

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



Agenda and Agenda Materials
Meeting of the Board of Directors

September 30, 2016

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

Notice is hereby given that the Board of Directors of the TIRZ 17 Redevelopment Authority (aka the Memorial City Redevelopment Authority) and the Tax Reinvestment Zone Number Seventeen, City of Houston, Texas, will hold a regular joint meeting on **Friday, September 30, 2016, at 8:00 a.m.**, at Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024, open to the public, to discuss and adopt such orders, resolutions or motions, and take direct or indirect actions as may be necessary, convenient, or desirable with respect to the following matters:

AGENDA

1. Establish quorum and call meeting to order.
2. Receive public comments.
3. Approve minutes of August 25, 2016 regular meeting.
4. Receive financial and bookkeeper's report, including payment of invoices, review of investments and project cash flow reports.
5. FY2016 Audit by McCall Gibson Swedlund Barfoot, PLLC.
6. FY2017 Budget.
7. FY2016 Municipal Services Fee payment.
8. Authority Financial Advisor.
 - a. Bond Refunding Analysis.
 - b. 2017 Bond Issue.
9. North Gessner (CIP Projects T-1732A and T-1732B):
 - a. Proposal from Klotz Associates for Phase I and II Supplemental Professional Services;
 - b. Advance Funding Agreement with TxDOT.
10. Memorial Drive (CIP Project T-1738A):
 - a. Proposal from LAN for Design and Construction Phase Services;
 - b. Proposal from SWA for Landscape Architectural Services;
 - c. Proposal from Goodman Corporation for NEPA compliance;
 - d. Annexation.
11. CIP project updates from engineering and planning consultants.
12. General professional engineering services proposal from LAN.
13. General landscape architectural services proposal from SWA.
14. Shared-Use Path project from Memorial Drive to Terry Hershey Park.
15. Convene in Executive Session pursuant to Section 551.071, Texas Government Code, to conduct a private consultation with attorney, with regard to pending or contemplated litigation; and Convene in Executive Session pursuant to Section 551.072, Texas Government Code, to deliberate the purchase, exchange, lease or value of real property.
16. Reconvene in Open Session and authorize appropriate actions regarding private consultation with attorney; and reconvene in Open Session and authorize appropriate actions with regard to pending or contemplated litigation and regarding the purchase, exchange, lease or value of real property.
17. Adjournment.



Executive Director for Authority

Persons with disabilities who plan to attend this meeting and would like to request auxiliary aids or services are requested to contact the District's Executive Director at (713) 595-1200 at least three business days prior to the meeting so that the appropriate arrangements can be made.

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

AGENDA MEMORANDUM

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

3. Approve minutes of the August 25, 2016 regular meeting.

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

August 25, 2016

ESTABLISH QUORUM AND CALL MEETING TO ORDER.

The Board of Directors of the TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority and Tax Reinvestment Zone Number Seventeen, City of Houston, Texas, held a regular joint meeting on Thursday, August 25, 2016, at 8:00 a.m., at the Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024, inside the boundaries of the TIRZ, open to the public, and the roll was called of the duly appointed members of the Board, to-wit:

Position 1 – Marshall B. Heins

Position 2 – John Rickel

Position 3 – David P. Durham

Position 4 – Ann T. Givens, *Chair*

Position 5 – Zachary R. Hodges

Position 6 – Brad Freels, *Vice-Chair*

Position 7 – Glenn E. Airola, *Secretary*

and all of the above were present, with the exception of Directors Freels and Heins, thus constituting a quorum. Also present were Scott Bean and Linda Clayton, both of Hawes Hill Calderon, LLC; Jessica Holoubek, Allen Boone Humphries Robinson, LLP; and Michelle Lofton, ETI Bookkeeping Services. Others attending the meeting were Jennifer Curley and Gwendolyn Tillotson, COH - Economic Development Dept.; Amy Peck, District A; Muhammad Ali and Derek St. John, both of LAN; Edward Conger, Klotz Associates; Virginia Blake, McCall Gibson Swedlund Barfoot PLLC; Marlene Gafrick, MetroNational; Jim Shroff; John Jackson; Hugh Rawl; Dean Bixler; Ed Browne; Steve Otis; Virginia Gregory; Auggie Campbell; David Tresch; and Ray Driver. Chair Givens called the meeting to order at 8:00 a.m.

RECEIVE PUBLIC COMMENTS.

Ray Driver, Frostwood resident, thanked the Board for what it does for the community. He discussed drainage and flooding in the area and appreciates approval of the detention recommended to the City and hopes it will be of some help in the area for the flooding. John Jackson, Frostwood resident, stated he works on the drainage and flood task force for his neighborhood. He thanked the Board for listening to them on the flooding issues and urged the Board to continue with its CIP. Ed Browne discussed detention on north and south side of I-10. He requested the Board to look at adding to the detention pond for south side flooding relief. Steve Otis stated he lives near Perthshire and Gessner and his residence has flooded. He asked whether the Board has considered putting in drainage underneath Memorial City.

APPROVE MINUTES OF JULY 26, 2016 REGULAR MEETING.

Upon a motion duly made by Director Airola, and being seconded by Director Durham, the Board voted unanimously to approve the Minutes of the July 26, 2016, Board meeting, as presented.

8:07 a.m. Director Freels arrived meeting.

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

Ms. Lofton presented the Bookkeeper's Report and went over invoices, included in the Board agenda materials. She stated she had received invoices from ABHR after report was done and was presenting them for payment. Upon a motion duly made by Director Hodges, and being seconded by Director Airola, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented.

FY2017 BUDGET.

Mr. Bean reported the budget is with the City and has not been acted on as of this date. Ms. Curley stated they have a meeting with the Mayor today to review the TIRZ 17 budget. No action from the Board was required.

ENGAGEMENT LETTER WITH MCCALL GIBSON SWEDLUND BARFOOT, PLLC FOR PREPARATION OF AGREED-UPON PROCEDURES REPORTS.

Ms. Blake reviewed the engagement letter with McCall Gibson Swedlund Barfoot PLLC, included in the Board agenda materials. She reported the proposal is for a recurring basis for Agreed-Upon Procedures Reimbursement Reports. She stated the fees are based on hourly rate and an estimate will be provided prior to work being done. Upon a motion duly made by Rickel, and being seconded by Director Airola, the Board voted unanimously to approve the engagement letter with McCall Gibson Swedlund Barfoot PLLC or preparation of Agreed-Upon Procedures Reimbursement Reports and authorized the Executive Director to review each estimate and authorize the work to be done.

There was general discussion regarding the AUPs and the amounts due to the developer fluctuating prior to the meeting. Director Rickel stated McCall Gibson should be protecting the Board when doing AUPs and verifying the amounts. Ms. Blake stated it the amounts turned in by the developer prior to the meeting may have estimates and the amounts are not finalized until a few days before the meeting which could cause the change in amount due. Director Freels stated as long as the amounts are accurate, then the numbers are what they are.

AGREED-UPON PROCEDURES REPORT FROM MCCALL GIBSON SWEDLUND BARFOOT, PLLC FOR PHASE II REIMBURSEMENT OF COSTS PURSUANT TO DEVELOPMENT AGREEMENT WITH LIPEX PROPERTIES, LP; AUTHORIZE REIMBURSEMENT PAYMENT.

Ms. Blake presented the AUP for phase 2 reimbursement of costs pursuant to the development agreement with Lipex Properties. She went over page 1 and 2 and Schedules A and B, included in the Board agenda materials, and answered questions. Director Rickel asked whether she had verified Lipex Properties has no short term borrowing. Ms. Blake stated no; however, Lipex has stated they do not have

a loan. Director Airola stated the Authority should receive a certified document stating Lipex Properties has no short-term borrowings that have a percentage rate lower than the 4%. Ms. Gafrick stated they do not have a loan on this. Chair Givens asked Ms. Gafrick to provide a certified affidavit stating they do not have a loan. Director Airola states as our due diligence we should have a certified affidavit in our files. Ms. Holoubek stated the City has requested that the Authority delay payment until the CIP Budget is approved and MetroNational is amenable to this request. She stated she would recommend the Authority add a daily interest until payment is made. Upon a motion duly made by Director Givens, and being seconded by Director Hodges, the Board voted unanimously to approve the Agreed-Upon Procedures Report for Phase II Reimbursement Costs Pursuant to Development Agreement with Lipex Properties, LP and authorized reimbursement payment with a daily interest adjustment subject to receiving an Affidavit verifying there is not a development loan and subject the City's approval of the budget.

AGREED-UPON PROCEDURES REPORT FROM MCCALL GIBSON SWEDLUND BARFOOT, PLLC FOR REIMBURSEMENT OF COSTS PURSUANT TO DEVELOPMENT AGREEMENT WITH T&C WAY PARTNERS, LLC; AUTHORIZE REIMBURSEMENT PAYMENT.

Chair Givens requested the record show Director Freels will not engage in conversation on this matter.

Ms. Blake reviewed the Agreed-Upon Procedures Report for Reimbursement Costs pursuant to the Development Agreement with T&C Way Partners, a copy is attached as Exhibit A. She went over pages 1 and 2 and Schedules A and B, and answered questions. Ms. Holoubek stated the Developer does have a loan and that its interest rate is the same as allocated in the report. She reported T&C Way Partners is amenable in waiting up to 3 weeks for payment. Upon a motion duly made by Director Rickel, and being seconded by Director Airola, the Board voted to approve the Agreed-Upon Procedures Report for reimbursement costs pursuant to the development agreement with T&C Way Partners and authorized reimbursement payment with a daily interest rate adjustment subject to the City's approval of budget. Director Freels abstained.

BOND REFUNDING ANALYSIS FROM AUTHORITY FINANCIAL ADVISOR.

This item was tabled.

PROPOSAL FROM LAN FOR DRAINAGE ANALYSIS.

Mr. St. John presented the proposal for drainage analysis, included in the Board agenda materials, and answered questions. He stated this is the first step for the detention solution south of I-10. He reported this effort advances components of the preliminary engineering phase to secure no-objection/approval from Harris County Flood Control District. Chair Givens stated she wants to make sure that we move forward diligently and not hastily and is hopeful that Flood Control will give us their blessing on this. Director Rickel suggested the proposal be a not to exceed amount of \$99,652, instead of a lump sum amount. Upon a motion duly made by Director Rickel, and being seconded by Director Freels, the Board voted unanimously to approve the proposal from LAN for initial preliminary engineering and detailed impact analysis in an amount not to exceed \$99,652.00, and contingent upon the City approving the FY2017 budget.

Director Freels suggested submitting a Board letter to City stating we are approving certain items subject to City's approval of the budget. Ms. Holoubek stated she would send a letter to the Mayor's office stating we are eager to being our projects.

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

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

An executive session was not called.

ADJOURNMENT.

There being no further business to come before the Board, Chair Givens adjourned the meeting at 8:47 a.m.

Secretary

List of Exhibits:

- A. Agreed Upon Procedures Report for T&C Way Partners LLC, dated August 25, 2016

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

AGENDA MEMORANDUM

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

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

Memorial City Redevelopment Authority

Cash Management Report

August 31, 2016

ETI BOOKKEEPING SERVICES

17111 ROLLING CREEK DRIVE SUITE 108

HOUSTON TX 77090

TELEPHONE 281 444 3384 FAX 281 440 8304

Fiscal Year End: June 30, 2017

Summary

<u>Current Activity</u>	<u>Memorial City Redevelopment Authority</u>			
	<u>General Fund</u>	<u>Capital Projects</u>	<u>Debt Service</u>	<u>Total</u>
Beginning Balance	23,813,444.20	0.00	4,369,292.29	28,182,736.49
Revenue	5,768.27	0.00	1,440.40	7,208.67
Expenditures	2,815,548.29	0.00	3,642,211.00	6,457,759.29
Ending Balance	21,003,664.18	0.00	728,521.69	21,732,185.87

NOTES:

Debt Service Payments due in Fiscal Year End 2017:

Date	Series	Principal	Interest	Total
9/1/2016	2008	470,000.00	161,090.00	631,090.00
9/1/2016	2011	575,000.00	141,036.00	716,036.00
9/1/2016	2011A	1,825,000.00	470,085.00	2,295,085.00
3/1/2017	2008	-	150,632.50	150,632.50
3/1/2017	2011	-	130,456.00	130,456.00
3/1/2017	2011A	-	434,953.75	434,953.75
			Total FYE 2017	4,358,253.25

August 31, 2016

General Operating Fund

BEGINNING BALANCE: **23,813,444.20**

REVENUE:

Checking Interest - Wells Fargo	1,515.47	
Texpool Interest	271.20	
Wells Fargo/TexSTAR (Surplus Funds) Interest	2,981.60	
Temporary Right of Entry Rental	1,000.00	
Voided Check(s)	0.00	
Total Revenue:		5,768.27

DISBURSEMENTS:

Checks Presented At Last Meeting	827,626.78	
Checks Written at/after Last Meeting	21,507.51	
2625 Allen Boone Humphries Robinson LLP		
T&C Way Partners Wire	880,321.70	
Lipex Properties (Metro) Wire	1,086,092.30	
Total Expenditures		2,815,548.29

Ending Balance: **21,003,664.18**

Location of Assets:

Institution	Investment Number	Interest Rate	
Wells Fargo Checking	*5490	0.1500	11,101,692.04
TexPool	*0001	0.3736	854,645.78
Wells Fargo/TexSTAR	TexSTAR Surplus Funds	0.3976	8,800,605.69
Texas Exchange Bank CD	*3601	0.8500	246,720.67
Total			21,003,664.18
Certificate of Deposit	CD *3601	Term: 12 Months	Matures: 09/28/2016

Memorial City Redevelopment Authority
Checks Presented
September 30, 2016

Num	Name	Description	Amount
2626	Allen Boone Humphries Robinson LLP	Legal Fee	-10,723.13
2627	Blank Rome LLP	Legal Services	-28,099.28
2628	Equi-Tax, Inc	Tax Assessor Fee	-400.00
2629	ETI Bookkeeping Services	Bookkeeping Fee	-874.15
2630	Hawes Hill Calderon LLP	Professional Consultant	-7,500.00
2631	Klotz Associates Inc	Engineering Consultant	-4,755.22
2632	McCall Gibson Swedlund Barfoot PLLC	Auditor	-7,000.00
2633	SWA Group	Engineering Consultant	-12,480.76
2634	The Goodman Corporation Inc	Contract Services	-500.00
Total			-72,332.54

Debt Service Fund

BEGINNING BALANCE		4,369,292.29
REVENUE		
Wells Fargo/TexSTAR (2008 DSF) Interest	1,437.20	
Wells Fargo/TexSTAR (2008 Pled Rev) Interest	3.20	
Total Revenue		1,440.40
EXPENDITURES		
2008 Debt Service Interest Payment	161,090.00	
2008 Debt Service Principal Payment	470,000.00	
2011 Debt Service Interest Payment	141,036.00	
2011 Debt Service Principal Payment	575,000.00	
2011A Debt Service Interest Payment	470,085.00	
2011A Debt Service Principal Payment	1,825,000.00	
Total Expenditures		3,642,211.00
ENDING BALANCE		728,521.69

Location of Assets:

Institution	Investment Number	Interest Rate	Current Balance
Wells Fargo *4601	TexSTAR 2008 DSF	0.3976	719,008.51
Wells Fargo *4600	TexSTAR 2008 Pledged Rev	0.3976	9,513.18
Total			728,521.69

Memorial City Redevelopment Authority
Investment Report
August 31, 2016

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	0.3736	854,511.28	1,00016	271.20	0.00	854,833.80	1,00022	854,645.78
GOF	Wells Fargo/ TexStar	0.3976	8,799,260.45	1,000186	2,981.60	(0.00)	8,803,017.06	1,000274	8,800,605.69
DSF	Wells Fargo/ TexStar DSF	0.3976	4,360,593.23	1,000186	1,437.20	(3,642,211.00)	719,205.52	1,000274	719,008.51
DSF	Wells Fargo/ TexStar PI Rev	0.3976	9,511.75	1,000186	3.20	0.00	9,515.79	1,000274	9,513.18

Certificates of Deposit

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

Collateral Pledged In Addition to FDIC

Depository Institution	Total Funds On Deposit	Custodial Institution	Securities Pledged	Collateral Description	Par Value	Market Value
Wells Fargo	11,101,692.04	BNYM	35,538,290	WU2246	13,883,856	14,589,924

Certification:

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

Bookkeeper _____

Investment Officer _____

Investment Officer Kenneth Byrd	Date Assumed Office 8/6/2015	Training Completed 10/18/2014
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Memorial City Redevelopment Authority
Profit & Loss Budget vs. Actual
August 2016

				August			Year To Date (2 Months)			Annual	
				Actual	Budget	Variance	Actual	Budget	Variance	Budget	
Ordinary Income/Expense											
Income											
1000 · Income											
				8223 · Interest Income	6,209	3,081	3,128	12,393	6,162	6,231	36,969
				8930 · Bond Proceeds	0	0	0	0	0	0	81,310,397
				Total 1000 · Income	6,209	3,081	3,128	12,393	6,162	6,231	81,347,366
				6-4320 · Increment Collections	0	0	0	0	0	0	15,073,959
				6-4350 · Grants	0	0	0	0	0	0	3,450,000
				Total Income	6,209	3,081	3,128	12,393	6,162	6,231	99,871,325
Expense											
				3335 · Management Consulting Services							
				6320 · Legal	6,456	14,583	-8,127	23,135	29,167	-6,032	175,000
				6322 · Eng Consultant/General Prof.Svc	0	2,500	-2,500	7,165	5,000	2,165	30,000
				6323 · Legal Litigation	28,612	0	28,612	34,189	0	34,189	0
				6334 · Planning Consultings	0	4,167	-4,167	0	8,333	-8,333	50,000
				6337 · Construction Audit	7,000	0	7,000	7,000	0	7,000	10,000
				Total 3335 · Management Consulting Services	42,068	21,250	20,818	71,489	42,500	28,989	265,000
				5650 · Transfers							
				6420 · COH Administration Fee	0	0	0	0	0	0	753,698
				6430 · Municipal Services	0	0	0	0	0	0	2,256,619
				Total 5650 · Transfers	0	0	0	0	0	0	3,010,317
				5706 · Debt Service							
				5707 · Principal	2,870,000	2,870,000	0	2,870,000	2,870,000	0	4,561,417
				5708 · Interest	772,211	772,211	0	772,211	772,211	0	1,488,253
				5710c · Trustee Fee	0	0	0	0	0	0	9,500
				Total 5706 · Debt Service	3,642,211	3,642,211	0	3,642,211	3,642,211	0	6,059,170
				6300 · Administration & Overhead							
				6321 · Auditor	0	0	0	0	0	0	19,500
				6333 · Bookkeeping/Accounting	1,118	875	243	2,033	1,750	283	10,500
				6340 · Administration Salaries/Benefit	7,500	8,333	-833	15,000	16,667	-1,667	100,000
				6344 · Bond Svcs/Trustee/FA	400	0	400	800	0	800	14,300
				6353 · Insurance / FDIC Assess.Fee	0	0	0	0	0	0	3,500
				Total 6300 · Administration & Overhead	9,018	9,208	-190	17,833	18,417	-584	147,800
				7000 · Capital Expenditure							
				1709 · Lumpkin I-10 Westview	0	0	0	801,148	0	801,148	0
				1717 · Town & Country W. Drain/Mobil	5,975	291,667	-285,692	8,860	583,333	-574,473	3,500,000
				1725 · Parks & Green Space Improv.	9,261	10,417	-1,156	9,261	20,833	-11,572	125,000
				1731A · Detention Basin & W-140 Bridge	0	0	0	3,055	0	3,055	0
				1731B · Memorial Drainage & Mobility	0	0	0	118	0	118	0

Memorial City Redevelopment Authority
Profit & Loss Budget vs. Actual
August 2016

	August			Year To Date (2 Months)			Annual
	Actual	Budget	Variance	Actual	Budget	Variance	Budget
1732A · N Gessner Drainage & Mobility	2,634	341,667	-339,033	4,061	683,333	-679,272	4,100,000
1732B · N.Gessner Drainage & Mobility	0	41,667	-41,667	0	83,333	-83,333	500,000
1734 · W140 Channel Improvements	2,621	466,667	-464,046	3,683	933,333	-929,650	5,600,000
1734B · Bunker Hill Bridge	0	70,833	-70,833	0	141,667	-141,667	850,000
1735A · Detention Basin A	0	83,333	-83,333	0	166,667	-166,667	1,000,000
1737 · MetroNational - Detention/Roads	0	0	0	0	0	0	1,119,241
1738 · T&C Way Partners, LLC	880,322	0	880,322	880,322	0	880,322	0
1738A · Memorial Dr Drainage & Mobility	0	83,333	-83,333	0	166,667	-166,667	1,000,000
1799 · Concrete Panel Replace Program	0	2,917	-2,917	0	5,833	-5,833	35,000
Total 7000 · Capital Expenditure	900,813	1,392,501	-491,688	1,710,508	2,784,999	-1,074,491	17,829,241
Total Expense	4,594,110	5,065,170	-471,060	5,442,041	6,488,127	-1,046,086	27,311,528
Net Income	-4,587,901	-5,062,089	474,188	-5,429,648	-6,481,965	1,052,317	72,559,797

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

June 15, 2016

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Litigation Client/Matter: MEM001-21
Statement Number: 81262
Billing Attorney: Trey Lary

REMITTANCE PAGE

Fees for services posted through June 10, 2016	4,962.50
Expenses and Other Items posted through June 10, 2016	0.00
Total Amount Due:	\$4,962.50

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

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

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

Code #6323
8/23/2016



ALLEN BOONE HUMPHRIES ROBINSON LLP

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

June 15, 2016

MEMORIAL CITY REDEVELOPMENT AUTHORITY

General Client/Matter: MEM001-01
Statement Number: 81260
Billing Attorney: Trey Lary

REMITTANCE PAGE

Fees for services posted through June 10, 2016	12,996.25
Expenses and Other Items posted through June 10, 2016	23.76
Total Amount Due:	\$13,020.01

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

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

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

Code 6320
8/23/2016



ALLEN BOONE HUMPHRIES ROBINSON LLP

Telephone: 713-860-6400
June 15, 2016

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Ms. Michelle Lofton Client/Matter: MEM001-01
ETI Bookkeeping Services Statement Number: 81260
17111 Rolling Creek Drive, Suite 108 Billing Attorney: Trey Lary
Houston, TX 77090

General

Professional Fees

Fees for services posted through June 10, 2016, as follows:

Date	Professional	Hours
General		
04/06/16	Jessica Holoubek Review City of Houston, Texas city council public hearing video regarding TIRZ board appointments.	0.75
04/07/16	Jessica Holoubek Attend CIP planning meeting.	2.25
04/08/16	Jessica Holoubek Telephone conference with Ann Givens; Review correspondence from Zayo Group regarding installation of cell towers and request agreement with City of Houston, Texas.	0.50
04/12/16	Jessica Holoubek Telephone conference with Gwen Tillotson and Jennifer Curley regarding TIRZ budget and follow up regarding the same.	1.00
04/13/16	Jessica Holoubek Watch City Council meeting and public comments regarding board appointments; telephone conference with Scott Bean; telephone conference with Ann Givens; telephone conference with Mary Buzak; research regarding budget approval and TriParty Agreement.	2.50
04/14/16	Jessica Holoubek Telephone conference with Ann Givens; telephone conference with Trey Lary with the Firm; research regarding Attorney General of Texas opinion in connection with board appointments to TIRZ board.	1.75
04/15/16	Jessica Holoubek Telephone conference with David Durham; follow up with Jennifer Curley and Gwen Tillotson regarding CIP and budget matters.	1.00
04/18/16	Jessica Holoubek Coordinate with Linda Clayton regarding new director items; telephone conference with David Hawes and Scott Bean regarding TIRZ budget.	0.75
04/19/16	Jessica Holoubek Coordinate with Marshall Hines regarding Authority	0.50

Allen Boone Humphries Robinson LLP

June 15, 2016



Memorial City Redevelopment Authority
MEM001-01

Statement Number: 81260
Page: 2

		matters; discuss de-annexation matters with Gwen Tillotson.	
04/20/16	Jessica Holoubek	Travel to and attend CIP planning meeting.	2.25
04/21/16	Jessica Holoubek	Work on Board of Directors meeting agenda; telephone conference with Ann Givens; telephone conference with John Rickel.	0.75
04/21/16	Jessica Holoubek	Telephone conference with John Rickel.	0.25
04/25/16	Jessica Holoubek	Travel to and attend meeting with new Board of Directors members.	1.75
04/26/16	Jessica Holoubek	Travel to, attend and follow up from Board of Directors meeting.	3.75
04/28/16	Jessica Holoubek	Discuss municipal services fee contract with Mary Buzak.	0.25
05/02/16	Jessica Holoubek	Telephone conference with Mary Buzak regarding municipal services agreement.	0.25
05/03/16	Jessica Holoubek	Discuss Form 1295 requirements for municipal services fee with Mary Buzak.	0.25
05/04/16	Jessica Holoubek	Telephone conference with Ann Givens regarding drainage issues; telephone conference with David Durham regarding Oath of Office.	0.75
05/12/16	Jessica Holoubek	Review Board of Directors meeting agenda.	0.25
05/16/16	Jessica Holoubek	Review Municipal Services Fee Agreement and telephone conference with Mary Buzak regarding the same.	0.50
05/17/16	Jessica Holoubek	Telephone conference with Ann Givens; review email correspondence regarding Board of Directors meeting; telephone conference with Mary Buzak.	0.75
05/19/16	Jessica Holoubek	Travel to and attend Board of Directors meeting and follow up regarding the same; telephone conference with Ann Givens.	2.75
05/20/16	Jessica Holoubek	Telephone conference with Scott Bean regarding municipal services fee letter and follow up regarding the same; telephone conference with Ann Givens.	0.50
05/23/16	Jessica Holoubek	Follow up email correspondence to John Haslam regarding Memorial Green; telephone conference with Ann Givens regarding meeting with Klotz Engineering and follow up regarding the same.	0.50
05/24/16	Jessica Holoubek	Telephone conference with Scott Bean, review correspondence from Andy Icken, and draft letter of support to City of Houston, Texas; telephone conference with Scott Bean and Ann Givens regarding letter to City of Houston, Texas; follow up with Andy Icken.	1.00
05/28/16	Yvonne Onak	Monitor City of Houston Council agenda regarding ordinances appropriating funds.	0.25
		Total Task Hours:	27.75
		Total Task Amount:	\$12,996.25
		Total Fees:	\$12,996.25

Allen Boone Humphries Robinson LLP

June 15, 2016



Expenses and Other Items

Expenses and Other Items posted through June 10, 2016, as follows:

04/28/16	JBH	Mileage expense.	11.88
05/19/16	JBH	Mileage expense.	11.88
Total Expenses and Other Items:			23.76

TASK FEE BREAKDOWN

	Hours	Amount
General	27.75	12,996.25
Total Fees:		\$ 12,996.25
Total Expenses and Other Items:		\$ 23.76
Total Amount Due:		\$ 13,020.01

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

June 15, 2016

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Client/Matter: MEM001-03
Statement Number: 81261
Billing Attorney: Trey Lary

REMITTANCE PAGE

Fees for services posted through June 10, 2016	3,525.00
Expenses and Other Items posted through June 10, 2016	0.00
Total Amount Due:	\$3,525.00

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

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

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

*Various by check
8/15/2016*

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Telephone 813-308-1101
June 15, 2016

MEMORIAL CITY REDEVELOPMENT AUTHORITY

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

Client/Matter: MEM001-03
Statement Number: 81261
Billing Attorney: Trey Lary

Projects

Professional Fees

Fees for services posted through June 10, 2016, as follows:

Date	Professional	Hours	
Detention Basin 1735 1735			
05/24/16	Jessica Holoubek	Telephone conference with Scott Bean regarding maintenance of detention pond.	0.25
		Total Task Hours:	0.25
		Total Task Amount:	\$117.50
SBMSA detention 1735A			
04/20/16	Jessica Holoubek	Work on letter of intent.	0.50
04/21/16	Jessica Holoubek	Telephone conference with John Rickel and work on Letter of Intent.	0.50
04/22/16	Jessica Holoubek	Work on letter of intent.	0.75
04/25/16	Jessica Holoubek	Work on letter of intent.	0.50
04/26/16	Jessica Holoubek	Telephone conference with Jennifer Curley regarding letter of intent.	0.25
04/27/16	Jessica Holoubek	Work on letter of intent.	0.75
05/03/16	Jessica Holoubek	Review comments to letter of intent; telephone conference with Mano DeAyala; telephone conference with Scott Bean.	0.75
05/04/16	Jessica Holoubek	Telephone conference with Mano DeAyala regarding letter of intent; telephone conference with Muhammad Ali regarding the same.	0.50
05/18/16	Jessica Holoubek	Follow up with John Rickel regarding SBMSA letter of intent.	0.25
05/19/16	Jessica Holoubek	Work on letter of intent.	0.75
05/23/16	Jessica Holoubek	Work on matters regarding letter of intent and follow up with Mano DeAyala.	0.50

Jessica Holoubek

06/03/16	Follow up with John Rickel and Brad Freels regarding letter of intent.	0.25	
Total Task Hours:		6.25	
Total Task Amount:		\$2,937.50	
Town & Country W. Drain/Mobil - 1717 1717			
05/11/16	Jessica Holoubek	Review Joint Referral Committee letter and agreement regarding abandonment of right-of-way and follow up regarding the same.	0.50
05/12/16	Jessica Holoubek	Work on right-of-way abandonment issues.	0.25
06/02/16	Jessica Holoubek	Follow up with Jennifer Curley to answer questions regarding exchange agreement.	0.25
Total Task Hours:		1.00	
Total Task Amount:		\$470.00	
Total Fees:		\$3,525.00	

TASK FEE BREAKDOWN

	Hours	Amount
Detention Basin 1735	0.25	117.50
SBMSA detention 1735A	6.25	2,937.50
Town & Country W. Drain/Mobil - 1717	1.00	470.00

Total Fees:	\$ 3,525.00
Total Expenses and Other Items:	\$ 0.00
Total Amount Due:	\$ 3,525.00

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

September 21, 2016

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Client/Matter: MEM001-21
 Statement Number: 83274
 Billing Attorney: Trey Lary
 Litigation

REMITTANCE PAGE

Fees for services posted through September 09, 2016 512.50
 Expenses and Other Items posted through September 09, 2016 0.00
Total Amount Due: \$512.50

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

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

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 Total amount payable in U.S. dollars

Code # 6323
 9.22.2016

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

September 21, 2016

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Client/Matter: MEM001-03
 Statement Number: 83273
 Billing Attorney: Trey Lary
 Projects

REMITTANCE PAGE

Fees for services posted through September 09, 2016 6,440.00
 Expenses and Other Items posted through September 09, 2016 0.00
Total Amount Due: \$6,440.00

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

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

Code # Various
 See detail

9/22/2016



ALLEN BOONE HUMPHRIES ROBINSON LLP

Telephone: 713-860-6400
 September 21, 2016

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Ms. Michelle Lofton Client/Matter: MEM001-03
 ETI Bookkeeping Services Statement Number: 83273
 17111 Rolling Creek Drive, Suite 108 Billing Attorney: Trey Lary
 Houston, TX 77090

Projects

Professional Fees

Fees for services posted through September 09, 2016, as follows:

Date	Professional	Hours
Conrad Saur detention pond		
08/22/16	Jessica Holoubek Work on matters regarding developer reimbursement.	0.50
08/23/16	Jessica Holoubek Work on matters regarding developer reimbursement.	1.00
08/24/16	Kristen Hogan Review developer reimbursement report and draft Receipt.	0.25
08/24/16	Jessica Holoubek Work on matters regarding developer reimbursement.	3.00
08/25/16	Kristen Hogan Revise reimbursement Receipt and forward to MetroNational.	0.25
08/29/16	Jessica Holoubek Work on matters regarding developer reimbursement.	0.25
08/30/16	Jessica Holoubek Work on matters regarding developer reimbursement.	0.25
08/31/16	Kristen Hogan Review updated reimbursement report, finalize Receipt and coordinate execution.	0.25
08/31/16	Jessica Holoubek Work on matters regarding developer reimbursement.	0.25
Total Task Hours:		6.00
Total Task Amount:		\$2,685.00

Town & Country W. Drain/Mobil - 1717

08/09/16	Jessica Holoubek Discuss developer reimbursement with Brad Freels.	0.25
08/10/16	Jessica Holoubek Research regarding loan agreement terms with Midway and follow up regarding the same.	0.50
08/11/16	Jessica Holoubek Work on research regarding reimbursement to T&C Partners for right-of-way loan.	0.50
08/12/16	Jessica Holoubek Research regarding T&C Partners loan reimbursement; Telephone conference with Brad Freels regarding same.	0.50
08/15/16	Jessica Holoubek Work on matters regarding increment reimbursement to T&C Way Partners; telephone conference with Brad Freels	0.50

Allen Boone Humphries Robinson LLP

September 21, 2016

Memorial City Redevelopment Authority

MEM001-03

Statement Number:

Page: 2
83273

		regarding the same.	
08/18/16	Jessica Holoubek	Work on developer reimbursement.	0.50
08/22/16	Jessica Holoubek	Work on matters regarding developer reimbursement.	0.50
08/23/16	Janelle N. Hedgus	Research and follow-up regarding amendment to exchange agreement and closing documents as requested.	0.25
08/23/16	Jessica Holoubek	Work on matters regarding developer reimbursement.	1.00
08/24/16	Kristen Hogan	Review developer reimbursement report and draft Receipt.	0.25
08/24/16	Jessica Holoubek	Work on matters regarding developer reimbursement.	3.00
08/29/16	Jessica Holoubek	Work on matters regarding developer reimbursement.	0.25
08/31/16	Jessica Holoubek	Work on matters regarding developer reimbursement.	0.25
Total Task Hours:			8.25
Total Task Amount:			\$3,755.00
Total Fees:			\$6,440.00

TASK FEE BREAKDOWN

	Hours	Amount
Conrad Saur detention pond	6.00	2,685.00 - Code 6320
Town & Country W. Drain/Mobil - 1717	8.25	3,755.00 - Code 1717

Total Fees: \$ 6,440.00
Total Expenses and Other items: \$ 0.00
Total Amount Due: \$ 6,440.00

Allen Boone Humphries Robinson LLP

September 21, 2016

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

September 21, 2016

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Client/Matter: MEM001-01
 Statement Number: 83272
 Billing Attorney: Trey Lary
 General

REMITTANCE PAGE

Fees for services posted through September 09, 2016 3,758.75
 Expenses and Other Items posted through September 09, 2016 11.88
Total Amount Due: \$3,770.63

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

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

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

Code # 6320
 9/21/2016

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

September 21, 2016

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Client/Matter: MEM001-01
 Statement Number: 83272
 Billing Attorney: Trey Lary
 Ms. Michelle Lofton
 ETI Bookkeeping Services
 17111 Rolling Creek Drive, Suite 108
 Houston, TX 77090
 General

General

Professional Fees
 Fees for services posted through September 09, 2016, as follows:

Date	Professional	Hours	
08/08/16	Jessica Holoubek	Attend working group meeting regarding budget.	1.50
08/09/16	Holly Huston	Update District files in accordance with the Records Management Act and in accordance with the District's Records Management Policy.	0.25
08/10/16	Jessica Holoubek	Telephone conference with Jennifer Curley regarding budget approval.	0.25
08/16/16	Jessica Holoubek	Discuss budget approval and developer reimbursement matters with Mary Buzak and follow up regarding the same.	0.50
08/18/16	Jessica Holoubek	Telephone conference with Ann Givens, Board of Directors, regarding Board of Directors meeting agenda.	0.25
08/22/16	Jessica Holoubek	Telephone conference with Scott Bean and Ann Givens; prepare for Board of Directors meeting.	0.50
08/23/16	Jessica Holoubek	Telephone conferences with Jennifer Curley, Gwen Tillotson, Mary Buzak and Scott Bean regarding budget approval.	0.75
08/25/16	Jessica Holoubek	Travel to and attend Board of Directors meeting; follow up regarding the same; draft letter to Mayor.	3.00
08/26/16	Jessica Holoubek	Discuss letter to Mayor with working group.	0.25
08/26/16	Trey Lary	Conference call with Jessica Holoubek regarding action items.	0.25
08/29/16	Yvonne Onak	Monitor City of Houston Council agenda for ordinance regarding fiscal affairs of the Authority.	0.25
08/31/16	Yvonne Onak	Monitor City of Houston Council meeting for ordinance approving of Fiscal Year 2017 operating budget.	0.25
09/01/16	Holly Huston	Update District files in accordance with the Records	0.25

Allen Boone Humphries Robinson LLP

September 21, 2016

Memorial City Redevelopment Authority
 MEM001-01
 Statement Number: 83272
 Page: 2

Date	Description	Hours
09/06/16	Janelle N. Hedges Research documents and request returned for correction.	0.25
09/07/16	Janelle N. Hedges Research e-filed documents in archive box and e-filed documents returned by eGraphics, correct, and resubmit.	0.50
Total Task Hours:		9.00
Total Task Amount:		\$3,758.75
Total Fees:		\$3,768.75

Expenses and Other Items

Date	Description	Amount
07/28/16	JBH Mileage expense.	11.88
Total Expenses and Other Items:		11.88

TASK FEE BREAKDOWN

General	Hours	Amount
	9.00	3,758.75
Total Fees:		\$ 3,758.75
Total Expenses and Other Items:		\$ 11.88
Total Amount Due:		\$ 3,770.63

Allen Boone Humphries Robinson LLP
 September 21, 2016

BLANK ROME LLP
 COUNSELORS AT LAW

717 TEXAS AVENUE
 SUITE 1400
 HOUSTON, TEXAS 77002
 (713) 228-8601 FAX: (713) 228-8605
 FEDERAL TAX ID. NO. 23-1311814

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

INVOICE DATE: SEPTEMBER 06, 2016
 MATTER NO. 148310-00601 02752
 INVOICE NO. 1604819

REGARDING: MEMORIAL CITY REDEVELOPMENT AUTHORITY AND
 REINVESTMENT ZONE NUMBER 17, CITY OF HOUSTON, TEXAS
 CIVIL ACTION NO. 16-CV-91458; RESIDENTS AGAINST FLOODING,
 ET AL VS. REINVESTMENT ZONE NUMBER SEVENTEEN, CITY OF
 HOUSTON, TEXAS, ET AL; IN THE UNITED STATES DISTRICT
 COURT FOR THE SOUTHERN DISTRICT OF TEXAS, HOUSTON
 DIVISION

DATE	INVOICE	AMOUNT	CREDITS	BALANCE
08/31/16	1604121	21,745.00	0.00	21,745.00
BALANCE FORWARD				\$ 21,745.00
FOR LEGAL SERVICES RENDERED THROUGH 08/31/16				\$ 6,183.00
FOR DISBURSEMENTS ADVANCED THROUGH 08/31/16				171.28
CURRENT INVOICE TOTAL				\$ 6,364.28
TOTAL AMOUNT DUE				\$ 28,099.28

Code # 6323
 9/14/2016

ACH / WIRE	MAIL
BANK NAME: RBS Citizens Bank	Blank Rome LLP
ADDRESS: Philadelphia, PA	Attn: Finance Department
ACCOUNT TITLE: Blank Rome LLP	One Logan Square
ACCOUNT NUMBER: 6238669326	130 North 18th Street
ABA NUMBER: 036076150 (Domestic)	Philadelphia, PA 19103-6998
SWIFT CODE: CTZIUS33 (International)	

PENNSYLVANIA NEW YORK NEW JERSEY DELAWARE WASHINGTON DC FLORIDA CALIFORNIA OREGON TEXAS SHANGHAI

BLANK ROME LLP

COUNSELORS AT LAW
717 TEXAS AVENUE
SUITE 1400
HOUSTON, TEXAS 77002
(713) 228-8601 FAX: (713) 228-8625
FEDERAL TAX ID. NO. 23-1311874

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

INVOICE DATE: AUGUST 31, 2016
MATTER NO. 148310-00601 02752
INVOICE NO. 1604121

REGARDING: MEMORIAL CITY REDEVELOPMENT AUTHORITY AND
REINVESTMENT ZONE NUMBER 17, CITY OF HOUSTON, TEXAS
CIVIL ACTION NO. 4:16-CV-01458; RESIDENTS AGAINST FLOODING,
ET AL. VS. REINVESTMENT ZONE NUMBER SEVENTEEN, CITY OF
HOUSTON, TEXAS, ET AL.; IN THE UNITED STATES DISTRICT
COURT FOR THE SOUTHERN DISTRICT OF TEXAS, HOUSTON
DIVISION

FOR LEGAL SERVICES RENDERED THROUGH 07/31/16 \$ 21,745.00
CURRENT INVOICE TOTAL \$ 21,745.00

Code # 6333
9-16-2016

ACH / WIRE MAIL

BANK NAME:	RBS Citizens Bank	Blank Rome LLP
ADDRESS:	Philadelphia, PA	Attn: Finance Department
ACCOUNT TITLE:	Blank Rome LLP	One Logan Square
ACCOUNT NUMBER:	6238669326	130 North 18th Street
ABA NUMBER:	036076150 (Domestic)	Philadelphia, PA 19103-6998
SWIFT CODE:	CTZJUS33 (International)	

PENNSYLVANIA NEW YORK NEW JERSEY DELAWARE WASHINGTON, DC FLORIDA CALIFORNIA OHIO TEXAS SHANGHAI

Equi-Tax Inc.

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

Invoice

DATE	INVOICE #
9/1/2016	49873

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

DESCRIPTION	AMOUNT
Fee per Contract, Monthly Consultant Services	400.00

Invoice emailed to Michelle Lofron at ETI Bookkeeping Services at
bkpl@etiaccounting.com
and to Scott Bean sbean@hhcllp.com and Linda Clayton
lclayton@hhcllp.com at Hawes Hill

Code # 6333
8/24/2016

Total \$400.00

ETI Bookkeeping Services
PO BOX 73109
Houston, TX 77273

Invoice

Date	Invoice #
9/1/2016	7748

BILL TO
TIRZ 17 Redevelopment Authority
P.O. Box 73109
Houston, Texas 77273

Description	Qty	Rate	Amount
Bookkeeping Services		850.00 24.15	850.00 24.15

Total	\$874.15
Payments/Credits	\$0.00
Balance Due	\$874.15

Code # 6333
9-16-2016

RPS klotz associates

1160 Dalry Aulford, Suite 500, Houston, Texas 77079
T 281 589 7357 E email@klotz.com W rpsgroup.com | klotz.com

Mr. Scott Bean
Executive Director
Memorial City Redevelopment Authority
3955 Katy Freeway, Suite 215
Houston, TX 77024
September 15, 2016
Project No: 1111.004.000
Invoice No: 816071

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 July 20, 2016 to September 2, 2016:

Description	Contract Amount	Percent Complete	#Billed to Date	Previously Invoiced	Current Invoice
Basic Services	474,170.00	97.68	460,169.26	461,035.49	2,133.77
Additional Services	102,390.00	42.5226	43,538.88	43,538.88	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		506,708.14	504,574.37	2,133.77

Receipt:	Current	Previous	To-Date
Total Billings	2,133.77	504,574.37	506,708.14
Contract Amount			619,360.00
Balance			112,651.86

Total Due This Invoice: \$2,133.77

Code # 1732A
9/14/2016

Memorial City Redevelopment Authority / TIRZ 17

North Gessner Drainage and Mobility Improvements
- R110 (Gaty Fwy) to Westview
TIRZ 17 CIP No. T-1732A
Master Agreement (07-30-13) Task Order # 4
RPS Klotz Assoc. Job No. 1111.004.000

RPS klotz associates
1160 Dairy Ashford, Suite 500, Houston, Texas 77079
T 281 587 7257 E email@klotz.com W www.rpsgroup.com | www.klotz.com

Professional Services Summary
Through 09/30/16
Invoice # 516071

Task	Contract Budget Fees	Authorized Amounts	Percent Complete %	Budget Amount Earned	Previously Billed	Earned This Period
Basic Services						
I. Phase I - PER Update (Not Authorized)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
II. Phase II - Final Design	\$474,170.00	\$474,170.00	97.84%	\$463,169.29	\$461,035.49	\$2,133.77
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		\$463,169.29	\$461,035.49	\$2,133.77
Additional Engineering Services / Sub-Contracted Services / Reimbursable Expenses						
I. Additional Engineering Services	\$102,390.00					
1. T.C.P.s - Traffic Control Plans		\$23,280.00	71.9%	\$16,729.01	\$16,729.01	\$0.00
2. Traffic Signals - 2 Locations (Gessner & IH10; Gessner & Westview)		\$68,010.00	24.68%	\$16,784.67	\$16,784.67	\$0.00
3. SW3P - Stormwater Pollution Prevention Plans		\$11,100.00	90.32%	\$10,025.00	\$10,025.00	\$0.00
II. Sub-Contracted Services	\$20,600.00					
1. Add'l Sub-Consultant Services		\$0.00	0.00%	\$0.00	\$0.00	\$0.00
III. Reimbursable Expenses	\$22,800.00					
1. Reimbursable Expenses		\$22,800.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Additional Services	\$145,190.00	\$125,190.00		\$43,538.68	\$43,538.68	\$0.00
Total Professional Services Fees	\$619,360.00	\$599,360.00		\$506,708.13	\$504,574.17	\$2,133.77
Total Fees Earned this Period						\$2,133.77

Aug 16

9/20/16

Page 1 of 1

RPS klotz associates

1160 Dairy Ashford, Suite 500, Houston, Texas 77079
T 281 587 7257 E email@klotz.com W www.rpsgroup.com | www.klotz.com

Monthly Progress Report

Project: Memorial City Redevelopment Authority / TIRZ 17
N. Gessner Drainage and Mobility Improvements - R110 (Gaty Fwy) to Westview
Ph II - Design

CIP No: T-1732A

Period: Through September 2, 2016

Job No: 1111.004.000

Prepared By: W. Edward Conger PE

Activities Completed this Period

- Ph II Final Design - Authorization received dated 11/14/14.
 - Basic and Additional Services
 - Development of N. Gessner SWMM model complete. Draft Drainage Impact report begun.
 - Completed development of design plans and profiles from the survey and previous PER plans.
 - TIRZ Board requested to incorporate T-1732B (N. Gessner - Westview to Long Point) as part of the T-1732A construction and design plans. Updated authorization request was submitted on 05-12-16.
 - ESA II needed for CoH and TxDOT project approval and design completion. Updated authorization request included this required service.
 - CoH PWE is now requiring additional reviews, updated PER and new TRC. In addition, the TxDOT Grant for the project will require plans to be updated for TxDOT construction. These were included in the updated authorization request.
 - TxDOT Grant for the project will require a TxDOT Environmental Assessment Study and Report. This was included in the updated authorization request.
 - SW3P and TCP plans continue.
 - Continue coordination with SWA for streetscape design.
 - Meetings
 - Project Team Meetings as required.
 - Progress Mtgs. with TIRZ Executive Director as requested.
 - Attended and provided project update at TIRZ Board Meeting.
 - Additional meetings with TIRZ as required.
- Ph II Sub-consultant - None authorized.

RPS klotz associates

1160 Dairy Ashford, Suite 500, Houston, Texas 77079
T 281 587 7257 E email@klotz.com W www.rpsgroup.com | www.klotz.com

Activities Planned for Next Period

- Ph II Final Design.
 - Basic and Additional Services
 - ESA II is needed for project approval and design completion.
 - Requirement from CoH PWE for additional reviews, updated PER and new TRC. Updated authorization request was submitted (05-12-16) to provide these newly required services.
 - Completed development of design plans and profiles from the survey and previous PER plans.
 - SW3P and TCP plans continue.
 - Review of Traffic Signals for design continues.
 - Update of concepts and coordination with Mathewson Ln project continue.
 - Continue coordination with SWA for streetscape design.
 - Meetings
 - Project Team Meetings as required.
 - Progress Mtgs. to be held to review project status with TIRZ Executive Director.
 - Additional meetings with TIRZ as required.
 - Provide project update at next TIRZ Board Meeting.
- Ph II Sub-consultant
 - ESA II needed
 - TBD

Issues and Information we are waiting to receive -

TIRZ Board authorization and NTP are needed for the updated and expanded project scope outlined above and in the updated LOA request submitted 05-12-16.

RPS klotz associates

1160 Dairy Ashford, Suite 500, Houston, Texas 77079
T 281 587 7257 E email@klotz.com W www.rpsgroup.com | www.klotz.com

Mr. Scott Bean
Executive Director
Memorial City Redevelopment Authority
8955 Katy Freeway, Suite 215
Houston, TX 77024
September 15, 2016
Project No: 1111.002.000
Invoice No: 516070

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

For Professional Services rendered from July 30, 2016 to September 2, 2016:

Description	Contract Amount	Percent Complete	Billed to Date	Previously Invoiced	Current Invoice
Basic Services (LS)	624,155.00	97.20	606,678.66	604,057.21	2,621.45
Additional Services (T&M)	89,845.00	70.527	63,226.08	63,226.08	0.00
Total Fee	713,800.00		669,894.74	667,277.29	2,621.45
					\$2,621.45
					0.00

Receipt:	Current	Previous	To-Date
Total Billings	2,621.45	667,277.30	669,898.75
Contract Amount			713,800.00
Balance			43,901.25
Total Due This Invoice:			\$2,621.45

Code 1734A
9/16/2016

Professional Services Summary
Through 08/31/16
Invoice # 1602016

Task	Contract Budget Fees	Authorized Amounts	Percent Complete %	Budget Amount Earned	Previously Billed	Earned This Period
Basic Services						
I. Phase I - PER (Complete)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
II. Phase II - Final Design	\$624,155.00	\$624,155.00	97.20%	\$606,678.66	\$604,057.21	\$2,621.45
III. Phase III - GPS (Not Authorized)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Basic Services	\$624,155.00	\$624,155.00		\$606,678.66	\$604,057.21	\$2,621.45
Additional Engineering Services / Subcontracted Services / Reimbursable Expenses						
I. Additional Engineering Services	\$35,820.90					
1. T.C.P.s - Traffic Control Plans		\$23,280.00	91.80%	\$21,372.18	\$21,372.18	\$0.00
2. SW3P - Stormwater Pollution Prevention Plans		\$12,540.00	98.44%	\$12,345.00	\$12,346.00	\$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. Reimbursable Expenses	\$24,322.10					
1. Reimbursable Expenses		\$24,322.10	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Additional Services	\$89,645.00	\$89,645.00		\$63,220.08	\$63,220.08	\$0.00
Total Professional Services Fees	\$713,800.00	\$713,800.00		\$669,898.74	\$667,277.29	\$2,621.45
Total Fees Earned this Period						\$2,621.45

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 September 2, 2016

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.) HCFCO review process for the Drainage Impact Analysis and Report continues. HCFCO is re-addressing maintenance and review of the proposed project.
 - 2.) Additional HCFCO comments received in meeting on 11-29-15.
 - 3.) Drainage Impact Study final report complete and submitted to HCFCO on 12-18-14. Initial HCFCO responses and comments received 05-15-15. Coordination with HCFCO continues.
 - 4.) Draft Plans (90%) and Drainage Impact Study final report submitted to TIRZ 17 on 12-19-14.
 - 5.) HCFCO requested incorporation of 'Straws' into Briar Branch Drainage Impact Study Report and project.
 - 6.) Received TIRZ 17 Board approval on 05-19-16 for incorporation of 'Straws' and Bunker Hill Bridge modifications (T-1734B) into Briar Branch project and drainage analysis.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ, LAN and SWA as required.
 - 3.) Progress Mtgs. to review status with TIRZ Executive Director.
 - 4.) Attended and provided project updates at TIRZ Board Meetings as requested.
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 submitted to HCFCO on 12-18-14 under HCFCO review. Plans will be submitted to HCFCO upon approval of Drainage Impact report by HCFCO. Plans will be submitted to CoH upon approval by HCFCO.
 - 2.) Respond to comments and questions from HCFCO and TIRZ.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Progress Mtgs. to be held to review project status with TIRZ Executive Director.
 - 3.) Additional meetings with TIRZ, LAN and SWA as required.
 - 4.) Attend and provide project update at TIRZ Board Meeting.
2. Ph II Sub-consultant (Survey - Kuo) - additional survey complete.

Issues and Information we are waiting to receive

Need authorization and NTP for incorporation of 'Straws' and Bunker Hill Bridge modifications (T-1734B) into Briar Branch project and drainage analysis as approved by TIRZ Board on 05-19-16.

McCALL GIBSON SWEDLUND BARFOOT PLLC

Certified Public Accountants

13100 Wortham Center Drive
Suite 435
Houston, Texas 77065-6610
(713) 462-0341
Fax (713) 462-2708
E-Mail: mgd@mcgswb.com

171 Congress Avenue
Suite 400
Austin, Texas 78701
(512) 610-2509
www.mcgswb.com

August 31, 2016

TIRZ 17 Redevelopment Authority
c/o ETI Bookkeeping Services
17111 Rolling Creek, Suite 200
Houston, TX 77099

Client Number: 574-00

Preparation of an agreed-upon procedures report dated August 25, 2016, for the reimbursement to Lipex Properties, L.P. for the design and related costs for Phase II of the Conrad Sauer Detention Improvements and Mathewson Lane Right-of-Way.

Total Billing **\$ 4,500.00**

CODE # 1-337
9-6-2016

McCALL GIBSON SWEDLUND BARFOOT PLLC
 Certified Public Accountants

13100 Woodhewer Center Drive
 Suite 235
 Houston, Texas 77065-5610
 (713) 462-4041
 Fax: (713) 462-2708
 E-Mail: sgsb@swedlund.com

111 Cowgton Avenue
 Suite 400
 Austin, Texas 78701
 (713) 610-2209
www.mccall.com

August 31, 2016

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

Client Number: 574-00

Preparation of an agreed-upon procedures report dated August 25, 2016, for the reimbursement to T&C Way Partners, LLC for Public Improvement Land Costs.

Total Billing **\$ 2,500.00**

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

CODE # 6337
 9-6-2016


swa

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

Date: September 13, 2016
 Invoice No: 167255
 For Period: August
 Project No: RHTS501.A
 Project Manager: Clayton Bruner

Project CIP 1717 Town & Country West Drainage and Mobility Improvements Additional Service

WORK PERFORMED: Project coordination; Final document preparation and coordination.

Professional Services from August 01, 2016 to August 31, 2016

Professionals	Hours	Rate	Amount
Principals			
Vick, James	12.00	235.00	2,820.00
Consultants			
Sweeney & Associates, Inc			400.00
Total Fee Due This Invoice			3,220.00
			Total this Invoice \$3,220.00
Prior Billed	23,098.40		
Current	3,220.00		
Billed to Date	26,318.40		
% Complete	92%		

CODE # 1717
 9-15-2016


Remit to:
 SWA Group
 PO Box 5904
 San Jose, CA 94088
 +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

Work order # 15
 Date: September 23, 2016
 Invoice No: 167487
 For Period: August
 Project No: RHTS601
 Project Manager: James Vick

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

Project Memorial City Redevelopment Authority Professional Design Services

WORK PERFORMED: BW-8 shared use path; Design concepts; Graphic Illustrations; Revisions; Meetings; Presentations; Conferences; Team and client coordination.


Professional Services from August 01, 2016 to August 31, 2016

Professional Personnel

Principals	Hours	Rate	Amount
Vick, James	20.00	235.00	4,700.00
Associates			
Bruner, Clayton	18.00	123.50	2,223.00
Staff			
Peterson, Evan	12.00	74.08	888.96
Sharkey, Darren	16.00	90.55	1,448.80

Total Fee Due This Invoice **8,260.76**
 Total this Invoice **\$9,260.76**

Prior Billed 0.00
 Current 9,260.76
 Billed to Date 9,260.76
 % Complete 37%

CODE # 1725
 9-16-2016


Remit to:
 SWA Group
 PO Box 5904
 San Jose, CA 94088
 +1.415.332.5100


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

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

Invoice

Bill To	Date	Invoice #
ML Michelle Lofton ETI Bookkeeping Services P.O. Box 73109 Houston, TX 77273	8/31/2016	5-2016-20
	Terms	Project
		MCT101

Item	Description	Rate	Prior %	Curr %	Amount
Contract Services	Task 1 - Program Management, Oversight, and Intergovernmental Coordination for Memorial Drive	30,000.00	3%	0.00%	0.00
Contract Services	Task 2 - Program Management, Oversight, and Intergovernmental Coordination for North Gascon	100,000.00	12%	0.50%	500.00

CODE # 1732-A
 9-16-2016


Total \$500.00
Balance Due \$500.00

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



TO: Scott Bean, Executive Director
 FROM: David Rodgers
 DATE: September 1, 2016
 SUBJECT: TIP Project Assistance and Oversight (MCT101) – August 2016

PROGRESS REPORT

Task	Previous % Complete	Current % Complete
1 – Program Management, Oversight, and Intergovernmental Coordination for Memorial Drive	3%	3%
Comment: No activity.		
2 – Program Management, Oversight, and Intergovernmental Coordination for North Gessner	12%	12.6%

Comment: TGC continued to coordinate with TxDOT, Memorial Management District, and the MCRA on the draft advance funding agreement. TxDOT indicated they would consider allowing the MCRA to serve as the project sponsor rather than require the Management District to serve as the sponsor. This is a change in previous direction provided by H-GAC. TGC coordinated with District staff on this issue. The District indicated that a change in sponsorship would simplify the agreement and was supportive of the change. TGC requested TxDOT to make the change in the final agreement, which is anticipated to be available for review in September 2016.

HAWESHILLCALDERON
LLP



P.O. Box 22167
Houston TX 77227-2167

Invoice

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

Invoice #: 43015464

Date: 9/9/2016

DATE	DESCRIPTION	AMOUNT
	Professional consulting and administration fee, September 2016	\$7,500.00

Terms: C.O.D.

Sales Tax: \$0.00
Total Amount: \$7,500.00
Amount Applied: \$0.00
Balance Due: \$7,500.00

Owed As Of: 9/9/2016

10-DAYS	30-DAYS	90-DAYS	Total Owed:
---------	---------	---------	-------------

Code # 6340
9-10-2016

\$7,500.00

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

AGENDA MEMORANDUM

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

5. FY 2016 audit by McCall Gibson Swedlund Barfoot PLLC.

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

CITY OF HOUSTON, TEXAS

ANNUAL FINANCIAL REPORT

JUNE 30, 2016

DRAFT SUBJECT TO CHANGE

TABLE OF CONTENTS

	<u>PAGE</u>
INDEPENDENT AUDITOR'S REPORT	1-2
MANAGEMENT'S DISCUSSION AND ANALYSIS	3-7
BASIC FINANCIAL STATEMENTS	
STATEMENT OF NET POSITION AND GOVERNMENTAL FUNDS BALANCE SHEET	8
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET TO THE STATEMENT OF NET POSITION	9
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES	10
RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES TO THE STATEMENT OF ACTIVITIES	11
NOTES TO THE FINANCIAL STATEMENTS	12-24
REQUIRED SUPPLEMENTARY INFORMATION	
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE-BUDGET AND ACTUAL-ALL GOVERNMENTAL FUNDS	26
SUPPLEMENTARY INFORMATION REQUIRED BY CITY OF HOUSTON	
OPERATING EXPENDITURES	28
CAPITAL EXPENDITURES	29-30
PROJECT PLAN RECONCILIATION	31
OTHER SUPPLEMENTARY INFORMATION	
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEAR	33-36
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS	37

McCALL GIBSON SWEDLUND BARFOOT PLLC
Certified Public Accountants

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www.mgsbpllc.com

INDEPENDENT AUDITOR'S REPORT

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

We have audited the accompanying financial statements of the governmental activities and each major fund of Memorial City Redevelopment Authority (the "Authority"), a component unit of the City of Houston, Texas, as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Board of Directors
Memorial City Redevelopment Authority

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the Authority as of June 30, 2016, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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

Other Information

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

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants

September 27, 2016

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2016**

Management's discussion and analysis of Memorial City Redevelopment Authority's, aka TIRZ 17 Redevelopment Authority (the "Authority") financial performance provides an overview of the Authority's financial activities for the fiscal year ended June 30, 2016. Please read it in conjunction with the Authority's financial statements, which begin on page 8.

FINANCIAL HIGHLIGHTS

- In the Statement of Net Position, the Authority's liabilities exceeded its assets by \$3,287,072 (net position) for the year ended June 30, 2016. This compares to the previous year when liabilities exceeded assets by \$2,652,894.
- The Authority anticipates that with continued development in the area, the Tax Increment Revenues will be sufficient to cover operating costs, project costs and debt service of the Authority.
- The Authority's governmental funds reported a total ending fund balance of \$27,366,860 this year. This compares to the prior year fund balance of \$30,802,110, showing a decrease of \$3,435,250 during the current fiscal year.

USING THIS ANNUAL REPORT

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

GOVERNMENT-WIDE FINANCIAL STATEMENTS

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

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2016**

GOVERNMENT-WIDE FINANCIAL STATEMENTS (continued)

The first of the government-wide statements is the Statement of Net Position. This information is found in the Statement of Net Position column on page 8. The Statement of Net Position is the Authority-wide statement of its financial position presenting information that includes all of the Authority's assets, deferred outflows of resources, liabilities, and deferred inflows of resources with the residual reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the Authority as a whole is improving or deteriorating. Evaluation of the overall financial health of the Authority would extend to other non-financial factors.

The government-wide portion of the Statement of Activities on page 10 reports how the Authority's net position changed during the current fiscal year. All current year revenues and expenses are included regardless of when cash is received or paid.

FUND FINANCIAL STATEMENTS

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

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

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

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2016**

NOTES TO THE FINANCIAL STATEMENTS

The accompanying notes to the financial statements provide information essential to a full understanding of the government-wide and fund financial statements. The notes to the financial statements can be found on pages 12 through 24 in this report.

OTHER INFORMATION

In addition to the financial statements and the accompanying notes, this report also presents certain required supplementary information ("RSI"). A budgetary comparison schedule is included as RSI for all governmental funds and can be found on page 26.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

Net position may serve over time as a useful indicator of the Authority's financial position. In the case of the Authority, liabilities exceeded assets by \$3,287,072 as of June 30, 2016.

The following table provides a summary of the changes in the Statement of Net Position as of June 30, 2016, and June 30, 2015:

	<u>Summary of Changes in the Statement of Net Position</u>		
	<u>2016</u>	<u>2015</u>	<u>Variance Positive (Negative)</u>
ASSETS:			
Current and Other Assets	\$ 28,217,886	\$ 32,701,491	\$ (4,483,605)
Land	9,185,874	9,185,874	-
TOTAL ASSETS	<u>\$ 37,403,760</u>	<u>\$ 41,887,365</u>	<u>\$ (4,483,605)</u>
LIABILITIES:			
Current Liabilities	\$ 4,235,832	\$ 5,215,259	\$ 979,427
Long-term Liabilities	36,455,000	39,325,000	2,870,000
TOTAL LIABILITIES	<u>\$ 40,690,832</u>	<u>\$ 44,540,259</u>	<u>\$ 3,849,427</u>
NET POSITION:			
Net Investment in Capital Assets	\$ 9,185,874	\$ 9,185,874	\$ -
Restricted - Debt Service	3,846,147	3,815,521	30,626
Unrestricted	(16,319,093)	(15,654,289)	(664,804)
TOTAL NET POSITION	<u>\$ (3,287,072)</u>	<u>\$ (2,652,894)</u>	<u>\$ (634,178)</u>

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2016**

GOVERNMENT-WIDE FINANCIAL ANALYSIS (Continued)

The following table provides a summary of the changes in the Statement of Activities for the fiscal years ending June 30, 2016, and June 30, 2015:

	<u>Summary of Changes in the Statement of Activities</u>		
	2016	2015	Variance Positive (Negative)
Revenues:			
Tax Increment	\$ 13,147,285	\$ 12,092,773	\$ 1,054,512
Interest and Others	30,111	38,348	(8,237)
Total revenues	<u>\$ 13,177,396</u>	<u>\$ 12,131,121</u>	<u>\$ 1,046,275</u>
Expenses:			
Salaries and Benefits	\$ 90,000	\$ 179,301	\$ 89,301
Professional Services	142,285	175,561	33,276
Contracted Services	10,604	12,141	1,537
Other	68,793	170,942	102,149
Administration Fee	655,626	1,094,639	439,013
Bond Interest	1,562,455	1,669,977	107,522
Capital Improvements	11,281,811	9,325,242	(1,956,569)
Total expenses	<u>\$ 13,811,574</u>	<u>\$ 12,627,803</u>	<u>\$ (1,183,771)</u>
Changes in Net Position	\$ (634,178)	\$ (496,682)	\$ (137,496)
Beginning Net Position	(2,652,894)	(2,156,212)	(496,682)
Ending Net Position	<u>\$ (3,287,072)</u>	<u>\$ (2,652,894)</u>	<u>\$ (634,178)</u>

FINANCIAL ANALYSIS OF THE AUTHORITY'S GOVERNMENTAL FUNDS

The Authority has three governmental funds, which are the General Fund, the Debt Service Fund, and the Capital Projects Fund. As discussed, governmental funds are reported in the fund statements with a short-term, inflow and outflow of spendable resources focus. This information is useful in assessing resources available at the end of the year in comparison with upcoming financing requirements. Governmental funds reported ending fund balances totaling \$27,366,860, a decrease of \$3,435,250 from the prior year.

GOVERNMENTAL FUND BUDGETARY HIGHLIGHTS

The Board of the Authority did not amend the budget during the current fiscal year. Actual excess revenues were \$898,058 greater than budgeted excess revenues due to capital outlay being significantly less than budgeted. See the budget to actual comparisons on page 26.

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2016**

CAPITAL ASSETS

In the current fiscal year, the Authority transferred \$11,281,811 to the City of Houston related to capital expenditures. These capital expenditures are related to public works improvements. In accordance with Section VIII of the Tri-Party Agreement between the City of Houston, Reinvestment Zone Number Seventeen, City of Houston, Texas and the Authority, it states: "all utilities, drainage facilities, public street improvements, sidewalks and light fixtures shall be conveyed to the City." Therefore, any current year expenditures related to such improvements are not recorded as assets of the Authority.

The Authority is also holding title to certain land associated with the detention basin and W-140 bridge improvements, and Town and Country West Drainage and Mobility Improvements. Upon completion of these projects, this land will be transferred to the City. These land costs amount to \$9,185,874 at June 30, 2016.

LONG -TERM DEBT

At the end of the current fiscal year, the Authority had total bond debt payable of \$39,325,000. This debt is secured with future tax increment contract revenue.

CONTACTING THE AUTHORITY'S MANAGEMENT

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
STATEMENT OF NET POSITION AND
GOVERNMENTAL FUNDS BALANCE SHEET
JUNE 30, 2016

	General Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Net Position
ASSETS						
Cash	\$ 13,952,879	\$	\$	\$ 13,952,879	\$	\$ 13,952,879
Investments	9,905,075	4,358,353		14,263,428		14,263,428
Other Receivables	1,579			1,579		1,579
Due From Other Funds		2,600		2,600	(2,600)	
Land					9,185,874	9,185,874
TOTAL ASSETS	<u>\$ 23,859,533</u>	<u>\$ 4,360,953</u>	<u>\$</u>	<u>\$ 28,220,486</u>	<u>9,183,274</u>	<u>37,403,760</u>
LIABILITIES						
Accounts Payable	\$ 847,719	\$	\$	\$ 847,719	\$	\$ 847,719
Other Payable	3,307			3,307		3,307
Accrued Interest Payable					514,806	514,806
Due To Other Funds	2,600			2,600	(2,600)	
Long-Term Liabilities:						
Due Within One Year					2,870,000	2,870,000
Due After One Year					36,455,000	36,455,000
TOTAL LIABILITIES	<u>853,626</u>			<u>853,626</u>	<u>39,837,206</u>	<u>40,690,832</u>
FUND BALANCES						
Restricted	\$	\$ 4,360,953	\$	\$ 4,360,953	\$ (4,360,953)	
Assigned	1,508,703			1,508,703	(1,508,703)	
Unassigned	21,497,204			21,497,204	(21,497,204)	
TOTAL FUND BALANCES	<u>23,005,907</u>	<u>4,360,953</u>		<u>27,366,860</u>	<u>(27,366,860)</u>	
TOTAL LIABILITIES AND FUND BALANCES	<u>\$ 23,859,533</u>	<u>\$ 4,360,953</u>	<u>\$</u>	<u>\$ 28,220,486</u>		
Net Position:						
Net Investment in Capital Assets					\$ 9,185,874	\$ 9,185,874
Restricted - Debt Service					3,846,147	3,846,147
Unrestricted					(16,319,093)	(16,319,093)
Total Net Position					<u>\$ (3,287,072)</u>	<u>\$ (3,287,072)</u>

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET
TO THE STATEMENT OF NET POSITION
JUNE 30, 2016

Total Fund Balance - Governmental Funds	\$ 27,366,860
Amounts reported for governmental activities in the <i>Statement of Net Position</i> are different because:	
Land used in governmental activities is not a financial resource and therefore is not reported as an asset in governmental funds.	9,185,874
Some liabilities, are not due and payable in the current period and are not included in the fund financial statement, but are included in the governmental activities of the <i>Statement of Net Position</i> .	
Bonds payable	(39,325,000)
Accrued interest on bonds payable	(514,806)
	(40,339,806)
Total Net Position - Governmental Activities	\$ (3,287,072)

DRAFT SUBJECT TO CHANGE

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
FOR THE YEAR ENDED JUNE 30, 2016

	General Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Activities
REVENUES						
Tax Increment	\$ 13,147,285	\$	\$	\$ 13,147,285	\$	\$ 13,147,285
Interest and Other	28,372	1,319	420	30,111		30,111
TOTAL REVENUES	\$ 13,175,657	\$ 1,319	\$ 420	\$ 13,177,396	\$	\$ 13,177,396
EXPENDITURES/EXPENSES						
Service Operations						
Salaries and Benefits	\$ 90,000	\$	\$	\$ 90,000	\$	\$ 90,000
Professional Services	142,285			142,285		142,285
Contracted Services	10,604			10,604		10,604
Insurance Cost	2,787		351	3,138		3,138
Other	65,655			65,655		65,655
Administration Fees	655,626			655,626		655,626
Capital Improvement, Note 7	10,297,955		983,856	11,281,811		11,281,811
Debt Service:						
Principal		2,765,000		2,765,000	(2,765,000)	
Interest		1,598,527		1,598,527	(36,072)	1,562,455
TOTAL EXPENDITURES/EXPENSES	\$ 11,264,912	\$ 4,363,527	\$ 984,207	\$ 16,612,646	\$ (2,801,072)	\$ 13,811,574
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES	\$ 1,910,745	\$ (4,362,208)	\$ (983,787)	\$ (3,435,250)	\$ 2,801,072	\$ (634,178)
OTHER FINANCING SOURCES (USES)						
Internal Transfers	\$ (5,340,402)	\$ 4,356,762	\$ 983,640	\$	\$	\$
TOTAL OTHER FINANCING SOURCES (USES)	\$ (5,340,402)	\$ 4,356,762	\$ 983,640	\$	\$	\$
NET CHANGE IN FUND BALANCES	\$ (3,429,657)	\$ (5,446)	\$ (147)	\$ (3,435,250)	\$ 3,435,250	
CHANGE IN NET POSITION					(634,178)	(634,178)
FUND BALANCES/NET POSITION - JULY 1, 2015	26,435,564	4,366,399	147	30,802,110	(33,455,004)	(2,652,894)
FUND BALANCES/NET POSITION - JUNE 30, 2016	\$ 23,005,907	\$ 4,360,953	\$	\$ 27,366,860	\$ (30,653,932)	\$ (3,287,072)

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

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES TO
THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2016**

Net Change in Fund Balances - Governmental Funds	\$ (3,435,250)
Amounts reported for governmental activities in the Statement of Activities are different because:	
Governmental funds report repayment of long-term debt principal as an expenditure. In contrast, the <i>Statement of Net Position</i> treats such repayments as a reduction in long-term liabilities.	2,765,000
Some expenses reported in the <i>Statement of Activities</i> do not require the use of current financial resources and these are not reported as expenditures in governmental funds:	<u>36,072</u>
Change in Net Position - Governmental Activities	<u><u>\$ (634,178)</u></u>

DRAFT SUBJECT TO CHANGE

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 1. CREATION OF CORPORATION

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

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

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

Financial Statement Presentation

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Statement Presentation (continued)

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

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

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

Government-Wide Financial Statements

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

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

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fund Financial Statements

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

Governmental Funds

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

Basis of Accounting

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

Measurement Focus

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

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fund Balances

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

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

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

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

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

Unassigned - all other spendable amounts in the General Fund.

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

Cash

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

Investments

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

Debt Service

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Due to and from other funds

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

Budgeting

In compliance with the Tri-Party Agreement (See Note 4), the Authority’s board members adopted an unappropriated budget for the combined governmental funds of the Authority for the fiscal year ending June 30, 2015. The budget was submitted and approved by the City. The Authority used this budget during the current year. The budget for the fiscal year June 30, 2016 was not approved by the City.

Accounting Estimates

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

DRAFT SUBJECT TO CHANGE

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 3. DEPOSITS AND INVESTMENTS

Deposits

Custodial credit risk is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The Authority's deposit policy for custodial credit risk requires compliance with the provisions of Texas statutes. Texas statutes require that any cash balance in any fund shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the Authority of securities eligible under the laws of Texas to secure the funds of the Authority, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged. As of June 30, 2016, none of the Authority's bank balances were exposed to custodial credit risk.

The carrying values of the deposits are included in the Governmental Fund Balance Sheet and the Statement of Net Position at June 30, 2016, as listed below:

	Cash
General Fund	\$ 13,952,879
Total Deposits	\$ 13,952,879

Investments

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 3. DEPOSITS AND INVESTMENTS (Continued)

Investments (continued)

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

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

For fiscal year 2016, the Authority invested in the Texas Local Government Investment Pool ("TexPool"), the Texas Short Term Asset Reserve Program ("TexSTAR") and certificates of deposit.

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 3. DEPOSITS AND INVESTMENTS (Continued)

Investments (continued)

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

As of June 30, 2016, the Authority had the following investments and maturities:

Type	Fair Value	Maturities in Years			
		Less Than 1	1-5	6-10	More Than 10
TexPool	\$ 854,107	\$ 854,107	\$	\$	\$
TexSTAR	13,162,600	13,162,600			
Certificate of Deposit	246,721	246,721			
Total	\$ 14,263,428	\$ 14,263,428	\$	\$	\$

Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. At June 30, 2016, the Authority’s investments in both TexPool and TexSTAR were rated ‘AAAm’ by Standard & Poor’s. The ‘AAAm’ rating indicates an extremely strong capacity to maintain principal stability and to limit exposure to principal losses due to credit, market, and/or liquidity risks. ‘AAAm’ is the highest principal stability rating assigned by Standard & Poor’s.

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 3. DEPOSITS AND INVESTMENTS (Continued)

Restrictions

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

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

NOTE 4. TRI-PARTY AGREEMENT

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

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

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 4. TRI-PARTY AGREEMENT (Continued)

The Tri-Party Agreement allows the City to recover the costs of municipal services pursuant to the Agreement among the City, the Authority, and the TIRZ.

NOTE 5. TAX INCREMENTS

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

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

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

NOTE 6. CITY OF HOUSTON TAX INCREMENTS

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

On June 28, 2016, tax increments relating to fiscal year 2016 of \$13,147,285 were collected by the trustee from the City of Houston. \$655,626 was withheld by the City of Houston to cover administrative costs.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 7. TRANSFER TO THE CITY OF HOUSTON

During the current fiscal year, the Authority recorded capital improvements of \$11,281,811 for capital assets transferred to the City. This transfer is related to capital improvements made by the Authority to City facilities. The Authority finances these facilities for the benefit of the City. Any capital assets the Authority purchases related to public improvements and facilities have been conveyed to the City of Houston. See pages 29 and 30 for information on current year capital improvement expenditures. The Authority is also holding title to certain land associated with the detention basin and W-140 bridge improvements, and Town and Country West Drainage and Mobility Improvements. Upon completion of these projects, this land will be transferred to the City. These land costs amount to \$9,185,874 at June 30, 2016.

NOTE 8. LONG-TERM DEBT

During the year ended June 30, 2016, the following changes occurred in long-term liabilities:

	Balance July 1, 2015	Reductions	Balance June 30, 2016	Amounts Due Within One Year
Governmental Activities:				
Bonds and notes payable:				
Tax Increment Contract Bonds	\$ 42,090,000	\$ (2,765,000)	\$ 39,325,000	\$ 2,870,000
Bonds payable, end of year	<u>\$ 42,090,000</u>	<u>\$ (2,765,000)</u>	<u>\$ 39,325,000</u>	<u>\$ 2,870,000</u>

The terms of the current debt obligations are as follows:

Series	Original Issue	Matures	Interest Rate (%)	Debt Outstanding
Governmental Activities:				
Tax Increment Contract Bonds				
Tax Increment Contract Bonds, Series 2008	\$ 10,000,000	9/1/27	4.45%	\$ 7,240,000
Refunding Tax Increment Contract Bonds, Series 2011	9,400,000	9/1/26	3.68%	7,665,000
Tax Increment Contract Bonds, Series 2011A	30,600,000	9/1/26	3.85%	24,420,000
Total General Obligation Bonds				<u>\$ 39,325,000</u>

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 8. LONG-TERM DEBT (Continued)

The annual requirements to amortize governmental activity tax increment contract revenue bonds at June 30, 2016 are as follows:

Tax Increment Contract Revenue Bonds			
Governmental Activities			
Fiscal Year	Principal	Interest	Total
2017	\$ 2,870,000	\$ 1,488,253	\$ 4,358,253
2018	2,985,000	1,373,663	4,358,663
2019	3,100,000	1,254,569	4,354,569
2020	3,225,000	1,130,756	4,355,756
2021	3,350,000	1,002,017	4,352,017
2022	3,480,000	868,254	4,348,254
2023	3,615,000	729,290	4,344,290
2024	3,760,000	584,832	4,344,832
2025	3,905,000	434,667	4,339,667
2026	4,060,000	278,595	4,338,595
2027	4,215,000	116,428	4,331,428
2028	760,000	16,910	776,910
	<u>\$ 39,325,000</u>	<u>\$ 9,278,234</u>	<u>\$ 48,603,234</u>

See pages 33 through 36 for debt service schedules on each bond series outstanding as of June 30, 2016.

NOTE 9. INTERFUND TRANSACTIONS

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

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>Amounts</u>	<u>Purpose</u>
Debt Service Fund	General Fund	\$ 2,600	Debt Service tax increment revenue owed by General Fund
		<u>\$ 2,600</u>	

For the fiscal year ended June 30, 2016, an operating transfer is summarized as follows:

<u>Transfers Out</u>	<u>Transfers In</u>	<u>Amounts</u>	<u>Purpose</u>
General Fund	Debt Service Fund	\$ 4,356,762	Tax increment revenue for debt service
General Fund	Capital Projects Fund	983,640	Elimination of interfund receivable and payable for Capital Projects Fund disbursements paid in prior years.
		<u>5,340,402</u>	

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016

NOTE 10. RISK MANAGEMENT

The Authority is exposed to various risks of loss related to torts: theft of, damage to, and destruction of assets; errors and omissions; and natural disasters for which the Authority participates along with 2,786 other entities in the Texas Municipal League's Intergovernmental Risk Pool. The Pool purchases commercial insurance at group rates for participants in the Pool. The Authority has not significantly reduced insurance coverage or had settlements that exceeded coverage amounts for the past three years.

DRAFT SUBJECT TO CHANGE

DRAFT SUBJECT TO CHANGE

MEMORIAL CITY REDEVELOPMENT AUTHORITY

REQUIRED SUPPLEMENTARY INFORMATION

JUNE 30, 2016

MEMORIAL CITY REDEVELOPMENT AUTHORITY
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
– BUDGET AND ACTUAL – ALL GOVERNMENTAL FUNDS
FOR THE YEAR ENDED JUNE 30, 2016

	Original and Final Budget	Actual	Variance Positive (Negative)
REVENUES			
Tax Increment	\$ 12,524,238	\$ 13,147,285	\$ 623,047
Interest and Other	87,633	30,111	(57,522)
TOTAL REVENUES	<u>\$ 12,611,871</u>	<u>\$ 13,177,396</u>	<u>\$ 565,525</u>
EXPENDITURES/EXPENSES			
Maintenance and Operations	\$ 394,300	\$ 311,682	\$ 82,618
Capital Outlay	11,070,000	11,281,811	(211,811)
Municipal Services	490,000		490,000
Administration Fees	626,212	655,626	(29,414)
Debt Service:			
Principal	2,660,000	2,765,000	(105,000)
Interest	1,704,667	1,598,527	106,140
TOTAL EXPENDITURES	<u>\$ 16,945,179</u>	<u>\$ 16,612,646</u>	<u>\$ 332,533</u>
NET CHANGE IN FUND BALANCE	<u>\$ (4,333,308)</u>	<u>\$ (3,435,250)</u>	<u>\$ 898,058</u>
FUND BALANCE - JULY 1, 2015	<u>30,802,110</u>	<u>30,802,110</u>	
FUND BALANCE - JUNE 30, 2016	<u>\$ 26,468,802</u>	<u>\$ 27,366,860</u>	<u>\$ 898,058</u>

See accompanying auditors' report.

DRAFT SUBJECT TO CHANGE

MEMORIAL CITY REDEVELOPMENT AUTHORITY

SUPPLEMENTARY INFORMATION

REQUIRED BY CITY OF HOUSTON

JUNE 30, 2016

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
OPERATING EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2016**

<i>Category</i>	<i>Vendor</i>	<i>Budget</i>	<i>Actual Expenditures</i>	<i>Variance Positive (Negative)</i>
ADMINISTRATION AND OVERHEAD				
Management Consultant	Hawes Hill Calderon LLP	\$ 142,000	\$ 90,000	\$ 52,000
Administrative Operating				
Office Expenses	Various	30,000	880	29,120
Property Account Consultant	Equi-tax, Inc.		4,800	(4,800)
Accounting/Audit				
Accounting	ETI Accounting Services	10,500	10,604	(104)
	McGrath & Co. PLLC &	9,500	9,500	
Auditor	McCall Gibson Swedlund Barfoot PLLC	17,500	14,250	3,250
Insurance	Texas Municipal League	45,000	3,138	41,862
Other		4,800	64,775	(59,975)
Subtotal		259,300	197,947	61,353
PROGRAM AND PROJECT CONSULTANTS				
Legal-General Counsel	Allen Boone Humphries Robinson, LLP	60,000	61,875	(1,875)
Legal-Litigation Counsel	Blank Rome LLP		3,170	(3,170)
Engineering Consultants	Gunda Corporation	75,000	26,690	48,310
	Integra Realty Resources		22,000	(22,000)
Subtotal		135,000	113,735	21,265
TOTAL MANAGEMENT CONSULTING SERVICES		394,300	311,682	82,618
City Administration Fees	City of Houston	626,212	655,626	(29,414)
Municipal Services Fess	City of Houston	490,000		490,000
DEBT SERVICE				
Principal		2,660,000	2,765,000	(105,000)
Interest		1,704,667	1,598,527	106,140
Subtotal		4,364,667	4,363,527	1,140
Total Operating Expenditures		\$ 5,875,179	\$ 5,330,835	\$ 544,344

See accompanying auditors' report.

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
CAPITAL EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2016**

<i>Project</i>	<i>Vendor</i>	<i>Budget</i>	<i>Actual Expenditures</i>	<i>Variance Positive (Negative)</i>
Project T-1709: Improvement to Lumpkin from I-10 to Westview				
Engineering/Design Services	Lockwood, Andrews & Newman	\$ 3,300,000	\$ 573,174	\$ (6,292,365)
Land Purchase	Briley Manufacturing, Inc.		55,382	
	John Richard Young		15,000	
Construction	SER Construction		8,905,090	
Other	Allen Boone Humphries Robinson, LLP		11,479	
	Property Acquisition		8,309	
	Rapid Research		265	
	Sal Esparza, Inc.		396	
	SWA Group		23,270	
Project T-1715A: Barryknoll East Drainage Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman	200,000		200,000
Project T-1717 and T-1721: Town and Country West Drainage and Mobility Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman	2,075,000	212,589	1,802,630
Other	Allen Boone Humphries Robinson, LLP		1,958	
	BR T&C Blvd LLC		(22,000)	
	City of Houston		4,350	
	SWA Group		75,473	
Project T-1722: Town and Country Blvd at Queensbury Signalization				
Other	Allen Boone Humphries Robinson, LLP	-	1,943	(1,943)
Project T-1724: Gessner at Barryknoll Intersection Improvements				
Other	Allen Boone Humphries Robinson, LLP	-	371	(371)
Project T-1725: Park and Green Space Improvements				
	SWA Group	25,000		25,000
Project T-1731A: Detention Basin & W-140 Bridge Improvements				
Construction	L.N. McKean, Inc.	-	7,500	(8,698)
Other	Allen Boone Humphries Robinson, LLP		1,198	
Project T-1731B: Memorial Drive - Drainage and Mobility				
Engineering/Design Services	Lockwood, Andrews & Newman	-	171,440	(171,440)

See accompanying auditors' report.

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
CAPITAL EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2016**

<i>Project</i>	<i>Vendor</i>	<i>Budget</i>	<i>Actual Expenditures</i>	<i>Variance Positive (Negative)</i>
Project T-1732A: N. Gessner Drainage and Mobility Improvement - Phase 1				
Engineering/Design Services	Klotz Associates, Inc.	300,000	119,074	169,874
Other	SWA Group		7,052	
	The Goodman Corporation		4,000	
Project T-1734: W140 Channel Improvements				
Engineering/Design Services	Lockwood, Andrews & Newman	1,615,000	14,770	1,571,784
Engineering/Design Services	Klotz Associates, Inc.		21,970	
Other	Allen Boone Humphries Robinson, LLP		1,656	
	Property Acquisition		1,380	
	Rapid Research		491	
	Sal Esparza, Inc.		1,584	
	SWA Group		1,365	
Project T-1734B: Bunker Hill Bridge				
Engineering/Design Services	Klotz Associates, Inc.	75,000		75,000
Project T-1735: Detention Basin				
Engineering/Design Services	Lockwood, Andrews & Newman	3,080,000	5,447	3,074,435
Other	Allen Boone Humphries Robinson, LLP		118	
Project T-1737: MetroNational Detention & Roads				
Other	MetroNational	-	1,055,717	(1,055,717)
Project T-1738A: Memorial Drive - Drainage and Mobility Improvement - Phase 1				
		400,000		400,000
Total Capital Expenditures		\$ 11,070,000	\$ 11,281,811	\$ (211,811)

See accompanying auditors' report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
PROJECT PLAN RECONCILIATION
AS OF THE YEAR ENDED JUNE 30, 2016

	<i>Project Plan Estimated Amount</i>	<i>Cumulative Expenditures as of the Fiscal Year Ended 2016</i>	<i>Variance Positive (Negative)</i>
	<u> </u>	<u> </u>	<u> </u>
Capital Projects:			
Roadway and Sidewalk Improvements	\$ 53,429,681	\$ 34,932,000	\$ 18,497,681
Public Utility Improvements	43,194,163	33,126,448	10,067,715
Park and Recreational Facilities	11,889,119	326,966	11,562,153
Total Capital Projects Costs	<u>\$ 108,512,963</u>	<u>\$ 68,385,414</u>	<u>\$ 40,127,549</u>
Financing Costs	25,000,000	23,881,693	1,118,307
Creation and Administration Costs	3,352,851	4,663,754	(1,310,903)
Total Project Plan	<u>\$ 136,865,814</u>	<u>\$ 96,930,861</u>	<u>\$ 39,934,953</u>

DRAFT SUBJECT TO CHANGE

See accompanying auditors' report.

DRAFT SUBJECT TO CHANGE

MEMORIAL CITY REDEVELOPMENT AUTHORITY

OTHER SUPPLEMENTARY INFORMATION

JUNE 30, 2016

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2016**

**TAX INCREMENT CONTRACT
REVENUE BONDS
SERIES - 2008**

Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total
2017	\$ 470,000	\$ 311,722	\$ 781,722
2018	490,000	290,362	780,362
2019	510,000	268,113	778,113
2020	535,000	244,861	779,861
2021	560,000	220,498	780,498
2022	585,000	195,021	780,021
2023	610,000	168,432	778,432
2024	635,000	140,731	775,731
2025	665,000	111,806	776,806
2026	695,000	81,546	776,546
2027	725,000	49,951	774,951
2028	760,000	16,910	776,910
TOTAL	\$ 7,240,000	\$ 2,099,953	\$ 9,339,953

DRAFT SUBJECT TO CHANGE

See accompanying auditors' report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2016

REFUNDING TAX INCREMENT
CONTRACT REVENUE BONDS
SERIES - 2011

Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total
2017	\$ 575,000	\$ 271,492	\$ 846,492
2018	600,000	249,872	849,872
2019	625,000	227,332	852,332
2020	645,000	203,964	848,964
2021	665,000	179,860	844,860
2022	690,000	154,928	844,928
2023	720,000	128,984	848,984
2024	745,000	102,028	847,028
2025	770,000	74,151	844,151
2026	800,000	45,263	845,263
2027	830,000	15,272	845,272
TOTAL	\$ 7,665,000	\$ 1,653,146	\$ 9,318,146

DRAFT SUBJECT TO CHANGE

See accompanying auditors' report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2016

TAX INCREMENT CONTRACT
REVENUE BONDS
SERIES - 2011A

<u>Due During Fiscal Years Ending June 30</u>	<u>Principal Due September 1</u>	<u>Interest Due September 1/ March 1</u>	<u>Total</u>
2017	\$ 1,825,000	\$ 905,039	\$ 2,730,039
2018	1,895,000	833,429	2,728,429
2019	1,965,000	759,124	2,724,124
2020	2,045,000	681,931	2,726,931
2021	2,125,000	601,659	2,726,659
2022	2,205,000	518,305	2,723,305
2023	2,285,000	431,874	2,716,874
2024	2,380,000	342,073	2,722,073
2025	2,470,000	248,710	2,718,710
2026	2,565,000	151,786	2,716,786
2027	2,660,000	51,205	2,711,205
TOTAL	<u><u>\$ 24,420,000</u></u>	<u><u>\$ 5,525,135</u></u>	<u><u>\$ 29,945,135</u></u>

DRAFT SUBJECT TO CHANGE

See accompanying auditors' report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2016

ANNUAL REQUIREMENTS
FOR ALL SERIES

Due During Fiscal Years Ending June 30	Total Principal Due	Total Interest Due	Total Principal and Interest Due
2017	\$ 2,870,000	\$ 1,488,253	\$ 4,358,253
2018	2,985,000	1,373,663	4,358,663
2019	3,100,000	1,254,569	4,354,569
2020	3,225,000	1,130,756	4,355,756
2021	3,350,000	1,002,017	4,352,017
2022	3,480,000	868,254	4,348,254
2023	3,615,000	729,290	4,344,290
2024	3,760,000	584,832	4,344,832
2025	3,905,000	434,667	4,339,667
2026	4,060,000	278,595	4,338,595
2027	4,215,000	116,428	4,331,428
2028	760,000	16,910	776,910
TOTAL	<u>\$ 39,325,000</u>	<u>\$ 9,278,234</u>	<u>\$ 48,603,234</u>

DRAFT SUBJECT TO CHANGE

See accompanying auditors' report.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
BOARD MEMBERS AND CONSULTANTS
JUNE 30, 2016

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

Authority Telephone Number - 713-829-5720

<u>Board Members</u>	<u>Position</u>
Marshall B. Heins - Director	
John Rickel - Director	2
David P. Durham - Director	3
Ann Thomas Givens – Chair	4
Dr. Zachary R. Hodges - Director	5
Brad Freels – Vice-Chair	6
Glenn E. Airola – Secretary	7

DRAFT SUBJECT TO CHANGE

See accompanying auditors' report.

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

AGENDA MEMORANDUM

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

6. FY 2017 Budget.

City of Houston, Texas, Ordinance No. 2016 - 645

AN ORDINANCE RELATING TO THE FISCAL AFFAIRS OF THE MEMORIAL CITY REDEVELOPMENT AUTHORITY ON BEHALF OF REINVESTMENT ZONE NUMBER SEVENTEEN, CITY OF HOUSTON, TEXAS (MEMORIAL CITY ZONE); APPROVING THE FISCAL YEAR 2017 OPERATING BUDGET FOR THE AUTHORITY AND THE FISCAL YEARS 2017-2021 CAPITAL IMPROVEMENTS BUDGET FOR THE ZONE; CONTAINING FINDINGS AND OTHER PROVISIONS RELATED TO THE FOREGOING SUBJECT; AND DECLARING AN EMERGENCY.

* * * * *

WHEREAS, the Memorial City Redevelopment Authority (the "Authority"), a local government corporation acting on behalf of the City in connection with Tax Increment Reinvestment Zone Number Seventeen, City of Houston, Texas (the "Zone"), has submitted an Operating Budget for Fiscal Year 2017 (the "Operating Budget") and a five-year Capital Improvements Budget for Fiscal Years 2017-2021 (the "CIP Budget," and, collectively with the Operating Budget, the "Budgets") to the City Council for approval pursuant to that certain agreement among the City, the Authority, and the Zone approved by Ordinance No. 2002-1145; and

WHEREAS, the Budgets are based on the following assumptions:

1. The timely implementation of capital improvements in the Budgets may require the Authority to incur debt; and
2. The City's Chief Development Officer will assist the Authority in identifying cost-efficient methods to finance the costs of the capital improvements; and

WHEREAS, the City has experienced an incremental increase in the cost of providing municipal services as a result of the creation of the Zone and the development and redevelopment of the land in the Zone; and

WHEREAS, the City Council finds that it is appropriate to recover its incremental costs of municipal services for Fiscal Year 2017 from the tax increment produced by the City and paid into the Tax Increment Fund of the Zone, subject to complying with the provisions of Texas Tax Code Section 311.010(i); and

WHEREAS, the City Council finds that the incremental costs of providing municipal services set forth in the Operating Budget attached hereto as Exhibit "A" are reasonable and will be paid from the tax increment produced by the City and paid into the Tax Increment Fund of the Zone; and

WHEREAS, the City Council desires to approve the Budgets; **NOW, THEREFORE,**

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF HOUSTON, TEXAS:

Section 1. That the findings contained in the preamble of this Ordinance are determined to be true and correct and are hereby adopted as part of this Ordinance.

Section 2. That the City Council takes cognizance of the fact that in order to implement the Project Plan and Reinvestment Zone Financing Plan for the Zone, and to make adjustments occasioned by events transpiring during the year, the Authority, upon the approval of the City's Chief Development Officer, may transfer funds from one Line Item of Project Costs shown on Exhibit "A" to another. Unless approved by the City

Council, the Authority may only transfer funds (1) as needed for Debt Service; and (2) from one Line Item of Project Costs to another, provided that the aggregate of such transfers does not exceed \$400,000 during Fiscal Year 2017. Subject to the foregoing, the Operating Budget attached hereto as Exhibit "A" is hereby approved for the Authority.

Section 3. That the CIP Budget attached hereto as Exhibit "B" is hereby approved for the Zone.

Section 4. That the City's Chief Development Officer is directed to assist the Authority in identifying a cost-efficient method for financing public infrastructure consistent with financing principles used by the City.

Section 5. That not later than March 31, 2017, the Zone and the Authority shall, in cooperation with City representatives, (1) identify surplus funds in the Authority's Fiscal Year 2017 Operating Budget based on the difference between Zone revenues and the Fiscal Year 2017 Operating Budget for the Authority approved by the City; and (2) make available any surplus Zone funds, through appropriate agreement, for projects identified by the City that are eligible for tax increment funding, such as affordable housing, areas of public assembly, incremental costs of municipal services attributable to development and redevelopment in the Zone, and capital projects that benefit the City and the Zone. The agreement may provide for the payment of surplus funds into one or more accounts established by the City or may provide for direct payment by the Authority for the purpose. The Zone and the Authority shall consider amendments to the Project Plan and Reinvestment Zone Financing Plan for the Zone

that may be necessary to accomplish this purpose, and shall expedite any such amendments.

Section 6. That the approval of this Budget is contingent upon receipt by the City's Chief Development Officer of a document signed by the Administrator of the Authority and/or Zone disclosing the name of each owner or developer of property within the Zone from which the Administrator has received compensation during the last five calendar years, and the amount of compensation by owner by year. Compensation may be expressed by category as follows:

Category I	Less than \$1,000.00
Category II	At least \$1,000.00 but less than \$10,000.00
Category III	At least \$10,000.00 but less than \$50,000.00
Category IV	At least \$50,000.00 but less than \$100,000.00
Category V	At least \$100,000.00 but less than \$500,000.00
Category VI	At least \$500,000.00 but less than \$1,000,000.00
Category VII	\$1,000,000.00 or more

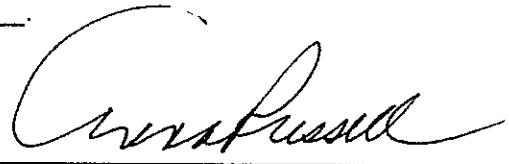
Section 7. That there exists a public emergency requiring that this Ordinance be passed finally on the date of its introduction as requested in writing by the Mayor; therefore, this Ordinance shall be passed finally on such date and shall take effect immediately upon its passage and approval by the Mayor; however, in the event that the Mayor fails to sign this Ordinance within five days after its passage and adoption, it shall take effect in accordance with Article VI, Section 6, Houston City Charter.

PASSED AND ADOPTED this 31st day of August, 2016.

APPROVED this _____ day of _____, 2016.

Mayor of the City of Houston

Pursuant to Article VI, Section 6, Houston City Charter, the effective date of the foregoing Ordinance is SEP 06 2016.



City Secretary

(Prepared by Legal Department
(MFB:mfb August 10, 2016)
(Requested by Andrew F. Icken, Chief Development Officer)
(L.D. File No. 0421400127005)

 ^{GWD}

Senior Assistant City Attorney

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CAPTION PUBLISHED IN DAILY COURT
REVIEW
DATE: SEP 06 2016

AYE	NO	
/		MAYOR TURNER
....	COUNCIL MEMBERS
/		STARDIG
/	ADOPT	DAVIS
/		COHEN
/		BOYKINS
/		MARTIN
/		LE
/		TRAVIS
/		CISNEROS
/		GALLEGOS
/		LASTER
/		GREEN
/		KNOX
/		ROBINSON
/		KUBOSH
/		EDWARDS
/		CHRISTIE
CAPTION	ADOPTED	

EXHIBIT "A"

**Fiscal Year 2017 Annual Operating Budget for
Memorial City Redevelopment Authority**

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2017 BUDGET PROFILE

Fund Summary
 Fund Name: Memorial City Redevelopment Authority
 TIRZ: 17
 Fund Number: 7565/50

P R O F I L E	Base Year:		1999
	Base Year Taxable Value:	\$	509,671,530
	Projected Taxable Value (TY2016):	\$	3,017,377,738
	Current Taxable Value (TY2015):	\$	2,901,324,748
	Acres:		984.98
	Administrator (Contact):		Scott Bean
Contact Number:		(713) 595-1213	

N A R R A T I V E	Zone Purpose:
	Tax Increment Reinvestment Zone Number Seventeen, City of Houston, Texas was created to provide plans and programs needed to address blighted conditions in the Memorial City area associated with failing infrastructure, lack of utility capacity, increased traffic congestion and declining retail sales resulting from increased competition to older inner-city malls and shopping centers from suburban retail centers.
	Completed Brier Branch Detention Basin project, which provides 44 acre feet of new detention capacity to the system.
	Completed Barryknoll Lane Roadway and Drainage Improvements from Bettina Court to Memorial City Way.
	Completed construction of Lumpkin Road Improvements project.
	Completed preliminary design and commenced detailed design of Town & Country West Drainage and Mobility project.
	Completed preliminary design and commenced detailed design of W-140-01 Channel Improvements project.
Acquired 1/2 tract and ancillary parcels to extend Town and Country Lane to Beltway 8 feeder road.	

P R O J E C T P L A N		Total Plan	Cumulative Expenses (to 6/30/15)	Variance
	Capital Projects:			
Roadway and Sidewalk Improvements	\$	53,429,681	\$ 25,337,321	\$ 28,092,360
Public Utility Improvements		120,856,453	31,439,316	89,417,137
Parks and Recreational Facilities		11,889,119	326,966	11,562,153
		-	-	-
Total Capital Projects	\$	186,175,253	\$ 57,103,603	\$ 129,071,650
Affordable Housing		-	-	-
School & Education/Cultural Facilities		-	-	-
Financing Costs		25,000,000	19,518,166	5,481,834
Administration Costs/ Professional Services		-	-	-
Creation Costs		5,952,851	4,352,072	1,600,779
Total Project Plan	\$	217,128,104	\$ 80,973,841	\$ 136,154,263

D E B T	Additional Financial Data	FY2016 Budget	FY2016 Estimate	FY2017 Budget
	Debt Service			
Principal	\$	4,363,527	\$ 4,363,527	\$ 6,049,670
Interest	\$	2,765,000	\$ 2,765,000	\$ 4,561,417
	\$	1,598,527	\$ 1,598,527	\$ 1,488,253
		Balance as of 6/30/15	Projected Balance as of 6/30/16	Projected Balance as of 6/30/17
Year End Outstanding (Principal)				
Bond Debt	\$	44,750,000	\$ 41,985,000	\$ 37,423,583
Bank Loan	\$	-	\$ -	\$ -
Line of Credit	\$	-	\$ -	\$ -
Developer Agreement	\$	-	\$ -	\$ -
Other	\$	-	\$ -	\$ -

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2017 BUDGET DETAIL

Fund Summary
 Fund Name: Memorial City Redevelopment Authority
 TIRZ: 17
 Fund Number: 7555/50

TIRZ Budget Line Items	FY2016 Budget	FY2016 Estimate	FY2017 Budget
RESOURCES			
RESTRICTED Funds - Capital Projects	\$ 147	\$ -	\$ -
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Bond Debt Service	\$ 4,367,539	\$ 4,366,399	\$ 4,366,399
UNRESTRICTED Funds	\$ 26,434,423	\$ 26,435,711	\$ 20,763,988
Beginning Balance	\$ 30,802,109	\$ 30,802,110	\$ 25,130,387
City tax revenue	\$ 14,376,358	\$ 13,112,520	\$ 15,073,959
County tax revenue	\$ -	\$ -	\$ -
ISD tax revenue	\$ -	\$ -	\$ -
ISD tax revenue - Pass Through	\$ -	\$ -	\$ -
Community College tax revenue	\$ -	\$ -	\$ -
Incremental property tax revenue	\$ 14,376,358	\$ 13,112,520	\$ 15,073,959
Miscellaneous revenue	\$ -	\$ -	\$ -
COH TIRZ interest	\$ -	\$ -	\$ -
Interest Income	\$ 36,969	\$ 36,969	\$ 36,969
Other Interest Income	\$ 36,969	\$ 36,969	\$ 36,969
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ 3,450,000
Grant Proceeds	\$ -	\$ -	\$ 3,450,000
	\$ -	\$ -	\$ -
Proceeds from Bank Loan	\$ -	\$ -	\$ -
Series 2016	\$ -	\$ -	\$ 81,310,397
Contract Revenue Bond Proceeds	\$ -	\$ -	\$ 81,310,397
TOTAL AVAILABLE RESOURCES	\$ 45,215,436	\$ 43,951,598	\$ 125,001,712

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2017 BUDGET DETAIL

Fund Summary
 Fund Name: Memorial City Redevelopment Authority
 TIRZ: 17
 Fund Number: 7565/50

TIRZ Budget Line Items	FY2016 Budget	FY2016 Estimate	FY2017 Budget
EXPENDITURES			
Accounting	\$ 12,141	\$ 12,141	\$ 10,500
Administration Salaries & Benefits	\$ 90,000	\$ 90,000	\$ 100,000
Auditor	\$ 19,500	\$ 19,500	\$ 19,500
Bond Services/Trustee/Financial Advisor	\$ 14,300	\$ 14,300	\$ 14,300
Insurance	\$ 3,500	\$ 3,500	\$ 3,500
Office Administration	\$ -	\$ -	\$ -
TIRZ Administration and Overhead	\$ 139,441	\$ 139,441	\$ 147,800
Engineering Consultants	\$ 75,000	\$ 14,854	\$ 30,000
Legal	\$ 75,000	\$ 75,000	\$ 175,000
Construction Audit	\$ 4,250	\$ 4,250	\$ 10,000
Planning Consultants	\$ 110,373	\$ 110,373	\$ 50,000
Program and Project Consultants	\$ 264,623	\$ 204,477	\$ 265,000
Management consulting services	\$ 404,064	\$ 343,918	\$ 412,800
Capital Expenditures (See CIP Schedule)	\$ 26,405,000	\$ 11,902,923	\$ 16,710,000
TIRZ Capital Expenditures	\$ 26,405,000	\$ 11,902,923	\$ 16,710,000
T&C Way Partners, LLC	\$ -	\$ -	\$ -
MetroNational - Detention & Roadway Construction	\$ 1,055,717	\$ 1,055,717	\$ 1,119,241
Town Center Partners, Ltd	\$ -	\$ -	\$ -
Developer / Project Reimbursements	\$ 1,055,717	\$ 1,055,717	\$ 1,119,241
Bond Debt Service (Series 2008)			
Principal	\$ 450,000	\$ 450,000	\$ 470,000
Interest	\$ 332,193	\$ 332,193	\$ 311,722
Bond Debt Service (Series 2011)			
Principal	\$ 555,000	\$ 555,000	\$ 575,000
Interest	\$ 292,284	\$ 292,284	\$ 271,492
Bond Debt Service (Series 2011A)			
Principal	\$ 1,760,000	\$ 1,760,000	\$ 1,825,000
Interest	\$ 974,050	\$ 974,050	\$ 905,039
Bond Series (Series 2016)			
Principal	\$ -	\$ -	\$ 1,691,417
Interest	\$ -	\$ -	\$ -
Trustee Fee	\$ 9,500	\$ 9,500	\$ 9,500
Cost of Issuance			
Loan debt service			
Principal	\$ -	\$ -	\$ -
Interest	\$ -	\$ -	\$ -
Line of Credit			
Principal	\$ -	\$ -	\$ -
Interest	\$ -	\$ -	\$ -
Convenience Fee	\$ -	\$ -	\$ -
System debt service	\$ 4,373,027	\$ 4,373,027	\$ 6,059,170
TOTAL PROJECT COSTS	\$ 32,237,808	\$ 17,675,585	\$ 24,301,211

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2017 BUDGET DETAIL

Fund Summary
 Fund Name: Memorial City Redevelopment Authority
 TIRZ: 17
 Fund Number: 7565/50

TIRZ Budget Line Items	FY2016 Budget	FY2016 Estimate	FY2017 Budget
Payment/transfer to ISD - educational facilities	\$ -	\$ -	\$ -
Payment/transfer to ISD - educational facilities (Pass Through)	\$ -	\$ -	\$ -
Administration Fees:			
City	\$ 718,818	\$ 655,626	\$ 753,698
County	\$ -	\$ -	\$ -
ISD	\$ -	\$ -	\$ -
HCC	\$ -	\$ -	\$ -
Affordable Housing:			
City	\$ -	\$ -	\$ -
County	\$ -	\$ -	\$ -
ISD to City of Houston	\$ -	\$ -	\$ -
Municipal Services Charge	\$ -	\$ -	\$ 2,256,619
Municipal Services - Supplemental	\$ 490,000	\$ 490,000	\$ -
Total Transfers	\$ 1,208,818	\$ 1,145,626	\$ 3,010,317
Total Budget	\$ 33,446,626	\$ 18,821,211	\$ 27,311,528
RESTRICTED Funds - Capital Projects	\$ -	\$ -	\$ -
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Bond Debt Service	\$ 4,367,539	\$ 4,366,399	\$ 9,432,913
UNRESTRICTED Funds	\$ 7,401,271	\$ 20,763,988	\$ 88,257,271
Ending Fund Balance	\$ 11,768,810	\$ 25,130,387	\$ 97,690,184
Total Budget & Ending Fund Balance	\$ 45,215,436	\$ 43,951,598	\$ 125,001,712

Notes:

EXHIBIT "B"

**Fiscal Years 2017-2021 Capital Improvement Projects Budget for
Memorial City Zone**

2017 - 2021 CAPITAL IMPROVEMENT PLAN
TIRZ NO.17 - MEMORIAL CITY REDEVELOPMENT AUTHORITY

CITY OF HOUSTON - TIRZ PROGRAM
Economic Development Division

Council District	CIP No.	Project	Fiscal Year Planned Appropriations										FY17 - FY21 Total	Cumulative Total (To Date)		
			Through 2016	Projected 2016	2017	2018	2019	2020	2021	2022	2023	2024				
G	T-1701	Gessner Widening Baryknoll to I-10	\$ 11,029,427	-	-	-	-	-	-	-	-	-	-	-	-	11,029,427
A	T-1702	Bunker Hill Widening I-10 to Long Point	\$ 6,099,259	-	-	-	-	-	-	-	-	-	-	-	-	6,099,259
A	T-1709	Improvement to Lumpkin from I-10 to Northbrook	\$ 6,997,168	9,730,000	-	-	-	-	-	-	-	-	-	-	-	16,697,168
G	T-1712	Bunker Hill South of IH 10 Mobility Improvements	\$ 1,857	-	-	-	-	-	-	400,000	-	-	-	-	-	401,857
G	T-1714	Frostwood Drive and Kingside Drainage Improvements	\$ 24,023	-	-	400,000	-	400,000	2,000,000	6,000,000	-	-	-	-	-	8,824,023
G	T-1715A	Baryknoll East Drainage Improvements	\$ 7,322,178	-	-	-	-	-	-	-	-	-	-	-	-	7,322,178
G	T-1716B	Baryknoll West Drainage Improvements	\$ 36,374	-	-	-	-	-	-	-	-	-	-	-	-	36,374
G	T-1716	Queensbury Drainage Improvements	\$ 545,086	-	-	-	-	-	-	-	-	-	-	-	-	545,086
G	T-1717	Town and Country West Drainage and Mobility Improvements	\$ 3,399,356	737,756	3,500,000	5,480,000	-	-	-	-	-	-	-	-	-	13,117,122
G	T-1718	Kimberly near Beltway 8 Drainage Improvements	\$ 1,442,725	-	-	-	-	-	-	-	-	-	-	-	-	1,442,725
G	T-1719	Kingside East Bound at Gessner	\$ 669,167	-	-	-	-	-	-	-	-	-	-	-	-	669,167
G	T-1722	Town and Country Blvd. at Queensbury Signalization	\$ 7,902	-	-	-	-	-	-	-	-	-	-	-	-	7,902
A,G	T-1725	Park and Green Space Improvements	\$ 150,596	25,000	125,000	125,000	100,000	100,000	100,000	-	-	-	-	-	-	625,596
G	T-1726	West Bough Roadway Improvements	\$ 5,873	-	-	-	-	-	-	-	-	-	-	-	-	5,873
A	T-1727	N. Gessner Preliminary Engineering	\$ 18,546	-	-	-	-	-	-	-	-	-	-	-	-	18,546
A	T-1731A	Detention Basin and W-140	\$ 10,544,091	-	-	-	-	-	-	-	-	-	-	-	-	10,544,091
A	T-1732A	N. Gessner Drainage and Mobility Improvement - Phase 1	\$ 511,989	388,865	4,100,000	5,900,000	-	-	-	-	-	-	-	-	-	10,898,854
A	T-1732B	N. Gessner Drainage and Mobility Improvement - Phase 2	\$ 72,654	-	500,000	2,200,000	-	1,100,000	-	-	-	-	-	-	-	3,872,654
A	T-1733A	N. White Drainage and Mobility Improvement - Phase 1	\$ 81,041	-	-	-	-	250,000	1,280,000	-	-	-	-	-	-	1,611,041
A	T-1733B	N. White Drainage and Mobility Improvement - Phase 2	\$ 73,280	-	-	-	-	-	260,000	-	-	-	-	-	-	333,280
A	T-1734	W140 Channel Improvements	\$ 1,274,207	438,746	5,600,000	7,600,000	-	-	-	-	-	-	-	-	-	14,912,953
A	T-1734B	Bunker Hill Bridge and related Flood Mitigation Infrastructure Improvements	\$ -	124,429	850,000	2,650,000	-	1,065,000	-	-	-	-	-	-	-	4,689,429
G	T-1735	Detention Basin A	\$ -	119,734	1,000,000	6,250,000	-	18,000,000	10,000,000	-	-	-	-	-	-	35,369,734
G	T-1735A	Detention Basin B	\$ -	75,000	-	-	-	-	-	-	-	-	-	-	-	75,000
G	T-1738A	Memorial Drive Drainage and Mobility Improvement Project - Phase 1	\$ 353,038	265,393	1,000,000	775,000	-	15,600,000	-	-	-	-	-	-	-	17,975,431
A,G	T-1759	Concrete Panel Replacement Program	\$ -	-	35,000	35,000	-	35,000	35,000	35,000	35,000	35,000	35,000	35,000	35,000	175,000
			\$ 50,611,647	\$ 11,802,923	\$ 16,710,000	\$ 31,415,000	\$ 36,560,000	\$ 14,075,000	\$ 6,785,000	\$ 105,535,000	\$ 188,049,770					

* NOTE: CIP T-1735 and CIP T-1735A reflects the Memorial City Redevelopment Authority's commitment to the acquisition, design and construction of detention basins to provide drainage solutions in the region.

** NOTE:

Source of Funds	Fiscal Year Planned Appropriations										Cumulative Total (To Date)
	Through 2016	Projected 2016	2017	2018	2019	2020	2021	FY17 - FY21 Total			
TIRZ Funds	50,611,847	11,902,923	16,710,000	28,015,000	28,150,000	14,075,000	6,785,000	91,735,000		154,249,770	
City of Houston	-	-	-	-	-	-	-	-	-	-	
Grants	-	-	-	3,400,000	10,400,000	-	-	13,800,000		13,800,000	
Other	-	-	-	-	-	-	-	-	-	-	
Project Total	50,611,847	11,902,923	16,710,000	31,415,000	38,550,000	14,075,000	6,785,000	105,635,000		188,049,770	

Project:	Bunker Hill South of IH 10 Mobility Improvements		City Council District	Key Map:		WBS.:		T-1712	
Description:	Improve operation of Bunker Hill/Gaylord intersection by re-striping and modifying existing signals to enhance through traffic by dedicating turning movements.		Location:	G	Geo. Ref.:				
Justification:	Improve traffic flow and provide pedestrian actuation.		Served:	G	Neighborhood:	16			
			Operating and Maintenance Costs: (\$ Thousands)						
			2017	2018	2019	2020	2021	Total	
Personnel			-	-	-	-	-	\$ -	
Supplies			-	-	-	-	-	\$ -	
Svcs. & Chgs.			-	-	-	-	-	\$ -	
Capital Outlay			-	-	-	-	-	\$ -	
Total			\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
FTEs			-	-	-	-	-	-	

Fiscal Year Planned Expenses

Project Allocation	Projected Expenses thru 6/30/15	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
Phase										
1 Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	1,857	-	-	-	100,000	-	-	-	\$ 100,000	\$ 101,857
4 Construction	-	-	-	-	300,000	-	-	-	\$ 300,000	\$ 300,000
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:	-	-	-	-	-	-	-	-	\$ -	\$ -
Total Allocations	\$ 1,857	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 400,000	\$ -	\$ 400,000	\$ 401,857

Source of Funds	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
TIRZ Funds	-	-	-	-	-	\$ -	\$ -
City of Houston	-	-	-	400,000	-	\$ 400,000	\$ 401,857
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Total Funds	\$ -	\$ -	\$ -	\$ 400,000	\$ -	\$ 400,000	\$ 401,857

*NOTE:

Project:		Frostwood Drive and Kingsride Drainage Improvements		City Council District		Key Map:		WBS.:		T-1714	
Location:		G		G		Geo. Ref.:		16			
Served:		G		G		Neighborhood:		16			
Description:		Operating and Maintenance Costs: (\$ Thousands)									
		2017	2018	2019	2020	2021	Total				
Justification:		Storm sewer improvements on Frostwood Drive and Kingsride between IH-10 and Gessner. Improvements are intended to provide benefit to study area and adjacent neighborhood.									
		Drainage improvement needed to adequately convey storm sewer water to a regional detention basin									
		Personnel									
		Supplies									
		Svcs. & Chgs.									
		Capital Outlay									
		Total	\$	\$	\$	\$	\$	\$	\$	\$	\$
		FTEs									

Fiscal Year Planned Expenses										
Project Allocation	Projected Expenses thru 6/30/15	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
Phase										
1 Planning	-	-	-	-	-	-	-	-	\$	\$
2 Acquisition	-	-	-	-	-	-	-	-	\$	\$
3 Design	23,643	-	-	-	400,000	400,000	2,000,000	6,000,000	\$ 800,000	\$ 823,643
4 Construction	-	-	-	-	-	-	-	-	\$ 8,000,000	\$ 8,000,000
5 Equipment	-	-	-	-	-	-	-	-	\$	\$
6 Close-Out	-	-	-	-	-	-	-	-	\$	\$
7 Other	380	-	-	-	-	-	-	-	\$ 380	\$ 380
Other Sub-Total:	380	-	-	-	-	-	-	-	\$	\$ 380
Total Allocations	\$ 24,023	\$	\$	\$	\$ 400,000	\$ 400,000	\$ 2,000,000	\$ 6,000,000	\$ 8,800,000	\$ 8,824,023
Source of Funds										
TIRZ Funds	24,023	-	-	-	400,000	400,000	2,000,000	6,000,000	\$ 8,800,000	\$ 8,824,023
City of Houston	-	-	-	-	-	-	-	-	\$	\$
Grants	-	-	-	-	-	-	-	-	\$	\$
Other	-	-	-	-	-	-	-	-	\$	\$
Total Funds	\$ 24,023	\$	\$	\$	\$ 400,000	\$ 400,000	\$ 2,000,000	\$ 6,000,000	\$ 8,800,000	\$ 8,824,023

*NOTE:

Project:	Town and Country West Drainage and Mobility Improvements			City Council District		Key Map:		WBS.:		T-1717	
	Location:	G	G	Geo. Ref.:	Neighborhood:		16				
Description:	Upgrade existing drainage system with large boxes. Extend existing 40' roadway west to intersect with Beltway 8 NB frontage road. Build a roundabout to eliminate the offset in N & S Town and Country Blvd. All public utilities will be replaced										
	Justification: Drainage improvements to eliminate frequent street flooding/ponding w/ 8+ ac-ft detention. Improve traffic flow by extending road to BW 8 Frontage. Eliminate offset in Town and Country Blvd w/ roundabout. (Drainage - 57% of project cost)										
		Personnel	2017	2018	2019	2020	2021	Total			
		Supplies	-	-	-	-	-	-			
		Svcs. & Chgs.	-	-	-	-	-	-			
		Capital Outlay	-	-	-	-	-	-			
		Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -			
		FTEs	-	-	-	-	-	-			

Fiscal Year Planned Expenses

Project Allocation	Projected Expenses thru 6/30/15	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
Phase										
1 Planning	175,691	-	-	-	-	-	-	-	\$ -	\$ 175,691
2 Acquisition	2,100,000	-	-	-	-	-	-	-	\$ -	\$ 2,100,000
3 Design	1,121,502	-	737,756	-	-	-	-	-	\$ -	\$ 1,859,258
4 Construction	-	3,500,000	-	3,500,000	5,480,000	-	-	-	\$ 8,980,000	\$ 8,980,000
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	2,173	-	-	-	-	-	-	-	\$ -	\$ 2,173
Other Sub-Total:									\$ -	\$ -
Total Allocations	\$ 3,399,366	\$ 3,500,000	\$ 737,756	\$ 3,500,000	\$ 5,480,000	\$ -	\$ -	\$ -	\$ 8,980,000	\$ 13,117,122

Source of Funds	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
TIRZ Funds							
City of Houston	3,500,000	5,480,000	-	-	-	\$ 8,980,000	\$ 13,117,122
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Total Funds	\$ 3,399,366	\$ 5,480,000	\$ -	\$ -	\$ -	\$ 8,980,000	\$ 13,117,122

*NOTE:

Project:	Park and Green Space Improvements		City Council District		Key Map:		WBS.:		T-1725			
			Location: A.G		Geo. Ref.:							
			Served: A.G		Neighborhood: 10, 16							
Description:	Provide pedestrian friendly environment throughout the TIRZ. This includes pedestrian trails, bikeways, and public green space.											
Justification:	Projects include funding for route studies, design, construction, and ROW acquisition.											
			2017		2018		2019		2020		2021	Total
	Personnel	-	-	-	-	-	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	-	-	-	-	-	\$ -
	Svs. & Chgs.	-	-	-	-	-	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	-	-	-	-	-	\$ -
	Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs	-	-	-	-	-	-	-	-	-	-	-

Fiscal Year Planned Expenses

Project Allocation	Projected Expenses thru 6/30/15	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
Phase										
1 Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	90,438	25,000	25,000	25,000	25,000	-	-	-	\$ 50,000	\$ 165,438
4 Construction	60,000	100,000	-	100,000	100,000	100,000	100,000	-	\$ 400,000	\$ 460,000
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	158	-	-	-	-	-	-	-	\$ -	\$ 158
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:	158	-	-	-	-	-	-	-	\$ -	\$ 158
Total Allocations	\$ 150,596	\$ 125,000	\$ 25,000	\$ 125,000	\$ 125,000	\$ 100,000	\$ 100,000	\$ 100,000	\$ 450,000	\$ 625,596

Source of Funds	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
TIRZ Funds	150,596	125,000	100,000	100,000	100,000	450,000	625,596
City of Houston	-	-	-	-	-	-	-
Grants	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
Total Funds	\$ 150,596	\$ 125,000	\$ 100,000	\$ 100,000	\$ 100,000	\$ 450,000	\$ 625,596

*NOTE:

Project: N. Gessner Drainage and Mobility Improvement - Phase 1		City Council District: 450W, 490A		WBS.: T-1732A			
Description: Reconstruct N. Gessner between IH-10 and Westview with new pavement, improved drainage, and access management mobility improvements. Project includes updated traffic signals at Westview.		Location: A		Geo. Ref.:			
Justification: Documented issues with drainage, mobility, access management, and pavement condition.		Served: A		Neighborhood: 10			
		Operating and Maintenance Costs: (\$ Thousands)					
		2017	2018	2019	2020	2021	Total
Personnel		-	-	-	-	-	\$ -
Supplies		-	-	-	-	-	\$ -
Svcs. & Chgs.		-	-	-	-	-	\$ -
Capital Outlay		-	-	-	-	-	\$ -
Total		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
FTEs		-	-	-	-	-	-

Fiscal Year Planned Expenses

Project Allocation	Projected Expenses thru 6/30/15	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
Phase										
1 Planning	69,204	-	-	-	-	-	-	-	\$ -	\$ 69,204
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	433,954	-	386,865	-	-	-	-	-	\$ -	\$ 820,819
4 Construction	-	4,100,000	-	4,100,000	5,900,000	-	-	-	\$ 10,000,000	\$ 10,000,000
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	8,831	-	-	-	-	-	-	-	\$ -	\$ 8,831
Other Sub-Total:	8,831	-	-	-	-	-	-	-	\$ -	\$ 8,831

Total Allocations	\$ 511,989	\$ 4,100,000	\$ 386,865	\$ 4,100,000	\$ 5,900,000	\$ -	\$ -	\$ -	\$ 10,000,000	\$ 10,898,854
Source of Funds										
TIRZ Funds	511,989	4,100,000	386,865	4,100,000	2,500,000	-	-	-	\$ 6,600,000	\$ 7,498,854
City of Houston	-	-	-	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	3,400,000	-	-	-	\$ 3,400,000	\$ 3,400,000
Other	-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds	\$ 511,989	\$ 4,100,000	\$ 386,865	\$ 4,100,000	\$ 5,900,000	\$ -	\$ -	\$ -	\$ 10,000,000	\$ 10,898,854

*NOTE:

Project:		N. Gessner Drainage and Mobility Improvement - Phase 2		City Council District		Key Map:		450W		WBS.:		T-1732B	
Description:		Reconstruct N. Gessner between Westview and Long Point with new pavement, improved drainage, and access management mobility improvements.		Location:		Geo. Ref.:		A		Neighborhood:		10	
Justification:		Documented issues with drainage, mobility, access management, and pavement condition.		Served:		A		A		Operating and Maintenance Costs: (\$ Thousands)		Total	
				2017		2018		2019		2020		2021	
				Personnel		-		-		-		-	
				Supplies		-		-		-		-	
				Svcs. & Chgs.		-		-		-		-	
				Capital Outlay		-		-		-		-	
				Total		\$ -		\$ -		\$ -		\$ -	
				FTEs		-		-		-		-	
Fiscal Year Planned Expenses													
Project Allocation	Projected Expenses thru 6/30/15	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)			
1 Planning	69,204	-	-	-	-	-	-	-	\$ -	\$ 69,204			
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -			
3 Design	3,450	-	-	500,000	-	-	-	-	\$ 500,000	\$ 503,450			
4 Construction	-	500,000	-	-	2,200,000	1,100,000	-	-	\$ 3,300,000	\$ 3,300,000			
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -			
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -			
7 Other	-	-	-	-	-	-	-	-	\$ -	\$ -			
Other Sub-Total:	-	-	-	-	-	-	-	-	\$ -	\$ -			
Total Allocations	\$ 72,654	\$ 500,000	\$ -	\$ 500,000	\$ 2,200,000	\$ 1,100,000	\$ -	\$ -	\$ 3,800,000	\$ 3,872,654			
Source of Funds													
TIRZ Funds	72,654	500,000	-	500,000	2,200,000	1,100,000	-	-	\$ 3,800,000	\$ 3,872,654			
City of Houston	-	-	-	-	-	-	-	-	\$ -	\$ -			
Grants	-	-	-	-	-	-	-	-	\$ -	\$ -			
Other	-	-	-	-	-	-	-	-	\$ -	\$ -			
Total Funds	\$ 72,654	\$ 500,000	\$ -	\$ 500,000	\$ 2,200,000	\$ 1,100,000	\$ -	\$ -	\$ 3,800,000	\$ 3,872,654			

*NOTE:

Project: N. Witte Drainage and Mobility Improvement - Phase 1		City Council District		Key Map:		WBS.:		T-1733A	
Location: A		A		Geo. Ref.:		10			
Served:		A		Neighborhood:					
Description: Improve Witte between Westview and Long Point		Operating and Maintenance Costs: (\$ Thousands)							
Justification: Documented issues with drainage, mobility, access management, and pavement condition.		2017	2018	2019	2020	2021	Total		
Personnel									\$
Supplies									\$
Svcs. & Chgs.									\$
Capital Outlay									\$
Total		\$	\$	\$	\$	\$	\$	\$	\$
FTEs									

Fiscal Year Planned Expenses										
Project Allocation	Projected Expenses thru 6/30/15	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
Phase										
1 Planning	69,204								\$	\$ 69,204
2 Acquisition									\$	\$
3 Design	10,812					250,000			\$	\$ 260,812
4 Construction							1,280,000		\$	\$ 1,280,000
5 Equipment									\$	\$
6 Close-Out									\$	\$
7 Other	1,025								\$	\$ 1,025
									\$	\$
									\$	\$
									\$	\$
									\$	\$
									\$	\$
Other Sub-Total:	1,025								\$	\$ 1,025
Total Allocations	\$ 81,041	\$	\$	\$	\$	\$ 250,000	\$ 1,280,000	\$	\$ 1,530,000	\$ 1,611,041
Source of Funds										
TIRZ Funds	81,041					250,000	1,280,000		\$ 1,530,000	\$ 1,611,041
City of Houston									\$	\$
Grants									\$	\$
Other									\$	\$
Total Funds	\$ 81,041	\$	\$	\$	\$	\$ 250,000	\$ 1,280,000	\$	\$ 1,530,000	\$ 1,611,041

*NOTE:

Project:	N. Witte Drainage and Mobility Improvement - Phase 2		City Council District		Key Map:		WBS.:		T-1733B	
Description:	Improve Witte between Westview and Long Point		Location: Served:		Geo. Ref.: Neighborhood:		2019 2020 2021		Total	
Justification:	Documented issues with drainage, mobility, access management, and pavement condition.		A A		A A		10			
			Operating and Maintenance Costs: (\$ Thousands)							
			Personnel		2017		2018		2019	
			Supplies							
			Svcs. & Chgs.							
			Capital Outlay							
			Total		\$		\$		\$	
			FTEs							

Fiscal Year Planned Expenses

Project Allocation	Projected Expenses thru 6/30/15	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
Phase										
1 Planning	69,204	-	-	-	-	-	-	-	\$	\$ 69,204
2 Acquisition	-	-	-	-	-	-	-	-	\$	\$
3 Design	4,076	-	-	-	260,000	-	-	-	\$	\$ 260,000
4 Construction	-	-	-	-	-	-	-	-	\$	\$
5 Equipment	-	-	-	-	-	-	-	-	\$	\$
6 Close-Out	-	-	-	-	-	-	-	-	\$	\$
7 Other	-	-	-	-	-	-	-	-	\$	\$
Other Sub-Total:	-	-	-	-	-	-	-	-	\$	\$
Total Allocations	\$ 73,280	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 260,000	\$ -	\$ 260,000	\$ 333,280

Source of Funds	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
TIRZ Funds	-	-	-	-	-	-	-
City of Houston	-	-	-	260,000	-	\$ 260,000	\$ 333,280
Grants	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
Total Funds	\$ -	\$ -	\$ -	\$ 260,000	\$ -	\$ 260,000	\$ 333,280

*NOTE:

Project:		W140 Channel Improvements		City Council District		Key Map:		WBS.:		T-1734					
Description:		W140-01 Channel from Gessner Drive to the Briar Branch Detention Basin to the east.		Location:		Geo. Ref.:									
Justification:		Increase capacity of W140-01 Channel to reduce flooding and street ponding in surrounding areas. Will provide approximately 14 acre feet of new detention capacity to the system.		Served:		Neighborhood:		Operating and Maintenance Costs: (\$ Thousands)		Total					
				2017		2018		2019		2020		2021		Total	
	Personnel														\$
	Supplies														\$
	Svcs. & Chgs.														\$
	Capital Outlay														\$
	Total			\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
	FTEs														
Fiscal Year Planned Expenses															
Project Allocation	Phase	Projected Expenses thru 6/30/15	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)				
1	Planning	-	-	-	-	-	-	-	-	\$	\$				
2	Acquisition	-	-	-	-	-	-	-	-	\$	\$				
3	Design	1,260,619	100,000	438,746	100,000	-	-	-	-	\$ 100,000	\$ 1,799,365				
4	Construction	-	5,500,000	-	5,500,000	7,500,000	-	-	-	\$ 13,000,000	\$ 13,000,000				
5	Equipment	-	-	-	-	-	-	-	-	\$	\$				
6	Close-Out	-	-	-	-	-	-	-	-	\$	\$				
7	Other	-	-	-	-	100,000	-	-	-	\$ 100,000	\$ 113,588				
	Other Sub-Total:	13,588	-	-	-	100,000	-	-	-	\$ 100,000	\$ 113,588				
Total Allocations		\$ 1,274,207	\$ 5,600,000	\$ 438,746	\$ 5,600,000	\$ 7,600,000	\$ -	\$ -	\$ -	\$ 13,200,000	\$ 14,912,953				
Source of Funds															
TIRZ Funds		1,274,207	5,600,000	438,746	5,600,000	7,600,000	-	-	-	\$ 13,200,000	\$ 14,912,953				
City of Houston		-	-	-	-	-	-	-	-	\$	\$				
Grants		-	-	-	-	-	-	-	-	\$	\$				
Other		-	-	-	-	-	-	-	-	\$	\$				
Total Funds		\$ 1,274,207	\$ 5,600,000	\$ 438,746	\$ 5,600,000	\$ 7,600,000	\$ -	\$ -	\$ -	\$ 13,200,000	\$ 14,912,953				

*NOTE:

Project:		City Council District			Key Map:		WBS.:										
Bunker Hill Bridge and related Flood Mitigation Infrastructure Improvements		A			Geo. Ref.:		T-1734B										
Location:		Served:		Operating and Maintenance Costs: (\$ Thousands)		2019		2020		2021		Total					
Description:		A		Neighborhood:		2017		2018		2019		2020		2021		Total	
Improve infrastructure associated with W-140 Channel improvements.		A															
Justification:		Personnel		Supplies		Svcs. & Chgs.		Capital Outlay		Total		FTEs					
Mitigate flooding and improve drainage in areas near W-140 Channel.																	
Fiscal Year Planned Expenses																	
Project Allocation	Phase	Projected Expenses thru 6/30/15	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)						
1	Planning	-	-	-	-	-	-	-	-	\$	\$	\$	\$	\$	\$		
2	Acquisition	-	-	-	-	-	-	-	-	\$	\$	\$	\$	\$	\$		
3	Design	-	100,000	124,429	100,000	250,000	65,000	-	-	\$	\$	\$	\$	\$	\$		
4	Construction	-	750,000	-	750,000	2,000,000	1,000,000	-	-	\$	\$	\$	\$	\$	\$		
5	Equipment	-	-	-	-	-	-	-	-	\$	\$	\$	\$	\$	\$		
6	Close-Out	-	-	-	-	-	-	-	-	\$	\$	\$	\$	\$	\$		
7	Other	-	-	-	-	-	-	-	-	\$	\$	\$	\$	\$	\$		
Other Sub-Total:		-	-	-	-	-	-	-	-	\$	\$	\$	\$	\$	\$		
Total Allocations		\$	\$ 850,000	\$ 124,429	\$ 850,000	\$ 2,650,000	\$ 1,065,000	\$	\$	\$ 4,565,000	\$ 4,565,000	\$	\$	\$ 4,565,000	\$ 4,565,000		
Source of Funds																	
TIRZ Funds		-	-	-	-	-	-	-	-	\$	\$	\$	\$	\$	\$		
City of Houston		-	850,000	124,429	850,000	2,650,000	1,065,000	-	-	\$	\$	\$	\$	\$	\$		
Grants		-	-	-	-	-	-	-	-	\$	\$	\$	\$	\$	\$		
Other		-	-	-	-	-	-	-	-	\$	\$	\$	\$	\$	\$		
Total Funds		\$	\$ 850,000	\$ 124,429	\$ 850,000	\$ 2,650,000	\$ 1,065,000	\$	\$	\$ 4,565,000	\$ 4,565,000	\$	\$	\$ 4,565,000	\$ 4,565,000		

*NOTE:

Project: Detention Basin A		City Council District: G		Key Map: T-1735			
Description: Detention Basin A. Project may involve multiple phases.		Location: G		WBS.:			
Justification: Storm water storage needed for Regional Drainage Study recommendations specific to 100-year flood event. Mitigate flooding in surrounding residential and commercial areas.		Served: G		Neighborhood:			
		Operating and Maintenance Costs: (\$ Thousands)					
		2017	2018	2019	2020	2021	Total
Personnel		-	-	-	-	-	\$ -
Supplies		-	-	-	-	-	\$ -
Svcs. & Chgs.		-	-	-	-	-	\$ -
Capital Outlay		-	-	-	-	-	\$ -
Total		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
FTEs		-	-	-	-	-	-

Fiscal Year Planned Expenses

Project Allocation	Projected Expenses thru 6/30/15	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
1 Planning	-	1,000,000	119,734	1,000,000	-	-	-	-	\$ 1,000,000	\$ 1,119,734
2 Acquisition	-	-	-	-	6,250,000	-	-	-	\$ 6,250,000	\$ 6,250,000
3 Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4 Construction	-	-	-	-	-	18,000,000	10,000,000	-	\$ 28,000,000	\$ 28,000,000
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:	-	-	-	-	-	-	-	-	\$ -	\$ -
Total Allocations	\$ -	\$ 1,000,000	\$ 119,734	\$ 1,000,000	\$ 6,250,000	\$ 18,000,000	\$ 10,000,000	\$ -	\$ 35,250,000	\$ 35,369,734

Source of Funds	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
TIRZ Funds	-	-	-	-	-	-	-	\$ -	\$ -
City of Houston	1,000,000	119,734	1,000,000	6,250,000	18,000,000	10,000,000	-	\$ 35,250,000	\$ 35,369,734
Grants	-	-	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds	\$ -	\$ 119,734	\$ 1,000,000	\$ 6,250,000	\$ 18,000,000	\$ 10,000,000	\$ -	\$ 35,250,000	\$ 35,369,734

NOTE: CIP T-1735 reflects the Memorial City Redevelopment Authority's commitment to the acquisition, design and construction of detention basins to provide drainage solutions in the region.

Project:		Detention Basin B		City Council District		Key Map:		WBS.:		T-1735A	
Description:		Detention Basin B. Project may involve multiple phases.		Location:		Geo. Ref.:		Served:		Neighborhood:	
Justification:		Storm water storage needed for Regional Drainage Study recommendations specific to 100-year flood event. Mitigate flooding in surrounding residential and commercial areas.		2017		2018		2019		2020	
				2021		2021		2021		2021	
				Total		Total		Total		Total	
				FTEs		FTEs		FTEs		FTEs	
Fiscal Year Planned Expenses											
Project Allocation	Phase	Projected Expenses thru 6/30/15	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
1	Planning	-	-	75,000	-	-	-	-	750,000	750,000	825,000
2	Acquisition	-	-	-	-	-	-	-	-	-	-
3	Design	-	-	-	-	-	-	-	-	-	-
4	Construction	-	-	-	-	-	-	-	-	-	-
5	Equipment	-	-	-	-	-	-	-	-	-	-
6	Close-Out	-	-	-	-	-	-	-	-	-	-
7	Other	-	-	-	-	-	-	-	-	-	-
Other Sub-Total:		-	-	-	-	-	-	-	-	-	-
Total Allocations		\$ -	\$ -	\$ 75,000	\$ -	\$ -	\$ -	\$ -	\$ 750,000	\$ 750,000	\$ 825,000
Source of Funds											
TIRZ Funds		-	-	75,000	-	-	-	-	750,000	750,000	825,000
City of Houston		-	-	-	-	-	-	-	-	-	-
Grants		-	-	-	-	-	-	-	-	-	-
Other		-	-	-	-	-	-	-	-	-	-
Total Funds		\$ -	\$ -	\$ 75,000	\$ -	\$ -	\$ -	\$ -	\$ 750,000	\$ 750,000	\$ 825,000

NOTE: CIP T-1735A reflects the Memorial City Redevelopment Authority's commitment to the acquisition, design and construction of detention basins to provide drainage solutions in the region.

Project: Memorial Drive Drainage and Mobility Improvement Project - Phase 1		City Council District			Key Map:			WBS.:			T-1738A								
		Location: G			Geo. Ref.:														
		Served: G			Neighborhood:														
		2017			2018			2019			2020			2021			Total		
		Personnel																	
		Supplies																	
		Svcs. & Chgs.																	
		Capital Outlay																	
		Total			\$			\$			\$			\$					
		FTEs																	
Fiscal Year Planned Expenses																			
Project Allocation	Projected Expenses thru 6/30/15	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)									
1 Planning	119,491	-	-	-	-	-	-	-	\$	119,491									
2 Acquisition	-	-	-	-	-	-	-	-	\$	-									
3 Design	210,136	1,000,000	265,393	1,000,000	775,000	-	-	-	\$	1,775,000									
4 Construction	-	-	-	-	-	15,600,000	-	-	\$	15,600,000									
5 Equipment	-	-	-	-	-	-	-	-	\$	-									
6 Close-Out	-	-	-	-	-	-	-	-	\$	-									
7 Other	5,411	-	-	-	-	-	-	-	\$	5,411									
Other Sub-Total:	5,411	-	-	-	-	-	-	-	\$	5,411									
Total Allocations	\$ 335,038	\$ 1,000,000	\$ 265,393	\$ 1,000,000	\$ 775,000	\$ 15,600,000	\$ -	\$ -	\$ 17,375,000	\$ 17,975,431									
Source of Funds																			
TIRZ Funds	335,038	1,000,000	265,393	1,000,000	775,000	5,200,000	-	-	\$ 6,975,000	\$ 7,575,431									
City of Houston	-	-	-	-	-	-	-	-	\$ -	\$ -									
Grants	-	-	-	-	-	10,400,000	-	-	\$ 10,400,000	\$ 10,400,000									
Other	-	-	-	-	-	-	-	-	\$ -	\$ -									
Total Funds	\$ 335,038	\$ 1,000,000	\$ 265,393	\$ 1,000,000	\$ 775,000	\$ 15,600,000	\$ -	\$ -	\$ 17,375,000	\$ 17,975,431									

Project:		Concrete Panel Replacement Program			Key Map:		WBS.:		T-1799		
Description:		City Council District		Geo. Ref.:		Neighborhood:		Operating and Maintenance Costs: (\$ Thousands)		Total	
Justification:		Location:	Served:	2017	2018	2019	2020	2021			
Street maintenance program		A.G	A.G								
Mobility improvements to extend life of roads.		Personnel								\$	
		Supplies								\$	
		Svcs. & Chgs.								\$	
		Capital Outlay								\$	
		Total	\$		\$		\$		\$	\$	
		FTEs									
Fiscal Year Planned Expenses											
Project Allocation	Phase	Projected Expenses thru 6/30/15	2016 Budget	2016 Estimate	2017	2018	2019	2020	2021	FY17 - FY21 Total	Cumulative Total (To Date)
1	Planning	-	-	-	-	-	-	-	-	\$	\$
2	Acquisition	-	-	-	-	-	-	-	-	\$	\$
3	Design	-	-	-	-	-	-	-	-	\$	\$
4	Construction	-	-	-	-	-	-	-	-	\$	\$
5	Equipment	-	-	-	-	-	-	-	-	\$	\$
6	Close-Out	-	-	-	-	-	-	-	-	\$	\$
7	Other	-	-	-	35,000	35,000	35,000	35,000	35,000	\$ 175,000	\$ 175,000
Other Sub-Total:		-	-	-	35,000	35,000	35,000	35,000	35,000	\$ 175,000	\$ 175,000
Total Allocations		\$	\$	\$	\$ 35,000	\$ 35,000	\$ 35,000	\$ 35,000	\$ 35,000	\$ 175,000	\$ 175,000
Source of Funds											
TIRZ Funds		-	-	-	35,000	35,000	35,000	35,000	35,000	\$ 175,000	\$ 175,000
City of Houston		-	-	-	-	-	-	-	-	\$	\$
Grants		-	-	-	-	-	-	-	-	\$	\$
Other		-	-	-	-	-	-	-	-	\$	\$
Total Funds		\$	\$	\$	\$ 35,000	\$ 35,000	\$ 35,000	\$ 35,000	\$ 35,000	\$ 175,000	\$ 175,000

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

AGENDA MEMORANDUM

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

7. FY 2016 Municipal Services Fee payment.



CITY OF HOUSTON

Office of the Mayor

Sylvester Turner

Mayor

Andrew F. Icken
Chief Development Officer
P.O. Box 1562
Houston, Texas 77251-1562

T. 832.393.1000
www.houstontx.gov

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

From: City of Houston
Economic Development
TIRZ Program

Date: September 22, 2016

Subject: FY2016 Municipal Services Payment

INVOICE

Per your City Council Approved FY2015 Budget, please remit the sum of \$490,000 to the City of Houston.

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

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

Should you have any questions please feel free to contact me at (832) 393-0981.

Sincerely,

Jennifer D. Curley
City of Houston
Economic Development/TIRZ Program

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

AGENDA MEMORANDUM

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

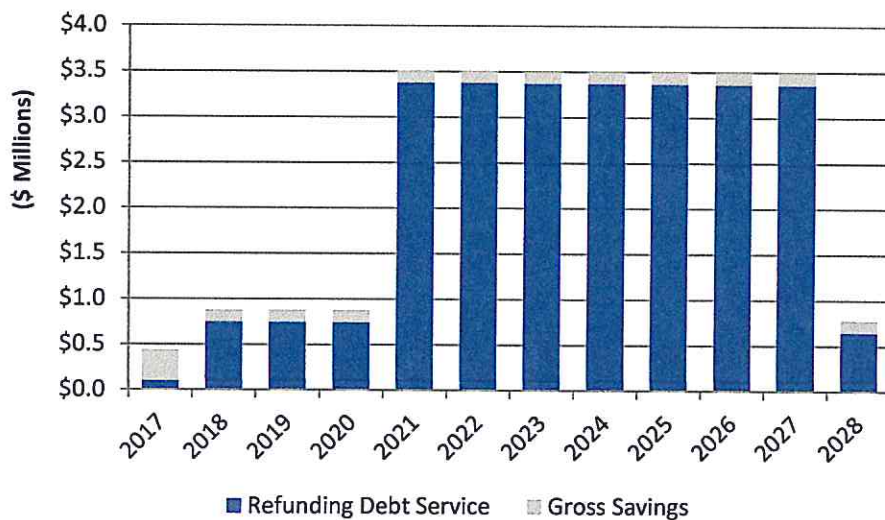
8. Authority financial advisor.
 - a. Bond refunding analysis
 - b. 2017 bond issue

Memorial City Redevelopment Authority
 Tax Increment Reinvestment Zone No. 17
 Tax Increment Contract Revenue Refunding Bonds, Series 2016
 Refunding Summary
 Rates as of September 22, 2016

Refunding Statistics	
Dated/Delivery Date	12/29/2016
Par Amount	\$ 22,755,000
Gross Savings	1,803,685
Avg Annual Savings	150,307
Net Present Value (NPV) Savings	1,576,873
NPV % Savings	7.197%
Negative Arbitrage	-
Neg Arb as % of NPV	0.000%
All-In True Interest Cost	2.844%
Avg Coupon of Refunded Bonds	4.002%

Summary of Refunded Bonds	Maturities	Coupon
Tax Increment Contract Rev Bds Ser 2008	2020-2027	4.450%
Tax Increment Contract Rev Bds Ser 2011A	2020-2026	3.850%

Refunding Debt Service



SOURCES AND USES OF FUNDS

Memorial City Redevelopment Authority (TIRZ 17)
Refunding Analysis 2016
Bank Rate as of September 22, 2016
Preliminary - For Discussion Purposes Only

Sources:

Bond Proceeds:	
Par Amount	22,755,000.00
	<hr/>
	22,755,000.00

Uses:

Refunding Escrow Deposits:	
Cash Deposit	22,211,976.82
Delivery Date Expenses:	
Cost of Issuance	541,987.50
Other Uses of Funds:	
Additional Proceeds	1,035.68
	<hr/>
	22,755,000.00

SUMMARY OF REFUNDING RESULTS

Memorial City Redevelopment Authority (TIRZ 17)
Refunding Analysis 2016
Bank Rate as of September 22, 2016
Preliminary - For Discussion Purposes Only

Dated Date	12/29/2016
Delivery Date	12/29/2016
Arbitrage yield	2.450273%
Escrow yield	0.000000%
Value of Negative Arbitrage	
Bond Par Amount	22,755,000.00
True Interest Cost	2.450273%
Net Interest Cost	2.450000%
All-In TIC	2.844496%
Average Coupon	2.450000%
Average Life	6.746
Par amount of refunded bonds	21,925,000.00
Average coupon of refunded bonds	4.002308%
Average life of refunded bonds	6.960
PV of prior debt to 12/29/2016 @ 2.844496%	23,789,885.74
Net PV Savings	1,577,908.92
Percentage savings of refunded bonds	7.196848%

SAVINGS

Memorial City Redevelopment Authority (TIRZ 17)
Refunding Analysis 2016

Bank Rate as of September 22, 2016

Preliminary - For Discussion Purposes Only

Date	Prior Debt Service	Refunding Debt Service	Savings	Present Value to 12/29/2016 @ 2.8444956%
06/30/2017	437,761.25	96,013.46	341,747.79	340,089.45
06/30/2018	875,522.50	745,170.00	130,352.50	125,680.97
06/30/2019	875,522.50	740,515.00	135,007.50	126,589.94
06/30/2020	875,522.50	740,798.75	134,723.75	122,770.30
06/30/2021	3,507,156.25	3,373,313.75	133,842.50	118,787.75
06/30/2022	3,503,327.50	3,372,263.75	131,063.75	113,284.11
06/30/2023	3,495,306.25	3,364,560.00	130,746.25	110,107.32
06/30/2024	3,497,803.75	3,365,141.25	132,662.50	108,886.72
06/30/2025	3,495,516.25	3,363,885.00	131,631.25	105,292.18
06/30/2026	3,493,332.50	3,360,791.25	132,541.25	103,350.23
06/30/2027	3,486,156.25	3,350,921.25	135,235.00	102,809.62
06/30/2028	776,910.00	642,778.75	134,131.25	99,224.64
	28,319,837.50	26,516,152.21	1,803,685.29	1,576,873.24

Savings Summary

PV of savings from cash flow	1,576,873.24
Plus: Refunding funds on hand	1,035.68
Net PV Savings	1,577,908.92

SUMMARY OF BONDS REFUNDED

Memorial City Redevelopment Authority (TIRZ 17)
Refunding Analysis 2016

Bank Rate as of September 22, 2016

Preliminary - For Discussion Purposes Only

Bond	Maturity Date	Interest Rate	Par Amount	Call Date	Call Price
Series 2008, 2008:					
BOND	09/01/2020	4.450%	560,000.00	12/29/2016	100.000
	09/01/2021	4.450%	585,000.00	12/29/2016	100.000
	09/01/2022	4.450%	610,000.00	12/29/2016	100.000
	09/01/2023	4.450%	635,000.00	12/29/2016	100.000
	09/01/2024	4.450%	665,000.00	12/29/2016	100.000
	09/01/2025	4.450%	695,000.00	12/29/2016	100.000
	09/01/2026	4.450%	725,000.00	12/29/2016	100.000
	09/01/2027	4.450%	760,000.00	12/29/2016	100.000
			5,235,000.00		
Series 2011A, 2011A:					
BOND	09/01/2020	3.850%	2,125,000.00	12/29/2016	100.000
	09/01/2021	3.850%	2,205,000.00	12/29/2016	100.000
	09/01/2022	3.850%	2,285,000.00	12/29/2016	100.000
	09/01/2023	3.850%	2,380,000.00	12/29/2016	100.000
	09/01/2024	3.850%	2,470,000.00	12/29/2016	100.000
	09/01/2025	3.850%	2,565,000.00	12/29/2016	100.000
	09/01/2026	3.850%	2,660,000.00	12/29/2016	100.000
			16,690,000.00		
			21,925,000.00		

BOND SUMMARY STATISTICS

Memorial City Redevelopment Authority (TIRZ 17)
Refunding Analysis 2016

Bank Rate as of September 22, 2016

Preliminary - For Discussion Purposes Only

Dated Date	12/29/2016
Delivery Date	12/29/2016
Last Maturity	09/01/2027
Arbitrage Yield	2.450273%
True Interest Cost (TIC)	2.450273%
Net Interest Cost (NIC)	2.450000%
All-In TIC	2.844496%
Average Coupon	2.450000%
Average Life (years)	6.746
Weighted Average Maturity (years)	6.746
Duration of Issue (years)	6.208
Par Amount	22,755,000.00
Bond Proceeds	22,755,000.00
Total Interest	3,761,152.21
Net Interest	3,761,152.21
Total Debt Service	26,516,152.21
Maximum Annual Debt Service	3,373,313.75
Average Annual Debt Service	2,484,595.21
Underwriter's Fees (per \$1000)	
Average Takedown	
Other Fee	
Total Underwriter's Discount	
Bid Price	100.000000

Bond Component	Par Value	Price	Average Coupon	Average Life	PV of 1 bp change
Bond Component	22,755,000.00	100.000	2.450%	6.746	14,005.40
	22,755,000.00			6.746	14,005.40

	TIC	All-In TIC	Arbitrage Yield
Par Value	22,755,000.00	22,755,000.00	22,755,000.00
+ Accrued Interest			
+ Premium (Discount)			
- Underwriter's Discount			
- Cost of Issuance Expense		(541,987.50)	
- Other Amounts			
Target Value	22,755,000.00	22,213,012.50	22,755,000.00
Target Date	12/29/2016	12/29/2016	12/29/2016
Yield	2.450273%	2.844496%	2.450273%

BOND PRICING

Memorial City Redevelopment Authority (TIRZ 17)
Refunding Analysis 2016

Bank Rate as of September 22, 2016

Preliminary - For Discussion Purposes Only

Bond Component	Maturity Date	Amount	Rate	Yield	Price
Bond Component:					
	09/01/2017	190,000	2.450%	2.450%	100.000
	09/01/2018	190,000	2.450%	2.450%	100.000
	09/01/2019	195,000	2.450%	2.450%	100.000
	09/01/2020	2,865,000	2.450%	2.450%	100.000
	09/01/2021	2,935,000	2.450%	2.450%	100.000
	09/01/2022	3,000,000	2.450%	2.450%	100.000
	09/01/2023	3,075,000	2.450%	2.450%	100.000
	09/01/2024	3,150,000	2.450%	2.450%	100.000
	09/01/2025	3,225,000	2.450%	2.450%	100.000
	09/01/2026	3,295,000	2.450%	2.450%	100.000
	09/01/2027	635,000	2.450%	2.450%	100.000
		22,755,000			

Dated Date	12/29/2016	
Delivery Date	12/29/2016	
First Coupon	03/01/2017	
Par Amount	22,755,000.00	
Original Issue Discount		
Production	22,755,000.00	100.000000%
Underwriter's Discount		
Purchase Price	22,755,000.00	100.000000%
Accrued Interest		
Net Proceeds	22,755,000.00	

ESCROW STATISTICS

Memorial City Redevelopment Authority (TIRZ 17)
Refunding Analysis 2016

Bank Rate as of September 22, 2016

Preliminary - For Discussion Purposes Only

Total Escrow Cost	Modified Duration (years)	PV of 1 bp change	Yield to Receipt Date	Yield to Disbursement Date	Perfect Escrow Cost	Value of Negative Arbitrage	Cost of Dead Time
Global Proceeds Escrow: 22,211,976.82					22,211,976.82		
22,211,976.82		0.00			22,211,976.82	0.00	0.00

Delivery date 12/29/2016
Arbitrage yield 2.450273%

BOND DEBT SERVICE

Memorial City Redevelopment Authority (TIRZ 17)
Refunding Analysis 2016

Bank Rate as of September 22, 2016

Preliminary - For Discussion Purposes Only

Period Ending	Principal	Coupon	Interest	Debt Service
06/30/2017			96,013.46	96,013.46
06/30/2018	190,000	2.450%	555,170.00	745,170.00
06/30/2019	190,000	2.450%	550,515.00	740,515.00
06/30/2020	195,000	2.450%	545,798.75	740,798.75
06/30/2021	2,865,000	2.450%	508,313.75	3,373,313.75
06/30/2022	2,935,000	2.450%	437,263.75	3,372,263.75
06/30/2023	3,000,000	2.450%	364,560.00	3,364,560.00
06/30/2024	3,075,000	2.450%	290,141.25	3,365,141.25
06/30/2025	3,150,000	2.450%	213,885.00	3,363,885.00
06/30/2026	3,225,000	2.450%	135,791.25	3,360,791.25
06/30/2027	3,295,000	2.450%	55,921.25	3,350,921.25
06/30/2028	635,000	2.450%	7,778.75	642,778.75
	22,755,000		3,761,152.21	26,516,152.21

PRIOR BOND DEBT SERVICE

Memorial City Redevelopment Authority (TIRZ 17)
Refunding Analysis 2016

Bank Rate as of September 22, 2016

Preliminary - For Discussion Purposes Only

Period Ending	Principal	Coupon	Interest	Debt Service
06/30/2017			437,761.25	437,761.25
06/30/2018			875,522.50	875,522.50
06/30/2019			875,522.50	875,522.50
06/30/2020			875,522.50	875,522.50
06/30/2021	2,685,000	** %	822,156.25	3,507,156.25
06/30/2022	2,790,000	** %	713,327.50	3,503,327.50
06/30/2023	2,895,000	** %	600,306.25	3,495,306.25
06/30/2024	3,015,000	** %	482,803.75	3,497,803.75
06/30/2025	3,135,000	** %	360,516.25	3,495,516.25
06/30/2026	3,260,000	** %	233,332.50	3,493,332.50
06/30/2027	3,385,000	** %	101,156.25	3,486,156.25
06/30/2028	760,000	4.450%	16,910.00	776,910.00
	21,925,000		6,394,837.50	28,319,837.50

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

AGENDA MEMORANDUM

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

9. N. Gessner (CIP projects T-1732A and T-1732B):
 - a. Proposal from Klotz Associates for Phase I and II Supplemental Professional Services
 - b. Advance funding agreement with TxDOT

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

AGENDA MEMORANDUM

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

10. Memorial Drive (CIP project T-1738A):
 - a. Proposal from LAN for Final Design and Construction Phase services
 - b. Proposal from SWA for Landscape Architectural services
 - c. Proposal from Goodman Corporation for NEPA compliance
 - d. Annexation



September 26, 2016

Ann Givens, Chair of the Board
Memorial City Redevelopment Authority / TIRZ 17
c/o Hawes Hill Calderon, LLP
P.O. Box 22167
Houston, Texas 77227-2167

Attention: Ms. Ann Givens

**Re: Memorial Drive Mobility and Drainage Improvements TIRZ 17
CIP No. T-1738A Proposal for Phase II Detailed Design**

Dear Ms. Givens,

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

The proposed project is identified in the current TIRZ 17 five-year Capital Improvement Plan. Engineering services required to provide the necessary construction documents for the proposed recommended improvements will be based on recommendations in the Preliminary Engineering Report.

Review submittals to TxDOT will be presented at the 30%, 60%, 90%, 95% and final phase of detailed design work. Review submittals to City of Houston will be presented at the 60%, 90% and final phase of detailed design work. The submittals will include the construction drawings as well as detailed construction cost estimates.

We propose to perform detailed design services for an amount of \$1,165,700. A detailed Scope of Services can be found in Exhibit "A". Exhibit "B" provides a detailed breakdown estimate of the fees for the basic engineering services and additional services.

We are prepared to begin this work immediately.

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

Sincerely,



Muhammad Ali, P.E.
Project Manager

MA:rg

Accepted For
Memorial City Redevelopment Authority

Signature

Date

Print

Accepted for City of Houston

Signature

Date

Print

- Attachments:
- Exhibit A – Scope of Services
 - Exhibit B – Project Location Map
 - Exhibit C – Fee Schedule
 - Exhibit D – Kuo & Associates, Topographic Survey
 - Exhibit E – Aviles Engineering Corp, PH II Environmental Site Assessment
 - Exhibit F – Aviles Engineering Corp, Geotechnical Investigation

EXHIBIT A
SCOPE OF SERVICES
TIRZ 17/Memorial City Redevelopment Authority (T-1738A)
MEMORIAL DRIVE MOBILITY AND DRAINAGE IMPROVEMENTS
WBS NO. T-17000-0031B-7

Professional engineering services will be provided as described in the Contract, and as further defined by this Exhibit A, Scope of Services.

1 GENERAL

1.1 Description of Project

The Project generally is described as follows:

Reconstruction of approximately 5,000 linear feet of Memorial Drive, from Beltway 8 northbound frontage road to Tallowood Road. The proposed improvements include four 11-foot travel lanes, with a 20-foot to 24-foot raised concrete median, left turn lanes at all proposed median openings, upgrade existing traffic signals, install oversized reinforced concrete boxes to provide in-line detention, reduce overland flows to neighboring areas and reduce area flooding, install 8-foot wide pedestrian pathway along both sides of Memorial Drive, upgrade and/or replace dilapidated public utilities, install street lighting and pedestrian lighting, along with additional softscaping and landscaping amenities to promote a pedestrian friendly environment.

1.2 Scope of Work

Provide construction plans for Memorial Drive by advancing the design effort conducted within the Preliminary Engineering Report (PER) prepared in December 2015, and approved by the City of Houston (City) in January 2016. This effort will consist of the development of plans, specifications, and cost estimate for the construction contract including pavement, drainage, permanent signage, pavement striping, traffic signals, public utilities (water & sanitary sewer) upgrades/relocation, pedestrian amenities, softscape and hardscape amenities, traffic control, street lighting, and storm water pollution prevention plans (SWPPP).

1.3 Letting

The PS&E package will be prepared in a form suitable for letting through the State's construction contract bidding and awarding process, i.e. it's a TxDOT let project. TxDOT requirements regarding sheet formats, specifications, and general notes will be used. TxDOT geometrical requirements for the roadway will be followed. The City will also review and approve plans and other deliverables at various times throughout the design process.

1.4 Reference Standards and Criteria

TxDOT Criteria: The latest edition and revisions of the State's "Roadway and Hydraulics Design Manual" or the American Association of State Highway and Transportation Officials "A Policy on Geometric Design of Highways and Streets", TxDOT's "Standard Specifications for Construction of Highways, Streets, and Bridges" (latest edition), the Texas Accessibility Standards of the Architectural Barriers Act, and the "Texas Manual on Uniform Traffic Control Devices" (latest edition).

2 MILESTONES

There will be 30%, 60%, 90%, 95%, and 100% PS&E milestones submitted to TxDOT. Each PS&E milestone will depict a detailed breakdown of the work performed. Note that the City will receive 30%, 60%, 90% and 100% packages.

2.1 30% Design Submittal (22 weeks)

The general objective for this phase of the work is to further develop the design and obtain TxDOT's approval before advancing to 60% design. The level of technical information for this phase will be for design review meetings, coordination and cost estimating purposes only and will not provide the additional specific level of information for construction documentation and bidding. This task will consist of documents and scope listed below.

A. Kick-off Meeting:

Upon Notice to Proceed (NTP), a kick-off meeting will be conducted to confirm scope, deadlines, and establish clear lines of communication. During the kick-off meeting, the design team will present a Project Management Plan (PMP) specific to this project. The PMP will contain:

- Client and project team lines of communication
- Organization of the project team
- Defined standards
- Identification of the critical design issues
- Project schedule with establishment of key milestones

B. Review of Existing Information

- Review existing utility information, existing record drawings of previous contracts, and existing survey information.
- Review applicable existing information, like the PER along with the approved Record of Decisions and Action Items (RDAI) and develop independent recommendations based on the PER information. It is expected that the investigative work involved in the efforts will not be duplicated, except as included in this Scope of Services.

C. Site Inventory and Analysis:

Some site inventory and analysis verification with regard to easement acquisition, wet and dry utilities infrastructure design and up-to-date traffic assessments is anticipated. Plan change needs will be noted and addressed during the work sessions. During the PER, a certified arborist performed an assessment of the overall health and potential of existing trees found within the ROW and/or easements along the roadway. Some updates to the tree assessment will be performed to be able to address in the work sessions.

D. Traffic Signal Warrant Analysis:

A Traffic Signal Warrant Analysis (TSWA) will be conducted in accordance with the Texas Manual on Uniform Traffic Control Devices (TMUTCD) at the existing signalized intersections of Memorial Drive at Beltway 8 southbound and northbound frontage roads, and at the Memorial Dr. and W. Bough Lane/Broken Bough Drive. This will include data collection such as 14-hour turning movement counts, field observations and the preparation of a report indicating findings. The results of the

TSWA's will determine if the intersection warrants a signal. Coordination will be conducted with TxDOT and City on the study and approval, as needed.

The Boheme Drive intersection is not currently signalized. Due to traffic, addition of the proposed pedestrian enhancements along with the proposed roadway cross sections, a TSWA will also need to be conducted at this intersection.

E. Drainage Analysis

a. Data Collection

The Design Team will provide the following data collection services:

1. Conduct field inspections to verify and observe current conditions and compare to survey done for previous PER. Any changes to inflow and outfall channels, the cross drainage structures, the tributary channel(W153), and land development projects that contribute flow to the tributary will be noted and the field inspections documented with digital photos.
2. Collect updates to data collected as currently available for applicable data including GIS data and maps, site survey data, construction plans, previous reports and studies, and readily available rainfall history for the area. Particular sources of data collected must include, but are not limited to, the State, County, and Federal Emergency Management Agency (FEMA).
3. Collect available Flood Insurance Rate Maps (FIRMs), Flood Insurance Study (FIS) study data, and models.
4. Review survey data and coordinate any additional surveying needs with State.
5. At the State's request, existing drainage structures shall be represented in a 3D MicroStation model. This will be done in the Bentley application Open Roads software for MicroStation.
6. Meet with local government officials to obtain historical flood records. Interview local residents or local government employees to obtain additional high-water information if available. Obtain frequency of road closure and any additional high-water information from the District Maintenance office.
7. Submit a letter report to the State Project Manager detailing completion of data collection.

b. Hydrologic Studies

The Design Team will provide the following services:

1. Incorporate in the hydrologic study a thorough evaluation of the methodology available, comparison of the results of two or more methods, and calibration of results against measured data, if available.
2. Calculate discharges using appropriate hydrologic methods and as approved by the State.
3. Consider the pre-construction and post-construction conditions in the hydrologic study, as required in the individual Work Authorization.
4. Obtain the drainage area boundaries and hydrologic parameters such as impervious covered areas, and overland flow paths and slopes from appropriate sources including, but are not limited to, topographic maps, GIS modeling, construction plans, and existing hydrologic studies. The Design

team shall not use existing hydrologic studies without assessing of their validity. If necessary, obtain additional information such as local rainfall from official sites such as airports.

5. Include, at a minimum, the “design” frequency to be specified in the Work Authorization and the 1% Annual Exceedance Probability (AEP) storm frequency. The report must include the full range of frequencies (50%, 20% 10%, 4%, 2%, 1%, and 0.2% AEP).
6. Compare calculated discharges to the effective FEMA flows. If calculated discharges are to be used in the model instead of the effective FEMA flows, full justification must be documented.

c. Complex Hydraulic Design

The Design Team will provide the following services:

1. Gather information regarding existing drainage facilities and features from existing plans and other available studies or sources.
2. Perform hydraulic design and analysis using appropriate hydraulic methods, which may include computer models such as HEC-RAS, unsteady HEC-RAS or 2D models such as SWMM. Data entry for appropriate hydraulic computer programs shall consist of a combination of both on-the-ground survey and other appropriate sources including but not limited to topographic maps, GIS modeling, and construction plans and existing hydrologic studies.
3. Use the current effective FEMA models, where appropriate, as a base model for the analysis. If a “best available data” model is provided by the local floodplain administrator, it must be utilized accordingly for this analysis. Review the provided base model for correctness and updated as needed. If the provided effective model is not in a HEC-RAS format, convert it to HEC-RAS for this analysis.
4. If the appropriate hydrologic model requires storage discharge relationships, develop HEC-RAS models or other State’s approved models that will compute these storage discharge relationships along the channel.
5. Consider pre-construction, present and post-construction conditions, as well as future widening.
6. Quantify impacts, beneficial or adverse, in terms of increases in peak flow rates and water surface elevations for the above listed hydraulic conditions and hydrologic events. Impacts will be determined both upstream and downstream of the bridge crossings.
7. If required, compute right of way corridor 1% AEP flood plain volumes for existing and proposed roadway elevations. The Design team shall provide mitigation to offset a decrease in 1% AEP flood plain volumes.
8. Use hydrograph calculations and peak flows to determine the storage required.
9. If necessary, present mitigation measures along with the advantages and disadvantages of each. Each method must consider the effects on the entire area. Include approximate construction costs in the report.
10. Provide hand calculations which quantify the cut and fill within the 1% AEP flood plain, if any.

d. Analysis and Documentation

- Drainage Workshop: The workshop will present the recommended drainage solution and coordinate related design elements including behind the curb amenities.
- Report: The design team will prepare a hydrologic and hydrologic analysis study for the improvements along Memorial Drive. The report will be compiled detailing the criteria, methodology utilized and results of the analysis.

F. Opinion of Probable Construction Cost

An Opinion of Probable Construction Cost will be prepared for the refined 30 percent concept.

G. Environmental Site Assessment Reports:

A Phase I Environmental Site Assessment (ESA) was performed during the PER. Several Recognized Environmental Concerns (REC) were found which warrant a Phase II ESA. The design team will furnish Environmental Site Assessment - Phase II report to satisfy City requirements.

H. Design Concept Conference:

Per TxDOT requirements, the design team shall schedule, plan and attend a Design Concept Conference (DCC) to be held at the 30% design milestone before advancing to 60%. The design team will present an advanced version of the approved concept from the RDAI. The DCC will provide an opportunity to discuss the following key items:

- Roadway and drainage design parameters
- Engineering and environmental constraints
- Other issues as identified by the State and City
- Design Exceptions and/or waivers, if applicable
- Preliminary Opinion of Construction Cost

Completion of the DCC and submittal of 30% plans will conclude the 30% design milestone.

I. Topographical Survey

- The topographical survey was conducted during the PER. The design team will coordinate with surveyor and walk the entire project limits to confirm the survey. The previous survey will be updated and will be modified to comply with TxDOT requirements and standards and TxDOT survey control sheets will be prepared.
- The geotechnical investigation was performed during the PER. In compliance with the geotechnical requirements of the TxDOT Design Manual, all geotechnical boring locations shall be surveyed and incorporate into existing topographic survey.

J. Utility Plan Review

- Verify findings from Utility Plan Review with the results of the Topographical Survey Services.

- Research all available information and show all existing water mains and appurtenances, well collection lines, sanitary sewer and storm water lines and facilities (house service lines, manholes, etc.), and lot lines from subdivision plats, telephone, power, gas, cable TV, and other private utilities. All above-referenced utilities shall be shown in plan and profile in accordance with the most recent edition of the TxDOT Design Manual.
- The design team will coordinate with TxDOT, the City, and the various utility companies to determine the location of all existing utilities. The design team will prepare exhibits showing the location of each existing utility and identify potential conflicts and recommended solutions.
- In support of utility coordination efforts, the City's Utility Coordination Department shall assist the design team with the coordination of the utility meetings.
- On major transmission pipelines, the design team shall contact the pipeline companies for their assistance to determine the product material, type of pipe material, depth, and routing of pipelines. Names of contacts, dates, times, and other pertinent information obtained at the field meeting shall be recorded.

K. Geotechnical Investigation

The geotechnical investigation was performed during the PER, using City of Houston requirements.

- A new geotechnical investigation and report will be prepared to comply with TxDOT's Foundation Exploration and Design Manual.
- The revised geotechnical engineering report, signed and sealed by Professional Engineer, registered in the State of Texas will be furnished at the end of the effort.
- Existing pavement was previously cored to determine pavement and subgrade thickness to calculate demolition quantities.
- The pavement design will be provided by TxDOT. The pavement design will be jointed concrete on lime treated subgrade per City's requirements. TxDOT will not design to the 50-year requirement set by the City.

L. Categorical Exclusion

- Being performed under a separate contract. The design team shall coordinate with the consultant throughout the process
- An assessment shall be made of the existing and proposed conditions which shall include all investigations included in the current guidelines of the National Environmental Protection Agency (NEPA).
- A report of the findings will be furnished at the end of the effort.

M. Removal/Demolition Layouts.

Provide removal layout sheets for the length of the project. The removal layout sheets shall include all pavement, drainage structures, traffic signals, sidewalks, signs, landscaping, bus shelters, other structures, etc. to be removed. Drawings scale shall be 1"=100' for the 11"x17" size sheets.

N. Project Layouts:

Incorporate the survey controls into the Project Layout sheets. The drawings shall show the areas contained in the discipline plan sheets. The drawing scale shall be 1"=100' for 11"x17" size sheets.

O. Municipal Utility Design (Water and Wastewater):

- Prepare utility plan and profile plans, details, specifications, quantities and estimate for existing and proposed water lines and sanitary sewer lines. Design the relocations of water lines and valves, meters, hydrants, etc. and the relocations/rehabilitations of sanitary sewer trunklines, manholes, cleanouts, etc. consistent with the recommendations in the RDAI. TxDOT standards and specifications for water and sanitary sewer will be used.
- The water line improvement work will consist of abandoning in place the existing 12-inch asbestos cement (AC) water line and installing new 12-inch water line. Service lines and meters will also be replaced. The existing fire hydrants will be salvaged and proposed fire hydrants will be installed at the standard maximum 350-foot spacing. The existing 48-inch sanitary sewer line will not be replaced, however existing lines ranging in size from 6-inch to 12-inch, will be replaced or rehabilitated. All quantities shall be tabulated and included in Summary sheets. Drawing scale shall be H: 1" = 40', V: 1" = 4' for 11"x17" size sheets.

30% Submittal Deliverable: 30% Construction Documents includes as a minimum:

- Field Survey (90 percent)
- Title Sheet (60 percent)
- Index of Sheet (30 percent)
- Typical Sections (60 percent)
- Plan and Profile (50 percent)
- Submit cross section plots and the vertical profile with different flooding frequencies to determine level of protection and look at cut/fill balancing.
- Identify Need for Design Exceptions/Waivers
- Intersection Layouts (60 percent)
- Drainage Design (30 percent): Drainage Area Layouts and show plan view of the preliminary proposed sizing and storm sewer locations
- Preliminary Culvert Layouts
- Implement Utility Cooperative Process.
- Submit Existing Utility Layouts showing Existing and Proposed Pavement and preliminary locations of Trunk Lines and Laterals.
- 30 percent Utility Meeting.
- Submit Final Outfall Drainage Study Report
- TCP (Preliminary Sequence of Construction) (30 percent): Show traffic movement and sections
- Traffic warrant studies and counts
- Submit Preliminary Construction Cost Estimate (at this level can be on a spreadsheet)

- Demolition and Tree Protection Plan (50 percent)
- Paving and Materials Plan (50 percent)
- Planting Plans (30 percent)
- Lighting Plans (50 percent)
- Irrigation and Sleeving Plans (30 percent)
- Wayfinding, Signage and Interpretive Design (50 percent)
- Construction Details, Sections, and Elevation (60 percent)

2.2 60% Design Submittal (12 weeks)

This design phase will commence upon approval by TxDOT of the 30% submittal. The general objective for this phase of work is to incorporate TxDOT's, and City's comments and continue to detail and advance all the elements mentioned in the previous section and the overall construction package. The level of technical information for this phase will be for final coordination, review and cost estimating purposes only and will not provide the final additional specific level of information for bidding and construction. This phase will be concluded when the 60% plan set is submitted to TxDOT, and City. This task will consist of documents and scope listed below.

A. Drainage Design

a. Storm Drains

The Design team shall provide the following services:

1. Design and analyze storm drains using software as approved by the State.
2. Size inlets, laterals, trunk line and outfall. Develop designs that minimize the interference with the passage of traffic or incur damage to the streets and local property in accordance with the State's Hydraulic Design Manual, District criteria and any specific guidance provided by the State.
3. Determine hydraulic grade line starting at the outfall channel for each storm drain design. Use the design water surface elevation of the outfall as the starting basis (tailwater) for the design of the proposed storm sewer system.
4. Calculate manhole head losses. Compute manhole head losses as per FHWA's HEC-22.
5. Limit discharge into existing storm drains and existing outfalls to the capacity of the existing system, which will be determined by the Design Team. Evaluate alternate flow routes, if necessary, to relieve system overload. Determine the amount of the total detention storage to control storm drain runoff for the design frequency based on hydrograph routing for the full range of frequencies (50%, 20%, 10%, 4%, 2%, 1%, and 0.2% AEP), as well as a rough estimate of the available on-site volume. When oversized storm drains are used for detention, the Design Team shall evaluate the hydraulic gradeline throughout the whole system, within project limits, for the design frequency or frequencies. The Design Team shall coordinate with the State any proposed changes to the detention systems. The State will assess the effects of such changes on the comprehensive drainage studies.
6. Identify areas requiring trench protection, excavation, shoring, and de-watering.

b. Cross-Drainage Structures:

The Design Team shall provide the following services:

1. Determine drainage areas and flows for cross culvert drainage systems.
2. Determine the sizing of the drainage crossings. Develop designs that minimize the interference with the passage of traffic or cause damage to the streets and local property in accordance with the State's Hydraulic Design Manual, District criteria and any specific guidance provided by the State. Cross drainage design shall be performed using HY-8 or HEC RAS.

c. Temporary Drainage Facilities:

The Design Team shall provide the following services:

1. Develop plans for all temporary drainage facilities necessary to allow staged construction of the project and to conform with the phasing of adjacent construction projects without significant impact to the hydraulic capacity of the area. Drainage area maps are not required for temporary drainage.

d. Scour Analysis (Not Applicable)**e. Environmental Permits:**

The Design Team shall notify the State project manager when site conditions may require environmental permits such as Nationwide Permit, §404 Individual Permits (including mitigation and monitoring) and U. S. Coast Guard and U.S. Army Corps of Engineers §10 Permits.

f. Plans, Specifications and Estimates (PS&E) Development for Hydraulics:

The Design Team shall provide the following services:

1. Prepare the PS&E package in accordance with the applicable requirements of the State's specifications, standards, and manuals, including the PS&E Preparation Manual. Include the following sheets and documents, as appropriate:
 - i. Hydrologic Data Sheets
 - ii. Hydraulic Data Sheets
 - iii. Scour Data Sheets (if applicable)
 - iv. Culvert Layout Sheets
 - v. Storm Drain Plan/Profile Sheets
 - vi. Detention Pond Layouts (N/A)
 - vii. Detention Pond Details (N/A)
 - viii. Incorporate drainage design into Roadway Plan & Profile Sheets including profile grade line of parallel ditches, if applicable.
 - ix. All other relevant sheets
2. Prepare culvert cross sections and identify each cross section's station location.

3. Identify areas requiring trench protection, excavation, shoring and dewatering.
4. Prepare drainage area maps.
5. If applicable, prepare plan and profile sheets for storm drain systems and outfall ditches.
6. Select any necessary standard details from State or District's list of standards for items such as inlets, manholes, junction boxes and end treatments.
7. Prepare details for non-standard inlets, manholes and junction boxes.
8. Prepare drainage details for outlet protection, outlet structures and utility accommodation structures
9. Identify pipe strength requirements
10. Prepare drainage facility quantity summaries
11. Identify potential utility conflicts and, if feasible, design to mitigate or avoid those identified conflicts.
12. Consider pedestrian facilities, utility impacts, driveway grades, retaining wall and concrete traffic barrier drainage impacts.
13. Identify existing ground elevation profiles at the ROW lines on storm sewer plan and profile sheets.
14. Locate soil borings every 500 feet along the storm sewer alignment and take piezometric readings at 2000 feet intervals.
15. Prepare Hydraulic Data Sheets for any bridge or cross drainage structures at the outfall channel and indicate site location (e.g., station and name of creek or bayou), if applicable.
16. Develop a 3D model of the proposed drainage structures using the SUE or SUEA capabilities of the Bentley Civil Product, if requested by the State.
17. Develop layouts for the following:
 - i. Subsurface drainage at retaining walls.
 - ii. Outfall channels within existing ROW.
 - iii. Bridge deck drainage systems, including internal drainage piping within the bents where required on structures, if applicable.

- iv. Detention ponds, associated outlet structures, and details, if applicable.

B. Roadway Design

a. Final Horizontal and Vertical Alignment:

Establish the final horizontal and vertical alignment of the proposed Memorial Drive reconstruction, cross streets, and major driveways.

b. Typical Sections:

Provide Typical Sections for proposed and existing roadway. Typical sections shall include width of travel lanes, sidewalks, outer separations, border widths, curb offsets, and right-of-way (ROW). The typical section shall also include Proposed Grade Line, centerline, pavement design, side slopes, sodding/seeding limits, station limits, etc.

c. Roadway Plan and Profile Sheets:

Develop detailed roadway plan profile drawings that consist of a planimetric file of existing features and include the proposed improvements. Existing and proposed ROW lines shall be shown as well.

The plan view shall contain the following design elements:

1. Horizontal alignment for Memorial Drive reconstruction.
2. Indicated pavement edges, lane and pavement widths for all improvements along Memorial Drive including side streets and driveways.
3. Direction of traffic flow arrows.
4. Indicate existing and proposed ROW/Easement lines.
5. Begin/end of cross slope transitions.
6. Existing major utilities and structures.
7. Any necessary callouts to clarify details.
8. Drawings horizontal scale 1" = 40' for 11"x17" size sheets.

The profile shall contain the following design elements:

1. The approximate existing profile grade for Memorial Drive.
2. The existing east and west ROW profiles along Memorial Drive.
3. Proposed profile grade for Memorial Drive.
4. The location of intersections (shall include cross sections of any proposed and existing roadway).
5. Drawing vertical scale 1" = 4' for 11"x17" size sheets.

d. Pedestrian Facilities:

Provide final design of all sidewalks/path ways within the limits of the project. All pedestrian facilities shall be designed in accordance with the American with Disabilities Act Accessibility Guidelines (ADAAG) and the Texas Accessibility Standards (TAS). Submit the plan set to the Texas Department of Licensing and Regulation (TDLR) or representative thereof for review, approval, and inspection.

e. Intersection Layouts:

Provide an intersection layout and grading plan detailing the pavement design and drainage design at the intersection of each cross street. The layout shall

include the curb returns, geometrics, transition to existing pavement, stationing, pavement and drainage details. Drawing scale shall be 1"=20' for 11"x17" size sheets.

f. Intersection Sight Distance:

Prepare intersection sight distance triangle diagrams, at all side streets along the project limits, to ensure there is an adequate unobstructed line of sight per the City of Houston IDM requirements.

g. Driveway Schedule and Details:

Provide a schedule showing the location, size and type of proposed driveways to be reconstructed as part of the project. Driveways shall typically be reconstructed to the ROW line using standard TxDOT details.

h. Cross Sections and Cut and Fill Quantities:

Develop an earthwork analysis to determine cut and fill quantities and provide final design cross sections at 50 feet intervals. Drawing scale shall be 1"=20'; V: 1"=5' for 11"x17 size sheets.

C. Street Lighting

Existing street lights will be relocated. Street lighting standards will be coordinated with CenterPoint and the City. Street lighting layout plans/exhibits will be developed for light pole locations, lighting ground boxes, and routing of lighting underground circuits/conduits. Street lighting layouts and exhibits will be coordinated with CenterPoint and the City. Roadway lighting conduit quantities will be tabulated in summary sheets. Drawing scale shall be 1" = 100' for 11"x17" size sheets. Light poles, lighting foundations, fixtures, and attachment designs and analysis of light coverage/photometric analysis and area photometric plans will also be conducted.

D. Pedestrian Pathway Lighting

Being performed under a separate contract. The design team shall coordinate with the consultant throughout the process

Pedestrian lighting will be incorporated into design and coordinated with CenterPoint and the City. Pedestrian lighting layout and landscape power receptacle plans will be developed. Drawing scale shall be 1" = 100' for 11"x17" size sheets. Pedestrian light fixtures will be selected by the landscape architect.

E. Traffic Control Plan (TCP)

- The specific traffic control work consists of the completed TCP, appropriate specifications and general notes, and traffic control construction cost estimates.
- The TCP shall show detailed construction sequences and the necessary traffic control phases, complete with all barricades, signing, striping, delineation, detours, temporary traffic signals and any other devices, to protect the traveling public and provide safety to the construction forces.
- Construction Sequencing and TCP shall be in accordance with general traffic engineering principles and practices governing traffic control during construction as prescribed by the guidelines of the "Texas Manual on Uniform Traffic Control Devices" (TMUTCD) and TxDOT guidelines.

- During construction, temporary Traffic Signals will be required at the intersections of Beltway 8 Frontage roads and W. Bough/Broken Bough. Temporary Traffic signal design drawings will be provided, including required notes, details, and specifications illustrating the temporary traffic signals needed for each phase of construction.

F. Traffic Control Workshop

Make one intermediate Traffic Control Plan set submittal for a Traffic Control Workshop with TxDOT early in the project development. The Traffic Control Plan submittal for the Traffic Control Workshop shall be in plan view roll format. A safety review team meeting associated with the final TCP will also be conducted.

G. Traffic Signal Design

- a. Traffic signals at Beltway 8 southbound and northbound frontage road as well as at Broken Bough/ West Bough will be replaced.
- b. Required design drawings will be developed for complete traffic signal design including all notes, details, and specifications. This will include the design of the locations of ADA ramps, signal poles and pedestrian accessibility equipment. Notes to maintain or replace existing ITS equipment at each intersection will be included, as appropriate.

H. Signing and Markings

Prepare drawings, specifications and details for all regulatory signs and pavement markings on combined layout sheets. Drawings scale shall be 1" = 100' for 11"x17" size sheets. All plans shall follow the Texas Manual on Uniform Traffic Control Devices (TMUTCD). A summary signs list will be provided. The proposed regulatory signs shall be illustrated and numbered on plan sheets. Sign foundation, poles, attachments, and details shall be selected from TxDOT standards. Special signs and special sign mounting poles details, specific to the Memorial City Management District, will be incorporated into the project details. Permanent and temporary pavement markings and channelization devices on plan sheets shall be prepared.

The following information will be shown on sign/pavement markings layouts:

1. Roadway layout.
2. Center line with station numbering.
3. ROW/Easement lines.
4. Culverts and other structures that present a hazard to traffic.
5. Existing signs to remain, to be removed, or to be relocated.
6. Proposed regulatory signs (illustrated and numbered).
7. Proposed markings (illustrated and quantified) which include pavement markings and delineation.
8. Quantities of existing pavement markings to be removed.
9. Proposed delineators and object markers.
10. The number of lanes in each section of proposed road and the location of changes in the numbers of lanes.
11. Direction of traffic flow on all roadways.

I. Storm Water Pollution Prevention Plan (SWPPP)

The following documents will be prepared in accordance with TxDOT Standard Details and Standard Specifications

- a. Pollution Prevention Plan drawings having a minimum scale of 1" = 100' and showing all existing and proposed streets, Project alignments, applicable notes, proposed storm water conveyance systems, overland flow arrows, and pollution prevention measures.
- b. Pollution Prevention Plan specifications.
- c. Pollution Prevention Plan construction quantities.
- d. The EPA Notice of Intent form (if required).

J. Electrical Facilities: (SWA)

- Being performed under a separate contract. The design team shall coordinate with the consultant throughout the process
- Detailed electrical design drawings shall be developed to provide power to the proposed bus station canopies, landscape power duplex receptacles, and pedestrian path lighting. Service locations shall be coordinated with electrical utility provider. Landscape architect will provide power requirements for each bus station canopy. Drawing scale shall be 1" = 20' for 11"x17" size sheets.

K. Landscape and Hardscape (SWA)

Being performed under a separate contract. The design team shall coordinate with the consultant throughout the process

The Landscape Architect shall develop plans to be incorporated into overall project documents for Street trees, Adopt-An-Esplanade program planning, planting at the ROW, irrigation, and associated construction details and sections.

L. Structural Design: (SWA)

Being performed under a separate contract. The design team shall coordinate with the consultant throughout the process

Detailed structural design drawings shall be developed in support of any retaining walls, seat-walls, and/or pedestrian toe walls. Drawing scale shall be 1"=20' for 11"x17" size sheets.

60% Submittal Deliverable: 60% Construction Documents includes as a minimum:

- Title Sheet (80 percent)
- Index of Sheets (60 percent)
- Typical Sections (90 percent)
- General Notes and Legends plans (75 percent)
- Sequence of Construction (75 percent)
- Plan and Profile Sheets (75 percent) – Submit updated cross section plots with this submission.

- Intersection Layouts (95 percent)
- Drainage Design (60 percent)
- Final Culvert Layouts
- Final Outfall Drainage Study Report Complete and Approved by TxDOT, City, and/or Agency.
- Finalize Utility Layouts
- 60 percent Utility Meeting
- Permanent Signing and Striping (60 percent)
- Preliminary Illumination and Signal Layouts (60 percent)
- Quantities and Summary Sheet (60 percent)
- Submit Construction Cost Estimate (60 percent on ASCII format)
- Special Provisions unique to the Project
- Overall Layout Sheets (75 percent)
- Survey Control Maps (90 percent)
- Demolition and Protection plans (75 percent)
- Sheet by Sheet Quantities (60 percent)
- Water and Wastewater Plan and Profile Sheets (75 percent)
- Drainage Area Maps (90 percent)
- Hydraulic Computations (90 percent)
- Structural Layout plans (60 percent)
- Structural Layout details (60 percent)
- Driveway Schedule Sheets (80 percent)
- Roadway Cross sections (75 percent)
- Construction details, sections and elevations (75 percent)
- Traffic Control and Phasing plans (75 percent)
- Traffic Signal layouts, signal notes, summary and chart sheets for three intersections (75 percent)
- Stormwater pollution prevention (SW3P) layout plans (75 percent)
- Electrical service layout plans, electrical data sheets, and electrical details (60 percent)
- Boring Logs (90 percent)
- Architectural Layout and preliminary dimensioning plans (80 percent)
- Paving and materials plans (80 percent)
- Project Dimensioning Plans (80 percent)
- Back of curb grading plan (80 percent)
- Planting plans (80 percent)
- Irrigation and sleeving plans (80 percent)
- Retaining Wall Layouts (60 percent)
- Project Branding, wayfinding, signage and interpretive design plans (80 percent)
- Tree Protection Plans (if required) (80 percent)
- Project technical specifications (8.5x11 pdf and one hard copy)
- Project opinion of probable construction costs (pdf)
- Submit documentation that drawings were submitted to private utilities for review.
- Submit design review checklist

2.3 90% Design Submittal (10 weeks)

This design phase will commence upon approval by TxDOT, and City, of the 60% submittal. The design team will make necessary drawing changes as a result of comments by review agencies during the permitting process. The general objective for this phase of work is to incorporate TxDOT's, and City's comments and continue to detail and advance all the elements mentioned in the previous section and the overall construction package

All drawings, details, specifications, coordination, meetings and cost estimates previously listed will be incorporated into this phase of work, but with additional details and information associated with opinion of probable cost and technical specifications. This phase will be concluded when the 90% plan set is submitted to TxDOT and the City.

90% Submittal Deliverable: 90% Construction Documents includes as a minimum:

- Input Construction Cost Estimate into DCIS (P4)
- Title Sheet (95 percent)
- Index of Sheets (95 percent)
- Schedule 90 Percent Utility Meeting
- Typical Sections (98 percent)
- Quantities and Summary Sheets (100 percent)
- Traffic Control (98 percent)
- Safety Review Team Meeting
- Plan and Profile Sheet (98 percent)
- Intersection Layout (98 percent)
- Retaining Wall Layout (98 percent)
- Intersection Layouts (100 percent)
- Storm Sewer Design (98 percent)
- Erosion Control Plans (98 percent)
- Environmental Data Sheets (100 percent)
- Permanent Signing and striping (98 percent)
- Illumination and signal layouts (98 percent)
- Contract Time Determination/Special Provisions for contractors-incentives vs. disincentives
- 90 percent Utility Meeting
- Traffic Signal layouts, signal notes, summary and chart sheets for three intersections (98 percent)
- Stormwater pollution prevention (SW3P) layout plans (98 percent)
- Electrical service layout plans, electrical data sheets, and electrical details (98 percent)
- Boring Logs (98 percent)
- Architectural Layout and preliminary dimensioning plans (98 percent)
- Paving and materials plans (100 percent)
- Project Dimensioning Plans (98 percent)
- Back of curb grading plan (98 percent)
- Planting plans (98 percent)
- Irrigation and sleeving plans (98 percent)
- Retaining Wall Layouts (98 percent)
- Project Branding, wayfinding, signage and interpretive design plans (98 percent)
- Tree Protection Plans (if required) (98 percent)

2.4 95% Design Submittal (2.5 weeks)

Upon submittal of the 90% package, this phase will consist of responding to redlines received from TxDOT. The outcome of this task will be to resolve all comments and/or coordination issues found within the TXDOT 90 % set of documents in an effort to resubmit for 100% approval.

All drawings, details, specifications, coordination, meetings and cost estimates listed in the 90% will be incorporated into this phase of work, but with additional detailing and information associated with the OPC and technical specifications.

2.5 100% Design Submittal (4 weeks)

This design phase will commence upon approval by TxDOT and City, of the 95% submittal. The team will make necessary drawing changes as a result of comments by review agencies during the permitting process. The intent is to have a 100% complete set with all redlines resolved, all sheets indexed, required general notes furnished, all drawings completely coordinated and work items listed.

All drawings, details, specifications, coordination, meetings and opinion of probable cost previously listed will be incorporated into this phase, but with final details and information final design plan set will be furnished.

2.6 Permitting (5 months) and Letting (4 weeks)

The design team will make necessary drawing changes to submitted drawings as a result of comments by review agencies during the permitting process. The design team does not anticipate that extensive revisions will be necessary during this phase, but understand that minimal comments/corrections may need to be addressed in order to gain permitting approval from TXDOT or other relevant agencies.

2.7 Bidding and Negotiation (4 Weeks)

- A. The design team shall use TxDOT's DCIS system to prepare bid documents, including the bid form, governing specifications and provisions list, and Engineer's seal.
- B. If necessary, the design team will issue addenda for clarifications to the plans and specifications.
- C. The design team shall assist TIRZ 17 in tabulation and evaluation of the bids received.

3 MISCELLANEOUS**A. Project Management and Coordination:**

During each phase of the project, the Project Manager (PM) will oversee all work and will be responsible for directing and coordinating activities and assigned personnel. The PM will manage the project scope, schedule, budget, and quality to ensure that the project progresses as agreed. The PM will submit monthly invoices, status reports, and schedules. The PM will conduct regular coordination meetings as needed with TIRZ, TxDOT, the City, private utilities, and others.

B. General Design Variances and Exceptions (TxDOT):

The design team will prepare requests for Design Variances and Exceptions to TxDOT criteria as required by TxDOT and/or City. The design team will submit the requests on behalf of TIRZ and obtain approval from TxDOT.

C. Cooperative Utility Process:

The design team will support the TxDOT Cooperative Utility Process. Coordination meetings are expected to occur following the 30%, 60%, 90%, and 100% submittals.

D. City of Houston Utility Relocation Ordinance Program:

The design team will follow the City's relocation ordinance for private utility relocation in order to accommodate the proposed improvements. The design team will prepare

and distribute Preliminary Utility Notification Letters identifying each potential conflict with proposed improvements. A design team member will attend the City's Utility Coordination Meetings at the 60% and 90% submittal to discuss and/or resolve any utility conflicts identified. Prior to final design submittal, the design team will prepare and distribute the Final Utility Notification Letters and/or a Notice of No Conflict Letter to each private utility company within the project limits.

E. Agency Approvals and Signatures

The design team will obtain required signatures from other governmental agencies, public utilities, and private utilities, which may impact the Project prior to final approval by TxDOT. Governmental agencies include, but are not limited to City and Harris County Flood Control District. Utility signatures include, but are not limited to CenterPoint Energy Gas, CenterPoint Energy Electric, AT&T, and cable TV.

F. Meetings:

Monthly meetings with TxDOT and periodic meetings with TIRZ will be held to review the progress of the engineering effort, or to address other issues which may arise. The PM will prepare and deliver meeting record memorandum of decisions and action items to TIRZ after each meeting.

G. Quantities:

The design team will develop and report quantities in Standard TxDOT Estimator bid format at 30%, 60%, 90% and 100% submittals.

H. Opinion of Probable Construction Cost:

The design team will submit Opinion of Probable Construction Cost at the 30%, 60%, 90%, and 100% stages.

I. Standard and Non-standard Details:

The design team will incorporate the TxDOT Standard Details as applicable. The design team will review each Standard Detail and edit as necessary to suit Project-specific requirements and to meet the design intent of the Project. Revisions to the Standard Details shall not be incorporated based solely on preference, but are subject to review and acceptance by the TxDOT. The design team shall notify TIRZ, TxDOT and the City of all proposed changes to Standard Details and provide reasons for such proposed changes.

The design team shall prepare additional nonstandard details necessary for bidding and construction of the Project including junction box details.

J. Standard and Non-standard Technical Specifications:

The design team shall prepare specifications in accordance with the standard TxDOT specifications. The design team will review each Standard Specification and supplement as necessary to suit Project-specific requirements and to meet the design intent of the Project. Supplements to the Standard Specifications shall not be incorporated based solely on preference. Supplements are subject to review and acceptance by TxDOT. The design team shall prepare additional nonstandard specifications necessary for bidding and construction of the Project.

K. USACE permitting:

A nationwide permit will be pursued to satisfy the 404 clean waters permitting requirement. This effort will include coordination and potentially meeting with the

USACE Galveston District. It is expected that the project permit will not require a Preconstruction Notification (PCN). If circumstances identified in during the design warrant submitting a PCN or an individual permit this effort can be completed as an additional service.

L. Public Meeting:

The design team will participate in one public meeting throughout the life of the project as directed by TIRZ.

M. Quality Assurance / Quality Control:

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

EXHIBIT C

9/22/2016

Memorial Drive Mobility & Drainage Improvements
DETAIL DESIGN - LEVEL OF EFFORT

L. ENGINEERING SERVICES

DESCRIPTION OF WORK TASKS	Sr. PROJ MGR	PROJ MGR	PROJECT ENGINEER	GRAD ENGINEER	CADD TECH	ADMIN ASST	TOTAL HOURS	LABOR COSTS (BASIC)	LABOR COSTS (NON-BASIC)
A. Kick-off, Advanced Planning, Concept Update and Design Concept									
1 Project Management, client meetings, coordination with Subs	0	8	8	8	0	0	28	\$ 4,820.00	
2 Project Management Plan & Internal Kick-off Meeting	2	2	2	8	2	0	14	\$ 2,000.00	
3 Review of Existing Information	2	8	16	24	0	0	48	\$ 6,780.00	
4 Site Inventory & Analysis	1	4	8	16	8	0	37	\$ 4,765.00	
5 Traffic Signal Warrant Analysis & Counts (3 Intersections)	8	24	60	88	16	2	200		\$ 27,350.00
6 Opinion of Probable Construction Cost	1	4	8	12	0	0	25	\$ 3,565.00	
7 Design Concept Conference (DCC)	8	8	24	60	16	0	116	\$ 2,035.00	\$ 15,440.00
Total	30	88	124	212	44	2	463	\$ 21,830.00	\$ 42,790.00
B. Plan Sheets (10%, 60%, 90%, 95%, 100%)									
1 Cover Sheet and Vicinity Map	0	1	2	2	4	0	9	\$ 1,075.00	
2 Index of Sheets	0	1	2	2	12	0	17	\$ 1,795.00	
3 Overall Sheet Layout (2 sheets)	0	1	2	4	12	0	19	\$ 2,035.00	
4 Water/Wastewater Layout (2 Sheets)	0	1	2	4	12	0	19	\$ 2,035.00	
5 General Construction Notes (3 Sheets)	0	1	2	4	12	0	19	\$ 2,035.00	
6 Keyed Notes	0	1	0	6	8	0	15	\$ 1,815.00	
7 Symbols and Abbreviations	0	0	1	2	4	0	7	\$ 750.00	
8 Horizontal Alignment Data	0	1	2	8	24	0	35	\$ 3,595.00	
9 Demolition Sheets (6 Sheets)	1	2	5	24	60	0	93		\$ 9,755.00
10 Sheet by Sheet Quantities (3 Sheets)	1	4	8	16	24	0	55	\$ 6,445.00	
11 Survey Control Maps	0	1	2	4	4	0	11	\$ 1,315.00	
Total	2	14	23	78	178	0	239	\$ 21,880.00	\$ 11,070.00
C. WATER/WASTEWATER DESIGN									
1 Coordination and review of CCTV for the sewers	0	1	4	8	8	0	17	\$ 2,035.00	
2 Water/Wastewater Plan and Profile Sheets (24 Sheets)	12	24	72	96	216	0	420	\$ 48,660.00	
3 Water and Wastewater Crossings	1	4	16	24	40	0	85	\$ 8,805.00	
4 Water/Wastewater Standard Details (8 Sheets)	0	1	2	12	48	0	63	\$ 6,235.00	
Total	13	30	94	138	310	0	585	\$ 66,735.00	\$ -
D. DRAINAGE DESIGN									
1 Drainage Impact Study (TxDOT and HCFCD)	8	24	40	48	8	8	134		\$ 18,990.00
2 2D Drainage Analysis Update (Proposed Conditions)	6	18	40	100	40	8	210		\$ 26,610.00
3 Existing Conditions Overall Drainage Area Map	1	8	16	24	24	0	73	\$ 9,065.00	
4 Existing HOUSTON Analysis (3 Sheets)	1	2	16	24	8	0	49	\$ 6,395.00	
5 Proposed HOUSTON Analysis (3 Sheets)	1	2	16	24	8	0	49	\$ 6,395.00	
6 Proposed Conditions Overall Drainage Area Map	1	4	12	18	24	0	59	\$ 7,045.00	
7 Existing Conditions Detailed Drainage Area Map (8 Sheets)	1	8	32	60	48	0	149	\$ 17,945.00	
8 Proposed Conditions Detailed Drainage Area Map (8 Sheets)	1	4	24	44	32	0	105	\$ 12,685.00	
9 Proposed Storm Sewer Lateral Sheets (10 Sheets)	1	8	24	40	60	0	133	\$ 15,425.00	
10 Proposed Storm Sewer Custom Detail Sheets (4 Sheets)	4	8	16	40	40	0	108	\$ 13,100.00	
Total	25	86	236	422	288	12	1069	\$ 89,055.00	\$ 45,600.00
E. ROADWAY DESIGN									
1 Existing and Proposed Typical Sections (4 Sheets)	2	3	4	10	40	0	59	\$ 8,375.00	
2 Roadway/Drainage Plan and Profile Sheets (28 Sheets)	24	48	72	96	264	0	528	\$ 82,040.00	
3 Intersection Grading Layouts (7 Sheets)	7	14	28	42	112	0	203	\$ 23,345.00	
4 Intersection Sight Distance Analysis	2	4	16	40	24	0	377		\$ 10,810.00
5 Horizontal Geometry Sheets	1	2	8	16	32	0	57	\$ 6,275.00	
6 Driveway Schedule	2	4	12	18	24	0	60	\$ 7,270.00	
7 Cross Sections	2	8	16	32	40	0	98	\$ 11,690.00	
8 Standard Details	0	3	8	8	20	0	37	\$ 4,185.00	
Total	40	88	162	282	680	0	1419	\$ 121,189.00	\$ 10,810.00
F. TRAFFIC CONTROL									
1 Overall Layout/Sequencing (3 Sheets)	1	0	4	12	18	0	35		\$ 3,885.00
2 Traffic Control Phases 1 thru 4	4	8	48	128	144	0	352		\$ 37,820.00
3 Traffic Control Details/Details	0	2	8	24	48	0	80		\$ 8,450.00
4 Traffic Control Workshop	2	2	4	12	18	0	36		\$ 4,280.00
Total	7	12	62	178	228	0	483	\$ -	\$ 64,435.00
G. TRAFFIC SIGNAL DESIGN									
1 Proposed Traffic Signals	14	40	126	225	0	8	413		\$ 56,730.00
2 Temporary Traffic Signals	2	7	28	100	0	8	145		\$ 18,555.00
3 Agency Coordination related to Traffic signal review/approvals	12	24	30	0	0	0	66		\$ 11,400.00
Total	28	71	184	325	0	16	624	\$ -	\$ 86,685.00
H. SIGNING AND MARKINGS									
1 Signing and Pavement Markings (4 Shts)	1	4	7	12	32	0	56	\$ 6,295.00	
2 Summary of Small Signs (2 Sheets)	1	2	4	8	24	0	39	\$ 4,295.00	
3 Signing and Markings Details (2 Sheets)	0	0	1	4	16	0	21	\$ 2,070.00	
Total	2	6	12	24	72	0	116	\$ 12,660.00	\$ -
I. STORM WATER POLLUTION PREVENTION PLANS (SWPPP)									
1 Memorial Drive SWPPP (4 Sheets)	1	4	8	24	40	0	77		\$ 8,605.00
2 SWPPP Details	0	0	2	4	4	0	10		\$ 1,140.00
Total	1	4	10	28	44	0	87	\$ -	\$ 9,745.00
J. LIGHTING DESIGN									
1 Street Lighting Plans (12 Sheets)	8	8	48	80	80	0	202		\$ 24,950.00
2 Standard Lighting / Electrical Details (6 Sheets)	1	2	8	16	18	0	43		\$ 5,135.00
Total	7	10	56	96	98	0	245	\$ -	\$ 30,085.00
K. BORING LOGS									
1 Memorial Drive Boring Logs Sheets (3 Sheets)	0	1	2	8	16	0	27		\$ 2,875.00
Total	0	1	2	8	16	0	27	\$ -	\$ 2,875.00
L. STRUCTURAL DESIGN									
1 Drainage Structures/Junction Boxes Details	12	26	68	98	144	0	348	\$ 42,170.00	
Total	12	26	68	98	144	0	348	\$ 42,170.00	\$ -
M. Project Management/Spec/Agencies & Team Coordination/Meetings/Notes									
1 Overall Project Management/Team Coordinator/ Project Controls	40	80	40	20	18	40	218	\$ 32,820.00	
2 Utility Plan Review	2	4	20	30	20	0	76	\$ 9,550.00	
3 Design Variances	1	2	8	16	24	0	51		\$ 5,855.00
4 TxDOT/City/HCFCD Coordination/Meetings	24	24	40	18	0	8	114	\$ 18,440.00	
5 TxDOT/City/HCFCD Approvals & Signatures	1	8	24	32	0	8	73	\$ 9,745.00	
6 Private Utility Coordination (City and TxDOT)	2	8	16	32	0	0	58	\$ 8,090.00	
7 Specifications	8	12	36	40	12	0	98	\$ 13,990.00	
8 Opinion of Probable Construction Cost-30%, 60%, 90%, 95%, 100%	8	10	20	40	0	2	78	\$ 11,070.00	
9 Quantities	8	20	40	80	8	0	138	\$ 19,220.00	
10 Coordinating with Stakeholders	8	12	36	24	8	0	88		\$ 12,900.00
11 Categorical Exclusion Coordination	4	12	6	0	0	0	22		\$ 3,900.00
12 Public Meeting Preparation (1)	8	16	40	40	24	8	136		\$ 18,240.00
Total	110	188	328	362	102	78	1148	\$ 123,028.00	\$ 40,895.00
N. Permitting and Bid Phase									
1 Project Management	2	6	8	0	0	2	16	\$ 2,570.00	
2 Permit Corrections	2	2	8	16	24	0	52	\$ 6,080.00	
3 Pre Bid Conference	2	2	0	0	0	0	4		\$ 800.00
4 Addenda Responses	1	2	4	8	0	0	15		\$ 2,135.00
5 Review, tabulate and evaluate bids	1	2	4	8	0	0	15		\$ 2,135.00
6 RF responses	1	2	8	4	0	0	15		\$ 2,255.00
Total	9	18	30	38	24	2	117	\$ 8,650.00	\$ 7,320.00
O. QUALITY ASSURANCE/QUALITY CONTROL									
1 QA/QC (90%, 60%, 90%, 95% & 100%) & Milestone checklists	60	80	80	40	0	24	284	\$ 43,340.00	
2 Independent Constructability Review at 60% and 90%	40	40	24	0	0	0	104	\$ 19,600.00	
Total	100	120	84	40	0	24	388	\$ 62,940.00	\$ -
TOTAL HOURS	379	716	1423	2198	2026	128	7188		
Contract Labor Rate	\$225.00	\$175.00	\$150.00	\$120.00	\$90.00	\$55.00			
TOTAL LABOR COSTS BASIC ENGINEERING SERVICES	\$86,278.00	\$128,300.00	\$213,460.00	\$263,980.00	\$182,340.00	\$10,710.00		\$ 668,728.00	\$ 342,316.00

SUBCONTRACTED ENGINEERING SERVICES			
	COST	MARK-UP	TOTAL
1 Topographic Update (Kuo)	\$ 7,770.00	10%	\$ 8,547.00
2 Geotechnical Investigation (Aviles)	\$ 34,905.00	10%	\$ 38,395.50
3 Phase II ESA (Aviles)	\$ 86,336.75	10%	\$ 94,970.43
4 TDLR Inspection	\$ 10,000.00	10%	\$ 11,000.00
5 CCTV Inspection of Sanitary Sewer and Existing Storm	\$ 15,000.00	10%	\$ 16,500.00
TOTAL SUBCONTRACTED ENGINEERING SERVICES			\$ 163,412.93

ADDITIONAL ENGINEERING SERVICES			
	COST	MARK-UP	TOTAL
1 Traffic Signal Design at Boheme - If necessary	\$ 25,840.00	10%	\$ 28,204.00
2 USACE permitting - If necessary	\$ 15,000.00	10%	\$ 16,500.00
TOTAL OTHER ENGINEERING SERVICES			\$ 44,704.00

REIMBURSABLE EXPENSES				
	QUANTITY	UNIT	COST	TOTAL
1 Printing and Reproduction	1	LS	\$ 20,000.00	\$ 20,000.00
2 City Review Fee (\$108 Adm Fee Plus 250 sheets @ \$78)	1	LS	\$ 19,600.00	\$ 19,600.00
3 Deliveries	15	LS	\$ 30.00	\$ 450.00
4 Mileage	897	MILE	\$ 0.55	\$ 493.35
TOTAL REIMBURSABLE EXPENSES				\$ 40,543.35

PHASE II TOTAL	
I. Basic Services	\$668,728
II. Non-Basic Services	\$342,315
III. Subcontracted Services	\$169,413
IV. Additional Engineering Services	\$44,704
V. Reimbursable Expenses	\$40,543
GRAND TOTAL	\$1,165,700

EXHIBIT D

KUO
& associates, Inc.

Consulting Engineers
& Surveyors

10700 Richmond Ave, Suite 113
Houston, TX 77042
Tel: (713) 975-8769
Fax: (713) 975-0920
www.kuoassociates.com

June 10, 2016

Ricky Gonzales
Lockwood, Andrews & Newnam, Inc.
2925 Briarpark Drive, Suite 400
Houston, TX 77042

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

Dear Mr. Gonzales

Kuo & Associates, Inc. is pleased to submit this proposal to make survey of this project (performed in early 2015) to comply with TxDOT Standards as much as feasible as the survey has already been performed/completed to comply with City of Houston criteria.

SCOPE OF WORK:

The following items will be performed under the scope of work

- Tie existing survey to nearby TxDOT Monument/benchmark
- Recover existing controls and prepare five to seven controls as TxDOT Monument based on inter-visibility
- Prepare survey control maps in compliance with the TxDOT criteria
- Coordination with TxDOT for variances as necessary for preserving existing survey data without any changes in x,y and z values.

Please note that the proposal assumes to obtain the following variances from TxDOT:

- Variance from transforming elevations of all survey points in reference to the elevation of TxDOT Monument. Rather an equation will be provided in the drawing set to correlate project survey data to TxDOT benchmark.
- Variance to generate survey data (x,y) based on TxDOT VRS system.
- Variance from establishing controls with TxDOT cap along the project route, rather to prepare monument sheets with existing controls

Additional level of efforts would be required if any or all of the variances are not obtained from TxDOT.

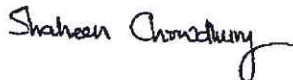
FEE AND SCHEDULE:

The fee for the above-described work is estimated to be a lump sum amount of **\$7,777.00**. Please see attached table for details on level of efforts. as shown itemized in the table below:

We estimate to complete the above work in 21 calendar days upon your authorization to proceed.

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

Sincerely,



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



July 12, 2016

Mr. Ricky Gonzalez, P.E.
Senior Project Coordinator
Lockwood, Andrews, and Newnam, Inc.
2925 Briarpark Drive, Suite 400
Houston, Texas 77042

Subject: Proposal to Perform a Phase II Environmental Site Assessment for
Reconstruction of Memorial Drive between West Sam Houston Parkway
And Tallowood Road
TIRZ 17, Houston Texas
AEC Proposal Number E16-06-03

Dear Mr. Gonzalez:

In response to your request, Aviles Engineering Corporation (AEC) is pleased to submit this proposal to Lockwood, Andrews, and Newnam, Inc. (LAN) to perform a Phase II Environmental Site Assessment (ESA-II) for the reconstruction of Memorial Drive between West Sam Houston Parkway and Tallowood Road, Houston, Texas. The location of the project is shown on the attached Vicinity Map (refer to attached Figure 1). The extent of the project is hereafter referred to as the Subject Right-of-Way.

AEC performed a Phase I Environmental Site Assessment of the Subject Right-of-Way (refer to ESA-I report E102-15 dated October 26, 2015). The ESA-I identified the following recognized environmental conditions (RECs) in connection with the Subject Right-of-Way which needed further investigation (refer to attached Figure 2a and 2b):

- REC 1: Chevron LPST site/Wheatley Investments at 12860 Memorial Drive
- REC 2: The contaminant plume associated with leaks from Your Valet Cleaners at 614 West Bough Lane and A-1 Cleaners LPST and VCP site at 12754 Memorial Drive
- REC 3: Sprint PCS Tower IOP site at 608 West Bough Lane
- REC 4: Mobil gas station at 12802 Memorial Drive
- REC 5: The contaminant plume associated with Conoco 43059 at 12699 Memorial Drive LPST site
- REC 6: Alexan Memorial Bend Apartments IOP site at 12667 Memorial Drive
- REC 7: The contaminant plume associated with the MW Cleaners/Lantern Lane Shopping Center-Pro Cleaners VCP and IHWCA site at 12534 Memorial Drive and the Memorial Green VCP site at 12601 Memorial Drive.

Mr. Ricky Gonzalez, P.E., Lockwood, Andrews, and Newnam, Inc.
Proposal to Perform ESA-II for
Reconstruction of Memorial Drive between West Sam Houston Parkway and Tallowood Road
TIRZ 17, Houston, TX
AEC Proposal Number E16-06-03
July 12, 2016
Page 2 of 11

The ESA-I recommended that a limited ESA-II investigation be conducted with the installation of soil borings and temporary groundwater sampling wells in the Subject Right-of-Way.

SCOPE OF WORK

The limited ESA-II investigation will be conducted in general accordance with Sections 11.26 and 11.28 of Chapter 11 – Geotechnical and Environmental Requirements of the City of Houston Department of Public Works and Engineering Design Manual.

Forty-one soil borings will be installed at 31 locations shown on Figure 2a and 2b. It is anticipated that two groundwater zones will be encountered during drilling. Therefore at 10 of the locations, two soil borings will be drilled approximately 5 feet apart from each other to install two temporary monitor wells, one to the upper groundwater bearing zone and the other to the lower groundwater bearing zone. Much of the groundwater and possibly soil where the soil borings are to be drilled and the temporary monitor wells installed is expected to be contaminated, therefore this dual approach will help prevent comingling of groundwater and possible contamination.

Table 1 beginning on the next page summarizes the borings and temporary monitor wells. Well numbers with letters "a" and "b" indicate the situation where two borings and two monitor wells will be installed within approximately 5 feet of each other. The actual identification label and location of the double borings/temporary monitor wells may differ in the field from the chart due to field conditions. The depths given in Table 1 for the shallow temporary monitor wells are also estimates.

TABLE 1 – REC and Soil Boring and Sampling Well Locations

REC Location	Soil Borings and Approximate Locations in the Subject Right-of-Way	Estimated Construction Depth feet bps*	Depth of Boring, feet bps	Samples
<p>REC 1. Chevron LPST site at 12860 Memorial Drive.</p>	<p>Boring 1 a and b (B-1a and b): On the east side of the northbound Beltway 8 Frontage Road approximately 120 feet north of its intersection with Memorial Drive. B-2: On the northeastern corner of the intersection of Memorial Drive and Beltway 8 Frontage Road. B-3: Approximately 100 feet east of B-1 on the northern side of Memorial Drive. B-4: Approximately 100 feet east of B-2 on the northern side of Memorial Drive.</p>	<p>B-1: 23 B-2: 22 B-3: 23 B-4: 22</p>	<p>B-1a (upper groundwater zone-ugz): 23 B-1b (lower groundwater zone-lgz): 28 B-2: 27 B-3: 28 B-4: 27</p>	<p>5 soil & 2 groundwater samples analyzed for benzene, toluene, ethylbenzene, and total xylenes (BTEX); methyl butyl ether (MTBE); and total petroleum hydrocarbons (TPH).</p>
<p>CONTINUED ON NEXT PAGE</p>				

<p>RECs 2., 3., and 4. The contaminant plume associated with leaks from Your Valet Cleaners at 614 West Bough Lane A-1 Cleaners LPST and VCP site at 12754 Memorial Drive, Mobil Gas Station at 12802 Memorial Drive, and contamination at Sprint PCS Tower IOP site at 608 West Bough Lane.</p>	<p>B-5a and b: Near the western entrance of Town and Village Shopping Center on the east-northeast side of Memorial Drive. B-6: Approximately 120 feet east-southeast of B-5 on the east-northeast side of Memorial Drive. B-7: Approximately 120 feet east-southeast of B-6 on the east-northeast side of Memorial Drive. B-8: Approximately 120 feet east-southeast of B-7 on the east-northeast side of Memorial Drive. B-9: Approximately 120 feet east-southeast of B-8 on the east-northeast side of Memorial Drive. B-10a and b: Approximately 120 feet southeast of B-9 on the northeast side of Memorial Drive. B-11: Approximately 120 feet southeast of B-10 on the northeast side of Memorial Drive. B-12a and b: On North Bough Lane approximately 100 feet northeast of its intersection with Memorial Drive. B-13: Approximately 120 feet southeast of B-11 on the northeast side of Memorial Drive. B-14a and b: Approximately 120 feet southeast of B-13 on the northeast side of Memorial Drive. B-15: Approximately 120 feet south-southeast of B-14 on the east-northeast side of Memorial Drive. B-16: Approximately 120 feet south-southeast of B-15 on the east-northeast side of Memorial Drive.</p> <p>CONTINUED ON NEXT PAGE</p>	<p>B-5: 23 B-6: 23 B-7: 22 B-8: 23 B-9: 23 B-10: 24 B-11: 23 B-12: unknown B-13: 23 B-14: 22 B-15: 21 B-16: 21</p>	<p>B-5a (ugz): 23 B-5b (lgz): 28 B-6: 28 B-7: 27 B-8: 28 B-9: 28 B-10a (ugz): 24 B-10b (lgz): 29 B-11: 28 B-12a (ugz): 24 B-12b (lgz): 29 B-13: 28 B-14a (ugz): 22 B-14b (lbz): 27 B-15: 26 B-16: 26</p>	<p>16 soil & 8 groundwater samples analyzed for volatile organic compounds (VOCs) including MTBE, total petroleum hydrocarbons (TPH), and Resource Conservation and Recovery Act (RCRA) 8 metals.</p>
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Mr. Ricky Gonzalez, P.E., Lockwood, Andrews, and Newnam, Inc.
 Proposal to Perform ESA-II for
 Reconstruction of Memorial Drive between West Sam Houston Parkway and Tallowood Road
 TIRZ 17, Houston, TX
 AEC Proposal Number E16-06-03
 July 12, 2016
 Page 5 of 11

<p>RECs 5. and 6. The contaminant plume associated with Conoco 43059 LPST site at 12699 Memorial Drive and Alexan Memorial Bend Apartments IOP site at 12667 Memorial Drive.</p>	<p>B-17a and b: Approximately 104 feet south of Huntingwick Drive on the western side of Memorial Drive. B-18: Approximately 120 feet south of B-17 on the western side of the Memorial Drive. B-19: On the southern side of Boheme Drive approximately 120 feet west of its intersection with Memorial Drive. B-20: Approximately 120 feet south of B-18 on the western side of the Memorial Drive. B-21a and b: Approximately 120 feet south of B-20 on the western side of the Memorial Drive. B-22: Approximately 120 feet south-southeast of B-21 on the south-southwest side of the Memorial Drive. B-23: Approximately 120 feet south-southeast of B-22 on the south-southwest side of the Memorial Drive.</p>	<p>B-17: 21 B-18: 19 B-19: unknown B-20: 26 B-21: 26 B-22: 22 B-23: 20</p>	<p>B-17a (ugz): 21 B-17b (lgz): 26 B-18: 24 B-19: 26 B-20: 31 B-21a (ugz): 26 B-21b (lgz): 31 B-22: 27 B-23: 25</p>	<p>9 soil & 4 groundwater samples analyzed for VOCs, including, MTBE, and TPH.</p>
<p>CONTINUED ON NEXT PAGE</p>				

Mr. Ricky Gonzalez, P.E., Lockwood, Andrews, and Newnam, Inc.
 Proposal to Perform ESA-II for
 Reconstruction of Memorial Drive between West Sam Houston Parkway and Tallowood Road
 TIRZ 17, Houston, TX
 AEC Proposal Number E16-06-03
 July 12, 2016
 Page 6 of 11

<p>REC 7. The contaminant plume associated with the MW Cleaners/Lantern Lane Shopping Center-Pro Cleaners VCP and IHWCA site at 12534 Memorial Drive and the Memorial Green VCP site at 12601 Memorial Drive.</p>	<p>B-24: At the northeastern corner of Memorial Drive and Somerset Place on the northern side of Memorial Drive. B-25a and b: Approximately 120 feet east of B-24 on the northern side of Memorial Drive. B-26: Approximately 120 feet east of B-25 on the northern side of Memorial Drive. B-27: Approximately 120 feet east of B-26 on the northern side of Memorial Drive. B-28: Approximately 120 feet east of B-27 on the northern side of Memorial Drive. B-29a and b: On the eastern or western side (depending on utility locations) of Tallowood Road approximately 100 feet north of its intersection with Memorial Drive. B-30a and b: Approximately 120 feet east of B-28 on the northern side of Memorial Drive. B-31: Approximately 120 feet east of B-30 on the northern side of Memorial Drive.</p>	<p>B-24: 20 B-25: 24 B-26: 19 B-27: 19 B-28: 20 B-29: unknown B-30: 22 B-31: 10</p>	<p>B-24: 25 B-25a (ugz): 24 B-25b (lgz): 29 B-26: 24 B-27: 24 B-28: 25 B-29a (ugz): 22 B-29b (lgz): 27 B-30a (ugz): 22 B-30b (lgz): 27 B-31: 15</p>	<p>11 soil & 6 groundwater samples analyzed for VOCs and TPH.</p>
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*bps = below pavement surface

Mr. Ricky Gonzalez, P.E., Lockwood, Andrews, and Newnam, Inc.

Proposal to Perform ESA-II for

Reconstruction of Memorial Drive between West Sam Houston Parkway and Tallowood Road

TIRZ 17, Houston, TX

AEC Proposal Number E16-06-03

July 12, 2016

Page 7 of 11

Each of the soil boring locations except B-12, B-19, and B-29 will extend to approximately 5 feet below the depth of construction. The construction depth for these borings is unknown, therefore the borings at those locations will be drilled to 5 feet below the nearest known depth of construction.

Based on the data collected for the ESA-I report, several different groundwater contamination scenarios may exist: 1) upper zone is only contaminated, 2) upper zone is not contaminated, but the lower zone is contaminated. 3) both the upper and lower zones are contaminated and 4) neither zone is contaminated. Caution and unique drilling techniques will be needed to help prevent co-mingling of the two groundwater-bearing zones. The following describe the drilling procedures to be used to help prevent comingling.

1) Soil boring location which will not be converted to a temporary monitor well: In this scenario, a hydraulically-driven continuous direct-push soil borer with a dual-tube sampler will be used to advance the soil boring to the total depth and obtain a soil core from each boring. The dual-tube approach leaves a metal tube in the bored hole as drilling proceeds to help prevent contamination from co-mingling between water and soil zones. One soil sample will be collected per boring location.

2) Soil boring location with only one groundwater bearing zone which will be converted to a temporary monitor well: In this scenario, the boring will be advanced as in Number 1 and a temporary monitor well will be installed with a screen opened to the groundwater-bearing zone. One soil sample and one water sample will be collected at each boring location.

3) Soil boring location with two groundwater-bearing zones which will be converted to a temporary monitor well: In this scenario, a groundwater sample will need to be collected from each water-bearing zone. To do this, two borings approximately 5 feet apart will be advanced at the location of groundwater sampling. One soil sample will be collected from each of the two borings. The first boring will be advanced to the base of the upper groundwater-bearing zone, obtaining a soil core from the boring location and a new 1-inch diameter PVC pipe with a slotted section in the water-bearing zone will be installed as a temporary well casing to the depth of the borehole and a groundwater sample will be collected from the upper groundwater bearing zone. To collect a second groundwater sample from the lower groundwater bearing zone, a second borehole, located approximately 5 feet from the first boring, will be advanced using a dual tube sampler to obtain a continuous soil core to the proposed total depth of the soil boring. A new 1-inch diameter PVC pipe with a slotted section in the water-bearing zone will be installed as a temporary well casing through the dual-tube sampler to the depth of the borehole. The metal casing left by the dual-tube sampler will be raised to expose the screen to the lower water-bearing zone and will remain in place at the upper groundwater bearing zone to help prevent comingling of the two water zones. A groundwater sample will then be collected from the lower groundwater bearing zone.

Regardless of which drilling scenario is used, the total depth of each boring will be measured from the top of the pavement surface. The soil core from each boring will be collected in acetate liners within the direct-push borer. The soil will be logged and field screened every foot for hydrocarbon vapors using a photoionization detector (PID). A soil sample of the core from each such boring will be collected for laboratory analysis from the interval exhibiting the highest PID reading. If the PID readings are non-detect or represent background readings the sample will be collected from directly above the water table. If no saturated zone exists, then a sample will be collected from the bottom of the boring. Each soil sample will be placed into a separate clean, laboratory-provided sample container, labeled with the date and time of sample collection, the boring number and sample depth, the requested analyses, and the initials of the sample collector.

Approximately one of every three boring locations will be converted into a double temporary groundwater monitor well. A new 1-inch diameter PVC pipe with a slotted section in the water-bearing zone will be installed as a temporary well casing to the full depth of each of the converted borings. After installation, the groundwater level will be measured in each well using an electronic water level probe. Each well with sufficient water will be developed by removing groundwater using a peristaltic pump and new plastic tubing. A groundwater sample will be collected from each temporary well after development. Each groundwater sample will be placed into a clean, laboratory-provided sample container, labeled with the date and time of sample collection, the boring number, the requested analyses, and the initials of the sample collector.

Following the collection, each soil and groundwater sample will be preserved on ice, and transferred to A&B Environmental Services, Inc. laboratory with a completed chain-of-custody form. Each soil and groundwater sample is planned to be analyzed by the following methods to determine the following concentrations of chemicals of concern.

- REC 1: Benzene, toluene, ethyl benzene and total xylenes (BTEX) and Methyl Tertiary Butyl Ether (MTBE) by Environmental Protection Agency (EPA) Method 8021B (or equivalent method) and total petroleum hydrocarbons (TPH) by Texas Commission on Environmental Quality (TCEQ) Method TX 1005.
- RECs 2, 3, and 4: Volatile organic compounds (VOC) including MTBE by Environmental Protection Agency (EPA) Method 8260B (or equivalent method), TPH by TCEQ Method TX 1005, and Resource Conservation Recovery Act (RCRA) 8 metals by SW-6010B/7470A and EPA Method 200.7/245.1 (or equivalent methods).
- RECs 5 and 6: VOCs including MTBE by EPA Method 8260B (or equivalent method), and TPH by TCEQ Method TX 1005.
- REC 7: VOCs by EPA Method 8260B (or equivalent method) and TPH by TCEQ Method TX 1005.

After the soil and groundwater sampling, each temporary monitor well will be removed and each of the 41 boreholes will be grouted to the base of the pavement/base material. The remaining

Mr. Ricky Gonzalez, P.E., Lockwood, Andrews, and Newnam, Inc.
Proposal to Perform ESA-II for
Reconstruction of Memorial Drive between West Sam Houston Parkway and Tallowood Road
TIRZ 17, Houston, TX
AEC Proposal Number E16-06-03
July 12, 2016
Page 9 of 11

portion of each borehole will be completed with a concrete or asphalt patch depending on the type of original pavement.

It is estimated that each of the 41 soil borings will produce approximately 4 gallons of waste soil and each temporary monitor well will produce 5.5 gallons of wastewater from sampling and equipment decontamination or an estimated 264 gallons of waste material that will require off-site disposal. The waste soil and water will be properly containerized, labeled and temporarily stored until the laboratory analysis results are known. If the respective laboratory analysis reports indicate that the soil and/or the water are contaminated, the containers of contaminated waste soil and/or wastewater will be properly transported with a manifest and disposed at an appropriately licensed facility. If the waste soil is not contaminated, it will be disposed as solid waste. If the wastewater is not contaminated, it will be discharged into the sanitary sewer. Composite samples from soil and groundwater which is contaminated must also be analyzed for the following as directed by the receiving landfill:

- BTEX
- MTBE
- TPH 1005
- VOCs
- TCLP RCRA 8 metals
- RCI (hazardous waste characteristics).

A draft report on the limited ESA-II investigation will be prepared upon completion of the laboratory analyses. The report will include a description of the on-site investigation procedures, a site plan detailing the location of each soil boring, a copy of the analytical laboratory report, soil boring logs, and conclusions and recommendations. Based on the limited ESA-II investigation, the report will attempt to delineate the approximate area of contaminated soil and/or groundwater. Two bound and one unbound copies and a compact disk (CD) of the draft report will be submitted to LAN. As appropriate, the draft report will be revised in response to any comments. Following any necessary revisions, we will prepare and submit to LAN an unbound copy of the revised ESA-II report and a CD that contains a pdf file copy of the report.

We are prepared to commence work on this project immediately upon receiving written authorization to perform the proposed limited ESA-II. The report on the limited ESA-II will be submitted to you within 90 days of project authorization and notice to proceed.

As shown in the attached City of Houston "Level of Effort Spreadsheet", the estimated not-to-exceed cost for the ESA-II investigation to assess potential contamination in the Subject Right-of-Way for the Reconstruction of Memorial Drive project from West Sam Houston Parkway to Tallowood Road is \$86,336.75. Because of the slower drilling technique needed to help prevent cross contamination of groundwater, that each boring needs to be grouted upon completion

Mr. Ricky Gonzalez, P.E., Lockwood, Andrews, and Newnam, Inc.
Proposal to Perform ESA-II for
Reconstruction of Memorial Drive between West Sam Houston Parkway and Tallowood Road
TIRZ 17, Houston, TX
AEC Proposal Number E16-06-03
July 12, 2016
Page 10 of 11

instead of all at once to help prevent cross contamination, that work on the road is only allowed from 9AM to 4 PM, and that the weather is very hot and humid, we anticipate that the pavement coring will take 4 days and the drilling will take 11 days. The cost of the waste disposal depends upon whether the material is hazardous and the type of waste containers used. AEC for the purposes of the cost proposal pricing has assumed that the waste material will be hazardous, because that is the maximum the disposal would cost. Only the portion of waste disposal costs identified in the attached "Level of Effort Spreadsheet" that are needed will be charged. A copy of the various disposal scenario costs is attached. The waste characterization costs are required by the landfill.

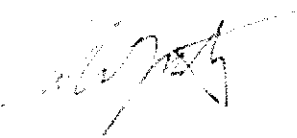
An invoice will be submitted to LAN upon completion of the project and remittance will be due within 30 days. The ESA-II will be performed in accordance with the attached Environmental Services Terms and Conditions unless a specific agreement is executed between LAN and AEC. For your convenience, project authorization and notice to proceed can be initiated by completing the information on the next page, signing the authorization and mailing, emailing, or faxing it to AEC.

LIMITATIONS

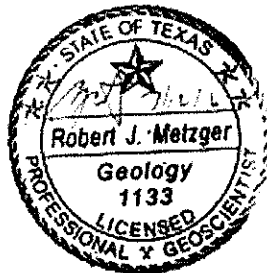
AEC cannot guarantee that not finding evidence of contamination means that contamination does not exist within the Subject Right-of-Way. The soil borings, the collection and analysis of the proposed soil and groundwater samples and the suite of analytical testing comprising this scope of services are limited by the cost and schedule constraints of the project. As a result, the goal of this investigation is to reduce, but not eliminate uncertainty regarding the presence of contaminants in the Subject Right-of-Way.

We appreciate the opportunity to perform professional environmental services for LAN. Please contact me if you should have any comments or questions in response to this proposal.

Sincerely,
AVILES ENGINEERING CORPORATION


Robert J. Metzger, P.G.
Senior Geologist

Attachments



Mr. Ricky Gonzalez, P.E., Lockwood, Andrews, and Newnam, Inc.
Proposal to Perform ESA-II for
Reconstruction of Memorial Drive between West Sam Houston Parkway and Tallowood Road
TIRZ 17, Houston, TX
AEC Proposal Number E16-06-03
July 12, 2016
Page 11 of 11

AUTHORIZATION AND NOTICE TO PROCEED

**To Perform a ESA-II for Reconstruction of Memorial Drive
Project from West Sam Houston Parkway to Tallowood Road.**

In accordance with the attached Terms and Conditions

The signature below authorizes the work described herein.

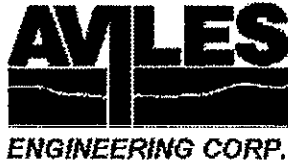
FOR: Lockwood, Andrews, and Newnam, Inc.

Signature

Printed Name and Title

Date

EXHIBIT F



September 19, 2016

Mr. Ricky Gonzalez
Lockwood, Andrews, and Newnam, Inc.
2925 Briarpark Drive, Suite 400
Houston, Texas 77079

Re: Geotechnical Investigation Proposal
Midtown Redevelopment Authority/TIRZ 17
Memorial Drive Drainage and Mobility Improvements
Houston, Texas
AEC Proposal No. G2016-09-11

Dear Mr. Gonzalez,

Aviles Engineering Corporation (AEC) is pleased to present this geotechnical investigation proposal for the Midtown Redevelopment Authority/TIRZ 17's proposed reconstruction of Memorial Drive from Sam Houston Parkway to west of Tallowood Road, in Houston, Texas (Houston/Harris County County Key Map No. 489G, H, M, and 490J). Based on the drawings (dated August 2015) provided by Lockwood, Andrews, and Newnam, Inc. (LAN), the proposed improvements include: (i) installation of RCP and RCB storm sewers along the project alignment; (ii) installation of 8 to 16 inch diameter waterlines; and (iii) reconstruction of the existing roadway with new concrete pavement. Based on the provided drawings, the storm sewers will have a maximum invert depth of 17 to 24 feet below existing grade.

According to LAN, the geotechnical investigation should be performed in general accordance with the requirements from the City of Houston (COH) Infrastructure Design Manual (IDM) and the Texas Department of Transportation (TxDOT) Geotechnical Manual. AEC proposes to drill a total of eight borings (Borings T-1 through T-8) ranging from 30 to 35 feet along the project alignment. The total boring footage is 245 linear feet. AEC will also incorporate the soil information from 9 borings (Borings B-1 through B-9) that were previously drilled by AEC along the project alignment in 2012. A proposed Boring Location Plan (showing both proposed and existing borings) is included in the Attachments. We will perform a site reconnaissance prior to drilling and mark the boring locations; we request that the Client arrange access to the site for our field personnel. We will contact the Texas 811 system to check underground utilities at the site; however Texas 811 does not locate water lines, storm, or sanitary sewers. We also request that existing utility drawings for the site be provided to AEC and that onsite personnel clear existing underground utilities prior to arrival of the drilling rig.

Based on our previous borings, AEC assumes that the boring locations can be accessed with a truck-mounted drill rig. Concrete coring will be required. Traffic control will be required along the entirety of the alignment. We will collect samples continuously at 2 foot intervals from the ground surface to a depth of 20 feet below grade, then at 5 foot intervals thereafter to the boring termination depths. In accordance with TxDOT requirements, we will perform TxDOT Cone Penetrometer (TCP) tests at 5 foot intervals throughout the borings. Undisturbed samples will be obtained of cohesive soils by pushing a Shelby tube (ASTM D 1587). Standard Penetration Test samples will be obtained of granular soils (ASTM D 1586). Representative portions of all soil samples will be sealed, packaged, and transported to our laboratory. We will note any visual evidence or odor indicating hazardous materials if encountered in the samples. Water level readings will be noted during drilling and upon completion of drilling. Upon completion of drilling, the borings will be backfilled with cement-bentonite grout, and the pavement surface patched with non-shrink grout.

Laboratory testing may consist of moisture contents, Atterberg limits, percentage passing No. 200 sieve, sieve analysis, unconfined compression, and unconsolidated-undrained triaxial tests depending on the soil types encountered. We will analyze the field and laboratory data to develop an engineering report which provides recommendations for: (i) installation of underground utilities by open cut method, including pipe loading, deflection, thrust resistance, trench excavation, shoring, and backfill; and (ii) reconstruction of roadways with concrete pavement, including pavement thickness design and subgrade preparation. We will provide two copies of the draft report and three copies of the final report. Additional report copies will be provided at \$30 each.

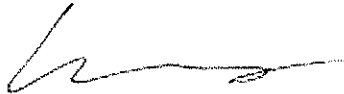
The lump sum fee our services is **\$34,905.00**. An itemized fee estimate is included in the attachments. The fee includes one mob/demob of a truck mounted drill rig, concrete coring, a site visit to mark the boring locations, and 5 copies of the engineering report (2 draft and 3 final). The base fee assumes that any existing underground utilities will be located by others prior to drilling. Buggy rig mobilization, tree clearing, fence/gate removal, restoration of the site to its original condition, standby time, surveying, Phase I fault study, plan/specification review, environmental assessment/testing/cleanup, and attendance at meetings are not included in the above fee. To help us maintain the estimated schedule and avoid additional fees, we request that we be provided with all pertinent project details, drawings and any proposed/preferred geotechnical-related design details at the onset of the project. Project terms and conditions will be in accordance with the Professional Services Agreement between AEC and LAN.

Weather permitting, we will perform a site reconnaissance and mark the proposed boring locations 2 business days after the required project drawings, the signed contract, and notice-to-proceed are received. Weather permitting and assuming no field delays, the drilling should take four days and the laboratory tests about 3 weeks after completion of drilling. We anticipate providing you the draft geotechnical report about 2 weeks after the laboratory test results are complete, and will provide the final geotechnical report about 2 weeks after comments on the draft report are received.

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

We appreciate the opportunity to present this proposal, and look forward to working with you.

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



Wilber L. Wang, P.E.
Project Engineer



Shou Ting Hu, M.S.C.E., P.E.
President

Attachments: Itemized Fee Estimate, Boring Location Plan

Geotechnical Investigation
 TIRZ 17 Memorial Drive Drainage and Mobility Improvements
 Houston, Texas
 AEC Proposal No. G2016-09-11
 09/19/2016



ITEMIZED FEE ESTIMATE

8 Borings Total: 7 @ 30', 1 @ 35'

A. FIELD EXPLORATION	QTY	UNIT		RATE	AMOUNT
Mobilization/Demobilization (Truck Drilling Rig)	1	LS	@	\$300.00	\$300.00
Daily Drill Crew Travel	4	days	@	\$75.00	\$300.00
Site Reconnaissance and Boring Layout (Project Engineer)	8	hrs.	@	\$96.00	\$768.00
Lane Closure Permit and Traffic Control Plan (Staff Engineer)	4	hrs.	@	\$82.00	\$328.00
Field Coordination and Utility Clearing (Staff Engineer)	8	hrs.	@	\$82.00	\$656.00
Geologic Fault/Hazard Evaluation (Sr. Geologist)	0	hrs.	@	\$82.00	\$0.00
Concrete Coring and Patching (6" dia, up to 6" thick, \$300 min.)	8	ea.	@	\$90.00	\$720.00
Concrete Coring (6" to 12" thick)	48	in	@	\$8.00	\$384.00
Field Supervision and Boring Logging (Staff Engineer)	27	hrs.	@	\$82.00	\$2,214.00
Soil Drilling and Continuous Sampling (0'-20')	160	ft.	@	\$18.00	\$2,880.00
Soil Drilling and Intermittent Sampling (20'-50')	85	ft.	@	\$16.00	\$1,360.00
Texas Cone Penetrometer Test	49	ea.	@	\$23.00	\$1,127.00
Install Piezometers	0	ft.	@	\$14.00	\$0.00
Piezometer Caps	0	ea.	@	\$60.00	\$0.00
Grout Boreholes (Cement-Bentonite)	245	ft.	@	\$5.00	\$1,225.00
Site Cleanup	4	hrs.	@	\$185.00	\$740.00
Piezometer Readings (Two Trips, Senior Technician)	0	hrs.	@	\$66.00	\$0.00
Plug and Abandon Piezometers	0	ft.	@	\$12.00	\$0.00
Drill Crew Standby (Crew of 3)	0	hrs.	@	\$185.00	\$0.00
Vehicle Charge	40	hrs.	@	\$7.50	\$300.00
	SUBTOTAL				\$13,302.00
B. TRAFFIC CONTROL					
Coordination for Traffic Control (Staff Engineer)	6	hrs.	@	\$82.00	\$492.00
Traffic Control for Lane Closures (Two Flagmen, Truck w/Attenuator)	4	days	@	\$1,600.00	\$6,400.00
	SUBTOTAL				\$6,892.00
C. GEOTECHNICAL LABORATORY TESTING					
Atterberg Limits (ASTM D-4318)	30	ea.	@	\$53.00	\$1,590.00
Passing No. 200 Sieve (ASTM D-1140)	30	ea.	@	\$41.00	\$1,230.00
Sieve Analysis w/o Hydrometer (ASTM D-422)	3	ea.	@	\$49.00	\$147.00
Moisture Content (ASTM D-2216)	97	ea.	@	\$8.00	\$776.00
Unconfined Compression Test (ASTM D-2166)	0	ea.	@	\$39.00	\$0.00
Unconsolidated-Undrained Test (ASTM D-2850)	30	ea.	@	\$54.00	\$1,620.00
	SUBTOTAL				\$5,363.00
D. ENGINEERING ANALYSIS & REPORT PREPARATION					
Principal Engineer	6	hrs.	@	\$167.00	\$1,002.00
Senior Engineer	32	hrs.	@	\$123.00	\$3,936.00
Staff Engineer	40	hrs.	@	\$82.00	\$3,280.00
Clerical/Word Processor	12	hrs.	@	\$36.00	\$432.00
Reproduction (2 Copies of Draft, 3 Copies of Final Report included)	0	report	@	\$40.00	\$0.00
	SUBTOTAL				\$8,650.00
E. MEETINGS					
Principal Engineer	4	hrs.	@	\$167.00	\$668.00
Vehicle Charge	4	hrs.	@	\$7.50	\$30.00
	SUBTOTAL				\$698.00
TOTAL ESTIMATED FEE FOR GEOTECHNICAL SERVICES					\$34,905.00

SWA Houston
1245 W 18th Street
Houston, Texas
77008
+1.713.868.1676
www.swagroup.com

21 September May 2016

WORK ORDER #13 CIP T-1738A

Mr. Scott Bean
Executive Director
Memorial City Redevelopment Authority
c /o Hawes Hill Calderon LLP
PO Box 22167
Houston, TX 77024
713-829-5720

Subject: CIP T-1738A Memorial Drive Drainage and Mobility Improvements
Project Detailed Design, Construction Documentation + Bidding
Phase Services
(SWA Job# RHTs503)

Dear Mr. Bean:

SWA is pleased to submit this proposal for professional services which includes the preparation of design and construction documents for landscape, irrigation, hardscape, lighting, bus shelters, and other amenities and improvements within the right-of-way from Beltway 8 to Tallowood Road (the "Project"). 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

SWA will perform professional design services for the Project improvements:

- Street trees
- Adopt-An-Esplanade program planting
- Planting at the ROW
- Irrigation
- Pedestrian pathways and crossings
- Pedestrian lighting
- Bus shelters

A. Design Documentation at 30%

1. Review comments and direction received from the TIRZ #17. Apply Board comments and direction to the conceptual design including

swa

scope and costs.

2. Prepare application for and coordinate Adopt-An-Esplanade with Houston Parks And Recreation Department (HPARD).
3. Develop sheet layout and related details in TxDOT format.
4. Mobilize SWA sub-consultants.
5. Coordinate with Memorial Management District.
6. Prepare for and attend one (1) public meeting.
7. Coordinate design scope with Project Engineer (LAN).

Deliverables

- Input to Final Design.
- Adopt-An-Esplanade preliminary application / coordination.
- Exhibits for one (1) public meeting presentation and attendance at same.
- Three (3) in-person coordination meetings: one with Houston Parks And Recreation Department (HPARD), one (1) with the Project Engineer, and one (1) with the Memorial Management District Executive Director.
- Two (2) in-person presentations, one (1) to TIRZ #17 Board of Directors and one (1) to the Memorial Management District Board for the preliminary design.
- Preliminary estimate of construction cost.
- Maximum of one (1) round of revisions.

B. Design Documentation at 60%, 90%, 95% and 100%

1. Prepare final design documents for constructing the proposed project improvements and amenities.
2. Prepare a 60%, 90%, 95% and 100% project submittals of the final design documents.
3. Respond to review comments at each submittal and make revisions to the design in accordance with the review comments.
4. Prepare the final application for the Adopt-An-Esplanade program for proposed esplanades.

5. Coordinate final design scope with Project Engineer.
6. Prepare technical sections of specifications in TxDOT format. Design standards and regulations will conform to the City of Houston's requirements.
7. Project Engineer shall be responsible for Project Approvals including TxDOT, TDLR and City of Houston Building Permit.
8. Project Engineer will be responsible for Bidding and Contract Requirements and General Requirements divisions of the specifications.
9. 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.
10. 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.
11. Complete Adopt-An-Esplanade procedures for approval of the three (5-6) esplanades.

Deliverables

- 90% plan set of construction documents.
- Technical Specifications in TxDOT format, which will conform to TxDOT's requirements.
- 100% plan set of construction document mylars.
- Final Estimate of Project Cost.
- Adopt-An-Esplanade approval.
- One electronic copy and one hard copy of the plan set and technical specifications.
- Three (3) in-person coordination meetings: one with Houston Parks And Recreation Department (HPARD), one (1) with the Project Engineer, and one (1) with the Memorial Management District Executive Director.

- Two (2) in-person presentations, one (1) to TIRZ #17 Board of Directors and one (1) to the Memorial Management District Board the for the preliminary design.
- Two (2) in-person coordination meetings with private property owners and representatives.
- 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 fees.

- Electrical engineer for powering the pedestrian lights and bus shelter lights.
- Structural engineer for light pole foundations and other structural design elements required by the City of Houston for scope of work items by SWA.
- 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 Project Engineer in reviewing bids received by the Client.

II. DESIGN APPROVAL

The Executive Director of 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, subject to the final approval by the Board of Directors. In the event that the design, as approved by the Executive Director and the Board is subsequently rejected, and re-design is required, such re-design services shall be compensated as Additional Services.

III. MEETINGS AND SITE VISITS

This proposal includes Professional Service time for up to seventeen (17) meetings for coordination with Client, agencies, stakeholders, consultants or Client / Client Representative as follows:

Preliminary Design Phase	5 meetings
Final Design Phase	7 meetings
Pre-Bid	1 meeting
Miscellaneous (Allowance)	4 meetings

(Additional meetings shall be billed as Additional Services).

IV. SCHEDULE

The scope of services will be complete in accordance with the Project Engineer's published schedule.

V. 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. Soils testing and/or engineering.
- D. Existing site engineering and utility base information.
- E. Overhead aerial photographs at controlled scale.
- F. 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.

VI. FEES

Services described above shall be provided on an hourly basis with a not to exceed fee of \$286,820. SWA will provide the scope of services without further written authorization. This amount shall not be exceeded without further, written authorization.

Reimbursable expenses shall be included in the fees stated above for local travel and copying / reproduction in the indicated quantities. 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.

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

A handwritten signature in black ink, appearing to be 'JV', is written over a horizontal line. The signature is enclosed within a large, hand-drawn oval.

James Vick, AIA
Principal & Contracting Agent
Architect, TX License #10477

ACCEPTED BY: Memorial City Redevelopment Authority

By: _____

Title: _____

Date: _____

City of Houston

By: _____

Title: _____

Date: _____

Proposal copyright ©2015 by SWA Group. No portion of this proposal may be copied or distributed to without the written permission of SWA Group.

In order to expedite invoicing, please indicate the following:

Billing Address:

Company Name: _____

Address: _____

Attention: _____

Your reference name/number:

Your Purchase Order or Contract Number reference for invoicing:

Memorial Drive Reconstruction - Beltway 8 to Tallowood

TIRZ #17 CIP T-1738A

Conceptual Cost Study

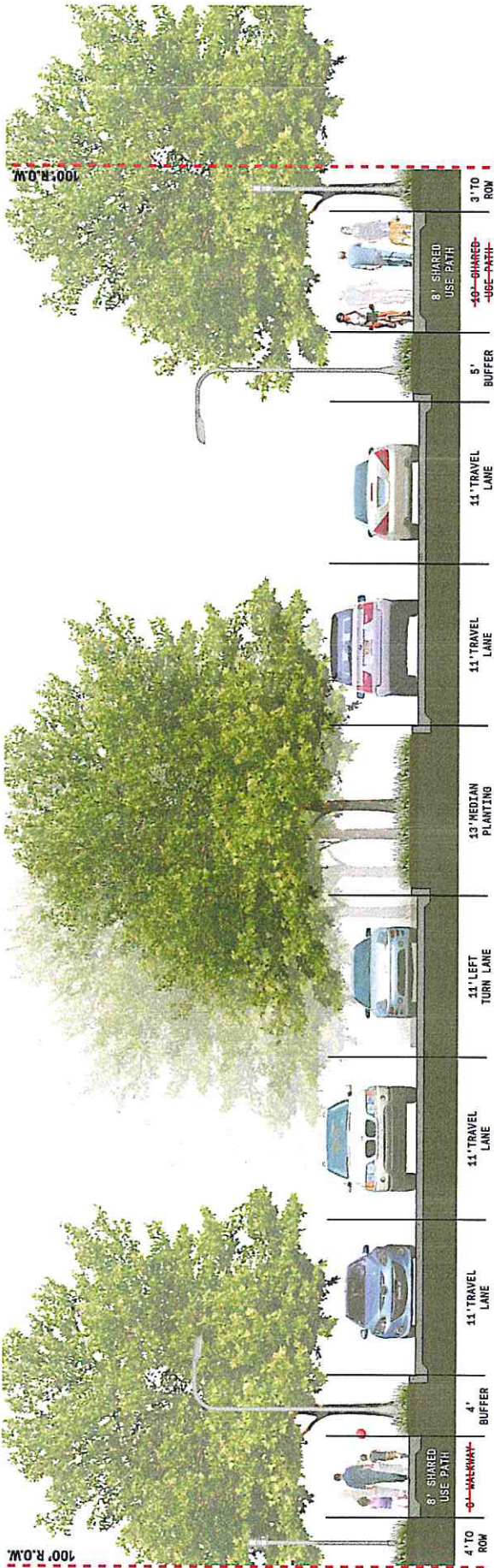
SWA

Item	Qty.	unit	Unit Cost	Unit Total	Remarks
Grading					
Fine grading and soil preparation	142,850	sf	\$0.25	\$35,712.50	Minimal rough grading and fine grading
Grading Sub-total				\$35,712.50	
Hardscape					
Concrete Pavers in Walk	25,000	sf	\$18.00	\$450,000.00	District Standards; located on both sides of street in 8' shared use paths
Hardscape Subtotal				\$450,000.00	
Site Lighting and Furniture					
Metro Bus Shelters	3	ea	\$25,000.00	\$75,000.00	District Standard Bus Shelter (total existing 11 METRO stops with 1 shelter; propose addition of 2 shelters with locations coordinated with METRO)
Pedestrian Lights	130	ea	\$8,000.00	\$1,040,000.00	District Standard; ~70' O.C. located on both sides in 8' shared use path
Electrical Service	1	ls	\$125,000.00	\$125,000.00	District Standard
Lighting Subtotal				\$1,240,000.00	
Irrigation					
Irrigation (sprinkler)	142,850	sf	\$1.20	\$171,420.00	Open areas - Bermuda, Perennials and Ornamental Planting
Irrigation (specimen tree bubblers)	300	ea	\$50.00	\$15,000.00	Reforestation Trees, Shade Trees, Ornamental Trees
Miscellaneous	1	ls	\$65,000.00	\$65,000.00	Additional Required Equipment
Irrigation Subtotal				\$251,420.00	
Planting					
Street Trees	130	ea	\$750.00	\$97,500.00	100gal spaced at 50'
Live Oak Median Trees	170	ea	\$650.00	\$110,500.00	65gal; spaced at 60'
Landscape Planting	14,000	sf	\$6.50	\$91,000.00	5gal, 3gal, and 1gal
Common Bermuda	128,250	sf	\$0.25	\$32,062.50	Bermuda Grass Hydromulch and Solid Sod Strips
Planting Subtotal				\$331,062.50	
Total				\$2,308,195.00	

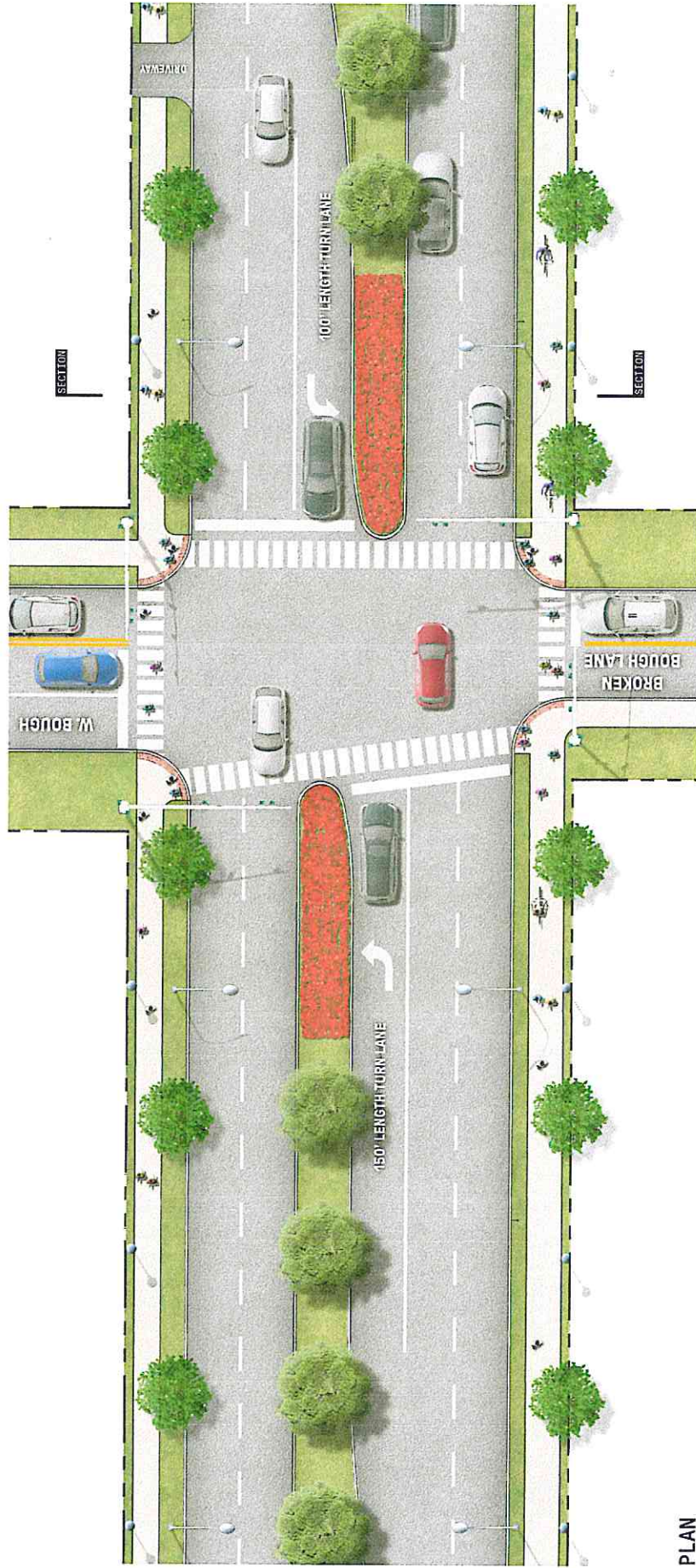
Notes:

- 1) Overall Project Length 5,000 Linear Feet
- 2) Overall Project Construction Budget \$18,000,000
- 3) Amenity Budget is 13% of Overall Project Budget
- 4) Improvements consistent with both Streetscape Design Standards and City Requirements

100' R.O.W.



SECTION



PLAN



September 23, 2016

Ann Givens, Chair of the Board
Memorial City Redevelopment Authority/TIRZ#17
c/o Hawes Hill Calderon LLP
P. O. Box 22167
Houston, TX 77227-2167

Re: Proposal to Complete Categorical Exclusion Documentation for the Memorial Drive Reconstruction Project

Dear Ms. Givens,

The Goodman Corporation (TGC) is pleased to present the enclosed scope of services for environmental studies in support of a Categorical Exclusion designation for the following projects within Memorial City Redevelopment Authority:

- Memorial Drive Reconstruction – Beltway 8 to Tallowood Road

TGC will prepare the environmental study following Texas Department of Transportation (TxDOT) guidelines for an Open-Ended (d) Categorical Exclusion (CE) under the National Environmental Policy Act (NEPA).

Thank you for the opportunity to participate on this project.

Sincerely,

Jim Webb
Chief Operating Officer

Accepted For TIRZ 17 Chair

Signature Date

Print

Accepted for City of Houston

Signature Date

Print

**Memorial City Redevelopment Authority
Environmental Studies for Categorical Exclusion**

Memorial Drive Reconstruction – Beltway 8 to Tallowood Road

The Categorical Exclusion documentation will be prepared in accordance with Texas Department of Transportation (TxDOT) and Federal Highway Administration (FHWA) rules.

This Scope of Work does not include a public meeting or a public hearing during the course of the project. The specific direction regarding the need for additional public involvement will be determined by TxDOT Environmental staff after the Advance Funding Agreement has been executed and the level of public involvement already completed has been provided to TxDOT. If a public meeting or public hearing is required, these activities will be provided via an additional submitted task order.

TGC proposes to conduct the following tasks:

Task 1: Purpose & Need for the Proposed Action

LAN will provide TGC with the estimated cost and letting schedule for the project. TGC will prepare a draft chapter on the Purpose & Need for the Proposed Action, including maps, tables and charts, as appropriate.

Task 2: Alternatives Analysis

LAN will provide TGC with CAD files of the schematic layout of the proposed roadway in plan, profile, and cross-section views, showing the proposed right-of-way, pavement limits, and drainage system. LAN will also provide drawings of alternative concepts that have been considered for this project. TGC will review and describe additional preliminary alternatives, as appropriate, to show that a range of alternative actions has been considered for the CE. TGC will prepare a draft chapter on Alternatives covering preliminary alternatives, why the alternatives were rejected, and descriptions of the alternatives carried forward (assumed for this Scope of Work to be No Action and Build/Preferred Alternative).

Task 3.1: Socioeconomic Analysis

TGC will obtain 2010 U.S. Census and 2010-2014 American Community Survey data for census blocks, block groups, and census tracts. Data will include population, racial and ethnic proportions, median household income, proportion below poverty level, and languages spoken. TGC will also develop a community profile for the project area based on field observations and published materials.

Task 3.2: Water Quality Conditions

TGC will obtain water quality data from the Texas Commission on Environmental Quality for the streams that drain the watershed in which the project area is situated, within five stream miles of the project area.

Task 3.3: Plant Communities and Wildlife Habitat

TGC will use aerial photographs and field observations to determine the types of plant communities and wildlife in the project area. TGC will determine the species of trees within the proposed right-of-way and estimate the ranges of their heights and diameters. TGC will determine if any special habitats (as defined by the Texas Parks & Wildlife Department and US Fish and Wildlife) are present. TGC will also initiate appropriate coordination with Parks & Wildlife for endangered species.

Task 3.4: Waters and Wetlands Identification

TGC will use aerial photographs, field observations, and the US Fish and Wildlife Wetlands Mapper to identify potential waters and wetlands in the proposed right-of-way. TGC will characterize the waters and wetlands in terms of species present, physical and chemical qualities, and habitat value, and map their approximate locations and extents.

Task 3.5: Air Quality Assessment

TGC will do a qualitative assessment of potential impacts to air quality due to emissions of ozone precursors and mobile source air toxins by motor vehicles, a conformity analysis for the non-attainment area, and a compliance analysis with the regional Congestion Mitigation Process, in accordance with TxDOT Standards of Uniformity. This Scope of Work assumes that forecast traffic levels are not high enough to require an Air Quality Analysis for carbon monoxide.

Task 3.6: Floodplains Assessment

TGC will use GIS and Federal Emergency Management Agency Flood Insurance Rate Maps to determine if the project is in the 100-year floodplain, and if so, document measures that will be taken to avoid and mitigate floodplain impacts.

Task 3.7: Cultural Resources Assessment

TGC will conduct an initial assessment of cultural and historic resources in the proposed right-of-way. If historic resources are found, TGC will assess the historic resources **at additional cost**.

If required, a qualified historical consultant under TGC's direction will prepare and submit Research Design documents for surveys of historical resources in properties adjacent to the proposed project right-of-way. On approval by TxDOT ENV of the research designs, the historical consultant will perform surveys to determine if any adjacent property is eligible for listing on the National Register of Historic Sites. The consultant will prepare and submit stand-alone historical resource report. TGC will incorporate the results of the historical studies in the environmental report.

Task 3.8: Hazardous Materials Assessment

TGC will assess and document potential contamination of the project right-of-way by hazardous materials, as identified within the Phase I Environmental Site Assessment (dated April 22, 2015) as received by LAN. As Environmental Site Assessments have a six-month shelf-life, TGC will access an updated regulatory database in order to assess any new documented hazardous materials.

Task 3.9: Indirect Impacts Assessment

TGC will obtain approved forecasts by government agencies of land development and redevelopment likely to occur in the project area over the next 20 years. TGC will assess the extent and types of future development likely to be induced by the proposed project and estimate the likely environmental impact of this additional development.

Task 3.10: Cumulative Impacts Assessment

TGC will obtain lists of past, present, and reasonably foreseeable nearby projects that could result in cumulative environmental impacts with the proposed action. TGC will assign study areas, estimate the magnitude and nature of the environmental impacts of other projects, and assess the cumulative impacts of this and other projects.

Task 4: Prepare and Revise Categorical Exclusion Documentation

TGC will prepare the required Categorical Exclusion documentation, including text and appropriate charts, tables, and maps, based on the above tasks, as follows:

- Purpose and Need of the Proposed Action: the need for action, and how the proposed project would meet the need.
- Alternatives: the range of possible alternatives, screening to reasonable alternatives, and detailed descriptions of the reasonable alternatives.
- Affected Environment: the current condition of the natural and human environment that could be affected by the project.
- Environmental Consequences: the potential impacts of the project on the natural and human environment, and measures to mitigate this impact.
- Public Involvement: the results of public outreach activities, including a public meeting and notice of opportunity for a public hearing (if necessary).
- Conclusions: the results of the assessment, justification of a Categorical Exclusion determination, any required environmental permits, commitments to mitigate environmental impacts, and the results of agency coordination.

Schedule

TGC proposes to perform Tasks 1 through 3, culminating in a draft CE, in 12 weeks from receipt of an executed contract. This schedule assumes that initial plan drawings are provided to TGC upon notice to proceed. Due to potentially lengthy review times by parties outside of TGC control, TGC has estimated the schedule for Tasks 5, 6 and 7 to extend the project schedule 16 more weeks, but TGC cannot determine their actual duration.

Project Timeline							
	Months						
	1	2	3	4	5	6	7
Task 1							
Task 2							
Task 3							
Task 4							
Task 5							
Task 6							

Budget

TGC proposed budget for this revised Scope of Work is \$39,350, as shown in the attached cost proposal. TGC will send the Memorial City Redevelopment Authority an invoice at the end of each month for that month’s work, accompanied by a progress report showing the percent of the project that has been completed that month.

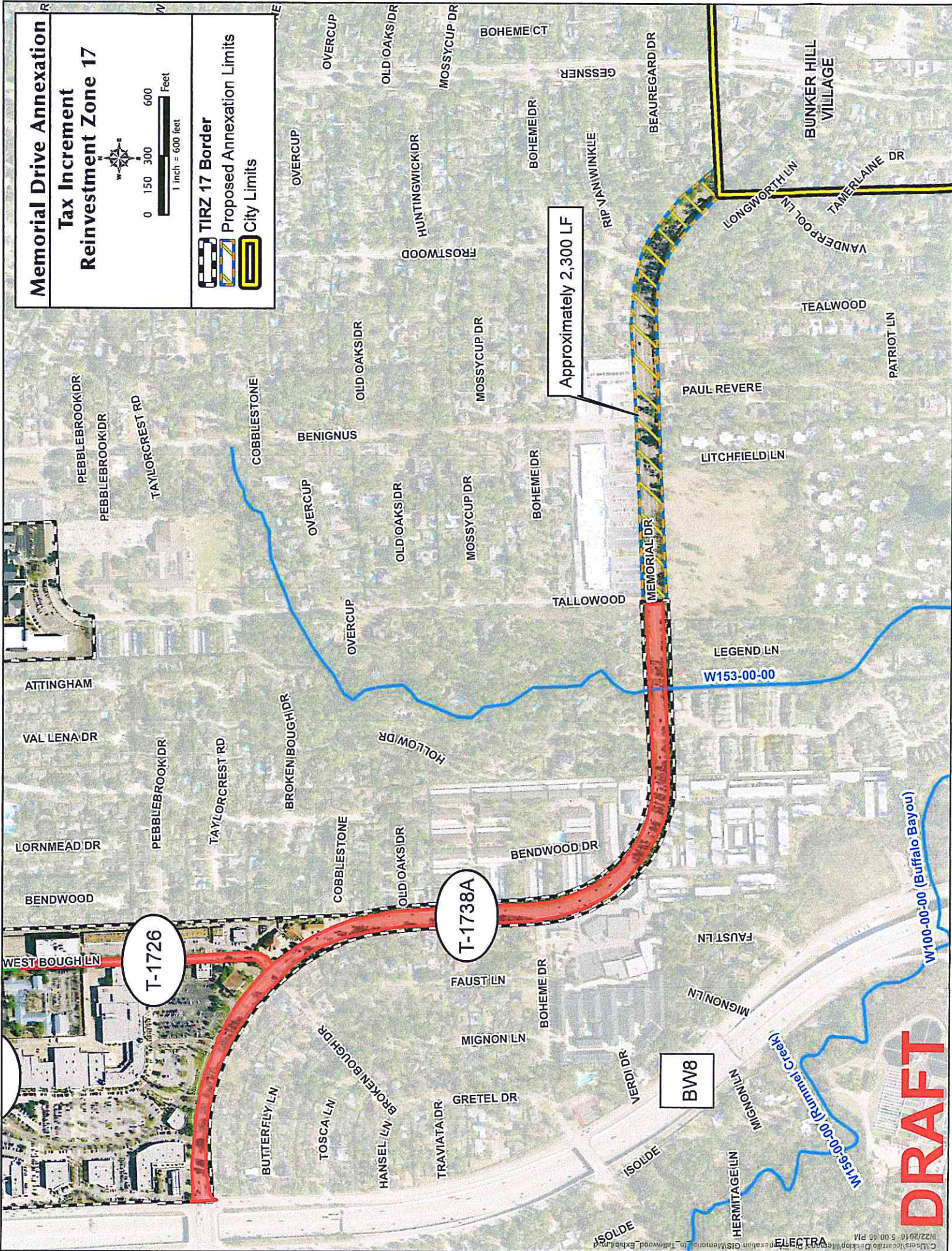
Cost Proposal: Memorial Drive Reconstruction		
Task	Description	Amount
1	Purpose and Need	\$1,500
2	Alternative Analysis	\$3,500
3.1	Socioeconomic Analysis	\$3,000
3.2	Water Quality Conditions	\$1,000
3.3	Plant Communities and Wildlife Habitat	\$4,500
3.4	Waters and Wetlands Identification	\$1,000
3.5	Air Quality Assessment	\$1,000
3.6	Floodplains Assessment	\$1,000
3.7	Cultural Resources Assessment	\$1,000
3.7a	Historical Resource Analysis	To Be Determined
3.8	Hazardous Materials	\$1,350
3.9	Historical Resource Identification	\$1,500
3.9	Indirect Impacts Assessment	\$2,000
3.10	Cumulative Impacts Assessment	\$2,000
4	Draft and Final EA	\$15,000
Total		\$39,350

**Memorial Drive Annexation
Tax Increment
Reinvestment Zone 17**



TIRZ 17 Border

 Proposed Annexation Limits
 City Limits



DRAFT

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

AGENDA MEMORANDUM

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

11. CIP project updates from engineering and planning consultants.

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

AGENDA MEMORANDUM

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

12. General professional engineering services proposal from LAN.



September 23, 2016

Ann Givens, Chair of the Board
Memorial City Redevelopment Authority/TIRZ#17
c/o Hawes Hill Calderon LLP
P.O. Box 22167
Houston, TX 77227-2167

Attention: Mrs. Ann Givens,

Re: Proposal to Provide Engineering Consulting Services to Memorial City Redevelopment Authority (MCRA) TIRZ17

Dear Mrs. Givens,

Lockwood, Andrews and Newnam, Inc. (LAN) is pleased to submit this proposal for engineering consulting services. LAN will provide support services as requested and authorized by the Executive Director or as directed by the Board. LAN anticipates the scope of services to include various tasks to assist implementing the MCRA's capital improvement program such as planning meetings, public information development, and other miscellaneous tasks

Time will be billed on an hourly basis, not to exceed \$15,000.00, at the current rates shown on the attached rate sheet. The invoice for this task order will be submitted separately from the CIP task orders.

We are prepared to begin this work immediately and look forward to our continued relationship in assisting the MCRA in implementing their capital program. Please feel free to contact me at (713) 266-6900 if you have any questions or need additional information.

Sincerely,

Muhammad Ali, P.E.
Associate, Team Leader

MA: rg

Attachments: Exhibit A –
Hourly Rate Schedule

Accepted For
Memorial City Redevelopment Authority

Signature Date

Print

Accepted for City of Houston

Signature Date

Print

Exhibit A



Memorial City Redevelopment Authority
Approved Engineering Firms
Standard Rate Sheet Matrix
9/17/2013

	Classification	Rate
1	Principal	275
2	Sr. Project Manager	225
3	Project Manager	175
4	Construction Manager	170
5	Senior Project Engineer	165
6	Project Engineer	150
7	GIS Specialist	130
8	Graduate Engineer	120
9	Senior Designer	115
10	Inspector	110
11	Project Administrator	110
12	CADD Tech	90
13	Administrative Assistant	85
14	Clerical	65

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

AGENDA MEMORANDUM

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

13. General landscape architectural services proposal from SWA.

SWA Houston

1245 W 18th Street
Houston, Texas
77008
+1.713.868.1676
www.swagroup.com

WORK ORDER #15

23 September 2016

Mr. Scott Bean
Executive Director
Memorial City Redevelopment Authority
c/o Hawes Hill Calderon LLP
PO Box 22167
Houston, TX 77024
713-829-5720

Subject: Professional Design Services - On Call Services
(SWA Project RHTs505)

Dear Mr. Bean:

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

SCOPE OF SERVICES

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

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

TERMS AND FEES

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

Services described shall be provided on an hourly, not to exceed fee of \$25,000 and be based on the hourly rates from the previous on-call agreement. Expenses are included in the fee.

swa

September 23, 2016

Job #RHTs505

Page 2 of 3

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,

A handwritten signature in black ink, consisting of a large, loopy 'J' followed by a horizontal line and some scribbles.

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: _____

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

AGENDA MEMORANDUM

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

14. Shared-use path from Memorial Drive to Terry Hershey Park.