

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY

JOINT MEETING OF THE BOARDS OF DIRECTORS

DECEMBER 9, 2021

REINVESTMENT ZONE NUMBER FIVE, CITY OF HOUSTON, TEXAS

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
TIRZ NO. 5
MEETING OF DECEMBER 9, 2021

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MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
Director Attendance Record

MEETING DATE	A. LENTS	A. COLOM	B. BROWN	J. HALE-HARRIS	C. MANRIQUEZ	R. STEIN	M. PIERRE
02/27/20	X	Y	Y	Y	Y	Y	X
04/23/20	Y	Y	Y	Y	Y	Y	Y
06/25/20	Y	X	Y	Y	Y	Y	Y
09/24/20	Y	Y	Y	Y	Y	Y	X
10/22/20	Y	Y	Y	Y	Y	Y	X
01/28/21	Y	Y	Y	X	Y	Y	Y
03/04/21	Y	Y	Y	Y	Y	Y	X
04/22/21	Y	Y	Y	Y	Y	Y	X
06/24/21	Y	X	Y	Y	Y	Y	X
08/23/21	Y	Y	Y	X	Y	Y	Y
09/23/21	Y	X	Y	Y	Y	Y	X
10/28/21	Y	X	Y	Y	Y	Y	Y
12/09/21							

Y = Attended

X = Did not attend

**NOTICE OF JOINT MEETING
MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
AND
REINVESTMENT ZONE NUMBER FIVE, CITY OF HOUSTON, TEXAS**

**THIS MEETING WILL BE CONDUCTED IN-PERSON AND
BY TELEPHONE/VIDEOCONFERENCE**

TO: THE BOARDS OF DIRECTORS OF THE MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY AND REINVESTMENT ZONE NUMBER FIVE, CITY OF HOUSTON, TEXAS, AND TO ALL OTHER INTERESTED PERSONS:

Notice is hereby given that the Board of Directors of the Memorial-Heights Redevelopment Authority (the "Authority") will hold a joint meeting with the Board of Directors of the Reinvestment Zone Number Five, City of Houston, Texas, (the "Zone"), open to the public, on **THURSDAY, DECEMBER 9, 2021, at 10:00 A.M., at 1980 POST OAK BOULEVARD, SUITE 1380, HOUSTON, TEXAS 77056**, outside the boundaries of the Authority. This meeting will also be conducted electronically, as provided below. Electronic copies of the meeting materials are available at <https://memorialheightstirz5.com/meetings/> at such time as the meeting occurs or by contacting Susan Demiany at Demiany@SKLaw.us.

TO ATTEND VIA VIDEO:

LINK: <https://us02web.zoom.us/j/85123086012?pwd=czkzY29mYzdtZDZjWXVWR0pma1VJUT09>

Meeting ID: 851 2308 6012

Passcode: 669751

TO ATTEND VIA AUDIO ONLY:

Dial: 1-346-248-7799

Meeting ID: 851 2308 6012

Passcode: 669751

At the meeting the following items will be considered and acted on:

1. **CALL TO ORDER:**
 - a. **Receive comments and questions from the public;**
2. **CONSENT AGENDA:**
 - a. **Minutes of previous meetings:**
 - i) Approve Authority minutes of October 28, 2021; **4**
 - ii) Approve Zone minutes of October 28, 2021; **8**
 - b. **Developer Reports (Authority only):**
 - i) Quarterly GID update;
 - ii) Quarterly Hanover update;
 - c. **Financial matters (Authority only):**
 - i) Receive Financial Report Summary, including account and fund activity statements; **10**
 - ii) Receive Investment Report; **19**
3. **CHAIR REPORT (Authority only):**
4. **PRESIDENT REPORT:**
 - a. Update on COH action pertaining to Zone boundary enlargement and Project Plan and Reinvestment Zone Financing Plan amendments, and authorize appropriate action (*Zone only*);
 - b. Ratify approval of Funding Commitment for 2021 Off-System Highway Safety Improvement Program; **20**
 - c. Ratify approval of Agreement for Continuing Disclosure Services [Masterson Advisors LLC]; **26**
5. **PROJECTS AND ENGINEERING (Authority only):**
 - a. **Receive Projects Committee Report: 31**
 - i) Approve J|C Work Authorization No. 1 [FY2022] [general services]; **32**
 - b. **Shepherd/Durham and Selected Cross Streets Reconstruction [CIP Project T-0523A]:**
 - i) Update on project development;
 - ii) Update on construction management and materials testing contract;
 - iii) Approve J|C Work Authorization T-0523A No. 7 [21-inch sanitary sewer diversion]; **34**

- c. **North Canal Project** [CIP Project T-0525]:
 - i) Update on project development;
 - d. **Yale and Center Street Intersection** [CIP Project T-0529]:
 - i) Update on project development;
 - e. **Heights Boulevard Bicycle and Pedestrian Safety Improvements, West Dallas Restriping Project, Trail Segment between White Oak Bayou and Memorial Park [construction portion]** [CIP Project T-0531]:
 - i) Update on project;
 - ii) Review bids and award construction contract;
 - f. **Zone Wide Safety and Mobility Projects** [CIP Project T-5032]:
 - i) Update on project development;
 - g. **Zone Wide Localized Stormwater Management Projects** [CIP Project 5033]:
 - i) Update on project development;
 - h. Approve related pay estimates or change orders, or other design, construction, or management contract administration items, and authorize other appropriate action;
6. **COMMUNICATIONS** (*Authority only*):
 - a. Receive update from Communications Committee;
 7. **FINANCIAL MATTERS** (*Authority only*):
 - a. Receive Finance Committee Report;
 - b. Authorize payment of invoices;
 - c. Authorize other appropriate action;
 8. **ATTORNEY REPORT**;
 9. **EXECUTIVE SESSION** (*Authority only, the Zone will recess for duration of closed session*):
 - a. **Convene executive session** for attorney consultation on authorized matters pursuant to Open Meetings Act, § 551.071, Government Code; deliberations regarding purchase, exchange, lease, or value of real property pursuant to Open Meetings Act, §551.072, Government Code; and/or deliberations regarding economic development negotiations pursuant to Open Meetings Act, § 551.087, Government Code;
 - b. **Reconvene public session** and authorize appropriate action regarding executive session discussion;
 10. **CONSIDER, CONFIRM, OR RATIFY ACTIONS OF THE AUTHORITY, AS NECESSARY** (*Zone only*);
 11. **ADJOURN**.

The ongoing COVID-19 pandemic may cause an inability for members of the Authority's Board of Directors to convene in one location. This could result in a public necessity for immediate action by the Board in providing the Authority's services and functions. If necessary, this Notice also constitutes notice for a teleconference meeting pursuant to Section 551.125, Government Code.



SKLaw, Attorneys for the Authority and the Zone

**MINUTES OF REGULAR MEETING
OF
MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**

OCTOBER 28, 2021

The Board of Directors (the "Board") of Memorial-Heights Redevelopment Authority (the "Authority"), convened in regular session, open to the public, at 1980 Post Oak Boulevard, Suite 1380, Texas 77056, on the 28th day of October, 2021, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Ann Lents	Chair
Alejandro Colom	Vice Chair
Janice Hale-Harris	Secretary
Bryan Brown	Director
Christopher David Manriquez	Director
Dr. Robert Stein	Director
Marvin Pierre	Director

and all of said persons were present, except Director Colom, thus constituting a quorum.

Also present at the meeting were Sherry Weesner, President of the Authority; Jennifer Curley of the City of Houston (the "City"); Erin Williford and Kristen Hennings of Jones|Carter ("J|C"); Jim Webb of The Goodman Corporation ("TGC"); Melissa Morton of The Morton Accounting Services ("TMAS"); Linda Trevino of Ride Metro; Matt Kainer; G. Jefferson; Mark Williamson; Emily Guyre of Houston Heights Association; Matt Kainer; Aaron Moore; and Laura C. Davis and Susan Demiany of Sanford Kuhl Hagan Kugle Parker Kahn LLP ("SKLaw").

DETERMINE QUORUM; CALL TO ORDER

Chair Lents noted that a quorum was present and called the meeting to order. She advised that the meeting was being recorded.

Receive comments or questions from the public

The next item on the agenda was to receive comments and questions from the public. There were no comments from the public.

CONSENT AGENDA

- a. Approval of the Authority minutes of September 23, 2021;
- b. Approval of the Financial Report Summary.

Ms. Weesner advised that there is no Investment Report this month as it was presented to the Board at the last meeting. Upon motion by Director Stein, seconded by Director Manriquez, the Board voted unanimously to approve the Consent Agenda.

CHAIR REPORT

Chair Lents advised that the Authority is moving into the construction phase of the Shepherd and Durham Reconstruction Project, Phase I, with a groundbreaking ceremony tentatively scheduled for December 4th. She also briefly discussed a proposed annexation, which will be considered by the Board under the President Report.

PRESIDENT REPORT

Update on Zone boundary change

Ms. Weesner updated the Board on the City action pertaining to the Zone boundary enlargement and Project Plan and Reinvestment Zone Financing Plan amendments. She reviewed a map of the proposed boundary enlargement, advising that it includes the Washington corridor from downtown, through the round-about, and to Interstate 10.

Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the Eighth Amended Project Plan and Reinvestment Zone Financing Plan, and any other documentation necessary to effect the boundary enlargement, and to authorize the Projects Committee to approve any changes as needed by the City.

PROJECTS AND ENGINEERING

Receive Projects Committee Report

Director Brown updated the Board on Authority projects.

Approve TGC Work Authorization No. 3 Amendment

Director Brown reviewed with the Board TGC Work Authorization No. 3 Amendment, which is for additional general planning assistance. Mr. Webb advised that the next project he will be working on is for Center Street improvements funding opportunities. Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve TGC Work Authorization No. 3 Amendment.

Shepherd and Durham Reconstruction

Update on project development

Ms. Hennings updated the Board on the Shepherd/Durham and Selected Cross Streets Reconstruction [CIP Project T-0523A] project, advising that preparation of plans for Phase II is ongoing.

Approve construction management and materials testing recommendations and alternate

Director Brown reviewed with the Board a letter of recommendation for award of construction management and materials testing contract, and alternate. He advised ten (10) Statements of Qualifications were received, and the Projects Committee recommends the award to CDM Smith, and if the parties cannot negotiate a mutually acceptable contract with CDM Smith, then Aurora Technology Services as alternate.

Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to authorize the Projects Committee to negotiate and finalize the construction management and materials testing contract with CDM Smith, and as an alternate, Aurora Technology Services.

Approve construction bid recommendation and alternate

Director Brown reviewed with the Board a letter of recommendation for award of construction bid. He advised four (4) bids were received, and the Projects Committee recommends the award to SER Construction Partners, LLC, and Main Lane Industries, Ltd, as alternate.

Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to authorize the Projects Committee to finalize a construction contract with SER Construction Partners, LLC, and as an alternate, Main Lane Industries, Ltd.

North Canal Project

Update on project development

Ms. Weesner updated the Board on the North Canal Project [CIP Project T-0525], and discussed comments provided to the City on the drainage model.

Yale and Center Street Intersection

Update on project development

Ms. Hennings updated the Board on the Yale and Center Street Intersection project [CIP Project T-0529], and stated that project development is ongoing.

Heights Boulevard Bicycle and Pedestrian Safety Improvements, West Dallas Restriping Project, Trail Segment between White Oak Bayou and Memorial Park

Update on project development

Ms. Hennings updated the Board on the Heights Boulevard Bicycle and Pedestrian Safety Improvements, West Dallas Restriping Project, Trail Segment between White Oak Bayou and Memorial Park [CIP T-0531]. She advised all plans have been approved by the City, and the Authority will now move into the bidding phase of the project.

Zone Wide Safety and Mobility Projects

Update on project

Ms. Hennings updated the Board on the Zone Wide Safety and Mobility Projects [CIP Project T-0532].

Zone Wide Localized Stormwater Management Projects

Update on project

Ms. Hennings updated the Board on the Zone Wide Localized Stormwater Management Projects [CIP Project T-0533], and the storm water analysis.

Approve related contract administration items

The Board noted there are no contract administration items for consideration.

COMMUNICATIONS

Receive update on public relations firm contract

Director Manriquez updated the Board on the proposed communications plan, which will be presented to the Board when finalized.

FINANCIAL MATTERS

Authorize payment of invoices

The Board reviewed the invoices submitted for payment. Director Brown advised that the Projects Committee had reviewed project-related invoices, and recommended approval. Ms. Weesner advised that the Finance Committee had reviewed the invoices put before it and recommended approval. Following discussion of the invoices, a motion was made by Director Manriquez, seconded by Director Stein, and approved unanimously by the Board to authorize the payment of all invoices.

Authorize Bookkeeper to close Prosperity Bank account

Ms. Weesner advised that the next item on the agenda, to authorize the Bookkeeper to close the Prosperity Bank account, is no longer necessary as the account has been successfully closed.

ATTORNEY'S REPORT

Ms. Davis advised she had nothing additional to report.

EXECUTIVE SESSION

Chair Lents announced that an executive session for the Board would not be necessary.

RECEIVE COMMENTS OR QUESTIONS FROM THE PUBLIC

Chair Lents again asked for comments and questions from the public. Ms. Curley provided an update on the status of the annexation, and thanked the Authority and its consultants for work in preparation of documents.

Ms. Guyre provided information on community resources for dissemination of information about area projects.

Mr. Moore queried about the status of Washington corridor improvements. Chair Lents and Ms. Weesner provided updates on the preliminary, ongoing planning process.

CONSIDER, CONFIRM, OR RATIFY ACTIONS OF THE AUTHORITY

The next item on the agenda was to consider, confirm, or ratify actions of the Authority. Ms. Davis advised that no action by the Board is necessary.

There being no further business to come before the Board, the meeting was adjourned.

Secretary
Memorial-Heights Redevelopment Authority

**MINUTES OF REGULAR MEETING
OF
REINVESTMENT ZONE NUMBER FIVE, CITY OF HOUSTON, TEXAS**

OCTOBER 28, 2021

The Board of Directors (the "Board") of Reinvestment Zone Number Five, City of Houston, Texas, convened in regular session, open to the public, at 1980 Post Oak Boulevard, Suite 1380, Houston, Texas 77056, on the 28th day of October, 2021, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Ann Lents	Chair
Alejandro Colom	Vice Chair
Janice Hale-Harris	Secretary
Bryan Brown	Director
Christopher David Manriquez	Director
Dr. Robert Stein	Director
Marvin Pierre	Director

and all of said persons were present, except Director Colom, thus constituting a quorum.

Also present at the meeting were Sherry Weesner, President of the Authority; Jennifer Curley of the City of Houston (the "City"); Erin Williford and Kristen Hennings of Jones|Carter ("J|C"); Jim Webb of The Goodman Corporation ("TGC"); Melissa Morton of The Morton Accounting Services ("TMAS"); Linda Trevino of Ride Metro; Matt Kainer; G. Jefferson; Mark Williamson; Emily Guyre of Houston Heights Association; Matt Kainer; Aaron Moore; and Laura C. Davis and Susan Demiany of Sanford Kuhl Hagan Kugle Parker Kahn LLP ("SKLaw").

DETERMINE QUORUM; CALL TO ORDER

Chair Lents noted that a quorum was present and called the meeting to order. She noted the meeting was being recorded.

CONSENT AGENDA

- a. Approval of the Zone minutes of September 23, 2021;

Upon motion by Director Stein, seconded by Director Manriquez, the Board voted unanimously to approve the Consent Agenda.

UPDATE ON ZONE BOUNDARY CHANGE

Ms. Weesner updated the Board on the City action pertaining to the Zone boundary enlargement and Project Plan and Reinvestment Zone Financing Plan amendments. She reviewed a map of the proposed boundary enlargement, advising that it includes the Washington corridor from downtown, through the round-about, and to Interstate 10.

Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the Eighth Amended Project Plan and Reinvestment Zone Financing Plan, and any other documentation necessary to effect the boundary enlargement, and to authorize the Projects Committee to approve any changes as needed by the City.

CONSIDER, CONFIRM, OR RATIFY ACTIONS OF THE AUTHORITY

The next item on the agenda was to consider, confirm, or ratify the action of the Authority, as may be necessary. The Board noted that no confirmation or ratification action was necessary.

There being no further business to come before the Board, the meeting was adjourned.

Secretary
Reinvestment Zone Number Five,
City of Houston, Texas



**Memorial Heights Redevelopment Authority
Monthly Financial Report Summary
December Board Meeting
Thursday, December 9, 2021**

At the beginning of October, the Memorial Heights Redevelopment Authority (TIRZ #5) beginning Operating Fund Balance was \$60,050,029. TIRZ #5 received a total of \$2,843, mainly from Money Market interest. During the period, TIRZ #5 processed \$264,845 in disbursements during the period. 76% of the disbursements related to disbursements to Jones & Carter for CIP Projects (\$200,877). The ending balance as of month end November 30, 2021 was \$59,788,027.

The invoices pending approval total \$-0-. See attached "Unpaid Bills Detail" Report for invoices paid in between board meetings.

There was \$203,890 spent for Capital Projects for the period. The project that utilized the majority of the funding was T-0523A Shepherd/Durham Reconstruction (\$201,763). See attached "Capital Improvement Projects" Report on page 3.

**Memorial Heights Redevelopment Authority
General Operating Fund
As of November 30, 2021**

General Operating Fund

BEGINNING BALANCE \$ 60,050,029.38

REVENUE

Prosperity Money Market Interest	20.00	Refund of Fees
Regions Money Mkt	3.73	Monthly Interest
Regions Project Fund	1,637.76	Monthly Interest
TexPool	1,181.18	Monthly Interest

Total Revenue 2,842.67

DISBURSEMENTS

ACH	Goodman Corporation	10,596.13	Engineering Consultant
ACH	Jones & Carter	200,876.97	Capital Projects
ACH	McCall Gibson Swedlund Barfoot	0.00	Audit 2021
ACH	Quickbooks Payroll Service	9,780.12	Admin Payroll
ACH	SK Law	6,048.34	Legal Expense
ACH	United States Treasury	4,426.00	Payroll Taxes
ACH	United States Treasury	4,426.00	Payroll Taxes
ACH	United States Treasury	4,426.00	Payroll Taxes
ACH	Schwab Retirement	6,000.00	July - Oct Retirement
ACH	Frost Project Fund	170.40	Service Charge
ACH	Texas Workforce Commission	255.56	Texas Unemployment
ACH	United States Treasury	6,844.00	Payroll Taxes
ACH	Quickbooks Payroll Service	10,714.82	Admin Payroll
ACH	Frost Bank Checking	41.18	Service Charge
ACH	Frost Project Fund	239.32	Service Charge

Total Disbursements 264,844.84

ENDING BALANCE \$ 59,788,027.21

-

November 30, 2021

Balance

LOCATION OF ASSETS

Frost Checking	309,190.57
Frost Money Mkt	654,237.19
Frost Project Fund	1,999,514.98
Regions Project Fund	37,551,771.16
TexPool Investment	19,273,313.31

Total Account Balance \$ 59,788,027.21

Memorial Heights Redevelopment Authority
Capital Improvement Projects
October through November 2021

12/01/21

Accrual Basis

Type	Date	Num	Name	Memo	Amount
Capital Improvement Plan					
T-0523A Shepherd Durham & Cross					
Bill	10/31/2021	10-2021-37	Goodman Corporation	Task 1 - \$45,000	900.00
Bill	10/31/2021	10-2021-38	Goodman Corporation	-MULTIPLE-	4,500.00
Bill	10/31/2021	10-2021-3...	Goodman Corporation	Task 1 - \$129,185	3,457.80
Bill	10/31/2021	10-2021-3...	Goodman Corporation	Credit for prior invoice error	-2,583.70
Bill	10/31/2021	00330560	Jones & Carter Inc.	T0523A Shepherd Durham Grant Coordination -...	112.50
Bill	10/31/2021	0030564	Jones & Carter Inc.	T0523A Shepherd Durham Cross Streets - Final...	9,845.80
Bill	10/31/2021	00330565	Jones & Carter Inc.	T0523A Shepherd Durham Cross Streets - Pha...	60,110.75
Bill	10/31/2021	00330566	Jones & Carter Inc.	Total Fee - \$1,065,560	125,000.70
Bill	10/31/2021	21-1088	Sanford Kuhl Hagan Kugle Par...	Legal services through Oct 2021	418.75
Total T-0523A Shepherd Durham & Cross					201,762.60
T-0527 Heights Blvd Pedestrian					
Bill	10/31/2021	00330558	Jones & Carter Inc.	Heights Blvd Pedestrian & Bicycle Safety Impr.	1,000.00
Total T-0527 Heights Blvd Pedestrian					1,000.00
T-0528 Streets Btw Shep & Durha					
Bill	10/31/2021	00330563	Jones & Carter Inc.	West Dallas Restriping	1,127.50
Total T-0528 Streets Btw Shep & Durha					1,127.50
Total Capital Improvement Plan					203,890.10
TOTAL					203,890.10

Memorial Heights Redevelopment Authority

Profit & Loss Budget vs. Actual

July through November 2021

12/01/21

Accrual Basis

	Jul - Nov 21	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
Interest Income	6,514.35	25,000.00	-18,485.65	26.1%
Tax Increment - City	0.00	7,932,175.00	-7,932,175.00	0.0%
TIRZ Interest Income	0.00	4,210.00	-4,210.00	0.0%
Total Income	6,514.35	7,961,385.00	-7,954,870.65	0.1%
Cost of Goods Sold				
Capital Improvement Plan				
T-0521 Little Thicket Park Impr	0.00	405,000.00	-405,000.00	0.0%
T-0523A Shepherd Durham & Cross	686,082.89	11,500,000.00	-10,813,917.11	6.0%
T-0525 Reconst Bridges White Oa	2,967.50	1,200,000.00	-1,197,032.50	0.2%
T-0527 Heights Blvd Pedestrian	1,000.00	0.00	1,000.00	100.0%
T-0528 Streets Btw Shep & Durha	6,942.50	0.00	6,942.50	100.0%
T-0529 Yale @ Center	256.25	1,050,000.00	-1,049,743.75	0.0%
T-0530 White Oak Bayou & Memori	2,407.50	0.00	2,407.50	100.0%
T-0531 Pedestrian Improv. Const	0.00	1,800,000.00	-1,800,000.00	0.0%
T-0532 Zone Wide Safety & Mob	0.00	120,000.00	-120,000.00	0.0%
T-0533 Zone Wide Local Stormwat	0.00	150,000.00	-150,000.00	0.0%
T-0599 Concrete Panel Replace	0.00	25,000.00	-25,000.00	0.0%
Total Capital Improvement Plan	699,656.64	16,250,000.00	-15,550,343.36	4.3%
Total COGS	699,656.64	16,250,000.00	-15,550,343.36	4.3%
Gross Profit	-693,142.29	-8,288,615.00	7,595,472.71	8.4%
Expense				
Developer Reimbursement	310,126.17	0.00	310,126.17	100.0%
Interest Expense	492,669.63			
Municipal Services	0.00	160,652.00	-160,652.00	0.0%
Payroll Expenses				
Payroll Taxes	6,608.81			
Retirement Expense	1,500.00			
Salary Payroll	75,000.00			
Payroll Expenses - Other	7,575.65			
Total Payroll Expenses	90,684.46			
Program and Project Consultants				
Engineering Consultants	111,635.06	84,122.50	27,512.56	132.7%
Legal Expense	18,319.74	113,599.72	-95,279.98	16.1%
Planning Consultants	8,581.49	54,894.50	-46,313.01	15.6%
Regents Square Reimbursement	0.00	480,000.00	-480,000.00	0.0%
Total Program and Project Consultants	138,536.29	732,616.72	-594,080.43	18.9%
TIRZ Administration & Overhead				
Accounting	7,863.02	30,000.00	-22,136.98	26.2%
Administration	4,186.95	20,000.00	-15,813.05	20.9%
Auditing	12,250.00	20,000.00	-7,750.00	61.3%
Insurance	0.00	5,000.00	-5,000.00	0.0%
Office Expenses				
Bank Service Charges	621.06			
Total Office Expenses	621.06	0.00	621.06	100.0%
Tax Consultant	1,730.40	25,000.00	-23,269.60	6.9%
TIRZ Administration & Overhead - Other	0.00	300,000.00	-300,000.00	0.0%
Total TIRZ Administration & Overhead	26,651.43	400,000.00	-373,348.57	6.7%
Total Expense	1,058,667.98	1,293,268.72	-234,600.74	81.9%
Net Ordinary Income	-1,751,810.27	-9,581,883.72	7,830,073.45	18.3%
Net Income	-1,751,810.27	-9,581,883.72	7,830,073.45	18.3%

Memorial Heights Redevelopment Authority
Balance Sheet Prev Year Comparison
As of November 30, 2021

	Nov 30, 21	Nov 30, 20	\$ Change	% Change
ASSETS				
Current Assets				
Checking/Savings				
Frost Bank Checking	309,190.57	0.00	309,190.57	100.0%
Frost Bank Money Mkt	654,237.19	0.00	654,237.19	100.0%
Frost Bank Project Fund	1,999,514.98	0.00	1,999,514.98	100.0%
Prosperity - Money Market	0.00	3,253,535.59	-3,253,535.59	-100.0%
Prosperity Bank - Operating	0.00	100,992.69	-100,992.69	-100.0%
Regions Project Fund	37,551,771.16	0.00	37,551,771.16	100.0%
TexPool Investment	19,273,313.31	11,584,334.25	7,688,979.06	66.4%
Total Checking/Savings	59,788,027.21	14,938,862.53	44,849,164.68	300.2%
Total Current Assets	59,788,027.21	14,938,862.53	44,849,164.68	300.2%
TOTAL ASSETS	59,788,027.21	14,938,862.53	44,849,164.68	300.2%
LIABILITIES & EQUITY				
Liabilities				
Current Liabilities				
Accounts Payable				
Accounts Payable	255,706.11	477,395.36	-221,689.25	-46.4%
Total Accounts Payable	255,706.11	477,395.36	-221,689.25	-46.4%
Other Current Liabilities				
Payroll Liabilities	7,697.50	0.00	7,697.50	100.0%
Total Other Current Liabilities	7,697.50	0.00	7,697.50	100.0%
Total Current Liabilities	263,403.61	477,395.36	-213,991.75	-44.8%
Long Term Liabilities				
Bond Payable	39,025,000.00	0.00	39,025,000.00	100.0%
Premium on Bonds Payable	2,872,124.50	0.00	2,872,124.50	100.0%
Total Long Term Liabilities	41,897,124.50	0.00	41,897,124.50	100.0%
Total Liabilities	42,160,528.11	477,395.36	41,683,132.75	8,731.4%
Equity				
Retained Earnings	19,379,309.37	16,121,511.53	3,257,797.84	20.2%
Net Income	-1,751,810.27	-1,660,044.36	-91,765.91	-5.5%
Total Equity	17,627,499.10	14,461,467.17	3,166,031.93	21.9%
TOTAL LIABILITIES & EQUITY	59,788,027.21	14,938,862.53	44,849,164.68	300.2%

**Memorial Heights Redevelopment Authority
Profit & Loss Detail**

July through November 2021

Accrual Basis

Type	Date	Num	Adj	Name	Memo	Amount
Ordinary Income/Expense						
Income						
Interest Income						
Deposit	07/31/2021				Interest	31.60
Deposit	07/31/2021				Interest	194.10
Deposit	07/31/2021				Interest	896.33
Deposit	08/31/2021				Interest	363.17
Deposit	08/31/2021				Interest	926.22
Deposit	09/30/2021				Interest	865.62
Deposit	09/30/2021				Interest	441.47
Deposit	10/31/2021				Interest	805.45
Deposit	10/31/2021				Interest	579.11
Deposit	11/30/2021				Interest	805.48
Deposit	11/30/2021				Interest	602.07
Deposit	11/30/2021				Interest	3.73
Total Interest Income						6,514.35
Tax Increment - City						
General...	07/01/2021	CPA 21-2R	*	City of Houston Cust.	Increment due from City	-7,688,852.35
Deposit	07/15/2021	ACH		City of Houston	Deposit	7,688,852.35
Total Tax Increment - City						0.00
Total Income						6,514.35
Cost of Goods Sold						
Capital Improvement Plan						
T-0523A Shepherd Durham & Cross						
Bill	07/31/2021	7-2021-52		Goodman Corporation	Task 1 - \$85,000	1,700.00
Bill	07/31/2021	7-2021-53		Goodman Corporation	Task 1 - \$45,000	1,350.00
Bill	07/31/2021	7-2021-54		Goodman Corporation	Task 1 - \$22,500	225.00
Bill	07/31/2021	7-2021-54		Goodman Corporation	Task 2 - \$22,500	2,925.00
Bill	07/31/2021	00325315		Jones & Carter Inc.	T0523A Shepherd Durham Grant Coordinati...	675.00
Bill	07/31/2021	00325316		Jones & Carter Inc.	T0523A Shepherd Durham Cross Streets - ...	35,351.09
Bill	07/31/2021	00325318		Jones & Carter Inc.	T0523A Shepherd Durham Cross Streets - ...	3,106.60
Bill	07/31/2021	00325319		Jones & Carter Inc.	T0523A Shepherd Durham Cross Streets - ...	54,075.20
Bill	07/31/2021	21-0741		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through July 2021	37.50
Bill	08/31/2021	8-2021-51		Goodman Corporation	Task 1 - \$85,000	1,700.00
Bill	08/31/2021	00327096		Jones & Carter Inc.	T0523A Shepherd Durham Grant Coordinati...	562.50
Bill	08/31/2021	00327097		Jones & Carter Inc.	T0523A Shepherd Durham Cross Streets - ...	850.50
Bill	08/31/2021	00327099		Jones & Carter Inc.	T0523A Shepherd Durham Cross Streets - ...	117,448.18
Bill	08/31/2021	00327100		Jones & Carter Inc.	T0523A Shepherd Durham Cross Streets - ...	6,227.37
Bill	08/31/2021	00327106		Jones & Carter Inc.	T0523A Shepherd Durham Cross Streets - ...	90,598.52
Bill	08/31/2021	21-0916		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through Aug 2021	400.00
Bill	09/30/2021	9-2021-11		Goodman Corporation	Task 1 - \$45,000	900.00
Bill	09/30/2021	9-2021-12		Goodman Corporation	Task 1 - \$22,500	1,575.00
Bill	09/30/2021	9-2021-12		Goodman Corporation	Task 2 - \$22,500	2,250.00
Bill	09/30/2021	9-2021-13		Goodman Corporation	Task 1 - \$129,185 (invoiced in error - credit ...	2,583.70
Bill	09/30/2021	9-2021-14		Goodman Corporation	Task 1 - \$129,185	2,558.58
Bill	09/30/2021	00328593		Jones & Carter Inc.	T0523A Shepherd Durham Grant Coordinati...	225.00
Bill	09/30/2021	00328596		Jones & Carter Inc.	T0523A Shepherd Durham Cross Streets - ...	850.50
Bill	09/30/2021	00328597		Jones & Carter Inc.	T0523A Shepherd Durham Cross Streets - ...	4,806.00
Bill	09/30/2021	00328598		Jones & Carter Inc.	T0523A Shepherd Durham Cross Streets - ...	47,759.07
Bill	09/30/2021	00328599		Jones & Carter Inc.	Total Fee \$1,065,560	103,354.98
Bill	09/30/2021	21-0974		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through Sept 2021	225.00
Bill	10/31/2021	10-2021-37		Goodman Corporation	Task 1 - \$45,000	900.00
Bill	10/31/2021	10-2021-38		Goodman Corporation	Task 1 - \$22,500	2,250.00
Bill	10/31/2021	10-2021-38		Goodman Corporation	Task 2 - \$22,500	2,250.00
Bill	10/31/2021	10-2021-39R		Goodman Corporation	Task 1 - \$129,185	3,457.80
Bill	10/31/2021	10-2021-39R		Goodman Corporation	Credit for prior invoice error	-2,583.70
Bill	10/31/2021	00330560		Jones & Carter Inc.	T0523A Shepherd Durham Grant Coordinati...	112.50
Bill	10/31/2021	0030564		Jones & Carter Inc.	T0523A Shepherd Durham Cross Streets - ...	9,845.80
Bill	10/31/2021	00330565		Jones & Carter Inc.	T0523A Shepherd Durham Cross Streets - ...	60,110.75
Bill	10/31/2021	00330566		Jones & Carter Inc.	Total Fee - \$1,065,560	125,000.70
Bill	10/31/2021	21-1088		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through Oct 2021	418.75
Total T-0523A Shepherd Durham & Cross						686,082.89
T-0525 Reconst Bridges White Oa						
Bill	07/31/2021	21-0742		Sanford Kuhl Hagan Kugle Parker Kahn	Canal Project	118.75
Bill	08/31/2021	21-0917		Sanford Kuhl Hagan Kugle Parker Kahn	Canal Project	287.50
Bill	09/30/2021	00328600		Jones & Carter Inc.	White Oak (North Canal Project)	2,467.50
Bill	09/30/2021	21-0975		Sanford Kuhl Hagan Kugle Parker Kahn	Canal Project	93.75
Total T-0525 Reconst Bridges White Oa						2,967.50

Memorial Heights Redevelopment Authority Profit & Loss Detail

July through November 2021

Accrual Basis

Type	Date	Num	Adj	Name	Memo	Amount
T-0527 Heights Blvd Pedestrian						
Bill	10/31/2021	00330558		Jones & Carter Inc.	Heights Blvd Pedestrian & Bicycle Safety Im...	1,000.00
Total T-0527 Heights Blvd Pedestrian						1,000.00
T-0528 Streets Btw Shep & Durha						
Bill	07/31/2021	00325320		Jones & Carter Inc.	West Dallas Restriping	772.50
Bill	08/31/2021	00327108		Jones & Carter Inc.	West Dallas Restriping	675.00
Bill	09/30/2021	00328601		Jones & Carter Inc.	West Dallas Restriping	4,367.50
Bill	10/31/2021	00330563		Jones & Carter Inc.	West Dallas Restriping	1,127.50
Total T-0528 Streets Btw Shep & Durha						6,942.50
T-0529 Yale @ Center						
Bill	08/31/2021	21-0918		Sanford Kuhl Hagan Kugle Parker Kahn	Canal Project	256.25
Total T-0529 Yale @ Center						256.25
T-0530 White Oak Bayou & Memori						
Bill	07/31/2021	00325321		Jones & Carter Inc.	White Oak to Memorial	772.50
Bill	08/31/2021	00327109		Jones & Carter Inc.	White Oak to Memorial	1,635.00
Total T-0530 White Oak Bayou & Memori						2,407.50
Total Capital Improvement Plan						699,656.64
Total COGS						699,656.64
Gross Profit						-693,142.29
Expense						
Developer Reimbursement						
Bill	08/31/2021	Reimbursement		Sovereign Regent Square LLC	Developer Reimbursement 2021 (Constructi...	310,126.17
Total Developer Reimbursement						310,126.17
Interest Expense						
Bill	08/23/2021	1001021207		Regions Corporate Trust	Debt Service Payment	492,696.46
General...	08/31/2021	CPA 22-1	*	Regions Corporate Trust	Reclass as funds being held in Debt Fund	-492,696.46
General...	09/01/2021	CPA 22-1R	*	Regions Corporate Trust	Reverse of GJE CPA 22-1 -- Reclass as fun...	492,696.46
Deposit	11/30/2021				Deposit	-26.83
Total Interest Expense						492,669.63
Payroll Expenses						
Payroll Taxes						
Paycheck	07/30/2021	DD1001		Sherry Weesner	Direct Deposit	930.00
Paycheck	07/30/2021	DD1001		Sherry Weesner	Direct Deposit	217.50
Paycheck	07/30/2021	DD1001		Sherry Weesner	Direct Deposit	42.00
Paycheck	07/30/2021	DD1001		Sherry Weesner	Direct Deposit	243.00
Paycheck	08/31/2021	DD1002		Sherry Weesner	Direct Deposit	930.00
Paycheck	08/31/2021	DD1002		Sherry Weesner	Direct Deposit	217.50
Paycheck	08/31/2021	DD1002		Sherry Weesner	Direct Deposit	0.00
Paycheck	08/31/2021	DD1002		Sherry Weesner	Direct Deposit	0.00
Paycheck	09/30/2021	DD1003		Sherry Weesner	Direct Deposit	930.00
Paycheck	09/30/2021	DD1003		Sherry Weesner	Direct Deposit	217.50
Paycheck	09/30/2021	DD1003		Sherry Weesner	Direct Deposit	0.00
Paycheck	09/30/2021	DD1003		Sherry Weesner	Direct Deposit	0.00
Liability ...	09/30/2021				Adjustment for tax return	-2.44
Paycheck	10/29/2021	DD1004		Sherry Weesner	Direct Deposit	1,302.00
Paycheck	10/29/2021	DD1004		Sherry Weesner	Direct Deposit	304.50
Paycheck	10/29/2021	DD1004		Sherry Weesner	Direct Deposit	0.00
Paycheck	10/29/2021	DD1004		Sherry Weesner	Direct Deposit	0.00
Check	11/01/2021	EFT		Texas Workforce Commission		15.00
Paycheck	11/30/2021	DD1005		Sherry Weesner	Direct Deposit	1,023.00
Paycheck	11/30/2021	DD1005		Sherry Weesner	Direct Deposit	239.25
Paycheck	11/30/2021	DD1005		Sherry Weesner	Direct Deposit	0.00
Paycheck	11/30/2021	DD1005		Sherry Weesner	Direct Deposit	0.00
Total Payroll Taxes						6,608.81
Retirement Expense						
Bill	10/01/2021	N39416012		Newport Group, Inc.	457(b) Plan Document preparation	1,500.00
Total Retirement Expense						1,500.00

Memorial Heights Redevelopment Authority Profit & Loss Detail

Accrual Basis

July through November 2021

Type	Date	Num	Adj	Name	Memo	Amount
Salary Payroll						
Paycheck	07/30/2021	DD1001		Sherry Weesner	Direct Deposit	15,000.00
Paycheck	08/31/2021	DD1002		Sherry Weesner	Direct Deposit	15,000.00
Paycheck	09/30/2021	DD1003		Sherry Weesner	Direct Deposit	15,000.00
Paycheck	10/29/2021	DD1004		Sherry Weesner	Direct Deposit	15,000.00
Paycheck	11/30/2021	DD1005		Sherry Weesner	Direct Deposit	15,000.00
Total Salary Payroll						75,000.00
Payroll Expenses - Other						
Liability ...	07/29/2021			QuickBooks Payroll Service	Fee for 1 direct deposit(s) at \$1.75 each	1.75
Liability ...	07/29/2021			QuickBooks Payroll Service	Sales Tax for TX	0.12
Liability ...	08/30/2021			QuickBooks Payroll Service	Fee for 1 direct deposit(s) at \$1.75 each	1.75
Liability ...	08/30/2021			QuickBooks Payroll Service	Sales Tax for TX	0.12
Liability ...	09/29/2021			QuickBooks Payroll Service	Fee for 1 direct deposit(s) at \$1.75 each	1.75
Liability ...	09/29/2021			QuickBooks Payroll Service	Sales Tax for TX	0.12
Paycheck	09/30/2021	DD1003		Sherry Weesner	Direct Deposit	47.15
Paycheck	09/30/2021	DD1003		Sherry Weesner	Direct Deposit	19.15
Liability ...	10/28/2021			QuickBooks Payroll Service	Fee for 1 direct deposit(s) at \$1.75 each	1.75
Liability ...	10/28/2021			QuickBooks Payroll Service	Sales Tax for TX	0.12
Paycheck	10/29/2021	DD1004		Sherry Weesner	Direct Deposit	1,500.00
Paycheck	10/29/2021	DD1004		Sherry Weesner	Direct Deposit	1,500.00
Paycheck	10/29/2021	DD1004		Sherry Weesner	Direct Deposit	1,500.00
Paycheck	10/29/2021	DD1004		Sherry Weesner	Direct Deposit	1,500.00
Liability ...	11/29/2021			QuickBooks Payroll Service	Fee for 1 direct deposit(s) at \$1.75 each	1.75
Liability ...	11/29/2021			QuickBooks Payroll Service	Sales Tax for TX	0.12
Paycheck	11/30/2021	DD1005		Sherry Weesner	Direct Deposit	1,500.00
Total Payroll Expenses - Other						7,575.65
Total Payroll Expenses						90,684.46
Program and Project Consultants						
Engineering Consultants						
Bill	07/31/2021	00325322		Jones & Carter Inc.	Zone Wide Safety and Mobility Study - July ...	11,192.00
Bill	08/31/2021	00327095		Jones & Carter Inc.	Work Order 1 - Through Aug 27, 2021	6,415.00
Bill	08/31/2021	00327110		Jones & Carter Inc.	Zone Wide Safety and Mobility Study - Aug ...	23,806.12
Bill	08/31/2021	00327111		Jones & Carter Inc.	Zone Wide Localized Stormwater Mngt Stud...	7,055.84
Bill	09/30/2021	00328592		Jones & Carter Inc.	Work Order 1 - Through Sept 24, 2021	4,416.25
Bill	09/30/2021	00328603		Jones & Carter Inc.	Zone Wide Localized Stormwater Mngt Stud...	22,642.16
Bill	09/30/2021	00328595		Jones & Carter Inc.	Zone Wide Safety and Mobility Study - Sept ...	9,988.01
Bill	10/31/2021	00330557		Jones & Carter Inc.	Work Order 1 - Through Oct 29, 2021	12,847.50
Bill	10/31/2021	00330561		Jones & Carter Inc.	Zone Wide Localized Stormwater Mngt Stud...	8,082.00
Bill	10/31/2021	00330559		Jones & Carter Inc.	Zone Wide Safety and Mobility Study - Oct ...	5,190.18
Total Engineering Consultants						111,635.06
Legal Expense						
Bill	07/31/2021	21-0739		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through July 2021	3,652.06
Bill	07/31/2021	21-0740		Sanford Kuhl Hagan Kugle Parker Kahn	Regents Square GID	287.50
Bill	08/31/2021	21-0915		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through Aug 2021	3,430.80
Bill	09/30/2021	21-0972		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through Sept 2021	4,638.34
Bill	09/30/2021	21-0973		Sanford Kuhl Hagan Kugle Parker Kahn	Regents Square GID	81.25
Bill	10/31/2021	21-1087		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through Oct 2021	6,229.79
Total Legal Expense						18,319.74
Planning Consultants						
Bill	08/31/2021	8-2021-52		Goodman Corporation	Task 1 - \$15,000	578.45
Bill	09/30/2021	9-2021-20		Goodman Corporation	Task 1 - \$15,000	728.85
Bill	10/31/2021	10-2021-36		Goodman Corporation	Task 1 - \$15,000	1,874.19
Bill	10/31/2021	845		Medley Inc.	Tactical Plan	5,400.00
Total Planning Consultants						8,581.49
Total Program and Project Consultants						138,536.29
TIRZ Administration & Overhead						
Accounting						
Bill	08/31/2021	2228		The Morton Accounting Services	July and August CPA Services	4,135.67
Bill	10/31/2021	2249		The Morton Accounting Services	September and October CPA Services	3,727.35
Total Accounting						7,863.02

**Memorial Heights Redevelopment Authority
Profit & Loss Detail**

July through November 2021

Accrual Basis

Type	Date	Num	Adj	Name	Memo	Amount
Administration						
Bill	08/31/2021	21-0914		Sanford Kuhl Hagan Kugle Parker Kahn	Admin/Meeting through August 2021	990.00
Paycheck	09/30/2021	DD1003		Sherry Weesner	Direct Deposit	350.00
Bill	09/30/2021	21-0971		Sanford Kuhl Hagan Kugle Parker Kahn	Admin/Meeting through September 2021	1,010.00
Paycheck	10/29/2021	DD1004		Sherry Weesner	Direct Deposit	15.75
Bill	10/31/2021	21-1086		Sanford Kuhl Hagan Kugle Parker Kahn	Admin/Meeting through October 2021	1,215.00
Paycheck	11/30/2021	DD1005		Sherry Weesner	Direct Deposit	606.20
Total Administration						4,186.95
Auditing						
Bill	08/31/2021	2021 Audit Inte...		McCall Gibson Swedlund Barfoot PLLC	2021 Audit Interim	6,500.00
Bill	11/12/2021	2021 Audit Final		McCall Gibson Swedlund Barfoot PLLC	2021 Audit Final	5,750.00
Total Auditing						12,250.00
Office Expenses						
Bank Service Charges						
Check	07/31/2021				Service Charge	73.46
Check	07/31/2021				Service Charge	20.00
Check	08/17/2021				Service Charge	35.00
Check	08/31/2021				Service Charge	20.00
Check	08/31/2021				Service Charge	21.40
Check	09/17/2021				Service Charge	40.30
Deposit	09/17/2021				Service Charge Reversal	-40.00
Check	09/30/2021				Service Charge	20.00
Check	10/17/2021				Service Charge	170.40
Deposit	10/17/2021				Service Charge Reversal	-20.00
Check	11/17/2021				Service Charge	239.32
Check	11/30/2021				Service Charge	41.18
Total Bank Service Charges						621.06
Total Office Expenses						621.06
Tax Consultant						
Bill	07/01/2021	57140		Equi Tax Inc.	July - Dec 2021 Tax Consulting	1,730.40
Total Tax Consultant						1,730.40
Total TIRZ Administration & Overhead						26,651.43
Total Expense						1,058,667.98
Net Ordinary Income						-1,751,810.27
Net Income						-1,751,810.27

Memorial Heights Redevelopment Authority – TIRZ 5

Investment Report

December 2021

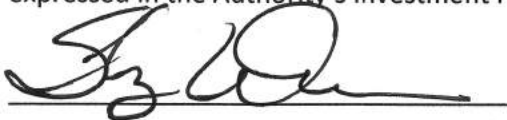
TEXPOOL

Date	Balance	Interest	Average Yield
September 30, 2021	\$19,273,313.31	\$602.07	.0279%
October 31, 2021	\$19,272,711.24	\$579.11	.0354%
November 30, 2021	\$19,272,132.13	\$441.47	.0381%

Regions Project Fund

Date	Balance	Income	Average Yield at Market
September 30, 2021	\$37,550,133.40	\$865.62	.03%
October 31, 2021	\$37,550,938.85	\$805.45	.03%
November 30, 2021	\$37,551,771.16	\$832.31	.03%

This report and the Authority's investment portfolio are in compliance with the investment strategies expressed in the Authority's Investment Policy and the Public Funds Investment Act.



Sherry F. Weesner, Investment Officer



November 16, 2021

Ms. Carol Ellinger Haddock, P.E.
Director
Houston Public Works

Re: Funding Commitment for 2021 HSIP Submittal for the Memorial Heights Redevelopment Authority

Dear Ms. Haddock,

The Memorial Heights Redevelopment Authority (MHRA) appreciates the partnership opportunity with the City of Houston to address safety concerns within our Zone. We have developed the attached Off-System Highway Safety Improvement Program (HSIP) application to improve safety and access for all users. The MHRA is committed to providing the 10% local match commitment for the project, if required, per program requirements. The MHRA will also provide the costs required for any project design and development activities and will be responsible for cost overruns associated with said improvements.

Thank you for submitting this project for funding on behalf of the MHRA.

Sincerely,

A handwritten signature in black ink, appearing to read "Sherry F. Weesner".

Sherry F. Weesner, P.E.
President
Memorial Heights Redevelopment Authority

Memorial Heights Redevelopment Authority (MHRA) Corridor of 19th Street, Beall Street, Bevis Street Highway Safety Improvement Program (HSIP) Candidate Project

November 2021 - The crash-prone segments of 19th Street, Beall Street, and Bevis St (Figure 1) are identified as candidates for the 2021 Highway Safety Improvement Program (HSIP). The HSIP aims to significantly reduce fatalities and serious injuries on public roads. The eligibility evaluation of this project for the HSIP funding uses the crash data from the TxDOT Crash Records Information System (CRIS).

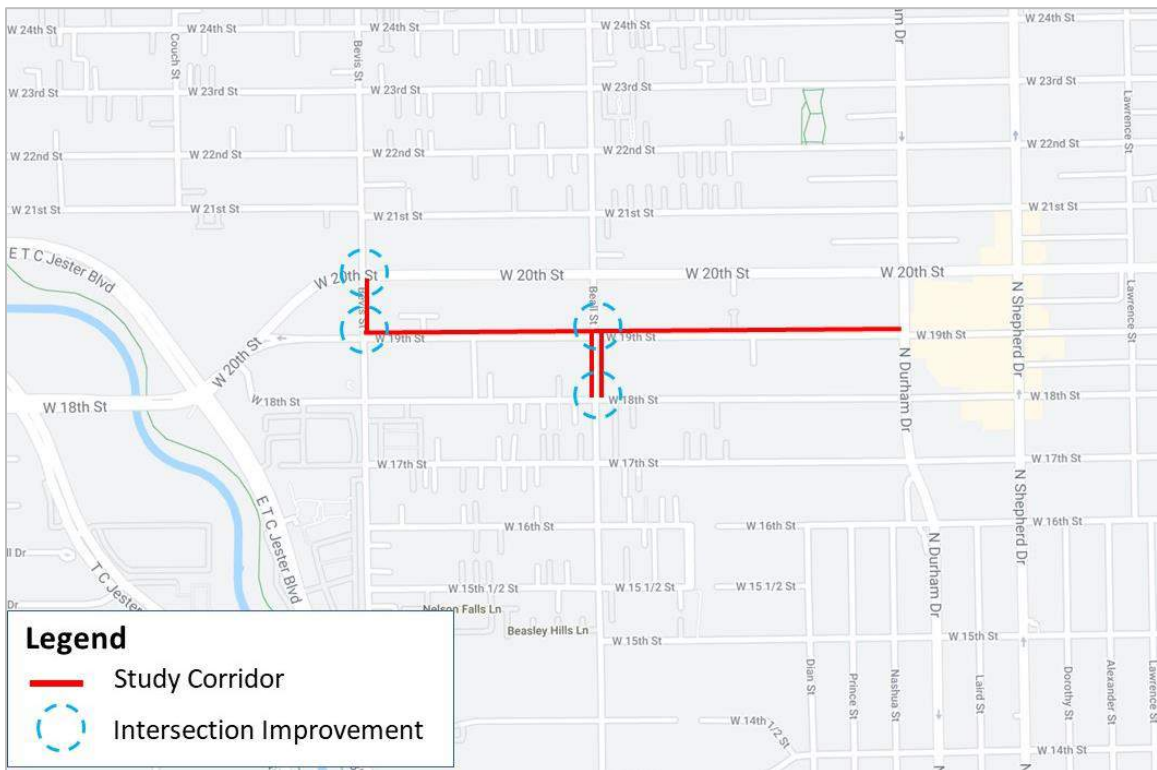


Figure 1 Project Location Map

The 2018-2020 CRIS data identifies nine crashes along the study corridors. That includes an incapacitating and two non-incapacitating pedestrian crashes, one non-incapacitating bicycle crash, and eight motor vehicle crashes. The incapacitating pedestrian crash occurred because the

driver failed to drive within a single lane. The two non-incapacitating pedestrian crashes occurred due to pedestrian and vehicular right of way conflicts. The non-incapacitating bicycle crash occurred at the intersection of 19th Street and Beall Street because the driver failed to yield the right of way to the bicycle at the stop sign. The most common land uses along 19th Street and Beall Street are residential and commercial. According to the Decennial Census and American Community Survey (ACS), the two block groups that contain the project corridors have grown 44% in population since 2010. Missing, narrow, and poor condition sidewalks (Figure 2 and Figure 3) have made the area unsafe for all pedestrians and cyclists and cannot accommodate the increasing walking and biking needs of the community.



Figure 2. Current Sidewalk Condition along 19th Street (Facing East)



Figure 3. Existing Condition of the 19th and Beall Intersection (Facing South)

Proposed Solutions

The recommended solutions are expected to reduce crashes due to missing sidewalks. Countermeasures proposed for this project include the installation of ADA ramps and pedestrian crosswalks at four intersections. The improvements will also include installing six-foot wide sidewalks on the north side of 19th Street, the east side of Bevis St, and both sides of Beall Street. Sidewalk improvements will include slotted / sawtooth curbs. Figure 4 illustrates the proposed improvements for this project. According to the HSIP Work Code Table, installing sidewalks (Work Code 407) has a reduction factor of 65% on eligible crashes with 10 years of service life.

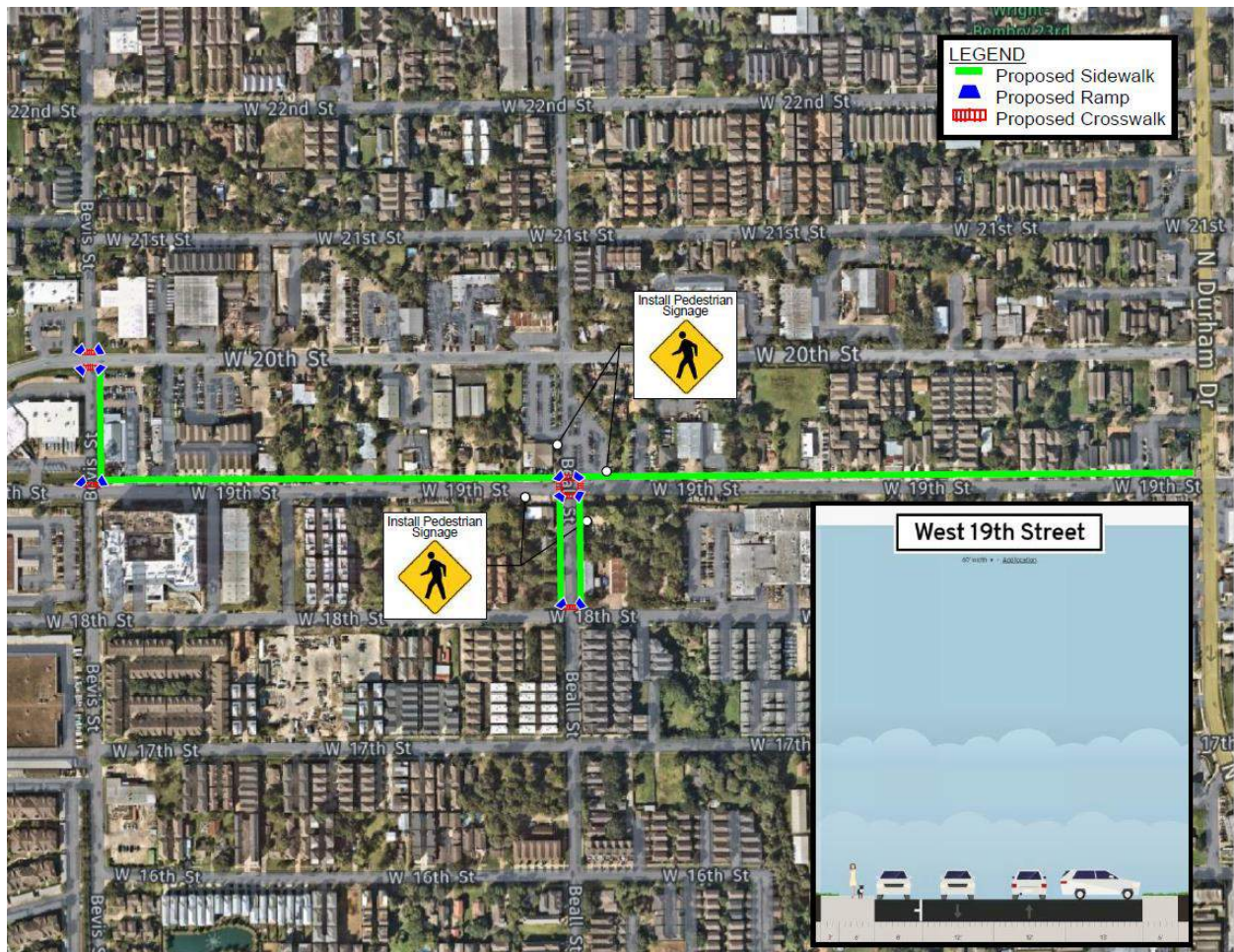


Figure 4. Proposed Project Layout

Only one work code is being used for the Safety Improvement Index (SII) calculation per the requirement. Table 1 in the Appendix shows the list of work codes that are used for each intersection or segment. In addition, it illustrates locations of intersections with new crosswalk improvements.

Project Cost

The project is anticipated to have a construction cost of approximately \$761,000. These costs would be pursued on a 90/10 basis through the TxDOT HSIP program. The cost to design the project and the 10% match would be provided by the Memorial Heights Redevelopment Authority.

Project Benefit per HSIP Criteria

The analysis was conducted by using crash data from 2018 to 2020. There was a total of four eligible crashes, including one incapacitating and two non-incapacitating pedestrian crashes, and one non-incapacitating bicycle crash. The cost benefit ratio for 2018 to 2020 is 12.74. This project is eligible for the HSIP off-system call for projects and can be implemented per the program timeline requirements.

Appendix

Table 1 HSIP Work Code Used for Each Intersection or Segment

Segment - 19th St from Bevis to Scott St			
No.	Work Code	Name	Description
1	407	Install Sidewalks	Install sidewalks along the north side of 19th St
Segment - Bevis St from 19th St to 20th St			
No.	Work Code	Name	Description
1	407	Install Sidewalks	Install sidewalks along the east side of Bevis St
Segment - Beall St from 19th St to 18th St			
No.	Work Code	Name	Description
1	407	Install Sidewalks	Install sidewalks along both sides of Beall St
Intersection of 19th St and Beall St			
No.	Work Code	Name	Description
1	403	Install pedestrian crosswalks	Install new all-way pedestrian crosswalks where pedestrians cross this intersection to access nearby transit stops, restaurants, and other destinations in the neighborhood
2	407	Install Sidewalks	Install sidewalks along north side of 19th St, and both sides of Beall St
Intersection of 18th and Beall St			
No.	Work Code	Name	Description
1	403	Install pedestrian crosswalks	Install new east-west pedestrian crosswalks where pedestrians cross this intersection to access nearby transit stops, restaurants, and other destinations in the neighborhood
2	407	Install Sidewalks	Install Sidewalks along both sides of Beall St
Intersection of 19th and Bevis St			
No.	Work Code	Name	Description
1	403	Install pedestrian crosswalks	Install new east-west pedestrian crosswalks where pedestrians cross this intersection to access nearby transit stops, restaurants, post office, businesses, and other destinations in the neighborhood
2	407	Install Sidewalks	Install Sidewalks along the north side of 19th St and the east side of Bevis St
Intersection of 20th and Bevis St			
No.	Work Code	Name	Description
1	403	Install pedestrian crosswalks	Install new east-west pedestrian crosswalks (none crossing 20 th) where pedestrians can access nearby transit stops, restaurants, stores, and other businesses



[DATE]

Memorial Heights Redevelopment Authority
1980 Post Oak Blvd, Suite 1380
Houston, Texas 77056

Re: Continuing Disclosure Services

Ladies and Gentlemen,

This letter is to confirm the engagement of the **Masterson Advisors LLC** (MA) (the “Consultant”) by **Memorial Heights Redevelopment Authority** (the “Client”) for the purpose of providing certain continuing disclosure services described below (together, the “Continuing Disclosure Services”) and detailed in Appendix A. The Continuing Disclosure Services are to be performed with respect to the bonds listed in Exhibit 1 hereto and any subsequent bonds issued hereafter (the “Bonds”). Prior to this engagement with the Client, the Consultant entered into an agreement with BLX Group LLC (“BLX”) to assist in certain filing and monitoring services also detailed in Appendix A on behalf of the Consultant.

By executing this engagement letter the Client undertakes to provide or cause to be provided to the Consultant all such relevant data (the “Data”), as specified by the Consultant from time to time, and shall cooperate with all reasonable requests of the Consultant in connection therewith.

The Client agrees to pay the Consultant for each Continuing Disclosure Service the amount(s) as set forth in Appendix A. In addition, Client will be assessed a charge for reimbursement or recovery of internal expenses and any third-party costs (such as repository fees) incurred by the Consultant. Fees and charges are payable within 30 days of receipt by Client of an invoice. These fees will apply to the first three years of the engagement after which time the fees are subject to renegotiation.

This engagement shall become effective on the date executed by the Client and shall remain in effect until terminated by either party. This engagement may be terminated with or without cause by either party upon the giving of at least thirty (30) days’ prior written notice to the other party of its intention to terminate, specifying in such notice the effective date of such termination.

The Consultant and BLX are Securities and Exchange Commission (“SEC”) and Municipal Securities Rule Making Board (“MSRB”) registered municipal advisors. The Client acknowledges and agrees that (i) BLX is not acting as a municipal advisor, financial advisor, investment advisor, agent or fiduciary to the Client; and (ii) has not assumed any advisory or fiduciary responsibility to the Client with respect to the Continuing Disclosure Services contemplated under this agreement.

BLX is a wholly owned subsidiary of Orrick, Herrington and Sutcliffe LLP (“Orrick”). BLX and/or Orrick may have client relationships with other parties involved in some manner with the Bonds or the Client (for example, underwriters, trustees, rating agencies, insurers, credit providers, lenders, contractors, developers, advisors, investment advisors/providers/brokers, public entities and others) whether with respect to the Bonds or unrelated matter(s).

The Client acknowledges that although BLX is presently wholly owned by the law firm of Orrick, (1) BLX is not a part of the law firm, its employees are not lawyers and the services it provides, including all services contemplated by this agreement, are not legal services and do not include legal advice or legal opinions of any kind; (2) neither of the Consultant or BLX, therefore, is being engaged hereunder and neither undertakes to independently verify, or otherwise assume any responsibility for, the accuracy, completeness of fairness of any Disclosures made in Annual Reports or notices of Listed Events or compliance with federal or state securities laws; (3) the Consultant is not being engaged hereunder and does not undertake to make any inquiry to attorneys or others at Orrick for legal advice or for information anyone at Orrick may have which might be material to the Client or the disclosures which shall be the sole responsibility of the Client; (4) this agreement does not establish any attorney-client or other

relationship with Orrick, and Orrick is not in any manner involved in or responsible for the services to be provided by the Consultant under this agreement and Orrick shall not be held liable in any manner for such services; and (5) this agreement and BLX's relationship to Orrick does not represent any basis for a conflict-of-interest to be considered to exist by reason of any attorney-client relationship that Orrick may have had, have, or enter into (even if adverse to the Client), and the Client specifically consents to any and all such relationships. In addition, the Client agrees that any or all information obtained or developed pursuant to this engagement may be used and disclosed by the Consultant as required for the Consultant to perform its duties under the continuing disclosure agreement.

The Consultant represents that, to the extent this engagement constitutes a contract for goods or services within the meaning of Section 2270.002 of the Texas Government Code, as amended, solely for purposes of compliance with Chapter 2270 of the Texas Government Code, and subject to applicable Federal law including without limitation, 50 U.S.C. Section 4607, none of the Consultant, nor any wholly owned subsidiary, majority-owned subsidiary, parent company or affiliate of the Consultant (i) boycotts Israel or (ii) will boycott Israel through the term of this engagement. The terms "boycotts Israel" and "boycott Israel" as used in this paragraph have the meanings assigned to the term "boycott Israel" in Section 808.001 of the Texas Government Code, as amended.

Pursuant to Texas Government Code, Chapter 2252, as amended, the Consultant represents and verifies that at the time of execution of this engagement and for the term of this engagement, neither the Consultant, its parent companies, nor its common-control affiliates (i) engage in business with Iran, Sudan, or any foreign terrorist organization as described in Chapters 806 or 807 of the Texas Government Code, or Subchapter F of Chapter 2252 of the Texas Government Code, or (ii) is a company listed by the Texas Comptroller of Public Accounts under Sections 806.051, 807.051, or 2252.153 of the Texas Government Code. The term "foreign terrorist organization" in this paragraph the meaning assigned to such term in Section 2252.151 of the Texas Government Code.

If the terms of this engagement letter are acceptable, please sign and return a copy of the executed letter to me. If you have any questions regarding this engagement letter, please feel free to contact us. Thank you for your consideration.

Sincerely,



Drew Masterson
(713) 814-0555
drew.masterson@mastersonadvisors.com

ACCEPTED AND AGREED TO:

Memorial Heights Redevelopment Authority

City of Houston

By: _____
Authorized Representative

By: _____
Authorized Representative

Dated: _____

Dated: _____

Appendix A

1. Dissemination Agent Services

The Consultant will perform the duties of the “dissemination agent” as set forth in the Continuing Disclosure Agreement, subject to the conditions and limitations set forth herein.

- ❖ The Consultant’s liability to the Client shall be no greater than the Client’s liability as set forth in the Bond Order, which states: “UNDER NO CIRCUMSTANCES SHALL THE DISTRICT BE LIABLE TO THE HOLDER OR BENEFICIAL OWNER OF ANY BOND OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE DISTRICT, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS SECTION, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.”
- ❖ The Consultant shall have only such duties as are specifically set forth in the Continuing Disclosure Agreement
- ❖ Each engagement letter will only be an agreement between the Client and Consultant and shall create no rights in any other person or entity.

2. Rating Change Monitoring Services

The Consultant will provide the following rating change monitoring services:

- ❖ Review the CUSIP of the bonds for rating changes by the rating agencies referenced in the official statement.
- ❖ Utilize third party sources, including Bloomberg, to determine if a rating change has occurred.
- ❖ Confirm rating change with the rating agency website.
- ❖ Notify the Client of such rating changes on the bonds within 5-7 business days of the date of such rating change, including the new rating, the effective date of the new rating, and the rating agency responsible for the rating change.

3. Continuing Disclosure Annual Reporting Services

The Consultant shall provide the following services to the Client, subject to the conditions and limitations set forth herein:

- ❖ Determine from the Continuing Disclosure Agreement(s) and remind the Client at least 60 days in advance, by when the Annual/Quarterly/Monthly Report must be provided to the Municipal Securities Rulemaking Board's (“MSRB”) Electronic Municipal Market Access system (“EMMA”).
- ❖ Assist the officers or employees of the Client designated with responsibility for continuing disclosure to assemble information necessary for the Annual/Quarterly/Monthly Report.
- ❖ Format or assist in formatting such material into an Annual/Quarterly/Monthly Report.
- ❖ Assist in preparation of Event Notices determined by the Client to be material and/or required to be submitted on EMMA.
- ❖ Submit or confirm submission of the Annual/Quarterly/Monthly Reports and Listed Event notices to EMMA.
- ❖ Maintain, or cause to be maintained, for at least six (6) years, a record of the Annual/Quarterly/Monthly Reports and Listed Event notices submitted to EMMA.

<u>Service</u>	<u>Total Fee</u>	<u>MA Portion</u>	<u>BLX Portion</u>
Annual Report Dissemination Agent Services (per year)	\$750	\$0	\$750
Rating Change Monitoring Services (per year)	\$250	\$0	\$250
Continuing Disclosure Annual Reporting Services (per year)	\$2,500	\$2,000	\$500
Total	\$3,500	\$2,000	\$1,500

Additional filings such as monthly and/or quarterly reporting are subject to an additional \$100 fee per filing to be split 60% to the Consultant and 40% to BLX.

Exhibit 1

Description

- Tax Increment Contract Revenue Bonds, Series 2021

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
TIRZ NO. 5**

2022 BOARD MEETING SCHEDULE

February 24

April 28

June 23

September 22

October 27

December 8

Memorial Heights Redevelopment Authority/TIRZ No. 5 Project Update – December 1, 2021



JC WA	Project Name	CIP Project Number	Status	Work Completed Since October 2021 Board Meeting	Work Anticipated in the Next Month
WA#1	General Consultation	-	In Progress	<ul style="list-style-type: none"> Updated and maintained master schedule. Prepared maps and documents for potential annexations. Prepared for meetings. 	<ul style="list-style-type: none"> Update COH MWDBE Database for all active CIP projects. Support potential annexation process. Maintain project list and Story Map, as needed. Update and maintain master schedule.
WA#7	Heights Boulevard Safety Improvements	T-0527	Active Design	<ul style="list-style-type: none"> Advertised for bidding. 	<ul style="list-style-type: none"> Receive bids.
WA#8	North Canal Project	T-0525	Planning	<ul style="list-style-type: none"> N/A 	<ul style="list-style-type: none"> Continue coordination with COH, as needed Meet with TxDOT and HCFC, as needed.
T-0523A-WA#1	Shepherd and Durham Grant Coordination	T-0523A	Planning	<ul style="list-style-type: none"> Awaiting response from FHWA. Coordinate with HPW for grant agreements. 	<ul style="list-style-type: none"> Continued support of grant administration.
T-0523A-WA#2	Shepherd and Durham PER	T-0523A	Active Design	<ul style="list-style-type: none"> N/A 	<ul style="list-style-type: none"> Close out.
T-0523A-WA#3	Shepherd and Durham - Phase 1 Final Design	T-0523A	Active Design	<ul style="list-style-type: none"> Tabulated bids and recommended award. Submitted recommendations to FHWA for approval. Continued coordination with AT&T and CenterPoint for utility relocations and adjustments. 	<ul style="list-style-type: none"> Receive response from FHWA. Move project to construction. Continue coordination with CenterPoint and AT&T regarding their facilities.
T-0523A-WA#4	Shepherd Durham Phase 2 Accelerated Tasks	T-0523A	Active Design	<ul style="list-style-type: none"> Continued coordination with AT&T and CenterPoint for utility relocations and adjustments. Continued geotechnical investigation 	<ul style="list-style-type: none"> Continue coordination with CenterPoint and AT&T regarding their facilities. Continue geotechnical investigation and receive draft report.
T-0523A-WA#5	Shepherd Durham - Phase 2 Final Design	T-0523A	Active Design	<ul style="list-style-type: none"> Continued roadway and drainage design. Continued survey updates. Continued water and wastewater design. 	<ul style="list-style-type: none"> Continue roadway and drainage design. Continue water and wastewater design. Submit 60% drawings.
T-0523A-WA#6	Shepherd Durham - Phase 1 Construction	T-0523A	Construction	<ul style="list-style-type: none"> Awaiting FHWA response. 	<ul style="list-style-type: none"> Receive FHWA response. Begin construction phase.
T-0528-WA#1	West Dallas Restriping	T-0528	Active Design	<ul style="list-style-type: none"> Advertised for bidding. 	<ul style="list-style-type: none"> Receive bids.
T-0529-WA#1	Yale at Center	T-0529	Active Design	<ul style="list-style-type: none"> Prepared and submitted DCR intake form - no DCR required. Began survey and geotechnical work. 	<ul style="list-style-type: none"> Prepare plans for traffic signals and sidewalk improvements. Complete survey.
T-0530-WA#1	White Oak Bayou Trail Connection	T-0530	Active Design	<ul style="list-style-type: none"> Advertised for bidding. 	<ul style="list-style-type: none"> Receive bids.
T-0532-WA#1	Zone Wide Safety and Mobility Study	T-0532	Planning	<ul style="list-style-type: none"> Prepared cost estimates. Updated project maps. Updated report text. 	<ul style="list-style-type: none"> Present findings. Finalize report.
T-0533-WA#1	Zone Wide Drainage Study	T-0533	Planning	<ul style="list-style-type: none"> Prepared cost estimates. Updated project maps. Updated preliminary models. 	<ul style="list-style-type: none"> Present findings. Finalize report.

EXHIBIT "A"

Form of Task Order

Memorial Heights Redevelopment Authority (TIRZ No. 5)

Work Authorization Fiscal Year 2022 General Engineering Services No. 1

This WORK AUTHORIZATION authorizes professional engineering services to be performed by JONES | CARTER (the "ENGINEER") pursuant to the Agreement for Program Management and Engineering Services ("AGREEMENT") between the ENGINEER and MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY/ TIRZ NO. 5 ("MHRA"). Unless otherwise defined herein, all capitalized terms used in this WORK AUTHORIZATION are defined in the Agreement.

This WORK AUTHORIZATION consists of the following:

- 1.0 PROJECT DESCRIPTION: The ENGINEER shall support MHRA with non-CIP related projects.
- 2.0 SCOPE OF SERVICES: The ENGINEER shall perform tasks as directed by MHRA related to:
 - 2.1 General On-Call – Board meetings, Committee Meetings, workshops, unplanned project efforts, CIP coordination, etc.
 - 2.2 COH Database – Update and maintain records for all projects in the COH MWDDBE database.
 - 2.3 20th Street – Design and reconstruction efforts for this corridor are being led by COH. The team will meet with the COH as necessary and keep track of the status of the ongoing discussion and future plans for this corridor.
- 3.0 FEE AND PAYMENT: The ENGINEER shall complete the tasks in this WORK AUTHORIZATION for an hourly not to exceed amount of \$25,000.00 (see **Exhibit "C" of the AGREEMENT** for applicable schedule of hourly rates). As a task based work authorization, the ENGINEER shall inform MHRA when 75% of funds have been used.
- 4.0 PROJECT SCHEDULE: The schedule to complete this work is approximately six (6) months.

IN WITNESS WHEREOF, the parties have executed this TASK ORDER as of _____, 20__.

MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY:

By: _____

Name: _____

Title: _____

JONES | CARTER

By: 

Name: Kristen Hennings

Title: Sr. Project Manager

ATTEST: 


		Practice Leader	PEV	PEIV	PEIII	DEI	Construction MV	Admin II		Sub-Total	Sub Cons.	Sub Cons.	Sub Cons. (cost + 10%)	Total Budget
		\$260.00	\$240.00	\$225.00	\$195.00	\$110.00	\$195.00	\$80.00						
BASIC SERVICES														
Task 200 - Design Phase Services														
1	General On-Call													
	a Week Starting December 13		1	2		4				\$1,130			\$0.00	\$1,130.00
	b Week Starting December 20			2	2	2				\$1,060			\$0.00	\$1,060.00
	c Week Starting December 27			2		3				\$780			\$0.00	\$780.00
	d Week Starting January 3			2	2	2		1		\$1,140			\$0.00	\$1,140.00
	e Week Starting January 10	1	1	2	2	4	1			\$1,975			\$0.00	\$1,975.00
	f Week Starting January 17			2		2				\$670			\$0.00	\$670.00
	g Week Starting January 24			2		4		1		\$970			\$0.00	\$970.00
	h Week Starting January 31			2	2	2				\$1,060			\$0.00	\$1,060.00
	i Week Starting February 7			2	2	4				\$1,280			\$0.00	\$1,280.00
	j Week Starting February 14		1	2		2				\$910			\$0.00	\$910.00
	k Week Starting February 21			2	1	4		1		\$1,165			\$0.00	\$1,165.00
	l Week Starting February 28			2		2				\$670			\$0.00	\$670.00
	m Week Starting March 7			2	2	4				\$1,280			\$0.00	\$1,280.00
	n Week Starting March 14		1	2		2				\$910			\$0.00	\$910.00
	o Week Starting March 21			2	1	4		1		\$1,165			\$0.00	\$1,165.00
	p Week Starting March 28			1	1	2				\$640			\$0.00	\$640.00
	q Week Starting April 4			1	1	4				\$860			\$0.00	\$860.00
	r Week Starting April 11			2	1	2				\$865			\$0.00	\$865.00
	s Week Starting April 18		1	1	1	2		1		\$960			\$0.00	\$960.00
	t Week Starting April 25			1	1	4				\$860			\$0.00	\$860.00
	u Week Starting May 2			1	1	2				\$640			\$0.00	\$640.00
	v Week Starting May 9			1	1	4				\$860			\$0.00	\$860.00
	w Week Starting May 16	1	1	1	1	2	1	1		\$1,415			\$0.00	\$1,415.00
	x Week Starting May 23			1	1	4				\$860			\$0.00	\$860.00
2	Update COH MWDBE Database													
	a Week Starting January 3				1			2		\$355			\$0.00	\$355.00
	b Week Starting March 7							2		\$160			\$0.00	\$160.00
	c Week Starting April 4				1			2		\$355			\$0.00	\$355.00
	Hours Subtotal	2	6	40	25	71	2	12						
	SUBTOTAL BASIC SERVICES	\$ 520	\$ 1,440	\$ 9,000	\$ 4,875	\$ 7,810	\$ 390	\$ 960		\$24,995	\$0.00	\$0.00	\$0.00	\$24,995.00

EXHIBIT "A"

Form of Task Order

Memorial Heights Redevelopment Authority (TIRZ No. 5)

**Project No. T-0523A – Shepherd, Durham, and Selected Cross Streets Reconstruction Project
Work Authorization No. 7 – Final Design for Phase 2 Wastewater Addition (21-inch Sanitary Sewer)**

This WORK AUTHORIZATION authorizes professional engineering services to be performed by JONES | CARTER (the "ENGINEER") pursuant to the Master Agreement for Professional Engineering Services ("AGREEMENT") between the ENGINEER and MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY/ TIRZ NO. 5 ("MHRA"). Unless otherwise defined herein, all capitalized terms used in this WORK AUTHORIZATION are defined in the Agreement.

This WORK AUTHORIZATION consists of the following:

- 1.0 PROJECT DESCRIPTION: The ENGINEER shall prepare Final Design Plans and obtain approval from Houston Public Works for a 21-inch diversion sanitary sewer between the Shepherd Lift Station and the Durham Lift Station as requested by Houston Public Works.
- 2.0 SCOPE OF SERVICES: The ENGINEER shall perform tasks as identified in the attached Scope of Services Final Design for the project. Additional Services include Traffic Control Plan Updates, Wastewater Design, and Surveying Services.
- 3.0 FEE AND PAYMENT: The ENGINEER shall complete the tasks in this WORK AUTHORIZATION for a lump sum not to exceed amount of \$110,800.00.

Basic Services	\$17,400.00
Additional Services	\$92,100.00
Reimbursable Expenses	\$1,300.00
Total	\$110,800.00


- 4.0 PROJECT SCHEDULE: This work will be completed with the Shepherd, Durham, and Selected Cross Streets Reconstruction Phase 2 Final Design services.

IN WITNESS WHEREOF, the parties have executed this TASK ORDER as of _____, 20__.

MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY:

By: _____
 Name: _____
 Title: _____

JONES | CARTER

By: 
 Name: Martin Murdock
 Title: Vice President

ATTEST: 

November 30, 2021

Ms. Sherry Weesner
President
Memorial Heights Redevelopment Authority/ TIRZ No. 5
1980 Post Oak Boulevard, Suite 1380
Houston, TX 77056

Re: Shepherd, Durham, and Selected Cross Streets Reconstruction Project Phase 2 (T-0523A)
Proposal for Professional Services for Final Design for Wastewater Addition
Houston, Texas

Dear Sherry:

Jones & Carter, Inc. (J|C) appreciates the opportunity to present this proposal for design phase services in connection with the additional wastewater improvements (21-inch sanitary sewer) for the Shepherd, Durham, and Selected Cross Streets Reconstruction project for Memorial Heights Redevelopment Authority (MHRA)/TIRZ No. 5.

The scope of work detailed below results from coordination with the City of Houston following the Preliminary Engineering Report/Design Concept Report (DCR) Phase of the project. The project understanding and scope of work reflect our current understanding of the agreed upon project. Should details change later, future discussions shall occur to solidify any changes and scope and fee as a result.

Project Understanding

The project will include the following components:

- Installation of a new 21-inch sanitary sewer diversion line between the Shepherd Lift Station and the Durham Lift Station along Shepherd Drive, the MKT Trail, and Durham Drive as requested by the City of Houston.

Based on the above, J|C prepared the following scope of services and fee proposal for MHRA's consideration.

Scope of Services

Basic Services to be provided by J|C and their subconsultants include:

1. Conceptual Design
Coordinate with HPW and Aurora to develop a 30% layout for the proposed diversion sewer.
2. Additions to the Design Plan Set (60%, 90%, 100%)
 - a. Incorporation of the additional sheets needed for the 21-inch sanitary sewer into the overall plan set, including:

- i. Index of Sheets
 - ii. General Notes
 - iii. Overall Layout Sheet
 - iv. Demolition Plan
 - v. Typical Sections
 - vi. Cross Sections
3. Additions to Estimations of Construction Costs (60%, 90%, 100%)
Incorporation of and updates to bid items for the 21-inch sanitary sewer at each stage of submittal.
4. Additional Internal QC Review (60%, 90%, 100%)
Quality Control reviews shall be performed for the added 21-inch sanitary sewer at each stage of submittal.

Additional Services to be provided by J|C and their subconsultants include:

1. Traffic Control Plan (Lump Sum)
J|C and/or their subconsultant shall provide project specific traffic control plans, detour plans, and details as needed to safely direct vehicular and pedestrian traffic around construction zones related to the added 21-inch sanitary sewer. J|C will coordinate with MHRA and the City to discuss and consider scheduled events when developing the construction phasing and associated traffic control. For a more detailed breakdown of Aurora's scope of work, see Attachment B.
2. Wastewater Design (Lump Sum)
Aurora shall provide design of the 21-inch sanitary sewer diversion providing plan and profile documentation to be included in the plan set for review and approval in accordance with the DCR. This design does not include work within the lift stations. For a more detailed breakdown of Aurora's scope of work, see Attachment B.
3. Surveying (Lump Sum)
United Engineers, Inc. (UEI) will perform work in association with topographic survey updates for the added 21-inch sanitary sewer. For a more detailed breakdown of UEI's scope of work, see Attachment C.

Reimbursable Expenses

1. City Plan Approval Fee
The City fee is fixed based on the number of plan sheets. The added sheet count is estimated to be 12 sheets.

Assumptions

1. This proposal is based on the addition of a 21-inch sanitary sewer diversion from the Shepherd Lift Station to the Durham Lift Station as requested by the City of Houston.
2. The design of the Shepherd Durham and Selected Cross Streets Reconstruction project will be based on the requirements of the City of Houston *Infrastructure Design Manual*, dated July 1, 2021. Should the City change any criteria, it would likely result in a change in design scope and request for Additional Services. It is possible this could also impact the recommendations being assumed as part of this proposal and result in additional construction cost.

Schedule

The additional work proposed will be completed in conjunction with the previously authorized Shepherd, Durham, and Selected Cross Streets Reconstruction – Phase 2 project.

Proposed Fee

J|C is requesting a lump sum fee of **\$110,800.00** for the services described in this proposal.

Special Considerations

This proposal is based on the following special considerations:

1. Services requested by the MHRA that are outside the scope of this proposal will be performed on an hourly rate basis in accordance with the enclosed Schedule of Hourly Rates (refer to Attachment C) or on a lump sum basis to be mutually agreed upon by MHRA and J|C. The hourly rate schedule is subject to revision January 1st of each year.
2. Fees do not include sales taxes that may be imposed.
3. The proposed fees shall be considered in their entirety for the scope of services. Should the MHRA wish to contract with J|C for only a portion of the work, J|C reserves the right to negotiate individual scope items on their own merits.
4. This proposal shall be valid for sixty days from this date and may be extended upon approval by J|C.



Shepherd Durham and Selected Cross Streets Reconstruction Phase 2 – Proposal for Professional Services
Page 4
November 30, 2021

J|C hopes you will find this proposal to be acceptable and are thankful for the opportunity to continue our working relationship with MHRA. Please feel free to contact the undersigned if you have any questions.

Sincerely,

A handwritten signature in blue ink, appearing to read 'M. Murdock'.

Martin Murdock, P.E.
Vice President
Attachments


A handwritten signature in blue ink, appearing to read 'Kristen Hennings'.

Kristen Hennings, P.E., CFM, LEED® Green Associate
Senior Project Manager

Phase 2 Final Design - 21-inch Sanitary Sewer

ATTACHMENT A
Fee Proposal

T-0523A WA#5 -Shepherd Drive and Durham Drive Reconstruction Project

		Practice Leader	PE V	PE IV	PE III	PE II	PE I	DE II	DE I	Construction Mgr. V	Admin III	GIS Operator III	CAD III	Sub-Total	Sub Cons.	Sub Cons. (cost + 8%)	Total Budget
		\$260.00	\$240.00	\$225.00	\$195.00	\$170.00	\$150.00	\$130.00	\$110.00	\$195.00	\$105.00	\$145.00	\$100.00				
BASIC SERVICES																	
Task 220 - Design Phase Basic Services - PHASE 2 (Lump Sum)																	
1	Conceptual Design			4	8		16							\$4,860		\$0.00	\$4,860.00
2	Additions to Design Plan Set (60%, 90%, 100%)																
a	Index of Sheets				1		2							\$495		\$0.00	\$495.00
b	General Notes				1		1		2					\$565		\$0.00	\$565.00
c	Overall Layout Sheet				1		1		2					\$565		\$0.00	\$565.00
d	Demolition Plans			2	4		4		8					\$2,710		\$0.00	\$2,710.00
e	Typical Cross Sections				1		2		2					\$715		\$0.00	\$715.00
f	Cross Sections			1	2		2		2					\$1,135		\$0.00	\$1,135.00
2	Additions to Estimations of Construction Costs (60%, 90%, 100%)																
a	60% Estimate				1		1		2					\$565		\$0.00	\$565.00
b	90% Estimate				1		1		2					\$565		\$0.00	\$565.00
c	100% Estimate				1		2		2					\$715		\$0.00	\$715.00
3	Additional Internal QC Review (60%, 90%, 100%)																
a	60% Review	2		2	2		2							\$1,660		\$0.00	\$1,660.00
b	90% Review	2		2	2		2							\$1,660		\$0.00	\$1,660.00
c	100% Review			2	2		2							\$1,140		\$0.00	\$1,140.00
Total Design Phase Basic Services																	\$17,400.00
Task 900 - Additional Services (Lump Sum plus Hourly)																	
1	Additional TCP and Wastewater Design (Aurora)(Lump Sum)																
a	Preliminary Engineering														\$15,050.00	\$16,254.00	\$16,254.00
b	Final Design														\$44,940.00	\$48,535.20	\$48,535.20
c	Other Engineering Support														\$10,000.00	\$10,800.00	\$10,800.00
2	Surveying (UEI)(MWDDBE)(Lump Sum)																
a	Topographic Survey Updates on Shepherd, Durham, MKT (including full profile)														\$8,100.00	\$8,748.00	\$8,748.00
b	Utility Base Plan and Profile														\$3,600.00	\$3,888.00	\$3,888.00
c	Survey Control Maps														\$3,500.00	\$3,780.00	\$3,780.00
Total Additional Services															\$0.00	\$0.00	\$92,100.00
Task 800 - Reimbursable Expenses																	
1	City Plan Approval Fees (12 additional sheets)														\$1,200.00	\$1,296.00	\$1,296.00
2																\$0.00	\$0.00
3																\$0.00	\$0.00
Total Reimbursable Expenses																	\$1,300.00
Hours Subtotal		4	0	13	27	0	38	0	22	0	0	0	0				104
SUBTOTAL BASIC SERVICES AND ADDITIONAL SERVICES - DESIGN		\$ 1,040	\$ -	\$ 2,925	\$ 5,265	\$ -	\$ 5,700	\$ -	\$ 2,420	\$ -	\$ -	\$ -	\$ -	\$17,350	\$86,390.00	\$93,301.20	\$110,800.00

- Potential Unknowns:**
 TxDOT/FHWA vs. City Criteria and associated variances (preparation)
 Enhancement Agreements with Adjacent Property Owners (adopt your frontage)
~~Adopt an Esplanade for Landscaping~~
 Continued redevelopment and changes to topo (updates during design?)
 Potential irrigation
 Utility Relocation/Consolidation Costs
 Additional Lighting for Bicycle Facilities
 Additional Pedestrian Lighting
 Bidding on Civcast
 Trees for Houston
~~Signature Bus Shelters~~
 Connection to IH 10
 Subsurface Utility Engineering (SUE)
 Driveway consolidation
 Temporary Construction Easements



Aurora
Technical
Services
engineering • construction • programming

September 17, 2021

Ms. Kristen Hennings, P.E. – Senior Project Manager
JONES|CARTER
6330 West Loop South, Suite 150
Bellaire, Texas 77401

Reference: **Engineering Technical Support Services – Sanitary Sewer Diversion Design
Shepherd, Durham, and Selected Cross Streets Reconstruction
Phase 2 IH 10 to 15th St
Memorial Heights Redevelopment Authority/TIRZ No. 5**

Dear Ms. Hennings,

In accordance with your request, Aurora Technical Services, LLC (A+ Services) is pleased to submit this proposal to provide additional engineering support services related to the proposed sanitary sewer diversion plan for the above referenced project.

Project Description

The Memorial Heights Redevelopment Authority (TIRZ No. 5) intends to reconstruct the existing four-lane, each-way coupler streets of Shepherd and Durham, major thoroughfare streets, and selected cross streets for Phase 2 segment from IH 10 to 15th Street. Jones & Carter is the Prime Design Engineer for the proposed Phase 1 and 2 segments of the project with related scope to improve roadway, traffic, drainage, and other necessary public utilities. The Phase 2 segment covers approximate over one mile of roadway each way for Shepherd and Durham plus various cross streets. A+ Services will support Jones & Carter by providing technical support services as required by the project schedule.

City of Houston Wastewater Operation (WVO) has determined the need to add a new 21-inch sanitary sewer between the North Shepherd and Durham Lift Stations (LS). The proposed gravity sewer is to connect with the new 36-inch trunk line on Durham at the Durham LS under the previous project scope. The proposed sewer design is to support WVO's future plan of eliminating related lift stations by diverting the area sanitary sewer system northward with a new sewer connection at the existing 84-inch sewer main along 12th Street.

Scope of Services

In summary, A+ Services will perform the following scope items:

- Evaluation of the existing sanitary sewer system at both Durham and North Shepherd LS to divert/connect the proposed 21-inch gravity sewer with the new 36-inch sanitary sewer at the existing Durham LS and at the existing 84-inch sewer line on

2121 Sage Road
Houston, Texas 77056
281-453-7700
rortega7@auroratechservices.com

12th Street. A 30% conceptual layout will be developed to include LS piping configurations and the related 36-inch connections.

- Development of Plan and Profile sheets for the proposed 21-inch gravity sewer between the North Shepherd and Durham LS, approximately 1,400 LF from North Shepherd Loop Drive LS across MKT bike trail with connections at Cottage Grove FM and Durham LS.
- Development of necessary diversion and connection details at LS, Cottage Grove FM, and 12th Street 84-inch trunk sewer.
- Development of related traffic control plans including the construction phasing plan and support of the construction schedule; Support necessary constructability consideration as related to the access management and construction phasing plan. Traffic control plan also covers access management across driveways and bike /pedestrian protection along the existing MKT bike trail.
- Development of Plans, Specifications and Estimates for the proposed sanitary sewer system.
- Expected design review submittals may include: 60%, 90% and final design.
- Support of other engineering services as required.

The proposed engineering services will be conducted in accordance with the conditions of the Professional Services Agreement between Jones & Carter, Inc and Aurora Technical Services executed on June 1, 2020.

Fee and Compensation

A+ Services proposes to perform the engineering support services tasks identified above for a budgeted amount of **\$70,000** which includes \$60,000 for direct design services (Attachment 1, Items 1 and 2) on a lump sum basis and \$10,000 for other engineering support and reimbursable (Attachment 1, Item 3) on a time and material basis. The scope aligns with the Level of Effort estimate is included in Attachment 1. Work will be invoiced monthly as approved by Jones & Carter.

We appreciate the opportunity to submit this proposal. We are looking forward to working with Jones & Cater on this exceptional project upon authorization.

Respectfully Submitted,



Rafael Ortega, P.E.
Principal
Aurora Technical Services, LLC



United Engineers, Inc.

CIVIL ENGINEERING ♦ LAND DEVELOPMENT ♦ CONSTRUCTION MANAGEMENT
 SURVEYING ♦ UTILITY ENGINEERING
 TBPE FIRM #F-000142; TBPLS FIRM #10117800

November 15, 2021

Kristen Hennings, P.E.
 Jones and Carter
 6330 West Loop South, Suite 150
 Houston, Texas 77401

**Re: Proposal for Additional Topographic Survey for Shepherd and Durham, 15th Street to IH 10, Memorial Heights TIRZ
 UEI Proposal P2021-11-15**

Ms. Hennings:

United Engineers, Inc. (UEI) is in receipt of your request for a cost proposal to perform professional surveying services on the above captioned project. The project area will be located in Key Map #452-Y, Z, U, V, Q, R and 492-C, D. The topographic survey will extend from right of way to right of way and 20' outside the right of way if possible and 100' up sides streets for pavement tie in. This project includes a standard Topographic Survey and Survey Control Map per City of Houston Design Manual Survey requirements. The required scope of work for the project as currently defined consists of the following items listed below:

SCOPE OF SERVICES:

1. Additional Topographic Survey:

- a. Set or recon original horizontal and vertical control.
- b. Standard Topographic Survey to include 100' cross sections.
- c. UEI will acquire inverts, sizes and directions for all accessible utilities where possible.
- d. UEI will extend Topographic Survey 200 feet east of Shepherd along W. 7th Street and along MKT trail approximately 150 feet wide (600 L.F.).
- e. Survey along MKT trail between east side of Shepherd to West side of Durham and then another 100 feet west of Durham (600 L.F.). Survey along MKT will extend from the fence north of trail to ditch south topo of bank, approximately 100' wide.
- f. UEI will extend Topographic Survey 500 feet east of the midblock of 11th street between Shepherd and Dorothy to the east right of way of Alexander Street. The survey will extend right of way to right of way and 20 feet up each side street right of way to right of way (600 L.F.).
- g. UEI will tie in Sanitary M.H. at Shepherd Lift Station and Durham Lift Station.
- h. UEI will tie in all storm manholes and inlets along the west side of Shepherd bridge from the north starting point of the bridge to MKT trail.
- i. Locate and establish approximate right of way per COH requirements.

- j. Generate City of Houston required 5 profile lines along each roadway.
- k. See Exhibit "A" at end of proposal

2. Utility Base plan and profile for full survey (Additional Survey = Approx. 1,800 L.F.):

- a. Requested public and private utilities for above mentioned project limits.
- b. Generate and draft utility plan and profile for project limits indicated above.

3. Survey Control Maps

- a. Update existing Survey Control Maps to include additional survey requested.

SUBMISSION SCHEDULE AND DELIVERABLES:

UEI proposes to begin the work within five (5) working days after receiving your written notice to proceed and we will complete all work described in the scope of services, within 40 working days.

UEI's deliverables will include mylars of all parcel plats and metes and bounds as well as Survey Control Maps signed and sealed by the Registered Professional Land Surveyor responsible for the project.

COMPENSATION

Our fee for providing the professional surveying services as outlined in the SCOPE OF SERVICES will be a lump sum fee of:

Item #1: Additional Topographic Survey (\$4.50/LF x 1,800 LF)	\$ 8,100.00
Item #2: Utility Base plan and profile (\$2.00/LF x 1,800 LF)	\$ 3,600.00
Item #3: Survey Control Maps	<u>\$ 3,500.00</u>
Total	\$15,200.00

UEI appreciates this opportunity to submit this proposal and we look forward to working with you to make this a successful project. Should you have any questions, please call me or Kefelegne Tesfaye, P.E. at 713-271-2900.

Sincerely,

UNITED ENGINEERS, INC.



Christin M. Norris, P.E., R.P.L.S.
Director of OSP Telecommunications Design, Land Surveying and Utility Coordination