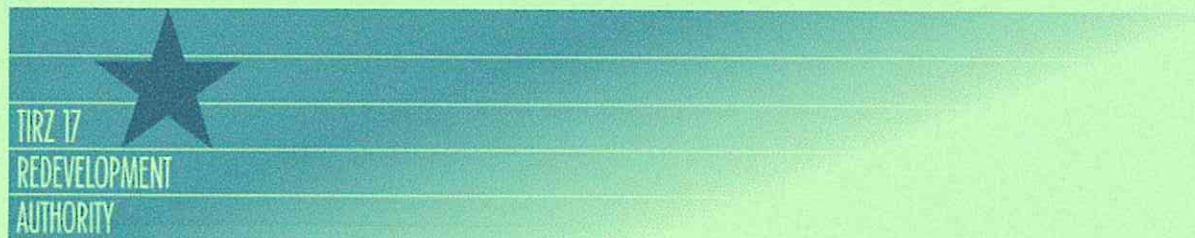


MEMORIAL CITY
REDEVELOPMENT AUTHORITY,
TIRZ No. 17,
City of Houston



Agenda and Agenda Materials
Meeting of the Board of Directors

March 31, 2017

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

Notice is hereby given that the Board of Directors of the TIRZ 17 Redevelopment Authority (aka the Memorial City Redevelopment Authority) and the Tax Reinvestment Zone Number Seventeen, City of Houston, Texas, will hold a joint meeting on **Friday, March 31, 2017, at 8:00 a.m.**, at Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024, open to the public, to discuss and adopt such orders, resolutions or motions, and take direct or indirect actions as may be necessary, convenient, or desirable with respect to the following matters:

AGENDA

1. Establish quorum and call meeting to order.
2. Receive public comments.
3. Approve Minutes of February 28, 2017, regular meeting.
4. Receive financial and bookkeeper's report, including payment of invoices, review of investments and project cash flow reports.
5. Amendment to agreement with Hawes Hill Calderon, LLP.
6. Agreed-Upon Procedures report Town Centre Partners, Ltd.; authorize appropriate action.
7. CIP Committee.
 - a. Project Update Report from LAN.
 - b. Project Update Report from Klotz Associates, including;
 - i. Presentation on W-140, Straws, and preliminary Bunker Hill bridge design.
 - c. Project Update Report from Goodman Corporation.
 - d. Project Update Report from SWA, including;
 - i. Amended work authorization for Gessner Road landscape design.
8. 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.
9. 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.
10. Adjournment.



Executive Director for Authority

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

AGENDA MEMORANDUM

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

3. Approve minutes of the February 28, 2017 regular meeting.

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

February 28, 2017

ESTABLISH QUORUM AND CALL MEETING TO ORDER.

The Board of Directors of the TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority and Tax Reinvestment Zone Number Seventeen, City of Houston, Texas, held a regular joint meeting on Tuesday, February 28, 2017, at 8:00 a.m., at the Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024, inside the boundaries of the TIRZ, open to the public, and the roll was called of the duly appointed members of the Board, to-wit:

Position 1 – Marshall B. Heins
Position 2 – John Rickel
Position 3 – David P. Durham
Position 4 – Ann T. Givens, *Chair*

Position 5 – Zachary R. Hodges
Position 6 – Brad Freels, *Vice-Chair*
Position 7 – Glenn E. Airola, *Secretary*

and all of the above were present, with the exception of Director Heins, thus constituting a quorum. Also present were Scott Bean, Linda Clayton and Elisa Rodriguez, all with Hawes Hill Calderon, LLP; Jessica Holoubek, Allen Boone Humphries Robinson, LLP; and Michelle Lofton, ETI Bookkeeping Services. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; Council Member Greg Travis and Monica Aizpurua, District G; Amy Peck, District A; Jack Valinski, COH; Karen Glynn and Laurie Rosenbaum, City of Bunker Hill; Ben Gillis, Memorial City MD; Muhammad Ali and Derek St. John, both of LAN; Bart Standley, Klotz Associates; Lokesh Vijayagopal and David Garza, both of Gunda Corporation; Virginia Gregory, Donna Freedman, Kay Haslam, Jim Shroff, Bruce Nichols James Shanks, Ed Browne, Lois Myers, David Tresch and Dean Bixler. Chair Givens called the meeting to order at 8:00 a.m.

RECEIVE PUBLIC COMMENTS.

Kay Haslam discussed a letter regarding diverting the Sam Houston trunkline into W153. She stated the line is already overloaded. Ed Browne stated he would like to take the opportunity to discuss TIRZ projects with Klotz Associates. Lois Myers stated there is no one present representing District A at the meeting and City and County officials should be attending TIRZ meetings. She discussed the response to her open records request and stated she did not receive the plans that have been submitted to Harris County Flood Control and the City of Houston. She stated the TIRZ should be spending its money on detention ponds. Donna Freedman discussed the Cost Sharing Agreement for Parking Garage relating to Town & Country that was on the Agenda last month. She made statements regarding detention and flooding in the area. Bruce Nichols stated Frostwood supports fact based mitigation in the area. He stated Frostwood does not agree with negative public comments made by others. He stated Frostwood strongly supports the Board's efforts in detention plans.

APPROVE MINUTES OF JANUARY 23, 2017, REGULAR MEETING.

Upon a motion duly made by Director Rickel, and being seconded by Director Airola, the Board voted unanimously to approve the Minutes of the January 23, 2017, Board meeting, as presented.

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. Upon a motion duly made by Director Rickel, and being seconded by Director Hodges, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented.

PRESENTATION ON TOWN AND COUNTRY AT QUEENSBURY INTERSECTION IMPROVEMENTS; AUTHORIZE APPROPRIATE ACTIONS.

Mr. Vijayagopal provided a presentation on the Town & Country Blvd. and Queensbury Lane Intersection Realignment & Signalization. A copy of the presentation was included in the Board agenda materials. No action from the Board was required.

CIP COMMITTEE.

a. Project Update Report(s) from LAN.

i. Consider Pay Estimate No. 4 including Change Order No. 1 and Final Pay Estimate No. 5 and Release of Retainage for Four Points by Sheraton project from Corner Rock Construction.

Mr. Ali reported the Four Points by Sheraton parking lot extension project is complete. He reported final completion was achieved on February 15, 2017. He reviewed the unforeseen conditions encountered during the project, which included an existing 12-inch water line and differing subgrade conditions. He reviewed (a) Change Order No. 1 from Corner Rock Construction in the amount of \$12,329.96; (b) Pay Estimate No. 4 from Corner Rock Construction in the amount of \$76,778.71; and (c) Pay Estimate No. 5 Final from Corner Rock Construction in the amount of \$13,653.32, all were included in the Board agenda materials. He reported LAN has reviewed the Change Order and Pay Estimates and concurs with the amounts and recommends all for approval. He reported the water line does not affect final completion. Upon a motion duly made by Director Hodges, and being seconded by Director Airola, the Board voted to approve a) Change Order No. 1 from Corner Rock Construction in the amount of \$12,329.96; (b) Pay Estimate No. 4 from Corner Rock Construction in the amount of \$76,778.71; and (c) Pay Estimate No. 5 Final from Corner Rock Construction in the amount of \$13,653.32, as presented. Director Freels abstained. The motion passed.

ii. Authorization to bid Town and Country Roadway construction project contingent on final right-of-way acquisition approval.

Mr. Ali requested authorization to advertise for bids on the Town and Country Roadway construction project. Upon a motion duly made by Director Durham, and being seconded by Director Airola, the Board

voted to authorize LAN to advertise for bids on the Town and County Roadway construction project. Director Freels abstained. The motion passed.

iii. Proposal for Regional Detention Analysis South of Interstate 10.

Mr. Ali reviewed LAN's proposal to conduct additional drainage analysis south of I-10, and answered questions. Upon a motion duly made by Director Rickel, and being seconded by Director Durham, the Board voted unanimously to approve the LAN proposal to conduct additional drainage analysis south of I-10, as presented.

b. Project Update Report(s) from Klotz Associates.

Mr. Standley provided an update on the Briar Branch Channel Improvements project, a copy of the Monthly Status Report is included in the Board agenda materials, and answered questions. He reported he estimated it will take approximately 6 months for final approval from the City and Flood Control. Chair Givens pointed out that with all the changes taking place to the plans, the Board has no idea what the final design plan is going to look like. She reported any request for records cannot be given out until the plans have been finalized and the Board approves the plan. Mr. Standley provided an update on the N. Gessner Drainage and Mobility project, a copy of the Monthly Status Report is included in the Board agenda materials. No action from the Board was required.

c. Project Update Report(s) from Goodman Corporation.

No report.

d. Project Update Report(s) from SWA.

i. Amended work authorization for Gessner Road landscape design.

Director Rickel recommended to table this item until next month, to allow Mr. Vick to explain the proposal further. This item was tabled.

INTERLOCAL AGREEMENT WITH THE CITY OF HOUSTON FOR AMENITY FUNDING AT GESSNER AND LONG POINT INTERSECTION.

Mr. Bean stated the Board approved the Interlocal Agreement last month and it is at the City for review and comments. No action from the Board was required.

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.

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

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.

The Board reconvened in open session at 9:19 a.m. No action was taken.

ADJOURNMENT

There being no further business to come before the Board, Chair Givens adjourned the meeting at 9:20 a.m.

Secretary

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

AGENDA MEMORANDUM

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

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

Memorial City Redevelopment Authority

Cash Management Report

February 28, 2017

ETI BOOKKEEPING SERVICES
17111 ROLLING CREEK DRIVE SUITE 108
HOUSTON TX 77090
TELEPHONE 281 444 3384 FAX 281 440 8304

Fiscal Year End: June 30, 2017

Summary

<u>Current Activity</u>	<u>Memorial City Redevelopment Authority</u>			
	<u>General Fund</u>	<u>Capital Projects</u>	<u>Debt Service</u>	<u>Total</u>
Beginning Balance	19,856,454.83	0.00	523,056.48	20,379,511.31
Revenue	12,638.21	0.00	83,152.64	95,790.85
Expenditures	435,212.69	0.00	454,570.64	889,783.33
Ending Balance	19,433,880.35	0.00	151,638.48	19,585,518.83

NOTES:

Debt Service Payments due in Fiscal Year End 2017:

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

February 28, 2017

General Operating Fund

BEGINNING BALANCE: **19,856,454.83**

REVENUE:

Checking Interest - Wells Fargo	1,029.61	
Texpool Interest	367.17	
Wells Fargo/TexSTAR (Surplus Funds) Interest	3,741.43	
Due from DSF (2016R Bond Expense)	7,500.00	
Voided Check(s)	0.00	
Total Revenue:		12,638.21

DISBURSEMENTS:

Checks Presented At Last Meeting	344,775.55	
Checks Written at/after Last Meeting	7,500.00	
2684 Hutchinson, Shockey, Erley & Co.		
Surplus Funds Transfer to DSF	82,937.14	
Total Expenditures		435,212.69

Ending Balance: **19,433,880.35**

Location of Assets:

Institution	Investment Number	Interest Rate	
Wells Fargo Checking	*5490	0.1500	9,592,380.46
TexPool	*0001	0.5591	856,561.39
Wells Fargo/TexSTAR	TexSTAR Surplus Funds	0.5533	8,738,217.83
Texas Exchange Bank CD	*3601	1.1600	246,720.67
		Total	19,433,880.35
Certificate of Deposit	CD *3601	Term: 12 Months	Matures: 09/28/2017

Memorial City Redevelopment Authority
Checks Presented
March 31, 2017

Num	Name	Description	Amount
2685	Allen Boone Humphries Robinson LLP	Legal Fee	-3,232.50
2686	Blank Rome LLP	Legal Services	-4,266.00
2687	Equi-Tax, Inc	Tax Assessor Fee	-400.00
2688	eSiteful, Inc.	Email Hosting	-107.55
2689	ETI Bookkeeping Services	Bookkeeping Fee	-900.00
2690	Hawes Hill Calderon LLP	Professional Consultant	-7,500.00
2691	Klotz Associates Inc	Engineering Consultant	-62,056.89
2692	Lockwood, Andrews & Newman, Inc.	Engineering Fee	-48,311.36
2693	Sal Esparza, Inc.	Landscaping	-1,088.92
2694	SWA Group	Engineering Consultant	-9,793.50
2695	The Goodman Corporation Inc	Contract Services	-2,542.50
2696	TML Intergovernmental Risk Pool	Insurance Balance	-297.92
Total			-140,497.14

Debt Service Fund

BEGINNING BALANCE		523,056.48
REVENUE		
TexPool DSF Interest	7.06	
Wells Fargo/TexSTAR (2008 DSF) Interest	208.13	
Wells Fargo/TexSTAR (2008 Pled Rev) Interest	0.31	
Surplus Funds Transfer	82,937.14	
Total Revenue		83,152.64
EXPENDITURES		
2008 Debt Service Interest Payment	34,153.75	
2011 Debt Service Interest Payment	130,456.00	
2011A Debt Service Interest Payment	197,023.75	
2016 Debt Service Interest Payment	82,937.14	
Due to GOF (2016R Bond Expense)	7,500.00	
Trustee Fee	2,500.00	
Total Expenditures		454,570.64
ENDING BALANCE		151,638.48

Location of Assets:

Institution	Investment Number	Interest Rate	Current Balance
Wells Fargo *4601	TexSTAR 2008 DSF	0.5533	142,083.59
Wells Fargo *4600	TexSTAR 2008 Pledged Rev	0.5533	26.89
TexPool	*0004	0.5591	9,528.00
Total			151,638.48

Memorial City Redevelopment Authority
Investment Report
February 28, 2017

SCHEDULE OF INVESTMENTS

Investment Pools												
Fund	Location Of Assets	Interest Rate	Market	Beginning Balance N.A.V.	Book	Interest Earned	Deposits or (Withdrawals)	Market	N.A.V.	Book	Ending Balance	Book
GOF	TexPool	0.5591	856,374.02	1.00021	856,194.22	367.17	0.00	856,758.40	1.00023	856,561.39		
DSF	TexPool	0.5591	17,024.51	1.00021	17,020.94	7.06	(7,500.00)	9,530.19	1.00023	9,528.00		
GOF	Wells Fargo/ TexStar	0.5533	8,819,397.46	1.000225	8,817,413.54	3,741.43	(82,937.14)	8,740,192.67	1.000226	8,738,217.83		
DSF	Wells Fargo/ TexStar DSF	0.5533	503,622.25	1.000225	503,508.96	0.00	(361,425.37)	142,115.70	1.000226	142,083.59		
DSF	Wells Fargo/ TexStar PI Rev	0.5591	2,527.15	1.000225	2,526.58	0.31	(2,500.00)	26.90	1.000226	26.89		

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	1.1600	245,000.00	12 Months	9/28/2017	246,720.67	0.00	0.00	246,720.67

Demand Accounts

Fund	Location Of Assets	Interest Rate	Purchase Date	Beginning Balance	Interest Earned	Deposits or (Withdrawals)	Ending Balance
GOF	Wells Fargo	0.15	6/8/2015	9,936,126.40	1,029.61	(344,775.55)	9,592,380.46

Collateral Pledged In Addition to FDIC

Depository Institution	Total Funds On Deposit	Custodial Institution	Securities Pledged	Collateral Description	Par Value	Market Value
Wells Fargo	9,592,380.46	BNYM	20,715,233	WU2246	15,910,826	16,007,623

Certification:

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

Bookkeeper

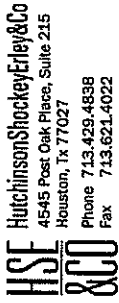
Investment Officer	Date Assumed Office	Investment Officer	Training Completed
Kenneth Byrd	8/6/2015		10/29/2016

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

				February			Year To Date (8 Months)			Annual	
				Actual	Budget	Variance	Actual	Budget	Variance	Budget	
Ordinary Income/Expense											
Income											
1000 · Income											
				8223 · Interest Income	5,354	3,081	2,273	47,256	24,646	22,610	36,969
				8930 · Bond Proceeds	0	0	0	17,011	0	17,011	81,310,397
				Total 1000 · Income	5,354	3,081	2,273	64,267	24,646	39,621	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	5,354	3,081	2,273	64,267	24,646	39,621	99,871,325
Expense											
3335 · Management Consulting Services											
				6320 · Legal	1,180	6,250	-5,070	31,569	50,000	-18,431	75,000
				6322 · Eng Consultant/General Prof.Svc	250	2,500	-2,250	13,970	20,000	-6,030	30,000
				6323 · Legal Litigation	4,369	8,333	-3,964	69,213	66,667	2,546	100,000
				6334 · Planning Consultings	0	4,167	-4,167	0	33,333	-33,333	50,000
				6337 · Construction Audit	0	0	0	7,000	7,000	0	10,000
				6343 · Other	108	0	108	323	0	323	0
				Total 3335 · Management Consulting Services	5,907	21,250	-15,343	122,075	177,000	-54,925	265,000
5650 · Transfers											
				6420 · COH Administration Fee	0	0	0	0	0	0	753,698
				6430 · Municipal Services	0	0	0	490,000	490,000	0	2,256,619
				Total 5650 · Transfers	0	0	0	490,000	490,000	0	3,010,317
5706 · Debt Service											
				5707 · Principal	0	0	0	2,870,000	4,561,417	-1,691,417	4,561,417
				5708 · Interest	444,571	716,042	-271,471	1,216,782	1,488,253	-271,471	1,488,253
				5709 · Debt Issuance Costs	0	0	0	226,052	0	226,052	0
				5710c · Trustee Fee	2,500	0	2,500	9,500	7,000	2,500	9,500
				Total 5706 · Debt Service	447,071	716,042	-268,971	4,322,334	6,056,670	-1,734,336	6,059,170
6300 · Administration & Overhead											
				6321 · Auditor	0	0	0	20,000	19,500	500	19,500
				6333 · Bookkeeping/Accounting	900	875	25	7,455	7,000	455	10,500
				6340 · Administration Salaries/Benefit	7,500	8,333	-833	60,000	66,667	-6,667	100,000
				6344 · Bond Svcs/Trustee/FA	400	0	400	3,200	0	3,200	14,300
				6353 · Insurance / FDIC Assess.Fee	298	0	298	1,290	1,000	290	3,500
				Total 6300 · Administration & Overhead	9,098	9,208	-110	91,945	94,167	-2,222	147,800
7000 · Capital Expenditure											
				1701 · Gessner Widening	0	0	0	235	0	235	0
				1709 · Lumpkin I-10 Westview	434	0	434	804,617	0	804,617	0
				1717 · Town & Country W. Drain/Mobil	2,321	291,667	-289,346	335,049	2,333,333	-1,998,284	3,500,000
				1722 · Town & Country Biv Signalizatr	235	0	235	2,713	0	2,713	0

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

	February			Year To Date (8 Months)			Annual
	Actual	Budget	Variance	Actual	Budget	Variance	Budget
1725 · Parks & Green Space Improv.	1,175	10,417	-9,242	10,436	83,333	-72,897	125,000
1727 · N.Gessner Thoroughfare	0	0	0	123	0	123	0
1731A · Detention Basin & W-140 Bridge	655	0	655	5,021	0	5,021	0
1731B · Memorial Drainage & Mobility	0	0	0	118	0	118	0
1732A · N Gessner Drainage & Mobility	50,974	341,667	-290,693	178,607	2,733,333	-2,554,726	4,100,000
1732B · N.Gessner Drainage & Mobility	0	41,667	-41,667	0	333,333	-333,333	500,000
1734 · W140 Channel Improvements	22,437	466,667	-444,230	244,695	3,733,333	-3,488,638	5,600,000
1734B · Bunker Hill Bridge	0	70,833	-70,833	0	566,667	-566,667	850,000
1735A · Detention Basin A	1,911	83,333	-81,422	99,887	666,667	-566,780	1,000,000
1737 · MetroNational - Detention/Roads	0	0	0	1,086,092	1,119,241	-33,149	1,119,241
1738 · T&C Way Partners, LLC	0	0	0	880,322	0	880,322	0
1738A · Memorial Dr Drainage & Mobility	45,352	83,333	-37,981	118,435	666,667	-548,232	1,000,000
1739 · Town Center Partners, Ltd	0	0	0	0	0	0	0
1799 · Concrete Panel Replace Program	0	2,917	-2,917	0	23,333	-23,333	35,000
Total 7000 · Capital Expenditure	125,494	1,392,501	-1,267,007	3,766,350	12,259,240	-8,492,890	17,829,241
Total Expense	587,570	2,139,001	-1,551,431	8,792,704	19,077,077	-10,284,373	27,311,528
Net Income	-582,216	-2,135,920	1,553,704	-8,728,437	-19,052,431	10,323,994	72,559,797



Hutchinson Shockey Eryel & Co
4545 Post Oak Place, Suite 215
Houston, TX 77027
Phone 713.429.4838
Fax 713.621.4022

Invoice

To: Mr. Drew Masterson
Managing Director
FirstSouthwest
700 Milam Street, Suite 500
Houston, Texas 77002

From: Mark Nitcholas
Hutchinson Shockey Eryel & Co
4545 Post Place, Suite 215
Houston, TX 77027

RE: Memorial City Redevelopment Authority
\$17,945,000 Tax Increment Revenue Refunding Bonds, Series 2016

Date: November 22, 2016

Sum of:
\$7,500.00

Mail check to:
Hutchinson, Shockey, Eryel & Co.
222 W. Adams, Suite 1700
Chicago, IL 60606

Wire Funds to:
Harris Trust & Savings Bank
111 West Monroe Street
Chicago, IL 60603
ABA #071000288
A/C: Hutchinson, Shockey, Eryel & Co
A/C Number: 293-744-9

9/12/16
[Signature]

ALLEN BOONE HUMPHRIES ROBINSON LLP

To contact the ABHR Billing Department, please call 713-880-6400 or email at billing@abhr.com
February 24, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Client/Matter: MEM0001-01
Statement Number: 86273
Billing Attorney: Trey Lay

REMITTANCE PAGE

Fees for services posted through February 10, 2017 1,180.00
Expenses and Other Items posted through February 10, 2017 0.00
Total Amount Due: \$1,180.00

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

Allen Boone Humphries Robinson LLP
PO Box 4346
Department 80
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 # 6990
3-18-2017
[Signature]



ALLEN BOONE HUMPHRIES ROBINSON LLP

February 24, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Mr. Michelle Lofton
ETI Bookkeeping Services
17111 Rolling Creek Drive, Suite 108
Houston, TX 77060

Client/Matter:
Statement Number:
Billing Attorney:
MEM001-01
86273
Trey Lay

General

Professional Fees
Fees for services posted through February 10, 2017, as follows:

Table with columns: Date, Professional, Hours. Rows include entries for 01/09/17, 01/18/17, 01/19/17, 01/20/17, 01/24/17, and 02/09/17.

Total Task Hours:
Total Task Amount:

Public Information Requests

Table with columns: Date, Professional, Hours. Rows include entries for 01/30/17, 01/31/17, and 02/01/17.

Allen Boone Humphries Robinson LLP

February 24, 2017

Memorial City Redevelopment Authority
MEM001-01

Page: 2
86273

Statement Number:

Information Act request.
Telephone conference with Scott Bean regarding Lois Meyers request.

0.25

1.75

\$857.50

\$1,180.00

Total Task Hours:

Total Task Amount:

Total Fees:

TASK FEE BREAKDOWN

Table with columns: General, Public Information Requests, Hours, Amount. Rows show 1.50 hours for General and 1.75 hours for Public Information Requests.

Total Fees: \$ 1,180.00
Total Expenses and Other Items: \$ 0.00
Total Amount Due: \$ 1,180.00

Allen Boone Humphries Robinson LLP

February 24, 2017

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

February 24, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Projects
MEM001-03
88274
Trey Lary
Client/Matter:
Statement Number:
Billing Attorney:

REMITTANCE PAGE

Fees for services posted through February 10, 2017
Expenses and Other Items posted through February 10, 2017

1,950.00
0.00
Total Amount Due: \$1,950.00



ALLEN BOONE HUMPHRIES ROBINSON LLP

Telephone: 713-860-6400

February 24, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Ms. Michelle Lofton
ETI Bookkeeping Services
17111 Rolling Creek Drive, Suite 108
Houston, TX 77080
Client/Matter:
Statement Number:
Billing Attorney:
MEM001-03
88274
Trey Lary

Projects

Professional Fees
Fees for services posted through February 10, 2017, as follows:

Date	Professional	Hour
01/18/17	N. Gessner Drainage & Mobility Agreement. Telephone conference with Scott Bear; work on Interlocal Agreement. 1732A	0.75
01/19/17	Jessica Holoubek	0.75

Total Task Hours: 1.50
Total Task Amount: \$735.00

Projects

Date	Professional	Hour
01/18/17	Allen & Country W. Drain/Mobility Agreement. Telephone conference with Muhammed Ali; telephone conference with Scott Bear; revise draft of cost sharing agreement for parking garage demo. 1717	1.00
01/19/17	Jessica Holoubek	0.50
01/27/17	Jessica Holoubek	0.25
01/30/17	Jessica Holoubek	0.25

Total Task Hours: 2.00
Total Task Amount: \$960.00



Allen Boone Humphries Robinson LLP
February 24, 2017

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PO Box 4346
Department 90
Houston, TX 77210-4346

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Total amount payable in U.S. dollars

Code # 10000000
3-16-2017

Statement Number:

Town & Country Biv Signalization - 1722

Review development agreement and discuss reimbursement steps with Andy Beaupre.

Total Task Hours: 0.50
Total Task Amount: \$235.00
Total Fees: \$1,950.00

TASK FEE BREAKDOWN
N Geesner Drainage & Mobility - 1732A
Town & Country W. Drain/Mobil - 1717
Town & Country Biv Signalization - 1722

Hours	Amount	Code
1.50	735.00	Code 1732A
2.00	880.00	Code 1717
0.50	235.00	Code 1722

Total Fees: \$ 1,950.00
Total Expenses and Other Items: \$ 0.00
Total Amount Due: \$ 1,950.00

SR

ALLEN BOONE HUMPHRIES ROBINSON LLP

To contact the ABHR Billing Department, please call 713-860-6400 or email at billing@abhr.com
February 24, 2017

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Litigation
Client/Matter: MEM001-21
Statement Number: 86274
Billing Attorney: Trey Lay

REMITTANCE PAGE

Fees for services posted through February 10, 2017 102.50
Expenses and Other items posted through February 10, 2017 0.00
Total Amount Due: \$102.50

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Houston, TX 77210-4346

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Total amount payable in U.S. dollars

100.916
0.000 # 3700

SR

BLANK ROME LLP
COUNSELORS AT LAW

717 TEXAS AVENUE
SUITE 1400
HOUSTON, TEXAS 77002
(713) 228-6601 FAX: (713) 228-6605
FEDERAL TAX ID. NO. 35-1311874

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

MARCH 06, 2017
148310-00601 02752
1645519

INVOICE DATE:
MATTER NO.
INVOICE NO.

REGARDING: MEMORIAL CITY REDEVELOPMENT AUTHORITY AND
REINVESTMENT ZONE NUMBER 17, CITY OF HOUSTON, TEXAS
CIVIL ACTION NO. 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

DATE	INVOICE	AMOUNT	CREDITS	BALANCE
02/02/17	1638589	4,025.00	0.00	4,025.00
BALANCE FORWARD				\$ 4,025.00
FOR LEGAL SERVICES RENDERED THROUGH 02/28/17				\$ 241.00
CURRENT INVOICE TOTAL				\$ 4,266.00
TOTAL AMOUNT DUE				\$ 4,266.00

Code # 6389
3/14/2017

ACH / WIRE

MAIL

BANK NAME: RBS Citizens Bank Philadelphia, PA	Blank Romo LLP Attn: Finance Department One Logan Square 130 North 18th Street Philadelphia, PA 19103-6998
ACCOUNT TITLE: Blank Romo LLP	
ACCOUNT NUMBER: 6318649326	
ABA NUMBER: 036076100 (Domestic)	
SWIFT CODE: CTZ1US33 (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 #
3/1/2017	50790

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

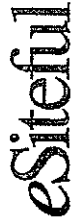
DESCRIPTION	AMOUNT
Fee per Contract, Monthly Consultant Services	400.00

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

Total \$400.00

Code # 6389
3/14/2017

ESITEFUL CORPORATION
 12777 Jones Road, Suite 175
 Houston, TX 77070
 (832)604-7083
 les.lee@esiteful.com
 http://www.esiteful.com



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

INVOICE

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

INVOICE # 5731
DATE 03/01/2017
DUE DATE 03/01/2017
TERMS Due on receipt

ACTIVITY	QTY	RATE	AMOUNT
Quarterly Hosting for 3 email exchanges (April - June 2017)	1	107.55	107.55

BALANCE DUE \$107.55

Close Date 3/1/17
 Invoice # 5731

ETI Bookkeeping Services
 PO BOX 73109
 Houston, TX 77273

Invoice

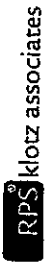
Date	Invoice #
3/1/2017	7892

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

Description	Qty	Rate	Amount
Bookkeeping		900.00	900.00

Total	\$900.00
Payments/Credits	\$0.00
Balance Due	\$900.00

Close Date 3/1/17
 Invoice # 7892



1160 Dairy Ashford, Suite 500, Houston, Texas 77079
 T 281 589 7257 E email@klotz.com V: rpsgroup.com | klotz.com

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

March 17, 2017
 Project No: 1111,004,000
 Invoice No: 217080

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 January 18, 2017 to February 24, 2017:

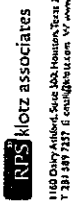
Description	Contract Amount	Percent Complete	Billed to Date	Previously Invoiced	Current Invoice
PhII Final Design T-1732A & B (TADOT)	460,700.00	0.00	0.00	0.00	0.00
PhII Final Design T-1732B (COH)	127,413.00	36.54	46,564.75	35,163.21	11,201.54
PhII Final Design T-1732A (COH)	474,170.00	98.45	466,820.37	466,820.37	0.00
PhI PER Update	107,850.00	54.87	59,177.30	30,758.82	28,418.48
Additional Services	214,087.96	29.00	61,291.55	61,291.55	0.00
Sub - Contracted Engineering Svc (N/A)	20,000.00	0.00	0.00	0.00	0.00
Reimbursable Expenses	22,800.00	0.00	0.00	0.00	0.00
Total Fee	1,427,042.96	0.00	631,833.97	594,233.95	39,620.02

Receipts:
 Total Billings Contract Amount: 39,620.02
 Balance: 594,233.95
 Total Due This Invoice: 594,233.95

1111,004,000
 217080

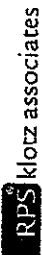
Memorial City Redevelopment Authority / TIRZ 17

North Gessner Drainage and Mobility Improvements
 IH10 (Kelly Fry) to Westview & Westview to Long Point
 TIRZ 17 CIP No. T-1732A & T-1732B
 RPS Klotz Assoc. Job No. 1111,004,000



Professional Services Summary
 Through 02/24/17
 Invoice #

Task	Contract Budget Fees	Authorized Amounts	Percent Complete %	Budget Amount Earned	Previously Billed	Earned This Period
Basic Services						
I. Phase I - PER Update	\$107,850.00	\$107,850.00	64.87%	\$69,177.30	\$30,760.82	\$28,418.48
II. Phase II - Final Design						
1. T-1732A (COH)	\$474,170.00	\$474,170.00	98.45%	\$466,820.37	\$466,820.37	\$0.00
2. T-1732B (COH)	\$127,413.00	\$127,413.00	36.54%	\$46,564.75	\$35,163.21	\$11,201.54
3. T-1732A & B (TADOT)	\$460,700.00	\$460,700.00	0.00%	\$0.00	\$0.00	\$0.00
III. Phase III - GPS (Not Authorized)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
Subtotal Basic Services	\$1,170,165.00	\$1,170,165.00		\$772,592.42	\$532,942.40	\$39,620.02
Additional Engineering Services / Subcontracted Services / Reimbursable Expenses						
I. Additional Engineering Services	\$149,761.00	\$23,280.00	76.17%	\$17,499.66	\$17,499.58	\$0.00
1. T.C.P.s - Traffic Control Plans						
2. Traffic Signals - 2 Locations (Gessner & IH10; Gessner & Westview)	\$68,010.00	\$68,010.00	49.65%	\$33,768.97	\$33,768.97	\$0.00
3. SWQP - Stormwater Pollution Prevention Plans	\$11,100.00	\$11,100.00	90.33%	\$10,025.00	\$10,025.00	\$0.00
4. Ph 2 ESA	\$47,371.00	\$47,371.00	0.00%	\$0.00	\$0.00	\$0.00
II. Subcontracted Services						
1. Updated Geotechnical Invas. (Aviles)	\$22,224.24	\$22,224.24	0.00%	\$0.00	\$0.00	\$0.00
2. Updated Survey (Kuo)	\$26,973.00	\$26,973.00	0.00%	\$0.00	\$0.00	\$0.00
3. Street Light Plans (team)	\$9,176.92	\$9,176.92	0.00%	\$0.00	\$0.00	\$0.00
4. Tree Protection Plans (Koch)	\$5,960.80	\$5,960.80	0.00%	\$0.00	\$0.00	\$0.00
6. Add'l Sub-Consultant Services	\$20,000.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
III. Reimbursable Expenses	\$22,000.00	\$22,000.00	0.00%	\$0.00	\$0.00	\$0.00
Subtotal Additional Services	\$556,887.96	\$238,887.96		\$61,291.55	\$61,291.55	\$0.00
Total Professional Services Fees	\$1,427,042.96	\$1,427,042.96		\$633,863.97	\$594,233.95	\$39,620.02
Total Fees Earned this Period						\$39,620.02



1160 Dairy Ashford, Suite 500, Houston, Texas 77079
 T 281 589 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 - IIR10 to Long Point
 CIP No: T-1732A & T-1732B

Period: Through February 24, 2017
 RPS Klotz Assoc. Project No: 1111.004.000

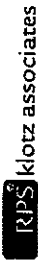
Activities Completed this Period

1. Ph I PER Update - Authorization received dated 12-16-16.
 - a. Complete review of previous draft PERs for update complete.
 - b. Continue development of updated PER for CoH review and approval.
2. Ph II Final Design - Authorization received dated 11/14-14 & 12-16-16.
 - a. Basic and Additional Services
 - 1.) Update of N. Gessner SWMM model to incorporate A&B as one construction project begun. Draft Drainage Impact report in process.
 - 2.) Continue development of design plans as one construction project.
 - 3.) Continue updated Survey and Geotechnical Investigation.
 - 4.) Continue ESA II study and field work.
 - 5.) Continue coordination with SWA for streetscape design.
 - b. Meetings
 - 1.) Project meeting with SWA on 02-10-17
 - 2.) Additional Project Team Meetings as required.
 - 3.) Project Review Meeting with CoH held on 02-06-17.
 - 4.) Progress Mtgs. with TIRZ Executive Director as requested.
 - 5.) Attended and provided update at TIRZ Board & CIP Committee Meetings.

Activities Planned for Next Period

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

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



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Mr. Scott Blain
 Executive Director
 Memorial City Redevelopment Authority
 3955 Katy Freeway, Suite 215
 Houston, TX 77024

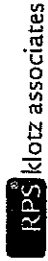
March 17, 2017
 Project No: 1111.004.000
 Invoice No: 217079

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

Per Professional Services rendered from January 28, 2017 to February 24, 2017:

Description	Contract Amount	Percent Complete	Billed to Date	Previously Invoiced	Current Invoice
Basic Services (LS)	910,543.25	87.17	801,566.28	779,128.41	22,436.87
Additional Services (T&M)	191,506.26	53.3863	106,068.23	106,068.23	0.00
Total Fee	1,111,050.01		907,634.51	885,197.64	22,436.87
Repay:					
Total Billings	22,436.87		885,197.64	897,634.51	
Contract Amount				1,111,050.00	
Balance				203,870.49	
Total Due This Invoice					522,436.87

Copy # 1734
 3/16/17



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Monthly Status Report

Project Memorial City Redevelopment Authority / TIRZ 17
 Briar Branch (W140-01-00) Channel Improvements &
 Briar Branch 'Straws' and Bunker Hill Bridge
 CIP No: T-1734A & T-1734B

Period: Through February 24, 2017
 RPS Klotz Assoc. Project No: 1111.002.000

Activities This Period

1. Ph II Final Design - Authorization received dated 03/07/14, 09/08/16
 - a. Basic and Additional Services
 - 1.) Geotechnical Investigation and ESA 1 for 'Straws' complete.
 - 2.) Continue development of 'Straws' plans and incorporating into Briar Branch plans and documents for one construction project.
 - 3.) Updated Drainage Impact Study draft report submitted to HCFCFD for review and approval. HCFCFD review continues.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Meeting with SWA on 02-10-17.
 - 3.) Additional meetings with TIRZ and SWA as required.
 - 4.) Additional Meeting held with CoH on 02-08-17
 - 5.) Attended and provided project updates at TIRZ Board Meeting and TIRZ Board CIP Committee Meeting as requested.

Activities Planned for Next Period

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

Issues and Information we are waiting to receive - None

Memorial City Redevelopment Authority / TIRZ 17

Briar Branch (W140-01-00) Channel Improvements &
 Briar Branch 'Straws' and Bunker Hill Bridge
 TIRZ 17 CIP No. T-1734A & T-1734B
 Master Agreement (07-30-13)
 Klotz Assoc. Job No. 1111.002.000



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Professional Services Summary

Through 02/24/17
 Invoice #

Task	Contract Budget Fees	Authorized Amounts	Percent Complete %	Budget Amount Earned	Previously Billed	Earned This Period
Basic Services.						
I. Phase I - PER (Complete)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
II. Phase II - Final Design	\$919,543.74	\$919,543.74	87.17%	\$801,666.28	\$775,129.41	\$22,436.87
III. Phase III - CPS (Not Authorized)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
Subtotal Basic Services	\$919,543.74	\$919,543.74		\$801,666.28	\$775,129.41	\$22,436.87
Additional Engineering Services / Subcontracted Services / Reimbursable Expenses						
I. Additional Engineering Services	\$61,460.00					
1. TCEP - Traffic Control Plans		\$68,730.00	55.16%	\$21,372.18	\$21,372.18	\$0.00
2. SW735 - Stormwater Pollution Prevention Plans		\$17,020.00	72.65%	\$12,345.00	\$12,345.00	\$0.00
3. Signling & Striping Plans		\$20,010.00	0.00%	\$0.00	\$0.00	\$0.00
3. ESA 1 (Straws) - RPS Klotz		\$6,700.00	91.70%	\$5,226.89	\$5,226.89	\$0.00
II. Subcontracted Services	\$77,924.16					
1. Add'l Topo. Survey		\$29,602.90	100.00%	\$29,602.90	\$29,602.90	\$0.00
2. Tree Protection Plan		\$10,800.00	0.00%	\$0.00	\$0.00	\$0.00
3. Geotech (Straws)		\$37,621.26	100.00%	\$37,621.26	\$37,621.26	\$0.00
III. Reimbursable Expenses	\$32,122.10					
1. Reimbursable Expenses		\$32,122.10	0.00%	\$0.00	\$0.00	\$0.00
Subtotal Additional Services	\$191,508.26	\$181,508.26		\$106,968.23	\$108,968.23	\$0.00
Total Professional Services Fees	\$1,111,052.00	\$1,111,052.00		\$907,634.51	\$885,197.64	\$22,436.87
Total Fees Earned this Period						\$22,436.87



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

PLEASE NOTE NEW REMIT ADDRESS:
Please make checks payable to:
Lockwood, Andrews & Newnam, Inc.
PO Box 30065
Ocala, NE 68109-1165
T: 713-266-6900

ACH/Wire Payments can be sent to:
First National Bank
Account: 110300778
Routing: 104000016
Tax ID: 47-036104

Scott Bean
Memorial City Redevelopment Authority, TRIZ 17
9510 Long Point Dr., Suite #150
Houston, TX 77055

March 23, 2017
Invoice No: 120-11972-0004

Professional Services from February 16, 2017 to March 15, 2017

Account No.	Project Name	Original Contract Amount	Percent Complete	Revised Contract Amount	Total Invoiced To Date	Previously Invoiced	Current Payment Due
CP No. 14178A	Memorial City Redevelopment Authority and Ocala, Inc. Phase II Divided Design	\$1,163,700.00	9.50%	\$1,057,317.65	\$108,582.35	\$63,771.80	\$44,809.55

CURRENT PAYMENT DUE THIS INVOICE: **\$44,809.55**

Bills to Date: Current \$44,809.55 Price \$63,771.80 Total \$108,582.35

Authorized by:

Date: 03/24/17

Code # 12389012
12/14/17
1735



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

PLEASE NOTE NEW REMIT ADDRESS:
Please make checks payable to:
Lockwood, Andrews & Newnam, Inc.
PO Box 30065
Ocala, NE 68109-1165
T: 713-266-6900

ACH/Wire Payments can be sent to:
First National Bank
Account: 110300778
Routing: 104000016
Tax ID: 47-036104

Scott Bean
Memorial City Redevelopment Authority, TRIZ 17
9510 Long Point Dr., Suite #150
Houston, TX 77055

March 23, 2017
Invoice No: 120-11972-0004

Professional Services from February 16, 2017 to March 15, 2017

Project Name	Original Contract Amount	Total To Date	Previously Invoiced To Date	Current Payment Due
Regional Detention South of JH-10 - Initial Preliminary Engineering and Detailed Impact Analysis	\$ 99,652.00	\$ 99,652.00	\$ 97,741.19	\$ 1,910.81

CURRENT PAYMENT DUE THIS INVOICE: **\$1,910.81**

Bills to Date: Current \$1,910.81 Price \$97,741.19 Total \$99,652.00

Authorized by:

Date: 03/24/17

Code # 12389012
12/14/17
1735



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

PLEASE NOTE NEW REMIT ADDRESS:
Please make checks payable to:
Lockwood, Andrews & Newnam, Inc.
PO Box 30065
Omaha, NE 68101-1165
T: 713-266-6900

ACH/Wire Payments can be sent to:
First National Bank
Account: 11039078
Routing: 10400016
TX ID: 47-05104

Scott Beas
Memorial City Redevelopment Authority, TRZ 17
5610 Long Point Dr., Suite #150
Houston, TX 77055

March 23, 2017
Invoice No: 120-11372-001-3

Professional Services from February 16, 2017 through March 15, 2017

Project Name	Original Contract Amount	Total To Date	Previously Invoiced To Date	Current Payment Due
MCRA General Services	\$ 15,000.00	\$ 3,817.25	\$ 3,567.53	\$ 249.72

Authorization: MCRA General Services

CURRENT PAYMENT DUE THIS INVOICE: \$249.72

Bill To Date	Current	Prior	Total
	\$249.72	\$1,527.53	\$1,817.25

Authorized by:

Date: 03/24/17

Code # 6382
3/24/2017



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

PLEASE NOTE NEW REMIT ADDRESS:
Please make checks payable to:
Lockwood, Andrews & Newnam, Inc.
PO Box 30065
Omaha, NE 68101-1165
T: 713-266-6900

ACH/Wire Payments can be sent to:
First National Bank
Account: 11039078
Routing: 10400016
TX ID: 47-05104

Scott Beas
Memorial City Redevelopment Authority, TRZ 17
5610 Long Point Dr., Suite #150
Houston, TX 77055

March 23, 2017
Invoice No: 120-11372-004-2

Professional Services from February 16, 2017 through March 15, 2017

Project Name	Original Contract Amount	Total To Date	Previously Invoiced To Date	Current Payment Due
ESA, Parcel maps and Meets & Bounds for ROW dedication	\$10,024.00	\$ 2,512.94	\$ 1,191.66	\$ 1,341.28

Authorization: ESA, Parcel maps and Meets & Bounds for ROW dedication

CURRENT PAYMENT DUE THIS INVOICE: \$1,341.28

Bill To Date	Current	Prior	Total
	\$1,341.28	\$1,191.64	\$2,532.94

Authorized by:

Date: 03/24/17

Code # 12110017
3/24/2017

SAL ESPARZA, INC.

PO BOX 90636
HOUSTON, TEXAS
77290

Date	Invoice #
2/28/17	25896

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

S.O. No.	Description	P.O. No.	Terms	Project																					
	<table border="1"> <tr> <td>Quantity</td> <td>Description</td> <td>Rate</td> <td>Amount</td> </tr> <tr> <td></td> <td> GROUNDS MAINTENANCE SERVICES FOR FEBRUARY 2017. </td> <td></td> <td></td> </tr> <tr> <td>1</td> <td>BRIAR BRANCH CODE # 1731A</td> <td>655.40</td> <td>655.40</td> </tr> <tr> <td>1</td> <td>LUMPKIN BASIN CODE # 1709</td> <td>433.52</td> <td>433.52</td> </tr> <tr> <td colspan="3"></td> <td>Balance Due</td> <td>\$1,088.92</td> </tr> </table>	Quantity	Description	Rate	Amount		GROUNDS MAINTENANCE SERVICES FOR FEBRUARY 2017.			1	BRIAR BRANCH CODE # 1731A	655.40	655.40	1	LUMPKIN BASIN CODE # 1709	433.52	433.52				Balance Due	\$1,088.92			
Quantity	Description	Rate	Amount																						
	GROUNDS MAINTENANCE SERVICES FOR FEBRUARY 2017.																								
1	BRIAR BRANCH CODE # 1731A	655.40	655.40																						
1	LUMPKIN BASIN CODE # 1709	433.52	433.52																						
			Balance Due	\$1,088.92																					

3-16-2017

swa

Work Order # 12 CIP T-1732AB
Date: February 23, 2017
Invoice No: 168899
For Period: January
Project No: RHT5502
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: North Gessner DD CD

WORK PERFORMED:

Site Investigator; Design Standards Research / Review; Coordination Meetings; Preliminary Design Revisions.
Professional Services from January 1, 2017 to January 31, 2017.

Total Fee	78,350.00	24% Total Earned	18,943.40
Percent Complete		Previous Fee Billing	14,103.00
		Current Fee Billing	4,840.40
		Total Fee	4,840.40

Total Due this Invoice \$4,840.40

Total Budget:	\$ 78,350.00
Prior Billed:	\$ 14,103.00
Current:	\$ 4,840.40
Billed to Date:	\$ 18,943.40
Percent Complete:	24.00%
Remaining Budget:	\$ 59,406.60

Code # 1732A
3/16/2017

Remit to:
SWA Group
PO Box 5904
Seawater, CA 94986
+1.415.332.8100

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 # 12 CIP T-1732A/B
Date: March 22, 2017
Invoice No: 169263
For Period: February
Project No: RHTS502
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: North Gessner DD CD

WORK PERFORMED:
Design Revisions and Documentation; Project Coordination; Meetings & Conferences.
Professional Services from February 1, 2017 to February 28, 2017

Total Fee	78,350.00
Percent Complete	28.00
Total Earned	21,721.50
Previous Fee Billing	18,943.40
Current Fee Billing	3,778.10
Total Fee	3,778.10

Total Due this Invoice

\$3,778.10

Total Budget:	\$ 78,350.00
Prior Billed:	\$ 18,943.40
Current:	\$ 3,778.10
Billed to Date:	\$ 22,721.50
Percent Complete:	28.00%
Remaining Budget:	\$ 55,628.50

001-# 1732 A
3/22/17
[Signature]

Remit to:
SWA Group
PO Box 5904
Sausalito, CA 94966
+1,415,332,5100

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

swa

WORK ORDER # 15
March 21, 2017
Invoice No: 169168
For Period: February
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:
Belway 8 Pathway - Review Rest Area Options with TXDOT and Management District; Conferences & Coordination.
Professional Services from February 1, 2017 to February 28, 2017

Principals	Hours	Rate	Amount
Vick, James	6.00	235.00	1,175.00
Total Fee Due This Invoice			1,175.00

Authorized Fee:	\$ 25,000.00
Previously Billed:	\$ 10,863.86
Billed to Date:	\$ 12,038.86
Remainder Fee:	\$ 12,961.14

001-# 1725
3/21/17
[Signature]

Remit to:
SWA Group
PO Box 5904
Sausalito, CA 94966
+1,415,332,5100

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

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

Invoice

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

Date
 2/28/2017

Invoice #
 2-2017-16

Item	Description	Rate	Prior %	Cur %	Amount	Project
Contract Services	Task 1 - Purpose and Need	1,500.00	0%	0.00%	0.00	MCT102
Contract Services	Task 2 - Alternative Analysis	3,500.00	10%	5.00%	175.00	
Contract Services	Task 3.1 - Socioeconomic Analysis	3,000.00	15%	0.00%	0.00	
Contract Services	Task 3.2 - Water Quality Conditions	1,000.00	0%	0.00%	0.00	
Contract Services	Task 3.3 - Plant Communities and Wildlife Habitat	4,500.00	5%	0.00%	0.00	
Contract Services	Task 3.4 - Wetlands and Wetlands Identification	1,000.00	10%	0.00%	0.00	
Contract Services	Task 3.5 - Air Quality Assessment	1,000.00	0%	0.00%	0.00	
Contract Services	Task 3.6 - Floodplain Assessment	1,000.00	10%	0.00%	0.00	
Contract Services	Task 3.7 - Cultural Resources Assessment	1,000.00	15%	0.00%	0.00	
Contract Services	Task 3.8 - Historical Resources Analysis	0.00	0%	0.00%	0.00	
Contract Services	Task 3.9 - Heritage Identification	1,350.00	10%	5.00%	67.50	
Contract Services	Task 3.9 - Heritage Identification	1,500.00	0%	0.00%	0.00	
Contract Services	Task 3.9 - Heritage Identification	2,000.00	0%	0.00%	0.00	
Contract Services	Task 3.10 - Cumulative Impacts Assessment	2,000.00	0%	0.00%	0.00	
Contract Services	Task 4 - Draft and Final EA	15,000.00	0%	0.00%	0.00	

Total \$242.50
Balance Due \$242.50

COPIES 1/15/16
 # 12/12/17
 (Signature)

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



HOUSTON: 3200 Travis Street, Suite 200, Houston, TX 77006, (713) 951-7951, THEGOODMANCORP.COM
AUSTIN: 1715 6th Street, Suite 112, Austin, TX 78702, (512) 236-8002

PROGRESS REPORT

To: Scott Bean, Executive Director
From: Stephanie Kirschner
Date: March 1, 2017
Re: Environmental Studies for Categorical Exclusion Memorial Drive (Bellway 8 to Tailorwood Road) (MCT102) - February 2017

Task	Previous % Complete	Current % Complete
1 - Purpose and Need Comment: No activity.	0%	0%
2 - Alternative Analysis Comment: Created outline for additional maps and data needed to complete required TxDOT Categorical Exclusion forms.	10%	15%
3.1 - Socioeconomic Analysis Comment:	15%	15%
3.2 - Water Quality Conditions Comment: No activity.	0%	0%
3.3 - Plant Communities and Wildlife Habitat Comment: No activity.	5%	5%
3.4 - Wetlands and Wetlands Identification Comment: No activity.	10%	10%
3.5 - Air Quality Assessment Comment: No activity.	0%	0%
3.6 - Floodplains Assessment Comment: No activity.	10%	10%
3.7 - Cultural Resource Identification Comment:	15%	15%

THE GOODMAN CORPORATION

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

- 3.7a – Historical Resource Analysis
 Comment: No activity. 0% 0%
- 3.8 – Hazardous Materials
 Comment: Reviewing existing Phases I ESA for completion of TxDOT Initial Site Assessment form. 10% 18%
- 3.9 – Historical Resource Identification
 Comment: No activity. 0% 0%
- 3.10 – Cumulative Impacts Assessment
 Comment: No activity. 0% 0%
- 4 – Draft and Final EA
 Comment: No activity. 0% 0%

Invoice

Bill To		Date		Invoice #	
Ms. Michelle Lofon ETI Reassessing Services P.O. Box 73109 Houston, TX 77273		2/28/2017		2-2017-15	
Terms		Prior %		Project	
				MCT101	
Item	Description	Rate	Prior %	Curr %	Amount
Contract Services	Task 1 - Program Management, Oversight, and Intergovernmental Coordination for Memorial Drive	30,000.00 1738 A	29%	1.00%	300.00
Contract Services	Task 2 - Program Management, Oversight, and Intergovernmental Coordination for North Greater	100,000.00 1732 A	32%	2.00%	2,000.00
Total					\$2,300.00
Balance Due					\$2,300.00

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

Code - See detail Above
 3/24/2017

HAWES HILL CALDERON
LLP



P.O. Box 22167
Houston TX 77227-2167

Federal EIN 76-0565638
Phone: 713-595-1200

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

DETAILS
Invoice 43015610 3/13/2017

TOTAL DUE
\$7,500.00 C.O.D.

DESCRIPTION	AMOUNT
Professional consulting and administrative fee, March 2017	\$7,500.00

Code # 6340
3/16/2017

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

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. Amendment to the agreement with Hawes Hill Calderón LLP.

**AMENDED CONTRACT FOR
CONSULTING AND MANAGEMENT SERVICES
FOR THE MEMORIAL CITY REDEVELOPMENT AUTHORITY**

This Amended Contract is by and between Hawes Hill Calderon, LLP (“HHC”), and the Memorial City Redevelopment Authority (RDA) (the “Clients”) and supersedes and replaces the Contract executed by HHC and the Clients on June 4, 2015.

I. SCOPE OF SERVICES

HHC will assign the following lead professional team including David Hawes (Partner – Intergovernmental Relations and Senior Board advisor), Scott Bean (Partner - Executive and Project Management), Tony Allender (Principal – Mobility and Transportation Planning Management), Patrick Horton (GIS Administrator), Gretchen Larson (Marketing and Community Engagement Specialist), Linda Clayton (Records Administrator) and other HHC support staff, as necessary to provide the following services:

Board Administration

- Oversee all accounting and financial administration procedures of the Zone/RDA, working closely with the Zone/RDA’s accountant, investment officer, assessor/collector, financial advisor, and database manager.
- Coordinate and provide professional services in conjunction with Zone/RDA’s general counsel concerning legal matters related to Zone/RDA operations and implementation of Zone/RDA plans
- Administer the Zone/RDA’s budget, including working with the Zone/RDA’s accountant and other financial consultants to monitor income and monthly expenses and prepare the annual budget.
- Arrange for Zone/RDA’s independent audit, providing necessary information and documentation.
- Maintain Zone/RDA’s records management program and monitor compliance with Open Government Records Acts; maintain files and permanent records on behalf of Zone/RDA
- Monitor regulations and reporting requirements of City of Houston and other regulatory bodies
- Coordinate and staff all meetings of the Zone/RDA’s Board of Directors and its committees, if any, including the following
 - Prepare meeting agendas and ensure proper notification is made in accordance with state statutes and such other governing documents as may apply
 - Assemble and distribute reports and information packets prior to the board of directors and committees prior to meetings to facilitate decision-making
 - Take and prepare minutes of board and committee meetings; prepare resolutions; assemble reports and information packets for use at meetings

- Make physical arrangements for meetings

Information and Communications Management

- Provide GIS and database management services as required
- Assist in the coordination, communication and interface between the Zone/RDA, government officials and employees, contractors, developers, property owners, residents, and others regarding planned and actual Zone/RDA projects
- Prepare or cause to be prepared reports, maps, charts and exhibits as requested
- Receive inquiries and respond to interested parties with respect to issues that pertain to the Zone/RDA
- Assist the Zone/RDA's Board of Directors in developing, coordinating and carrying out public relations programs as needed
- Provide expert testimony in public meetings and proceedings as requested by the Board of Directors

Contract Administration and Project Management

- Provide coordination, management, and assistance with the implementation of the Project Plan and Reinvestment Zone Financing Plan
- Provide coordination between the Reinvestment Zone Board and all taxing entities, including the City of Houston, Harris County, and others
- Assist with coordination between the Reinvestment Zone and City of Houston departments, including but not limited to, City Planning and Development, Legal, and Public Works and Engineering
- Prepare requests for proposals for contract services as needed and as determined by the Board of Directors; assist the board in selecting appropriate consultants and contractors
- Analyze proposals and bids from prospective contractors and provide summary analyses for consideration of the Board of Directors in decision-making
- Provide management oversight for all contractors, including such service providers as engineering/project management consultants, legal counsel, bookkeepers and financial advisors, public infrastructure construction contractors, and others that the Zone/RDA may employ from time to time
- Interface with developers on development, financing, and property acquisitions issues
- Assist developers with regard to their development projects within the Zone/RDA
- Work to resolve infrastructure issues as they arise
- Receive inquiries and respond to property owners, developers, real estate agents and brokers, and

other interested parties with respect to development issues that pertain to the Reinvestment Zone

II. INVOICING AND PAYMENT

Professional Fee

The professional consulting/management fee for the scope of services described above shall be performed at a monthly rate of \$8,750.00 (\$105,000.00/year).

Reimbursable Expenses

Routine out-of-pocket expenses shall be reimbursed at their actual costs, not to exceed \$500.00 per month, except for those costs associated directly with Texas Public Information Act requests, which will be charged separately and apart. Reimbursable expenses include but are not limited to prints and reproductions, computer information storage devices ("flash" drives), graphics, art supplies, postage, deliveries, submittal fees, parking fees, tolls, travel and lodging, and public notices. Automobile mileage directly attributable to this contract shall be charged at the current rate allowable under Internal Revenue Service regulations.

Invoicing

Invoices shall be presented for consideration at the Authority/Reinvestment Zone's regularly scheduled Board meeting each month. Actual expenses incurred by HHC associated with the scope of service will be invoiced monthly.

IV. TERM OF CONTRACT

This Contract shall become effective upon execution and shall continue in effect until Client or HHC terminates this agreement by giving a sixty (60) day written notice to the other party. If this agreement is terminated, HHC shall be paid for all work performed up to the date of termination. This Contract may be extended and amended, as necessary, by mutual agreement of all parties.

V. GENERAL TERMS

HHC shall conduct itself in a professional manner when representing the Client and shall make every effort to conduct the business affairs of the Client in a timely manner.

VI. ACCEPTANCE

When executed by all parties, this Contract shall evidence the entire agreement and shall constitute a notice to proceed unless otherwise designated by Client in writing. This document is being executed in two (2) counterpart originals, each of which has the full force and effect of an original.

Please signify your agreement and acceptance by signing below where indicated; return one (1) copy to HHC.

This Contract is made and entered into in Harris County, Texas, and venue for all purposes shall be in Harris County, Texas.

AGREED AND ACCEPTED THIS _____ DAY OF _____, 2017.

ON BEHALF OF HAWES HILL CALDERON LLP:

David W. Hawes, Managing Partner
Hawes Hill Calderon LLP
PO Box 22167
Houston, TX 77227-2167
dhawes@hhcllp.com
713-595-1200
281-888-6314 fax

**ON BEHALF OF MEMORIAL CITY
REDEVELOPMENT AUTHORITY:**

BY: _____
Chairman, Memorial City
Redevelopment Authority

ATTEST:

By: _____

Name: _____

Title: _____

ON BEHALF OF CITY OF HOUSTON:

BY: _____

Name: _____

Title: _____

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. Agreed-Upon Procedures report from Town Centre Partners, Ltd.; authorize appropriate action.

DRAFT
SUBJECT TO CHANGE

MEMORIAL CITY REDEVELOPMENT AUTHORITY

REPORT ON APPLYING AGREED-UPON PROCEDURES TO

PUBLIC IMPROVEMENT COSTS REIMBURSABLE

TO TOWN CENTRE PARTNERS, LTD. (COMPANY)

AND FROST BANK (ASSIGNEE)

MARCH 31, 2017

TABLE OF CONTENTS

DRAFT
SUBJECT TO CHANGE

SCHEDULE

INDEPENDENT ACCOUNTANT'S REPORT ON APPLYING
AGREED-UPON PROCEDURES

SCHEDULE OF PUBLIC IMPROVEMENT COSTS FOR
INTERSECTION IMPROVEMENTS REIMBURSABLE
TO TOWN CENTRE PARTNERS, LTD. (COMPANY)
AND FROST BANK (ASSIGNEE)

A

McCALL GIBSON SWEDLUND BARFOOT PLLC
Certified Public Accountants

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

9600 Great Hills Trail
Suite 150W
Austin, Texas 78759
(512) 610-2209
www.mgsbpllc.com

DRAFT
SUBJECT TO CHANGE

March 31, 2017

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

Independent Accountant's Report
on Applying Agreed-Upon Procedures

We have performed the procedures enumerated below, which were agreed to by the Board of Directors of Memorial City Redevelopment Authority (the "Authority") on the invoices and schedules submitted by Town Centre Partners, Ltd. (the "Company") for funds advanced to the Authority for public improvement costs in connection with the design and construction of the intersection realignment and traffic signal installation at Queensbury Lane and Town & Country Blvd. The responsible parties for this report are the intended users of the report. This agreed-upon procedures engagement is for the purpose of complying with the requirements of the Agreement and was performed solely to assist you in evaluating the reasonableness of those costs. This report is not to be used for any other purpose.

This engagement to apply agreed-upon procedures was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of the procedures is solely the responsibility of the Board of the Authority or the City. Consequently, we make no representation regarding the sufficiency of the procedures either for the purpose for which this report has been requested or for any other purpose. The procedures performed are summarized as follows:

- A. We reviewed certain schedules and supporting documents submitted on behalf of the Developer in substantiation of the costs to be reimbursed. Our review included all documentation supporting items, amounts, and proof of payment for which reimbursement was requested. In addition, we reviewed all agreements provided to us relative to the reimbursement request.

- B. We prepared a schedule to calculate interest at the interest rate in the Authority's Development Agreement.
- C. We prepared a reimbursement report for the benefit of the Authority, including the accountant's report and schedule of amounts reimbursable to the Developer, and have compared the amounts for approved costs with the actual reimbursable costs to complete the project.

The attached Schedule A, titled "Schedule of Public Improvement Costs for Intersection Improvements Reimbursable to Town Centre Partners, Ltd. (Company) and Frost Bank (Assignee)", sets forth their reimbursable costs. This reimbursement is in accordance with the terms and conditions of the Development Agreement between the Authority and the Company dated April 1, 2015. On August 24, 2015, a Security Agreement and Collateral Assignment was executed between the Company and Frost Bank.

Under the agreement, the Company advance for public improvement costs is to be reimbursed from available tax increment in the project area. The Maximum Reimbursement Amount in the Agreement is \$995,000.00 plus Developer Interest. We calculated interest on the reimbursement at 4% through March 31, 2017 as \$13,258.93, bringing the total reimbursable amount to \$1,008,258.93.

We calculated interest in accordance with the Development Agreement. In that agreement, the interest rate is to be the lesser of 4% or the rate of interest imposed by the Developer's lender. The Developer has submitted statements showing 4% is the rate to be used.

We were not engaged to and did not conduct an audit, the objective of which would be the expression of an opinion on the aforementioned reimbursable costs. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the use of the Board of Directors, and is not intended to be and should not be used by anyone other than this specified party. However, this report is a matter of public record and its distribution is not limited. This report should not be associated with the presentation of any financial data of the City or the Authority except to comply with filing requirements as required by the respective agreements.

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants
Houston, Texas

DRAFT
SUBJECT TO CHANGE

MEMORIAL CITY REDEVELOPMENT AUTHORITY
SCHEDULE OF PUBLIC IMPROVEMENT COSTS FOR INTERSECTION IMPROVEMENTS
REIMBURSABLE TO TOWN CENTRE PARTNERS, LTD. (COMPANY)
AND FROST BANK (ASSIGNEE)
MARCH 31, 2017

(SEE ACCOMPANYING DISCLAIMER OF OPINION AND
EXPLANATION OF AGREED-UPON PROCEDURES PERFORMED)

<u>DESCRIPTION</u>		<u>TOTAL REIMBURSABLE COST</u>
R. Miranda Trucking and Construction, LLC		
Intersection Improvements - Queensbury at Town & Country Blvd.		
Amount Paid by Developer	\$ 1,001,863.72	
Less: Amount Over Agreement Limit	<u>6,863.72</u>	<u>\$ 995,000.00</u>
TOTAL AMOUNT REIMBURSABLE TO TOWN CENTRE PARTNERS, LTD. AND FROST BANK AS OF MARCH 31, 2017		<u><u>\$ 995,000.00</u></u>

* Interest rate in accordance with the Development Agreement dated April 1, 2015

DRAFT
SUBJECT TO CHANGE

<u>ACCRUED INTEREST AT 4%*</u>	<u>TOTAL REIMBURSABLE</u>
<u>\$ 13,258.93</u>	<u>\$ 1,008,258.93</u>
<u>\$ 13,258.93</u>	<u>\$ 1,008,258.93</u>

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. CIP Committee.
 - a. Project update report from LAN
 - b. Project update report from Klotz Associates, including:
 - i. Presentation on W-140, Straws, and a preliminary Bunker Hill design
 - c. Project update report from Goodman Corporation
 - d. Project update report from SWA, including:
 - i. Amended work authorization for Gessner Road landscape design



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

March 2017

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

Ongoing Activities:

Item	Description
1	Completed Impact Analysis Tech Memo and submitted it to HCFC
2	Submitted RDS Drainage Tech Memo to CRO

Project Number: 120-11972-000
Memorial Drive Improvements

Ongoing Activities:

Item	Description
1	Coordinated with Memorial City Management District location of proposed monument signs
2	Kicked off ESA II consultant
3	Continued progressing design project.

Items Impacting Schedule:

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

Project Number: 130-10384-022
Town & Country Reconstruction

Ongoing Activities:

Item	Description
1	Project ready to advertise
2	Awaiting final JRC agreement for right-of-way acquisition

Monthly Status Report

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

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

Period: Through March 27, 2017

RPS Klotz Assoc. Project No: 1111.002.000

Activities This Period

1. Ph II Final Design - Authorization received dated 03/07/14, 09/06/16
 - a. Basic and Additional Services
 - 1.) Geotechnical Investigation and ESA 1 for 'Straws' complete.
 - 2.) Continue development of 'Straws' plans and incorporating into Briar Branch plans and documents for one construction project.
 - 3.) Updated Drainage Impact Study draft report submitted to HCFCD for review and approval. HCFCD review continues.
 - 4.) Updated Drainage Impact Study draft report submitted to the City of Houston for review and approval.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ and SWA as required.
 - 3.) Additional Meeting held with CoH on 03-24-17
 - 4.) Attended and provided project updates at TIRZ Board Meeting and TIRZ Board CIP Committee Meeting as requested.

Activities Planned for Next Period

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

Issues and Information we are waiting to receive - None

Monthly Progress Report

Project: Memorial City Redevelopment Authority / TIRZ 17

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

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

Period: Through March 27, 2017

RPS Klotz Assoc. Project No: 1111.004.000

Activities Completed this Period

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

Activities Planned for Next Period

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

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

SWA Houston

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www.swagroup.com

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

PROJECT STATUS REPORT BY SWA

SCOPE: LANDSCAPE ARCHITECTURE FOR MEMORIAL CITY
REDEVELOPMENT AUTHORITY
PROJECTS: TIRZ #17 CIP
DATE: 31 March 2017

CURRENT PROJECTS STATUS

1. W-140 BRIAR BRANCH DRAINAGE IMPRVTS (SWA WO#05 / #08)
 - SWA will provide construction phase services for the grading and minimal landscape work when and as construction begins.
2. TOWN & COUNTRY WEST DRAINAGE AND MOBILITY IMPRVTS (T-1717) (SWA WO#11)
 - SWA coordinated with LAN and has submitted 100% documents for constructing the project.
 - SWA will be coordinating with LAN on the bidding phase of the project.
3. N. GESSNER DRAINAGE AND MOBILITY IMPRVTS – PH 1 (T-1732A) (SWA WO#12)
 - SWA is working with Klotz Associates on the project design scope and schedule.
4. MEMORIAL DRIVE DRAINAGE AND MOBILITY IMPROVEMENTS - (T1731B)(SWA WO#13)
 - SWA is coordinating the start date for design with LAN pending completion of the AFA.
5. ON-CALL (SWA WO#15)
 - SWA is working with stakeholders (City of Houston, TxDOT, Memorial Management District, H-GAC) on the Beltway 8 Pathway connecting Buffalo Bayou and Memorial Drive.

NEW PROPOSED PROJECTS STATUS

NO NEW PROPOSED PROJECTS TO REPORT

END OF REPORT

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26 September May 2016
Revised 31 March 2017

WORK ORDER #12 CIP T-1732A/B
(AMENDED)

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-1732A/B Gessner Road Drainage and Mobility Improvements
Project Detailed Design, Construction Documentation + Bidding
Phase Services
(SWA Job# RHTs502)

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 Interstate 10 to Long Point 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.
- Other Management District Identity Elements (including signal pole base, hardscape / paving accents).

swa

A. Design Documentation at 30%

1. Review comments and direction received from the TIRZ #17 Executive Director. Apply TIRZ #17 comments and direction to the conceptual design including scope and costs per streetscape standards.
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 and Spring Branch Districts on concept layouts and design standards.
6. Prepare for and attend one (1) public meeting.
7. Coordinate design scope with Project Engineer (Klotz).

Deliverables:

- Inputs to Final Design.
- Adopt-An-Esplanade preliminary application / coordination.
- Exhibits for one (1) public meeting presentation and attendance at same.
- Thirteen (13) in-person coordination meetings: one (1) with Houston Parks And Recreation Department (HPARD), three (3) with the Project Engineer, three (3) with the Memorial Management District Executive Director, three (3) with the Spring Branch Management District Executive Director, and three (3) with TIRZ #17 Executive Director.
- Six (6) in-person presentations, two (2) to TIRZ #17 Board of Directors, two (2) in-person presentations to Memorial Management and two (2) in-person presentations to the Spring Branch Management District Boards for the preliminary design.
- Two (2) in-person coordination meetings with private property owners and representatives.
- Coordination with Project Engineer on TxDOT 30% review comments responses.
- Coordination with Project Engineer on COH 60% and 95% review comments responses.

- 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:

- 60% and 90% plan set of construction documents.
- Technical Specifications in TxDOT format, which will conform to TxDOT's requirements.
- Final construction document mylars.
- 60% and Final Estimate of Project Cost.
- Adopt-An-Esplanade approval.
- One electronic copy and one hard copy of the plan set and technical specifications.
- Nine (9) in-person coordination meetings: one (1) with Houston Parks And Recreation Department (HPARD), two (2) with the Project Engineer, two (2) with the Memorial Management District Executive Director, and two (2) with the Spring Branch Management District Executive Director, and two (2) with TIRZ #17 Executive Director..
- Three (3) in-person presentations, one (1) to TIRZ #17 Board of Directors, one (1) to the Memorial Management District Board, and one (1) to the Memorial Management District Board the for the final design.
- Two (2) in-person coordination meetings with private property owners and representatives.
- Coordination with Project Engineer on TxDOT 60% and 95% review comments responses.
- Coordination with Project Engineer on COH 60% and 95% review comments responses.
- 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.

Deliverables:

- Two (2) in-person coordination meetings with Project Engineer.
- Assistance with prospective contractor questions.

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 thirty-eight (38) meetings / presentations for coordination with Client, agencies, stakeholders, consultants or Client / Client Representative as follows:

Preliminary Design Phase	22 meetings
Final Design Phase	12 meetings
Pre-Bid	1 meeting
Miscellaneous (Allowance)	3 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 \$243,620. 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, consisting of a large, stylized loop followed by a horizontal line and some vertical strokes.

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

ACCEPTED BY: Memorial City Redevelopment Authority

By: _____

Title: _____

Date: _____

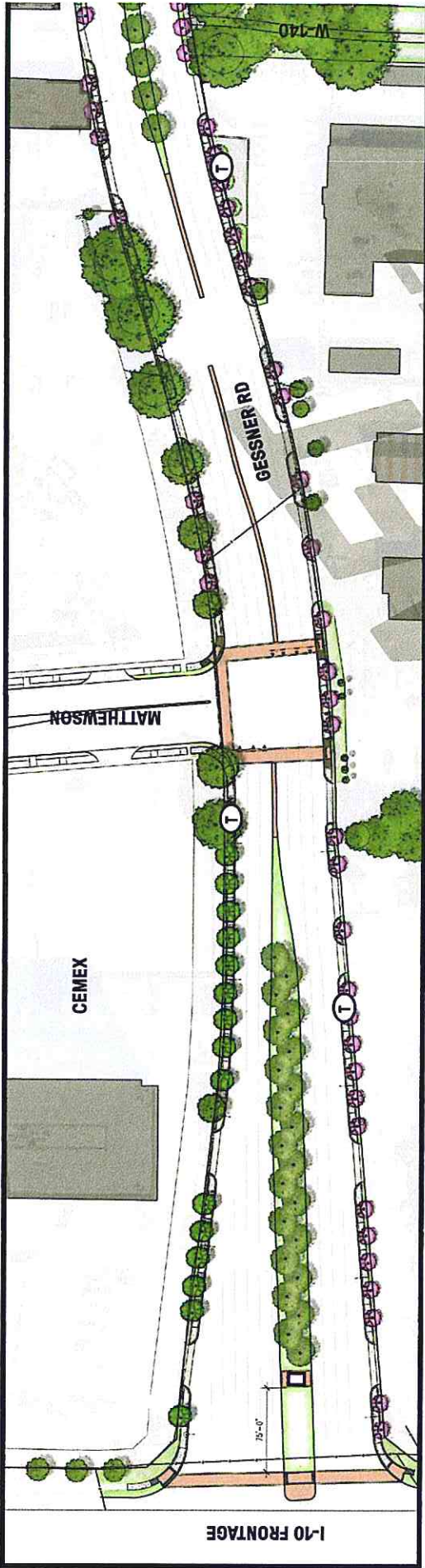
City of Houston







By: _____

Title: _____

Date: _____

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- LEGEND**
-  CRAPE MYRTLE
 -  EXISTING BALD CYPRESS
 -  LIVE OAK
 -  THEATRE LIGHTING
 -  IDENTITY MONUMENT
 -  METRO SHELTER

GESSNER ROAD DRAINAGE AND UTILITY IMPROVEMENTS