

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



Agenda and Agenda Materials
Meeting of the Board of Directors

December 7, 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, December 7, 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/88131877389?pwd=VzYvL0ZHaXhaWmNnMzFjM3pEQ253QT09;> or via teleconference at: (346) 248-7799; Meeting ID: **881 3187 7389**; Password: **473188**; 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. Approve Minutes of the October 26, 2021, regular meeting.
4. Receive financial and bookkeeper's report, including approval of payment of invoices, review of investments, and project cash flow reports.
5. Receive Arbitrage Report from Omnicap on Refunding Bonds Series 2011 and Revenue Bonds Series 2011A.
6. Consider Annual Report and authorize filing of same with appropriate information depositories in accordance with the District's Continuing Disclosure of Information Agreement and as required by SEC Rule 15c2-12.
7. Annual Review of Procedures for Continuing Disclosure Compliance.
8. CIP Committee:
 - a. Project update from Gauge Engineering, LLC.
 - b. Project update from The Goodman Corporation.
 - c. Project update from SWA.
9. Convene in Executive Session pursuant to Section 551.072, Texas Government Code, to deliberate the purchase, exchange, lease or value of real property.
10. Reconvene in Open Session and authorize appropriate actions with regard to the purchase, exchange, lease or value of real property.
11. 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. Approve Minutes of the October 26, 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**

October 26, 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 open to the public on Tuesday, October 26, 2021, at 8:00 a.m., and open to the public via videoconference, and the roll was called of the duly appointed members of the Board, to-wit:

Position 1 – Andy Iversen

Position 2 – John Rickel, *Vice-Chair*

Position 3 – David P. Durham, *Secretary*

Position 4 – Ann T. Givens, *Chair*

Position 5 – Zachary R. Hodges, *Asst. Secretary*

Position 6 – Brad Freels

Position 7 – Dan Moody III

and all of the above were present, with the exception of Director Givens, thus constituting a quorum. Also present were Scott Bean, and Linda Clayton, Hawes Hill & Associates, LLP; Jessica Holoubek, Allen Boone Humphries Robinson, LLP; Pat Hall, ETI Bookkeeping Services, and Joseph Ellis, McCall Gibson Swedlund Barfoot PLLC. 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; Kristin Blomquist, Masterson Advisors; Ben Gillis and Pat Walters, both of Memorial Management District; Karen Glynn and Laurie Rosenbaum, both of City of Bunker Hill; Muhammad Ali and Derek St. John, both of Gauge Engineering; Jim Webb, The Goodman Corporation; Marlene Gafrick, MetroNational; Lois Myers; Emily Anderson; Rob Benz; Nathan Seshadir; Nathan Kelley; Bruce Nichols; and Steve Sparks. Vice-Chair Rickel called the meeting to order at 8:02 a.m.

RECEIVE PUBLIC COMMENTS.

Public comments were received from Bruce Nichols and Lois Myers.

INTRODUCTIONS OF NEWLY APPOINTED BOARD MEMBERS; ACCEPT OATH OF OFFICE AND SWORN STATEMENT FROM NEWLY APPOINTED BOARD MEMBERS.

Directors Andy Iversen and Dan Moody III were introduced and provided information about themselves. Upon a motion made by Director Hodges, and seconded by Director Durham, the Board voted unanimously to accept the Oath of Office and Sworn Statement of Directors Iversen and Moody.

APPROVE LIST OF LOCAL GOVERNMENT OFFICERS PURSUANT TO LOCAL GOVERNMENT CODE, CHAPTER 176.0065.

Upon a motion made by Director Hodges, and seconded by Director Durham, the Board voted unanimously to approve the List of Local Government Officers Pursuant to Local Government Code, Chapter 176.0065, as presented.

RECEIVE NOMINATIONS AND APPOINT SECRETARY AND ASST. SECRETARY.

Secretary. Director Durham volunteered to be Secretary of the Board of Directors. Director Hodges seconded. The Board voted unanimously to appoint Director David Durham as Secretary.

Asst. Secretary. Director Hodges volunteered to be Asst. Secretary of the Board of Directors. Director Durham seconded. The Board voted unanimously to appoint Director Zachary Hodges as Asst. Secretary.

Vice-Chair. Director Brad Freels stated he would like to step down as Vice-Chair and made a motion to appoint Director John Rickel as Vice-Chair. Director Durham seconded. The Board voted unanimously to appoint Director John Rickel as Vice-Chair.

APPROVE MINUTES OF THE AUGUST 31, 2021, REGULAR MEETING.

Upon a motion made by Director Hodges, and seconded by Director Freels, the Board voted unanimously to approve the Minutes of the August 31, 2021, Board meeting, as presented.

APPROVE FY2021 ANNUAL FINANCIAL REPORT AND AUDIT FROM McCALL GIBSON SWEDLUND BARFOOT PLLC.

Mr. Ellis presented the FY2021 Annual Financial Report and Audit, included in the Board materials. He reviewed the Independent Auditor's Report and reported an unmodified/clean opinion. He went over pages 3-7, Management's Discussion and Analysis; page 10, Statement of Activities and Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balances; pages 13-26, Notes to the Financial Statements; and page 28, Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual. Upon a motion made by Director Durham, and seconded by Director Hodges, the Board voted unanimously to approve the FY2021 Annual Financial Report and Audit, as presented.

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

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

RECEIVE FINANCIAL ADVISOR REPORT ON PAYMENT OPTIONS FOR LIPEX DEVELOPMENT AGREEMENT; AND TAKE APPROPRIATE ACTION.

Ms. Blomquist provided an overview of two scenarios in paying the Lipex Development Agreement and answered questions. She reported currently the Authority as \$10.5 Million left in its Bond authorization and would need a bigger authorization to cover project costs and the commitment for the Lipex Development Agreement. No action was taken.

CIP COMMITTEE:

a. Project update and recommendations from Gauge Engineering LLC.

Mr. Ali reported the Memorial Drive mobility and drainage improvements project, phase 1, is approximately 65% complete. He reported the Chevron and Chase Bank corner clips have been acquired for the Memorial Drive Phase 1 project. A copy of Gauge's progress report is included in the Board materials for review. He provided an update on the Gessner project and stated the issue with

the streetlight at Westview has been resolved. He reported CenterPoint has completed the installation of the decorative lighting on Gessner.

8:35 a.m. Chair Givens arrived meeting; however, she was having technical difficulties and did not have audio or video until later in the meeting.

(i) Consider Task order for design services regarding W140 Basin Deepening.

Mr. St. John reviewed Gauge Engineering Task order for detail design services for the W140 Basin Deepening in the amount of \$556,644.70 and answered questions. Upon a motion made by Director Freels, and seconded by Director Durham, the Board voted unanimously to approve Gauge Engineering Task Order for design services for the W140 Basin Deepening in the amount of \$556,644.70, as presented.

b. Project update from The Goodman Corporation.

(i) Consider Task Order for Memorial Drive Phase II.

Mr. Webb reviewed The Goodman Corporation Task Order for H-GAC TIP funding pursuit services for Memorial Drive Phase II in the amount of \$50,000.00. He reported the Memorial City Redevelopment Authority's portion of the task order is \$34,500.00 and the City of Bunker Hill's portion is \$15,500.00. Upon a motion made by Director Hodges, and seconded by Director Iversen, the Board voted unanimously to approve The Goodman Corporation Task Order for H-GAC TIP funding pursuit services, as presented, the Authority's portion is in the amount of \$34,500.00.

(ii) Consider Interlocal Agreement with City of Bunker Hill regarding Memorial Drive Phase II.

Mr. Webb reviewed the Interlocal Agreement with the City of Bunker Hill, included in the Board materials. He reported the agreement outlines the responsibilities and the proportionate share of each entity for the Memorial Drive Phase II project. Upon a motion duly made by Director Durham, and seconded by Director Moody, the Board voted unanimously to approve the Interlocal Agreement with the City of Bunker Hill regarding the Memorial Drive Phase II project, as presented.

c. Project update from SWA.

SWA's status report on projects is included in the Board materials for review.

Chair Givens resolved the technical issues with her audio and video; and audio and video were turned on for her participation.

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 8:50 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 9:17 a.m. Upon reconvening, in open session the following action was taken:

Upon a motion made by Director Durham, and seconded by Director Freels, the Board voted unanimously to authorize an offer to purchase real property.

ADJOURN.

There being no further business to come before the Board, Chair Givens adjourned the meeting at 9:17 a.m.

Secretary

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

AGENDA MEMORANDUM

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

4. Receive 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

November 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	14,349,079.03	6,168,246.44	913,362.65	21,430,688.12
Revenue	59,480.48	374.83	15.36	59,870.67
Expenditures	99,106.62	72,437.95	0.00	171,544.57
Ending Balance	14,309,452.89	6,096,183.32	913,378.01	21,319,014.22

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

November 30, 2021

General Operating Fund

BEGINNING BALANCE: **14,349,079.03**

REVENUE:

Checking Interest - Wells Fargo	7.23
Texpool Interest	267.49
Wells Fargo/TexSTAR (Surplus Funds) Interest	167.81
Transfer from 2019 CPF	59,037.95
Voided Check(s)	0.00

Total Revenue: **59,480.48**

DISBURSEMENTS:

Checks Presented At Last Meeting	98,971.58
Checks Written at/after Last Meeting	0.00
Bank Fee	135.04

Total Expenditures **99,106.62**

Ending Balance: **14,309,452.89**

Location of Assets:

Institution	Investment Number	Interest Rate	
Wells Fargo Checking	*5490	0.1600	9,704.42
TexPool	*0001	0.0381	4,352,642.80
Wells Fargo/TexSTAR	TexSTAR Surplus Funds	0.0102	9,947,105.67
		Total	14,309,452.89

Memorial City Redevelopment Authority
Checks Presented
December 7, 2021

Num	Name	Description	Amount
3257	Allen Boone Humphries Robinson LLP	Legal Fee	-2,413.57
3258	Equi-Tax, Inc	Tax Assessor / Collector	-261.00
3259	ETI Bookkeeping Services	Bookkeeping Fee	-2,230.20
3260	Hawes Hill & Associates	Professional Consultant	-17,000.00
3261	JLL Valuation & Advisory Services	Valuation & Advisory Services	-3,500.00
3262	McCall Gibson Swedlund Barfoot PLLC	Auditor Fee	-2,750.00
3263	Omnicap Group LLC	Bond Services	-5,000.00
3264	The Goodman Corporation Inc	Contract Services	-2,750.00
3265	Allen Boone Humphries Robinson LLP	Legal Fee - Capital Projects	-275.00
3266	Gauge Engineering, LLC	Engineering Fee- Capital Projects	-41,897.24
3267	Reytec Construction Resources, Inc.	Briar Branch Channel- Capital Projects	-8,895.50
3268	SWA Group	Memorial Drive Construction- Capital Projects	-1,225.00
3269	The Goodman Corporation Inc	Memorial Drive Construction- Capital Projects	-690.00
Total			-88,887.51

Capital Projects Fund

BEGINNING BALANCE		6,168,246.44
REVENUE		
TexPool Interest	374.83	
Voided Check(s)	0.00	
Total Revenue		374.83
EXPENDITURES		
Checks Presented at Last Meeting	0.00	
Checks Written at/after Last Meeting	0.00	
Transfer to Wells Fargo (GOF)	59,037.95	
JP Morgan Chase Wire Transfer	13,400.00	
Total Expenditures		72,437.95
ENDING BALANCE		6,096,183.32

Location of Assets:

Institution	Investment Number	Interest Rate	Current Balance
TexPool	*0005	0.0381	6,096,183.32
		Total	6,096,183.32

**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	5,009,506
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	11,088,254
1738B	Memorial Dr Drain & Mobility 2	120,287
1741	W140 Detention Expansion	174,454

Total Less Construction Costs Paid To Date **26,387,118**

Total	5,980,654
Interest Earned	78,936
Total Bank Balance	6,059,590

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
\$42,950,709.37

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
Bond Series 2019
\$42,950,709.37

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
		TexPool		Interest Earned		374.83	6,112,573.32
12/7/2021	3265	Allen Boone Humphries Robinson LLP	Inv# 123998	1738A Memorial Dr Drain & Mobility 1	275.00	275.00	6,112,298.32
12/7/2021	3266	Gauge Engineering, LLC	Inv# 1674	1738A Memorial Dr Drain & Mobility 1	11,193.92	41,897.24	6,070,401.08
		Gauge Engineering, LLC	Inv# 1675	1738B Memorial Dr Drain & Mobility 2	30,703.32		
12/7/2021	3267	Reytec Construction Resources, Inc.	Inv# 1943	1734 W140 Channel Improvements	8,895.50	8,895.50	6,061,505.58
12/7/2021	3268	SWA Group	Inv# 187485	1738A Memorial Dr Drain & Mobility 1	1,225.00	1,225.00	6,060,280.58
12/7/2021	3269	The Goodman Corporation Inc.	Inv# 11-2021-3	1738B Memorial Dr Drain & Mobility 2	690.00	690.00	6,059,590.58

Debt Service Fund

BEGINNING BALANCE	913,362.65
 REVENUE	
TexPool DSF Interest	0.00
Wells Fargo/TexSTAR (2008 PR) Interest	0.09
Wells Fargo/TexSTAR (2008 DSF) Interest	15.27
 Total Revenue	 15.36
 EXPENDITURES	
Debt Service Interest Payment	0.00
Debt Service Principal Payment	0.00
Trustee Fee	0.00
 Total Expenditures	 0.00
 ENDING BALANCE	 913,378.01

Location of Assets:

Institution	Investment Number	Interest Rate	Current Balance
Wells Fargo *4601	TexSTAR 2008 DSF	0.0102	903,105.94
Wells Fargo *4600	TexSTAR 2008 Pledged Rev	0.0102	7,000.17
TexPool	*0004	0.0381	3,271.90
Total			913,378.01

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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	0.0381	4,393,557.03	1.00005	4,393,337.36	267.49	(40,962.05)	4,352,729.85	1.00002	4,352,642.80
DSF	TexPool	0.0381	3,272.06	1.00005	3,271.90	0.00	0.00	3,271.97	1.00002	3,271.90
GOF	Wells Fargo/ TexStar	0.0102	9,947,335.74	1.000040	9,946,937.86	167.81	0.00	9,947,423.98	1.000032	9,947,105.67
DSF	Wells Fargo/ TexStar DSF	0.0102	903,126.79	1.000040	903,090.67	15.27	(0.00)	903,134.84	1.000032	903,105.94
DSF	Wells Fargo/ TexStar PI Rev	0.0102	7,000.36	1.000040	7,000.08	0.00	0.09	7,000.39	1.000032	7,000.17
CPF	TexPool CPF	0.0381	6,168,554.85	1.00005	6,168,246.44	374.83	(72,437.95)	6,096,305.24	1.00002	6,096,183.32

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	8,803.81	7.23	893.38	9,704.42

Collateral Pledged In Addition to FDIC

Depository Institution	Total Funds On Deposit	Custodial Institution	Securities Pledged	Collateral Description	Par Value	Market Value
Wells Fargo	9,704.42	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
November 2021

	November			Year to Date (5 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	419	33,333	-32,914	2,091	166,669	-164,578	400,000
8930 · Bond Proceeds	0	0	0	0	0	0	39,702,452
Total 1000 · Income	419	33,333	-32,914	18,150,354	17,835,319	315,035	57,771,102
6-4350 · Grants	0	0	0	0	0	0	1,724,123
Total Income	419	33,333	-32,914	18,150,354	17,835,319	315,035	59,495,225
Expense							
3335 · Management Consulting Services							
6320 · Legal	2,414	4,167	-1,753	5,123	20,831	-15,708	50,000
6322 · Eng Consultant/General Prof.Svc	1,100	5,000	-3,900	15,600	25,000	-9,400	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	3,514	9,167	-5,653	20,753	45,831	-25,078	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	5,360,000	5,360,000	0	5,360,000
5708 · Interest	0	0	0	1,028,011	1,377,273	-349,262	2,754,546
5709 · Debt Issuance Costs	0	0	0	0	1,515,427	-1,515,427	1,515,427
5710c · Trustee Fee	0	0	0	1,600	0	1,600	0
Total 5706 · Debt Service	0	0	0	6,389,611	8,252,700	-1,863,089	9,629,973
6-6707 · Developer Reimbursement	0	0	0	6,026,919	19,266,570	-13,239,651	19,266,570
6300 · Administration & Overhead							
6321 · Auditor	0	0	0	23,000	21,500	1,500	21,500
6333 · Bookkeeping/Accounting	1,197	1,250	-53	6,279	6,250	29	15,000
6340 · Administration Salaries/Benefit	8,500	9,010	-510	42,500	45,050	-2,550	108,120
6344 · Bond Svcs/Trustee/FA	0	625	-625	29,974	3,125	26,849	7,500
6353 · Insurance	0	0	0	1,378	1,000	378	1,000
6359 · Bank Fees	70	0	70	343	0	343	0
Total 6300 · Administration & Overhead	9,767	10,885	-1,118	103,474	76,925	26,549	153,120
1725 · Parks & Green Space Improv.	0	10,417	-10,417	0	52,081	-52,081	125,000
1732A · N Gessner Drainage & Mobility	0	3,833	-3,833	1,025	19,169	-18,144	46,000
1734 · W140 Channel Improvements	0	26,539	-26,539	135,533	132,691	2,842	318,464
1735A · Detention Basin A	0	298,333	-298,333	138	1,491,669	-1,491,531	3,580,000
1738A · Memorial Dr Drain & Mobility 1	11,469	31,544	-20,075	97,964	157,721	-59,757	378,529
1738B · Memorial Dr Drain & Mobility 2	31,393	20,833	10,560	119,099	104,169	14,930	250,000
1741 · W140 Detention Expansion	0	18,866	-18,866	0	94,332	-94,332	226,394
1799 · Concrete Panel Replace Program	0	5,000	-5,000	0	25,000	-25,000	60,000
Total 7000 · Capital Expenditure	42,862	415,365	-372,503	353,759	2,076,832	-1,723,073	4,984,387
Total Expense	56,143	435,417	-379,274	13,801,929	30,602,291	-16,800,362	37,289,102
Net Income	-55,724	-402,084	346,360	4,348,425	-12,766,972	17,115,397	22,206,123

3257

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

November 16, 2021

MEMORIAL CITY REDEVELOPMENT AUTHORITY

General

Client/Matter: MEM001-01
Statement Number: 123997
Billing Attorney: Jessica Biddle Holoubek

REMITTANCE PAGE

Fees for services posted through November 12, 2021	2,401.25
Expenses and Other Items posted through November 12, 2021	12.32
Total Amount Due:	\$2,413.57

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
11/29/2021

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Taxpayer ID 74-3091731

November 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: 123997
Billing Attorney: Jessica Biddle
Holoubek

General

Professional Fees

Fees for services posted through November 12, 2021, as follows:

<u>Date</u>	<u>Professional</u>		<u>Hours</u>
General			
10/06/21	Carnell Emanuel	Review and route Authority correspondence; review invoices and update invoice chart; update meeting calendar; update audit chart	1.00
10/07/21	Carnell Emanuel	Follow up with Authority attorney regarding audit response letter; prepare audit response letter for distribution to consultant; update audit chart	0.25
10/11/21	Greer Pagan	Review audit response letter.	0.25
10/13/21	Carnell Emanuel	Prepare audit response letter for review by tax attorney; update audit chart	0.25
10/14/21	Carnell Emanuel	Review City of Houston council agenda for matters relating to client	0.25
10/14/21	Tina M. Kyle	Review audit response letter	0.25
10/18/21	Carnell Emanuel	File audit response letter and supporting documentation; review invoices and update invoice chart; update meeting calendar	0.50
10/19/21	Jessica Biddle Holoubek	Review Board of Directors meeting agenda	0.25
10/26/21	Jessica Biddle Holoubek	Travel to, attend and follow up from Board of Directors meeting	2.00
11/05/21	Cindy Jo Acree	Review arbitrage Final Excess Earnings Report for Series 2011 and 2011A Bonds; organize to Authority's electronic files; forward copy of the report to the Authority's legal assistant for review by attorney; email invoice from OmniCap Group LLC to Authority bookkeeper; email correspondence to legal and administrative assistant regarding agenda item; review and revise arbitrage rebate chart.	0.50

11/10/21	Allison Mayer	Work on Authority filing	0.50
11/12/21	Maegan Bales-Cortez	Enter response to audit request into firm filing	0.25
			<i>Total Task Hours</i> 6.25
			<i>Total Task Amount</i> \$2,401.25
			Total Fees: <u>\$2,401.25</u>

Expenses and Other Items

Expenses and Other Items posted through November 12, 2021, as follows:

10/26/21	JBH	Mileage expense	12.32
			<u>12.32</u>
			Total Expenses and Other Items: 12.32

TASK FEE BREAKDOWN

	<u>Hours</u>	<u>Amount</u>
General	6.25	2,401.25

Total Fees:	\$	2,401.25
Total Expenses and Other Items:	\$	<u>12.32</u>
Total Amount Due:	\$	2,413.57

3258

Equi-Tax Inc.

Invoice

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

DATE	INVOICE #
11/1/2021	57680

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
11/09/2021

Equi-Tax Inc.

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

Invoice

DATE	INVOICE #
12/1/2021	57790

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
11/29/2021

3259

ETI Bookkeeping Services

PO BOX 73109
Houston, TX 77273

Invoice

Date	Invoice #
11/1/2021	9267

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		36.80	36.80

Total	\$1,066.80
Payments/Credits	\$0.00
Balance Due	\$1,066.80



Code No. 6333
11/09/2021

ETI Bookkeeping Services

PO BOX 73109
Houston, TX 77273

Invoice

Date	Invoice #
12/1/2021	9293

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		133.40	133.40

	Total	\$1,163.40
	Payments/Credits	\$0.00
	Balance Due	\$1,163.40



Code No. 6333
11/29/2021

3260



Invoice

Invoice #: 00000223
 Date: 11/30/2021

Bill To:

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

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



Code No. 6340
 12/01/2021

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

HAWES HILL & ASSOCIATES
LLP



Invoice

Invoice #: 00000214
Date: 11/10/2021

Bill To:

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

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



Code: 6340

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

3261



JLL Valuation & Advisory Services

Tax ID: 81-3802842
200 East Randolph Drive
Chicago, IL 60601
United States

Attention: **Scott Bean**

TIRZ 17/Memorial City Redevelopment Auth
c/o Hawes Hill & Associates, LLP
9610 Long Point Rd, Suite 150
Houston TX 77055
United States

Invoice Number: US024VAS029065
Invoice Date: 27-Oct-2021
Payment Terms: 30 Days
Customer ID: CUS0001738
Contract Number: CON100520486
Project Number: 1701-21-175033
Project Name: Park on Westview Apartments

INVOICE

Amount (USD)

Park on Westview Apartments
10157 Westview Drive
Houston TX 77043

Appraisal Services	3,500.00
Subtotal	3,500.00

Total Amount Due \$: 3,500.00

Remittance Advice

Please include stub with Your payment

Please make check payable to:

JLL Valuation & Advisory Services

Note: Indicate the Invoice Number on check as a reference

Invoice Number:	US024VAS029065
Customer ID:	CUS0001738
Contract Number:	CON100520486
Project Number:	1701-21-175033
Project Name:	Park on Westview Apartments

Mail Check To:

Name of Bank: BMO Harris Bank N.A.
ADDRESS: PO Box 71893
Chicago IL 60694-1893
United States

Wire Funds To:

Account Name: Jones Lang LaSalle Americas, Inc.
Bank Name: BMO Harris Bank N.A. IL United States
Account Number: 304-440-1
Swift Code: HATRUS44
ABA #: 071000288

If you have questions regarding this invoice, please contact: corp.ar@amjll.zendesk.com



Code No. 6322
11/09/2021

3262

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

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

October 27, 2020

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, including distribution of the report and meeting with the Board of Directors and receiving comments from the City of Houston on the draft audit.

Annual Audit Fee	\$ 11,500.00
Postage and Report Production	250.00
Less Interim Billing	<u>9,000.00</u>
Balance Due	<u>\$ 2,750.00</u>

We appreciate your business!

Chris Swedlund



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

Code No. 6321
11/09/2021

3263



Omnicap Group LLC
2286 E. Maple Ave
El Segundo, CA 90245
3103183095
jsmith@omnicap.net
www.omnicap.net

Invoice# Q421092

BILL TO

Allen Boone Humphries Robinson LLP
3200 Southwest Freeway
Suite 2600
Houston, TX 77027
c/o: Cindy Acree / (713) 860-6418

DATE 11/02/2021	PLEASE PAY \$5,000.00
--------------------	--------------------------

DATE	DESCRIPTION	AMOUNT
12/26/2019	C/M# 37-800 \$40,000,000 Memorial City Redevelopment Authority Tax Increment Contract Revenue Refunding Bonds, Series 2011 Tax Increment Contract Revenue Bonds, Series 2011A Final Excess Earnings Report Computation Date: Dec 26 2019	
12/26/2019	Excess Earnings Report Fee	5,000.00

Wire & ACH Instructions:

Bank of America
ABA #: 026-009-593 (wire transfer) or 121-000-358 (ACH)
Account Name: Omnicap Group LLC Invoice #
Account #: 00639 - 05106
Mail checks to Omnicap at the above address and note the invoice #.

TOTAL DUE \$5,000.00

THANK YOU.



Code No. 6344
11/09/2021

Please mail checks to Omnicap at 2286 E. Maple Avenue, El Segundo, CA 90245 and include the invoice #.
Please contact Jeff Smith at (310) 318-3095 / jsmith@omnicap.net for questions on this invoice.
Thank you for this opportunity to be of service.

3264

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 #
11/30/2021	11-2021-2

Terms	Project
	MCT107

Item	Description	Rate	Prior %	Curr %	Amount
Contract Services	Task 1 - Continued Funding Pursuit and Interagency Coordination	55,000.00	83%	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
11/29/2021

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 #
10/31/2021	10-2021-34

Terms	Project
	MCT107

Item	Description	Rate	Prior %	Curr %	Amount
Contract Services	Task 1 - Continued Funding Pursuit and Interagency Coordination	55,000.00	80%	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
 11/09/2021

3265

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

November 16, 2021

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Projects

Client/Matter: MEM001-03
Statement Number: 123998
Billing Attorney: Jessica Biddle Holoubek

REMITTANCE PAGE

Fees for services posted through November 12, 2021	275.00
Expenses and Other Items posted through November 12, 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. 1738A
11/29/2021

3266

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 1674
Date 11/29/2021

Project 1070 MEMORIAL DRIVE -
CONSTRUCTION PHASE SERVICES

Professional Services Provided Through November 26, 2021

Description	Contract Amount	Percent Complete	Prior Billed	Total Billed	Remaining	Current Billed
Construction Phase Services	231,870.00	70.00	151,874.85	162,309.00	69,561.00	10,434.15
Expenses	2,000.00	50.00	240.23	1,000.00	1,000.00	759.77
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	68.31	165,827.08	177,021.00	82,128.00	11,193.92

Invoice total **11,193.92**

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
1629	10/18/2021	10.00		10.00			
1674	11/29/2021	11,193.92	11,193.92				
	Total	11,203.92	11,193.92	10.00	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
11/29/2021

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 1675
 Date 11/29/2021

Project 1125 MEMORIAL DRIVE PH-II

Professional Services Provided Through November 26, 2021

Description	Contract Amount	Percent Complete	Prior Billed	Total Billed	Remaining	Current Billed
PM/Coordination/QA/QC	59,080.00	55.00	25,995.20	32,494.00	26,586.00	6,498.80
Roadway/Public Utilities Design	45,020.00	65.19	28,587.70	29,347.70	15,672.30	760.00
Drainage Analysis/Design	95,260.00	55.00	34,195.00	52,393.00	42,867.00	18,198.00
Miscellaneous/Expenses	9,750.00	55.00	115.98	5,362.50	4,387.50	5,246.52
Total	209,110.00	57.19	88,893.88	119,597.20	89,512.80	30,703.32

Invoice total **30,703.32**

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
1675	11/29/2021	30,703.32	30,703.32				
	Total	30,703.32	30,703.32	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
 11/29/2021

3267



INVOICE

Construction Resources, Inc.

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

INVOICE
1943

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	10/31/2021	1

October 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
11/09/2021

3268

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: November 8, 2021
Invoice No: 187485
For Period: October
Project No: RHTT002
Project Manager: James Vick

Project Memorial Drive Construction

WORK PERFORMED:
Construction Phase Services.

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

Professional Personnel

	Hours	Rate	Amount
Principal Vick, James	5.00	245.00	1,225.00

Total Fee Due This Invoice

1,225.00

Total Due this Invoice: \$1,225.00

Authorized Fee:	\$ 93,450.00
Previously Billed:	\$ 31,621.78
Billed to Date	\$ 32,846.78
Remainder Fee:	\$ 28,981.44



Code No. 1738A
11/09/2021

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.

3269

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 #
11/30/2021	11-2021-3

Terms	Project
	MCT112

Item	Description	Rate	Prior %	Curr %	Amount
Contract Services	Task 1 – Memorial Drive Phase 2 Project Funding Pursuit (MCT)	34,500.00	0%	2.00%	690.00

Total	\$690.00
Balance Due	\$690.00

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



Code No. 1738B
11/29/2021

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

5. Receive Arbitrage Report from Omnicap on Refunding Bonds Series 2011 and Revenue Bonds Series 2011A.

November 4, 2021

Memorial City Redevelopment Authority
c/o Allen Boone Humphries Robinson LLP
3200 Southwest Freeway, Suite 2600
Houston, TX 77027

Re: \$40,000,000
Memorial City Redevelopment Authority
Tax Increment Contract Revenue Refunding Bonds, Series 2011
Tax Increment Contract Revenue Bonds, Series 2011A
Final Computation Period: December 21, 2011 to December 26, 2019

Ladies and Gentlemen:

Pursuant to our engagement letter, we have prepared this report (the "Report") of the excess earnings liability of the Memorial City Redevelopment Authority (the "Issuer") in connection with the above-captioned issue (the "Bonds") for the above-referenced period (the "Final Computation Period") with respect to the nonpurpose investments. The Report includes computations and the assumptions on which such computations are based.

The Report is based on an examination and interpretation of specific laws, regulations, and rulings applicable to the Bonds. Laws, regulations, rulings, amendments or interpretations issued subsequent to the date of this transmittal letter may require revisions to the excess earnings liability.

The scope of our engagement consisted of preparing the Report based on information supplied to us by you and ETI Bookkeeping Services (the "Bookkeeper"). In preparing the schedules in the Report based on information contained in various bond documents and information provided by you and the Bookkeeper, we relied upon certain information, computations and references to various elections without independent verification, recomputation, or confirmation. We express no opinion as to the completeness, accuracy, or suitability of such information for purposes of calculating the excess earnings with respect to the Bonds and we have not been engaged to examine the compliance of the Bonds with any other rules or requirements in the Code and Treasury Regulations. We have no obligation to update the Report because of any events occurring, changes in existing laws, regulations, or rulings or interpretations thereof, or data or information received, subsequent to the date hereof.



14643 Dallas Parkway, Suite 560, Dallas, Texas 75254
d: (214) 661-6900 f: (866) 813-3613 www.omnicap.net
Boston • Dallas • Los Angeles • New York • San Francisco • Washington (DC)

As detailed on Schedule A, Cumulative Excess Earnings for the Final Computation Period from December 21, 2011 through December 26, 2019:

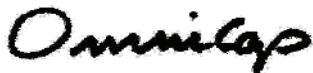
Excess Earnings XE (Arbitrage Rebate Liability):	\$ (3,538,841.05)
Arbitrage Rebate Payment Due (100% of XE):	\$ -
Excess Earnings XE (Yield Restriction Liability):	\$ (228,739.77)
Yield Reduction Payment Due (100% of XE):	\$ -

Treasury Regulations require that one hundred percent (100%) of the Cumulative Arbitrage Rebate (reduced by any applicable computation date credits) and Yield Restriction Liabilities be remitted to the IRS no later than 60 days from the end of the Final Installment Computation Date. Accordingly, based on the attached analysis, no payment needed to be remitted to the IRS on or before February 24, 2020 (60 days after December 26, 2019).

Based on and subject to the foregoing, the computations shown in the Report are mathematically accurate, were performed in accordance with applicable federal law and regulations.

This Report is not to be used, circulated, quoted, referred to, or relied upon by any other person without our express written permission.

Very truly yours,



Omnicap



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. Consider Annual Report and authorize filing of same with appropriate information depositories in accordance with the District's Continuing Disclosure of Information Agreement and as required by SEC Rule 15c2-12.

MEMORIAL CITY REDEVELOPMENT AUTHORITY

December 7, 2021

VIA ELECTRONIC DISTRIBUTION

Municipal Securities Rulemaking Board
c/o EMMA

In compliance with various contractual undertakings made by Memorial City Redevelopment Authority (the "Authority") in connection with municipal securities issued by the Authority after July 3, 1995, and as required by Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"), the Authority is forwarding to each of you the attached documents:

1. The Annual Report of the Authority, which updates certain quantitative financial information and operating data identified in the Official Statements of the Authority for bond issues after July 3, 1995, and subject to the undertakings pursuant to the Rule (the "Annual Report"), and
2. The Authority's general purpose financial statements for the fiscal year ended June 30, 2021, prepared by McCall Gibson Swedlund Barfoot PLLC, independent certified public accountants, to the extent indicated in their report (the "Financial Statements").

All information contained within the Annual Report and the Financial Statements was compiled as of June 30, 2021 (unless expressly stated to the contrary in the Annual Report or the Financial Statements).

/s/ Ann T. Givens

Chair

Memorial City Redevelopment
Authority

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Annual Report Pursuant to SEC Rule 15c2-12

This information is being provided by MEMORIAL CITY REDEVELOPMENT AUTHORITY (the “Issuer”) in compliance with its contractual undertakings (the “Undertakings”) to provide an annual report of financial information and operating data, as required by Rule 15c2-12 (the “Rule”) of the Securities and Exchange Commission, regarding the Issuer’s outstanding municipal debt issues (the “Issues”).

Pursuant to the rules of the Municipal Securities Rulemaking Board (the “MSRB”), the participating underwriter for each Issue was required to file a copy of the final official statement for the Issue with the MSRB, a copy of which is available from the MSRB upon request and payment of copying, handling and mailing costs. The official statement for each Issues should not be considered to speak as of any date other than the dates indicated in such document.

This Annual Report is based on information compiled and provided by the Issuer. This information has been obtained from Issuer records, audited financial statements and other sources which are believed to be reliable. This information is provided in satisfaction of the Undertakings, containing information as prescribed by the Rule. The Issuer makes no warranty concerning the usefulness of such information to a decision to invest in, hold or sell bonds or other debt instruments of the Issuer. See “RISK FACTORS” or “INVESTMENT CONSIDERATIONS” in the official statements for a discussion of certain factors that should be considered by holders or prospective holders of the bonds. Information agreed to be provided by the Issuer may be reported in full text herein, or may be incorporated by reference to certain other publicly available documents.

The names and addresses of the Issuer’s officials and consultants are listed in the Issuer’s official audited financial report.

Approved for submission: December 7, 2021.

/s/ Ann T. Givens

Chair

Memorial City Redevelopment
Authority

Index

Information

Exhibit

- | | |
|--|-----|
| 1. Annual update of Financial Information and Operating Data | “A” |
| 2. Annual Audited Financial Statements for fiscal year ended June 30, 2021, and Management Letter to the Authority relating to the Authority’s financial reporting under Statement on Auditing Standards No. 115, including the Authority’s response thereto | “B” |

EXHIBIT A

ANNUAL REPORT
FOR FISCAL YEAR ENDING JUNE 30, 2021
MEMORIAL CITY REDEVELOPMENT AUTHORITY

Schedule 1: Selected Financial Information (Unaudited)

	City of Houston
2021 Certified Taxable Value (a)	\$ 3,900,343,000
Tax Increment Base (b)	509,671,530
2021 Certified Incremental Appraised Value	3,390,671,470
2021 Total Tax Rate Contribution	\$0.55083
Tax Rate Contribution to be Used to Produce Contract Tax Increment Constituting Pledged Revenue	\$0.55083
Estimated Collection Rate (c)	100.00%
City Administrative Fee	5%
Contract Tax Increments Constituting Pledged Revenues FYE 6/30/2022 (d)	\$17,742,994
Outstanding Debt	\$49,885,000
Average Annual Debt Service (2022-2029)	\$7,355,051
Maximum Annual Debt Service (2027)	\$7,368,664
Coverage of Estimated 2022 Pledged Revenues from the City to:	
Average Annual Debt Service (2022-2029)	241%
Maximum Annual Debt Service (2027)	241%
Ratio of 2021 Captured Appraised Value to Total Appraised Value in Zone	86.93%
Debt Service Reserve Fund Requirement	\$6,761,469.98 (e)

- (a) The 2021 certified taxable value shown is provided by the Authority's tax consultant. It is based on data provided by the Harris County Appraisal District (the "Appraisal District"). The value is net of the City's tax exemptions. See "Schedule 5: Tax Increment Collections."
- (b) Certified appraised values are established annually by the Appraisal District for the current tax year, but are subject to change for a number of years thereafter. The Tax Increment Base is the sum of the taxable value in the Zone as originally constituted on January 1, 1999 plus the taxable value of annexed areas as of the year each was annexed into the Zone.
- (c) Projected 2021 collection rate for the City is based on the average of historical collections from 2016 through 2020.
- (d) Payment of 2021 taxes is due by January 31, 2022. The Authority expects that substantially all the Tax Increments arising from these taxes will be transferred to the Authority in calendar year 2022. These Tax Increments are expected to be used to pay debt service on September 1, 2022 and March 1, 2023. See "Schedule 6: Historical Debt Service Coverage."
- (e) The Debt Service Reserve Fund is for the benefit of the \$37,400,000 Tax Increment Contract Revenue and Refunding Bonds, Series 2019 (the "Series 2019 Bonds") only. The Reserve Requirement is the lesser of 1.25 times the average annual debt service on the Series 2019 Bonds or the maximum annual debt service on the Series 2019 Bonds. It consists of a \$6,761,469.98 Reserve Fund Surety Policy provided by the Bond Insurer.

Schedule 2: Breakdown of 2021 Taxable Values in the Zone by Type

	<u>Taxable Value (a)</u>	<u>%</u>
Residential	\$ 25,770,915	0.66%
Multi-Family	716,884,636	18.38%
Vacant Land	68,045,475	1.74%
Commercial	3,088,365,157	79.18%
Utilities	1,276,817	0.03%
	<u>\$ 3,900,343,000</u>	<u>100.00%</u>

(a) Based on City 2021 certified taxable value as of the date calculated.

Schedule 3: Principal Taxpayers in the Zone

The following table represents the principal taxpayers, the taxable assessed value of such property, and such property's taxable value as a percentage of the City's taxable value in the Zone for 2021 based on the most current information available. The value of these properties may be under litigation and lowered at a later date.

<u>Taxpayer</u>	<u>Property Type</u>	<u>Tax Assessed Value</u>	<u>% of Total</u>
MC Medical Campus	Commercial	\$ 329,596,905	8.45%
Memorial City Mall	Commercial	260,060,226	6.67%
Memorial City Towers Ltd	Commercial	214,510,297	5.50%
Metro National Corporation	Commercial	183,434,486	4.70%
MN Coxen LLC	Commercial	182,810,253	4.69%
ALKF LLC	Commercial	167,037,350	4.28%
VPBH Associates	Commercial	121,764,757	3.12%
Town and Country PTNR	Commercial	95,599,250	2.45%
MNC ZZ LLC	Commercial	84,143,975	2.16%
Domaine CC GP LLC	Multi-Family	<u>80,522,311</u>	<u>2.06%</u>
Total		\$1,719,479,810	44.09%
Total Certified Taxable Value		\$3,900,343,000	

Schedule 4: Authorized but Unissued Bonds and Notes

Bonds the City Council has Authorized the Authority to Have Outstanding at Any One Time	\$55,000,000
Less: Outstanding Bonds	
Series 2016	(16,920,000)
Series 2019	<u>(32,965,000)</u>
Unused Authorization	\$ 5,115,000

Schedule 5: Tax Increment Collections

City (a)

	<u>Tax Year</u>	<u>Base Year Value (b)</u>	<u>Current Year Value</u>	<u>Tax Rate</u>	<u>Current Increment</u>	<u>Increment Tax Rate</u>	<u>Increment Collections</u>	<u>Collection Rate (c)</u>
	2016	\$509,671,530	\$3,063,389,202	\$0.58642	\$2,553,717,672	\$0.58642	\$14,975,511	100.00%
	2017	509,671,530	3,259,881,785	0.58421	2,750,210,255	0.58421	16,067,003	100.00%
	2018	509,671,530	3,393,903,426	0.58331	2,884,231,896	0.58331	16,968,742	100.00%
	2019	509,671,530	3,518,669,555	0.56792	3,008,998,025	0.56792	17,088,702	100.00%
	2020	509,671,530	3,858,599,137	0.56814	3,348,927,607	0.56184	18,843,942	99.04%
<i>Projected</i>	2021	509,671,530	3,900,343,000	0.55083	3,390,671,470	0.55083	18,640,976	99.81%

- (a) Information provided by the City's Department of Finance.
 (b) Base year for the Zone is 1999.
 (c) Collection rates are determined by comparing total collections to the total tax levy; however, both total collections and the total tax levy change over time, so a calculated collection rate may either increase or decrease.

Schedule 6: Historical Debt Service Coverage

<u>Fiscal Year Ended June 30 (a)</u>	<u>Authority Increments Received/ Accrued (b), (c)</u>	<u>Next Fiscal Year's Debt Service Requirements (d)</u>	<u>Debt Service Coverage</u>
2016	\$12,491,659	\$4,358,253	2.87x
2017	14,944,614	4,196,176	3.56x
2018	15,112,352	4,194,249	3.60x
2019	15,116,144	4,192,545	3.61x
2020	16,021,317	4,406,567	3.56x
2021	17,240,850	7,298,541	2.36x

- (a) This schedule shows payments the Authority has received or are accrued from the City in each of the fiscal years 2016 through 2021. It differs from Schedule 5 which shows collections by tax year and not by year of receipt.
 (b) City tax payments are deposited into the General Fund of the City. Once they are accounted for and allocated to the Zone, the Tax Increment portion of the City tax payments is deposited to the Tax Increment Fund for the Zone. The City Council of the City must appropriate the monies in the Tax Increment Fund to those entitled to them, including the Authority, before such monies are disbursed. Appropriations are normally made annually in June or July.
 (c) The Tax Increments Received/ Accrued in a fiscal year will be lower than actual Tax Increments collected by the City because of the 5% administrative charge. They may also differ due to underpayments or overpayments from prior years. An overpayment can occur, among other circumstances, when the taxable value in the Zone for a tax year on which Tax Increments were previously paid to the Authority is reduced because of successful tax protests or tax litigation or when property has been incorrectly coded to the Zone. Due to the large commercial accounts in the Zone, the reduction of Authority Increments Received/ Accrued in a given year could be substantial.
 (d) Unaudited.

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. Annual Review of Procedures for Continuing Disclosure Compliance.

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. CIP Committee:
- a. Project update from Gauge Engineering, LLC.
 - b. Project update from The Goodman Corporation.
 - c. Project update from SWA.



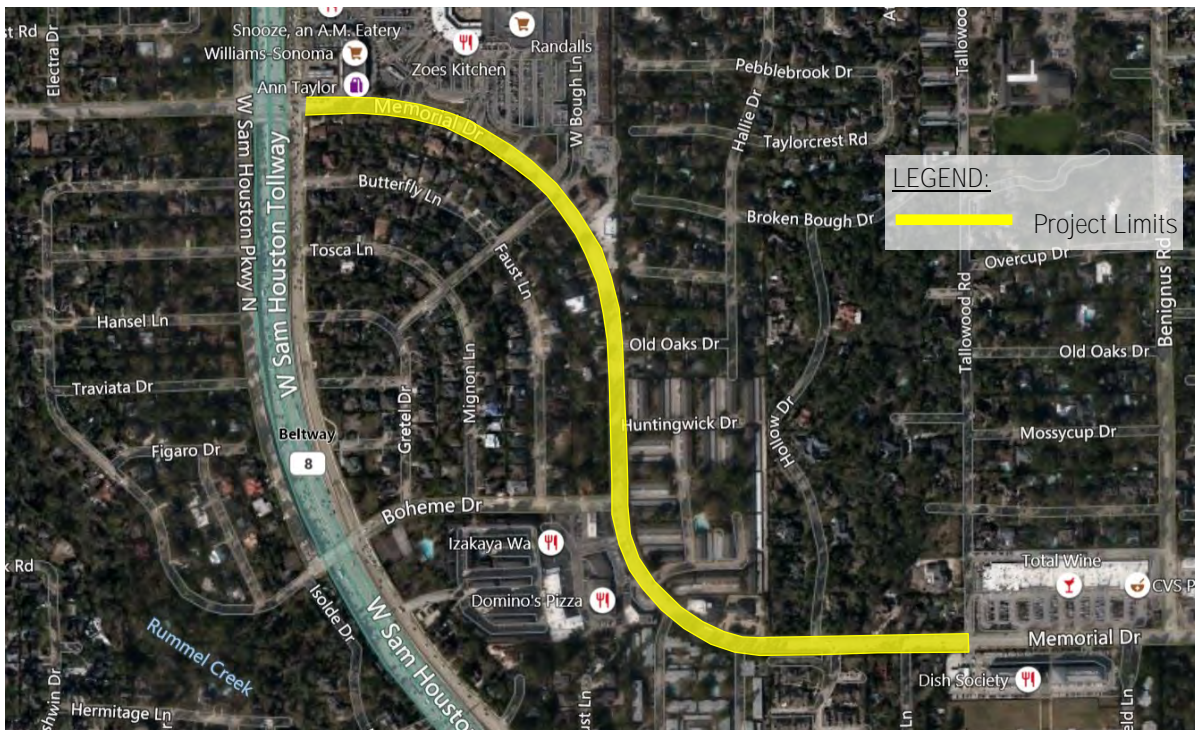
PROGRESS REPORT— DECEMBER 2021

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— DECEMBER 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

- Construction Progress : over 67% Completed
- Large Storm Sewer box installation completed from Tallowood to W. Bough
 - Storm sewer work remaining (W. Bough to W Sam Houston)
- Pavement work in progress
 - Nearly completed from Tallowood to West Bough (eastbound lanes). Working on driveways and sidewalks.

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

PROGRESS PHOTOS



Sidewalk construction



Roadway Excavation in progress



Roadway construction in progress



Traffic Control configuration

PROGRESS REPORT

DECEMBER 2021

MEMORIAL CITY REDEVELOPMENT AUTHORITY/TIRZ 17

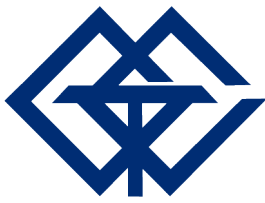


Construction:

- Gessner Road Mobility & Drainage Improvements PS&E (T-1732A & T-1732B):
 - Streetlight issue at Westview – Resolved
 - TxDOT closing out project

Planning/Preliminary Engineering/Design:

- Memorial Drive – PH -II (T-1738B)
 - Developed Typical section
 - Developed draft schematic
 - Drainage analysis in progress
 - **Developed a drainage design that extends the dual 10'x10' boxes on Memorial Drive.**
 - The design interconnects with the existing system that outfalls adjacent to Paul Revere. This maintains the existing drainage patterns and allows for flexibility in the future should full conveyance discharge to Buffalo ever become available.
 - Currently adding restrictors as part of the detailed impact analysis to demonstrate no adverse impact.
- W140 Basin Deepening/Pump:
 - Received City's approved task order
 - In the process of issuing sub-consultant agreements



**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

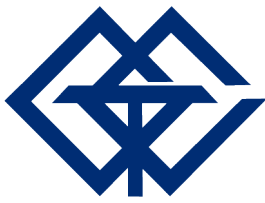
To: Scott Bean
From: Jim Webb, AICP, ENV SP
Date: December 1, 2021
Re: TIRZ 17 Memorial City Redevelopment Authority Continued Funding Pursuit and Coordination (MCT107) – November 2021

Task:	Previous % Complete	Current % Complete
1 – Continued Funding Pursuit and Coordination	83%	85%

Comments:

- Monitored the FY22 appropriations process related to the congressionally directed funding request for the W-140 Basin Deepening. The current continuing resolution for the federal budget expires on December 3, 2021. A FY22 omnibus bill, with inclusion of the directed funding language, is necessary for the MCRA to receive this grant.
- TGC has prepared a summary of the Infrastructure Investment and Jobs Act (IIJA) in the link below.

<https://www.thegoodmancorp.com/news/2021/11/17/infrastructure-investment-and-jobs-act-iija-summary>



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**PROGRESS
REPORT**

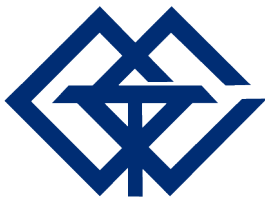
THEGOODMANCORP.COM

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

Task:	Previous % Complete	Current % Complete
1 – Continued Funding Pursuit and Coordination	80%	83%

Comments:

- Coordination between MCRA and City of Bunker Hill Village.
- Revise interlocal agreement and coordinate with MCRA legal counsel and staff.
- Participate in CIP Committee meeting.
- Review Senate appropriations bill re: Basin Deepening funds.
- Participate in Board of Directors meeting.



THE **GOODMAN**
CORPORATION

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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: December 1, 2021
Re: TIRZ 17 Memorial City Redevelopment Authority HGAC TIP Call for Projects Funding Pursuit Assistance (MCT112) – November 2021

Task:	Previous % Complete	Current % Complete
1 – Memorial Drive PH 2 Project Funding Pursuit	0%	2%

Comments:

- Began coordinating project development activities.
- Began development of letter of support list.

SWA Houston

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

PROJECT STATUS REPORT BY SWA

SCOPE: LANDSCAPE ARCHITECTURE FOR MEMORIAL CITY
REDEVELOPMENT AUTHORITY

PROJECTS: TIRZ #17 CIP

DATE: 7 December 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

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