

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, January 27, 2015, 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. Approve minutes of December 4, 2014 and special meeting of January 8, 2015.
3. Approve Second Amendment to Project Plan as approved by City of Houston.
4. Financial and bookkeeping matters, including payment of invoices, review of investments and project cash flow reports.
5. Clarification to comment no. 11 in the October 28, 2014, meeting minutes.
6. Grant funding opportunities update.
7. Special presentation to the Board by Sherry Weesner P.E. regarding "Scenic Houston."
8. Special presentation to the Board by SWA Group about "Streetscape Design Standards."
9. Adopt and approve Streetscape Design Standards.
10. Lumpkin Road Improvements Project Including:
 - a. Review and approve task order from SWA Group for "CIP #1709 Lumpkin Road Improvements, preparation of design and construction documents, and construction phase services for landscape and irrigation improvements;"
 - b. Approve temporary right of entry and construction agreement with Dresser Rand;
 - c. Construction status; and
 - d. Approval of time modifications, changes in work or pay applications.
11. Town and Country West Drainage and Mobility Improvements Project, including:
 - a. Review and approve task order from SWA Group for "CIP #1717 Town and Country West Drainage and Mobility Improvements, preparation and coordination of design and construction documents for landscape, irrigation, hardscape, lighting and other amenities and improvements."
12. Memorial Drive Drainage and Mobility Improvement Project, Phase I, including:
 - a. Announce Town Hall meeting.
13. Open discussion regarding revised Klotz report entitled, "Feasibility Analysis Report for Additional Detention West of Gessner Road" dated December 10, 2014.
14. Open discussion regarding agenda setting policy.
15. Executive Directors Report.
16. Convene in Executive Session pursuant to Section 551.072, Texas Government Code, to deliberate the purchase, exchange, lease, or value of real property.
17. Reconvene in Open Session and authorize appropriate action regarding the purchase, exchange, lease, or value of real property.
18. Adjournment.



Executive Director
Don Huml

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.

This page is intentionally left blank.

Table of Contents

Agenda Item # 2 – Meeting Minutes dated December 2, 2014 and January 8, 2015	4 - 15
Agenda Item # 4 – Financial Matters.....	16 - 57
Bookkeeping Reports.....	16 - 24
Invoices and Contractor Pay Applications.....	25 - 57
Agenda Item # 6 – Grant Funding Update.....	58 - 59
Agenda Item # 10a – Task Order for SWA Landscape Design Lumpkin North of Westview.....	60 - 63
Agenda Item # 10b – Temporary Right of Entry Agreement with Dresser Rand.....	64 - 73
Agenda Item # 10d – Change Order for SER Construction Partners Lumpkin North of Westview ..	74 - 75
Agenda Item # 11a – Task Order for SWA Landscape Design Town and Country West	76 - 82
Agenda Item # 14 – Agenda Setting Policy Examples of Peer TIRZ’s Authorizations	83 - 87
Agenda Item # 15 – Executive Director’s Report – Updated Projects in Progress Schedule	88 - 92

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

December 2, 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 December 2, 2014, at Westin Houston Memorial City, Hibiscus Ballroom on 3rd Floor, 945 Gessner, Houston, Texas 77024.

Board members in attendance:

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

Board members not in attendance:

David A. Hamilton, Director

Staff in attendance:

Don Huml - Executive Director

Consultants in attendance:

Michelle Lofton of ETI Bookkeeping Services
Raphael Ortega and Muhammad Ali of Lockwood, Andrews & Newnam, Inc. ("LAN")
Jessica Holoubek and Kristen Hogan of Allen Boone Humphries Robinson LLP ("ABHR")
Gary Struzick and Ed Conger - Klotz Associates, Inc. ("Klotz")
Jim Webb of The Goodman Corporation
James Vick of SWA Group

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

Steven David
Amy Peck, Chief of Staff for City Council Member Brenda Stardig
City Council Member Oliver Pennington

Other

Dr. Ana Ramirez of the Texas Department of Transportation ("TxDOT")

1. Call Meeting to Order

Having established that a quorum of the Board was present, Mr. Huml called the meeting to order.

2. Public Comments

Ms. Virginia Gregory, on behalf of the City of Spring Valley Village, commented on the letter send to the Authority from Brown & Gay Engineers, Inc. and issues raised therein. She then presented pictures of prior flood events in residential areas and commented on the importance of drainage issues that need to be addressed.

Council Member Pennington congratulated the Board and residents for efforts to create comprehensive programs to address issues in the Memorial City area. He commented on the City's responsibilities related to drainage issues in residential neighborhoods.

Ms. Roberta Prazak commented on lack of microphone availability at today's meeting due to technical issues. She commented on pending projects and requested an opportunity to participate in Memorial Drive hike and bike planning efforts. She also commented on the status of the Lumpkin Road tree planting project.

3. Minutes of October 28, 2014 and November 19, 2014 Meetings

The Board reviewed the minutes of the October 28, 2014, regular meeting and the November 19, 2014, special meeting. Directors Givens and Rickel presented revisions to the October 28th minutes. Following review and discussion, Director Givens moved to approve the minutes of the October 28, 2014, regular meeting with the noted revisions and to approve the minutes of the November 19, 2014, special meeting as submitted. The motion was seconded by Director Rickel and carried unanimously.

4. Order Adopting Procedures for Continuing Disclosure Compliance

Ms. Holoubek stated that, when the Authority issues bonds, the Authority enters into a continuing disclosure undertaking for the benefit of the bondholders. She added that the provisions of that undertaking require that the Authority comply with certain continuing disclosure requirements for its bonds. Ms. Holoubek explained that the Board is ultimately responsible for continuing disclosure compliance for its bonds, with assistance by its consultants. She added that, in order to ensure that the Authority's procedures for continuing disclosure compliance are well documented, ABHR recommends that such procedures be adopted in writing by the Board. Ms. Holoubek reviewed the Order Adopting Procedures for Continuing Disclosure Compliance with the Board. Following review and discussion, Director Hodges moved to adopt the Order Adopting Procedures for Continuing Disclosure Compliance and direct that the Order be filed appropriately and retained in the Authority's official records. Director Freels seconded the motion, which passed by unanimous vote.

5. Financial and Bookkeeping Matters

Ms. Lofton reviewed the financial report for October and presented checks for payment by the Authority. Mr. Huml said the water bill from the City included on page 26 of the Board packet is for irrigation of the Briar Branch detention basin, which is being paid by the Authority until the basin is turned over to the City. He noted an error in the amount of such invoice recommended for payment, noting the correct amount is \$197.14. Mr. Huml also noted the blank amount for the LAN invoice recommended for payment on page 39 of the Board packet should be \$68,440.00. After review and discussion, Director Hodges moved to approve the financial report and payment of the bills presented. The motion was seconded by Director Tucker and passed by unanimous vote. Director Rickel noted that he has questions about the invoice from SWA Group for discussion under the appropriate agenda item.

6. Authorize Execution of Checks to Pay Bills During Holidays

The Board discussed payment of the regular monthly bills during the upcoming holidays. After discussion, Director Hodges moved to authorize Directors Tucker, Givens, and Rickel to execute any necessary checks for regular monthly bills received in December. The motion was seconded by Director Rickel and carried unanimously.

7. Ratify FY 2015 Operating Budget Approved by City Council

This item was tabled.

8. Approve Term Sheet for Moody Rambin Development Agreement

Ms. Holoubek reviewed a term sheet for a proposed development agreement between the Authority and Moody Rambin for the realignment of the Town & Country Blvd./Queensbury Lane intersection, noting reimbursement will come from increment generated on all property within the Authority. She said the term sheet will also be sent to the City for review. Director Rickel requested that tree replacement be added to the term sheet pursuant to discussions with Dan Moody of Moody Rambin at the previous meeting. After review and discussion, Director Givens moved to approve the term sheet with the addition of tree replacement. Director Hodges seconded the motion, Director Freels abstained, and the motion carried.

9. Special Presentation to the Board by the Texas Department of Transportation: "Hike and Bike Trail from Memorial Drive to Terry Hershey Park"

The Board received a presentation from Dr. Ramirez of TxDOT regarding TxDOT's proposed hike and bike trail along West Beltway 8 in TxDOT's right-of-way, which includes a northern segment from Memorial Drive to Terry Hershey Trail and a

southern segment from Terry Hershey Trail to Briar Hill. She discussed TxDOT's application for a grant for the proposed hike and bike trail, noting TxDOT is responsible for design and construction phase services. Dr. Ramirez reported on efforts to seek letters of support and financial contributions from neighboring entities. She discussed TxDOT's request for a 20% local match from the Authority for the northern segment, which is estimated to be \$77,000. Director Freels suggested incorporating Boheme into the plans to connect the trail to Memorial Drive.

Dr. Ramirez then reported on coordination with the Westchase District for additional trail projects on either side of Beltway 8 to connect residential areas to Terry Hershey Park. She also reported on a future TxDOT project to improve access and parking for Terry Hershey Park and said TxDOT is pursuing local match partners for the project.

10. Review and Approve Proposal from the Texas Department of Transportation for Hike and Bike Trail

Discussion ensued regarding TxDOT's request for a 20% match for its hike and bike trail grant application and the City's requirement that the property be annexed into the TIRZ 17 boundaries before any TIRZ funds are spent on the project. Director Freels asked Council Member Pennington whether the City would support annexation of the property into the TIRZ 17 boundaries in connection with the City's support for the TxDOT project. Council Member Pennington discussed the City's support for the project and said the matter needs to be discussed with City representatives, including the City's Chief Development Officer. Director Airola expressed support for additional trails and connectivity, but said he is opposed to this proposed hike and bike trail along West Beltway 8 due to the proximity to vehicle traffic and resulting safety issues. Discussion ensued. After review and discussion, Director Freels moved to authorize execution of a letter of support to TxDOT reflecting the Authority's commitment to provide a 20% match not to exceed \$100,000 for the northern segment from Memorial Drive to Terry Hershey Trail, subject to City annexation of the property into the TIRZ boundaries. Director Rickel seconded the motion, Director Airola voted nay, and the motion passed by majority vote.

11. Interlocal Agreement for W-140 and Briar Branch Detention Basin

Ms. Holoubek distributed and reviewed a proposed Interlocal Agreement among the Authority, Memorial Management District, and Spring Branch Management District regarding the Authority's proposed project for improvements to the W-140 Channel to convert the open channel to a closed underground channel and construct a hike and bike trail and a park on top of the underground channel. She said the Harris County Flood Control District requires a written agreement for maintenance of the trail and park facilities in connection with its approval of the Authority's construction plans. Ms.

Holoubek discussed the location of the proposed trail within the Memorial Management District and Spring Branch Management District and said the Interlocal Agreement reflects that such districts would share maintenance responsibilities. She added that the Interlocal Agreement will be presented at the next meetings of the Memorial Management District and Spring Branch Management District for consideration. Discussion ensued regarding right-of-way to be acquired by the Authority for the project. After review and discussion, Director Hodges moved to authorize execution of the Interlocal Agreement. Director Givens seconded the motion, Director Airola abstained, and the motion carried.

12. Review and Approve Task Order from SWA Group for Detailed Landscape Design of W-140 Channel Project

The Board reviewed a proposal from SWA Group for design services associated with the proposed landscaping improvements on top of the proposed W-140 underground channel. Mr. Vick discussed the scope of work included in the proposal to prepare construction documents for approval by Harris County Flood Control District so the Authority will be prepared to proceed with the linear park at the appropriate time. Director Rickel inquired about the amount spent to date for SWA Group to design the landscaping improvements and the proposal for additional design work based on the timeline for the proposed project. He also inquired about the hourly rates reflected in the proposal compared to the hourly rates in the prior proposal for design work. Mr. Vick explained that the hourly rates included in today's proposal are the rates included in the contract between the Authority and SWA Group. He said SWA Group completed previous design work at a discounted rate. Mr. Vick discussed the design work completed to date and said the proposed additional work is to prepare construction documents for agency approvals. In response to questions from Director Tucker regarding lighting and/or other security consideration east of Bunker Hill, the Board concurred to consider such matters at the appropriate time in connection with construction of the linear park. After review and discussion, Director Freels moved to approve the proposal from SWA Group for work on a time and materials basis not to exceed \$34,200. Director Givens seconded the motion, which passed unanimously.

13. Open Discussion about Combining Briar Branch Channel Improvements Phase II and Phase III

There was no discussion on this item.

14. Lumpkin Road Improvement Project

Mr. Ali reviewed three proposals from LAN for (1) construction management and inspection services, (2) materials testing services, and (3) construction phase design services associated with the Lumpkin Road improvement project. Discussion ensued

regarding the proposed inspection services and the Board directed Mr. Ortega to look into a lower billing rate for inspection services based on the quantity of inspection hours associated with the project. After review and discussion, Director Freels moved to authorize execution of the proposals from LAN, subject to the Executive Director's final approval following review and/or adjustment of the rate for inspection services by Mr. Ortega. Director Rickel seconded the motion, Director Hodges abstained, and the motion carried.

The Board next reviewed a proposal from SWA Group for construction phase services associated with the amenity improvements for Lumpkin Road. After review and discussion, Director Freels moved to approve the proposal from SWA Group for a cost of \$14,750. Director Givens seconded the motion, Director Hodges abstained, and the motion passed. In response to a question from Director Rickel regarding the status of the streetscape standards, Mr. Huml said the proposed standards will be presented at the January regular meeting.

The Board then considered approving a Temporary Right of Entry and Construction Agreement between the Authority and Houston Community College System ("HCCS"), which provides access for the Authority to re-grade driveways to maintain access and elevation continuity to HCCS property along Lumpkin Road in connection with the proposed Lumpkin Road improvements. After review and discussion, Director Freels moved to approve the Temporary Right of Entry and Construction Agreement between the Authority and HCCS. Director Rickel seconded the motion, Director Hodges abstained, and the motion passed.

15. Spring Valley Village Letter Response

The Board reviewed a response letter from Spring Valley Village indicating it is not willing to split the cost with the Authority for LAN to prepare a response to the letter from Brown & Gay Engineers, Inc. on behalf of Spring Valley Village. No action was taken.

16. Grant Funding Opportunities Update

Mr. Webb gave an update on efforts to prepare Authority projects for potential grant funding opportunities, including discussions with City staff and meetings to identify recommendations for inclusion in the West Houston Mobility Study to benefit the Authority. He reported on preliminary applications submitted to the Houston-Galveston Area Council ("H-GAC") for funding as part of its current call for transportation improvement projects. Mr. Webb reported on continuing efforts on supporting documentation for the applications for final submittal by the January deadline. He recommended that the Board authorize the Executive Director to execute a financial commitment letter for the 20% local match required for H-GAC grant

applications. Upon a motion made by Director Freels and seconded by Director Rickel, the Board voted unanimously to authorize Mr. Huml to execute a financial commitment letter as discussed in connection with the grant applications to H-GAC.

17. Executive Director's Report

Mr. Huml reviewed the Executive Director's report, including an update on the status of Authority projects.

18. 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 9:46 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. Holoubek, Ms. Hogan, and Mr. David. At 10:09 a.m., Mr. Huml joined the executive session.

19. 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 10:22 a.m., Mr. Huml announced the Board would reconvene in open session. Upon reconvening in open session, no action was taken.

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

The Board concurred it was not necessary to convene in executive session to deliberate the purchase, exchange, lease or value of real property.

21. 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

January 8, 2015

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 January 8, 2015, at HEB Community Room, 9710 Katy Freeway, Houston, Texas 77055.

Board members in attendance:

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

Board members not in attendance:

Zachary R. Hodges, Director

Staff in attendance:

Don Huml - Executive Director

Consultants in attendance:

Rafael Ortega - Lockwood, Andrews & Newnam, Inc. ("LAN")
Jessica Holoubek and Kristen Hogan - Allen Boone Humphries Robinson LLP
("ABHR")
Gary Struzick, Wayne Klotz, Ed Conger, and William Conlan - Klotz Associates, Inc.
("Klotz")
Carlos Bujosa - Transwestern
Ramesh Gunda - Gunda Corporation, LLC

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

Jennifer Curley
City Council Member Brenda Stardig

1. Call Meeting to Order

Having established that a quorum of the Board was present, Director Givens called the meeting to order.

2. Open Discussion Regarding Klotz Report Entitled “Feasibility Analysis Report for Additional Detention West of Gessner Road” dated December 10, 2014

Director Rickel gave an overview of the primary purpose of today’s meeting regarding the report prepared by Klotz dated December 10, 2014 (the “Report”), noting that the purpose of the report was to analyze the feasibility of acquiring and developing a 9.5 acre tract near the intersection of Westview Dr. and Conrad Sauer Dr., west of Gessner Rd. (the “Tract”), for a regional detention basin to improve drainage and flooding both inside and outside the boundaries of the Zone (the “Project”). He reviewed the Report’s executive summary, noting that the Report concludes that the Project is not economically feasible based on the cost of the Project as compared to the value of the property removed from the 100-year floodplain. Director Rickel reported that the Report was submitted to the City prior to having been approved by the Board. Director Rickel further stated that the Report references a cost/benefit analysis and that he has asked Klotz to provide him with the calculations used in such analysis, though no calculations had been produced to him as of the time of the meeting. He added that Klotz indicated there is no standard methodology for cost/benefit analyses. Director Rickel then noted standards utilized by the U.S. Army Corps of Engineers (“USACE”) to perform cost/benefit analyses on federal projects. He expressed concerns about the submittal of the Report to the City with summary conclusions that have no mathematical analyses to justify the results, including the lack of intangible benefits and other factors that should be considered in the analyses. Director Rickel also produced an email he received the previous evening from Gary Struzick that acknowledged that he had not actually performed an economic analysis to support his conclusion. In response to questions from Director Rickel, Mr. Ortega discussed the methodology that had been used by LAN for the RDS update which was a similar cost/benefit analysis used by HCFCD for federally funded projects. When specifically asked, Mr. Ortega stated that LAN did believe the project was economically justified, if the analysis had been performed similar to the previously discussed approach, but had performed no analysis to support the position.

Mr. Struzick next discussed the original scope of work for the Report, which was expedited to accommodate the timeframe for possible acquisition of the Tract. He discussed the five design options that were evaluated to determine the maximum detention volume. Mr. Struzick said Klotz further analyzed option five because it provides a benefit of removing 60 acre feet of water for an estimated cost of approximately \$21 million, including soft costs. He added that LAN worked as a subcontractor to Klotz on preparation of the Report.

The Board discussed additional factors that should be incorporated into a cost/benefit analysis based on existing circumstances, such as real estate prices, repeat

storm events, timing and priorities for the Authority. Director Tucker added that he would have liked for Klotz to have provided the Board with an opportunity to review the Report so that the Board could consider non-economic factors to be incorporated in the feasibility conclusion prior to submitting the Report to the City.

Mr. Struzick next discussed the USACE standards and reasons they are not applicable for analyzing Authority projects. He noted the Report indicates the Board may consider non-economic factors in determining the feasibility of the Project.

Ms. Curley then discussed the City staff's process for reviewing preliminary reports such as the Report. Ms. Curley indicated that she expected to coordinate with the Authority to address questions prior to scheduling a meeting to review the Report with the City's Chief Development Officer. She said such process is designed to provide an opportunity for review and comment on preliminary reports prior to the reports being finalized and submitted to the Chief Development Officer.

Director Freels reiterated that the Board is committed to proceed only with those projects that are economically defensible and beneficial for the property within the Zone. He added, however, that the process for evaluating feasibility should be identified and utilized consistently. Director Freels inquired about the methodology used by Klotz to prepare the feasibility report on the Conrad Sauer detention basin project, which report was prepared on behalf of MetroNational. Mr. Struzick added that Klotz used the same methodology for the Report that was used in the Conrad Sauer detention basin feasibility report. He confirmed after being questioned by Director Freels that such an economic analysis was prepared for the Conrad Sauer project. Director Airola requested Mr. Struzick to provide the Board with a copy of that economic analysis prior to the next Board meeting. Director Freels also requested that Klotz use the exact same methodology that was used for the Conrad Sauer project in completing an economic benefit analysis for the Westview tract. Executive Director Don Huml reminded the Board that not all public infrastructure projects are based on the cost to benefit ratio. Mr. Huml cited parks and quality of life projects as an example, and stated that the Conrad Sauer Basin Project was approved for not only the drainage component, but many intangible benefits to the surrounding community.

In response to questions from the Board, Mr. Ortega discussed the method that LAN would use to perform an analysis of the Project. Mr. Ortega said LAN's analysis would be more similar to the analysis used for the Regional Drainage Study ("RDS"), which incorporates repetitive losses and follows a process similar to applicable processes used in the USACE standards. Director Hamilton discussed the purpose of engineering feasibility analyses to provide a technical report with an explanation of the factors utilized for the report. Mr. Struzick discussed the City's relatively standard method for cost/benefit analyses, which was used for preparation of the Report. He

recommended scheduling a meeting with the City to discuss the standards for preparing feasibility reports with cost/benefit analyses.

Director Givens inquired about whether other ongoing projects impact the cost/benefit analysis of a particular project. Discussion ensued regarding the importance of ensuring that the Authority's engineers are using the same methodologies and standards for Authority projects.

After discussion, the Board directed Klotz to prepare three cost/benefit analyses based on (1) methodology used for the Conrad Sauer detention basin feasibility report, (2) City standards for cost/benefit analyses, and (3) methodology used for the RDS. Mr. Ortega said LAN will coordinate with Klotz on the standards used for the RDS that are similar to the USACE standards. The Board requested that LAN should be prepared to support the analyses performed by Klotz or otherwise provide a written explanation of the reasons it does not support the analyses. The Board also directed Klotz to provide a copy of the cost/benefit analysis previously performed for the Conrad Sauer detention basin project. Mr. Struzick said Klotz will incorporate comments from today's meeting and complete an updated report prior to the January 27, 2015, regular Board meeting. He requested that any additional questions or comments be provided as soon as possible. The Board concurred to review the report at the January 27, 2015, meeting to determine whether it is feasible to proceed with the Project prior to submitting the report and Board recommendations to the City. Mr. Struzick said Klotz should be able to complete the additional work under the current proposal previously approved by the Board, and he will notify Mr. Huml if costs exceed the current budget.

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

At 8:55 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. Curley, Ms. Holoubek, Ms. Hogan, Mr. Ortega, and Mr. Struzick.

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

At 9:22 a.m., Mr. Huml announced the Board would reconvene in open session. Upon reconvening in open session, no action was taken.

5. 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

Memorial City Redevelopment Authority

Cash Management Report

December 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>Total</u>
	<u>General Fund</u>	<u>Capital Projects</u>	<u>Debt Service</u>	
Beginning Balance	19,160,858.41	8,967,944.18	841,953.21	28,970,755.80
Revenue	1,655.26	1,160.07	35.64	2,850.97
Expenditures	27,279.67	219,242.85	7,000.00	253,522.52
Ending Balance	19,135,234.00	8,749,861.40	834,988.85	28,720,084.25

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: **19,160,858.41**

REVENUE:

Checking Interest - Bank of America	1,260.46	
Texpool Interest	30.99	
Wells Fargo/TexSTAR (Surplus Funds) Interest	363.81	
Voided Check (s)	0.00	
Total Revenue:		1,655.26

DISBURSEMENTS:

Checks Presented At Last Meeting	15,576.94	
Checks Written at/after Last Meeting	0.00	
FDIC Assessment Fee	1,039.36	
Direct Deposit Payroll	8,001.80	
Payroll Taxes	1,723.92	
Employee Expenses	937.65	
Total Expenditures		27,279.67

Ending Balance: **19,135,234.00**

Location of Assets:

Institution	Investment Number	Interest Rate	
Bank of America	*9516	0.2000	9,464,187.30
TexPool	*0001	0.0418	871,459.80
Wells Fargo *	TexSTAR Surplus Funds	0.0501	8,554,586.90
Texas Exchange Bank CD	*3601	0.7000	245,000.00
Total			19,135,234.00

Certificate of Deposit CD *4215 Term: 12 Months Matures: 09/28/2015

**Memorial City Redevelopment Authority
Checks Presented January 27, 2015**

Num	Name	Description	Amount
1433	Allen Boone Humphries Robinson LLP	Legal Fee	-4,351.23
1434	Equi-Tax, Inc	Tax Assessor Fee	-400.00
1435	ETI Bookkeeping Services	Bookkeeping Fee	-950.00
1436	Marsh Darcy Partners, Inc	Office Lease	-988.84
1437	McGrath & Co., PLLC	Auditor	-500.00
1438	TML Intergovernmental Risk Pool	Insurance	-9.80
Total			-7,199.87

Capital Projects Fund

BEGINNING BALANCE		8,967,944.18
REVENUE		
Checking Interest - Bank of America	1,148.02	
TexPool Interest	12.05	
Voided Check(s)	0.00	
Total Revenue		1,160.07
EXPENDITURES		
Checks Presented at Last Meeting	218,281.73	
Checks Written at/after Last Meeting	0.00	
FDIC Assessment Fee	961.12	
Total Expenditures		219,242.85
ENDING BALANCE		8,749,861.40

Location of Assets:

Institution	Investment Number	Interest Rate	Current Balance
Bank of America	*1719	0.2000	8,410,295.12
Tex Pool	*0003	0.0418	339,566.28
		Total	8,749,861.40

**Memorial City Redevelopment Authority
Checks Presented January 27, 2015**

Num	Name	Description	Amount
10284	Allen Boone Humphries Robinson LLP	Legal Fee	-1,534.70
10285	City of Houston - Water Bill	Water	-574.41
10286	Klotz Associates Inc	Engineering Consultant	-134,985.28
10287	Lockwood, Andrews & Newman, Inc.	Engineering Fee	-121,177.53
10288	SWA Group	Landscape Architect Services	-11,516.80
Total			-269,788.72

Debt Service Fund

BEGINNING BALANCE		841,953.21
REVENUE		
Wells Fargo/TexSTAR (2008 DSF) Interest	35.17	
Wells Fargo/TexSTAR (2008 Pled Rev) Interest	0.47	
Total Revenue		35.64
EXPENDITURES		
2008 Debt Service Interest Payment	0.00	
2008 Debt Service Principal Payment	0.00	
Trustee Fee	7,000.00	
Total Expenditures		7,000.00
ENDING BALANCE		834,988.85

Location of Assets:

Institution	Investment Number	Interest Rate	Current Balance
Wells Fargo *4601	TexSTAR 2008 DSF	0.0418	826,638.86
Wells Fargo *4603	TexSTAR DS Reserve	0.0418	272.17
Wells Fargo *4600	TexSTAR 2008 Pledged Rev	0.0418	8,077.82
		Total	834,988.85

Memorial City Redevelopment Authority
Investment Report
December 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	0.0418	872,418.80	1.00006	872,366.46	(937.65)	871,512.09	1.00006	871,459.80
GOF	Wells Fargo/ TexStar	0.0418	8,554,582.37	1.000042	8,554,223.09	0.00	8,554,903.42	1.000037	8,554,586.90
CPF	TexPool	0.0418	339,574.60	1.00006	339,554.23	0.00	339,586.65	1.00006	339,566.28
DSF	Wells Fargo/ TexStar DSF	0.0418	826,638.41	1.000042	826,603.69	0.00	826,669.45	1.000037	826,638.86
DSF	Wells Fargo/ TexStar Res.	0.0418	272.18	1.000042	272.17	0.00	272.18	1.000037	272.17
DSF	Wells Fargo/ TexStar PI Rev	0.0418	15,077.98	1.000042	15,077.35	(7,000.00)	8,078.12	1.000037	8,077.82

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	0.7000	245,000.00	12 Months	9/28/2015	245,000.00	0.00	0.00	245,000.00

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	17,874,482.42	Federal Reserve	23,325,727	FNCL	22,275,383	23,325,727

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 Jester
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
December 2014

				December			Year To Date (6 Months)			Annual
				Actual	Budget	Variance	Actual	Budget	Variance	Budget
Ordinary Income/Expense										
Income										
1000 · Income										
8223 · Interest Income				2,851	7,303	-4,452	22,494	43,817	-21,323	87,633
Total 1000 · Income				2,851	7,303	-4,452	22,494	43,817	-21,323	87,633
6-4320 · Increment Collections				0	0	0	9,675,318	0	9,675,318	12,524,238
Total Income				2,851	7,303	-4,452	9,697,812	43,817	9,653,995	12,611,871
Expense										
3335 · Management Consulting Services										
6320 · Legal				4,351	5,000	-649	53,623	30,000	23,623	60,000
6322 · Eng Consultant/General Prof.Svc				0	6,250	-6,250	13,906	37,500	-23,594	75,000
6337 · Construction Audit				0	0	0	0	0	0	10,000
6343 · Other				75	0	75	5,646	0	5,646	0
Total 3335 · Management Consulting Services				4,426	11,250	-6,824	73,175	67,500	5,675	145,000
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				0	0	0	2,660,000	2,660,000	0	2,660,000
5708 · Interest				0	0	0	878,352	878,352	0	1,704,667
5710 · Other Debt Items										
5710c · Trustee Fee				7,000	0	7,000	7,000	0	7,000	0
Total 5710 · Other Debt Items				7,000	0	7,000	7,000	0	7,000	0
Total 5706 · Debt Service				7,000	0	7,000	3,545,352	3,538,352	7,000	4,364,667
6-6420 · City of Houston Admin Fee				0	0	0	0	0	0	626,212
6300 · Administration & Overhead										
6321 · Auditor				500	500	0	19,000	17,000	2,000	17,000
6333 · Bookkeeping/Accounting				950	875	75	6,164	5,250	914	10,500
6340 · Administration Salaries/Benefit				9,583	11,833	-2,250	63,271	71,000	-7,729	142,000
6344 · Bond Svcs/Trustee/FA				400	400	0	2,400	2,400	0	4,800
6350 · Office Expense				737	1,250	-513	7,199	7,500	-301	15,000
6351 · Office Lease				1,189	1,250	-61	7,586	7,500	86	15,000
6353 · Insurance / FDIC Assess.Fee				2,010	3,750	-1,740	15,495	22,500	-7,005	45,000
6560 · Payroll Expenses				142	0	142	854	0	854	0
Total 6300 · Administration & Overhead				15,511	19,858	-4,347	121,969	133,150	-11,181	249,300
7000 · Capital Expenditure										
1701 · Gessner Widening				0	0	0	103	0	103	0
1709 · Lumpkin I-10 Westview				46,585	275,000	-228,415	133,540	1,650,000	-1,516,460	3,300,000

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

	December			Year To Date (6 Months)			Annual
	Actual	Budget	Variance	Actual	Budget	Variance	Budget
1713 · Memorial near Bwy 8 Drainage	0	0	0	113	0	113	0
1715A · Barryknoll East Drainage	0	16,667	-16,667	1,041,390	100,000	941,390	200,000
1717 · Town & Country W. Drain/Mobil	68,440	172,917	-104,477	322,892	1,037,500	-714,608	2,075,000
1722 · Town & Country Blv Signalizatn	574	0	574	609	0	609	0
1724 · Gessner at Barryknoll Intersec.	0	0	0	103	0	103	0
1725 · Parks & Green Space Improv.	1,774	2,083	-309	45,994	12,500	33,494	25,000
1731A · Detention Basin & W-140 Bridge	0	0	0	124,934	0	124,934	0
1731B · Memorial Drainage & Mobility	0	0	0	205	0	205	0
1732A · N Gessner Drainage & Mobility	63,776	25,000	38,776	122,905	150,000	-27,095	300,000
1734 · W140 Channel Improvements	67,999	134,583	-66,584	386,005	807,500	-421,495	1,615,000
1734B · Bunker Hill Bridge	0	6,250	-6,250	11,965	37,500	-25,535	75,000
1735A · Detention Basin A	20,565	256,667	-236,102	101,463	1,540,000	-1,438,537	3,080,000
1736A · Memorial Drive Drainage	0	33,333	-33,333	0	200,000	-200,000	400,000
Total 7000 · Capital Expenditure	269,713	922,500	-652,787	2,292,221	5,535,000	-3,242,779	11,070,000
Total Expense	296,650	953,608	-656,958	6,032,717	9,274,002	-3,241,285	16,945,179
Net Income	-293,799	-946,305	652,506	3,665,095	-9,230,185	12,895,280	-4,333,308

ETI Bookkeeping Services

PO BOX 73109
Houston, TX 77273

Invoice

Date	Invoice #
1/1/2015	7256

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

Description	Qty	Rate	Amount
Bookkeeping		850.00	850.00
Payroll		100.00	100.00

Total	\$950.00
Payments/Credits	\$0.00
Balance Due	\$950.00

Don Huml: Executive Director

Reviewed: Don Huml

Date: 01-20-2015

Code: 6333

Amount: \$ 950.00

marshdarcy

PARTNERS

Marsh Darcy Partners, Inc.
8955 Katy Freeway, Suite 215
Houston, Texas 77024

Don Huml: Executive Director

Reviewed: Don Huml

Date: 01-20-2015

Code: 6351

Amount: \$ 988.84

Invoice

Invoice #: 1899

Date: 1/15/2015

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 - February 2015		810.00	2/1/2015	810.00
Jan Buehler	Assist Don Huml: Schedule/prepare Bee-Line delivery for 12/17 to Jennifer Curley/COH.	0.25	50.00	12/16/2014	12.50
Jan Buehler	Assist Don Huml: Print 15 b&w sets of 6pg pdf report.	0.25	50.00	1/6/2015	12.50
Jan Buehler	Assist Don Huml: Print PDF file 17pg b&w; zip file download/print 52 pg color	0.5	50.00	1/15/2015	25.00
Reimb Group	Bee-Line Delivery Jennifer Curley/City of Houston 12.17.14		10.66	12/31/2014	10.66
	Bee-Line Delivery Glenn Airola/Fidelis Realty Partners 01.12.15		10.66	1/12/2015	10.66
	Bee-Line Delivery Bradley Freels/Midway Companies 01.12.15		7.20	1/12/2015	7.20
	Bee-Line Delivery David Hamilton/Binkley and Barfield 01.12.15		9.22	1/12/2015	9.22
	Bee-Line Delivery John Rickel/Group 1 Automotive 01.12.15		7.20	1/12/2015	7.20
	Bee-Line Delivery Dr. Zachary Hodges/Houston Community College 01.12.15		16.70	1/12/2015	16.70
	Total Reimbursable Expenses				61.64
Photocopies black & white	Photocopies (black & white) in house Price per page	282	0.10	1/15/2015	28.20
Photocopies (color) 8.5"x11"	Photocopies (color) 8.5"x11" in house price per page.	52	0.75	1/15/2015	39.00

Total Due \$988.84

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

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

November 12, 2014

Memorial City District/TIRZ No. 17
Houston, Texas

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

\$500.00

Don Huml: Executive Director

Reviewed: Don Huml

Date: 01-20-2015

Code: 6321

Amount: \$500.00



CITY OF HOUSTON

Public Works and Engineering
Department

PAY ONLINE AT WWW.HOUSTONWATERBILLS.ORG
FOR QUESTIONS REGARDING DRAINAGE AND CIP, PLEASE VISIT WWW.REBUILDHOUSTON.ORG

DRAINAGE 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.

6571 CD-0 WD-85

Account Number	DEC 02 2014	Service Address	Rate/Class	Meter Size (Inches)
8510-4014-8021		906 W SAM HOUSTON PKY	DRAINAGE	

Payments Received	Adjustments	Current Charges		
		DRAINAGE PEN. 8.09 QTRLY DRAINAGE 80.80		
<p>Don Huml: Executive Director Reviewed: <u>Don Huml</u> Date: <u>01-20-2015</u> Code: <u>7000-1722</u> Amount: <u>\$574.41</u></p>				
Previously Billed Amount	Total Payments	Total Adjustments	Total Current Charges	Total Amount Due
485.42	0.00	0.00	88.99	\$574.41
Billing Date		11/25/2014	Due Date	UPON RECEIPT

PROPERTY DRAINAGE CHARGE:	PAST DUE AMOUNT:	485.42
---------------------------	------------------	--------

ANNUAL: \$323.61

To combine your drainage bill(s) to your water bills
Through our automated phone service
Please dial (713) 936-5430

After 12/15/2014 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:	\$574.41
Amount Paid:	
Due Date:	UPON RECEIPT

P.O. Box 1560
Houston, TX 77251



P40XJ900401103-908956-1
SFP HOTEL INVESTORS LP
800 TOWN & COUNTRY BLVD STE 200
HOUSTON TX 77024-4468

851040148021 0000057441 0000057441

11/25/2014

The City of Houston Water Quality Report is available online at www.publicworks.houston.tx.gov/wq2012.

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

January 20, 2015

MEMORIAL CITY REDEVELOPMENT AUTHORITY

General

Client/Matter: MEM001-01
Statement Number: 71477
Billing Attorney: Trey Lary

REMITTANCE PAGE

Fees for services posted through January 09, 2015	4,330.00
Expenses and Other Items posted through January 09, 2015	21.23
Total Amount Due:	\$4,351.23

Don Huml: Executive Director

Reviewed: Don Huml

Date: 01-21-2015

Code: 6320

Amount: \$ 4,351.23

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

January 20, 2015

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
71477
Trey Lary

General

Professional Fees

Fees for services posted through January 09, 2015, as follows:

<u>Date</u>	<u>Professional</u>		<u>Hours</u>
General			
12/01/14	Kristen Hogan	Prepare for Board meeting; draft Order Adopting Procedures for Continuing Disclosure Compliance	1.25
12/02/14	Kristen Hogan	Travel to and attend Board meeting	3.25
12/09/14	Erin McGibbon	Assist in preparation of documents; Review	1.00
12/12/14	Jessica Holoubek	Review Texas Department of Transportation financial commitment letter	0.25
12/16/14	Jessica Holoubek	Telephone conference with Jim Webb; work on financial commitment letter	0.50
12/20/14	Kristen Hogan	Review email correspondence from consultants and print/process for Authority records.	0.25
12/22/14	Jessica Holoubek	Review cover letter for HGAC grant application	0.25
12/23/14	Kristen Hogan	Work on follow-up from previous meeting. File district audit with banks pursuant to bond sale agreements.	1.50
12/29/14	Jessica Holoubek	Work on matters regarding BW 8 bike path grant letter of support	0.25
12/29/14	Marguerite Sharp	Review, sort, and add documents into district records in accordance with Records Management Act and District's Records Management Policy	0.50
12/30/14	Kristen Hogan	Receive and review Authority correspondence and forward as appropriate	0.25
12/30/14	Jessica Holoubek	Finalize Board of Directors meeting agenda for special meeting; prepare letter of financial commitment for W Beltway 8 shared bike path grant application	1.00
12/31/14	Karen Anderson	Forward agenda for website and City Hall postings; distribute agenda	0.50

Allen Boone Humphries Robinson LLP

January 20, 2015

01/02/15	Yvonne Onak	Monitor City of Houston Council agenda for request for confirmation of reappointment of directors to Memorial City TIRZ.	0.25
01/08/15	Jessica Holoubek	Travel to and attend special Board of Directors meeting.	3.00
01/08/15	Marguerite Sharp	Research and forward documents as requested.	0.25
<i>Total Task Hours:</i>			14.25
<i>Total Task Amount:</i>			\$4,330.00
Total Fees:			\$4,330.00

Expenses and Other Items

Expenses and Other Items posted through January 09, 2015, as follows:

12/02/14	KH	Mileage expense	12.43
12/23/14	KH	Photocopy Charges	0.60
12/24/14	KH	Postage	4.90
12/31/14	KH	Photocopy Charges	0.30
01/07/15	KH	Photocopy Charges	0.15
01/07/15	KH	Photocopy Charges	0.15
01/08/15	KH	Photocopy Charges	0.30
01/08/15	KH	Photocopy Charges	2.40
Total Expenses and Other Items:			21.23

TASK FEE BREAKDOWN

	<u>Hours</u>	<u>Amount</u>
General	14.25	4,330.00

Total Fees:	\$4,330.00
Total Expenses and Other Items:	\$21.23
Total Amount Due:	\$4,351.23

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

January 20, 2015

MEMORIAL CITY REDEVELOPMENT AUTHORITY

	Client/Matter:	MEM001-03
	Statement Number:	71478
Projects	Billing Attorney:	Trey Lary

REMITTANCE PAGE

Fees for services posted through January 09, 2015	1,460.00
Expenses and Other Items posted through January 09, 2015	74.70
Total Amount Due:	\$1,534.70

Don Huml: Executive Director

Reviewed: Don Huml

Date: 01-21-2015

Code: 7000

Amount: \$1,534.70

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

January 20, 2015

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
71478
Trey Lary

Projects

Professional Fees

Fees for services posted through January 09, 2015, as follows:

<u>Date</u>	<u>Professional</u>		<u>Hours</u>
<u>W140 Channel and Briar Brach Basin 1734</u>			
12/18/14	Jessica Holoubek	Discuss channel maintenance with Heather Trachtenberg and follow up regarding the same	0.25
12/18/14	Heather Trachtenberg	Call with Sandra Musgrove at Harris County Flood Control regarding planned box culverts in Brian Branch trail project; meet with Jessica Holoubek regarding same; review engineering plans for trail project	0.50
			<i>Total Task Hours:</i> 0.75
			<i>Total Task Amount:</i> \$277.50
<u>Detention Basin 1735A</u>			
12/29/14	Jessica Holoubek	Work on matters regarding engineering feasibility report; telephone conference with Don Huml	0.50
12/30/14	Jessica Holoubek	Telephone conference with John Rickel regarding Klotz Engineering study	0.25
			<i>Total Task Hours:</i> 0.75
			<i>Total Task Amount:</i> \$307.50
<u>Lumpkin I-10 Westview - 1709</u>			
12/09/14	Kristen Hogan	Work on right-of-way acquisition matters	0.50
12/09/14	Jessica Holoubek	Work on property conveyance matters	0.25
12/10/14	Erin McGibbon	Work on construction contracts; Correspondence regarding missing items from the Lumpkin project's Certificate of Insurance; Phone call with Hartford Fire Insurance Company	1.25
12/11/14	Erin McGibbon	Phone call with Hartford Fire Insurance; Receive and respond to phone calls and emails regarding the construction	1.00

Allen Boone Humphries Robinson LLP

January 20, 2015

		project on Lumpkin Road	
12/12/14	Jessica Holoubek	Work on Dresser Rand right of entry	0.25
12/15/14	Erin McGibbon	Phone call with Ricky Gonzalez regarding Lumpkin Reconstruction contracts; Phone call with Hartford Fire Insurance regarding bond verification; Update bonds and insurance review	0.75
12/17/14	Jessica Holoubek	Discuss execution of contract documents with Muhammad Ali	0.25
			<i>Total Task Hours:</i> 4.25
			<i>Total Task Amount:</i> \$875.00
			Total Fees: \$1,460.00

Expenses and Other Items

Expenses and Other Items posted through January 09, 2015, as follows:

10/13/14	Filing Fees	1.00
10/13/14	Filing Fees	1.00
12/11/14	Courier charges: Ann T. Givens	53.17
12/15/14	Courier charges: Lockwood, Andrews & Newman	19.53
		<u>74.70</u>
Total Expenses and Other Items:		74.70

TASK FEE BREAKDOWN

	<u>Hours</u>	<u>Amount</u>
W140 Channel and Briar Brach Basin	0.75	277.50
Detention Basin 1735	0.75	307.50
Lumpkin I-10 Westview - 1709	4.25	875.00

Total Fees:	\$1,460.00
Total Expenses and Other Items:	\$74.70
Total Amount Due:	\$1,534.70

swa

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

Date: January 20, 2015
Invoice No: 160954
For Period: December
Project No: RHTS401.A
Project Manager: Rhett Rentrop

Project Lumpkin Road Construction Phase Services - Professional Design Services

WORK PERFORMED:

Pre-construction meeting & correspondence

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

Fee

Total Fee	14,750.00		
Percent Complete	4.00	Total Earned	590.00
		Previous Fee Billing	0.00
		Current Fee Billing	590.00
		Total Fee	590.00

Total this Invoice \$590.00

Don Huml: Executive Director

Reviewed: Don Huml

Date: 01-21-2015

Code: 7000-1709

Amount: \$ 590.00

Lump sum = 14,750

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

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

swa

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

Date: January 20, 2015
Invoice No: 160948
For Period: December
Project No: RHTS404
Project Manager: James Vick

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

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

Professional Personnel

	Hours	Rate	Amount
Principals			
Vick, James	5.00	210.00	1,050.00
Staff			
Gentile, Christopher	8.00	90.55	724.40

Total Fee Due This Invoice 1,774.40

Total this Invoice \$1,774.40

Don Huml: Executive Director

Reviewed: Don Huml

Date: 01-21-2015

Code: 7000-1725

Amount: \$1,774.40

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

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



WORK PERFORMED - DETAIL (December 1, 2014 thru December 31, 2014)

	<u>HOURS</u>	<u>COMMENTS</u>
MEETINGS & CONFERENCES WITH EXECUTIVE DIRECTOR		
1. Vick, James	1	Bi-weekly meeting
ATTENDANCE AT BOARD MEETINGS		
1. Vick, James	0	Regular Board Meeting
AGENCY MEETING (Harris County Flood Control)		
1. Vick, James	0	Harris County Flood Control District
MANAGEMENT DISTRICTS		
1. Vick, James	4	MMD Board / SBMD Board Meeting Coordination (Streetscape Standards)
2. Gentile, Christ	8	MMD Board / SBMD Board Presentation Documents (Lumpkin / Streetscape Standards)
SITE VISITS		
1. Vick, James	0	
ENGINEER MEETINGS / COORDINATION		
1. Vick, James	0	Klotz / Gunda / LAN
SUBTOTAL		13 HOURS

Don Huml: Executive Director

Reviewed: Don Huml

Date: 01-21-2015

swa

Code: 7000-1734

Amount: \$9,152.40

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

Date: January 20, 2015
Invoice No: 160956
For Period: December
Project No: RHTS405
Project Manager: James Vick

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

WORK PERFORMED:

- Preparation of construction documents
- Coordination with Engineer
- Conferences & meetings (including management districts)

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

Professional Personnel

	Hours	Rate	Amount
Principals			
Vick, James	15.00	210.00	3,150.00
Associates			
Rentrop, Rhett	1.00	139.98	139.98
Staff			
Lahti, Alex	61.00	95.50	5,825.50

Total Fee Due This Invoice **9,115.48**

Reimbursable Expenses

Misc Travel			
James Vick	JV 12/30		22.40
Reimbursable Misc.			
December Plots			11.16
Total Reimbursables		1.1 times	33.56
			36.92
		Total this Invoice	\$9,152.40

T + M etc = \$34,200

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

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



**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

January 20, 2015
Invoice No: 12

Engineering Consulting Services through January 16, 2015 in connection with
the TIRZ Redevelopment Authority

Project Name	Original Contract Amount	Total To Date	Previously Invoiced To Date	Current Payment Due
Authorizations 1) Engineering Consulting Services	\$40,000.00	\$ 34,713.46	\$ 34,713.46	\$0.00
2) T-1735	\$40,000.00	\$ 40,000.00	\$ 32,382.47	\$7,617.53
TOTAL	\$80,000.00	\$74,713.46	\$67,095.93	\$7,617.53

CURRENT PAYMENT DUE THIS INVOICE: \$7,617.53

Don Huml: Executive Director
Reviewed: Don Huml
Date: 01-21-2015
Code: 7000-1735A
Amount: \$ 7,617.53



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

January 20, 2015

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 & T-1735

Dear Mr. Huml:

Attached is the original copy of our Invoice No. 12 in the amount of \$7,617.53 for the above project, which covers services through January 16, 2015.

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

Sincerely,


Muhammad Ali, P.E.

MA:jjj

Enclosures: LAN Invoice No.12

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

January 20, 2015
Invoice No: 15

Engineering services through January 16, 2015 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 from IH-10 Frontage Road to Northbrook Drive CPS	\$152,400.00	10.00%	\$137,160.00	\$ 15,240.00	\$ -	\$ 15,240.00
CIP No. T-1709	Lumpkin Roadway Improvements from IH-10 Frontage Road to Northbrook Drive CMT	\$340,800.00	0.00%	\$340,800.00	\$ -	\$ -	\$ -
CIP No. T-1709	Lumpkin Roadway Improvements from IH-10 Frontage Road to Northbrook Drive CM&I	\$597,600.00	5.00%	\$567,720.00	\$ 29,880.00	\$ -	\$ 29,880.00
CIP No. T-1717	Town & Country West Drainage & Mobility Improvements- Amendment to Phase II Detailed Design	\$684,400.00	45.00%	\$376,420.00	\$ 307,980.00	\$ 239,540.00	\$ 68,440.00
Total		\$1,775,200.00			\$ 353,100.00	\$ 239,540.00	\$ 113,560.00

CURRENT PAYMENT DUE THIS INVOICE:

\$113,560.00

Don Huml: Executive Director

Reviewed: Don Huml

Date: 01-21-2015

Code: 7000

Amount: \$ 113,560.00



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

January 20,2015

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

Attention: Mr. Don Huml

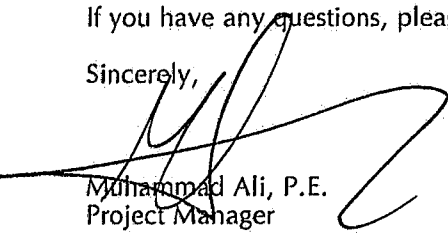
Reference: Engineering Services relating to
TIRZ 17 Redevelopment Authority
CIP T-1709, T-1717

Dear Mr. Huml:

Attached is the original copy of our Invoice No. 15 in the amount of \$113,560 for the above projects, which covers services through January 16, 2015.

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

Sincerely,



Muhammad Ali, P.E.
Project Manager

MA:jjj

Enclosures: LAN Invoice No.15

cc: File

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

January 20, 2015
Project No: 1111.006.000
Invoice No: 115017

**TIRZ 17 Apartment Pond Feasibility Report
TIRZ 17 CIP No.: T-1735, Detention Basin**


For Professional Services rendered from December 16, 2014 to January 15, 2015:

Description	Contract Amount	Percent Complete	Billed to Date	Previously Invoiced	Current Invoice
TIRZ 17 Apt. Pond Feasibility Report	39,500.00	85.00	33,575.00	20,935.00	12,640.00
Total Fee	39,500.00		33,575.00	20,935.00	12,640.00
					12,640.00
					\$12,640.00

Recap:	Current	Previous	To-Date
Total Billings	12,640.00	20,935.00	33,575.00
Contract Amount			39,500.00
Balance			5,925.00
		Total Due This Invoice:	\$12,640.00

Don Huml: Executive Director
Reviewed: Don Huml
Date: 01-21-2015
Code: 7000-1735A
Amount: \$12,640.00

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

January 20, 2015
Project No: 1111.004.000
Invoice No: 115015

TIRZ 17 North Gessner Drainage and Mobility Improvements North Gessner Road Reconstruction from IH-10 to north of Westview - Phase 2 Detailed Design
TIRZ 17 CIP No.: T-1732A

For Professional Services rendered from December 16, 2014 to January 15, 2015:

Description	Contract Amount	Percent Complete	Billed to Date	Previously Invoiced	Current Invoice
Basic Services	474,170.00	25.92	122,904.86	59,129.00	63,775.86
Additional Services	102,390.00	0.00	0.00	0.00	0.00
Sub - Contracted Engineering Services	20,000.00	0.00	0.00	0.00	0.00
Reimbursable Expenses	22,800.00	0.00	0.00	0.00	0.00
Total Fee	619,360.00		122,904.86	59,129.00	63,775.86
					63,775.86
					\$63,775.86

Recap:	Current	Previous	To-Date
Total Billings	63,775.86	59,129.00	122,904.86
Contract Amount			619,360.00
Balance			496,455.14
		Total Due This Invoice:	\$63,775.86

Don Huml: Executive Director
Reviewed: Don Huml
Date: 01-21-2015
Code: 7000 - 1732 A
Amount: \$ 63,775.86

Memorial City Redevelopment Authority / TIRZ 17

North Gessner Drainage and Mobility Improvements
 - IH10 (Katy Frwy) to Westview
 TIRZ 17 CIP No. T-1732A
 Master Agreement (07-30-13) Task Order No.4
 Klotz Assoc. Job No. 1111.004.000

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

Professional Services Summary
 Through 01/15/15
 Invoice # 115015

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	\$474,170.00	\$474,170.00	25.92%	\$122,904.86	\$59,129.00	\$63,775.86
III. Phase III - CPS (Not Authorized)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Basic Services	\$474,170.00	\$474,170.00		\$122,904.86	\$59,129.00	\$63,775.86
<u>Additional Engineering Services / SubContracted Services / Reimbursible Expenses</u>						
I. Additional Engineering Services	\$102,390.00					
1. TCPs - Traffic Control Plans		\$23,280.00	0.00%	\$0.00	\$0.00	\$0.00
2. Traffic Signals - 2 Locations (Gessner & IH10; Gessner & Westview)		\$68,010.00	0.00%	\$0.00	\$0.00	\$0.00
3. SW3P - StormWater Pollution Prevention Plans		\$11,100.00	0.00%	\$0.00	\$0.00	\$0.00
II. SubContracted Services	\$20,000.00					
1. Add'l Sub-Consultant Services		\$0.00	0.00%	\$0.00	\$0.00	\$0.00
III. Reimbursible Expenses	\$22,800.00					
1. Reimbursible Expenses		\$22,800.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Additional Services	\$145,190.00	\$125,190.00		\$0.00	\$0.00	\$0.00
Total Professional Services Fees	\$619,360.00	\$599,360.00		\$122,904.86	\$59,129.00	\$63,775.86

Total Fees Earned this Period	\$63,775.86
--------------------------------------	--------------------

Monthly Progress Report

Project: Memorial City Redevelopment Authority / TIRZ 17
N. Gessner Drainage and Mobility Improvements – IH10 (Katy Frwy) to Westview
Ph II – Design

CIP No: T-1732A

Period: Through January 15, 2015

Job No: 1111.004.000

Prepared By: W. Edward Conger PE

Activities Completed this Period

1. Ph II Final Design - Authorization received dated 11/14/14.
 - a. Basic and Additional Services
 - 1.) Continued Review of the draft LAN Preliminary Engineering Report and Preliminary Plans for this project as well as the project documentation provided by LAN.
 - 2.) Continued to develop N. Gessner SWMM model from previous information provided.
 - 3.) Continued development of design plan and profiles from the survey and previous PER plans.
 - 4.) SW3P and TCP plan concepts have begun.
 - 5.) Update of concepts and coordination with Mathewson Ln project continue.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ as required.
2. Ph II Sub-consultant – Need for supplemental sub-consultant services being evaluated.

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 draft LAN Preliminary Engineering Report and Preliminary Plans for this project as well as the project documentation provided by LAN.

- 3.) Continue to develop N. Gessner SWMM model from previous information provided.
- 4.) Klotz Associates continues development of design plan and profiles from the survey and previous PER plans.
- 5.) SW3P and TCP plan concepts continue.
- 6.) Update of concepts and coordination with Mathewson Ln project continue.

b. Meetings


- 1.) Project Team Meetings as required.
- 2.) Additional meetings with TIRZ as required.
- 3.) Attend and provide project update at TIRZ Board Meeting on 01-27-15.

2. Ph II Sub-consultant

- 1.) TBD

Issues and Information we are waiting to receive - None

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

January 20, 2015
 Project No: 1111.002.001
 Invoice No: 115018

TIRZ 17 Memorial City Redevelopment Authority Bunker Hill Bridge and Briar Branch Related Flood Mitigation (Straws)
TIRZ 17 CIP No. T-1734B
HCFCU Unit W140-01-00

For Professional Services rendered from December 16, 2014 to January 15, 2015:

Description	Contract Amount	Percent Complete	Billed to Date	Previously Invoiced	Current Invoice
Basic Services:					
Task#1 Preliminary Engineering	117,995.00	19.01	22,430.85	0.00	22,430.85
Task#2 Bunker Hill Rd Feasibility Assess.	16,900.00	0.00	0.00	0.00	0.00
Subcontracted Services:					
Additional Topographic Survey (Kuo)	21,600.00	0.00	0.00	0.00	0.00
Reimbursable Expenses:					
Reimbursable Expenses	250.00	0.00	0.00	0.00	0.00
Total Fee	156,745.00		22,430.85	0.00	22,430.85
					22,430.85
					\$22,430.85

Recap:	Current	Previous	To-Date
Total Billings	22,430.85	0.00	22,430.85
Contract Amount			156,745.00
Balance			134,314.15

Don Huml: Executive Director
 Reviewed: Don Huml
 Date: 01-21-2015
 Code: 7000-1734A
 Amount: \$ 22,430.85

Total Due This Invoice: \$22,430.85

Memorial City Redevelopment Authority / TIRZ 17

**Bunker Hill Bridge and Related Flood Mitigation
(Briar Branch 'Straws')**

TIRZ 17 CIP No. T-1734B
Master Agreement (07-30-13)
Klotz Assoc. Job No. 1111.002.001

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

Professional Services Summary

Through 01/15/15
Invoice # 115018

Task	Contract Budget Fees	Authorized Amounts	Percent Complete %	Budget Amount Earned	Previously Billed	Earned This Period
Basic Services						
Task#1 - Preliminary Engineering Report	\$117,995.00	\$117,995.00	19.01%	\$22,430.85	\$0.00	\$22,430.85
Task#2 - Bunker Hill Road Feasibility Assessment	\$16,900.00	\$16,900.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Basic Services	\$134,895.00	\$134,895.00		\$22,430.85	\$0.00	\$22,430.85
SubContracted Services / Reimbursible Expenses						
I. SubContracted Services	\$21,600.00					
1. Add'l Topo. Survey (Kuo & Assoc.)		\$21,600.00	0.00%	\$0.00	\$0.00	\$0.00
III. Reimbursible Expenses	\$250.00					
1. Reimbursible Expenses		\$250.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Additional Services	\$21,850.00	\$21,850.00		\$0.00	\$0.00	\$0.00
Total Professional Services Fees	\$156,745.00	\$156,745.00		\$22,430.85	\$0.00	\$22,430.85

Total Fees Earned this Period	\$22,430.85
--------------------------------------	--------------------

Monthly Progress Report

Project: Memorial City Redevelopment Authority / TIRZ 17
Bunker Hill Bridge and Related Flood Mitigation
(Briar Branch 'Straws')

CIP No: T-1734B

Period: Through January 15, 2015

Job No: 1111.002.001

Prepared By: W. Edward Conger PE

Activities Completed this Period

1. Basic Services - Authorization received dated 11/14/14.
 - a. Task#1 – Preliminary Engineering Report
 - 1.) Project Management and Coordination – Project KO and survey subcontract complete.
 - 2.) Data Collection - begun and continues.
 - 3.) Modeling - Refinement of Briar Branch SWMM model to detail 'straws' and Bunker Hill Bridge begun and continues.
 - 4.) Report and recommendations..
 - 5.) Preliminary Design (30%).
 - b. Bunker Hill Road Feasibility Assessment.
 - c. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ 17 as required.
2. Sub-consultant (Survey – Kuo & Associates) – Additional survey begun.


Activities Planned for Next Period

1. Basic Services - Authorization received dated 11/14/14.
 - a. Task#1 – Preliminary Engineering Report
 - 1.) Project Management and Coordination –
 - a) Project KO and survey subcontract complete.
 - b) Attend and provide project update at TIRZ Board Meeting on 01-27-15.
 - 2.) Data Collection - continues.
 - 3.) Modeling - Refinement of Briar Branch SWMM model to detail 'straws' and Bunker Hill Bridge continues
 - 4.) Report and recommendations – Begin report outline.

- 5.) Preliminary Design (30%)-
- b. Bunker Hill Road Feasibility Assessment.
- c. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Attend and provide project update at TIRZ Board Meeting on 01-27-15
 - 3.) Additional meetings with TIRZ 17 as required.
2. Sub-consultant (Survey – Kuo & Associates) – Additional survey continues.

Issues and Information we are waiting to receive - None

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

January 20, 2015
 Project No: 1111.002.000
 Invoice No: 115014

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

For Professional Services rendered from December 16, 2014 to January 15, 2015:

Description	Contract Amount	Percent Complete	Billed to Date	Previously Invoiced	Current Invoice
Basic Services (LS)	624,155.00	89.50	558,618.72	522,480.15	36,138.57
Additional Services (T&M)	89,645.00	69.6056	62,397.90	62,397.90	0.00
Total Fee	713,800.00		621,016.62	584,878.05	36,138.57
					36,138.57
					\$36,138.57
					0.00

Recap:	Current	Previous	To-Date
Total Billings	36,138.57	584,878.05	621,016.62
Contract Amount			713,800.00
Balance			92,783.38

Total Due This Invoice: \$36,138.57

Don Huml: Executive Director
 Reviewed: Don Huml
 Date: 01-21-2015
 Code: 7000-1734
 Amount: \$36,138.57

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 01/15/15
 Invoice # 115014

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	89.50%	\$558,618.72	\$522,480.15	\$36,138.57
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		\$558,618.72	\$522,480.15	\$36,138.57
<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	100.00%	\$29,502.90	\$29,502.90	\$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		\$62,397.90	\$62,397.90	\$0.00
Total Professional Services Fees	\$713,800.00	\$713,800.00		\$621,016.62	\$584,878.05	\$36,138.57

Total Fees Earned this Period	\$36,138.57
--------------------------------------	--------------------

Monthly Progress Report

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

CIP No: T-1734A

Period: Through January 15, 2015

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.) Review of the draft LAN Preliminary Engineering Report and Drainage Impact Report for this project as well as the project documentation provided by LAN complete.
 - 2.) Refinement of Briar Branch SWMM model complete.
 - 3.) Drainage Impact Study final report complete and submitted to HCFCD on 12-18-14.
 - 4.) Draft Plans (90%) and Drainage Impact Study final report submitted to TIRZ 17 on 12-19-14.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ, LAN and SWA as required.
 - 3.) Mtg. 12-22-14 to review HCFCD submittal, Plans, and project status with TIRZ Executive Director.
2. Ph II Sub-consultant (Survey – Kuo & Associates) – Additional survey complete.

Activities Planned for Next Period

1. Ph II Final Design.
 - a. Basic and Additional Services
 - 1.) Drainage Impact Report to be submitted to HCFCD on 12-18-14 under HCFCD review. Plans will be submitted to HCFCD upon approval of Drainage Impact report by HCFCD.
 - 2.) Monitor HCFCD review and respond to comments and questions from HCFCD and TIRZ.

b. Meetings

- 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ, LAN and SWA as required.
 - 3.) Attend and provide project update at TIRZ Board Meeting on 01-27-15.
2. Ph II Sub-consultant (Survey – Kuo & Associates)
- 1.) Kuo additional survey work complete.

Issues and Information we are waiting to receive - None



CITY OF HOUSTON

Planning and Development

Annise D. Parker

Mayor

Patrick Walsh, P.E.
Director
P.O. Box 1562
Houston, Texas 77251-1562

T. 713.837.7701
F. 713.837.7703
www.houstontx.gov

January 8, 2015

Mr. Alan Clark
Director of Transportation Planning
Houston-Galveston Area Council (H-GAC)
3555 Timmons Lane
Houston, TX 77227-2777

Re: 2015 Transportation Improvement Program (TIP) Call for Projects – **Letter of Support for Applicant Projects**

Dear Mr. Clark:

The City of Houston Review Committee has completed its review of proposed projects that are to be submitted to H-GAC for consideration in the 2015 TIP Call for Projects. Per TIP application guidelines, these projects require support from the City due to their location inside the corporate limits and their impact on City facilities.

On behalf of the Committee, we are pleased to provide this letter of support on behalf of the projects listed below. These projects will provide needed infrastructure improvements, safe routes and increased connectivity within the region’s transportation network. We have determined that these transportation projects are consistent with the 2035 Regional Transportation Plan goals to maintain, enhance and expand the region’s multi-modal transportation system. We note that these projects are subject to further evaluation by the City as they proceed towards implementation.

1. Greater East End Management District - Navigation & Jensen Roundabout
2. Midtown Management District - Brazos St. Pedestrian/Transit Improvement Project
3. Midtown Management District - Main St. Pedestrian/Transit Improvement Project
4. Midtown Management District - Wheeler St. Pedestrian/Transit Improvement Project
5. Upper Kirby Management District - Bissonnet Pedestrian/Transit Enhancements
6. Upper Kirby Management District - Shepherd/Farnham Pedestrian/Transit Enhancements
7. Westchase Management District - CenterPoint Hike & Bike Trail
8. Westchase Management District - Walnut Bend LCI (Pedestrian/Transit Rehabilitation)
9. Westchase Management District - Westheimer Pedestrian/Transit Improvement (LCI Category)
10. Greater Northside Management District - Quitman Pedestrian/Transit Enhancements
11. Near Northwest Management District - W. Little York Road/Victory Lane
12. Memorial City Redevelopment Authority - Memorial Drive Mobility Improvements
13. Memorial City Redevelopment Authority - North Gessner Mobility Improvements
14. Memorial City Redevelopment Authority - Town & Country West Pedestrian Improvements
15. Houston B Cycle – Houston Bike Share Expansion
16. Texas Department of Transportation - Loop 494 Shared Use Path

Council Members: Brenda Stardig Jerry Davis Ellen R. Cohen Dwight A. Boykins David Martin Richard Nguyen Oliver Pennington Edward Gonzalez Robert Gallegos Mike Laster Larry V. Green Stephen C. Costello David Robinson Michael Kubosh C.O. "Brad" Bradford Jack Christie Controller: Ronald C. Green

January 8, 2015

2015 TIP Call for Projects – Letter of Support

- 17. Texas Department of Transportation - FM 1960 Bike Lane
- 18. Texas Department of Transportation - SH 3 Bicycle and Pedestrian Facility
- 19. Texas Department of Transportation - W Beltway 8 Shared Use Path
- 20. Texas Department of Transportation - FM 1960 Shared Use Path
- 21. Texas Department of Transportation - FM 526/IH-10 Shared Use Path
- 22. City of Pearland - Mykawa Road: FM 518 to Beltway 8

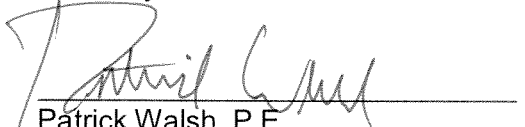
Project Previously Approved for Transportation Enhancement (TE) Funding:


The following project had previously been selected for funding but was unable to advance to construction within the required 3-year timeframe. We respectfully request that H-GAC give additional consideration to this project, since it previously demonstrated worthiness of TE funding.

- 23. Houston Downtown Management District – Sidewalk/Pedestrian Improvements Project

If you have any questions regarding these projects, please contact Michael Kramer at (713) 837-7781 or via email at michael.kramer@houstontx.gov. Thank you for your consideration.

Sincerely,


Patrick Walsh, P.E.
Planning & Development Department
Director


Dale A. Rudick, P.E.
Public Works & Engineering Department
Director

PW:MK/ams

- cc: Joe Turner, Director, Parks & Recreation Department
Mark Loethen, Deputy Director, Public Works & Engineering Department
Jeff Weatherford, Deputy Director, Public Works & Engineering Department
Gwendolyn Tillotson, Deputy Director, Mayor's Office of Economic Development



WORK ORDER #10
CIP 1709 Lumpkin Road Improvements
(Westview to Northbrook)

20 January 2015

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

Subject: Professional Design Services – Lumpkin Road North :: Design and Construction
Phase Services
(SWA Project RHTs401.B)

Dear Mr. Huml:

SWA is pleased to propose our professional services for professional landscape architecture services in support of the referenced project. These services will provide for the design and construction phases (documentations, coordination and site observation) for the amenity improvements for the referenced project located between Westview and Northbrook (the "Project"). These services will complete the full length of the Lumpkin Road amenity improvements from Interstate 10 to Northbrook. This Agreement is by and 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 :

1. Collaborate with Project Engineer, LAN, such that SWA services are coordinated with The construction contractor’s schedule;
2. Collaborate with Project Engineer, LAN, such that SWA design services are coordinated with the existing and proposed design conditions and TIRZ #17 Streetscape Design Standards;

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



3. Prepare design documents for constructing the landscape and irrigation amenities that are consistent with the amenities already documented between Interstate 10 and Westview;
4. Submit 90% design documents to Project Engineer, LAN for one (1) round of revisions;
5. Complete 100% design documents and submit to Project Engineer, LAN for incorporation into the construction contractor's work;
6. Make periodic visit to the site (up to three – 3 – visits) to observe the progress of the construction of amenity improvements and its adherence to the design documents for construction;
7. Prepare field reports summarizing these site observation visits and provide reports to the Project Engineer;
8. Review and respond to contractor submittals and RFI's for the amenity improvements;
9. Select and tag trees in the local tree nursery;
10. Coordinate with Project Engineer in reviewing, commenting on and approving contractor Pay Request Certificates for the amenity improvements;
11. Prepare punch list for final completion of the amenity improvements at the time of Substantial Completion; and,
12. Make final (one visit) walk-through following contractors completion of all punch list items.

SWA's design services shall include planting and irrigation design and documentation, and construction phase services as described above. Services not specifically described in the Scope of Services shall be charged as Additional Services. Submittal for permits and permitting, including but not limited to City of Houston and TDLR, shall be the responsibility of the Project Engineer, LAN.

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 a fixed fee of \$18,200. Expenses are included in the fee. Fees and expenses will be billed monthly on a percentage complete basis. Services not specifically described in the above scope of services will be performed as an additional service, as agreed and approved in advance by the Client.

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 _____

RIGHT OF ENTRY FOR DRIVEWAY TRANSITION

THIS RIGHT OF ENTRY FOR DRIVEWAY TRANSITION (“Right of Entry”), is dated the ____ day of December, 2014, and is among MEMORIAL CITY REDEVELOPMENT AUTHORITY, a not for profit local government corporation organized and existing under the laws of the State of Texas (“MCRA”), DRESSER-RAND COMPANY, a New York General Partnership (“Owner”), and SER CONSTRUCTION PARTNERS, LLC, a Texas limited liability company (“SER Construction”).

RECITALS

A. MCRA and its contractor(s), including SER Construction, are performing street reconstruction improvements on the street where property is owned by Owner, which has the street address of 1415 Lumpkin Road, Houston TX 77043 (the “Property”) and is more particularly shown on Exhibit “A,” attached hereto and incorporated herein by reference.

B. To preserve reasonable access and achieve elevation continuity to the Property, a portion of the driveways located within the right of way of Lumpkin Road and located on the Property must be repaired or replaced. This repair or replacement is referred to as the “Driveway Transition”.

C. MCRA and Owner agree that it is in the best interests of MCRA and Owner to allow MCRA to provide for the construction of the Driveway Transition.

D. MCRA has requested permission and Owner has granted permission to MCRA and its contractor(s), including SER Construction, to enter into the Property in accordance with terms and provisions hereof and to complete the construction of the Driveway Transition.

AGREEMENT

NOW, THEREFORE, for and in consideration of the foregoing, the terms and provisions hereof, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Entry. Owner hereby grants to MCRA, its agents, employees and contractors, including SER Construction, a non-exclusive right to enter onto the Property within the area shown on Exhibit A as the Proposed Driveway and marked in red (the “Access Area”) solely for the purpose of constructing the Driveway Transition. The Driveway Transition shall be constructed in a good and workmanlike manner in accordance with the specifications set forth on Exhibit “B,” attached hereto and incorporated herein by reference. In connection with this Right of Entry, MCRA, its

agents, employees and contractors, including SER Construction, shall have the right to enter the Access Area to bring workers, material, equipment and supplies onto the Access Area and to utilize the Access Area for the purpose of performing the Driveway Transition.

2. Term. The term of this Right of Entry shall commence on the date hereof and shall continue until such time as construction of the Driveway Transition and restoration of the Property as set forth in this Right of Entry has been completed.

3. Restoration of Property. Upon completion of construction of the Driveway Transition, MCRA and SER Construction will restore the Property to substantially the same or better condition that existed prior to commencement of construction of the Driveway Transition, including the replacement of all trees, shrubs and plants and the repair and/or replacement of sprinkler system piping, electrical conduit, cable, lighting or light fixtures, decorative fixtures, fencing, decorative stones, paving or edging, or any other items of a similar nature.

4. Access and Use. Notwithstanding MCRA's and SER Construction's right to enter the Property in connection with the construction of the Driveway Transition, MCRA and SER Construction shall ensure that Owner has unrestricted and unimpeded access to the Property twenty-four hours per day, seven days per week. Neither MCRA nor SER Construction will use, or permit any person to use, the Property for any purpose that directly or indirectly is forbidden by public law, ordinance or governmental or municipal regulation or order, or which may be dangerous to life, limb or property. MCRA and SER Construction shall conduct all activities on the Property in such a manner so as not to unreasonably interfere with the use of the Property by Owner, its tenants and their agents, employees and invitees.

5. Indemnification by MCRA. MCRA agrees to cause its contractors performing work in the Access Area to indemnify and hold harmless Owner and its affiliates, and their respective members, officers, agents and employees (individually, an "Indemnified Party" and, collectively, the "Indemnified Parties") from and against any and all losses, claims, damages, liabilities or costs, including attorneys' fees and including loss incurred in enforcing this indemnification provision ("Liabilities"), as and when incurred, arising out of or relating to MCRA's use of the Property, the Access Area and construction of the Driveway Transition. MCRA will cause its contractors to agree to reimburse the Indemnified Parties for any legal or other expense incurred by them, as and when incurred, in connection with investigating, preparing or defending any such Liabilities or any action in respect thereof, whether or not in connection with pending or threatened litigation and whether or not any Indemnified Party is a party thereto; provided, however, that MCRA and MCRA's contractors shall not be liable under the foregoing indemnity obligation in respect of any Liability to the extent, but only to the extent, that such Liability is found in a final judgment by a court of competent jurisdiction, not subject to further appeal, to have resulted from Owner's

negligence or willful misconduct in the performance of its duties under this Right of Entry.

6. Indemnification by SER Construction. SER Construction agrees to indemnify and hold harmless the Indemnified Parties from and against any and all Liabilities, as and when incurred, arising out of or relating to SER Construction's use of the Property, the Access Area and construction of the Driveway Transition. SER Construction will reimburse the Indemnified Parties for any legal or other expense incurred by them, as and when incurred, in connection with investigating, preparing or defending any such Liabilities or any action in respect thereof, whether or not in connection with pending or threatened litigation and whether or not any Indemnified Party is a party thereto; provided, however, that SER Construction shall not be liable under the foregoing indemnity obligation in respect of any Liability to the extent, but only to the extent, that such Liability is found in a final judgment by a court of competent jurisdiction, not subject to further appeal, to have resulted from Owner's negligence or willful misconduct in the performance of its duties under this Right of Entry.

7. Insurance. At all times that this Right of Entry remains in effect, SER Construction, at its expense, will maintain liability insurance (written on an occurrence basis), in an aggregate amount of not less than \$2,000,000, for protection of potential liabilities or the Property, including the indemnification obligations contained in Paragraph 6 above, which insurance must name Owner as an additional insured by endorsement and waive any rights of subrogation against Owner. SER Construction shall provide a copy of its insurance certificate reflecting such required coverage in advance of accessing the Property. In all events, SER Construction will be liable for all loss caused by its failure to comply with these requirements.

8. **LIMITATION OF LIABILITY.** NOTWITHSTANDING ANYTHING TO THE CONTRARY WITHIN THIS RIGHT OF ENTRY AND/OR ANY ATTACHMENT, EXHIBIT OR AMENDMENT HERETO OR THERETO, IN NO EVENT SHALL OWNER NOR SHALL MCRA NOR SHALL SER CONSTURCTION AT ANY TIME BE LIABLE TO THE OTHERS NOR TO ANY THIRD PARTY FOR ANY SPECIAL, INCIDENTAL, PUNITIVE OR CONSEQUENTIAL DAMAGES, WHETHER SUCH CLAIM DIRECTLY OR INDIRECTLY ARISES OUT OF AND/OR IS BASED ON CONTRACT, STRICT LIABILITY, TORT OR ON ANY OTHER THEORY OF LAW, EVEN IF THE POSSIBILITY OF THE SAME WAS KNOWN AT THE TIME THIS RIGHT OF ENTRY BECAME EFFECTIVE. THE PROVISIONS OF THIS SECTION 8 SHALL (A) NOT INURE TO THE BENEFIT OF ANY THIRD PARTIES AND SHALL SURVIVE TERMINATION OF THIS RIGHT OF ENTRY WITH RESPECT TO ANY DAMAGES, DEATH OR INJURY OCCURRING PRIOR TO TERMINATION, OR (B) APPLY TO ANY AND EVERY INSTANCE OR SITUATION WHERE UNDER OR AS A RESULT OF THIS RIGHT OF ENTRY ONE PARTY HERETO COULD OR DOES HAVE LIABILITY TO THE OTHER PARTY HERETO.

which is prohibited or penalized by any local, state or federal agency, authority or governmental unit (collectively, "Hazardous Material") onto the Property. If any Hazardous Material is brought by MCRA or SER Construction, or is permitted to be brought by MCRA or SER Construction, onto the Property, MCRA shall cause the same to be immediately removed at MCRA's sole cost and expense.

9. Default. If MCRA or SER Construction fails to perform any other provision of this Right of Entry, Owner may immediately terminate this Right of Entry upon written notice to MCRA and SER Construction.

10. Assignment. This Right of Entry is personal to MCRA and SER Construction and may not be assigned by MCRA or by SER Construction.

11. Successors and Assigns. It is understood and agreed that this Right of Entry shall be binding upon the parties hereto and their assigns and successors in interest.

12. Entire Agreement. This Right of Entry contains the entire agreement of the parties with respect to the subject matter hereof and this Right of Entry supersedes all prior and contemporaneous oral communications, agreements or writings between the parties in connection with the subject matter hereof. This Right of Entry may be modified or amended only in a writing signed by all parties.

13. Counterparts. This Right of Entry may be executed in one or more separate counterparts, which when read together, shall constitute one and the same agreement.

[BALANCE OF PAGE INTENTIONALLY LEFT BLANK

SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Owner, SER CONSTRUCTION and MCRA have duly executed this Right of Entry as of the date set forth above.

OWNER:

DRESSER-RAND COMPANY,
A New York general partnership

By: _____

Its: _____

ATTEST:

By: _____

Name: _____

Title: _____

MCRA:

MEMORIAL CITY REDEVELOPMENT
AUTHORITY,
A Texas local government corporation

By: _____
Its: _____

ATTEST:

By: _____
Name: _____
Title: _____

[DISTRICT SEAL]

SER CONSTRUCTION:

SER CONSTRUCTION PARTNERS LLC,
A Texas limited liability company

By: _____

Its: _____

ATTEST:

By: _____

Name: _____

Title: _____



MEMORIAL CITY REDEVELOPMENT AUTHORITY

Tax Increment Reinvestment Zone No. 17

CHANGE ORDER

Document 00941
CHANGE ORDER No. 1

PROJECT: Lumpkin Road Roadway and Drainage Improvements

TO: SER Construction Partners, LLC.
Contractor and 3636 Pasadena Blvd.
Address for Written Notice Pasadena, TX. 77503

PROJECT No.: N-T17000-0012-3

1.01 DESCRIPTION OF CHANGES

CONTRACT CHANGE

	Amount	Time
ITEM 1 SCOPE: Add Alternate Bid Items for work along Lumpkin Road between Westview Drive and Northbrook Drive to the contract.	\$2,355,471.80	0 Days

JUSTIFICATION: Alternate was included in the original bid, but not the Agreement.

Unit Item No	Unit Item Description	Unit	Add/Deduct Qty	Unit Price	Add/Deduct Amount
--------------	-----------------------	------	----------------	------------	-------------------

TOTALS: \$ 2,355,471.80 0 Days

1.02 ACCEPTANCE BY CONTRACTOR

Contractor agrees to perform change(s) included in this Change Order for the price and time indicated. The prices for changes include all costs associated with this Change Order.

Contractor Signature and Title Project Manager
Date 1/21/2015

1.03 ACCEPTANCE BY THE MEMORIAL CITY REDEVELOPMENT AUTHORITY

Construction Manager
Date 1/21/15

Executive Director, TIRZ No. 17
Date 1/22/15

Project Manager
Date 1/22/2015



MEMORIAL CITY REDEVELOPMENT AUTHORITY

Tax Increment Reinvestment Zone No. 17

CHANGE ORDER

Document 00941
CHANGE ORDER No. 1

PROJECT: Lumpkin Road Roadway and Drainage Improvements

EXECUTIVE SUMMARY

1.01 CONTRACT PRICE SUMMARY		DOLLAR AMOUNT	PERCENT
A.	Original Contract Price	\$11,142,521.40	100%
B.	Previous Change Orders	\$0.00	0.0%
C.	This Change Order	\$2,355,471.80	21.1%
D.	Contract Price	\$13,497,993.20	121.1%

Date of Commencement of the Work: Monday, January 5, 2015

1.02 CONTRACT TIME SUMMARY		DURATION	COMPLETION DATE
A.	Original Contract Time	465 Days	Thursday, April 14, 2016
B.	Previous Change Orders	0 Days	Thursday, April 14, 2016
C.	This Change Order	0 Days	Thursday, April 14, 2016
D.	Contract Time	465 Days	Thursday, April 14, 2016

1.03 TOTAL VALUE OF INCREASES OUTSIDE OF GENERAL SCOPE OF WORK

A. Including this Change Order, the following table is provided to track conditions related to Paragraph 7.1.2.3 of Document 00700 - General Conditions.

CHANGE ORDER No.	AMOUNT ADDED	PERCENT OF ORIGINAL CONTRACT PRICE
1	\$0.00	0.0%
TOTALS	\$0.00	0.0%

END OF DOCUMENT



WORK ORDER #11
CIP 1717 Town and Country West Drainage and Mobility Improvements

22 January, 2015

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

Subject: CIP 1717 Town and Country West Drainage and Mobility Improvements
Detailed Design, Construction Documentation + Bidding Phase Services
(SWA Job# RHTs404)

Dear Mr. Huml:

SWA is pleased to submit this proposal for professional services which includes the preparation of design and construction documents for landscape, irrigation, hardscape, lighting, and other amenities and improvements (the "Project") within the right-of-way and public access easement from I-10 to Town & Country Way / Town & Country Way from Beltway 8 to Town & Country Lane. This Agreement is between Memorial City Redevelopment Authority (Client), and the Houston office of SWA Group (SWA) in reference to the Project located in Houston, Harris County, Texas.

I. SCOPE OF SERVICES – FIXED FEE

SWA will perform professional design services for the Project on a fixed fee basis for the following standard project improvements and for the street ROWs identified above:

- street trees;
- planting and irrigation within project scope of work;
- pedestrian paving;
- esplanade and round-about design;
- pedestrian lighting; and,
- bus shelter.

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



II. SCOPE OF SERVICES – HOURLY FEE

SWA will perform the professional design services for the Project on an hourly fee basis for those services that fall outside of the standard design documentation, including but not limited to:

- Adopt-an-Esplanade and coordination with the City (Houston Parks and Recreation Department);
- Coordination meetings with private developers and their design consultants;
- Preparation of design process sketches;
- Design workshops with private developers' design consultants;
- Presentations and meetings with Memorial Management District; and,
- Other presentations and meetings as SWA may be called upon.

III. PROCEDURE

A. Preliminary Design (60% Documentation)

1. Review comments and direction received from the Board of Directors for the Zone at its 27 January 2015 meeting. Apply Board comments and direction to the conceptual design including scope and costs.
2. Prepare application for and coordinate Adopt-An-Esplanade with City of Houston and Memorial Management District.
3. Develop sheet layout and related details to mobilize SWA and its Sub-consultants.

Deliverables

- Input to Final Design.
- Adopt-An-Esplanade application (2) / coordination.
- Two (2) in-person coordination meetings: one with Client and one with the engineer.
- Two (2) in-person presentations, one (1) to each board for the preliminary design.
- Maximum of one (1) round of revisions.

B. Final Design (90% and 100% Documentation)

1. Prepare final design documents for constructing the proposed project amenities.
2. Prepare a 90% and 100% submittal of the final design documents.



3. Prepare the application for the Adopt-An-Esplanade for the I-10 / Town and Country Esplanade, Esplanades at round-about, and the Beltway 8 / Town and Country Way Esplanade.
4. Prepare technical sections of specifications in Construction Specifications Institute (CSI) Master Format to reasonably conform to applicable codes and regulations of governmental bodies having jurisdiction over the work at the time of preparation. Specifications will conform the City of Houston's requirements.
5. Client shall be responsible for Bidding and Contract Requirements and General Requirements divisions of the specifications.
6. SWA shall use its best efforts to coordinate its services with those of other consultants and to maintain a construction budget in accordance with the design development estimate of probable construction cost accepted by Client at the end of the design phase.
7. Prepare a final cost estimation at the 90% submittal. When the final estimate of probable construction cost is one hundred ten percent (110%) of the preliminary design budget estimate, or less, the final estimate will be acceptable to Client.
8. Complete Adopt-An-Esplanade procedures for approval of the proposed (5-6) esplanades.

Deliverables

- 90% plan set of construction documents.
- Technical Specifications in CSI Master Format, which will conform to the City of Houston's requirements.
- 100% plan set of construction documents.
- Final Estimate of Project Cost.
- Adopt-An-Esplanade approval.
- One electronic copy and one hard copy of the plan set and technical specifications.
- Two (2) in-person coordination meetings: one with Client and one with the engineer.
- Two (2) in-person presentations, one (1) to each board for the final design.
- Maximum of one (1) round of revisions.

Sub-Consultants

SWA will retain the services of an electrical engineer, structural engineer, and irrigation consultant. Said services listed below are included in the Scope of Services and fixed fee.



- Electrical engineer for powering the pedestrian lights and bus shelter.
- Structural engineer for light pole foundations and other structural design elements required by the City of Houston.
- Irrigation consultant for the irrigation design of the landscape improvements.

c. Bidding Phase

SWA and its sub-consultants shall respond to questions from prospective bidders on the landscape portion of the Project, prepare addenda during the bidding period and assist Client and Client's Engineer in reviewing bids received by the Client.

IV. DEVELOPMENT BUDGETS

- A. As part of Schematic Design Phase (60% drawing stage) a proposed development budget for all items of work under the Scope of Services shall be established and approved.
- B. This development budget shall be revised and approved at the completion of Working Drawing Phase (90% drawing stage).

V. DESIGN APPROVAL

Mr. Don Huml, Executive Director, Memorial City Redevelopment Authority, has been designated as the person responsible for design direction to SWA for this project and has the authority for design approval. In the event that the design, as approved by Mr. Huml is rejected by others, and re-design is required, such re-design services shall be compensated as Additional Services.

VI. MEETINGS AND SITE VISITS

This proposal, under the fixed fee, includes up to eight (8) meetings for coordination with Client, agencies, consultants or Owner and scheduled approximately as follows:

Preliminary Design Phase	4 meetings
Final Design Phase	4 meetings
Pre-Bid	1 meeting

(Additional meetings shall be billed under the hourly fee allowance).



VII. SCHEDULE

The scope of services will be complete within sixty (60) to ninety (90) days. If the schedule exceeds ninety days for reasons beyond SWA's control, work performed thereafter will be an additional service.

VIII. EXCLUSIONS TO SCOPE OF SERVICES

Client shall provide the following information or services as required for performance of the work. SWA assumes no responsibility for the accuracy of such information or services and shall not be liable for error or omissions therein. Should SWA be required to provide services in obtaining or coordinating compilation of this information, such services shall be charged as Additional Services.

- A. Topography and boundary surveys.
- B. Legal descriptions of property.
- C. Ornamental pools and fountain design, structural, and MEP.
- D. Soils testing and/or engineering.
- E. Existing site engineering and utility base information.
- F. Overhead aerial photographs at controlled scale.
- G. Engineering other than that provided within the Scope of Services.
- G. Permitting services.
- H. Permit and application fees, including but not limited to Adopt-An-Esplanade and TDLR.
- I. Design of improvements on private property.
- J. Construction Phase services.

IX. FEES

Services described above under paragraph *I. Scope of Services – Fixed Fee* (page 1) shall be provided for the fixed fee of \$88,600. in accordance with the terms and conditions of service shall be in accordance with the Service Agreement.

Services described above under paragraph *II. Scope of Services – Hourly Fee* (page 2) shall be provided on an hourly fee basis and charged against an allowance of \$28,750., which shall not be exceeded without further authorization.

Reimbursable expenses for services described above under the fixed fees (including local travel and copying / reproduction in the indicated quantities) are included in this fee. SWA will provide one (1) electronic copy and one (1) mylar copy of the final documents for constructing the landscape portion of the project. Additional printing will be provided as an additional



service and billed as a reimbursable expense. Expenses associated with the hourly services shall be charged against the allowance identified above.

VII. TERMS

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

If this proposal meets with your approval, please sign below and return one copy for our files.

Sincerely yours,

SWA GROUP

James Vick, AIA
Principal

ACCEPTED BY:

Memorial City Redevelopment Authority

By: _____

Title: _____

Date: _____



City of Houston

By: _____

Title: _____

Date: _____

Proposal copyright ©2012 by SWA Group. No portion of this proposal may be copied or distributed to without the written permission of SWA Group.

End



midtown

MIDTOWN REDEVELOPMENT AUTHORITY

and

**REINVESTMENT ZONE NUMBER TWO, CITY OF HOUSTON, TEXAS
(ALSO KNOWN AS THE MIDTOWN REINVESTMENT ZONE)**

TO: THE BOARD OF DIRECTORS OF THE MIDTOWN REDEVELOPMENT AUTHORITY AND THE MIDTOWN REINVESTMENT ZONE AND TO ALL OTHER INTERESTED PERSONS:

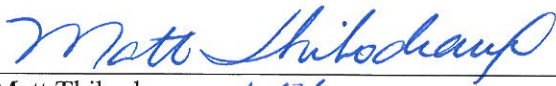
Notice is hereby given that the Board of Directors of the Midtown Redevelopment Authority (the "Authority") will hold a **joint** regular meeting, open to the public, with the Board of Directors of the Midtown Reinvestment Zone to be held on **Thursday, October 2, 2014 12:30 P.M. on the 3rd Floor of the Houston Technology Center Phase II, 410 Pierce Street, Suite 355, Houston, Texas.** The Board of Directors of each of the Authority and the Midtown Reinvestment Zone will (i) consider, present, and discuss orders, resolutions or motions; (ii) adopt and approve such orders, resolutions or motions; and (iii) take other direct or indirect actions as may be necessary, convenient or desirable, with respect to the following matters:

AGENDA

1. Call to Order and Introduction of Guests
2. Consent Agenda for the Midtown Reinvestment Zone
 - a. Minutes of the Midtown Reinvestment Zone for August 28, 2014
3. Consent Agenda for the Authority
 - a. Minutes of the Authority for August 28, 2014
 - b. Monthly financial report of the Authority for August 2014
 - c. Invoices of the Authority from Trustee and Operating Accounts for September 2014.
4. Financial Audit for Fiscal Year 2014.
 - a. Creation of Infrastructure & Project Fund
5. Presentation of 2014 Popular Report
6. M.A.T.C.H.
7. Midtown Affordable Housing Program
 - a. Resolution approving entering into contracts and acquisition of certain properties by the Authority for affordable housing
 - b. Affordable Housing Development

RECEIVED
SEP 29 2014
CITY OF HOUSTON
MIDTOWN REDEVELOPMENT AUTHORITY

8. Midtown Capital Improvements Program
- a. Parks and Greenspace - Walter P. Moore / Design Workshop
 - i. Midtown Park
 - ii. Superblock Park
 - 1. Presentation from Sterling & Associates
 - b. Main Street Improvements - Walter P. Moore / Design Workshop
 - i. Schematic Design Presentation
 - c. Caroline Street Reconstruction
 - d. HCC Capital Projects - IDS Engineers
 - i. Holman Street Pedestrian Enhancements
 - e. FTA Grant Program - The Goodman Corporation
9. With respect to the foregoing agenda items, the Authority may conduct an executive session with regard to the following, as appropriate and necessary.
- Consultation with attorney (Section 551.071, Texas Government Code);
 - The purchase, exchange, lease or value of real property (Section 551.072, Texas Government Code);
 - Personnel matters (Section 551.074, Texas Government Code);
 - Security personnel or devices (Section 551.076, Texas Government Code); and
 - Economic development negotiations (Sections 551.087, Texas Government Code).
- Upon entering into the executive session, the presiding officer shall note which agenda items will be discussed.
10. Public Comment
11. Adjournment


Matt Thibodeaux
Executive Director

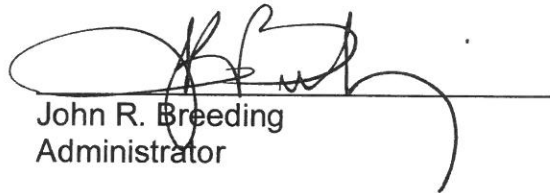
**REINVESTMENT ZONE NUMBER SIXTEEN
CITY OF HOUSTON, TEXAS
(ALSO KNOWN AS THE UPTOWN HOUSTON
REINVESTMENT ZONE)**

NOTICE OF REGULAR MEETING

TO: THE BOARD OF DIRECTORS OF REINVESTMENT ZONE NUMBER SIXTEEN, CITY OF HOUSTON, TEXAS AND TO ALL OTHER INTERESTED PERSONS:

Notice is hereby given that the Board of Directors of Reinvestment Zone Number Sixteen, City of Houston, Texas (the "Zone") will hold a Regular Meeting on November 19, 2014 at 3:30 p.m. at 1980 Post Oak Boulevard, Suite 1700, Houston, Texas, 77056, to consider, discuss and adopt such orders, resolutions or motions, and take other direct or indirect actions as may be necessary, convenient, or desirable with respect to the following matters:

1. Approve Minutes of the October 22, 2014 Board of Directors Meeting.


John R. Breeding
Administrator

NOTICE OF JOINT MEETING

TO: THE BOARD OF DIRECTORS OF THE DOWNTOWN REDEVELOPMENT AUTHORITY, REINVESTMENT ZONE NUMBER THREE, CITY OF HOUSTON, TEXAS, AND ANY OTHER INTERESTED PERSONS:

Notice is hereby given that the Board of Directors of the Downtown Redevelopment Authority and Tax Increment Reinvestment Zone Number Three, City of Houston will hold a joint meeting on **Tuesday, January 13, 2015 at 12:00 pm at 2 Houston Center, 909 Fannin, Suite 1650, large conference room, Houston, Texas 77010** to consider, discuss and adopt such orders, resolutions or motions, and take other direct or indirect actions as may be necessary, convenient, or desirable with respect to the following matters:

- I. Introduction of Guests and Public Comments
- II. Minutes of previous meetings
 - a. Authority
 - b. Zone
- III. Financial
 - a. December 2014 Check Register
 - b. Second Quarter 2015 Financial and Investment Report
- IV. Municipal Service/HPD Overtime Program Report
- V. Capital Projects
 - a. Bid Recommendations for Shopping District Streetscape Improvements
 - b. Shopping District Streetscape Improvements Change Order
 - c. Shopping District Miscellaneous Expenses
- VI. Downtown Living Initiative
 - a. Fairfield Residential, Block 387
- VII. Other Business
 - a. Project Status Report
 - b. Brand Development and Website Design
- VIII. Executive Session
 - a. Consultation with Legal Counsel
Texas Government Code §551.071
 - b. Deliberations regarding Real Property
Texas Government Code §551.072
 - c. Deliberations regarding Personnel Matters
Texas Government Code §551.074
 - d. Deliberations regarding Economic Development Negotiations
Texas Government Code §551.087

- IX. Reconvene in public session and take necessary action on any matters discussed in Executive Session
- X. Next Meeting
- XI. Adjournment

RYAN LEACH
EXECUTIVE DIRECTOR OF DRA/TIRZ#3

Examples of Peer TIRZ's Agenda Authorizations

CIP IN PROGRESS SCHEDULE - January 2015
TIRZ 17 Redevelopment Authority

ID	Task Name	Finish	2014		2015		2016	
			H1	H2	H1	H2	H1	H2
1	T-1709, Lumpkin Road Improvements	Thu 4/14/16						
2	Contractor's Notice To Proceed	Mon 1/5/15						
3	Construction	Thu 4/14/16						4/14
4	Complete	Thu 4/14/16						
5	T-1717, Town & Country West	Fri 5/27/16						
6	Board Approval of Phase II Design	Tue 7/29/14						
7	Roundabout Analysis	Fri 10/17/14						
8	Detailed Design	Fri 7/31/15						
9	Construction	Fri 5/27/16						5/27
10	Complete	Fri 5/27/16						
11	T-1732A, North Gessner Improvements	Wed 9/7/16						
12	City Council Approves FY2015 Budget	Wed 12/3/14						
13	Detailed Design	Tue 5/26/15						
14	Construction	Wed 9/7/16						9/7
15	Complete	Wed 9/7/16						
16	T-1734, W140 Channel Improvements	Tue 11/29/16						
17	Detailed Design	Thu 12/18/14						
18	Approvals	Tue 6/30/15						
19	Bid and Award	Mon 8/31/15						
20	Construction	Tue 11/29/16						11/29
21	Complete	Tue 11/29/16						
22	T-1734B, Bunker Hill Bridge and Straws	Thu 10/13/16						
23	City Council Approves FY2015 Budget	Wed 12/3/14						
24	Preliminary Design	Thu 4/2/15						
25	Detailed Design	Tue 9/29/15						
26	Construction	Thu 10/13/16						10/13
27	Complete	Thu 10/13/16						
28								

CIP IN PROGRESS SCHEDULE - January 2015
 TIRZ 17 Redevelopment Authority

ID	Task Name	Finish	2014		2015		2016	
			H1	H2	H1	H2	H1	H2
29	T-1738A, Memorial Drive Improvements	Thu 10/13/16						
30	City Council Approves FY2015 Budget	Wed 12/3/14						
31	Preliminary Design	Thu 4/2/15						
32	Detailed Design	Tue 9/29/15						
33	Construction	Thu 10/13/16						
34	Complete	Thu 10/13/16						



Briar Branch Drainage Improvements

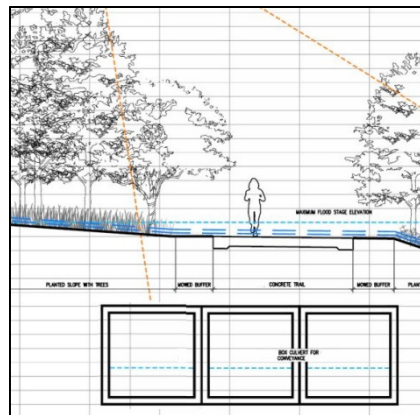
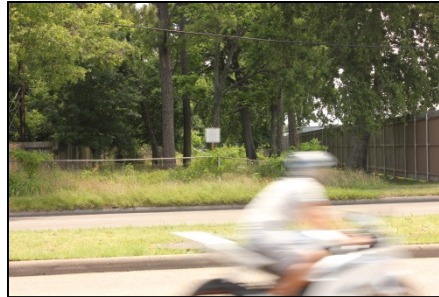
(W140-01-00)

TIRZ 17 CIP No. T-1734

Monthly Status Report
January 2015

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 XP-SWMM model was finalized.
- The Drainage Impact Analysis report was finalized and submitted to HCFCD for review.
- SWA (landscape architect) continues work on development of the landscape concept, design and plan sheets.
- Project manual table of contents and summary of work were developed.
- 90% construction plan set was submitted to the TIRZ.
- Preliminary cost estimate was refined per 90% construction plan set.
- Meeting occurred with TIRZ Executive Director to review HCFCD submittal, plan set, and project status.
- Plan set will be submitted to HCFCD upon Drainage Impact Analysis approval, per HCFCD procedure.

klotz  associates

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





Briar Branch Related Flood Mitigation & Bunker Hill Bridge Study

(W140-01-00)

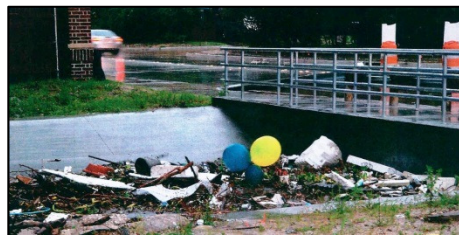
TIRZ 17 CIP No. T-1734B

Monthly Status Report

January 2015

Project Description

Preliminary engineering design services for flood mitigation of five “straws” 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 Detention Basin. The project also includes a feasibility study of the need to modify the Bunker Hill Bridge. 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).




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 Briar Branch flood mitigation effort is proposed to take place at 5 locations that contribute flow to Briar Branch in between Gessner Road and the Briar Branch Detention Pond. The bridge to be studied is located at the intersection Bunker Hill Road and Briar Branch.

klotz  associates

1160 Dairy Ashford, Suite 500

Houston, Texas 77079

T 281.589.7257 F 281.589.7309

houston.office@klotz.com

Status Report

- An internal kickoff meeting was held and the survey subcontract was executed.
- Refinement begun and continues of the Briar Branch XPSWMM model to detail ‘straws’.
- Bunker Hill Bridge modifications in the model have begun to be analyzed.
- Additional survey as need for modeling is taking place for flood mitigation areas.





North Gessner Drainage & Mobility Improvements

IH10 (Katy Frwy) to Westview
TIRZ 17 CIP No. T-1732A

Monthly Status Report
January 2015

Project Description

Engineering design services for the drainage and mobility improvements along Gessner Road from IH 10 (Katy Freeway) north to the north side of the Westview Drive intersection. 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.



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 North Gessner Road start on the north side of Katy Frwy. (IH 10) and continue to the north side of the Westview intersection.

Status Report

- Conducted additional project research, field reconnaissance and site visits as required for design.
- Continue Review of the draft LAN Preliminary Engineering Report and Preliminary Plans for this project as well as the project documentation provided by LAN.
- Continue to develop N. Gessner SWMM model from previous information provided.
- Klotz Associates continues development of design plan and profiles from the survey and previous PER plans.
- SW3P and TCP plan concepts continue to be developed.
- Update of concepts and coordination with Conrad Sayer and Mathewson Ln project continue.

klotz  associates

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





END OF REPORT