

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



Agenda and Agenda Materials
Meeting of the Board of Directors

October 26, 2021

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

NOTICE is hereby given that the Board of Directors of the TIRZ 17 Redevelopment Authority (aka the Memorial City Redevelopment Authority) and the Tax Reinvestment Zone Number Seventeen, City of Houston, Texas, will hold a joint meeting on **Tuesday, October 26, 2021, at 8:00 a.m.**, at Hawes Hill & Associates LLP, Spring Branch Conference Room, 9610 Long Point Road, Suite 130, Houston, Texas 77055 ***"Masks Suggested, Social Distancing Recommended"*** public is welcome to attend in person or via Zoom videoconference at: <https://us02web.zoom.us/j/84771955480?pwd=NWEyR2tsSGFXNnlNdGtBblMycTRtdz09>; or via teleconference at: (346) 248-7799; Meeting ID: **847 7195 5480**; Password: **232298**; open to the public, to consider, discuss, and adopt such orders, resolutions or motions, and take direct 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. (A statement of no more than 3 minutes may be made on items of general relevance. There will be no yielding of time to another person. State law prohibits the Board Chair or members of the Board from deliberating a topic without an appropriate agenda item being posted in accordance with the Texas Open Meetings Law; therefore, questions or comments will not be addressed. Engaging in verbal attacks or comments intended to insult, abuse, malign or slander any individual shall be cause for termination of time privileges).
3. Introductions of newly appointed Board Members; accept Oath of Office and Sworn Statement from newly appointed Board Members.
4. Approve List of Local Government Officers Pursuant to Local Government Code, Chapter 176.0065.
5. Receive Nominations and Appoint Secretary and Asst. Secretary.
6. Approve Minutes of the August 31, 2021, regular meeting.
7. Approve FY2021 Annual Financial Report and Audit from McCall Gibson Swedlund Barfoot PLLC.
8. Receive financial and bookkeeper's report, including approval of payment of invoices, review of investments, and project cash flow reports.
9. Receive Financial Advisor report on payment options for Lipex Development Agreement; and take appropriate action.
10. CIP Committee:
 - a. Project update and recommendations from Gauge Engineering, LLC.
 - i. Consider Task Order for design services regarding W140 Basin Deepening.
 - b. Project update from The Goodman Corporation.
 - i. Consider Task Order for Memorial Drive Phase II.
 - ii. Consider Interlocal Agreement with City of Bunker Hill regarding Memorial Drive Phase II.
 - c. Project update from SWA.
11. Convene in Executive Session pursuant to Section 551.072, Texas Government Code, to deliberate the purchase, exchange, lease or value of real property.
12. Reconvene in Open Session and authorize appropriate actions with regard to the purchase, exchange, lease or value of real property.
13. 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. The Board will conduct an in-person meeting at its physical meeting location. As an accommodation during the current levels of transmission during this COVID-19 virus epidemic emergency, the Board is making available a Zoom teleconference and/or videoconference option for members of the public to participate and to address the Board. Members of the Board may participate by videoconference in accordance with requirements of the Texas Open Meetings Act, provided a quorum of the Board meets in-person.

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. Introductions of newly appointed Board Members; accept Oath of Office and Sworn Statement from newly appointed Board Members.

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. Approve List of Local Government Officers Pursuant to Local Government Code, Chapter 176.0065.

TAX INCREMENT REINVESTMENT ZONE NUMBER SEVENTEEN
HOUSTON, TEXAS

**LIST OF LOCAL GOVERNMENT OFFICERS
PURSUANT TO LOCAL GOVERNMENT CODE, CHAPTER 176.0065**

Andy Iversen
John Rickel
David P. Durham
Ann T. Givens
Zachary R. Hodges
Brad Freels
Dan Moody, III

APPROVED by the Board of Directors this 26th day of October, 2021.

Secretary, Board of Directors

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. Receive Nominations and Appoint Secretary and Asst. 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

6. Approve Minutes of the August 31, 2021, 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 31, 2021

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, August 31, 2021, at 8:00 a.m., with access available to the public pursuant to Texas Government Code Section 551.125 and Governor Greg Abbott's emergency disaster declaration dated March 13, 2020, 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 – Vacant

and all of the above were present, with the exception of Director Heins, thus constituting a quorum. Also present were Scott Bean, and Linda Clayton, Hawes Hill & Associates, LLP; Jessica Holoubek, Allen Boone Humphries Robinson, LLP; and Pat Hall, ETI Bookkeeping Services. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; Council Member Greg Travis, District G; Council Member Amy Peck and Liz Miranda, District A; Ben Gillis and Gabrielle Luevano, both of Memorial Management District; Karen Glynn and Laurie Rosenbaum, both of City of Bunker Hill; Muhammad Ali, Gauge Engineering; Jim Webb, The Goodman Corporation; James Vick, SWA; Kristin Blomquist, Masterson Advisors; Marlene Gafrick, MetroNational; Fletcher Dunson; Monica Aizpurua; Stephen Sparks; Lois Myers; Cyd Dillahunty; Bruce Nichols; Margaret Dunlap, METRO; and Nathan Seshadri.. Chair Givens called the meeting to order at 8:02 a.m.

RECEIVE PUBLIC COMMENTS.

Public comments were received from Lois Myers, Cyd Dillahunty, and Fletcher Dunson.

APPROVE MINUTES OF THE JUNE 29, 2021, REGULAR MEETING.

Upon a motion made by Director Rickel, and being seconded by Director Hodges, the Board voted unanimously to approve the Minutes of the June 29, 2021, Board meeting, as presented.

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

Ms. Hall presented the Bookkeeper's Report and went over invoices, included in the Board materials. Upon a motion made by Director Freels, and seconded by Director Rickel, the Board voted unanimously to accept the Bookkeeper's Report, approve payment of current invoices and ratified payment of the July invoices, as presented.

CIP COMMITTEE:

a. Project update and recommendations from Gauge Engineering, LLC.

Mr. Ali reported a few items remain to close out the Gessner Rd. project: CenterPoint will be installing the decorative lighting and a final walk thru on landscaping is scheduled. He provided an update on the Memorial Drive project and stated the project is approximately 52% complete. He reported they continue to work on acquiring the ROW corner clip with Chase Bank. He reported comments have been addressed and the report has been resubmitted to the City and HCFCO for the W140 Basin Deepening. He reported a proposal for the design services will be presented to the Board at the next meeting for consideration. There was discussion regarding maintenance of the W140 access road. Mr. Ali stated a small perimeter area of the path is mowed bi-weekly and the outer area is mowed three times a year. Mr. Vick stated the outer portion is only mowed three times a year because it contains wildflowers.

i. Consider Final Reconciliation Change Order and Pay Application #31, Briar Branch and Straws Improvements, from Reytec Construction.

Mr. Ali reported a project information sheet for Briar Branch Channel and Straws Improvements is included in the Board materials. He reviewed the Final Reconciliation Change Order adjusting quantities and work which reduces the construction contract price by \$873,190.84. He reviewed Pay Application No. 31 (FINAL) in the amount of \$99,950.65 releasing the remaining retainage on the contract. He reported Gauge has reviewed the Change Order and Pay Application and concurs with the amount and is recommending for approval. He reported the Final Acceptance Letter has been received from the City on the project. Upon a motion made by Director Rickel, and seconded by Director Durham, the Board voted unanimously to approve the Reconciliation Change Order reducing the contract price in the amount of \$873,190.84; and approved Pay Application No. 31 (FINAL), Briar Branch Channel & Straws Improvements, from Reytec Construction in the amount of \$99,950.65.

b. Project update from The Goodman Corporation.

Mr. Webb reported Goodman Corp. is still pursuing possible grant opportunities for the W140 detention basin deepening project and continues to work with U.S. Representative Crenshaw's office. No action from the Board was required.

c. Project update from SWA.

Mr. Vick reported SWA continues to coordinate with Gauge Engineering, TxDOT, METRO and CenterPoint in closing out the Gessner project. SWA's progress report is included in the Board materials for review. No action from the Board was required.

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 8:37 a.m.

RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTIONS WITH REGARD TO THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY.

The Board reconvened in Open Session at 8:55 a.m. Upon reconvening, no action was taken.

ADJOURN.

There being no further business to come before the Board, Chair Givens adjourned the meeting at 8:56 a.m.

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. Approve FY2021 Annual Financial Report and Audit from McCall Gibson Swedlund Barfoot PLLC.

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

CITY OF HOUSTON, TEXAS

ANNUAL FINANCIAL REPORT

JUNE 30, 2021

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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, 2021, 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.

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, 2021, 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 the 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
Houston, Texas

October 26, 2021

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2021

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, 2021. 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 \$33,140,878 (net position) for the year ended June 30, 2021.
- The Authority anticipates that with continued development in the area, the Tax Increment Revenues will be sufficient to cover operating costs, project costs and debt service of the Authority.
- The Authority’s governmental funds reported a total ending fund balance of \$34,032,783 this year. This compares to the prior year fund balance of \$29,919,824, showing an increase of \$4,112,959 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 Statement of Revenues, 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, 2021

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, 2021

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 13 through 26 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 28.

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 \$33,140,878 as of June 30, 2021.

The following table provides a summary of the changes in the Statement of Net Position as of June 30, 2021, and June 30, 2020:

Summary of Changes in the Statement of Net Position			
	2021	2020	Variance Positive (Negative)
ASSETS:			
Current and Other Assets	\$ 36,688,263	\$ 46,329,783	\$ (9,641,520)
Land	6,971,378	9,185,874	(2,214,496)
TOTAL ASSETS	\$ 43,659,641	\$ 55,515,657	\$ (11,856,016)
LIABILITIES:			
Current Liabilities	\$ 8,441,760	\$ 21,998,236	\$ 13,556,476
Long-term Liabilities	68,358,759	74,294,136	5,935,377
TOTAL LIABILITIES	\$ 76,800,519	\$ 96,292,372	\$ 19,491,853
NET POSITION:			
Net Investment in Capital Assets	\$ 6,971,378	\$ 9,185,874	\$ (2,214,496)
Restricted	19,073,657	23,082,713	(4,009,056)
Unrestricted	(59,185,913)	(73,045,302)	13,859,389
TOTAL NET POSITION	\$ (33,140,878)	\$ (40,776,715)	\$ 7,635,837

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2021

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, 2021, and June 30, 2020.

	Summary of Changes in the Statement of Activities		
	2021	2020	Variance Positive (Negative)
Revenues:			
Tax Increment	\$ 18,148,263	\$ 16,864,544	\$ 1,283,719
Capital Contribution		95,669	(95,669)
Interest and Others	26,362	195,119	(168,757)
Total revenues	\$ 18,174,625	\$ 17,155,332	\$ 1,019,293
Expenses:			
Salaries and Benefits	\$ 102,000	\$ 102,000	\$
Professional Services	152,433	130,773	(21,660)
Contracted Services	15,781	16,985	1,204
Other	3,953	65,488	61,535
Administration Fee	3,164,032	3,099,846	(64,186)
Bond Interest	1,569,922	1,147,567	(422,355)
Debt Issuance Costs		798,407	798,407
Capital Improvements	5,530,667	43,357,660	37,826,993
Total expenses	\$ 10,538,788	\$ 48,718,726	\$ 38,179,938
Changes in Net Position	\$ 7,635,837	\$ (31,563,394)	\$ 39,199,231
Beginning Net Position	(40,776,715)	(9,213,321)	(31,563,394)
Ending Net Position	\$ (33,140,878)	\$ (40,776,715)	\$ 7,635,837

FINANCIAL ANALYSIS OF THE AUTHORITY'S GOVERNMENTAL FUNDS

The Authority has three governmental funds, which are the General Fund, the Debt Service Fund, and the Capital Projects Fund. As discussed, governmental funds are reported in the fund statements with a short-term, inflow and outflow of spendable resources focus. This information is useful in assessing resources available at the end of the year in comparison with upcoming financing requirements. Governmental funds reported ending fund balances totaling \$34,032,783, an increase of \$4,112,959 from the prior year.

GOVERNMENTAL FUND BUDGETARY HIGHLIGHTS

The Board of the Authority did not amend the budget during the current fiscal year. Actual net change in fund balance was \$31,801,677 less than budgeted primarily due to the Authority budgeting for proceeds from the issuance of bonds and the receipt of grants which did not occur. See the budget to actual comparisons on page 28.

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2021**

CAPITAL ASSETS

In the current fiscal year, the Authority transferred \$5,530,667 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.

Additionally, the Authority is holding title to certain land associated with the detention basin and W-140 bridge improvements. This project has been completed but has not been accepted by the City as of fiscal year end. These land costs amount to \$6,971,378 at June 30, 2021. This amount decreased by \$2,214,496 from the prior year as a result of the completion and conveyance of Town and Country West Drainage and Mobility Improvements and the public improvement extension of Town and Country Way from Town and Country Boulevard west toward Beltway 8 to the City.

LONG –TERM DEBT AND RELATED LIABILITIES

At the end of the current fiscal year, the Authority owes \$19,230,743 to LIPEX Properties LP for capital improvements. This amount is reimbursable from approved bond proceeds or other lawfully available funds.

At the end of the current fiscal year, the Authority had total bond debt payable of \$49,885,000. 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, c/o Hawes Hill and Associates, LLP, Zone Administrator, P.O. Box 22167, Houston, TX 77227-2167.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
STATEMENT OF NET POSITION AND
GOVERNMENTAL FUNDS BALANCE SHEET
JUNE 30, 2021

	<u>General Fund</u>	<u>Debt Service Fund</u>	<u>Capital Projects Fund</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS						
Cash	\$ 3,922	\$	\$	\$ 3,922	\$	\$ 3,922
Investments	6,715,021	4,187	12,464,703	19,183,911		19,183,911
Tax Increment Receivable	17,240,850			17,240,850		17,240,850
Other Receivables	520			520		520
Due From Other Funds		7,290,107		7,290,107	(7,290,107)	
Prepaid bond insurance, net					259,060	259,060
Land					6,971,378	6,971,378
TOTAL ASSETS	<u>\$ 23,960,313</u>	<u>\$ 7,294,294</u>	<u>\$ 12,464,703</u>	<u>\$ 43,719,310</u>	<u>(59,669)</u>	<u>43,659,641</u>
LIABILITIES						
Accounts Payable	\$ 38,914	\$	\$	\$ 38,914	\$	\$ 38,914
Retainage Payable	99,951			99,951		99,951
Accrued Interest Payable					685,340	685,340
Due To Other Funds	7,290,107			7,290,107	(7,290,107)	
Due to Other Governments	2,257,555			2,257,555		2,257,555
Due To Developer					19,230,743	19,230,743
Long-Term Liabilities:						
Due Within One Year					5,360,000	5,360,000
Due After One Year					49,128,016	49,128,016
TOTAL LIABILITIES	<u>9,686,527</u>			<u>9,686,527</u>	<u>67,113,992</u>	<u>76,800,519</u>
FUND BALANCES						
Restricted	\$	\$ 7,294,294	\$ 12,464,703	\$ 19,758,997	\$ (19,758,997)	
Unassigned	14,273,786			14,273,786	(14,273,786)	
TOTAL FUND BALANCES	<u>14,273,786</u>	<u>7,294,294</u>	<u>12,464,703</u>	<u>34,032,783</u>	<u>(34,032,783)</u>	
TOTAL LIABILITIES AND FUND BALANCES	<u>\$ 23,960,313</u>	<u>\$ 7,294,294</u>	<u>\$ 12,464,703</u>	<u>\$ 43,719,310</u>		
Net Position:						
Net Investment in Capital Assets					\$ 6,971,378	\$ 6,971,378
Restricted					19,073,657	19,073,657
Unrestricted					(59,185,913)	(59,185,913)
Total Net Position					<u>\$ (33,140,878)</u>	<u>\$ (33,140,878)</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, 2021

Total Fund Balance - Governmental Funds	\$ 34,032,783
Amounts reported for governmental activities in the <i>Statement of Net Position</i> are different because:	
Prepaid bond insurance is recorded as an expenditure at the fund level, but is recorded as a prepaid asset and amortized to interest expense over the life of the bonds in the government wide statements.	259,060
Land used in governmental activities is not a financial resource and therefore is not reported as an asset in governmental funds.	6,971,378
Amounts due to a developer for the acquisition of land is recorded as a liability in the <i>Statement of Net Position</i> .	(19,230,743)
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	(54,488,016)
Accrued interest on bonds payable	<u>(685,340)</u>
Total Net Position - Governmental Activities	<u><u>\$ (33,140,878)</u></u>

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, 2021

	General Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Activities
REVENUES						
Tax Increment	\$ 10,858,156	\$ 7,290,107	\$	\$ 18,148,263	\$	\$ 18,148,263
Interest and Other	10,664	1,772	13,926	26,362		26,362
TOTAL REVENUES	\$ 10,868,820	\$ 7,291,879	\$ 13,926	\$ 18,174,625	\$	\$ 18,174,625
EXPENDITURES/EXPENSES						
Service Operations						
Salaries and Benefits	\$ 102,000	\$	\$	\$ 102,000	\$	\$ 102,000
Professional Services	152,433			152,433		152,433
Contracted Services	15,781			15,781		15,781
Insurance Cost	963			963		963
Other	2,990			2,990		2,990
Administration Fees	3,164,032			3,164,032		3,164,032
Capital Improvement, Note 7	2,719,766		596,405	3,316,171	2,214,496	5,530,667
Debt Service:						
Principal		5,115,000		5,115,000	(5,115,000)	
Interest		2,183,541	8,755	2,192,296	(622,374)	1,569,922
TOTAL EXPENDITURES/EXPENSES	\$ 6,157,965	\$ 7,298,541	\$ 605,160	\$ 14,061,666	\$ (3,522,878)	\$ 10,538,788
EXCESS (DEFICIENCY) OF REVENUES						
OVER (UNDER) EXPENDITURES	\$ 4,710,855	\$ (6,662)	\$ (591,234)	\$ 4,112,959	\$ 3,522,878	\$ 7,635,837
OTHER FINANCING SOURCES (USES)						
Internal Transfers	\$ 3,490,539	\$	\$ (3,490,539)	\$	\$	\$
NET CHANGE IN FUND BALANCES	\$ 8,201,394	\$ (6,662)	\$ (4,081,773)	\$ 4,112,959	\$ (4,112,959)	
CHANGE IN NET POSITION					7,635,837	7,635,837
FUND BALANCES/NET POSITION -						
JULY 1, 2020	6,072,392	7,300,956	16,546,476	29,919,824	(70,696,539)	(40,776,715)
FUND BALANCES/NET POSITION -						
JUNE 30, 2021	\$ 14,273,786	\$ 7,294,294	\$ 12,464,703	\$ 34,032,783	\$ (67,173,661)	\$ (33,140,878)

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, 2021**

Net Change in Fund Balances - Governmental Funds	\$	4,112,959
<p>Amounts reported for governmental activities in the <i>Statement of Activities</i> are different because:</p>		
<p>Certain capital assets conveyed to the City of Houston upon completion of construction do not use financial resources in the fund financial statements; however, in the <i>Statement of Activities</i>, these transactions result in a reduction of net position.</p>		
		(2,214,496)
<p>The issuance of long-term debt provides current financial resources to governmental funds, while the repayment of principal uses current financial resources. However, neither transaction has any effect on net assets. Other elements of debt financing are reported differently between the fund and government wide statements.</p>		
Principal payments	\$ 5,115,000	
Accrued interest	<u>622,374</u>	
		<u>5,737,374</u>
Change in Net Position - Governmental Activities	\$	<u><u>7,635,837</u></u>

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

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MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2021

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 (“GASB Codification”).

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2021

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, 2021

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 accumulation of resources 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. The Authority uses the full accrual basis of accounting for the government wide statements.

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, 2021

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 unspent bond proceeds in the Capital Projects Fund and tax increment receipts in the Debt Service Fund.

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

Assigned - amounts that do not meet the criteria to be classified as restricted or committed but that are intended to be used for specific purposes. The Authority has 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 and TexSTAR.

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, 2021

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, 2021. The budget was submitted and approved by the City. The Authority used this budget during the current year.

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.

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, 2021, none of the Authority’s bank balances were exposed to custodial credit risk.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2021

NOTE 3. DEPOSITS AND INVESTMENTS (continued)

Deposits (continued)

The carrying values of the deposits are included in the Governmental Fund Balance Sheet and the Statement of Net Position at June 30, 2021, as listed below:

	Cash
Total Deposits - General Fund	\$ 3,922

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.

The Authority is authorized by the Public Funds Investment Act (Chapter 2256, Texas Government Code) to invest in the following: (1) obligations, including letters of credit, of the United States or its agencies and instrumentalities, including Federal Home Loan Banks, (2) direct obligations of the State of Texas or its agencies and instrumentalities, (3) certain collateralized mortgage obligations, (4) other obligations, which are unconditionally guaranteed or insured by the State of Texas or the United States or its agencies or 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 and political subdivisions of any state, (6) bonds issued, assumed or guaranteed by the State of Israel, (7) certain insured or collateralized certificates of deposit and share certificates, (8) certain fully collateralized repurchase agreements, (9) 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.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2021

NOTE 3. DEPOSITS AND INVESTMENTS (continued)

Investments (continued)

For fiscal year 2021, 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.

As permitted by GAAP, TexPool uses amortized cost (which excludes unrealized gains and losses) rather than market value to compute share price and seeks to maintain a constant dollar value per share. Accordingly, the fair value of the Authority’s position in TexPool is the same as the value of TexPool shares. Investments in TexPool may be withdrawn on a same day basis, as long as the transaction is executed by 3:30 p.m.

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.

The Authority’s investment in TexSTAR is reported at fair value because TexSTAR uses fair value to report investments. The Authority has implemented GASB Statement No. 72, “Fair Value Measurement and Application.” This statement establishes a hierarchy of inputs used to measure fair value as follows: Level 1 inputs are based on quoted prices in active markets, Level 2 inputs are based on significant other observable inputs, and Level 3 inputs are based on significant unobservable inputs. The Authority’s investment in TexSTAR is measured using published fair value per share (level 1 inputs).

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2021

NOTE 3. DEPOSITS AND INVESTMENTS (continued)

Investments (continued)

Investments in TexSTAR may be withdrawn via wire transfer on a same day basis, as long as the transaction is executed by 4 p.m. ACH withdrawals made by 4 p.m. will settle on the next business day.

As of June 30, 2021, 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	\$ 19,178,381	\$ 19,178,381	\$	\$	\$
TexSTAR	5,530	5,530			
Total	<u>\$ 19,183,911</u>	<u>\$ 19,183,911</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>

Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. At June 30, 2021, 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.

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 financing the costs of public improvements as authorized in the Project Plan and described in the Authority's capital improvement program.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2021

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.

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.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2021

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.

Subsequent to year end, on July 14, 2021, tax increments relating to fiscal year 2021 of \$18,148,263 were collected by the trustee from the City of Houston. The City of Houston withheld \$907,413 to cover administrative costs. As a result, \$17,240,850 is recorded as Tax Increment Receivable as of June 30, 2021.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2021

NOTE 7. TRANSFER TO THE CITY OF HOUSTON

During the current fiscal year, the Authority recorded capital improvements of \$5,530,667 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 page 31 for information on current year capital improvement expenditures. The Town and Country West Drainage and Mobility Improvements project was transferred to the City during the current year. The Authority is holding title to certain land associated with the detention basin and W-140 bridge improvements. These land costs amount to \$6,971,378 at June 30, 2021.

NOTE 8. DUE TO DEVELOPERS

The Authority has entered into development agreements with T&C Way Partners, LLC and LIPEX Properties, L.P. (“Developers”) for the financing of the land for public improvements, the construction of certain facilities, and other costs. Under the agreements, the developers will advance funds for the acquisition of land, construction of facilities, and other costs associated with public improvements in the project area. The developers will be reimbursed from available tax increment in the project area.

During the year ended June 30, 2021, the following changes occurred in amounts due to developers.

Due to developers, beginning of year	\$ 19,230,743
Developer funded construction and other costs	596,405
Developer reimbursements	(596,405)
Due to developers, end of year	<u>\$ 19,230,743</u>

NOTE 9. LONG-TERM DEBT

During the year ended June 30, 2021, the following changes occurred in long-term liabilities:

	<u>Balance July 1, 2020</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance June 30, 2021</u>	<u>Amounts Due Within One Year</u>
Governmental Activities:					
Bonds and notes payable:					
Tax Increment Contract Bonds	\$ 55,000,000	\$	\$ (5,115,000)	\$ 49,885,000	\$ 5,360,000
Deferred amount for bond premium	5,178,393		(575,377)	4,603,016	
Bonds payable, end of year	<u>\$ 60,178,393</u>	<u>\$</u>	<u>\$ (5,690,377)</u>	<u>\$ 54,488,016</u>	<u>\$ 5,360,000</u>

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2021

NOTE 9. LONG-TERM DEBT (continued)

On April 27, 2021, the Authority's Board of Directors authorized the issuance of bonds and notes by the Authority in the aggregate principal amount not to exceed \$90,000,000 outstanding at any one time.

The terms of the current debt obligations are as follows:

Series	Original Issue	Matures	Interest Rate (%)	Debt Outstanding
Governmental Activities:				
Tax Increment Contract Bonds				
Refunding Tax Increment Contract Bonds, Series 2016	\$ 17,955,000	9/1/27	2.41%	\$ 16,920,000
Tax Increment Contract Revenue and Refunding Bonds, Series 2019	37,400,000	9/1/28	5.00%	32,965,000
Total General Obligation Bonds				\$ 49,885,000

The annual requirements to amortize governmental activity tax increment contract revenue bonds at June 30, 2021 are as follows:

Tax Increment Contract Revenue Bonds			
Governmental Activities			
Fiscal Year	Principal	Interest	Total
2022	\$ 5,360,000	\$ 1,931,022	\$ 7,291,022
2023	5,660,000	1,703,049	7,363,049
2024	5,870,000	1,492,823	7,362,823
2025	6,095,000	1,273,664	7,368,664
2026	6,315,000	1,045,323	7,360,323
2027	6,555,000	807,359	7,362,359
2028	6,845,000	522,540	7,367,540
2029	7,185,000	179,625	7,364,625
	\$ 49,885,000	\$ 8,955,404	\$ 58,840,404

See pages 34 through 36 for debt service schedules on each bond series outstanding as of June 30, 2021.

NOTE 10. INTERFUND TRANSACTIONS

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

Receivable Fund	Payable Fund	Amounts	Purpose
Debt Service Fund	General Fund	\$ 7,290,107	Debt Service tax increment revenue owed by General Fund

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2021

NOTE 10. INTERFUND TRANSACTIONS (continued)

For the fiscal year ended June 30, 2021, an operating transfer is summarized as follows:

<u>Transfers Out</u>	<u>Transfers In</u>	<u>Amounts</u>	<u>Purpose</u>
Capital Projects Fund	General Fund	\$ (3,490,539)	Capital improvements

NOTE 11. ADVANCED FUNDING AGREEMENTS WITH THE TEXAS DEPARTMENT OF TRANSPORTATION

On August 15, 2017, the Authority entered into an Advanced Funding Agreement (the “Agreement”) with the State of Texas through Texas Department of Transportation (“State”) for funding the reconstruction of Gessner Road from Long Point to Interstate Highway 10, including drainage improvements and sidewalk construction. The Authority approved entering into this Agreement by resolution dated January 23, 2017 and will be effective until the project is completed or otherwise terminated.

Pursuant to the Agreement, the Authority made an initial payment of \$14,000 to the State. At least sixty (60) days prior to the date set for receipt of the construction bids, the Authority was obligated to remit its remaining financial share for their estimated construction costs. The Authority is responsible for 100% of the costs after the federal funding reaches the maximum obligated amount. During a prior year, the project was accepted, and the Authority remitted \$12,425,043 to the State, which included the Authority’s remaining share of \$5,218,545 in addition to \$7,206,498, the excess of federal funding.

After the project is completed, the State will perform an audit of the costs to determine any liability or amounts due back. Any amounts due back will be applied to other advanced funding agreements between the parties. The State is responsible for the performance of architectural and engineering services and advertise for bids, award and administer the contract for construction of the project. The Authority is responsible for the adjustment, removal or relocation of utility facilities before the scheduled beginning of construction. The Authority will also be responsible for the maintenance of locally owned roads after completion.

The Authority also entered into an advanced funding agreement with the State for funding the reconstruction of the roadway including drainage, access management and bicycle/pedestrian accommodations on Memorial Drive from Beltway 8 to Tallowood Road. The Authority approved entering into this agreement by resolution dated December 5, 2017 and will be effective until the project is completed or otherwise terminated.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2021

NOTE 11. ADVANCED FUNDING AGREEMENTS WITH THE TEXAS DEPARTMENT OF TRANSPORTATION (continued)

The Authority is responsible to make an initial payment of \$16,000 to the State and another \$160,000 before construction begins. At least sixty (60) days prior to the date set for receipt of the construction bids, the Authority shall remit its remaining financial share for their estimated construction costs. The Authority will be responsible for 100% of the costs after the federal funding reaches the maximum obligated amount. As with the other previously entered Advanced Funding Agreement, the State and Authority will be assigned the same duties. During the prior year, the project was bid and awarded, and the Authority remitted \$10,682,909 to the State for its share of the project. This amount exceeded initial estimates due to the project inclusion of items that were not eligible for Federal reimbursement.

NOTE 12. INTERLOCAL AGREEMENT WITH THE CITY OF BUNKER HILL VILLAGE

On March 27, 2018, the Authority approved an Interlocal Agreement with City of Bunker Hill Village (“City”), for a term of 60 months or until completion, for the reconstruction of signalization, paving, sidewalks, landscaping and sub-surface utilities, along Memorial Drive (“Project”). The City has been designated as the project sponsor, who will submit grant applications, enter agreements, contracting with engineers, and other related duties to leading the construction of the project. The Houston-Galveston Area Council funding grant application of the project will reflect an approximate ratio of 76% federal funding and 24% local funding. The parties will share the 20% local match commitment for the Project based upon each entities proportion share of the final engineering costs estimates prepared for the grant application. The current estimates reflect \$12,677,344 (64.02%) of the Authority portion of the project and \$7,123,286 for the City portion of the Project for a total of \$19,800,630. The parties in the agreement also agree to a program management firm to provide support for duties associated with project sponsors, with the Authority expected to pay \$138,500 for that management support.

NOTE 13. 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 2,800 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.

MEMORIAL CITY REDEVELOPMENT AUTHORITY

REQUIRED SUPPLEMENTARY INFORMATION

JUNE 30, 2021

DRAFT SUBJECT TO CHANGE

MEMORIAL CITY REDEVELOPMENT AUTHORITY
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
- BUDGET AND ACTUAL - ALL GOVERNMENTAL FUNDS
FOR THE YEAR ENDED JUNE 30, 2021

	<u>Original and Final Budget</u>	<u>Actual</u>	<u>Variance Positive (Negative)</u>
REVENUES			
Tax Increment	\$ 17,655,053	\$ 18,148,263	\$ 493,210
Interest and Other	400,000	26,362	(373,638)
TOTAL REVENUES	<u>\$ 18,055,053</u>	<u>\$ 18,174,625</u>	<u>\$ 119,572</u>
EXPENDITURES/EXPENSES			
Maintenance and Operations	\$ 262,000	\$ 274,167	\$ (12,167)
Capital Outlay	13,312,954	3,316,171	9,996,783
Municipal Services	2,256,619	2,256,619	
Administration Fees	882,753	907,413	(24,660)
Debt Service:			
Principal	5,115,000	5,115,000	
Interest	2,175,091	2,192,296	(17,205)
TOTAL EXPENDITURES	<u>\$ 24,004,417</u>	<u>\$ 14,061,666</u>	<u>\$ 9,942,751</u>
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES	<u>\$ (5,949,364)</u>	<u>\$ 4,112,959</u>	<u>\$ 10,062,323</u>
OTHER FINANCING SOURCES (USES)			
Proceeds from grants	\$ 2,959,000	\$	\$ (2,959,000)
Proceeds from the Sale of Contract Revenue Bonds	38,905,000		(38,905,000)
TOTAL OTHER FINANCING SOURCES (USES)	<u>\$ 41,864,000</u>	<u>\$</u>	<u>\$ (41,864,000)</u>
NET CHANGE IN FUND BALANCE	\$ 35,914,636	\$ 4,112,959	\$ (31,801,677)
FUND BALANCE - JULY 1, 2020	<u>29,919,824</u>	<u>29,919,824</u>	
FUND BALANCE - JUNE 30, 2021	<u>\$ 65,834,460</u>	<u>\$ 34,032,783</u>	<u>\$ (31,801,677)</u>

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MEMORIAL CITY REDEVELOPMENT AUTHORITY

SUPPLEMENTARY INFORMATION

REQUIRED BY CITY OF HOUSTON

JUNE 30, 2021

DRAFT SUBJECT TO CHANGE

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
OPERATING EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2021**

<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 & Associates LLP	\$ 102,000	\$ 102,000	\$
Administrative Operating				
Property Account Consultant	Equi-tax, Inc.	7,500	750	6,750
Accounting/Audit				
Accounting	ETI Accounting Services	15,000	15,781	(781)
Auditor	McGrath & Co. PLLC & McCall Gibson Swedlund Barfoot PLLC	11,250 15,250	11,250 16,800	 (1,550)
Insurance	Texas Municipal League	1,000	963	37
Other			2,990	(2,990)
Subtotal		<u>152,000</u>	<u>150,534</u>	<u>1,466</u>
PROGRAM AND PROJECT CONSULTANTS				
Legal-General Counsel	Allen Boone Humphries Robinson, LLP	50,000	15,928	34,072
Engineering Consultants	The Goodman Corporation Gauge Engineering	60,000	22,550 85,155	37,450 (85,155)
Subtotal		<u>110,000</u>	<u>123,633</u>	<u>(13,633)</u>
TOTAL MANAGEMENT CONSULTING SERVICES		<u>262,000</u>	<u>274,167</u>	<u>(12,167)</u>
City Administration Fees	City of Houston	<u>882,753</u>	<u>907,413</u>	<u>(24,660)</u>
Municipal Services Fess	City of Houston	<u>2,256,619</u>	<u>2,256,619</u>	
DEBT SERVICE				
Principal		5,115,000	5,115,000	
Interest		<u>2,175,091</u>	<u>2,192,296</u>	<u>(17,205)</u>
Subtotal		<u>7,290,091</u>	<u>7,307,296</u>	<u>(17,205)</u>
Total Operating Expenditures		<u>\$ 10,691,463</u>	<u>\$ 10,745,495</u>	<u>\$ (54,032)</u>

MEMORIAL CITY REDEVELOPMENT AUTHORITY
CAPITAL EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2021

<i>Project</i>	<i>Vendor</i>	<i>Budget</i>	<i>Actual Expenditures</i>	<i>Variance Positive (Negative)</i>
Project T-1717 and T-1721: Town and Country West Drainage and Mobility Improvements				
Other	Allen Boone Humphries Robinson LLP	\$	\$ 1,235	\$ (1,235)
Project T-1722: Town and Country Blvd at Queensbury Signalization				
Other	Allen Boone Humphries Robinson LLP		540	(540)
Project T-1725: Park and Green Space Improvements				
Other	SWA Group	125,000	9,100	115,900
Project T-1732A: N. Gessner Drainage and Mobility Improvement, I-10 to Longpoint				
Engineering/Design Services	Klotz Associates, Inc.	236,000		91,422
	Gauge Engineering		125,861	
Other	SWA Group		17,627	
	Allen Boone Humphries Robinson LLP		1,090	
Project T-1734: W140 Channel Improvements with Bridge and Staws				
Other	Allen Boone Humphries Robinson LLP	3,869,495	2,333	1,627,950
	SWA Group		14,541	
	Gauge Engineering		355,507	
Construction	Reytec Construction Resources, Inc		1,869,164	
Project T-1735: Detention Basin A				
Other	Allen Boone Humphries Robinson LLP	5,000,000	138	4,991,834
Engineering/Design Services	Gauge Engineering		8,028	
Project T-1737: MetroNational Detention & Roads				
Developer Reimbursement	TC Blvd Partners	3,013,459	596,405	2,417,054
Project T-1738A: Memorial Drive - Drainage and Mobility Improvement - Phase 1				
Engineering/Design Services	Gauge Engineering	500,000	110,559	361,040
Other	Allen Boone Humphries Robinson LLP		3,970	
	SWA Group		24,431	
Project T-1738B: Memorial Drive - Drainage and Mobility Improvement - Phase 2				
Engineering/Design Services	Gauge Engineering	50,000	1,189	48,811
Project T-1799: Concrete Panel Replace Program at Town & Country Blvd.				
		60,000		60,000
Project T-1741: W140 Detention				
Engineering/Design Services	Gauge Engineering	459,000	174,453	284,547
Total Capital Expenditures		<u>\$ 13,312,954</u>	<u>\$ 3,316,171</u>	<u>\$ 9,996,783</u>

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
PROJECT PLAN RECONCILIATION
AS OF THE YEAR ENDED JUNE 30, 2021**

	<i>Project Plan Estimated Amount</i>	<i>Cumulative Expenditures as of the Fiscal Year Ended 2021</i>	<i>Variance Positive (Negative)</i>
	<u> </u>	<u> </u>	<u> </u>
Capital Projects:			
Roadway and Sidewalk Improvements	\$ 53,429,681	\$ 39,733,953	\$ 13,695,728
Public Utility Improvements	120,856,453	95,125,730	25,730,723
Park and Recreational Facilities	11,889,119	382,265	11,506,854
Total Capital Projects Costs	<u>\$ 186,175,253</u>	<u>\$ 135,241,948</u>	<u>\$ 50,933,305</u>
Financing Costs	25,000,000	50,663,340	(25,663,340)
Creation and Administration Costs	5,952,851	6,093,351	(140,500)
Total Project Plan	<u>\$ 217,128,104</u>	<u>\$ 191,998,639</u>	<u>\$ 25,129,465</u>

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MEMORIAL CITY REDEVELOPMENT AUTHORITY

OTHER SUPPLEMENTARY INFORMATION

JUNE 30, 2021

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MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2021

TAX INCREMENT CONTRACT
REVENUE BONDS
SERIES - 2016 Refunding

Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total
2022	\$ 695,000	\$ 399,397	\$ 1,094,397
2023	2,975,000	355,174	3,330,174
2024	3,050,000	282,573	3,332,573
2025	3,125,000	208,164	3,333,164
2026	3,200,000	131,948	3,331,948
2027	3,270,000	53,984	3,323,984
2028	605,000	7,290	612,290
TOTAL	\$ 16,920,000	\$ 1,438,529	\$ 18,358,529

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MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2021

TAX INCREMENT CONTRACT
REVENUE BONDS
SERIES - 2019 Refunding

Due During Fiscal Years Ending June 30	Principal Due September 1	Interest Due September 1/ March 1	Total
2022	\$ 4,665,000	\$ 1,531,625	\$ 6,196,625
2023	2,685,000	1,347,875	4,032,875
2024	2,820,000	1,210,250	4,030,250
2025	2,970,000	1,065,500	4,035,500
2026	3,115,000	913,375	4,028,375
2027	3,285,000	753,375	4,038,375
2028	6,240,000	515,250	6,755,250
2029	7,185,000	179,625	7,364,625
TOTAL	\$ 32,965,000	\$ 7,516,875	\$ 40,481,875

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MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2021

ANNUAL REQUIREMENTS
FOR ALL SERIES

Due During Fiscal Years Ending June 30	Total Principal Due	Total Interest Due	Total Principal and Interest Due
2022	\$ 5,360,000	\$ 1,931,022	\$ 7,291,022
2023	5,660,000	1,703,049	7,363,049
2024	5,870,000	1,492,823	7,362,823
2025	6,095,000	1,273,664	7,368,664
2026	6,315,000	1,045,323	7,360,323
2027	6,555,000	807,359	7,362,359
2028	6,845,000	522,540	7,367,540
2029	7,185,000	179,625	7,364,625
TOTAL	<u>\$ 49,885,000</u>	<u>\$ 8,955,404</u>	<u>\$ 58,840,404</u>

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MEMORIAL CITY REDEVELOPMENT AUTHORITY
BOARD MEMBERS AND CONSULTANTS
JUNE 30, 2021

Authority Mailing Address - Memorial City Redevelopment Authority
P.O. Box 22167
Houston, TX 77227-2167

Authority Telephone Number- 713-595-1200

<u>Board Members</u>	<u>Position</u>
Marshall B. Heins – Director	1
John Rickel – Director	2
David P. Durham – Director	3
Ann T. Givens – Chair	4
Dr. Zachary R. Hodges – Director	5
Brad Freels – Vice – Chair	6
Vacant	7

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

Memorial City Redevelopment Authority / TIRZ 17

Cash Management Report

September 30, 2021

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, 2022

Summary

<u>Current Activity</u>	<u>General Operating Fund</u>	<u>Capital Projects Fund</u>	<u>Debt Service Fund</u>	<u>Total</u>
Beginning Balance	14,382,040.74	12,261,235.48	7,301,366.15	33,944,642.37
Revenue	66,134.56	149.78	7.50	66,291.84
Expenditures	99,371.43	6,092,863.66	6,388,011.00	12,580,246.09
Ending Balance	14,348,803.87	6,168,521.60	913,362.65	21,430,688.12

NOTES:

Debt Service Payments due in Fiscal Year End 2022:

Date	Series	Principal	Interest	Total
9/1/2021	2016R	695,000.00	203,886.00	898,886.00
9/1/2021	2019	4,665,000.00	824,125.00	5,489,125.00
3/1/2022	2016R		195,511.25	195,511.25
3/1/2022	2019		707,500.00	707,500.00
			Total FYE 2022	7,291,022.25

General Operating Fund

BEGINNING BALANCE:	14,382,040.74
REVENUE:	
Checking Interest - Wells Fargo	6.88
Texpool Interest	101.15
Wells Fargo/TexSTAR (Surplus Funds) Interest	81.85
Transfer from 2019 CPF	66,219.84
Voided Check(s)	0.00
Total Revenue:	66,409.72
DISBURSEMENTS:	
Checks Presented At Last Meeting	99,304.48
Checks Written at/after Last Meeting	0.00
Bank Fee	66.95
Total Expenditures	99,371.43
Ending Balance:	14,349,079.03

Location of Assets:

Institution	Investment Number	Interest Rate	
Wells Fargo Checking	*5490	0.1600	8,803.81
TexPool	*0001	0.0279	4,393,337.36
Wells Fargo/TexSTAR	TexSTAR Surplus Funds	0.0100	9,946,937.86
		Total	14,349,079.03

Memorial City Redevelopment Authority
Checks Presented
 October 26, 2021

Num	Name	Description	Amount
3246	Allen Boone Humphries Robinson LLP	Legal Fee	-321.50
3247	Equi-Tax, Inc	Tax Assessor/ Collector	-130.50
3248	ETI Bookkeeping Services	Bookkeeping Fee	-1,030.00
3249	Hawes Hill & Associates	Professional Consultant	-8,500.00
3250	Masterson Advisors LLC	Municipal Advisory Services	-24,973.75
3251	Texas Municipal League - IRP Inc	Insurance Renewal	-1,377.88
3252	The Goodman Corporation Inc	Contract Services	-6,600.00
3253	Allen Boone Humphries Robinson LLP	Legal Fee- Capital Projects	-275.00
3254	Gauge Engineering, LLC	Engineer Fee- Capital Projects	-45,357.13
3255	Reytec Construction Resources, Inc.	Briar Branch Channel- Capital Projects	-8,895.50
3256	SWA Group	Memorial Drive Construction- Capital Projects	-1,510.32
Total			-98,971.58

Capital Projects Fund

BEGINNING BALANCE	12,261,235.48
 REVENUE	
TexPool Interest	149.78
Voided Check(s)	0.00
 Total Revenue	 149.78
 EXPENDITURES	
Checks Presented at Last Meeting	0.00
Checks Written at/after Last Meeting	0.00
Transfer to Wells Fargo (GOF)	66,219.84
Wire - Metro National	6,026,918.98
 Total Expenditures	 6,093,138.82
 ENDING BALANCE	 6,168,246.44

Location of Assets:

Institution	Investment Number	Interest Rate	Current Balance
TexPool	*0005	0.0279	6,168,246.44
		Total	6,168,246.44

**Memorial City Redevelopment Authority
Bonds Series 2019
Use and Distribution**

Total 2019 Capital Projects Fund **32,367,772**

Construction Costs:

Project #	Project Name	
1717	Town & Country W. Drain/Mobility	3,500
1722	Town & Country Blv Signalizatn	1,984
1725	Parks & Green Space Improvements	9,100
1731A	Detention Basin & W-140 Bridge	3,932
1732A	N Gessner Drainage & Mobility	291,996
1734	W-140 Channel Improvements	5,000,611
1735A	Detention Basin A	38,565
1737	MetroNational - Detention / Roads	9,040,378
1737A	TC Blvd Partners	605,160
1738A	Memorial Dr Drain & Mobility 1	11,075,560
1738B	Memorial Dr Drain & Mobility 2	88,894
1741	W140 Detention Expansion	174,454
Total Less Construction Costs Paid To Date		26,334,135

Total	6,033,637
Interest Earned	78,561
Total Bank Balance	6,112,198

Memorial City Redevelopment Authority
Bond Series 2019
\$42,950,709.37

Date	Check Num.	Payee	Reference	Expense Category	Payment Breakdown	Amount Paid	Balance
		Proceeds					42,950,709.37
12/20/2019	Wire	Assured Guaranty Municipal Corp	Policy 219833-N	Bond Insurance	208,878.93	323,823.92	42,626,885.45
			Policy 219833-R	Surety Policy	114,944.99		42,626,885.45
12/20/2019	Wire	Masterson Advisors LLC	Inv# 19-310	Financial Advisor		169,834.20	42,457,051.25
12/20/2019	Wire	Allen Boone Humphries Robinson LLP	MEM001-02	Bond Counsel		275,136.95	42,181,914.30
12/20/2019	Wire	Norton Rose Fulbright	Matter 1001092371	Disclosure Counsel		100,000.00	42,081,914.30
12/20/2019	Wire	Standard & Poor's Financial Services	Inv# 11381704	Bond Rating		31,500.00	42,050,414.30
12/20/2019	Wire	Public Finance Partners		Bond Expenses		2,500.00	42,047,914.30
12/20/2019	Wire	Orrick, Herrington & Sutcliffe LLP		Bond Expenses		1,775.00	42,046,139.30
12/20/2019	Wire	Attorney General Fee		Attorney General Fee		9,500.00	42,036,639.30
12/20/2019	Wire	Bank of New York Mellon		Paying Agent Fee		750.00	42,035,889.30
12/20/2019	Wire	Wells Fargo Bank		Redemption of Series 2011	4,383,252.99	9,668,116.99	32,367,772.31
				Redemption of Series 2011A	5,281,364.00		
				Trustee Admin Fee	2,500.00		
				Bond Call Fees	1,000.00		
1/28/2020	3044	Allen Boone Humphries Robinson LLP	Inv# 108391	1717 Town & Country W Drain		263.75	32,367,508.56
			Inv#108067	1738A Memorial Dr Drain & Mobility 1	330.00	3,481.25	32,364,027.31
				1735A Detention Basin A	525.00		
				1717 Town & Country W Drain	1,182.50		
				1722 Town & Country Blc Signalization	1,443.75		
1/28/2020	3045	Charter Title Company	Inv# 1038003895®	1717 Town & Country W Drain		819.00	32,363,208.31
1/28/2020	3048	Gauge Engineering, LLC	Proj#1007 Inv# 012	1735A Detention Basin A	7,445.00	164,586.00	32,198,622.31
			Proj#1005 Inv# 014	1734 W140 Channel Improvements	157,141.00		
1/28/2020	3050	Lockwood, Andrews & Newman, Inc.	Inv#120-11972-000-20	1738A Memorial Dr Drain & Mobility 1	902.16	21,191.49	32,177,430.82
			Inv#120-11972-000-19	1738A Memorial Dr Drain & Mobility 1	20,289.33		
1/28/2020	3051	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 13	1734 W140 Channel Improvements	272,373.55	561,384.45	31,616,046.37
			Proj#1005 Pay Est 14	1734 W140 Channel Improvements	289,010.90		
1/28/2020	3052	Sal Esparza Inc.	Inv# 1164	1731A Detention Basin & W-140 Bridge	1,310.80	3,277.00	31,612,769.37
			Inv# 1165	1731A Detention Basin & W-140 Bridge	1,310.80		
			Inv# 1166	1731A Detention Basin & W-140 Bridge	655.40		
1/28/2020	3053	SEI Commercial Landscape Management	Inv# 1172	1731A Detention Basin & W-140 Bridge		655.40	31,612,113.97
1/28/2020	3054	SWA Group	Inv# 179584	1738A Memorial Dr Drain & Mobility 1	19,967.48	28,881.23	31,583,232.74
			Inv# 179586	1732A N Gessner Drainage & Mobility	6,421.80		
			Inv# 179797	1732A N Gessner Drainage & Mobility	2,491.95		
1/28/2020	3055	The Goodman Corporation Inc.	Inv# 12-2019-8	1738A Memorial Dr Drain & Mobility 1	825.00	2,925.00	31,580,307.74
			Inv# 12-2019-9	1738A Memorial Dr Drain & Mobility 1	2,100.00		
2/25/2020	3058	Gauge Engineering, LLC	Proj#1005 Inv# 015	1734 W140 Channel Improvements	97,163.00	122,154.20	31,458,153.54
			Inv# 1149	1732A N Gessner Drainage & Mobility	24,991.20		
2/25/2020	3060	Lockwood, Andrews & Newman, Inc.	Inv#120-11972-000-21	1738A Memorial Dr Drain & Mobility 1		11,014.89	31,447,138.65

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2/25/2020	3061	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 15	1734 W140 Channel Improvements		53,545.99	31,393,592.66
2/25/2020	3062	The Goodman Corporation Inc.	Inv# 1-2020-12	1738A Memorial Dr Drain & Mobility 1	1,500.00	4,650.00	31,388,942.66
			Inv# 1-2020-13	1738A Memorial Dr Drain & Mobility 1	3,150.00		
2/25/2020	3063	SWA Group	Inv# 180193	1732A N Gessner Drainage & Mobility		2,415.00	31,386,527.66
2/28/2020		TexStar		Interest Earned		14,968.56	31,401,496.22
3/26/2020	3069	Allen Boone Humphries Robinson LLP	Inv# 109456	1735A Detention Basin A		135.00	31,401,361.22
3/26/2020	3070	Gauge Engineering, LLC	Inv# 1164	1732A N Gessner Drainage & Mobility	10,188.90	79,449.37	31,321,911.85
			Proj#1005 Inv# 016	1734 W140 Channel Improvements	69,260.47		
3/26/2020	3071	Lockwood, Andrews & Newman, Inc.	Inv#120-11972-000-22	1738A Memorial Dr Drain & Mobility 1		21,418.81	31,300,493.04
3/26/2020	3072	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 16	1734 W140 Channel Improvements		299,505.45	31,000,987.59
3/26/2020	3073	SWA Group	Inv# 180164	1734 W140 Channel Improvements	1,715.00	7,460.25	30,993,527.34
			Inv# 180471	1732A N Gessner Drainage & Mobility	5,745.25		
3/4/2020		TexStar		Interest Earned		4,024.37	30,997,551.71
3/31/2020		TexPool		Interest Earned		22,692.86	31,020,244.57
4/28/2020	3078	Gauge Engineering, LLC	Inv# 1181	1732A N Gessner Drainage & Mobility	15,816.85	76,711.99	30,943,532.58
			Proj#1005 Inv# 017	1734 W140 Channel Improvements	60,895.14		
4/28/2020	3079	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 17	1734 W140 Channel Improvements		214,026.76	30,729,505.82
4/28/2020	3080	SWA Group	Inv# 180756	1732A N Gessner Drainage & Mobility		7,125.06	30,722,380.76
4/28/2020	WIRE	Metro National Corporation	Lipex Properties	1737 MetroNational - Detention / Road		3,013,459.49	27,708,921.27
4/30/2020		TexPool		Interest Earned		11,492.98	27,720,414.25
5/26/2020	3085	Gauge Engineering, LLC	Inv#013 Proj# 1007	1735A Detention Basin A	12,177.00	74,728.60	27,645,685.65
			Inv# 1193	1732A N Gessner Drainage & Mobility	19,186.92		
			Inv# 018 Proj# 1005	1734 W140 Channel Improvements	43,364.68		
5/26/2020	3086	Lockwood, Andrews & Newman, Inc.	Reimbursement Scope	1738A Memorial Dr Drain & Mobility 1	45,000.00	76,204.00	27,569,481.65
			Inv# 120-11972-000-23	1738A Memorial Dr Drain & Mobility 1	31,204.00		
5/26/2020	3087	Rapid Research, Inc.	Inv# 6305	1734 W140 Channel Improvements		214.50	27,569,267.15
5/26/2020	3088	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 18	1734 W140 Channel Improvements		86,683.90	27,482,583.25
5/26/2020	3089	SWA Group	Inv# 181078	1732A N Gessner Drainage & Mobility		8,370.54	27,474,212.71
5/26/2020	3090	The Goodman Corporation Inc.	Inv# 4-2020-25	1738A Memorial Dr Drain & Mobility 1		1,926.00	27,472,286.71
5/31/2020		TexPool		Interest Earned		6,303.57	27,478,590.28
6/30/2020	3096	Allen Boone Humphries Robinson LLP	Inv#111451	1734 W140 Channel Improvements	405.00	810.00	27,477,780.28
			Inv#111451	1735A Detention Basin A	405.00		
6/30/2020	3097	Gauge Engineering, LLC	Inv# 014 Proj# 1007	1735A Detention Basin A	5,000.00	81,632.04	27,396,148.24
			Inv# 1209	1732A N Gessner Drainage & Mobility	18,591.04		
			Inv# 019 Proj# 1005	1734 W140 Channel Improvements	58,041.00		
6/30/2020	3098	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 19	1734 W140 Channel Improvements		145,438.31	27,250,709.93
6/30/2020	3099	SWA Group	Inv# 181317	1738A Memorial Dr Drain & Mobility 1	19,196.80	25,895.68	27,224,814.25
			Inv# 181306	1734 W140 Channel Improvements	2,542.44		
			Inv# 181369	1732A N Gessner Drainage & Mobility	1,898.22		
			Inv# 181373	1732A N Gessner Drainage & Mobility	2,258.22		
6/30/2020	3100	VOID CHECK					

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6/30/2020		TexPool			Interest Earned		4,570.51	27,229,384.76
7/7/2020	WIRE	Texas Department of Transportation	CSJ:0912-72-391	1738A Memorial Dr Drain & Mobility 1			10,682,908.81	16,546,475.95
7/28/2020	3111	Allen Boone Humphries Robinson LLP	Inv# 112636	1734 W140 Channel Improvements			540.00	16,545,935.95
7/28/2020	3112	Gauge Engineering, LLC	Inv# 015 Proj# 1007	1735A Detention Basin A	4,575.00		54,754.74	16,491,181.21
			Inv# 1221	1732A N Gessner Drainage & Mobility	15,749.40			
			Inv# 020 Proj# 1005	1734 W140 Channel Improvements	34,430.34			
7/28/2020	3113	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 20	1734 W140 Channel Improvements			29,146.00	16,462,035.21
7/28/2020	3114	SWA Group	Inv# 181788	1732A N Gessner Drainage & Mobility	5,142.86		8,130.01	16,453,905.20
			Inv# 181854	1738A Memorial Dr Drain & Mobility 1	2,987.15			
7/31/2020		TexPool			Interest Earned		2,920.71	16,456,825.91
8/25/2020	3120	Allen Boone Humphries Robinson LLP	Inv# 113336	1734 W140 Channel Improvements			135.00	16,456,690.91
8/25/2020	3121	Gauge Engineering, LLC	Inv# 1241 Proj# 1071	1741 W140 Detention Expansion	8,868.60		73,753.70	16,382,937.21
			Inv# 016 Proj# 1007	1735A Detention Basin A	2,900.00			
			Inv# 1240 Proj# 1041	1732A N Gessner Drainage & Mobility	23,656.60			
			Inv# 021 Proj# 1005	1734 W140 Channel Improvements	38,325.50			
8/25/2020	3122	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 21	1734 W140 Channel Improvements			310,175.23	16,072,761.98
8/25/2020	3123	SWA Group	Inv# 182144	1732A N Gessner Drainage & Mobility	3,605.00		6,055.00	16,066,706.98
			Inv# 182145	1738A Memorial Dr Drain & Mobility 1	2,450.00			
8/25/2020	3124	SWA Group	Inv# 182151	1725 Parks & Green Space Improvements			9,100.00	16,057,606.98
8/31/2020		TexPool			Interest Earned		2,447.66	16,060,054.64
9/29/2020	3131	Gauge Engineering, LLC	Inv# 1263 Proj# 1041	1732A N Gessner Drainage & Mobility	17,993.60		80,147.96	15,979,906.68
			Inv# 022 Proj# 1005	1734 W140 Channel Improvements	42,495.26			
			Inv# 017 Proj# 1007	1735A Detention Basin A	3,400.00			
			Inv# 1264 Proj# 1071	1741 W140 Detention Expansion	16,259.10			
9/29/2020	3132	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 22	1734 W140 Channel Improvements			297,772.83	15,682,133.85
9/29/2020	3133	SWA Group	Inv# 182451	1732A N Gessner Drainage & Mobility	2,695.00		4,659.04	15,677,474.81
			Inv# 182440	1734 W140 Channel Improvements	1,964.04			
9/30/2020		TexPool			Interest Earned		1,935.23	15,679,410.04
10/27/2020	3142	Allen Boone Humphries Robinson LLP	Inv# 114096	1734 W140 Channel Improvements			135.00	15,679,275.04
10/27/2020	3143	Gauge Engineering, LLC	Inv# 1280 Proj# 1070	1738A Memorial Dr Drain & Mobility 1	23,187.00		139,560.47	15,539,714.57
			Inv# 023 Proj# 1005	1734 W140 Channel Improvements	31,827.16			
			Inv# 1264 Proj# 1041	1732A N Gessner Drainage & Mobility	28,121.96			
			Inv# 018 Proj# 1007	1735A Detention Basin A	1,728.20			
			Inv# 1281 Proj# 1071	1741 W140 Detention Expansion	54,696.15			
10/27/2020	3144	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 23	1734 W140 Channel Improvements			15,727.69	15,523,986.88
10/27/2020	3145	SWA Group	Inv# 182686	1732A N Gessner Drainage & Mobility	3,205.30		14,017.59	15,509,969.29
			Inv# 182687	1738A Memorial Dr Drain & Mobility 1	2,280.81			
			Inv# 182709	1734 W140 Channel Improvements	8,531.48			
10/31/2020		TexPool			Interest Earned		1,771.19	15,511,740.48
11/30/2020		TexPool			Interest Earned		1,569.46	15,513,309.94
12/8/2020	3152	Allen Boone Humphries Robinson LLP	Inv# 115229	1732A N Gessner Drainage & Mobility	540.00		675.00	15,512,634.94

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				1722 Town & Country Blv Signalizatn	135.00		
12/8/2020	3153	Gauge Engineering, LLC	Inv# 1312 Proj# 1071	1741 W140 Detention Expansion	37,691.55	136,625.16	15,376,009.78
			Inv# 1312 Proj# 1070	1738A Memorial Dr Drain & Mobility 1	15,125.62		
			Inv# 024 Proj# 1005	1734 W140 Channel Improvements	56,648.15		
			Inv# 1311 Proj# 1041	1732A N Gessner Drainage & Mobility	27,159.84		
12/8/2020	3154	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 24	1734 W140 Channel Improvements		149,276.60	15,226,733.18
12/8/2020	3155	SWA Group	Inv# 183082	1732A N Gessner Drainage & Mobility	2,948.22	8,852.34	15,217,880.84
			Inv# 183083	1738A Memorial Dr Drain & Mobility 1	2,795.40		
			Inv# 183093	1734 W140 Channel Improvements	3,108.72		
12/31/2020		TexPool		Interest Earned		1,177.23	15,219,058.07
1/26/2021	3163	Allen Boone Humphries Robinson LLP	Inv# 116145	1738A Memorial Dr Drain & Mobility 1	945.00	1,485.00	15,217,573.07
				1722 Town & Country Blv Signalizatn	405.00		
			Inv# 116797	1717 Town & Country W Drain	135.00		
1/26/2021	3164	Gauge Engineering, LLC	Inv# 25-(1361)	1734 W140 Channel Improvements	56,093.80	118,586.24	15,098,986.83
			Inv# 1357	1741 W140 Detention Expansion	41,797.60		
			Inv# 1355	1732A N Gessner Drainage & Mobility	6,747.60		
			Inv# 1356	1738A Memorial Dr Drain & Mobility 1	13,947.24		
1/26/2021	3165	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 25	1734 W140 Channel Improvements	96,862.72	400,179.93	14,698,806.90
			Proj#1005 Pay Est 26	1734 W140 Channel Improvements	303,317.21		
1/26/2021	3166	SWA Group	Inv# 183361	1732A N Gessner Drainage & Mobility	1,785.00	6,968.95	14,691,837.95
			Inv# 183362	1738A Memorial Dr Drain & Mobility 1	2,322.25		
			Inv# 183386	1734 W140 Channel Improvements	936.70		
			Inv# 183699	1732A N Gessner Drainage & Mobility	1,925.00		
1/31/2021		TexPool		Interest Earned		1,015.14	14,692,853.09
2/23/2021	3172	Allen Boone Humphries Robinson LLP	Inv# 117438	1717 Town & Country W Drain	550.00	550.00	14,692,303.09
2/23/2021	3173	Gauge Engineering, LLC	Inv# 1389	1732A N Gessner Drainage & Mobility	13,909.29	52,483.14	14,639,819.95
			Inv# 1390	1738A Memorial Dr Drain & Mobility 1	3,478.05		
			Inv# 1391	1741 W140 Detention Expansion	10,346.70		
			Inv# 26-(1388)	1734 W140 Channel Improvements	24,749.10		
2/23/2021	3174	Reytec Construction Resources, Inc.	Proj# 1005 Pay Est 27	1734 W140 Channel Improvements	259,213.42	616,142.83	14,023,677.12
			Proj# 1005 Pay Est 27A	1734 W140 Channel Improvements	356,929.41		
2/23/2021	3175	SWA Group	Inv# 184020	1738A Memorial Dr Drain & Mobility 1	3,430.00	3,430.00	14,020,247.12
2/28/2021		TexPool		Interest Earned		482.18	14,020,729.30
3/29/2021	WIRE	TC Blvd Partners II, LLC		1737A TC Blvd Partners	605,160.00	605,160.00	13,415,569.30
3/30/2021	3181	Allen Boone Humphries Robinson LLP	Inv# 118269	1717 Town & Country W Drain	137.50	275.00	13,415,294.30
			Inv# 118269	1735A Detention Basin A	137.50		
3/30/2021	3182	Gauge Engineering, LLC	Inv# 1414	1732A N Gessner Drainage & Mobility	6,747.60	47,355.20	13,367,939.10
			Inv# 1415	1738A Memorial Dr Drain & Mobility 1	7,052.50		
			Inv# 1416	1741 W140 Detention Expansion	4,794.30		
			Inv# 27-(1417)	1734 W140 Channel Improvements	28,760.80		
3/30/2021	3183	Reytec Construction Resources, Inc.	Proj# 1005 Pay Est 28	1734 W140 Channel Improvements	169,194.57	439,563.12	12,928,375.98

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			Proj# 1005 Pay Est 28A	1734 W140 Channel Improvements	270,368.55		
3/30/2021	3184	SWA Group	Inv# 184419	1732A N Gessner Drainage & Mobility	1,463.70	1,463.70	12,926,912.28
3/31/2021		TexPool		Interest Earned		220.77	12,927,133.05
4/27/2021	3190	Allen Boone Humphries Robinson LLP	Inv# 118868	1734 W140 Channel Improvements	137.50	1,100.00	12,926,033.05
				1732A N Gessner Drainage & Mobility	550.00		
				1717 Town & Country W Drain	412.50		
4/27/2021	3191	Gauge Engineering, LLC	Inv# 28-(1441)	1734 W140 Channel Improvements	28,855.80	37,374.85	12,888,658.20
			Inv# 1440	1738A Memorial Dr Drain & Mobility 1	8,519.05		
4/27/2021	3192	Reytec Construction Resources, Inc.	Proj# 1005 Pay Est 29	1734 W140 Channel Improvements	111,727.47	111,727.47	12,776,930.73
4/27/2021	3193	SWA Group	Inv# 184765	1738A Memorial Dr Drain & Mobility 1	5,570.33	5,570.33	12,771,360.40
4/30/2021		TexPool		Interest Earned		142.74	12,771,503.14
5/25/2021	3199	Allen Boone Humphries Robinson LLP	Inv# 119495	1734 W140 Channel Improvements	1,237.50	3,162.50	12,768,340.64
				1738A Memorial Dr Drain & Mobility 1	1,925.00		
5/25/2021	3200	Gauge Engineering, LLC	Inv# 1472	1732A N Gessner Drainage & Mobility	524.52	35,848.52	12,732,492.12
			Inv# 1473	1738A Memorial Dr Drain & Mobility 1	9,847.30		
			Inv# 29- (1471)	1734 W140 Channel Improvements	25,476.70		
5/25/2021	3201	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 30	1734 W140 Channel Improvements	37,085.49	218,897.64	12,513,594.48
			Proj#1005 Pay Est 30A	1734 W140 Channel Improvements	181,812.15		
5/25/2021	3202	SWA Group	Inv# 185128	1738A Memorial Dr Drain & Mobility 1	1,563.31	1,563.31	12,512,031.17
5/31/2021		TexPool		Interest Earned		109.73	12,512,140.90
6/29/2021	3210	Allen Boone Humphries Robinson LLP	Inv# 120416	1734 W140 Channel Improvements	687.50	1,650.00	12,510,490.90
				1738A Memorial Dr Drain & Mobility 1	962.50		
6/29/2021	3211	Gauge Engineering, LLC	Inv# 30-(1507)	1734 W140 Channel Improvements	11,776.75	27,225.95	12,483,264.95
			Inv# 1505	1738A Memorial Dr Drain & Mobility 1	15,449.20		
6/29/2021	3212	Reytec Construction Resources, Inc.	Inv# 1805	1734 W140 Channel Improvements	8,895.50	17,791.00	12,465,473.95
			Inv# 1807	1734 W140 Channel Improvements	8,895.50		
6/29/2021	3213	SWA Group	Inv# 185516	1738A Memorial Dr Drain & Mobility 1	1,180.39	1,180.39	12,464,293.56
6/30/2021		TexPool		Interest Earned		134.32	12,464,427.88
7/27/2021	3220	Allen Boone Humphries Robinson LLP	Inv# 121070	1738A Memorial Dr Drain & Mobility 1	137.50	137.50	12,464,290.38
7/27/2021	3221	Gauge Engineering, LLC	Inv# 1538	1732A N Gessner Drainage & Mobility	1,000.00	26,636.67	12,437,653.71
			Inv# 1539	1738A Memorial Dr Drain & Mobility 1	13,953.08		
			Inv# 1540	1738B Memorial Dr Drain & Mobility 2	1,188.54		
			Inv# 31	1734 W140 Channel Improvements	10,495.05		
7/27/2021	3222	Reytec Construction Resources, Inc.	Inv# 1846	1734 W140 Channel Improvements	8,895.50	8,895.50	12,428,758.21
7/27/2021	3223	SWA Group	Inv# 185919	1738A Memorial Dr Drain & Mobility 1	2,838.66	2,838.66	12,425,919.55
7/27/2021	3224	Wheatley Investments, Inc	Jul-21	1738A Memorial Dr Drain & Mobility 1	11,171.00	11,171.00	12,414,748.55
		TexPool		Interest Earned		199.70	12,414,948.25
8/31/2021	3230	Allen Boone Humphries Robinson LLP	Inv# 121819	1738A Memorial Dr Drain & Mobility 1	412.50	412.50	12,414,535.75
8/31/2021	3231	Gauge Engineering, LLC	Inv# 1567	1732A N Gessner Drainage & Mobility	769.20	43,962.11	12,370,573.64
			Inv# 1568	1738A Memorial Dr Drain & Mobility 1	25,529.55		
			Inv# 1569	1738B Memorial Dr Drain & Mobility 2	17,663.36		

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8/31/2021	3232	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 31	1734 W140 Channel Improvements	99,950.65	108,846.15	12,261,727.49
			Inv# 1858	1734 W140 Channel Improvements	8,895.50		
8/31/2021	3233	SWA Group	Inv# 186325	1738A Memorial Dr Drain & Mobility 1	1,000.50	1,000.50	12,260,726.99
		TexPool		Interest Earned		233.33	12,260,960.32
9/3/2021	WIRE	Metro National Corporation		1737 MetroNational - Detention / Road	3,013,459.49	6,026,918.98	6,234,041.34
				1737 MetroNational - Detention / Road	3,013,459.49		
9/28/2021	3242	Allen Boone Humphries Robinson LLP	Inv# 122408	1738A Memorial Dr Drain & Mobility 1	687.50	687.50	6,233,353.84
9/28/2021	3243	Gauge Engineering, LLC	Inv# 1600	1732A N Gessner Drainage & Mobility	255.48	54,669.02	6,178,684.82
			Inv# 1601	1738A Memorial Dr Drain & Mobility 1	19,304.54		
			Inv# 1602	1738B Memorial Dr Drain & Mobility 2	35,109.00		
9/28/2021	3244	Reytec Construction Resources, Inc.	Inv# 1886	1734 W140 Channel Improvements	8,895.50	8,895.50	6,169,789.32
9/28/2021	3245	SWA Group	Inv# 186666	1738A Memorial Dr Drain & Mobility 1	1,692.66	1,692.66	6,168,096.66
		TexPool		Interest Earned		149.78	6,168,246.44
10/26/2021	3253	Allen Boone Humphries Robinson LLP	Inv# 123124	1735A Detention Basin A	137.50	275.00	6,167,971.44
				1738A Memorial Dr Drain & Mobility 1	137.50		
10/26/2021	3254	Gauge Engineering, LLC	Inv# 1629	1738A Memorial Dr Drain & Mobility 1	10,434.15	45,367.13	6,122,604.31
			Inv# 1630	1738B Memorial Dr Drain & Mobility 2	34,932.98		
10/26/2021	3255	Reytec Construction Resources, Inc.	Inv# 1919	1734 W140 Channel Improvements	8,895.50	8,895.50	6,113,708.81
10/26/2021	3256	SWA Group	Inv# 187071	1738A Memorial Dr Drain & Mobility 1	1,510.32	1,510.32	6,112,198.49

Debt Service Fund

BEGINNING BALANCE		7,301,366.15
REVENUE		
TexPool DSF Interest	0.00	
Wells Fargo/TexSTAR (2008 PR) Interest	0.04	
Wells Fargo/TexSTAR (2008 DSF) Interest	7.46	
 Total Revenue		 7.50
EXPENDITURES		
Debt Service Interest Payment	5,360,000.00	
Debt Service Principal Payment	1,028,011.00	
Trustee Fee	0.00	
 Total Expenditures		 6,388,011.00
 ENDING BALANCE		 913,362.65

Location of Assets:

Institution	Investment Number	Interest Rate	Current Balance
Wells Fargo *4601	TexSTAR 2008 DSF	0.0100	903,090.67
Wells Fargo *4600	TexSTAR 2008 Pledged Rev	0.0100	7,000.08
TexPool	*0004	0.0279	3,271.90
	Total		913,362.65

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SCHEDULE OF INVESTMENTS

Investment Pools

Fund	Location Of Assets	Interest Rate	Beginning Balance			Interest Earned	Deposits or (Withdrawals)	Ending Balance		
			Market	N.A.V.	Book			Market	N.A.V.	Book
GOF	TexPool	0.0279	4,427,459.07	1.00010	4,427,016.37	101.15	(34,055.32)	4,393,545.44	1.00011	4,393,062.20
DSF	TexPool	0.0279	3,272.23	1.00010	3,271.90	0.00	0.00	3,272.26	1.00011	3,271.90
GOF	Wells Fargo/ TexStar	0.0100	9,947,482.66	1.000063	9,946,856.01	81.85	(0.00)	9,947,584.41	1.000065	9,946,937.86
DSF	Wells Fargo/ TexStar DSF	0.0100	7,291,553.55	1.000063	7,291,094.21	7.46	(6,388,011.00)	903,149.37	1.000065	903,090.67
DSF	Wells Fargo/ TexStar PI Rev	0.0100	7,000.48	1.000063	7,000.04	0.00	0.04	7,000.54	1.000065	7,000.08
CPF	TexPool CPF	0.0279	12,262,461.60	1.00010	12,261,235.48	149.78	(6,092,863.66)	6,169,200.14	1.00011	6,168,521.60

Demand Accounts

Fund	Location Of Assets	Interest Rate	Purchase Date	Beginning Balance	Interest Earned	Deposits or (Withdrawals)	Ending Balance
GOF	Wells Fargo	0.16	6/8/2015	8,168.36	6.88	628.57	8,803.81

Collateral Pledged In Addition to FDIC

Depository Institution	Total Funds On Deposit	Custodial Institution	Securities Pledged	Collateral Description	Par Value	Market Value
Wells Fargo	8,803.81	BNYM	1,553,641	BNYM	1,553,641	1,648,331

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. I hereby certify that pursuant to the Senate Bill 253 and in connection with the preparation of this investment report, I have reviewed the divestment lists prepared and maintained by the Texas Comptroller of Public Accounts, and the District does not own direct or indirect holdings in any companies identified on such lists.

Bookkeeper

Investment Officer

Investment Officer	Date Assumed Office	Training Completed
Kenneth Byrd	8/6/2015	10/14/2020

Memorial City Redevelopment Authority
Profit & Loss Budget vs. Actual
September 2021

	September			Year to Date (3 Months)			Annual
	Actual	Budget	Variance	Actual	Budget	Variance	Budget
Income							
1000 - Income							
6001 - City Tax Revenue	0	0	0	18,148,263	17,668,650	479,613	17,668,650
8223 - Interest Income	347	33,334	-32,987	1,258	100,002	-98,744	400,000
8930 - Bond Proceeds	0	0	0	0	0	0	39,702,452
Total 1000 - Income	347	33,334	-32,987	18,149,521	17,768,652	380,869	57,771,102
6-4350 - Grants	0	0	0	0	0	0	1,724,123
Total Income	347	33,334	-32,987	18,149,521	17,768,652	380,869	59,495,225
Expense							
3335 - Management Consulting Services							
6320 - Legal	322	4,166	-3,844	2,709	12,498	-9,789	50,000
6322 - Eng Consultant/General Prof.Svc	6,600	5,000	1,600	9,350	15,000	-5,650	60,000
6337 - Construction Audit	0	0	0	0	0	0	5,000
6343 - Other	0	0	0	30	0	30	0
Total 3335 - Management Consulting Services	6,922	9,166	-2,244	12,089	27,498	-15,409	115,000
5650 - Transfers							
6420 - COH Administration Fee	0	0	0	907,413	883,433	23,980	883,433
6430 - Municipal Services	0	0	0	0	0	0	2,256,619
Total 5650 - Transfers	0	0	0	907,413	883,433	23,980	3,140,052
5706 - Debt Service							
5707 - Principal	5,360,000	5,360,000	0	5,360,000	5,360,000	0	5,360,000
5708 - Interest	1,028,011	1,377,273	-349,262	1,028,011	1,377,273	-349,262	2,754,546
5709 - Debt Issuance Costs	0	0	0	0	0	0	1,515,427
5710c - Trustee Fee	0	0	0	1,600	0	1,600	0
Total 5706 - Debt Service	6,388,011	6,737,273	-349,262	6,389,611	6,737,273	-347,662	9,629,973
6-6707 - Developer Reimbursement	6,026,919	6,027,000	-81	6,026,919	6,027,000	-81	19,266,570
6300 - Administration & Overhead							
6321 - Auditor	0	11,000	-11,000	20,250	21,500	-1,250	21,500
6333 - Bookkeeping/Accounting	1,255	1,250	5	3,921	3,750	171	15,000
6340 - Administration Salaries/Benefit	8,500	9,010	-510	25,500	27,030	-1,530	108,120
6344 - Bond Svcs/Trustee/FA	24,974	625	24,349	24,974	1,875	23,099	7,500
6353 - Insurance	1,378	1,000	378	1,378	1,000	378	1,000
6359 - Bank Fees	67	0	67	208	0	208	0
Total 6300 - Administration & Overhead	36,174	22,885	13,289	76,231	55,155	21,076	153,120
7000 - Capital Expenditure							
1725 - Parks & Green Space Improv.	0	10,416	-10,416	0	31,248	-31,248	125,000
1732A - N Gessner Drainage & Mobility	0	3,834	-3,834	1,025	11,502	-10,477	46,000
1734 - W140 Channel Improvements	8,896	26,538	-17,642	126,637	79,614	47,023	318,464
1735A - Detention Basin A	138	298,334	-298,196	138	895,002	-894,864	3,580,000
1738A - Memorial Dr Drain & Mobility 1	12,072	31,544	-19,472	71,870	94,633	-22,763	378,529
1738B - Memorial Dr Drain & Mobility 2	34,933	20,834	14,099	87,705	62,502	25,203	250,000
1741 - W140 Detention Expansion	0	18,866	-18,866	0	56,600	-56,600	226,394
1799 - Concrete Panel Replace Program	0	5,000	-5,000	0	15,000	-15,000	60,000
Total 7000 - Capital Expenditure	56,039	415,366	-359,327	287,375	1,246,101	-958,726	4,984,387
Total Expense	12,514,065	13,211,690	-697,625	13,699,638	14,976,460	-1,276,822	37,289,102
Net Income	-12,513,718	-13,178,356	664,638	4,449,883	2,792,192	1,657,691	22,206,123

3246

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

October 14, 2021

MEMORIAL CITY REDEVELOPMENT AUTHORITY

General

Client/Matter: MEM001-01
Statement Number: 123123
Billing Attorney: Jessica Biddle Holoubek

REMITTANCE PAGE

Fees for services posted through October 08, 2021	312.50
Expenses and Other Items posted through October 08, 2021	9.00
Total Amount Due:	\$321.50

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 No. 6320
10-18-2021

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Taxpayer ID 74-3091731

October 14, 2021

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Ms. Jennifer Landreville
Equi-Tax, Inc.
P.O. Box 73109
Houston, TX 77273

Client/Matter: MEM001-01
Statement Number: 123123
Billing Attorney: Jessica Biddle
Holoubek

General

Professional Fees

Fees for services posted through October 08, 2021, as follows:

<u>Date</u>	<u>Professional</u>		<u>Hours</u>
General			
09/15/21	Carnell Emanuel	Review and route Authority correspondence	0.25
10/01/21	Carnell Emanuel	Prepare audit response letter and supporting documentation	1.00
			<i>Total Task Hours</i> 1.25
			<i>Total Task Amount</i> \$312.50
			Total Fees: <u>\$312.50</u>

Expenses and Other Items

Expenses and Other Items posted through October 08, 2021, as follows:

07/13/21	Posting Fee		<u>9.00</u>
			Total Expenses and Other Items: 9.00

TASK FEE BREAKDOWN

	<u>Hours</u>	<u>Amount</u>
General	1.25	312.50

Total Fees:	\$	312.50
Total Expenses and Other Items:	\$	<u>9.00</u>
Total Amount Due:	\$	321.50

3247

Equi-Tax Inc.

Invoice

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

DATE	INVOICE #
10/1/2021	57567

BILL TO
TIRZ No. 17 - Memorial City RDA c/o ETI Bookkeeping Services Suite 108 17111 Rolling Creek Drive Houston TX 77090

DESCRIPTION	AMOUNT
Monthly Consultant Services fee per Contract Based on 435 items on the tax roll as of January 2021, at \$0.30 per item	130.50
Invoice emailed to: Jennifer Landreville at jl@equitaxinc.com Angela Cunningham at angela@equitaxinc.com Scott Bean at sbean@haweshill.com Linda Clayton at lclayton@haweshill.com	

Total	\$130.50
--------------	-----------------



Code No. 6333
10-18-2021

3248

ETI Bookkeeping Services

PO BOX 73109
Houston, TX 77273

Invoice

Date	Invoice #
10/1/2021	9242

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

Description	Qty	Rate	Amount
Bookkeeping		1,030.00	1,030.00

	Total	\$1,030.00
	Payments/Credits	\$0.00
	Balance Due	\$1,030.00



Code No. 6333
10-18-2021

3249

HAWES HILL & ASSOCIATES
LLP



Invoice

Invoice #: 00000180
Date: 10/12/2021

Bill To:

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

Description	Amount
Professional Consulting and Administration Fee, October 2021	\$8,500.00



Code No. 6340
10/18/2021

Your Order #:	Freight:	\$0.00
Shipping Date:	Sales Tax:	\$0.00
Terms: C.O.D.	Total Amount:	\$8,500.00
	Amount Applied:	\$0.00
	Balance Due:	\$8,500.00

3250



Invoice

Invoice No.: 21-172H
Client No.: MemCtRA-1901
September 2, 2021
Mr. Drew Masterson

Mr. Scott Bean
Executive Director
Memorial City Redevelopment Authority
c/o Hawes Hill & Associates
9610 Long Point Road, Suite 150
Houston, Texas 77055

Re: Memorial City Redevelopment Authority
Municipal Advisory Services – July 1, 2020 to June 30, 2021

Fees Incurred

Hourly Fees for Municipal Advisory Services for July 1, 2020 to June 30, 2021:

Kristin Garcia Blomquist: 76.25 hours @ \$275.00/hr.	\$20,968.75
Drew K. Masterson: 13 hours @ \$350.00/hr.	4,550.00
Ben Terry: 12 hours @ \$190.00/hr.	2,280.00
Less: First 10 hours of Service	<u>-2,825.00</u>
Invoice Total:	\$24,973.75

Please Remit Payment To:

Masterson Advisors LLC
Attention: Trey Cash
3 Greenway Plaza, Suite 1100
Houston, Texas 77046

**Please insert invoice number on your check.*

Wiring Instructions

Capital One N.A.
7933 Preston Road
Plano, Texas 75024
ABA# 111901014
Masterson Advisors LLC
Account# 3027070727
FCC: Memorial City RA, TX
MA Services Fee
Client No: MemCtRA-1901
Invoice number: 21-172H
Attention: Trey Cash



Code No. 6344
10-18-2021

Memorial City Redevelopment Authority
Hourly Fees
July 1, 2020 to June 30, 2021

	Drew	350	hr.	
	Kristin	275	hr.	
	Ben	190	hr.	
412.50	7/16/2020	Kristin	1.50	Budget - Update
1,787.50	8/17/2020	Kristin	6.50	correspondence with Scott, bookkeeper, tax consultant, City. Update CIP and Capacity
350.00	8/17/2020	Drew	1.00	Review Capacity
1,443.75	8/24/2020	Kristin	5.25	Capacity & Cash Flow Update. Correspondence with Scott, update to CIP and bonding capacity
275.00	8/25/2020	Kristin	1.00	Board Meeting
350.00	8/25/2020	Drew	1.00	Board Meeting
412.50	8/26/2020	Kristin	1.50	CIP Committee Meeting
525.00	8/26/2020	Drew	1.50	CIP Committee Meeting
285.00	8/27/2020	Ben	1.50	CIP Budget & Capacity Analysis
412.50	9/2/2020	Kristin	1.50	Update CIP and Bonding Capacity
275.00	9/2/2020	Kristin	1.00	Meeting with Scott to discuss CIP
350.00	9/2/2020	Drew	1.00	Meeting with Scott to discuss CIP
550.00	9/2/2020	Kristin	2.00	Update from meeting with scott
380.00	9/2/2020	Ben	2.00	CIP Budget Call and Capacity Spreadsheet Updates
275.00	9/4/2020	Kristin	1.00	Update to CIP and Cash Flow
190.00	9/4/2020	Ben	1.00	Capacity Spreadsheet updates
380.00	9/21/2020	Ben	2.00	Bond Issuance Scenarios
190.00	9/24/2020	Ben	1.00	Developer Payoff Analysis in Capacity Spreadsheet
190.00	10/9/2020	Ben	1.00	Additional Scenario Work
190.00	10/15/2020	Ben	1.00	Additional Scenario Work
687.50	1/22/2021	Kristin	2.50	correspondence with Scott, bookkeeper, tax consultant, City. Update CIP and Capacity
1,237.50	2/5/2021	Kristin	4.50	Update to CIP and Cash Flow and bonding capacity with multiple scenarios, updates from Scott
756.25	2/11/2021	Kristin	2.75	Update to CIP and Cash Flow and bonding capacity with multiple scenarios, updates from Scott
275.00	2/23/2021	Kristin	1.00	Board Meeting
350.00	2/23/2021	Drew	1.00	Board Meeting
137.50	3/25/2021	Kristin	0.50	Correspondence with bookkeeper
412.50	3/30/2021	Kristin	1.50	Board Meeting
525.00	3/30/2021	Drew	1.50	Board Meeting
2,337.50	3/30/2021	Kristin	8.50	Discussion and correspondence about meeting, update capacity, discussion with Drew, Ben, Scott. Run multiple scenarios of CIP and growth.
875.00	3/30/2021	Drew	2.50	correspondence with Kristin
412.50	3/31/2021	Kristin	1.50	CIP Committee Meeting
525.00	3/31/2021	Drew	1.50	CIP Committee Meeting
1,512.50	3/31/2021	Kristin	5.50	Meeting set up with CIP Committee, running extension and bonding scenarios
95.00	3/31/2021	Ben	0.50	CIP & Bond Call
1,237.50	4/5/2021	Kristin	4.50	Capacity and CIP Writeup of scenarios
275.00	4/6/2021	Kristin	1.00	CIP Committee Meeting
350.00	4/6/2021	Drew	1.00	CIP Committee Meeting
190.00	4/6/2021	Ben	1.00	CIP & Bond Call
618.75	4/15/2021	Kristin	2.25	Analysis of COVID impact to values
275.00	4/16/2021	Kristin	1.00	Analysis of COVID impact to values, update CIP
275.00	4/27/2021	Kristin	1.00	Review of Resolution
412.50	4/27/2021	Kristin	1.50	Board Meeting
350.00	4/27/2021	Drew	1.00	Board Meeting
206.25	5/4/2021	Kristin	0.75	Review of Collections and increment calculation from City
481.25	5/12/2021	Kristin	1.75	Update of budget
275.00	5/13/2021	Kristin	1.00	Correspondence with City
550.00	5/14/2021	Kristin	2.00	Update of capacity and CIP
412.50	5/15/2021	Kristin	1.50	Correspondence with Scott, update of CIP
893.75	5/17/2021	Kristin	3.25	Update of Budget
1,031.25	5/18/2021	Kristin	3.75	Update of Budget and CIP
190.00	5/18/2021	Ben	1.00	CIP Committee Meeting
137.50	5/25/2021	Kristin	0.50	Board Meeting
275.00	6/1/2021	Kristin	1.00	Special Board Meeting
(2,825.00)				Less: First 10 hours of Service
24,973.75				

3252

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

Invoice

Bill To

TIRZ 17 Memorial City Redevelopment Autho c/o Hawes Hill & Associates LLP P.O. Box 22167 Houston, TX 77227-2167
--

Date
6/30/2021

Invoice #
6-2021-44

Terms

Project
MCT107

Item	Description	Rate	Prior %	Curr %	Amount
Contract Services	Task 1 - Continued Funding Pursuit and Interagency Coordination	55,000.00	63%	9.00%	4,950.00

Total	\$4,950.00
Balance Due	\$4,950.00

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



Code No. 6322
10-18-2021

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

Invoice

Bill To
TIRZ 17 Memorial City Redevelopment Autho c/o Hawes Hill & Associates LLP P.O. Box 22167 Houston, TX 77227-2167

Date	Invoice #
9/30/2021	9-2021-10

Terms	Project
	MCT107

Item	Description	Rate	Prior %	Curr %	Amount
Contract Services	Task 1 - Continued Funding Pursuit and Interagency Coordination	55,000.00	77%	3.00%	1,650.00

Total	\$1,650.00
Balance Due	\$1,650.00

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



Code No. 6322
 10-18-2021

3253

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

October 14, 2021

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Projects

Client/Matter: MEM001-03
Statement Number: 123124
Billing Attorney: Jessica Biddle Holoubek

REMITTANCE PAGE

Fees for services posted through October 08, 2021	275.00
Expenses and Other Items posted through October 08, 2021	0.00
Total Amount Due:	\$275.00

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*



Code No. - Various See Detail
10-18-2021

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Taxpayer ID 74-3091731

October 14, 2021

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Ms. Jennifer Landreville
Equi-Tax, Inc.
P.O. Box 73109
Houston, TX 77273

Client/Matter: MEM001-03
Statement Number: 123124
Billing Attorney: Jessica Biddle
Holoubek

Projects

Professional Fees

Fees for services posted through October 08, 2021, as follows:

<u>Date</u>	<u>Professional</u>	<u>Hours</u>
Detention Basin 1735 Code 1735		
09/20/21	Jessica Biddle Holoubek Review real estate appraiser proposal	0.25
		<i>Total Task Hours</i> 0.25
		<i>Total Task Amount</i> \$137.50
Memorial near Bwy 8 Drainage - 1713 Code No. 1738A		
09/27/21	Jessica Biddle Holoubek Review certificate of insurance from contractor and forward same to Chase Bank for execution of easement	0.25
		<i>Total Task Hours</i> 0.25
		<i>Total Task Amount</i> \$137.50
		Total Fees: \$275.00

TASK FEE BREAKDOWN

	<u>Hours</u>	<u>Amount</u>
Detention Basin 1735 Code 1735	0.25	137.50
Memorial near Bwy 8 Drainage - 1713 #1738A	0.25	137.50

Total Fees:	\$	275.00
Total Expenses and Other Items:	\$	0.00
Total Amount Due:	\$	275.00

3254

Gauge Engineering
3200 Wilcrest Dr. Suite 220
Houston, TX 77042



Memorial City Redevelopment Authority/TIRZ 17
9610 Long Point Rd, Suite 150
Houston, TX 77055

Invoice number 1629
Date 10/18/2021

Project 1070 MEMORIAL DRIVE -
CONSTRUCTION PHASE SERVICES

Professional Services Provided Through October 15, 2021

Description	Contract Amount	Percent Complete	Prior Billed	Total Billed	Remaining	Current Billed
Construction Phase Services	231,870.00	65.50	141,440.70	151,874.85	79,995.15	10,434.15
Expenses	2,000.00	12.01	240.23	240.23	1,759.77	0.00
Traffic Signal CPS	15,279.00	50.00	7,639.50	7,639.50	7,639.50	0.00
Structural Eng CPS	10,000.00	60.73	6,072.50	6,072.50	3,927.50	0.00
Total	259,149.00	63.99	155,392.93	165,827.08	93,321.92	10,434.15

Invoice total **10,434.15**

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
1629	10/18/2021	10,434.15	10,434.15				
	Total	10,434.15	10,434.15	0.00	0.00	0.00	0.00

I certify the above to be true and correct

Muhammad Ali, PE

Please make checks payable to:
Gauge Engineering, LLC
3200 Wilcrest Dr. Suite 220
Houston, TX 77042

Please send ACH/Wire payments to:
Frost Bank
Routing No.: 114000093
Account No.: 560048747



Code No. 1738A
10-18-2021

Gauge Engineering
 3200 Wilcrest Dr. Suite 220
 Houston, TX 77042



Memorial City Redevelopment Authority/TIRZ 17
 9610 Long Point Rd, Suite 150
 Houston, TX 77055

Invoice number 1630
 Date 10/18/2021

Project 1125 MEMORIAL DRIVE PH-II

Professional Services Provided Through October 15, 2021

Description	Contract Amount	Percent Complete	Prior Billed	Total Billed	Remaining	Current Billed
PM/Coordination/QA/QC	59,080.00	44.00	16,542.40	25,995.20	33,084.80	9,452.80
Roadway/Public Utilities Design	45,020.00	63.50	13,506.00	28,587.70	16,432.30	15,081.70
Drainage Analysis/Design	95,260.00	35.90	23,815.00	34,195.00	61,065.00	10,380.00
Miscellaneous/Expenses	9,750.00	1.19	97.50	115.98	9,634.02	18.48
Total	209,110.00	42.51	53,960.90	88,893.88	120,216.12	34,932.98

Invoice total **34,932.98**

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
1630	10/18/2021	34,932.98	34,932.98				
	Total	34,932.98	34,932.98	0.00	0.00	0.00	0.00

I certify the above to be true and correct

 Muhammad Ali, PE

Please make checks payable to:
 Gauge Engineering, LLC
 3200 Wilcrest Dr. Suite 220
 Houston, TX 77042

Please send ACH/Wire payments to:
 Frost Bank
 Routing No.: 114000093
 Account No.: 560048747



Code No. 1738B
 10-18-2021

3255



INVOICE

Construction Resources, Inc.

Reytec Construction Resources, Inc.
1901 Hollister St.
Houston, TX 77080
Phone: (713) 957-4003
Fax: (713) 681-0077

INVOICE
1919

SOLD TO Memorial City Redevelopment Au
c/o Hawes, Hill, & Associates
9610 Long Point Ste 150
Houston, TX 77055-4259

SHIP TO Briar Branch Maintenance

ACCOUNT NO.	PO NUMBER	SHIP VIA	DATE SHIPPED	TERMS	INVOICE DATE	PAGE
2234				Net 30	9/30/2021	1

September Maintenance & Watering

ITEM NO	QUANTITY	DESCRIPTION	UNIT PRICE	EXTENDED
	1	Monthly Landscaping Maintenance	3,500.00	3,500.00
	1	Monthly Tree Watering Maintenance	5,395.50	5,395.50

TOTAL AMOUNT 8,895.50



Code No. 1734
10-18-2021

3256

swa

To: Memorial City Redevelopment
Authority/Houston TIRZ 17
Attn: Scott Bean
c/o Hawes Hill and Associates LLP
PO Box 22167
Houston, TX 77227-2167

Date: October 11, 2021
Invoice No: 187071
For Period: September
Project No: RHTT002
Project Manager: James Vick

Project Memorial Drive Construction

WORK PERFORMED:
Construction Administration.

Professional Services from September 1, 2021 to September 30, 2021

Professional Personnel

	Hours	Rate	Amount
Principal			
Rentrop, Rhett	3.50	210.00	735.00
Vick, James	3.00	245.00	735.00

Total Fee Due This Invoice 1,470.00

Reimbursable Expenses

Misc Travel			
James Vick	JV 8/20,9/17		40.32
Total Reimbursables		1.0 times	40.32

Total Due this Invoice: \$1,510.32

Authorized Fee:	\$ 93,450.00
Previously Billed:	\$ 30,111.46
Billed to Date	\$ 31,621.78
Remainder Fee:	\$ 31,716.76



Code No. 1738A
10-18-2021

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

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.

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

September invoices to ratify

Memorial City Redevelopment Authority / TIRZ 17

Cash Management Report

August 31, 2021

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, 2022

Summary

<u>Current Activity</u>	<u>General Operating Fund</u>	<u>Capital Projects Fund</u>	<u>Debt Service Fund</u>	<u>Total</u>
Beginning Balance	14,395,332.70	12,415,223.45	7,301,304.15	34,111,860.30
Revenue	154,415.62	233.33	62.00	154,710.95
Expenditures	167,707.58	154,221.30	0.00	321,928.88
Ending Balance	14,382,040.74	12,261,235.48	7,301,366.15	33,944,642.37

NOTES:

Debt Service Payments due in Fiscal Year End 2022:

Date	Series	Principal	Interest	Total
9/1/2021	2016R	695,000.00	203,886.00	898,886.00
9/1/2021	2019	4,665,000.00	824,125.00	5,489,125.00
3/1/2022	2016R		195,511.25	195,511.25
3/1/2022	2019		707,500.00	707,500.00
			Total FYE 2022	7,291,022.25

General Operating Fund

BEGINNING BALANCE: **14,395,332.70**

REVENUE:

Checking Interest - Wells Fargo	26.15	
Texpool Interest	83.58	
Wells Fargo/TexSTAR (Surplus Funds) Interest	84.59	
Transfer from 2019 CPF	154,221.30	
Voided Check(s)	0.00	
Total Revenue:		154,415.62

DISBURSEMENTS:

Checks Presented At Last Meeting	166,039.89	
Checks Written at/after Last Meeting	0.00	
Paying Agent Fees	1,600.00	
Bank Fee	67.69	
Total Expenditures		167,707.58

Ending Balance: **14,382,040.74**

Location of Assets:

Institution	Investment Number	Interest Rate	
Wells Fargo Checking	*5490	0.1600	8,168.36
TexPool	*0001	0.0222	4,427,016.37
Wells Fargo/TexSTAR	TexSTAR Surplus Funds	0.0100	9,946,856.01
		Total	14,382,040.74

Memorial City Redevelopment Authority
Checks Presented
September 28, 2021

Num	Name	Description	Amount
3234	Allen Boone Humphries Robinson LLP	Legal Fee	-2,225.00
3235	Equi-Tax, Inc	Tax Assessor Collector	-130.50
3236	eSiteful, Inc.	Consulting Services	-30.00
3237	ETI Bookkeeping Services	Bookkeeping Fee	-1,124.30
3238	Hawes Hill & Associates	Professional Consultant	-8,500.00
3239	McCall Gibson Swedlund Barfoot PLLC	Audit FYE 2021	-9,000.00
3240	McGrath & Co., PLLC	Audit FYE 2021	-11,250.00
3241	The Goodman Corporation Inc	Contract Services	-1,100.00
3242	Allen Boone Humphries Robinson LLP	Legal Fee- Capital Projects	-687.50
3243	Gauge Engineering, LLC	Engineer Fee- Capital Projects	-54,669.02
3244	Reytec Construction Resources, Inc.	Briar Branch Channel- Capital Projects	-8,895.50
3245	SWA Group	Memorial Drive Construction- Capital Projects	-1,692.66
Total			-99,304.48

Capital Projects Fund

BEGINNING BALANCE		12,415,223.45
REVENUE		
TexPool Interest	233.33	
Voided Check(s)	0.00	
Total Revenue		233.33
EXPENDITURES		
Checks Presented at Last Meeting	0.00	
Checks Written at/after Last Meeting	0.00	
Transfer to Wells Fargo (GOF)	154,221.30	
Total Expenditures		154,221.30
ENDING BALANCE		12,261,235.48

Location of Assets:

Institution	Investment Number	Interest Rate	Current Balance
TexPool	*0005	0.0222	12,261,235.48
		Total	12,261,235.48

**Memorial City Redevelopment Authority
Bonds Series 2019
Use and Distribution**

Total 2019 Capital Projects Fund **32,367,772**

Construction Costs:

Project #	Project Name	
1717	Town & Country W. Drain/Mobility	3,500
1722	Town & Country Blv Signalizatn	1,984
1725	Parks & Green Space Improvements	9,100
1731A	Detention Basin & W-140 Bridge	3,932
1732A	N Gessner Drainage & Mobility	291,996
1734	W-140 Channel Improvements	4,991,712
1735A	Detention Basin A	38,428
1737	MetroNational - Detention / Roads	9,040,378
1737A	TC Blvd Partners	605,160
1738A	Memorial Dr Drain & Mobility 1	11,044,174
1738B	Memorial Dr Drain & Mobility 2	18,852
1741	W140 Detention Expansion	174,454

Total Less Construction Costs Paid To Date **26,223,671**

Total	6,144,102
Interest Earned	78,411
Total Bank Balance	6,222,513

Memorial City Redevelopment Authority
Bond Series 2019
\$42,950,709.37

Date	Check Num.	Payee	Reference	Expense Category	Payment Breakdown	Amount Paid	Balance
		Proceeds					42,950,709.37
12/20/2019	Wire	Assured Guaranty Municipal Corp	Policy 219833-N	Bond Insurance	208,878.93	323,823.92	42,626,885.45
			Policy 219833-R	Surety Policy	114,944.99		42,626,885.45
12/20/2019	Wire	Masterson Advisors LLC	Inv# 19-310	Financial Advisor		169,834.20	42,457,051.25
12/20/2019	Wire	Allen Boone Humphries Robinson LLP	MEM001-02	Bond Counsel		275,136.95	42,181,914.30
12/20/2019	Wire	Norton Rose Fulbright	Matter 1001092371	Disclosure Counsel		100,000.00	42,081,914.30
12/20/2019	Wire	Standard & Poor's Financial Services	Inv# 11381704	Bond Rating		31,500.00	42,050,414.30
12/20/2019	Wire	Public Finance Partners		Bond Expenses		2,500.00	42,047,914.30
12/20/2019	Wire	Orrick, Herrington & Sutcliffe LLP		Bond Expenses		1,775.00	42,046,139.30
12/20/2019	Wire	Attorney General Fee		Attorney General Fee		9,500.00	42,036,639.30
12/20/2019	Wire	Bank of New York Mellon		Paying Agent Fee		750.00	42,035,889.30
12/20/2019	Wire	Wells Fargo Bank		Redemption of Series 2011	4,383,252.99	9,668,116.99	32,367,772.31
				Redemption of Series 2011A	5,281,364.00		
				Trustee Admin Fee	2,500.00		
				Bond Call Fees	1,000.00		
1/28/2020	3044	Allen Boone Humphries Robinson LLP	Inv# 108391	1717 Town & Country W Drain		263.75	32,367,508.56
			Inv#108067	1738A Memorial Dr Drain & Mobility 1	330.00	3,481.25	32,364,027.31
				1735A Detention Basin A	525.00		
				1717 Town & Country W Drain	1,182.50		
				1722 Town & Country Blc Signalization	1,443.75		
1/28/2020	3045	Charter Title Company	Inv# 1038003895@	1717 Town & Country W Drain		819.00	32,363,208.31
1/28/2020	3048	Gauge Engineering, LLC	Proj#1007 Inv# 012	1735A Detention Basin A	7,445.00	164,586.00	32,198,622.31
			Proj#1005 Inv# 014	1734 W140 Channel Improvements	157,141.00		
1/28/2020	3050	Lockwood, Andrews & Newman, Inc.	Inv#120-11972-000-20	1738A Memorial Dr Drain & Mobility 1	902.16	21,191.49	32,177,430.82
			Inv#120-11972-000-19	1738A Memorial Dr Drain & Mobility 1	20,289.33		
1/28/2020	3051	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 13	1734 W140 Channel Improvements	272,373.55	561,384.45	31,616,046.37
			Proj#1005 Pay Est 14	1734 W140 Channel Improvements	289,010.90		
1/28/2020	3052	Sal Esparza Inc.	Inv# 1164	1731A Detention Basin & W-140 Bridge	1,310.80	3,277.00	31,612,769.37
			Inv# 1165	1731A Detention Basin & W-140 Bridge	1,310.80		
			Inv# 1166	1731A Detention Basin & W-140 Bridge	655.40		
1/28/2020	3053	SEI Commercial Landscape Management	Inv# 1172	1731A Detention Basin & W-140 Bridge		655.40	31,612,113.97
1/28/2020	3054	SWA Group	Inv# 179584	1738A Memorial Dr Drain & Mobility 1	19,967.48	28,881.23	31,583,232.74
			Inv# 179586	1732A N Gessner Drainage & Mobility	6,421.80		
			Inv# 179797	1732A N Gessner Drainage & Mobility	2,491.95		
1/28/2020	3055	The Goodman Corporation Inc.	Inv# 12-2019-8	1738A Memorial Dr Drain & Mobility 1	825.00	2,925.00	31,580,307.74
			Inv# 12-2019-9	1738A Memorial Dr Drain & Mobility 1	2,100.00		
2/25/2020	3058	Gauge Engineering, LLC	Proj#1005 Inv# 015	1734 W140 Channel Improvements	97,163.00	122,154.20	31,458,153.54
			Inv# 1149	1732A N Gessner Drainage & Mobility	24,991.20		
2/25/2020	3060	Lockwood, Andrews & Newman, Inc.	Inv#120-11972-000-21	1738A Memorial Dr Drain & Mobility 1		11,014.89	31,447,138.65

Memorial City Redevelopment Authority
Bond Series 2019
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2/25/2020	3061	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 15	1734 W140 Channel Improvements		53,545.99	31,393,592.66
2/25/2020	3062	The Goodman Corporation Inc.	Inv# 1-2020-12	1738A Memorial Dr Drain & Mobility 1	1,500.00	4,650.00	31,388,942.66
			Inv# 1-2020-13	1738A Memorial Dr Drain & Mobility 1	3,150.00		
2/25/2020	3063	SWA Group	Inv# 180193	1732A N Gessner Drainage & Mobility		2,415.00	31,386,527.66
2/28/2020		TexStar		Interest Earned		14,968.56	31,401,496.22
3/26/2020	3069	Allen Boone Humphries Robinson LLP	Inv# 109456	1735A Detention Basin A		135.00	31,401,361.22
3/26/2020	3070	Gauge Engineering, LLC	Inv# 1164	1732A N Gessner Drainage & Mobility	10,188.90	79,449.37	31,321,911.85
			Proj#1005 Inv# 016	1734 W140 Channel Improvements	69,260.47		
3/26/2020	3071	Lockwood, Andrews & Newman, Inc.	Inv#120-11972-000-22	1738A Memorial Dr Drain & Mobility 1		21,418.81	31,300,493.04
3/26/2020	3072	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 16	1734 W140 Channel Improvements		299,505.45	31,000,987.59
3/26/2020	3073	SWA Group	Inv# 180164	1734 W140 Channel Improvements	1,715.00	7,460.25	30,993,527.34
			Inv# 180471	1732A N Gessner Drainage & Mobility	5,745.25		
3/4/2020		TexStar		Interest Earned		4,024.37	30,997,551.71
3/31/2020		TexPool		Interest Earned		22,692.86	31,020,244.57
4/28/2020	3078	Gauge Engineering, LLC	Inv# 1181	1732A N Gessner Drainage & Mobility	15,816.85	76,711.99	30,943,532.58
			Proj#1005 Inv# 017	1734 W140 Channel Improvements	60,895.14		
4/28/2020	3079	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 17	1734 W140 Channel Improvements		214,026.76	30,729,505.82
4/28/2020	3080	SWA Group	Inv# 180756	1732A N Gessner Drainage & Mobility		7,125.06	30,722,380.76
4/28/2020	WIRE	Metro National Corporation	Lipex Properties	1737 MetroNational - Detention / Road		3,013,459.49	27,708,921.27
4/30/2020		TexPool		Interest Earned		11,492.98	27,720,414.25
5/26/2020	3085	Gauge Engineering, LLC	Inv#013 Proj# 1007	1735A Detention Basin A	12,177.00	74,728.60	27,645,685.65
			Inv# 1193	1732A N Gessner Drainage & Mobility	19,186.92		
			Inv# 018 Proj# 1005	1734 W140 Channel Improvements	43,364.68		
5/26/2020	3086	Lockwood, Andrews & Newman, Inc.	Reimbursement Scope	1738A Memorial Dr Drain & Mobility 1	45,000.00	76,204.00	27,569,481.65
			Inv# 120-11972-000-23	1738A Memorial Dr Drain & Mobility 1	31,204.00		
5/26/2020	3087	Rapid Research, Inc.	Inv# 6305	1734 W140 Channel Improvements		214.50	27,569,267.15
5/26/2020	3088	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 18	1734 W140 Channel Improvements		86,683.90	27,482,583.25
5/26/2020	3089	SWA Group	Inv# 181078	1732A N Gessner Drainage & Mobility		8,370.54	27,474,212.71
5/26/2020	3090	The Goodman Corporation Inc.	Inv# 4-2020-25	1738A Memorial Dr Drain & Mobility 1		1,926.00	27,472,286.71
5/31/2020		TexPool		Interest Earned		6,303.57	27,478,590.28
6/30/2020	3096	Allen Boone Humphries Robinson LLP	Inv#111451	1734 W140 Channel Improvements	405.00	810.00	27,477,780.28
			Inv#111451	1735A Detention Basin A	405.00		
6/30/2020	3097	Gauge Engineering, LLC	Inv# 014 Proj# 1007	1735A Detention Basin A	5,000.00	81,632.04	27,396,148.24
			Inv# 1209	1732A N Gessner Drainage & Mobility	18,591.04		
			Inv# 019 Proj# 1005	1734 W140 Channel Improvements	58,041.00		
6/30/2020	3098	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 19	1734 W140 Channel Improvements		145,438.31	27,250,709.93
6/30/2020	3099	SWA Group	Inv# 181317	1738A Memorial Dr Drain & Mobility 1	19,196.80	25,895.68	27,224,814.25
			Inv# 181306	1734 W140 Channel Improvements	2,542.44		
			Inv# 181369	1732A N Gessner Drainage & Mobility	1,898.22		
			Inv# 181373	1732A N Gessner Drainage & Mobility	2,258.22		
6/30/2020	3100	VOID CHECK					

Memorial City Redevelopment Authority
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6/30/2020						4,570.51	27,229,384.76
7/7/2020	WIRE	Texas Department of Transportation	CSJ:0912-72-391	1738A Memorial Dr Drain & Mobility 1		10,682,908.81	16,546,475.95
7/28/2020	3111	Allen Boone Humphries Robinson LLP	Inv# 112636	1734 W140 Channel Improvements		540.00	16,545,935.95
7/28/2020	3112	Gauge Engineering, LLC	Inv# 015 Proj# 1007	1735A Detention Basin A	4,575.00	54,754.74	16,491,181.21
			Inv# 1221	1732A N Gessner Drainage & Mobility	15,749.40		
			Inv# 020 Proj# 1005	1734 W140 Channel Improvements	34,430.34		
7/28/2020	3113	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 20	1734 W140 Channel Improvements		29,146.00	16,462,035.21
7/28/2020	3114	SWA Group	Inv# 181788	1732A N Gessner Drainage & Mobility	5,142.86	8,130.01	16,453,905.20
			Inv# 181854	1738A Memorial Dr Drain & Mobility 1	2,987.15		
7/31/2020		TexPool		Interest Earned		2,920.71	16,456,825.91
8/25/2020	3120	Allen Boone Humphries Robinson LLP	Inv# 113336	1734 W140 Channel Improvements		135.00	16,456,690.91
8/25/2020	3121	Gauge Engineering, LLC	Inv# 1241 Proj# 1071	1741 W140 Detention Expansion	8,868.60	73,753.70	16,382,937.21
			Inv# 016 Proj# 1007	1735A Detention Basin A	2,900.00		
			Inv# 1240 Proj# 1041	1732A N Gessner Drainage & Mobility	23,656.60		
			Inv# 021 Proj# 1005	1734 W140 Channel Improvements	38,325.50		
8/25/2020	3122	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 21	1734 W140 Channel Improvements		310,175.23	16,072,761.98
8/25/2020	3123	SWA Group	Inv# 182144	1732A N Gessner Drainage & Mobility	3,605.00	6,055.00	16,066,706.98
			Inv# 182145	1738A Memorial Dr Drain & Mobility 1	2,450.00		
8/25/2020	3124	SWA Group	Inv# 182151	1725 Parks & Green Space Improvements		9,100.00	16,057,606.98
8/31/2020		TexPool		Interest Earned		2,447.66	16,060,054.64
9/29/2020	3131	Gauge Engineering, LLC	Inv# 1263 Proj# 1041	1732A N Gessner Drainage & Mobility	17,993.60	80,147.96	15,979,906.68
			Inv# 022 Proj# 1005	1734 W140 Channel Improvements	42,495.26		
			Inv# 017 Proj# 1007	1735A Detention Basin A	3,400.00		
			Inv# 1264 Proj# 1071	1741 W140 Detention Expansion	16,259.10		
9/29/2020	3132	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 22	1734 W140 Channel Improvements		297,772.83	15,682,133.85
9/29/2020	3133	SWA Group	Inv# 182451	1732A N Gessner Drainage & Mobility	2,695.00	4,659.04	15,677,474.81
			Inv# 182440	1734 W140 Channel Improvements	1,964.04		
09/30/2020		TexPool		Interest Earned		1,935.23	15,679,410.04
10/27/2020	3142	Allen Boone Humphries Robinson LLP	Inv# 114096	1734 W140 Channel Improvements		135.00	15,679,275.04
10/27/2020	3143	Gauge Engineering, LLC	Inv# 1280 Proj# 1070	1738A Memorial Dr Drain & Mobility 1	23,187.00	139,560.47	15,539,714.57
			Inv# 023 Proj# 1005	1734 W140 Channel Improvements	31,827.16		
			Inv# 1264 Proj# 1041	1732A N Gessner Drainage & Mobility	28,121.96		
			Inv# 018 Proj# 1007	1735A Detention Basin A	1,728.20		
			Inv# 1281 Proj# 1071	1741 W140 Detention Expansion	54,696.15		
10/27/2020	3144	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 23	1734 W140 Channel Improvements		15,727.69	15,523,986.88
10/27/2020	3145	SWA Group	Inv# 182686	1732A N Gessner Drainage & Mobility	3,205.30	14,017.59	15,509,969.29
			Inv# 182687	1738A Memorial Dr Drain & Mobility 1	2,280.81		
			Inv# 182709	1734 W140 Channel Improvements	8,531.48		
10/31/2020		TexPool		Interest Earned		1,771.19	15,511,740.48
11/30/2020		TexPool		Interest Earned		1,569.46	15,513,309.94
12/8/2020	3152	Allen Boone Humphries Robinson LLP	Inv# 115229	1732A N Gessner Drainage & Mobility	540.00	675.00	15,512,634.94

Memorial City Redevelopment Authority
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				1722 Town & Country Blv Signalizatn	135.00		
12/8/2020	3153	Gauge Engineering, LLC	Inv# 1312 Proj# 1071	1741 W140 Detention Expansion	37,691.55	136,625.16	15,376,009.78
			Inv# 1312 Proj# 1070	1738A Memorial Dr Drain & Mobility 1	15,125.62		
			Inv# 024 Proj# 1005	1734 W140 Channel Improvements	56,648.15		
			Inv# 1311 Proj# 1041	1732A N Gessner Drainage & Mobility	27,159.84		
12/8/2020	3154	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 24	1734 W140 Channel Improvements		149,276.60	15,226,733.18
12/8/2020	3155	SWA Group	Inv# 183082	1732A N Gessner Drainage & Mobility	2,948.22	8,852.34	15,217,880.84
			Inv# 183083	1738A Memorial Dr Drain & Mobility 1	2,795.40		
			Inv# 183093	1734 W140 Channel Improvements	3,108.72		
12/31/2020		TexPool		Interest Earned		1,177.23	15,219,058.07
1/26/2021	3163	Allen Boone Humphries Robinson LLP	Inv# 116145	1738A Memorial Dr Drain & Mobility 1	945.00	1,485.00	15,217,573.07
				1722 Town & Country Blv Signalizatn	405.00		
			Inv# 116797	1717 Town & Country W Drain	135.00		
1/26/2021	3164	Gauge Engineering, LLC	Inv# 25-(1361)	1734 W140 Channel Improvements	56,093.80	118,586.24	15,098,986.83
			Inv# 1357	1741 W140 Detention Expansion	41,797.60		
			Inv# 1355	1732A N Gessner Drainage & Mobility	6,747.60		
			Inv# 1356	1738A Memorial Dr Drain & Mobility 1	13,947.24		
1/26/2021	3165	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 25	1734 W140 Channel Improvements	96,862.72	400,179.93	14,698,806.90
			Proj#1005 Pay Est 26	1734 W140 Channel Improvements	303,317.21		
1/26/2021	3166	SWA Group	Inv# 183361	1732A N Gessner Drainage & Mobility	1,785.00	6,968.95	14,691,837.95
			Inv# 183362	1738A Memorial Dr Drain & Mobility 1	2,322.25		
			Inv# 183386	1734 W140 Channel Improvements	936.70		
			Inv# 183699	1732A N Gessner Drainage & Mobility	1,925.00		
1/31/2021		TexPool		Interest Earned		1,015.14	14,692,853.09
2/23/2021	3172	Allen Boone Humphries Robinson LLP	Inv# 117438	1717 Town & Country W Drain	550.00	550.00	14,692,303.09
2/23/2021	3173	Gauge Engineering, LLC	Inv# 1389	1732A N Gessner Drainage & Mobility	13,909.29	52,483.14	14,639,819.95
			Inv# 1390	1738A Memorial Dr Drain & Mobility 1	3,478.05		
			Inv# 1391	1741 W140 Detention Expansion	10,346.70		
			Inv# 26-(1388)	1734 W140 Channel Improvements	24,749.10		
2/23/2021	3174	Reytec Construction Resources, Inc.	Proj# 1005 Pay Est 27	1734 W140 Channel Improvements	259,213.42	616,142.83	14,023,677.12
			Proj# 1005 Pay Est 27A	1734 W140 Channel Improvements	356,929.41		
2/23/2021	3175	SWA Group	Inv# 184020	1738A Memorial Dr Drain & Mobility 1	3,430.00	3,430.00	14,020,247.12
2/28/2021		TexPool		Interest Earned		482.18	14,020,729.30
3/29/2021	WIRE	TC Blvd Partners II, LLC		1737A TC Blvd Partners	605,160.00	605,160.00	13,415,569.30
3/30/2021	3181	Allen Boone Humphries Robinson LLP	Inv# 118269	1717 Town & Country W Drain	137.50	275.00	13,415,294.30
			Inv# 118269	1735A Detention Basin A	137.50		
3/30/2021	3182	Gauge Engineering, LLC	Inv# 1414	1732A N Gessner Drainage & Mobility	6,747.60	47,355.20	13,367,939.10
			Inv# 1415	1738A Memorial Dr Drain & Mobility 1	7,052.50		
			Inv# 1416	1741 W140 Detention Expansion	4,794.30		
			Inv# 27-(1417)	1734 W140 Channel Improvements	28,760.80		
3/30/2021	3183	Reytec Construction Resources, Inc.	Proj# 1005 Pay Est 28	1734 W140 Channel Improvements	169,194.57	439,563.12	12,928,375.98

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			Proj# 1005 Pay Est 28A	1734 W140 Channel Improvements	270,368.55		
3/30/2021	3184	SWA Group	Inv# 184419	1732A N Gessner Drainage & Mobility	1,463.70	1,463.70	12,926,912.28
3/31/2021		TexPool		Interest Earned		220.77	12,927,133.05
4/27/2021	3190	Allen Boone Humphries Robinson LLP	Inv# 118868	1734 W140 Channel Improvements	137.50	1,100.00	12,926,033.05
				1732A N Gessner Drainage & Mobility	550.00		
				1717 Town & Country W Drain	412.50		
4/27/2021	3191	Gauge Engineering, LLC	Inv# 28-(1441)	1734 W140 Channel Improvements	28,855.80	37,374.85	12,888,658.20
			Inv# 1440	1738A Memorial Dr Drain & Mobility 1	8,519.05		
4/27/2021	3192	Reytec Construction Resources, Inc.	Proj# 1005 Pay Est 29	1734 W140 Channel Improvements	111,724.47	111,724.47	12,776,933.73
4/27/2021	3193	SWA Group	Inv# 184765	1738A Memorial Dr Drain & Mobility 1	5,570.33	5,570.33	12,771,363.40
4/30/2021		TexPool		Interest Earned		142.74	12,771,506.14
5/25/2021	3199	Allen Boone Humphries Robinson LLP	Inv# 119495	1734 W140 Channel Improvements	1,237.50	3,162.50	12,768,343.64
				1738A Memorial Dr Drain & Mobility 1	1,925.00		
5/25/2021	3200	Gauge Engineering, LLC	Inv# 1472	1732A N Gessner Drainage & Mobility	524.52	35,848.52	12,732,495.12
			Inv# 1473	1738A Memorial Dr Drain & Mobility 1	9,847.30		
			Inv# 29- (1471)	1734 W140 Channel Improvements	25,476.70		
5/25/2021	3201	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 30	1734 W140 Channel Improvements	37,085.49	218,897.64	12,513,597.48
			Proj#1005 Pay Est 30A	1734 W140 Channel Improvements	181,812.15		
5/25/2021	3202	SWA Group	Inv# 185128	1738A Memorial Dr Drain & Mobility 1	1,563.31	1,563.31	12,512,034.17
5/31/2021		TexPool		Interest Earned		109.73	12,512,143.90
6/29/2021	3210	Allen Boone Humphries Robinson LLP	Inv# 120416	1734 W140 Channel Improvements	687.50	1,650.00	12,510,493.90
				1738A Memorial Dr Drain & Mobility 1	962.50		
6/29/2021	3211	Gauge Engineering, LLC	Inv# 30-(1507)	1734 W140 Channel Improvements	11,776.75	27,225.95	12,483,267.95
			Inv# 1505	1738A Memorial Dr Drain & Mobility 1	15,449.20		
6/29/2021	3212	Reytec Construction Resources, Inc.	Inv# 1805	1734 W140 Channel Improvements	8,895.50	17,791.00	12,465,476.95
			Inv# 1807	1734 W140 Channel Improvements	8,895.50		
6/29/2021	3213	SWA Group	Inv# 185516	1738A Memorial Dr Drain & Mobility 1	1,180.39	1,180.39	12,464,296.56
6/30/2021		TexPool		Interest Earned		134.32	12,464,430.88
7/27/2021	3220	Allen Boone Humphries Robinson LLP	Inv# 121070	1738A Memorial Dr Drain & Mobility 1	137.50	137.50	12,464,293.38
7/27/2021	3221	Gauge Engineering, LLC	Inv# 1538	1732A N Gessner Drainage & Mobility	1,000.00	26,636.67	12,437,656.71
			Inv# 1539	1738A Memorial Dr Drain & Mobility 1	13,953.08		
			Inv# 1540	1738B Memorial Dr Drain & Mobility 2	1,188.54		
			Inv# 31	1734 W140 Channel Improvements	10,495.05		
7/27/2021	3222	Reytec Construction Resources, Inc.	Inv# 1846	1734 W140 Channel Improvements	8,895.50	8,895.50	12,428,761.21
7/27/2021	3223	SWA Group	Inv# 185919	1738A Memorial Dr Drain & Mobility 1	2,838.66	2,838.66	12,425,922.55
7/27/2021	3224	Wheatley Investments, Inc	Jul-21	1738A Memorial Dr Drain & Mobility 1	11,171.00	11,171.00	12,414,751.55
		TexPool		Interest Earned		199.70	12,414,951.25
8/31/2021	3230	Allen Boone Humphries Robinson LLP	Inv# 121819	1738A Memorial Dr Drain & Mobility 1	412.50	412.50	12,414,538.75
8/31/2021	3231	Gauge Engineering, LLC	Inv# 1567	1732A N Gessner Drainage & Mobility	769.20	43,962.11	12,370,576.64
			Inv# 1568	1738A Memorial Dr Drain & Mobility 1	25,529.55		
			Inv# 1569	1738B Memorial Dr Drain & Mobility 2	17,663.36		

Memorial City Redevelopment Authority
Bond Series 2019
\$42,950,709.37

8/31/2021	3232	Reytec Construction Resources, Inc.	Proj#1005 Pay Est 31	1734 W140 Channel Improvements	99,950.65	108,846.15	12,261,730.49
			Inv# 1858	1734 W140 Channel Improvements	8,895.50		
8/31/2021	3233	SWA Group	Inv# 186325	1738A Memorial Dr Drain & Mobility 1	1,000.50	1,000.50	12,260,729.99
		TexPool		Interest Earned		233.33	12,260,963.32
9/3/2021	WIRE	Metro National Corporation		1737 MetroNational - Detention / Road	3,013,459.49	6,026,918.98	6,234,044.34
				1737 MetroNational - Detention / Road	3,013,459.49		
9/28/2021	3242	Allen Boone Humphries Robinson LLP	Inv# 122408	1738A Memorial Dr Drain & Mobility 1	687.50	687.50	6,233,356.84
9/28/2021	3243	Gauge Engineering, LLC	Inv# 1600	1732A N Gessner Drainage & Mobility	255.48	54,669.02	6,178,687.82
			Inv# 1601	1738A Memorial Dr Drain & Mobility 1	19,304.54		
			Inv# 1602	1738B Memorial Dr Drain & Mobility 2	35,109.00		
9/28/2021	3244	Reytec Construction Resources, Inc.	Inv# 1886	1734 W140 Channel Improvements	8,895.50	8,895.50	6,169,792.32
9/28/2021	3245	SWA Group	Inv# 186666	1738A Memorial Dr Drain & Mobility 1	1,692.66	1,692.66	6,168,099.66

Debt Service Fund

BEGINNING BALANCE	7,301,304.15
 REVENUE	
TexPool DSF Interest	61.96
Transferred from GOF	0.00
Wells Fargo/TexSTAR (2008 PR) Interest	0.04
Wells Fargo/TexSTAR (2008 PR) COH Increment	0.00
Wells Fargo/TexSTAR (2008 DSF) Interest	0.00
Wells Fargo/TexSTAR (2008 DSF) COH Increment	0.00
 Total Revenue	 62.00
 EXPENDITURES	
Debt Service Interest Payment	0.00
Debt Service Principal Payment	0.00
Trustee Fee	0.00
 Total Expenditures	 0.00
 ENDING BALANCE	 7,301,366.15

Location of Assets:

Institution	Investment Number	Interest Rate	Current Balance
Wells Fargo *4601	TexSTAR 2008 DSF	0.0100	7,291,094.21
Wells Fargo *4600	TexSTAR 2008 Pledged Rev	0.0100	7,000.04
TexPool	*0004	0.0222	3,271.90
Total			7,301,366.15

Memorial City Redevelopment Authority
Investment Report
August 31, 2021

SCHEDULE OF INVESTMENTS

Investment Pools

Fund	Location Of Assets	Interest Rate	Beginning Balance			Interest Earned	Deposits or (Withdrawals)	Ending Balance		
			Market	N.A.V.	Book			Market	N.A.V.	Book
GOF	TexPool	0.0222	4,437,376.48	1.00010	4,436,932.79	83.58	(10,000.00)	4,427,459.07	1.00010	4,427,016.37
DSF	TexPool	0.0222	3,272.23	1.00010	3,271.90	61.96	(61.96)	3,272.23	1.00010	3,271.90
GOF	Wells Fargo/ TexStar	0.0100	9,949,077.75	1.000071	9,948,371.42	84.59	(1,600.00)	9,947,482.66	1.000063	9,946,856.01
DSF	Wells Fargo/ TexStar DSF	0.0100	7,291,549.91	1.000071	7,291,032.25	0.00	61.96	7,291,553.55	1.000063	7,291,094.21
DSF	Wells Fargo/ TexStar PI Rev	0.0100	7,000.50	1.000071	7,000.00	0.00	0.04	7,000.48	1.000063	7,000.04
CPF	TexPool CPF	0.0222	12,416,464.97	1.00010	12,415,223.45	233.33	(154,221.30)	12,262,461.60	1.00010	12,261,235.48

Demand Accounts

Fund	Location Of Assets	Interest Rate	Purchase Date	Beginning Balance	Interest Earned	Deposits or (Withdrawals)	Ending Balance
GOF	Wells Fargo	0.16	6/8/2015	10,028.49	26.15	(1,886.28)	8,168.36

Collateral Pledged In Addition to FDIC

Depository Institution	Total Funds On Deposit	Custodial Institution	Securities Pledged	Collateral Description	Par Value	Market Value
Wells Fargo	8,168.36	BNYM	1,553,641	BNYM	1,553,641	1,648,331

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. I hereby certify that pursuant to the Senate Bill 253 and in connection with the preparation of this investment report, I have reviewed the divestment lists prepared and maintained by the Texas Comptroller of Public Accounts, and the District does not own direct or indirect holdings in any companies identified on such lists.

Bookkeeper

Investment Officer

Investment Officer	Date Assumed Office	Training Completed
Kenneth Byrd	8/6/2015	10/14/2020

Memorial City Redevelopment Authority
Profit & Loss Budget vs. Actual
August 2021

	August			Year to Date (2 Months)			Annual
	Actual	Budget	Variance	Actual	Budget	Variance	Budget
Income							
1000 · Income							
6001 · City Tax Revenue	0	0	0	18,148,263	17,668,650	479,613	17,668,650
8223 · Interest Income	490	33,334	-32,844	911	66,668	-65,757	400,000
8930 · Bond Proceeds	0	0	0	0	0	0	39,702,452
Total 1000 · Income	490	33,334	-32,844	18,149,174	17,735,318	413,856	57,771,102
6-4350 · Grants	0	0	0	0	0	0	1,724,123
Total Income	490	33,334	-32,844	18,149,174	17,735,318	413,856	59,495,225
Expense							
3335 · Management Consulting Services							
6320 · Legal	2,225	4,166	-1,941	2,388	8,332	-5,944	50,000
6322 · Eng Consultant/General Prof.Svc	1,100	5,000	-3,900	2,750	10,000	-7,250	60,000
6337 · Construction Audit	0	0	0	0	0	0	5,000
6343 · Other	30	0	30	30	0	30	0
Total 3335 · Management Consulting Services	3,355	9,166	-5,811	5,168	18,332	-13,164	115,000
5650 · Transfers							
6420 · COH Administration Fee	0	0	0	907,413	883,433	23,980	883,433
6430 · Municipal Services	0	0	0	0	0	0	2,256,619
Total 5650 · Transfers	0	0	0	907,413	883,433	23,980	3,140,052
5706 · Debt Service							
5707 · Principal	0	0	0	0	0	0	5,360,000
5708 · Interest	0	0	0	0	0	0	2,754,546
5709 · Debt Issuance Costs	0	0	0	0	0	0	1,515,427
5710c · Trustee Fee	1,600	0	1,600	1,600	0	1,600	0
Total 5706 · Debt Service	1,600	0	1,600	1,600	0	1,600	9,629,973
6-6707 · Developer Reimbursement	0	0	0	0	0	0	19,266,570
6300 · Administration & Overhead							
6321 · Auditor	20,250	10,500	9,750	20,250	10,500	9,750	21,500
6333 · Bookkeeping/Accounting	1,506	1,250	256	2,667	2,500	167	15,000
6340 · Administration Salaries/Benefit	8,500	9,010	-510	17,000	18,020	-1,020	108,120
6344 · Bond Svcs/Trustee/FA	0	625	-625	0	1,250	-1,250	7,500
6353 · Insurance	0	0	0	0	0	0	1,000
6359 · Bank Fees	68	0	68	141	0	141	0
Total 6300 · Administration & Overhead	30,324	21,385	8,939	40,058	32,270	7,788	153,120
7000 · Capital Expenditure							
1725 · Parks & Green Space Improv.	0	10,416	-10,416	0	20,832	-20,832	125,000
1732A · N Gessner Drainage & Mobility	255	3,834	-3,579	1,025	7,668	-6,643	46,000
1734 · W140 Channel Improvements	8,896	26,538	-17,642	117,742	53,076	64,666	318,464
1735A · Detention Basin A	0	298,334	-298,334	0	596,668	-596,668	3,580,000
1738A · Memorial Dr Drain & Mobility 1	21,685	31,544	-9,859	59,798	63,089	-3,291	378,529
1738B · Memorial Dr Drain & Mobility 2	35,109	20,834	14,275	52,772	41,668	11,104	250,000
1741 · W140 Detention Expansion	0	18,867	-18,867	0	37,734	-37,734	226,394
1799 · Concrete Panel Replace Program	0	5,000	-5,000	0	10,000	-10,000	60,000
Total 7000 · Capital Expenditure	65,945	415,367	-349,422	231,337	830,735	-599,398	4,984,387
Total Expense	101,224	445,918	-344,694	1,185,576	1,764,770	-579,194	37,289,102
Net Income	-100,734	-412,584	311,850	16,963,598	15,970,548	993,050	22,206,123

3234

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

September 16, 2021

MEMORIAL CITY REDEVELOPMENT AUTHORITY

General

Client/Matter: MEM001-01
Statement Number: 122405
Billing Attorney: Jessica Biddle Holoubek

REMITTANCE PAGE

Fees for services posted through September 10, 2021	2,225.00
Expenses and Other Items posted through September 10, 2021	0.00
Total Amount Due:	\$2,225.00

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



Code No. 6320
9-17-2021

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Taxpayer ID 74-3091731

September 16, 2021

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Ms. Jennifer Landreville
Equi-Tax, Inc.
P.O. Box 73109
Houston, TX 77273

Client/Matter: MEM001-01
Statement Number: 122405
Billing Attorney: Jessica Biddle
Holoubek

General

Professional Fees

Fees for services posted through September 10, 2021, as follows:

<u>Date</u>	<u>Professional</u>		<u>Hours</u>
General			
08/12/21	Carnell Emanuel	Review and route Authority correspondence	0.25
08/19/21	Jessica Biddle Holoubek	Exchange of emails with Authority auditor; telephone conference with Scott Bean	0.25
08/20/21	Jessica Biddle Holoubek	Exchange of emails with Authority auditor; review request for installment payment for development agreement	0.50
08/23/21	Carnell Emanuel	Review and route Authority correspondence	0.25
08/24/21	Jessica Biddle Holoubek	Review draft Board of Directors meeting agenda	0.25
08/25/21	Carnell Emanuel	Review and organize Authority correspondence	0.25
08/27/21	Carnell Emanuel	Review and organize Authority correspondence; review and file Board packet; update meeting calendar; update audit chart	0.75
08/31/21	Jessica Biddle Holoubek	Prepare for, review the meeting and action files, and attend regular monthly Board of Directors meeting	1.25
09/01/21	Jessica Biddle Holoubek	Telephone conference with Scott Bean regarding appraisal of real property	0.25
09/02/21	Jessica Biddle Holoubek	Telephone conference with David Hawes	0.25
09/03/21	Jessica Biddle Holoubek	Telephone conference with Scott Bean regarding MetroNational payment	0.25
09/09/21	Carnell Emanuel	Review City of Houston council agenda for matters relating to client	0.25
<i>Total Task Hours</i>			4.75
<i>Total Task Amount</i>			\$2,087.50

Public Information Requests

08/19/21 Jessica Biddle Holoubek Review response Texas Public Information Act request 0.25

Total Task Hours. 0.25

Total Task Amount \$137.50

Total Fees: \$2,225.00

TASK FEE BREAKDOWN

	<u>Hours</u>	<u>Amount</u>
General	4.75	2,087.50
Public Information Requests	0.25	137.50

Total Fees:	\$	2,225.00
Total Expenses and Other Items:	\$	0.00
Total Amount Due:	\$	<u>2,225.00</u>

3235

Equi-Tax Inc.

Invoice

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

DATE	INVOICE #
9/1/2021	57447

BILL TO
TIRZ No. 17 - Memorial City RDA c/o ETI Bookkeeping Services Suite 108 17111 Rolling Creek Drive Houston TX 77090

DESCRIPTION	AMOUNT
Monthly Consultant Services fee per Contract Based on 435 items on the tax roll as of January 2021, at \$0.30 per item	130.50
Invoice emailed to: Jennifer Landreville at jl@equitaxinc.com Angela Cunningham at angela@equitaxinc.com Scott Bean at sbean@haweshill.com Linda Clayton at lclayton@haweshill.com	

Total	\$130.50
--------------	-----------------



Code No. 6333
09-16-2021

3236

ESITEFUL CORPORATION
14090 FM 2920 Rd, Ste G364
Tomball, TX 77377 US
+1 7135027182
qbo@esiteful.com
www.esiteful.com

eSiteful

INVOICE

BILL TO

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

INVOICE # 7348
DATE 09/01/2021
DUE DATE 09/01/2021
TERMS Due on receipt

DESCRIPTION	QTY	RATE	AMOUNT
Domain Name Renewal for https://houstontirz17.org/	1	30.00	30.00

BALANCE DUE

\$30.00



Code No. 6343
9/20/2021

3237

ETI Bookkeeping Services

PO BOX 73109
Houston, TX 77273

Invoice

Date	Invoice #
9/1/2021	9216

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

Description	Qty	Rate	Amount
Bookkeeping		1,030.00	1,030.00
Couriers		94.30	94.30

	Total	\$1,124.30
	Payments/Credits	\$0.00
	Balance Due	\$1,124.30



Code No. 6333
09-16-2021

3238



Invoice

Invoice #: 00000151
 Date: 9/13/2021

Bill To:

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

Description	Amount
Professional Consulting and Administration Fee, September 2021	\$8,500.00



Code No. 6340
 09-16-2021

Your Order #:	Freight:	\$0.00
Shipping Date:	Sales Tax:	\$0.00
Terms: C.O.D.	Total Amount:	\$8,500.00
	Amount Applied:	\$0.00
	Balance Due:	\$8,500.00

3239

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

P. O. Box 29584
Austin, TX 78755-5126
(512) 610-2209
www.mgsbpllc.com
E-Mail: mgsb@mgsbpllc.com

September 13, 2021

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

Client Number: 574-00

Audit of Memorial City Redevelopment Authority
as of and for the year ended June 30, 2021.

Interim Billing

\$ 9,000.00

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



Code No. 6321
9/22/2021

3240



McGrath & Co., PLLC
2900 North Loop W Ste 880
Houston, TX 77092
mark@mcgrath-co.com

INVOICE

BILL TO

Memorial City District/TIRZ #17
c/o Equi-Tax, Inc.
17111 Rolling Creek Dr, Suite
200
Houston, Texas 77090

INVOICE # 3410
DATE 08/31/2021
DUE DATE 10/15/2021
TERMS Net 45

DESCRIPTION	AMOUNT
Final billing regarding preparation of the District's financial statements for the year ended June 30, 2021.	11,250.00
<hr/>	
BALANCE DUE	\$11,250.00



Code No. 6321
9/22/2021

3241

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

Invoice

Bill To
TIRZ 17 Memorial City Redevelopment Autho c/o Hawes Hill & Associates LLP P.O. Box 22167 Houston, TX 77227-2167

Date	Invoice #
8/31/2021	8-2021-11

Terms	Project
	MCT107

Item	Description	Rate	Prior %	Curr %	Amount
Contract Services	Task 1 - Continued Funding Pursuit and Interagency Coordination	55,000.00	75%	2.00%	1,100.00

Total	\$1,100.00
Balance Due	\$1,100.00

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



Code No. 6322
09-16-2021

3242

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

September 16, 2021

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Projects

Client/Matter: MEM001-03
Statement Number: 122406
Billing Attorney: Jessica Biddle Holoubek

REMITTANCE PAGE

Fees for services posted through September 10, 2021	687.50
Expenses and Other Items posted through September 10, 2021	0.00
Total Amount Due:	\$687.50

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 No. 1738A
9/17/2021

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Taxpayer ID 74-3091731

September 16, 2021

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Ms. Jennifer Landreville
Equi-Tax, Inc.
P.O. Box 73109
Houston, TX 77273

Client/Matter: MEM001-03
Statement Number: 122406
Billing Attorney: Jessica Biddle
Holoubek

Projects

Professional Fees

Fees for services posted through September 10, 2021, as follows:

<u>Date</u>	<u>Professional</u>	<u>Hours</u>
Memorial near Bwy 8 Drainage - XXXX 1738A		
08/20/21	Jessica Biddle Holoubek Work on easement acquisition matters	0.50
08/31/21	Jessica Biddle Holoubek Work on acquisition of easement	0.25
09/09/21	Jessica Biddle Holoubek Work on corner clip easement acquisition	0.50
<i>Total Task Hours.</i>		1.25
<i>Total Task Amount</i>		\$687.50
Total Fees:		\$687.50

TASK FEE BREAKDOWN

	<u>Hours</u>	<u>Amount</u>
Memorial near Bwy 8 Drainage - XXXX 1738A	1.25	687.50

Total Fees:	\$	687.50
Total Expenses and Other Items:	\$	0.00
Total Amount Due:	\$	687.50

3243

Gauge Engineering
3200 Wilcrest Dr. Suite 220
Houston, TX 77042



Memorial City Redevelopment Authority/TIRZ 17
9610 Long Point Rd, Suite 150
Houston, TX 77055

Invoice number 1600
Date 09/21/2021

Project 1041 N. GESSNER ROAD - CPS

Professional Services Provided Through September 17, 2021

Description	Contract Amount	Percent Complete	Prior Billed	Total Billed	Remaining	Current Billed
Construction Phase Services	224,920.00	100.00	224,920.00	224,920.00	0.00	0.00
Expenses	1,500.00	100.00	1,244.52	1,500.00	0.00	255.48
Water Meter Vault	5,000.00	100.00	5,000.00	5,000.00	0.00	0.00
Total	231,420.00	100.00	231,164.52	231,420.00	0.00	255.48

Invoice total **255.48**

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
1600	09/21/2021	255.48	255.48				
	Total	255.48	255.48	0.00	0.00	0.00	0.00

I certify the above to be true and correct

Muhammad Ali, PE

Please make checks payable to:
Gauge Engineering, LLC
3200 Wilcrest Dr. Suite 220
Houston, TX 77042

Please send ACH/Wire payments to:
Frost Bank
Routing No.: 114000093
Account No.: 560048747



Code No. 1732A
9/22/2021

Gauge Engineering
 3200 Wilcrest Dr. Suite 220
 Houston, TX 77042



Memorial City Redevelopment Authority/TIRZ 17
 9610 Long Point Rd, Suite 150
 Houston, TX 77055

Invoice number 1601
 Date 09/21/2021

Project 1070 MEMORIAL DRIVE -
 CONSTRUCTION PHASE SERVICES

Professional Services Provided Through September 17, 2021

Description	Contract Amount	Percent Complete	Prior Billed	Total Billed	Remaining	Current Billed
Construction Phase Services	231,870.00	61.00	125,209.60	141,440.70	90,429.30	16,231.10
Expenses	2,000.00	12.01	222.59	240.23	1,759.77	17.64
Traffic Signal CPS	15,279.00	50.00	4,583.70	7,639.50	7,639.50	3,055.80
Structural Eng CPS	10,000.00	60.73	6,072.50	6,072.50	3,927.50	0.00
Total	259,149.00	59.96	136,088.39	155,392.93	103,756.07	19,304.54

Invoice total **19,304.54**

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
1601	09/21/2021	19,304.54	19,304.54				
	Total	19,304.54	19,304.54	0.00	0.00	0.00	0.00

I certify the above to be true and correct

 Muhammad Ali, PE

Please make checks payable to:
 Gauge Engineering, LLC
 3200 Wilcrest Dr. Suite 220
 Houston, TX 77042

Please send ACH/Wire payments to:
 Frost Bank
 Routing No.: 114000093
 Account No.: 560048747



Code No. 1738A
 9/22/2021

Gauge Engineering
 3200 Wilcrest Dr. Suite 220
 Houston, TX 77042



Memorial City Redevelopment Authority/TIRZ 17
 9610 Long Point Rd, Suite 150
 Houston, TX 77055

Invoice number 1602
 Date 09/21/2021

Project 1125 MEMORIAL DRIVE PH-II

Professional Services Provided Through September 17, 2021

Description	Contract Amount	Percent Complete	Prior Billed	Total Billed	Remaining	Current Billed
PM/Coordination/QA/QC	59,080.00	28.00	4,726.40	16,542.40	42,537.60	11,816.00
Roadway/Public Utilities Design	45,020.00	30.00	4,502.00	13,506.00	31,514.00	9,004.00
Drainage Analysis/Design	95,260.00	25.00	9,526.00	23,815.00	71,445.00	14,289.00
Miscellaneous/Expenses	9,750.00	1.00	97.50	97.50	9,652.50	0.00
Total	209,110.00	25.81	18,851.90	53,960.90	155,149.10	35,109.00

Invoice total 35,109.00

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
1602	09/21/2021	35,109.00	35,109.00				
	Total	35,109.00	35,109.00	0.00	0.00	0.00	0.00

I certify the above to be true and correct

 Muhammad Ali, PE

Please make checks payable to:
 Gauge Engineering, LLC
 3200 Wilcrest Dr. Suite 220
 Houston, TX 77042

Please send ACH/Wire payments to:
 Frost Bank
 Routing No.: 114000093
 Account No.: 560048747



Code No. 1738B
 9/22/2021

3244



INVOICE

Construction Resources, Inc.

Reytec Construction Resources, Inc.
1901 Hollister St.
Houston, TX 77080
Phone: (713) 957-4003
Fax: (713) 681-0077

INVOICE
1886

SOLD TO Memorial City Redevelopment Au
c/o Hawes, Hill, & Associates
9610 Long Point Ste 150
Houston, TX 77055-4259

SHIP TO Briar Branch Maintenance

ACCOUNT NO	PO NUMBER	SHIP VIA	DATE SHIPPED	TERMS	INVOICE DATE	PAGE
2234				Net 30	8/31/2021	1

August Maintenance & Watering

ITEM NO	QUANTITY	DESCRIPTION	UNIT PRICE	EXTENDED
	1	Monthly Landscaping Maintenance	3,500.00	3,500.00
	1	Monthly Tree Watering Maintenance	5,395.50	5,395.50

TOTAL AMOUNT 8,895.50



Code No. 1734
09/16/2021

3245

swa

WORK ORDER # 20

To: Memorial City Redevelopment
Authority/Houston TIRZ 17
Attn: Scott Bean
c/o Hawes Hill and Associates LLP
PO Box 22167
Houston, TX 77227-2167

Date: September 9, 2021
Invoice No: 186666
For Period: August
Project No: RHTT002
Project Manager: James Vick

Project Memorial Drive Construction

WORK PERFORMED:
Construction Phase Services.

Professional Services from August 1, 2021 to August 31, 2021

Professional Personnel

	Hours	Rate	Amount
Principal Vick, James	5.00	245.00	1,225.00
Associate Lock, Joshua	2.00	123.50	247.00
Staff Oliver, Robert	2.00	110.33	220.66

Total Fee Due This Invoice

1,692.66

Total Due this Invoice

\$1,692.66

Authorized Fee:	\$ 93,450.00
Previously Billed:	\$ 28,418.80
Billed to Date	\$ 30,111.46
Remainder Fee:	\$ 34,919.74

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

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.



Code No. 1738A
09-16-2021

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. Receive Financial Advisor report on payment options for Lipex Development Agreement; and take appropriate action.

Memorial City Redevelopment Authority
Metro National Payoff Analysis
4.00% Borrowing Rate
For Discussion Purposes Only
PRELIMINARY

7/31/2021 Balance	17,503,121.00
Payment	6,026,918.98
10/1/2021 Balance	11,476,202.02
7/31/2021 Interest	2,134,551.76
Total Due	13,610,753.78
Rate	4.00%

FYE	MetroNational Leave Outstanding			FYE	MetroNational Refi w/ Bonds					Difference
	Outstanding	Interest (4.0%)	Debt Service		Principal	Rate	Interest	Less: DSRF	Debt Service	
2021				2021						
2022	11,476,202	459,048		2022			57,153		57,153	(57,153.06)
2023	11,476,202	459,048	3,013,459	2023	945,000	1.75%	262,456		1,207,456	1,806,003.24
2024	8,462,743	338,510	3,013,459	2024	965,000	1.75%	245,744		1,210,744	1,802,715.74
2025	5,449,283	217,971	3,013,459	2025	975,000	1.75%	228,769		1,203,769	1,809,690.25
2026	2,435,824	97,433	2,435,824	2026	1,000,000	1.75%	211,488		1,211,488	1,224,336.50
2027			3,706,562	2027	1,015,000	1.75%	193,856		1,208,856	2,497,705.66
2028				2028	1,025,000	1.75%	176,006		1,201,006	(1,201,006.25)
2029				2029	1,050,000	1.75%	157,850		1,207,850	(1,207,850.00)
2030				2030	8,495,000	1.75%	74,331	1,547,000	7,022,331	(7,022,331.25)
		<u>1,572,010</u>	<u>15,182,764</u>		<u>15,470,000</u>		<u>1,607,653</u>	<u>1,547,000</u>	<u>15,530,653</u>	<u>(347,889.17)</u>

Par Amount 15,470,000

MetroNational	13,610,754
Reserve Fund (DSRF)	1,547,000
Cost of Issuance	312,246
Total	15,470,000

*Assumes a RESERVE FUND.

Memorial City Redevelopment Authority
Metro National Payoff Analysis
Max Authorization
For Discussion Purposes Only
PRELIMINARY

7/31/2021 Balance	17,503,121.00
Payment	6,026,918.98
10/1/2021 Balance	11,476,202.02
7/31/2021 Interest	2,134,551.76
Total Due	13,610,753.78
Rate	2.50%

	MetroNational Leave Outstanding		
	Outstanding	Interest (2.50%)	Debt Service
2021			
2022	11,476,202	286,905	-
2023	11,476,202	286,905	3,013,459
2024	8,462,743	211,569	3,013,459
2025	5,449,283	136,232	3,013,459
2026	2,435,824	60,896	2,435,824
2027			3,117,058
2028			
2029			
2030			
		<u>982,506</u>	<u>14,593,260</u>

	MetroNational Refi w/ Bonds				
	Principal	Rate	Interest	Less: DSRF	Debt Service
2021					
2022			38,699		38,699
2023	360,000	1.75%	180,163		540,163
2024	365,000	1.75%	173,819		538,819
2025	365,000	1.75%	167,431		532,431
2026	380,000	1.75%	160,913		540,913
2027	385,000	1.75%	154,219		539,219
2028	390,000	1.75%	147,438		537,438
2029	395,000	1.75%	140,569		535,569
2030	7,835,000	1.75%	68,556	1,047,500	6,856,056
	<u>10,475,000</u>		<u>1,231,806</u>	<u>1,047,500</u>	<u>80,159,015</u>

Par Amount	10,475,000
MetroNational	9,218,000
Reserve Fund (DSRF)	1,047,500
Cost of Issuance	209,500
Total	10,475,000

Remaining Payment	
11,476,202	10/1 Principal
(9,218,000)	Ref'd Principal
2,258,202	Principal Bal
2,134,552	Interest Bal
4,392,754	Total Due

*Assumes a RESERVE FUND.

Memorial City Redevelopment Authority
Metro National Payoff Analysis
Refinance Principal Only
For Discussion Purposes Only
PRELIMINARY

7/31/2021 Balance	17,503,121.00	
Payment	6,026,918.98	
10/1/2021 Balance	11,476,202.02	
7/31/2021 Interest	2,134,551.76	*Assumes interest remains outstanding
Total Due	13,610,753.78	
Rate	4.00%	

MetroNational Leave Outstanding				MetroNational Refi w/ Bonds					Difference	
FYE	Outstanding	Interest (4.0%)	Debt Service	FYE	Principal	Rate	Interest	Less: DSRF		Debt Service
2022	11,476,202	459,048		2022			48,194		48,194	(48,194.03)
2023	11,476,202	459,048	3,013,459	2023	660,000	1.75%	222,513		882,513	2,130,946.99
2024	8,462,743	338,510	3,013,459	2024	675,000	1.75%	210,831		885,831	2,127,628.24
2025	5,449,283	217,971	3,013,459	2025	680,000	1.75%	198,975		878,975	2,134,484.00
2026	2,435,824	97,433	2,435,824	2026	700,000	1.75%	186,900		886,900	1,548,924.00
2027			3,706,562	2027	710,000	1.75%	174,563		884,563	2,821,999.41
2028				2028	715,000	1.75%	162,094		877,094	(877,093.75)
2029				2029	730,000	1.75%	149,450		879,450	(879,450.00)
2030				2030	8,175,000	1.75%	71,531	1,304,500	6,942,031	(6,942,031.25)
		1,572,010	15,182,764		13,045,000		1,425,050	1,304,500	13,165,550	2,017,213.61
									7/31/2021 Interest	(2,134,551.76)
					Par Amount		13,045,000		Overall Dissavings	(117,338.15)
					MetroNational		11,476,202			
					Reserve Fund (DSRF)		1,304,500			
					Cost of Issuance		264,298			
					Total		13,045,000			

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

10. CIP Committee:

- a. Project update and recommendations from Gauge Engineering, LLC.
 - i. Consider Task Order for design services regarding W140 Basin Deepening.
- b. Project update from The Goodman Corporation.
 - i. Consider Task Order for Memorial Drive Phase II.
 - ii. Consider Interlocal Agreement with City of Bunker Hill regarding Memorial Drive Phase II.
- c. Project update from SWA.



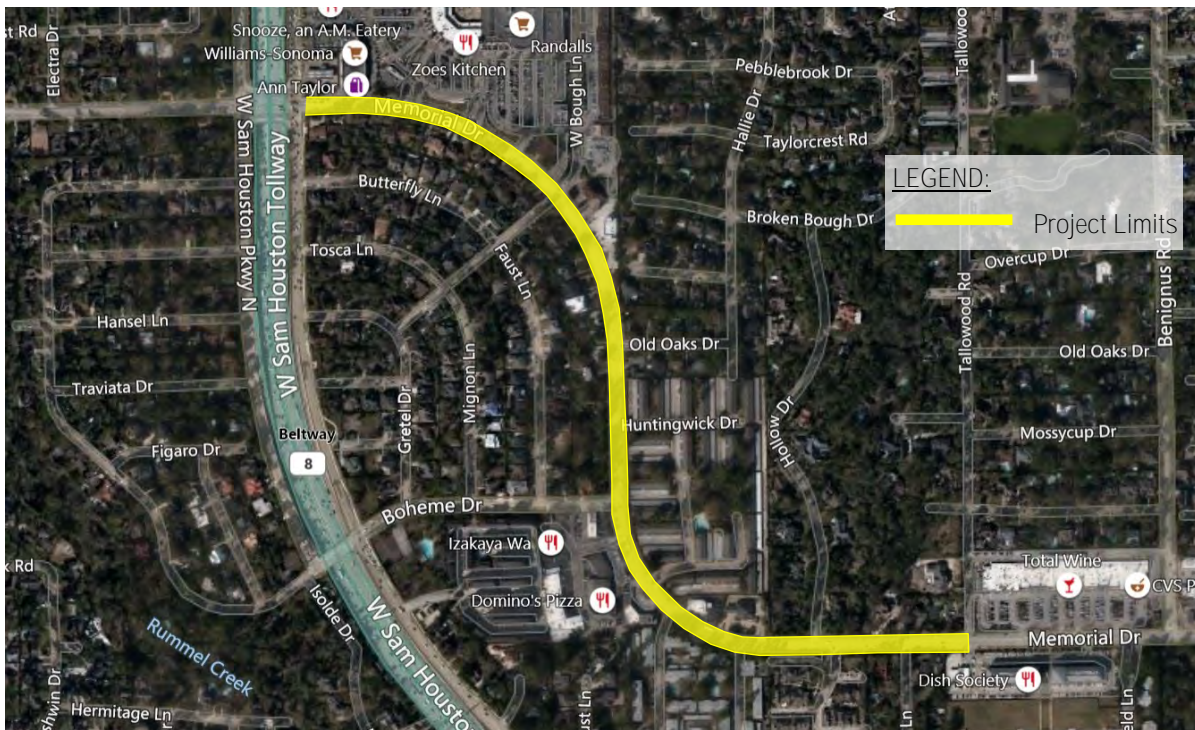
PROGRESS REPORT— OCTOBER 2021

Memorial Drive Mobility and Drainage Improvements

WBS No. N-T17000-031B-7 , CSJ: 0912-72-391

PROJECT LOCATION

The Memorial Drive improvement project is approximately 4,960 feet long, from East of Beltway 8 to East of Tallowood Road This project is located in the City of Houston within the TIRZ 17 limits.



PROJECT DESCRIPTION:

Memorial City Redevelopment Authority (MCRA)/Tax Increment Reinvestment Zone (TIRZ) 17 on behalf of the City of Houston, and in cooperation with TxDOT is sponsoring the proposed Memorial Drive project. Memorial Drive will be reconstructed from East of Beltway 8 to East of Tallowood Drive in the City of Houston, Harris County.

Memorial Drive is a major thoroughfare that carries 17,500 vehicles per day and one of the critical capital improvement projects to be undertaken by TIRZ 17. The project proposes to improve drainage issues, mobility, access management, traffic operations, and safety within the project limits. The proposed improvements include the following:

- Improving mobility and safety by reconstructing the roadway to two 12-foot wide travel lanes in each direction with a raised median in the center of the road
- Encourage a pedestrian friendly environment by installing 8-foot wide ADA-compliant sidewalks along both sides of the road
- Upgrading subsurface public utilities
- Improve traffic operations by upgrading existing traffic signals to meet current standards
- Improve drainage by replacing the existing ditches with an upgraded storm sewer system that consists of installing varying sized reinforced concrete boxes and pipes that go up to 10-FT x 10-FT
- Improve Quality of life by installing extensive hardscape and softscape landscaping items

Cont. PROGRESS REPORT—OCTOBER 2021

Memorial Drive Mobility and Drainage Improvements

WBS No. N-T17000-031B-7, CSJ: 0912-72-391

CONSTRUCTION COST/TIME

- Construction Cost: \$20.5 Million
- Contract time: 25 Months
- Notice to Proceed date: August 20, 2020

CONTACT INFORMATION

Construction Management/Inspection
TxDOT—Houston District



Construction Phase Services
Gauge Engineering, LLC



Contractor
SER Construction Partners



PROJECT STATUS

- Storm sewer box culverts installation completed from Tallowood Rd to West Bough Ln.
- South side pavement completed from Tallowood Rd to Boheme Dr.
- South side pavement work in progress from Boheme Dr to West Bough Ln.
- Storm sewer inlets and Storm sewer installation in progress - 95% completed.
- South side driveways and sidewalks installation in progress.
- Water Line and Sanitary Sewer Work - 95% completed.
- Approximately 64.5% work is complete.

CURRENT TRAFFIC CONTROL CONFIGURATION

- Two Lanes open
- Two-way Traffic shifted to the north and south sides of Memorial Drive. Two lanes will be maintained while work zone is on the middle of Memorial Drive.

PROGRESS PHOTOS



Pavement Installation



Roadway Excavation in progress



Pavement Installation



Traffic Control setup

PROGRESS REPORT

OCTOBER 2021

MEMORIAL CITY REDEVELOPMENT AUTHORITY/TIRZ 17



Construction:

- Gessner Road Mobility & Drainage Improvements PS&E (T-1732A & T-1732B):
 - Landscaping punch list items completed
 - Streetlight at Westview Issue Resolved
 - CenterPoint completed Decorative lighting installation

- Memorial Drive – PH – I (T-1738A)
 - On track (over 65% completed)
 - Large Storm Sewer box installation completed from Tallowood to W. Bough
 - **48" and 4-ft x4-ft** remaining (W Bough to W Sam Houston)
 - Pavement work in progress
 - Both Chevron and Chase Bank corner clips acquired

Planning/Preliminary Engineering:

- Memorial Drive – PH -II (T-1738B)
 - Developed Typical section
 - Developed draft schematic
 - Drainage analysis
 - Existing conditions models completed including the ongoing work
 - Began proposed conditions analysis

- W140 Basin Deepening/Pump:
 - Design Proposal – Included

Planning/Preliminary Engineering:

- N/A



October 21, 2021

Ms. Ann Givens, Chair of the Board
Memorial City Redevelopment Authority / TIRZ 17
9610 Long Point Road, Suite 150
Houston, TX 77055

Re: Proposal for Detail Design – W140 detention Pond Expansion

Dear Mrs. Givens,

Gauge Engineering, LLC (Gauge) is pleased to submit this proposal for Detail Design Services (Phase II) for the expansion of the existing W140 Detention Basin to provide additional flood storage by the deepening the existing basin to a pumped detention configuration. The project is identified in the current City approved TIRZ 17 five-year Capital Improvement Plan.

Milestone submittals will be made to the City at 60%, 90% and Final phase of detail design work. Submittals will include construction plans and detailed cost estimates. We propose to perform these services over a 9-month duration for a Lump Sum amount of \$556,644.70. A detailed breakdown of the scope items and fee can be found under Exhibits "A" thru "F". We are prepared to begin this work immediately.

Please feel free to contact me at (832) 318-8801 if you have any questions or need additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "Derek St. John".

Derek St. John, PE, CFM
Principal

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 - Level-of-Effort
Exhibit C – Topo Survey Services
Exhibit D – PH-I ESA Services
Exhibit E – Geotechnical Services
Exhibit F – Pump Station Design

EXHIBIT A
SCOPE OF SERVICES
MEMORIAL CITY REDEVELOPMENT AUTHORITY – TIRZ 17
W140 DETENTION BASIN – DETAIL DESIGN

This proposal is for providing plans, specifications and estimate services for the expansion of the existing W140 Detention Basin to provide additional flood storage by deepening the existing basin to a pumped detention configuration. The W140-01-00 (Briar Branch) watershed has experienced significant flooding from multiple events dating to April 2009. TIRZ 17 as endeavored to mitigate the flood risk within this watershed through well planned and constructed flood mitigation projects that are predicated on the impoundment of stormwater runoff in detention facilities. The additional storage achieved by deepening the W140 Detention Basin will result in an increased level of protection for the W140-01-00 watershed.

A Preliminary Engineering Report and Impact Analysis Report were completed and submitted to Houston Public Works and HCFCD. The studies concluded that the project is a viable project and that it had no downstream impacts. The design plans will be implemented in accordance with the recommendations identified in the PER report. The following scope describes the procedures that will be followed to provide bid ready construction plans and specifications. The details of the scope are as follows:

- I. BASIC DESIGN SERVICES PHASE (60%, 90% and Final)
 - A. General Plan Sheets
All the General Sheets including Title Sheet, Index, Overall Project layouts and General Notes will be prepared in accordance to City's drawing requirements. Other sheets include General & Construction notes and Survey Control maps.
 - B. Storm Sewer Design
Prepare the PS&E package in accordance with the applicable City of Houston requirements, specifications, standards, and manuals. Include the following sheets and documents, as appropriate:
 1. Overall Drainage Area Map-Existing Conditions:
 - a. Overall drainage area map extents including off-site drainage areas contributing the project limits for existing and proposed conditions, including peak discharge rates to outfalls based on H&H study results.
 2. Overall Drainage Area Map – Proposed Conditions:
 - a. The proposed overall Drainage Area map will reflect any changes in drainage patterns and outfalls from the existing conditions.
 3. Project Drainage Area Maps:
 - a. Detailed Drainage Area maps for each inlet along the project, and data tables.
 4. Storm Sewer Calculations:
 - a. This effort includes the creation of sheets to convey the results of the storm sewer analysis (see item 9 below), and the conversion of the model data to standard tabular output.

5. Storm Sewer Plan and Profile:
 - a. Storm drainage design will be incorporated on the Roadway Plan and Profile drawings, this work consists of working with the Roadway Design, and providing design recommendations and updating drainage base files and design callouts.
 6. Storm Sewer Lateral Sheets:
 - a. All horizontal storm sewer laterals will be shown with cross-sections to better show utilities and special grading considerations as needed.
 7. Storm Sewer Details (Misc.):
 - a. This effort includes the development of any non-standard details required to collect drainage along the project corridor. These designs can be special inlets, grading details, or other special features to help provide better data to the contractor for construction.
 8. Storm Sewer Standards:
 - a. This includes selecting Harris County and TxDOT drainage standards that are appropriate to support the proposed storm drainage design.
 9. Storm Sewer Analysis:
 - a. This effort includes the analysis of the drainage network with standard Steady State analysis tools such as HouStorm or Geopak. The analysis will be used to properly size the drainage network and inlets to meet City standard criteria including ponding.
 10. Existing Site Plan (1 Sheet)
 11. Detention Basin Layout and Grading (2 Sheets)
 12. Detention Basin Point Table (1 Sheet)
 13. Detention Basin Cross Sections (2 Sheets)
 14. Inlet/Outlet Plan and Profile (2 Sheets)
 15. Inlet/Outlet Details (2 Sheets)
 16. Miscellaneous Basin Details (2 Sheets)
 17. Pump Station Sub-Consultant Management:
 - a. This effort includes coordinating with and leading our sub-consultant for the pump station design, including managing their schedule, conducting regular progress meetings, reviewing their submittals, and tracking their progress vs spent.
- C. Roadway Design
1. Horizontal Alignment Data:

The baseline properties will be outlined with the tangent and curve information output from Geopak.
 2. Horizontal Geometry Sheets:

Horizontal roadway geometry sheets will include stations, offsets, PCs, PTs, etc. for curb components.
 3. Demolition Plans:

Demolition plans will show the limits of pavement, storm sewer and sidewalk removal. Any other impacted item will also be depicted.

4. Roadway / Drainage Plan and Profile Sheets (6 Sheets – 1 in.: 40-FT)

Detailed roadway plan and profile sheets depicting existing features and the proposed improvements. If pedestrian facilities are impacted then they shall be designed in accordance with the American with Disabilities Act Accessibility Guidelines (ADAAG) and the Texas Accessibility Standards (TAS). The plans will be submitted to the Texas Department of Licensing and Regulation (TDLR) or representative thereof for review, approval, and inspection. The plan view shall contain the following design elements:

- Horizontal alignment.
- Indicated pavement edges, lane and pavement widths for all improvements
- Direction of traffic flow arrows.
- Indicate existing and proposed ROW/Easement lines.
- Begin/end of cross slope transitions.
- Existing major utilities and structures.
- Any necessary callouts to clarify details.
- Drainage design components, such as existing and proposed storm sewers will be shown
- Drawings horizontal scale 1-in. = 40-FT

Removal items will be provided for the length of the project and shall include all pavement, drainage structures, traffic signals, sidewalks, signs, landscaping, bus shelters, other structures, etc. to be removed.

The profile shall contain the following design elements:

- The approximate existing profile grade
- The existing north and south ROW profiles
- Proposed profile grade
- The location of intersections
- Drainage design components, such as storm sewer profiles and hydraulic grade lines, will be shown
- Drawing vertical scale 1-in. = 4-FT

5. Intersection Layouts:

Intersection layout and grading plan will be developed 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.

6. Driveway Schedule and Details:

The Driveway schedule will show the location, size and type of proposed driveways to be reconstructed. Driveways shall typically be reconstructed to the ROW line using standard City details.

7. Standard Pavement Details:

All the necessary standard roadway and sidewalk details will be included in the design set.

8. Utility Adjustments:

Public utility improvements will be shown on dedicated sheets and drawn in accordance with City of Houston design standards.

9. Standard Public Utility Details:

All the necessary standard public utility details will be included in the design set.

D. Traffic Control Plans

Construction Sequencing and Traffic Control Plans (TCP) will be prepared in accordance with City guidelines. It will 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.

E. Signing and Pavement Markings

Drawings, specifications and details will be prepared for all regulatory signs and pavement markings on combined layout sheets. All plans shall follow City & TxDOT standards. A summary signs list will be provided. The proposed regulatory signs shall be illustrated and numbered on plan sheets. 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:

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

F. Storm Water Pollution Prevention Plan (SWPPP)

The following items will be prepared in accordance with City Standard Details and Standard Specifications

- Storm Water Pollution Prevention Plan Form Sheet
- Storm Water Pollution Prevention Plan drawings will show all existing and proposed streets,
- Project alignments, applicable notes, proposed storm water conveyance systems, overland flow arrows, and pollution prevention measures.
- Pollution Prevention Plan construction quantities.

G. Cross Sections and Cut and Fill Quantities

- Earthwork Quantities worksheet will be developed
- Earthwork analysis will be conducted to determine cut and fill quantities and provide final design cross sections at 100 foot intervals. Drawing scale shall be H: 1" = 20'; V: 1" = 10'.

H. Street Lighting

Street lighting standards will be coordinated with TNMP 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. (Not included)

I. Project Management/Specs/Agencies & Team Coordination/Quantities/Misc

1. Overall Project Management/Team Coordination/ Project Controls

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 the City, private utilities, and others.

2. Data Collection

Engineer will work with the City to collect available data related to the project site including record drawings, maintenance reports, traffic information, and other available data.

3. Field Visits

Four field visits are budgeted to facilitate the engineer accessing and inspecting the site. Typical field visit opportunities include project initiation, survey inspection and evaluation, and periodic design related visits.

4. Coordination - Stakeholders

Engineer is prepared to participate in meetings with stakeholders to coordinate driveway locations, widths, right-of-way acquisition, and modifications related to the proposed work.

5. Private Utilities Assessment/Utility Conflict Table/Coordination

- The design team will coordinate with the various utility companies (AT&T and CenterPoint) 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.
 - Detailed Utility conflict resolution tables will be furnished
 - The design team will prepare and distribute Preliminary Utility Notification Letters identifying each potential conflict with proposed improvements. 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.
6. City/HCFCD/Coordination/meetings/approvals/signatures
- Regular coordination and monthly meetings with the City will be held to review the progress of the engineering effort, or to address other issues which may arise. The PM will prepare and document meeting record memorandum of decisions and action items.
 - The design team will obtain required signatures or approvals from other governmental agencies, public utilities, and private utilities, which may impact the Project prior to final approval by City. Governmental agencies include but are not limited to TxDOT. Utility signatures include, but are not limited to CenterPoint Energy Gas, CenterPoint Energy Electric, AT&T, and cable TV.
7. Quantities
The design team will develop and report quantities for the different deliverables.
8. Opinion of Probable Construction Costs
The design team will submit Opinion of Probable Construction Costs for the different deliverables.
9. Project Manual & Specifications
Design team will furnish the project manual containing the necessary front-end documents and specifications. Each Standard Specification will be reviewed and supplemented as necessary to suit Project-specific requirements and to meet the design intent of the Project and if needed will prepare additional nonstandard specifications necessary for bidding and construction of the project.
- J. 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.

II. BIDDING SERVICES:

1. Prepare Advertisement for Bid Document
Team will prepare the legal notice advertising the project bidding and have an advertisement placed in the Houston Business Journal and CivCast.
2. Conduct Pre-bid Conference Meeting
Team will schedule and conduct a pre-bid conference meeting to provide bidders with project overview and answer questions regarding the project.
3. Prepare Necessary Addenda to Address Issues or Clarifications
Team will prepare any necessary addenda to the bidding documents to address issues or make clarifications.
4. Conduct Bid Opening Meeting & Tabulation of Bids
Team will conduct the bid opening and prepare bid tabulation sheets comparing all bids received.
5. Evaluate the Bid Proposals & Make Award Recommendation
Team will evaluate the bids received for accuracy and any bid irregularities. An award recommendation will be made to TIRZ 17 based on the evaluation of bids. Engineer's Recommendation of Award Letter will include the following:
 - a. Check for math errors and reconcile any mathematical discrepancies
 - b. Review for unbalanced bid items
 - c. Certified Bid Tabulation including adding Engineer's estimate to Bid Tab
 - d. Review of contractor's financial standing and references provided and past performance on projects
 - e. Explanation of discrepancies between the Engineer's estimate and bids
 - f. Recommendation to award
6. Assist in the preparation of the Contract between TIRZ 17 & Successful Bidder
Team will work with ABHR in final contract preparation including obtaining necessary forms and signatures from the successful low bidder, printing and compiling the final contract documents, and delivery of signed contracts to ABHR and the contractor. Team will also prepare a Notice to Proceed for the contractor to begin the Construction Phase of the project.

III. SUBCONTRACTED/ADDITIONAL ENGINEERING SERVICES

See table under LOE section and individual exhibits for each sub-consultant.



ATTACHMENT B
W140 DETENTION BASIN EXPANSION PROJECT
PS&E - LEVEL OF EFFORT



I. BASIC DESIGN SERVICES (60%, 90%, Final)

DESCRIPTION OF WORK TASKS	PROJ MGR	SR PROF ENGINEER	GRAD ENGINEER	SR. DESIGN TECH	ADMIN ASST	TOTAL HOURS	LABOR COSTS
A. GENERAL PLAN SHEETS							
1 Title Sheet 1 (Sheet)		1	2	6		9	\$1,035.00
2 Index of Drawings (1 Sheet)		2	4	8		14	\$1,650.00
3 General Notes (1 Sheet)		1	2	6		9	\$1,035.00
4 Private Utility Notes (1 Sheet)		1	2	6		9	\$1,035.00
5 General Sheets (Keyed Notes-Symbols & Abbreviations) (1 Sheet)		1	2	4		7	\$825.00
6 Survey Control Maps (4 Sheets)		1	4	6		11	\$1,275.00
7 Existing Typical Section (1 Sheets)		1	4	10		15	\$1,695.00
8 Proposed Typical Sections (1 Sheet)		2	6	12		20	\$2,310.00
9 Overall Project Layout Sheet (1 sheet)		2	4	16		22	\$2,490.00
10 Geotechnical Data Sheet		2	4	12		18	\$2,070.00
Total	0	14	34	86	0	134	\$15,420.00
B. STORM SEWER DESIGN							
1 Overall Drainage Area Map - Existing Conditions (1 Sheet - 1"=300')	1	2	6	16		25	\$2,955.00
2 Overall Drainage Area Map - Proposed Conditions (1 Sheet - 1"=300')	1	2	6	16		25	\$2,955.00
3 Project Drainage Area Maps (4-Sheets)	2	4	16	24		46	\$5,550.00
4 Storm Sewer Calculations (1 Sheet)		1	4	8		13	\$1,485.00
5 Storm Sewer Plan & Profile (combined w/ rdwy P&P) - (6 Sheets)	4	12	24	58		98	\$11,850.00
6 Storm Sewer Lateral Sheets (2 Sheets)	2	8	20	36		66	\$7,950.00
7 Storm Sewer Details (Misc)		4	12	16		32	\$3,780.00
8 Storm Sewer Standard Details (6-Sheets)		2	6	12		20	\$2,310.00
9 Storm Sewer Analysis	1	8	24	4		37	\$4,845.00
10 Existing Site Plan (1 Sheet)	1	4	10	18		33	\$3,975.00
11 Detention Basin Layout and Grading (2 Sheets)	4	16	36	42		98	\$12,270.00
12 Detention Basin Point Table (1 Sheet)	2	8	16	24		50	\$6,210.00
13 Detention Basin Cross Sections (2 Sheet)	3	8	18	40		69	\$8,355.00
14 Inlet/Outlet Plan and Profile (2 Sheets)	2	6	12	24		44	\$5,400.00
15 Inlet/Outlet Details (2 Sheets)	2	6	12	16		36	\$4,560.00
16 Miscellaneous Basin Details (2 Sheets)	1	6	8	16		31	\$3,855.00
17 Pump Station Sub-Consultant Mangement	4	6	10			20	\$3,090.00
Total	30	103	240	370	0	743	\$91,395.00
C. ROADWAY DESIGN							
1 Horizontal Alignment Data (1 Sheet)		2	6	8		16	\$1,890.00
2 Horizontal Geometry Sheets (2 Sheets)	2	6	12	16		36	\$4,560.00
3 Demolition Plan Shts - (3 Shts - 1"=40')	1	2	16	24		43	\$4,995.00
4 Rdwy/Drainage Plan & Profile Shts - (6 Shts - 1"=40')	4	14	44	64		126	\$15,210.00
5 Intersection Grading Layouts	4	8	16	32		60	\$7,500.00
6 Driveway Schedule and Details (1 Sheet)	1	4	6	12		23	\$2,865.00
7 Standard Pavement Details		2	6	8		16	\$1,890.00
8 Public Utility Plan & Profile Shts - (6 Shts - 1"=40')	4	8	24	48		84	\$10,140.00
9 Standard Public Utility Details		2	4	6			\$1,440.00
Total	16	48	134	218	0	404	\$50,490.00
D. TRAFFIC CONTROL PLANS							
1 Narrative/Phasing Overview (1 Sheet)	1	4	6	12		23	\$2,865.00
2 TCP Phase 1	1	8	12	16		37	\$4,665.00
3 TCP Phase 2	1	8	12	16		37	\$4,665.00
4 Detour Plans	1	6	12	18		37	\$4,545.00
5 TCP Standards Details		2	4	8		14	\$1,650.00
Total	4	28	46	70	0	148	\$18,390.00
E. SIGNING AND PAVEMENT MARKINGS							
1 Signing & Striping Sheets (3 Sheets - double stacked)	2	6	12	20		40	\$4,980.00
2 Pavement Marking Details (5 Sheets)		2	4	8		14	\$1,650.00
Total	2	8	16	28	0	54	\$6,630.00
F. STORM WATER POLLUTION PREVENTION PLANS (SWPPP)							
1 Storm Water Pollution Prevention Plan Sheets (3 Sheets)	2	6	8	18		34	\$4,290.00
2 Storm Water Pollution Prevention Details (2 Sheets)		2	4	8		14	\$1,650.00
Total	2	8	12	26	0	48	\$5,940.00
G. CROSS SECTIONS							
1 Earthwork Quantities (3 Sheets)	1	4	8	16		29	\$3,525.00
2 Cross Sections (20 Sheets)	2	8	12	32		54	\$6,570.00
3 Project Sign (1 Sheet)		1	2	6		9	\$1,035.00
Total	3	13	22	54	0	92	\$11,130.00
H. LIGHTING DESIGN							
1 Street Lighting Plans - (3 Sheets)	1	8	16	24		49	\$5,985.00
Total	1	8	16	24	0	49	\$5,985.00

DESCRIPTION OF WORK TASKS	PROJ MGR	SR PROF ENGINEER	GRAD ENGINEER	SR. DESIGN TECH	ADMIN ASST	TOTAL HOURS	LABOR COSTS
I. Project Management/Specs/Agencies & Team Coordination/Quantities/Misc							
1 Overall Project Management/Team Coordination/ Project Controls	16	16	12		8	52	\$8,280.00
2 Data Collection	2	4	8			14	\$2,070.00
3 Field Visits	2	6	6			14	\$2,160.00
4 Coordination - Stakeholders	4	8	4			16	\$2,700.00
5 Private Utilities Assessment/Utility Conflict Table/Coordination	4	12	24	12		52	\$7,020.00
6 City/HCFCD/Coordination/meetings/approvals/signatures	8	12	8			28	\$4,740.00
7 Quantities	2	12	18			32	\$4,590.00
8 Opinion of Probable Construction Costs	2	6	14			22	\$3,120.00
9 Project Manual & Specifications	4	8	24			36	\$5,100.00
Total	44	84	118	12	8	266	\$39,780.00
J. QUALITY ASSURANCE/QUALITY CONTROL							
1 QA/QC up to 3 Submittals	12	16	24	32	1	85	\$11,655.00
2 Independent Constructability Review	8					8	\$1,800.00
Total	20	16	24	32	1	93	\$13,455.00
TOTAL HOURS	122	330	662	920	9	2031	
Contract Labor Rate	\$225.00	\$165.00	\$120.00	\$105.00	\$75.00		
TOTAL LABOR COSTS BASIC ENGINEERING SERVICES	\$27,450.00	\$54,450.00	\$79,440.00	\$96,600.00	\$675.00		\$258,615.00

II. BIDDING SERVICES

DESCRIPTION OF WORK TASKS	PROJ MGR	SR PROF ENGINEER	GRAD ENGINEER	SR. DESIGN TECH	ADMIN ASST	TOTAL HOURS	LABOR COSTS
K. Bid Phase							
1 Prepare Advertisement For Bid Document	1	2	2		1	6	\$870.00
2 Conduct Pre-bid Conference Meeting	1	2	6			9	\$1,270.00
3 Prepare Necessary Addenda To Address Issues or Clarifications	1	6	10	2		19	\$2,620.00
4 Conduct Bid Opening Meeting & Tabulation of Bids	1	4	6			11	\$1,600.00
5 Evaluate the Bid Proposals & Make Award Recommendation	1	4	2			7	\$1,120.00
6 Assist in preparation of Contract b/w TIRZ 17 & Successful Bidder	1	4	2			7	\$1,120.00
Total	6	22	28	2	1	59	\$8,600.00
TOTAL HOURS	6	22	28	2	1	59	
Contract Labor Rate	\$220.00	\$165.00	\$120.00	\$105.00	\$75.00		
TOTAL LABOR COSTS BASIC ENGINEERING SERVICES	\$1,320.00	\$3,630.00	\$3,360.00	\$210.00	\$75.00		

III. SUBCONTRACTED/OTHER SERVICES

DESCRIPTION OF WORK TASKS	COST	SUB MGMT	TOTAL
1 Topo Survey (Plan/Profile), Detention Pond - Kuo & Associates (Ex. C)	\$25,210.00	10%	\$27,731.00
2 Environmental - Geotest Engineering (Exhibit D)	\$4,992.00	10%	\$5,491.20
3 Geotechnical Investigation - Geotest Engineering (Exhibit E)	\$18,409.00	10%	\$20,249.90
4 Pump Station Design - LJA (Exhibit F)	\$180,416.00	10%	\$198,457.60
5 Structural design (Structures, Junction boxes, etc.) - SSH, Inc.	\$15,000.00	10%	\$16,500.00
6 TDLR	\$1,000.00	10%	\$1,100.00
7 Urban Forestry - CN Khoel	\$3,500.00	10%	\$3,850.00
8 Printing and Reproduction/Mileage/Deliveries			\$1,000.00
9 City's Review Fee (\$106 Admin Fee Plus 110 sheets @ \$85)			\$12,900.00
10 Civcast & Houston Business Journal Advertisement (2 weeks)			\$2,150.00
TOTAL SUBCONTRACTED ENGINEERING SERVICES			\$289,429.70

GRAND TOTAL - DESIGN & BIDDING	
I. BASIC DESIGN SERVICES (60%, 90%, Final)	\$258,615.00
II. BIDDING SERVICES	\$8,600.00
III. SUBCONTRACTED/OTHER SERVICES	\$289,429.70
	\$556,644.70

Exhibit C



10300 Westoffice Drive, Ste. 800
Houston, TX 77042
Phone: (713) 975-8769
Fax: (713) 975-0920
Engineering Firm Reg. No. F-4578
Surveying Firm Reg. No. 10075600
www.kuoassociates.com

September 21, 2021

Muhammad Ali, PE
Principal
Gauge Engineering
3200 Wilcrest Dr., Suite 220
Houston, TX 77042

RE: Project: W140-01-00
Streets (Westview, Cedardale..) and Detention Pond Survey
Topographic Surveying Services

Dear Mr. Ali

Kuo & Associates, Inc. is pleased to submit this proposal to perform topographic surveying services for the above referenced project. Limits of survey are shown in the attached exhibit. Details on scope are listed below:

SCOPE OF WORK

Topographic Surveying will be done for the following Items:

Item	Description
Item 1	Topographic Surveying of Streets (1800'-see attached table)
Item 2	Topographic Surveying of Detention Pond (8 acre)

In general, the following tasks will be performed as part of the scope:

Survey Control:

1. Horizontal and vertical controls will be established and tied to the Texas State Plane Coordinate System, South Central Zone NAD 83 and datum NAVD 88. According to the requirement of the City, the datum will be tied to the City of Houston CORS datum based on the NGS CORS (GPS) monument observations.
2. City of Houston Monument: New City of Houston monuments will be established or/and existing City monuments (if any) will be recovered and updated to the new datum as per the City of Houston Ordinance and in accordance with Design Manual Section 2.06 D. Prepare map for the new/updated monument for City's approval.
3. Survey Control Map: A survey control map will be prepared to the COH standard showing swing ties to traverse and baseline points as well as TBM's. Sketch of each City of Houston monuments either found or set will be included on the survey control map. The survey control map will be signed and sealed by a Registered Professional Land Surveyor in charge of the project and submitted along with COH checklists.

Field Survey:

4. Cross sections will be surveyed at more or less 100' for the limits of survey. Each cross section will include as minimum elevations on high bank, toe and flow line of roadside ditch, edges of road, elevations at estimated ROW lines.
5. All planimetric topographic features (road, ditch, driveway, sidewalk, trees, mailbox, fence, etc.) will be surveyed along the road right-of-way within the limit (as accessible) specified in the Chapter 2 of the City design Manual.

6. All visible existing utilities (i.e., manholes, culverts, power poles, etc.) will be located and pipe size and flow line measure downs in the manholes and inlets will be obtained.
7. Texas one-call system will be notified and pipeline companies will be contacted to probe and mark their pipeline (if any) locations to be tied to the survey.
8. Attempt will be made to recover and verify sufficient monumentation along the existing roadway to establish estimated right-of-way lines for topographic surveying scope. Task of establishing estimated ROW may involve some limited abstracting, however, detail boundary category survey is excluded in determination
9. Survey area beyond channel at grid of more or less 50'x50' with all pilot channels and outfalls
10. If available, Boreholes will be surveyed and included in the drawing and spreadsheet with borehole information will be provided for use of Geotechnical and Environmental studies.

DTM/Contour:

1. DTM will be prepared for delineation of ground contours.

Utility Research and Plan & Profile:

2. Utility research will be performed by contacting various entities including but not limited to the County, MUD Districts, and private utility companies for delineation of existing utility lines.
3. A utility contact and conflict table will be prepared accordingly.
4. Prepare ground and utility plan and profile drawings

Deliverables will include the following

- Topographic survey drawing in MicroStation DGN/AutoCAD format
- Signed and sealed survey control maps with check lists
- Copy of the field book
- ASCII file of survey data

To our understanding the following and any other items not mentioned above are **excluded** from the scope of this proposal

- Boundary level survey for determining of right of way of the street
- Any Level A and B SUE category survey
- Surveying SUE findings (by others)
- Accessing/opening electric and communication manholes
- Surveying any confined space of large manhole structure (if any)

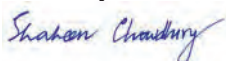
FEE & SCHEDULE

Estimated fees and schedule are listed below (see attached table for details):

Item	Description	Fee (lump sum)	Schedule
Item 1	Topographic Surveying of Streets (1800'-see attached table)	\$13,290.00	4 to 6 weeks
	Establish new COH Monument (if required)	\$2,000.00	
Item 2	Topographic Surveying of Detention Pond (8 acre)	\$9,920.00	

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

Sincerely,



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

TABLE: Street Lengths

Project Streets	From	To	Qunatity (LF)
Westview	Moorhead	Windhover	500
Westview	200' west of Delmaret	50' east of Delmaret	250
Windhover	Westview	Cedardale	400
Cedardale	Windhover	Delmaret	250
Delmaret	Cedardale	Westview	400
Total (Project Street)			1,800

LEVEL OF EFFORTS:

Item 1: Level of Efforts- Topographic Survey for Road								
Tasks	Subtasks	Principal \$180.00	RPLS \$150.00	SIT \$105.00	CADD \$90.00	Crew \$150.00	Cost	Total
Survey Controls	Set survey controls					2	\$300.00	\$3,195.00
	GPS for Horizontal			0.5		2	\$352.50	
	Level			0.5		4	\$652.50	
	Tie to TSARP Monument					1	\$150.00	
	Set center line in the field					4	\$600.00	
	Preparation of survey control map			4	8		\$1,140.00	
Topo Survey	One Call			1			\$105.00	\$3,645.00
	Field survey - cross section @100' c-c and topo+utility features survey					20	\$3,000.00	
	Manhole.inlet inverts				0.5	2	\$345.00	
	Borehole survey				0.5	1	\$195.00	
CAD P&P	Utility Research & coordination			1			\$105.00	\$5,010.00
	DTM/Contour			8			\$840.00	
	Property line and easement delineation		1	3			\$465.00	
	Topo and utility plan				20		\$1,800.00	
	Ground and utility plan				20		\$1,800.00	
QC/QA	QC/QA		4		1	4	\$1,290.00	\$1,440.00
	Proj Management		1				\$150.00	
Total							\$13,290.00	

Level of Efforts for Establishing COH Monument - Task 11 (Each)

Survey Tasks	sub tasks	Principal \$180.00	RPLS \$150.00	SIT \$105.00	CADD \$90.00	Crew \$150.00	Hrs		Total
Updating COH Monument			2	4	3	8	17		\$2,040.00

say \$2000/Each

Item 2: Level of Efforts- Topographic Survey for Detention Pond							
Tasks	Subtasks	RPLS	SIT	CADD	Crew	Cost	Total
		\$150.00	\$105.00	\$90.00	\$150.00		
Survey Controls	Set survey controls				2	\$300.00	\$1,710.00
	GPS for Horizontal		1		2	\$405.00	
	Level		1		4	\$705.00	
	Tie to TSARP Monument				2	\$300.00	
Topo Survey	Limited brush clearing				3	\$450.00	\$5,100.00
	Grid Elevation Survey at 40'x40' and topo survey				30	\$4,500.00	
	Manhole/inlet inverts				1	\$150.00	
CAD Plan	Utility Research & coordination		1			\$105.00	\$4,370.00
	DTM/Contour		8			\$840.00	
	Limited abstracting					\$350.00	
	Property line and easement delineation	1	3		4	\$1,065.00	
	Topo and utility plan		2	20		\$2,010.00	
QC/QA	QC/QA	2				\$300.00	\$450.00
	Proj Management	1				\$150.00	
Total							\$9,920.00





GEOTEST ENGINEERING, INC.

Geotechnical Engineers & Materials Testing

5600 Bintliff Drive

Houston, Texas 77036

Telephone: (713) 266-0588

Fax: (713) 266-2977

Proposal No. 1130053099

September 16, 2021

Mr. Brian R. Whitney, PE, CFM
Project Manager
3200 Wilcrest Drive, Suite 220
Houston, TX 77042

**Reference: Proposal for Phase I Environmental Site Assessment Update
W140-Basin Expansion and Storm Sewer Improvements
Houston, Texas**

Dear Mr. Whitney:

We are pleased to submit this proposal for performing the Phase I Environmental Site Assessment (ESA) Update for the proposed W140-Basin Expansion and Storm Sewer Improvements in Houston, Texas.

The project involves the expansion of the existing W140 Detention Basin to provide additional flood storage by deepening the existing basin to a pumped detention configuration and allowing the storm sewers within the neighborhood to further extend to capture more water. The W140-01-00 (Briar Branch) watershed has experienced significant flooding from multiple events dating to April 2009. TIRZ 17 has endeavored to mitigate the flood risk within this watershed through well planned and constructed flood mitigation projects that are predicated on the impoundment of stormwater runoff in detention facilities. The additional storage achieved by deepening the W140 Detention Basin will result in an increased level of protection for the W140-01-00 watershed.

The Phase I ESA will be conducted in general accordance with latest ASTM E1527 and Chapter 11, Geotechnical and Environmental Requirements of the Houston Public Works Infrastructure Design Manual (IDM).

Purpose and Scope

The purpose of this ESA is to identify and document any known or potential sources of environmental contamination (Recognized Environmental Conditions) (RECs) on or around the proposed project alignment. The scope of this study will include:

1. Review regulatory agency lists for records regarding possible hazardous material handling, spills, storage and production at the site or in the vicinity that may potentially threaten the subject property. These lists include: CERCLIS, RCRIS, NPL, ERNS, PST, LPST, superfund sites and waste disposal sites.
2. Review selected aerial photography for the past use activity in the site from the 1950's (or whatever available) to present to identify any signs of potential environmental contamination.
3. Review additional records such as topographic maps, sanborn maps, city directories, wetland inventory maps and fire insurance maps.
4. Perform a site and surrounding area reconnaissance and on-site interviews to identify any indications of potential environmental contamination.

5. Prepare a Phase I ESA Update report describing the findings of this study.

Project Schedule

We will be able to begin our study within one week upon receipt of your written authorization. The draft report including will be submitted in about six (6) weeks after receiving your notice to proceed. The final report including will be submitted upon receiving the comments.

Fee

Based on the scope of work outlined above, the fee of preparing and submitting Phase I ESA Update report will be a lump sum cost of \$4,992.00. The cost breakdown is shown on Attachment No. 1.

We appreciate the opportunity to propose on this project. We hope that this proposal meets your approval. If you have any questions, please call us. Please indicate your formal acceptance by signing one copy of this letter in the space below and returning one original to us.

Sincerely,
GEOTEST ENGINEERING, INC.



Sinthuka Vivekananthan
Assistant Environmental Professional



Mohan Ballagere, P.E.
Vice President

MB\NK\sv
Copies Submitted: (1)
Enclosures: Attachment No.
PC38\Environmental\Proposals\1130053099.doc

APPROVED BY: _____

PRINTED NAME: _____

TITLE: _____

DATE: _____

Department of Public Works and Engineering				GEOTEST ENGINEERING INC.									
Proposal Breakdown				Project Manager	Project Engineer	Staff Engineer	Draft Personnel	Job Title	Job Title	Unit of Measure	Estimated Quantity	Rate	Sub-Total Cost (\$)
Date: September 16, 2021													
Task No.	Task Description			Billing Rate per Hour									
				\$170.00	\$133.00	\$105.00	\$68.00	\$0.00	\$0.00				
Environmental Site Assessment, (ESA I)				* LEVEL OF EFFORT									
1	Site Reconnaissance, Inspection and Interviews					6							\$630.00
2	Search Federal and State Environmental Databases, Review of LPST files at TCEQ					6							\$630.00
3	Review Historical Aerials, Topos, Sanborn Maps and City Directories			2		4	2						\$896.00
4	Prepare Report					16							\$1,680.00
5	QA/QC			2									\$340.00
6	Word Processing, Report Printing, Color Copies, Electronic Copies, etc.						2						\$136.00
Sub-total Hours				4		32	4						
7	Record Search not Including City Directory								EA	1	\$600.00		\$600.00
8	Aerial Photos								EA		\$150.00		\$0.00
9	Historical topo Maps								EA		\$115.00		\$0.00
10	City Directory								EA		\$150.00		\$0.00
** Reimbursable Expenses				Details									
11	Travel												\$80.00
12	Postage / Courier												\$0.00
13	Printing / Copying												\$0.00
												Total:	\$4,992.00

* Level of Effort should be ordinary, realistic and reasonable

** Copy of actual receipts will be required for reimbursable expenses at the time of invoicing



GEOTEST ENGINEERING, INC.

Geotechnical Engineers & Materials Testing

5600 Bintliff Drive

Houston, Texas 77036

Telephone: (713) 266-0588

Fax: (713) 266-2977

Proposal No. 1140541399

September 17, 2021

Mr. Brian R. Whitney, PE, CFM
Gauge Engineering
3200 Wilcrest Drive, Suite 220
Houston, Texas 77042

**Re: Proposal for Geotechnical Investigation
W140 Storm Sewer Improvements
City of Houston, Texas**

Dear Mr. Whitney:

In accordance with your request, Geotest Engineering, Inc. is pleased to submit this proposal for the referenced project. The project is comprised of 2,700 linear feet storm sewer improvements within W140 area in City of Houston. The project is located in a residential area and includes Westview Drive, Cedardale Drive, Windhover Lane and Demerit Lane.

Based on the provided information, we understand that the proposed storm sewer improvements will be constructed by open cut method, at a maximum invert depth of 10 feet to 15 feet below existing grade with 3 feet to 5 feet cover.

Purpose and Scope

The purposes of this study are to evaluate the soil and groundwater conditions along the various streets to provide geotechnical recommendations for the proposed storm sewer improvements in accordance with the City of Houston Infrastructure Design Manual July 2020 requirements. Based on the information provided to us by your e-mail on September 13, 2021, and our discussions on September 16, 2021, the scope of this study will consist of the following:

- Provide utilities clearance for boring locations.
- Drill and sample six (6) borings each to a depth of 25 feet, and convert one(1) boring into piezometer.
- Grout all boreholes using non-shrink cement bentonite grout after completion of drilling and groundwater level measurements. The use of cement bentonite grout will eliminate the potential problems and safety hazards associated with surface settlements that might occur if boreholes are backfilled with soil cuttings.
- Perform appropriate laboratory tests on selected representative samples to develop the engineering properties of the soil.

- Perform engineering analyses in accordance with the latest City of Houston Infrastructure Design Manual requirements to develop geotechnical recommendations for bedding and backfill, ground water control, trench excavation and trench safety requirements for open cut construction of storm sewer and construction considerations.
- Review available fault information to determine any impact of faults crossing the proposed construction.
- Prepare a geotechnical engineering report.
- Prepare a separate soil type report for trench excavation.

Project Schedule

We should be able to start the fieldwork within one (1) week after receiving your written authorization. It is estimated that the fieldwork will be completed in about one (1) week barring bad weather. The laboratory tests will be completed in about four (4) weeks. The final report, which will include field and laboratory data and geotechnical recommendations, will be submitted in about eight (8) weeks after receiving your notice to proceed.

Cost

Based on the scope of work outlined above, the cost of the field investigation, laboratory testing, engineering analyses and geotechnical report will be a total cost of \$18,409. The cost breakdown provided in Attachment No. 2 is for additional information only. The invoices will be billed on Lump Sum basis based on percent completion. This cost is based on the assumption that the site is accessible to a truck mounted drilling rig and no site clearance will be required.

We appreciate the opportunity to propose on this project. We hope that this proposal meets your approval. If you have any questions, please call us at (713) 266-0588. Please indicate your formal acceptance by signing one copy of this letter in the space below and returning one original to us.

Sincerely,
GEOTEST ENGINEERING, INC.



Yiqing "Jerry" Wei, Ph.D., E.I.T
Assistant Project Manager



Mohan Ballagere, P.E.
Vice President

MB\KMP\ego
Copies Submitted: (1-PDF)
Enclosure: Attachment No. 1 – Proposed Boring Program
Attachment No. 2 – Cost Breakdown
Scans\Geotechnical\Proposals\2020\40541399.DOC

ACCEPTED BY: _____

PRINTED NAME: _____

TITLE: _____

DATE: _____

ATTACHMENT NO. 1

PROPOSED BORING/PIEZOMETER PROGRAM

Street	Linear Feet	Borings			Proposed Piezometer		
		Quantity (number)	Depth (feet)	Footage (feet)	Quantity (number)	Depth (feet)	Footage (feet)
Westview Drive	800	2	25	50			
Cedardale Drive	1100	2	25	50	1	25	25
Windhover Lane	500	1	25	25			
Demerit Lane	300	1	25	25			
Total	2700	6		150	1		25

**ATTACHMENT NO. 2
COST BREAKDOWN**

	<u>Quantity</u>	<u>Unit</u>	<u>Unit Cost</u>	<u>Amount</u>
<u>Field Investigation</u>				
Mob and Demob of Truck Mounted Drilling Rig	1	LS	\$400.00	\$400.00
Drilling and Continous Sampling (0'-20')	120.0	ft.	\$24.00	\$2,880.00
Drilling and Imtermittent Sampling (20'-50')	30.0	ft.	\$20.00	\$600.00
Grouting of Completed Bore Holes	150.0	ft.	\$8.00	\$1,200.00
Marking borings in the field	4.0	hr.	\$85.00	\$340.00
Utility Clerance for Boring Locations, Field Coordination for drilling and Traffic Control and Water Level Meassurement	12.0	hr.	\$85.00	\$1,020.00
Piezometer Installation	25.0	ft.	\$18.00	\$450.00
Piezometer Abandonment	25.0	ft.	\$16.00	\$400.00
<i>Concrete Coring (4" Dia up to 6" Thickness) for Boring Access</i>	6.0	ea.	\$102.00	\$612.00
<i>Concrete Coring - Additional Thickness (4" Dia 6" to 12" Thickness)</i>	18.0	in.	\$9.00	\$162.00
<i>Vehicle Charge (marking boring and Water Level Meassurement)</i>	16.0	hr.	\$9.00	\$144.00
<i>Traffic Control (on minor streets)</i>	1.0	day	\$525.00	\$525.00
<i>Traffic Control (on major streets)</i>	1.0	day	\$650.00	\$650.00
			Subtotal	<u>\$9,383.00</u>
<u>Laboratory Testing</u>				
Liquid and Plastic Limits	20	ea.	\$68.00	\$1,360.00
Moisture Content Only	40	ea.	\$10.00	\$400.00
Mechanical Sieve Analysis, through No. 200 Sieve	5	ea.	\$62.00	\$310.00
Percent Passing No. 200 Sieve	20	ea.	\$52.00	\$1,040.00
Unconsolidated Undrained Triaxial Compression	20	ea.	\$69.00	\$1,380.00
			Subtotal	<u>\$4,490.00</u>
<u>Engineering Services</u>				
Sr. Project Manager	2.00	hr.	\$210.00	\$420.00
Sr. Engineer, P.E.	4.00	hr.	\$170.00	\$680.00
Project Engineer, P.E.	8.00	hr.	\$133.00	\$1,064.00
Staff Engineer, E.I.T.	20.00	hr.	\$105.00	\$2,100.00
Support Personnel, Word Processing	4.00	hr.	\$68.00	\$272.00
			Subtotal	<u>\$4,536.00</u>
			Total	<u><u>\$18,409.00</u></u>

EXHIBIT F

PUMP STATION TO SERVE W140 DETENTION BASIN EXPANSION ENGINEERING

Scope of the Project

This project will consist of LJA Engineering providing engineering design services for the pump station to serve W140 Detention Basin. Services shall include coordination with the City Of Houston, HCFCD, the production of plans and specifications, and bidding phase services.

The general scope of the project would be as follows:

1. Site work on the 85' x 85' area designated for the pump station.
2. Pump selection based on provided hydraulic information.
3. Construct a new concrete wetwell and valve vault with internal trash screen and maintenance platform(s).
4. Construct a raised generator pad and generator for emergency power.
5. Construct a raised control building.
6. Coordination with Gauge for site information
7. Coordinate with City of Houston for pump station requirements

Scope of Engineering Services

Basic Services

1. Attend preliminary conference meeting with Gauge and other stake holders regarding the project.
2. Attend 4 other coordination meetings with Gauge, operator, COH, or other required stake holders.
3. Preparation of Technical Memo
4. Prepare and submit 60% and 90% construction plans, and specifications and address comments from City of Houston for the pump station.
5. Assist Gauge Engineering to produce a project cost estimate
6. Attend pre-bid meeting, address addenda during the bidding phase.
7. COH Electrical standard sheets included with minimal adjustments to provided base files

Additional Services (Not Included in Scope of Services for Engineering Services Cost Estimate)

This contract scope of work does not include the following services:

1. Production of hydrograph or other detention basin calculations and design
2. Survey of site, Geotechnical study, or Environmental study of site.
3. Coordination with funding agencies or other review agencies not specified in this scope of work.
4. Construction Phase Services

Briar Branch Pump Station Fee Estimate
Exhibit F

TASK DESCRIPTION	PROJECT MANAGER	MECH ENGINEER-SENIOR	STRUC ENGINEER-SENIOR	ELEC ENGINEER-SENIOR	MECH ENGINEER (PROJECT)	STRUC ENGINEER (PROJECT)	ENGINEER-IN-TRAINING	ENGINEER (DESIGN)	ENGINEER TECHNICIAN-SENIOR	CADD OPERATOR-SENIOR	ADMINISTRATIVE/CLERICAL	TOTAL LABOR HRS. & COSTS
PROJECT MANAGEMENT AND DOCUMENT SUBMISSION												
1. Project Kick Off Meeting		4	4		4	4						16
2. Periodic Project Progress Meetings w/City (3 mtgs. @4 hrs.)				6	6	6						18
4. Periodic Project Progress Meetings w/Gauge (4 mtgs. @2 hrs.)	2			8	8	8						26
5. CenterPoint Energy Electrical Coordination				16				8				24
6. CenterPoint Energy Natural Gas Coordination				16				8				24
7. Specifications, Preparation & Review	2	4	1		24	2	4					37
8. Review & Incorporate Submittal Review Comments		8	2		16	4	4			24		58
9. Project Management	16										4	20
HOURS SUB-TOTALS	4	16	7	46	58	24	8	16	0	24	0	203
CONTRACT RATE PER HOUR	\$240.00	\$205.00	\$205.00	\$170.00	\$132.00	\$132.00	\$103.00	\$140.00	\$121.40	\$106.00	\$70.00	
TOTAL LABOR COSTS	\$960.00	\$3,280.00	\$1,435.00	\$7,820.00	\$7,656.00	\$3,168.00	\$824.00	\$2,240.00	\$0.00	\$2,544.00	\$0.00	\$29,927.00
% DISTRIBUTION OF STAFFING	1.97%	7.88%	3.45%	22.66%	28.57%	11.82%	3.94%	7.88%	0.00%	11.82%	0.00%	
SUBTOTAL - PROJECT MANAGEMENT AND DOCUMENT SUBMISSION						\$154.79						\$29,927.00

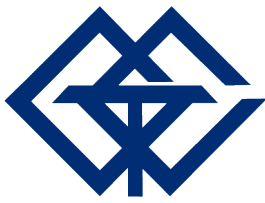
TASK DESCRIPTION	PROJECT MANAGER	MECH ENGINEER-SENIOR	STRUC ENGINEER-SENIOR	ELEC ENGINEER-SENIOR	MECH ENGINEER (PROJECT)	STRUC ENGINEER (PROJECT)	ENGINEER-IN-TRAINING	ENGINEER (DESIGN)	ENGINEER TECHNICIAN-SENIOR	CADD OPERATOR-SENIOR	ADMINISTRATIVE/CLERICAL	TOTAL LABOR HRS. & COSTS
PHASE 1 TECHNICAL MEMO												
1. Site Review												0
a. Research available information (old plans, ongoing construction plans)			1		4	1						6
b. Site Reconnaissance		2	2		4	4						12
2. Preliminary Engineering Report												0
a. Evaluate Wetwell design and alternatives		2	1		4	2						9
b. Evaluate Generator requirements		2			4							6
c. Evaluate Control Building requirements			1			2						3
d. Evaluate Site Requirements		4	1		4	2						11
e. Evaluate Trash Screen alternatives		4	1		4	1						10
f. Prepare and Discuss Evaluations and Recommendations		2	1		4	2						9
g. Prepare Construction Cost Estimate - Base and Alternatives		4	1		12	2	8					27
h. Prepare Technical Memo		8	2	8	8	4	8	4			8	50
i. Address Technical Memo Review Comments		4	1		8	2	4				4	23
HOURS SUB-TOTALS	0	32	12	8	56	22	20	4	0	0	12	166
CONTRACT RATE PER HOUR	\$240.00	\$205.00	\$205.00	\$170.00	\$132.00	\$132.00	\$103.00	\$140.00	\$121.40	\$106.00	\$70.00	
TOTAL LABOR COSTS	\$0.00	\$6,560.00	\$2,460.00	\$1,360.00	\$7,392.00	\$2,904.00	\$2,060.00	\$560.00	\$0.00	\$0.00	\$840.00	\$24,136.00
% DISTRIBUTION OF STAFFING	0.00%	19.28%	7.23%	4.82%	33.73%	13.25%	12.05%	2.41%	0.00%	0.00%	7.23%	
SUBTOTAL - PHASE 1 PER												\$24,136.00

TASK DESCRIPTION	PROJECT MANAGER	MECH ENGINEER-SENIOR	STRUC ENGINEER-SENIOR	ELEC ENGINEER-SENIOR	MECH ENGINEER (PROJECT)	STRUC ENGINEER (PROJECT)	ENGINEER-IN-TRAINING	ENGINEER (DESIGN)	ENGINEER TECHNICIAN-SENIOR	CADD OPERATOR-SENIOR	ADMINISTRATIVE/CLERICAL	TOTAL LABOR HRS. & COSTS
PHASE 2 DRAWINGS												
5. Mech. - Wetwell Mechanical Plan View		2			4					16		22
6. Mech. - Wetwell Mechanical Section Views (TOP)		2			4					16		22
7. Mech. - Wetwell Mechanical Section Views (-1)		2			4					16		22
8. Mech. - Wetwell Mechanical Section Views (at Trash Rack)		2			4					16		22
9. Mech. - Mechanical Details Sheet 1		1			2					8		11
10. Mech. - Mechanical Details Sheet 2		1			4					12		17
11. Mech. - Trash Screen Details		4			4					16		24
12. Struc. - Wetwell Structural Plan & Section			2		2	4	8			12		28
13. Struc. - Wetwell Structural Details Sheet 1			1			1	2			4		8
14. Struc. - Wetwell Structural Details Sheet 2			1			2	2			4		9
15. Struc. - Wetwell Structural Details Sheet 3			2			1	2			3		8
16. Struc. - Generator Structural Enclosure Plan - CMU			1			2	4			8		15
17. Struc. - Generator Foundation Details			1			1	2			4		8
18. Struc. - Control Building Plan and Sections			2			4	8			12		26
19. Struc. - Control Building Details Sheet 1 of 2			1			1	2			4		8
20. Struc. - Control Building Details Sheet 2 of 2			2			1	2			4		9
21. Struc. - Discharge Structure & Wall Modifications			1		1	2	4			8		16
22. Struc. - Handrail, Stairs Details & Misc. Metals			1		1	1	2			4		9
23. Struc. - Internal Pump Station Platform & Ladders		2	2		6	2	4			8		24

Briar Branch Pump Station Fee Estimate
Exhibit F

24. Struc. - Intake Debris Screen			1			2	4			8		15
25. Proposed Site Plan & Pump Station Layout (1 Overall I and 2 Enlarged Plans)				4					4	24		32
26. Electrical One Line Diagram				3						8		11
27. Electrical Panel Schedules				3				8	6	12		29
28. Conduit & Cable Schedules				8				21	18	12		59
29. Electrical Equipment Elevations				2				12	6	8		28
30. Electrical Building Floor Plan				3				6	8	12		29
31. Electrical Building Elevation Plan				2				8	6	16		32
32. Electrical Building Power and Lighting Plan				2				20	8	12		42
33. City of Houston Required Plans & Details (24 sheets)				24				48	32	120		224
34. Wet Well Lighting Plan & Details				4					4	12		20
35. Wet Well Instrumentation Plan & Details				2					4	6		12
36. Wet Well Ventilation Plans & Details Per NFPA 820				8				10	8	20		46
37. Channel Instrumentation Plans & Details				2				10	4	12		28
38. Notes, Symbols, Legends & Misc. Elect Details (Grounding, Lightning Prot., Conduit Banks, Pull Boxes, Etc.)				2				7	8	16		33
39. Communications Network Diagrams For City of Houston and HCFCD				8				16	2	16		42
HOURS SUB-TOTALS	0	16	18	77	36	24	46	166	118	489	0	990
CONTRACT RATE PER HOUR	\$240.00	\$205.00	\$205.00	\$170.00	\$132.00	\$132.00	\$103.00	\$140.00	\$125.00	\$106.00	\$70.00	
TOTAL LABOR COSTS	\$0.00	\$3,280.00	\$3,690.00	\$13,090.00	\$4,752.00	\$3,168.00	\$4,738.00	\$23,240.00	\$14,750.00	\$51,834.00	\$0.00	\$122,542.00
% DISTRIBUTION OF STAFFING	0.00%	1.62%	1.82%	7.78%	3.64%	2.42%	4.65%	16.77%	11.92%	49.39%	0.00%	
SUBTOTAL - PHASE 2 DRAWINGS												\$122,542.00

TASK DESCRIPTION	PROJECT MANAGER	MECH ENGINEER- SENIOR	STRUC ENGINEER- SENIOR	ELEC ENGINEER- SENIOR	MECH ENGINEER (PROJECT)	STRUC ENGINEER (PROJECT)	ENGINEER-IN- TRAINING	ENGINEER (DESIGN)	ENGINEER TECHNICIAN- SENIOR	CADD OPERATOR- SENIOR	ADMINISTRATIVE/ CLERICAL	TOTAL LABOR HRS. & COSTS
BIDDING												
1. Attend Pre-Bid Meeting		2			2	2						6
2. Prepare & Issue Addenda		2			2	2						6
3. Respond to City for Bidder Questions		2			4	4						10
4. Bid Evaluation / Bid Tabulation		1			1	1						3
HOURS SUB-TOTALS	0	7	0	0	9	9	0	0	0	0	0	25
CONTRACT RATE PER HOUR	\$240.00	\$205.00	\$205.00	\$170.00	\$132.00	\$132.00	\$103.00	\$140.00	\$125.00	\$106.00	\$70.00	
TOTAL LABOR COSTS	\$0.00	\$1,435.00	\$0.00	\$0.00	\$1,188.00	\$1,188.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$3,811.00
% DISTRIBUTION OF STAFFING	0.00%	28.00%	0.00%	0.00%	36.00%	36.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
SUBTOTAL - BIDDING												\$3,811.00



THE **GOODMAN**
CORPORATION

TBPE NO. F-19990

HOUSTON: 3200 Travis Street
Suite 200
Houston, TX 77006

AUSTIN: 911 W. Anderson Lane
Suite 200
Austin, TX 78757

PHONE: (713) 951-7951

PROGRESS REPORT

THEGOODMANCORP.COM

To: Scott Bean
From: Jim Webb, AICP, ENV SP
Date: October 1, 2021
Re: TIRZ 17 Memorial City Redevelopment Authority Continued Funding Pursuit and Coordination (MCT107) – September 2021

Task:	Previous % Complete	Current % Complete
1 – Continued Funding Pursuit and Coordination	77%	80%

Comments:

- Coordination with Bunker Hill Village related to Memorial Dr. Phase II project.
- Review existing interlocal agreement and identify potential updates.
- Begin revisions to ILA.



**THE GOODMAN
CORPORATION**

HOUSTON: 3200 Travis Street
Suite 200
Houston, TX 77006

AUSTIN: 911 W. Anderson Lane
Suite 200
Austin, TX 78757

**PROJECT
SCOPE**

PHONE: (713) 951-7951

THEGOODMANCORP.COM

MEMORIAL CITY REDEVELOPMENT AUTHORITY H-GAC TIP CALL FOR PROJECTS FUNDING PURSUIT ASSISTANCE OCTOBER 2021

Background

The Goodman Corporation (TGC) has prepared this Scope of Services to pursue funding through the upcoming Houston-Galveston Area Council (H-GAC) Call for Projects for the Memorial Drive Phase 2 project. This effort is within the context of a joint grant application made by the City of Bunker Hill Village and the Memorial City Redevelopment Authority (MCRA). The cost of this funding pursuit effort is being allocated to each entity based on the proportional share of the total cost of the project as of 2018. At that time, approximately 69% of the project cost was specific to the MCRA portion and 31% was specific to the Bunker Hill Village portion. The fee associated with this scope is specific to the MCRA share. A similar scope will be provided to the City of Bunker Hill Village commensurate with the proportional share associated with their segment of the project.

Task 1 – Memorial Drive Phase 2 Project Funding Pursuit

- TGC will monitor meetings of H-GAC Technical Advisory Committee, Transportation Policy Council, and related subcommittees to monitor the call for projects process from December through the completion of the process.
- TGC will assist in the coordination, development, and updates of interlocal agreements with partner agencies as necessary and appropriate.
- TGC will coordinate with the engineer for each section and will incorporate information relative to project cost estimates and project schematics. TGC will update the information as necessary from the perspective of funding eligibility, inflation factors, and any other components necessary for consistency with H-GAC requirements.
- TGC will create updated grant narrative documentation and information to include the project's purpose, need, and overall narrative based upon the project benefits calculated.
- TGC will evaluate the benefits that the project may generate both locally and regionally. Quantification of benefits is important to demonstrating public benefit to obtain and/or advance political/stakeholder/public support, discretionary funding applications, and further justify local/state/federal interest in the project. Benefits that may be evaluated include the following:
 - Safety – crash reduction, loss of life and limb;
 - Congestion – Vehicle Miles Traveled (VMT) reduction;
 - State of Good Repair – reduction in maintenance costs for adjacent transportation facilities;
 - Economic – value of time reduction, job creation/attraction/retention, property tax revenue benefit for City/County/State and other pertinent taxing authorities. TGC will use

IMPLAN and other best practice modeling tools to estimate the direct and indirect economic benefits;

- Environmental – reduction in VMT and emissions;
 - Access – improved accessibility for vulnerable populations and to activity/employment centers;
 - Connectivity – connection to other transportation networks;
 - Household Transportation Cost – reduction in transportation costs for users;
 - Health – reduction in medical expense from health improvements generated by increased pedestrian/bicycle utilization;
 - Regional objectives – meeting the regional mobility objectives; and
 - Others, as needed based on H-GAC guidance.
- TGC will complete a desktop environmental assessment in support of a future categorical exclusion determination and to demonstrate the project’s ability to receive clearance.
 - TGC will coordinate with agencies, organizations, and elected officials to solicit and receive letters of support for the project. This is inclusive of the City of Houston as necessary to achieve their support for the project and its submission by the MCRA.
 - TGC will develop and submit all required application materials to H-GAC staff. This effort includes ongoing coordination with H-GAC staff through the Call for Projects process.
 - TGC will provide the Board of Directors with updates through the call for projects process.

Deliverables: Preparation and submission of a completed H-GAC Call for Projects application and all related attachments for the project.

PROJECT BUDGET

Progress payments will be made based on the percentage of completion of each task. Monthly invoices, including progress reports, will be provided commensurate with the percentage of the project completed each month. The costs within this scope are inclusive of all direct and indirect costs (travel, overhead, printing, etc.)

This fee associated with this scope is specific to the MCRA portion of the budget highlight below. **The full cost is provided in the table for reference only.**

BUDGET SUMMARY		
TASK	DESCRIPTION	COST
PHASE 1		
1	Memorial Drive Phase 2 Project Funding Pursuit (MCRA Portion)	\$34,500
1	Memorial Drive Phase 2 Project Funding Pursuit (Bunker Hill Portion)	\$15,500
	Total	\$50,000

Accepted for Memorial City Redevelopment Authority

Signature

Date

Print

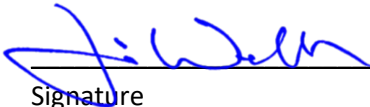
Accepted for City of Houston

Signature

Date

Print

Accepted for The Goodman Corporation


Signature

10/20/2021
Date

Jim Webb, CEO

Print

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

INTERLOCAL AGREEMENT

This Interlocal Contract ("Agreement") is made and entered into and effective as of the ___ day of _____, 2021 ("Effective Date") pursuant to the Texas Interlocal Cooperation Act, Chapter 791 of the Texas Government Code (the "Act"), by and between, the **City of Bunker Hill Village**, (the "City"), a type A general-law municipality created pursuant to the laws of the state of Texas, and the **Memorial City Redevelopment Authority** (the "MCRA"), a Local Government Corporation created by the City of Houston to promote development and re-development of the area included in TIRZ 17, City of Houston, Texas.

RECITALS

WHEREAS, pursuant to the Act, the City and the MCRA are authorized to contract with eligible entities to perform governmental functions and services, including governmental functions in which the contracting parties are mutually interested;

WHEREAS, the Memorial City Redevelopment Authority (MCRA) has been awarded approximately \$13.7 million in Surface Transportation – Mobility funding for the reconstruction of Memorial Drive from Beltway 8 to Tallowood Road;

WHEREAS, the MCRA is interested in pursuing additional funding for a complementary project via a new grant application for the reconstruction of signalization, paving, sidewalks, landscaping, and sub-surface utilities, along approximately 2,320 linear feet of Memorial Drive, within the MCRA boundaries, from Tallowood Road to just east of Tealwood Drive (referred to herein as the "MCRA Project" and further illustrated on Exhibit A);

WHEREAS, the City is interested in partnering with the MCRA to further extend the reconstruction of signalization, paving, sidewalks, landscaping, and sub-surface utilities along approximately 1,500 linear feet of Memorial Drive, within City limits, from just east of Tealwood Drive to just east of Gessner Road (referred to herein as the "City Project" and further illustrated on Exhibit B). The City Project will include additional project components as identified further in Article I (Exhibit B);

WHEREAS, the MCRA Project and the City Project are referred to collectively as the "Project."

WHEREAS, the MCRA and City agree that the joint design and construction of the Project will create cohesive corridors for automobiles, pedestrians and cyclists and will give the combined project the best opportunity to compete for discretionary funding opportunities;

WHEREAS, the City and MCRA have determined they will develop a joint grant application for the Project in an upcoming Houston-Galveston Area Council (H-GAC) Call for Projects in order to pursue funds for the Project; and

WHEREAS, the MCRA and City agree that the project sponsor will be responsible (as defined in Article II) for project development and reporting requirements; for submitting the H-GAC TIP call for project application for discretionary funding; for initiating project design, executing an Advanced Funding Agreement with TxDOT; and for compliance with all local, state, and federal requirements.

NOW THEREFORE, in consideration of the mutual covenants and conditions contained in this Agreement and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the MCRA and City agree to the following terms, covenants, and conditions:

ARTICLE I PROJECT

The MCRA and the City hereby agree that the Project will contain the following components:

- The construction of the MCRA Project will integrate with the grant funded reconstruction project of Memorial Dr. between Beltway and Tallowood Rd. to include the following:
 - The full reconstruction (property line to property line) of Memorial Drive between Tallowood Road and just east of Tealwood Drive to include pavement, sidewalks, and subsurface utilities. The complete facility will be completed to City of Houston/TxDOT standards and will include a bike facility.
- The construction of the City Project will integrate with the proposed MCRA project to the west and include the following:
 - Reconstruction of Memorial Drive between just east of Tealwood Drive and just east of Gessner Road to include sub-surface utilities, drainage, pedestrian accommodations, and functional landscaping.
 - The reconstruction of the northbound lanes of Gessner between Memorial Drive and the southern City limits (to include additional storm water conveyance)
 - The construction of sidewalks along both sides of Gessner between Memorial Drive and the southern City limits in order to improve safe school access to Frostwood Elementary School.
 - The reconstruction of the intersection at Gessner and Memorial Drive.

ARTICLE II RESPONSIBILITY FOR SERVING AS PROJECT SPONSOR

As a component of the grant application process, the City is hereby designated as the project sponsor. The responsibilities of the project sponsor include, but are not limited to:

- Submitting the grant application to H-GAC under its name;
- Providing a letter of financial commitment for the project and obtaining a letter of financial commitment from the MCRA;
- Serving as the entity in charge of project reporting for TxDOT and H-GAC reporting processes;
- Entering into an Advance Funding Agreement (AFA) with TxDOT and adopting any TxDOT required policies;
- The adoption of TxDOT Disadvantaged Business Enterprise (DBE) goals;
- Contracting with the procured engineer;
- Participating in TxDOT design status update meetings and other required project functions;
- Coordinating with the MCRA to identify who is the ideal candidate to hold the construction contract. This could be: the City of Bunker Hill Village, the City of Houston, the Memorial City Redevelopment Authority, or TxDOT. This decision will require coordination between all entities and will be determined post-grant award. This agreement will be updated at that time to reflect roles and responsibilities related to the project management and letting process.

ARTICLE III PROPORTIONATE SHARES

The H-GAC funding grant application for the Project will reflect an approximate ratio of 80% federal funding and 20% local funding, with exceptions for local payment for federally ineligible items (sanitary and water). The parties will share the 20% local match commitment for the Project based upon each entities' proportionate share (the "Proportionate Share") of the final engineering cost estimates prepared for the grant application. The Proportionate Share will be a percentage derived from a fraction, the numerator of which is the eligible costs attributable to the individual party's project and the denominator of which is the total eligible Project cost.

The grant application will reflect each parties local match commitment based upon information contained within the engineers estimate included with the grant application. The engineers estimate will be approved by the City and the MCRA prior to inclusion in the grant application.

When the project is bid, the bid items will be separated by the City Project and the MCRA Project. The low bid price will serve as the new total cost and an updated Proportionate Share for the local match will be derived and applied based upon the actual costs. Costs that are ineligible for federal or state financial participation will be borne by the entity that is geographically or otherwise responsible for the costs.

Costs of construction change orders that relate to a single party's project will be paid in full by the jurisdiction in which the change order occurs. In the event that a change order occurs within the boundaries of both jurisdictions, the costs of the change order will be paid proportionately by each party according to the updated Proportionate Shares per the contract price.

ARTICLE IV DESIGN ENGINEERING

- Each entity will complete design for their own segment of the project with their own local funds. Each entity will hold an independent contract with the same individual engineering firm to complete the scope of work. Each entity is responsible for the 100% PS&E completion of their segment based on the schedule, mutually agreed upon, contained in the grant application.

ARTICLE V PROGRAM MANAGEMENT

The project partners agree that it will be necessary and beneficial to retain a Program Management firm to coordinate activities with TxDOT, the Houston-Galveston Area Council, and the Federal Highway Administration. The Program Manager will also provide support relative to the duties associated with project sponsorship and will complete project related National Environmental Policy Act (NEPA) documentation. The cost to retain the Program Management firm will be borne by the MCRA in exchange for the City serving as the project sponsor. The Project Management firm will be retained by the MCRA within sixty (60) days of a positive determination of grant funding.

ARTICLE VI TERM OF AGREEMENT

This Agreement will become effective upon execution by both parties and terminate upon the earlier of i) Project completion or ii) sixty (60) months from the effective date.

**ARTICLE VII
LIABILITY**

Section 1 - No Personal Liability of City. To the extent allowed by law the City's officers, either singularly or collectively, are not personally liable on this Agreement or for any breach thereof.

Section 2 - No Personal Liability of the MCRA. To the extent allowed by law, the MCRA's officers, agents and employees, either singularly or collectively, are not personally liable on this Agreement or for any breach thereof.

ARTICLE VIII

This agreement may be cancelled at any time prior to the award of a construction contract for the project, by either party providing sixty (60) days written notice of intention to terminate. Written notice must be provided to the applicable party.

**ARTICLE IX
MISCELLANEOUS**

Section 1 - Laws. The parties hereto agree to abide with all applicable laws, regulations, and grant provisions of the United States, the State of Texas, and any other lawful authorities having jurisdiction.

Section 2 - Notices. All notices, demands, or requests from one party to another shall be in writing and shall be personally delivered, sent by mail, certified, registered, express or overnight, postage prepaid, or sent by facsimile transmission, to the addresses stated in this Section, or to such other address as the party may request in writing, and are deemed to have been given at the time of delivery:

The City of Bunker Hill Village
11977 Memorial Drive
Houston, Texas 77024

The Memorial City Redevelopment Authority
c/o Hawes Hill and Associates LLP
PO Box 22167
Houston, TX 7727-2167

Section 3 - Texas Law to Apply and Venue. This Agreement shall be construed under and in accordance with the laws of the State of Texas, and all obligations of the parties created hereunder are performable in Harris County, Texas.

Section 4 - Legal Construction. In case any one or more of the provisions contained in this Agreement is for any reason held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability does not affect any other provision

hereof and this Agreement will be construed as if such invalid, illegal, or unenforceable provision had never been contained herein, if consistent with the overall intent of this Agreement.

Section 5 - Amendment. No amendment, modification, or alteration of the terms of this Agreement is binding unless in writing, dated subsequent to the Effective Date and executed by the City and the MCRA or their successors and permitted assigns.

Section 6 - Exhibits. All Exhibits attached to this Agreement are incorporated by reference.

Section 7 - Counterparts. This Agreement may be executed in any number of counterparts, and each counterpart is deemed to be an original instrument, but all such counterparts together constitute but one Agreement. A photocopy or facsimile reproduction of an original signature of a party on this Agreement binds that party to the terms, covenants and conditions of this Agreement.

Section 8 - Time is of the Essence. Time is of the essence in this Agreement.

Section 9 - Headings. The headings, captions, and arrangements used in this Agreement are for convenience only and do not affect the interpretation of this Agreement.

[EXECUTION PAGES FOLLOW]

CITY OF BUNKER HILL

By:
Date: _____

ATTEST:

**MEMORIAL CITY REDEVELOPMENT
AUTHORITY**

By:
Date: _____

ATTEST:

APPROVED AS TO FORM:

CITY OF HOUSTON, TEXAS

By _____
Name: _____
Title: _____

Date: _____

Exhibit A

Exhibit B

SWA Houston

The Jones on Main
712 Main Street
6th Floor
Houston, Texas
77002
+1.713.868.1676
www.swagroup.com

PROJECT STATUS REPORT BY SWA

SCOPE: LANDSCAPE ARCHITECTURE FOR MEMORIAL CITY
REDEVELOPMENT AUTHORITY

PROJECTS: TIRZ #17 CIP

DATE: 26 October 2021

CURRENT PROJECTS STATUS

1. MEMORIAL DRIVE DRAINAGE AND MOBILITY IMPROVEMENTS - (T1731B)
(SWA WO#13/#20)

- SWA is providing construction phase services in coordination with Gauge, TXDOT and Memorial Management District.

2. N. GESSNER DRAINAGE AND MOBILITY IMPRVTS – PH 1 (T-1732A) (SWA WO#19)

- SWA is coordinating final completion of construction / project close-out with Gauge Engineering, TXDOT, METRO, CenterPoint as well as with the partnering management districts (Memorial Management and Spring Branch Management Districts).

END OF 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

11. Convene in Executive Session pursuant to Section 551.072, Texas Government Code, to deliberate the purchase, exchange, lease or value of real property.
12. Reconvene in Open Session and authorize appropriate actions with regard to the purchase, exchange, lease or value of real property.