriction Liability):	\$	(8,518.86)
Yield Reduction Payment Due (100% of XE):	\$	-

Treasury Regulations require that one hundred percent (100%) of the Cumulative Arbitrage Rebate (reduced by any applicable computation date credits) and Yield Restriction Liabilities be remitted to the IRS no later than 60 days from the end of the Final Installment Computation Date. Accordingly, based on the attached analysis, no payment needs to be remitted to the IRS on or before February 19, 2012 (60 days after December 21, 2011).

Based on and subject to the foregoing, the computations shown in the Report are mathematically accurate, were performed in accordance with applicable federal law and regulations.

This Report is not to be used, circulated, quoted, referred to, or relied upon by any other person without our express written permission.

Very truly yours,



Omnicap



MEMORIAL CITY REDEVELOPMENT AUTHORITY TIRZ No. 17,
HOUSTON, TEXAS

AGENDA MEMORANDUM

TO: Memorial City Redevelopment Authority TIRZ No. 17 Board of Directors
FROM: Executive Director
SUBJECT: Agenda Item Materials

6. CIP Committee.
 - a. Proposed FY 2018 CIP
 - b. Project update report from LAN
 - c. Project update report from Klotz Associates
 - d. Project update report from Goodman Corporation
 - e. Project update report from SWA



Memorial City Redevelopment Authority - TIRZ 17
One-Page Monthly Consultant Report

June 2017

Sub-regional Detention Analysis
Project Number: 120-11972-002

No updates

Memorial Drive Improvements
Project Number: 120-11972-000

Ongoing Activities:

Item	Description
1	Sub- consultant submitted draft Signal Warrant Analysis for review and acceptance

Items Affecting Schedule:

Item	Description
1	The Execution of the Advanced Funding Agreement (AFA)

Town & Country Reconstruction
Project Number: 120-11972-0004

Ongoing Activities:

Item	Description
1	Reviewing all Contractor's Post-bid docs

Items Affecting Schedule:

Item	Description
1	Joint Referral Committee Process (JRC)

Monthly Status Report

**Project: Memorial City Redevelopment Authority / TIRZ 17
Briar Branch (W140-01-00) Channel Improvements &
Briar Branch 'Straws' and Bunker Hill Bridge**

CIP No: T-1734A & T-1734B

Period: Through June 27, 2017

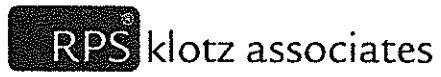
RPS Klotz Assoc. Project No: 1111.002.000 / 006314

Activities This Period

1. Ph II Final Design - Authorization received dated 03/07/14, 09/06/16
 - a. Basic and Additional Services
 - 1.) Geotechnical Investigation and ESA 1 for 'Straws' complete.
 - 2.) Continue development of 'Straws' plans and incorporating into Briar Branch plans and documents for one construction project.
 - 3.) Updated Drainage Impact Study draft report submitted to HCFCD for review and approval. Initial HCFCD comments received dated 03-30-17. Responses to comments complete and resubmitted to HCFCD for review and approval.
 - 4.) Updated Drainage Impact Study draft report submitted to the City of Houston for review and approval.
 - 5.) Updated model information submitted to the City of Houston for concurrent review. Modeling comments received and responses are being evaluated.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ, SWA and CoH as required.
 - 3.) Attended and provided project updates at TIRZ Board Meeting and TIRZ Board CIP Committee Meeting as requested.

Activities Planned for Next Period

1. Ph II Final Design.
 - a. Basic and Additional Services
 - 1.) Continue development of plans and documents for one construction package
 - 2.) Updated Plans will be submitted to HCFCD and CoH upon approval of Drainage Impact Report by HCFCD & CoH.
 - 3.) Respond to comments and questions from HCFCD, CoH and TIRZ.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ and SWA as required.
 - 3.) Coordination meetings with HCFCD and CoH as required.
 - 4.) Attend and provide project update at TIRZ Board Meeting.



1160 Dairy Ashford, Suite 500, Houston, Texas 77079
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Issues and Information we are waiting to receive - None

Monthly Progress Report

Project: Memorial City Redevelopment Authority / TIRZ 17

N. Gessner Drainage and Mobility Improvements – IH10 to Long Point

CIP No: T-1732A & T-1732B

Period: Through June 27, 2017

RPS Klotz Assoc. Project No: 1111.004.000

Activities Completed this Period

1. Ph I PER Update – Authorization received dated 12-16-16.
 - a. Completed review of previous draft PERs for update.
 - b. Submitted updated draft PER to CoH for review and approval, 6-26-17.
2. Ph II Final Design - Authorization received dated 11/14-14 & 12-16-16.
 - a. Basic and Additional Services
 - 1.) Updated N. Gessner SWMM model to incorporate A&B as one project and Updated draft Drainage Impact Report for CoH review and approval.
 - 2.) Continue development of design plans as one construction project.
 - 3.) Continue ESA II study, FC 120 Categorical Exclusion.
 - 4.) Continue coordination with SWA for streetscape design.
 - 5.) Received draft Geotechnical Investigation Report, 4-11-17.
 - 6.) Received updated Survey, 6-14-17.
 - b. Meetings
 - 1.) Project meetings with SWA as required.
 - 2.) Additional Project Team Meetings as required.
 - 3.) Project Review Meetings with CoH as required.
 - 4.) Progress Mtgs. with TIRZ Executive Director as requested.
 - 5.) Attended and provided update at TIRZ Board & CIP Committee Meetings.

Activities Planned for Next Period

1. Ph I PER Update
 - a. Review and address Updated PER CoH review comments upon receipt.
 - b. Prepare for CoH Technical Review Committee Meeting for TRC approval.
2. Ph II Final Design.
 - a. Basic and Additional Services
 - 1.) Complete development of draft design plans as one construction project
 - 2.) Continue tasks for ESA II and FC 120 Categorical Exclusion.
 - 3.) Continue coordination with SWA for streetscape design.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ as required.
 - 3.) Provide project update at TIRZ CIP Committee and Board Meetings.

Issues and Information we are waiting to receive – Final approval/execution of AFA for TxDOT Grant for project.



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Austin, TX 78757
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PROGRESS REPORT

To: Scott Bean, Executive Director
From: Jim Webb
Date: July 1, 2017
Re: TIP Project Assistance and Oversight (MCT101) – June 2017

Task	Previous % Complete	Current % Complete
1 – Program Management, Oversight, and Intergovernmental Coordination for Memorial Drive	33%	34%
2 – Program Management, Oversight, and Intergovernmental Coordination for North Gessner	41%	42%

Comments:

TGC coordinated with TxDOT consultant contracts regarding the delay of the Gessner and Memorial Drive AFAs. TGC was able to coordinate the assignment of a new project manager in order to expedite the process. TGC provided the new PM with background information on the draft AFA constructed and the process to date. TGC continues to work with the newly assigned PM towards development of a final AFA for Gessner.

The new TxDOT PM has indicated that upon completion of the Gessner AFA, the Memorial Drive AFA will be initiated.

TGC continued to coordinate with the City of Bunker Hill Village and the Memorial City Redevelopment Authority towards the development of a joint TIP application to expand the reconstruction of Memorial Drive from Tallowood to approximately Gessner.

PROJECT STATUS REPORT BY SWA

SWA Houston

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www.swagroup.com

SCOPE: LANDSCAPE ARCHITECTURE FOR MEMORIAL CITY
REDEVELOPMENT AUTHORITY
PROJECTS: TIRZ #17 CIP
DATE: 27 June 2017

Gerdo P Aquino
Kinder Baumgardner
David Berkson
Rene Bihan
Scott Cooper
Jeffrey Craft
Marco Esposito
Tom Fox
David R Gal
Cinda Gilliland
Ying-Yu Hung
Richard K Law
Hui-Li Lee
James Lee
Margaret Leonard
Chih-Wei Lin
John Loomis
Ye Luo
Charles S McDaniel
Ross Nadeau
Sean O'Malley
Timothy Peterson
Lawrence Reed
R Joseph Runco
Kevin Shanley
Elizabeth Shreeve
David P Thompson
James Vick
John L Wong
Xiao Zheng

CURRENT PROJECTS STATUS

1. W-140 BRIAR BRANCH DRAINAGE IMPRVTS (SWA WO#05 / #08)
 - SWA will coordinate construction phase services for the grading and minimal landscape work as construction begins.
2. N. GESSNER DRAINAGE AND MOBILITY IMPRVTS – PH 1 (T-1732A) (SWA WO#12)
 - SWA is coordinating the design of the streetscape with Klotz Associates as well as the partnering management districts that will be maintaining the improvements (Memorial Management and Spring Branch Management Districts).
3. MEMORIAL DRIVE DRAINAGE AND MOBILITY IMPROVEMENTS - (T1731B)(SWA WO#13)
 - SWA is coordinating the start date for design with LAN pending completion of the AFA.
4. ON-CALL (SWA WO#15)
 - SWA is working with stakeholders (TIRZ 20, City of Houston, TxDOT, Memorial Management District, H-GAC) on the Beltway 8 Pathway connecting Buffalo Bayou and Memorial Drive.
5. TOWN & COUNTRY WEST DRAINAGE AND MOBILITY IMPRVTS (T-1717) (SWA WO#16)
 - SWA is coordinating construction phase services with LAN on the project for the streetscape improvements as construction begins.

NEW PROPOSED PROJECTS STATUS

NO NEW APPROVED // PROPOSED PROJECTS TO REPORT