

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



Agenda and Agenda Materials
Meeting of the Board of Directors

March 29, 2022

**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, March 29, 2022, at 8:00 a.m.**, at Hawes Hill & Associates LLP, Spring Branch Conference Room, 9600 Long Point Road, Suite 250, 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/86840011643?pwd=TGZHdzBlbk0yWWNFVmxHcWNUZDZBdz09;> or via teleconference at: (346) 248-7799; Meeting ID: **868 4001 1643**; Password: **348020**; 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 February 28, 2022, regular meeting.
4. Receive financial and bookkeeper's report, including approval of payment of invoices, review of investments, and project cash flow reports; and ratify payment of January invoices.
5. Accept Annual Disclosure Statements from Investment Officer and Bookkeeper.
6. Conduct annual review of Investment Policy; Adopt Resolution Regarding Annual Review of Investment Policy.
7. Adopt Resolution Establishing the Authorized Depository Institutions and Adopting List of Qualified Broker/Dealers With Whom the Authority May Engage in Investment Transactions.
8. Annual Report regarding Post-Issuance Compliance Policy.
9. CIP Committee:
 - a. Project update from Gauge Engineering, LLC.
 - b. Project update and recommendations from The Goodman Corporation.
 - i. Consider letter to U.S. Representative Dan Crenshaw;
 - ii. Consider Task Order for W-140 Detention Basin Improvements Project Grant Compliance and Management; and
 - iii. Consider Task Order for Ongoing Pursuit of Funding
 - c. Project update from SWA.
10. Convene in Executive Session pursuant to Section 551.072, Texas Government Code, to deliberate the purchase, exchange, lease or value of real property; and pursuant to Section 551.087, Texas Government Code, to discuss or deliberate regarding economic development negotiations.
11. Reconvene in Open Session and authorize appropriate actions with regard to the purchase, exchange, lease or value of real property; and with regard to economic development negotiations.
12. 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 February 28, 2022, regular meeting.

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

February 22, 2022

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 at Hawes Hill & Associates LLP, 9600 Long Point Road, Spring Branch District Conference Room, Suite 250, Houston, Texas 77055, open to the public on Tuesday, February 22, 2022, 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 Directors Rickel, Hodges, and Moody, 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 Kristin Blomquist, Masterson Advisors. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; Council Member Mary Nan Huffman and Kathleen Shelton, District G; Council Member Amy Peck, District A; Karen Glynn and Laurie Rosenbaum, both of City of Bunker Hill; Muhammad Ali, Gauge Engineering; Bruce Nichols; Lois Myers; Beverly Chambers; Dean Bixler; and Duke Millard. Chair Givens called the meeting to order at 8:10 a.m.

RECEIVE PUBLIC COMMENTS.

Public comments were received by Lois Myers.

INTRODUCTION OF COUNCIL MEMBER MARY NAN HUFFMAN FOR DISTRICT G.

Newly elected Council Member Huffman introduced herself to the Board.

APPROVE MINUTES OF THE DECEMBER 7, 2021, REGULAR MEETING.

Upon a motion made by Director Freels, and seconded by Director Durham, the Board voted unanimously to approve the Minutes of the December 7, 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; AND RTIFY PAYMENT OF JANUARY INVOICES.

Ms. Hall presented the Bookkeeper's Report and went over invoices, included in the Board materials, including invoices paid in January. Upon a motion made by Director Durham, and seconded by

Director Freels, the Board voted unanimously to accept the Bookkeeper's Report, approved payment of current invoices, and ratified payment of invoices from January, as presented.

RECEIVE INTERIM EXCESS EARNINGS REPORT FROM OMNICAP ON REVENUE REFUNDING BONDS SERIES 2016.

Ms. Holoubek reviewed the Interim Excess Earnings Report for the Tax Increment Contract Revenue Refunding Bonds, Series 2016. She reported no arbitrage rebate liability. No action from the Board was required.

CIP COMMITTEE:

a. Project update and recommendations from Gauge Engineering LLC.

Mr. Ali provided an update on the Memorial Drive Phase I project, a copy of the Status Report is included in the Board materials. He reported the project is approximately 75% complete and currently two lanes are open. He reported TxDOT is closing out the Gessner Rd. project. He reported the drainage analysis currently in progress for Memorial Drive, Phase 2. He reported geotechnical, survey and environmental work is ongoing for the w-140 Basin deepening project. He anticipates receiving the survey this week.

i. Consider Task Order for On-Call Engineering Services.

Mr. Ali reviewed Gauge Engineering Task order for On-Call engineering services billed on an hourly basis in an amount not to exceed \$25,000.00, included in the Board materials.

ii. Consider Task Order for Traffic Study and DCR Services for Memorial Drive from Tallowood to City of Bunker Hill Village City Limits.

Mr. Ali reviewed Gauge Engineering Task Order to conduct a traffic study for the Design Concept Report (DCR) in an amount of \$23,635.70, included in the Board materials.

Upon a motion made by Director Freels, and seconded by Director Durham, the Board voted unanimously to (i) approve Gauge Engineering Task Order for On-Call engineering services on an hourly basis in an amount not to exceed \$25,000.00; and (ii) approve Gauge Engineering Task Order to conduct a traffic study for the DCR Report in the amount of \$23,635.70.

b. Project update from The Goodman Corporation.

The Goodman Corporation Progress Report is included in the Board materials for review.

c. Project update from SWA.

SWA Status Report on projects is included in the Board materials for review.

CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.072, TEXAS GOVERNMENT CODE, TO DELIBERATE THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY; AND PURSUANT TO SECTION 551.087, TEXAS GOVERNMENT CODE, TO DISCUSS OR DELIBERATE REGARDING ECONOMIC DEVELOPMENT NEGOTIATIONS.

The Board convened in Executive Session at 8:27 a.m.

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

The Board reconvened in Open Session at 9:05 a.m. Upon reconvening in Open Session, no action was taken.

ADJOURN.

There being no further business to come before the Board, Chair Givens adjourned the meeting at 9:05 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

February 28, 2022

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 | 14,260,134.30 | 5,985,818.96 | 908,396.40 | 21,154,349.66 |
| Revenue | 71,232.33 | 289.44 | 7.09 | 71,528.86 |
| Expenditures | 84,819.18 | 69,562.00 | 903,011.25 | 1,057,392.43 |
| Ending Balance | 14,246,547.45 | 5,916,546.40 | 5,392.24 | 20,168,486.09 |

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 |

February 28, 2022

General Operating Fund

BEGINNING BALANCE: **14,260,134.30**

REVENUE:

| | |
|--|-----------|
| Checking Interest - Wells Fargo | 6.44 |
| Texpool Interest | 206.70 |
| Wells Fargo/TexSTAR (Surplus Funds) Interest | 79.31 |
| TML Credit Refund | 1,377.88 |
| Transfer from 2019 CPF | 69,562.00 |
| Voided Check(s) | 0.00 |

Total Revenue: **71,232.33**

DISBURSEMENTS:

| | |
|--------------------------------------|-----------|
| Checks Presented At Last Meeting | 84,761.50 |
| Checks Written at/after Last Meeting | 0.00 |
| Bank Fee | 57.68 |

Total Expenditures **84,819.18**

Ending Balance: **14,246,547.45**

Location of Assets:

| Institution | Investment Number | Interest Rate | |
|----------------------|-----------------------|---------------|----------------------|
| Wells Fargo Checking | *5490 | 0.1600 | 35,286.69 |
| TexPool | *0001 | 0.0762 | 4,263,873.94 |
| Wells Fargo/TexSTAR | TexSTAR Surplus Funds | 0.0112 | 9,947,386.82 |
| | | Total | 14,246,547.45 |

Memorial City Redevelopment Authority
Checks Presented
March 29, 2022

| Num | Name | Description | Amount |
|--------------|-------------------------------------|---|-------------------|
| 3292 | Equi-Tax, Inc | Tax Assessor / Collector | -131.10 |
| 3293 | ETI Bookkeeping Services | Bookkeeping Fee | -1,112.65 |
| 3294 | Hawes Hill & Associates | Professional Consultant | -8,500.00 |
| 3295 | The Goodman Corporation Inc | Contract Services | -550.00 |
| 3296 | Reytec Construction Resources, Inc. | Briar Branch Channel- Capital Projects | -8,895.50 |
| 3297 | SWA Group | Memorial Drive Construction- Capital Projects | -2,452.00 |
| 3298 | The Goodman Corporation Inc | Memorial Drive Construction- Capital Projects | -1,725.00 |
| 3299 | Allen Boone Humphries Robinson LLP | Legal Fee | -1,932.87 |
| 3300 | Gauge Engineering, LLC | Engineering Fee- Capital Projects | -22,793.25 |
| 3301 | Gauge Engineering, LLC | Engineering Fee- Capital Projects | -21,260.55 |
| 3302 | Gauge Engineering, LLC | Engineering Fee- Capital Projects | -11,599.35 |
| 3303 | Gauge Engineering, LLC | Engineering Fee | -7,577.40 |
| Total | | | -88,529.67 |

Capital Projects Fund

| | | |
|--------------------------------------|-----------|---------------------|
| BEGINNING BALANCE | | 5,985,818.96 |
| REVENUE | | |
| TexPool Interest | 289.44 | |
| Voided Check(s) | 0.00 | |
| Total Revenue | | 289.44 |
| EXPENDITURES | | |
| Checks Presented at Last Meeting | 0.00 | |
| Checks Written at/after Last Meeting | 0.00 | |
| Transfer to GOF | 69,562.00 | |
| Total Expenditures | | 69,562.00 |
| ENDING BALANCE | | 5,916,546.40 |

Location of Assets:

| Institution | Investment Number | Interest Rate | Current Balance |
|-------------|-------------------|---------------|---------------------|
| TexPool | *0005 | 0.0762 | 5,916,546.40 |
| | | Total | 5,916,546.40 |

**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 | 5,053,984 |
| 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 | 11,114,878 |
| 1738B | Memorial Dr Drain & Mobility 2 | 211,924 |
| 1741 | W140 Detention Expansion | 207,770 |

Total Less Construction Costs Paid To Date **26,583,172**

| | |
|---------------------------|------------------|
| Total | 5,784,601 |
| Interest Earned | 79,610 |
| Total Bank Balance | 5,864,211 |

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 |
| 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 |

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

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|-----------|------|-------------------------------------|-----------------------|---------------------------------------|-----------|---------------|---------------|
| | | | 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 | | | | | |
| 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 |

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

| | | | | | | | |
|------------|------|-------------------------------------|----------------------|---------------------------------------|-----------|------------|---------------|
| | | | 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 |
| | | | | 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 |

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|------------|------|-------------------------------------|------------------------|--------------------------------------|------------|------------|---------------|
| 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 |
| | | | 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 | | |

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|-----------|------|-------------------------------------|-----------------------|---------------------------------------|--------------|--------------|---------------|
| 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 | Raytec 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 | | |
| 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 | | |

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|------------|------|-------------------------------------|-----------------|---|-----------|-----------|--------------|
| 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 |
| | 3270 | Reytec Construction Resources, Inc. | Inv# 1971 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 6,052,610.08 |
| 12/7/2021 | 3268 | SWA Group | Inv# 187485 | 1738A Memorial Dr Drain & Mobility 1 | 1,225.00 | 1,225.00 | 6,051,385.08 |
| 12/7/2021 | 3269 | The Goodman Corporation Inc. | Inv# 11-2021-3 | 1738B Memorial Dr Drain & Mobility 2 | 690.00 | 690.00 | 6,050,695.08 |
| | | TexPool | | Interest Earned | | 192.54 | 6,050,887.62 |
| 1/25/2022 | 3277 | Gauge Engineering, LLC | Inv# 1730 | 1738A Memorial Dr Drain & Mobility 1 | 10,115.00 | 10,115.00 | 6,040,772.62 |
| 1/25/2022 | 3276 | Gauge Engineering, LLC | Inv# 1731 | 1738B Memorial Dr Drain & Mobility 2 | 27,057.60 | 27,057.60 | 6,013,715.02 |
| 1/25/2022 | 3278 | Reytec Construction Resources, Inc. | Inv# 12007 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 6,004,819.52 |
| 1/25/2022 | 3279 | SWA Group | Inv# 187971 | 1738A Memorial Dr Drain & Mobility 1 | 2,457.64 | 2,457.64 | 6,002,361.88 |
| 1/25/2022 | 3280 | The Goodman Corporation Inc. | Inv# 12-2021-23 | 1738B Memorial Dr Drain & Mobility 2 | 345.00 | 345.00 | 6,002,016.88 |
| | | TexPool | | Interest Earned | | 192.08 | 6,002,208.96 |
| 2/22/2022 | 3286 | Gauge Engineering, LLC | Inv# 1770 | 1155 W140 Expansion | 10,522.75 | 10,522.75 | 5,991,686.21 |
| 2/22/2022 | 3287 | Gauge Engineering, LLC | Inv# 1769 | 1125 Memorial Drive Phase II | 23,629.65 | 23,629.65 | 5,968,056.56 |
| 2/22/2022 | 3288 | Gauge Engineering, LLC | Inv# 1768 | 1070 Memorial Drive Construction Phase II | 16,928.60 | 16,928.60 | 5,951,127.96 |
| 2/22/2022 | 3289 | Reytec Construction Resources, Inc. | Inv# 2093 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 5,942,232.46 |
| 2/22/2022 | 2890 | Reytec Construction Resources, Inc. | Inv# 2092 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 5,933,336.96 |
| 2/22/2022 | 3291 | The Goodman Corporation Inc. | Inv# 1-2022-23 | Memorial Dr Phase II | 690.00 | 690.00 | 5,932,646.96 |
| | | TexPool | | Interest Earned | | 284.44 | 5,932,931.40 |
| 3/29/2022 | 3296 | Reytec Construction Resources, Inc. | Inv# 2122 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 5,924,035.90 |
| 3/29/2022 | 3297 | SWA Group | Inv# 188862 | Memorial Dr Contrsuction | 2,452.00 | 2,452.00 | 5,921,583.90 |
| 3/29/2022 | 3298 | The Goodman Corporation Inc. | Inv# 2-2022-7 | Memorial Dr Phase II | 1,725.00 | 1,725.00 | 5,919,858.90 |
| 3/29/2022 | 3300 | Gauge Engineering, LLC | Inv# 1810 | 1155 W140 Expansion | 22,793.25 | 22,793.25 | 5,897,065.65 |
| 3/29/2022 | 3301 | Gauge Engineering, LLC | Inv# 1809 | 1125 Memorial Drive Phase II | 21,260.55 | 21,260.55 | 5,875,805.10 |
| 3/29/2022 | 3302 | Gauge Engineering, LLC | Inv# 1808 | 1070 Memorial Drive Construction Phase | 11,599.35 | 11,599.35 | 5,864,205.75 |

Debt Service Fund

| | | |
|---|------------|-----------------------|
| BEGINNING BALANCE | | 908,396.40 |
| REVENUE | | |
| TexPool DSF Interest | 0.14 | |
| Wells Fargo/TexSTAR (2008 PR) Interest | 0.00 | |
| Wells Fargo/TexSTAR (2008 DSF) Interest | 6.95 | |
| Total Revenue | | 7.09 |
| EXPENDITURES | | |
| Debt Service Interest Payment | 903,011.25 | |
| Debt Service Principal Payment | 0.00 | |
| Trustee Fee | 0.00 | |
| Total Expenditures | | 903,011.25 |
| ENDING BALANCE | | 5,392.24 |

Location of Assets:

| Institution | Investment Number | Interest Rate | Current Balance |
|-------------------|--------------------------|---------------|-----------------|
| Wells Fargo *4601 | TexSTAR 2008 DSF | 0.0112 | 120.02 |
| Wells Fargo *4600 | TexSTAR 2008 Pledged Rev | 0.0112 | 2,000.18 |
| TexPool | *0004 | 0.0762 | 3,272.04 |
| | | Total | 5,392.24 |

Memorial City Redevelopment Authority
Investment Report
February 28, 2022

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 | 0.0762 | 4,263,112.96 | 0.99987 | 4,263,667.24 | 206.70 | 0.00 | 4,263,234.36 | 0.99985 | 4,263,873.94 |
| DSF | TexPool | 0.0762 | 3,271.47 | 0.99987 | 3,271.90 | 0.14 | (0.00) | 3,271.55 | 0.99985 | 3,272.04 |
| GOF | Wells Fargo/ TexStar | 0.0112 | 9,946,541.57 | 0.999923 | 9,947,307.51 | 79.31 | 0.00 | 9,946,610.92 | 0.999922 | 9,947,386.82 |
| DSF | Wells Fargo/ TexStar DSF | 0.0112 | 903,054.78 | 0.999923 | 903,124.32 | 6.95 | (903,011.25) | 120.01 | 0.999922 | 120.02 |
| DSF | Wells Fargo/ TexStar PI Rev | 0.0112 | 2,000.03 | 0.999923 | 2,000.18 | 0.00 | 0.00 | 2,000.02 | 0.999922 | 2,000.18 |
| CPF | TexPool CPF | 0.0762 | 5,985,040.80 | 0.99987 | 5,985,818.96 | 289.44 | (69,562.00) | 5,915,658.92 | 0.99985 | 5,916,546.40 |

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 | 49,159.55 | 6.44 | (13,879.30) | 35,286.69 |

Collateral Pledged In Addition to FDIC

| Depository Institution | Total Funds On Deposit | Custodial Institution | Securities Pledged | Collateral Description | Par Value | Market Value |
|------------------------|------------------------|-----------------------|--------------------|------------------------|-----------|--------------|
| Wells Fargo | 35,286.69 | 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**

February 2022

| | February | | | Year to Date (8 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 | 589 | 33,333 | -32,744 | 3,567 | 266,668 | -263,101 | 400,000 |
| 8930 · Bond Proceeds | 0 | 0 | 0 | 0 | 39,702,452 | -39,702,452 | 39,702,452 |
| Total 1000 · Income | 589 | 33,333 | -32,744 | 18,151,830 | 57,637,770 | -39,485,940 | 57,771,102 |
| 6-4350 · Grants | 0 | 0 | 0 | 0 | 1,724,123 | -1,724,123 | 1,724,123 |
| Total Income | 589 | 33,333 | -32,744 | 18,151,830 | 59,361,893 | -41,210,063 | 59,495,225 |
| Expense | | | | | | | |
| 3335 · Management Consulting Services | | | | | | | |
| 6320 · Legal | 1,933 | 4,167 | -2,234 | 10,262 | 33,332 | -23,070 | 50,000 |
| 6322 · Eng Consultant/General Prof.Svc | 8,127 | 5,000 | 3,127 | 23,727 | 40,000 | -16,273 | 60,000 |
| 6337 · Construction Audit | 0 | 0 | 0 | 0 | 5,000 | -5,000 | 5,000 |
| 6343 · Other | 0 | 0 | 0 | 30 | 0 | 30 | |
| Total 3335 · Management Consulting Services | 10,060 | 9,167 | 893 | 34,019 | 78,332 | -44,313 | 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 | 903,011 | 1,377,273 | -474,262 | 1,931,022 | 2,754,546 | -823,524 | 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 | 6,600 | 0 | 6,600 | |
| Total 5706 · Debt Service | 903,011 | 1,377,273 | -474,262 | 7,297,622 | 9,629,973 | -2,332,351 | 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 | 1,192 | 1,250 | -58 | 9,957 | 10,000 | -43 | 15,000 |
| 6340 · Administration Salaries/Benefit | 8,500 | 9,010 | -510 | 68,000 | 72,080 | -4,080 | 108,120 |
| 6344 · Bond Svcs/Trustee/FA | 0 | 625 | -625 | 34,974 | 5,000 | 29,974 | 7,500 |
| 6353 · Insurance | -1,378 | 0 | -1,378 | 1,378 | 1,000 | 378 | 1,000 |
| 6359 · Bank Fees | 58 | 0 | 58 | 531 | 0 | 531 | |
| Total 6300 · Administration & Overhead | 8,372 | 10,885 | -2,513 | 137,840 | 109,580 | 28,260 | 153,120 |
| 7000 · Capital Expenditure | | | | | | | |
| 1725 · Parks & Green Space Improv. | 0 | 10,417 | -10,417 | 0 | 83,332 | -83,332 | 125,000 |
| 1732A · N Gessner Drainage & Mobility | 0 | 3,833 | -3,833 | 1,025 | 30,668 | -29,643 | 46,000 |
| 1734 · W140 Channel Improvements | 8,896 | 26,539 | -17,643 | 180,010 | 212,308 | -32,298 | 318,464 |
| 1735A · Detention Basin A | 0 | 298,333 | -298,333 | 138 | 2,386,668 | -2,386,530 | 3,580,000 |
| 1738A · Memorial Dr Drain & Mobility 1 | 14,051 | 31,544 | -17,493 | 124,588 | 252,353 | -127,765 | 378,529 |
| 1738B · Memorial Dr Drain & Mobility 2 | 22,986 | 20,833 | 2,153 | 210,735 | 166,668 | 44,067 | 250,000 |
| 1741 · W140 Detention Expansion | 22,793 | 18,866 | 3,927 | 33,316 | 150,930 | -117,614 | 226,394 |
| 1799 · Concrete Panel Replace Program | 0 | 5,000 | -5,000 | 0 | 40,000 | -40,000 | 60,000 |
| Total 7000 · Capital Expenditure | 68,726 | 415,365 | -346,639 | 549,812 | 3,322,927 | -2,773,115 | 4,984,387 |
| Total Expense | 990,169 | 1,812,690 | -822,521 | 14,953,625 | 33,290,815 | -18,337,190 | 37,289,102 |
| Net Income | -989,580 | -1,779,357 | 789,777 | 3,198,205 | 26,071,078 | -22,872,873 | 22,206,123 |

3292

Equi-Tax Inc.

Invoice

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

| DATE | INVOICE # |
|----------|-----------|
| 3/1/2022 | 58311 |

| |
|---|
| 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 437 items on the tax roll as of January 2022, at \$0.30 per item | 131.10 |
| <p>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</p> | |

| | |
|--------------|-----------------|
| Total | \$131.10 |
|--------------|-----------------|



Code No. 6333
3-17-2022

3293

ETI Bookkeeping Services
PO BOX 73109
Houston, TX 77273

Invoice

| | |
|----------|-----------|
| Date | Invoice # |
| 3/1/2022 | 9370 |

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

| Description | Qty | Rate | Amount |
|-------------|-----|----------|----------|
| Bookkeeping | | 1,060.90 | 1,060.90 |
| Couriers | | 51.75 | 51.75 |

| | | |
|--|-------------------------|------------|
| | Total | \$1,112.65 |
| | Payments/Credits | \$0.00 |
| | Balance Due | \$1,112.65 |



Code No. 6333
3/17/2022

3294



PO BOX 22167
Houston, TX 77227-2167

INVOICE

BILL TO
Memorial City Redevelopment Authority/TIRZ #17
PO Box 22167
Houston, TX 77227
United States

INVOICE 1143
DATE 02/24/2022

| DESCRIPTION | AMOUNT |
|--|-------------------|
| Professional Consulting and Administration Fee: March 2022 | 8,500.00 |
| BALANCE DUE | \$8,500.00 |



Code No. 6340
3-17-2022

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

Invoice

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

| | |
|-----------|-----------|
| Date | Invoice # |
| 2/28/2022 | 2-2022-8 |

| | |
|-------|---------|
| Terms | Project |
| | MCT107 |

| Item | Description | Rate | Prior % | Current % | Amount |
|-------------------|---|-----------|---------|-----------|--------|
| Contract Services | Task 1 - Continued Funding Pursuit and Interagency Coordination | 55,000.00 | 85% | 1.00% | 550.00 |

| | |
|--------------------|----------|
| Total | \$550.00 |
| Balance Due | \$550.00 |

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



Code No. 6322
 3-17-2022

3296



INVOICE

Construction Resources, Inc.

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

INVOICE
2122

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 | 3/1/2022 | 1 |

March Maintenance & Watering

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

TOTAL AMOUNT 8,895.50



Code No. 1734
3-17-2022

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: February 14, 2022
Invoice No: 188862
For Period: January
Project No: RHTT002
Project Manager: James Vick

Project Memorial Drive Construction

WORK PERFORMED:
Construction Phase Services.

Professional Services from January 1, 2022 to January 31, 2022

Professional Personnel

| | Hours | Rate | Amount |
|---------------------------|-------|--------|----------|
| Principal Vick, James | 9.00 | 245.00 | 2,205.00 |
| Associate Lock, Joshua | 2.00 | 123.50 | 247.00 |

Total Fee Due This Invoice 2,452.00

Total Due this Invoice: \$2,452.00

| | |
|--------------------|--------------|
| Authorized Fee: | \$ 93,450.00 |
| Previously Billed: | \$ 35,304.42 |
| Billed to Date | \$ 37,756.42 |
| Remainder Fee: | \$ 20,389.16 |

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
3-17-2022

3299

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 # |
| 2/28/2022 | 2-2022-7 |

| | |
|-------|---------|
| Terms | Project |
| | MCT112 |

| Item | Description | Rate | Prior % | Current % | Amount |
|-------------------|--|-----------|---------|-----------|----------|
| Contract Services | Task 1 – Memorial Drive Phase 2 Project Funding Pursuit (MCT) | 34,500.00 | 5% | 5.00% | 1,725.00 |

| | |
|--------------------|------------|
| Total | \$1,725.00 |
| Balance Due | \$1,725.00 |

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



Code No. 1738B
3-17-2022

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

March 22, 2022

MEMORIAL CITY REDEVELOPMENT AUTHORITY

General

Client/Matter: MEM001-01
Statement Number: 126924
Billing Attorney: Jessica Biddle Holoubek

REMITTANCE PAGE

| | |
|--|--------------------------|
| Fees for services posted through March 11, 2022 | 1,920.00 |
| Expenses and Other Items posted through March 11, 2022 | 12.87 |
| Total Amount Due: | <u>\$1,932.87</u> |

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
3/23/2022

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Taxpayer ID 74-3091731

March 22, 2022

MEMORIAL CITY REDEVELOPMENT AUTHORITY

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

Client/Matter: MEM001-01
Statement Number: 126924
Billing Attorney: Jessica Biddle
Holoubek

General

Professional Fees

Fees for services posted through March 11, 2022, as follows:

| <u>Date</u> | <u>Professional</u> | | <u>Hours</u> |
|----------------|-------------------------|--|--------------------------------------|
| General | | | |
| 02/15/22 | Carnell W. Emanuel | Review and organize Authority correspondence; review and update meeting calendar; review draft agenda and follow up with Authority Attorney regarding same; review invoices and update invoice chart | 0.75 |
| 02/15/22 | Jessica Biddle Holoubek | Review draft Board of Directors meeting agenda; participate in CIP committee meeting regarding annexation plans | 1.25 |
| 03/09/22 | Jessica Biddle Holoubek | Review correspondence from MetroNational regarding annual payment and follow up regarding the same | 0.25 |
| | | | <i>Total Task Hours:</i> 2.25 |
| | | | <i>Total Task Amount:</i> \$1,035.00 |

Public Information Requests

| | | | |
|----------|-------------------------|--|------|
| 02/22/22 | Carnell W. Emanuel | Follow up with Records Department regarding pending records request | 0.25 |
| 02/25/22 | Farrah D. Montez | Research and follow-up regarding response to Public Information Act Request from Houston Chronicle | 0.75 |
| 02/25/22 | Heather Trachtenberg | Review correspondence regarding Texas Public Information Act request | 0.25 |
| 02/25/22 | Jessica Biddle Holoubek | Work on Texas Public Information Act response to Mike Morris; work on Texas Public Information Act response to R Gingell | 0.50 |
| 02/28/22 | Jessica Biddle Holoubek | Telephone conference with Scott Bean and Linda Clayton regarding Texas Public Information Act request | 0.25 |
| 03/08/22 | Jessica Biddle Holoubek | Review Texas Public Information Act response | 0.25 |

Total Task Hours: 2.25
Total Task Amount: \$885.00
Total Fees: \$1,920.00

Expenses and Other Items

Expenses and Other Items posted through March 11, 2022, as follows:

02/22/22 JBH Mileage expense 12.87
Total Expenses and Other Items: 12.87

TASK FEE BREAKDOWN

| | <u>Hours</u> | <u>Amount</u> |
|-----------------------------|--------------|---------------|
| General | 2.25 | 1,035.00 |
| Public Information Requests | 2.25 | 885.00 |

Total Fees: \$ 1,920.00
Total Expenses and Other Items: \$ 12.87
Total Amount Due: \$ 1,932.87



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 1811
 Date 03/22/2022

Project 1157 TIRZ 17 - On-call Engineering

Professional Services Provided Through March 18, 2022

Invoice Summary

| Description | Contract Amount | Prior Billed | Total Billed | Remaining | Current Billed |
|---------------------------------|-----------------|--------------|--------------|-----------|----------------|
| 1157 ON-CALL ENGINEERING | 25,000.00 | 0.00 | 7,577.40 | 17,422.60 | 7,577.40 |
| Total | 25,000.00 | 0.00 | 7,577.40 | 17,422.60 | 7,577.40 |

Professional Fees

| | Hours | Rate | Billed Amount |
|-----------------------------------|-------|--------|---------------|
| Principal | | | |
| Derek A. St. John | 3.50 | 225.00 | 787.50 |
| Muhammad M. Ali | 12.00 | 225.00 | 2,700.00 |
| Graduate Engineer | | | |
| Taylor B. Risien | 33.00 | 120.00 | 3,960.00 |
| Professional Fees subtotal | 48.50 | | 7,447.50 |

Reimbursables

| | Date | Units | Rate | Billed Amount |
|-------------------------------|------------|-------|------|----------------------|
| B&E Reprographics, Inc. | | | | |
| | 01/20/2022 | | | 51.96 |
| | 02/21/2022 | | | 77.94 |
| | Subtotal | | | 129.90 |
| Reimbursables subtotal | | | | 129.90 |
| | | | | Invoice total |
| | | | | 7,577.40 |

Aging Summary

| Invoice Number | Invoice Date | Outstanding | Current | Over 30 | Over 60 | Over 90 | Over 120 |
|----------------|--------------|-------------|----------|---------|---------|---------|----------|
| 1811 | 03/22/2022 | 7,577.40 | 7,577.40 | | | | |
| | Total | 7,577.40 | 7,577.40 | 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



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 1810
 Date 03/22/2022

Project 1155 W140 EXPANSION - DESIGN

Professional Services Provided Through March 18, 2022

| Description | Contract Amount | Percent Complete | Prior Billed | Total Billed | Remaining | Current Billed |
|--------------------------------|-------------------|------------------|------------------|------------------|-------------------|------------------|
| General/Rdwy/TCP/Signing Plans | 113,985.00 | 1.00 | 0.00 | 1,139.85 | 112,845.15 | 1,139.85 |
| Drainage Plans | 91,395.00 | 1.00 | 0.00 | 913.95 | 90,481.05 | 913.95 |
| PM/Coordination/Misc/QA/QC | 39,780.00 | 5.00 | 397.80 | 1,989.00 | 37,791.00 | 1,591.20 |
| QA/QC | 13,455.00 | 0.00 | 0.00 | 0.00 | 13,455.00 | 0.00 |
| Bid Phase | 8,600.00 | 0.00 | 0.00 | 0.00 | 8,600.00 | 0.00 |
| Topo Survey-Kuo | 27,731.00 | 69.05 | 0.00 | 19,148.25 | 8,582.75 | 19,148.25 |
| Environmental-Geotest | 5,491.20 | 0.00 | 0.00 | 0.00 | 5,491.20 | 0.00 |
| Geotechnical-Geotest | 20,249.90 | 50.00 | 10,124.95 | 10,124.95 | 10,124.95 | 0.00 |
| Pump Station Design - LJA | 198,457.60 | 0.00 | 0.00 | 0.00 | 198,457.60 | 0.00 |
| Structural-SSH | 16,500.00 | 0.00 | 0.00 | 0.00 | 16,500.00 | 0.00 |
| Urban Forestry-CN Khoel | 3,850.00 | 0.00 | 0.00 | 0.00 | 3,850.00 | 0.00 |
| Expenses/HBJ/Civcast/Misc | 17,150.00 | 0.00 | 0.00 | 0.00 | 17,150.00 | 0.00 |
| Total | 556,644.70 | 5.99 | 10,522.75 | 33,316.00 | 523,328.70 | 22,793.25 |

Invoice total **22,793.25**

Aging Summary

| Invoice Number | Invoice Date | Outstanding | Current | Over 30 | Over 60 | Over 90 | Over 120 |
|----------------|--------------|------------------|------------------|-------------|-------------|-------------|-------------|
| 1810 | 03/22/2022 | 22,793.25 | 22,793.25 | | | | |
| | Total | 22,793.25 | 22,793.25 | 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. 1741
 3/23/2022

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 1809
 Date 03/22/2022

Project 1125 MEMORIAL DRIVE PH-II

Professional Services Provided Through March 18, 2022

| Description | Contract Amount | Percent Complete | Prior Billed | Total Billed | Remaining | Current Billed |
|---------------------------------|-------------------|------------------|-------------------|-------------------|------------------|------------------|
| PM/Coordination/QA/QC | 59,080.00 | 85.00 | 47,264.00 | 50,218.00 | 8,862.00 | 2,954.00 |
| Roadway/Public Utilities Design | 45,020.00 | 85.00 | 35,678.35 | 38,267.00 | 6,753.00 | 2,588.65 |
| Drainage Analysis/Design | 95,260.00 | 100.00 | 79,542.10 | 95,260.00 | 0.00 | 15,717.90 |
| Traffic Engineering Study | 23,635.70 | 0.00 | 0.00 | 0.00 | 23,635.70 | 0.00 |
| Miscellaneous/Expenses | 9,750.00 | 80.00 | 7,800.00 | 7,800.00 | 1,950.00 | 0.00 |
| Total | 232,745.70 | 82.30 | 170,284.45 | 191,545.00 | 41,200.70 | 21,260.55 |

Invoice total **21,260.55**

Aging Summary

| Invoice Number | Invoice Date | Outstanding | Current | Over 30 | Over 60 | Over 90 | Over 120 |
|----------------|--------------|------------------|------------------|-------------|-------------|-------------|-------------|
| 1809 | 03/22/2022 | 21,260.55 | 21,260.55 | | | | |
| | Total | 21,260.55 | 21,260.55 | 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
 3/23/2022

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 1808
 Date 03/22/2022

Project 1070 MEMORIAL DRIVE -
 CONSTRUCTION PHASE SERVICES

Professional Services Provided Through March 18, 2022

| Description | Contract Amount | Percent Complete | Prior Billed | Total Billed | Remaining | Current Billed |
|------------------------------------|-----------------|------------------|--------------|--------------|-----------|----------------|
| Construction Phase Services | 231,870.00 | 86.00 | 187,804.70 | 199,398.20 | 32,471.80 | 11,593.50 |
| Expenses | 2,000.00 | 50.79 | 1,010.00 | 1,015.85 | 984.15 | 5.85 |
| Traffic Signal CPS | 15,279.00 | 60.00 | 9,167.40 | 9,167.40 | 6,111.60 | 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 | 83.22 | 204,054.60 | 215,653.95 | 43,495.05 | 11,599.35 |

Invoice total 11,599.35

Aging Summary

| Invoice Number | Invoice Date | Outstanding | Current | Over 30 | Over 60 | Over 90 | Over 120 |
|----------------|--------------|-------------|-----------|---------|---------|---------|----------|
| 1808 | 03/22/2022 | 11,599.35 | 11,599.35 | | | | |
| | Total | 11,599.35 | 11,599.35 | 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
 3/23/2022

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. Accept Annual Disclosure Statements from Investment Officer and Bookkeeper.

MEMORANDUM

Date: March 29, 2022
To: Board of Directors
Memorial City Redevelopment Authority (the "Authority")
Copy: Board of Directors
Attorney for the Authority
Bookkeeper for the Authority
Texas Ethics Commission
From: Kenneth Byrd, Investment Officer and Bookkeeper
Subject: DISCLOSURE UNDER THE PUBLIC FUNDS INVESTMENT ACT

As investment officer/bookkeeper for the Authority, I submit this disclosure of my relationships with entities or individuals who are offering, have offered, or may offer to engage in an investment transaction with the Authority as of the date of this memorandum, in compliance with the Public Funds Investment Act and with the Authority's Investment Policy.

1. I have the following "personal business relationships" with individuals or entities who are offering to engage, have offered to engage or may offer to engage in an investment transaction with the District:

(a) I own (i) ten per cent (10%) or more of the voting stock or shares or (b) \$5,000 or more of the fair market value of the following business organizations:

N/A

(b) I have received from the following business organizations funds that exceed ten percent (10%) of my gross income for the previous year:

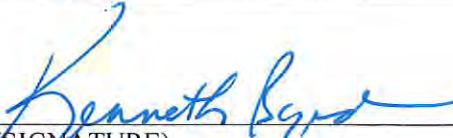
N/A

(c) During the previous year, I acquired for my personal account investments with a book value of \$2,500 or more from the following business organizations:

N/A

2. I am related within the second degree of affinity (marriage) or consanguinity (blood) as determined by Chapter 573, Government Code, to the following individuals who are seeking, have sought or may seek to sell an investment to the District:

N/A


(SIGNATURE)

MEMORANDUM

Date: March 29, 2022
To: Board of Directors
Memorial City Redevelopment Authority (the "Authority")
Copy: Board of Directors
Attorney for the Authority
Bookkeeper for the Authority
Texas Ethics Commission
From: Jennifer Landreville, Bookkeeper
Subject: DISCLOSURE UNDER THE PUBLIC FUNDS INVESTMENT ACT

As investment officer/bookkeeper for the Authority, I submit this disclosure of my relationships with entities or individuals who are offering, have offered, or may offer to engage in an investment transaction with the Authority as of the date of this memorandum, in compliance with the Public Funds Investment Act and with the Authority's Investment Policy.

1. I have the following "personal business relationships" with individuals or entities who are offering to engage, have offered to engage or may offer to engage in an investment transaction with the District:

(a) I own (i) ten per cent (10%) or more of the voting stock or shares or (b) \$5,000 or more of the fair market value of the following business organizations:

N/A

(b) I have received from the following business organizations funds that exceed ten percent (10%) of my gross income for the previous year:

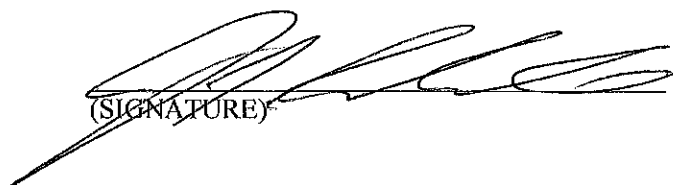
N/A

(c) During the previous year, I acquired for my personal account investments with a book value of \$2,500 or more from the following business organizations:

N/A

2. I am related within the second degree of affinity (marriage) or consanguinity (blood) as determined by Chapter 573, Government Code, to the following individuals who are seeking, have sought or may seek to sell an investment to the District:

N/A


(SIGNATURE)

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. Conduct annual review of Investment Policy; Adopt Resolution Regarding Annual Review of Investment Policy.

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, the undersigned officer of the Board of Directors of Memorial City Redevelopment Authority, City of Houston, Texas (the "Zone") do hereby certify as follows:

1. The Board of Directors of the Zone convened in regular session, open to the public, on March 29, 2022, and the roll was called of the duly constituted officers and members of said Board, to-wit:

| | |
|-------------------|-----------------|
| Ann T. Givens | Chairman |
| Brad Freels | Director |
| John Rickel | Vice-Chairman |
| Zachary R. Hodges | Asst. Secretary |
| David P. Durham | Secretary |
| Dan Moody, III | Director |
| Andy Iversen | Director |

and all of said persons were present, except Directors _____ thus constituting a quorum. Whereupon, among other business, the following was transacted at said meeting: a written

RESOLUTION REGARDING ANNUAL REVIEW OF INVESTMENT POLICY

was introduced for the consideration of the Board. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, the motion, carrying with it the adoption of the Resolution, prevailed and carried unanimously.

2. That a true, full and correct copy of the aforesaid Resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; that the Resolution has been duly recorded in the Board's minutes of the meeting; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the Board as indicated therein; that each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting, and that the Resolution would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose; that the meeting was open to the public as required by law; and that public notice of the time, place and subject of the meeting was given as required by Vernon's Texas Codes Annotated, Chapter 551, Government Code.

SIGNED this March 29, 2022.

Director, Board of Directors

RESOLUTION REGARDING ANNUAL REVIEW OF INVESTMENT POLICY

WHEREAS, Memorial City Redevelopment Authority aka TIRZ 17 Redevelopment Authority (the "Authority") has been legally created and has such authority as granted by state law and as delegated to the Authority by the City of Houston, Texas (the "City"); and

WHEREAS, the Board of Directors has convened on this date at a meeting open to the public and wishes to conduct its annual review of the Investment Policy for the Authority, pursuant to Chapter 2256, Texas Government Code as amended from time to time; Now, Therefore,

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF MEMORIAL CITY REDEVELOPMENT AUTHORITY THAT:

Section 1: The Board of Directors of the Authority has conducted an annual review of the Authority's Investment Policy and confirms that the current Investment Policy dated December 5, 2017, shall remain in effect until modified by action of the Board of Directors.

PASSED AND APPROVED on March 29, 2022.

Chair, Board of Directors

ATTEST:

Director, 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

7. Adopt Resolution Establishing the Authorized Depository Institutions and Adopting List of Qualified Broker/Dealers With Whom the Authority May Engage in Investment Transactions.

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, the undersigned officer of the Board of Directors of Memorial City Redevelopment Authority, City of Houston, Texas (the "Zone") do hereby certify as follows:

1. The Board of Directors of the Zone convened in regular session, open to the public, on the 29th day of March, 2022, and the roll was called of the duly constituted officers and members of said Board, to-wit:

| | |
|-------------------|-----------------|
| Ann T. Givens | Chairman |
| Brad Freels | Director |
| John Rickel | Vice-Chairman |
| Zachary R. Hodges | Asst. Secretary |
| David P. Durham | Secretary |
| Dan Moody, III | Director |
| Andy Iversen | Director |

and all of said persons were present, except Directors _____ thus constituting a quorum. Whereupon, among other business, the following was transacted at said meeting: a written

RESOLUTION ESTABLISHING THE AUTHORIZED DEPOSITORY INSTITUTIONS
AND ADOPTING LIST OF QUALIFIED BROKER/DEALERS WITH WHOM THE
AUTHORITY MAY ENGAGE IN INVESTMENT TRANSACTIONS

was introduced for the consideration of the Board. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, the motion, carrying with it the adoption of the Resolution, prevailed and carried unanimously.

2. That a true, full and correct copy of the aforesaid Resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; that the Resolution has been duly recorded in the Board's minutes of the meeting; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the Board as indicated therein; that each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting, and that the Resolution would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose; that the meeting was open to the public as required by law; and that public notice of the time, place and subject of the meeting was given as required by Vernon's Texas Codes Annotated, Chapter 551, Government Code.

SIGNED this 29th day of March, 2022.

Director, Board of Directors

RESOLUTION ESTABLISHING THE AUTHORIZED DEPOSITORY INSTITUTIONS
AND ADOPTING LIST OF QUALIFIED BROKER/DEALERS WITH WHOM THE
AUTHORITY MAY ENGAGE IN INVESTMENT TRANSACTIONS

WHEREAS, Memorial City Redevelopment Authority aka TIRZ 17 Redevelopment Authority (the "Authority") has been legally created and has such authority as granted by state law and as delegated to the Authority by the City of Houston, Texas (the "City"); and

WHEREAS, the Board of Directors of the Authority desires to designate one or more banks or savings associations within the state to serve as depository for the funds of the Authority; and

WHEREAS, a depository of the Authority means any depository institution with which the Authority maintains demand or time deposits, including certificates of deposit; and

WHEREAS, the Public Funds Investment Act, Chapter 2256, Government Code, as amended from time to time, requires the Board of Directors of the Authority to, at least annually, review, revise, and adopt a list of qualified broker/dealers with whom the Authority may engage in investment transactions; and

WHEREAS, the Authority's Investment Policy provides that the list of qualified broker/dealers shall be adopted by written resolution of the Board of Directors; and

WHEREAS, the Board of Directors has convened on this date at a meeting open to the public and wishes to (i) establish the authorized depository institutions of the Authority, and (ii) adopt the list of qualified broker/dealers with whom the Authority may engage in investment transactions; Now, Therefore,

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF MEMORIAL CITY REDEVELOPMENT AUTHORITY THAT:

Section 1: The authorized depository institutions for the Authority are included in the attached **Exhibit A**, including the successor entities of any depository institutions listed therein, and are thereby established as the Authority's depositories.

Section 2: The funds of the Authority may be disbursed from such authorized depository institutions.

Section 3: The attached **Exhibit A** contains a list of the qualified broker/ dealers with whom the Authority may engage in investment transactions, which list shall be deemed to include the successor entities of any broker/ dealers therein.

PASSED AND APPROVED on Marc 29, 2022.

Chair, Board of Directors

ATTEST:

Director, Board of Directors

2022

LIST OF AUTHORIZED BROKERS

| | |
|--------------------------------|---|
| ABC Bank | Moody National Bank |
| Allegiance Bank | New First National Bank |
| Amegy Bank of Texas, N.A. | North Star Bank of Texas |
| Austin Capital Bank | Omni Bank N.A. |
| BB & T | PNC Bank/The PNC Financial Services Group, Inc. |
| BancorpSouth | Pioneer Bank |
| Bank of America N.A. | Plains Capital Bank |
| Bank of New York- Mellon | Plains State Bank |
| Bank of Texas N.A. | Prosperity Bank |
| Bank Ozk | R Bank |
| Cadence Bank | Regions Bank |
| Capital Bank of Texas | SouthStar Bank |
| Capital Markets Group | Southwest Securities |
| Capital One | Spirit of Texas Bank |
| Central Bank | State Bank of Texas |
| Chasewood Bank | State Street Bank & Trust Co. |
| Citibank N.A. | Stifel Nicholas |
| Comerica Bank | Tex Star Investment Pool |
| Comerica Securities | Texan Bank |
| Commercial State Bank | Texas Capital Bank N.A. |
| Community Bank of Texas | Texas Class |
| Community Trust Bank | Texas Citizens Bank |
| Coastal Securities | Texas Exchange Bank |
| East West Bank | Texas First Bank |
| First Bank of Texas | Texas Gulf Bank |
| First Citizens Bank | Texas Regional Bank |
| First Financial Bank, N.A. | The Independent Bankers Bank |
| First National Bank of Texas | The Mint National Bank |
| First Texas Bank | Texas Savings Bank |
| Frontier Bank of Texas | Texpool/Texpool Prime |
| Frost National Bank | The Right Bank for Texas |
| Guaranty Bank & Trust | Third Coast Bank |
| Hancock Whitney Bank | Trustmark National Bank |
| Herring Bank | United Bank of El Paso Del Norte |
| Hometown Bank, N.A. | United Texas Bank |
| Iberia Bank | Unity National Bank |
| ICS | U. S. Bank |
| Independent Bank | Veritex Bank |
| International Bank of Commerce | Wallis Bank |
| Inter National Bank | Wells Fargo Bank, N.A. |
| IntraFi Network Deposits | Wells Fargo Brokerage Services, LLC |
| JP Morgan Chase | Wells Fargo Trust |
| Landing Rock Group LLC | West Star Bank |
| Legacy Texas Bank | Woodforest National Bank |
| Lone Star Bank | |
| Lone Star Capital Bank | |
| Lone Star Investment Pool | |

The above list shall include any successor bank.

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. Annual Report regarding Post-Issuance Compliance Policy.

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. CIP Committee:

- a. Project update from Gauge Engineering, LLC.
- b. Project update and recommendations from The Goodman Corporation.
 - i. Consider letter to U.S. Representative Dan Crenshaw;
 - ii. Consider Task Order for W-140 Detention Basin Improvements Project Grant Compliance and Management; and
 - iii. Consider Task Order for Ongoing Pursuit of Funding
- c. Project update from SWA.



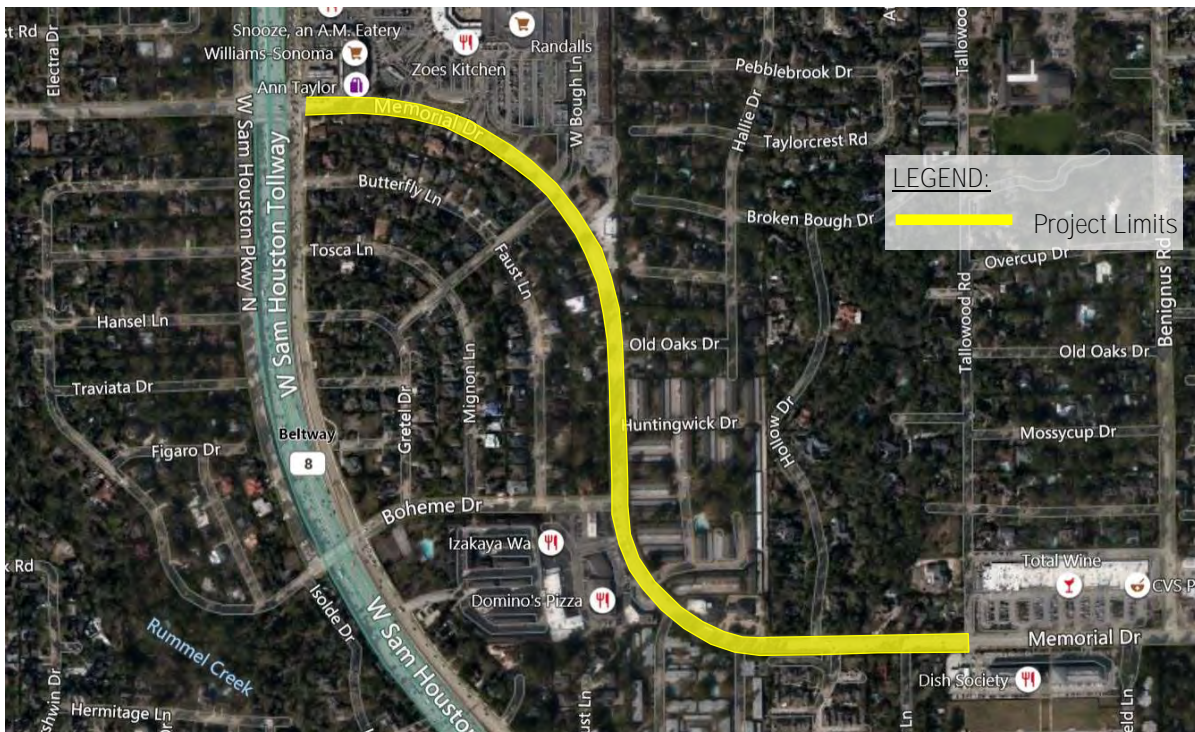
PROGRESS REPORT— MARCH 2022

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—MARCH 2022

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 : approximately 78% completed.
- Continue to conduct form work for concrete installation
- Concrete roadway installation in progress
- Concrete sidewalk installation in progress

CURRENT TRAFFIC CONTROL CONFIGURATION

- Two Lanes open
- Two-way Traffic shifted to the south side from Tallwood Rd to Boheme Dr, while work zone is on the north.
- Two-way Traffic shifted to the north side from W Bough Ln to Boheme Dr, while work zone is on the south.

PROGRESS PHOTOS



Roadway framework installation in progress



Concrete pour in progress



Concrete roadway installation in progress



Concrete Pavement

PROGRESS REPORT

MARCH 2022

MEMORIAL CITY REDEVELOPMENT AUTHORITY/TIRZ 17

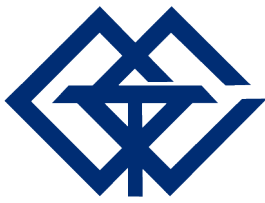


Construction:

- Gessner Road Mobility & Drainage Improvements PS&E (T-1732A & T-1732B):
 - TxDOT closing out project

Planning/Preliminary Engineering/Design:

- Memorial Drive – PH -II (T-1738B)
 - Updated draft schematic based on comments received from the CIP Committee
 - Traffic Study
 - Obtained traffic counts at Litchfield lane
 - Began traffic analysis
 - Drainage analysis
 - Met with HCFCD to present the drainage analysis results
- W140 Basin Deepening/Pump:
 - Geotechnical - completed
 - Environmental - completed
 - Survey – completed
 - Commenced detailed design work



**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: March 1, 2022
Re: TIRZ 17 Memorial City Redevelopment Authority Continued Funding Pursuit and Coordination (MCT107) – February 2022

Progress Complete

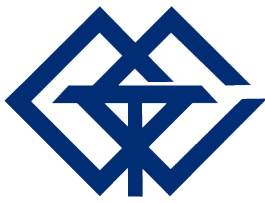
| Task | Prior Percent | Current Percent |
|------|---------------|-----------------|
| 1 | 85% | 86% |

Details

Task 1 – Continued Funding Pursuit and Coordination

Comments:

- Participated in CIP Committee meeting.
- Monitored FY22 Appropriations process related to W-140 Detention Basin Improvements project.



**THE GOODMAN
CORPORATION**

TBPE NO. F-19990

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Austin, TX 78757

PHONE: (713) 951-7951

PROGRESS REPORT

THEGOODMANCORP.COM

To: Scott Bean
From: Jim Webb, AICP, ENV SP
Date: March 1, 2022
Re: TIRZ 17 Memorial City Redevelopment Authority HGAC TIP Call for Projects Funding Pursuit Assistance (MCT112) – February 2022

Progress Complete

| Task | Prior Percent | Current Percent |
|------|---------------|-----------------|
| 1 | 5% | 10% |

Details

Task 1 – Memorial Drive PH 2 Project Funding Pursuit

Comments:

- Monitored H-GAC TAC and TPC activity in advance of schedule updates to the 2022 Call for Projects. The TIP Subcommittee will be meeting throughout March to finalize criteria and establish a schedule.
- Provided City of Houston / Houston Public Works with information on the project to request concurrence/support.



March 15, 2022

The Honorable Dan Crenshaw
United States House of Representatives
413 Cannon HOB
Washington, DC 20515

Re: W140 Detention Basin Improvements Project

Dear Representative Crenshaw,

On behalf of the Memorial City Redevelopment Authority Board of Directors, I want to formally and emphatically thank you for submitting and supporting the W140 Detention Basin Improvements Project through the FY22 Appropriations process. We recently learned that \$3.4M in Environmental Protection Agency (EPA) funding was included as a component of the FY22 omnibus appropriations package for this very important stormwater mitigation project.

The funding will allow us to expedite the construction phase of this project and implement the needed improvements as soon as feasibly possible. To accomplish this, we plan to fast-track underway engineering activities and are working to coordinate with the EPA to obligate the allocated grant funding. Ultimately, the funding will allow us to mitigate property and roadway flooding within the Briar Branch watershed and to reduce the discharge of nonpoint source pollutants into the Briar Branch watershed and Galveston Bay.

Again, we cannot thank you enough for your advocacy and support on this project.

Sincerely,

Ann T. Givens
Board Chair

cc: Matt Hodge, Legislative Director

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



**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
W-140 Detention Basin Improvements Project
Environmental Protection Agency State and Tribal Assistance Grant
Compliance and Management**

Background

March 2022 - The Goodman Corporation (TGC) has assisted the Memorial City Redevelopment Authority (Authority) in the successful pursuit of \$3.4M in Environmental Protection Agency (EPA) resources through the State and Tribal Assistance Grant program. This scope of work will enable TGC to complete tasks related to the National Environmental Policy Act (NEPA), grant management, grant compliance and procurement, and overall administration and close-out.

Task 1 – Grant Initiation and Execution

TGC will coordinate with the EPA and the Authority as necessary to receive, review, and document the initial grant agreement between the agencies. This will include establishing the Authority in Login.gov, updating the System for Award Management (SAM), and other databases as necessary for grant management, reporting, and financial disbursement. TGC will coordinate all activities on behalf of the Authority, working in concert with the Authority’s Administrator and Legal Counsel. TGC will coordinate and manage all activities through funding coordination, allocation, and initial execution of a grant agreement between the Authority and the EPA.

Task 2 – National Environmental Policy Act (NEPA)

TGC will complete the project documentation and reporting required for a clearance determination through the NEPA process. TGC will complete the following analysis, as required by the EPA, for submission through the NEPA process: species analysis, project coordination for historical and archeological studies, assessment of impacts to wetlands and water resources, and an Environmental Justice assessment, and will prepare other documentation related to rights-of-way, land use, farmlands/soil, utilities, community impacts, air quality, cumulative and indirect impacts, and visual aesthetic impacts as needed. TGC will submit all documentation to the EPA, the Texas Historical Commission, and other regulatory agencies as necessary and appropriate. This task excludes the facilitation of a public meeting and completion of a Phase I Environmental Site Assessment for City of Houston review. If required or necessary, TGC will submit additional task orders for these activities.

Task 3 – Design and Bid Phase Compliance

Through design and into bid phase, TGC will complete the following:

- Provide the engineer of record with information/instructions on federal requirements which need to be incorporated into the project design.
- Coordinate with the project engineer in the preparation of the project manual, federal and/or state pre-award certifications, federal contract clauses, solicitation documents, and materials per EPA requirements.
- Prepare and maintain the procurement file to include information on procurement history, independent cost estimate (ICE), DBE outreach, advertisement, evaluation process/criteria, and a written summary of the evaluation process for the procurement record.
- Prepare a project specific DBE goal, if required, by EPA.
- Coordinate advertisement language with project engineer – it is assumed the project engineer will handle the advertisement of the project both in a newspaper of general circulation and via CivCast (or other electronic means).
- Participate in project pre-bid meetings.
- Review bids for responsibility and responsiveness including debarment checks.
 - If the procurement is determined to be a Request for Proposal instead of an Invitation for Bids, assist the evaluation committee with the selection process.
- Other coordination with project design engineer as necessary in the review, modification of project plans, specifications, and estimates as it relates to comments by EPA.
- Coordinate with Authority Administrator and Legal Counsel on the development of EPA compliant contract documents for execution.
- Coordinate with EPA Project Management on the submittal of information pre- and post-letting/award for necessary review and approvals.
- Participate in any project related meetings related to bid phase activities.

Task 4 – Construction Phase Compliance

Through construction phase TGC will:

- Attend the project pre-construction meeting to address project compliance related items; develop and maintain monthly tracking log of overall project costs, federally eligible costs, minority/small/women-owned business enterprise participation, and other documentation pertinent to federal compliance.
- Review monthly submittals for EPA compliance per American Iron and Steel requirements.
- Review monthly pay applications and verify accurate project progress along with monthly Davis-Bacon wage rates as provided by prime and subcontractors.
- Monitor and ensure prompt payment of subcontractors (30 days to pay prime, prime has 10 days to pay subcontractors upon receipt of payment, per State of Texas law which is more restrictive than federal law).
- Complete field interviews to validate wage rate compliance on a monthly basis; inspect and verify postings of EPA required signage on a monthly basis; and coordinate with contractor and project team to remedy identified deficiencies.

- Review requests for project related change orders and coordinate with the CM firm to produce an ICE per EPA requirements; review ICE and document for the file; and ensure comparison with a similar format ICE from the general contractor.
- Organize and finalize contract close out documentation and prepare files for Authority records.

Task 5 – Lifecycle Reporting and Disbursement Assistance

TGC will provide grant management support to include the completion of federal milestone progress reports, federal financial reports, and other associated documentation as necessary to meet EPA requirements. TGC will complete the following activities to facilitate the Authority's compliance with EPA grant management requirements.

- Gather information and submit quarterly reports on 1) project progress and 2) financial expenditures.
- Coordinate and manage access to federal financial systems so that requests for reimbursement for eligible costs can be submitted.
- In coordination with Authority President and Bookkeeper, verify payment to contractor and submit payment reimbursements monthly.
- Provide the EPA Division Office point of contact with project-specific information for required monthly reports.
- Coordinate with the EPA Division Office point of contact if project scope, schedule, and/or budget modifications require an amendment to the grant agreement – completion of required amendments.
- Maintain and update the grant period of performance as required.
- Complete grant close -out process upon project completion.

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.)

| BUDGET SUMMARY | | |
|----------------|---|------------------|
| TASK | DESCRIPTION | COST |
| PHASE 1 | | |
| 1 | Grant Initiation and Execution | \$19,436 |
| 2 | National Environmental Policy Act | \$28,506 |
| 3 | Design and Bid Phase Compliance | \$26,161 |
| 4 | Construction Phase Compliance | \$39,057 |
| 5 | Lifecycle Reporting and Disbursement Assistance | \$43,221 |
| | Total | \$156,381 |

Accepted for Memorial City Redevelopment Authority

Signature

Date

Print

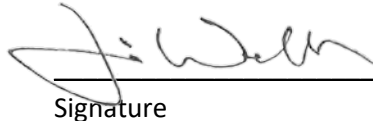
Accepted for City of Houston

Signature

Date

Print

Accepted for The Goodman Corporation



Signature

March 24, 2022

Date

Jim Webb

Print



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 Ongoing Pursuit of Funding

Background

March 2022 - The Goodman Corporation (TGC) has assisted the Memorial City Redevelopment Authority (Authority) in the successful pursuit of \$3.4M in Environmental Protection Agency (EPA) resources through the State and Tribal Assistance Grant program. TGC recognizes that there will be other projects within the MCRA CIP which require discretionary funding support in the future.

This work order will provide TGC with resources, via a monthly set fee, to scan, research, identify and provide the Memorial City Redevelopment Authority Board with monthly reports on funding opportunities and programs that fit within the organizations mission and goals. This set fee will also enable TGC to participate in a variety of Authority committee meetings, ad-hoc meetings, and other activities related to understanding new and ongoing projects and initiatives the Authority is endeavoring towards.

It will also provide a budgetary allocation so that upon concurrence of the CIP Committee, TGC can complete individual grant applications and detailed work related to funding pursuit itself. This budgetary amount is meant to provide TGC with the resources, flexibility, and expediency necessary to develop and submit grant pursuit documentation given tight timeframe requirements.

Note that the Authority has already provided a specific task order for the H-GAC Call for Projects related to Memorial Drive Phase 2 – this project is not a component of this task order .

Task 1 – Monitor and Present Funding Opportunities

TGC will actively monitor, review, and synthesize Notices of Funding Opportunity (NOFO) from a variety of regional, state, and federal agencies related to funding programs which the Authority may be interested in pursuing. Entities and opportunities that TGC will monitor include, but are not limited to: Congressionally directed funding opportunities, Economic Development Administration, Environmental Protection Agency, Federal Emergency Management Administration, Federal Highway Administration, Federal Transit Administration, General Land Office, Houston-Galveston Area Council, National Not For Profits (RWJ Foundation), Texas Department of Emergency Management, Texas Department of Transportation, Texas Parks and Wildlife Department, Texas Water Development Board, and others.

TGC will coordinate with the Authority staff, board, committees, and consultants on projects, project development, and activities on a monthly basis or as appropriate to remain engaged on projects and initiatives. This may range from one to three meetings a month, depending on activity and necessity. TGC will discuss projects, goals, objectives, and other pertinent items with federal, state, regional, and local officials and partners towards funding pursuit as necessary as appropriate.

Finally, TGC will provide a monthly written report to the Authority with information on opportunities and their relevancy to the Authority. TGC will discuss the applicability and relevancy of opportunities with the Authority, staff, and various committees as appropriate. Action on individual opportunities will occur via Task 2.

Task 2 – Pursuit of Funding

Upon concurrence from the Authority CIP Committee, TGC will develop grant applications and related materials inclusive of project narrative documentation, benefits documentation and related appendices, support documentation (and related coordination), technical reports and related graphics and production support. The cost of each effort will be discussed and agreed upon with the Projects Committee based on the individual level of effort, but a general overview is provided in the table below. The resources made available in this task are those that are initially authorized and may be increased or otherwise adjusted upon in the future.

| Tier Level (Type of Grant, Per Application) | Approximate Cost Per Application |
|---|----------------------------------|
| Tier 1 (Foundation/Philanthropic Letters of Intent or concept papers) | \$2,500 |
| Tier 2 (Partnership applications from other entities, Community Project Funding processes) | \$8,000 |
| Tier 3 (EDA grant [programmatic], FEMA, TP&W) | \$15,000 |
| Tier 4 (EDA grants [infrastructure], H-GAC Call for Projects, TxDOT Discretionary) | \$30,000 |
| Tier 5 (RAISE, and other national discretionary USDOT type grants) | \$50,000 |

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PROJECT STATUS REPORT BY SWA

SCOPE: LANDSCAPE ARCHITECTURE FOR MEMORIAL CITY
REDEVELOPMENT AUTHORITY

PROJECTS: TIRZ #17 CIP

DATE: March 29, 2022

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, including making periodic site visits, responding to Contractor's RFIs and product submittals.

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

10. Convene in Executive Session pursuant to Section 551.072, Texas Government Code, to deliberate the purchase, exchange, lease or value of real property; and pursuant to Section 551.087, Texas Government Code, to discuss or deliberate regarding economic development negotiations.
11. Reconvene in Open Session and authorize appropriate actions with regard to the purchase, exchange, lease or value of real property; and with regard to economic development negotiations.