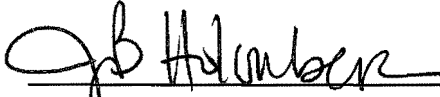


TIRZ 17 Redevelopment Authority
Memorial City Redevelopment Authority
Houston, Texas

The Board of Directors of the TIRZ 17 Redevelopment Authority (aka the Memorial City Redevelopment Authority) will hold a regular meeting on Tuesday, September 30, 2014, at **8:00 a.m.**, at Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024, to discuss, and if appropriate, act upon the following items:

1. Call meeting to order, take attendance, and verify a quorum is present.
2. Comments from the public.
3. Approve minutes of Board of Directors meeting dated August 15, 2014.
4. Approve minutes of Board of Directors meeting dated August 26, 2014.
5. Financial and bookkeeping matters, including payment of invoices, review of investments and project cash flow reports.
6. Approve audit for fiscal year ending June 30, 2014, and authorize submittal to the City.
7. Authorize renewal of insurance policy for general liability, automobile liability, workers compensation and D&O coverage.
8. Local Interaction Group report and update.
9. Ratify FY2015 Operating Budget and 2015-2019 CIP plan as approved by City Council.
10. Report on status of annexation and comments received during public comment period.
11. Review and approve proposal from Property Acquisition Services, Inc. to prepare metes and bounds survey for annexation areas north of interstate 10.
12. Review and approve task order from Lockwood, Andrews, and Newnam, Inc. for "CIP #1738A, Memorial Drive Drainage and Mobility Phase I Preliminary Engineering Report."
13. Review and approve task order from Klotz Associates for "CIP #1732A, North Gessner Drainage and Mobility Phase II Detailed Design."
14. Open discussion regarding a TIRZ 17 and Moody Rambin agreement for the Town & Country Blvd & Queensbury Ln Intersection Realignment.
15. Review and approve task order from Gunda Corp. for peer review of Conrad Sauer design.
16. Special presentation to the Board: "CIP #1717 Town and Country West Drainage and Mobility; Drainage Optimization Eastward for Review and Consideration."
17. Review and approve proposal from The Goodman Corporation for professional services in order to assist TIRZ 17 identify and implement grant funding opportunities.
18. Review and approve task order from SWA Group for "CIP #1725, Parks and Greenspace Improvements, Professional Design Services – On Call Services."
19. Barryknoll East Improvement Project, including;
 - a. Construction status.
 - b. Approval of time modifications, changes in work or pay applications.
20. Executive Director's Report.
21. Convene in Executive Session pursuant to Section 551.072, Texas Government Code, to deliberate the purchase, exchange, lease, or value of real property.
22. Reconvene in Open Session and authorize appropriate action regarding the purchase, exchange, lease, or value of real property.
23. Adjournment.


Attorney for the Authority

508014.docx

Persons with disabilities who plan to attend this meeting and would like to request auxiliary aids or services are requested to contact Don Huml at (713) 829-5720 or donhuml@houstontirz17.org at least 72 hours prior to the meeting so that appropriate arrangements can be made. For complaints or concerns regarding compliance with the Americans with Disabilities Act, please contact Don Huml, Executive Director for the Authority.

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MINUTES OF THE BOARD OF DIRECTORS MEETING
TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority
City of Houston, Texas

August 15, 2014

The Board of Directors (the "Board") of the TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority (the "Authority") met in special session, open to the public, on August 15, 2014, at Westin Houston Memorial City, 945 Gessner, Hibiscus Ballroom on 3rd Floor, Houston, Texas 77024.

Board members in attendance:

Ann T. Givens, Chair
Brad Freels, Vice Chair
Glenn Airola, Secretary
Bob Tucker, Assistant Secretary
Zachary R. Hodges, Director
David A. Hamilton, Director
John Rickel, Director

Staff in attendance:

Don Huml - Executive Director

Consultants in attendance:

Michelle Lofton - ETI Bookkeeping Services
Muhammad Ali and Raphael Ortega - Lockwood, Andrews & Newnam, Inc. ("LAN")
Jessica Holoubek and Kristen Hogan - Allen Boone Humphries Robinson LLP ("ABHR")
Gary Struzick, Wayne Klotz, and Ed Conger - Klotz Associates, Inc. ("Klotz")

City of Houston (the "City") representatives in attendance:

Jennifer Curley, Gwen Tillotson, and Omar Izfar

1. Call Meeting to Order

Having established that a quorum of the Board was present, Mr. Huml called the meeting to order at 7:32 a.m. Director Tucker made a motion to consider agenda item no. 10 as the first order of business. Discussion ensued regarding the purpose of today's special meeting. Director Rickel then seconded the motion, which passed by unanimous vote.

2. Convene in Executive Session Pursuant to Section 551.074, Texas Government Code, to Deliberate the Appointment, Employment, Evaluation, Reassignment, Duties, Discipline, or Dismissal of a Public Officer or Employee

At 7:02 a.m., Director Givens announced the Board would convene in executive session to deliberate the evaluation of an employee. All of the attendees except the Board members, Ms. Holoubek, Ms. Hogan, Ms. Curley, Ms. Tillotson, and Mr. Izfar left the meeting. At 7:47 a.m., Mr. Huml joined the executive session. At 8:05 a.m., Director Hamilton left the meeting.

3. Reconvene in Open Session and Authorize Appropriate Action Regarding the Appointment, Employment, Evaluation, Reassignment, Duties, Discipline, or Dismissal of a Public Officer or Employee

At 8:12 a.m., Director Givens announced the Board would reconvene in open session. Director Tucker left the meeting. Upon reconvening in open session, no action was taken.

4. Approve Development Agreement for Conrad Sauer Detention Pond

Ms. Holoubek reviewed a Development Agreement between the Authority and Lipex Properties, L.P. providing the terms for future reimbursement by the Authority to Lipex Properties, L.P. for costs to be incurred in connection with the design, rehabilitation, expansion, construction and landscaping of the Conrad Sauer Detention Pond and the design and construction of the extension of Mathewson Lane, including a bridge. She noted comments received from the City for incorporation into the Development Agreement. After review and discussion, Director Givens moved to approve the Development Agreement with the noted changes from the City. Director Freels seconded the motion, which passed unanimously.

5. Approve Task Order from LAN for Engineering Review of Conrad Sauer Design

Mr. Huml said no action is necessary on this item.

6. Receive Report and Recommendations from Annexation Committee

Mr. Huml gave a presentation on the property to be included in the request to the City for annexation into the TIRZ 17 boundaries, based on discussions with the Annexation Committee. He reviewed two annexation scenarios and discussed plans for a 30-day comment period to be coordinated with City Councilmember Pennington and Councilmember Stardig. Discussion ensued regarding the proposed annexation tracts included in the two scenarios reviewed by Mr. Huml.

7. Approve Annexation Map and Authorize Submittal to the City of Houston

After review and discussion, Director Rickel moved to authorize submittal of both annexation scenario maps to the City. Director Givens seconded the motion, which passed unanimously.

Director Freels asked Mr. Huml to update the Authority's website to allow for public comments to be submitted regarding the annexation scenarios.

8. Discuss Proposal from LAN for Memorial Drive Preliminary Engineering and Proposal from Klotz for North Gessner Engineering

Mr. Huml reviewed (1) a proposal from LAN for Memorial Drive preliminary engineering and (2) a proposal from Klotz for North Gessner engineering. He said the proposals are being presented for review and discussion and no action is recommended at this time.

9. Lumpkin Road Drainage and Mobility Project

Ms. Holoubek said the City indicated the Authority may proceed with bidding the Lumpkin Road street and drainage project as a complete project instead of in two phases, with phase II being bid as an alternate item. She said phase II construction should not commence until the City approves the annexation of Lumpkin north or Westview into the TIRZ 17 boundaries. The Board reviewed a task order from LAN to revise the plans to incorporate both phases of the project. After review and discussion, Director Freels moved to approve the LAN task order and authorize advertisement for bids for the Lumpkin Road project as a complete project. Director Givens seconded the motion, which passed unanimously.

10. Recommendation and Solicitation for a Land Search Consultant Services for the Purpose of Identifying Potential Detention Basin Sites

Mr. Huml reviewed additional information received from the land search consulting firms that submitted proposals regarding the resources and criteria they utilize for land searching. After review and discussion, Director Rickel moved to engage Property Acquisition Services, LLC to provide land search consulting services for the purpose of identifying potential detention sites. Director Freels seconded the motion, which passed unanimously.

11. Adjournment

There being no additional matters for the Board's consideration, Director Rickel moved to adjourn the meeting. Director Airola seconded the motion, which passed unanimously.

Approved:

Secretary, Board of Directors
TIRZ 17 Redevelopment Authority City of Houston, Texas

MINUTES OF THE BOARD OF DIRECTORS MEETING
TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority
City of Houston, Texas

August 26, 2014

The Board of Directors (the "Board") of the TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority (the "Authority") met in regular session, open to the public, on August 26, 2014, at Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024.

Board members in attendance:

Ann T. Givens, Chair
Brad Freels, Vice Chair
Bob Tucker, Assistant Secretary
David A. Hamilton, Director
John Rickel, Director
Glenn Airola, Secretary
Zachary R. Hodges, Director

Staff in attendance:

Don Huml - Executive Director

Consultants in attendance:

Michelle Lofton - ETI Bookkeeping Services
Muhammad Ali - Lockwood, Andrews & Newnam, Inc. ("LAN")
Jessica Holoubek and Kristen Hogan - Allen Boone Humphries Robinson LLP ("ABHR")
Gary Struzick and Ed Conger - Klotz Associates, Inc. ("Klotz")
Steve Bonjonia of Property Acquisition Services, LLC

City of Houston (the "City") representatives in attendance:

Mary Buzack and Jennifer Curley
Amy Peck, Chief of Staff for City Council Member Brenda Stardig

1. Call Meeting to Order

Having established that a quorum of the Board was present, Mr. Huml called the meeting to order at 8:00 a.m.

2. Public Comments

Ms. Virginia Gregory commented on the need for adequate detention capacity in

order for the drainage “straws” to function properly. She then commented on the function and capacity of Briar Branch Creek and encouraged the Authority to proceed with Briar Branch Creek improvements beginning with bridge construction.

Ms. Donna Freeman commented on conflicts of interest and Authority information made available to the public. She commented on the proposed annexation maps and information that she distributed to Spring Branch Independent School District.

Ms. Roberta Prazak commented on the lack of representation at today’s meeting from Councilmember Oliver Pennington’s office. She commented on Director Airola’s service on the Memorial Management District board. She also commented on the impact of new development on existing commercial businesses.

Mr. Ed Browne commented on the annexation of Memorial towards the west. He commented on the proposed Gessner project and its potential impacts. He also commented on the Regional Drainage Study and thanked the Board for their efforts to improve drainage in area neighborhoods.

3. Convene in Executive Session Pursuant to Section 551.074, Texas Government Code, to Deliberate the Appointment, Employment, Evaluation, Reassignment, Duties, Discipline, or Dismissal of a Public Officer or Employee

At 8:11 a.m., Mr. Huml announced the Board would convene in executive session to deliberate the evaluation of an employee. All attendees left the meeting except the Board members, Ms. Buzack, Ms. Holoubek, and Ms. Hogan. At 8:22 a.m., Ms. Curley joined the executive session. At 8:51 a.m., Mr. Huml joined the executive session.

4. Reconvene in Open Session and Authorize Appropriate Action Regarding the Appointment, Employment, Evaluation, Reassignment, Duties, Discipline, or Dismissal of a Public Officer or Employee

At 9:02 a.m., Director Givens announced the Board would reconvene in open session. Upon reconvening in open session, Director Airola made a motion to approve the Executive Director’s mid-year performance plan as discussed. Director Rickel seconded the motion. Upon a request from Director Givens for a roll call vote, Directors Freels, Rickel, Tucker, Hodges and Airola voted aye, Director Givens voted nay, and the motion passed by majority vote.

5. Amended Minutes of June 24, 2014 Meeting

The Board reviewed amended minutes of the June 24, 2014, regular meeting, which were revised based on the response received by Director Tucker from the

National Association of Parliamentarians regarding the proper way to record a unanimous vote of voting members with an abstention. Following review and discussion, Director Airola moved to approve the amended minutes as submitted. The motion was seconded by Director Rickel and carried unanimously.

6. Minutes of July 29, 2014 Meeting

The Board reviewed the minutes of the July 29, 2014, regular meeting. Director Rickel presented a correction. Following review and discussion, Director Airola moved to approve the minutes with the noted revision. The motion was seconded by Director Rickel and carried unanimously.

7. Financial and Bookkeeping Matters

Ms. Lofton reviewed the financial report for July and presented checks for payment by the Authority. After review and discussion, Director Givens moved to approve the financial report and payment of the bills presented. The motion was seconded by Director Hodges and passed by unanimous vote.

8. Local Interaction Group Report and Update

Mr. Huml reported that Director Hamilton scheduled the next Local Interaction Group meeting for September 25, 2014, at 5:00 p.m. at the TIRZ 17 office.

9. Resolution Designating Meeting Places

The Board reviewed a Resolution Establishing Meeting Places to designate meeting places of the Authority at HEB, Four Points by Sheraton, and Memorial City Westin. After review and discussion, Director Airola moved to adopt the Resolution. Director Rickel seconded the motion, which passed unanimously.

10. Ratify FY 2015 Operating Budget and 2015-2019 CIP Plan as Approved by City Council

This item was tabled until the next Board meeting.

11. Report on Status of Annexation and Update on Public Comment Period

Mr. Huml discussed the 30-day public comment period regarding the proposed annexation of property into the TIRZ 17 boundaries, based on the two map scenarios previously prepared by the Annexation Committee for submittal to the City. He said a page is being added to the Authority's website to allow for public comments to be submitted during the 30-day comment period via the website. Mr. Huml also discussed

plans for a town hall meeting scheduled for September 15, 2014, at Frostwood Elementary School, noting that Councilmembers Stardig and Pennington plan to attend. Director Freels suggested re-scheduling the September meeting scheduled for September 30, 2014, so that it does not overlap with the 30-day comment period that lasts through September 30, 2014. After discussion, the Board concurred to commence the 30-day public comment period before September 1, 2014, to avoid overlap with the Authority's September regular meeting.

12. Report on Amenities Standards and Establishment of Amenities Committee

Mr. Huml discussed the preliminary report prepared by SWA Group regarding supplemental streetscape standards development for amenities constructed within the Authority and Memorial Management District. He said the preliminary report was previously presented to Memorial Management District. Mr. Huml said SWA Group expects to have an updated report completed by the second week in September. The Board considered appointing an Amenities Committee to meet at the beginning of September to coordinate with SWA Group on finalization of the report. Upon a motion made by Director Freels and seconded by Director Rickel, the Board voted unanimously to establish an Amenities Committee comprised of Directors Tucker, Hodges, and Hamilton.

13. Approve Task Order from Gunda Corporation for Engineering Review of Conrad Sauer Design

This item was tabled until the next Board meeting.

14. Review and Approve Services Agreement from Property Acquisition Services, LLC for Land Search Consultant Services

The Board reviewed an agreement from Property Acquisition Services, LLC for land search consulting services, based on the proposal approved by the Board at the previous meeting for work to be done on a time and materials basis not to exceed \$20,000. Ms. Holoubek reviewed a revision to the agreement. After review and discussion, Director Rickel moved to approve the agreement with the noted revision. Director Tucker seconded the motion, which passed unanimously.

15. Briar Branch Detention Basin Project

Mr. Ali updated the Board on the Briar Branch detention basin project. He reviewed and recommended approval of Pay Estimate No. 9 and Final in the amount of \$122,885.62, payable to L.N. McKean, Inc. Following review and discussion and based upon the engineer's recommendation, upon a motion made by Director Freels and seconded by Director Airola, the Board voted unanimously to approve Pay Estimate No. 9 and Final in the amount of \$122,885.62.

Mr. Ali next reviewed a letter from the Harris County Flood Control District indicating the project was inspected and determined to be successfully completed in accordance with the plans and specifications.

16. Barryknoll East Improvement Project

Mr. Ali updated the Board on the Barryknoll East roadway and drainage improvement project by Texas Sterling Construction Co. He recommended payment of Pay Estimate No. 14 in the amount of \$820,994.56. Following discussion and review and based upon the engineer's recommendation, Director Freels moved to approve Pay Estimate No. 14 in the amount of \$820,994.56 to Texas Sterling Construction Co. The motion was seconded by Director Rickel and carried unanimously.

17. Executive Director's Report

Mr. Huml reviewed the Executive Director's report. He discussed the holiday meeting schedule and plans to combine the November and December meetings. The Board concurred the combined November/December meeting will be held on December 2, 2014.

18. Convene in Executive Session Pursuant to Section 551.072, Texas Government Code, to Deliberate the Purchase, Exchange, Lease or Value of Real Property

At 9:29 a.m., Mr. Huml announced the Board would convene in executive session to deliberate the purchase, exchange, lease or value of real property. All attendees left the meeting except the Board members, Mr. Huml, Ms. Buzack, Ms. Curley, Ms. Holoubek, and Ms. Hogan.

19. Reconvene in Open Session and Authorize Appropriate Action Regarding the Purchase, Exchange, Lease or Value of Real Property

At 9:38 a.m., Mr. Huml announced the Board would reconvene in open session. Upon reconvening in open session, Director Rickel moved to authorize Property Acquisition Services, LLC to locate the discussed landowner to obtain a release of

reciprocal easement and development agreement. Director Tucker seconded the motion, which passed unanimously.

20. Adjournment

There being no additional matters for the Board's consideration, Director Rickel moved to adjourn the meeting. Director Freels seconded the motion, which passed unanimously.

Approved:

Secretary, Board of Directors
TIRZ 17 Redevelopment Authority City of Houston, Texas

Memorial City Redevelopment Authority

Cash Management Report

August 31, 2014

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, 2015

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	19,269,591.88	10,783,046.79	4,380,108.50	34,432,747.17
Revenue	1,908.30	1,765.53	120.05	3,793.88
Expenditures	22,943.38	1,075,852.86	3,538,351.50	4,637,147.74
Ending Balance	19,248,556.80	9,708,959.46	841,877.05	29,799,393.31

NOTES

Debt Service Payments due in Fiscal Year End 2015:

Date	Series	Principal	Interest	Total
9/1/2014	2008	430,000.00	180,670.00	610,670.00
9/1/2014	2011	540,000.00	161,184.00	701,184.00
9/1/2014	2011A	1,690,000.00	536,497.50	2,226,497.50
3/1/2015	2008	-	171,102.50	171,102.50
3/1/2015	2011	-	151,248.00	151,248.00
3/1/2015	2011A	-	503,965.00	503,965.00
			Total FYE 2015	4,364,667.00

General Operating Fund

BEGINNING BALANCE: **19,269,591.88**

REVENUE:

Checking Interest - Bank of America	1,627.86	
Texpool Interest	26.39	
Wells Fargo/TexSTAR (Surplus Funds) Interest	254.05	
Voided Check (s)	0.00	
Total Revenue:		1,908.30

DISBURSEMENTS:

Checks Presented At Last Meeting	11,178.53	
Checks Written at/after Last Meeting	0.00	
FDIC Assessment Fee	1,050.79	
Direct Deposit Payroll	8,001.59	
Payroll Taxes	1,723.90	
Employee Expenses	988.57	
Total Expenditures		22,943.38

Ending Balance: **19,248,556.80**

Location of Assets:

Institution	Investment Number	Interest Rate	
Bank of America	*9516	0.2000	9,568,821.53
TexPool	*0001	0.0353	878,825.38
Wells Fargo *	TexSTAR Surplus Funds	0.0350	8,553,448.63
Texas Exchange Bank CD	*3601	0.7500	247,461.26
		Total	19,248,556.80

Certificate of Deposit

CD *4215

Term: 12 Months

Matures: 09/29/2014

**Memorial City Redevelopment Authority
Checks Presented September 30, 2014**

Num	Name	Description	Amount
1410	Spring Branch ISD	Town Hall Meeting Room (9/10/2014)	-165.00
1411	Equi-Tax, Inc	Tax Assessor Fee	-400.00
1412	eSiteful, Inc.	IT Support	-1,313.40
1413	ETI Bookkeeping Services	Bookkeeping Fee	-950.00
1414	Marsh Darcy Partners, Inc	Office Lease	-1,475.95
1415	McCall Gibson Swedlund Barfoot PLLC	Auditor	-7,000.00
1416	McGrath & Co., PLLC	Auditor	-9,000.00
1417	Allen Boone Humphries Robinson LLP	Legal Fee	-9,804.81
Total			-30,109.16

Capital Projects Fund

BEGINNING BALANCE		10,783,046.79
 REVENUE		
Checking Interest - Bank of America	1,755.36	
TexPool Interest	10.17	
Voided Check(s) 10262	0.00	
Total Revenue		1,765.53
 EXPENDITURES		
Checks Presented at Last Meeting	1,074,151.13	
Checks Written at/after Last Meeting	475.60	
10258 City of Houston		
FDIC Assessment Fee	1,226.13	
Total Expenditures		1,075,852.86
 ENDING BALANCE		 9,708,959.46

Location of Assets:

Institution	Investment Number	Interest Rate	Current Balance
Bank of America	*1719	0.2000	9,369,430.27
Tex Pool	*0003	0.0353	339,529.19
Total			9,708,959.46

**Memorial City Redevelopment Authority
Checks Presented September 30, 2014**

Num	Name	Description	Amount
10259	Allen Boone Humphries Robinson LLP	Legal Fee	-11,966.46
10260	City of Houston	Water	-236.92
10261	Klotz Associates Inc	Engineering Consultant	-44,689.50
10262	Void	Void	0.00
10263	SWA Group	Landscape Architect Services	-22,039.70
10264	Texas Sterling Construction Co.	Pay Estimate No. 15	-158,742.09
Total			-237,674.67

Debt Service Fund

BEGINNING BALANCE		4,380,108.50
 REVENUE		
Wells Fargo/TexSTAR (2008 DSF) Interest	119.65	
Wells Fargo/TexSTAR (2008 Pled Rev) Interest	0.40	
Total Revenue		120.05
 EXPENDITURES		
2008 Debt Service Interest Payment	180,670.00	
2008 Debt Service Principal Payment	430,000.00	
2011 Debt Service Interest Payment	161,184.00	
2011 Debt Service Principal Payment	540,000.00	
2011A Debt Service Interest Payment	536,497.50	
2011A Debt Service Principal Payment	1,690,000.00	
Total Expenditures		3,538,351.50
 ENDING BALANCE		 841,877.05

Location of Assets:

Institution	Investment Number	Interest Rate	Current Balance
Wells Fargo *4601	TexSTAR 2008 DSF	0.0350	826,528.85
Wells Fargo *4603	TexSTAR DS Reserve	0.0350	272.17
Wells Fargo *4600	TexSTAR 2008 Pledged Rev	0.0350	15,076.03
		Total	841,877.05

Memorial City Redevelopment Authority
Investment Report
August 31, 2014

SCHEDULE OF INVESTMENTS

Investment Pools

Fund	Location Of Assets	Interest Rate	Beginning Balance		Interest Earned	Deposits or (Withdrawals)	Ending Balance			
			Market	N.A.V.			Market	N.A.V.		
GOF	TexPool	0.0353	879,822.75	1.00004	879,787.56	26.39	(988.57)	878,878.11	1.00006	878,825.38
GOF	Wells Fargo/ TexStar	0.0350	8,553,391.30	1.000023	8,553,194.58	254.05	0.00	8,553,816.43	1.000043	8,553,448.63
CPF	TexPool	0.0353	339,532.60	1.00004	339,519.02	10.17	(0.00)	339,549.56	1.00006	339,529.19
DSF	Wells Fargo/ TexStar DSF	0.0350	4,364,861.09	1.000023	4,364,760.70	119.65	(3,538,351.50)	826,564.39	1.000043	826,528.85
DSF	Wells Fargo/ TexStar Res.	0.0350	272.18	1.000023	272.17	0.00	0.00	272.18	1.000043	272.17
DSF	Wells Fargo/ TexStar PI Rev	0.0350	15,075.98	1.000023	15,075.63	0.40	0.00	15,076.68	1.000043	15,076.03

Certificates of Deposit

Fund	Location Of Assets	Interest Rate	Purchase Value	Term	Maturity Date	Beginning Balance	Deposits or (Withdrawals)	Interest Earned	Ending Balance
GOF	TX Exch *3601	0.7500	245,000.00	12 Months	9/29/2014	247,461.26	0.00	0.00	247,461.26

Collateral Pledged In Addition to FDIC

Depository Institution	Total Funds On Deposit	Custodial Institution	Securities Pledged	Collateral Description	Par Value	Market Value
Bank of America	18,938,251.80	Federal Reserve	23,834,806	FNCL	23,061,265	23,834,806

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.

Michelle Dyster
Bookkeeper

Don Huml
Investment Officer

Investment Officer	Date Assumed Office	Training Completed
Don Huml	4/30/2013	10/26/2013

Memorial City Redevelopment Authority
Profit & Loss Budget vs. Actual
August 2014

	August			Year To Date (2 Months)			Annual
	Actual	Budget	Variance	Actual	Budget	Variance	Budget
Ordinary Income/Expense							
Income							
1000 · Income							
8223 · Interest Income	3,794	5,794	-2,000	7,570	11,589	-4,019	69,533
Total 1000 · Income	3,794	5,794	-2,000	7,570	11,589	-4,019	69,533
6-4320 · Increment Collections	0	0	0	9,675,318	0	9,675,318	10,170,258
Total Income	3,794	5,794	-2,000	9,682,888	11,589	9,671,299	10,239,791
Expense							
3335 · Management Consulting Services							
6320 · Legal	10,460	3,333	7,127	23,435	6,667	16,768	40,000
6322 · Eng Consultant/General Prof.Svc	0	4,167	-4,167	0	8,333	-8,333	50,000
6337 · Construction Audit	0	0	0	0	0	0	10,000
6343 · Other	1,355	0	1,355	2,167	0	2,167	0
Total 3335 · Management Consulting Services	11,815	7,500	4,315	25,602	15,000	10,602	100,000
5650 · Transfers							
6430 · Municipal Services	0	0	0	0	0	0	490,000
Total 5650 · Transfers	0	0	0	0	0	0	490,000
5706 · Debt Service							
5707 · Principal	2,660,000	2,560,000	100,000	2,660,000	2,560,000	100,000	2,560,000
5708 · Interest	878,352	878,352	0	878,352	878,352	0	1,806,771
Total 5706 · Debt Service	3,538,352	3,438,352	100,000	3,538,352	3,438,352	100,000	4,366,771
6-6420 · City of Houston Admin Fee	0	0	0	0	0	0	508,513
6300 · Administration & Overhead							
6321 · Auditor	16,000	16,000	0	16,000	16,000	0	17,000
6333 · Bookkeeping/Accounting	1,207	875	332	2,282	1,750	532	10,500
6340 · Administration Salaries/Benefit	9,583	11,833	-2,250	22,063	23,667	-1,604	142,000
6344 · Bond Svcs/Trustee/FA	400	400	0	800	800	0	4,800
6350 · Office Expense	989	1,250	-261	2,813	2,500	313	15,000
6351 · Office Lease	1,476	1,250	226	2,840	2,500	340	15,000
6353 · Insurance / FDIC Assess.Fee	2,277	3,750	-1,473	4,655	7,500	-2,845	45,000
6560 · Payroll Expenses	142	0	142	284	0	284	0
Total 6300 · Administration & Overhead	32,074	35,358	-3,284	51,737	54,717	-2,980	249,300
7000 · Capital Expenditure							
1701 · Gessner Widening	0	0	0	103	0	103	0
1709 · Lumpkin I-10 Westview	14,525	141,667	-127,142	38,508	283,333	-244,825	1,700,000
1713 · Memorial near Bwy 8 Drainage	0	0	0	113	0	113	0
1715A · Barryknoll East Drainage	158,742	515,293	-356,551	979,737	1,030,585	-50,848	6,183,510
1715B · Barryknoll West Drainage	0	13,833	-13,833	0	27,667	-27,667	166,000
1717 · Town & Country W. Drain/Mobil	303	183,333	-183,030	14,594	366,667	-352,073	2,200,000

**Memorial City Redevelopment Authority
Profit & Loss Budget vs. Actual
August 2014**

	August			Year To Date (2 Months)			Annual
	Actual	Budget	Variance	Actual	Budget	Variance	Budget
1722 · Town & Country Blv Signalizatn	0	41,667	-41,667	35	83,333	-83,298	500,000
1725 · Parks & Green Space Improv.	15,440	41,667	-26,227	26,232	83,333	-57,101	500,000
1731A · Detention Basin & W-140 Bridge	237	183,333	-183,096	123,598	366,667	-243,069	2,200,000
1731B · Memorial Drainage & Mobility	103	0	103	205	0	205	0
1734 · W140 Channel Improvements	47,610	46,333	1,277	130,094	92,667	37,427	556,000
1735 · Detention Basin	0	1,250,000	-1,250,000	205	2,500,000	-2,499,795	15,000,000
Total 7000 · Capital Expenditure	236,960	2,417,126	-2,180,166	1,313,424	4,834,252	-3,520,828	29,005,510
Total Expense	3,819,201	5,898,336	-2,079,135	4,929,115	8,342,321	-3,413,206	34,720,094
Net Income	-3,815,407	-5,892,542	2,077,135	4,753,773	-8,330,732	13,084,505	-24,480,303

marshdarcy

Invoice

Marsh Darcy Partners, Inc.
8955 Katy Freeway
Suite 215
8955 Katy Freeway

Don Huml: Executive Director
Reviewed: Don Huml
Date: 09-25-14
Code: 6351
Amount: \$1,475.95

Invoice #: 1808
Date: 9/15/2014

Bill To:

ETI Accounting Services
Attn: Michelle Lofton
JOB: Memorial City Redevelopment Authority
P.O. Box 73109
Houston, TX 77273

Terms: Due on receipt

Item	Description	#	Rate	Date	Amount
Rent	Rent - October 2014		810.00	10/1/2014	810.00
Jan Buehler	Assist Don Huml: Print from 34 pg PDF 8 1/2x11 Color 7 sets	0.5	65.00	8/19/2014	32.50
Jan Buehler	Assist Don Huml: Printing from three pdfs two sets each total b&w=90.	0.25	65.00	8/20/2014	16.25
Jan Buehler	Assist Don Huml: Printing 3 x Board Packet 75 pg ea	0.25	65.00	8/21/2014	16.25
Jan Buehler	Assist Don Huml: Prepare/schedule Bee-Line Delivery to Glenn Airola	0.25	65.00	8/22/2014	16.25
Jan Buehler	Assist Don Huml: Prepare two TIRZ 17 Board nameplates; print, assemble	0.5	65.00	8/25/2014	32.50
Jan Buehler	Assist Don Huml: Print from Tri-Party Agreement PDF 1 x color 46 pgs.	0.25	65.00	9/4/2014	16.25
Jan Buehler	MCRD0126: Assist Don Huml: Prepare, print sign-in sheet template for town meeting.	0.25	65.00	9/15/2014	16.25
Jan Buehler	Assist Don Huml: Printing 2 sets 30-pg 8 1/2x11 color powerpoint for town meeting.	0.25	65.00	9/15/2014	16.25
	Bee Line Delivery to Fidells Realty Partners/Glenn Airola		10.66	8/22/2014	10.66
Postage and Delivery	Postage to ABHR/Jessica Holubek	1	1.19	8/29/2014	1.19
Photocopies black & white	Photocopies (black & white) in house Price per page	2,681	0.10	9/15/2014	268.10
Photocopies (color) 8.5"x11"	Photocopies (color) 8.5"x11" in house price per page.	238	0.75	8/19/2014	178.50
Photocopies (color) 8.5"x11"	Photocopies (color) 8.5"x11" in house price per page.	60	0.75	9/15/2014	45.00

Thank you for your business.

Total Due \$1,475.95

Phone #	Fax:	Web Site
(713) 647-9880	(713) 647-6448	www.marshdarcypartners.com

McCALL GIBSON SWEDLUND BARFOOT PLLC
Certified Public Accountants

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

111 Congress Avenue
Suite 400
Austin, Texas 78701
(512) 610-2209
www.mgsbpllc.com

September 19, 2014

TRIZ 17 Redevelopment Authority
ETI Bookkeeping Services
17111 Rolling Creek, Suite 200
Houston, TX 77090

Client Number: 574-00

Audit of Memorial City Redevelopment Authority
as of and for the year ended June 30, 2014.

Interim Billing \$ 7,000.00

Don Huml: Executive Director

Reviewed: Don Huml

Date: 09-25-14

Code: 6321

Amount: \$ 7,000.00

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

McGrath & Co., PLLC

Certified Public Accountants

P.O. Box 270148
Houston, Texas 77277

Mark W. McGrath CPA
mark@mcgrath-co.com

Colette M. Garcia CPA
colette@mcgrath-co.com

September 8, 2014

Memorial City District/TIRZ No. 17
Houston, Texas

Interim billing regarding preparation of the District's financial statements
and related audit schedules for the year ended June 30, 2014.

\$9,000.00

Don Huml: Executive Director

Reviewed: Don Huml

Date: 09-25-14

Code: 6321

Amount: \$ 9,000.00



CITY OF HOUSTON

Public Works and Engineering
Department

PAY BY PHONE: 713-371-1265
 PAY ONLINE AT WWW.HOUSTONWATERBILLS.ORG
 FOR QUESTIONS REGARDING DRAINAGE AND CIP, PLEASE VISIT WWW.REBUILDDHOUSTON.ORG

UTILITY BILL

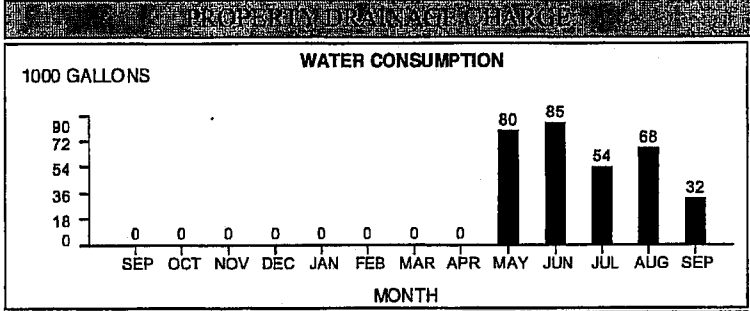
FOR WATER AND WASTEWATER INQUIRIES, PLEASE CALL 713-371-1400.
 FOR DRAINAGE INQUIRIES, PLEASE CALL 713-371-1111.
 FOR WATER LEAKS, PLEASE CALL 311.

23697 CD-0 WD-12



Account Number	Service Address	Rate/Class	Meter Size (Inches)	
4328-6610-6011	9444 1/2 KATY FWY	LAWN METER	5/8	
Previous Reading	Current Reading	Gallons	Read Date	
287	319	32,000	09/15/2014	
Payment Received	Adjustments	Current Charges		
PAYMENT 09/04/2014 475.60 CR		WATER 236.92		
Previous Bill Amount	Current Bill Amount	Total Adjustments	Total Current Charges	Total Amount Due
475.60	475.60 CR	0.00	236.92	\$236.92
Billing Date	Due Date			
	09/17/2014			10/07/2014

Don Hunt: Executive Director
 Reviewed: Alan Hunt
 Date: 09-25-14
 Code: 7000-1731A
 Amount: \$236.92



After 10/07/2014 a 10% late fee will be assessed on all current unpaid service charges.

Please remember to add your W.A.T.E.R. Fund pledge to the Total Amount Due.

If you have not pledged and would like to make a contribution to the W.A.T.E.R. Fund, check the box on the return portion of this bill below and include an extra dollar with your payment. Contributions can also be made online at www.houstonwaterbills.org

We would like to thank everyone who has made a pledge or contribution to the Fund.

PAY ONLINE AT WWW.HOUSTONWATERBILLS.ORG

Return this portion with payment. Write account number on all checks.
 Payable to: CITY OF HOUSTON

\$1.00 Gift to W.A.T.E.R. Fund

If you have received a drainage charge please note:
 The drainage charge reflects a 1000 foot adjustment in impervious surface area that reduced the amount due.

TOTAL AMOUNT DUE:	\$236.92
Amount Paid	
Due Date	10/07/2014

P.O. Box 1560
 Houston, TX 77251



P3USIY00309401 - 666733 - 1
 MEMORIAL CITY REDEVELOPMENT AUTHORITY
 TIRZ 17
 17111 ROLLING CREEK DR STE 110
 HOUSTON TX 77090-2400

432866106011 000023692 000023692

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

September 18, 2014

MEMORIAL CITY REDEVELOPMENT AUTHORITY

General Client/Matter: MEM001-01
Statement Number: 69212
Billing Attorney: Trey Lary

REMITTANCE PAGE

Fees for services posted through September 12, 2014	9,701.03
Expenses and Other Items posted through September 12, 2014	103.78
Total Amount Due:	\$9,804.81

Don Huml: **Executive Director**

Reviewed: Don Huml

Date: 09-25-14

Code: 6320

Amount: \$9,804.81

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*

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Taxpayer ID 74-3091731

September 18, 2014

MEMORIAL CITY REDEVELOPMENT AUTHORITY

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

Client/Matter:
Statement Number
Billing Attorney:

MEM001-01
69212
Trey Lary

General

Professional Fees

Fees for services posted through September 12, 2014, as follows:

<u>Date</u>	<u>Professional</u>		<u>Hours</u>
General			
08/04/14	Beth King	Review, sort, and add documents into district records in accordance with Records Management Act and District's Records Management Policy	0.75
08/06/14	Beth King	Research, locate and forward requested documents to district consultant	0.25
08/07/14	Kristen Hogan	Work on agenda for special meeting	0.25
08/11/14	Carleen G. Craig	Forward agenda for August 15, 2014 Board of Directors meeting to City of Houston for posting; sort & distribute agenda	0.50
08/12/14	Kristen Hogan	Work on pending matters and meeting preparation	0.50
08/14/14	Jessica Holoubek	Discuss employee performance plan with various Board of Directors members; prepare for Board of Directors meeting; review Bylaws to answer questions regarding special meetings	1.00
08/14/14	Kristen Hogan	Prepare for special meeting. Review notes and attachments from the previous regular Board of Directors meeting and draft minutes	4.00
08/14/14	Erin McGibbon	Prepare documents for meeting	0.25
08/15/14	Jessica Holoubek	Travel to, attend and follow up from Board of Directors meeting; review, revise and finalize minutes from the last regular Board of Directors meeting; follow up with outstanding issues related to attorney tasks mentioned in the minutes; review and revise the monthly agenda and finalize and approve for posting; review summary of activity from last month and instruction to legal assistant regarding additional action to be taken;	4.00

08/15/14	Kristen Hogan	Travel to and attend special Board meeting. Work on meeting follow up. Work on draft agenda. Finalize minutes of the previous regular Board of Directors regular meeting. Send documents to Don Huml for records.	3.75
08/18/14	Jessica Holoubek	Work on meeting agenda	0.25
08/19/14	Karen Anderson	Forward agenda for website and City Hall postings; distribute agenda	0.25
08/20/14	Jessica Holoubek	Work on Board of Directors meeting agenda	0.25
08/21/14	Karen Anderson	Update Authority files in accordance with the Records Management Act and in accordance with the Authority's Records Management Policy	0.25
08/22/14	SHARED FEES	Legal research and draft and revise legal research memorandum regarding Districts' enforcement rights under rights-of-way and easements dedicated for public use. Research new ASTM Phase 1 Standard for Phase 1 Environmental Assessment Reports in connection with acquisitions of property by the districts and real estate review of Phase 1 reports; review December 2013 EPA ruling	0.25
08/22/14	Beth King	Review, sort, and add documents into district records in accordance with Records Management Act and District's Records Management Policy	0.25
08/22/14	Erin McGibbon	Prepare cover letter to send to Don Huml regarding documents for the Authority's records	0.25
08/25/14	Kristen Hogan	Prepare for Board meeting	1.00
08/26/14	Jessica Holoubek	Attend Board of Directors meeting	3.00
08/26/14	Kristen Hogan	Travel to and attend Board meeting. Review meeting file and organize documents approved by the Board at the meeting; disburse documents for further handling and for filing in accordance with the Records Management Act; organize attachments for minutes	4.00
08/28/14	Kristen Hogan	Prepare letter sending agreements with Property Acquisition Services to City of Houston.	0.25
09/02/14	Jessica Holoubek	Follow up with Ann Givens regarding Board of Directors document	0.25
09/03/14	Jessica Holoubek	Discuss TIRZ 17 history with Ann Givens	0.25
09/03/14	Beth King	Research, locate, scan and email requested documents to auditor	0.25
09/03/14	Beth King	Review, sort, and add documents into district records in accordance with Records Management Act and District's Records Management Policy.	0.25
09/05/14	Karen Anderson	Update Authority files in accordance with the Records Management Act and in accordance with the Authority's Records Management Policy	0.25
09/09/14	Jessica Holoubek	Discuss competitive bidding for professional services with Don Huml	0.25

Total Task Hours: 26.75
Total Task Amount: \$7,753.53

Public Information Requests

08/26/14	Jessica Holoubek	Telephone conference with Brad Feels and with SBISD regarding request for information.	0.50
08/27/14	Jessica Holoubek	Telephone conference with Ann Givins regarding request for information; Telephone conference with attorney for SBISD regarding the same	0.50
08/28/14	Jessica Holoubek	Work on request for information; telephone conference with John Rickel	0.50
08/29/14	Jessica Holoubek	Work on request for information response	0.25
09/03/14	Jessica Holoubek	Prepare letter brief to Attorney General of Texas regarding request for information; discuss request for information with Don Huml	2.50
09/04/14	Jessica Holoubek	Work on Attorney General of Texas letter briefing	0.50
<i>Total Task Hours:</i>			4.75
<i>Total Task Amount:</i>			\$1,947.50
Total Fees:			\$9,701.03

Expenses and Other Items

Expenses and Other Items posted through September 12, 2014, as follows:

08/13/14	KH	Photocopy Charges	1.20
08/13/14	KH	Photocopy Charges	0.15
08/14/14		Photocopy Charges	30.60
08/15/14	KH	Parking/Other: Westin Hotels & Resorts	6.00
08/15/14	KH	Mileage expense - round trip	12.43
08/19/14	KH	Photocopy Charges	0.30
08/22/14	KH	Postage	3.57
08/22/14	KH	Photocopy Charges	1.35
08/22/14	KH	Photocopy Charges	0.15
08/26/14	KH	Mileage expense	12.43
08/26/14	KH	Photocopy Charges	1.80
08/26/14	KH	Mileage expense - round trip	12.43
08/27/14	KH	Photocopy Charges	0.45
08/27/14	KH	Postage	1.40
08/27/14	KH	Photocopy Charges	1.80
08/28/14	KH	Federal Express: City of Houston	15.48
09/02/14	KH	Postage	2.24
Total Expenses and Other Items:			103.78

TASK FEE BREAKDOWN

	<u>Hours</u>	<u>Amount</u>
General	26.75	7,753.53
Public Information Requests	4.75	1,947.50

Total Fees:	\$9,701.03
Total Expenses and Other Items:	\$103.78
Total Amount Due:	\$9,804.81

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

September 18, 2014

MEMORIAL CITY REDEVELOPMENT AUTHORITY

	Client/Matter:	MEM001-03
	Statement Number:	69213
Projects	Billing Attorney:	Trey Lary

REMITTANCE PAGE

Fees for services posted through September 12, 2014	11,925.00
Expenses and Other Items posted through September 12, 2014	41.46
Total Amount Due:	\$11,966.46

Don Huml: Executive Director

Reviewed: Allen Huml

Date: 09-25-14

Code: 7000

Amount: \$11,966.46

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*

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Taxpayer ID 74-3091731

September 18, 2014

MEMORIAL CITY REDEVELOPMENT AUTHORITY

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

Client/Matter:
Statement Number
Billing Attorney:

MEM001-03
69213
Trey Lary

Projects

Professional Fees

Fees for services posted through September 12, 2014, as follows:

<u>Date</u>	<u>Professional</u>		<u>Hours</u>
<u>Conrad Saur detention pond</u>			
08/11/14	Jessica Holoubek	Work on Development Agreement	0.50
08/12/14	Jessica Holoubek	Work on development agreement matters	0.50
08/13/14	Jessica Holoubek	Work on development agreement	0.25
08/13/14	Erin McGibbon	Review and make suggested revisions to the Conrad Sauer Detention Pond Development Agreement	0.75
09/03/14	Roderick Conegie	Research and forward Development Agreement as requested by Attorney	0.25
			<i>Total Task Hours:</i> 2.25
			<i>Total Task Amount:</i> \$655.00
<u>Lumpkin I-10 Westview - 1709</u>			
08/04/14	Kristen Hogan	Work on right-of-way acquisition matters	0.25
08/11/14	Anne Newtown	Conference with Sarah Shannon regarding title and survey	0.50
08/11/14	Sarah A. Shannon	Conference with Anne Newtown regarding Home Depot title and survey review.	0.50
08/12/14	Jessica Holoubek	Work on right-of-way acquisition matters; receive and review various email correspondence regarding contract bidding and follow up regarding the same	0.75
08/12/14	Anne Newtown	Review title report on parcel issued by Stewart; various correspondence regarding same; meeting with Jessica Holoubek and Sarah Shannon regarding same; review reciprocal easement agreement; correspondence with Jessica Holoubek regarding same.	2.00
08/12/14	Sarah A. Shannon	Attention to title information and conference with Anne Newtown regarding same.	0.75

08/13/14	Jessica Holoubek	Work on property conveyance matters	0.25
08/14/14	Anne Newtown	Review revised title commitment	0.50
08/16/14	Anne Newtown	Correspondence regarding pending conveyances.	0.25
08/19/14	Anne Newtown	Draft releases of reciprocal easement and development agreement.	2.00
08/25/14	Jessica Holoubek	Work on property conveyance matters	0.50
08/25/14	Anne Newtown	Conference with Jessica Holoubek, Kristen Hogan, and Sarah Shannon regarding pending conveyances.	1.00
08/25/14	Kristen Hogan	Status meeting regarding right-of-way acquisitions	0.50
08/25/14	Sarah A. Shannon	Attention to pending ROW conveyance matter and title review. Conference regarding same.	1.25
08/28/14	Jessica Holoubek	Telephone conference with Muhamad Ali regarding temporary construction easements	0.25
08/29/14	Jessica Holoubek	Work on property conveyance matters	1.25
08/29/14	Anne Newtown	Correspondence regarding parcel acquisition; review title work; correspondence with Jessica Holoubek regarding same.	1.50
08/29/14	Erin McGibbon	Email Houston Community College System regarding the Temporary Construction Easement; Follow up with Sharon Flowers regarding the signed street conveyance	0.75
09/05/14	Jessica Holoubek	Work on property acquisition matters	0.50
09/05/14	Anne Newtown	Review proposed CNP easement to COH	0.75
09/08/14	Jessica Holoubek	Work on property acquisition matters	0.50
09/08/14	Anne Newtown	Work on PSA; various correspondence regarding same.	2.00
09/10/14	Jessica Holoubek	Work on property acquisition matters	0.25
09/11/14	Jessica Holoubek	Work on property acquisition matters; telephone conference with Steve at PAS	0.75

Total Task Hours: 19.50
Total Task Amount: \$7,945.00

Memorial Drainage & Mobility - 1731B

08/12/14	Jessica Holoubek	Receive and review various email correspondence regarding engineering design and follow up regarding the same	0.25
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Total Task Hours: 0.25
Total Task Amount: \$102.50

Town & Country W. Drain/Mobil - 1717

06/07/14	Anne Newtown	Review proposed site plan.	0.50
08/04/14	Kristen Hogan	Telephone conference with Trammell Crow regarding temporary right of entry agreement for fence and forward final documents for execution.	0.25

Total Task Hours: 0.75
Total Task Amount: \$302.50

W140 Channel Improvements - 1734

08/25/14	SHARED FEES	Work on engineering services agreements for various Authority projects.	8.25
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<i>Total Task Hours:</i>	8.25
<i>Total Task Amount:</i>	\$2,920.00
Total Fees:	\$11,925.00

Expenses and Other Items

Expenses and Other Items posted through September 12, 2014, as follows:

08/08/14	KH	Federal Express: Boyar Miller	15.48
08/15/14	KH	Courier charges: Metronational	10.50
08/26/14	KH	Federal Express: Property Acquisition Services	15.48
Total Expenses and Other Items:			41.46

TASK FEE BREAKDOWN

	<u>Hours</u>	<u>Amount</u>
Conrad Saur detention pond	2.25	655.00
Lumpkin I-10 Westview - 1709	19.50	7,945.00
Memorial Drainage & Mobility - 1731B	0.25	102.50
Town & Country W. Drain/Mobil - 1717	0.75	302.50
W140 Channel Improvements - 1734	8.25	2,920.00

Total Fees:	\$11,925.00
Total Expenses and Other Items:	\$41.46
Total Amount Due:	\$11,966.46

eSiteful

12777 Jones Road, Suite 175
Houston, TX 77070

832-604-7083

Invoice

Date	Invoice No
09/02/2014	4629
Terms	Due Date
Net 30	10/02/2014

Bill To
Ms. Michelle Lofton ETI Bookkeeping Services P.O. Box 73109 Houston, TX 77273

Activity	Quantity	Rate	Amount
• Houston TIRZ 17 Website Maintenance - August 2014 (see timesheet for details)	9	130.00	1,170.00
Don Huml: Executive Director Reviewed: <u><i>Don Huml</i></u> Date: <u>09-25-14</u> Code: <u>6343</u> <u>\$1,170.00</u>			
Total			\$1,170.00

Project Activity Report



From 08/01/2014 through 08/31/2014; Houston TIRZ 17; Maintenance; Billable time only

Work type	%	Time	Rate	Total
Summary of billable time				
Meeting	55.56%	5.000	\$130.00	\$650.00
Production	41.67%	3.750	\$130.00	\$487.50
Technical Support	2.78%	0.250	\$130.00	\$32.50
Total billable time		9.000	\$130.00	\$1,170.00
Total Time		9		\$1,170.00

Billable time details											
#	Task	Client	Project	Module	Estimate	Date	Work type	Person	Time	Rate	Total
1863	Setup Weekly Traffic Report for Don Huml	Houston TIRZ 17 Maintenance		-	0.25	08/19/2014	Production	Chris White	0.250	\$130.00	\$32.50
1908	Annexation Public Comment Page	Houston TIRZ 17 Maintenance		-	0	08/26/2014	Meeting	Bao Tran	1.500	\$130.00	\$195.00
						08/26/2014	Production	Bao Tran	1.000	\$130.00	\$130.00
						08/27/2014	Meeting	Les Lee	0.500	\$130.00	\$65.00
						08/29/2014	Meeting	Joshua Bowle	0.500	\$130.00	\$65.00
						08/29/2014	Meeting	Les Lee	0.500	\$130.00	\$65.00
							Task Subtotal			4.000	\$130.00
1926	Give Board Access to Don Huml Emails, calendars, and tasks	Houston TIRZ 17 Maintenance		-	0	08/19/2014	Meeting	Les Lee	0.500	\$130.00	\$65.00
						08/19/2014	Production	Les Lee	1.500	\$130.00	\$195.00
						08/21/2014	Meeting	Bao Tran	1.000	\$130.00	\$130.00
						08/22/2014	Production	Les Lee	1.000	\$130.00	\$130.00
						08/26/2014	Meeting	Les Lee	0.500	\$130.00	\$65.00
							Task Subtotal			4.500	\$130.00
1927	attachment error message investigation	Houston TIRZ 17 Maintenance		-	0	08/01/2014	Technical Support	Bao Tran	0.250	\$130.00	\$32.50

Total Billable Time	0.25	9.000	\$130.00	\$1,170.00
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Grand Total

Total Billable Time				\$1,170.00
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Total Time and Fees				\$1,170.00
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12777 Jones Road, Suite 175
Houston, TX 77070

832-604-7083

Invoice

Date	Invoice No.
09/02/2014	4636
Terms	Due Date
Due on receipt	09/02/2014

Bill To
Ms. Michelle Lofton ETI Bookkeeping Services P.O. Box 73109 Houston, TX 77273

Activity	Quantity	Rate	Amount
• 2nd Email Exchange Hosting - Annual - (September 2014 - August 2015)	11.95	12.00	143.40
Total			\$143.40

Don Huml: Executive Director

Reviewed: Alan Huml

Date: 09-25-14

Code: 6343

Amount: \$143.40



To: Memorial City Redevelopment
 Authority/Houston TIRZ 17
 Attn: Don Hunt
 8955 Katy Freeway, Suite 215
 Houston, TX 77024

Date: September 17, 2014
 Invoice No: 159810
 For Period: August
 Project No: RHTS301.B
 Project Manager: James Vick

Project Memorial City WO#2 On-Call Planning

Professional Services from August 01, 2014 to August 31, 2014

Professional Personnel

	Hours	Rate	Amount
Principals			
Vick, James	3.50	210.00	735.00
Associates			
Robinson, Michael	2.00	109.50	219.00

Total Fee Due This Invoice

954.00

Total this Invoice

\$954.00

Don Huml: Executive Director

Reviewed: Don Huml

Date: 09-25-14

Code: 7000 - 1725

Amount: \$ 954.00

Remit To:
 SWA Group
 P.O.Box 5904
 Sausalito, CA 94966
 (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.



WORK PERFORMED - DETAIL (June 30, 2014 thru August 31, 2014)

	<u>HOURS</u>	<u>COMMENTS</u>
MEETINGS & CONFERENCES WITH EXECUTIVE DIRECTOR		
1. Vick, James	1.5	Bi-weekly meeting
ATTENDANCE AT BOARD MEETINGS		
1. Vick, James	0	Regular Board Meeting
COH / HPARD MEETINGS		
1. Vick, James	0	HPARD
MANAGEMENT DISTRICTS		
1. Vick, James	.2	MCMD Board
2. Robinson, Michael, James	2	MCMD Board
SITE VISITS		
1. Vick, James	0	
ENGINEER MEETINGS / COORDINATION		
1. Vick, James	0	Klotz / Gunda / LAN
<hr/>		
TOTAL	5.5	HOURS



To: Memorial City Redevelopment
 Authority/Houston TIRZ 17
 Attn: Don Huml
 8955 Katy Freeway, Suite 215
 Houston, TX 77024

Date: September 17, 2014
 Invoice No: 159811
 For Period: August
 Project No: RHTS401
 Project Manager: James Vick

Project Lumkin Road Enhancements - Detailed Design 1709

WORK PERFORMED:
 Revise 95% documents
 Coordination with LAN
 Coordination with Stakeholders

Professional Services from August 01, 2014 to August 31, 2014

Fee			
Total Fee	55,000.00		
Percent Complete	98.00	Total Earned	53,900.00
		Previous Fee Billing	47,300.00
		Current Fee Billing	6,600.00
		Total Fee	6,600.00

Total this Invoice \$6,600.00

Don Huml: Executive Director
 Reviewed: Don Huml
 Date: 09-25-14
 Code: 7000-1709
 Amount: \$6,600.00

Remit To:
 SWA Group
 P.O.Box 5904
 Sausalito, CA 94966
 (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.



To: Memorial City Redevelopment
 Authority/Houston TIRZ 17
 Attn: Don Huml
 8955 Katy Freeway, Suite 215
 Houston, TX 77024

Date: September 17, 2014
 Invoice No: 159813
 For Period: August
 Project No: RHHS403
 Project Manager: James Vick

Project: Streetscape Standards

Don Huml: Executive Director

Reviewed: Don Huml

Date: 09-25-14

Code: 7000-1725

Amount: \$14,485.70

WORK PERFORMED:

- Develop standards format/content/TOC
- Research regulations/supporting documentation
- Develop supporting diagrams
- Meetings with Stakeholders
- Conferences & meetings with owner
- Prepare draft document

Professional Services from August 01, 2014 to August 31, 2014

Professional Personnel

	Hours	Rate	Amount
Principals			
Vick, James	15.00	210.00	3,150.00
Associates			
Rentrop, Rhett	1.50	134.20	201.30
Robinson, Michael	4.50	109.50	492.75
Staff			
Hafiz, Tarana	105.00	82.33	8,644.65
Lu, Fangyl	25.00	79.88	1,997.00

Total Fee Due This Invoice **14,485.70**


Total this Invoice **\$14,485.70**

1725

Remit To:
 SWA Group
 P.O.Box 5904
 Sausalito, CA 94966
 (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.

Invoice

klotz  associates

1160 Dairy Ashford, Suite 500
Houston, Texas 77079
T 281.589.7257 F 281.589.7309
houston.office@klotz.com

Mr. Don Huml
Executive Director
Memorial City Redevelopment Authority
8955 Katy Freeway, Suite 215
Houston, TX 77024

September 23, 2014
Project No: 1111.002.000
Invoice No: 914073

TIRZ 17 Memorial City Redevelopment Authority Briar Branch Channel Improvements
TIRZ 17 CIP No. T-1734
HCFCU Unit W140-01-00

For Professional Services rendered from August 16, 2014 to September 15, 2014:

Description	Contract Amount	Percent Complete	Billed to Date	Previously Invoiced	Current Invoice
Basic Services (LS)	624,155.00	60.98	380,609.72	335,920.22	44,689.50
Additional Services (T&M)	89,645.00	53.1501	47,646.45	47,646.45	0.00
Total Fee	713,800.00		428,256.17	383,566.67	44,689.50
					44,689.50
					\$44,689.50

Recap:	Current	Previous	To-Date
Total Billings	44,689.50	383,566.67	428,256.17
Contract Amount			713,800.00
Balance			285,543.83

Total Due This Invoice: \$44,689.50

Don Huml: Executive Director

Reviewed: Don Huml

Date: 09-25-14

Code: 7000-1734

Amount: \$ 44,689.50

Memorial City Redevelopment Authority / TIRZ 17

Briar Branch (W140-01-00) Channel Improvements
 TIRZ 17 CIP No. T-1734
 Master Agreement (07-30-13) Task Order No.2
 Klotz Assoc. Job No. 1111.002.000

1160 Dairy Ashford, Suite 500
 Houston, Texas 77079
 T 281.589.7257 F 281.589.7309
 houston.office@klotz.com

Professional Services Summary
 Through 9/15/14
 Invoice # 914073

Task	Contract Budget Fees	Authorized Amounts	Percent Complete %	Budget Amount Earned	Previously Billed	Earned This Period
<u>Basic Services</u>						
I. Phase I - PER (Complete)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
II. Phase II - Final Design	\$624,155.00	\$624,155.00	60.98%	\$380,609.72	\$335,920.22	\$44,689.50
III. Phase III - CPS (Not Authorized)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Basic Services	\$624,155.00	\$624,155.00		\$380,609.72	\$335,920.22	\$44,689.50
<u>Additional Engineering Services / SubContracted Services / Reimbursible Expenses</u>						
I. Additional Engineering Services	\$35,820.00					
1. TCPs - Traffic Control Plans		\$23,280.00	88.27%	\$20,550.00	\$20,550.00	\$0.00
2. SW3P - StormWater Pollution Prevention Plans		\$12,540.00	98.44%	\$12,345.00	\$12,345.00	\$0.00
II. SubContracted Services	\$29,502.90					
1. Add'l Topo. Survey		\$29,502.90	50.00%	\$14,751.45	\$14,751.45	\$0.00
III. Reimbursible Expenses	\$24,322.10					
1. Reimbursible Expenses		\$24,322.10	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Additional Services	\$89,645.00	\$89,645.00		\$47,646.45	\$47,646.45	\$0.00
Total Professional Services Fees	\$713,800.00	\$713,800.00		\$428,256.17	\$383,566.67	\$44,689.50

Total Fees Earned this Period	\$44,689.50
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Monthly Progress Report

**Project: Memorial City Redevelopment Authority / TIRZ 17
Briar Branch (W140-01-00) Channel Improvements
Ph II - Design**

CIP No: T-1734

Period: Through September 15, 2014

Job No: 1111.002.000

Prepared By: W. Edward Conger PE

Activities Completed this Period

1. Ph II Final Design - Authorization received dated 03/07/14.
 - a. Basic and Additional Services
 - 1.) Continued Review of the draft LAN Preliminary Engineering Report and Drainage Impact Report for this project as well as the project documentation provided by LAN.
 - 2.) Continue to refine Briar Branch SWMM model.
 - 3.) Klotz Associates continued design plans. The design plan and profiles continued using the additional survey.
 - 4.) SW3P and TCP plans continue. Draft SW3P report continue.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ, LAN and SWA as required.
 - 3.) Attended and provided project update at TIRZ Board Meeting on 08-26-14.
 - 4.) Attended and assisted with TIRZ Town Hall Meeting on 09-15-14.
2. Ph II Sub-consultant (Survey - Kuo & Associates) - Additional survey initial task complete.

Activities Planned for Next Period

1. Ph II Final Design.
 - a. Basic and Additional Services
 - 1.) Conduct additional project research, field reconnaissance and site visits as required for design.
 - 2.) Continue review of the project draft Preliminary Engineering Report, Drainage Impact Report and project documentation provided by LAN.

3.) Continue development of design plans for review submittal in November.

b. Meetings

- 1.) Project Team Meetings as required.
- 2.) Coordination mtg. with SWA planned for 09-23-14.
- 3.) Additional meetings with TIRZ, LAN and SWA as required.
- 4.) Attend and provide project update at TIRZ Board Meeting on 09-30-14.

2. Ph II Sub-consultant (Survey – Kuo & Associates)

- 1.) Kuo to complete additional survey work along and adjacent to Briar Branch as needed for Final Design.

Issues and Information we are waiting to receive - None



MEMORIAL CITY REDEVELOPMENT AUTHORITY
Tax Increment Reinvestment Zone No. 17

Estimate No. : 15
 Cut Off Date : 09/05/14
 Estimate Date : 09/09/14

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

Project Name : Barryknoll Lane East - Roadway and Drainage Improvements
 Contractor Name : Texas Sterling Construction Co.
 Address : 20810 Fernbush
 Houston, TX 77073

WBS No. : T-170015-0001-3

Contract Date : 2/28/2013
 Start Date : 3/18/2013
 Current Contract Completion Date : 7/9/2014
 Substantial Completion Date :
 Percentage By Time : 104.39% In Place : 93.42%
 Date Insurance Exp. : 3/1/2014 Drug Policy Due Date: N/A
 Current M/SBE : 15.1/6.7%

CONTRACT TIME IN CALENDAR DAYS

Original Contract Time : 365
 Approved Extensions : 113
 Total Contract Time : 478
 Days Used to Date : 499
 Days Remaining to Date : 21
 Schedule Update Received : 6/3/2014

CONTRACT AMOUNT TO DATE :

1. Original Contract Amount \$5,874,319.99

2. Approved Change Orders

No	Date	Ext.Days	Amount
1	04/26/2013		(\$102,683.53)
2	07/30/2013	7	\$52,601.72
3	05/13/2014	106	\$18,969.60

Total Approved Extensions **113** Total Change Orders to Date \$31,112.21

3. Approved Work Change Directives

No	Date	Amount

Total Pending Work Change Directives to Date \$0.00

TOTAL CONTRACT AMOUNT (excludes WCDs) \$5,843,207.78

A. EARNINGS TO DATE

1. Work Completed to Date 92.92% Complete \$5,458,603.03
 2. Material Stored on Site \$ 0.00
 3. Material Stored in Place \$ 0.00
 4. Balance-Materials Accepted Not in Place \$ 0.00 @ 85%
 5. Work Change Directives - In Place \$0.00

TOTAL EARNINGS TO DATE \$5,458,603.03

B. DEDUCTIONS

1. Retainage 5% Of \$5,458,603.03 \$272,930.15
 2. Retainage Release 0% Of \$5,458,603.03 \$0.00
 3. Total Retainage \$272,930.15
 4. Liquidated Damages 0.00 Days @ \$5,000.00 \$0.00
 5. Assessments \$0.00
 6. Inspector Overtime Costs \$0.00

TOTAL DEDUCTIONS \$272,930.15

C. AMOUNT DUE THIS PERIOD

1. Total Earnings to Date \$5,458,603.03
 2. Total Deductions \$272,930.15
 3. Total Payments Due \$5,185,672.88
 4. Less Previous Payments \$5,026,930.79
 5. Restoration Adjustment \$0.00

TOTAL AMOUNT DUE CONTRACTOR THIS DATE \$158,742.09

BALANCE REMAINING \$415,716.96

Prepared By

Richard L. Butler

Checked By

Don Hunt: Executive Director 9/9/14
 Victor Rendon Date

Reviewed By

Muhammad Ali

9/2/2014
 Date

Reviewed:

Date: 09-18-2014

Code: 7000 - 1715A

Pay Est. No. 15

Printed 9/2/2014 @ 5:02 PM

Page 1 of 1

Amount: \$158,742.09

TSC Viewpoint Phase	Bid Item	Description	Units	Bid Qty	Unit Price	August '14 Monthly Qty	August '14 Monthly Amount	August '14 Qty	August '14 Total Amount	Contract Total	% Complete	July '14 Month
500000	1	Mobilization	LS	1	\$24,000.00	0.00	\$0.00	1.00	\$24,000.00	\$24,000.00	100.00%	1.00
502000	2	Traffic Control and Regulation	LS	1	\$72,000.00	0.00	\$0.00	0.98	\$70,560.00	\$72,000.00	98.00%	0.98
9922	3	Uniformed Police Officers	HR	2920	\$37.00	81.50	\$3,015.50	2,629.50	\$97,291.50	\$108,040.00	90.05%	2,548.00
512190	4	Portable Concrete Low Profile Traffic Barrier Inst	LF	1450	\$9.00	0.00	\$0.00	1,450.00	\$13,050.00	\$13,050.00	100.00%	1,450.00
512390	5	Portable Concrete Low Profile Traffic Barrier Move	LF	1450	\$4.00	0.00	\$0.00	1,240.00	\$4,960.00	\$5,800.00	85.52%	1,240.00
512195	6	Portable Concrete Low Profile Traffic Barrier Inst	LF	875	\$9.00	0.00	\$0.00	875.00	\$7,875.00	\$7,875.00	100.00%	875.00
512395	7	Portable Concrete Low Profile Traffic Barrier Move	LF	1400	\$3.00	0.00	\$0.00	1,400.00	\$4,200.00	\$4,200.00	100.00%	1,400.00
512495	8	Portable Concrete Low Profile Traffic Barrier Remo	LF	925	\$7.00	0.00	\$0.00	462.50	\$3,237.50	\$6,475.00	50.00%	462.50
512490	9	Portable Concrete Low Profile Traffic Barrier Remo	LF	1400	\$7.00	0.00	\$0.00	1,400.00	\$9,800.00	\$9,800.00	100.00%	1,400.00
10	10	Tree and Plant Protection	LS	1	\$33,000.00	0.00	\$0.00	0.88	\$29,040.00	\$33,000.00	88.00%	0.88
11	11	Filter Fabric Fence Inlet Protection (Stage 1)	LF	790	\$1.30	0.00	\$0.00	395.00	\$513.50	\$1,027.00	50.00%	395.00
12	12	Sandbags Inlet Protection (Stage 2)	LF	500	\$1.30	0.00	\$0.00	290.00	\$377.00	\$650.00	58.00%	290.00
13	13	Stabilized Construction Access	LS	1	\$2,500.00	0.00	\$0.00	0.00	\$0.00	\$2,500.00	0.00%	0.00
81 TOTAL - GENERAL ITEMS										\$288,417.00		
670015	14	Construct Type-C Manhole (48-inch diameter) on Box	EA	11	\$1,700.00	2.00	\$3,400.00	11.50	\$19,550.00	\$18,700.00	104.55%	9.50
670010	15	Construct Type C Manhole, Complete in Place	EA	6	\$4,000.00	0.00	\$0.00	4.00	\$16,000.00	\$24,000.00	66.67%	4.00
104212	16	Remove and Dispose of 12-inch Diameter Storm Sewer	LF	63	\$15.00	0.00	\$0.00	7.00	\$105.00	\$945.00	11.11%	7.00
104218	17	Remove and Dispose of 18-inch Diameter Storm Sewer	LF	295	\$15.00	0.00	\$0.00	230.00	\$3,450.00	\$4,425.00	77.97%	230.00
104224	18	Remove and Dispose of 24-inch Diameter Storm Sewer	LF	564	\$15.00	0.00	\$0.00	285.00	\$4,275.00	\$8,460.00	50.53%	285.00
104236	19	Remove and Dispose of 36-inch Diameter Storm Sewer	LF	67	\$15.00	0.00	\$0.00	16.00	\$240.00	\$1,005.00	23.88%	16.00
104254	20	Remove and Dispose of 54-inch Diameter Storm Sewer	LF	410	\$28.00	24.00	\$672.00	528.00	\$14,784.00	\$11,480.00	128.78%	504.00
104260	21	Remove and Dispose of 60-inch Diameter Storm Sewer	LF	1225	\$30.00	0.00	\$0.00	920.00	\$27,600.00	\$36,750.00	75.10%	920.00
104266	22	Remove and Dispose of 66-inch Diameter Storm Sewer	LF	110	\$30.00	0.00	\$0.00	186.00	\$5,580.00	\$3,300.00	169.09%	186.00
104272	23	Remove and Dispose of 72-inch Diameter Storm Sewer	LF	890	\$30.00	0.00	\$0.00	890.00	\$26,700.00	\$26,700.00	100.00%	890.00
104700	24	Remove and Dispose of existing Inlets, all types	EA	23	\$510.00	0.00	\$0.00	23.00	\$11,730.00	\$11,730.00	100.00%	23.00
104800	25	Remove and Dispose of existing Manholes, all types	EA	18	\$500.00	0.00	\$0.00	17.50	\$8,750.00	\$9,000.00	97.22%	17.50
610000	26	Provide Trench Safety System	LF	3499	\$1.00	36.00	\$36.00	2,261.00	\$2,261.00	\$3,499.00	64.62%	2,225.00
630806	27	Construct Box Culvert-Precast 8' x 6' Storm	LF	5152	\$446.00	36.00	\$16,056.00	5,152.00	\$2,297,792.00	\$2,297,792.00	100.00%	5,116.00
630805	28	Construct Box Culvert - Precast 5-foot x 8-foot St	LF	26	\$460.00	0.00	\$0.00	0.00	\$0.00	\$11,960.00	0.00%	0.00
610060	29	Construct 60-inch Reinforced Concrete Pipe, Complete	LF	49	\$350.00	0.00	\$0.00	49.00	\$17,150.00	\$17,150.00	100.00%	49.00
610024	30	Construct 29-inch x 45-inch Elliptical Reinforced C	LF	30	\$250.00	0.00	\$0.00	30.00	\$7,500.00	\$7,500.00	100.00%	30.00
610036	31	Construct 36-inch Reinforced Concrete Pipe, Complete	LF	10	\$300.00	0.00	\$0.00	20.00	\$6,000.00	\$3,000.00	200.00%	20.00
610030	32	Construct 30-inch Reinforced Concrete Pipe, Complete	LF	33	\$140.00	0.00	\$0.00	33.00	\$4,620.00	\$4,620.00	100.00%	33.00
610024	33	Construct 24-inch Reinforced Concrete Pipe Storm L	LF	710	\$90.00	0.00	\$0.00	601.00	\$54,090.00	\$63,900.00	84.65%	601.00
610018	34	Construct 18-inch Reinforced Concrete Pipe Storm L	LF	40	\$90.00	0.00	\$0.00	40.00	\$3,600.00	\$3,600.00	100.00%	40.00
35	35	Construct Box Culvert-Precast 8-foot x 5-foot Stor	EA	1	\$900.00	0.00	\$0.00	0.00	\$0.00	\$900.00	0.00%	0.00
36	36	Construct 60-inch Diameter Plug, Complete in Place	EA	1	\$900.00	0.00	\$0.00	1.00	\$900.00	\$900.00	100.00%	1.00
660200	37	Construct Type A Inlet - Complete in Place	EA	3	\$2,500.00	0.00	\$0.00	3.00	\$7,500.00	\$7,500.00	100.00%	3.00
660000	38	Construct Type C Inlet-Complete in Place	EA	8	\$3,000.00	0.00	\$0.00	8.00	\$24,000.00	\$24,000.00	100.00%	8.00
660050	39	Construct Type BB Inlet-Complete in Place	EA	15	\$2,500.00	0.00	\$0.00	12.00	\$30,000.00	\$37,500.00	80.00%	13.00
40	40	Construct Junction to Box Culvert from new Lateral	EA	20	\$700.00	2.00	\$1,400.00	20.00	\$14,000.00	\$14,000.00	100.00%	18.00
671000	41	Construct Junction Box # 107-B, Complete in Place	EA	1	\$50,000.00	0.00	\$0.00	1.00	\$50,000.00	\$50,000.00	100.00%	1.00
671020	42	Construct Junction Box #124, Including MH, Rings a	EA	0	\$50,000.00	0.00	\$0.00	0.00	\$0.00	deleted	deleted	0.00
671030	43	Construct Junction Box #121, Including MH, Rings a	EA	0	\$50,000.00	0.00	\$0.00	0.00	\$0.00	deleted	deleted	0.00
671040	44	Construct Junction Box #136, Including MH, Ring a	EA	0	\$50,000.00	0.00	\$0.00	0.00	\$0.00	deleted	deleted	0.00
45	45	Furnish and Install Ring Grates	EA	10	\$500.00	0.00	\$0.00	6.00	\$3,000.00	\$5,000.00	60.00%	6.00
46	46	Furnish and Install 48" Flap Valve, Complete in P	EA	2	\$16,000.00	0.00	\$0.00	2.00	\$32,000.00	\$32,000.00	100.00%	2.00
82 TOTAL - STORM SEWER ITEMS										\$2,693,177.00		
										\$19,064.00		
										\$2,741,316.00		

Barnyknoll East Drainage and Roadway Reconstruction Project

WBS No. T-170015-003

TSC Invoice # 1302-15
July 31st, 2014 thru Sept. 3th, 2014

TSC Viewpoint Phase	Bid Item	Description	Units	Bid Qty	Unit Price	August '14		August '14		Contract Total	% Complete	July '14	
						Monthly Qty	Monthly Amount	Todate Qty	Todate Amount			Month	Todate
710000	47	Provide Trench Safety System for Water Line	LF	1040	\$1.00	0.00	\$0.00	684.00	\$684.00	\$1,040.00	65.77%	684.00	684.00
721012	48	Furnish and Install 12-inch Water Line by Trenchline	LF	20	\$250.00	0.00	\$0.00	2.00	\$500.00	\$5,000.00	10.00%	2.00	2.00
721008	49	Furnish and Install 8-inch Water Line by Trenches	LF	3207	\$65.00	0.00	\$0.00	3,403.60	\$221,234.00	\$208,455.00	106.13%	3,403.60	3,403.60
715008	50	Furnish and Install 8-inch DIP Water Line w/ Restr	LF	343	\$170.00	0.00	\$0.00	445.80	\$75,786.00	\$58,310.00	129.97%	445.80	445.80
716008	51	Furnish and Install 8-inch Water Line w/ Restraine	LF	232	\$140.00	0.00	\$0.00	52.70	\$7,378.00	\$32,480.00	22.72%	52.70	52.70
731016	52	Furnish and Install 8-inch Water Line in 16-inch C	LF	274	\$150.00	0.00	\$0.00	271.20	\$40,680.00	\$41,100.00	98.98%	271.20	271.20
712008	53	Furnish and Install 8-inch DIP Water Line, Pressur	LF	54	\$170.00	0.00	\$0.00	28.00	\$4,760.00	\$9,180.00	51.85%	28.00	28.00
721002	54	Furnish and Install 2-inch Water Line by Trenches	LF	12	\$201.00	0.00	\$0.00	6.00	\$1,206.00	\$2,412.00	50.00%	6.00	6.00
721004	55	Furnish and Install 4-inch Water Line by Trenches	LF	25	\$150.00	0.00	\$0.00	7.20	\$1,080.00	\$3,750.00	28.80%	7.20	7.20
716006	56	Furnish and Install 6-inch Water Line with Restrail	LF	1	\$210.00	0.00	\$0.00	5.00	\$1,050.00	\$2,100.00	50.00%	5.00	5.00
750806	57	Furnish and Install 8-inch Tapping Sleeve and Valv	EA	1	\$4,000.39	0.00	\$0.00	1.00	\$4,000.39	\$4,000.39	100.00%	1.00	1.00
760002	58	Wet Connection to Existing 2-inch Waterline	EA	3	\$1,000.00	0.00	\$0.00	2.00	\$2,000.00	\$3,000.00	66.67%	2.00	2.00
770002	59	Cut, Plug and Abandon Existing 2-inch Waterline	EA	3	\$300.00	0.00	\$0.00	2.00	\$600.00	\$900.00	66.67%	2.00	2.00
760006	60	Wet Connection to Existing 6-inch Water Line	EA	1	\$1,800.00	0.00	\$0.00	1.00	\$1,800.00	\$1,800.00	100.00%	1.00	1.00
770006	61	Cut, Plug and Abandon Existing 6-inch Water Line	EA	1	\$500.00	0.00	\$0.00	1.00	\$500.00	\$500.00	100.00%	1.00	1.00
760008	62	Wet Connection to Existing 8-inch Water Line	EA	12	\$2,000.00	0.00	\$0.00	13.00	\$26,000.00	\$24,000.00	108.33%	13.00	13.00
770008	63	Cut, Plug and Abandon Existing 8-inch Water Line	EA	13	\$700.00	0.00	\$0.00	14.00	\$9,800.00	\$9,100.00	107.69%	14.00	14.00
760012	64	Wet Connection to Existing 12-inch Water Line	EA	1	\$2,100.00	0.00	\$0.00	1.00	\$2,100.00	\$2,100.00	100.00%	1.00	1.00
770012	65	Cut, Plug and Abandon Existing 12-inch Water Line	EA	1	\$800.00	0.00	\$0.00	1.00	\$800.00	\$800.00	100.00%	1.00	1.00
780150	66	Furnish and Install Fire Hydrant Assembly w/6-inch	EA	7	\$4,000.00	0.00	\$0.00	7.00	\$28,000.00	\$28,000.00	100.00%	7.00	7.00
780005	68	5/8" to 1" Diameter Copper Service Connection, Sho	EA	12	\$1,000.00	0.00	\$0.00	6.00	\$6,000.00	\$12,000.00	50.00%	6.00	6.00
780010	69	5/8" to 1" Diameter Copper Service Connection, Lon	EA	4	\$1,500.00	0.00	\$0.00	1.00	\$1,500.00	\$6,000.00	25.00%	1.00	1.00
780015	70	1.5" to 2" Diameter Copper Service Connection, Sho	EA	2	\$1,100.00	0.00	\$0.00	2.00	\$2,200.00	\$2,200.00	100.00%	2.00	2.00
780020	71	1.5" to 2" Diameter Copper Service Connection, Lon	EA	10	\$1,700.00	0.00	\$0.00	0.00	\$0.00	\$17,000.00	0.00%	0.00	0.00
		B3 TOTAL WATER LINE ITEMS					\$0.00		\$443,158.39	\$478,727.39			
810000	72	Provide Trench Safety System for Sanitary Sewer	LF	2841	\$1.00	0.00	\$0.00	2,738.00	\$2,738.00	\$2,841.00	96.37%	2,738.00	2,738.00
830100	73	Remove and Dispose of Sanitary Sewer Manholes	EA	14	\$500.00	0.00	\$0.00	12.00	\$6,000.00	\$7,000.00	85.71%	12.00	12.00
830100	74	Construct Sanitary Sewer Manhole, Complete in Plac	EA	17	\$4,000.00	0.00	\$0.00	14.00	\$56,000.00	\$68,000.00	82.35%	14.00	14.00
811021	75	Construct 21-inch Sanitary Sewer, Complete in Plac	LF	58	\$150.00	0.00	\$0.00	63.00	\$9,450.00	\$8,700.00	108.62%	63.00	63.00
830321	76	Remove and Dispose 21-inch Sanitary Sewer	LF	1646	\$5.00	0.00	\$0.00	1,651.00	\$8,255.00	\$8,230.00	100.30%	1,651.00	1,651.00
811020	77	Construct 20-inch Sanitary Sewer, Pressure Class 1	LF	1588	\$140.00	0.00	\$0.00	1,604.00	\$224,560.00	\$222,320.00	101.01%	1,604.00	1,604.00
830318	78	Remove and Dispose 18-inch Sanitary Sewer	LF	20	\$5.00	0.00	\$0.00	0.00	\$0.00	\$100.00	0.00%	0.00	0.00
811018	79	Construct 18-inch Sanitary Sewer, Pressure Class 1	LF	20	\$220.00	0.00	\$0.00	0.00	\$0.00	\$4,400.00	0.00%	0.00	0.00
811016	80	Construct 16-inch San Sew, Class 150 PSI	LF	43	\$140.00	0.00	\$0.00	46.00	\$6,440.00	\$6,020.00	106.98%	46.00	46.00
830315	81	Remove and Dispose of 15-inch Sanitary Sewer	LF	43	\$5.00	0.00	\$0.00	46.00	\$230.00	\$215.00	106.98%	46.00	46.00
811012	82	Construct 12-inch Sanitary Sewer, Pressure Class 1	LF	1080	\$110.00	0.00	\$0.00	1,029.00	\$113,190.00	\$118,800.00	95.28%	1,029.00	1,029.00
830312	83	Remove and Dispose 12-inch Sanitary Sewer	LF	1080	\$5.00	0.00	\$0.00	1,053.00	\$5,265.00	\$5,400.00	97.50%	1,053.00	1,053.00
830308	84	Remove and Dispose 8-inch Sanitary Sewer	LF	52	\$5.00	0.00	\$0.00	45.00	\$225.00	\$260.00	86.54%	45.00	45.00
811008	85	Construct 8-inch Sanitary Sewer, Pressure Class 15	LF	52	\$100.00	0.00	\$0.00	70.00	\$7,000.00	\$5,200.00	134.62%	70.00	70.00
811000	86	Service Stubs or Reconections without Stack on Sa	EA	6	\$1,200.00	0.00	\$0.00	10.00	\$12,000.00	\$7,200.00	166.67%	10.00	10.00
810100	87	Bypass Pumping	LS	1	\$40,000.00	0.00	\$0.00	1.00	\$40,000.00	\$40,000.00	100.00%	1.00	1.00
		B4 TOTAL SANITARY SEWER ITEMS					\$0.00		\$491,353.00	\$504,686.00			
104000	88	Remove and Dispose of Reinforced Concrete Pavement	SY	12840	\$2.00	92.44	\$184.88	12,932.44	\$25,864.88	\$25,680.00	100.72%	12,840.00	12,840.00
104105	89	Remove and Dispose of Driveways (all Materials, Al	SY	983	\$2.00	44.00	\$88.00	909.57	\$1,819.14	\$1,966.00	92.53%	865.57	865.57
104110	90	Remove and Dispose of Sidewalks (All Materials, Al	SY	1138	\$2.00	0.00	\$0.00	930.93	\$1,861.86	\$2,276.00	81.80%	930.93	930.93
373000	91	Construct Concrete Curb, All Heights, Complete in	LF	4380	\$3.00	445.00	\$1,335.00	4,983.00	\$14,949.00	\$13,140.00	113.77%	4,538.00	4,538.00
262060	92	Construct Lime/Fly-Ash Stabilized Subgrade, 6-inch	SY	14165	\$5.00	0.00	\$0.00	9,284.24	\$55,705.44	\$84,950.00	65.54%	9,284.24	9,284.24

TSC Viewpoint Phase	Bid Item	Description	Units	Bid Qty	Unit Price	August '14 Monthly Qty	August '14 Monthly Amount	August '14 Totodate Qty	Totodate Amount	Contract Total	% Complete	July '14 Month Totodate
260000	93	Furnish Lime for Lime Stabilized Subgrade, Complet	TON	205	\$160.00	0.00	\$0.00	114.31	\$18,289.60	\$32,800.00	55.76%	114.31
390050	94	Construct 7-inch High Early Strength Concrete, Inc	SY	940	\$70.00	44.00	\$3,080.00	1,198.76	\$83,913.20	\$65,800.00	127.53%	1,154.76
371010	95	Construct 10-inch Reinforced Concrete Pavement, Co	SY	12320	\$58.00	1,336.38	\$77,510.04	12,358.96	\$716,819.68	\$714,560.00	100.32%	11,022.58
96	96	Sawcut Exist Pavement	LF	1246	\$5.00	25.00	\$125.00	555.00	\$2,775.00	\$6,230.00	44.54%	530.00
110000	97	Earthwork, Roadway Excavation and Embankment	CY	2464	\$15.00	0.00	\$0.00	2,464.00	\$36,960.00	\$36,960.00	100.00%	2,464.00
390200	98	Construct ADA Accessible Wheelchair Ramps, Complet	SF	2860	\$12.00	0.00	\$0.00	1,409.65	\$16,915.80	\$34,320.00	49.29%	1,409.65
390201	99	Furnish and Install ADA Detectable Warning Pavers,	SY	27	\$120.00	0.00	\$0.00	13.26	\$1,591.20	\$3,240.00	49.11%	13.26
330006	100	Construct 6-inch Hot Mix Asphalt Base Course (Type	TON	258	\$100.00	93.05	\$9,305.00	343.00	\$34,300.00	\$25,800.00	132.95%	249.95
330302	101	Construct 1 1/2-inch Asphaltic Concrete Surface Cour	TON	65	\$130.00	14.38	\$1,869.40	71.55	\$9,301.50	\$8,450.00	110.08%	57.17
390100	102	Construct 4 1/2-inch Concrete Sidewalk, Complete in P	SF	19222	\$6.00	1,830.00	\$10,980.00	16,934.85	\$101,609.10	\$115,332.00	88.10%	15,104.85
1030	103	Remove and Reinstall Existing Mailbox and Post	EA	7	\$150.00	0.00	\$0.00	7.00	\$1,050.00	\$1,050.00	100.00%	7.00
1040	104	Remove and Reconstruct Existing Brick Mailbox Stru	EA	1	\$350.00	0.00	\$0.00	1.00	\$350.00	\$350.00	100.00%	1.00
371005	105	Board Expansion Joint with or without Load Transfe	LF	1360	\$4.00	780.00	\$3,120.00	1,713.00	\$6,852.00	\$5,440.00	125.96%	933.00
1060	106	Horizontal Dowels, All Lengths	EA	2300	\$1.00	780.00	\$780.00	1,661.00	\$1,661.00	\$2,300.00	72.22%	881.00
372000	107	Concrete Pavement Header	LF	420	\$5.00	0.00	\$0.00	286.00	\$1,430.00	\$2,100.00	68.10%	286.00
108	108	Remove and Dispose of Asphalt Pavement, Including	SY	160	\$25.00	0.00	\$0.00	58.67	\$1,466.75	\$4,000.00	36.67%	58.67
		B5 TOTAL PAVING ITEMS					\$108,377.32		\$1,135,485.15	\$1,186,784.00		
109	109	Drill Shaft (Traff Signal Pole) (24-In)(Pedestals	LF	18	\$125.00	0.00	\$0.00	18.00	\$2,250.00	\$2,250.00	100.00%	18.00
110	110	Drill Shaft (Traffic Signal Pole) (30-Inch)	LF	46	\$160.00	0.00	\$0.00	46.00	\$7,360.00	\$7,360.00	100.00%	46.00
111	111	25' Traffic Signal Pole	EA	2	\$4,400.00	0.00	\$0.00	1.00	\$4,400.00	\$8,800.00	50.00%	1.00
112	112	30' Traffic Signal Pole	EA	1	\$4,500.00	0.00	\$0.00	1.00	\$4,500.00	\$4,500.00	100.00%	1.00
113	113	40' Traffic Signal Pole	EA	1	\$6,000.00	0.00	\$0.00	1.00	\$6,000.00	\$6,000.00	100.00%	1.00
114	114	Peel Pole Assembly	EA	2	\$800.00	0.00	\$0.00	2.00	\$1,600.00	\$1,600.00	100.00%	2.00
115	115	Push Button Pole Assembly	EA	1	\$600.00	0.00	\$0.00	1.00	\$600.00	\$600.00	100.00%	1.00
116	116	Saw Cut	LF	316	\$5.00	25.00	\$125.00	25.00	\$125.00	\$1,580.00	7.91%	0.00
117	117	Traffic Signal Construction	EA	1	\$2,400.00	0.00	\$0.00	0.00	\$0.00	\$2,400.00	0.00%	0.00
118	118	Temporary Traffic Signals	EA	1	\$6,000.00	0.00	\$0.00	0.70	\$4,200.00	\$6,000.00	70.00%	0.70
119	119	Removal of Concrete Foundations	EA	4	\$500.00	4.00	\$2,000.00	4.00	\$2,000.00	\$2,000.00	100.00%	0.00
120	120	Remove Traffic Signal Pole Assembly	EA	4	\$400.00	4.00	\$1,600.00	4.00	\$1,600.00	\$1,600.00	100.00%	0.00
121	121	Electrical Service (UL TYPE 3R)	EA	1	\$4,000.00	0.00	\$0.00	1.00	\$4,000.00	\$4,000.00	100.00%	1.00
122	122	Traffic Signal Pull box (5-TY B)	EA	5	\$500.00	0.00	\$0.00	5.00	\$2,500.00	\$2,500.00	100.00%	5.00
123	123	1 1/2-inch (TRENCH) Conduit PVC (Sched 80)	LF	30	\$10.00	0.00	\$0.00	126.00	\$1,260.00	\$300.00	420.00%	126.00
124	124	2-inch (TRENCH) Conduit PVC (Sched 80)	LF	20	\$10.00	0.00	\$0.00	77.00	\$770.00	\$200.00	385.00%	77.00
125	125	3-inch (TRENCH) Conduit PVC (Sched 80)	LF	42	\$12.00	0.00	\$0.00	47.00	\$564.00	\$504.00	111.90%	47.00
126	126	4-inch (TRENCH) Conduit PVC (SCHED 80)	LF	81	\$14.00	0.00	\$0.00	256.00	\$3,584.00	\$1,134.00	316.05%	256.00
127	127	4-inch (BORE) Conduit PVC (SCHED 80)	LF	532	\$15.00	0.00	\$0.00	334.00	\$5,010.00	\$7,980.00	62.78%	334.00
128	128	Loop Detector Wire Cable	LF	1152	\$5.50	0.00	\$0.00	1,152.00	\$6,336.00	\$6,336.00	100.00%	1,152.00
129	129	Loop Detector Lead-in-Cable	LF	958	\$1.25	0.00	\$0.00	958.00	\$1,197.50	\$1,197.50	100.00%	958.00
130	130	VEH SIG SEC (12 INCH) INC (GRN) LED	EA	6	\$170.00	0.00	\$0.00	6.00	\$1,020.00	\$1,020.00	100.00%	6.00
131	131	VEH SIG SEC (12 INCH) INC (VELL) LED	EA	6	\$170.00	0.00	\$0.00	6.00	\$1,020.00	\$1,020.00	100.00%	6.00
132	132	VEH SIG SEC (12 INCH) INC (RED) LED	EA	6	\$170.00	0.00	\$0.00	6.00	\$1,020.00	\$1,020.00	100.00%	6.00
133	133	Back Plate (12 INCH) (3 SEC)	EA	6	\$75.00	0.00	\$0.00	6.00	\$450.00	\$450.00	100.00%	6.00
134	134	PED SIG SEC (12 IN) LED (2 INDICATIONS)	EA	6	\$450.00	0.00	\$0.00	4.00	\$1,800.00	\$2,700.00	66.67%	4.00
135	135	TRF SIG CBL (TY A) (14 AWG) (3 CONDR)	LF	320	\$1.00	0.00	\$0.00	320.00	\$320.00	\$320.00	100.00%	320.00
136	136	TRF SIG CBL (TY A) (14 AWG) (5 CONDR)	LF	336	\$1.25	0.00	\$0.00	336.00	\$420.00	\$420.00	100.00%	336.00
137	137	TRF SIG CBL (TY A) (14 AWG) (7 CONDR)	LF	1262	\$1.50	0.00	\$0.00	1,262.00	\$1,893.00	\$1,893.00	100.00%	1,262.00
138	138	ELECT CONDR (NO. 8) BARE	LF	347	\$0.80	0.00	\$0.00	347.00	\$277.60	\$277.60	100.00%	347.00
139	139	Signal Power (NO. 4 THHN)	LF	31	\$2.00	0.00	\$0.00	0.00	\$0.00	\$62.00	0.00%	0.00
140	140	Detector Unit	EA	3	\$625.00	0.00	\$0.00	3.00	\$1,875.00	\$1,875.00	100.00%	3.00

TSC Viewpoint	Bid Item	Description	Units	Bid Qty	Unit Price	August '14 Monthly Qty	August '14 Monthly Amount	August '14 Totodate Qty	Todate Amount	Contract Total	% Complete	July '14 Month Totodate	
141	141	Phase Selector	EA	2	\$2,300.00	0.00	\$0.00	0.00	\$0.00	\$4,600.00	0.00%	0.00	
142	142	Optical Detector Cable	LF	631	\$1.50	0.00	\$0.00	0.00	\$0.00	\$946.50	0.00%	0.00	
143	143	Controller Cabinet 340 ITS	EA	1	\$19,000.00	0.00	\$0.00	1.00	\$19,000.00	\$19,000.00	100.00%	1.00	
144	144	Model 2070 Controller	EA	1	\$2,600.00	0.00	\$0.00	1.00	\$2,600.00	\$2,600.00	100.00%	1.00	
145	145	Battery Backup System	EA	1	\$5,600.00	0.00	\$0.00	1.00	\$5,600.00	\$5,600.00	100.00%	1.00	
146	146	Audible Pedestrian Signal Units	EA	4	\$1,500.00	0.00	\$0.00	0.00	\$0.00	\$6,000.00	0.00%	0.00	
B6 TOTAL ELECTRICAL & SIGNAL ITEMS										\$3,725.00		\$97,152.10	\$118,645.60
147	147	Install Raised Reflective Pavement Markers-Type I	EA	115	\$4.00	95.00	\$380.00	207.00	\$828.00	\$460.00	180.00%	112.00	
148	148	Install Thermoplastic Pavement Markings (4-inch, S	LF	360	\$0.50	279.75	\$139.88	578.75	\$289.38	\$180.00	160.76%	299.00	
149	149	Install Thermoplastic Pavement Markings (4-inch Br	LF	4550	\$0.50	840.00	\$420.00	2,075.00	\$1,037.50	\$2,275.00	45.60%	1,235.00	
150	150	Install Thermoplastic Pavement Markings (4-inch, S	LF	4600	\$0.50	2,362.66	\$1,181.33	6,404.66	\$3,202.33	\$7,300.00	139.23%	4,042.00	
151	151	Install Thermoplastic Pavement Markings (12-nch So	LF	680	\$3.00	284.63	\$853.89	731.63	\$2,194.89	\$2,040.00	107.59%	447.00	
152	152	Install Thermoplastic Pavement Markings(24-inch So	LF	610	\$6.00	188.71	\$1,132.26	673.71	\$4,042.26	\$3,660.00	110.44%	485.00	
153	153	Install Thermoplastic Pavement Markings (Word)	EA	2	\$160.00	2.00	\$320.00	2.00	\$320.00	\$320.00	100.00%	0.00	
154	154	Install Thermoplastic Pavement Markings (Arrow)	EA	4	\$160.00	4.00	\$640.00	4.00	\$640.00	\$640.00	100.00%	0.00	
155	155	Placement of Permanent Signs	SF	235	\$40.00	0.00	\$0.00	85.00	\$3,400.00	\$9,400.00	36.17%	85.00	
156	156	Remove Existing Signs	SF	225	\$6.00	0.00	\$0.00	9.00	\$54.00	\$1,350.00	4.00%	9.00	
B7 TOTAL SIGNING & PAVE MARKS ITEMS										\$5,067.36		\$16,008.36	\$22,625.00
157	157	Construct 4-inch x 8-inch, 60mm, Concrete Unit Pav	SF	1350	\$16.00	0.00	\$0.00	1,350.00	\$21,600.00	\$21,600.00	100.00%	1,350.00	
158	158	Furnish and Install Sod	SY	178	\$5.00	0.00	\$0.00	590.00	\$2,950.00	\$890.00	331.46%	590.00	
159	159	Fine Grading	SY	178	\$3.00	0.00	\$0.00	568.00	\$1,704.00	\$534.00	319.10%	568.00	
160	160	Prepared Backfill Mix	LS	1	\$2,100.00	0.00	\$0.00	1.00	\$2,100.00	\$2,100.00	100.00%	1.00	
161	161	65 Gallon Savannah Holly (Ilex Attenuata Var Savan	EA	8	\$700.00	0.00	\$0.00	8.00	\$5,600.00	\$5,600.00	100.00%	8.00	
162	162	65 Gallon Bald Cypress (Taxodium Distichum) 3-inch	EA	3	\$700.00	0.00	\$0.00	0.00	\$0.00	\$2,100.00	0.00%	0.00	
163	163	30 Day Truck Watering Sod	LS	1	\$1,300.00	0.00	\$0.00	1.00	\$1,300.00	\$1,300.00	100.00%	1.00	
B8 TOTAL LANDSCAPE ITEMS										\$0.00		\$35,254.00	\$34,124.00
164	164	Re-Mobilization/De-Mobilization	LS	1	\$30,000.00	0.00	\$0.00	1.00	\$30,000.00	\$30,000.00	100.00%	1.00	
165	165	Uniformed Police Officer	HR	736	\$25.00	0.00	\$0.00	0.00	\$0.00	\$18,400.00	0.00%	0.00	
166	166	Ground Water Trench Dewatering	LF	100	\$42.00	0.00	\$0.00	0.00	\$0.00	\$4,200.00	0.00%	0.00	
167	167	Excavation Around Obstructions	CY	200	\$30.00	0.00	\$0.00	0.00	\$0.00	\$6,000.00	0.00%	0.00	
168	168	Extra Hand Excavation	CY	200	\$15.00	0.00	\$0.00	0.00	\$0.00	\$3,000.00	0.00%	0.00	
169	169	Extra Machine Excavation	CY	200	\$20.00	0.00	\$0.00	0.00	\$0.00	\$4,000.00	0.00%	0.00	
170	170	Extra Placement of Backfill Material	CY	200	\$6.00	0.00	\$0.00	0.00	\$0.00	\$1,200.00	0.00%	0.00	
171	171	6-inches Over Excavation of Trench Bottom	LF	2500	\$4.00	0.00	\$0.00	0.00	\$0.00	\$10,000.00	0.00%	0.00	
172	172	Extra 18-inch Reinforced Concrete Pipe Storm Sewer	LF	10	\$60.00	0.00	\$0.00	0.00	\$0.00	\$600.00	0.00%	0.00	
173	173	Extra 24-inch Reinforced Concrete Pipe Storm Sewer	LF	10	\$65.00	0.00	\$0.00	0.00	\$0.00	\$650.00	0.00%	0.00	
174	174	Extra 30-inch Reinforced Concrete Pipe Storm Sewer	LF	10	\$70.00	0.00	\$0.00	0.00	\$0.00	\$700.00	0.00%	0.00	
175	175	Extra 29-inch x 45-inch Elliptical Reinforced Concr	LF	10	\$100.00	0.00	\$0.00	0.00	\$0.00	\$1,000.00	0.00%	0.00	
176	176	Extra 60-inch Reinforced Concrete Pipe Storm Sewer	LF	10	\$155.00	0.00	\$0.00	0.00	\$0.00	\$1,550.00	0.00%	0.00	
177	177	Construct 6-inch Hot Mix Asphalt Base Course (Type	TON	15	\$150.00	15.00	\$2,250.00	21.60	\$3,240.00	\$2,250.00	144.00%	6.60	
178	178	Construct 1 1/2-inch Hot Mix Asphalt Concrete Surf	TON	7	\$250.00	7.00	\$1,750.00	7.00	\$1,750.00	\$1,750.00	100.00%	0.00	
179	179	Extra Ductile Iron Compact Fittings	EA	4	\$2,000.00	0.00	\$0.00	0.00	\$0.00	\$8,000.00	0.00%	0.00	
180	180	Extra Fittings in Place	EA	8	\$500.00	0.00	\$0.00	0.00	\$0.00	\$4,000.00	0.00%	0.00	
181	181	Temporary Detour Pavement	SY	1500	\$46.33	0.00	\$0.00	0.00	\$0.00	\$69,495.00	49.64%	744.67	
182	182	Temporary Special Shoring	SF	500	\$30.00	0.00	\$0.00	0.00	\$0.00	\$15,000.00	0.00%	0.00	
183	183	Extra 7-inch High Early Strength Concrete, Includi	SY	100	\$50.00	0.00	\$0.00	0.00	\$0.00	\$5,000.00	0.00%	0.00	

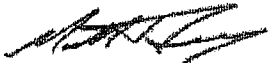
TSC Invoice # 1302-15
July 31st, 2014 thru Sept. 5th, 2014

Barryknoll East Drainage and Roadway Reconstruction Project
WBS No. T-170015-003

TSC Viewpoint Phase	Bid Item	Description	Units	Bid Qty	Unit Price	August '14 Monthly Qty	August '14 Monthly Amount	August '14 Totodate Qty	Todate Amount	Contract Total	% Complete	July '14 Month Totodate
184	184	Extra 10-inch High Early Strength Concrete	SY	100	\$50.00	0.00	\$0.00	0.00	\$0.00	\$5,000.00	0.00%	0.00
		Furnish Cement Slurry for Lime Stabilized Subgrade, Complet	TON	240	\$179.30	60.00	\$10,758.00	160.00	\$28,688.00	\$43,032.00	66.67%	100.00
		Certified Flagmen	HR	736	\$15.00	244.50	\$3,667.50	2,620.50	\$39,307.50	\$11,040.00	356.05%	2,376.00
		C TOTAL EXTRA UNIT PRICE TABLE					\$18,425.50		\$137,486.06	\$245,867.00		
185	185	Early Completion of Phase 1, Barryknoll Lane from	DAY	10	\$5,000.00	0.00	\$0.00	0.00	\$0.00	\$50,000.00	0.00%	0.00
186	186	Early Completion of Phase 2A, Barryknoll Lane from	DAY	10	\$5,000.00	0.00	\$0.00	10.00	\$50,000.00	\$50,000.00	100.00%	10.00
187	187	Early Completion of Phase 2B, Barryknoll Lane	DAY	10	\$4,000.00	0.00	\$0.00	0.00	\$0.00	\$40,000.00	0.00%	0.00
188	188	Early Completion of Phase 3, Barryknoll Lane from	DAY	5	\$4,000.00	0.00	\$0.00	0.00	\$0.00	\$20,000.00	0.00%	0.00
		D TOTAL CONTRACTOR INCENTIVES					\$0.00		\$50,000.00	\$160,000.00		
189	189	Street Cut Permit Fee	LS	1	\$2,500.00	0.00	\$0.00	0.50	\$1,250.00	\$2,500.00	50.00%	0.50
190	190	TxDOT Permit Fee	LS	1	\$2,500.00	0.00	\$0.00	1.00	\$2,500.00	\$2,500.00	100.00%	1.00
191	191	Harris County Flood Control District Permit Fee	LS	1	\$2,500.00	0.00	\$0.00	1.00	\$2,500.00	\$2,500.00	100.00%	1.00
		E TOTAL CASH ALLOWANCE TABLE					\$0.00		\$6,250.00	\$7,500.00		
		Change order no. 1										
192-new	192	Change order no. 1	EA	1	\$11,929.75	1.00	\$11,929.75	1.00	\$11,929.75	\$11,929.75	100.00%	0.00
192-new	192	Change order no. 1	EA	2	\$2,437.00	0.00	\$0.00	2.00	\$4,874.00	\$4,874.00	100.00%	2.00
		Change order no. 2					\$11,929.75		\$16,803.75	\$16,803.75		
192	192	Remove shoring at 21", 18", 15" and 12" sanitary sewer	LF	1994	\$26.38	0.00	\$0.00	1,994.00	\$52,601.72	\$52,601.72	100.00%	1,994.00
		Change order no. 3					\$0.00		\$52,601.72	\$52,601.72		
193	193	ATT Delay	LS	1	\$18,969.00	0.00	\$0.00	1.00	\$18,969.00	\$18,969.00	100.00%	1.00
							\$0.00		\$18,969.00	\$18,969.00		
		Total earned					\$5,458,603.03		\$5,458,603.03		92.88%	
		5% retainage					\$272,930.15		\$272,930.15			
		Previously Paid					\$5,026,930.00		\$5,026,930.00			
		Monthly estimate					\$158,742.88		\$158,742.88			

Roadway Reconstruction Project
WBS No. T-170015-0001-3
July 2014 Monthly MBE/SBE Report

	Paid To date	Paid To date	Estimated Totals	Estimated Totals	Percent Complete	Percent Complete
	MBE 14%	SBE 8%	MBE 14%	SBE 8%	MBE Goal	SBE Goal
<u>14% MBE Summary</u>						
DNA Trucking	\$457,593.81		\$304,080.00		150.48%	
H&E Aggregate	\$415,353.18		\$355,687.50		116.77%	
Maintenance to Go	\$44,971.23		\$37,885.50		118.70%	
Reliable Signal	\$109,694.00		\$119,230.00		92.00%	
	<u>\$1,027,612.22</u>		<u>\$816,883.00</u>		17.49%	
<u>8% SBE Summary</u>						
Batterson		\$57,226.55		\$34,790.70		164.49%
CPSI (Paving supplies)		\$67,064.10		\$16,000.00		419.15%
El Dorado Paving		\$137,920.81		\$258,373.70		53.38%
Mickie Services		\$2,725.00		\$2,725.00		100.00%
Professional Traffic Control		\$151,268.10		\$158,288.00		95.57%
		<u>\$416,204.56</u>		<u>\$470,177.40</u>		7.09%



9/8/2014

Matthew Trespalacious
Project Manager
Texas Sterling Construction, Co.



Memorial City Redevelopment Authority
8955 Katy Freeway, Suite 215
Houston, Texas 77024
713-829-5720

OUTSTANDING INVOICES REQUIRE SEPARATE APPROVAL EXPLANATION LETTER

September 30, 2014

There are four (4) outstanding invoices that require separate Board approval this month. The reason why they require separate approval are because the contracts associated with these invoices are not fully executed. Therefore, we cannot fund these invoices until the contracts are fully executed. We expect the contracts to be fully executed at any time. Once the contracts are fully executed, then we will ask ETI Bookkeeping to cut special interim checks to pay these four (4) outstanding invoices.

Copies of the outstanding invoices can be found on the subsequent pages. The outstanding invoices consist of the following:

- LAN Invoice No. 11, in the amount of \$ 121,410.00
- LAN Invoice No. 8, in the amount of \$ 11,707.07
- Klotz Invoice No. 814021, in the amount of \$ 11,205.00
- Klotz Invoice No. 914087, in the amount of \$ 4,021.04

Total outstanding amount; \$ 148,343.11



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

September 23, 2014

Memorial City Redevelopment Authority / TIRZ 17
8955 Katy Freeway, Suite 215
Houston, TX 77024

Attention: Mr. Don Huml

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

Dear Mr. Huml:

Attached is the original copy of our Invoice No. 11 in the amount of \$121,410 the above project, which covers services through September 12, 2014.

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

Sincerely,

A handwritten signature in blue ink, appearing to read 'Muhammad Ali', is written over the word 'Sincerely,'.

Muhammad Ali, P.E.
Project Manager

MA:jjj

Enclosures: LAN Invoice No.11

cc: File



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

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

Don Huml, Executive Director
Memorial City Redevelopment Authority / TIRZ 17
8955 Katy Freeway, Suite 215
Houston, Texas 77024

September 23, 2014
Invoice No: 11

Engineering services through September 12, 2014 in connection with the TIRZ 17 Redevelopment Authority

Account No.	Project Name	Original Contract	Percent Complete	Remaining Contract Amount	Total To Date	Previously Invoiced	Current Payment Due
CIP No. T-1709	Lumpkin Roadway Improvements - Ph. II Detailed Design	\$708,456.00	100.00%	\$0.00	\$ 708,456.00	\$ 708,456.00	\$ -
CIP No. T-1709	Lumpkin Roadway Improvements -Supplemental Engineering Services Phase II Detailed Design	\$37,500.00	50.00%	\$18,750.00	\$ 18,750.00	\$ -	\$ 18,750.00
CIP No. T-1717	Town & Country West Drainage & Mobility Improvements- Amendment to Phase II Detailed Design	\$684,400.00	15.00%	\$581,740.00	\$ 102,660.00	\$ -	\$ 102,660.00
Total		\$1,430,356.00			\$ 829,866.00	\$ 708,456.00	\$ 121,410.00

CURRENT PAYMENT DUE THIS INVOICE: \$121,410.00



**Lockwood, Andrews
& Newnam, Inc.**

A LEO A DALY COMPANY

September 23, 2014

Memorial City Redevelopment Authority / TIRZ 17
8955 Katy Freeway, Suite 215
Houston, TX 77024

Attention: Mr. Don Huml

Reference: Engineering Services relating to
TIRZ 17 Redevelopment Authority
Engineering Consulting Services

Dear Mr. Huml:

Attached is the original copy of our Invoice No. 8 in the amount of \$11,707.07 for the above project, which covers services through September 12, 2014.

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

Sincerely,

A handwritten signature in blue ink, appearing to read 'MA', with a large, stylized flourish extending to the left.

Muhammad Ali, P.E.

MA:jjj

Enclosures: LAN Invoice No.8

cc: File



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

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

Don Huml, Executive Director
Memorial City Redevelopment Authority / TIRZ 17
8955 Katy Freeway, Suite 215
Houston, Texas 77024

September 23, 2014
Invoice No: 8

**Engineering Consulting Services through September 12, 2014 in connection with
the TIRZ Redevelopment Authority**

	Project Name	Original Contract Amount	Total To Date	Previously Invoiced To Date	Current Payment Due
Authorizations	Engineering Consulting Services	\$40,000.00	\$ 31,703.07	\$ 19,996.00	\$11,707.07
TOTAL		\$40,000.00	\$ 31,703.07	\$ 19,996.00	\$11,707.07

CURRENT PAYMENT DUE THIS INVOICE: \$11,707.07

1160 Dairy Ashford, Suite 500
 Houston, Texas 77079
 T 281.589.7257 F 281.589.7309
 houston.office@klotz.com

Mr. Don Huml
 Executive Director
 Memorial City Redevelopment Authority
 8955 Katy Freeway, Suite 215
 Houston, TX 77024

August 19, 2014
 Project No: 1111.005.000
 Invoice No: 814021

**TIRZ 17 Memorial City Redevelopment Authority Additional RDS Work
 For Professional Services rendered from August 01, 2014 to August 15, 2014:**

Professional Personnel

	Hours	Rate	Amount	
Principal				
Struzick, Gary	36.00	255.00	9,180.00	
Department Manager				
Conlan, William	9.00	225.00	2,025.00	
Totals	45.00		11,205.00	
Total Labor				11,205.00

Recap:	Current	Previous	To-Date	
Total Billings	11,205.00	0.00	11,205.00	
Contract Amount			20,000.00	
Balance			8,795.00	
		Total Due This Invoice:		\$11,205.00

Billing Backup

Tuesday, August 19, 2014

Klotz Associates, Inc.

Invoice 814021 Dated 8/19/2014

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Professional Personnel

			Hours	Rate	Amount	
Principal						
0121	1 - Struzick, Gary	8/1/2014	2.50	255.00	637.50	
0121	1 - Struzick, Gary	8/4/2014	2.00	255.00	510.00	
0121	1 - Struzick, Gary	8/6/2014	5.00	255.00	1,275.00	
0121	1 - Struzick, Gary	8/7/2014	1.50	255.00	382.50	
0121	1 - Struzick, Gary	8/8/2014	3.00	255.00	765.00	
0121	1 - Struzick, Gary	8/11/2014	6.00	255.00	1,530.00	
0121	1 - Struzick, Gary	8/12/2014	4.50	255.00	1,147.50	
0121	1 - Struzick, Gary	8/13/2014	4.50	255.00	1,147.50	
0121	1 - Struzick, Gary	8/14/2014	3.00	255.00	765.00	
0121	1 - Struzick, Gary	8/15/2014	4.00	255.00	1,020.00	
Department Manager						
0598	4 - Conlan, William	8/1/2014	3.00	225.00	675.00	
0598	4 - Conlan, William	8/8/2014	2.00	225.00	450.00	
0598	4 - Conlan, William	8/13/2014	2.00	225.00	450.00	
0598	4 - Conlan, William	8/14/2014	2.00	225.00	450.00	
	Totals		45.00		11,205.00	
	Total Labor					11,205.00
						\$11,205.00
				Total this Report		\$11,205.00

Invoice

1160 Dairy Ashford, Suite 500
 Houston, Texas 77079
 T 281.589.7257 F 281.589.7309
 houston.office@klotz.com

Mr. Don Huml
 Executive Director
 Memorial City Redevelopment Authority
 8955 Katy Freeway, Suite 215
 Houston, TX 77024

September 23, 2014
 Project No: 1111.005.000
 Invoice No: 914087

**TIRZ 17 Memorial City Redevelopment Authority Additional RDS Work
 For Professional Services rendered from August 16, 2014 to September 15, 2014:**

Professional Personnel

	Hours	Rate	Amount	
Principal				
Struzick, Gary	12.00	255.00	3,060.00	
Department Manager				
Conlan, William	4.00	225.00	900.00	
Totals	16.00		3,960.00	
Total Labor				3,960.00

Reimbursable Expenses

Mileage			61.04	
Total Reimbursables		1.0 times	61.04	61.04

Recap:

	Current	Previous	To-Date	
Total Billings	4,021.04	11,205.00	15,226.04	
Contract Amount			20,000.00	
Balance			4,773.96	
				Total Due This Invoice: \$4,021.04

Billing Backup

Tuesday, September 23, 2014

Klotz Associates, Inc.

Invoice 914087 Dated 9/23/2014

4:30:47 PM

Professional Personnel

			Hours	Rate	Amount	
Principal						
0121	1 - Struzick, Gary	8/19/2014	1.00	255.00	255.00	
0121	1 - Struzick, Gary	8/25/2014	1.00	255.00	255.00	
0121	1 - Struzick, Gary	8/26/2014	2.00	255.00	510.00	
0121	1 - Struzick, Gary	8/28/2014	4.00	255.00	1,020.00	
0121	1 - Struzick, Gary	9/9/2014	4.00	255.00	1,020.00	
Department Manager						
0598	4 - Conlan, William	8/18/2014	4.00	225.00	900.00	
	Totals		16.00		3,960.00	
	Total Labor					3,960.00

Reimbursable Expenses

Mileage						
EX	000000016251	7/15/2014	Struzick, Gary / TIRZ mtg at Johns office / TIRZ mtg at Johns office / 8.00 miles @ 0.56		4.48	
EX	000000016251	7/29/2014	Struzick, Gary / To TIRZ mtg / TIRZ mtg / 6.00 miles @ 0.56		3.36	
EX	000000016251	7/31/2014	Struzick, Gary / To mtg with Don / Meeting with Don Huml to discuss TIRZ projects / 12.00 miles @ 0.56		6.72	
EX	000000016251	8/8/2014	Struzick, Gary / Breakfast with Don Huml / Breakfast with Don Huml / 16.00 miles @ 0.56		8.96	
EX	000000016251	8/8/2014	Struzick, Gary / To LAN / Meeting at LAN on drainage plan / 8.00 miles @ 0.56		4.48	
EX	000000016322	8/8/2014	Conlan, William / TIRZ 17 - RDS REview / 15.00 miles @ 0.56		8.40	
EX	000000016251	8/13/2014	Struzick, Gary / To mtg with new COH TIRZ person / Mtg with new COH TIRZ person / 28.00 miles @ 0.56		15.68	
EX	000000016251	8/13/2014	Struzick, Gary / Mtg with TIRZ members on annexation / TIRZ annexation mtg / 8.00 miles @ 0.56		4.48	
EX	000000016251	8/15/2014	Struzick, Gary / Mtg on TIRZ projects / Special mtg on TIRZ projects / 8.00 miles @ 0.56		4.48	
	Total Reimbursables			1.0 times	61.04	61.04
						\$4,021.04
				Total this Report		\$4,021.04

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

CITY OF HOUSTON, TEXAS

ANNUAL FINANCIAL REPORT

JUNE 30, 2014

DRAFT SUBJECT TO CHANGE

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McCALL GIBSON SWEDLUND BARFOOT PLLC
Certified Public Accountants

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Houston, Texas 77065-5610
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E-Mail: mgsb@mgsbpllc.com

111 Congress Avenue
Suite 400
Austin, Texas 78701
(512) 610-2209
www.mgsbpllc.com

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, 2014, 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, 2014, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that Management's Discussion and Analysis on pages 3 through 7 and the Schedule of Revenues, Expenditures, and Changes in Fund Balance – Budget and Actual – All Governmental Funds on page 26 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Authority's basic financial statements. The supplementary information required by the City of Houston, Texas 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.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2014

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, 2014. Please read it in conjunction with the Authority's financial statements, which begin on page 8.

FINANCIAL HIGHLIGHTS

- In the Statement of Net Position, the Authority's liabilities exceeded its assets by \$2,156,212 (net position) for the year ended June 30, 2014. This compares to the previous year when liabilities exceeded assets by \$642,115.
- 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.
- The Authority's governmental funds reported a total ending fund balance of \$34,109,911 this year. This compares to the prior year fund balance of \$40,316,828, showing a decrease of \$6,206,917 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.

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.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2014

GOVERNMENT-WIDE FINANCIAL STATEMENTS (continued)

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 8. 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.

The government-wide portion of the Statement of Activities on page 10 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.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2014

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 12 through 24 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 26.

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 \$2,156,212 as of June 30, 2014.

The following table provides a summary of the changes in the Statement of Net Position as of June 30, 2014, and June 30, 2013:

	Summary of Changes in the Statement of Net Position		
	2014	2013	Variance Positive (Negative)
ASSETS:			
Current and Other Assets	\$ 35,277,730	\$ 41,054,677	\$ (5,776,947)
Land	9,071,378	6,971,378	2,100,000
TOTAL ASSETS	<u>\$ 44,349,108</u>	<u>\$ 48,026,055</u>	<u>\$ (3,676,947)</u>
LIABILITIES:			
Current Liabilities	\$ 4,415,320	\$ 3,918,170	\$ (497,150)
Long-term Liabilities	42,090,000	44,750,000	2,660,000
TOTAL LIABILITIES	<u>\$ 46,505,320</u>	<u>\$ 48,668,170</u>	<u>\$ 2,162,850</u>
NET POSITION:			
Net Investment in Capital Assets	\$ 9,071,378	\$ 6,971,378	\$ 2,100,000
Restricted - Debt Service	3,781,971	3,750,827	31,144
Unrestricted	(15,009,561)	(11,364,320)	(3,645,241)
TOTAL NET POSITION	<u>\$ (2,156,212)</u>	<u>\$ (642,115)</u>	<u>\$ (1,514,097)</u>

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2014

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, 2014, and June 30, 2013:

	<u>Summary of Changes in the Statement of Activities</u>		
	<u>2014</u>	<u>2013</u>	<u>Variance Positive (Negative)</u>
Revenues:			
Tax Increment	\$ 10,190,118	\$ 8,024,604	\$ 2,165,514
Intergovernmental	-	109,025	(109,025)
Interest and Others	58,153	84,018	(25,865)
Total revenues	<u>\$ 10,248,271</u>	<u>\$ 8,217,647</u>	<u>\$ 2,030,624</u>
Expenses:			
Salaries and Benefits	\$ 128,892	\$ 37,378	\$ (91,514)
Professional Services	137,360	83,322	(54,038)
Contracted Services	12,334	52,937	40,603
Other	84,725	100,166	15,441
Administration Fee	999,227	890,775	(108,452)
Bond Interest	1,773,393	1,867,526	94,133
Capital Improvements	8,626,437	2,922,451	(5,703,986)
Total expenses	<u>\$ 11,762,368</u>	<u>\$ 5,954,555</u>	<u>\$ (5,807,813)</u>
Changes in Net Position	\$ (1,514,097)	\$ 2,263,092	\$ (3,777,189)
Beginning Net Position	<u>(642,115)</u>	<u>(2,905,207)</u>	<u>2,263,092</u>
Ending Net Position	<u>\$ (2,156,212)</u>	<u>\$ (642,115)</u>	<u>\$ (1,514,097)</u>

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 \$34,109,911, a decrease of \$6,206,917 from the prior year.

GOVERNMENTAL FUND BUDGETARY HIGHLIGHTS

The Board of the Authority did not amend the budget during the current fiscal year. Actual excess revenues were \$18,273,386 greater than budgeted excess revenues due to capital outlay being significantly less than budgeted. See the budget to actual comparisons on page 26.

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2014**

CAPITAL ASSETS

In the current fiscal year, the Authority transferred \$8,626,437 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 and the Town and Country West Drainage and Mobility Improvements. Upon completion of these projects, this land will be transferred to the City. These land costs amount to \$9,071,378 at June 30, 2014.

LONG –TERM DEBT

At the end of the current fiscal year, the Authority had total bond debt payable of \$44,750,000. 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, 2014

	General Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Net Position
ASSETS						
Cash	\$ 9,612,454	\$	\$ 11,255,916	\$ 20,868,370	\$	\$ 20,868,370
Cash with Trustee	9,675,318			9,675,318		9,675,318
Investments	4,388,726	908	344,408	4,734,042		4,734,042
Due From Other Funds	983,640	4,366,631		5,350,271	(5,350,271)	
Land					9,071,378	9,071,378
TOTAL ASSETS	\$ 24,660,138	\$ 4,367,539	\$ 11,600,324	\$ 40,628,001	\$ 3,721,107	\$ 44,349,108
LIABILITIES						
Accounts Payable	\$ 9,937	\$	\$ 810,522	\$ 820,459	\$	\$ 820,459
Other Payable	3,109			3,109		3,109
Retainage Payable			344,251	344,251		344,251
Accrued Interest Payable					585,568	585,568
Due To Other Funds	4,366,631		983,640	5,350,271	(5,350,271)	
Compensated Absences:						
Due Within One Year					1,933	1,933
Long-Term Liabilities:						
Due Within One Year					2,660,000	2,660,000
Due After One Year					42,090,000	42,090,000
TOTAL LIABILITIES	\$ 4,379,677	\$ -	\$ 2,138,413	\$ 6,518,090	\$ 39,987,230	\$ 46,505,320
FUND BALANCES						
Restricted	\$	\$ 4,367,539	\$ 9,461,911	\$ 13,829,450	\$ (13,829,450)	
Assigned	1,508,703			1,508,703	(1,508,703)	
Unassigned	18,771,758			18,771,758	(18,771,758)	
TOTAL FUND BALANCES	\$ 20,280,461	\$ 4,367,539	\$ 9,461,911	\$ 34,109,911	\$ 34,109,911	
TOTAL LIABILITIES AND FUND BALANCES	\$ 24,660,138	\$ 4,367,539	\$ 11,600,324	\$ 40,628,001		
Net Position:						
Net Investment in Capital Assets					\$ 9,071,378	\$ 9,071,378
Restricted - Debt Service					3,781,971	3,781,971
Unrestricted					(15,009,561)	(15,009,561)
Total Net Position					\$ (2,156,212)	\$ (2,156,212)

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, 2014

Total Fund Balance - Governmental Funds	\$ 34,109,911
Amounts reported for governmental activities in the <i>Statement of Net Position</i> are different because:	
Land used in governmental activities is not a financial resource and therefore is not reported as an asset in governmental funds.	9,071,378
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 <i>Statement of Net Position</i> .	
Compensated absences	(1,933)
Bonds payable	(44,750,000)
Accrued interest on bonds payable	(585,568)
	(46,267,261)
Total Net Position - Governmental Activities	\$ (2,156,212)

DRAFT SUBJECT TO CHANGE

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, 2014

	General Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Activities
REVENUES						
Tax Increment	\$ 10,190,118	\$	\$	\$ 10,190,118	\$	\$ 10,190,118
Interest and Other	24,452	506	33,195	58,153		58,153
TOTAL REVENUES	\$ 10,214,570	\$ 506	\$ 33,195	\$ 10,248,271	\$	\$ 10,248,271
EXPENDITURES/EXPENSES						
Service Operations						
Salaries and Benefits	\$ 128,334	\$	\$	\$ 128,334	\$ 558	\$ 128,892
Professional Services	80,592		56,768	137,360		137,360
Contracted Services	12,334			12,334		12,334
Insurance Cost	15,782		22,802	38,584		38,584
Other	44,428		1,713	46,141		46,141
Administration Fees	999,227			999,227		999,227
Capital Improvement, Note 7			10,726,437	10,726,437	(2,100,000)	8,626,437
Debt Service:						
Principal		2,560,000		2,560,000	(2,560,000)	
Interest		1,806,771		1,806,771	(33,378)	1,773,393
TOTAL EXPENDITURES/EXPENSES	\$ 1,280,697	\$ 4,366,771	\$ 10,807,720	\$ 16,455,188	\$ (4,692,820)	\$ 11,762,368
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES						
	\$ 8,933,873	\$ (4,366,265)	\$ (10,774,525)	\$ (6,206,917)	\$ 4,692,820	\$ (1,514,097)
OTHER FINANCING SOURCES (USES)						
Internal Transfers	\$ (4,364,031)	\$ 4,364,031	\$	\$	\$	\$
TOTAL OTHER FINANCING SOURCES (USES)	\$ (4,364,031)	\$ 4,364,031	\$	\$	\$	\$
NET CHANGE IN FUND BALANCES	\$ 4,569,842	\$ (2,234)	\$ (10,774,525)	\$ (6,206,917)	\$ 6,206,917	
CHANGE IN NET POSITION					(1,514,097)	(1,514,097)
FUND BALANCES/NET POSITION - JULY 1, 2013	15,710,619	4,369,773	20,236,436	40,316,828	(40,958,943)	(642,115)
FUND BALANCES/NET POSITION - JUNE 30, 2014	\$ 20,280,461	\$ 4,367,539	\$ 9,461,911	\$ 34,109,911	\$ (36,266,123)	\$ (2,156,212)

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, 2014**

Net Change in Fund Balances - Governmental Funds \$ (6,206,917)

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 *Statement of Net Position* treats such repayments as a reduction in long-term liabilities. 2,560,000

Capital outlays for land purchases are recorded as expenditures in the funds until completion of the project, but reduce capital improvements in the *Statement of Activities*. 2,100,000

Some expenses reported in the *Statement of Activities* do not require the use of current financial resources and these are not reported as expenditures in governmental funds:

Compensated absences (558)

Accrued interest 33,378

Change in Net Position - Governmental Activities \$ (1,514,097)

DRAFT SUBJECT TO CHANGE

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, 2014

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, 2014

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, 2014

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, 2014

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus (Continued)

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 assigned \$1,508,703 towards the fiscal year 2015 budget.

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 a 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, 2014

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, 2014. 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.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2014

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. As of June 30, 2014, the District had deposits in the amount of \$9,425,318 which were exposed to custodial credit risk as a result of being uncollateralized.

The carrying values of the deposits are included in the Governmental Fund Balance Sheet and the Statement of Net Position at June 30, 2014, as listed below:

		Cash
General Fund	\$	19,287,772
Capital Projects Fund		11,255,916
Total Deposits	\$	30,543,688

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.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2014

NOTE 3. DEPOSITS AND INVESTMENTS (Continued)

Investments (continued)

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 2014, the Authority invested in the Texas Local Government Investment Pool ("TexPool"), the Texas Short Term Asset Reserve Program ("TexSTAR") and certificates of deposit.

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.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2014

NOTE 3. DEPOSITS AND INVESTMENTS (Continued)

Investments (continued)

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, 2014, 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	\$ 1,228,893	\$ 1,228,893	\$	\$	\$
TexSTAR	3,257,688	3,257,688			
Certificate of Deposit	247,461	247,461			
Total	\$ 4,734,042	\$ 4,734,042	\$	\$	\$

Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. At June 30, 2014, 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.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2014

NOTE 3. DEPOSITS AND INVESTMENTS (Continued)

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.

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.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2014

NOTE 4. TRI-PARTY AGREEMENT (Continued)

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 recorded \$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.

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.

On June 30, 2014, tax increments relating to fiscal year 2014 of \$10,184,546 were collected by the trustee from the City of Houston. At June 30, 2014, this amount was recorded as cash with trustee on the Statement of Net Position and Governmental Funds Balance Sheet. \$509,227 was withheld by the City of Houston to cover administrative costs. The authority also received \$5,572 for interest related to the 2013 tax increment.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2014

NOTE 7. TRANSFER TO THE CITY OF HOUSTON

During the current fiscal year, the Authority recorded capital improvements of \$8,626,437 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 29 and 30 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 and the Town and Country West Drainage and Mobility Improvements. Upon completion of these projects, this land will be transferred to the City. These land costs amount to \$9,071,378 at June 30, 2014, of which \$2,100,000 was recorded during the current fiscal year.

NOTE 8. LONG-TERM DEBT

During the year ended June 30, 2014, the following changes occurred in long-term liabilities:

	Balance July 1, 2013	Additions	Reductions	Balance June 30, 2014	Amounts Due Within One Year
Governmental Activities:					
Bonds and notes payable:					
Tax Increment Contract Bonds	\$ 47,310,000	\$	\$ (2,560,000)	\$ 44,750,000	\$ 2,660,000
Bonds payable, end of year	\$ 47,310,000	\$	\$ (2,560,000)	\$ 44,750,000	\$ 2,660,000

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%	\$ 8,120,000
Refunding Tax Increment Contract Bonds, Series 2011	9,400,000	9/1/26	3.68%	8,760,000
Tax Increment Contract Bonds, Series 2011A	30,600,000	9/1/26	3.85%	27,870,000
Total General Obligation Bonds				<u>\$ 44,750,000</u>

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2014

NOTE 8. LONG-TERM DEBT (Continued)

The annual requirements to amortize governmental activity tax increment contract revenue bonds at June 30, 2014 are as follows:

Tax Increment Contract Revenue Bonds			
Governmental Activities			
Fiscal Year	Principal	Interest	Total
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>\$ 44,750,000</u>	<u>\$ 12,581,428</u>	<u>\$ 57,331,428</u>

See pages 33 through 36 for debt service schedules on each bond series outstanding as of June 30, 2014.

NOTE 9. INTERFUND TRANSACTIONS

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

Receivable Fund	Payable Fund	Amounts	Purpose
General Fund	Capital Projects Fund	\$ 983,640	Capital Projects Disbursements paid by the General Fund
Debt Service Fund	General Fund	4,366,631	Debt Service tax increment revenue owed by General Fund
		<u>\$ 5,350,271</u>	

For the fiscal year ended June 30, 2014, an operating transfer is summarized as follows:

Transfers Out	Transfers In	Amounts	Purpose
General Fund	Debt Service Fund	<u>\$ 4,364,031</u>	Tax increment revenue for debt service

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2014

NOTE 10. COMPENSATED ABSENCES

As of fiscal year end, the Authority's liability for compensated absences is \$1,933. A summary of the change in compensated absences for the current fiscal year is as follows:

Beginning balance	\$ 1,375
Change in compensated absences	<u>558</u>
Ending balance	<u><u>\$ 1,933</u></u>

NOTE 11. 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 2,786 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.

DRAFT SUBJECT TO CHANGE

MEMORIAL CITY REDEVELOPMENT AUTHORITY

REQUIRED SUPPLEMENTARY INFORMATION

JUNE 30, 2014

DRAFT SUBJECT TO CHANGE

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, 2014

	<u>Original and Final Budget</u>	<u>Actual</u>	<u>Variance Positive (Negative)</u>
REVENUES			
Tax Increment	\$ 10,170,258	\$ 10,190,118	\$ 19,860
Interest and Other	69,533	58,153	(11,380)
TOTAL REVENUES	<u>\$ 10,239,791</u>	<u>\$ 10,248,271</u>	<u>\$ 8,480</u>
EXPENDITURES/EXPENSES			
Maintenance and Operations	\$ 349,300	\$ 362,753	\$ (13,453)
Capital Outlay	29,005,510	10,726,437	18,279,073
Municipal Services	490,000	490,000	
Administration Fees	508,513	509,227	(714)
Debt Service:			
Principal	2,560,000	2,560,000	
Interest	1,806,771	1,806,771	
TOTAL EXPENDITURES	<u>\$ 34,720,094</u>	<u>\$ 16,455,188</u>	<u>\$ 18,264,906</u>
NET CHANGE IN FUND BALANCE	\$ (24,480,303)	\$ (6,206,917)	\$ 18,273,386
FUND BALANCE - JULY 1, 2013	<u>40,316,828</u>	<u>40,316,828</u>	
FUND BALANCE - JUNE 30, 2014	<u>\$ 15,836,525</u>	<u>\$ 34,109,911</u>	<u>\$ 18,273,386</u>

See accompanying auditors' report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY

SUPPLEMENTARY INFORMATION

REQUIRED BY CITY OF HOUSTON

JUNE 30, 2014

DRAFT SUBJECT TO CHANGE

MEMORIAL CITY REDEVELOPMENT AUTHORITY
OPERATING EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2014

<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	Don Huml, Executive Director	\$ 142,000	128,334	13,666
Administrative Operating				
Office Expenses	Various	30,000	17,014	12,986
Property Account Consultant	Equi-tax, Inc.	-	5,550	(5,550)
Accounting/Audit				
Accounting	ETI Accounting Services	10,500	12,334	(1,834)
	McGrath & Co. PLLC &	9,500	9,500	
Auditor	McCall Gibson Swedlund Barfoot PLLC	17,500	9,000	8,500
Insurance	Texas Municipal League	45,000	38,584	6,416
Other		4,800	29,127	(24,327)
Subtotal		<u>259,300</u>	<u>249,443</u>	<u>9,857</u>
PROGRAM AND PROJECT CONSULTANTS				
Legal-General Counsel	Allen Boone Humphries Robinson, LLP	40,000	65,900	(25,900)
Engineering Consultants	Lockwood Andrews & Newman, Inc.	50,000	47,410	2,590
Subtotal		<u>90,000</u>	<u>113,310</u>	<u>(23,310)</u>
TOTAL MANAGEMENT CONSULTING SERVICES		<u>349,300</u>	<u>362,753</u>	<u>(13,453)</u>
City Administration Fees	City of Houston	<u>508,513</u>	<u>509,227</u>	<u>(714)</u>
Municipal Services Fess	City of Houston	<u>490,000</u>	<u>490,000</u>	
DEBT SERVICE				
Principal		2,560,000	2,560,000	-
Interest		1,806,771	1,806,771	-
Subtotal		<u>4,366,771</u>	<u>4,366,771</u>	<u>-</u>
Total Operating Expenditures		<u>\$ 5,714,584</u>	<u>\$ 5,728,751</u>	<u>\$ (14,167)</u>

See accompanying auditors' report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
CAPITAL EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2014

<i>Project</i>	<i>Vendor</i>	<i>Budget</i>	<i>Actual Expenditures</i>	<i>Variance Positive (Negative)</i>
Project T-1701: Gessner Widening				
Other	Allen Boone Humphries Robinson, LLP	\$	\$ 127	\$ (127)
Project T-1702: Bunker Hill Widening				
Other	Allen Boone Humphries Robinson, LLP		127	(127)
Project T-1709: Improvement to Lumpkin from I-10 to Westview				
Engineering/Design Services	Lockwood, Andrews & Newman	1,700,000	738,958	867,572
Other	Allen Boone Humphries Robinson, LLP		23,557	
	CenterPoint Energy		1,500	
	Gary Mason		3,927	
	Rapid Research		1,045	
	SWA Group		61,441	
	T.N. Edmonds		2,000	
Project T-1712: Bunker Hill S. Drainage and Mobility Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman		5,474	(5,938)
Other	Allen Boone Humphries Robinson, LLP		464	
Project T-1713: Memorial near Beltway 8 Drainage Improvement				
Other	Allen Boone Humphries Robinson, LLP		127	(127)
Project T-1714: Frostwood Drive and Kingsride Drainage Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman		9,662	(9,789)
Other	Allen Boone Humphries Robinson, LLP		127	
Project T-1715A: Barryknoll East Drainage Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman	6,183,510	337,361	2,470,056
Construction Services	Texas Sterling Construction Co.		3,373,691	
Other	Allen Boone Humphries Robinson, LLP		2,402	
Project T-1715B: Barryknoll West Drainage Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman	166,000	19,188	146,685
Other	Allen Boone Humphries Robinson, LLP		127	
Project T-1717 and T-1721: Town and Country West Drainage and Mobility Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman	2,200,000	265,806	(247,184)
Other	Allen Boone Humphries Robinson, LLP		81,378	
Land Purchase	Stewart Title Company		2,100,000	
Project T-1718: Kimberly near Beltway 8 Drainage Improvements				
Other	Allen Boone Humphries Robinson, LLP		127	(127)
Project T-1722: Town and Country Blvd at Queensbury Signalization				
Engineering/Design Services	Lockwood, Andrews & Newman	500,000	1,157	459,459
Other	Allen Boone Humphries Robinson, LLP		3,384	
	Gunda Corporation		36,000	
Project T-1724: Gessner at Barryknoll Intersection Improvements				
Other	Allen Boone Humphries Robinson, LLP		127	(127)

See accompanying auditors' report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
CAPITAL EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2014

<i>Project</i>	<i>Vendor</i>	<i>Budget</i>	<i>Actual Expenditures</i>	<i>Variance Positive (Negative)</i>
Project T-1725: Park and Green Space Improvements				
Other	Allen Boone Humphries Robinson, LLP SWA Group	\$ 500,000	\$ 4,910 29,378	\$ 465,712
Project T-1726: West Bough Roadway Improvements				
Other	Allen Boone Humphries Robinson, LLP		127	(127)
Project T-1727: N.Gessner Area Thoroughfare Improvement Project				
Other	Allen Boone Humphries Robinson, LLP		127	(127)
Project T-1728: Westview and Lumpkin enhanced sidewalk/bus stop/park				
Other	Allen Boone Humphries Robinson, LLP		802	(802)
Project T-1731A: Detention Basin & W-140 Bridge Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman	2,200,000	204,775	(787,698)
Construction	L.N. McKean, Inc. Reytex Construction		2,457,712 316,348	
Other	Allen Boone Humphries Robinson, LLP City of Houston		9,437 (574)	
Project T-1731B: Memorial Drive - Drainage and Mobility				
Other	Allen Boone Humphries Robinson, LLP		239	(239)
Project T-1732A: N. Gessner Drainage and Mobility Improvement - Phase 1				
Engineering/Design Services	Lockwood, Andrews & Newman		7,309	(7,309)
Other	Allen Boone Humphries Robinson, LLP		187	(187)
Project T-1732B: N. Gessner Drainage and Mobility Improvement - Phase 2				
Other	Allen Boone Humphries Robinson, LLP		222	(222)
Project T-1733A: N. Witte Drainage and Mobility Improvement - Phase 1				
Engineering/Design Services	Lockwood, Andrews & Newman		20,500	(20,500)
Other	Allen Boone Humphries Robinson, LLP		127	(127)
Project T-1733B: N. Witter Drainage and Mobility Improvement - Phase 2				
Other	Allen Boone Humphries Robinson, LLP		127	(127)
Project T-1734: W140 Channel Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman Klotz Associates, Inc.	556,000	175,692 301,082	62,837
Other	Allen Boone Humphries Robinson, LLP SWA Group		1,539 14,850	
Project T-1735: Detention Basin				
Engineering/Design Services	Lockwood, Andrews & Newman Klotz Associates, Inc.	15,000,000	39,797 48,000	14,887,763
Other	Allen Boone Humphries Robinson, LLP T.N. Edmonds		14,440 10,000	
Total Capital Expenditures		\$ 29,005,510	\$ 10,726,437	\$ 18,279,073

See accompanying auditors' report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
PROJECT PLAN RECONCILIATION
AS OF THE YEAR ENDED JUNE 30, 2014

	<i>Project Plan Estimated Amount</i>	<i>Cumulative Expenditures as of the Fiscal Year Ended 2014</i>	<i>Variance Positive (Negative)</i>
	<u> </u>	<u> </u>	<u> </u>
Capital Projects:			
Roadway and Sidewalk Improvements	\$ 53,429,681	\$ 19,278,689	\$ 34,150,992
Public Utility Improvements	43,194,163	28,106,453	15,087,710
Park and Recreational Facilities	11,889,119	278,722	11,610,397
Total Capital Projects Costs	<u>\$ 108,512,963</u>	<u>\$ 47,663,864</u>	<u>\$ 60,849,099</u>
Financing Costs	25,000,000	15,153,499	9,846,501
Creation and Administration Costs	3,352,851	3,812,193	(459,342)
Total Project Plan	<u>\$ 136,865,814</u>	<u>\$ 66,629,556</u>	<u>\$ 70,236,258</u>

DRAFT SUBJECT TO CHANGE

See accompanying auditors' report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY

OTHER SUPPLEMENTARY INFORMATION

JUNE 30, 2014

DRAFT SUBJECT TO CHANGE

MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2014

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
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	\$ 8,120,000	\$ 2,783,919	\$ 10,903,919

See accompanying auditors' report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2014

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
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
TOTAL	\$ 8,760,000	\$ 2,257,862	\$ 11,017,862

DRAFT SUBJECT TO CHANGE

See accompanying auditors' report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2014

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
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
TOTAL	<u>\$ 27,870,000</u>	<u>\$ 7,539,647</u>	<u>\$ 35,409,647</u>

See accompanying auditors' report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2014

ANNUAL REQUIRMENTS
FOR ALL SERIES

Due During Fiscal Years Ending June 30	Total Principal Due	Total Interest Due	Total Principal and Interest Due
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	\$ 44,750,000	\$ 12,581,428	\$ 57,331,428

See accompanying auditors' report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS
JUNE 30, 2014

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 Chair	6
Glenn E. Airola – Secretary	7
Executive Director	
Don Huml	

See accompanying auditors' report.



Workers' Compensation • Property • Liability

July 10, 2014

To: TML Intergovernmental Risk Pool Members
From: TML Intergovernmental Risk Pool Underwriting Department
RE: 2014/2015 Declarations of Coverage
Liability/Property Rerate Exposure Summary Waived

Enclosed are your 2014/2015 Liability/Property Declarations of Coverage. You will not be asked to complete a Liability/Property Rerate Exposure Summary for the 2014/2015 Fund Year. However, please be sure to notify us of any changes to your automobile, property, and mobile equipment schedules and operations prior to your anniversary date.

There have been a few rate changes this year. A minimal change occurred for liability rates and no rate changes were made to property rates.

The Pool's Board of Trustees recently approved several changes to the Pool's Coverage Documents to be effective October 1, 2014. The revised Coverage Documents are included behind the Miscellaneous tab along with a summary of changes for each Coverage Document. Please review and contact your Member Services Manager or Underwriter if you have questions.

We ask that you pull forward your Interlocal Agreement and Bylaw copies from the previous year in order to complete the 2014/15 binder.

Your confidence and participation in the TML Intergovernmental Risk Pool is appreciated. If you have any questions about the enclosed documents, contact our Underwriting Department at (800) 537-6655

TEXAS MUNICIPAL LEAGUE INTERGOVERNMENTAL RISK POOL

1821 Rutherford Lane, First Floor • Austin, Texas 78754 • (512) 491-2300 • (800) 537-6655 Texas Only
P.O. Box 149194 • Austin, Texas 78714-9194

Useful Facts



Billing Procedure

The Texas Municipal League Intergovernmental Risk Pool (the Pool) is a self-insurance pool in which contributions from Members are used to pay covered losses. When a Member fails to promptly remit payment, the Pool experiences a loss of income that adversely affects all members.

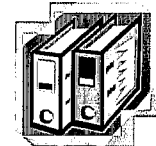
Some Members are billed annually or monthly, but the majority of Members are billed quarterly in October, January, April, and July. Members electing to pre-pay the full annual contribution will receive a 2% reduction if the pre-payment is made within 30 days after the inception/rerate date, or date of invoice, whichever is later (prepaid does not apply to public officials bonds, fire department Blanket Accident & Health Insurance, or other brokered coverages). By making payment on a timely basis, you protect the integrity of the Pool to provide you with the important coverage that you need.

For billing inquiries, please contact the Accounting Department.

Underwriting Binder Documents

Please bring forward the following documents from your previous binder and place them behind the designated tabs in this binder:

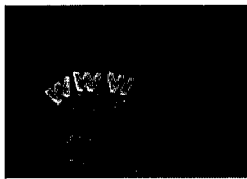
- Interlocal Agreement(s)*
- Bylaws*



If you do not have a interlocal agreement(s) or bylaws, please contact the Underwriting Department. New Liability and/or Property Coverage Document(s) are enclosed in this binder. Please retain these documents to bring forward next year.

Documents on the Web

www.tmlirp.org



Frequently used Underwriting documents and forms are available on the Texas Municipal League Intergovernmental Risk Pool website. Members may submit completed forms to the Pool electronically or print forms to mail or fax.

The following documents and forms are available at www.tmlirp.org:

Coverage Documents: *Aviation, Liability, and Property*

- | | |
|---|--|
| <i>Forms: Property Change Request</i> | <i>Fund Contact Update</i> |
| <i>Schedule Change Request</i> | <i>Windstorm Property Change Request</i> |
| <i>Volunteer Activity Report Instructions</i> | <i>Windstorm Policy Change Authorization</i> |
| <i>Volunteer Activity Report</i> | <i>Workers' Compensation Classification Code Definitions</i> |
| <i>Volunteer Activity Report Supplement</i> | <i>Optional Income Benefits</i> |

To access documents on the web Members must "register" and obtain a username and password. Visit www.tmlirp.org, select "Register" link on the top right, complete all information and select "Create New Account" button to submit registration form. An e-mail will be returned indicating activation along with instructions for getting started accessing documents on the web.

TO: Texas Municipal League Intergovernmental Risk Pool
 Underwriting Department
 P.O. Box 149194
 Austin, Texas 78714-9194
 (800) 537-6655 PH/(512) 491-2404 FAX

SCHEDULE CHANGE REQUEST



Entity Name:	Entity ID:
Requested By (Name & Title):	Phone:

VEHICLE (AUTOMOBILE)

<input type="checkbox"/> Addition <input type="checkbox"/> Deletion <input type="checkbox"/> Change Effective Date: _____				<i>Loss payee, Lessor, Lien Holder</i> (Name/Address): _____	
Year:	Make:	Model:			
VIN: _____					
Department:		Secondary ID*:			
Gross Vehicle Weight:		Leased Vehicle: <input type="checkbox"/> Yes <input type="checkbox"/> No			
Emergency Use: <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(Vehicles equipped with emergency lighting, i.e. Police, Fire, Ambulance)</small>				<i>Loan Maturity Date:</i> _____	
Value: <small>(For Automobile Physical Damage Coverage, provide the value including mounted equipment (light bars, radios, etc.).)</small>		Original Cost New (OCN) \$	Actual Cash Value (ACV) \$		Agreed Value (AV) \$
<input type="checkbox"/> Addition <input type="checkbox"/> Deletion <input type="checkbox"/> Change Effective Date: _____					
Year:	Make:	Model:			
VIN: _____					
Department:		Secondary ID*:			
Gross Vehicle Weight:		Leased Vehicle: <input type="checkbox"/> Yes <input type="checkbox"/> No			
Emergency Use: <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(Vehicles equipped with emergency lighting, i.e. Police, Fire, Ambulance)</small>				<i>Loan Maturity Date:</i> _____	
Value: <small>(For Automobile Physical Damage Coverage, provide the value including mounted equipment (light bars, radios, etc.).)</small>		Original Cost New (OCN) \$	Actual Cash Value (ACV) \$		Agreed Value (AV) \$

MOBILE EQUIPMENT

<input type="checkbox"/> Addition <input type="checkbox"/> Deletion <input type="checkbox"/> Change Effective Date: _____		<i>Loss payee, Lessor, Lien Holder</i> (Name/Address): _____
Year:	Make/Model:	
Value: \$	Secondary ID*:	
Serial No.:	Department:	
Loan Maturity Date: _____		<i>Loss payee, Lessor, Lien Holder</i> (Name/Address): _____
<input type="checkbox"/> Addition <input type="checkbox"/> Deletion <input type="checkbox"/> Change Effective Date: _____		
Year:	Make/Model:	
Value: \$	Secondary ID*:	
Serial No.:	Department:	
Loan Maturity Date: _____		

*Secondary ID: Entity's own identification

AUTOMOBILE means a landmotor vehicle, trailer, or semi-trailer designed for travel on public roads (including any machinery, equipment, tools, or apparatus attached thereto and not intended to be removed or used off of or away from the vehicle), but does not include **mobile equipment**.

MOBILE EQUIPMENT: Bulldozers, farm machinery, forklifts, and other vehicles **designed for use principally off public roads**; Vehicles maintained for use solely on or next to premises owned by or rented to the **Member and not licensed for highway use**; Vehicles that travel on crawler treads; Vehicles, whether self-propelled or not, maintained primarily to provide mobility to permanently mounted: a. Power cranes, shovels, loaders, diggers, or drills; or b. Road construction or resurfacing equipment such as graders, scrapers, or rollers.



August 5, 2014

Workers' Compensation • Property • Liability

To: TML Intergovernmental Risk Pool Members
From: TML Intergovernmental Risk Pool Underwriting Department
RE: 2014/2015 Declarations of Coverage
Liability/Property Rerate Exposure Summary Waived

Enclosed are your 2014/2015 Liability/Property Declarations of Coverage. You will not be asked to complete a Liability/Property Rerate Exposure Summary for the 2014/2015 Fund Year. However, please be sure to notify us of any changes to your automobile, property, and mobile equipment schedules and operations prior to your anniversary date.

There have been a few rate changes this year. A minimal change occurred for liability rates and no rate changes were made to property rates.

The Pool's Board of Trustees recently approved several changes to the Pool's Coverage Documents to be effective October 1, 2014. The revised Coverage Documents are included behind the Miscellaneous tab along with a summary of changes for each Coverage Document. Please review and contact your Member Services Manager or Underwriter if you have questions.

The estimated payrolls on your Workers' Compensation Declarations are based upon your most recent workers' compensation audit or your most recently completed Payroll Adjustment Form.

Your Workers' Compensation Declarations of Coverage are also included. The estimated payrolls on your Workers' Compensation Declarations are based upon your most recent workers' compensation audit or your most recently completed Payroll Adjustment Form.

Please review the estimated payrolls on the enclosed classification schedule. If the payrolls do not accurately reflect your anticipated payroll for 2014/2015, complete and return the Payroll Adjustment Form, included with this binder. The Pool will adjust your payrolls and contribution accordingly. An audit may also be conducted at the end of the coverage period to determine your actual payroll and any adjustments will be made at that time.

Although Workers' Compensation Coverage for your volunteers is optional, the Pool recommends this coverage be elected. If you had coverage for a classification of volunteers for 2013/2014, your rerate has been prepared including the same volunteer classifications. You may discontinue or add volunteer coverage by completing and returning both pages of the Payroll Adjustment Form. The Pool offers Members the option of providing higher indemnity (loss of income) benefits to volunteers. Please refer to the "Volunteer Activity Report Supplement – Optional Income Benefits" document in the front pocket of your binder.

We ask that you pull forward your Interlocal Agreement and Bylaw copies from the previous year in order to complete the 2014/15 binder.

TEXAS MUNICIPAL LEAGUE INTERGOVERNMENTAL RISK POOL

Entity Name Memorial City Redevelopment Authority
 Entity ID 6676
 Contract Type / ID . . LIAB / 10 10-01-14 to 10-01-15

LIABILITY DECLARATIONS OF COVERAGE

GENERAL LIABILITY

Limits of Liability : \$ 5,000,000 Each Occurrence
 Sudden Events
 Involving Pollution : \$ 2,000,000 Each Occurrence
 : \$ 10,000,000 Annual Aggregate
 Deductible : \$ 0 Each Occurrence
 Annual Contribution : \$ 408 Effective : 10-01-14
 Billable Contribution : \$ 408 Anniversary: 10-01-15

LAW ENFORCEMENT LIABILITY

* * * * Coverage Not Selected * * * *

ERRORS & OMISSIONS LIABILITY

Limits of Liability : \$ 1,000,000 Each Wrongful Act
 : \$ 2,000,000 Annual Aggregate
 Deductible : \$ 1,000 Deductible Each Wrongful Act
 Annual Contribution : \$ 635 Effective : 10-01-14
 Billable Contribution : \$ 635 Anniversary: 10-01-15
 Retroactive Date: 8-18-01

TOTAL CONTRIBUTION

Total Billable Contribution : \$ 1,043 Contract Effective : 10-01-14
 Contract Anniversary: 10-01-15

Coverage is continuous until cancelled. Contributions are subject to adjustment each year on the anniversary date based on updated exposure information and changes in rating.

DHYATT Texas Municipal League Intergovernmental Risk Pool
 8-05-14 16:41:09

I201
 3-11-04

Entity Name Memorial City Redevelopment Authority
Entity ID 6676
Contract Type / ID . . . LIAB / 10 10-01-14 to 10-01-15

AUTOMOBILE DECLARATIONS OF COVERAGE

AUTOMOBILE LIABILITY

Limit of Liability : \$ 1,000,000 Each Occurrence
Medical Payments Limit : \$ 25,000 Each Person

Deductible : \$ 0 Each Occurrence

Annual Contribution : \$ 59 Effective : 10-01-14
Billable Contribution : \$ 59 Anniversary: 10-01-15

AUTOMOBILE PHYSICAL DAMAGE

* * * * Coverage Not Selected * * * *

AUTOMOBILE CATASTROPHE

* * * * Coverage Not Selected * * * *

TOTAL CONTRIBUTION

Total Billable Contribution : \$ 59 Contract Effective: 10-01-14
Contract Anniversary: 10-01-15

Coverage is continuous until cancelled. Contributions are subject to adjustment each year on the anniversary date based on updated exposure information and changes in rating.

* Automobile Physical Damage Each Occurrence Deductible does not apply to hail.

Schedule of Applicable Documents

Entity ID 6676
 Entity Name Memorial City Redevelopment Authority
 Contract type / ID . . LIAB / 10 10-01-14 to 10-01-15

ID	Document Name	Revision Date
L201	Liability Declarations of Coverage	3-11-04
L209	Automobile Declarations of Coverage	6-08-06
L105	Liability Schedule	4-14-09
EL206	Indemnification for Premises Leased to the Fund Member	12-09-98
EL287	Hired Automobiles - Auto Physical Damage	4-29-14
EL237	Prior Acts Coverage (Entities without previous coverage)	8-31-04
X150	Schedule of Applicable Documents	10-09-97

Texas Municipal League Intergovernmental Risk Pool X150
 10-09-97

MRODRIG 5-02-14 12:01:32



Proposal

for

TIRZ 17

(Metes & Bounds for Annexation)

Property Acquisition Services, LLC
19855 Southwest Freeway, Suite 200
Sugar Land, TX 77479
281-343-7171 office
281-343-8181 fax



September 24, 2014

TIRZ 17 Development Authority
Attn: Mr. Don Huml, Executive Director
8955 Katy Freeway, Ste. 215
Houston, TX 77024

Re: TIRZ 17 Metes & Bounds for Annexation Proposal

Dear Mr. Huml,

Property Acquisition Services, LLC. (PAS) hereby submits this proposal per your request for the above-referenced project. The following pricing is proposed for the project:

5 Boundary Surveys with Parcel Sketches and Metes & Bounds

Total Not to Exceed **\$12,000.00**

PAS will submit monthly invoices for services provided through the last day of each month to the TIRZ 17 Development Authority.

Thank you for allowing PAS the opportunity to submit this proposal to assist you with your right of way needs. Please contact us at (281) 343-7171 if we can answer any questions or be of further assistance.

Sincerely,

Steve Bonjonia
Project Manager



August 12, 2014

Ann Givens, Chair of the Board
Memorial City Redevelopment Authority / TIRZ 17
8955 Katy Freeway, Suite 215
Houston, Texas 77024

Attention: Mrs. Ann Givens

**Re: Memorial Drive Drainage and Mobility Improvements TIRZ 17 CIP No. T-1738A
Proposal for Phase I Preliminary Engineering Report**

Dear Mrs. Givens,

Lockwood, Andrews and Newnam, Inc. (LAN) is pleased to submit this proposal for engineering services consisting of the preparation of a Preliminary Engineering Report (PER) for drainage, roadway, pedestrian, public utilities and traffic improvements along Memorial Drive between Beltway 8 frontage road and Tallowood Road.

The report will be prepared in accordance with the current City of Houston Infrastructure Design Manual and will focus on evaluation of existing storm sewers and overland flow patterns, roadway geometrics, pedestrian facilities, traffic operations, access management, right of way encroachments and assessment, utility coordination and assessment, environmental assessment, geotechnical investigation, tree impacts, detailed survey, pavement condition, and 30% plan and profile drawings.

The proposed project is identified in the current TIRZ 17 five-year Capital Improvement Plan. The PER is Phase I of the overall project development and will identify the impacts associated with the implementation of the drainage, roadway, pedestrian, public utilities, and traffic recommendations. The PER will be presented to the City of Houston Technical Review Committee for review and comment.

We propose to perform PER services for an amount of \$428,600.00. A detailed Scope of Services can be found in Exhibit "A". Exhibit "B" provides a detailed breakdown estimate of the fees for the basic engineering services and additional services respectively. We are prepared to begin this work immediately.

Please feel free to contact me at (713)266-6900 if you have any questions or need additional information.

Sincerely,

Muhammad Ali, P.E.
Project Manager

MA:RO:KG

Accepted For
Memorial City Redevelopment Authority

Signature

Date

Print

Mrs. Givens
Memorial City Redevelopment Authority
August 12, 2014
Page 2

Accepted for City of Houston

Signature

Date

Print

Attachments: Exhibit A – Scope of Services
Exhibit B – Fee Schedule
Exhibit C – C.N. Koehl Urban Forestry, Inc. Tree Protection Proposal
Exhibit D – Kuo & Associates Roadway Topographic Survey
Exhibit E – Aviles Engineering Corp. Geotechnical Investigation Proposal

Exhibit A

Memorial Drive Drainage and Mobility Improvement Project (CIP # T-1731B)

Scope of Services

This proposal is for professional engineering services for drainage, roadway, construction phasing, public utilities, pedestrian and traffic improvements along Memorial Drive between Beltway 8 frontage road and Tallowood Road. The project is located within the boundaries of Tax Increment Reinvestment Zone Number 17 (TIRZ 17) in the City of Houston, Harris County, Texas. It's also identified in the City's adopted TIRZ 17 five-year Capital Improvement Plan. The Memorial Drive project will provide drainage improvements, and increase mobility, safety, and access management.

The drainage goal of the project is to improve the conveyance system to meet City criteria for the 2-year and 100-year storm events, and to oversize the storm sewer with the installation of large reinforced concrete boxes that would provide additional benefit for the adjacent community and reduce overland flows to neighboring areas.

The pavement is in poor condition and has exceeded its useful service life. The roadway will be improved to a curb and gutter section to improve mobility and access management along the project corridor. The roadway will also be reconstructed to meet current roadway geometrics requirements straightening out the horizontal geometry of Memorial Drive and bring it up to current City design standards to improve safety. The existing sidewalks are inadequate and discontinuous. The project will include sidewalks to meet City requirements to improve pedestrian safety and promote a pedestrian friendly environment. The PER will include a more detailed analysis of the roadway geometric and access management reasonable and feasible improvements.

The signalized intersections along the project will also be improved to current standards including up to date traffic signal hardware, pedestrian accessibility, and optimal vehicular progression. In addition, the public utilities along the project have exceeded their intended service life and will be upgraded/replaced.

TIRZ 17 has identified Memorial Drive as one of their key capital improvement projects to focus on in FY 2015 as it would make an immediate significant impact to the community. As part of the TIRZ 17's ongoing efforts to keep the community informed, a public meeting to present their plans for Memorial Drive will be held. The objective of the event is to update the public on the project and to solicit input from the public.

PHASE I – PRELIMINARY ENGINEERING REPORT (PER)

The PER is Phase I of the overall project process and will identify the impacts associated with the implementation of the PER recommendations. The following scope describes the procedures that will be followed to provide Preliminary Engineering services and produce the Preliminary Engineering Report. The details of the scope are as follows

I. BASIC ENGINEERING SERVICES

A. & B. Roadway and Public Utilities Design and Planning Services

1. Site Visit & Data Collection

- a. Visit the area to field verify all provided survey data on Memorial Drive and the proposed project corridor. Photographs and field verification of existing geometry, striping, signage and pavement type will be completed during the field visit. Field visit will also be performed to assist in drainage area boundary determination, and to verify the available data collected for the existing storm sewer system. The area will be reviewed to confirm features shown in the 2008 LiDAR information and identify areas where hydraulic reinforcements may be necessary to correctly show overland sheet flow paths.

- b. Previously completed reports and studies will be obtained and reviewed for relevant information regarding the proposed roadway improvements.

2. Establish Roadway Baseline/Project Control

Different roadway alternatives will be evaluated. Project baseline for the identified improvement alternative will be established. Base plan and profile sheets will be developed at a 1 inch is equal to 40 foot scale.

3. Develop Plan & Profile Sheets – 30% Drawings

Plan and profile drawings will be prepared for the recommended alternative. The plan and profile sheets, which will follow the City of Houston's drawing requirements, will include existing topography and utilities, proposed alignment and proposed pavement footprint for the recommended alternate in plan view. The profile will include natural ground at the limits of the existing right-of-way and at the centerline of the existing roadway. Replacement of the existing water lines within the limits of the project where warranted will be documented on the plan and profile sheets. Sanitary Sewer replacement is anticipated and will be evaluated for conflicts and improvement needs. Storm Sewer upgrades will also be shown in plan and profile views including proposed inlet locations, proposed manhole and junction box locations, and 2-year and 100-year HGL's. The plan and profile sheets will indicate the approximate location, size per available data, age of service lines, and capacity of all public utilities. Indicate approximate location and size per available data for private utilities.

4. Alignment Definition/Develop Right Of Way Map

If additional right-of-way (ROW) is necessary to accommodate the proposed roadway alignment for the preferred alternative, a detailed ROW investigation will be performed using parcel information identified in the topographic survey. The ROW investigation will accurately identify the total number of parcels, the necessary acquisition area for each parcel and parcel ownership information.

5. Existing and Proposed Typical Sections

Existing horizontal dimensions, pavement structure makeup and thickness, right-of-way and easements, sidewalks, shoulders, and drainage ditches will be shown for each of the identified alternatives and the existing condition.

6. Investigations of Existing Public and Private Utilities:

- a. Existing public and private utilities will be investigated in accordance with the City of Houston *Infrastructure Design Manual dated July 2009*.
- b. Identify potential utility conflicts based on field visits and a site topographical survey.
- c. All available information will be researched and reviewed, including property information, existing water mains and appurtenances, well collection lines, sanitary and storm sewers, facilities (house service lines, manholes, etc.), telephone, power, gas, and cable TV lines, as well as other private utilities. All of the above-referenced utilities shall be shown in the plan and profile drawings (Task I.A.3) in accordance with the City of Houston *Infrastructure Design Manual dated July 2012*. Where manholes, valves, etc., are buried under pavement, or after due diligence cannot be located, installations will be shown per record drawing information and labeled "Not Field Located".
- d. On major transmission pipelines, the various pipeline companies will be contacted for their assistance to determine the product material, type of pipe material, depth, and routing of pipelines. Names of contacts, dates, times, and other pertinent information obtained at the field meeting shall be recorded.

7. Develop Construction Cost Estimates

Preliminary construction cost estimates will be prepared. Construction cost estimates will include the necessary level of detail to enable the evaluation of alternatives, but will not be comprehensive.

C. DRAINAGE ANALYSIS

Memorial Drive between Beltway 8 and Tallowood Road is primarily part of the W153-00-00 watershed and is generally drained by storm sewers and road side ditches extending along the project alignment draining to W153-00-00. The western limits of the project from West Bough Lane to Beltway 8 drain to the Beltway 8 storm sewer trunkline before continuing downstream to Buffalo Bayou. The project area was documented as having significant drainage deficiencies in the TIRZ 17 Regional Drainage Study with reported flooding during the April 2009 rain event. The preliminary engineering drainage analysis will cover the following:

- (1) Identify the performance of the existing drainage infrastructure including documentation of system deficiencies
- (2) Develop improvement alternatives to address existing deficiencies and to accommodate the proposed roadway improvements, and
- (3) Address drainage impacts associated with the proposed improvements including effects of additional increased impervious cover, a reduction in storm water storage, and modifications to overland sheetflow patterns.

The preliminary engineering drainage analysis will build on the TIRZ 17 Regional Drainage Study leveraging previously developed modeling and initial concept development.

1. Analyze Overland Flow Patterns

The Engineer shall develop overland flow paths (extreme event) and drainage areas for the project limits and surrounding areas based on the 2008 LiDAR using the ArcHydro analysis tools. A ponding depth analysis will also be completed using the available 2008 LiDAR data to identify areas where significant surface ponding areas exist. This information will assist in determining discharges from the project area and identifying and verifying critical problem areas.

2. Prepare and Evaluate Existing Drainage Area Maps

Existing conditions drainage area maps will be developed for each of the receiving storm sewer trunklines. Overall and inlet level drainage areas will be developed for storm sewers within the project limits. Trunkline analysis point drainage areas will be delineated for storm sewer systems outside the project limits. The Consultant will determine the existing conditions drainage area boundaries based on the best available data. Means for determining drainage area boundaries include but are not limited to as-built information, LiDAR, field visits, City of Houston GIMS data, and the City's Comprehensive Drainage Plan (CDP). Extreme event and offsite drainage areas developed as part of Task I.B.1 (Analyze Overland Sheetflow Patterns) will be included as part of the existing drainage area map.

3. Existing Conditions Analysis

A model of the existing storm sewer system will be constructed and analyzed for the 2-year and 100-year frequency storm events. The model will build on the InfoWorks model developed for the TIRZ 17 Regional Drainage Study (RDS) – Updated March 2014. The existing conditions RDS model will be updated to reflect the detailed survey collected as part of this PER initiative. System deficiencies will be identified and documented. The cause or source of the deficiency will be determined and documented as well. Interaction and influence to and from the surrounding residential and commercial areas will be assessed and documented.

4. Drainage Impact Analysis

Drainage impacts associated with the proposed roadway improvement will be evaluated and mitigation measures necessary to ensure no adverse impacts will be proposed. Potential drainage impacts associated with the proposed improvements including effects of additional increased impervious cover, a reduction in storm water storage, and modifications to overland sheetflow patterns. The proposed roadway will discharge the Beltway 8 drainage system and directly to W153-00-00 or Buffalo Bayou. These systems are regulated by TxDOT. Zero increase in peak runoff, water surface elevations, and flow volume will be allowed.

- a. **Increased Impervious Cover** – An evaluation of the existing and proposed impervious cover will be performed to identify the changes associated with the proposed roadway improvements.
- b. **Changes in Storage** – The proposed roadway, anticipated to be a curb and gutter cross section, will be evaluated to account for any changes in storage.
- c. **Overland Sheetflow** – The proposed roadway improvements will be evaluated to identify and quantify overland sheetflow impacts.
- d. **Mitigation Options** – Mitigation option concepts will be developed to determine the most effective means (both cost and function) of eliminating potential impacts. Potential mitigation options include; (1) storage beneath the roadway in the form of oversized or additional storm sewer, (2) above ground offsite storage, and (3) sub-surface offsite storage.

5. Proposed System Analysis

Multiple improvement options will be evaluated and presented to the TIRZ board for review and selection. A recommended alternative will be identified that meets the City's criteria and cost effectively maximizes benefit for the region. Necessary sizing, location, elevation, and cover requirements of the proposed trunkline will be determined for each alternative. The inlets and laterals will be refined as necessary to ensure sufficient intake & conduit capacity and to maintain a hydraulic grade line (HGL) below or at the gutter elevation of the roadway for the length of the project for the 2-year event. The proposed storm sewer system will be evaluated and improved in order to meet overland flow and Maximum Ponding Elevation criteria for the 100-year event. A 2 dimensional model of the proposed storm sewer system(s) will be constructed and analyzed for the 2-year and 100-year frequencies.

- a. **Minimum City of Houston Criteria System** – The systems will be designed to meet the minimum City of Houston Criteria. The proposed improvement will be self-mitigating, meaning the systems will not increase discharge to the receiving channel or drainage system.
- b. **Regional Improvement System** – The regional improvements identified in the RDS update will be evaluated in detail with the incorporated project survey. Restricted outfall and non-restricted outfall improvement scenarios will be evaluated. Two alternative solutions will be evaluated for the W153-00-00 watershed.
- c. **Ultimate System** – The maximum constructible box size will be determined for the each of the storm sewer sections. A simulation will be performed to evaluate the benefit of the maximum storm sewer.

6. Improvement Option Cost Estimates

Planning level cost estimates will be prepared to assist in determining the value of each improvement option.

7. Proposed Conditions Storm Sewer Drainage Area Map Sheets

The Engineer shall provide proposed conditions storm sewer drainage area maps for the preferred alternative at both the overall and inlet level. The overall drainage area map will consist of drainage areas, 2-year storm sewer runoff rates, and flow direction arrows, and will include a preliminary layout of all proposed storm sewer trunk lines, inlets, and ditches. Drainage areas will be delineated based on the improvements evaluated in the Proposed System Analysis.

8. 30% Plan and Profile Drawing Support – Drainage

The Engineer will participate in the production and engineering of the 30% plan and profile drawings. Specifically, the engineer will design and generate the recommended proposed drainage system. Utility conflicts will be identified and evaluated for effective solutions.

D. PROJECT MANAGEMENT, COORDINATION & DELIVERABLES

1. Project Management / Project Controls

Project management activities are ongoing through the period of the contract and include items such as participation in the crafting of the Project Management Plan, preparing contract correspondence, transmitting deliverables, documenting the quality control process, and other project oversight activities. The final activity of this task is the overall project closeout, which includes a meeting with the TIRZ Project Manager.

2. Agency Coordination

LAN will arrange for and participate in a kickoff meeting with officials from the City of Houston's Department of Public Works & Engineering (PW&E). During this meeting, City staff will have the opportunity to review and comment on the planned data collection and analysis efforts. The two analysis years (Opening Year and Design Year) will be determined from this initial meeting with City staff.

Throughout the project, coordination meetings will be organized as necessary with the City of Houston. Updates will be given at the monthly board meetings. Preliminary plan and profile drawings will be sent to private utility companies for review and comment. Coordination with TxDOT will include meetings with their roadway department to discuss geometry and construction issues at the Beltway 8 intersection, and with the drainage department to demonstrate no adverse impact to TxDOT drainage system. Extensive coordination with HCFCD is expected as the proposed project will outfall to the HCFCD maintained W153-00-00.

3. Prepare Preliminary Engineering Report

The Preliminary Engineering Report will be prepared in accordance with City of Houston *Infrastructure Design Manual dated July 2012* and City of Houston PER Requirements included as Exhibit D.

4. Quality Assurance / Quality Control

A thorough Quality Assurance/Quality Control (QA/QC) Plan will be implemented to ensure overall project constructability, cost estimate accuracy, and design conformance with industry standards and client-specific requirements and preferences. The LAN QA/QC Plan mandates an extensive review process that will occur at multiple design milestones throughout the duration of the project, and includes the specific procedures to be followed by third-party technical reviewers, itemized review checklists, and guidelines for incorporating reviewer comments. The multi-staged review process will result in the early identification of design concerns and allow the designer ample opportunity to seek resolution and/or clarification from the client.

II. ADDITIONAL ENGINEERING SERVICES

Additional Services fees are summarized below.

A. TRAFFIC ENGINEERING & PLANNING & OTHER SERVICES

1. Site Visit & Data Collection

LAN will conduct a field visit to review existing intersection geometry and traffic control within the study area. The following data collection activities are anticipated:

Traffic Data Collection	Type	Duration
Memorial Drive at Beltway 8 NB and SB Frontage Roads	AM/PM Peak Periods TMC	1 day
Memorial Drive at West Bough Lane/Broken Bough Drive	AM/PM Peak Periods TMC	1 day
Memorial Drive at Boheme Drive	AM/PM Peak Periods TMC	1 day
Memorial Drive at Hollow Drive	AM/PM Peak Periods TMC	1 day
Memorial Drive at Benignus Road	AM/PM Peak Periods TMC	1 day
Memorial Drive at Frostwood Drive	AM/PM Peak Periods TMC	1 day
Memorial Drive at Gessner Road	AM/PM Peak Periods TMC	1 day
EB Memorial Drive West of Beltway 8	24-hour Volume	1 day
SB Beltway 8 Frontage Road North of Memorial Drive	24-hour Volume	1 day
NB Beltway 8 Frontage Road South of Memorial Drive	24-hour Volume	1 day
WB Memorial Drive East of Beltway 8	24-hour Volume	1 day
EB Memorial Drive West of West Bough Lane	24-hour Volume	1 day
SB West Bough Lane North of Memorial Drive	24-hour Volume	1 day
NB Broken Bough Drive South of Memorial Drive	24-hour Volume	1 day
WB Memorial Drive East of West Bough Lane	24-hour Volume	1 day
SB Memorial Drive North of Boheme Drive	24-hour Volume	1 day
EB Boheme Drive West of Memorial Drive	24-hour Volume	1 day
EB Memorial Drive West of Hollow Drive	24-hour Volume	1 day
WB Memorial Drive East of Hollow Drive	24-hour Volume	1 day
EB Memorial Drive West of Benignus Road	24-hour Volume	1 day
WB Memorial Drive East of Benignus Road	24-hour Volume	1 day
SB Benignus north of Memorial Drive	24-hour Volume	1 day
EB Memorial Drive West of Gessner Road	24-hour Volume	1 day
SB Gessner Road North of Memorial Drive	24-hour Volume	1 day
NB Gessner Road South of Memorial Drive	24-hour Volume	1 day
WB Memorial Drive East of Gessner Drive	24-hour Volume	1 day

TMC – Turning Movement Count

In addition, LAN will obtain the latest travel demand forecasts from H-GAC to adjust the collected traffic data to the PER required Opening and Design Years (to be determined). LAN will consult with Houston METRO officials regarding existing and planned transit stops in the corridor vicinity and identify any infrastructure needs or accommodations to support

anticipated services. LAN will also contact the City of Houston Planning & Development Department to determine if any development plats or building permits have been approved.

2. Evaluation of Geometric Conditions

LAN will evaluate geometric modifications to Memorial Drive, between and including the intersections of Beltway 8 and Gessner Road. Alternative improvements to better manage access from cross streets and driveway entrances and to alleviate any congested conditions will be identified. The initial build alternative will be derived from the proposed cross-section and design standards of Memorial Drive prepared by LAN during the development of this scope, taking into consideration access requirements of existing and approved land uses. Synchro will be used to model the study area and allow for practical comparison of alternatives.

During the course of the evaluation, LAN staff will confer with the TIRZ Project Manager, City of Houston staff and affected property owners to review conceptual improvements and analysis results. LAN will provide technical support for up to four such meetings.

LAN shall examine the following geometric scenarios:

- a. Existing Conditions
- b. Opening Year No Build Conditions
- c. Opening Year Alternative 1 Conditions
- d. Opening Year Alternative 2 Conditions
- e. Design Year No Build Conditions
- f. Design Year Alternative 1 Conditions
- g. Design Year Alternative 2 Conditions

Existing Conditions shall consist of the existing roadway network and traffic volumes to calibrate the model.

No Build Conditions shall consist of the existing roadway network modeled with design year traffic volumes for AM and PM weekday peak hour conditions (using Year 2015 volumes from the North-South Mobility study and growth rates from H-GAC travel demand forecasts) to reflect future year conditions with no changes to roadway geometry.

Alternative 1 Conditions shall consist of the initial build condition as identified above.

Alternative 2 Conditions shall incorporate any improvements to Alternative 1 as determined by traffic operations analysis and consultation with affected property owners.

All study results will be presented in the PER. The results will be quantified using the following measures of effectiveness:

- Average speeds
- Queues
- Travel times
- Levels-of-Service

B. Develop Conceptual Traffic Control Plans

The construction sequence and a traffic control concept that will minimize the impact to the region's traffic movement pattern will be prepared. Detours, phasing, sequencing, construction zones, temporary pavement requirements and temporary signalization will be identified. Potential disruptions to local businesses and measures to address access during construction will be evaluated.

C. Public Meeting

TIRZ 17 has identified Memorial Drive to be one of their key capital improvement projects to focus on in FY 2015 as it would make an immediate significant impact to the community. As part of the TIRZ 17's ongoing efforts to keep the community informed, a public meeting to present the plans for Memorial Drive will be held. The objective of the event is to update the public on the project and to solicit input from the public. The event will include multiple informational stations to update the public on the project's drainage and roadway recommendations. The informational stations will be interactive to allow the meeting participants to provide input and engage the engineers to ask and answer questions. The date and location of the event is TBD.

D. Coordination with Bunker Hill Village

LAN will arrange for and participate in meetings with officials from the City of Bunker Hill Village as necessary. During this meeting, the TIRZ 17 neighbor will have the opportunity to understand and comment on the project and explore potential opportunities of partnership.

E. Coordination with Stakeholders (Residential/Business)

LAN will coordinate with the adjacent residential HOAs (e.g. The Hollow HOA, which were severely flooded during the April 2009 event.) and adjacent business owners.

F. Coordination with Landscape Architect

LAN will work and coordinate with the Landscape Architect to re-create Memorial Drive as a safe, convenient and attractive road for the adjacent neighborhoods and businesses. Cross sectional exhibits will be developed to better depict the vision for Memorial Drive for the Public meeting.

G. Assessment of Adjacent Brick Walls on Right-of-Way Edge

A number of brick walls along the roadway section of Memorial Drive currently exist. The walls will be impacted with the Memorial Drive construction activities. Therefore, during the PER LAN will inspect the walls, develop details and cost estimates for the replacement if needed for the HOA, City and Board to agree to the type of replacement and the cost to the TIRZ.

H. Prepare and Participate in Technical Review Committee (TRC) Meeting

- a. The purpose of the TRC meeting is for the Engineer to present the proposed improvements to the different City of Houston Departments for comment and approval. A Microsoft Power Point presentation will be prepared and will include an executive summary of the project showing the alternatives, recommendations, and estimated construction costs. A summary of the TRC meeting will record all decisions and action items.
- b. A revised estimate of probable construction cost will be submitted based on the outcome of the TRC. The PER will be revised in response to the Technical Review Committee's record of decisions and action items. The final PER will be submitted in PDF Format on a CD in a single file with a Table of Contents.

III. SUBCONTRACTED SERVICES

Additional Services are summarized below.

A. TREE INVENTORY

The proposed tree inventory for the preliminary engineering report effort will be provided by C.N. Koehl Urban Forestry, Inc. A detailed proposal for this work is included as Exhibit C.

B. TOPOGRAPHIC SURVEY SERVICES

The proposed topographic survey required for the design effort will be performed by Kuo & Associates, Inc. A detailed proposal for this work is included as Exhibit D.

C. GEOTECHNICAL INVESTIGATION

The proposed geotechnical investigation required for the design effort will be provided by Aviles Engineering Corporation. A detailed proposal for this work is included as Exhibit E.

D. TRAFFIC DATA COLLECTION

The proposed traffic data collection and reporting required for the design effort will be provided by C.J. Hensch & Associates. The traffic data conducted is shown on p.5 & 6 of the Scope of Services.

I. ENVIRONMENTAL SITE ASSESSMENT

The proposed environmental site assessment required for the design effort will be prepared by part of the PER efforts.

Exhibit B
Memorial Drive Drainage and Mobility Improvement Project (CIP # T-1731B)
LEVEL OF EFFORT

PHASE I - Preliminary Engineering Report

I. BASIC ENGINEERING SERVICES

DESCRIPTION OF WORK TASKS	Sr. PROJ MGR	PROJ MGR	PROJECT ENGINEER	GRAD ENGINEER	CADD TECH	ADMIN ASSNT	TOTAL HOURS	LABOR COSTS
A. Roadway Design and Planning Services								
1 Site Visit and Data Collection	0	0	4	8	0	0	12	\$ 1,560.00
2 Establish Roadway Baseline/Project Control	1	2	12	24	32	0	71	\$ 8,135.00
3 Develop Plan and Profile Sheets (30% Drawings)	1	12	24	60	140	0	237	\$ 25,725.00
4 Alignment Definition/Develop Right of Way Map	2	8	18	32	40	0	100	\$ 11,990.00
5 Develop Typical Sections (Existing and Proposed)	0	2	8	16	24	0	50	\$ 5,630.00
6 Develop Preliminary Cost Estimates	0	1	4	12	0	0	17	\$ 2,215.00
Total	4	25	70	152	236	0	487	\$ 55,255.00
B. Public Utility Design and Planning Services (Water/Sanitary)								
1 Site Visit and Data Collection	0	0	0	0	3	0	3	\$ 270.00
2 Develop Plan and Profile Sheets	0	16	36	48	72	0	172	\$ 20,440.00
3 Investigations for Existing Public and Private Utilities	0	0	0	16	4	0	20	\$ 2,280.00
4 Develop Construction Cost Estimate	0	4	8	24	0	0	36	\$ 4,780.00
Total	0	20	44	88	79	0	231	\$ 27,770.00
C. Drainage Design and Analysis Services								
1 Site Visit and Data Collection	0	0	2	6	0	0	8	\$ 1,020.00
2 Analyze Overland Flow Patterns	0	1	2	4	0	0	7	\$ 955.00
3 Prepare and Evaluate Existing Drainage Area Map (6 Sheets)	0	4	12	24	30	0	70	\$ 8,080.00
4 Existing Conditions Analysis	2	6	16	32	0	0	56	\$ 7,740.00
5 Drainage Impact Analysis								
a. Increased Impervious Cover	0	2	6	6	4	0	18	\$ 2,330.00
b. Changes in Storage	0	1	4	6	8	0	19	\$ 2,215.00
c. Overland Sheetflow	2	4	16	4	0	0	26	\$ 4,030.00
d. Mitigation Options	2	4	8	8	0	0	22	\$ 3,310.00
6 Proposed System Analysis								
a. Minimum City Criteria	2	6	18	8	0	0	34	\$ 5,160.00
b Regional Improvement System	2	8	30	16	0	0	56	\$ 8,270.00
c. Ultimate System	2	4	18	8	6	0	38	\$ 5,350.00
7 Improvement option cost Estimates	0	2	4	8	0	0	14	\$ 1,910.00
8 Proposed Conditions Storm Sewer Drainage Area Map Sheets (6 Sheets)	0	4	8	24	20	0	56	\$ 6,580.00
9 30% Plan and Profile Drawing Support – Drainage (12 Sheets)	2	16	16	24	40	0	98	\$ 12,130.00
Total	14	62	160	178	108	0	522	\$ 69,080.00
D. Project Management, Deliverables								
1 Project Management / Project Controls	2	30	8	8	0	32	80	\$ 10,580.00
2 Agency Coordination (City of Houston, TxDOT, HCFCDD)	10	28	10	52	0	9	109	\$ 15,655.00
3 Preliminary Engineering Report Preparation	10	28	36	78	4	9	165	\$ 23,035.00
4 Quality Assurance / Quality Control	6	24	46	6	0	0	82	\$ 13,170.00
Total	28	110	100	144	4	50	436	\$ 62,440.00
TOTAL HOURS	46	217	374	562	427	50	1676	
Contract Labor Rate	\$225.00	\$175.00	\$150.00	\$120.00	\$90.00	\$85.00		
TOTAL LABOR COSTS	\$10,350.00	\$37,975.00	\$56,100.00	\$67,440.00	\$38,430.00	\$4,250.00		\$ 214,545.00

II. ADDITIONAL ENGINEERING SERVICES

DESCRIPTION OF WORK TASKS	Sr. PROJ MGR	PROJ MGR	PROJECT ENGINEER	GRAD ENGINEER	CADD TECH	ADMIN ASSNT	TOTAL HOURS	LABOR COSTS
A. Traffic Engineering & Planning and Other Services								
1 Traffic Project Management / Project Controls	0	24	0	0	0	6	30	\$ 4,710.00
2 Traffic Agency Coordination	0	8	0	0	0	0	8	\$ 1,400.00
3 Traffic Services Site Visit and Data Collection	0	4	0	16	0	0	20	\$ 2,620.00
5 Traffic Services Existing Conditions	0	16	0	24	0	0	40	\$ 5,680.00
6 Traffic Build Alternatives (including roundabout alt)	0	24	0	80	0	0	104	\$ 13,800.00
7 Traffic Services Report Preparation	0	32	0	60	16	0	108	\$ 14,240.00
8 Traffic Related Meetings	0	8	0	8	0	0	16	\$ 2,360.00
9 Traffic Services Quality Assurance / Quality Control	0	24	0	0	0	0	24	\$ 4,200.00
10 Develop Conceptual Traffic Control Plans & Phasing	0	2	6	14	24	0	46	\$ 5,090.00
11 Public Meeting	4	12	32	40	40	0	128	\$ 16,200.00
12 Coordination with Bunker Hill Village	4	8	14	0	24	0	50	\$ 6,560.00
13 Coordination with Stakeholders (Residential/Business)	4	12	18	24	0	0	58	\$ 8,580.00
14 Coordination with Landscape Architect	4	8	16	24	16	0	68	\$ 9,020.00
15 Assessment of Adjacent Brick Walls on Right-of-Way Edge	4	8	12	12	24	0	60	\$ 7,700.00
16 Prepare and Participate in Technical Review Committee Meeting	2	6	4	12	1	0	25	\$ 3,630.00
17 Prepare RDAL and Incorporate TRC Comments into PER	0	1	5	0	0	2	8	\$ 1,095.00
Total	22	197	107	314	145	8	793	\$ 106,885.00

III. SUBCONTRACTED SERVICES

SUBCONTRACTED SERVICES	COST	MARK-UP	TOTAL
A. Tree Inventory (CN Koehl)	\$3,940.00	8%	\$ 4,255.20
B. Topographic Survey Services (Kuo)	\$46,590.00	8%	\$ 50,317.20
C. Geotechnical Engineering Services (Aviles)	\$23,337.00	8%	\$ 25,203.96
D. Traffic Counts (CJ Hensch)	\$8,050.00	8%	\$ 8,694.00
E. Environmental Site Assessment	\$14,780.00	8%	\$ 15,962.40
TOTAL OTHER ENGINEERING SERVICES			\$ 104,432.76

PHASE I PER	
Basic Engineering Services	\$ 214,545.00
Add. Eng. Services/Subs/Expenses	\$ 214,092.76
GRAND TOTAL	\$ 428,637.76

Reimbursable Expenses	QUANTITY	UNIT	COST	TOTAL
Printing and Reproduction	1	LS	\$ 2,000.00	\$ 2,000.00
City of Houston Record Drawings	1	LS	\$ 250.00	\$ 250.00
Deliveries	1	LS	\$ 250.00	\$ 250.00
Mileage	500	MILE	\$ 0.55	\$ 275.00
TOTAL REIMBURSABLE EXPENSES				\$ 2,775.00



June 10, 2014

Mr. Muhammad M. Ali, P.E.
Lockwood, Andrews & Newnam, Inc.
2925 Briarpark Drive, Suite 400
Houston, Texas 77042

Re: Proposal for Urban Forestry Consulting Services on the Memorial Drive Reconstruction from Tallowood to Beltway 8 project.

Dear Mr. Ali,

As per your request, C.N. Koehl Urban Forestry, Inc. proposes to provide Urban Forestry Consulting Services for the design phase of the Memorial Drive Reconstruction from Tallowood to Beltway 8 project. Approximately 7,325 linear feet of project right of way will be evaluated for proposed storm, pavement, sidewalk, and utility construction. Based on your request for proposal, and our most recent experience on past projects working with consulting civil engineers and the City of Houston's Street Tree Ordinance and Urban Forestry department, we propose to provide the following Urban Forestry services:

Phase I-Services for Prior to Preliminary Engineering Report

We will attend a preliminary meeting at LAN's offices to review proposed construction along the project route to gain as clear an understanding as possible on how the construction design may impact adjacent trees. We will then visit the site to evaluate the species, size, condition, and preservation feasibility of trees that may be impacted located along the project route. If a survey has been completed at this point and a drawing is available, the surveyed location of each tree will also be confirmed. Aspects of the construction activity adjacent to each tree along the project right of way will be evaluated to determine impacts on long term tree survival, each tree's structural integrity, and measures that will be needed to comply with the City of Houston's Street Tree Ordinance. The information provided in the preliminary meeting with LAN and information collected in the field will be used to generate a report addressing anticipated construction impacts to adjacent trees, alternatives for compliance with the Street Tree Ordinance, design alternatives that may reduce Street Tree Ordinance compliance costs, and associated costs of each alternative presented. We have allowed for two (2) meetings at LAN's offices and one (1) meeting at Memorial City offices to review our findings and incorporate them into the project planning and design. Proposed fees for Phase 1 are not to exceed limits, as all allocated meetings may not be necessary. Proposed fees for services outlined here are as follows:

Preliminary meeting at LAN office.....	\$237.50
Site evaluation and Report.....	\$2,640.00
CAD drafting fee for creating exhibits for report.....	\$350.00
Two (2) follow up meetings at LAN office.....	\$475.00
One (1) meeting at Memorial City offices.....	\$237.50
Total Phase 1 Fees.....	\$3,940.00

We have utilized the services contained in this proposal on similar projects for The City of West University Place Infrastructure Replacement Program, City of Houston Neighborhood Street Reconstruction Program, City of Houston Surface Water Transmission Program, Houston Storm Water Management Program, City of Missouri City Street Reconstruction, City of Friendswood Street Reconstruction, City of Piney Point Street Reconstruction, City of Sugarland Street Reconstruction, City of Texas City Street Reconstruction, and numerous City of Houston waterline and sewer projects in the past. It is our goal to provide you the most effective, efficient, and value added services we can provide. We are willing to provide services in whatever capacity you deem appropriate.

If this proposal meets with your approval and you would like to retain our services, please forward your standard agreement or a notice to proceed, and we will schedule the work as soon as we receive the plan and profile sheets. We greatly appreciate the opportunity to present this proposal and look forward to working with you on this project. If you have any questions or would like to make any changes, please do not hesitate to call me at 281-391-0022.

Respectfully submitted,



Sarah Koehl
President

August 13, 2014

Muhammad M. Ali, P.E.
 Associate, Project Manager
 Lockwood, Andrews & Newnam, Inc.
 2925 Briarpark Drive, Suite 400
 Houston, TX 77042

Re: Memorial Dr. Improvement from Beltway 8 to City of Houston/City of Bunker Hill Village Limit
 Topographic Surveying

Dear Mr. Ali:

Kuo & Associates, Inc. is pleased to submit this proposal to perform topographic survey services for the above referenced project. Survey will be done along Memorial Drive and on its side streets for the limits as listed below:

Streets	From	To	Quantity (LF)
Memorial	west line of north bound feeder of Sam Houston Pkwy	Tallowood Drive	5,900
Broken Bough	Memorial	100' to the south	100
W. Bough	Memorial	100' to the north	100
Old Oaks	Memorial	100' to the east	100
Huntingwick	Memorial	100' to the east	100
Boheme	Memorial	100' to the west	100
Memorial Bend	Memorial	100' to the east	100
Hollow Drive	Memorial	100' to the north	100
Somerset Place	Memorial	100' to the south	100
Legend	Memorial	100' to the south	100
Tallowood	Memorial	100' to the north	100
Total			6,900

Attached exhibit shows the limits of surveying for the above listed table.

The scope of work and fee will be as follows:

SCOPE OF WORK

Survey shall conform to all requirements as outlined in the latest City of Houston Design Manual, Chapter 2 – Survey Requirements and the City of Houston (COH) Code of Ordinances, Chapter 33, Article IV. To our understanding, the scope for survey in general will be including the following items in meeting the requirements:

1. Horizontal and vertical controls will be established and tied to the Texas State Plane Coordinate System, South Central Zone NAD 83 and datum NAVD 88. According to the requirement of the City, the datum will be tied to the City of Houston CORS datum based on the NGS CORS (GPS) monument observations. The nearby TSARP monument will also be tied to the survey and an equation will be provided in between surveyed elevation (on the CORS datum) and published elevation of the TSARP (on NAVD 88, 2001 adj).
2. Cross sections will be surveyed at every 100 feet interval along the project route. Additional cross sections will be surveyed at the curve sections of the road as necessary
3. All planimetric features will be surveyed along the road right-of-way within the limit specified in the Chapter 2 of the City design Manual. The survey will be extended on all sides of street intersections at least to 100' as per the requirements of design manual, unless otherwise instructed.
4. Survey all trees of 3" or larger caliper size.
5. All visible existing utilities (i.e. manholes, culverts, power poles, etc.) will be located and pipe size and flow line measure downs in the manholes and inlets (that can be opened) will be obtained.
6. Texas one-call system will be notified and pipeline companies will be contacted to probe and mark their pipeline (if any) locations to be tied to the survey.
7. Attempt will be made to recover and verify sufficient monumentation along the existing roadway to establish estimated right-of-way lines for topographic surveying scope. Task of establishing estimated ROW may involve some limited abstracting and deed research, however, detail boundary category survey is excluded in determination
8. Plan view drawings will be prepared containing all topographic information and visible utility features according to the COH standards in Microstation and AutoCAD format.
9. A survey control map will be prepared to the COH standard showing swing ties to traverse and baseline points as well as TBM's. Sketch of each City of Houston monuments either found or set will be included on the survey control map. The survey control map will be signed and sealed by a responsible professional in charge of the project.
10. Signed and sealed field books containing notes as well as ASCII files of point numbers, coordinates, and descriptions will be provided.
11. Boreholes will be located in the field and an overall layout plan will be prepared to show their location and elevation in DGN or any other compatible format.
12. New City of Houston monuments will be established or/and existing City monuments (if any) will be recovered and updated to the new datum as per the City of Houston Ordinance and in accordance to Design Manual Section 2.06 D.

Probing or any excavation work to obtain utility information is beyond the scope of project and also in compliance with the City of Houston requirements, electric and communication manholes will not be opened under the scope of this project. The information on electric and communication cable/conduit lines are typically shown based on the available record drawings.

The proposal excludes utility record research and profiles of utilities, which are not visible on the ground. A separate proposal is provided along with this one for such services.

FEE AND SCHEDULE:

The fee for the above-described work is estimated to be **\$38,300.00** as shown itemized in the table below:

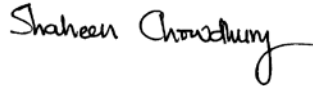
Items	Description	Quantity	Rate	Fee
Item 1 to 11	Road Topo Surveying	6,900 LF	\$5.00/LF *	\$ 34,500.00
Item 12	Establishing COH Monument	2 monuments	\$1,900.00/Each *	\$ 3,800.00
Total				\$ 38,300.00

* See detail breakdown in the attached pages

We estimate to complete the above work in 45 calendar days upon your authorization to proceed.

We appreciate this opportunity to submit this proposal. If you need further information, please do not hesitate to contact me.

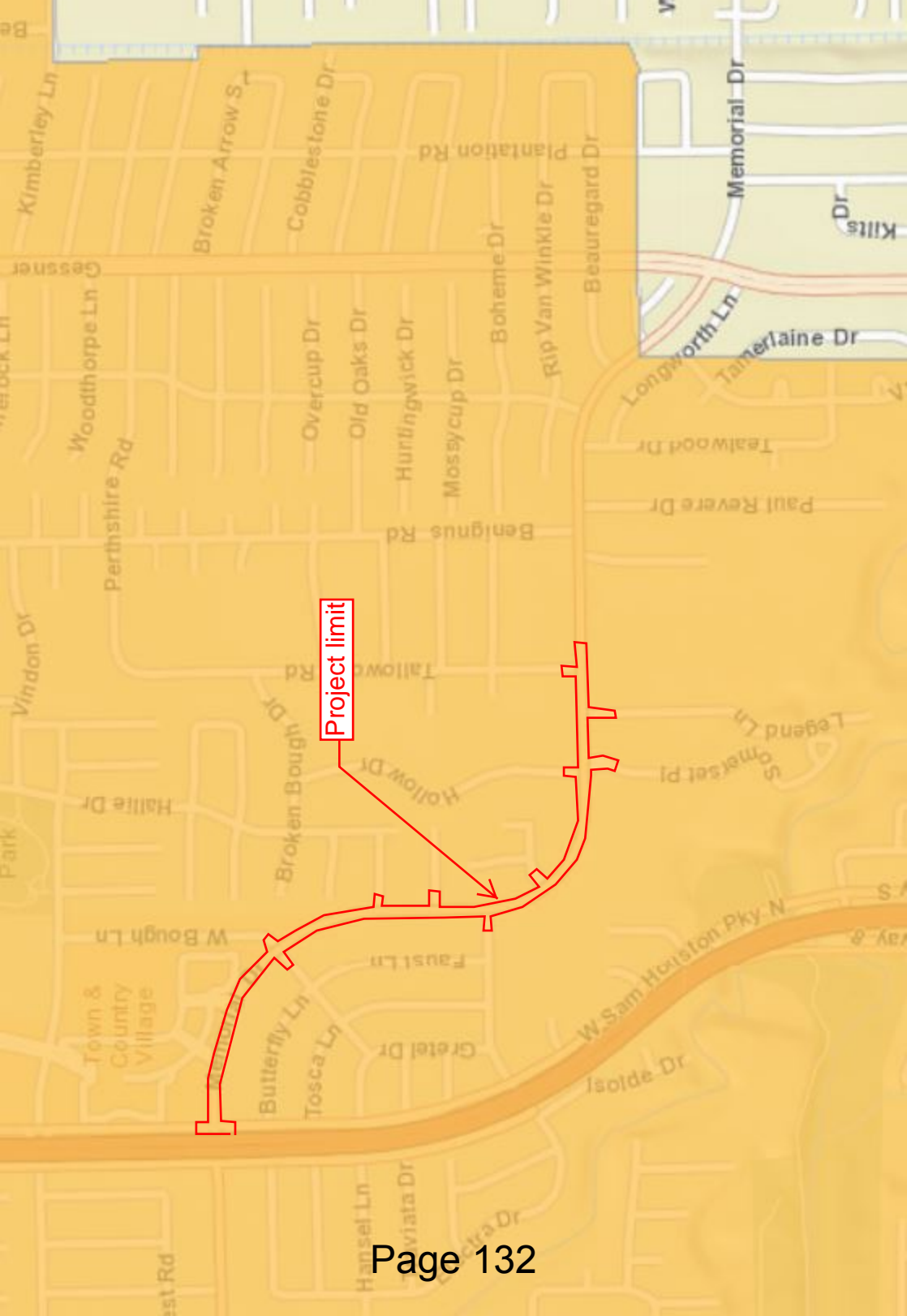
Sincerely,



Shaheen Chowdhury, P.E., R.P.L.S.
President

Level of Efforts for Road Survey									
Survey Tasks	sub tasks	Principal \$150.00	RPLS \$125.00	SIT \$90.00	CADD \$70.00	Crew \$134.00	Hrs	Cost	Total
Survey Control	Setting controls			1		4	5	\$626.00	\$6,630.00
	Horizontal control work		1	2		6	9	\$1,109.00	
	Vertical control work		1	2		12	15	\$1,913.00	
	Preparing Survey control map		2	4	16		22	\$1,730.00	
	Setting center line			2		8	10	\$1,252.00	
Topo Survey	One Call coordination			2			2	\$180.00	\$26,595.00
	Limited abstracting for ROW topo survey							\$500.00	
	Limited ROW research for scope of topo survey		8	16			24	\$2,440.00	
	Surveying roadway & topo features		2	4		110	116	\$15,350.00	
	Manhole inverts		1	4		8	13	\$1,557.00	
	Borehole survey			2		4	6	\$716.00	
	Limited traffic control							\$2,500.00	
	QA/QC		8	8	8	8	32	\$3,352.00	
Project Management	Proj Management	4	8					\$1,600.00	\$1,600.00
Total									\$34,825.00
Cost per LF									\$5.05
									say \$5.00/LF

Level of Efforts for Setting COH Monument (Each)									
Setting COH Monument			2	4	4	8	18	\$1,962.00	\$1,962.00



Project limit

August 13, 2014

Muhammad M. Ali, P.E.
Associate, Project Manager
Lockwood, Andrews & Newnam, Inc.
2925 Briarpark Drive, Suite 400
Houston, TX 77042

Re: Memorial Dr. Improvement from Beltway 8 to City of Houston/City of Bunker Hill Village Limit
CAD Services to prepare basemap (utility plan and profile)

Dear Mr. Ali:

Kuo & Associates, Inc. is pleased to submit this proposal to perform CAD services to prepare utility plan and profile out of the surveyed information for the above referenced project. Topo and utility Plan drawing will be prepared along Memorial Drive and side streets (as shown below) and profile drawing will be prepared along Memorial Drive only.

Streets	From	To	Quantity (LF)
Memorial	west line of north bound feeder of Sam Houston Pkwy	Tallowood Dr.	5,900
Broken Bough	Memorial	100' to the south	100
W. Bough	Memorial	100' to the north	100
Old Oaks	Memorial	100' to the east	100
Huntingwick	Memorial	100' to the east	100
Boheme	Memorial	100' to the west	100
Memorial Bend	Memorial	100' to the east	100
Hollow Drive	Memorial	100' to the north	100
Somerset Place	Memorial	100' to the south	100
Legend	Memorial	100' to the south	100
Tallowood	Memorial	100' to the north	100
Total			6,900

Attached exhibit shows the limits for the above Tasks.

Scope or work and estimated fee & schedule are described below:

SCOPE OF WORK

We will be performing the following tasks under the scope:

- Coordinate with private utility companies and City of Houston for record drawings
- Perform utility research and delineation of underground utility lines in the plan view of Memorial Drive and side streets from available record drawing and surveyed information
- Delineate ROW with lots/abstracting information/addresses for topo survey

- Prepare profile for ground lines corresponding to the center line of the street, center line of the ditch/curb lines, right-of-way lines
- Prepare profile view of existing utilities along Memorial Drive from available record and field information

The deliverable will be in Microstation DGN or AutoCAD format as required for your design work.


FEE & SCHEDULE:

The fee for the above-described work will be **\$8,290.00** as shown itemized in the attached table.

We anticipate completing the work within 60 days upon receiving notice to proceed/beginning of survey work.

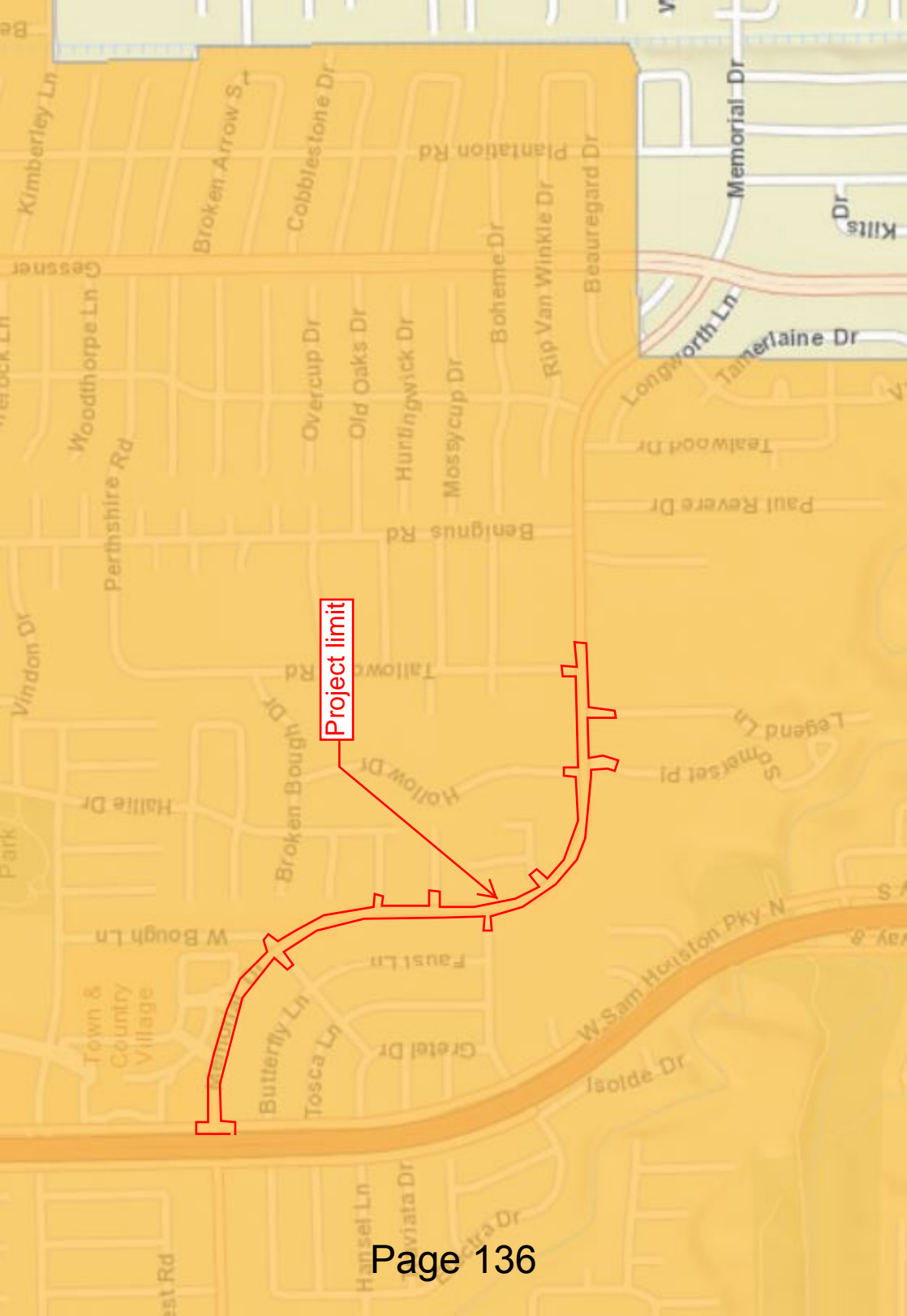
We appreciate this opportunity to submit this proposal. If you need further information, please do not hesitate to contact me.

Regards,



Shaheen Chowdhury, P.E., R.P.L.S.
President

Level of Efforts for Preparing Plan & Profile Drawing							
Tasks	Sub tasks	RPLS	SIT	CADD	Hrs	Total	Total
		\$125.00	\$90.00	\$70.00			
Plan & Profile	Utility record information collection and research		8		8	\$720.00	
	delineation of public and private utility lines on the plan view of Memorial Drive and side streets		4	48	52	\$3,720.00	
	Ground profiles at center line of the ditch/curb, center line and right-of-way lines of road			8	8	\$560.00	
	Delineation of utility lines in the profile view along Memorial Drive only			24	24	\$1,680.00	
	QA/QC	8	4		12	\$1,360.00	
	Project Management	2			2	\$250.00	
Total							\$8,290.00



Project limit



August 13, 2014

Mr. Muhammad Ali, P.E.
Lockwood, Andrews, and Newnam, Inc.
2925 Briarpark Drive, Suite 400
Houston, Texas 77042

Re: Revised Geotechnical Investigation Proposal
TIRZ 17 Reconstruction of Memorial Drive between West Sam Houston Parkway and Tallowood Road
Houston, Texas
AEC Proposal No. G2014-06-05R2

Dear Mr. Ali,

Aviles Engineering Corporation (AEC) is pleased to present this revised geotechnical investigation proposal for the proposed Tax Increment Reinvestment Zone (TIRZ) 17 reconstruction of Memorial Drive, between the West Sam Houston Parkway northbound frontage road and Tallowood Road, in Houston, Texas (Houston/Harris County Key Map 489G, H, M, and 490J). The proposed improvements include: (i) reconstruction of Memorial Drive with new concrete pavement; and (ii) installation/replacement of waterlines, storm sewers, and sanitary sewers.

According to Lockwood, Andrews, and Newnam, Inc. (LAN), the invert depth of the proposed utilities is not currently available, but will be similar to the invert depth of the existing utilities along the alignment. Based on COH GIMS maps, the maximum invert depth of existing waterline, storm sewer, and sanitary sewer lines along the alignment vary from approximately 5 to 14 feet. Based on GIMS, the channel depth where Memorial Drive crosses Harris County Flood Control District (HCFCD) Unit W153-00-00 is approximately 18 feet. According to LAN, the utilities will primarily be installed by open cut method.

Boring locations and depths for the reconstruction of Memorial Drive were selected in general accordance with Chapter 11 of the 2012 City of Houston Infrastructure Design Manual. The proposed boring spacing is 500 feet. The proposed boring depths are based on available utility invert depth information from the COH GIMS system. AEC should be notified once the design invert depths of the utilities are available, so that our boring depths (and project fee) can be revised, if necessary.

AEC proposes to drill a total of nine borings along the project alignment ranging from 25 to 40 feet. The total drilling footage is 240 feet. We will also install two piezometers along the alignment, ranging from 20 to 25 feet. A Boring Location Plan is included in the Attachments. We will perform a site reconnaissance prior to drilling and mark boring locations. AEC requests that any existing underground utilities be located by the property owner's representative prior to arrival of the drill rig. We will also contact the Texas 811 System to confirm utility locations; however, Texas 811 does not locate water, sanitary, or storm sewer lines.

Based on aerial photographs, AEC assumes that the boring locations can be accessed with a truck-mounted drill rig. Existing asphalt pavement at the boring locations will be cored prior to arrival of the drill rig. AEC will use a police officer to provide traffic control along Memorial Drive. During drilling, we will collect samples continuously at 2 foot intervals from the ground surface to a depth of 20 feet in the borings, and then at 5 foot intervals thereafter to the boring termination depths. Undisturbed samples will be obtained of cohesive soils by pushing a Shelby tube (ASTM D-1587). Standard Penetration Test samples will be obtained of granular soils (ASTM D-1586). Representative portions of all soil samples

will be sealed, packaged, and transported to our laboratory. Water level readings will be noted during drilling and upon completion of drilling. After completion of drilling, Borings B-2 and B-8 will be converted to piezometers. Upon completion of drilling, boreholes located on asphalt pavement will be grouted with cement-bentonite and the pavement surface patched with asphalt. An additional water reading will be obtained after 30 days in the piezometers, after which the piezometers will be plugged and abandoned.

Laboratory testing may consist of moisture contents, Atterberg limits, percentage passing No. 200 sieve, sieve analysis, and unconsolidated-undrained triaxial (UU) tests depending on the soil types encountered. AEC's geologist will perform a preliminary fault study, including a site visit and a desktop document review. We will analyze the field and laboratory testing data to provide geotechnical and construction recommendations in an engineering report for the proposed improvements, including: (i) pavement thickness design and subgrade preparation; and (ii) installation of underground utilities by open cut method, including pipe loading, trenching and shoring, bedding and backfill.

The estimated lump sum fee for our services is **\$23,337.00**. An itemized fee estimate is included in the Attachments. The fee includes one mob/demob of a truck-mounted drill rig, concrete coring, a site visit to mark the borings, and 3 copies of the engineering report. Additional copies will be invoiced at \$30 each. Buggy-rig mobilization, fence/gate removal, restoration of the site to its original condition, standby time, surveying, plan/specification review, environmental assessment, and attendance at meetings are not included in the above fee. To help us maintain the estimated schedule and avoid additional fees, we request that we be provided with all pertinent project details, drawings and any proposed/preferred geotechnical-related design details at the onset of the project.

We will perform a site reconnaissance and mark the proposed boring locations 2 business days after the required project drawings, the signed contract, and notice-to-proceed are received. Weather permitting and assuming no field delays, the drilling should take 2 to 3 days. The laboratory tests will require about 3 weeks to complete after drilling is finished. We anticipate providing the final geotechnical report about 2 weeks after the laboratory test results are complete.

If any of the project details described in this proposal are incorrect or the scope described or the assumptions listed need to be revised, please inform us immediately so we can revise the proposal as necessary. Please sign and return a copy of this proposal to authorize AEC to proceed with the services. We appreciate the opportunity to present this proposal, and look forward to working with you.

Respectfully submitted,
Aviles Engineering Corporation
(TBPE Firm Registration No. F-42)



Wilber L. Wang, M.Eng., P.E.
Project Engineer



Shou Ting Hu, M.S.C.E., P.E.
Principal Engineer

AGREED TO THIS _____ DAY OF _____,
PRINTED NAME: _____
SIGNATURE: _____
TITLE: _____
FIRM: _____

GEOTECHNICAL INVESTIGATION TERMS AND CONDITIONS

STANDARD OF CARE

The CLIENT recognizes that actual subsurface conditions can vary from those observed and/or encountered at locations where borings, surveys, or explorations are made, and that site conditions may change with time. Data interpretations and recommendations by AVILES ENGINEERING will be based solely on information available to the AVILES ENGINEERING during the investigation. AVILES ENGINEERING is responsible for those data, interpretations, and recommendations, but will not be responsible for other parties' interpretations or use of the information developed.

The CLIENT should expect AVILES ENGINEERING to perform Services under this PROPOSAL/AGREEMENT in a manner consistent with the level of care and skill ordinarily exercised by members of the engineering profession practicing contemporaneously under similar conditions in the locality of the project. No other warranty, expressed or implied, is made.

SCOPE OF SERVICES

AVILES ENGINEERING will develop a scope of services based on the project information provided by the CLIENT. AVILES ENGINEERING shall not be responsible for problems arising due to inadequate number of borings and/or depths dictated or required by others or inadequate engineering analyses, if the CLIENT reduces the scope of services and/or provides insufficient or invalid project or other relevant information to AVILES ENGINEERING. In the event the CLIENT or his representative orders work described in this PROPOSAL/AGREEMENT, that action shall constitute the CLIENT's acceptance of this PROPOSAL/AGREEMENT and its terms and conditions

SITE ACCESS AND SITE CONDITIONS

The CLIENT will grant or obtain free access to the site for all equipment and personnel necessary for AVILES ENGINEERING to perform the services described in this PROPOSAL/AGREEMENT, as well as provide location data for all below and above ground structures, pipelines and utilities. For such items encountered, not called to the attention of AVILES ENGINEERING, the CLIENT shall assume responsibility for any resultant damages. AVILES ENGINEERING will take reasonable precautions to minimize damage to the site, but it is understood by the CLIENT that, in the normal course of work, some damage may occur and the correction of such damage is not part of this AGREEMENT. The CLIENT will notify AVILES ENGINEERING of any known toxic and/or hazardous materials on site and shall assume responsibility for the cost of occurrences due to unknown toxic and/or hazardous materials on site.

BILLING AND PAYMENT

The CLIENT will pay AVILES ENGINEERING the lump sum amount(s) shown in the PROPOSAL/AGREEMENT. Invoices will be submitted to the CLIENT by AVILES ENGINEERING, and will be due and payable within thirty (30) days of the invoice date. CLIENT will pay an additional charge of 1.5 percent per month on any delinquent amount, and agrees to pay attorney's fees and/or other costs involved in any required collection activity.

LIMITATION OF LIABILITY / INDEMNIFICATION

If at any time, there shall be or arise any liability on the part of AVILES ENGINEERING by virtue of this Agreement or because of the relation hereby established, whether due to the negligence of AVILES ENGINEERING (including gross negligence) or otherwise, such liability is and shall be limited to a sum equal in amount to the fee charged by AVILES ENGINEERING. AVILES ENGINEERING and CLIENT agree to indemnify each other from any claims, etc., including attorney's fees and litigation costs, to the proportionate extent caused by each party's own negligence. If AVILES ENGINEERING is found to be prevalent in any third party lawsuits relating to this AGREEMENT, the CLIENT shall pay all AVILES ENGINEERING costs, including legal fees, that were incurred as a result thereof.

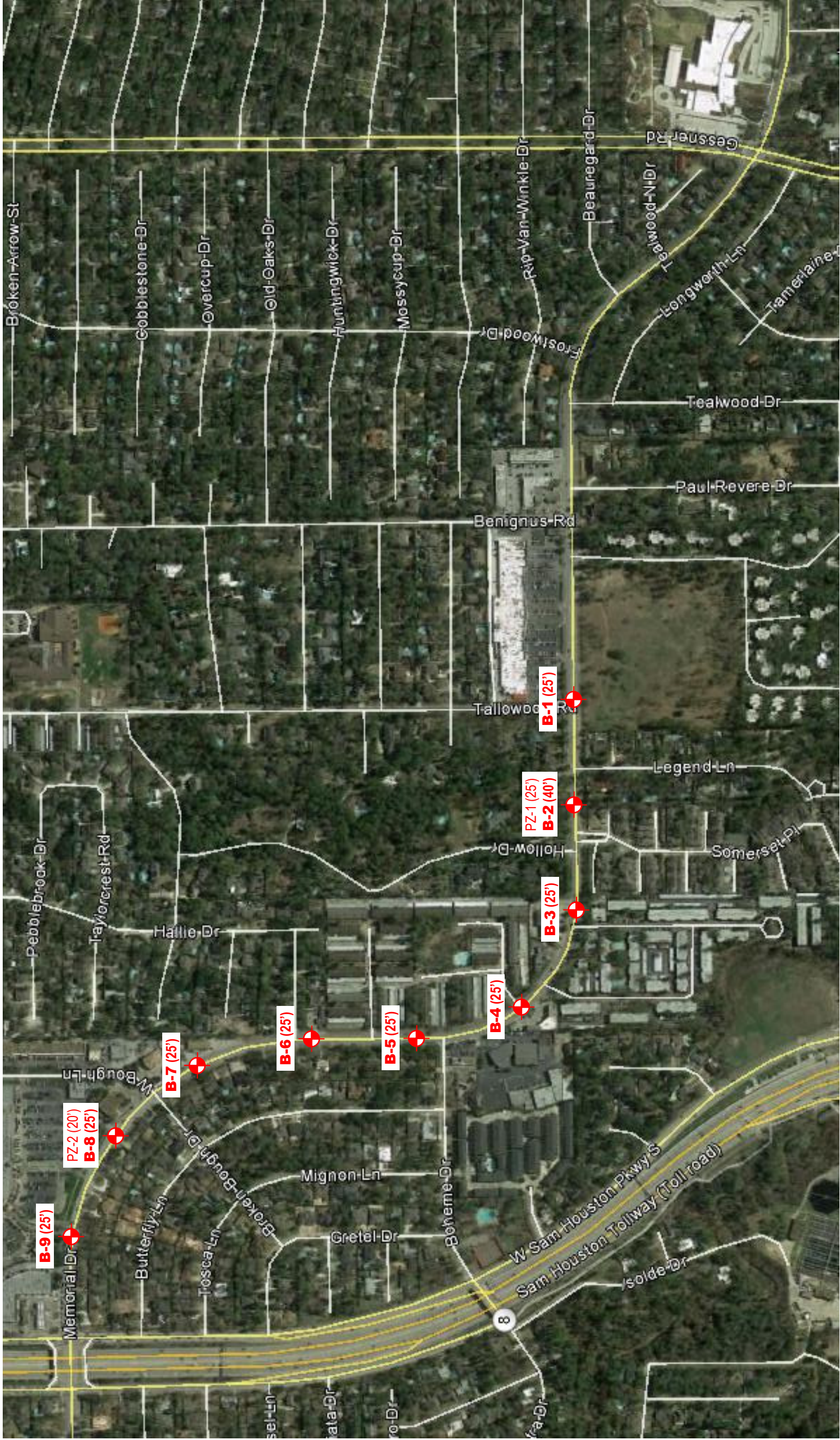
Geotechnical Investigation
TIRZ 17 Redevelopment Authority
Memorial Drive from Sam Houston Parkway to Tallowood
Houston, Texas
AEC Proposal No. G2014-06-05R2
8/13/2014



ITEMIZED FEE ESTIMATE

9 Borings total: 8 @ 25', 1 @ 40'; 1 PZ @ 20', 1 PZ @ 25'

A. FIELD EXPLORATION	QTY	UNIT		RATE	AMOUNT
Truck Rig Mobilization/Demobilization	1	LS	@	\$350.00	\$350.00
Drill Crew Travel	3	hrs.	@	\$75.00	\$225.00
Field Coordination and Utility Checking (Staff Engineer)	8	hrs.	@	\$82.00	\$656.00
Lane Closure Permits (Staff Engineer)	6	hrs.	@	\$82.00	\$492.00
Boring Layout & Site Reconnaissance (Staff Engineer)	6	hrs.	@	\$82.00	\$492.00
Fault Evaluation (Senior Geologist)	6	hrs.	@	\$82.00	\$492.00
Asphalt Pavement Core (6" dia, 8" thick core, \$300 min.)	9	ea.	@	\$90.00	\$810.00
Field Supervision and Traffic Control Setup (Senior Technician)	24	hrs.	@	\$50.00	\$1,200.00
Soil Drilling and Continuous Sampling (0 to 20 ft)	180	ft.	@	\$18.00	\$3,240.00
Soil Drilling and Intermittent Sampling (20 to 40 ft)	60	ft.	@	\$16.00	\$960.00
Traffic Control (Police Officer)	24	hrs.	@	\$45.00	\$1,080.00
Grout Holes (Cement-Bentonite)	195	ft.	@	\$5.00	\$975.00
Site Cleanup	3	hrs.	@	\$185.00	\$555.00
Install Piezometers	45	ft.	@	\$14.00	\$630.00
Piezometer Caps	2	ea.	@	\$60.00	\$120.00
Piezometer Monitoring (Senior Technician, Two Trips)	8	hrs.	@	\$50.00	\$400.00
Plug and Abandon Piezometers	45	ft.	@	\$14.00	\$630.00
On-site Standby Time, if incurred (3-man Crew)	0	hrs.	@	\$185.00	\$0.00
Vehicle Charge	30	hrs.	@	\$7.50	\$225.00
	SUBTOTAL				\$13,532.00
B. GEOTECHNICAL LABORATORY TESTING					
Atterberg Limits (ASTM D-4318)	28	ea.	@	\$53.00	\$1,484.00
Passing No. 200 Sieve (ASTM D-1140)	28	ea.	@	\$41.00	\$1,148.00
Sieve Analysis w/o Hydrometer (ASTM D-422)	4	ea.	@	\$49.00	\$196.00
Particle Size Analysis w/ Hydrometer (ASTM D-422)	0	ea.	@	\$150.00	\$0.00
Moisture Content (ASTM D-2216)	102	ea.	@	\$8.00	\$816.00
Unconfined Compression (ASTM D-2166)	0	ea.	@	\$39.00	\$0.00
Unconsolidated-Undrained Test (ASTM D-2850)	28	ea.	@	\$54.00	\$1,512.00
	SUBTOTAL				\$5,156.00
C. ENGINEERING ANALYSES & REPORT					
Senior Engineer, P.E.	4	hrs.	@	\$123.00	\$492.00
Project Engineer, P.E.	20	hrs.	@	\$96.00	\$1,920.00
Staff Engineer, E.I.T.	16	hrs.	@	\$82.00	\$1,312.00
Draftsman	14	hrs.	@	\$50.00	\$700.00
Word Processor	3	hrs.	@	\$45.00	\$135.00
Reproduction (3 final copies included)	3	copies	@	\$30.00	\$90.00
	SUBTOTAL				\$4,649.00
ESTIMATED GEOTECHNICAL FEE					\$23,337.00



AVILES ENGINEERING CORPORATION			
PROPOSED BORING LOCATION PLAN			
TIRZ – MEMORIAL DRIVE FROM SAM HOUSTON PARKWAY TALLOWOOD ROAD HOUSTON, TEXAS			
AEC PROPOSAL NO.:	DATE:	SOURCE DRAWING PROVIDED BY:	PLATE NO.:
G2014-06-05R2	08-13-2014	GOOGLE EARTH PRO	
APPROX. SCALE:	DRAFTED BY:		
1" = 500'	WW		PLATE 1

August 12, 2014

Mr. Don Huml
Executive Director
Memorial City Redevelopment Authority / TIRZ 17
8955 Katy Freeway, Suite 215
Houston, Texas 77024

Re: Proposal for Phase 2 Detailed Design
For North Gessner Drainage and Mobility Improvements
North Gessner Road Reconstruction from IH-10 to north of Westview
TIRZ 17 CIP Nos. T-1732A
Klotz Associates Project No. 1111.004.000

Dear Mr. Huml:

In response your recent request, Klotz Associates has prepared this proposal for the engineering services to provide the Phase 2 Detailed Design for the North Gessner Drainage and Mobility Improvements Project. These services will include the preparation of the Phase 2 Detailed Design, Plans and Specifications for the proposed North Gessner Drainage and Mobility Improvements (TIRZ 17 CIP No. T-1732A), North Gessner Road Reconstruction from IH-10 to north of Westview Drive. The proposed project is identified in the current TIRZ 17 five-year Capital Improvement Plan as TIRZ 17 CIP No. T-1732A.

These engineering services are required for the preparation of and obtaining the required approvals for the construction plans and documents of the proposed improvements to N. Gessner Road based on the recommendations in the Preliminary Engineering Report (PER) (LAN August 2013, Preliminary Plans (LAN October 2012) and the updated TIRZ 17 Master Drainage Plan (ongoing) as well as coordination with the Conrad Sauer project. The construction cost for this project was estimated in the PER to be approximately \$15.1 million for projects T-1732A and T-1732B. Review submittals to TIRZ 17 and the City of Houston will be submitted at the 70%, 90% and final phase of detailed design work. The submittals will include the construction drawings as well as detailed construction cost estimates.

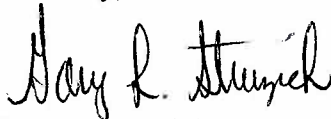
We propose to provide these Phase 2 Services as a Task Order under our Master Agreement for Professional Services. The requested Not-to-Exceed authorization of \$619,360.00 includes a Lump Sum of \$474,170.00 for Basic Services, a budget of \$20,000.00 for supplemental Subcontract Services and a Not-to-Exceed Fee of \$125,190.00 for Additional Services and Reimbursable Expenses. No subcontracted services are anticipated as these services were provided to LAN for the Preliminary Design Plans (October 2012). However, a budget of

Mr. Don Huml
August 12, 2014
Page 2 of 2

\$20,000.00 to be authorized by the Executive Director has been provided should updated survey or updated plans for Tree Protection, Street Lighting or Landscaping be required. Exhibit A provides detail for the proposed Scope of Work. Exhibit B provides the manhour estimate and fees requested for Basic and Additional Engineering Services. We anticipate completion of detailed design in approximately 180 days after Notice-to-Proceed and after receipt of any needed additional survey data, resolution of coordination issues with Conrad Sauer detention upgrades and Matthewson Drive extension, and resolution of issues related to the TIRZ 17 Regional Drainage Study, if any.

We appreciate the opportunity to continue to work with the Memorial City Redevelopment Authority (TIRZ 17) to provide Phase 2 Detailed Design Services for this project. Please call Ed Conger, P.E. or me if you have any questions or require any additional information.

Sincerely,



Gary L. Struzick, P.E., CFM
Vice President

GLS:azm

Enclosures

Accepted for
Memorial City Redevelopment Authority

Signature

Print

Date

Accepted for the City of Houston

Signature

Print

Date

Exhibit A
Scope of Services for Phase II Detailed Design for
North Gessner Road
Drainage and Mobility Improvements
From IH 10 (Katy Frwy.) Westbound Frontage Road north to Westview Drive
TIRZ 17 CIP No. T-1732A
August 12, 2014

This proposal is for the professional Engineering services for the drainage and mobility improvements and utility upgrades and relocations along Gessner Road from the Westbound (WB) Frontage Road of IH 10 (Katy Freeway) north to the north side of the Westview Drive intersection. The proposed project is identified in the TIRZ 17 five-year Capital Improvement Plan as TIRZ 17 CIP No. T-1732A. The construction plans and documents for the proposed improvements to Gessner Road will be based on the recommendations in the Preliminary Engineering Report (PER) (LAN - August 2013), the Preliminary Plans (LAN – October 2012), and the updated TIRZ 17 Regional Drainage Study (ongoing). The construction cost for the combined T-1732A and T-1732B projects was estimated in the PER to be approximately \$15.1 million.

The following scope details the procedures that will be followed to provide the civil engineering services to prepare bid-ready design plans for North Gessner Road. The existing Gessner Road pavement will be removed and replaced beginning at the north side of IH 10 WB Frontage Road and will continue north approximately 2700LF along Gessner Road to the north side of the Westview Drive intersection. The scope of work for the detailed design includes preparing the detailed design update of the N. Gessner Drainage and Mobility Improvements to incorporate the updated TIRZ 17 Regional Drainage Study and the new intersection at Matthewson Drive. Also included is an updated project Impact Analysis and Report for final approval by the City of Houston and TxDOT. The detailed construction documents will be prepared in accordance with City of Houston and TxDOT requirements.

I. Basic Engineering Services

A. Roadway, Drainage and Utility Improvements Construction Plan Production

1. General Sheets

The Title / Cover sheet will be prepared in accordance with City of Houston requirements. This sheet will include an area vicinity map to identify the project location. Other General Sheets include the Drawing Index, General Notes and Abbreviations, Survey Control Sheets and Sheet Layout Maps. The General Construction Notes will include standard City of Houston, Private Utility, TxDOT, as well as TIRZ 17 construction notes.

2. Existing and Proposed Typical Sections

Typical Sections will be prepared to show existing and proposed horizontal dimensions, typical location of existing and proposed drainage facilities and existing buried utilities, right-of-way and easements.

3. Demolition Plans

Demolition Plans will be prepared to show the location and extent of roadway, drainage and other facilities to be removed or replaced for this project.

4. Plan and Profile Sheets

Plan and Profile Sheets for the proposed drainage improvements along Gessner Road will be prepared in accordance with City of Houston requirements and will include existing topography and utilities as well as the alignment and extent of the proposed improvements in plan view. The profile will include the natural ground at the existing right-of-way and at the top of curb for the proposed roadway improvements. The size and location of existing public and private utilities will be shown based on available information. Plan and Profile Sheets along Cross Streets and at street crossings, prepared in accordance with City of Houston requirements, will also be provided.

5. Storm Sewer Lateral Sheets

Storm Sewer Lateral sheets will be prepared to show the profile and additional detail of the storm sewer elements that cannot be adequately shown on the Gessner Road Plan and Profile drawings.

6. HouStorm Inlet Analysis and Tables

Inlet analysis for all the inlets proposed along the reconstructed Gessner Road will be done using the City of Houston HouStorm to verify conformance with City requirements for allowable ponding during design storms. Output tables will be included in the plans as required by the City.

7. Storm Sewer Details

Special and non-standard details will be developed for construction of the drainage elements that are not shown in the standard details.

8. Standard Details

City of Houston and HCFCO Standard Storm Sewer and Drainage Details will be included where applicable and edited as necessary for use on this project.

9. Structural Details

Structural Details will be prepared for the non-standard Junction Boxes required for this project.

10. Cross Sections

Cross Sections will be produced along the project baseline at 100-foot intervals showing the existing ground and proposed grading and existing and proposed drainage and utility elements within the right-of-way.

B. Water and Sanitary Sewer Design

1. Plan and Profile Drawings for Water and Sanitary Upgrades and Relocations

Plan and Profile Drawings, prepared in accordance with City of Houston requirements, will be prepared for water and sanitary sewer upgrades and relocations as recommended by the LAN PER.

2. Standard Details

City of Houston Standard Water and Sanitary Sewer Details will be included where applicable and edited as necessary for use on this project.

C. Drainage Design

1. Overall Drainage Area Map

An Overall Drainage Area Map will be prepared from the project drainage outfall at IH 10 north along Gessner Road to north of Westview Drive. Drainage boundaries will be developed based on the PER and best available information.

2. Existing Conditions Drainage Area Map

An Existing Conditions Drainage Area Map will be developed. The drainage areas developed for the PER will be updated and expanded to the inlet level within the project limits.

3. Proposed Conditions Drainage Area Map

A Proposed Conditions Drainage Area Map will be developed. The drainage areas developed for the PER will be updated and expanded to the inlet level within the project limits.

4. Proposed Storm System Design

The Proposed Storm Sewer Design will begin with validation of the recommended alternative previously from the PER. This will include translating the LAN INFOWORKS model of the initial PER trunkline into a SWMM model and incorporating changes in the TIRZ 17 Regional Drainage Study and utilization of the proposed upgrades to the Conrad Sauer Detention Pond in addition to developing the inlet detail required for detailed design. Detail Design for trunkline size, location, elevation and cover will be determined.

5. Proposed Storm Sewer 100-Year Analysis

The Proposed Storm Sewer 100-year Analysis will be provided that will include modifications required to comply with the 100-Year Extreme Event Requirements of the City of Houston.

6. Update Impact Analysis Report for Detailed Design

A Final Design Impact Analysis Report will be prepared for approval by the City and TxDOT. This will include determination of 2-Year and 100-Year impacts for Detailed Design, preparation of updated mitigation recommendations with estimated level-of service, and preparation of a Final Impact Analysis Report for the project.

D. Project Management, Coordination & Deliverables

1. Project Management / Project Controls

Project Management activities will be ongoing throughout the project. These activities include development of the project management plan, project documentation, reporting, correspondence, invoicing, project oversight, and project closeout. Also included are regular project meetings with the TIRZ and monthly reports to the TIRZ 17 Board.

2. Agency Coordination, Approvals and Signatures

Throughout the project, coordination meetings will be required to facilitate approvals and signatures from the City of Houston. TxDOT approvals will be required for work within TxDOT ROW. City and TxDOT approvals will be obtained for the Final Drainage Impact Analysis Report. Coordination for City of Houston and TxDOT review at 70%, 90%, Final will be provided as required to provide the necessary TxDOT and City of Houston signatures and approvals.

3. Private Utility Coordination

Private utility coordination will include obtaining the required utility signatures from AT&T and CenterPoint Gas and Electric and as required to avoid potential private utility conflicts.

4. Specifications

Specifications will be prepared in accordance with City of Houston requirements. Each Standard Specification will be reviewed and supplemented as required for this project. Additional non-standard specifications will be provided as required for the project construction. The Project Manual and front-end documents will be prepared as directed by the TIRZ and required for project bidding and construction.

5. Estimate of Construction Cost

Estimates of construction cost will be prepared for each review submittal during Detailed Design.

6. Assist with Coordination with Stakeholders

Klotz Associates will assist the TIRZ with coordination and meetings with project stakeholders as requested.

E. Project Quality Control

A project-specific Quality Assurance / Quality Control Plan will be prepared and implemented based on the Klotz Associates QA/QC Policy. A Senior Officer of the firm will be named as QA/QC Officer for the project. The Project QA / QC Officer is independent of the project Detail Design Team, provides periodic QA / QC audits and approves through 'Final Look' each Milestone Submittal. The QA / QC Plan provides for Constructability Reviews, Sustainability Review, and independent check for modeling, design calculations and quantity take-offs.

F. Bid Phase Services

1. Project Advertisement

Klotz Associates will prepare the legal notice advertising the project for bidding and have the notice placed in the Houston Business Journal. Bid Documents will be made available to Prospective Bidders and Plan Rooms through the internet on CIVCAST.

2. Conduct Pre-Bid Conference Meeting

Klotz Associates will schedule and conduct a Pre-Bid Conference meeting to provide Bidders with project information and answer questions.

3. Prepare Necessary Addenda

Klotz Associates will prepare addenda required to address issues, answer Bidder question, and provide clarifications as required during bidding.

4. Conduct Bid Opening

Klotz Associates will conduct the bid opening at the Klotz Associates Office and prepare a Bid Tabulation comparing all bids received.

5. Evaluate Bid Proposals

Klotz Associates will evaluate the bids received for accuracy and any bid irregularities. A Recommendation of Award will be prepared and submitted to TIRZ 17 based on the bid evaluation.

6. Contract Preparation Assistance

Klotz Associates will assist TIRZ 17 in final construction contract preparation as requested.

II. Additional Engineering Services

A. Special Design Services**1. Traffic Control Plans**

Traffic Control Plans, Specifications and Details will be prepared in accordance with the Texas Manual on Uniform Traffic Control Devices (TMUTCD), City of Houston, and TXDOT Requirements.

2. Traffic Signal Plans

Traffic signal modifications and temporary signals required during construction will be provided for the two existing traffic signals (Gessner at the WB IH 10 Frontage Road and Gessner at Westview). Design and construction plans will be prepared for new traffic signals to be constructed at these intersections.

3. Storm Water Pollution Prevention Plan (SW3P)

A Storm Water Pollution Prevention Plan will be prepared in accordance with TCEQ, City of Houston, and TxDOT requirements. SW3P Plans, Specifications, Details, and Report will be prepared for the project.

III. Subcontracted Services**A. Subcontracted Services**

Additional Subcontracted Services are not anticipated since Topographic Survey, Geotechnical Investigation, Landscape Plans, Street Lighting Plans and Tree Protection Plans previously provided for the LAN Preliminary Design Plans will be utilized to the fullest extent possible.

If additional subcontracted services such as supplemental Topographic Survey or updates to the Tree Protection, Street Lighting, or Landscape Plans are identified as needed for completion of the project, a budget of \$20,000.00 has been set for use upon authorization by the Executive Director.

IV. Services Not Included in Scope of Work

- A.** ROW / Easement Acquisition and Survey Services
- B.** Landscape Architecture Services
- C.** Phase II ESA
- D.** Urban Forestry Services
- E.** Subsurface Utility Excavation
- F.** Construction Phase Services
- G.** Construction Management Services
- H.** Preparation of a LOMR or any submittal to HCFCD or FEMA

V. Assumptions

- A.** No coordination with HCFCD will be required.
- B.** The Tree Protection Plan, Street Lighting Plan and Landscaping Plan previously prepared for LAN will be utilized.
- C.** Traffic Signal Plans if required for the new Mattewson Drive intersection will be provided by the Conrad Sauer project.
- D.** No additional design will be required for connection of the proposed Briar Branch Trail to the new Mattewson Drive intersection.

Exhibit B
Fee Estimate for Phase II Services
N. Gessner Drainage and Mobility Improvements
(T-1732A)
from IH 10 (Katy Frwy) to Westview
for TIRZ 17
August 12, 2014

PHASE II SERVICES	Dept. Manager \$ 225.00	Sr. Project Manager \$ 210.00	Project Engineer \$ 135.00	Assoc. Engineer \$ 120.00	Senior Designer \$ 120.00	Clerical / Admin \$ 80.00	Total Labor Hours	Total Labor Cost
BASIC ENGINEERING SERVICES								
I. Basic Engineering Services (2 Bid Packages) Package A								
A. Roadway & Drainage Improvements Plan Production (Bid Package A)								
1. General Sheets								
a. Title Sheet		2	4		4		10	\$ 1,440.00
b. Drawing Index		2	4		4		10	\$ 1,440.00
c. General Notes and Abbreviations		2	4	8	4		18	\$ 2,400.00
d. Survey Control Sheets (4)		1	9		12		22	\$ 2,865.00
e. Sheet Layout Maps (2)		1	6		28		35	\$ 4,380.00
2. Existing and Proposed Typical Sections (10)		8	16	24	48		96	\$ 12,480.00
3. Demolition Plans (4 shts)		12	22	32	80		146	\$ 18,930.00
4. Plan and Profile Sheets								
a. Plan-Profile Sheets (Gessner = 12 shts)	4	36	66	80	264		450	\$ 58,650.00
b. Plan-Profile Sheets (@Cross Streets = 12 shts)		18	34	46	120		218	\$ 28,290.00
5. Storm Sewer Lateral Sheets (5 shts)	3	12	28	36	110		189	\$ 24,495.00
6. HouStorm Inlet Analysis & Tables (2 shts)	1	8	24	40	40		113	\$ 14,745.00
7. Storm Sewer Details		8	24	32	48		112	\$ 14,520.00
8. Standard Details		6	12	18	24		60	\$ 7,920.00
9. Structural Details								
a. Junction Box Details		4	20	32	40		96	\$ 12,180.00
10. Cross Sections (4 shts)		4	12	20	40		76	\$ 9,660.00
B. Water and Sanitary Sewer Design								
1. Plan-Profile Sheets (12 shts)		18	32	40	132		222	\$ 28,740.00
2. Standard Details		4	8		18		30	\$ 4,080.00
C. Drainage Design								
1. Overall Drainage Area Map		1	4	12	18		35	\$ 4,350.00
2. Existing Conditions Drainage Area Map		1	4	12	18		35	\$ 4,350.00
3. Proposed Conditions Drainage Area Map		1	6	12	12		31	\$ 3,900.00
4. Proposed Storm System Design		4	6	12	12		34	\$ 4,530.00
a. Validation of PER Recommended Alternative							0	\$ -

Exhibit B
Fee Estimate for Phase II Services
N. Gessner Drainage and Mobility Improvements
(T-1732A)
from IH 10 (Katy Frwy) to Westview
for TIRZ 17
August 12, 2014

PHASE II SERVICES 1.00	Dept. Manager \$ 225.00	Sr.Project Manager \$ 210.00	Project Engineer \$ 135.00	Assoc. Engineer \$ 120.00	Senior Designer \$ 120.00	Clerical/ Admin \$ 80.00	Total Labor Hours	Total Labor Cost
BASIC ENGINEERING SERVICES								
1.) Translate LAN INFOWORKS Existing Conditions to SWMM Model & update Current Conditions	2	4	8	8			22 \$	3,330.00
2.) Refine Boundary Conditions		1	4	20	9		34 \$	4,230.00
b. Translate LAN INFOWORKS Proposed Conditions to SWMM Model for PER Rec. Alt.							0 \$	-
1.) Adjust Preliminary Model to Develop System Detail	1		5	28			34 \$	4,260.00
2.) Update & Develop Inlet Nodes	1	2	8	40	8		59 \$	7,485.00
3.) Confirm & Modify Storm System	1	8	9	21			39 \$	5,640.00
4.) Update Model Pipe Els from Topo Survey	1	1	2	36	6		46 \$	5,745.00
c. Execute SWMM Model for Detailed Design							0 \$	-
1.) Refine Design & Model	1	6	24	36			67 \$	9,045.00
2.) Proposed Storm Sewer Design Model Tables		4	6	12	8		30 \$	4,050.00
5. Proposed Storm Sewer 100-Year Analysis		4	6	12	12		34 \$	4,530.00
a. Modify for 100yr Extreme Event Requirements	1	6	9	16			32 \$	4,620.00
b. Proposed Storm Sewer 100-Year Analysis Model Tables		4	6	12	12		34 \$	4,530.00
6. Updated Impact Analysis Final Report							0 \$	-
a. Determine Impacts for 2yr & 100yr for Final Design	1	3	6	14			24 \$	3,345.00
b. Prepare Updated Mitigation Recommendation w/ LOS	1	4	9	34			48 \$	6,360.00
c. Prepare Updated Impact Analysis Final Report	2	16	24	16	12		74 \$	10,730.00
D. Project Management, Coordination & Deliverables								
1. Project Management							0 \$	-
a. Project Management & Project Controls	8	12	16				32	9,040.00
b. Project Progress Meetings w/ TIRZ	12	40	40				92 \$	16,500.00
2. Agency Coordination, Approvals & Signatures								
a. TxDOT Coordination, Review and Approval of Construction Plans (90 & Final)	8	18	24				50 \$	8,820.00

Exhibit B
Fee Estimate for Phase II Services
N. Gessner Drainage and Mobility Improvements
(T-1732A)
from IH 10 (Katy Frwy) to Westview
for TIRZ 17
August 12, 2014

PHASE II SERVICES 1.00	Dept. Manager \$ 225.00	Sr.Project Manager \$ 210.00	Project Engineer \$ 135.00	Assoc. Engineer \$ 120.00	Senior Designer \$ 120.00	Clerical / Admin \$ 80.00	Total Labor Hours	Total Labor Cost
BASIC ENGINEERING SERVICES								
b. City of Houston Coordination, Review and Approval of Construction Plans (90 & Final)	12	24	32				68 \$	12,060.00
3. Private Utility Coordination								
a. Utility Signatures (AT&T, CenterPoint Gas & Elec.)		2	8	16			26 \$	3,420.00
b. Utility Conflict Resolution		6	12	32			50 \$	6,720.00
4. Specifications & Project Manual							0 \$	-
a. Specifications		8	24	32			68 \$	9,080.00
b. Project Manual & Front-End Documents		8	20	32			64 \$	8,540.00
5. Construction Cost Estimate	2	8	20	32	36		98 \$	12,990.00
6. Coordination with Stakeholders	1	18	24	40			87 \$	12,365.00
E. Project Quality Control (QA/QC)	18	48	54				120 \$	21,420.00
F. Bid Phase Services								
1. Project Advertisement		1	2	2			7 \$	880.00
2. Prebid Conference Meeting		2	1	3			7 \$	995.00
3. Prepare Addenda & Clarifications		2	12	16	2		33 \$	4,280.00
4. Conduct Bid Opening & Bid Tabulation		2	6	8			16 \$	2,190.00
5. Bid Evaluation & Recommendation for Award	1	2	4	2			10 \$	1,505.00
5. Contract Preparation Assistance		2	4				8 \$	1,120.00
TOTAL PH 2 BASIC ENGINEERING SERVICES - Pkg A	82	419	774	976	1181	55	3487 \$	474,170.00
TOTAL PHASE 2 ADDITIONAL ENGINEERING SERVICES								
SUBCONTRACTED ENGINEERING SERVICES (to be authorized by Executive Director if required)								
REIMBURSIBLE EXPENSES								
TOTAL FOR PHASE 2 - Pkg A								
							\$	619,360.00

**Fee Estimate for Phase II Services
Mobility Improvements
(T-1732A)
from IH 10 (Katy Frwy) to Westview
for TIRZ 17
August 12, 2014**

Exhibit B

PHASE II SERVICES 1.00	Dept. Manager \$ 225.00	Sr.Project Manager \$ 210.00	Project Engineer \$ 135.00	Assoc. Engineer \$ 120.00	Senior Designer \$ 120.00	Clerical / Admin \$ 80.00	Total Labor Hours	Total Labor Cost
ADDITIONAL ENGINEERING SERVICES								
II. Additional Engineering Services								
A. Traffic Control Plans								
1. TCP General Notes		1	4	8	4		17	\$ 2,190.00
2. TCP Overall Layout Sheets (2)		1	6	12	24		43	\$ 5,340.00
3. TCP Construction Sequencing and Phasing		2	6	12	28		48	\$ 6,030.00
4. TCP Typical Cross Sections		1	4	8	4		17	\$ 2,190.00
4. TCP Phasing Plans (6)		1	6	12	24		43	\$ 5,340.00
6. TCP Details		1	4	8	4		17	\$ 2,190.00
B. Traffic Signals								
1. Traffic Signals - Gessner @ IH 10 WB Frontage Road								
a. Temp. Signal Modifications During Construction		6	12	24	36		78	\$ 10,080.00
b. New Traffic Signal Design		20	42	56	78		196	\$ 25,950.00
2. Traffic Signals - Gessner @ Westview								
a. Temp. Signal Modifications During Construction		3	8	20	32		63	\$ 7,950.00
b. New Traffic Signal Design		18	38	54	72		182	\$ 24,030.00
C. Stormwater Pollution Prevention Plan (SW3P)								
1. SW3P Plans (6 shts)		2	8	18	26		54	\$ 6,780.00
2. SW3P Details		1	2	8	4		15	\$ 1,920.00
3. SW3P Report		1	2	12	4		19	\$ 2,400.00
TOTAL ADDITIONAL SERVICES	0	58	142	252	340	0	792	\$ 102,390.00
TOTAL FOR PHASE 2 ADDITIONAL SERVICES								
								\$ 102,390.00

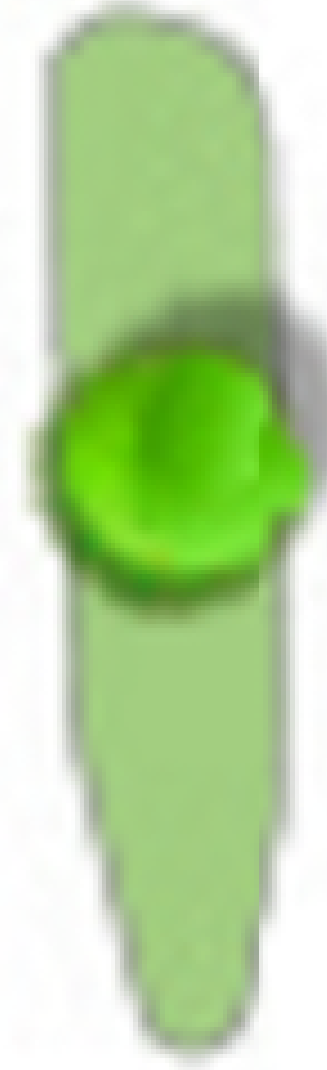
Fee Estimate for Phase II Services
 Mobility Improvements
 (T-1732A)
 from IH 10 (Katy Frwy) to Westview
 for TIRZ 17
 August 12, 2014

PHASE II SERVICES			
SUBCONTRACTED ENGINEERING SERVICES			
Task	Cost	Quantity	Total
To be Authorized by Executive Director	\$ 20,000.00		(w/ 8% markup for subs) \$ 20,000.00
	\$ -		\$ -
	\$ -		\$ -
Total	\$ 20,000.00		\$ 20,000.00
REIMBURSIBLE EXPENSES			
Item	Quantity	Unit Cost	Total
1. Printing & Reproduction (LS)	1.00	\$7,500.00	\$7,500.00
2. City of Houston Review Fee (\$107.05 Admin+160 Shts @ \$77.07/sht)	1.00	\$12,438.25	\$12,438.25
3. Houston Business Journal Bid Advertisement (2 wks)	1.00	\$2,000.00	\$2,000.00
4. CIVCAST Bid Advertisement	1.00	\$100.00	\$100.00
5. Postage, Deliveries & Misc.		\$321.75	\$321.75
6. Mileage (@0.55/mi)	800	\$440.00	\$440.00
Total			\$ 22,800.00

EXISTING CONDITION



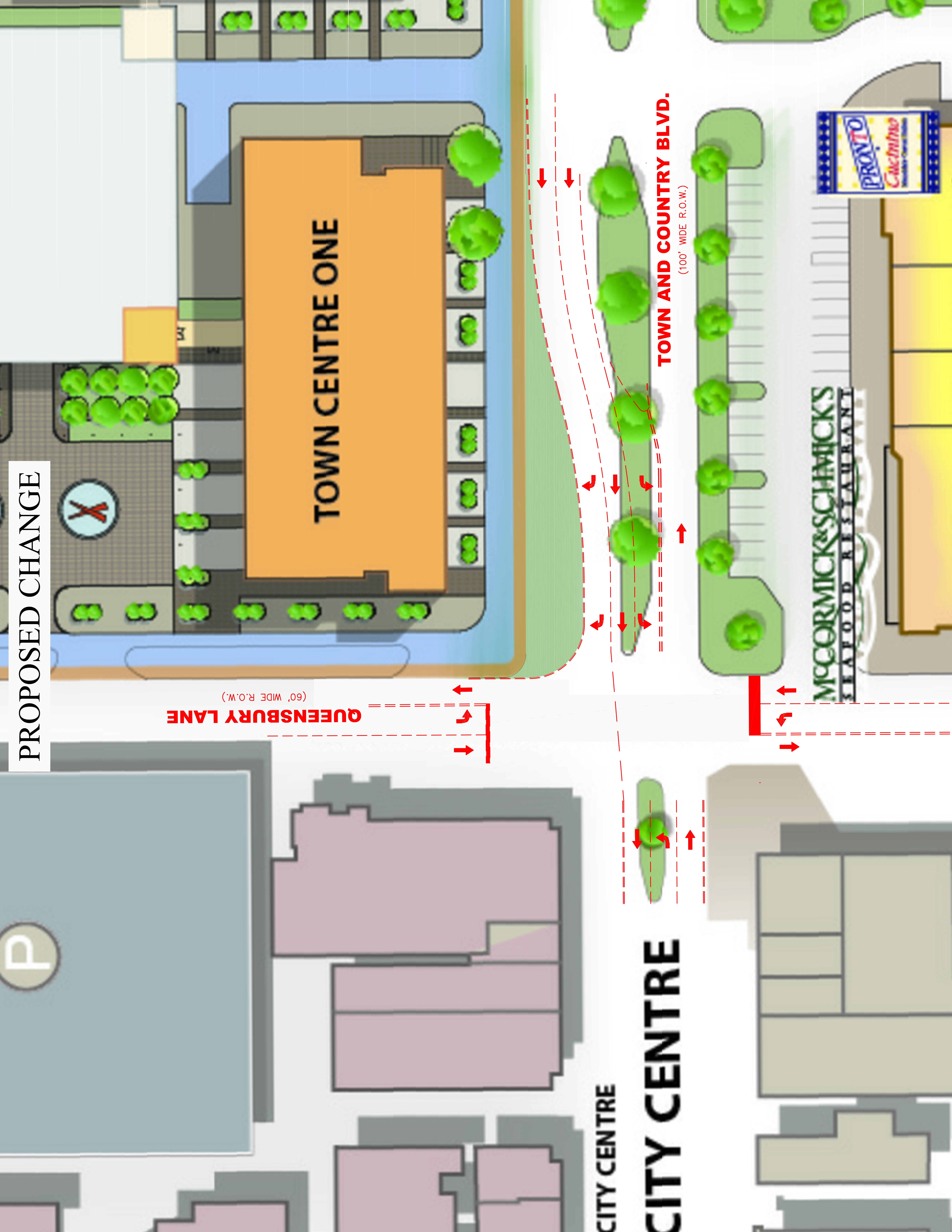
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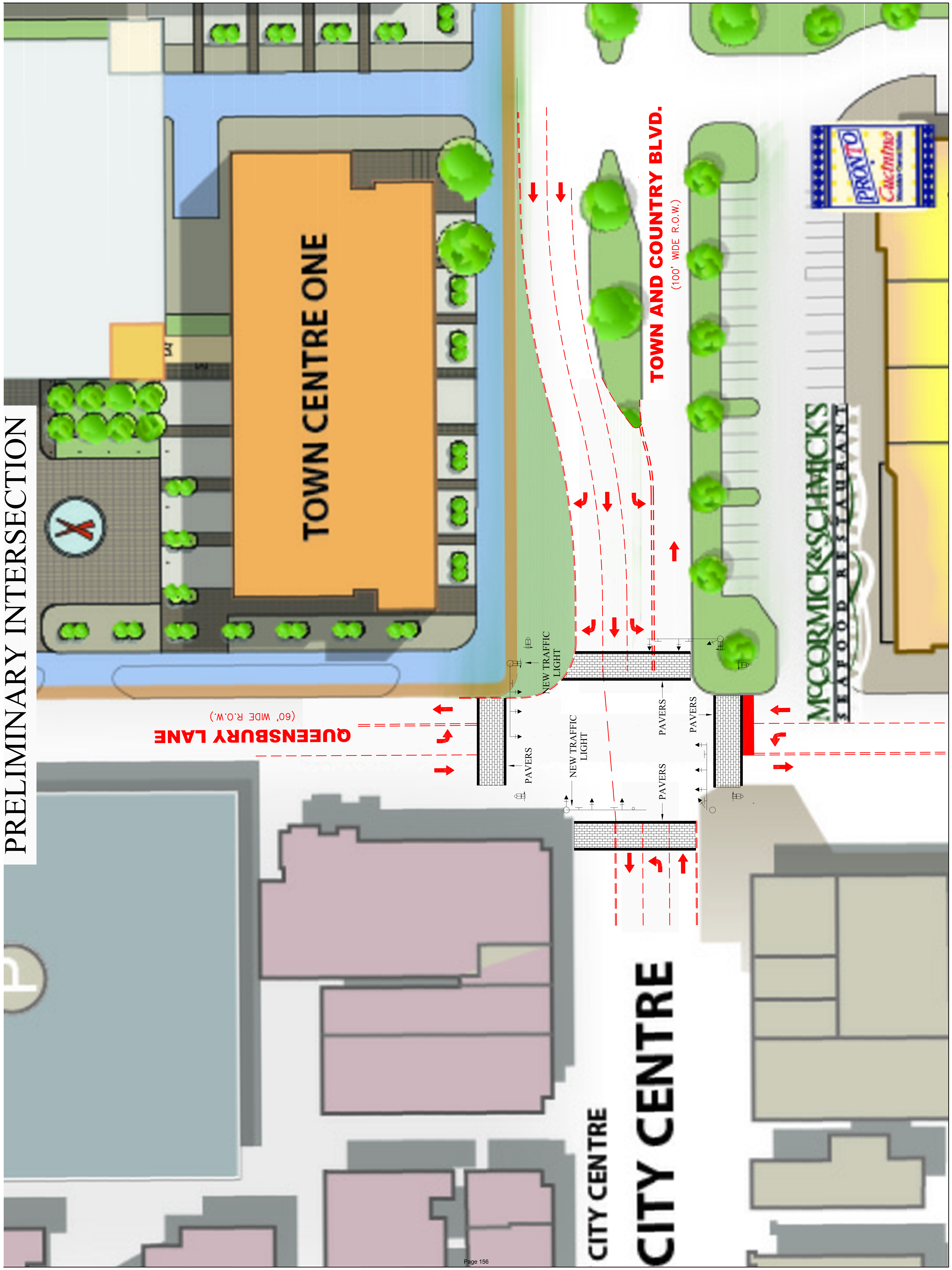
MCCORMICK & SCHMICKS
STEAKHOUSE RESTAURANT



PROPOSED CHANGE



PRELIMINARY INTERSECTION





GUNDA CORPORATION

Engineers, Planners & Managers

Aug 11, 2014

Mr. Andrew Beaupre
Associate Development
Moody Rambin
3003 West Alabama
Houston, Texas 77094

**Subject: Intersection Improvements – Queensbury Lane/Town & Country Blvd.
Intersection, Houston, Texas
Final Design and Construction Phase (Phase III) Engineering Services**

Dear Mr. Beaupre,

Gunda Corporation, LLC (GUNDA) is pleased to submit this proposal to Moody Rambin to provide professional engineering services for the design and construction of Traffic Signals and Intersection Improvements at the intersection of Queensbury Lane and Town & Country Boulevard intersection within the boundaries of Memorial City Redevelopment Authority (MCRA) in the City of Houston, Texas.

Project Scope

We understand that a traffic signal warrant study was conducted and the City of Houston (COH) has approved the installation of traffic signals at the subject intersection. We also understand that the COH has required MCRA to improve the intersection configuration along with the proposed traffic signal design and installation. MCRA would like the Developer, Moody Rambin, Inc., to install decorative traffic signal poles and paver crosswalks similar to the intersection of Kimberly Lane and Town & Country Blvd., and make improvements to the intersection based on the conceptual intersection schematic designed by Kimley-Horn and Associates, Inc. and approved by COH.

Scope of Services

GUNDA will provide following services in support of design and construction of traffic signals and related roadway and utility improvements at the subject intersection.

- Project Management
- Agency Coordination
- Design Phase Services
- Bidding Phase Services
- Construction Phase Engineering Services
- Construction Management & Inspection Services

A detailed Scope of Services is attached as Exhibit A.

Services outside the Scope Services listed in Exhibit A shall be considered additional services. GUNDA will perform those additional services on an hourly basis or at the request of the client.

Client Supplied information

Moody Rambin will supply the following information for GUNDA's use:

1. Agreement between MCRA and Moody Rambin for the intersection improvement at Queensbury Lane and Town & Country Boulevard.
2. Copy of Moody Rambin proposed building site plan adjacent to the intersection improvements at Queensbury Lane and Town & Country Boulevard.
3. Comments on the milestone submittals, as applicable, for the improvement packages.
4. Copy of this Agreement, signed and dated.

Project Fees

GUNDA will provide the aforementioned services on a Lump Sum basis as follows:

1. Phase II Basic Services	\$84,801.28
2. Phase III Basic Services	\$12,370.00
3. Construction Management & Inspection (CM&I) Services	\$25,140.00
Total	\$122,311.28

Our fee does not include agency review fees, bid advertisement costs and other fees.

Project Schedule

We anticipate completing design phase services in 5 months after authorization to proceed. We estimate another 8 months for bidding and construction phases.

Submittal of project documents will be according to the provided Project Schedule in a timely manner.

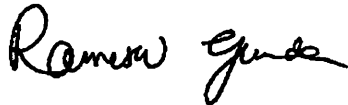
We appreciate the opportunity to submit this proposal, and look forward to working with you on this project. If you need any additional information, please contact me at 713-541-3530.

Sincerely,

GUNDA CORPORATION, LLC



Lokesh Vijayagopal, P.E., P.T.O.E.
Senior Traffic Engineer



Ramesh Gunda, P. E., P.T.O.E.
President

Accepted:

Company

Signature

Printed Name

Title

Date

ATTACHMENT A

Terms of Agreement

This is an exhibit attached to and made a part of the Engagement Letter between GUNDA CORPORATION, LLC. (ENGINEER) and Moody Rambin (CLIENT), dated the August 11th 2014, for providing professional engineering services. In the event of a discrepancy between the Engagement Letter and Schedule A, the Engagement Letter shall control.

I. Fee Basis

A. LABOR - Invoices and payments will be based on ENGINEER'S percent complete to date or, if included in the Engagement Letter, a stipulated schedule of payment.

B. Reimbursable Expenses - For surveys, project-related travel expenses, subcontracts, fees and out-of-pocket material expenses such as printing, postage, courier costs, long-distance telephone calls, etc., the charges will be billed and paid at cost plus ten percent (10%). Mileage will be charged at current IRS rate per mile.

II. Invoices and Payments

A. ENGINEER will prepare and present invoices on a monthly basis, unless other arrangements are stipulated in the Engagement Letter.

B. CLIENT shall pay ENGINEER for approved invoices within thirty (30) days from date CLIENT receives invoice for ENGINEER's portion of the Work.

C. If CLIENT fails to make any payment due ENGINEER for services and expenses within thirty (30) days after receipt of invoice from ENGINEER, the amounts due ENGINEER will be increased at the rate of one and one-half percent (1.5%) per month from said thirtieth day, and in addition, ENGINEER may, after giving seven (7) days' written notice to CLIENT, suspend services under this Agreement until ENGINEER has been paid in full all amounts due for services and expenses.

III. Responsibilities of Client

A. The CLIENT shall, with reasonable promptness, provide all available information regarding requirements for This Part of the Project.

IV. Use of Engineer's Documents

A. Except for reference and coordination purposes in connection with future additions or alterations to the Work, Drawings, Specifications and other documents prepared by the ENGINEER are instruments of the ENGINEER's service for use solely with respect to this Project and, unless otherwise provided, the ENGINEER shall be deemed the author of these documents and shall retain all common law, statutory, and other reserved rights, including the copyright. The CLIENT and other consultants, if any, shall be permitted to retain copies, including reproducible copies, of the ENGINEER's Drawings, Specifications and other documents for information and reference. The ENGINEER's Drawings, Specifications or other documents shall not be used by the CLIENT or others on other projects, or for completion of the Project by others, unless ENGINEER is adjudged to be in default under the Agreement, except by agreement in writing and with appropriate compensation to the ENGINEER.

V. Modifications of Documents

A. No changes shall be made to ENGINEER's Drawings, Specifications and other documents without written permission of the ENGINEER.

VI. Insurance

A. The ENGINEER shall obtain insurance covering claims arising out of the performance of professional services under this Agreement and caused by errors, omissions, or negligent acts for which the ENGINEER is legally liable. This insurance, if available, shall be maintained in force by the ENGINEER for a reasonable period after the date of Substantial Completion of the Project as agreed to by the CLIENT and ENGINEER.

B. If insurance is required, and other professional consultants are part of the consulting team, other consultants shall be required by CLIENT to obtain and maintain insurance coverage of a similar nature to cover errors, omissions, or negligent acts for which other consultants are legally liable.

C. The insurance coverage required by the above paragraphs shall be in not less than the limits required by law and as otherwise agreed.

VII. Controlling Law

A. This Agreement is to be governed by the laws of the State of Texas.

VIII. LIMIT OF LIABILITY

A. The ENGINEER shall meet the recognized standards of practice in performing the services covered by this Agreement. The ENGINEER makes no other express or implied warranties regarding the performance or result of these services.

B. The ENGINEER shall not be responsible for the acts or omissions of the CLIENT, other consultants, or other persons performing any of the Work.

IX. Successors and Assigns

A. The CLIENT and ENGINEER, respectively, bind themselves, their partners, successors, assigns, and legal representatives to the other party to this Agreement and to the partners, successors, assigns and legal representatives of such other party with respect to all covenants of these Agreements. Neither CLIENT nor ENGINEER shall assign this Agreement without written consent of the other.

B. Unless specifically stated to the contrary in any written consent to an assignment, no assignment will release or discharge the assignor from any duty or responsibility under this Agreement.

C. Nothing contained in this paragraph shall prevent ENGINEER from employing such independent professional associates and consultants as ENGINEER may deem appropriate to assist in the performance of services hereunder.

D. Nothing under this Agreement shall be construed to give any rights or benefits in this Agreement to anyone other than CLIENT and ENGINEER, and all duties and responsibilities undertaken pursuant to this Agreement will be for the sole and exclusive benefit of CLIENT and ENGINEER and not for the benefit of any other party.

X. Termination

A. This Agreement may be terminated by either party upon not less than seven days' written notice should the other party fail substantially to perform in accordance with the terms of this Agreement through no fault of the party initiating the termination.

EXHIBIT A
SCOPE OF SERVICES
QUEENSBURY LN/TOWN & COUNTRY BLVD
INTERSECTION IMPROVEMENTS

GUNDA will provide following services for the design and construction of traffic signals and intersection improvements at the intersection of Queensbury Lane and Town & Country Boulevard. GUNDA will utilize existing survey and design that was performed for TIRZ #17.

I. PROJECT MANAGEMENT

- Prepare detailed project schedule with milestones for Moody Rambin review and approval.
- Prepare monthly progress reports and invoices: 5 Progress Reports and 5 invoices
- Prepare meeting minutes with action items
- Perform Quality Assurance and Quality Control reviews throughout the project duration
- Additional meetings not described under Exhibit A Article I shall be additional services and billed as time and material.

II. AGENCY COORDINATION

- Meet with City of Houston Public Works and Engineering Department to establish design requirements and review schedules: 5 meetings
- Coordinate with Midway Company on the intersection design.
- Prepare design progress review submittals and incorporate review comments for the 60%, 90%, and Mylar Phase.
- Coordinate and obtain power service location from CenterPoint Energy.
- Coordinate and obtain approvals and Signatures from private utility companies.
- Obtain City of Houston approvals and Signatures.
- Additional meetings and services not described under Exhibit A Article II shall be additional services and billed as time and material.

III. DESIGN PHASE SERVICES

- Conduct field investigations
- Perform additional 100 feet supplemental topographic surveying on Town & Country Blvd along with Cross sections and profile drawing through sub-consultant
- Perform landscape architectural services
 - Meet with the project team to confirm program information and to establish goals and objectives of the project
 - Acquire site surveys and relevant architectural drawings from all available sources and build a CADD background for the project for use by K&W
 - Visit the site to review and analyze existing conditions, existing vegetation, topography, approach to the site and adjacent land uses which will give K&W a firm understanding of the site and its context

EXHIBIT A
SCOPE OF SERVICES
QUEENSBURY LN/TOWN & COUNTRY BLVD
INTERSECTION IMPROVEMENTS

- Prepare and present Schematic Drawings, which help develop the following:
 - 1. Pedestrian Circulation
 - 2. Pedestrian Pavements
 - 3. Special Vehicular Pavements > Pattern and Materials only
 - 4. ADA Accessible Pathways
- Prepare and present Preliminary Cost Estimates of probable construction costs
- Attend project meetings as required
- Materials and Layout Plans indicating the various materials as well as horizontal dimensioning used to build the project
- Landscape Grading Plans indicating the aesthetic grading on the project
- Hardscape construction details which indicate the means and methods for construction
- Planting Plans including all trees, shrubs, vines, groundcover, and turf. A plant list including plant names, sizes, spacing and or required quantities, and desired character for each species shall be provided
- Irrigation Plans including specifications, identification, location and sizing of irrigation system and its component parts
- Technical sections of the specifications in the CSI format covering all work shown on the drawings
- Final construction cost estimates to include unit costs at current construction dollars
- Reviews with Client as required
- Develop preliminary and final design for:
 - Conceptual crosswalks layout
 - Utility design, utility conflicts, and utility coordination for drainage pipes and structures, street lighting, and traffic signal design
 - Intersection pavement improvement layout
 - Traffic signal layout
 - Construction traffic control plan layout
 - Signing and pavement markings layout
 - Storm Water Pollution Prevention Plan (SWPPP) layout
- Prepare Encroachment Agreement for pavers in roadway and for streetscape appurtenance in City of Houston's Right-of-Way.
- Prepare Preliminary and Final material quantity take-off's and Engineer's Cost Estimate at 60%, 90%, and Mylar phase.
- Prepare Preliminary and Final Specifications.
- Develop Final construction documents incorporating Moody Rambin and City of Houston comments:
 - Full Size (22x34) Signed and Sealed Mylar plans with private utilities and City of Houston signatures
 - Cover sheet, General notes, & Legend
 - Topographic and Benchmark Survey Plan

EXHIBIT A
SCOPE OF SERVICES
QUEENSBURY LN/TOWN & COUNTRY BLVD
INTERSECTION IMPROVEMENTS

- Intersection Improvement Plan & Profile
- Traffic Signal Plan
- Signing and Pavement Marking Plan
- SWPPP
- Standard COH Details
- Landscape and Irrigation Plan
- Landscape and Irrigation Details
- Engineer's Cost Estimate
- Material Quantity Take-off
- Construction project manual with technical specifications
- Services not described under Exhibit A Article III shall be additional services and billed as time and material.

IV. BIDDING PHASE SERVICES

- Prepare Bid Package and assist Moody Rambin in advertising and receiving bids from contractors.
- Tabulate bids, verify contractor information and recommend successful bidder for Moody Rambin board's consideration.
- Prepare contract documents for execution of contract with the successful Contractor.

V. CONSTRUCTION PHASE SERVICES (PHASE III SERVICES)

- Engineer of Record will make monthly site visits during times Contractor is actively performing major construction activities: 8 site visits
- Engineer of Record will submit construction observation/status report to Construction Manager after each site visit: 8 observation/status reports
- Engineer of Record will respond to Requests for Information (RFI) from Contractor.
- Engineer of Record will review shop drawings and submittals for concurrence with the construction documents.
- Engineer of Record will assist Construction Manager in resolving issues uncovered in the field by Contractor.
- Engineer of Record will attend Substantial Completion walkthrough with Construction Manager and Contractor.
- Engineer will attend final walkthrough with Construction Manager and Contractor.
- Engineer will prepare record drawings from the as-built redlines provided by the Contractor.

EXHIBIT A
SCOPE OF SERVICES
QUEENSBURY LN/TOWN & COUNTRY BLVD
INTERSECTION IMPROVEMENTS

VI. CONSTRUCTION MANAGEMENT & INSPECTION SERVICES

GUNDA will provide Construction Management and Construction Inspections services for the following:

- Construction Manager will provide overall management of construction activities and his role will be different from the Engineer of Record.
- Construction Manager will conduct and facilitate all progress meetings during construction.
- Construction Manager will prepare monthly pay estimates for Moody Rambin Executive Director and Board's approval.
- Construction Manager will prepare change orders if necessary for Moody Rambin approval.
- Construction Manager will attend Board or other Moody Rambin meetings as requested by Executive Director.
- Construction Inspector will be on-site inspecting all the major construction work such as drainage pipes and structures, concrete pavement, pavers, foundations, traffic signal pole installation, cabinet installation, traffic signal turn on, street lighting, and landscape and irrigation.
- Construction Inspector will coordinate with City of Houston Inspectors in acceptance of improvements by City of Houston.
- Construction Manager will facilitate the substantial completion walkthrough with City of Houston and Moody Rambin and prepare the punch list.
- Construction Manager will facilitate Substantial Completion walkthrough with Contractor and Engineer of Record and provide a punch list of outstanding items.
- Construction Manager will facilitate the final walkthrough and project acceptance with City of Houston and Moody Rambin.
- Construction Manager will prepare the project closeout and project acceptance documents for submittal to the City of Houston.

EXHIBIT A
SCOPE OF SERVICES
QUEENSBURY LN/TOWN & COUNTRY BLVD
INTERSECTION IMPROVEMENTS

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- Prepare meeting minutes with action items
- Perform Quality Assurance and Quality Control reviews throughout the project duration
- Additional meetings not described under Exhibit A Article I shall be additional services and billed as time and material.

II. AGENCY COORDINATION

- Meet with City of Houston Public Works and Engineering Department to establish design requirements and review schedules: 5 meetings
- Coordinate with Midway Company on the intersection design.
- Prepare design progress review submittals and incorporate review comments for the 60%, 90%, and Mylar Phase.
- Coordinate and obtain power service location from CenterPoint Energy.
- Coordinate and obtain approvals and Signatures from private utility companies.
- Obtain City of Houston approvals and Signatures.
- Additional meetings and services not described under Exhibit A Article II shall be additional services and billed as time and material.

III. DESIGN PHASE SERVICES

- Conduct field investigations
- Perform additional 100 feet supplemental topographic surveying on Town & Country Blvd along with Cross sections and profile drawing through sub-consultant
- Perform landscape architectural services
 - Meet with the project team to confirm program information and to establish goals and objectives of the project
 - Acquire site surveys and relevant architectural drawings from all available sources and build a CADD background for the project for use by K&W
 - Visit the site to review and analyze existing conditions, existing vegetation, topography, approach to the site and adjacent land uses which will give K&W a firm understanding of the site and its context

EXHIBIT A
SCOPE OF SERVICES
QUEENSBURY LN/TOWN & COUNTRY BLVD
INTERSECTION IMPROVEMENTS

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 - 4. ADA Accessible Pathways
- Prepare and present Preliminary Cost Estimates of probable construction costs
- Attend project meetings as required
- Materials and Layout Plans indicating the various materials as well as horizontal dimensioning used to build the project
- Landscape Grading Plans indicating the aesthetic grading on the project
- Hardscape construction details which indicate the means and methods for construction
- Planting Plans including all trees, shrubs, vines, groundcover, and turf. A plant list including plant names, sizes, spacing and or required quantities, and desired character for each species shall be provided
- Irrigation Plans including specifications, identification, location and sizing of irrigation system and its component parts
- Technical sections of the specifications in the CSI format covering all work shown on the drawings
- Final construction cost estimates to include unit costs at current construction dollars
- Reviews with Client as required
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- Prepare Preliminary and Final material quantity take-off's and Engineer's Cost Estimate at 60%, 90%, and Mylar phase.
- Prepare Preliminary and Final Specifications.
- Develop Final construction documents incorporating Moody Rambin and City of Houston comments:
 - Full Size (22x34) Signed and Sealed Mylar plans with private utilities and City of Houston signatures
 - Cover sheet, General notes, & Legend
 - Topographic and Benchmark Survey Plan

EXHIBIT A
SCOPE OF SERVICES
QUEENSBURY LN/TOWN & COUNTRY BLVD
INTERSECTION IMPROVEMENTS

- Intersection Improvement Plan & Profile
- Traffic Signal Plan
- Signing and Pavement Marking Plan
- SWPPP
- Standard COH Details
- Landscape and Irrigation Plan
- Landscape and Irrigation Details
- Engineer's Cost Estimate
- Material Quantity Take-off
- Construction project manual with technical specifications
- Services not described under Exhibit A Article III shall be additional services and billed as time and material.

IV. BIDDING PHASE SERVICES

- Prepare Bid Package and assist Moody Rambin in advertising and receiving bids from contractors.
- Tabulate bids, verify contractor information and recommend successful bidder for Moody Rambin board's consideration.
- Prepare contract documents for execution of contract with the successful Contractor.

V. CONSTRUCTION PHASE SERVICES (PHASE III SERVICES)

- Engineer of Record will make monthly site visits during times Contractor is actively performing major construction activities: 8 site visits
- Engineer of Record will submit construction observation/status report to Construction Manager after each site visit: 8 observation/status reports
- Engineer of Record will respond to Requests for Information (RFI) from Contractor.
- Engineer of Record will review shop drawings and submittals for concurrence with the construction documents.
- Engineer of Record will assist Construction Manager in resolving issues uncovered in the field by Contractor.
- Engineer of Record will attend Substantial Completion walkthrough with Construction Manager and Contractor.
- Engineer will attend final walkthrough with Construction Manager and Contractor.
- Engineer will prepare record drawings from the as-built redlines provided by the Contractor.

EXHIBIT A
SCOPE OF SERVICES
QUEENSBURY LN/TOWN & COUNTRY BLVD
INTERSECTION IMPROVEMENTS

VI. CONSTRUCTION MANAGEMENT & INSPECTION SERVICES

GUNDA will provide Construction Management and Construction Inspections services for the following:

- Construction Manager will provide overall management of construction activities and his role will be different from the Engineer of Record.
- Construction Manager will conduct and facilitate all progress meetings during construction.
- Construction Manager will prepare monthly pay estimates for Moody Rambin Executive Director and Board's approval.
- Construction Manager will prepare change orders if necessary for Moody Rambin approval.
- Construction Manager will attend Board or other Moody Rambin meetings as requested by Executive Director.
- Construction Inspector will be on-site inspecting all the major construction work such as drainage pipes and structures, concrete pavement, pavers, foundations, traffic signal pole installation, cabinet installation, traffic signal turn on, street lighting, and landscape and irrigation.
- Construction Inspector will coordinate with City of Houston Inspectors in acceptance of improvements by City of Houston.
- Construction Manager will facilitate the substantial completion walkthrough with City of Houston and Moody Rambin and prepare the punch list.
- Construction Manager will facilitate Substantial Completion walkthrough with Contractor and Engineer of Record and provide a punch list of outstanding items.
- Construction Manager will facilitate the final walkthrough and project acceptance with City of Houston and Moody Rambin.
- Construction Manager will prepare the project closeout and project acceptance documents for submittal to the City of Houston.

MCRA - TIRZ #17 TOWN & COUNTRY BLVD AT QUEENSBURY LN SIGNALIZATION - WBS N-T17000-0016-7
Engineer's Opinion on Probable Construction Costs - Preliminary

Item No.	Spec. Ref.	Item Description	Unit Measure	Unit Quantity	Unit Price (\$)	Total Amount (\$)
GENERAL CONSTRUCTION ITEMS						
1	01502	Mobilization	LS	1	\$40,000.00	\$40,000.00
2	01555	Traffic Control and Regulation	LS	1	\$50,000.00	\$50,000.00
3	01555	Flagmen	LS	1	\$22,500.00	\$22,500.00
4	01562	Tree and Plant Protection	LS	1	\$10,000.00	\$10,000.00
5	01570	Implementation and Maintenance of Stormwater Pollution Prevention Plan	LS	1	\$10,000.00	\$10,000.00
6	01570	Inlet Protection Barrier	EA	4	\$10.00	\$40.00
7	02086	Adjust existing manhole frame and cover to new grade	EA	2	\$1,200.00	\$2,400.00
8	02260	Trench Safety System for trench excavations	LF	110	\$3.00	\$330.00
9	02319	Backfill Material	CY	178	\$4.00	\$712.00
10	02922	Sodding	SY	600	\$5.00	\$3,000.00
11	02893	Project Identification Signs	EA	3	\$750.00	\$2,250.00
Sub-Total GENERAL CONSTRUCTION ITEMS						\$141,232.00
PAVING ITEMS						
12	02221	Remove/Dispose Reinforced Concrete Surface/ with or without Base	SY	1,933	\$15.00	\$28,995.00
13	02221	Remove/Dispose Reinforced Conc Sidewalk 4-inch thick/More	SY	296	\$4.00	\$1,184.00
14	02771	Remove/Dispose 6-Inch Curb and Gutter Monolithic	LF	750	\$4.00	\$3,000.00
15	02752S	Saw Cutting	LF	411	\$6.00	\$2,466.00
16	02315	Roadway Excavation with or without subgrade	CY	345	\$9.00	\$3,105.00
17	02336	Lime Stabilized Subgrade 8-inch thick	SY	2,105	\$4.00	\$8,420.00
18	02336	6% Lime Treatment for Stabilized Subgrade (Dry weight) (36-lbs/SY/per 8-inch depth)	TON	39	\$200.00	\$7,800.00
19	02751	Reinforced Concrete Pavement 10-inch thick	SY	2,030	\$75.00	\$152,250.00
20	02752	Street Pavement Expansion Joint with Load Transfer Device	LF	310	\$8.00	\$2,480.00
21	02771	Concrete Paving Header	LF	210	\$22.00	\$4,620.00
22	02771	6-Inch Curb and Gutter Monolithic	LF	670	\$3.00	\$2,010.00
23	02775	Sidewalk 4-1/2 inch thick 5-ft wide	SF	472	\$6.00	\$2,832.00
24	02775	Curb Ramps	EA	8	\$2,100.00	\$16,800.00
Sub-Total PAVING ITEMS						\$235,962.00
STORM SEWER ITEMS						
25	02222	Remove/Dispose Storm Pipe 36-inch dia	LF	92	\$18.00	\$1,656.00
26	02631	36-Inch RCP Storm Sewers by Open-Cut, All Depths, Complete in Place	LF	110	\$190.00	\$20,900.00
27	81/02082/02	Type C manhole for 42-inch diameter and smaller sewers	EA	3	\$5,500.00	\$16,500.00
28	81/02082/02	32" EJIW Non-Skid Manhole Lid	EA	3	\$2,750.00	\$8,250.00
Sub-Total STORM SEWER ITEMS						\$47,306.00
TRAFFIC SIGNAL ITEMS						
29	01554	Traffic Signals	LS	1	\$200,000.00	\$200,000.00
Sub-Total TRAFFIC SIGNAL ITEMS						\$200,000.00
PAVEMENT MARKING AND SIGNAGE ITEMS						
30	02762	Blast Cleaning Pavement Markers (Temporary & Permanent) 4- inch Yellow and White	LF	8,758	\$0.50	\$4,378.75
31	02762	Blast Cleaning Pavement Markers (Temporary & Permanent) 12- inch White	LF	450	\$0.75	\$337.50
32	02762	Blast Cleaning Pavement Markers (Temporary & Permanent) 24- inch White	LF	283	\$1.50	\$424.50
33	02762	Blast Cleaning of Symbols and Arrows (Temporary & Permanent)	EA	59	\$175.00	\$10,325.00

MCRA - TIRZ #17 TOWN & COUNTRY BLVD AT QUEENSBURY LN SIGNALIZATION - WBS N-T17000-0016-7
Engineer's Opinion on Probable Construction Costs - Preliminary

Item No.	Spec. Ref.	Item Description	Unit Measure	Unit Quantity	Unit Price (\$)	Total Amount (\$)
34	02762	Removal of Raised Pavement Markings (All Types)	LS	650	\$1.00	\$650.00
35	02765	Temporary Raised Buttons/Markers 4-inch wide Yellow Solid Type I	LF	2,570	\$2.00	\$5,139.20
36	02765	Temporary Raised Buttons/Markers 4-inch wide Double Yellow Solid Type I	LF	1,814	\$2.00	\$3,627.80
37	02765	Temporary Raised Buttons/Markers 4-inch wide Yellow Broken Type I	LF	384	\$2.00	\$768.00
38	02765	Temporary Raised Buttons/Markers 4-inch wide White Solid Type I	LF	1,729	\$2.00	\$3,458.00
39	02765	Temporary Raised Buttons/Markers 4-inch wide White Broken Type I	LF	161	\$2.00	\$322.00
40	02765	Temporary Raised Buttons/Markers 4-inch wide White Dotted Type I	LF	163	\$2.00	\$325.20
41	02765	Temporary Pavement Marking 8-inch wide White Solid Type I	LF	66	\$2.00	\$132.00
42	02765	Temporary Pavement Marking 24-inch wide White Solid Type I	LF	183	\$2.00	\$366.00
43	02765	Temporary Construction Pavement Marking Arrow White	EA	49	\$2.00	\$98.00
44	02764	Raised Pavement Marker Type I-C	EA	20	\$3.00	\$60.00
45	02764	Raised Pavement Marker Type II-C-R	EA	20	\$3.00	\$60.00
46	02764	Raised Pavement Marker Type II-A-A	EA	70	\$3.00	\$210.00
47	02764	Raised Pavement Marker Type II-B-B	EA	1	\$3.50	\$3.50
48	02767	Thermoplastic Pavement Marking 4-inch wide White (BRK) Type I (WB4)	LF	400	\$1.00	\$400.00
49	02767	Thermoplastic Pavement Marking 4-inch wide White (SLD) Type I (WS4)	LF	1,700	\$1.00	\$1,700.00
50	02767	Thermoplastic Pavement Marking 12-inch wide White Type I (WS12)	LF	450	\$3.20	\$1,440.00
51	02767	Thermoplastic Pavement Marking 24-inch White Type I (WS 24)	LF	100	\$2.00	\$200.00
52	02767	Thermoplastic Pavement Marking Symbol and ARROW Type I	EA	10	\$450.00	\$4,500.00
53	02221	Remove Existing Traffic Sign	EA	10	\$100.00	\$1,000.00
53	01554	Street Name Signs	EA	2	\$325.00	\$650.00
Sub-Total PAVEMENT MARKING AND SIGNAL ITEMS						\$40,575.45
STREETSCAPE ITEMS						
54		Remove Existing Trees	EA	8	\$500.00	\$4,000.00
55		Remove Existing Pavers	SF	776	\$4.00	\$3,104.00
56		Concrete Unit Paver - 4"x8", 60 MM Austin Blend	SF	296	\$14.00	\$4,144.00
57		Concrete Unit Paver - 4"x8" & 4"x4", 60 MM Double Basket Weave Pattern w/ Austin Blend	SF	496	\$14.00	\$6,944.00
58		Concrete Unit Paver - ADA Detectable, Dark Brown	SF	200	\$14.00	\$2,800.00
59		Concrete Unit Paver - 4"x8", 60 MM Cast Stone	SF	861	\$14.00	\$12,054.00
Sub-Total STREETSCAPE ITEMS						\$33,046.00
EXTRA WORK ITEMS						
60	02318	Extra Work Items - Hand Excavation	CY	20	\$50.00	\$1,000.00
61	02318	Extra Work Items - Machine Excavation	CY	20	\$25.00	\$500.00
62	02318	Extra Work Items - Placement of Backfill Material	CY	20	\$15.00	\$300.00
Sub-Total EXTRA WORK ITEMS						\$1,800.00
CASH ALLOWANCE ITEMS						
63		Cash Allowance - City of Houston Permits	CA	1	\$15,000.00	\$15,000.00
64		Relocate street Lights	CA	1	\$10,000.00	\$10,000.00
Sub-Total CASH ALLOWANCE ITEMS						\$25,000.00
Sub-Total						\$724,921.45
20% Contingencies						\$ 144,984.29
Total						\$ 869,905.74

September 23, 2014

Mr. Don Huml
Executive Director
Memorial City Redevelopment Authority
8955 Katy Freeway, Suite 215
Houston, Texas - 77024

**Subject: Peer Review – Conrad Sauer Detention Basin Revitalization Project
Houston, Texas**

Dear Mr. Huml,

Gunda Corporation, LLC (GUNDA) is pleased to submit this proposal to Memorial City Redevelopment Authority (MCRA) to provide Peer Review services for the design of Conrad Sauer Detention Basin Revitalization Project within the boundaries of MCRA in the City of Houston, Texas.

Project Understanding

We understand that MCRA is entering into a development agreement for the implementation of Conrad Sauer Detention Basin Revitalization Project. As part of the agreement, MCRA would like GUNDA to provide Peer Review of the design provided by the Developer's design engineer.

Scope of Services

GUNDA will provide QA/QC review services for construction documents for the Conrad Sauer Detention Basin Revitalization project. The reviews will be done on the following submittals:

- 30%
- 90%

Following tasks will be included:

- Review plans
- Review project manual
- Review construction cost estimates
- Constructability review

- Document the review comments on a spreadsheet, then track that the comments are addressed in subsequent submittals
- Meet with the Consultant discuss the review comments
- Meet with the Client to discuss the review comments

Our scope of service does not include the following:

- Review of the detailed design
- Review of design data
- Review of quantity take-offs
- Board or other presentations

It is understood that Developer's Designer Engineer is responsible for the quality and constructability of the project. Our Peer Review is for Board information purpose only and does not relieve Designer Engineer from their professional responsibility to the Developer and/or MCRA.

Project Schedule

Each review will be completed within 15 days after receipt of complete plans, specifications and estimates along with all engineering calculations, analysis and computer models. We will not start our review until we receive complete information from the Design Engineer.

Client Supplied information

Please provide following documents at the start of the project:

- Executed Task Order
- 30% submittal plans, specifications and estimates along with all engineering calculations, analysis and computer models)
- 90% submittal (complete plans, specifications and estimates along with all engineering calculations, analysis and computer models)
- Preliminary Engineering Report along with signed Record of Decision and Action items) RDAI from City of Houston

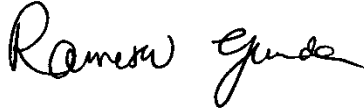
Proposed Fee

For services to be rendered on this project, we suggest a compensation of \$24,990.00 on a lump sum fee basis. Detailed Level of effort is included as Exhibit A.

We appreciate the opportunity to submit this proposal, and trust that we can perform the work satisfactorily in accordance with your needs. Should you have any questions on this proposal please do not hesitate to call.

Respectfully submitted,

GUNDA CORPORATION, LLC



Ramesh Gunda, P. E., P.T.O.E.
President

Attachments: Exhibit A – Level of Effort

Accepted by:

Memorial City Redevelopment Authority

City of Houston

Exhibit A
Peer Review - Level of Effort Fee Estimate
Conrad Sauer Detention Basin Revitalization
GUNDA Proposal No. P14085

Date: September 23, 2014
 Rev. No. 1

	Principal	Project Mgr	Proj Eng	CAD	Const. Manager	Admin / Clerical	Expenses	Total Cost
Billing Rate	\$275	\$175	\$150	\$90	\$170	\$50		
Summary								
30% Peer Review		20	40	8	12	4	\$ 60.00	\$ 12,520
90% Peer Review		20	40	8	12	3	\$ 60.00	\$ 12,470
								\$ -
Subtotal Hours	0	40	80	16	24	7		
Total Fee	\$ -	\$ 7,000	\$ 12,000	\$ 1,440	\$ 4,080	\$ 350	\$ 120.00	\$ 24,990



Scope of Services

TIRZ #17 Redevelopment Authority

Pursuant to recent discussion between representatives of The Goodman Corporation (TGC) and the Memorial City TIRZ (TIRZ), we have developed a proposed Scope of Services in order to assist the TIRZ in the identification, funding, and implementation of federally eligible mobility and transit infrastructure improvements. This scope will cover the October 1st, 2014 through September 30th, 2015 time frame. The proposed approach will provide the TIRZ with a strategic ability to leverage federal funding with locally committed resources, and to compete for discretionary mobility funding available at the state and federal level. The timing for creating this strategic mobility approach is good due to the pending H-GAC call for projects for the FY 2015 – FY 2018 time frame.

Task 1 – Develop a federally eligible mobility related capital improvement program

- Conduct necessary workshops with key TIRZ personnel in order to fully understand the schedule of planned pedestrian and transportation infrastructure improvements within the existing capital improvement program (CIP). Workshops will also focus on the identification of TIRZ mobility challenges not currently being addressed in the existing CIP.
- Coordinate with TIRZ engineering consultants to incorporate information identified in their pedestrian infrastructure study.
- TGC will identify projects within the current CIP which are eligible for federal funding. TGC will also create a list of federally eligible candidate projects which address district mobility challenges.
- Dependent on the level of detail currently available, TGC may need to conduct an inventory of existing infrastructure conditions along project candidate corridors. Additionally, dependent upon work completed by TIRZ consultants, TGC may need to develop costs for candidate projects.

Deliverable: Federally Eligible Improvements - Capital Cost Identification

Task 2 – Identify and Quantify Benefits

- Based upon the delta between the existing conditions of and proposed improvements to infrastructure, TGC will identify and quantify benefits related to: vehicle emissions, transit ridership, roadway level of service, pedestrian level of service, safety, health, livability, and economic development.

Deliverable: Benefit Quantification Memorandum

Task 3 – Develop Funding and Implementation Strategy

- TGC will create a suggested approach to funding the capital improvements identified in Task 1. The strategy will include a breakdown and description of each applicable funding source, as well as a year by year schedule for funding and implementation.

Deliverable: Funding and Implementation Strategy

Task 4 – Plan Development and Environmental Clearance

- Based upon the information collected in Tasks 1 and 2, TGC will develop a 5 year Mobility Capital Improvement Plan for the TIRZ. The plan will include a background section outlining existing mobility challenges and infrastructure conditions, an updated and comprehensive list of federally eligible capital projects, costs, benefits, as well as a funding and implementation strategy.
- Included in the plan development process will be a review of environmental challenges posed by the selected projects. Environmental clearance documentation will be developed for projects applicable for a categorical exclusion.

Deliverable: Five (5) year Federally Eligible Mobility Plan

Task 5 – Pursuit of Funding

- TGC will assist the TIRZ in the identification of funding opportunities for eligible capital improvements within the TIRZ boundaries. Anticipated funding opportunities include calls-for-projects from H-GAC, TxDOT, and the Federal Department of Transportation.
- TGC will also regularly monitor applicable new developments and updates to federal and state funding opportunities in the form of webinars, updates to the federal register, press releases, and notices of funding availability.
- When an applicable funding opportunity is identified, TGC will familiarize ourselves with all application requirements and use the previously developed plan as a template for the application materials. TGC will complete all application activities and submit all materials. TGC will obtain letters of support and other required materials by providing form letters to applicable individuals, contacting elected officials and their staff, and through coordination with TIRZ staff. TGC will complete all other necessary activities in order to provide the greatest opportunity to receive grant funding.

Task 6 – Intergovernmental and Legal

- TGC will assist in the creation of any necessary inter-local agreements (for example, between the Management District and the TIRZ, as the Management District will have to be the project sponsor for grant application purposes), memorandums of understanding, resolutions, and other required legal documentation.
- TGC will serve as a liaison with agencies and stakeholders including but not limited to: the Houston-Galveston Area Council, City of Houston, Houston METRO, TxDOT, FTA, and FHWA. Activities will include active management of all correspondence, as well as TGC attendance at all applicable public meetings, hearings, and workshops.

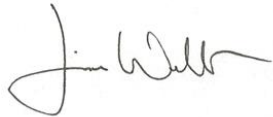
Below is a budget summary for the proposed Scope of Services:

Budget Summary		
Task	Description	Cost
1	Develop Federal CIP	\$30,000-\$50,000 (<i>dependent on level of work needed</i>)
2	Quantify Benefits	\$20,000
3	Funding and Implementation	\$15,000
4	Plan Development	\$10,000
5	Pursuit of Funding	\$20,000
6	Intergovernmental and Legal	\$20,000
	Total	\$115,000-130,000

The Budget includes all TGC Fees, Overhead, Direct and Indirect Expense, and profit. Billing will be on a “Lump Sum Percentage of Completion” basis. Monthly progress reports will be provided with each invoice.

Should you have any questions regarding this proposed Scope of Services, please feel free to contact me at (713) 951-7951.

Sincerely,



Jim Webb, TGC



WORK ORDER #7

17 September 2014

Mr. Don Huml
Executive Director
Memorial City Redevelopment Authority
8955 Katy Freeway, Suite 215
Houston, TX 77024
713-829-5720

Subject: Professional Design Services - On Call Services
(SWA Project RHTs404)

Dear Mr. Huml:

SWA is pleased to propose our professional services for on-call services. These services include attendance at meetings, research and any associated activities as may be required (the "Project"). This Agreement is between Memorial City Redevelopment Authority (the "Authority") and SWA in support of the referenced project located in Houston, Harris County, Texas.

SCOPE OF SERVICES

SWA will perform the following for the Project as requested by the Client :

1. Conduct site reconnaissance visits to understand the existing conditions of the Zone;
2. Prepare research for salient planning and design issues;
3. Prepare pertinent design concepts;
4. Prepare for and attend meeting and conferences; and,
5. Prepare and make presentations to the Board of Directors.

Kevin Shanley
 Kinder Baumgardner
 Timothy Peterson
 James Vick
 Gerdo P Aquino
 David Berkson
 René Bihan
 Scott Cooper
 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 S Loomis
 Ye Luo
 Charles S McDaniel
 Ross Nadeau
 Sean O' Malley
 Lawrence Reed
 R Joseph Runco
 Elizabeth Shreeve
 Scott Slaney
 David P Thompson
 John L Wong

Houston
 Sausalito
 Laguna Beach
 Dallas
 San Francisco
 Los Angeles
 Shanghai

1245 West 18th St
 Houston
 TX 77008-3342
 Tel 713.868.1676
 Fax 713.868.7409

www.swagroup.com



TERMS AND FEES

Terms and conditions of service shall be in accordance with the Service Agreement by and between the Authority and SWA dated August 27, 2013.

Services described shall be provided on an hourly, not to exceed fee of \$18,000 and be based on prevailing hourly rates. Expenses are included in the fee.

We would be pleased to answer questions you may have or to clarify any points above. If this proposal meets with your approval, please sign below and return one copy for our files.

Sincerely yours,

James Vick, AIA
Principal / Contracting Officer
Architect, TX License # 10477
Architects are licensed by the State of Texas.

Accepted: Memorial City Redevelopment Authority

By: _____

Title: _____

Date: _____



City of Houston, Texas

By: _____

Name: _____

Title: _____

Date: _____

Document 00645

CERTIFICATE OF PARTIAL SUBSTANTIAL COMPLETION – PH 3

PROJECT: Barryknoll Lane Roadway and Drainage Improvements
CONTRACT No.: _____ PROJECT No.: WBS No. T-170015-0001-3

TO: Texas Sterling Construction
Contractor and 20810 Fernbush
Address for Written Notice Houston, TX 77073

1.01 DATE OF PARTIAL SUBSTANTIAL COMPLETION

The Work performed under the Contract from Memorial City Way to Bunker Hill Road (Ph3) was preliminarily inspected on 8/14/14 and found to be substantially complete. The Date of Partial Substantial Completion of the Work is hereby established as 8/14/14

1.02 PUNCH LIST

A list of items to complete or correct is attached hereto. Failure to include any items on the list does not alter the responsibility of Contractor to complete the Work in accordance with the Contract. The Contractor shall complete or correct the Work on the list attached hereto within 30 days from the above Date of Substantial Completion

1.03 OCCUPANCY BY THE CITY:

Department of Public Works & Engineering will assume full possession at the overall completion of the project.

1.04 CONSENT OF SURETY

N/A

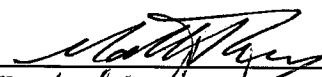
1.05 WARRANTY PERIOD

Warranties required by the Contract will commence on the above Date of Substantial Completion.

1.06 CONTRACTOR'S ACKNOWLEDGEMENT


Signature of Contractor, or its agent, acknowledges attached Punch List, referenced in Paragraph 1.02.

Matt Trespalacios
Contractor – Texas Sterling


Signature


8/26/14
Date

Richard L Butler
Construction Manager – LAN


Signature

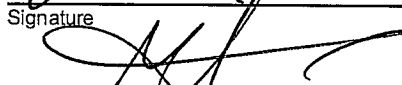
8/26/14
Date

Victor Rendon
Inspector – LAN


Signature

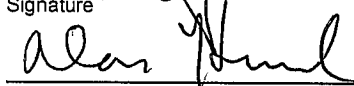
8/26/14
Date

Muhammad Ali
Project Manager – LAN


Signature

8/26/14
Date

Don Huml
TIRZ 17 Executive Director –


Signature

09/09/14
Date

END OF DOCUMENT

Partial Substantial Completion Punch List – PH 3 (Remainder of Project)

1. Complete sidewalks and ramps along north side of Barryknoll Lane.
2. Complete driveways #35 and #37.
3. Complete installation of roadway signs.
4. Complete site restoration along north and south sides of Barryknoll Lane from Memorial City Way to Bunker Hill Road.
5. Complete switch over of traffic signal at intersection of Barryknoll Lane and Memorial City Way.
6. Install Memorial City District standards signs at Bettina Court, Strey Lane and overhead street signs at Memorial City Way and Barryknoll Lane intersection.
7. Submit post-installation television inspection of storm sewer.
8. Plant three (3) Bald Cypress trees west of driveway #35 per sht. 133
9. Concrete backfill valve boxes on abandoned water lines at approximate STA 18+50, 21+20, 28+90 and 29+90. Remove and replace existing water line valve cover at STA 15+60, cover is shielded with concrete.
10. Align fire hydrant steamer nozzle orientation at SE corner of Barryknoll Lane and Riedel Drive.
11. Fire hydrant bottom clearance from sidewalk at approximately STA 26+20 is not to City Houston standards.
12. Replace existing water meter boxes as part of service connections at STA 40+10 and west of STA 15+00 approximately 10 feet east of the 8-inch wet connection.
13. Remove temporary thermoplastic arrows and text west of Memorial City Way.
14. Replace existing pavement markings at the following locations where current markings are delaminating.
 - A. 4-inch solid white reflective pavement markings at driveway # 12.
 - B. 24-inch solid white reflective pavement markings at crosswalk between driveways # 12 & 13.
 - C. 24-inch solid white reflective pavement markings at Bettina Court intersection.
 - D. 12-inch solid white reflective pavement markings at Strey Street intersection.
 - E. 4-inch broken white reflective pavement markings between Strey lane and Holly Ridge Drive (4 segments).
 - F. 4-inch broken white reflective pavement markings between Holly Ridge Drive and Memorial City Way (3 segments).
 - G. Approximately 15 white reflective marker type-I from STA 15+00 to Memorial City Way.
 - H. Approximately 6 yellow reflective marker type-I along Memorial City Way north of Barryknoll Lane.
15. Remove and replace roadway depression on asphalt pavement at approximately STA 15+10.
16. Remove thermoplastic marking drips on roadway at approximate STA 36+00 and between STA 40+50 to 41+00.
17. Remove joint sealing compound drips along Barryknoll Lane from Memorial City Way to STA 15+20 as discussed previously on November monthly progress meeting held on

Barryknoll Lane Roadway and Drainage Improvements
WBS No. T-170015-0001-3

- November 5, 2013. Place joint sealing compound on driveways # 28, 29, 31, 34, 35 37, Riedel Drive, Barracuda Court & Dolphin Court intersections and B-B inlet at STA 39+79.
18. Remove and replace damaged mailbox at 11909 Barryknoll Lane.
 19. Uncover existing storm sewer manhole at NW corner of Memorial City Way and Barryknoll Lane not shown on plans.
 20. Remove sediment and wood debris inside storm boxes and 60-inch RCP. Repair joint water infiltration on south and north storm boxes between Holy Ridge Drive to Bettina Court. Additional comments may be forthcoming after storm boxes inspections.
 21. Remove & replace incorrect storm and sanitary manhole covers at the following STA 31+54, 31+68, 31+81, 33+11, 34+68, 38+46, 38+47 and 38+73. Replace or clean manhole covers shielded with concrete or asphalt at the following STA 15+44, 15+73, 20+71, 41+20.
 22. Replace all B-B inlet cover plates with grate plates as per submittal # 21.
 23. Perform sanitary sewer pipe mandrel testing on the following manholes. Manhole WD042007 to WD042008, manhole WD042008 to WD042009, manhole WD043002 to WD042031Z and manhole WD042031Z to approximately 42-feet north.
 24. Perform sanitary sewer pipe CCTV on the following manholes. Manhole WD042007 to WD042008, manhole WD042008 to WD042009, and manhole WD042031Z to approximately 42-feet north.
 25. Replace small segment of broken sidewalk at approximately STA 28+00 caused by installation of traffic light looping cable.
 26. Items pending completion will be inspected after completion and additional comments may be forthcoming.
 27. Additional comments may be forthcoming under separate cover after the pending TAS and City of Houston inspections.



Briar Branch Drainage Improvements

(W140-01-00)

TIRZ 17 CIP No. T-1734

Monthly Status Report
September 2014

Project Description

Engineering design services for the drainage and channel improvements and utility relocations along Briar Branch (HCFCD Unit W140-01-00) from the east side of Gessner Road, east to Oak Tree Drive and the east side of the TIRZ 17 Briar Branch Stormwater Detention Basin. The proposed project is identified in the TIRZ 17 five-year Capital Improvement Plan as TIRZ 17 CIP No. T-1734. The proposed improvements are based on the recommendations of the PER (LAN – Sept. 2013). The PER estimate of construction cost was approx. \$13M.



TIRZ 17 Mission Statement


The mission of the Tax Increment Reinvestment Zone #17 (TIRZ 17) is to enhance the redevelopment and economic growth within the TIRZ by targeting projects to improve drainage, mobility and quality of life.

Project Location

The improvements to Briar Branch are proposed to start east of Gessner Road and continue to the Briar Branch Detention Pond east of Bunker Hill Road.

Status Report

- The design plan and profiles continue to be developed based on maximum storage and conveyance within the available ROW. Previous draft plans and information obtained through the model have been incorporated.
- Preliminary outfall connections, access manhole locations, and inlet locations were determined for the proposed system.
- Final touches and refinements on the XP-SWMM model have occurred.
- Review and analysis continued on the project draft Drainage Impact Report and project documentation in accordance with proposed drainage design.
- Proposed typical sections were developed for the project.
- Utility conflict/crossing location sheets were further adjusted based on the proposed design.
- A coordination meeting was held with SWA, the landscape architect.
- Preliminary drawings were sent to CenterPoint Energy for review.

klotz  associates

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PM: Muhammad Ali
Project Number: 130-10384-021
Lumpkin Roadway Reconstruction (T-1709)

Project Accomplishments:

Item	Description	Date
1	Incorporated the northern section (Westview to Northbrook) into design drawings	September 8 th
2	Printed final mylars, sealed design drawings	September 17 th
3	Completed sheet by sheet quantity takeoffs	September 19 th
4	Completed Right-of-Entry and Temporary Construction Easement letters	September 19 th
5	Received ATT approved subcontractor list for Westview Drive work	September 19 th

Ongoing Activities:

Item	Description	Anticipated Completion
1	Finalizing Project Manual	September 30 th
2	Working with City to confirm Westview 48-inch/36-inch Water line shutdown periods	September 30 th
3	Obtaining updated ATT/CPE log numbers for signatures appointments	September 25 th

Issues Impacting Schedule:

Item	Description
1	Utility log numbers
2	Westview 48-inch/36-inch WL shutdown schedules confirmation
3	City departmental signatures



END OF REPORT