

**MEMORIAL-HEIGHTS
REDEVELOPMENT AUTHORITY**

**Annual Financial Statements
And
Supplementary Information**

**June 30, 2017
(With Independent Auditor's Report Thereon)**

**MEMORIAL-HEIGHTS
REDEVELOPMENT AUTHORITY**

**Annual Financial Statements
And
Supplementary Information**

**June 30, 2017
(With Independent Auditor's Report Thereon)**

TABLE OF CONTENTS

	<u>PAGE</u>
INDEPENDENT AUDITOR'S REPORT	1-2
MANAGEMENT'S DISCUSSION AND ANALYSIS	3-6
BASIC FINANCIAL STATEMENTS	
STATEMENT OF NET POSITION AND GOVERNMENTAL FUND BALANCE SHEET	7
RECONCILIATION OF THE GOVERNMENTAL FUND BALANCE SHEET TO THE STATEMENT OF NET POSITION	8
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUND STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE	9
RECONCILIATION OF THE GOVERNMENTAL FUND STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE TO THE STATEMENT OF ACTIVITIES	10
NOTES TO THE FINANCIAL STATEMENTS	11-16
REQUIRED SUPPLEMENTARY INFORMATION	
BUDGETARY COMPARISON SCHEDULE – GENERAL FUND	17
SUPPLEMENTARY INFORMATION REQUIRED BY THE CITY OF HOUSTON	
SCHEDULE OF ESTIMATE OF PROJECT COSTS TO ACTUAL COSTS	18
SCHEDULE OF OPERATING EXPENDITURES AND CAPITAL EXPENDITURES	19-20

McCALL GIBSON SWEDLUND BARFOOT PLLC

Certified Public Accountants

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

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

INDEPENDENT AUDITOR'S REPORT

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

We have audited the accompanying financial statements of the governmental activities and major fund of Memorial-Heights Redevelopment Authority (the "Authority"), a component unit of the City of Houston, Texas, as of and for the year ended June 30, 2017, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and major fund of the Authority as of June 30, 2017, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Authority's basic financial statements. The supplementary information required by the City of Houston, Texas 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 19, 2017

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2017**

The discussion and analysis of Memorial-Heights Redevelopment Authority's (Authority) financial statements provide an overview of the Authority's financial performance during the years ended June 30, 2017, and 2016. This discussion and analysis includes comparative data for the year ended June 30, 2017, with the year ended June 30, 2016, with a brief explanation for significant changes between fiscal years. Since the Management's Discussion and Analysis is designed to focus on current activities, resulting changes and currently known facts, please read in conjunction with the Authority's financial statements and footnotes.

HIGHLIGHTS

- Since its creation in 1996, Reinvestment Zone Number Five, City of Houston (Zone) has seen an increase in taxable value. As of tax year 2016, the projected taxable value was approximately \$1,953,209,775. This increase in value over the base year value of \$1,012,594,473 was due to multiple factors including annexation of territory into the boundaries of the Zone and subsequent development of multi-family development and commercial projects in the Zone.
- The Authority recorded its annual Municipal Services Payment to the City of Houston in the amount of \$160,652.
- During Fiscal Year 2017, the Authority had Affordable Housing Expenditures due to the City of Houston in the amount of \$1,120,361.
- During Fiscal Year 2017, the Bryce Street Trailhead was completed except for the fencing around the water treatment facility and the expansion of the rain garden. We expect to advertise for a contractor to complete this work soon.
- Due to changes in the Olivewood area, the Olivewood Trailhead Project has been placed on hold.
- During Fiscal Year 2017, we kicked off the design phase of the Houston Avenue and White Oak Drive Intersection project.
- During Fiscal Year 2017, we began the preliminary work for the Shepherd/Durham Streets Reconstruction Project to enable us to make an application during the upcoming HGAC Call for projects.
- The ribbon cutting for the Memorial Heights Redevelopment Authority section of the White Oak Bayou Trail was held on December 10, 2016.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2017

OVERVIEW OF THE FINANCIAL STATEMENTS

Under Governmental Accounting Standards Board (GASB) Statement No. 34, the Authority qualifies as a special purpose government with one program – redevelopment of the Memorial-Heights Area, an area in central Houston consisting of commercial and recreational corridors within an area generally bounded by IH-610 to the North and West, IH-45 to the East, and West Clay Street to the South (the “Memorial-Heights Area”). GASB Statement No. 34 allows such entities to combine the fund financial statements and the government-wide financial statements rather than presenting separate statements.

Government-wide statements report information about the Authority as a whole using accounting methods similar to those used in private-sector companies. The Statement of Net Position includes all of the Authority’s assets and liabilities. All of the current year’s revenues and expenses are accounted for in the Statement of Activities, regardless of when cash is received or paid. The fund financial statements report information about the Authority on the modified accrual basis, which only accounts for revenues that are measurable and available within the current period or soon enough thereafter to pay liabilities of the current period. Adjustments are provided to reconcile the government-wide statements to the fund statements. Explanations for reconciling items in the “Adjustments” column are provided on the face of the statements.

STATEMENT OF NET POSITION

The Statement of Net Position includes all assets and liabilities using the accrual basis of accounting, which is similar to the accounting used by most private-sector institutions. The Authority’s cash deposits are collateralized by pledged securities. For a more detailed analysis of assets and liabilities, see the notes to the financial statements. The following table reflects condensed information (rounded to the nearest thousand) on the Authority’s net position at June 30:

	Summary of Changes in the Statement of Net Position		
	2017	2016	Change Positive (Negative)
ASSETS:			
Cash	\$ 5,741,000	\$ 5,058,000	\$ 683,000
Tax Increments Receivable	513,000		513,000
Prepaid Costs	1,000	1,000	
TOTAL ASSETS	\$ 6,255,000	\$ 5,059,000	\$ 1,196,000
LIABILITIES:			
Due to Developer	\$ 3,070,000	\$	\$ (3,070,000)
Other Liabilities	102,000	844,000	742,000
TOTAL LIABILITIES	\$ 3,172,000	\$ 844,000	\$ (2,328,000)
TOTAL NET POSITION	\$ 3,083,000	\$ 4,215,000	\$ (1,132,000)

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2017**

STATEMENT OF ACTIVITIES

The Statement of Activities presents the operating results of the Authority. The following table reflects condensed information on the Authority's operations for the years ended June 30:

	Summary of Changes in the Statement of Activities		
	2017	2016	Change Positive (Negative)
REVENUES:			
Tax Increment Revenue	\$ 6,412,000	\$ 4,735,000	\$ 1,677,000
Interest Revenue	11,000	11,000	
TOTAL REVENUES	\$ 6,423,000	\$ 4,746,000	\$ 1,677,000
EXPENSES:			
Project Cost	\$ 2,006,000	\$ 3,435,000	\$ 1,429,000
Other Costs	2,063,000	2,365,000	302,000
Support Services	275,000	206,000	(69,000)
TOTAL EXPENSES	\$ 4,344,000	\$ 6,006,000	\$ 1,662,000
EXCESS OF REVENUE OVER EXPENSES	\$ 2,079,000	\$ (1,260,000)	\$ 3,339,000
OTHER FINANCING SOURCES	\$ (3,211,000)	\$ -0-	\$ (3,211,000)
CHANGE IN NET POSITION NET POSITION, BEGINNING OF YEAR	\$ (1,132,000)	\$ (1,260,000)	\$ 128,000
NET POSITION, END OF YEAR	\$ 4,215,000	\$ 5,475,000	\$ (1,260,000)
	\$ 3,083,000	\$ 4,215,000	\$ (1,132,000)

Tax Increments

The City, County and HISD have agreed, subject to certain limitations, to deposit to the Tax Increment Fund established for the Authority, a certain percentage of tax collections arising from their respective taxation of the increase, if any, in the appraised value of real property located in the Zone since a designated base year. The City remits its tax increments on an annual basis. The tax increments of the County and HISD are remitted to the Authority after such payments are made to the City.

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2017**

Capital Assets

The Authority had no capital assets as of June 30, 2017. Under the Development Agreements, the Authority oversees the construction of certain public improvements in the Memorial-Heights Areas. Upon completion and inspection by the Authority's consultants and the City's inspectors, the public improvements are automatically conveyed to the City. Thus, although it may have obligations to reimburse construction participants, including developers, for the public improvements, the Authority never holds title to any public improvements.

Debt

As of June 30, 2017, the Authority had no bond debt. As of June 30, 2017, the Authority owed developers \$3,069,806.

GENERAL FUND BUDGETARY HIGHLIGHTS

The Authority's overall final budget for 2017 was in excess of \$10.6 million dollars.

Actual tax increments and other income received were more than budgeted. Total expenditures were less than budgeted. See the budget to actual comparison on page 17.

CURRENT AND FUTURE PROJECTS

The Authority is undertaking or considering the following projects in the Memorial Heights Area, including:

- Bryce Street Trailhead Project
- Olivewood Trailhead Project
- White Oak Bayou Concrete Removal Study
- Houston Avenue and White Oak Drive Intersection Improvement Project
- 18th and 19th Streets Reconstruction Project
- Shepherd/Durham Streets Reconstruction Project
- Street Tree Planting Project
- Little Thicket Park Bank Stabilization Study

This financial report is designed to provide a general overview of the Memorial-Heights Redevelopment Authority's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to John Kuhl, Attorney, SKLaw, 1980 Post Oak Boulevard, Suite 1380, Houston, Texas 77056.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
STATEMENT OF NET POSITION AND
GOVERNMENTAL FUND BALANCE SHEET
JUNE 30, 2017

	<u>General Fund</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS			
Cash	\$ 5,741,271	\$	\$ 5,741,271
Tax Increment Receivable	513,015		513,015
Prepaid Costs	<u>900</u>		<u>900</u>
TOTAL ASSETS	<u>\$ 6,255,186</u>	<u>\$</u>	<u>\$ 6,255,186</u>
 LIABILITIES			
Accounts Payable	\$ 102,265	\$	\$ 102,265
Due to Developer		<u>3,069,806</u>	<u>3,069,806</u>
TOTAL LIABILITIES	<u>\$ 102,265</u>	<u>\$ 3,069,806</u>	<u>\$ 3,172,071</u>
 FUND BALANCE			
Nonspendable:			
Prepaid Costs	\$ 900	\$ (900)	\$
Assigned to 2018 Budget Deficit	658,752	(658,752)	
Unassigned	<u>5,493,269</u>	<u>(5,493,269)</u>	
TOTAL FUND BALANCE	<u>\$ 6,152,921</u>	<u>\$ (6,152,921)</u>	<u>\$ - 0 -</u>
 TOTAL LIABILITIES AND FUND BALANCE	 <u>\$ 6,255,186</u>		
 NET POSITION			
Unrestricted		<u>\$ 3,083,115</u>	<u>\$ 3,083,115</u>

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

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
RECONCILIATION OF THE GOVERNMENTAL FUND BALANCE SHEET
TO THE STATEMENT OF NET POSITION
JUNE 30, 2017

Total Fund Balance - Governmental Fund \$ 6,152,921

Amounts reported for governmental activities in the Statement of Net Position are different because:

Certain liabilities are not due and payable in the current period and, therefore, are not reported as liabilities in the governmental funds. These liabilities at year end consist of:

Due to Developer (3,069,806)

Total Net Position - Governmental Activities \$ 3,083,115

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

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUND STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
FOR THE YEAR ENDED JUNE 30, 2017

	<u>General Fund</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
REVENUES:			
Tax Increment Revenue	\$ 6,412,424	\$	\$ 6,412,424
Investment Revenues	<u>10,664</u>	<u></u>	<u>10,664</u>
TOTAL REVENUES	<u>\$ 6,423,088</u>	<u>\$ - 0 -</u>	<u>\$ 6,423,088</u>
EXPENDITURES/EXPENSES:			
Service Operations:			
Affordable Housing	\$ 1,120,361	\$	\$ 1,120,361
Municipal Services	160,652		160,652
ISD Education Set-Aside Transfer	487,805		487,805
Administrative Fees-Transfer	294,330		294,330
Project Cost	2,006,306		2,006,306
Administrative Consultant	92,611		92,611
Accounting and Legal Fees	68,597		68,597
Developer Reimbursement	141,446	(141,446)	
Other Consultants	112,638		112,638
Other Cost	<u>1,000</u>	<u></u>	<u>1,000</u>
TOTAL EXPENDITURES/EXPENSES	<u>\$ 4,485,746</u>	<u>\$ (141,446)</u>	<u>\$ 4,344,300</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES/EXPENSES	<u>\$ 1,937,342</u>	<u>\$ 141,446</u>	<u>\$ 2,078,788</u>
OTHER FINANCING SOURCES (USES)			
Developer Contributions	<u>\$ -0-</u>	<u>\$ (3,211,252)</u>	<u>\$ (3,211,252)</u>
NET CHANGE IN FUND BALANCE	\$ 1,937,342	\$ (1,937,342)	\$
CHANGE IN NET POSITION		(1,132,464)	(1,132,464)
FUND BALANCE/NET POSITION - JULY 1, 2016	<u>4,215,579</u>	<u></u>	<u>4,215,579</u>
FUND BALANCE/NET POSITION - JUNE 30, 2017	<u>\$ 6,152,921</u>	<u>\$ (3,069,806)</u>	<u>\$ 3,083,115</u>

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

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
RECONCILIATION OF THE GOVERNMENTAL FUND STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2017**

Net Change in Fund Balance - Governmental Fund \$ 1,937,342

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

Governmental funds report developer contributions, net any amount paid to the developer, as other financing sources. Developer contributions increase long-term liabilities in the Statement of Net Position. (3,069,806)

Change in Net Position - Governmental Activities \$ (1,132,464)

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

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2017

NOTE 1. DESCRIPTION OF ORGANIZATION

Description of Organization

Memorial-Heights Redevelopment Authority (the Authority) is a nonprofit local government corporation, incorporated December 11, 1997 under the laws of the State of Texas, and operating under Chapter 431, Texas Transportation Code. On December 10, 1997, the City of Houston (the City) adopted Resolution No. 97-67, which authorized the Authority to aid, assist and act on behalf of the City, in the performance of the City's obligation with respect to Reinvestment Zone Number Five, City of Houston, Texas (Memorial-Heights TIRZ or TIRZ).

City of Houston Reinvestment Zone Number Five

Memorial-Heights TIRZ was created pursuant to Chapter 311, Texas Tax Code, by City Ordinance No. 96-1337, effective December 24, 1996, as a tax incremental reinvestment zone. The TIRZ is authorized to provide new capital for public works and public improvements in specified corridors and areas in the Memorial-Heights Area. The TIRZ will provide a source of funding through the tax increments generated by redevelopment of those areas within the Memorial-Heights Area.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

As required by accounting principles generally accepted in the United States of America, these financial statements represent all of the funds of Memorial-Heights Redevelopment Authority. The Authority is a component unit of the City of Houston. Component units are legally separate entities for which the primary government is financially accountable. There are no separate legal entities that are a part of the Authority's reporting entity.

Tax Increments and Participation Agreements

The City, Harris County (the County) and the Houston Independent School District (HISD), (each a Participant) have agreed to deposit to the Tax Increment Fund established for the TIRZ (the Tax Increment Fund) a certain percentage of the tax collections arising from their taxation of the increase, if any, in the appraised value of real property located in the TIRZ since January 1, 1996 (the Tax Increments). Each Participant is required to collect taxes on real property located within the TIRZ in the same manner as other taxes are collected by the Participant. The Participant is then required to pay the Tax Increment Fund the Tax Increments, as agreed upon in accordance with such Participant's agreement with the City and the TIRZ (collectively, the Participation Agreements). Thus, Tax Increments are due to be deposited from the Tax Increment Fund to the Authority's account by the end of each quarter in which they are collected in the Tax Increment Fund. The City and County have agreed to pay 100% of their Tax

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2017

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Tax Increments and Participation Agreements (Continued)

Increments to the Tax Increment Fund. The County's taxes for the Hospital District, Port Authority and Flood Control District are not payable to the Tax Increment Fund. Pursuant to an agreement between the City, the TIRZ, and HISD as amended (the HISD Interlocal Agreement), HISD has agreed to pay \$0.64 per \$100 of Captured Appraisal Value, which shall be applied to the obligations of the TIRZ and the remaining portion shall be accrued in the Tax Increment Fund to be applied, at HISD's sole discretion, to educational facilities. During the current fiscal year, tax increments of \$5,386,604 were collected by the City of which \$269,330 was withheld to cover administrative costs and tax increments of \$1,025,820 were collected by HISD of which \$487,805 was withheld to cover educational facilities and \$25,000 was withheld to cover administrative costs. For the year ended June 30, 2017, the Authority did not receive a County Tax Increment.

Measurement Focus and Basis of Accounting:

Government-Wide Financial Statement

The Statement of Net Position and the Statement of Activities display information about the reporting government as a whole. The Statement of Net Position and the Statement of Activities were prepared using the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recorded when the liability is incurred.

Government-wide statements distinguish between governmental-type and business-type activities. Governmental activities are those financed through taxes, intergovernmental revenues, and other non-exchange revenues and are usually reported in governmental and internal service funds. Business activities are financed in whole or in part through fees charged for goods or services to the general public and are usually reported in proprietary funds. The Authority does not have any business-type activities.

Fund Financial Statements

The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. All governmental funds are accounted for using a current financial resources measurement focus and have been prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recognized when susceptible to accrual (i.e., when they are "measurable and available"). "Measurable" means the amount of the transaction that can be determined and "available" means collectible within the current period or soon enough thereafter to pay liabilities of the current period. The Authority considers all revenue available if it is collected within 60 days after the year end. Expenditures are recorded when the related fund liability is incurred. The Authority only has one major fund, the General Fund, which accounts for all financial resources.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2017

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus and Basis of Accounting: (Continued)

Fund Balances

Fund balances in governmental funds are classified using the following hierarchy:

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.

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 does not have any restricted fund balances.

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. As of June 30, 2017, the Authority assigned \$658,752 of its General Fund fund balance to offset the 2018 budget deficit.

Unassigned - all other spendable amounts in the General Fund.

When an expenditure is 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.

Federal Income Taxes

The Authority is exempt from Federal income taxes as an organization described in Section 501(c) (3) of the Internal Revenue Code. Under Section 6501 (c) (4), the Authority has also requested an advance ruling allowing it to be treated as a publicly supported organization under Section 170 (b) (1) (A) (vi) of the Internal Revenue Code. Furthermore, as an adjunct of local government, the Authority is exempt from Federal income taxes under Section 115 (2) of the Internal Revenue Code and qualifies as a publicly supported organization within the meaning of Section 509 (a) of the Internal Revenue Code.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2017

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus and Basis of Accounting: (Continued)

Use of Estimates

The preparation of the Authority's financial statements in conformity with accounting principles generally accepted in the United States of America requires the Authority's management to make estimates and assumptions that affect the amounts reported in these financial statements and accompanying notes. Actual result 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. At June 30, 2017, none of the Authority's bank balances were exposed to custodial credit risk.

The carrying values of the deposits are included in the Governmental Funds Balance Sheet and the Statement of Net Position at June 30, 2017, as listed below:

	<u>Cash</u>
GENERAL FUND	<u>\$ 5,741,271</u>

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2017

NOTE 3. DEPOSITS AND INVESTMENTS (Continued)

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 Board of Directors has adopted a written investment policy regarding the investments of its funds as defined in the Public Funds Investment Act of 1997 (Chapter 2256, Texas Government Code). Such investment include (1) obligations of the United States or its agencies; (2) direct obligations of the State of Texas or its agencies; (3) other obligations, the principal and interest of which are unconditionally guaranteed or insured by or backed by the full faith and credit of the State of Texas or the United States or their respective agencies; (4) certificates of deposit, and (5) commercial paper that complies with the Public Funds Investment Act. During the year ended June 30, 2017, the Authority had no investments.

NOTE 4. DEVELOPER ADVANCES AND INTEREST PAYABLE

The Authority and Memorial-Heights TIRZ have executed a development agreement with ArchStone Smith to provide funding for all reasonable and necessary expenses for the maintenance, operation and administration of the Authority and Memorial-Heights TIRZ. ArchStone Smith has agreed to extend a loan not to exceed the aggregate principal amount of \$16,706,921. The loan shall bear interest on the unpaid principal amount at the Base Rate (the prime rate of J.P. Morgan Chase Bank) plus 1% per annum until maturity. If applicable, the interest rate shall be adjusted quarterly based on any changes in the Base Rate. Principal and interest shall be repaid from the deposits made by the participating taxing entities to the Tax Increment Fund until the obligation is retired. Providing the availability of funds in the Tax Increment Fund, scheduled payments shall commence on April 1, 1998, with subsequent payments to be made annually each July. Accordingly, \$167,382 and \$49,052 of principal and

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2017

NOTE 4. DEVELOPER ADVANCES AND INTEREST PAYABLE (Continued)

interest, respectively, was paid during the fiscal year ended June 30, 2009. At the end of the fiscal years 2010 through 2017 the balance due was zero on the loan.

The Authority has also entered into a reimbursement agreement with Legacy Partners Memorial Houston, L.P. (Legacy). In accordance with this agreement, Legacy has agreed to fund various right-of-way improvements on behalf of the Authority. As of June 30, 2009, Legacy has funded \$192,294 in reimbursable costs. This amount was recorded as a liability in the Statement of Net Position for 2009 and paid in 2010. The Authority also accrued and paid an additional \$28,000 in 2010 making the total paid to Legacy Partners in 2010 \$220,294. There were no payments made to Legacy in 2011 through 2017 and no amount due as of June 30, 2017.

In addition, the Authority has also entered into a reimbursement agreement with Regent Square AB LLC, Regent Square CD LLC, and AH Borrower LLC (Regent). In 2012, a partial assignment of the reimbursement agreement was made by Regent to Sovereign Regent Square LLC (Sovereign). In accordance with the reimbursement agreement, Regent and Sovereign have agreed to fund on behalf of the Authority certain design and construction costs for public infrastructure improvements in connection with a mixed-use development. As of June 30, 2017, the Developer has reported expenditures of \$71,676,614, of which \$3,211,252 is reimbursable under the agreement. This amount, less \$141,446 reimbursed in the current fiscal year, is recorded as a liability in the Statement of Net Position.

NOTE 5. 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; personal injuries; and natural disasters. The risk of loss is covered by commercial insurance for which the Authority participates along with more than 1,500 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 had any significant reductions in insurance coverage and no settlements.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
REQUIRED SUPPLEMENTARY INFORMATION
BUDGETARY COMPARISON SCHEDULE – GENERAL FUND
FOR THE YEAR ENDED JUNE 30, 2017

	General Fund		
	Original and Final Budget	Actual	Variance Positive (Negative)
Budgetary Fund Balance - Beginning of Year	\$ 6,229,973	\$ 4,215,579	\$ (2,014,394)
Resources:			
Tax Increments	\$ 4,378,238	\$ 6,412,424	\$ 2,034,186
Investment Revenues	8,340	10,664	2,324
Total Available Resources	\$ 10,616,551	\$ 10,638,667	\$ 22,116
Expenditures:			
Maintenance and Operations	\$ 246,500	\$ 274,846	\$ (28,346)
Capital Expenditures and Developer	5,705,000	2,147,752	3,557,248
Transfers	1,948,521	2,063,148	(114,627)
Total Expenditures	\$ 7,900,021	\$ 4,485,746	\$ 3,414,275
Budgetary Fund Balance - End of Year	\$ 2,716,530	\$ 6,152,921	\$ 3,436,391

Explanation of Differences between Budgetary Inflow
and Outflows and GAAP Revenues and Expenditures

Sources/Inflows of Resources

Actual amounts (budgetary basis)	\$ 10,638,667
Differences - Budget to GAAP:	
The fund balance at the beginning of the year is a budgetary resource but is not a current-year revenue for financial reporting purposes	4,215,579
Total revenue as reported on the Statement of Revenues, Expenditures, and Changes in Fund Balances - General Fund	\$ 6,423,088

See accompanying independent auditor's report.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
SCHEDULE OF ESTIMATE OF PROJECT COSTS TO ACTUAL COSTS
PERIOD FROM DECEMBER 11, 1997 (DATE OF INCORPORATION)
THROUGH JUNE 30, 2017
(UNAUDITED)

Vendor	Estimated Total Costs	Total Expenditures	Variance Positive (Negative)
Public Utility Improvements	\$ 18,144,635	\$ 2,885,228	\$ 15,259,407
Roadway and Sidewalk Improvements	31,739,100	7,261,798	24,477,302
Parks and Park Improvements	43,499,375	8,589,487	34,909,888
Professional Services/TIRZ Administration	6,513,853	4,849,038	1,664,815
Property Assemblage/Clean-up	27,100,000	882,382	26,217,618
Financing Cost	9,879,513	3,428,907	6,450,606
Creation Costs	165,000	175,300	(10,300)
School and Educational Facilities	10,903,863	12,699,903	(1,796,040)
Affordable Housing	<u>21,832,291</u>	<u>7,262,210</u>	<u>14,570,081</u>
Total Reimbursement	<u>\$ 169,777,630</u>	<u>\$ 48,034,253</u>	<u>\$ 121,743,377</u>

See accompanying independent auditor's report.

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
SCHEDULE OF OPERATING EXPENDITURES AND CAPITAL EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2017

Category	Vendor	Budget	Actual Expenditure	Variance Positive (Negative)
ADMINISTRATION AND OVERHEAD				
Administration Support	SKLaw/TIF Works/SMW	\$ 84,000	\$ 92,611	\$ (8,611)
Office Expenses		500	-	500
Insurance	TML Insurance	1,000	1,000	
Accounting	The Morton Accounting Services	12,000	16,798	(4,798)
Auditor	McCall Gibson Swedlund Barfoot PLLC	9,000	15,540	(6,540)
Tax Consultant	Equi-Tax, Inc.	25,000	900	24,100
SUBTOTAL		<u>\$ 131,500</u>	<u>\$ 126,849</u>	<u>\$ 4,651</u>
PROGRAM AND PROJECT CONSULTANTS				
Legal-General Matters	SKLaw	\$ 25,000	\$ 51,799	\$ (26,799)
Planning Consultants		50,000		50,000
Project Management Consultant	EHRA, Jones & Carter, Goodman Co.	40,000	96,198	(56,198)
SUBTOTAL		<u>\$ 115,000</u>	<u>\$ 147,997</u>	<u>\$ (32,997)</u>
TOTAL MANAGEMENT/CONSULTING SERVICES		<u>\$ 246,500</u>	<u>\$ 274,846</u>	<u>\$ (28,346)</u>
Affordable Housing	City of Houston	<u>\$ 1,120,361</u>	<u>\$ 1,120,361</u>	<u>\$ -0-</u>
Municipal Services	City of Houston	<u>\$ 160,652</u>	<u>\$ 160,652</u>	<u>\$ -0-</u>

See accompanying independent auditor's report.

THIS PAGE INTENTIONALLY LEFT BLANK

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
SCHEDULE OF OPERATING EXPENDITURES AND CAPITAL EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2017

Category	Vendor	Budget	Actual Expenditure	Variance Positive (Negative)
CAPITAL EXPENDITURES				
Project T-0509:-Cottage Grove Pedestrian Bridge	EHRA	\$ 50,000	\$ 415	\$ 49,585
Project T-0510-Buffalo Bayou Parklands to Wshington Ave	EHRA/SMW	\$	\$ 438	\$ (438)
Project T-0511-MKT Hike & Bike Trail	SKLaw, EHRA, Houston Parks Board	\$	\$ 984,855	\$ (984,855)
Project T-0512-White Oak Bayou Trail System		\$ 2,500,000	\$ - 0 -	\$ 2,500,000
Project T-0513-Allston/Rutland Pedestrian Bridge	EHRA	\$ 50,000	\$ 1,038	\$ 48,962
Project T-0515-Bryce Street Trail Head	SKLaw/EHRA/ SMW/W&R Construction	\$ 750,000	\$ 404,114	\$ 345,886
Project T-0517-White Oak Bayou Remediation/ Channel Reclamation	SKLaw/Houston Flood Control	\$ 150,000	\$ 275,629	\$ (125,629)
Project T-0518-Olivewood Trail Head		\$ 1,400,000	\$ 131,524	\$ 1,268,476
Project T-0520-Houston Ave & White Oak Dr Intersection	EHRA/SKLaw/SMW	\$ 330,000	\$ 46,517	\$ 283,483
Project T-0521-Little Thicket Park Improvements	EHRA/SMW	\$ 50,000	\$ 2,008	\$ 47,992
Project T-0522-18th & 19th Reconstruction	EHRA/SMW	\$ 150,000	\$ 101,910	\$ 48,090
Project T-0523-Shepherd/Durham Reconstruction	EHRA/SMW	\$ 225,000	\$ 57,858	\$ 167,142
Project T-0524-Street Trees		\$ 50,000	\$ - 0 -	\$ 50,000
TOTAL CAPITAL EXPENDITURES		\$ 5,705,000	\$ 2,006,306	\$ 3,698,694

See accompanying independent auditor's report.

