

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



Agenda and Agenda Materials
Meeting of the Board of Directors

September 27, 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, September 27, 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/83589484556?pwd=RzJxeVl0U1B2WE94MnNmWFR2K0RWUT09;> or via teleconference at: (346) 248-7799; Meeting ID: **835 8948 4556**; Password: **430069**; 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. (In accordance with City of Houston procedures, a statement of no more than 3 minutes may be made on items of general relevance. However, if a person has spoken regarding a topic within the last 4 meetings, their time will be limited to 1 minute. 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).

Any public comments must be made in-person at the posted meeting location or submitted in writing by 5:00 p.m. Monday, September 26, 2022, to lclayton@haweshill.com and it will be read aloud during the public comment section.

3. Approve Minutes of the July 26, 2022, regular meeting.
4. Approve FY2022 Annual Financial Report and Audit from McCall Gibson Swedlund Barfoot PLLC.
5. Receive financial and bookkeeper's report, including approval of payment of invoices, review of investments, and project cash flow reports; and ratify payment of August invoices.
6. CIP Committee:
 - a. Project update and recommendations from Gauge Engineering, LLC.
 - i. Consider Task Order for additional geotechnical analysis for W140 Deepening project.
 - b. Project update from The Goodman Corporation.
 - c. Project update from SWA.
7. 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 Authority'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. Pursuant to V.T.C.A Government Code, Chapter 551, as amended, the Board of Directors may convene in closed session to receive advice from legal counsel and discuss matters relating to pending or contemplated litigation, personnel matters, gifts and donations, real estate transactions, the deployment, or specific occasions for the implementation of, security personnel or devices and or economic development negotiations.

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 July 26, 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**

July 26, 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, July 26, 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 Freels, thus constituting a quorum. Also present were Scott Bean, and Linda Clayton, Hawes Hill & Associates, LLP; Sanjay Bapat, Allen Boone Humphries Robinson, LLP; and Pat Hall, ETI Bookkeeping Services. Others attending the meeting were Andrew Busker, COH - Economic Development Dept.; James Rains, District G; Liz Miranda, District A; Ben Gillis, and Gabrielle Luevano, Memorial Management District; Karen Glynn, City of Bunker Hill; Muhammad Ali, Derek St. John, and Matthew Zeve, Gauge Engineering; Commissioner Tom Ramsey, Pct. 3; Bruce Nichols; John Jackson; Dean Bixler; Lois Myers; Emily Anderson; Marlene Gafrick; and Margaret Dunlap. Chair Givens called the meeting to order at 8:00 a.m.

RECEIVE PUBLIC COMMENTS.

Public comments were received from Bruce Nichols, and Lois Myers.

APPROVE MINUTES OF THE JUNE 28, 2022, REGULAR MEETING.

Upon a motion made by Director Moody, and seconded by Director Durham, the Board voted unanimously to approve the Minutes of the June 28, 2022, Board meeting, as presented.

CONSIDER PROPOSAL FOR POST-AUDIT SERVICES FOR FY2022 AND FY2023.

Ms. Clayton reported firms provided proposals for post-audit services for a 2-year engagement for the FY2022 and FY2023 Audits. She reported Burton Accounting fees range between \$2,000 and \$2,500, plus reimbursable expenses for each fiscal year, and McGrath & Co. fees are estimated not to exceed \$8,000 for each fiscal year. She reported both firms are well-qualified, and staff is recommending engaging Burton & Account PLLC. She reported by using the Agreed Upon Procedures approach by reviewing the audit after the auditor has prepared the report is a significant savings to the Authority of approximately \$10,000 each year and meets the City of Houston's two-step review

requirement. Upon a motion made by Director Durham, and seconded by Director Moody, the Board voted unanimously to engage Burton & Accounting PLLC for post-audit services for FY2022 and FY2023, as presented.

APPROVAL OF QUITCLAIM DEED WITH MIDWAY REGARDING HOTEL PROPERTY.

Mr. Bapat provided an overview of the Quitclaim Deed with SFP Hotel Partners, LP for the property located at the corner of BW8 and IH-10, included in the Board materials. Upon a motion made by Director Durham, and seconded by Director Moody, the Board voted unanimously to approve the Quitclaim Deed with SFP Hotel Partners LP, as presented.

AUTHORIZE PAYMENT FOR LOCAL SHARE MATCH PURSUANT TO INTERLOCAL AGREEMENT FOR DETENTION BASIN PROJECT UNDER THE FEMA HAZARD MITIGATION GRANT DR-4332-4903, IN THE AMOUNT OF \$2,125,877.39.

Mr. Bean reported the local share match is connection with the Interlocal Agreement approved by the Board in June 2021, and by City Ordinance 2021-0292 approved by City Council in April 2021, for a detention basin project partnership with the City of Houston under the FEMA Hazard Mitigation Grant. This if the engineering analysis services. Upon a motion made by Director Durham, and seconded by Director Iversen, the Board voted unanimously to authorize payment of \$2,125,877.39 to the City of Houston in accordance with the Interlocal Agreement.

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

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

CIP COMMITTEE.

a. Project update from Gauge Engineering LLC.

Mr. Ali provided an update on the Memorial Drive project, Phase I, a copy of the progress report is included in the Board materials. He reported the project is approximately 85% complete and anticipates substantial completion by the end of the year. He reported he expects TxDOT to close out the Gessner Road project the first week of August. He reported the DCR report is completed for Memorial Drive Phase II. Mr. St. John provided an update on the W140 Basin deepening project. He reported the 60% plans and technical memorandum have been submitted to the City for review. Mr. St. John responded to questions and comments provided by Ms. Myers during the public comment section. He stated the ramp at W140 acts a restrictor to maintain flow the same as pre-construction and acts as an access ramp for maintenance. He reported the ramp is not going to be removed and stated if it were removed it would increase flow and impact and would not be legally compliant. Commissioner Ramsey provided comments regarding the ramp. He stated when he was Mayor of Spring Valley a third-party entity was hired to review and analyze the flow and impacts and it was determined by the third party there were no impacts downstream. Mr. Ali stated the TIRZ/Authority has made detention is mission and to increase benefits. No action from the Board was required.

b. Project update from The Goodman Corporation.

The Goodman Corporation progress reports are included in the Board materials for review. No action from the Board was required.

c. Project update from SWA.

The SWA Status report is included in the Board materials for review. No action from the Board was required.

Chair Givens announced there will not be a Board meeting in August. She reported meetings will be held every other month, unless needed. She urged the public to keep up with the website for meeting announcements. She reported the next meeting is scheduled for Tuesday, September 27, 2022, and the combined November/December meeting will be held Tuesday December 6, 2022.

ADJOURN.

There being no further business to come before the Board, Chair Givens adjourned the meeting at 8:43 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. Approve FY2022 Annual Financial Report and Audit from McCall Gibson Swedlund Barfoot PLLC.

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

CITY OF HOUSTON, TEXAS

ANNUAL FINANCIAL REPORT

JUNE 30, 2022

DRAFT SUBJECT TO CHANGE

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INDEPENDENT AUDITOR'S REPORT

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

Opinions

We have audited the accompanying financial statements of the governmental activities and major fund of Memorial City Redevelopment Authority (the "Authority"), **a component unit of the City of Houston, Texas**, as of and for the year ended June 30, 2022, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and major fund of the Authority as of June 30, 2022 and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Authority and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Authority's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently know information that may raise substantial doubt shortly thereafter.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

Board of Directors
Memorial City Redevelopment Authority

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Authority's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Required Supplementary Information

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

Supplementary Information

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

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants
Houston, Texas

September 27, 2022

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2022

Management’s discussion and analysis of Memorial City Redevelopment Authority’s, aka TIRZ 17 Redevelopment Authority (the “Authority”) financial performance provides an overview of the Authority’s financial activities for the fiscal year ended June 30, 2022. Please read it in conjunction with the Authority’s financial statements, which begin on page 8.

FINANCIAL HIGHLIGHTS

- In the Statement of Net Position, the Authority’s liabilities exceeded its assets by \$23,722,792 (net position) for the year ended June 30, 2022.
- The Authority anticipates that with continued development in the area, the Tax Increment Revenues will be sufficient to cover operating costs, project costs and debt service of the Authority.
- The Authority’s governmental funds reported a total ending fund balance of \$31,997,545 this year. This compares to the prior year fund balance of \$34,032,783, showing an decrease of \$2,035,238 during the current fiscal year.

USING THIS ANNUAL REPORT

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

GOVERNMENT-WIDE FINANCIAL STATEMENTS

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2022

GOVERNMENT-WIDE FINANCIAL STATEMENTS (continued)

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

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

FUND FINANCIAL STATEMENTS

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

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

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2022

NOTES TO THE FINANCIAL STATEMENTS

The accompanying notes to the financial statements provide information essential to a full understanding of the government-wide and fund financial statements.

OTHER INFORMATION

In addition to the financial statements and the accompanying notes, this report also presents certain required supplementary information (“RSI”). A budgetary comparison schedule is included as RSI for all governmental funds.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

Net position may serve over time as a useful indicator of the Authority’s financial position. In the case of the Authority, liabilities exceeded assets by \$23,722,792 as of June 30, 2022.

The following table provides a summary of the changes in the Statement of Net Position as of June 30, 2022, and June 30, 2021:

| | Summary of Changes in the Statement of Net Position | | |
|----------------------------------|--|------------------------|------------------------------------|
| | 2022 | 2021 | Variance Positive (Negative) |
| ASSETS: | | | |
| Current and Other Assets | \$ 34,454,444 | \$ 36,688,263 | \$ (2,233,819) |
| Land | 6,971,378 | 6,971,378 | - |
| TOTAL ASSETS | \$ 41,425,822 | \$ 43,659,641 | \$ (2,233,819) |
| LIABILITIES: | | | |
| Current Liabilities | \$ 8,492,229 | \$ 8,441,760 | \$ (50,469) |
| Long-term Liabilities | 56,656,385 | 68,358,759 | 11,702,374 |
| TOTAL LIABILITIES | \$ 65,148,614 | \$ 76,800,519 | \$ 11,651,905 |
| NET POSITION: | | | |
| Net Investment in Capital Assets | \$ 6,971,378 | \$ 6,971,378 | \$ - |
| Restricted | 12,426,839 | 19,073,657 | (6,646,818) |
| Unrestricted | (43,121,009) | (59,185,913) | 16,064,904 |
| TOTAL NET POSITION | \$ (23,722,792) | \$ (33,140,878) | \$ 9,418,086 |

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2022

GOVERNMENT-WIDE FINANCIAL ANALYSIS (continued)

The following table provides a summary of the changes in the Statement of Activities for the fiscal years ending June 30, 2022, and June 30, 2021.

| | <u>Summary of Changes in the Statement of Activities</u> | | |
|--------------------------------|--|------------------------|------------------------------------|
| | 2022 | 2021 | Variance Positive (Negative) |
| Revenues: | | | |
| Tax Increment | \$ 17,334,501 | \$ 18,148,263 | \$ (813,762) |
| Interest and Others | 39,314 | 26,362 | 12,952 |
| Total revenues | <u>\$ 17,373,815</u> | <u>\$ 18,174,625</u> | <u>\$ (800,810)</u> |
| Expenses: | | | |
| Salaries and Benefits | \$ 102,000 | \$ 102,000 | \$ |
| Professional Services | 113,097 | 152,433 | 39,336 |
| Contracted Services | 16,043 | 15,781 | (262) |
| Other | 9,970 | 3,953 | (6,017) |
| Administration Fee | 2,971,022 | 3,164,032 | 193,010 |
| Bond Interest | 1,304,695 | 1,569,922 | 265,227 |
| Developer Interest | 559,922 | | (559,922) |
| Capital Improvements | 2,878,980 | 5,530,667 | 2,651,687 |
| Total expenses | <u>\$ 7,955,729</u> | <u>\$ 10,538,788</u> | <u>\$ 2,583,059</u> |
| Changes in Net Position | \$ 9,418,086 | \$ 7,635,837 | \$ 1,782,249 |
| Beginning Net Position | <u>(33,140,878)</u> | <u>(40,776,715)</u> | <u>7,635,837</u> |
| Ending Net Position | <u>\$ (23,722,792)</u> | <u>\$ (33,140,878)</u> | <u>\$ 9,418,086</u> |

FINANCIAL ANALYSIS OF THE AUTHORITY'S GOVERNMENTAL FUNDS

The Authority has three governmental funds, which are the General Fund, the Debt Service Fund, and the Capital Projects Fund. As discussed, governmental funds are reported in the fund statements with a short-term, inflow and outflow of spendable resources focus. This information is useful in assessing resources available at the end of the year in comparison with upcoming financing requirements. Governmental funds reported ending fund balances totaling \$31,997,545, a decrease of \$2,035,238 from the prior year.

GOVERNMENTAL FUND BUDGETARY HIGHLIGHTS

The Board of the Authority did not amend the budget during the current fiscal year. Actual net change in fund balance was \$24,241,361 less than budgeted primarily due to the Authority budgeting for proceeds from the issuance of bonds and the receipt of grants which did not occur.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2022

CAPITAL ASSETS

In the current fiscal year, the Authority transferred \$2,878,980 to the City of Houston related to capital expenditures. These capital expenditures are related to public works improvements. In accordance with Section VIII of the Tri-Party Agreement between the City of Houston, Reinvestment Zone Number Seventeen, City of Houston, Texas and the Authority, it states: “all utilities, drainage facilities, public street improvements, sidewalks and light fixtures shall be conveyed to the City.” Therefore, any current year expenditures related to such improvements are not recorded as assets of the Authority.

Additionally, the Authority is holding title to certain land associated with the detention basin and W-140 bridge improvements. This project has been completed but has not been accepted by the City as of fiscal year end. These land costs amount to 6,971,378 at June 30, 2022. This amount decreased by \$2,214,496 from the prior year as a result of the completion and conveyance of Town and Country West Drainage and Mobility Improvements and the public improvement extension of Town and Country Way from Town and Country Boulevard west toward Beltway 8 to the City.

LONG –TERM DEBT AND RELATED LIABILITIES

At the end of the current fiscal year, the Authority owes \$13,763,746 to LIPEX Properties LP for capital improvements. This amount is reimbursable from approved bond proceeds or other lawfully available funds.

At the end of the current fiscal year, the Authority had total bond debt payable of \$44,525,000. This debt is secured with future tax increment contract revenue.

CONTACTING THE AUTHORITY’S MANAGEMENT

This financial report is designed to provide a general overview of the Authority’s finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Memorial City Redevelopment Authority, c/o Hawes Hill and Associates, LLP, Zone Administrator, P.O. Box 22167, Houston, TX 77227-2167.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
STATEMENT OF NET POSITION AND
GOVERNMENTAL FUNDS BALANCE SHEET
JUNE 30, 2022

| | General Fund | Debt Service Fund | Capital Projects Fund | Total | Adjustments | Statement of Net Position |
|--|----------------------|-------------------------|-----------------------------|----------------------|------------------------|------------------------------|
| ASSETS | | | | | | |
| Cash | \$ 20,608 | \$ | \$ | \$ 20,608 | \$ | \$ 20,608 |
| Investments | 21,177,791 | 7,367,154 | 5,661,693 | 34,206,638 | | 34,206,638 |
| Other Receivables | 520 | | | 520 | | 520 |
| Prepaid bond insurance, net | | | | | 226,678 | 226,678 |
| Land | | | | | 6,971,378 | 6,971,378 |
| TOTAL ASSETS | <u>\$ 21,198,919</u> | <u>\$ 7,367,154</u> | <u>\$ 5,661,693</u> | <u>\$ 34,227,766</u> | <u>7,198,056</u> | <u>41,425,822</u> |
| LIABILITIES | | | | | | |
| Accounts Payable | \$ 2,230,221 | \$ | \$ | \$ 2,230,221 | \$ | \$ 2,230,221 |
| Accrued Interest Payable | | | | | 602,008 | 602,008 |
| Due To Developer | | | | | 13,763,746 | 13,763,746 |
| Long-Term Liabilities: | | | | | | |
| Due Within One Year | | | | | 5,660,000 | 5,660,000 |
| Due After One Year | | | | | 42,892,639 | 42,892,639 |
| TOTAL LIABILITIES | <u>\$ 2,230,221</u> | <u>\$ - 0 -</u> | <u>\$ - 0 -</u> | <u>\$ 2,230,221</u> | <u>\$ 62,918,393</u> | <u>\$ 65,148,614</u> |
| FUND BALANCES | | | | | | |
| Restricted | \$ | \$ 7,367,154 | \$ 5,661,693 | \$ 13,028,847 | \$ (13,028,847) | |
| Unassigned | 18,968,698 | | | 18,968,698 | (18,968,698) | |
| TOTAL FUND BALANCES | <u>\$ 18,968,698</u> | <u>\$ 7,367,154</u> | <u>\$ 5,661,693</u> | <u>\$ 31,997,545</u> | <u>\$ (31,997,545)</u> | |
| TOTAL LIABILITIES AND FUND BALANCES | <u>\$ 21,198,919</u> | <u>\$ 7,367,154</u> | <u>\$ 5,661,693</u> | <u>\$ 34,227,766</u> | | |
| Net Position: | | | | | | |
| Net Investment in Capital Assets | | | | | \$ 6,971,378 | \$ 6,971,378 |
| Restricted | | | | | 12,426,839 | 12,426,839 |
| Unrestricted | | | | | (43,121,009) | (43,121,009) |
| Total Net Position | | | | | <u>\$ (23,722,792)</u> | <u>\$ (23,722,792)</u> |

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET
TO THE STATEMENT OF NET POSITION
JUNE 30, 2022

| | |
|---|-----------------|
| Total Fund Balance - Governmental Funds | \$ 31,997,545 |
| Amounts reported for governmental activities in the <i>Statement of Net Position</i> are different because: | |
| Prepaid bond insurance is recorded as an expenditure at the fund level, but is recorded as a prepaid asset and amortized to interest expense over the life of the bonds in the government wide statements. | 226,678 |
| Land used in governmental activities is not a financial resource and therefore is not reported as an asset in governmental funds. | 6,971,378 |
| Amounts due to a developer for the acquisition of land is recorded as a liability in the <i>Statement of Net Position</i> . | (13,763,746) |
| Some liabilities, are not due and payable in the current period and are not included in the fund financial statement, but are included in the governmental activities of the <i>Statement of Net Position</i> . | |
| Bonds payable | (48,552,639) |
| Accrued interest on bonds payable | (602,008) |
| | (58,154,647) |
| Total Net Position - Governmental Activities | \$ (23,722,792) |

DRAFT SUBJECT TO CHANGE

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
FOR THE YEAR ENDED JUNE 30, 2022

| | General Fund | Debt Service Fund | Capital Projects Fund | Total | Adjustments | Statement of Activities |
|--|----------------------|-------------------------|-----------------------------|-----------------------|-----------------------|----------------------------|
| REVENUES | | | | | | |
| Tax Increment | \$ 9,971,452 | \$ 7,363,049 | \$ | \$ 17,334,501 | \$ | \$ 17,334,501 |
| Interest and Other | 26,888 | 833 | 11,593 | 39,314 | | 39,314 |
| TOTAL REVENUES | \$ 9,998,340 | \$ 7,363,882 | \$ 11,593 | \$ 17,373,815 | \$ - 0 - | \$ 17,373,815 |
| EXPENDITURES/EXPENSES | | | | | | |
| Service Operations | | | | | | |
| Salaries and Benefits | \$ 102,000 | \$ | \$ | \$ 102,000 | \$ | \$ 102,000 |
| Professional Services | 113,097 | | | 113,097 | | 113,097 |
| Contracted Services | 16,043 | | | 16,043 | | 16,043 |
| Insurance Cost | 1,378 | | | 1,378 | | 1,378 |
| Other | 8,592 | | | 8,592 | | 8,592 |
| Administration Fees | 2,971,022 | | | 2,971,022 | | 2,971,022 |
| Capital Improvement | 2,878,980 | | | 2,878,980 | | 2,878,980 |
| Developer Reimbursement | | | 6,026,919 | 6,026,919 | (6,026,919) | |
| Debt Service: | | | | | | |
| Principal | | 5,360,000 | | 5,360,000 | (5,360,000) | |
| Interest | | 1,931,022 | | 1,931,022 | (626,327) | 1,304,695 |
| Developer Reimbursement Interest | | 0 | 0 | - | 559,922 | 559,922 |
| TOTAL EXPENDITURES/EXPENSES | \$ 6,091,112 | \$ 7,291,022 | \$ 6,026,919 | \$ 19,409,053 | \$(11,453,324) | \$ 7,955,729 |
| EXCESS (DEFICIENCY) OF REVENUES | | | | | | |
| OVER (UNDER) EXPENDITURES | \$ 3,907,228 | \$ 72,860 | \$ (6,015,326) | \$ (2,035,238) | \$ 11,453,324 | \$ 9,418,086 |
| OTHER FINANCING SOURCES (USES) | | | | | | |
| Internal Transfers | \$ 787,684 | \$ - 0 - | \$ (787,684) | \$ - 0 - | \$ - 0 - | \$ - 0 - |
| NET CHANGE IN FUND BALANCES | \$ 4,694,912 | \$ 72,860 | \$ (6,803,010) | \$ (2,035,238) | \$ 2,035,238 | |
| CHANGE IN NET POSITION | | | | | 9,418,086 | 9,418,086 |
| FUND BALANCES/NET POSITION - | | | | | | |
| JULY 1, 2021 | 14,273,786 | 7,294,294 | 12,464,703 | 34,032,783 | (67,173,661) | (33,140,878) |
| FUND BALANCES/NET POSITION - | | | | | | |
| JUNE 30, 2022 | \$ 18,968,698 | \$ 7,367,154 | \$ 5,661,693 | \$ 31,997,545 | \$(55,720,337) | \$ (23,722,792) |

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

**MEMORIAL CITY REDEVELOPMENT AUTHORITY
RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES TO
THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2022**

Net Change in Fund Balances - Governmental Funds \$ (2,035,238)

Amounts reported for governmental activities in the *Statement of Activities* are different because:

Governmental funds report developer reimbursements as expenditures. However in the Statement of Net Position, developer payments are reported as a decrease in Due to Developer.

6,026,919

The issuance of long-term debt provides current financial resources to governmental funds, while the repayment of principal uses current financial resources. However, neither transaction has any effect on net assets. Other elements of debt financing are reported differently between the fund and government wide statements.

| | | | |
|--------------------|----|-----------|--|
| Principal payments | \$ | 5,360,000 | |
| Accrued interest | | 626,327 | |
| | | 5,426,405 | |

| | | | |
|--|--|--------------|--|
| Change in Net Position - Governmental Activities | | \$ 9,418,086 | |
|--|--|--------------|--|

DRAFT SUBJECT TO CHANGE

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

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MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

NOTE 1. CREATION OF CORPORATION

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

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

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

Financial Statement Presentation

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Statement Presentation (continued)

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

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

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

Government-Wide Financial Statements

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

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

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Fund Financial Statements

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

Governmental Funds

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

Basis of Accounting

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

Measurement Focus

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

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Fund Balances

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

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

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

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

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

Unassigned - all other spendable amounts in the General Fund.

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

Cash

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

Investments

Investments consist of amounts in the TexPool and TexSTAR.

Debt Service

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Due to and from other funds

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

Budgeting

In compliance with the Tri-Party Agreement (See Note 4), the Authority’s board members adopted an unappropriated budget for the combined governmental funds of the Authority for the fiscal year ending June 30, 2022. The budget was submitted and approved by the City. The Authority used this budget during the current year.

Accounting Estimates

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

NOTE 3. DEPOSITS AND INVESTMENTS

Deposits

Custodial credit risk is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The Authority’s deposit policy for custodial credit risk requires compliance with the provisions of Texas statutes. Texas statutes require that any cash balance in any fund shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the Authority of securities eligible under the laws of Texas to secure the funds of the Authority, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged. As of June 30, 2022, none of the Authority’s bank balances were exposed to custodial credit risk.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

NOTE 3. DEPOSITS AND INVESTMENTS (continued)

Deposits (continued)

The carrying values of the deposits are included in the Governmental Fund Balance Sheet and the Statement of Net Position at June 30, 2022, as listed below:

| | |
|-------------------------------|-----------|
| | Cash |
| Total Deposits - General Fund | \$ 20,608 |

Investments

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

The Authority is authorized by the Public Funds Investment Act (Chapter 2256, Texas Government Code) to invest in the following: (1) obligations, including letters of credit, of the United States or its agencies and instrumentalities, including Federal Home Loan Banks, (2) direct obligations of the State of Texas or its agencies and instrumentalities, (3) certain collateralized mortgage obligations, (4) other obligations, which are unconditionally guaranteed or insured by the State of Texas or the United States or its agencies or instrumentalities, including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation or by the explicit full faith and credit of the United States, (5) certain A rated or higher obligations of states and political subdivisions of any state, (6) bonds issued, assumed or guaranteed by the State of Israel, (7) certain insured or collateralized certificates of deposit and share certificates, (8) certain fully collateralized repurchase agreements, (9) bankers’ acceptances with limitations, (10) commercial paper rated A-1 or P-1 or higher and a maturity of 270 days or less, (11) no-load money market mutual funds and no-load mutual funds, with limitations, (12) certain guaranteed investment contracts, (13) certain qualified governmental investment pools and (14) a qualified securities lending program.

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

NOTE 3. DEPOSITS AND INVESTMENTS (continued)

Investments (continued)

For fiscal year 2022, the Authority invested in the Texas Local Government Investment Pool (“TexPool”), the Texas Short Term Asset Reserve Program (“TexSTAR”) and certificates of deposit.

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

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

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

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

NOTE 3. DEPOSITS AND INVESTMENTS (continued)

Investments (continued)

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

As of June 30, 2022, the Authority had the following investments and maturities:

| Type | Fair Value | Maturities in Years | | | |
|---------|---------------------|---------------------|-----------|-----------|--------------|
| | | Less Than 1 | 1-5 | 6-10 | More Than 10 |
| TexPool | \$ 7,770,710 | \$ 7,770,710 | \$ | \$ | \$ |
| TexSTAR | 26,435,928 | 26,435,928 | | | |
| Total | <u>\$34,206,638</u> | <u>\$34,206,638</u> | <u>\$</u> | <u>\$</u> | <u>\$</u> |

Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. At June 30, 2022, the Authority's investments in both TexPool and TexSTAR were rated 'AAAm' by Standard & Poor's. The 'AAAm' rating indicates an extremely strong capacity to maintain principal stability and to limit exposure to principal losses due to credit, market, and/or liquidity risks. 'AAAm' is the highest principal stability rating assigned by Standard & Poor's.

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

Restrictions

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

All cash and investments of the Capital Projects Fund are restricted for financing the costs of public improvements as authorized in the Project Plan and described in the Authority's capital improvement program.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

NOTE 4. TRI-PARTY AGREEMENT

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

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

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

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

NOTE 5. TAX INCREMENTS

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

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

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

NOTE 6. CITY OF HOUSTON TAX INCREMENTS

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

On June 16, 2022, tax increments relating to fiscal year 2022 of \$17,334,501 were collected by the trustee from the City of Houston. The City of Houston withheld \$866,725 to cover administrative costs.

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

NOTE 7. TRANSFER TO THE CITY OF HOUSTON

During the current fiscal year, the Authority recorded capital improvements of \$5,530,667 for capital assets transferred to the City. This transfer is related to capital improvements made by the Authority to City facilities. The Authority finances these facilities for the benefit of the City. Any capital assets the Authority purchases related to public improvements and facilities have been conveyed to the City of Houston. See page 31 for information on current year capital improvement expenditures. The Town and Country West Drainage and Mobility Improvements project was transferred to the City during the current year. The Authority is holding title to certain land associated with the detention basin and W-140 bridge improvements. These land costs amount to \$6,971,378 at June 30, 2022.

NOTE 8. DUE TO DEVELOPERS

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

During the year ended June 30, 2022, the following changes occurred in amounts due to developers.

| | |
|--------------------------------------|----------------------|
| Due to developers, beginning of year | \$ 19,230,743 |
| Developer Interest | 559,922 |
| Developer reimbursements | (6,026,919) |
| Due to developers, end of year | <u>\$ 13,763,746</u> |

NOTE 9. LONG-TERM DEBT

During the year ended June 30, 2022, the following changes occurred in long-term liabilities:

| | Balance July 1, 2021 | Additions | Reductions | Balance June 30, 2022 | Amounts Due Within One Year |
|----------------------------------|----------------------------|-----------|-----------------------|-----------------------------|-----------------------------------|
| Governmental Activities: | | | | | |
| Bonds and notes payable: | | | | | |
| Tax Increment Contract Bonds | \$49,885,000 | \$ | \$ (5,360,000) | \$44,525,000 | \$ 5,660,000 |
| Deferred amount for bond premium | 4,603,016 | | (575,377) | 4,027,639 | |
| Bonds payable, end of year | <u>\$54,488,016</u> | <u>\$</u> | <u>\$ (5,935,377)</u> | <u>\$48,552,639</u> | <u>\$ 5,660,000</u> |

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

NOTE 9. LONG-TERM DEBT (continued)

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

The terms of the current debt obligations are as follows:

| Series | Original Issue | Matures | Interest Rate (%) | Debt Outstanding |
|---|----------------|---------|-------------------|-----------------------------|
| Governmental Activities: | | | | |
| Tax Increment Contract Bonds | | | | |
| Refunding Tax Increment Contract Bonds, Series 2016 | \$ 17,955,000 | 9/1/27 | 2.41% | \$ 16,225,000 |
| Tax Increment Contract Revenue and Refunding Bonds, Series 2019 | 37,400,000 | 9/1/28 | 5.00% | 28,300,000 |
| Total General Obligation Bonds | | | | <u><u>\$ 44,525,000</u></u> |

The annual requirements to amortize governmental activity tax increment contract revenue bonds at Error! Unknown switch argument.2 are as follows:

| Tax Increment Contract Revenue Bonds | | | |
|---|----------------------|---------------------|----------------------|
| Governmental Activities | | | |
| Fiscal Year | Principal | Interest | Total |
| 2023 | \$ 5,660,000 | \$ 1,703,049 | \$ 7,363,049 |
| 2024 | 5,870,000 | 1,492,823 | 7,362,823 |
| 2025 | 6,095,000 | 1,273,664 | 7,368,664 |
| 2026 | 6,315,000 | 1,045,323 | 7,360,323 |
| 2027 | 6,555,000 | 807,359 | 7,362,359 |
| 2028 | 6,845,000 | 522,540 | 7,367,540 |
| 2029 | 7,185,000 | 179,625 | 7,364,625 |
| | <u>\$ 44,525,000</u> | <u>\$ 7,024,383</u> | <u>\$ 51,549,383</u> |

See pages 34 through 36 for debt service schedules on each bond series outstanding as of June 30, 2022.

NOTE 10. INTERFUND TRANSACTIONS

For the fiscal year ended June 30, 2022, an operating transfer is summarized as follows:

| Transfers Out | Transfers In | Amounts | Purpose |
|-----------------------|--------------|--------------|----------------------|
| Capital Projects Fund | General Fund | \$ (787,684) | Capital improvements |

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

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

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

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

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

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

MEMORIAL CITY REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

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

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

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

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

NOTE 13. RISK MANAGEMENT

The Authority is exposed to various risks of loss related to torts: theft of, damage to, and destruction of assets; errors and omissions; and natural disasters for which the Authority participates along with 2,800 other entities in the Texas Municipal League’s Intergovernmental Risk Pool. The Pool purchases commercial insurance at group rates for participants in the Pool. The Authority has not significantly reduced insurance coverage or had settlements that exceeded coverage amounts for the past three years.

MEMORIAL CITY REDEVELOPMENT AUTHORITY

REQUIRED SUPPLEMENTARY INFORMATION

JUNE 30, 2022

DRAFT SUBJECT TO CHANGE

MEMORIAL CITY REDEVELOPMENT AUTHORITY
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
- BUDGET AND ACTUAL - ALL GOVERNMENTAL FUNDS
FOR THE YEAR ENDED JUNE 30, 2022

| | Original and Final Budget | Actual | Variance Positive (Negative) |
|--|--------------------------------------|-----------------------|---|
| REVENUES | | | |
| Tax Increment | \$ 17,668,650 | \$ 17,334,501 | \$ (334,149) |
| Interest and Other | 400,000 | 39,314 | (360,686) |
| TOTAL REVENUES | \$ 18,068,650 | \$ 17,373,815 | \$ (694,835) |
| EXPENDITURES/EXPENSES | | | |
| Maintenance and Operations | \$ 268,120 | \$ 241,110 | \$ 27,010 |
| Capital Outlay | 4,984,387 | 2,878,980 | 2,105,407 |
| Developer Reimbursement | 19,266,570 | 6,026,919 | 13,239,651 |
| Municipal Services | 2,256,619 | 2,104,297 | 152,322 |
| Administration Fees | 883,433 | 866,725 | 16,708 |
| Debt Service: | | | |
| Principal | 5,360,000 | 5,360,000 | |
| Interest | 2,754,546 | 1,931,022 | 823,524 |
| Debt Issuance Costs | 1,515,427 | | 1,515,427 |
| TOTAL EXPENDITURES | \$ 37,289,102 | \$ 19,409,053 | \$ 17,880,049 |
| EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES | \$ (19,220,452) | \$ (2,035,238) | \$ 17,185,214 |
| OTHER FINANCING SOURCES (USES) | | | |
| Proceeds from grants | \$ 1,724,123 | \$ | \$ (1,724,123) |
| Proceeds from the Sale of Contract Revenue Bonds | 39,702,452 | | (39,702,452) |
| TOTAL OTHER FINANCING SOURCES (USES) | \$ 41,426,575 | \$ - 0 - | \$ (41,426,575) |
| NET CHANGE IN FUND BALANCE | \$ 22,206,123 | \$ (2,035,238) | \$ (24,241,361) |
| FUND BALANCE - JULY 1, 2021 | 34,032,783 | 34,032,783 | |
| FUND BALANCE - JUNE 30, 2022 | \$ 56,238,906 | \$ 31,997,545 | \$ (24,241,361) |

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MEMORIAL CITY REDEVELOPMENT AUTHORITY

SUPPLEMENTARY INFORMATION

REQUIRED BY CITY OF HOUSTON

JUNE 30, 2022

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**MEMORIAL CITY REDEVELOPMENT AUTHORITY
OPERATING EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2022**

| <i>Category</i> | <i>Vendor</i> | <i>Budget</i> | <i>Actual Expenditures</i> | <i>Variance Positive (Negative)</i> |
|---|---|---------------------|--------------------------------|---|
| ADMINISTRATION AND OVERHEAD | | | | |
| Management Consultant | Hawes Hill & Associates LLP | \$ 108,120 | \$ 102,000 | \$ 6,120 |
| Administrative Operating | | | | |
| Property Account Consultant | Equi-tax, Inc. | 7,500 | 34,974 | (27,474) |
| Accounting/Audit | | | | |
| Accounting | ETI Accounting Services | 15,000 | 16,043 | (1,043) |
| Auditor | McGrath & Co. PLLC & McCall Gibson Swedlund Barfoot PLLC | 11,250 | 11,250 | |
| | | 15,250 | 11,750 | 3,500 |
| Insurance | Texas Municipal League | 1,000 | 1,378 | (378) |
| Other | | | 8,592 | (8,592) |
| Subtotal | | <u>158,120</u> | <u>185,987</u> | <u>(27,867)</u> |
| PROGRAM AND PROJECT CONSULTANTS | | | | |
| Legal-General Counsel | Allen Boone Humphries Robinson, LLP | 50,000 | 16,124 | 33,876 |
| Engineering Consultants | The Goodman Corporation Gauge Engineering | 60,000 | 30,072 | 29,928 |
| | | | 8,927 | (8,927) |
| Subtotal | | <u>110,000</u> | <u>55,123</u> | <u>54,877</u> |
| TOTAL MANAGEMENT CONSULTING SERVICES | | <u>268,120</u> | <u>241,110</u> | <u>27,010</u> |
| City Administration Fees | City of Houston | 883,433 | 866,725 | 16,708 |
| Municipal Services Fees | City of Houston | 2,256,619 | 2,104,297 | 152,322 |
| DEBT SERVICE | | | | |
| Principal | | 5,360,000 | 5,360,000 | |
| Interest | | 2,754,546 | 1,931,022 | 823,524 |
| Debt Issuance Costs | | 1,515,427 | | 1,515,427 |
| Subtotal | | <u>9,629,973</u> | <u>7,291,022</u> | <u>2,338,951</u> |
| Total Operating Expenditures | | <u>\$13,038,145</u> | <u>\$ 10,503,154</u> | <u>\$ 2,534,991</u> |

MEMORIAL CITY REDEVELOPMENT AUTHORITY
CAPITAL EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2022

| <i>Project</i> | <i>Vendor</i> | <i>Budget</i> | <i>Actual Expenditures</i> | <i>Variance Positive (Negative)</i> |
|---|-------------------------------------|---------------------|--------------------------------|---|
| Project T-1725: Park and Green Space Improvements | | | | |
| Other | Allen Boone Humphries Robinson, LLP | | | |
| Design | SWA Group | \$ 25,000 | \$ | \$ 25,000 |
| Construction | CenterPoint | 100,000 | | 100,000 |
| Project T-1732A: N. Gessner Drainage and Mobility Improvement, I-10 to Longpoint | | | | |
| Engineering/Design Services | Gauge Engineering | 46,000 | 1,025 | 44,975 |
| Project T-1734: W140 Channel Improvements with Bridge and Staws | | | | |
| Construction | Reytec Construction Resources, Inc | 318,464 | 115,642 | 202,822 |
| Project T-1735: Detention Basin A | | | | |
| Acquisition | Allen Boone Humphries Robinson LLP | 3,580,000 | 138 | 1,453,985 |
| | City of Houston | | 2,125,877 | |
| Project T-1738A: Memorial Drive - Drainage and Mobility Improvement - Phase 1 | | | | |
| Engineering/Design Services | Gauge Engineering | 378,529 | 126,514 | 204,603 |
| | JP Morgan Chase/Wheatly Investment | | 24,571 | |
| Construction | Allen Boone Humphries Robinson LLP | | 1,513 | |
| | SWA Group | | 21,328 | |
| Project T-1738B: Memorial Drive - Drainage and Mobility Improvement - Phase 2 | | | | |
| Engineering/Design Services | Gauge Engineering | 250,000 | 248,486 | (8,146) |
| Planning | The Goodman Corporation | | 9,660 | |
| Project T-1799: Concrete Panel Replace Program at Town & Country Blvd. | | | | |
| | | 60,000 | | 60,000 |
| Project T-1741: W140 Detention | | | | |
| Engineering/Design Services | Gauge Engineering | 226,394 | 202,282 | 22,168 |
| | The Goodman Corporation | | 1,944 | |
| Total Capital Expenditures | | \$ 4,984,387 | \$ 2,878,980 | \$ 2,105,407 |

MEMORIAL CITY REDEVELOPMENT AUTHORITY
PROJECT PLAN RECONCILIATION
AS OF THE YEAR ENDED JUNE 30, 2022

| | <i>Project Plan Estimated Amount</i> | <i>Cumulative Expenditures as of the Fiscal Year Ended 2022</i> | <i>Variance Positive (Negative)</i> |
|-------------------------------------|--|---|---|
| Capital Projects: | | | |
| Roadway and Sidewalk Improvements | \$ 53,429,681 | \$ 39,733,413 | \$ 13,696,268 |
| Public Utility Improvements | 120,856,453 | 98,004,710 | 22,851,743 |
| Park and Recreational Facilities | 11,889,119 | 382,265 | 11,506,854 |
| Total Capital Projects Costs | <u>\$ 186,175,253</u> | <u>\$ 138,120,388</u> | <u>\$ 48,054,865</u> |
| Financing Costs | 25,000,000 | 54,939,057 | (29,939,057) |
| Creation and Administration Costs | 5,952,851 | 6,334,461 | (381,610) |
| Total Project Plan | <u>\$ 217,128,104</u> | <u>\$ 199,393,906</u> | <u>\$ 17,734,198</u> |

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MEMORIAL CITY REDEVELOPMENT AUTHORITY

OTHER SUPPLEMENTARY INFORMATION

JUNE 30, 2022

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MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2022

TAX INCREMENT CONTRACT
REVENUE BONDS
SERIES - 2016 Refunding

| Due During Fiscal Years Ending June 30 | Principal Due September 1 | Interest Due September 1/ March 1 | Total |
|---|--------------------------------------|--|----------------------|
| 2023 | \$ 2,975,000 | \$ 355,174 | \$ 3,330,174 |
| 2024 | 3,050,000 | 282,573 | 3,332,573 |
| 2025 | 3,125,000 | 208,164 | 3,333,164 |
| 2026 | 3,200,000 | 131,948 | 3,331,948 |
| 2027 | 3,270,000 | 53,984 | 3,323,984 |
| 2028 | 605,000 | 7,290 | 612,290 |
| TOTAL | \$ 16,225,000 | \$ 1,039,133 | \$ 17,264,133 |

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MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2022

TAX INCREMENT CONTRACT
REVENUE BONDS
SERIES - 2019 Refunding

| Due During Fiscal Years Ending June 30 | Principal Due September 1 | Interest Due September 1/ March 1 | Total |
|---|--------------------------------------|--|----------------------|
| 2023 | \$ 2,685,000 | \$ 1,347,875 | \$ 4,032,875 |
| 2024 | 2,820,000 | 1,210,250 | 4,030,250 |
| 2025 | 2,970,000 | 1,065,500 | 4,035,500 |
| 2026 | 3,115,000 | 913,375 | 4,028,375 |
| 2027 | 3,285,000 | 753,375 | 4,038,375 |
| 2028 | 6,240,000 | 515,250 | 6,755,250 |
| 2029 | 7,185,000 | 179,625 | 7,364,625 |
| TOTAL | \$ 28,300,000 | \$ 5,985,250 | \$ 34,285,250 |

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MEMORIAL CITY REDEVELOPMENT AUTHORITY
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS
AS OF THE YEAR ENDED JUNE 30, 2022

ANNUAL REQUIREMENTS
FOR ALL SERIES

| Due During Fiscal Years Ending June 30 | Total Principal Due | Total Interest Due | Total Principal and Interest Due |
|---|--------------------------------|-------------------------------|---|
| 2023 | \$ 5,660,000 | \$ 1,703,049 | \$ 7,363,049 |
| 2024 | 5,870,000 | 1,492,823 | 7,362,823 |
| 2025 | 6,095,000 | 1,273,664 | 7,368,664 |
| 2026 | 6,315,000 | 1,045,323 | 7,360,323 |
| 2027 | 6,555,000 | 807,359 | 7,362,359 |
| 2028 | 6,845,000 | 522,540 | 7,367,540 |
| 2029 | 7,185,000 | 179,625 | 7,364,625 |
| TOTAL | \$ 44,525,000 | \$ 7,024,383 | \$ 51,549,383 |

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MEMORIAL CITY REDEVELOPMENT AUTHORITY
BOARD MEMBERS AND CONSULTANTS
JUNE 30, 2022

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

Authority Telephone Number- 713-595-1200

| <u>Board Members</u> | <u>Position</u> |
|---|-----------------|
| Andy Iversen – Director | 1 |
| John Rickel – Vice Chair | 2 |
| David P. Durham – Secretary | 3 |
| Ann T. Givens – Chair | 4 |
| Dr. Zachary R. Hodges – Asst. Secretary | 5 |
| Brad Freels – Director | 6 |
| Dan Moody III | 7 |

McCALL GIBSON SWEDLUND BARFOOT PLLC
Certified Public Accountants

13100 Wortham Center Drive
Suite 235
Houston, Texas 77065-5610
(713) 462-0341
Fax (713) 462-2708

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

September 27, 2022

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

We have audited the financial statements of the governmental activities and each major Memorial City Redevelopment Authority (the "Authority") for the year ended June 30, 2022. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter to you dated May 30, 2017. Professional standards also require that we communicate to you the following information related to our audit. For the purposes of this letter, the term "management" refers to the Board of Directors and/or Authority consultants.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. Significant accounting policies used by the Authority, including new accounting policies, if any, that have been adopted and implemented during the current fiscal year, are discussed in Note 2. We noted no transactions entered into by the Authority during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period. The financial statement disclosures are neutral, consistent, and clear.

Accounting estimates are an integral part of the financial statements and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. If applicable, we evaluated the key factors and assumptions used to develop these estimates in determining that they are reasonable in relation to the financial statements taken as a whole.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. The Authority's bookkeeper and Board of Directors will be provided with any such adjustments.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated September 27, 2022.

Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Authority's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Authority's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Other Matters

We applied certain limited procedures to the Management's Discussion and Analysis and the budgetary comparison schedule for all combined funds, which are required supplementary information ("RSI") that supplements the basic financial statements. Our procedures consisted of inquiries of management regarding the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We did not audit the RSI and do not express an opinion or provide any assurance on the RSI.

We were engaged to report on supplementary information required by the City of Houston, which accompany the financial statements but are not RSI. With respect to this supplementary information, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with accounting principles generally accepted in the United States of America, the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compared and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.

Restriction on Use

This information is intended solely for the use of the Board of Directors of the Authority and is not intended to be, and should not be, used by anyone other than these specified parties.

Sincerely,

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants
Houston, Texas

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

AGENDA MEMORANDUM

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

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

Memorial City Redevelopment Authority / TIRZ No. 17

Cash Management Report

August 31, 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, 2023

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 | 18,980,221.91 | 327,560.13 | 7,380,847.50 | 26,688,629.54 |
| Revenue | 69,004.32 | 587.24 | 11,830.25 | 81,421.81 |
| Expenditures | 54,963.54 | 34,104.22 | 6,563,011.25 | 6,652,079.01 |
| Ending Balance | 18,994,262.69 | 294,043.15 | 829,666.50 | 20,117,972.34 |

NOTES:

Debt Service Payments due in Fiscal Year End 2022:

| Date | Series | Principal | Interest | Total |
|----------|--------|--------------|-----------------------|---------------------|
| 9/1/2022 | 2016R | 2,975,000.00 | 195,511.25 | 3,170,511.25 |
| 9/1/2022 | 2019 | 2,685,000.00 | 707,500.00 | 3,392,500.00 |
| 3/1/2023 | 2016R | | 195,511.25 | 195,511.25 |
| 3/1/2023 | 2019 | | 707,500.00 | 707,500.00 |
| | | | Total FYE 2022 | 7,466,022.50 |

General Operating Fund

BEGINNING BALANCE: **18,980,221.91**

REVENUE:

| | | |
|--|-----------|----------------------|
| Checking Interest - Wells Fargo | 224.57 | |
| Texpool Interest | 34,654.98 | |
| Wells Fargo/TexSTAR (Surplus Funds) Interest | 20.55 | |
| Due from Bond Series 2019 CPF | 34,104.22 | |
| Voided Check(s) | 0.00 | |
| Total Revenue: | | 69,004.32 |

DISBURSEMENTS:

| | | |
|--------------------------------------|-----------|----------------------|
| Checks Presented At Last Meeting | 53,252.64 | |
| Checks Written at/after Last Meeting | 0.00 | |
| Paying Agent Fees | 1,600.00 | |
| Bank Fee | 110.90 | |
| Total Expenditures | | 54,963.54 |

Ending Balance: **18,994,262.69**

Location of Assets:

| Institution | Investment Number | Interest Rate | |
|----------------------|-----------------------|---------------|----------------------|
| Wells Fargo Checking | *5490 | 0.4000 | 55,760.55 |
| TexPool | *0001 | 2.1627 | 18,927,583.99 |
| Wells Fargo/TexSTAR | TexSTAR Surplus Funds | 1.9469 | 10,918.15 |
| | | Total | 18,994,262.69 |

Memorial City Redevelopment Authority
Checks Presented
September 27, 2022

| Num | Name | Description | Amount |
|--------------|-------------------------------------|---|--------------------|
| 3354 | Allen Boone Humphries Robinson LLP | Legal Fees | -1,653.00 |
| 3355 | Equi-Tax, Inc | Tax Assessor/Collector | -131.10 |
| 3356 | eSiteful, Inc. | Consulting Service | -30.00 |
| 3357 | ETI Bookkeeping Services | Bookkeeping Fee | -1,060.90 |
| 3358 | Gauge Engineering, LLC | Engineering Fee | -225.00 |
| 3359 | Hawes Hill & Associates | Professional Consultant | -10,000.00 |
| 3360 | Masterson Advisors LLC | Municipal Advisory Service | -20,537.50 |
| 3361 | McCall Gibson Swedlund Barfoot PLLC | Auditor Fee | -9,000.00 |
| 3362 | The Goodman Corporation Inc | Consultant Fee | -1,750.00 |
| 3363 | Gauge Engineering, LLC | Engineering Fee - Capital Projects | -134,116.65 |
| 3364 | Reytec Construction Resources, Inc. | Channel Improvements - Capital Projects | -5,395.50 |
| 3365 | The Goodman Corporation Inc | Consultant Fee - Capital Projects | -1,035.00 |
| Total | | | -184,934.65 |

Capital Projects Fund

| | | |
|----------------------------------|-----------|-------------------|
| BEGINNING BALANCE | | 327,560.13 |
| REVENUE | | |
| TexPool Interest | 587.24 | |
| Voided Check(s) | 0.00 | |
| Total Revenue | | 587.24 |
| EXPENDITURES | | |
| Checks Presented at Last Meeting | 0.00 | |
| Transfer to GOF | 34,104.22 | |
| Total Expenditures | | 34,104.22 |
| ENDING BALANCE | | 294,043.15 |

Location of Assets:

| Institution | Investment Number | Interest Rate | Current Balance |
|-------------|-------------------|---------------|-------------------|
| TexPool | *0005 | 2.1627 | 294,043.15 |
| | | Total | 294,043.15 |

**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 Signalizatr | 1,984 |
| 1725 | Parks & Green Space Improvements | 13,930 |
| 1731A | Detention Basin & W-140 Bridge | 3,932 |
| 1732A | N Gessner Drainage & Mobility | 291,996 |
| 1734 | W-140 Channel Improvements | 5,089,566 |
| 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 | 11,165,068 |
| 1738B | Memorial Dr Drain & Mobility 2 | 262,406 |
| 1741 | W140 Detention Expansion | 312,374 |
| 1737 | MetroNational - Detention/Roads | 5,335,542.11 |

Total Less Construction Costs Paid To Date **32,164,402**

| | |
|---------------------------|----------------|
| Total | 203,371 |
| Interest Earned | 90,673 |
| Total Bank Balance | 294,043 |

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
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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
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|------------|------|-------------------------------------|----------------------|---------------------------------------|-----------|------------|---------------|
| | | | 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 Signalizatr | 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 | Reytec Construction Resources, Inc. | Proj#1005 Pay Est 30 | 1734 W140 Channel Improvements | 37,085.49 | 218,897.64 | 12,513,594.48 |
| | | | Proj#1005 Pay Est 30A | 1734 W140 Channel Improvements | 181,812.15 | | |
| 5/25/2021 | 3202 | SWA Group | Inv# 185128 | 1738A Memorial Dr Drain & Mobility 1 | 1,563.31 | 1,563.31 | 12,512,031.17 |
| 5/31/2021 | | TexPool | | Interest Earned | | 109.73 | 12,512,140.90 |
| 6/29/2021 | 3210 | Allen Boone Humphries Robinson LLP | Inv# 120416 | 1734 W140 Channel Improvements | 687.50 | 1,650.00 | 12,510,490.90 |
| | | | | 1738A Memorial Dr Drain & Mobility 1 | 962.50 | | |
| 6/29/2021 | 3211 | Gauge Engineering, LLC | Inv# 30-(1507) | 1734 W140 Channel Improvements | 11,776.75 | 27,225.95 | 12,483,264.95 |
| | | | Inv# 1505 | 1738A Memorial Dr Drain & Mobility 1 | 15,449.20 | | |
| 6/29/2021 | 3212 | Reytec Construction Resources, Inc. | Inv# 1805 | 1734 W140 Channel Improvements | 8,895.50 | 17,791.00 | 12,465,473.95 |
| | | | Inv# 1807 | 1734 W140 Channel Improvements | 8,895.50 | | |
| 6/29/2021 | 3213 | SWA Group | Inv# 185516 | 1738A Memorial Dr Drain & Mobility 1 | 1,180.39 | 1,180.39 | 12,464,293.56 |
| 6/30/2021 | | TexPool | | Interest Earned | | 134.32 | 12,464,427.88 |
| 7/27/2021 | 3220 | Allen Boone Humphries Robinson LLP | Inv# 121070 | 1738A Memorial Dr Drain & Mobility 1 | 137.50 | 137.50 | 12,464,290.38 |
| 7/27/2021 | 3221 | Gauge Engineering, LLC | Inv# 1538 | 1732A N Gessner Drainage & Mobility | 1,000.00 | 26,636.67 | 12,437,653.71 |
| | | | Inv# 1539 | 1738A Memorial Dr Drain & Mobility 1 | 13,953.08 | | |
| | | | Inv# 1540 | 1738B Memorial Dr Drain & Mobility 2 | 1,188.54 | | |
| | | | Inv# 31 | 1734 W140 Channel Improvements | 10,495.05 | | |
| 7/27/2021 | 3222 | Reytec Construction Resources, Inc. | Inv# 1846 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 12,428,758.21 |
| 7/27/2021 | 3223 | SWA Group | Inv# 185919 | 1738A Memorial Dr Drain & Mobility 1 | 2,838.66 | 2,838.66 | 12,425,919.55 |
| 7/27/2021 | 3224 | Wheatley Investments, Inc | Jul-21 | 1738A Memorial Dr Drain & Mobility 1 | 11,171.00 | 11,171.00 | 12,414,748.55 |
| | | TexPool | | Interest Earned | | 199.70 | 12,414,948.25 |
| 8/31/2021 | 3230 | Allen Boone Humphries Robinson LLP | Inv# 121819 | 1738A Memorial Dr Drain & Mobility 1 | 412.50 | 412.50 | 12,414,535.75 |
| 8/31/2021 | 3231 | Gauge Engineering, LLC | Inv# 1567 | 1732A N Gessner Drainage & Mobility | 769.20 | 43,962.11 | 12,370,573.64 |
| | | | Inv# 1568 | 1738A Memorial Dr Drain & Mobility 1 | 25,529.55 | | |
| | | | Inv# 1569 | 1738B Memorial Dr Drain & Mobility 2 | 17,663.36 | | |
| 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 |
| | | TexPool | | Interest Earned | | 772.09 | 5,864,977.84 |
| 4/26/2022 | 3310 | Reytec Construction Resources, Inc. | Inv# 2160 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 5,856,082.34 |
| 4/26/2022 | 3311 | SWA Group | Inv# 189557 | Memorial Dr Contrsuction | 3,722.54 | 3,722.54 | 5,852,359.80 |
| 4/26/2022 | 3312 | The Goodman Corporation Inc. | Inv# 3-2022-2 | Memorial Dr Phase II | 3,450.00 | 3,450.00 | 5,848,909.80 |
| 4/26/2022 | 3309 | Gauge Engineering, LLC | Inv# 1839 | 1155 W140 Expansion | 29,263.79 | 29,263.79 | 5,819,646.01 |
| 4/26/2022 | 3309 | Gauge Engineering, LLC | Inv# 1838 | 1125 Memorial Drive Phase II | 25,843.13 | 25,843.13 | 5,793,802.88 |

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| | | | | | | | |
|-----------|------|-------------------------------------|----------------|---|--------------|--------------|--------------|
| 4/26/2022 | 3309 | Gauge Engineering, LLC | Inv# 1837 | 1070 Memorial Drive Construction Phase | 16,996.70 | 16,996.70 | 5,776,806.18 |
| | | TexPool | | Interest Earned | | 1,464.65 | 5,778,270.83 |
| 5/31/2022 | 3317 | Reytec Construction Resources, Inc. | Inv# 2199 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 5,769,375.33 |
| 5/31/2022 | 3318 | SWA Group | Inv# 189976 | Memorial Dr Contrsuction | 1,592.50 | 1,592.50 | 5,767,782.83 |
| 5/31/2022 | 3319 | The Goodman Corporation Inc. | Inv# 4-2022-4 | Memorial Dr Phase II | 690.00 | 690.00 | 5,767,092.83 |
| 5/31/2022 | 3319 | The Goodman Corporation Inc. | Inv# 4-2022-5 | Memorial Dr Phase II | 1,943.60 | 1,943.60 | 5,765,149.23 |
| 5/31/2022 | 3320 | Gauge Engineering, LLC | Inv# 1873 | 1155 W140 Expansion | 13,927.73 | 13,927.73 | 5,751,221.50 |
| 5/31/2022 | 3320 | Gauge Engineering, LLC | Inv# 1872 | 1125 Memorial Drive Phase II | 9,205.20 | | 5,751,221.50 |
| 5/31/2022 | 3320 | Gauge Engineering, LLC | Inv# 1871 | 1070 Memorial Drive Construction Phase | 12,918.30 | | 5,751,221.50 |
| 5/31/2022 | 3322 | The Goodman Corporation Inc. | Inv# 5-2022-1 | Memorial Dr Phase II | 345.00 | 345.00 | 5,750,876.50 |
| | | TexPool | | Interest Earned | | 1,464.65 | 5,752,341.15 |
| 6/28/2022 | 3331 | Reytec Construction Resources, Inc. | Inv# 2224 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 5,743,445.65 |
| 6/28/2022 | 3324 | SWA Group | Inv# 190406 | Memorial Dr Contrsuction | 2,599.24 | 2,599.24 | 5,740,846.41 |
| 6/28/2022 | 3323 | Gauge Engineering, LLC | Inv# 1904 | 1155 W140 Expansion | 43,239.17 | 43,239.17 | 5,697,607.24 |
| 6/28/2022 | 3323 | Gauge Engineering, LLC | Inv# 1903 | 1125 Memorial Drive Phase II | 4,129.80 | 4,129.80 | 5,693,477.44 |
| 6/28/2022 | 3323 | Gauge Engineering, LLC | Inv# 1902 | 1070 Memorial Drive Construction Phase | 5,796.75 | 57,796.75 | 5,635,680.69 |
| | | TexPool | | Interest Earned | | 3,040.68 | 5,638,721.37 |
| 7/15/2022 | Wire | Metro National Corporation | June 2022 | Conrad Sauer Detention Pond/Mathewson I | 5,335,542.11 | 5,335,542.11 | 303,179.26 |
| 7/26/2022 | 3342 | SWA Group | Inv# 190979 | Memorial Dr Contrsuction | 3,075.50 | 3,075.50 | 300,103.76 |
| 7/26/2022 | 3340 | Gauge Engineering, LLC | Inv# 1943 | 1125 Memorial Drive Phase II | 2,022.57 | 2,022.57 | 298,081.19 |
| 7/26/2022 | 3340 | Gauge Engineering, LLC | Inv# 1944 | 1070 Memorial Drive Construction Phase | 2,636.80 | 2,636.80 | 295,444.39 |
| 7/26/2022 | 3340 | Gauge Engineering, LLC | Inv# 1946 | 1155 W140 Expansion | 82,535.40 | 82,535.40 | 212,908.99 |
| 7/26/2022 | 3343 | The Goodman Corporation Inc. | Inv# 6-2022-48 | Memorial Dr Phase II | 1,725.00 | 1,725.00 | 211,183.99 |
| 7/26/2022 | 3341 | Reytec Construction Resources, Inc. | Inv# 2256 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 202,288.49 |
| | | TexPool | | Interest Earned | | 4,684.06 | 206,972.55 |
| 8/23/2022 | 3350 | Gauge Engineering, LLC | Inv# 1987 | 1070 Memorial Drive Construction Phase | 3,965.73 | 3,965.73 | 203,006.82 |
| 8/23/2022 | 3350 | Gauge Engineering, LLC | Inv# 1988 | 1155 W140 Expansion | 13,379.41 | 13,379.41 | 189,627.41 |
| 8/23/2022 | 3351 | Reytec Construction Resources, Inc. | Inv# 2290 | Briar Branch Maintenance | 8,895.50 | 8,895.50 | 180,731.91 |
| 8/23/2022 | 3352 | SWA Group | Inv# 191323 | Memorial Dr Contrsuction | 2,597.98 | 2,597.98 | 178,133.93 |
| 8/23/2022 | 3353 | The Goodman Corporation Inc. | Inv# 7-2022-29 | Memorial Dr Phase II | 2,415.00 | 2,415.00 | 175,718.93 |
| 8/23/2022 | 3353 | The Goodman Corporation Inc. | Inv# 7-2022-30 | W140 Detention Basin | 2,850.60 | 2,850.60 | 172,868.33 |
| | | TexPool | | Interest Earned | | 1,409.26 | 174,277.59 |
| 9/27/2022 | 3363 | Gauge Engineering, LLC | Inv# 2024 | 1155 W140 Expansion | 129,485.37 | 129,485.37 | 44,792.22 |
| 9/27/2022 | 3363 | Gauge Engineering, LLC | Inv# 2023 | 1070 Memorial Drive Construction Phase | 4,631.26 | 4,631.26 | 40,160.96 |
| 9/27/2022 | 3364 | Reytec Construction Resources, Inc. | Inv# 2333 | Briar Branch Maintenance | 5,395.50 | 5,395.50 | 34,765.46 |
| 9/27/2022 | 3365 | The Goodman Corporation Inc. | Inv# 8-2022-12 | Memorial Dr Phase II | 1,035.00 | 1,035.00 | 33,730.46 |
| | | TexPool | | Interest Earned | | 1,409.26 | 32,321.20 |
| | | | | | | 587.24 | 32,908.44 |

Debt Service Fund

| | |
|---|-------------------------|
| BEGINNING BALANCE | 7,380,847.50 |
| REVENUE | |
| TexPool DSF Interest | 6.03 |
| Wells Fargo/TexSTAR (2008 PR) Interest | 8.11 |
| Wells Fargo/TexSTAR (2008 DSF) Interest | 11,816.11 |
| Total Revenue | 11,830.25 |
| EXPENDITURES | |
| Due to GOF | 0.00 |
| Debt Service Interest Payment | 5,660,000.00 |
| Debt Service Principal Payment | 903,011.25 |
| Total Expenditures | 6,563,011.25 |
| ENDING BALANCE | 829,666.50 |

Location of Assets:

| Institution | Investment Number | Interest Rate | Current Balance |
|-------------------|--------------------------|---------------|-------------------|
| Wells Fargo *4601 | TexSTAR 2008 DSF | 1.9469 | 821,442.99 |
| Wells Fargo *4600 | TexSTAR 2008 Pledged Rev | 1.9469 | 4,935.45 |
| TexPool | *0004 | 2.1627 | 3,288.06 |
| | | Total | 829,666.50 |

Memorial City Redevelopment Authority
Investment Report
August 31, 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 | 2.1627 | 18,852,035.61 | 0.99964 | 18,858,824.79 | 34,654.98 | 34,104.22 | 18,916,605.99 | 0.99942 | 18,927,583.99 |
| DSF | TexPool | 2.1627 | 3,280.85 | 0.99964 | 3,282.03 | 6.03 | (0.00) | 3,286.15 | 0.99942 | 3,288.06 |
| GOF | Wells Fargo/ TexStar | 1.9469 | 12,490.05 | 0.999396 | 12,497.60 | 20.55 | (1,600.00) | 10,912.46 | 0.999479 | 10,918.15 |
| DSF | Wells Fargo/ TexStar DSF | 1.9469 | 7,368,185.06 | 0.999396 | 7,372,638.13 | 11,816.11 | (6,563,011.25) | 821,015.02 | 0.999479 | 821,442.99 |
| DSF | Wells Fargo/ TexStar PI Rev | 1.9469 | 4,924.36 | 0.999396 | 4,927.34 | 0.00 | 8.11 | 4,932.88 | 0.999479 | 4,935.45 |
| CPF | TexPool CPF | 2.1627 | 327,442.21 | 0.99964 | 327,560.13 | 587.24 | (34,104.22) | 293,872.60 | 0.99942 | 294,043.15 |

Demand Accounts

| Fund | Location Of Assets | Interest Rate | Purchase Date | Beginning Balance | Interest Earned | Deposits or (Withdrawals) | Ending Balance |
|------|--------------------|---------------|---------------|-------------------|-----------------|---------------------------|----------------|
| GOF | Wells Fargo | 0.40 | 6/8/2015 | 20,663.63 | 224.57 | 34,872.35 | 55,760.55 |

Collateral Pledged In Addition to FDIC

| Depository Institution | Total Funds On Deposit | Custodial Institution | Securities Pledged | Collateral Description | Par Value | Market Value |
|------------------------|------------------------|-----------------------|--------------------|------------------------|-----------|--------------|
| Wells Fargo | 55,760.55 | BNYM | 14,684,250 | BNYM | 1,438,345 | 1,487,898 |

Certification:

The District's investments are in compliance with the investment strategy as expressed in the District's Investment Policy and the Public Funds Investment Act. I hereby certify that pursuant to the Senate Bill 253 and in connection with the preparation of this investment report, I have reviewed the divestment lists prepared and maintained by the Texas Comptroller of Public Accounts, and the District does not own direct or indirect holdings in any companies identified on such lists.

Bookkeeper

Investment Officer

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

Memorial City Redevelopment Authority
Profit & Loss Budget vs. Actual
August 2022

| | August | | | Year to Date (2 Months) | | | Annual |
|--|------------------|------------------|----------------|-------------------------|-------------------|-------------------|-------------------|
| | Actual | Budget | Variance | Actual | Budget | Variance | Budget |
| Ordinary Income/Expense | | | | | | | |
| Income | | | | | | | |
| 1000 · Income | | | | | | | |
| 6001 · City Tax Revenue | 0 | 0 | 0 | 16,467,776 | 17,334,501 | -866,725 | 17,334,501 |
| 8223 · Interest Income | 47,318 | 625 | 46,693 | 82,894 | 1,708 | 81,186 | 7,500 |
| Total 1000 · Income | 47,318 | 625 | 46,693 | 16,550,670 | 17,336,209 | -785,539 | 17,342,001 |
| 6-4350 · Grants | 0 | 143,677 | -143,677 | 0 | 392,717 | -392,717 | 1,724,123 |
| Total Income | 47,318 | 144,302 | -96,984 | 16,550,670 | 17,728,926 | -1,178,256 | 19,066,124 |
| Expense | | | | | | | |
| 3335 · Management Consulting Services | | | | | | | |
| 6320 · Legal | 1,653 | 4,167 | -2,514 | 4,347 | 11,389 | -7,042 | 50,000 |
| 6322 · Eng Consultant/General Prof.Svc | 1,975 | 5,000 | -3,025 | 3,725 | 13,667 | -9,942 | 60,000 |
| 6337 · Construction Audit | 9,000 | 0 | 9,000 | 12,000 | 5,000 | 7,000 | 5,000 |
| 6343 · Other | 30 | 0 | 30 | 30 | 0 | 30 | 0 |
| Total 3335 · Management Consulting Services | 12,658 | 9,167 | 3,491 | 20,102 | 30,056 | -9,954 | 115,000 |
| 5650 · Transfers | | | | | | | |
| 6420 · COH Administration Fee | 0 | 0 | 0 | 0 | 866,725 | -866,725 | 866,725 |
| 6430 · Municipal Services | 0 | 0 | 0 | 2,104,297 | 2,256,619 | -152,322 | 2,256,619 |
| Total 5650 · Transfers | 0 | 0 | 0 | 2,104,297 | 3,123,344 | -1,019,047 | 3,123,344 |
| 5706 · Debt Service | | | | | | | |
| 5707 · Principal | 5,660,000 | 5,660,000 | 0 | 5,660,000 | 5,660,000 | 0 | 5,660,000 |
| 5708 · Interest | 903,011 | 851,525 | 51,486 | 903,011 | 851,525 | 51,486 | 1,703,049 |
| Total 5706 · Debt Service | 6,563,011 | 6,511,525 | 51,486 | 6,563,011 | 6,511,525 | 51,486 | 7,363,049 |
| 6-6300 · Maintenance & Operations | | | | | | | |
| 6300 · Administration & Overhead | | | | | | | |
| 6321 · Auditor | 0 | 0 | 0 | 0 | 10,168 | -10,168 | 23,865 |
| 6333 · Bookkeeping/Accounting | 1,705 | 1,388 | 317 | 4,089 | 3,793 | 296 | 16,650 |
| 6340 · Administration Salaries/Benefit | 10,000 | 10,000 | 0 | 20,000 | 27,333 | -7,333 | 120,000 |
| 6344 · Bond Svcs/Trustee/FA | 20,538 | 2,917 | 17,621 | 20,538 | 7,972 | 12,566 | 35,000 |
| 6353 · Insurance | 0 | 0 | 0 | 0 | 1,122 | -1,122 | 1,530 |
| 6359 · Bank Fees | 111 | 0 | 111 | 172 | 0 | 172 | 0 |
| 6300 · Administration & Overhead - Other | 1,600 | 0 | 1,600 | 1,600 | 0 | 1,600 | 0 |
| Total 6300 · Administration & Overhead | 33,954 | 14,305 | 19,649 | 46,399 | 50,388 | -3,989 | 197,045 |
| 7000 · Capital Expenditure | | | | | | | |
| 1725 · Parks & Green Space Improv. | 0 | 10,417 | -10,417 | 0 | 28,472 | -28,472 | 125,000 |
| 1734 · W140 Channel Improvements | 5,396 | 8,573 | -3,177 | 14,291 | 23,432 | -9,141 | 102,870 |
| 1735A · Detention Basin A | 0 | 320,833 | -320,833 | 0 | 876,944 | -876,944 | 3,850,000 |
| 1737 · MetroNational - Detention/Roads | 0 | 0 | 0 | 5,335,542 | 5,335,542 | 0 | 5,335,542 |
| 1738A · Memorial Dr Drain: & Mobility 1 | 4,631 | 14,255 | -9,624 | 11,195 | 38,965 | -27,770 | 171,065 |
| 1738B · Memorial Dr Drain & Mobility 2 | 1,035 | 56,667 | -55,632 | 3,450 | 154,889 | -151,439 | 680,000 |
| 1741 · W140 Detention Basin Extensions | 129,485 | 18,866 | 110,619 | 145,715 | 51,567 | 94,148 | 226,394 |

Memorial City Redevelopment Authority
Profit & Loss Budget vs. Actual
 August 2022

| | August | | | Year to Date (2 Months) | | | Annual |
|---------------------------------------|-------------------|-------------------|-----------------|-------------------------|-------------------|-------------------|-------------------|
| | Actual | Budget | Variance | Actual | Budget | Variance | Budget |
| 1799 · Concrete Panel Replace Program | 0 | 5,000 | -5,000 | 0 | 13,667 | -13,667 | 60,000 |
| Total 7000 · Capital Expenditure | 140,547 | 434,611 | -294,064 | 5,510,193 | 6,523,478 | -1,013,285 | 10,550,871 |
| Total Expense | 6,750,170 | 6,969,608 | -219,438 | 14,244,002 | 16,238,791 | -1,994,789 | 21,349,309 |
| Net Income | -6,702,852 | -6,825,306 | 122,454 | 2,306,668 | 1,490,135 | 816,533 | -2,283,185 |

3354

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

September 13, 2022

MEMORIAL CITY REDEVELOPMENT AUTHORITY

General

Client/Matter: MEM001-01
Statement Number: 131121
Billing Attorney: Jessica Biddle Holoubek

REMITTANCE PAGE

| | |
|--|-----------------|
| Fees for services posted through September 09, 2022 | 232.50 |
| Expenses and Other Items posted through September 09, 2022 | 38.00 |
| Total Amount Due: | \$270.50 |

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

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

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



Code No. 6320
9/19/2022

3354

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Taxpayer ID 74-3091731

September 13, 2022

MEMORIAL CITY REDEVELOPMENT AUTHORITY

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

Client/Matter: MEM001-01
Statement Number: 131121
Billing Attorney: Jessica Biddle
Holoubek

General

Professional Fees

Fees for services posted through September 09, 2022, as follows:

| <u>Date</u> | <u>Professional</u> | | <u>Hours</u> |
|----------------|---------------------|---|------------------------------------|
| General | | | |
| 08/22/22 | Sanjay Bapat | Call with Gwen Tillotson regarding public comment | 0.50 |
| | | | <i>Total Task Hours:</i> 0.50 |
| | | | <i>Total Task Amount:</i> \$232.50 |
| | | | Total Fees: <u>\$232.50</u> |

Expenses and Other Items

Expenses and Other Items posted through September 09, 2022, as follows:

| | | |
|----------|--|--|
| 08/04/22 | Recording fee: Quitclaim Deed (0.2335 Acres) | 38.00 |
| | | <u>Total Expenses and Other Items:</u> 38.00 |

TASK FEE BREAKDOWN

| | <u>Hours</u> | <u>Amount</u> |
|---------|--------------|---------------|
| General | 0.50 | 232.50 |

| | | |
|---------------------------------|-----------|----------------------|
| Total Fees: | \$ | 232.50 |
| Total Expenses and Other Items: | \$ | 38.00 |
| Total Amount Due: | \$ | <u>270.50</u> |

33.4

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

July 19, 2022

MEMORIAL CITY REDEVELOPMENT AUTHORITY

General

Client/Matter: MEM001-01
Statement Number: 131008
Billing Attorney: Jessica Biddle Holoubek

REMITTANCE PAGE

| | |
|---|-------------------|
| Fees for services posted through July 08, 2022 | 1,382.50 |
| Expenses and Other Items posted through July 08, 2022 | 0.00 |
| Total Amount Due: | \$1,382.50 |

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

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

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

3354

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Taxpayer ID 74-3091731

July 19, 2022

MEMORIAL CITY REDEVELOPMENT AUTHORITY

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

Client/Matter: MEM001-01
Statement Number: 131008
Billing Attorney: Jessica Biddle
Holoubek

General

Professional Fees

Fees for services posted through July 08, 2022, as follows:

| <u>Date</u> | <u>Professional</u> | | <u>Hours</u> |
|---------------------------|-------------------------|--|-------------------|
| General | | | |
| 06/06/22 | Jessica Biddle Holoubek | Telephone conference with Don Quigley regarding land swap with MetroNational; telephone conference with Sanjay Bapat regarding the same. | 0.25 |
| 06/20/22 | Jessica Biddle Holoubek | Discuss ownership of property with Don Quigley, MetroNational | 0.25 |
| 06/21/22 | Jessica Biddle Holoubek | Discuss quitclaim deed for SFP Hotel Partners LP property with Don Quigley and with Sanjay Bapat; telephone conference with Sanjay Bapat regarding release of reciprocal easement at detention pond site | 0.50 |
| 06/30/22 | Heather Trachtenberg | Work on response to Texas Public Information Act request from Ariel Axelrod; draft correspondence regarding same | 0.25 |
| 07/01/22 | Heather Trachtenberg | Review and respond to correspondence regarding Texas Public Information Act requests | 0.25 |
| 07/05/22 | Heather Trachtenberg | Work on response to Texas Public Information Act requests from Ariel Axelrod; draft correspondence regarding same | 0.25 |
| 07/06/22 | Heather Trachtenberg | Work on response to Texas Public Information Act requests from Ariel Axelrod; draft correspondence regarding same | 0.75 |
| 07/08/22 | Heather Trachtenberg | Work on response to Texas Public Information Act request; draft correspondence regarding same | 0.25 |
| <i>Total Task Hours:</i> | | | 2.75 |
| <i>Total Task Amount:</i> | | | \$1,382.50 |
| Total Fees: | | | \$1,382.50 |

TASK FEE BREAKDOWN

Allen Boone Humphries Robinson LLP

Hours Amount

July 19, 2022

3354

| | | |
|---------|------|----------|
| General | 2.75 | 1,382.50 |
|---------|------|----------|

| | | |
|---------------------------------|-----------|-----------------|
| Total Fees: | \$ | 1,382.50 |
| Total Expenses and Other Items: | \$ | 0.00 |
| Total Amount Due: | \$ | 1,382.50 |

3333

Equi-Tax Inc.

Invoice

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

| DATE | INVOICE # |
|----------|-----------|
| 9/1/2022 | 59027 |

| |
|---|
| 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 |
| Invoice emailed to: Jennifer Landreville at jl@equitaxinc.com Valerie Pena at bkp2@etiaccounting.com Scott Bean at sbean@haweshill.com Linda Clayton at lclayton@haweshill.com | |

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



Code No. 6333
9/7/2022

3356

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



INVOICE

BILL TO

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

INVOICE # 7644
DATE 09/01/2022
DUE DATE 09/01/2022
TERMS Due on receipt

| DESCRIPTION | QTY | RATE | AMOUNT |
|--|-----|-------|--------|
| Domain Name Renewal for https://houstontirz17.org - (September 2022 - August 2023) | 1 | 30.00 | 30.00 |

| | |
|-------------|----------------|
| SUBTOTAL | 30.00 |
| TAX | 0.00 |
| TOTAL | 30.00 |
| BALANCE DUE | \$30.00 |



Code No. 6343
9/7/2022

3357

ETI Bookkeeping Services

PO BOX 73109
Houston, TX 77273

Invoice

| Date | Invoice # |
|----------|-----------|
| 9/1/2022 | 9535 |

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

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

| | | |
|--|-------------------------|------------|
| | Total | \$1,060.90 |
| | Payments/Credits | \$0.00 |
| | Balance Due | \$1,060.90 |



Code No. 6333
9/7/2022

3358



Gauge Engineering
11750 Katy Freeway, Suite 400
Houston, TX 77079

Memorial City Redevelopment Authority/TIRZ 17
9600 Long Point Rd, Suite 200
Houston, TX 77055

Invoice number 2025
Date 09/20/2022

Project 1157 TIRZ 17 - On-call Engineering

Professional Services Provided Through September 16, 2022

Invoice Summary

| Description | Contract Amount | Prior Billed | Total Billed | Remaining | Current Billed |
|---------------------------------|-----------------|--------------|--------------|-----------|----------------|
| 1157 ON-CALL ENGINEERING | 25,000.00 | 8,927.40 | 9,152.40 | 15,847.60 | 225.00 |
| Total | 25,000.00 | 8,927.40 | 9,152.40 | 15,847.60 | 225.00 |

Professional Fees

| Principal | Hours | Rate | Billed Amount |
|-------------------|-------|--------|---------------|
| Derek A. St. John | 1.00 | 225.00 | 225.00 |
| Invoice total | | | 225.00 |

Aging Summary

| Invoice Number | Invoice Date | Outstanding | Current | Over 30 | Over 60 | Over 90 | Over 120 |
|----------------|--------------|-------------|---------|---------|---------|---------|----------|
| 2025 | 09/20/2022 | 225.00 | 225.00 | | | | |
| Total | | 225.00 | 225.00 | 0.00 | 0.00 | 0.00 | 0.00 |

I certify the above to be true and correct

Muhammad Ali, PE

Please note new mailing address
Please make checks payable to:
Gauge Engineering, LLC
11750 Katy Freeway, Suite 400
Houston, TX 77079



Code #6322
9/20/2022

3359

HAWES HILL & ASSOCIATES
LLP



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 1351
DATE 09/01/2022

| DESCRIPTION | AMOUNT |
|---|--------------------|
| Professional Consulting and Administration Fee: August 2022 | 10,000.00 |
| <hr/> | |
| BALANCE DUE | \$10,000.00 |



Code No. 6340
9/7/2022



Invoice

Invoice No.: 22-145H
 Client No.: MemCtRA-1901
 July 25, 2022
 Mr. Drew Masterson

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

Re: Memorial City Redevelopment Authority
 Municipal Advisory Services – July 1, 2021 to June 30, 2022

Fees Incurred

Hourly Fees for Municipal Advisory Services for July 1, 2021 to June 30, 2022:

| | |
|--|--------------------|
| Kristin Garcia Blomquist: 81.50 hours @ \$275.00/hr. | \$22,412.50 |
| Less: First 10 hours of Service | -2,750.00 |
| Drew K. Masterson: 2.5 hours @ \$350.00/hr. | <u>875.00</u> |
| Invoice Total: | \$20,537.50 |

Please Remit Payment To:

*Masterson Advisors LLC
 3 Greenway Plaza, Suite 1100
 Houston, Texas 77046*

**Please insert invoice number on your check.*

Wiring Instructions

*Capital One N.A.
 ABA# 111901014
 Account# 3027070727
 FCC: Memorial City RA, TX
 MA Services Fee
 July 1, 2021 – June 30, 2022
 Client No: MemCtRA-1901
 Invoice number: 22-145H*



Code No.6344
 9/7/2022

3360

Memorial City Redevelopment Authority - TIRZ 17
 Financial Advisory Services Billable Hours
 July 1, 2021 to June 30, 2022

| 275.00 | Kristin Blomquist | |
|--------------------------|-------------------|--|
| 350.00 | Drew Masterson | |
| Kristin Blomquist | | |
| Date | Hours | Description |
| 7/23/2021 | 1.50 | Analysis to Jennifer Curley RE: Capacity and CIP |
| 8/19/2021 | 5.00 | Analysis and discussion RE: MetroNational reimbursement |
| 8/20/2021 | 0.25 | Correspondence with Jessica Holoubek |
| 8/26/2021 | 0.50 | Correspondence with Jessica Holoubek |
| 9/3/2021 | 1.00 | Correspondence with Jessica Holoubek |
| 9/8/2021 | 0.75 | Discussion with Bank about rate indication for remaining authorization |
| 9/16/2022 | 0.50 | Conrad Sauer Reimbursement Analysis and Discussion |
| 9/21/2021 | 0.25 | Discussion with Bank about rate indication for remaining authorization |
| 9/23/2021 | 1.00 | Discussion with Scott RE:CIP Meeting and Board Meeting |
| 10/1/2021 | 0.50 | Correspondence with Jessica Holoubek |
| 10/12/2021 | 1.00 | Conrad Sauer Reimbursement Analysis and Discussion |
| 10/13/2021 | 3.25 | Conrad Sauer Reimbursement Analysis and Discussion (Continued) |
| 10/13/2021 | 1.00 | Conrad Sauer - Conf Call (Scott, David, Jessica) |
| 10/18/2021 | 3.00 | Budget & Bond Authorization & Capacity Analysis |
| 10/20/2021 | 3.50 | Lipex Payoff Analysis for Board Meeting |
| 10/21/2021 | 3.00 | Update Capacity and Budget |
| 10/22/2021 | 0.50 | Provide Analysis to Linda for Board Book |
| 10/25/2021 | 1.00 | Discussion with Drew on Lipex Analysis |
| 10/26/2021 | 2.00 | Board Meeting and travel |
| 10/26/2021 | 0.50 | Debrief with Drew on Board Meeting |
| 11/29/2021 | 1.00 | Continuing Disclosure |
| 11/30/2021 | 2.50 | Continuing Disclosure |
| 12/3/2021 | 0.50 | Continuing Disclosure |
| 12/6/2021 | 4.00 | Continuing Disclosure |
| 1/28/2022 | 0.75 | Correspondence with Scott Bean |
| 2/10/2022 | 0.50 | Correspondence with Scott Bean |
| 2/14/2022 | 2.00 | 30 Year Extension Scenario, Bonding Capacity |
| 2/16/2022 | 3.00 | 30 Year Extension Scenario, Bonding Capacity |
| 2/21/2022 | 1.00 | Correspondence with Jessica Holoubek |
| 2/22/2022 | 2.50 | Board Meeting and travel |
| 2/22/2022 | 0.50 | Debrief with Drew on Board Meeting |
| 2/23/2022 | 1.00 | Equitax re: Annexation |
| 2/23/2022 | 1.00 | Correspondence with Bank RE: bond issue |
| 2/28/2022 | 0.50 | Gauge Engineering re: Annexation |
| 3/1/2022 | 1.00 | Equitax & Gauge Engineering Correspondence re: Annexation |
| 3/2/2022 | 0.25 | Equitax & Gauge Engineering Correspondence re: Annexation |
| 3/3/2022 | 0.25 | Equitax & Gauge Engineering Correspondence re: Annexation |
| 3/4/2022 | 0.25 | Equitax & Gauge Engineering Correspondence re: Annexation |
| 3/4/2022 | 1.00 | Correspondence with Trustmark RE: restructuring 2016 bonds |
| 3/6/2022 | 0.50 | Review of Annexation Shapefile |
| 3/10/2022 | 0.25 | Scott Bean Correspondence |
| 3/11/2022 | 2.00 | Review of Metro National and Project Payments to Cash Flow |
| 3/21/2022 | 4.00 | Review of Metro National and Project Payments to Cash Flow |
| 3/22/2022 | 0.50 | Scott Bean Correspondence |
| 3/29/2022 | 0.50 | Scott Bean Correspondence |
| 5/4/2022 | 1.50 | Review of 2023 Budget from Jennifer Curley |
| 5/26/2022 | 1.00 | Annexation Review and Discussion with Gauge |
| 6/3/2022 | 3.00 | Discussion with Equitax, Bkkpr, Scott, preparation of cash flow and budget along with CIP and bonding capacity |
| 6/3/2022 | 1.50 | Correspondence with banks RE: Bond issue |
| 6/6/2022 | 0.75 | Correspondence with Trustmark RE: Bond issue |
| 6/9/2022 | 4.00 | Discussion with Scott & Equitax RE:CIP Meeting and bonding capacity |
| 6/10/2022 | 1.00 | Correspondence with banks RE: Bond issue |
| 6/15/2022 | 1.50 | Update Budget |
| 6/16/2022 | 2.00 | Analysis of Payment from City and impact to cash flow |
| 6/21/2022 | 2.00 | CIP Committee Meeting and travel |
| 6/21/2022 | 0.50 | Debrief with Drew on CIP Meeting |
| 6/22/2022 | 1.50 | Update Budget |
| | 81.50 | Total Hours |
| | 10.00 | First 10 hours deducted |
| | 71.50 | Total Kristin Blomquist Billable Hours |
| | x \$275 | Rate |
| | \$19,662.50 | Total Kristin Blomquist Billable FA Services Amount |
| Drew Masterson | | |
| 10/25/2021 | 1.00 | Discussion with Kristin on Lipex Analysis |
| 10/26/2021 | 0.50 | Debrief with Kristin on Board Meeting |
| 6/21/2022 | 0.50 | Debrief with Kristin on CIP Meeting |
| 2/22/2022 | 0.50 | Debrief with Kristin on Board Meeting |
| | 2.50 | Total Drew Masterson Billable Hours |
| | x \$350 | Rate |
| | 875.00 | Total Drew Masterson Billable FA Services Amount |
| | \$20,537.50 | Total Financial Advisory Services Invoice Amount |

McCALL GIBSON SWEDLUND BARFOOT PLLC

Certified Public Accountants

13100 Wortham Center Drive
Suite 235
Houston, Texas 77065-5610
(713) 462-0341
Fax (713) 462-2708

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

September 13, 2022

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

Client Number: 574-00

Audit of Memorial City Redevelopment Authority
as of and for the year ended June 30, 2022.

Interim Billing

\$ 9,000.00



Code: 6337
9/20/2022

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

3362

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 # |
| 8/31/2022 | 8-2022-42 |

| | |
|-------|---------|
| Terms | Project |
| | MCT114 |

| Item | Description | Rate | Prior % | Current % | Amount |
|-------------------|--|------------|---------|-----------|----------|
| Contract Services | Task 1 – Monitor and Present Funding Opportunities | 21,000.00 | 33.33% | 8.33% | 1,750.00 |
| Contract Services | Task 2 – Pursuit of Funding | 105,500.00 | 0% | 0.00% | 0.00 |

Please send payment to:
The Goodman Corporation
911 W. Anderson Lane, Ste. 200
Austin, TX 78757

| | |
|--------------------|------------|
| Total | \$1,750.00 |
| Balance Due | \$1,750.00 |

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



Code No. 6322
9/7/2022

3363

Gauge Engineering
11750 Katy Freeway, Suite 400
Houston, TX 77079



Memorial City Redevelopment Authority/TIRZ 17
9600 Long Point Rd, Suite 200
Houston, TX 77055

Invoice number 2024
Date 09/20/2022

Project 1155 W140 EXPANSION - DESIGN

Professional Services Provided Through September 16, 2022

| Description | Contract Amount | Percent Complete | Prior Billed | Total Billed | Remaining | Current Billed |
|--------------------------------|-------------------|------------------|-------------------|-------------------|-------------------|-------------------|
| General/Rdwy/TCP/Signing Plans | 113,985.00 | 62.50 | 71,240.63 | 71,240.63 | 42,744.37 | 0.00 |
| Drainage Plans | 91,395.00 | 72.00 | 64,890.45 | 65,804.40 | 25,590.60 | 913.95 |
| PM/Coordination/Misc/QA/QC | 39,780.00 | 69.00 | 26,055.90 | 27,448.20 | 12,331.80 | 1,392.30 |
| QA/QC | 13,455.00 | 35.50 | 4,776.53 | 4,776.53 | 8,678.47 | 0.00 |
| Bid Phase | 8,600.00 | 0.00 | 0.00 | 0.00 | 8,600.00 | 0.00 |
| Topo Survey-Kuo | 27,731.00 | 92.07 | 25,531.00 | 25,531.00 | 2,200.00 | 0.00 |
| Environmental-Geotest | 5,491.20 | 90.00 | 4,942.08 | 4,942.08 | 549.12 | 0.00 |
| Geotechnical-Geotest | 20,249.90 | 90.00 | 18,224.91 | 18,224.91 | 2,024.99 | 0.00 |
| Pump Station Design - LJA | 198,457.60 | 64.08 | 0.00 | 127,179.14 | 71,278.46 | 127,179.14 |
| 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 | 62.00 | 215,661.50 | 345,146.89 | 211,497.81 | 129,485.39 |

Invoice total **129,485.39**

Aging Summary

| Invoice Number | Invoice Date | Outstanding | Current | Over 30 | Over 60 | Over 90 | Over 120 |
|----------------|--------------|-------------------|-------------------|-------------|-------------|-------------|-------------|
| 2024 | 09/20/2022 | 129,485.39 | 129,485.39 | | | | |
| | Total | 129,485.39 | 129,485.39 | 0.00 | 0.00 | 0.00 | 0.00 |

I certify the above to be true and correct

Muhammad Ali, PE

Please note new mailing address
Please make checks payable to:
Gauge Engineering, LLC
11750 Katy Freeway, Suite 400
Houston, TX 77079



Code No. 1741
9/20/2022

C

3363

Gauge Engineering
11750 Katy Freeway, Suite 400
Houston, TX 77079



Memorial City Redevelopment Authority/TIRZ 17
9600 Long Point Rd, Suite 200
Houston, TX 77055

Invoice number 2023
Date 09/20/2022

Project 1070 MEMORIAL DRIVE -
CONSTRUCTION PHASE SERVICES

Professional Services Provided Through September 16, 2022

| Description | Contract Amount | Percent Complete | Prior Billed | Total Billed | Remaining | Current Billed |
|------------------------------------|-------------------|------------------|-------------------|-------------------|------------------|-----------------|
| Construction Phase Services | 231,870.00 | 100.00 | 231,870.00 | 231,870.00 | 0.00 | 0.00 |
| Expenses | 2,000.00 | 61.21 | 1,210.53 | 1,224.29 | 775.71 | 13.76 |
| Traffic Signal CPS | 15,279.00 | 80.00 | 12,223.20 | 12,223.20 | 3,055.80 | 0.00 |
| Structural Eng CPS | 10,000.00 | 60.73 | 6,072.50 | 6,072.50 | 3,927.50 | 0.00 |
| Supplemental CPS Services | 65,920.00 | 17.00 | 6,592.00 | 11,209.50 | 54,710.50 | 4,617.50 |
| Supplemental Expenses | 580.00 | 0.00 | 0.00 | 0.00 | 580.00 | 0.00 |
| Total | 325,649.00 | 80.64 | 257,968.23 | 262,599.49 | 63,049.51 | 4,631.26 |

Invoice total **4,631.26**

Aging Summary

| Invoice Number | Invoice Date | Outstanding | Current | Over 30 | Over 60 | Over 90 | Over 120 |
|----------------|--------------|-----------------|-----------------|-------------|-------------|-------------|-------------|
| 2023 | 09/20/2022 | 4,631.26 | 4,631.26 | | | | |
| | Total | 4,631.26 | 4,631.26 | 0.00 | 0.00 | 0.00 | 0.00 |

I certify the above to be true and correct

Muhammad Ali, PE

Please note new mailing address
Please make checks payable to:
Gauge Engineering, LLC
11750 Katy Freeway, Suite 400
Houston, TX 77079



Code No. 1738A
9/20/2022

C

3364



INVOICE

Construction Resources, Inc.

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

INVOICE
2333

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

SHIP TO Briar Branch Maintenance

| ACCOUNT NO | PO NUMBER | SHIP VIA | DATE SHIPPED | TERMS | INVOICE DATE | PAGE |
|------------|-----------|----------|--------------|--------|--------------|------|
| 2234 | | | | Net 30 | 9/1/2022 | 1 |

This is a billing for the September Tree Watering Maintenance at Briar Branch

| ITEM NO | QUANTITY | DESCRIPTION | UNIT PRICE | EXTENDED |
|---------|----------|--------------------------------|------------|----------|
| | 1 | Sept Tree Watering Maintenance | 5,395.50 | 5,395.50 |

TOTAL AMOUNT 5,395.50



Code No. 1734
9/7/2022

C

3365

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
8/31/2022

Invoice #
8-2022-12

Terms

Project
MCT112

| Item | Description | Rate | Prior % | Current % | Amount |
|-------------------|---|-----------|---------|-----------|----------|
| Contract Services | Task 1 – Memorial Drive Phase 2 Project Funding Pursuit (MCT) | 34,500.00 | 35% | 3.00% | 1,035.00 |

Please send payment to:
The Goodman Corporation
911 W. Anderson Lane, Ste. 200
Austin, TX 78757

| | |
|--------------------|------------|
| Total | \$1,035.00 |
| Balance Due | \$1,035.00 |

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



Code No. 1738B
9/7/2022

C

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

August Invoices for ratification

Memorial City Redevelopment Authority / TIRZ No. 17

Cash Management Report

July 31, 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, 2023

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 | 12,090,849.31 | 5,661,692.98 | 16,474,758.83 | 34,227,301.12 |
| Revenue | 9,128,078.52 | 1,409.26 | 12,816.67 | 9,142,304.45 |
| Expenditures | 2,238,705.92 | 5,335,542.11 | 9,106,728.00 | 16,680,976.03 |
| Ending Balance | 18,980,221.91 | 327,560.13 | 7,380,847.50 | 26,688,629.54 |

NOTES:

Debt Service Payments due in Fiscal Year End 2022:

| Date | Series | Principal | Interest | Total |
|----------|--------|--------------|-----------------------|---------------------|
| 9/1/2022 | 2016R | 2,975,000.00 | 195,511.25 | 3,170,511.25 |
| 9/1/2022 | 2019 | 2,685,000.00 | 707,500.00 | 3,392,500.00 |
| 3/1/2023 | 2016R | | 195,511.25 | 195,511.25 |
| 3/1/2023 | 2019 | | 707,500.00 | 707,500.00 |
| | | | Total FYE 2022 | 7,466,022.50 |

July 31 2022

General Operating Fund

BEGINNING BALANCE: **12,090,849.31**

REVENUE:

| | | |
|--|--------------|-------------------------|
| Checking Interest - Wells Fargo | 173.65 | |
| Texpool Interest | 16,740.15 | |
| Wells Fargo/TexSTAR (Surplus Funds) Interest | 4,436.72 | |
| Transfer from 2008 Pledge Rev | 9,106,728.00 | |
| Voided Check(s) | 0.00 | |
| Total Revenue: | | 9,128,078.52 |

DISBURSEMENTS:

| | | |
|--------------------------------------|--------------|-------------------------|
| Checks Presented At Last Meeting | 2,238,590.16 | |
| Checks Written at/after Last Meeting | 0.00 | |
| Bank Fee | 115.76 | |
| Total Expenditures | | 2,238,705.92 |

Ending Balance: **18,980,221.91**

Location of Assets:

| Institution | Investment Number | Interest Rate | |
|----------------------|-----------------------|---------------|----------------------|
| Wells Fargo Checking | *5490 | 0.1600 | 108,899.52 |
| TexPool | *0001 | 1.5206 | 18,858,824.79 |
| Wells Fargo/TexSTAR | TexSTAR Surplus Funds | 1.4010 | 12,497.60 |
| | | Total | 18,980,221.91 |

Memorial City Redevelopment Authority
Checks Presented
August 23, 2022

| Num | Name | Description | Amount |
|--------------|-------------------------------------|---------------------------------------|-------------------|
| 3344 | Allen Boone Humphries Robinson LLP | Legal Fee | -2,693.75 |
| 3345 | Equi-Tax, Inc | Tax Assessor/Colletctor | -131.10 |
| 3346 | ETI Bookkeeping Services | Bookkeeping Fee | -1,573.57 |
| 3347 | Hawes Hill & Associates | Professional Consultant | -10,000.00 |
| 3348 | McCall Gibson Swedlund Barfoot PLLC | Auditor Fee | -3,000.00 |
| 3349 | The Goodman Corporation Inc | Consultant Fee | -1,750.00 |
| 3350 | Gauge Engineering, LLC | Engineering Fee-Capital Projects | -17,345.14 |
| 3351 | Reytec Construction Resources, Inc. | Channel Improvements-Capital Projects | -8,895.50 |
| 3352 | SWA Group | Memorial Dr-Capital Projects | -2,597.98 |
| 3353 | The Goodman Corporation Inc | Consultant Fee-Capital Projects | -5,265.60 |
| Total | | | -53,252.64 |

Capital Projects Fund

| | | |
|----------------------------------|--------------|---------------------|
| BEGINNING BALANCE | | 5,661,692.98 |
| REVENUE | | |
| TexPool Interest | 1,409.26 | |
| Voided Check(s) | 0.00 | |
| Total Revenue | | 1,409.26 |
| EXPENDITURES | | |
| Checks Presented at Last Meeting | 0.00 | |
| Transfer to Metro National | 5,335,542.11 | |
| Transfer to GOF | 0.00 | |
| Total Expenditures | | 5,335,542.11 |
| ENDING BALANCE | | 327,560.13 |

Location of Assets:

| Institution | Investment Number | Interest Rate | Current Balance |
|-------------|-------------------|---------------|-------------------|
| TexPool | *0005 | 1.5206 | 327,560.13 |
| | | Total | 327,560.13 |

**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 Signalizatr | 1,984 |
| 1725 | Parks & Green Space Improvements | 13,930 |
| 1731A | Detention Basin & W-140 Bridge | 3,932 |
| 1732A | N Gessner Drainage & Mobility | 291,996 |
| 1734 | W-140 Channel Improvements | 5,089,566 |
| 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 | 11,165,068 |
| 1738B | Memorial Dr Drain & Mobility 2 | 262,406 |
| 1741 | W140 Detention Expansion | 312,374 |
| 1737 | MetroNational - Detention/Roads | 5,335,542.11 |

Total Less Construction Costs Paid To Date **32,164,402**

| | |
|---------------------------|----------------|
| Total | 203,371 |
| Interest Earned | 90,086 |
| Total Bank Balance | 293,456 |

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

| | | | | | | | |
|-----------|------|-------------------------------------|-----------------------|---------------------------------------|-----------|---------------|---------------|
| | | | 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 Signalizatr | 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 |

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

| | | | | | | | |
|------------|------|-------------------------------------|------------------------|--------------------------------------|------------|------------|---------------|
| 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 Signalizatr | 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 | Reytec Construction Resources, Inc. | Proj#1005 Pay Est 30 | 1734 W140 Channel Improvements | 37,085.49 | 218,897.64 | 12,513,594.48 |
| | | | Proj#1005 Pay Est 30A | 1734 W140 Channel Improvements | 181,812.15 | | |
| 5/25/2021 | 3202 | SWA Group | Inv# 185128 | 1738A Memorial Dr Drain & Mobility 1 | 1,563.31 | 1,563.31 | 12,512,031.17 |
| 5/31/2021 | | TexPool | | Interest Earned | | 109.73 | 12,512,140.90 |
| 6/29/2021 | 3210 | Allen Boone Humphries Robinson LLP | Inv# 120416 | 1734 W140 Channel Improvements | 687.50 | 1,650.00 | 12,510,490.90 |
| | | | | 1738A Memorial Dr Drain & Mobility 1 | 962.50 | | |
| 6/29/2021 | 3211 | Gauge Engineering, LLC | Inv# 30-(1507) | 1734 W140 Channel Improvements | 11,776.75 | 27,225.95 | 12,483,264.95 |
| | | | Inv# 1505 | 1738A Memorial Dr Drain & Mobility 1 | 15,449.20 | | |
| 6/29/2021 | 3212 | Reytec Construction Resources, Inc. | Inv# 1805 | 1734 W140 Channel Improvements | 8,895.50 | 17,791.00 | 12,465,473.95 |
| | | | Inv# 1807 | 1734 W140 Channel Improvements | 8,895.50 | | |
| 6/29/2021 | 3213 | SWA Group | Inv# 185516 | 1738A Memorial Dr Drain & Mobility 1 | 1,180.39 | 1,180.39 | 12,464,293.56 |
| 6/30/2021 | | TexPool | | Interest Earned | | 134.32 | 12,464,427.88 |
| 7/27/2021 | 3220 | Allen Boone Humphries Robinson LLP | Inv# 121070 | 1738A Memorial Dr Drain & Mobility 1 | 137.50 | 137.50 | 12,464,290.38 |
| 7/27/2021 | 3221 | Gauge Engineering, LLC | Inv# 1538 | 1732A N Gessner Drainage & Mobility | 1,000.00 | 26,636.67 | 12,437,653.71 |
| | | | Inv# 1539 | 1738A Memorial Dr Drain & Mobility 1 | 13,953.08 | | |
| | | | Inv# 1540 | 1738B Memorial Dr Drain & Mobility 2 | 1,188.54 | | |
| | | | Inv# 31 | 1734 W140 Channel Improvements | 10,495.05 | | |
| 7/27/2021 | 3222 | Reytec Construction Resources, Inc. | Inv# 1846 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 12,428,758.21 |
| 7/27/2021 | 3223 | SWA Group | Inv# 185919 | 1738A Memorial Dr Drain & Mobility 1 | 2,838.66 | 2,838.66 | 12,425,919.55 |
| 7/27/2021 | 3224 | Wheatley Investments, Inc | Jul-21 | 1738A Memorial Dr Drain & Mobility 1 | 11,171.00 | 11,171.00 | 12,414,748.55 |
| | | TexPool | | Interest Earned | | 199.70 | 12,414,948.25 |
| 8/31/2021 | 3230 | Allen Boone Humphries Robinson LLP | Inv# 121819 | 1738A Memorial Dr Drain & Mobility 1 | 412.50 | 412.50 | 12,414,535.75 |
| 8/31/2021 | 3231 | Gauge Engineering, LLC | Inv# 1567 | 1732A N Gessner Drainage & Mobility | 769.20 | 43,962.11 | 12,370,573.64 |
| | | | Inv# 1568 | 1738A Memorial Dr Drain & Mobility 1 | 25,529.55 | | |
| | | | Inv# 1569 | 1738B Memorial Dr Drain & Mobility 2 | 17,663.36 | | |
| 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 |
| | | TexPool | | Interest Earned | | 772.09 | 5,864,977.84 |
| 4/26/2022 | 3310 | Reytec Construction Resources, Inc. | Inv# 2160 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 5,856,082.34 |
| 4/26/2022 | 3311 | SWA Group | Inv# 189557 | Memorial Dr Contrsuction | 3,722.54 | 3,722.54 | 5,852,359.80 |
| 4/26/2022 | 3312 | The Goodman Corporation Inc. | Inv# 3-2022-2 | Memorial Dr Phase II | 3,450.00 | 3,450.00 | 5,848,909.80 |
| 4/26/2022 | 3309 | Gauge Engineering, LLC | Inv# 1839 | 1155 W140 Expansion | 29,263.79 | 29,263.79 | 5,819,646.01 |
| 4/26/2022 | 3309 | Gauge Engineering, LLC | Inv# 1838 | 1125 Memorial Drive Phase II | 25,843.13 | 25,843.13 | 5,793,802.88 |

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| | | | | | | | |
|-----------|------|-------------------------------------|----------------|---|--------------|--------------|--------------|
| 4/26/2022 | 3309 | Gauge Engineering, LLC | Inv# 1837 | 1070 Memorial Drive Construction Phase | 16,996.70 | 16,996.70 | 5,776,806.18 |
| | | TexPool | | Interest Earned | | 1,464.65 | 5,778,270.83 |
| 5/31/2022 | 3317 | Reytec Construction Resources, Inc. | Inv# 2199 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 5,769,375.33 |
| 5/31/2022 | 3318 | SWA Group | Inv# 189976 | Memorial Dr Contrsuction | 1,592.50 | 1,592.50 | 5,767,782.83 |
| 5/31/2022 | 3319 | The Goodman Corporation Inc. | Inv# 4-2022-4 | Memorial Dr Phase II | 690.00 | 690.00 | 5,767,092.83 |
| 5/31/2022 | 3319 | The Goodman Corporation Inc. | Inv# 4-2022-5 | Memorial Dr Phase II | 1,943.60 | 1,943.60 | 5,765,149.23 |
| 5/31/2022 | 3320 | Gauge Engineering, LLC | Inv# 1873 | 1155 W140 Expansion | 13,927.73 | 13,927.73 | 5,751,221.50 |
| 5/31/2022 | 3320 | Gauge Engineering, LLC | Inv# 1872 | 1125 Memorial Drive Phase II | 9,205.20 | | 5,751,221.50 |
| 5/31/2022 | 3320 | Gauge Engineering, LLC | Inv# 1871 | 1070 Memorial Drive Construction Phase | 12,918.30 | | 5,751,221.50 |
| 5/31/2022 | 3322 | The Goodman Corporation Inc. | Inv# 5-2022-1 | Memorial Dr Phase II | 345.00 | 345.00 | 5,750,876.50 |
| | | TexPool | | Interest Earned | | 1,464.65 | 5,752,341.15 |
| 6/28/2022 | 3331 | Reytec Construction Resources, Inc. | Inv# 2224 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 5,743,445.65 |
| 6/28/2022 | 3324 | SWA Group | Inv# 190406 | Memorial Dr Contrsuction | 2,599.24 | 2,599.24 | 5,740,846.41 |
| 6/28/2022 | 3323 | Gauge Engineering, LLC | Inv# 1904 | 1155 W140 Expansion | 43,239.17 | 43,239.17 | 5,697,607.24 |
| 6/28/2022 | 3323 | Gauge Engineering, LLC | Inv# 1903 | 1125 Memorial Drive Phase II | 4,129.80 | 4,129.80 | 5,693,477.44 |
| 6/28/2022 | 3323 | Gauge Engineering, LLC | Inv# 1902 | 1070 Memorial Drive Construction Phase | 5,796.75 | 5,796.75 | 5,635,680.69 |
| | | TexPool | | Interest Earned | | 3,040.68 | 5,638,721.37 |
| 7/15/2022 | Wire | Metro National Corporation | June 2022 | Conrad Sauer Detention Pond/Mathewson I | 5,335,542.11 | 5,335,542.11 | 303,179.26 |
| 7/26/2022 | 3342 | SWA Group | Inv# 190979 | Memorial Dr Contrsuction | 3,075.50 | 3,075.50 | 300,103.76 |
| 7/26/2022 | 3340 | Gauge Engineering, LLC | Inv# 1943 | 1125 Memorial Drive Phase II | 2,022.57 | 2,022.57 | 298,081.19 |
| 7/26/2022 | 3340 | Gauge Engineering, LLC | Inv# 1944 | 1070 Memorial Drive Construction Phase | 2,636.80 | 2,636.80 | 295,444.39 |
| 7/26/2022 | 3340 | Gauge Engineering, LLC | Inv# 1946 | 1155 W140 Expansion | 82,535.40 | 82,535.40 | 212,908.99 |
| 7/26/2022 | 3343 | The Goodman Corporation Inc. | Inv# 6-2022-48 | Memorial Dr Phase II | 1,725.00 | 1,725.00 | 211,183.99 |
| 7/26/2022 | 3341 | Reytec Construction Resources, Inc. | Inv# 2256 | 1734 W140 Channel Improvements | 8,895.50 | 8,895.50 | 202,288.49 |
| | | TexPool | | Interest Earned | | 4,684.06 | 206,972.55 |
| 8/23/2022 | 3350 | Gauge Engineering, LLC | Inv# 1987 | 1070 Memorial Drive Construction Phase | 3,965.73 | 3,965.73 | 203,006.82 |
| 8/23/2022 | 3350 | Gauge Engineering, LLC | Inv# 1988 | 1155 W140 Expansion | 13,379.41 | 13,379.41 | 189,627.41 |
| 8/23/2022 | 3351 | Reytec Construction Resources, Inc. | Inv# 2290 | Briar Branch Maintenance | 8,895.50 | 8,895.50 | 180,731.91 |
| 8/23/2022 | 3352 | SWA Group | Inv# 191323 | Memorial Dr Contrsuction | 2,597.98 | 2,597.98 | 178,133.93 |
| 8/23/2022 | 3353 | The Goodman Corporation Inc. | Inv# 7-2022-29 | Memorial Dr Phase II | 2,415.00 | 2,415.00 | 175,718.93 |
| 8/23/2022 | 3353 | The Goodman Corporation Inc. | Inv# 7-2022-30 | W140 Detention Basin | 2,850.60 | 2,850.60 | 172,868.33 |
| | | TexPool | | Interest Earned | | 1,409.26 | 174,277.59 |

Debt Service Fund

| | | |
|---|--------------|-------------------------|
| BEGINNING BALANCE | | 16,474,758.83 |
| REVENUE | | |
| TexPool DSF Interest | 4.22 | |
| Wells Fargo/TexSTAR (2008 PR) Interest | 4,050.38 | |
| Wells Fargo/TexSTAR (2008 DSF) Interest | 8,762.07 | |
| Total Revenue | | 12,816.67 |
| EXPENDITURES | | |
| Due to GOF | 9,106,728.00 | |
| Debt Service Interest Payment | 0.00 | |
| Debt Service Principal Payment | 0.00 | |
| Total Expenditures | | 9,106,728.00 |
| ENDING BALANCE | | 7,380,847.50 |

Location of Assets:

| Institution | Investment Number | Interest Rate | Current Balance |
|-------------------|--------------------------|---------------|---------------------|
| Wells Fargo *4601 | TexSTAR 2008 DSF | 1.4010 | 7,372,638.13 |
| Wells Fargo *4600 | TexSTAR 2008 Pledged Rev | 1.4010 | 4,927.34 |
| TexPool | *0004 | 1.5206 | 3,282.03 |
| | | Total | 7,380,847.50 |

Memorial City Redevelopment Authority
Investment Report
July 31, 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 | 1.5206 | 2,104,349.01 | 0.99934 | 4,225,847.49 | 16,740.15 | 14,616,237.15 | 18,852,035.61 | 0.99964 | 18,858,824.79 |
| DSF | TexPool | 1.5206 | 3,275.65 | 0.99934 | 3,275.08 | 4.22 | 2.73 | 3,280.85 | 0.99964 | 3,282.03 |
| GOF | Wells Fargo/ TexStar | 1.4010 | 9,958,099.53 | 0.999818 | 9,950,927.77 | 4,436.72 | (9,942,866.89) | 12,490.05 | 0.999396 | 12,497.60 |
| DSF | Wells Fargo/ TexStar DSF | 1.4010 | 7,359,185.27 | 0.999818 | 120.02 | 8,762.07 | 7,363,756.04 | 7,368,185.06 | 0.999396 | 7,372,638.13 |
| DSF | Wells Fargo/ TexStar PI Rev | 1.4010 | 9,101,803.42 | 0.999818 | 2,000.90 | 0.00 | 2,926.44 | 4,924.36 | 0.999396 | 4,927.34 |
| CPF | TexPool CPF | 1.5206 | 5,657,956.26 | 0.99934 | 5,713,659.38 | 1,409.26 | (5,387,508.51) | 327,442.21 | 0.99964 | 327,560.13 |

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 | 20,663.63 | 173.65 | 88,062.24 | 108,899.52 |

Collateral Pledged In Addition to FDIC

| Depository Institution | Total Funds On Deposit | Custodial Institution | Securities Pledged | Collateral Description | Par Value | Market Value |
|------------------------|------------------------|-----------------------|--------------------|------------------------|-----------|--------------|
| Wells Fargo | 108,899.52 | BNYM | 14,684,250 | BNYM | 1,438,345 | 1,487,898 |

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
July 2022

| | July | | | Year to Date (1 Month) | | | Annual |
|--|-------------------|-------------------|-------------------|------------------------|-------------------|-------------------|-------------------|
| | Actual | Budget | Variance | Actual | Budget | Variance | Budget |
| Income | | | | | | | |
| 1000 · Income | | | | | | | |
| 6001 · City Tax Revenue | 16,467,776 | 17,334,501 | -866,725 | 16,467,776 | 17,334,501 | -866,725 | 17,334,501 |
| 8223 · Interest Income | 35,577 | 625 | 34,952 | 35,577 | 625 | 34,952 | 7,500 |
| Total 1000 · Income | 16,503,353 | 17,335,126 | -831,773 | 16,503,353 | 17,335,126 | -831,773 | 17,342,001 |
| 6-4350 · Grants | 0 | 143,677 | -143,677 | 0 | 143,677 | -143,677 | 1,724,123 |
| Total Income | 16,503,353 | 17,478,803 | -975,450 | 16,503,353 | 17,478,803 | -975,450 | 19,066,124 |
| Expense | | | | | | | |
| 3335 · Management Consulting Services | | | | | | | |
| 6320 · Legal | 2,694 | 4,167 | -1,473 | 2,694 | 4,167 | -1,473 | 50,000 |
| 6322 · Eng Consultant/General Prof.Svc | 1,750 | 5,000 | -3,250 | 1,750 | 5,000 | -3,250 | 60,000 |
| 6337 · Construction Audit | 3,000 | 5,000 | -2,000 | 3,000 | 5,000 | -2,000 | 5,000 |
| Total 3335 · Management Consulting Services | 7,444 | 14,167 | -6,723 | 7,444 | 14,167 | -6,723 | 115,000 |
| 5650 · Transfers | | | | | | | |
| 6420 · COH Administration Fee | 0 | 866,725 | -866,725 | 0 | 866,725 | -866,725 | 866,725 |
| 6430 · Municipal Services | 2,104,297 | 2,256,619 | -152,322 | 2,104,297 | 2,256,619 | -152,322 | 2,256,619 |
| Total 5650 · Transfers | 2,104,297 | 3,123,344 | -1,019,047 | 2,104,297 | 3,123,344 | -1,019,047 | 3,123,344 |
| 5706 · Debt Service | | | | | | | |
| 5707 · Principal | 0 | 0 | 0 | 0 | 0 | 0 | 5,660,000 |
| 5708 · Interest | 0 | 0 | 0 | 0 | 0 | 0 | 1,703,049 |
| Total 5706 · Debt Service | 0 | 0 | 0 | 0 | 0 | 0 | 7,363,049 |
| 6300 · Administration & Overhead | | | | | | | |
| 6321 · Auditor | 0 | 0 | 0 | 0 | 0 | 0 | 23,865 |
| 6333 · Bookkeeping/Accounting | 1,192 | 1,388 | -196 | 1,192 | 1,388 | -196 | 16,650 |
| 6340 · Administration Salaries/Benefit | 10,000 | 10,000 | 0 | 10,000 | 10,000 | 0 | 120,000 |
| 6344 · Bond Svcs/Trustee/FA | 0 | 2,917 | -2,917 | 0 | 2,917 | -2,917 | 35,000 |
| 6353 · Insurance | 0 | 0 | 0 | 0 | 0 | 0 | 1,530 |
| 6359 · Bank Fees | 61 | 0 | 61 | 61 | 0 | 61 | 0 |
| Total 6300 · Administration & Overhead | 11,253 | 14,305 | -3,052 | 11,253 | 14,305 | -3,052 | 197,045 |
| 7000 · Capital Expenditure | | | | | | | |
| 1725 · Parks & Green Space Improv. | 0 | 10,417 | -10,417 | 0 | 10,417 | -10,417 | 125,000 |
| 1734 · W140 Channel Improvements | 8,896 | 8,573 | 323 | 8,896 | 8,573 | 323 | 102,870 |
| 1735A · Detention Basin A | 0 | 320,833 | -320,833 | 0 | 320,833 | -320,833 | 3,850,000 |
| 1737 · MetroNational - Detention/Roads | 5,335,542 | 5,335,542 | 0 | 5,335,542 | 5,335,542 | 0 | 5,335,542 |
| 1738A · Memorial Dr Drain & Mobility 1 | 6,564 | 14,255 | -7,691 | 6,564 | 14,255 | -7,691 | 171,065 |
| 1738B · Memorial Dr Drain & Mobility 2 | 2,415 | 56,667 | -54,252 | 2,415 | 56,667 | -54,252 | 680,000 |
| 1741 · W140 Detention Basin Extensions | 16,230 | 18,866 | -2,636 | 16,230 | 18,866 | -2,636 | 226,394 |
| 1799 · Concrete Panel Replace Program | 0 | 5,000 | -5,000 | 0 | 5,000 | -5,000 | 60,000 |
| Total 7000 · Capital Expenditure | 5,369,647 | 5,770,153 | -400,506 | 5,369,647 | 5,770,153 | -400,506 | 10,550,871 |
| Total Expense | 7,492,641 | 8,921,969 | -1,429,328 | 7,492,641 | 8,921,969 | -1,429,328 | 21,349,309 |
| Net Income | 9,010,712 | 8,556,834 | 453,878 | 9,010,712 | 8,556,834 | 453,878 | -2,283,185 |

3344

ALLEN BOONE HUMPHRIES ROBINSON LLP

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

August 19, 2022

MEMORIAL CITY REDEVELOPMENT AUTHORITY

General

Client/Matter: MEM001-01
Statement Number: 130549
Billing Attorney: Jessica Biddle Holoubek

REMITTANCE PAGE

| | |
|---|-------------------|
| Fees for services posted through August 12, 2022 | 2,693.75 |
| Expenses and Other Items posted through August 12, 2022 | 0.00 |
| Total Amount Due: | \$2,693.75 |

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
8/22/2022

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Taxpayer ID 74-3091731

August 19, 2022

MEMORIAL CITY REDEVELOPMENT AUTHORITY

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

Client/Matter: MEM001-01
Statement Number: 130549
Billing Attorney: Jessica Biddle
Holoubek

General

Professional Fees

Fees for services posted through August 12, 2022, as follows:

| <u>Date</u> | <u>Professional</u> | | <u>Hours</u> |
|---------------------------|-------------------------|---|--------------|
| General | | | |
| 07/08/22 | Farrah D. Montez | Research and follow-up regarding response to Public Information Act Request from Axelrod | 0.75 |
| 07/11/22 | Heather Trachtenberg | Work on response to Texas Public Information Act request; draft correspondence regarding same | 0.50 |
| 07/14/22 | Sanjay Bapat | Call with Scott Bean regarding Frost tract and associated covenants | 1.00 |
| 07/17/22 | Jessica Biddle Holoubek | Exchange of emails with Don Quigley, Midway Companies, regarding quitclaim deed | 0.25 |
| 07/18/22 | Farrah D. Montez | Research and follow-up regarding response to Public Information Act Request from Axelrods | 0.25 |
| 07/18/22 | Kelsie Wade | Work on Authority filing. | 0.25 |
| 07/19/22 | Jessica Biddle Holoubek | Draft quitclaim deed | 0.50 |
| 07/25/22 | Sanjay Bapat | Prepare for Authority Board meeting | 1.00 |
| 07/26/22 | Sanjay Bapat | Prepare for and attend Authority Board meeting | 1.00 |
| 08/01/22 | Carnell W. Emanuel | Prepare deed for recording | 0.25 |
| 08/04/22 | Mitzi Cabrera | Prepare and electronically record Quitclaim Deed (0.2335 Acres) from Memorial City Redevelopment Authority to SFP Hotel Partners, LP and distribute same. | 0.25 |
| <i>Total Task Hours:</i> | | | 6.00 |
| <i>Total Task Amount:</i> | | | \$2,398.75 |

Public Information Requests

| | | | |
|----------|------------------|---|------|
| 07/11/22 | Timothy Austin | Conference regarding open records requirements. | 0.25 |
| 07/12/22 | Farrah D. Montez | Research and follow-up regarding response to Public | 0.25 |

| | | | |
|----------|------------------|---|-------------------|
| | | Information Act Request from Axelrods | |
| 07/13/22 | Farrah D. Montez | Research and follow-up regarding response to Public Information Act Request from Axelrods | 0.25 |
| 07/15/22 | Farrah D. Montez | Research and follow-up regarding response to Public Information Act Request from Axelrods | 0.25 |
| | | <i>Total Task Hours:</i> | 1.00 |
| | | <i>Total Task Amount:</i> | \$295.00 |
| | | Total Fees: | \$2,693.75 |

TASK FEE BREAKDOWN

| | <u>Hours</u> | <u>Amount</u> |
|-----------------------------|--------------|---------------|
| General | 6.00 | 2,398.75 |
| Public Information Requests | 1.00 | 295.00 |

| | | | |
|--|---------------------------------|-----------|-----------------|
| | Total Fees: | \$ | 2,693.75 |
| | Total Expenses and Other Items: | \$ | 0.00 |
| | Total Amount Due: | \$ | 2,693.75 |

3345

Equi-Tax Inc.

Invoice

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

| DATE | INVOICE # |
|----------|-----------|
| 8/1/2022 | 58911 |

| |
|---|
| 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 Valerie Pena at bkp2@etiaccounting.com Scott Bean at sbean@haweshill.com Linda Clayton at lclayton@haweshill.com</p> | |

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



Code No. 6333
8/05/2022

3346

ETI Bookkeeping Services
PO BOX 73109
Houston, TX 77273

Invoice

| | |
|----------|-----------|
| Date | Invoice # |
| 8/1/2022 | 9506 |

| |
|---|
| 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 | | 109.25 | 109.25 |
| Annual Records Retention Fee | | 403.42 | 403.42 |

| | | |
|--|-------------------------|------------|
| | Total | \$1,573.57 |
| | Payments/Credits | \$0.00 |
| | Balance Due | \$1,573.57 |



Code No. 6333
8/5/2022

3348

McCALL GIBSON SWEDLUND BARFOOT PLLC
Certified Public Accountants

13100 Wortham Center Drive
Suite 235
Houston, Texas 77065-5610
(713) 462-0341
Fax (713) 462-2708

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

July 29, 2022

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

Client Number: 574-00

Preparation of the supplemental report dated April 26, 2022 to the original agreed-upon procedures report dated June 30, 2020, for the design and related costs reimbursable to Lipex Properties, L.P. for construction of Conrad Sauer detention improvements and Mathewsom Lane right-of-way. This work was performed to update the amount due to Lipex Properties, L.P. thru January 31, 2022.

Total Billing \$ 3,000.00



Code No. 6337
8.22.2022

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

3349

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 # |
| 7/31/2022 | 7-2022-31 |

| | |
|-------|---------|
| Terms | Project |
| | MCT114 |

| Item | Description | Rate | Prior % | Current % | Amount |
|-------------------|--|------------|---------|-----------|----------|
| Contract Services | Task 1 – Monitor and Present Funding Opportunities | 21,000.00 | 25% | 8.33% | 1,750.00 |
| Contract Services | Task 2 – Pursuit of Funding | 105,500.00 | 0% | 0.00% | 0.00 |

| | |
|--------------------|------------|
| Total | \$1,750.00 |
| Balance Due | \$1,750.00 |

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



Code No. 6322
8/5/2022

3350

Gauge Engineering
11750 Katy Freeway, Suite 400
Houston, TX 77079



Memorial City Redevelopment Authority/TIRZ 17
9600 Long Point Rd, Suite 200
Houston, TX 77055

Invoice number 1987
Date 08/22/2022

Project 1070 MEMORIAL DRIVE -
CONSTRUCTION PHASE SERVICES

Professional Services Provided Through August 19, 2022

| Description | Contract Amount | Percent Complete | Prior Billed | Total Billed | Remaining | Current Billed |
|------------------------------------|-------------------|------------------|-------------------|-------------------|------------------|-----------------|
| Construction Phase Services | 231,870.00 | 100.00 | 231,870.00 | 231,870.00 | 0.00 | 0.00 |
| Expenses | 2,000.00 | 60.53 | 1,200.00 | 1,210.53 | 789.47 | 10.53 |
| Traffic Signal CPS | 15,279.00 | 80.00 | 12,223.20 | 12,223.20 | 3,055.80 | 0.00 |
| Structural Eng CPS | 10,000.00 | 60.73 | 6,072.50 | 6,072.50 | 3,927.50 | 0.00 |
| Supplemental CPS Services | 65,920.00 | 10.00 | 2,636.80 | 6,592.00 | 59,328.00 | 3,955.20 |
| Supplemental Expenses | 580.00 | 0.00 | 0.00 | 0.00 | 580.00 | 0.00 |
| Total | 325,649.00 | 79.22 | 254,002.50 | 257,968.23 | 67,680.77 | 3,965.73 |

Invoice total **3,965.73**

Aging Summary

| Invoice Number | Invoice Date | Outstanding | Current | Over 30 | Over 60 | Over 90 | Over 120 |
|----------------|--------------|-----------------|-----------------|-------------|-------------|-------------|-------------|
| 1987 | 08/22/2022 | 3,965.73 | 3,965.73 | | | | |
| | Total | 3,965.73 | 3,965.73 | 0.00 | 0.00 | 0.00 | 0.00 |

I certify the above to be true and correct

Muhammad Ali, PE

Please note new mailing address
Please make checks payable to:
Gauge Engineering, LLC
11750 Katy Freeway, Suite 400
Houston, TX 77079



Code No. 1738A
8.23.2022

3350

Gauge Engineering
11750 Katy Freeway, Suite 400
Houston, TX 77079



Memorial City Redevelopment Authority/TIRZ 17
9600 Long Point Rd, Suite 200
Houston, TX 77055

Invoice number 1988
Date 08/22/2022

Project 1155 W140 EXPANSION - DESIGN

Professional Services Provided Through August 19, 2022

| Description | Contract Amount | Percent Complete | Prior Billed | Total Billed | Remaining | Current Billed |
|--------------------------------|-------------------|------------------|-------------------|-------------------|-------------------|------------------|
| General/Rdwy/TCP/Signing Plans | 113,985.00 | 62.50 | 69,530.85 | 71,240.63 | 42,744.37 | 1,709.78 |
| Drainage Plans | 91,395.00 | 71.00 | 55,750.95 | 64,890.45 | 26,504.55 | 9,139.50 |
| PM/Coordination/Misc/QA/QC | 39,780.00 | 65.50 | 24,265.80 | 26,055.90 | 13,724.10 | 1,790.10 |
| QA/QC | 13,455.00 | 35.50 | 4,036.50 | 4,776.53 | 8,678.47 | 740.03 |
| Bid Phase | 8,600.00 | 0.00 | 0.00 | 0.00 | 8,600.00 | 0.00 |
| Topo Survey-Kuo | 27,731.00 | 92.07 | 25,531.00 | 25,531.00 | 2,200.00 | 0.00 |
| Environmental-Geotest | 5,491.20 | 90.00 | 4,942.08 | 4,942.08 | 549.12 | 0.00 |
| Geotechnical-Geotest | 20,249.90 | 90.00 | 18,224.91 | 18,224.91 | 2,024.99 | 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 | 38.74 | 202,282.09 | 215,661.50 | 340,983.20 | 13,379.41 |

Invoice total **13,379.41**

Aging Summary

| Invoice Number | Invoice Date | Outstanding | Current | Over 30 | Over 60 | Over 90 | Over 120 |
|----------------|--------------|------------------|------------------|-------------|-------------|-------------|-------------|
| 1988 | 08/22/2022 | 13,379.41 | 13,379.41 | | | | |
| | Total | 13,379.41 | 13,379.41 | 0.00 | 0.00 | 0.00 | 0.00 |

I certify the above to be true and correct

Muhammad Ali, PE

Please note new mailing address
Please make checks payable to:
Gauge Engineering, LLC
11750 Katy Freeway, Suite 400
Houston, TX 77079



Code No. 1741
8.23.2022

3351



INVOICE

Construction Resources, Inc.

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

INVOICE
2290

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

SHIP TO Briar Branch Maintenance

| ACCOUNT NO. | PO NUMBER | SHIP VIA | DATE SHIPPED | TERMS | INVOICE DATE | PAGE |
|-------------|-----------|----------|--------------|--------|--------------|------|
| 2234 | | | | Net 30 | 8/1/2022 | 1 |

Aug Maintenance & Watering

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

TOTAL AMOUNT 8,895.50



Code No. 1734
8/5/2022

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: August 10, 2022
 Invoice No: 191323
 For Period: July
 Project No: RHTT002
 Project Manager: James Vick

Project Memorial Drive Construction

WORK PERFORMED:
 Construction Phase Activities.

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

Professional Personnel

| | Hours | Rate | Amount |
|----------------|-------|--------|----------|
| Principal | | | |
| Vick, James | 6.00 | 245.00 | 1,470.00 |
| Associate | | | |
| Lock, Joshua | 1.00 | 139.98 | 139.98 |
| Oliver, Robert | 8.00 | 123.50 | 988.00 |

Total Fee Due This Invoice

2,597.98

Total Due this Invoice: \$2,597.98

| | |
|---------------------------|---------------------|
| Authorized Fee: | \$ 93,450.00 |
| Previously Billed: | \$ 48,746.20 |
| Billed to Date | \$ 51,344.18 |
| Remainder Fee: | \$ 42,105.82 |

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
 8/15/2022

3353

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 # |
| 7/31/2022 | 7-2022-29 |

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

| Item | Description | Rate | Prior % | Current % | Amount |
|-------------------|--|-----------|---------|-----------|----------|
| Contract Services | Task 1 – Memorial Drive Phase 2 Project Funding Pursuit (MCT) | 34,500.00 | 28% | 7.00% | 2,415.00 |

| | |
|--------------------|------------|
| Total | \$2,415.00 |
| Balance Due | \$2,415.00 |

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



Code No. 1738B
8/5/2022

3353

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 # |
| 7/31/2022 | 7-2022-30 |

| | |
|-------|---------|
| Terms | Project |
| | MCT113 |

| Item | Description | Rate | Prior % | Current % | Amount |
|-------------------|--|-----------|---------|-----------|----------|
| Contract Services | Task 1 – Grant Initiation and Execution | 19,436.00 | 15% | 0.00% | 0.00 |
| Contract Services | Task 2 – National Environmental Policy Act | 28,506.00 | 0% | 10.00% | 2,850.60 |
| Contract Services | Task 3 – Design and Bid Phase Compliance | 26,161.00 | 0% | 0.00% | 0.00 |
| Contract Services | Task 4 – Construction Phase Compliance | 39,057.00 | 0% | 0.00% | 0.00 |
| Contract Services | Task 5 – Lifecycle Reporting and Disbursement Assistance | 43,221.00 | 0% | 0.00% | 0.00 |
| | W140 Detention Basin | | | | |

| | |
|--------------------|------------|
| Total | \$2,850.60 |
| Balance Due | \$2,850.60 |

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



Code No. 1741
8/5/2022

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

6. CIP Committee:

- a. Project update and recommendations from Gauge Engineering, LLC.
 - i. Consider Task Order for additional geotechnical analysis for W140 Deepening project.
- b. Project update from The Goodman Corporation.
- c. Project update from SWA.

PROGRESS REPORT

SEPTEMBER 2022

MEMORIAL CITY REDEVELOPMENT AUTHORITY/TIRZ 17



Construction:

- Gessner Road Mobility & Drainage Improvements PS&E (T-1732A & T-1732B):
 - No updates

Planning/Preliminary Engineering/Design:

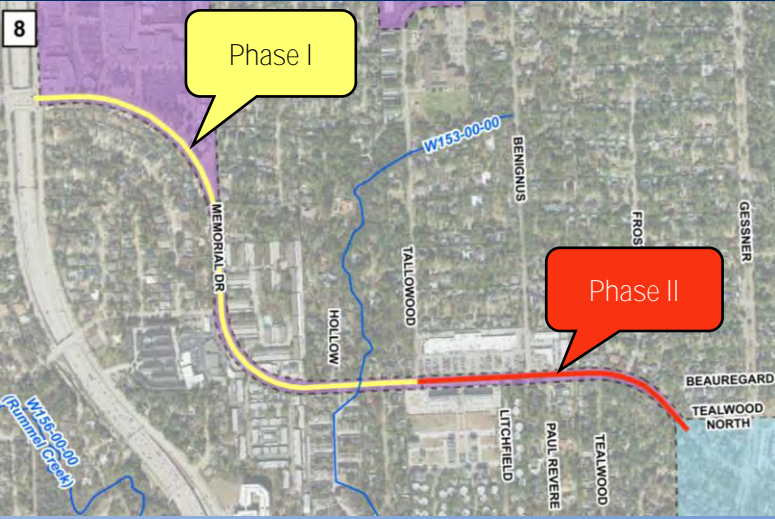
- Memorial Drive – PH -II (T-1738B)
 - DCR Report completed
 - DCR presentation conducted
 - City provided letter of acceptance
- W140 Basin Deepening/Pump:
 - 60% construction plan set and tech memo submitted to the City
 - Waiting to receive comments
 - Shifting the location of the pump station from the southwest corner of the site to the northwest corner. Primary reason is access to the station and cost savings due to the outfall pipe.
 - The new location requires additional geotechnical borings and analysis.
 - We met with the geotechnical sub consultant yesterday to review the scope and request a proposal.
 - We expect the proposal by COB tomorrow which should be ample time for the board book.
 - The cost range for the geotechnical proposal is expected to be in the low 20's

Memorial Drive Phase II – Tallowood Road to Tealwood North Drive

Drainage & Mobility Improvements

WBS No. NT17000-0020-7

Project Location



Proposed Typical Section



Existing Deteriorated Pavement & Sidewalk



Project Status

Design Concept Report (Preliminary Engineering) – Completed


Next Steps


Design


Construction Cost


\$21M


Project Objectives

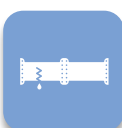
- 

Improve Mobility & Safety
Complete reconstruction of the deteriorated roadway which includes transforming 2,320 linear feet of asphalt road with roadside ditch to a curb and gutter concrete road. Lane configuration will be four 11-ft lanes separated by a raised median. The raised medians will replace the two-way-left-turn-lane and will create median openings with left turn lanes to access adjacent properties.
- 

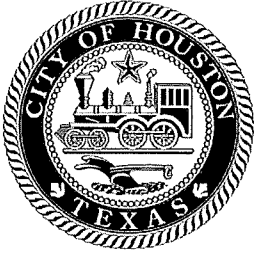
Improve Intersection Safety
The existing two-way stop-controlled T-intersection at Litchfield Ln and Memorial Dr will be converted into a signalized intersection and will operate in coordination with the Benignus Road intersection. A single controller will be utilized to provide optimal traffic operations and safety at the intersections.
- 

Improve Pedestrian and Bicyclists Facilities
A widened 8-ft shared use path is proposed and will provide a safe, comfortable, friendly environment for both bicyclists and pedestrians. TIRZ 17's objective is to also improve connectivity in the area. The shared use path will directly tie into the Memorial Drive segment that is currently under construction and will ultimately safely connect pedestrians and bicyclists to Terry Hershey Park via Beltway 8 northbound frontage road and Memorial Drive.
- 

Improve Storm Water System
The open roadside ditches and existing storm sewer will be replaced with two 10-ft x 10-ft RCBs for a net additional volume of 8 ac-ft. This storm water system functions as both a stand-alone system for this project and in concert with future regional improvements will result in a reduction in the floodplain for the 2-, 10-, and 100-year events.
- 

Improve Transit Facilities
The METRO bus stops along Memorial Drive will be converted to far-side bus stops with upgraded large platforms for semi-level boarding and enhanced amenities. Bus stop locations will be relocated for optimized spacing and to be near major trip generators.
- 

Improve Public Utilities
Sanitary lines and Water lines throughout the project corridor have exceeded their 30-year useful service life and will be replaced as part of this project.



Date: 09/06/2022
To: David Greaney, Gauge Engineering
Attention: Jiada Huang, Project Manager, Interagency
From: Thomas Kirn, Planner, Interagency
Subject: DCR Approval for TIRZ 17 Memorial Drive Phase II

The City of Houston's Interagency group has reviewed and approved the TIRZ 17 Memorial Drive Phase II DCR. The project can continue coordination and review with design plans, schematics, or other required documents under the review of Jiada Huang in the Interagency Department.

The candidate project summary information is as follows:

Project Needs Summary: (Improvements may include the following; additional specific improvements can be found in the provided materials)

- Reconstruct Memorial Drive from Tallowood Road to just east of Tealwood Drive, approximately 2,320 linear feet.
- New or improved pedestrian and bicycle facilities, utility upgrades, signalization, and landscaping
- Stormwater facility upgrades

Please contact Jiada Huang at (832) 395-2229 or jiada.huang@houstontx.gov concerning the next steps in the review process.

Sincerely,

Thomas Kirn, AICP

memo



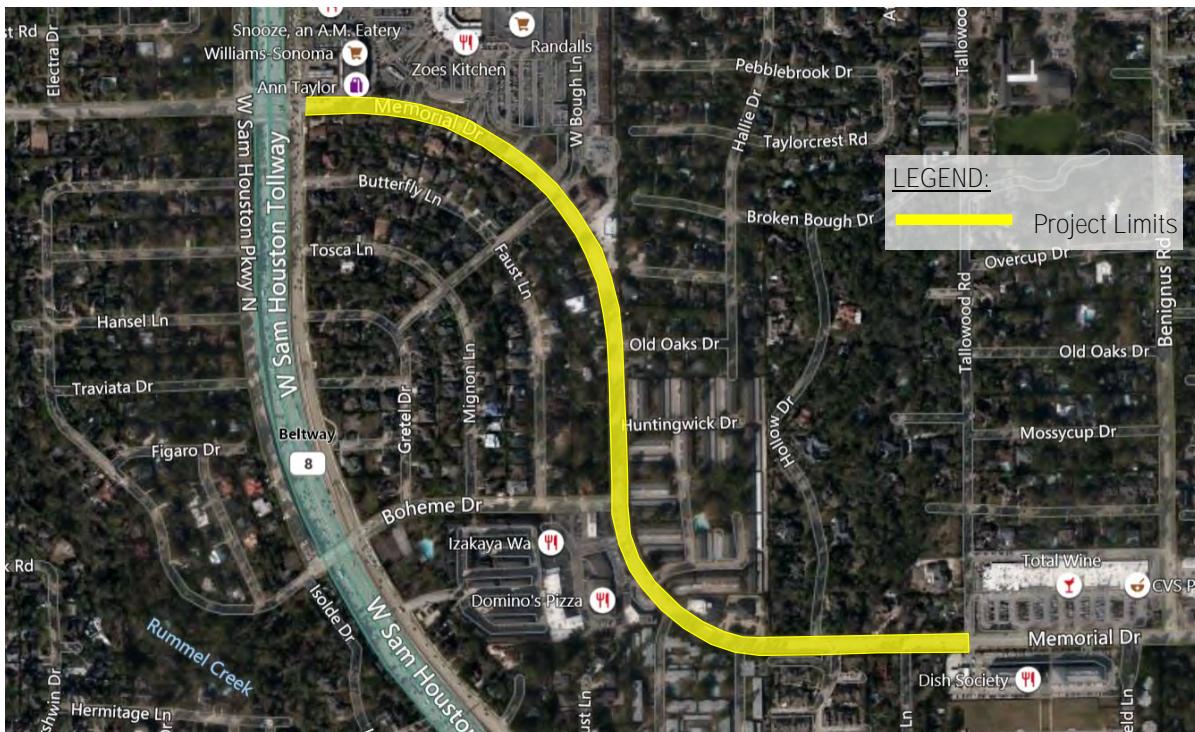
PROGRESS REPORT— SEPTEMBER 2022

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— SEPTEMBER 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 90% completed.
- Storm sewer system installation is completed.
- Sidewalks and retaining wall installation in progress on the north side between West Bough Ln and Sam Houston.
- Preparing subgrade for left turn lanes from Old Oaks Dr to Tallowood Ln.
- Irrigation system installation along the project corridor

CURRENT TRAFFIC CONTROL CONFIGURATION

- Two Lanes open each way with center lane.

PROGRESS PHOTOS



Traffic Control Configuration



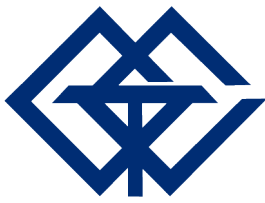
Raised Median Installation



Completed Sidewalk and Driveway



Completed Inlet Installation



THE **GOODMAN**
CORPORATION

TBPE NO. F-19990

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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: September 1, 2022
Re: TIRZ 17 Memorial City Redevelopment Authority HGAC TIP Call for Projects Funding Pursuit Assistance (MCT112) – August 2022

Progress Complete

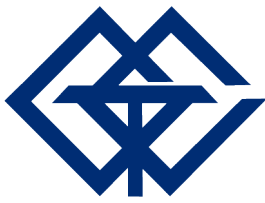
| Task | Prior Percent | Current Percent |
|------|---------------|-----------------|
| 1 | 35% | 38% |

Details

Task 1 – Memorial Drive PH 2 Project Funding Pursuit

Comments:

- Monitor TAC, TPC, and TIP Subcommittee meetings.
- Discuss ongoing development of evaluation criteria with H-GAC staff.



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PROGRESS REPORT

THEGOODMANCORP.COM

To: Scott Bean
From: Jim Webb, AICP, ENV SP
Date: September 1, 2022
Re: W-140 Detention Basin Improvements Project EPA State and Tribal Assistance Grant Compliance and Management (MCT113) – August 2022

Progress Complete

| Task | Prior Percent | Current Percent |
|------|---------------|-----------------|
| 1 | 15% | 15% |
| 2 | 10% | 10% |
| 3 | 0% | 0% |
| 4 | 0% | 0% |
| 5 | 0% | 0% |

Details

Task 1 – Grant Initiation and Execution

Comments: No activity this period. EPA has indicated that they will provide guidance in September/October 2022.

Task 2 – NEPA

Comments: No activity this period.

Task 3 – Design and Bid PH Compliance

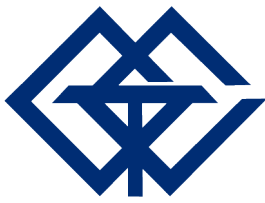
Comments: No activity this period.

Task 4 – Construction PH Compliance

Comments: No activity this period.

Task 5 – Lifecycle Reporting and Disbursement Assistance

Comments: No activity this period.



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PROGRESS REPORT

THEGOODMANCORP.COM

To: Scott Bean
From: Jim Webb, AICP, ENV SP
Date: September 1, 2022
Re: Ongoing Pursuit of Funding (MCT114) – August 2022

Progress Complete

| Task | Prior Percent | Current Percent |
|------|---------------|-----------------|
| 1 | 33.33% | 41.67% |
| 2 | 0% | 0% |

Details

Task 1 – Monitor and Present Funding Opportunities

Comments:

TxDOT Transportation Alternatives:

- Monitored webinar related to TxDOT Transportation Alternatives Program. The program will have \$250M statewide for the construction of sidewalk and bicycle projects. TxDOT will prioritize projects which do not require right-of-way and have a straight-forward path towards implementation. TxDOT will require that costs related to drainage, landscaping, and other incidental items make up 30% or less of the total project cost. The minimum project size within the Houston UZA will be \$5M.

Task 2 – Pursuit of Funding

Comments: No activity at this time.

SWA Houston

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PROJECT STATUS REPORT BY SWA

SCOPE: LANDSCAPE ARCHITECTURE FOR MEMORIAL CITY
REDEVELOPMENT AUTHORITY

PROJECTS: TIRZ #17 CIP

DATE: September 27, 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 reviewing product submittals. SWA is replying to RFIs and submittals in coordination with Gauge Engineering. No out-standing items or issues to report at this time.

END OF REPORT