

MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY

JOINT MEETING OF THE BOARDS OF DIRECTORS

OCTOBER 26, 2023

**REINVESTMENT ZONE NUMBER FIVE, CITY OF HOUSTON,
TEXAS**

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY
AND
TIRZ NO. 5
MEETING OF OCTOBER 26, 2023**

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MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY

Director Attendance Record

MEETING DATE	A. LENTS	J. HALE-HARRIS	C. MANRIQUEZ	R. STEIN	M. PIERRE	M. ZEVE	D. MCINTOSH
09/24/20	Y	Y	Y	Y	X	-	-
10/22/20	Y	Y	Y	Y	X	-	-
01/28/21	Y	X	Y	Y	Y	-	-
03/04/21	Y	Y	Y	Y	X	-	-
04/22/21	Y	Y	Y	Y	X	-	-
06/24/21	Y	Y	Y	Y	X	-	-
08/23/21	Y	X	Y	Y	Y	-	-
09/23/21	Y	Y	Y	Y	X	-	-
10/28/21	Y	Y	Y	Y	Y	-	-
12/09/21	Y	Y	Y	Y	X	-	-
04/28/22	Y	Y	X	Y	X	-	-
07/14/22	Y	Y	Y	Y	X	Y	-
09/22/22	Y	X	Y	Y	X	X	-
10/27/22	Y	Y	Y	Y	X	Y	-
12/08/22	Y	X	Y	Y	X	Y	-
02/23/23	Y	X	Y	X	X	Y	-
05/30/23	Y	Y	Y	Y	X	Y	Y
09/28/23	Y	X	Y	Y	X	Y	Y

Y = Attended

X = Did not attend

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

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, OCTOBER 26, 2023, at 10:00 A.M., at 1980 POST OAK BOULEVARD, SUITE 1380, HOUSTON, TEXAS 77056**, outside the boundaries of the Zone. 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 Audrey Lyons at alyons@sklaw.us.

TO ATTEND VIA VIDEO:

Link: <https://us02web.zoom.us/j/89064123088?pwd=OVJUcURldWVlOEExSbnNjSDlxQjY5QT09>

Meeting ID: 890 6412 3088

Passcode: 662374

TO ATTEND VIA AUDIO ONLY:

Dial: 1-346-248-7799

Meeting ID: 890 6412 3088

Passcode: 662374

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 September 28, 2023; **4**
 - ii) Approve Zone minutes of September 28, 2023; **10**
 - b) **Financial matters (Authority only):**
 - i) Receive Financial Report Summary, including account and fund activity statements; **12**
 - ii) Receive investment report; **22**
3. **CHAIR REPORT (Authority only):**
4. **PRESIDENT REPORT (Authority only):**
5. **RATIFY FY 2024 BUDGET (COH); 23**
6. **FINANCIAL MATTERS (Authority only):**
 - a) Authorize payment of invoices;
 - b) Review and approve reimbursement to Hanover (BB Land Development Holdings, LLC); **49**
 - c) Review and approve reimbursement to Regent Square (Sovereign Regent Square, LLC); **51**
 - d) Authorize other appropriate action;
7. **PROJECTS AND ENGINEERING (Authority only): 53**
 - a) **PROJECTS IN CONSTRUCTION:**
 - i) **Shepherd/Durham and Selected Cross Streets - Phase 1** [CIP Project T-0523A] **54**
[SER Construction Partners, LLC]:
 - A) Update on project construction;
 - B) Update regarding construction claims, damages, and litigation;
 - ii) **Yale and Center Street Intersection** [CIP Project T-0529]:
 - A) Update on project construction;
 - b) **PROJECTS IN DESIGN:**
 - i) **North Canal Project** [CIP Project T-0525]:
 - A) Update on project development;
 - ii) **19th and Beall Area Pedestrian Safety Improvements** [CIP Project T-0534]:
 - A) Update on project development;
 - B) Authorize President to approve construction related matters;
 - iii) **Shepherd/Durham and Selected Cross Streets - Phase 2** [CIP Project T-0523A]:
 - A) Update on project development; **56**
 - B) Approve Interlocal Agreement (COH); **57**

- iv) **Little Thicket** [CIP Project T-0521]:
 - A) Update on project development;
 - v) **Westcott Roundabout Greenspace** [CIP Project T-0544]:
 - A) Update on project development;
 - vi) **Stude Park Improvement** [CIP Project T-0526]:
 - A) Update on project development;
 - vii) **Shepherd/Durham Cross Streets, 8th Street to White Oak Bayou area, and 18th, 19th, and 20th Streets west of Durham** [CIP Projects T-0522A, T-0537, and T-0539]:
 - A) Update on project development;
 - viii) **Waugh Drive and South Heights Boulevard Safety Improvements** [CIP Project T-0535]:
 - A) Update on project development;
 - c) **APPROVED PROJECTS CURRENTLY NOT IN CONSTRUCTION OR DESIGN:**
 - i) Update on CIP Projects T-0532, T-0533, and T-0541;
 - d) **GRANT APPLICATIONS:**
 - i) TIRZ 5 and Surrounding Area Planning Study [CIP Project T-0538];
 - ii) Congressional District 7 Appropriations Request [CIP Project T-0543];
 - iii) Pedestrian Improvements Shepherd at Memorial [CIP Project T-0510];
 - iv) 11th Street Sidepath [CIP Project T-0540];
 - v) 2026 HSIP Applications;
 - vi) Authorize appropriate action;
 - e) **OTHER ITEMS:**
 - i) Approve Work Authorization for General Engineering Services [Quiddity]; **72**
 - ii) Approve project pay estimates, change orders, final estimates, retainage release, or other design, construction, or management contract administration items, and authorize other appropriate action;
8. **COMMUNICATIONS** (*Authority only*):
- a) Receive update from Communications Committee;
 - b) Authorize appropriate action;
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. **PRESENTATIONS FROM OUTSIDE AGENCIES:**
- a) Receive presentation from METRO;
 - b) Receive presentation from TXDOT;
 - c) Authorize appropriate action;
12. **ADJOURN.**

***The Board will conduct an in-person meeting at its physical meeting location with a quorum of the Board present; provided that some Board members may participate by videoconference as provided in Section 551.127, Government Code.**



SKLaw, Attorneys for the District

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

SEPTEMBER 28, 2023

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 September 2023, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Ann Lents	Chair
Janice Hale-Harris	Secretary
Christopher David Manriquez	Director
Dr. Robert Stein	Director
Marvin Pierre	Director
Matt Zeve	Director
Donna McIntosh	Director

and all of said persons were present, except Directors Hale-Harris and Pierre, 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”); Kristen Hennings, Matt Kainer, and Erin Williford of Quiddity-1, Inc. (“Quiddity”); Jim Webb of The Goodman Corporation (“TGC”); Melissa Morton of The Morton Accounting Services (“TMAS”); Emily Guyre and Anya Marmuscak of Houston Heights Association (“HHA”); Julia McCain of McCall Gibson Swedlund Barfoot, PLLC (“MGSB”); Chelsea Young of TEI; Ashley Small of Medley; Linda Trevino of Ride Metro; Kevin Strickland of Super Neighborhood 15 – Greater Heights; Marie Carlisle; Emmanuel Nunez; and John Kuhl and Audrey Lyons 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.

Receive comments or questions from the public

The next item on the agenda was to receive comments and questions from the public.

Mr. Strickland noted Authority cooperation with TIRZ 12 and thanked the Board for its support for related mobility and pedestrian improvements.

CONSENT AGENDA

- a. Approve Authority minutes of May 30, 2023;
- b. Receive Developer Reports;
- c. Receive Financial Report Summary and Quarterly Investment Report;

Upon motion by Director Stein, seconded by Director Zeve, and after full discussion, the Board voted unanimously to approve the Consent Agenda items.

CHAIR REPORT

Chair Lents advised that she would provide specific input on project matters as they are taken up on the agenda.

PRESIDENT REPORT

Receive MWBE Report

Ms. Weesner updated the Board on the Authority's compliance with MWBE policies and discussed continuing efforts to ensure use of qualified vendors.

Authorize Support Letter regarding bike trail name (Patrick Walsh) [City of Houston]

Ms. Weesner discussed Patrick Walsh's outstanding commitment and significant contributions to the City during his tenure as Director of Planning and Development. She reviewed a request to support an initiative to name a City biking facility after him. Upon motion by Director Stein, seconded by Director Zeve, and after full discussion, the Board voted unanimously to authorize Ms. Weesner to submit a related letter of support on behalf of the Authority.

APPROVE AUDIT FOR FISCAL YEAR ENDING JUNE 30, 2023

The Board then considered acceptance of the audit for the fiscal year ended June 30, 2023. Ms. McCain reviewed a draft audit report with the Board and answered questions. Upon motion by Director Zeve, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to accept the audit for the fiscal year ended June 30, 2023, subject to any final staff or legal modifications, and to authorize filing of the final audit with the City.

Approve developer reimbursement audit

The next item on the agenda was to approve a developer reimbursement audit for the Hanover development. Ms. McCain reviewed with the Board the draft audit performed pursuant to the request for reimbursement submitted by Hanover (BB Land Development Holdings LLC) and answered questions. Upon motion by Director Zeve, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the developer reimbursement audit as presented.

ADOPT FY 2024 BUDGET [CONFIRM COH APPROVAL]

Ms. Weesner advised that the Authority tweaked the proposed FY 2024 budget prior to making a final submission to the City by adjusting some funding dates to better match the Authority's current understanding of grant funding availability and deleting a sidewalk project that was dependent on a congressional earmark that was not received. She advised the revised budget is in the Board packet, and further detailed the changes. She advised this version can be considered final, and that she expects City approval shortly. She requested that the Board proceed with final approval subject to the City's approval.

Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to adopt the FY 2024 budget as presented, subject to approval by the City.

COMMITTEE APPOINTMENTS

Chair Lents again welcomed Director McIntosh to the Board. She then reviewed an updated Exhibit A to the Resolution Designating Committee Appointments appointing Director McIntosh to the Finance Committee. Upon motion by Director Stein, seconded by Director Zeve, and after full discussion, the Board voted unanimously to approve the updated Exhibit A to the Resolution Designating Committee Appointments.

FINANCIAL MATTERS

Director Manriquez next reported to the Board on financial matters.

Authorize Payment of Invoices

The Board reviewed the invoices submitted for payment. Chair Lents advised that the Projects Committee has reviewed project-related invoices, and recommended approval. Director Manriquez advised that the Finance Committee has also reviewed the invoices put before it and recommended approval.

Following discussion of the invoices, a motion was made by Director Stein, seconded by Director Manriquez, and approved unanimously by the Board to approve the payment of all invoices presented.

Approve Order Evidencing Review of Investment Policy

Mr. Kuhl reviewed with the Board an Order Evidencing Review of Amended and Restated Order Designating Investment Officer and Establishing Rules, Policies, and Code of Ethics for the Investment of Authority Funds (the "Order"). He advised that the Authority is required by the Public Funds Investment Act to review the investment policy annually, and that no changes are recommended at this time. Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion the Board voted unanimously to adopt the Order.

Approve Order Adopting List of Qualified Brokers

The Board then considered approval of a proposed Order Adopting List of Qualified Brokers. Mr. Kuhl submitted to and reviewed with the Board the proposed Order, advising that such Order lists all qualified brokers with which the Authority may engage in investment transactions, in compliance with Section 2256.025 of the Texas Government Code.

Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the Order Adopting List of Qualified Brokers.

PROJECTS AND ENGINEERING

The Board next received an update on Authority projects.

PROJECTS IN CONSTRUCTION

Ms. Hennings reviewed a Project Overview Map showing the locations and status of all current projects.

Shepherd/Durham and Selected Cross Streets – Phase 1

Update on project

Mr. Kainer then presented a video update of construction progress to date. He and Ms. Hennings discussed specific construction issues and timeframes, and answered questions. Director Stein applauded the project as phases are taking shape and noted the clear impact for increased development in the corridor.

Update on construction claims, damages, and litigation

Confirm approval of Release Agreement [CTC Contractors]

Ms. Weesner and Mr. Kuhl reviewed with the Board a Release Agreement in connection with Silva Cell damage by a third-party contractor. Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to ratify actions of the President in approving the Release Agreement.

Authorize additional Representation by litigation counsel [HAK]

Ms. Weesner and Mr. Kuhl advised that an additional inverse condemnation claim pertaining to actions from the Shepherd/Durham – Phase 1 project has been filed against the City and the Authority. They briefly discussed the litigation process, and the need to employ litigation counsel and to file a timely answer. They suggested that the engagement of Hunton Andrews Kurth, LLP (“HAK”) be expanded for representation in the matter. Upon motion by Director Stein, seconded by Director Zeve, and after full discussion, the Board voted unanimously to authorize the President to undertake any necessary action to engage HAK as litigation counsel for the new matter.

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

Update on projects

Ms. Hennings advised that construction of the project is complete and that a final pay estimate and release of retainage were recommended to the Projects Committee and President. The Board concurred in all actions by the Projects Committee and President in closing out the construction contract. Ms. Weesner noted positive media coverage on the improvements.

PROJECTS IN DESIGN

North Canal Project

Update on project development

Ms. Weesner advised that the project is ramping up with increased stakeholder discussions and meetings. She projected an approximate 2-year design phase.

Yale and Center Street Intersection

Update on project development

Ms. Weesner updated the Board on project progress, noting that TXDOT has approved the plans, and the project nears readiness for the construction phase.

19th and Beall Area Pedestrian Street Safety Improvements

Update on project development

Ms. Hennings advised that the Authority was not satisfied with the construction bids received, and that the project will be rebid.

Approve Infrastructure Reimbursement Agreement

Ms. Weesner advised that Councilmember Kamin has committed up to \$25,000.00 for the project. She advised that commitment is provided for in the Infrastructure Reimbursement Agreement (the “IRA”) with the City contained in the Board packet. She and Mr. Kuhl reviewed the IRA. Upon motion by Director Manriquez, seconded by Director Zeve, and after full discussion, the Board voted unanimously to approve the IRA between the Authority and the City, and authorized execution. The Board further authorized the President to make any final modifications required by the City.

Shepherd/Durham and Selected Cross Streets – Phase 2

Update on project development

Ms. Hennings provided an update on project design, noting that final comments from HPW and comments from METRO on proposed bus stop locations have been reviewed and addressed, and that the Traffic Control Workshop was held on September 26th. She stated that 95% plans will be returned to TXDOT

for final review. Ms. Weesner advised that a 5-month approval process with TXDOT is anticipated. Ms. Hennings stated the timeframe will be used for further education and coordination with impacted property owners and businesses.

Little Thicket

Update on project development

Ms. Weesner discussed the final project design and work by Clark Condon Associates. She advised the final improvement schematic is not in the Board packet but will be circulated. She and Chair Lents discussed the need to move forward with project construction.

Approve Additional Surveying Services [KYO & Associates, Inc]

Ms. Weesner advised that additional surveying services were required for the project, and after consultation with the Projects Committee, she directed that the services be performed by KYO. She noted that the agreement for the services is contained in the Board packet. Upon motion by Director Stein, seconded by Director Zeve, and after full discussion, the Board voted unanimously to ratify approval of additional surveying services by KYO.

Review plans, and authorize advertisement of bids

The next item on the agenda was to review plans and specifications and authorize advertisement for construction bids. Ms. Weesner again reviewed the project, noting improvement specifics, including resurfacing the basketball court, racquet sports facilities, playground equipment replacement, bench additions, and significant trail and bike path enhancements. She advised that if remaining funds permit, a park pavilion will be added. Upon motion by Director Manriquez, seconded by Director Stein, and after full discussion, the Board voted unanimously to authorize the construction bid process.

Westcott Roundabout Greenspace

Update on project development

Ms. Weesner provided an update on the project.

Confirm approval of Memorandum of Understanding [MPW Owner, LP]

Ms. Weesner advised that the Westcott (MPW) is willing to provide the required maintenance for the proposed landscaping and irrigation improvements. She and Mr. Kuhl discussed the related proposed MOU contained in the Board packet, which provides for maintenance via the Westcott's participation in the City's Adopt-An-Esplanade Program. Upon motion by Director Zeve, seconded by Director Stein, and after full discussion, the Board voted unanimously to approve the MOU and authorize execution by the President. The Board further authorized the President to make any necessary modifications in finalizing the MOU.

Approve Work Authorization for Landscape Architecture Selection Services

Ms. Hennings reviewed a Work Authorization to oversee landscape architecture selection services for the project. Upon motion by Director Zeve, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the Work Authorization as presented, and to authorize execution by the President or other appropriate officers.

Stude Park Improvement

Update on project development

Ms. Weesner provided an update on design matters, noting the City has design funds for the proposed improvements and will undertake the design in coordination with the Authority.

Shepherd/Durham Cross Streets, 8th Street to White Oak Bayou area, and 18th, 19th, and 20th Streets west of Durham

Chair Lents and Ms. Weesner provided an overview of the consolidated project.

Update on project development

Ms. Hennings and Ms. Young discussed the 3 geographic areas impacted and related possible improvements. Ms. Hennings discussed planning needs and drainage improvements. Ms. Young reviewed proposed TEI work for mobility improvements. Ms. Weesner addressed ultimate phasing for the improvements and a construction timeframe. Director Zeve queried on the drainage improvements and possible impact with other drainage improvements planned for the area. Ms. Hennings discussed likely design attributes to address the concern.

Approve Work Authorizations for Mobility and Drainage Planning Studies

Ms. Hennings reviewed 3 Work Authorizations for the component project areas. She noted the Authorizations include the work by TEI. Upon motion by Director Zeve, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the Work Authorizations as presented, and to authorize execution by the President or other appropriate officers.

Waugh Drive and South Heights Safety Improvements

Update on project development

Ms. Weesner reviewed grant procurement progress for the project and coordination with TXDOT and the City.

White Oak at Greenleaf

Update on project development

Ms. Weesner reviewed grant procurement progress for the project and coordination with TXDOT. She noted the project would not be active until next year.

GRANT APPLICATIONS

Mr. Webb reviewed federal and state grant programs awarded to date. He also discussed programs pending award.

APPROVE DESIGN, CONSTRUCTION, OR MANAGEMENT CONTRACT ADMINISTRATION ITEMS

Approve TGC Work Authorization

Mr. Webb presented Work Authorization No. 3, Amendment 4, for continued planning services, grant identification, and development of related applications. Upon motion by Director Zeve, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the work authorization as presented, and to authorize execution by the President or other appropriate officers.

PERSONNEL MATTERS

Ms. Weesner discussed employee benefits and reviewed a Resolution Regarding 457(b) Plan – CARES Act and a Resolution Regarding 457(b) Plan – SECURE Act. She advised that both Resolutions address required amendments to the employee retirement program. Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve both Resolutions as presented, and authorized execution.

COMMUNICATIONS

Receive update from Communications Committee

Ms. Small provided a detailed presentation and update on media services and findings, and answered questions.

EXECUTIVE SESSION

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

RECEIVE ADDITIONAL COMMENTS OR QUESTIONS FROM THE PUBLIC

Chair Lents again asked for comments and questions from the public. There were no additional comments or questions from the public.

There being no more business before the Authority, the meeting was adjourned.

Secretary
Memorial-Heights Redevelopment Authority

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

SEPTEMBER 28, 2023

The Board of Directors (the “Board”) of Reinvestment Zone Number Five, City of Houston, Texas (the “Zone”), convened in regular session, open to the public, at 1980 Post Oak Boulevard, Suite 1380, Houston, Texas 77056, on the 28th day of September, 2023, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Ann Lents	Chair
Janice Hale-Harris	Secretary
Christopher David Manriquez	Director
Dr. Robert Stein	Director
Marvin Pierre	Director
Matt Zeve	Director
Donna McIntosh	Director

and all of said persons were present, except Directors Hale-Harris and Pierre, 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”); Kristen Hennings, Matt Kainer, and Erin Williford of Quiddity-1, Inc. (“Quiddity”); Jim Webb of The Goodman Corporation (“TGC”); Melissa Morton of The Morton Accounting Services (“TMAS”); Emily Guyre and Anya Marmuscak of Houston Heights Association (“HHA”); Julia McCain of McCall Gibson Swedlund Barfoot, PLLC (“MGSB”); Chelsea Young of TEI; Ashley Small of Medley; Linda Trevino of Ride Metro; Kevin Strickland of Super Neighborhood 15 – Greater Heights; Marie Carlisle; Emmanuel Nunez; and John Kuhl and Audrey Lyons 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.

Receive comments or questions from the public

Chair Lents asked for comments and questions from the public. There were no comments or questions from the public.

CONSENT AGENDA

- a. Approve Zone minutes of February 23, 2023;

Upon motion by Director Stein, seconded by Director Zeve, and after full discussion, the Board voted unanimously to approve the Consent Agenda items.

ADOPT FY 2024 BUDGET [CONFIRM COH APPROVAL]

Ms. Weesner advised that the Authority tweaked the proposed FY 2024 budget prior to making a final submission to the City by adjusting some funding dates to better match the Authority’s current understanding of grant funding availability and deleting a sidewalk project that was dependent on a congressional earmark that was not received. She advised the revised budget is in the Board packet, and further detailed the changes. She advised this version can be considered final, and that she expects City approval shortly. She requested that the Board proceed with final approval subject to the City’s approval.

Upon motion by Director Stein, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to adopt the FY 2024 budget as presented, subject to approval by the City.

19TH AND BEALL AREA PEDESTRIAN STREET SAFETY IMPROVEMENTS

Approve Infrastructure Reimbursement Agreement

Ms. Weesner advised that Councilmember Kamin has committed up to \$25,000.00 for the project. She advised that commitment is provided for in the Infrastructure Reimbursement Agreement (the "IRA") with the City contained in the Board packet. She and Mr. Kuhl reviewed the IRA. Upon motion by Director Manriquez, seconded by Director Zeve, and after full discussion, the Board voted unanimously to approve the IRA, and authorized execution. The Board further authorized the President to make any final modifications required 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 Memorial-Heights Redevelopment 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
October Board Meeting
Thursday, October 26, 2023**

At the beginning of September, the Memorial Heights Redevelopment Authority (TIRZ #5) beginning Operating Fund Balance was \$57,974,222. TIRZ #5 received a total of \$1,631,843 mainly from Grant Income (\$1,243,676). During the period, TIRZ #5 processed \$1,523,467 in disbursements during the period. 99% of the disbursements related to disbursements for Debt Service Payments (\$1,511,738). The ending balance as of month end September 30, 2023 was \$58,082,598.

The invoices pending approval total \$1,148,008. See attached "Unpaid Bills Detail" Report for invoices pending approval and invoices paid in between board meetings.

There was \$171,920 spent for Capital Projects for the period. The projects that utilized the majority of the funding was T-0523A Shepherd/Durham Reconstruction (\$170,435). See attached "Capital Improvement Projects" Report on page 4.

**Memorial Heights Redevelopment Authority
General Operating Fund
As of September 30, 2023**

General Operating Fund

BEGINNING BALANCE \$ 57,974,222.40

REVENUE

Frost Money Market Interest	0.04	Interest
TexPool	94,817.19	Interest
FHWA Treas	1,243,675.92	Grant Income
City of Houston	134,694.54	Tax Increment
Regions Project Fund	149,147.18	Interest
Regions Debt Service Fund	9,508.04	Interest

Total Revenue 1,631,842.91

DISBURSEMENTS

ACH Quickbooks Payroll Service	10,229.62	Admin Payroll
ACH Schwab Retirement	1,500.00	Retirement
ACH Regions Corporate Trust	631,737.51	Debt Service Pmt
ACH Regions Corporate Trust	880,000.00	Principal Pmt

Total Disbursements 1,523,467.13

ENDING BALANCE \$ 58,082,598.18

**September 30, 2023
Balance**

LOCATION OF ASSETS

Frost Checking	1,826,258.85
Frost Money Mkt	711.43
Frost Project Fund	465.00
Regions Debt Service Fund	645,361.30
Regions Project Fund	33,837,891.36
TexPool Investment	21,771,910.24

Total Account Balance \$ 58,082,598.18

Memorial Heights Redevelopment Authority
Unpaid Bills Detail
As of October 20, 2023

Type	Date	Num	Memo	Due Date	Open Balance
CDM Smith Inc.					
Bill	09/01/2023	90187789	Project: Shepherd & Durham Major Investment Project August 2023	09/11/2023	145,034.59
Total CDM Smith Inc.					145,034.59
Goodman Corporation					
Bill	09/30/2023	9-2023-20	MRA109 General Planning Support September 2023	10/10/2023	12,404.87
Bill	09/30/2023	9-2023-70	MRA113 Project - Phase I Construction Phase Grant Mngt September ...	10/10/2023	9,881.65
Bill	09/30/2023	9-2023-21	MRA115 Project - Phase II Design and Bid September 2023	10/10/2023	1,600.52
Bill	09/30/2023	9-2023-22	MRA118 Project - Task 1 - Right of Way September 2023	10/10/2023	3,346.88
Total Goodman Corporation					27,233.92
Hanover					
Bill	09/01/2023	Reimburs...	Developer Reimbursement 2023 (Construction Cost)	09/11/2023	319,674.15
Total Hanover					319,674.15
Hunton Andrews Kurth					
Bill	09/30/2023	131807595	Nicholas Litinas Legal Services Through 09.30.23	10/10/2023	2,919.00
Total Hunton Andrews Kurth					2,919.00
McCall Gibson Swedlund Barfoot PLLC					
Bill	10/12/2023	2023 Aud...	2023 Audit Final	10/22/2023	6,750.00
Bill	10/12/2023	2023 Audit	2023 Audit Single Audit Procedures and Reporting	10/22/2023	8,000.00
Total McCall Gibson Swedlund Barfoot PLLC					14,750.00
Quiddity Engineering, LLC					
Ge...	06/30/2023	CPA 23-1	Expense Estimate 06.01.23 - 06.30.23		135,200.00
Ge...	07/01/2023	CPA 23-1R	Reverse of GJE CPA 23-1 -- Expense Estimate 06.01.23 - 06.30.23		-135,200.00
Total Quiddity Engineering, LLC					0.00
Sanford Kuhl Hagan Kugle Parker Kahn					
Bill	09/30/2023	23-0885	Admin/Meeting through September 2023	10/10/2023	3,395.00
Bill	09/30/2023	23-0886	Legal services through September 2023	10/10/2023	7,679.77
Bill	09/30/2023	23-0887	Legal services through September 2023	10/10/2023	1,412.50
Bill	09/30/2023	23-0888	Legal services through September 2023	10/10/2023	7,652.50
Bill	09/30/2023	23-0889	Legal services through September 2023	10/10/2023	4,828.75
Bill	09/30/2023	23-0890	Legal services through September 2023	10/10/2023	1,485.00
Total Sanford Kuhl Hagan Kugle Parker Kahn					26,453.52
Sovereign Regent Square LLC					
Bill	09/30/2023	Reimburs...	Developer Reimbursement 2023(Construction Cost)	10/10/2023	609,988.64
Total Sovereign Regent Square LLC					609,988.64
The Morton Accounting Services					
Bill	09/29/2023	2471	September CPA Services	10/09/2023	1,954.68
Total The Morton Accounting Services					1,954.68
TOTAL					1,148,008.50

Memorial Heights Redevelopment Authority Capital Improvement Projects

10/20/23

September 2023

Accrual Basis

Type	Date	Num	Name	Memo	Amount
Capital Improvement Plan					
T-0523A Shepherd Durham & Cross					
Bill	09/01/2023	90187789	CDM Smith Inc.	Project: Shepherd & Durham Maj...	145,034.59
Bill	09/30/2023	9-2023-70	Goodman Corporation	-MULTIPLE-	9,881.65
Bill	09/30/2023	9-2023-21	Goodman Corporation	MRA115 Federal and TxDOT	1,600.52
Bill	09/30/2023	9-2023-22	Goodman Corporation	MRA118 Right of Way Acquisition	3,346.88
Bill	09/30/2023	23-0888	Sanford Kuhl Hagan Kugle Parker Kahn	Shepher/Durham Recon	7,652.50
Bill	09/30/2023	131807595	Hunton Andrews Kurth	Nicholas Litinas Legal Services T...	2,919.00
Total T-0523A Shepherd Durham & Cross					170,435.14
T-0534 West 19th Beall Sidewalk					
Bill	09/30/2023	23-0890	Sanford Kuhl Hagan Kugle Parker Kahn	19th St. Safety	1,485.00
Total T-0534 West 19th Beall Sidewalk					1,485.00
Total Capital Improvement Plan					171,920.14
TOTAL					171,920.14

Memorial Heights Redevelopment Authority
Profit & Loss Prev Year Comparison
July through September 2023

	Jul - Sep 23	Jul - Sep 22	\$ Change	% Change
Ordinary Income/Expense				
Income				
Grant Income	2,972,253.29	831,245.64	2,141,007.65	257.6%
Interest Income	699,390.96	78,141.08	621,249.88	795.0%
Interest Income - CIP	0.00	148,215.06	-148,215.06	-100.0%
Tax Increment - City	134,694.54	0.00	134,694.54	100.0%
Total Income	3,806,338.79	1,057,601.78	2,748,737.01	259.9%
Cost of Goods Sold				
Capital Improvement Plan				
T-0521 Little Thicket Park Impr	2,677.50	731.25	1,946.25	266.2%
T-0523A Shepherd Durham & Cross	1,586,864.11	5,910,255.57	-4,323,391.46	-73.2%
T-0529 Yale @ Center	0.00	821.29	-821.29	-100.0%
T-0531 Pedestrian Improv. Const	318,419.57	194,893.06	123,526.51	63.4%
T-0534 West 19th Beall Sidewalk	3,035.00	0.00	3,035.00	100.0%
Total Capital Improvement Plan	1,910,996.18	6,106,701.17	-4,195,704.99	-68.7%
Total COGS	1,910,996.18	6,106,701.17	-4,195,704.99	-68.7%
Gross Profit	1,895,342.61	-5,049,099.39	6,944,442.00	137.5%
Expense				
Debt Service				
Bond Principal	0.00	835,000.00	-835,000.00	-100.0%
Interest Expense	1,511,737.51	652,612.51	859,125.00	131.6%
Debt Service - Other	0.00	3,000.00	-3,000.00	-100.0%
Total Debt Service	1,511,737.51	1,490,612.51	21,125.00	1.4%
Developer Reimbursement	929,662.79	420,490.14	509,172.65	121.1%
Payroll Expenses				
Payroll Taxes	3,786.75	3,708.75	78.00	2.1%
Retirement Expense	4,500.00	4,500.00	0.00	0.0%
Salary Payroll	45,000.00	45,000.00	0.00	0.0%
Payroll Expenses - Other	5.61	5.61	0.00	0.0%
Total Payroll Expenses	53,292.36	53,214.36	78.00	0.2%
Program and Project Consultants				
Engineering Consultants	22,376.25	4,451.25	17,925.00	402.7%
Legal Expense	21,581.27	12,972.32	8,608.95	66.4%
Planning Consultants	23,855.43	16,952.59	6,902.84	40.7%
Total Program and Project Consultants	67,812.95	34,376.16	33,436.79	97.3%
TIRZ Administration & Overhead				
Accounting	5,864.04	5,853.87	10.17	0.2%
Administration	3,675.00	3,960.00	-285.00	-7.2%
Auditing	9,000.00	8,000.00	1,000.00	12.5%
Office Expenses				
Bank Service Charges	32.75	154.55	-121.80	-78.8%
Office Expenses - Other	0.00	125.51	-125.51	-100.0%
Total Office Expenses	32.75	280.06	-247.31	-88.3%
Tax Consultant	3,518.40	2,621.70	896.70	34.2%
Total TIRZ Administration & Overhead	22,090.19	20,715.63	1,374.56	6.6%
Total Expense	2,584,595.80	2,019,408.80	565,187.00	28.0%
Net Ordinary Income	-689,253.19	-7,068,508.19	6,379,255.00	90.3%
Net Income	-689,253.19	-7,068,508.19	6,379,255.00	90.3%

Memorial Heights Redevelopment Authority
Balance Sheet Prev Year Comparison
As of September 30, 2023

	Sep 30, 23	Sep 30, 22	\$ Change	% Change
ASSETS				
Current Assets				
Checking/Savings				
Frost Bank Checking	1,826,258.85	861,060.24	965,198.61	112.1%
Frost Bank Money Mkt	711.43	1,000,357.29	-999,645.86	-99.9%
Frost Bank Project Fund	465.00	465.00	0.00	0.0%
Regions Debt Service Fund	645,361.30	638,356.51	7,004.79	1.1%
Regions Project Fund	33,837,891.36	37,736,335.21	-3,898,443.85	-10.3%
TexPool Investment	21,771,910.24	17,858,579.88	3,913,330.36	21.9%
Total Checking/Savings	58,082,598.18	58,095,154.13	-12,555.95	0.0%
Accounts Receivable				
Accounts Receivable	8,920.09	0.00	8,920.09	100.0%
Total Accounts Receivable	8,920.09	0.00	8,920.09	100.0%
Other Current Assets				
Due from Other Funds	19,400,679.51	0.00	19,400,679.51	100.0%
Total Other Current Assets	19,400,679.51	0.00	19,400,679.51	100.0%
Total Current Assets	77,492,197.78	58,095,154.13	19,397,043.65	33.4%
TOTAL ASSETS	<u>77,492,197.78</u>	<u>58,095,154.13</u>	<u>19,397,043.65</u>	<u>33.4%</u>
LIABILITIES & EQUITY				
Liabilities				
Current Liabilities				
Accounts Payable				
Accounts Payable	2,430,659.97	2,125,372.26	305,287.71	14.4%
Total Accounts Payable	2,430,659.97	2,125,372.26	305,287.71	14.4%
Other Current Liabilities				
Due to Other Funds	19,400,679.51	0.00	19,400,679.51	100.0%
Payroll Liabilities	7,543.50	5,975.50	1,568.00	26.2%
Retainage Payable	62,247.67	27,292.62	34,955.05	128.1%
Total Other Current Liabilities	19,470,470.68	33,268.12	19,437,202.56	58,425.9%
Total Current Liabilities	21,901,130.65	2,158,640.38	19,742,490.27	914.6%
Total Liabilities	21,901,130.65	2,158,640.38	19,742,490.27	914.6%
Equity				
Fund Balance Equity CIP	41,511,140.00	41,511,140.00	0.00	0.0%
Retained Earnings	14,769,180.32	21,493,881.94	-6,724,701.62	-31.3%
Net Income	-689,253.19	-7,068,508.19	6,379,255.00	90.3%
Total Equity	55,591,067.13	55,936,513.75	-345,446.62	-0.6%
TOTAL LIABILITIES & EQUITY	<u>77,492,197.78</u>	<u>58,095,154.13</u>	<u>19,397,043.65</u>	<u>33.4%</u>

Memorial Heights Redevelopment Authority Profit & Loss Detail

July through September 2023

Accrual Basis

Type	Date	Num	Adj	Name	Memo	Amount
Ordinary Income/Expense						
Income						
Grant Income						
General Journal	07/01/2023	CPA 23-7R	*	FHWA Treasury	Grant application submitted before 6/30 for reimbursement	-463,020.93
Deposit	07/17/2023				Deposit	463,020.93
Deposit	08/09/2023	ACH			FHWA Treas 310 Misc Pay	1,728,577.37
Deposit	09/05/2023				FHWA Treas 310	1,243,675.92
Total Grant Income						2,972,253.29
Interest Income						
Deposit	07/31/2023				Interest	0.04
Deposit	07/31/2023				Interest	59,300.04
Deposit	07/31/2023				Interest	137,438.06
Deposit	07/31/2023				Interest	75.37
Deposit	08/31/2023				Interest	97,587.16
Deposit	08/31/2023				Interest	0.04
Deposit	08/31/2023				Interest	7,719.64
Deposit	08/31/2023				Interest	143,798.16
Deposit	09/30/2023				Interest	0.04
Deposit	09/30/2023				Interest	94,817.19
Deposit	09/30/2023				Interest	9,508.04
Deposit	09/30/2023				Interest	149,147.18
Total Interest Income						699,390.96
Tax Increment - City						
General Journal	07/01/2023	CPA 23-2R	*	City of Houston Cust.	Reverse of GJE CPA 23-7 -- Annual City Increment balance outstanding	-11,901,586.25
Deposit	07/05/2023	ACH		City of Houston Cust.	Annual City Increment	11,901,586.25
Deposit	09/06/2023			City of Houston	Tax Increment - City	134,694.54
Total Tax Increment - City						134,694.54
Total Income						3,806,338.79
Cost of Goods Sold						
Capital Improvement Plan						
T-0521 Little Thicket Park Impr						
Bill	08/31/2023	23-0677		Sanford Kuhl Hagan Kugl...	Little Thicket Park	260.00
Bill	08/31/2023	2023323		Kuo & Associates, Inc.	Surveying Services - Little Thicket Park	2,417.50
Total T-0521 Little Thicket Park Impr						2,677.50
T-0523A Shepherd Durham & Cross						
General Journal	07/01/2023	CPA 23-3R	*	SER Construction	Accrual for retainage payable for Shepherd Drive Project	-1,060,166.79
Bill	07/01/2023	ARIV1002...		Quiddity Engineering, LLC	Total Fee - \$310,660	1,303.50
Bill	07/01/2023	ARIV1002...		Quiddity Engineering, LLC	T0523A Shepherd Durham Cross Streets -Final Design Phase 2 Throug...	58,715.42
Bill	07/01/2023	ARIV1002...		Quiddity Engineering, LLC	Total Fee - \$364,200	30,587.71
General Journal	07/01/2023	CPA 23-1R	*	Quiddity Engineering, LLC	Expense Estimate 06.01.23 - 06.30.23 WO Auth. No. 4	-5,000.00
General Journal	07/01/2023	CPA 23-1R	*	Quiddity Engineering, LLC	Expense Estimate 06.01.23 - 06.30.23 WO Auth. No. 5	-120,000.00
General Journal	07/01/2023	CPA 23-1R	*	Quiddity Engineering, LLC	Expense Estimate 06.01.23 - 06.30.23 WO Auth. No. 6	-7,000.00
Bill	07/31/2023	Pay Estim...		SER Construction	Shepherd Dr, Durham Dr, Selected Cross Streets Phase 1	1,096,422.13
Bill	07/31/2023	23-0618		Sanford Kuhl Hagan Kugl...	Shepher/Durham Recon	2,252.50
Bill	07/31/2023	7-2023-36		Goodman Corporation	MRA113 Task 1 - \$127,929	3,454.08
Bill	07/31/2023	7-2023-36		Goodman Corporation	MRA113 Task 2 - \$172,439	4,138.54
Bill	07/31/2023	7-2023-36		Goodman Corporation	MRA113 Task 3 - \$72,617	1,960.66
Bill	07/31/2023	7-2023-24		Goodman Corporation	MRA115 Federal and TxDOT	1,600.52
Bill	07/31/2023	7-2023-12		Goodman Corporation	MRA118 Right of Way Acquisition	2,968.88
Bill	07/31/2023	90185791		CDM Smith Inc.	Project: Shepherd & Durham Major Investment Project July 2023	127,263.78
Bill	08/31/2023	8-2023-71		Goodman Corporation	MRA113 Task 1 - \$127,929	3,454.08
Bill	08/31/2023	8-2023-71		Goodman Corporation	MRA113 Task 2 - \$172,439	4,138.54
Bill	08/31/2023	8-2023-71		Goodman Corporation	MRA113 Task 3 - \$72,617	1,960.66
Bill	08/31/2023	8-2023-13		Goodman Corporation	MRA115 Federal and TxDOT	2,000.65
Bill	08/31/2023	8-2023-14		Goodman Corporation	MRA118 Right of Way Acquisition	567.00
Bill	08/31/2023	23-0678		Sanford Kuhl Hagan Kugl...	Shepher/Durham Recon	2,206.25
Bill	08/31/2023	131806578		Hunton Andrews Kurth	Nicholas Litinas Legal Services Through 05.31.23	5,135.00
Bill	08/31/2023	Pay Estim...		SER Construction	Shepherd Dr, Durham Dr, Selected Cross Streets Phase 1	1,258,465.86
Bill	09/01/2023	90187789		CDM Smith Inc.	Project: Shepherd & Durham Major Investment Project August 2023	145,034.59
Bill	09/30/2023	9-2023-70		Goodman Corporation	MRA113 Task 1 - \$127,929	1,023.43
Bill	09/30/2023	9-2023-70		Goodman Corporation	MRA113 Task 2 - \$172,439	6,897.56
Bill	09/30/2023	9-2023-70		Goodman Corporation	MRA113 Task 3 - \$72,617	1,960.66
Bill	09/30/2023	9-2023-21		Goodman Corporation	MRA115 Federal and TxDOT	1,600.52
Bill	09/30/2023	9-2023-22		Goodman Corporation	MRA118 Right of Way Acquisition	3,346.88
Bill	09/30/2023	23-0888		Sanford Kuhl Hagan Kugl...	Shepher/Durham Recon	7,652.50
Bill	09/30/2023	131807595		Hunton Andrews Kurth	Nicholas Litinas Legal Services Through 09.30.23	2,919.00
Total T-0523A Shepherd Durham & Cross						1,586,864.11
T-0531 Pedestrian Improv. Const						
General Journal	07/01/2023	CPA 23-1R	*	Quiddity Engineering, LLC	Expense Estimate 06.01.23 - 06.30.23 WO Auth. No. 1	-1,500.00
Bill	08/09/2023	Pay App #13		Teamwork Construction S...	Bike/Ped Safety Improvements	319,919.57
Total T-0531 Pedestrian Improv. Const						318,419.57

Memorial Heights Redevelopment Authority Profit & Loss Detail

July through September 2023

Accrual Basis

Type	Date	Num	Adj	Name	Memo	Amount
T-0534 West 19th Beall Sidewalk						
General Journal	07/01/2023	CPA 23-1R	*	Quiddity Engineering, LLC	Expense Estimate 06.01.23 - 06.30.23 WO Auth. No. 1	-1,000.00
Bill	07/31/2023	23-0620		Sanford Kuhl Hagan Kugl...	19th St. Safety	1,170.00
Bill	08/31/2023	23-0679		Sanford Kuhl Hagan Kugl...	19th St. Safety	1,380.00
Bill	09/30/2023	23-0890		Sanford Kuhl Hagan Kugl...	19th St. Safety	1,485.00
Total T-0534 West 19th Beall Sidewalk						3,035.00
Total Capital Improvement Plan						1,910,996.18
Total COGS						1,910,996.18
Gross Profit						1,895,342.61
Expense						
Debt Service						
Interest Expense						
Bill	09/01/2023	G067Z08 ...		Regions Corporate Trust	Debt Service Payment	631,737.51
Bill	09/01/2023	G067Z08 ...		Regions Corporate Trust	Debt Service Payment - Principal Payment	880,000.00
Total Interest Expense						1,511,737.51
Total Debt Service						1,511,737.51
Developer Reimbursement						
Bill	09/30/2023	Reimburse...		Sovereign Regent Square ...	Developer Reimbursement 2023(Construction Cost)	609,988.64
Bill	09/30/2023	Dev Pmt		Hanover	Hanover Increment	319,674.15
Total Developer Reimbursement						929,662.79
Payroll Expenses						
Payroll Taxes						
Paycheck	07/31/2023	DD1027		Sherry Weesner	Direct Deposit	1,023.00
Paycheck	07/31/2023	DD1027		Sherry Weesner	Direct Deposit	239.25
Paycheck	07/31/2023	DD1027		Sherry Weesner	Direct Deposit	0.00
Paycheck	08/31/2023	DD1028		Sherry Weesner	Direct Deposit	1,023.00
Paycheck	08/31/2023	DD1028		Sherry Weesner	Direct Deposit	239.25
Paycheck	08/31/2023	DD1028		Sherry Weesner	Direct Deposit	0.00
Paycheck	09/29/2023	DD1029		Sherry Weesner	Direct Deposit	1,023.00
Paycheck	09/29/2023	DD1029		Sherry Weesner	Direct Deposit	239.25
Paycheck	09/29/2023	DD1029		Sherry Weesner	Direct Deposit	0.00
Total Payroll Taxes						3,786.75
Retirement Expense						
Paycheck	07/31/2023	DD1027		Sherry Weesner	Direct Deposit	1,500.00
Paycheck	08/31/2023	DD1028		Sherry Weesner	Direct Deposit	1,500.00
Paycheck	09/29/2023	DD1029		Sherry Weesner	Direct Deposit	1,500.00
Total Retirement Expense						4,500.00
Salary Payroll						
Paycheck	07/31/2023	DD1027		Sherry Weesner	Direct Deposit	15,000.00
Paycheck	08/31/2023	DD1028		Sherry Weesner	Direct Deposit	15,000.00
Paycheck	09/29/2023	DD1029		Sherry Weesner	Direct Deposit	15,000.00
Total Salary Payroll						45,000.00
Payroll Expenses - Other						
Liability Check	07/28/2023			QuickBooks Payroll Service	Fee for 1 direct deposit(s) at \$1.75 each	1.75
Liability Check	07/28/2023			QuickBooks Payroll Service	Sales Tax for TX	0.12
Liability Check	08/30/2023			QuickBooks Payroll Service	Fee for 1 direct deposit(s) at \$1.75 each	1.75
Liability Check	08/30/2023			QuickBooks Payroll Service	Sales Tax for TX	0.12
Liability Check	09/28/2023			QuickBooks Payroll Service	Fee for 1 direct deposit(s) at \$1.75 each	1.75
Liability Check	09/28/2023			QuickBooks Payroll Service	Sales Tax for TX	0.12
Total Payroll Expenses - Other						5.61
Total Payroll Expenses						53,292.36
Program and Project Consultants						
Engineering Consultants						
Bill	07/01/2023	ARIV1002...		Quiddity Engineering, LLC	Work Order 1 - Through June 30, 2023	23,076.25
General Journal	07/01/2023	CPA 23-1R	*	Quiddity Engineering, LLC	Expense Estimate 06.01.23 - 06.30.23 WO Auth. No. 1	-700.00
Total Engineering Consultants						22,376.25
Legal Expense						
Bill	07/31/2023	23-0616		Sanford Kuhl Hagan Kugl...	Legal services through July 2023	2,371.50
Bill	07/31/2023	23-0617		Sanford Kuhl Hagan Kugl...	T-0544 Washington Round About	945.00
Bill	07/31/2023	23-0619		Sanford Kuhl Hagan Kugl...	Allen Pkwy/Marston	2,082.50
Bill	08/31/2023	23-0675		Sanford Kuhl Hagan Kugl...	Legal services through August 2023	1,556.25
Bill	08/31/2023	23-0676		Sanford Kuhl Hagan Kugl...	T-0544 Westcott Round About	705.00
Bill	09/30/2023	23-0886		Sanford Kuhl Hagan Kugl...	Legal services through September 2023	7,679.77
Bill	09/30/2023	23-0887		Sanford Kuhl Hagan Kugl...	T-0544 Westcott Round About	1,412.50
Bill	09/30/2023	23-0889		Sanford Kuhl Hagan Kugl...	Allen Pkwy/Marston	4,828.75
Total Legal Expense						21,581.27

Memorial Heights Redevelopment Authority Profit & Loss Detail

July through September 2023

Accrual Basis

Type	Date	Num	Adj	Name	Memo	Amount
Planning Consultants						
Bill	07/01/2023	1088		Medley Inc.	Monthly Digital Retainer - July	2,000.00
Bill	07/31/2023	7-2023-23		Goodman Corporation	Task 1- \$100,000.00	7,450.56
Bill	08/31/2023	1096		Medley Inc.	Monthly Digital Retainer - August	2,000.00
Bill	09/30/2023	9-2023-20		Goodman Corporation	Task 1- \$100,000.00	12,404.87
Total Planning Consultants						23,855.43
Total Program and Project Consultants						67,812.95
TIRZ Administration & Overhead						
Accounting						
Bill	07/31/2023	2460		The Morton Accounting Se...	July CPA Services	1,954.68
Bill	08/31/2023	2469		The Morton Accounting Se...	August CPA Services	1,954.68
Bill	09/29/2023	2471		The Morton Accounting Se...	September CPA Services	1,954.68
Total Accounting						5,864.04
Administration						
Bill	07/31/2023	23-0615		Sanford Kuhl Hagan Kugl...	Admin/Meeting through July 2023	80.00
Bill	08/31/2023	23-0674		Sanford Kuhl Hagan Kugl...	Admin/Meeting through Aug 2023	200.00
Bill	09/30/2023	23-0885		Sanford Kuhl Hagan Kugl...	Admin/Meeting through Sept 2023	3,395.00
Total Administration						3,675.00
Auditing						
Bill	09/01/2023	2023 Audit...		McCall Gibson Swedlund ...	2023 Audit Interim	9,000.00
Total Auditing						9,000.00
Office Expenses						
Bank Service Charges						
Check	07/31/2023				Service Charge	32.75
Total Bank Service Charges						32.75
Total Office Expenses						32.75
Tax Consultant						
Bill	07/01/2023	60351		Equi Tax Inc.	July 1 - December 31 2023 Tax Consulting	3,518.40
Total Tax Consultant						3,518.40
Total TIRZ Administration & Overhead						22,090.19
Total Expense						2,584,595.80
Net Ordinary Income						-689,253.19
Net Income						-689,253.19

Memorial Heights Redevelopment Authority – TIRZ 5

Investment Report

October 2023

TEXPOOL

Date	Balance	Interest	Deposits/Withdrawals	Date Deposit/Withdrawal	Average Daily Yield
July 31, 2023	\$24,079,505.89	\$59,300.04	*\$12,000,000.00	7/28/2023	5.1238%
August 31, 2023	\$21,677,093.05	\$97,587.16	***-2,500,000.00	8/02/2023	5.3047%
September 29, 2023	\$21,771,910.24	\$94,817.19			5.3218%

*** Funds moved to checking account for invoice payments.

*Increment Deposit

Regions Project Fund

Date	Balance	Income	Deposits/Withdrawals	Date Deposit/Withdrawal	Average Yield at Market
July 31, 2023	\$33,544,946.02	\$137,438.06			4.94%
August 31, 2023	\$33,688,744.18	\$143,798.16			5.15%
September 30, 2023	\$33,837,891.36	\$149,147.18			5.31%

Regions Debt Service Fund

Date	Balance	Income	Deposits/Withdrawals	Date Deposit/Withdrawal	Average Yield at Market
July 31, 2023	\$2,139,872.13	\$75.37	**\$2,121,550.37	6/30/2023	4.94%
August 31, 2023	\$2,147,591.77	\$7,719.94			5.15%
September 30, 2023	\$645,362.30	\$9,508.04	*\$1,511,737.51	09/01/2023	5.31%

*September 2023 Debt Payment

** Deposit to replenish Debt Service fund for FY 2024

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

Sherry F. Weesner, Investment Officer

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2024 BUDGET PROFILE

Fund Summary
 Fund Name: **Memorial Heights Redevelopment Authority**
 TIRZ: **05**
 Fund Number: **7553/50**

P R O F I L E	Base Year:		1996
	Base Year Taxable Value:	\$	67,807,537
	Projected Taxable Value (TY2023):	\$	4,303,543,686
	Current Taxable Value (TY2022):	\$	3,428,505,794
	Acres:		1,455.73
	Administrator (Contact):		City of Houston
	Contact Number:		832-393-0985

N A R R A T I V E	Zone Purpose:
	Tax Increment Reinvestment Zone Number Five, City of Houston, Texas was created to provide plans and programs necessary to create and support an environment attractive to private investments in the greater Memorial Heights and lower White Oak Bayou recreational corridor. The intent of the plans and programs is to support the long-term stability and viability of the area.

P R O J E C T P L A N		Total Plan	Cumulative Expenses (to 6/30/22)	Variance
	Capital Projects:			
Public Utility Improvements	\$	138,144,635	\$ 2,893,549	\$ 135,251,086
Roadway and Sidewalk Improvements		131,738,100	19,371,684	112,366,416
Parks and Park Improvements		88,499,375	10,727,733	77,771,642
Property Assemblage/Mitigation		52,100,000	882,382	51,217,618
		-	-	-
		-	-	-
		-	-	-
		-	-	-
Total Capital Projects	\$	410,482,110	\$ 33,875,348	\$ 376,606,762
Affordable Housing		33,332,210	7,262,210	26,070,000
School & Education/Cultural Facilities		23,123,754	12,705,295	10,418,459
Financing Costs		29,879,513	6,635,904	23,243,609
Administration Costs/ Professional Services		11,513,853	7,809,060	3,704,793
Creation Costs		175,300	175,300	-
Total Project Plan	\$	508,506,740	\$ 68,463,117	\$ 440,043,623

D E B T	Additional Financial Data	FY2023 Budget	FY2023 Estimate	FY2024 Budget
		<u>Debt Service</u>	\$ -	\$ 2,119,350
	Principal	\$ -	\$ 835,000	\$ 880,000
	Interest	\$ -	\$ 1,284,350	\$ 1,241,475
		Balance as of 6/30/22	Projected Balance as of 6/30/23	Projected Balance as of 6/30/24
	<u>Year End Outstanding (Principal)</u>			
	Bond Debt	\$ 39,025,000	\$ 38,190,000	\$ 37,310,000
	Bank Loan	\$ -	\$ -	\$ -
	Line of Credit	\$ -	\$ -	\$ -
	Developer Agreement	\$ -	\$ -	\$ -
	Other	\$ -	\$ -	\$ -

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2023 BUDGET DETAIL

Fund Summary
 Fund Name: Memorial Heights Redevelopment Authority
 TIRZ: 05
 Fund Number: 7553/50

TIRZ Budget Line Items	FY2023 Budget	FY2023 Estimate	FY2024 Budget
RESOURCES			
RESTRICTED Funds - Capital Projects	\$ 60,190,956	\$ 57,992,224	49,652,862
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Bond Debt Service	\$ 2,100,000	\$ 2,100,000	\$ 2,100,000
Beginning Balance	\$ 62,290,956	\$ 60,092,224	\$ 51,752,862
City tax revenue	\$ 10,642,697	\$ 12,527,985	\$ 16,819,080
County tax revenue	\$ -	\$ -	\$ -
ISD tax revenue	\$ -	\$ -	\$ -
ISD tax revenue - Pass Through	\$ -	\$ -	\$ -
Community College tax revenue	\$ -	\$ -	\$ -
Incremental property tax revenue	\$ 10,642,697	\$ 12,527,985	16,819,080
Adjustment - Prior Years Increment	\$ -	\$ -	\$ -
Miscellaneous revenue	\$ -	\$ -	\$ -
COH TIRZ interest	\$ 4,210		\$ 4,210
Interest Income	\$ 25,000	\$ 1,000,000	\$ 25,000
Other Interest Income	\$ 29,210	\$ 1,000,000	\$ 29,210
City of Houston	\$ -	\$ -	\$ -
Grant Proceeds	\$ -	\$ 3,900,000	\$ 10,558,692
Proceeds from Bank Loan	\$ -	\$ -	\$ -
Contract Revenue Bond Proceeds	\$ -	\$ -	\$ -
TOTAL AVAILABLE RESOURCES	\$ 72,962,863	\$ 77,520,209	\$ 79,159,844

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2023 BUDGET DETAIL

Fund Summary
 Fund Name: Memorial Heights Redevelopment Authority
 TIRZ: 05
 Fund Number: 7553/50

TIRZ Budget Line Items	FY2023 Budget	FY2023 Estimate	FY2024 Budget
EXPENDITURES			
Accounting	\$ 30,000	\$ 22,000	\$ 30,000
Administration Salaries & Benefits	\$ 300,000	\$ 215,346	\$ 300,000
Auditor	\$ 20,000	\$ 14,000	\$ 20,000
Bond Services/Trustee/Financial Advisor	\$ 25,000	\$ 10,000	\$ 25,000
Insurance	\$ 5,000	\$ 1,600	\$ 5,000
Office Administration	\$ 20,000	\$ 13,000	\$ 20,000
TIRZ Administration and Overhead	\$ 400,000	\$ 275,946	\$ 400,000
Engineering Consultants	\$ 75,000	\$ 40,000	\$ 75,000
Legal	\$ 100,000	\$ 40,000	\$ 100,000
Construction Audit	\$ -	\$ -	\$ -
Planning Consultants	\$ 75,000	\$ 70,000	\$ 75,000
Program and Project Consultants	\$ 250,000	\$ 150,000	\$ 250,000
Management consulting services	\$ 650,000	\$ 425,946	\$ 650,000
Capital Expenditures (See CIP Schedule)	\$ 29,930,000	\$ 21,615,000	\$ 33,634,000
TIRZ Capital Expenditures	\$ 29,930,000	\$ 21,615,000	\$ 33,634,000
Houston Bike Share	\$ -	\$ -	\$ -
Regents Square GID	\$ 860,000	\$ 420,000	\$ 1,385,000
Hanover	\$ 750,000	\$ 400,000	\$ 750,000
Developer / Project Reimbursements	\$ 1,610,000	\$ 820,000	\$ 2,135,000
Bond Debt Service (Series 2021)			
Principal	\$ 835,000	\$ 835,000	\$ 880,000
Interest	\$ 1,284,350	\$ 1,284,350	\$ 1,241,475
System debt service	\$ 2,119,350	\$ 2,119,350	\$ 2,121,475
TOTAL PROJECT COSTS	\$ 34,309,350	\$ 24,980,296	\$ 38,540,475
Payment/transfer to ISD - educational facilities	\$ -	\$ -	\$ -
Administration Fees:			
City	\$ 532,135	\$ 626,399	\$ 840,954
County	\$ -	\$ -	\$ -
ISD	\$ -	\$ -	\$ -
HCC	\$ -	\$ -	\$ -
Affordable Housing:			
City	\$ -	\$ -	\$ -
County	\$ -	\$ -	\$ -
ISD to City of Houston	\$ -	\$ -	\$ -
Municipal Services Charge	\$ 160,652	\$ 160,652	\$ 160,652
	\$ -	\$ -	\$ -
Total Transfers	\$ 692,787	\$ 787,051	\$ 1,001,606
Total Budget	\$ 35,002,137	\$ 25,767,347	\$ 39,542,081
RESTRICTED Funds - Capital Projects	\$ 35,860,726	49,652,862	37,517,763
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Bond Debt Service	\$ 2,100,000	\$ 2,100,000	\$ 2,100,000
Ending Fund Balance	\$ 37,960,726	51,752,862	39,617,763
Total Budget & Ending Fund Balance	\$ 72,962,863	77,520,209	79,159,844

Notes:

2024 - 2028 CAPITAL IMPROVEMENT PLAN
TIRZ No. 5 - Memorial Heights Redevelopment Authority
CIP by Project

CITY OF HOUSTON - TIRZ PROGRAM
Economic Development Division

Council District	CIP No.	Project	Fiscal Year Planned Appropriations								FY24 - FY29 Total	Cumulative Total (To Date)
			Through 2022	Projected 2023	2024	2025	2026	2027	2028			
C	T-0510	Pedestrian Improvements Shepherd@Memorial	\$ -	-	95,000	1,049,135	-	-	-	-	1,144,135	1,144,135
C	T-0521	Little Thicket Park Improvements	\$ -	10,000	1,000,000	-	-	-	-	-	1,000,000	1,010,000
C	T-0522A	18th Street and surrounding area Pedestrian Improvements between Durham and 20th Street, 19th Street19th Street Reconstruction between Durham and 20th Street, 20th Street Construction between Durham and TC Jester (with potential extension east of Shepherd)	\$ -	-	225,000	-	-	-	-	-	225,000	225,000
C	T-0523A	Shepherd Durham and Selected Cross Street Reconstruction Project	\$ -	20,500,000	28,125,000	27,200,000	700,000	6,700,000	-	-	62,725,000	83,225,000
C, H, I	T-0525	North Canal Project	\$ -	-	-	-	12,000,000	12,000,000	-	-	24,000,000	24,000,000
H	T-0526	Stude Park Improvement	\$ -	-	-	1,000,000	-	-	-	-	1,000,000	1,000,000
C	T-0529	Yale and Center Intersection	\$ -	30,000	300,000	-	-	-	-	-	300,000	330,000
C, H	T-0531	Construction Phase - MKT-Heights, Memorial Park to White Oak Trail Segment, W. Dallas restriping	\$ -	1,000,000	500,000	-	-	-	-	-	500,000	1,500,000
C, H	T-0532	Zone Wide Safety and Mobility Projects	\$ -	-	150,000	950,000	-	-	-	-	1,100,000	1,100,000
C, H	T-0533	Zone Wide Localized Stormwater Management Projects	\$ -	-	150,000	950,000	-	-	-	-	1,100,000	1,100,000
C	T-0534	Safety Improvements 19th and Beall Area	\$ -	75,000	1,560,000	-	-	-	-	-	1,560,000	1,635,000
H	T-0535	Safety and Mobility Improvements Waugh, South Heights, Yale and Waughford between the bridge over Memorial and Washington	\$ -	-	979,000	-	-	-	-	-	979,000	979,000
C	T-0537	Infrastructure improvements in the Shepherd - White Oak Bayou - 8th Street and Yale Area	\$ -	-	175,000	-	-	-	3,500,000	-	3,675,000	3,675,000
C, H	T-0538	Transportation Alternative Area Wide Study	\$ -	-	-	575,000	-	-	-	-	575,000	575,000
C	T-0539	Full Reconstruction of Remaining Cross Streets from Durham to Shepherd between I-10 and 610 (Phase 3) - including street drainage improvements	\$ -	-	125,000	-	-	-	-	-	125,000	125,000
C	T-0540	11th Street Side Path Durham to Ella	\$ -	-	-	146,494	1,728,247	-	-	-	1,874,741	1,874,741
H	T-0541	White Oak @ Greenleaf	\$ -	\$ -	\$ -	\$ 274,000	\$ -	\$ -	\$ -	\$ -	274,000	\$ 274,000
C	T-0543	Congressional District 7 Sidewalk Improvement Project	\$ -	\$ -	\$ -	\$ 85,000	\$ 937,500	\$ -	\$ -	\$ -	1,022,500	\$ 1,022,500
C	T-0544	Westcott Roundabout Greenspace	\$ -	\$ -	\$ 250,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 250,000
C, H	T-0599	Safe Sidewalk Program	\$ -	-	-	-	-	-	-	-	-	-
Totals			\$ -	\$ 21,615,000	\$ 33,634,000	\$ 32,229,629	\$ 15,365,747	\$ 18,700,000	3,500,000	103,429,376	\$ 125,044,376	

* NOTE:
** NOTE:
*** NOTE:

2024 - 2028 CAPITAL IMPROVEMENT PLAN
TIRZ No. 5 - Memorial Heights Redevelopment Authority
CIP by Sources of Funds

CITY OF HOUSTON - TIRZ PROGRAM
Economic Development Division

Source of Funds	Fiscal Year Planned Appropriations								FY24 - FY29 Total	Cumulative Total (To Date)
	Through 2022	Projected 2023	2024	2025	2026	2027	2028			
TIRZ Funds	-	12,815,000	22,550,308	24,120,660	13,315,747	18,700,000	3,500,000	82,186,715	95,001,715	
City of Houston	-	-	525,000	500,000	-	-	-	1,025,000	1,025,000	
Grants	-	8,800,000	10,558,692	7,608,969	2,050,000	-	-	20,217,661	29,017,661	
Other	-	-	-	-	-	-	-	-	-	
Project Total	-	21,615,000	33,634,000	32,229,629	15,365,747	18,700,000	3,500,000	103,429,376	125,044,376	

Project: Pedestrian Improvements Shepherd@Memorial		City Council District		Key Map:				WBS.:		T-0510											
		Location: C		Geo. Ref.:																	
		Served: C		Neighborhood:																	
Description: Sidewalk improvement and street crossing Improvements at Shepherd Dr. and Memorial Dr.		Operating and Maintenance Costs: (\$ Thousands)																			
				2024		2025		2026		2027		2028		Total							
		Personnel		-		-		-		-		-		\$ -							
		Supplies		-		-		-		-		-		\$ -							
Justification: This location is very challenging for pedestrians and bicyclists to access Buffalo Bayou Park. The area is also in close proximity to schools and senior facilities. These improvements will make the crossing safer for all users.		Svcs. & Chgs.		-		-		-		-		-		\$ -							
		Capital Outlay		-		-		-		-		-		\$ -							
		Total		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -							
		FTEs																			
Fiscal Year Planned Expenses																					
Project Allocation		Projected Expenses thru 6/30/15		2023 Budget		2023 Estimate		2024		2025		2026		2027		2028		FY24 - FY28 Total		Cumulative Total (To Date)	
Phase																					
1 Planning		-		-		-		10,000		-		-		-		-		\$ 10,000		\$ 10,000	
2 Acquisition		-		-		-		-		-		-		-		-		\$ -		\$ -	
3 Design		-		-		-		85,000		-		-		-		-		\$ 85,000		\$ 85,000	
4 Construction		-		-		-		-		1,007,000		-		-		-		\$ 1,007,000		\$ 1,007,000	
5 Equipment		-		-		-		-		-		-		-		-		\$ -		\$ -	
6 Close-Out		-		-		-		-		-		-		-		-		\$ -		\$ -	
7 Other - Compliance		-		-		-		-		42,135		-		-		-		\$ 42,135		\$ 42,135	
		-		-		-		-		-		-		-		-		\$ -		\$ -	
		-		-		-		-		-		-		-		-		\$ -		\$ -	
		-		-		-		-		-		-		-		-		\$ -		\$ -	
		-		-		-		-		-		-		-		-		\$ -		\$ -	
Other Sub-Total:		-		-		-		-		42,135		-		-		-		\$ 42,135		\$ 42,135	
Total Allocations		\$ -		\$ -		\$ -		\$ 95,000		\$ 1,049,135		\$ -		\$ -		\$ -		\$ 1,144,135		\$ 1,144,135	
Source of Funds																					
TIRZ Funds		-		-		-		95,000		628,135		-		-		-		\$ 723,135		\$ 723,135	
City of Houston		-		-		-		-		-		-		-		-		\$ -		\$ -	
Grants		-		-		-		-		421,000		-		-		-		\$ 421,000		\$ 421,000	
Other		-		-		-		-		-		-		-		-		\$ -		\$ -	
Total Funds		\$ -		\$ -		\$ -		\$ 95,000		\$ 1,049,135		\$ -		\$ -		\$ -		\$ 1,144,135		\$ 1,144,135	

*NOTE:

Project: 11th Street Side Path Durham to Ella		City Council District		Key Map:				WBS.:		T-0540					
		Location: C		Geo. Ref.:											
		Served: C		Neighborhood:											
Description: Construct a 10-12 foot sidepath from Durham to Ella to provide pedestrian and bicycle access to White Oak Bayou and Cherry Lorraine.		Operating and Maintenance Costs: (\$ Thousands)													
				2024		2025		2026		2027		2028		Total	
		Personnel		-		-		-		-		-		\$ -	
		Supplies		-		-		-		-		-		\$ -	
Justification: White Oak Bayou is a popular destination and 11th Street is on the Houston Bike Plan. Bike Facilities and improved pedestrian facilities are part of the Shepherd Durham Project. This project will provide residents to access to White Oak Bayou and the commercial areas on Shepherd, Durham and Ella.		Svc. & Chgs.		-		-		-		-		-		\$ -	
		Capital Outlay		-		-		-		-		-		\$ -	
		Total		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -	
		FTEs													

Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/22	2023 Budget	2023 Estimate	2024	2025	2026	2027	2028	FY24 - FY28 Total	Cumulative Total (To Date)
Phase											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	146,494	-	-	-	\$ 146,494	\$ 146,494
4	Construction	-	-	-	-	-	1,655,000	-	-	\$ 1,655,000	\$ 1,655,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other - Compliance	-	-	-	-	-	73,247	-	-	\$ 73,247	\$ 73,247
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:		-	-	-	-	-	73,247	-	-	\$ 73,247	\$ 73,247
Total Allocations		\$ -	\$ -	\$ -	\$ -	\$ 146,494	\$ 1,728,247	\$ -	\$ -	\$ 1,874,741	\$ 1,874,741
Source of Funds											
TIRZ Funds		-	-	-	-	146,494	528,247	-	-	\$ 674,741	\$ 674,741
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	1,200,000	-	-	\$ 1,200,000	\$ 1,200,000
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds		\$ -	\$ -	\$ -	\$ -	\$ 146,494	\$ 1,728,247	\$ -	\$ -	\$ 1,874,741	\$ 1,874,741

Project: White Oak @ Greenleaf		City Council District		Key Map:				WBS.:		T-0541					
		Location: H		Geo. Ref.:											
		Served: H		Neighborhood:											
Description: Improved Pedestrian and Bicycle Crossing.		Operating and Maintenance Costs: (\$ Thousands)													
				2024		2025		2026		2027		2028		Total	
		Personnel		-		-		-		-		-		\$ -	
		Supplies		-		-		-		-		-		\$ -	
Justification: There have been several crashes at this location. The improvements planned are designed to increase safety for Pedestrians and Bicycles.		Svc. & Chgs.		-		-		-		-		-		\$ -	
		Capital Outlay		-		-		-		-		-		\$ -	
		Total		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -	
		FTEs													

Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/2022	2023 Budget	2023 Estimate	2024	2025	2026	2027	2028	FY23- FY28 Total	Cumulative Total (To Date)
Phase											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	23,000	-	-	-	-	\$ 23,000	\$ 23,000
4	Construction	-	-	-	239,000	-	-	-	-	\$ 239,000	\$ 239,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other - Compliance	-	-	-	12,000	-	-	-	-	\$ 12,000	\$ 12,000
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
	Other Sub-Total:	-	-	-	-	12,000	-	-	-	\$ 12,000	\$ 12,000
	Total Allocations	\$ -	\$ -	\$ -	\$ -	\$ 274,000	\$ -	\$ -	\$ -	\$ 274,000	\$ 274,000
Source of Funds											
TIRZ Funds		-	-	-	-	46,031	-	-	-	\$ 46,031	\$ 46,031
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	227,969	-	-	-	\$ 227,969	\$ 227,969
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds		\$ -	\$ -	\$ -	\$ -	\$ 274,000	\$ -	\$ -	\$ -	\$ 274,000	\$ 274,000

Project:	Congressional District 7 Sidewalk Improvement Project	City Council District	Key Map:		WBS.:	T-0543		
		Location:	C	Geo. Ref.:				
		Served:	C	Neighborhood:				
Description:	This project will add and improve sidewalks and shared use paths in Congressional District 7 for increased multimodal connectivity and access to transit stops, schools, commercial centers, and major activity centers in the rapidly growing and densifying Heights neighborhood of Houston	Operating and Maintenance Costs: (\$ Thousands)						
			2024	2025	2026	2027	2028	Total
Justification:	Memorial Heights Redevelopment Authority conducted a sidewalk evaluation and found that almost 25% of sidewalks in and adjacent to the district boundaries were in poor or non-existent condition, and over 40% of sidewalks were less than 5 feet in width. The project will help improve sections that are missing, in poor condition, or are undersized, providing safer paths and encouraging multimodal activity.	Personnel	-	-	-	-	-	\$ -
		Supplies	-	-	-	-	-	\$ -
		Svcs. & Chgs.	-	-	-	-	-	\$ -
		Capital Outlay	-	-	-	-	-	\$ -
		Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		FTEs						-

Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/2022	2023 Budget	2023 Estimate	2024	2025	2026	2027	2028	FY23 - FY28 Total	Cumulative Total (To Date)
Phase											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	85,000	-	-	-	-	\$ 85,000	\$ 85,000
4	Construction	-	-	-	-	895,000	-	-	-	\$ 895,000	\$ 895,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other - Compliance	-	-	-	-	42,500	-	-	-	\$ 42,500	\$ 42,500
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:		-	-	-	-	-	42,500	-	-	\$ 42,500	\$ 42,500
Total Allocations		\$ -	\$ -	\$ -	\$ -	\$ 85,000	\$ 937,500	\$ -	\$ -	\$ 1,022,500	\$ 1,022,500
Source of Funds											
TIRZ Funds		-	-	-	-	85,000	87,500	-	-	\$ 172,500	\$ 172,500
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	850,000	-	-	\$ 850,000	\$ 850,000
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds		\$ -	\$ -	\$ -	\$ -	\$ 85,000	\$ 937,500	\$ -	\$ -	\$ 1,022,500	\$ 1,022,500

TAX YEAR		2022	2023	2024	2025	2026	2027
TIRZ 5		FY2023 Estimate	FY2024 Budget	FY2025	FY2026	FY2027	FY2028
City		\$ 12,527,985	\$16,819,080	\$17,491,843	\$18,191,517	\$18,919,178	\$19,675,945
County		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
ISD		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
ISD - Pass Through		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
INCREMENT REVENUES (1)		\$ 12,527,985	\$16,819,080	\$17,491,843	\$18,191,517	\$18,919,178	\$19,675,945
CITY OF HOUSTON		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
GRANT PROCEEDS (5)		\$ -	\$10,558,692	\$ 7,608,969	\$ 2,050,000	\$ -	\$ -
MISCELLANEOUS REVENUE		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
INTEREST INCOME		\$ 1,000,000	\$ 29,210	\$ 138,964	\$ 81,402	\$ 100,872	\$ 65,333
PROCEEDS FROM BANK LOAN		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL RESOURCES		\$ 13,527,985	\$27,406,982	\$25,239,776	\$20,322,919	\$19,020,050	\$19,741,277
Municipal Services		\$ 160,652	\$ 160,652	\$ 160,652	\$ 160,652	\$ 160,652	\$ 160,652
Administrative Fees		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
City		\$ 626,399	\$ 840,954	\$ 874,592	\$ 909,576	\$ 945,959	\$ 983,797
County		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
ISD		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other Items (1 time recoupment of split parcel overpayments COH)		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TRANSFERS		\$ 787,051	\$ 1,001,606	\$ 1,035,244	\$ 1,070,228	\$ 1,106,611	\$ 1,144,449
Management Consulting Services		\$ 425,946	\$ 650,000	\$ 650,000	\$ 650,000	\$ 650,000	\$ 650,000
Bond Series 21 - Principal		\$ 835,000	\$ 880,000	\$ 925,000	\$ 970,000	\$ 1,020,000	\$ 1,075,000
Interest		\$ 1,284,350	\$ 1,241,475	\$ 1,196,350	\$ 1,148,975	\$ 1,099,225	\$ 1,046,850
Bond Series 26 - Principal (estimate)		\$ -	\$ -	\$ -	\$ -	\$ 1,020,000	\$ 1,075,000
Interest		\$ -	\$ -	\$ -	\$ -	\$ 1,099,225	\$ 1,046,850
Bond Series ## - Principal		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Interest		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Bond Series ## - Principal		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Interest		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Bond Series ## - Principal		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Interest		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Cost of Issuance		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
BOND DEBT SERVICE		\$ 2,119,350	\$ 2,121,475	\$ 2,121,350	\$ 2,118,975	\$ 4,238,450	\$ 4,243,700
TOTAL BOND DEBT SERVICE		\$ 2,119,350	\$ 2,121,475	\$ 2,121,350	\$ 2,118,975	\$ 4,238,450	\$ 4,243,700
Loan Debt Service - Principal		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Interest		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other Debt		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
DEBT SERVICE		\$ 2,119,350	\$ 2,121,475	\$ 2,121,350	\$ 2,118,975	\$ 4,238,450	\$ 4,243,700
TOTAL EXPENSES		\$ 2,645,296	\$ 2,771,475	\$ 2,771,350	\$ 2,768,975	\$ 4,888,450	\$ 4,893,700
CASH FLOW FROM OPERATIONS		\$ 10,195,638	\$23,633,901	\$21,433,182	\$16,483,716	\$13,024,989	\$13,703,128
BEGINNING FUND BALANCE (7)		\$ 58,791,595	\$46,552,233	\$34,417,134	\$21,030,687	\$25,558,656	\$17,293,645
DEBT ISSUANCE				\$ -	\$ 6,000,000	\$ -	\$ -
FUNDS AVAILABLE FOR PROJECTS		\$ 68,987,233	\$70,186,134	\$55,850,316	\$43,514,403	\$38,583,645	\$30,996,773
Projects							
Regents Square GID		\$ 420,000	\$ 1,385,000	\$ 1,590,000	\$ 1,590,000	\$ 1,590,000	\$ 1,590,000
Harbor Bike Share		\$ 400,000	\$ 750,000	\$ 1,000,000	\$ 1,000,000	\$ 1,000,000	\$ 1,000,000
DEVELOPER AGREEMENTS		\$ 820,000	\$ 2,135,000	\$ 2,590,000	\$ 2,590,000	\$ 2,590,000	\$ 2,590,000
T-0510 Pedestrian Improvements Shepherd@Memorial		\$ -	\$ 95,000	\$ 1,049,135	\$ -	\$ -	\$ -
T-0521 Little Thicket Park Improvements		\$ 10,000	\$ 1,000,000	\$ -	\$ -	\$ -	\$ -
T-0522A 18th Street and surrounding area Pedestrian Improvements between Durham and 20th Street, 19th Street@19th Street Reconstruction between Durham and 20th Street, 20th Street Construction between Durham and TC Jester (with potential extension east of Shepherd)		\$ -	\$ 225,000	\$ -	\$ -	\$ -	\$ -
T-0523A Shepherd Durham and Selected Cross Street Reconstruction Project		\$ 20,500,000	\$28,125,000	\$27,200,000	\$ 700,000	\$ 6,700,000	\$ -
T-0525 North Canal Project		\$ -	\$ -	\$ -	\$12,000,000	\$12,000,000	\$ -
T-0528 Slade Park Improvement		\$ -	\$ -	\$ 1,000,000	\$ -	\$ -	\$ -
T-0529 Yale and Center Intersection		\$ 30,000	\$ 300,000	\$ -	\$ -	\$ -	\$ -
T-0531 Construction Phase - MKT_Heights, Memorial Park to White Oak Trail See		\$ 1,000,000	\$ 500,000	\$ -	\$ -	\$ -	\$ -
T-0532 Zone Wide Safety and Mobility Projects		\$ -	\$ 150,000	\$ 950,000	\$ -	\$ -	\$ -
T-0533 Zone Wide Localized Stormwater Management Projects		\$ -	\$ 150,000	\$ 950,000	\$ -	\$ -	\$ -
T-0534 Safety Improvements 19th and Beall Area		\$ 75,000	\$ 1,560,000	\$ -	\$ -	\$ -	\$ -
T-0535 Safety and Mobility Improvements Waugh, South Heights, Yale and Waugh		\$ -	\$ 979,000	\$ -	\$ -	\$ -	\$ -
T-0536 Waugh - Dallas to Allen Parkway Mill and Overlay and Bike Facilities (Part		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
T-0537 Infrastructure improvements in the Shepherd - White Oak Bayou - 8th Str		\$ -	\$ 175,000	\$ -	\$ -	\$ -	\$ 3,500,000
T-0538 Transportation Alternative Area Wide Study		\$ -	\$ -	\$ 575,000	\$ -	\$ -	\$ -
T-0539 Full Reconstruction of Remaining Cross Streets from Durham to Shepher		\$ -	\$ 125,000	\$ -	\$ -	\$ -	\$ -
T-0540 11th Street Side Path Durham to Ella		\$ -	\$ -	\$ 146,494	\$ 1,728,247	\$ -	\$ -
T-0541 White Oak @ Greenleaf		\$ -	\$ -	\$ 274,000	\$ -	\$ -	\$ -
T-0543 Congressional District 7 Sidewalk Improvement Project		\$ -	\$ -	\$ 85,000	\$ 937,500	\$ -	\$ -
T-0544 Westcott Roundabout Greenspace		\$ -	\$ 250,000	\$ -	\$ -	\$ -	\$ -
T-0599 Safe Sidewalk Program		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
CAPITAL PROJECTS		\$ 21,615,000	\$33,634,000	\$32,229,629	\$15,365,747	\$18,700,000	\$ 3,500,000
TOTAL PROJECTS		\$ 22,435,000	\$35,769,000	\$34,819,629	\$17,955,747	\$21,290,000	\$ 6,090,000
RESTRICTED Funds - Capital Projects		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
RESTRICTED Funds - Affordable Housing		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
RESTRICTED Funds - Bond Debt Service		\$ 2,100,000	\$ 2,100,000	\$ 2,100,000	\$ 2,100,000	\$ 2,100,000	\$ 2,100,000
Unrestricted Funds/Net Current Activity		\$ 44,452,233	\$32,317,134	\$18,930,687	\$23,458,656	\$15,193,645	\$22,806,773
Ending Fund Balance		\$ 46,552,233	\$34,417,134	\$21,030,687	\$25,558,656	\$17,293,645	\$24,906,773

Notes:
Ending Audit Fund Balance

TIRZ 5 - Memorial Heights Redevelopment Authority
 Developer Payment Schedule - GID

Maximum Developer Reimbursement

20,743,589

Tax Rate 2022 0.00533640

Tax Rate 2023 0.00519190

TY	Base Value (1)	Total Taxable Value (2)	Captured Appraised Value	City Tax Increment	City Admin Fees	Dedicated to Affordable Housing	Municipal Service Fee (max = \$160,652)	Developer Reimbursement	Prior Year Over/Under Payment	Invoice Amount	Cumulative Developer Reimbursement
2019	74,963,845	0	-	-	-	-	-	-	-	-	-
2020	74,963,845	0	-	-	-	-	-	-	-	-	-
2021	74,963,845	0	-	-	-	-	-	-	-	-	-
2022	74,963,845	206,025,242	131,061,397	681,911	34,096	-	8,467	319,674.15	-	-	319,674.15
2023	74,963,845	269,266,252	194,302,407	983,579	49,179	-	8,467	462,966.24	-	-	782,640.39
2024	74,963,845	350,036,902	275,073,057	1,392,448	69,622	-	8,467	657,179.16	-	-	1,439,819.55
2025	74,963,845	364,038,378	289,074,533	1,463,325	73,166	-	8,467	690,845.69	-	-	2,130,665.24
2026	74,963,845	378,599,913	303,636,068	1,537,037	76,852	-	8,467	725,858.88	-	-	2,856,524.12
2027	74,963,845	393,743,909	318,780,064	1,613,697	80,685	-	8,467	762,272.60	-	-	3,618,796.72
2028	74,963,845	409,493,666	334,529,821	1,693,424	84,671	-	8,467	800,142.87	-	-	4,418,939.59
2029	74,963,845	425,873,412	350,909,567	1,776,340	88,817	-	8,467	839,527.95	-	-	5,258,467.54
2030	74,963,845	442,908,349	367,944,504	1,862,573	93,129	-	8,467	880,488.43	-	-	6,138,955.97
2031	74,963,845	460,624,683	385,660,838	1,952,255	97,613	-	8,467	923,087.33	-	-	7,062,043.30
2032	74,963,845	479,049,670	404,085,825	2,045,524	102,276	-	8,467	967,390.19	-	-	8,029,433.49
2033	74,963,845	498,211,657	423,247,812	2,142,524	107,126	-	8,467	1,013,465.16	-	-	9,042,898.65
2034	74,963,845	518,140,123	443,176,278	2,243,404	112,170	-	8,467	1,061,383.13	-	-	10,104,281.78
2035	74,963,845	538,865,728	463,901,883	2,348,319	117,416	-	8,467	1,111,217.82	-	-	11,215,499.60
2036	74,963,845	560,420,357	485,456,512	2,457,431	122,872	-	8,467	1,163,045.90	-	-	12,378,545.50
2037	74,963,845	582,837,172	507,873,327	2,570,907	128,545	-	8,467	1,216,947.10	-	-	13,595,492.60
2038	74,963,845	606,150,659	531,186,814	2,688,922	134,446	-	8,467	1,273,004.35	-	-	14,868,496.95
2039	74,963,845	630,396,685	555,432,840	2,811,658	140,583	-	8,467	1,331,303.89	-	-	16,199,800.84
2040	74,963,845	655,612,552	580,648,707	2,939,303	146,965	-	8,467	1,391,935.41	-	-	17,591,736.25
2041	74,963,845	681,837,054	606,873,209	3,072,054	153,603	-	8,467	1,454,992.19	-	-	19,046,728.44
2042	74,963,845	709,110,537	634,146,692	3,210,116	160,506	-	8,467	1,520,571.24	-	-	20,567,299.68
2043	74,963,845	737,474,958	662,511,113	3,353,699	167,685	-	8,467	176,289.32	-	-	20,743,589.00
2044	74,963,845	766,973,956	692,010,111	3,503,026	175,151	-	8,467	-	-	-	20,743,589.00
2045	74,963,845	797,652,915	722,689,070	3,658,326	182,916	-	8,467	-	-	-	20,743,589.00
2046	74,963,845	829,559,031	754,595,186	3,819,838	190,992	-	8,467	-	-	-	20,743,589.00
2047	74,963,845	862,741,392	787,777,547	3,987,811	199,391	-	8,467	-	-	-	20,743,589.00
2048	74,963,845	897,251,048	822,287,203	4,162,502	208,125	-	8,467	-	-	-	20,743,589.00
2049	74,963,845	933,141,090	858,177,245	4,344,181	217,209	-	8,467	-	-	-	20,743,589.00
2050	74,963,845	970,466,734	895,502,889	4,533,127	226,656	-	8,467	-	-	-	20,743,589.00

Notes

- 1 Estimate based upon agreement
- 2 Tax Year 2022 Taxable Values based on Harris County Appraisal District, Harris County Tax Office Records - 10/2023
 Payment made based on actual values provided by HCAD and HCTO; projection is for planning purposes only.
- 3 Tax Years 2023 thru 2029 projection based on 4% base growth rate.
- 4 Maximum Developer reimbursement is the lessor of expenditures or \$20,743,589 per agreement.

TIRZ 5 - Memorial Heights Redevelopment Authority
Developer Payment Schedule - GID

Municipal Service Allocation:		
Hanover Increment		681,911.14
TIRZ Increment	12,527,985.54	
MSF	155,560.00	
¼ of Hanover Increment to TIRZ Increment		5.44%
MSF attributable to Hanover	8,467.29	

TIRZ 5 - Memorial Heights Redevelopment Authority
 Developer Payment Schedule - GID

Maximum Developer Reimbursement

3,211,252

Tax Rate 2015	0.00601120
Tax Rate 2016	0.00586420
Tax Rate 2017	0.00584210
Tax Rate 2018	0.00588310
Tax Rate 2019	0.00567920
Tax Rate 2020	0.00561840
Tax Rate 2021	0.00550830
Tax Rate 2022	0.00533640

FY2

TY	Base Value (1)	Total Taxable Value (2)	Captured Appraised Value	City Tax Increment	City Admin Fees	Dedicated to Affordable Housing	Municipal Service Fee (max = \$160,652)	Developer Reimbursement	Prior Year Over/Under Payment	Invoice Amount	Cumulative Developer Reimbursement
2015	42,914,595	139,755,378	96,840,783	567,576	28,379	189,192.03	67,116	141,444.59		141,444.59	141,444.59
2016	42,914,595	149,788,371	106,873,776	626,729	31,336	208,909.73	18,692	183,895.60		183,895.60	325,340.20
2017	42,914,595	147,230,794	104,316,199	594,190	29,710	-	17,721	273,379.59		273,379.59	598,719.79
2018	42,914,595	142,275,000	99,360,405	569,934	28,497	-	16,308	262,564.60		262,564.60	861,284.39
2019	42,914,595	147,122,235	104,207,640	577,021	28,851	-	19,601	264,284.44		264,284.44	1,125,568.83
2020	42,914,595	164,644,669	121,730,074	666,830	33,342	-	13,236	310,126.17		310,126.17	1,435,695.00
2020	42,914,595	150,894,502	107,979,907	591,507	29,575	-	13,236	274,347.94	35,778.23	-	1,435,695.00
2021	42,914,595	224,864,207	181,949,612	977,177	48,859	-	15,782	456,268.18		420,489.95	1,856,184.95
2021	42,914,595	214,311,889	171,397,294	920,505	46,025	-	15,782	429,348.89	26,919.29		1,856,184.95
2022	42,914,595	295,887,919	252,973,324	1,358,617	67,931	-	16,870	636,907.93		609,988.64	2,466,173.59
2023	42,914,595	362,723,436	319,808,841	1,663,962	83,198	-	16,870	745,078.41			3,211,252.00
2024	42,914,595	447,232,373	404,317,778	2,103,661	105,183	-	16,870	-			3,211,252.00
2025	42,914,595	465,121,668	422,207,073	2,196,739	109,837	-	16,870	-			3,211,252.00
2026	42,914,595	483,726,535	440,811,940	2,293,540	114,677	-	16,870	-			3,211,252.00
2027	42,914,595	503,075,596	460,161,001	2,394,213	119,711	-	16,870	-			3,211,252.00
2028	42,914,595	523,198,620	480,284,025	2,498,913	124,946	-	16,870	-			3,211,252.00
2029	42,914,595	544,126,565	501,211,970	2,607,801	130,390	-	16,870	-			-
Total				5,806,079	290,304	398,102	185,326	-			

Notes

- 1 Estimate based upon tax records
- 2 Tax Year 2015 thru 2022 Taxable Values based on Harris County Appraisal District, Harris County Tax Office Records - 10/2023
Payment made based on actual values provided by HCAD and HCTO; projection is for planning purposes only.
- 3 Tax Years 2023 thru 2029 projection based on 4% base growth rate and build-out scenario provided by developer where applicable.
- 4 Maximum Developer reimbursement is the lessor of expenditures or \$13,406,590.

Municipal Service Allocation:

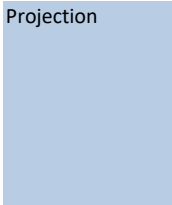
GID Increment	1,358,616.64
TIRZ Increment	12,527,985.54
MSF	155,560.00
% of GID Increment to TIRZ Increment	10.84%
MSF attributable to GID	16,869.94

FY21 Payment
1 Payment Update
Overpayment

Status

Paid
Paid
Paid
Paid
Paid
Paid
Adjustment
Paid
Adjustment

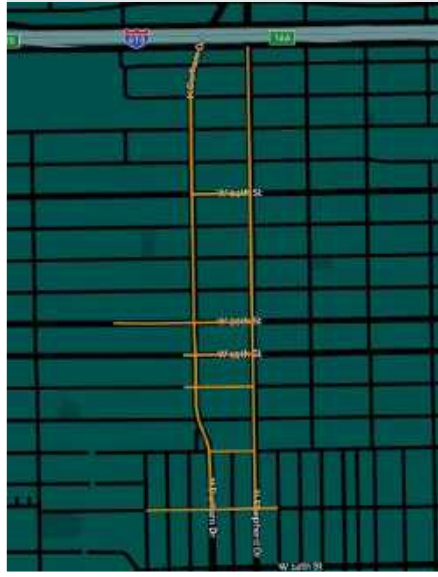
Projection





Shepherd-Durham Ph I Update

Memorial Heights Redevelopment Authority
October 2023



Enclosures

(a) Monthly progress map

Last Month's Accomplishments

What have we accomplished / been successful at over the last month?

- ✓ Continued construction activities on Shepherd between West 20th and West 24th (Traffic Control Phase 2)
- ✓ CenterPoint Gas continuing 6-inch line relocation on Shepherd north of West 24th up to I-610
- ✓ CenterPoint Electric continued overhead relocations on Shepherd north of West 21st
- ✓ Continued storm sewer up to West 25th on Durham
- ✓ Continued paving operations on Durham between West 20th and West 24th
- ✓ Began paver installation on Durham (Traffic Control Phase 1)

Upcoming Goals, Targets, and Critical Milestones

What are we targeting to achieve over the next month?

- ✓ Complete storm sewer on Shepherd (Traffic Control Phase 2)
- ✓ Begin paving middle section on Durham (Traffic Control Phase 2)
- ✓ Begin paving on Shepherd (Traffic Control Phase 2)
- ✓ Complete sidewalks on West 15th, West 16th, and West 18th
- ✓ CenterPoint Electric to complete overhead relocations to I-610
- ✓ CenterPoint Gas to complete 6-inch line relocation on Shepherd up to West 26th
- ✓ Communications utility companies to begin overhead relocations between West 21st and I-610

Unforeseens, Corrective Plans of Action, and Lessons Learned

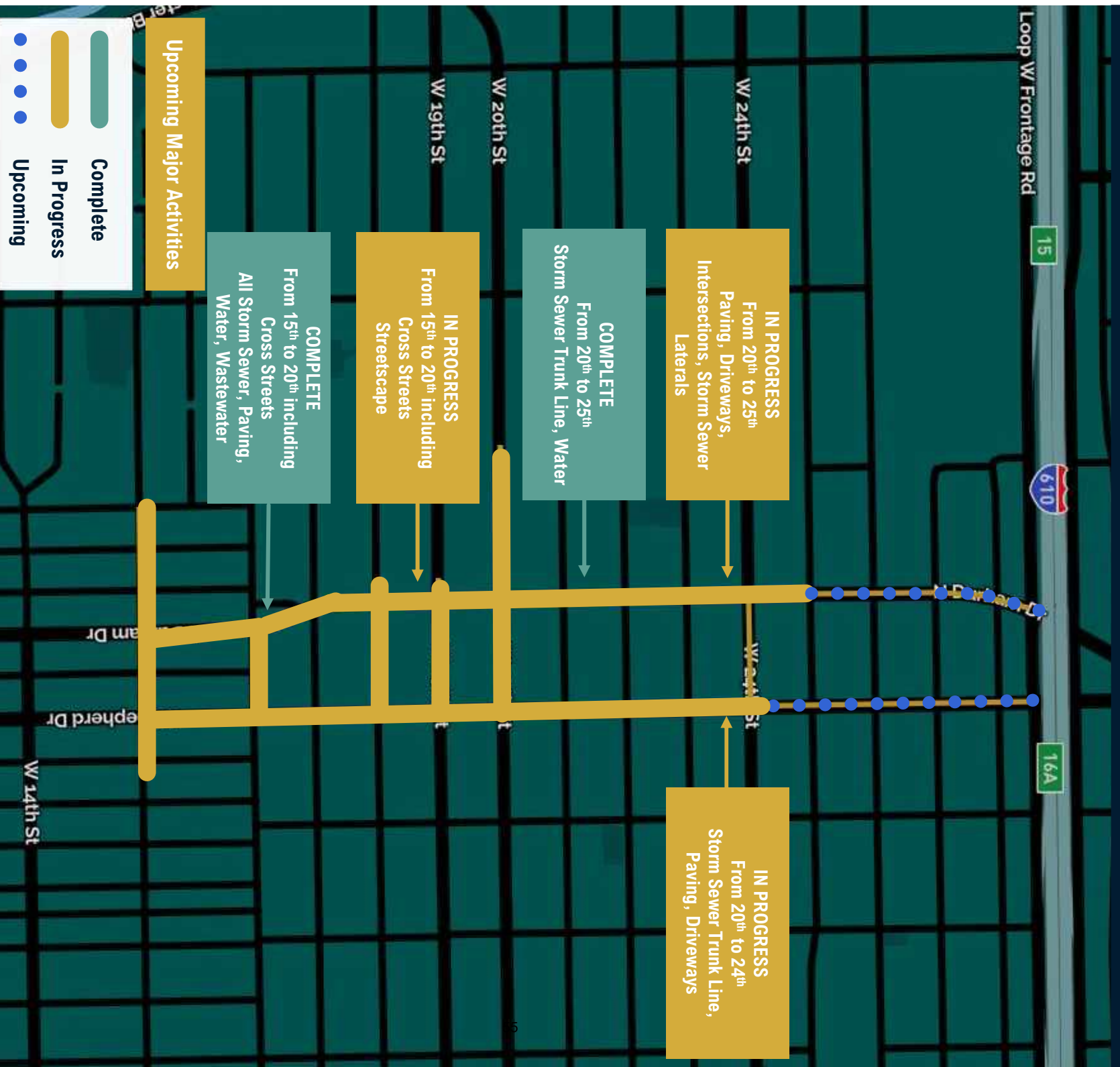
What challenges are we working to overcome?

- ✓ Reviewing and adjusting schedule to combine Traffic Control Phases with the intention of recovering lost days due to utility relocations

External Assistance Required

What assistance are we seeking from outside sources to accomplish our goals?

- ✓ Continue coordination with CenterPoint to spur relocations
- ✓ Coordination with TxDOT for Traffic Control at IH-610



NAME: Shepherd-Durham Paving and Drainage PHASE 1

REPORT DATE: October 2023

TOTAL CONSTRUCTION COST: \$50.3M

% COMP (BUDGET): 49.9%

% COMP (SCHEDULE): 42.7%

NOTICE TO PROCEED: April 18, 2022

ORIGINAL COMPLETION DATE: January 20, 2025

ESTIMATED COMPLETION DATE: November 11, 2025



Shepherd-Durham Ph II Update

Memorial Heights Redevelopment Authority
Houston Public Works
TxDOT
October 2023

Project Overview

1. Scope – design of improvements along Shepherd, Durham, West 14th, West 12th, and West 11th to improve mobility and safety within the project corridor
2. Schedule – letting Spring 2024
3. Construction Cost - \$63,500,000

Last Month's Accomplishments

What have we accomplished / been successful at over the last month?

- ✓ Received and addressed final comments from HPW, OCE, and TxDOT.
- ✓ Updated Project Manual and specifications.
- ✓ Updated cost estimates.

Upcoming Goals, Targets, and Critical Milestones

What are we targeting to achieve over the next month?

- ✓ Submitting 100% package to HPW and TxDOT Houston District for submittal to TxDOT Headquarters for review and approval before October 27, 2023.
- ✓ Work with HPW and private utilities for final approval and signatures.

Unforeseens, Corrective Plans of Action, and Lessons Learned

What challenges are we working to overcome?

- ✓ Working with HPW to support them with completion of the final paperwork that will accompany the 100% plans, specifications, and estimate to TxDOT Headquarters.

External Assistance Required

What assistance are we seeking from outside sources to accomplish our goals?

- ✓ Continued support from TxDOT Houston District and HPW to secure final review and approval by TxDOT Headquarters per the project schedule.

2022							2023							2024											
June	July	Aug.	Sept.	Oct.	Nov.	Dec.	Jan.	Feb.	March	April	May	June	July	Aug.	Sept.	Oct.	Nov.	Dec.	Jan.	Feb.	March	April	May	June	July
		60% City		60% TxDOT							90% All				95% All	100% TxDOT									

**INTERLOCAL AGREEMENT
FOR CONSTRUCTION OF
SHEPHERD DRIVE AND DURHAM DRIVE FROM WEST 15TH STREET TO
INTERSTATE 10 FRONTAGE ROAD AND SELECTED CROSS STREETS**

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

ARTICLE 1.
PARTIES

This Interlocal Agreement for Construction of Shepherd Drive and Durham Drive (West 15th Street to Interstate 10) and Selected Cross Streets (“Agreement”) is made effective on the Countersignature Date between the **City of Houston**, a home-rule city of the State of Texas (the “City”), and **Memorial-Heights Redevelopment Authority**, a not-for-profit, local government corporation organized and existing under the laws of the State of Texas (the “Authority”). For the purposes of this Agreement, the City and the Authority are referred to singularly as “Party” and collectively as “Parties.” This agreement is made pursuant to Chapter 791 of the Texas Government Code.

1.1 Addresses

The initial addresses of the Parties, which one Party may change by giving written notice of its changed address to the other Party are as follows:

City:

Director
Houston Public Works
City of Houston
611 Walker St
Houston, TX 77002

Authority:

President
Memorial-Heights Redevelopment Authority
c/o Sanford Kuhl Hagan Kugle Parker Kahn LLP
1980 Post Oak Blvd., Suite 1380
Houston, TX 77098

The Parties agree as follows:

1.2. Table of Contents

This Agreement consists of the following sections:

Page No.

ARTICLE 1 PARTIES 1

ARTICLE 2 RECITALS 4

ARTICLE 3 DEFINITIONS 4

ARTICLE 4 PROJECT 5

ARTICLE 5 PROJECT DESIGN, MANAGEMENT AND ADMINISTRATION..... 5

ARTICLE 6 DUTIES OF CITY 7

ARTICLE 7 DUTIES OF AUTHORITY..... 8

ARTICLE 8 TERM AND TERMINATION..... 8

ARTICLE 9 MISCELLANEOUS PROVISIONS..... 8

EXHIBITS

- A-Engineering and Construction Cost Estimate for Sanitary Sewer and Water Lines
- B-Estimated Project Costs

1.3. Parts Incorporated

The exhibits described above are incorporated into this Agreement.

1.4. Controlling Parts

If a conflict between the sections of this Agreement and the exhibits arises, the sections control over the exhibits.

1.5. Signatures. The Parties have executed this Agreement in multiple copies, each of which is an original. Each person signing this Agreement represents and warrants that he or she is duly authorized and has legal capacity to execute and deliver this Agreement. Each Party represents and warrants to the other that the execution and delivery of this Agreement and the performance of such Party's obligations hereunder have been duly authorized and that the Agreement is a valid and legal agreement binding on such Party and enforceable in accordance with its terms. The Parties hereby agree that each Party may sign and deliver this Agreement electronically or by electronic means and that an electronic transmittal of a signature, including but not limited to, a scanned signature page, will be as good, binding, and effective as an original signature.

**MEMORIAL-HEIGHTS
REDEVELOPMENT AUTHORITY**

**CITY:
CITY OF HOUSTON, TEXAS**

By: _____
Name: Ann Lents
Title: Chair

Mayor

ATTEST/SEAL

City Secretary

APPROVED

Director, Houston Public Works

COUNTERSIGNED BY:

City Controller

DATE COUNTERSIGNED:

APPROVED AS TO FORM:

Assistant City Attorney
L.D. File No. _____

ARTICLE 2
RECITALS

- 2.1 The Authority was created to act on behalf of Tax Increment Reinvestment Zone Number 5 (“TIRZ 5”), which was created by the City by Ordinance No. 96-1337, for the purposes of redevelopment in the Memorial-Heights Area.
- 2.2 The City is the recipient of a Federal Highway Administration (“FHWA”) grant (the “Grant”) administered locally by the Texas Department of Transportation (“TxDOT”) for the reconstruction of Shepherd Drive and Durham Drive from West 15th Street to the west bound frontage road of Interstate 10 and selected cross streets (the “Project”) located in the Memorial-Heights Area.
- 2.3 The Grant requires a non-federal local match for eligible Project costs, and the Authority included in its Capital Improvement Plan and budget funding for the local match for the Grant and other Project funding elements described herein.
- 2.4 The City wishes to include in the construction of the Project replacement of certain sanitary sewer and water lines.
- 2.5 The Parties agree that the respective rights, duties, and obligations regarding this joint project are as specified in this Agreement.

ARTICLE 3
DEFINITIONS

- 3.1 All terms used in this Agreement shall have the meanings given herein, unless otherwise specified.
- 3.1.1 “Agreement” means this contract between the Parties, including all exhibits and any written amendments authorized by City Council and the Authority.
- 3.1.2 “Authority” is defined in the preamble of this Agreement and includes its successors and assigns.
- 3.1.3 “Authority Funding” means those costs to be paid by the Authority, as detailed in Section 5.6.
- 3.1.4 “City” is defined in the preamble of this Agreement and includes its successors and assigns.
- 3.1.5 “City Funding” means the costs for the design, construction, construction phase management, inspection and testing associated with the City’s Improvements defined in Section 4.2.
- 3.1.6 “Department” means the City of Houston’s Houston Public Works Department.
- 3.1.7 “Director” means the Director of Houston Public Works, or his or her designee.
- 3.1.8 “Effective Date” means the date shown as the date on the countersignature on the signature page of this Agreement.

- 3.1.9 “Party” or “Parties” means the City or the Authority, individually or collectively as indicated in the context in which it appears.
- 3.1.10 “President” means the President for the Authority, or her designee.
- 3.1.11. “Project” means the improvements to Shepherd Drive and Durham Drive from West 15th Street to Interstate 10, including selected cross streets.
- 3.1.12 “Project Costs” means those estimated costs for the construction of the Project as set forth on Exhibit B attached hereto and incorporated herein for all purposes.
- 3.1.13 “Term” means the period of time described in Article 8, Section 8.1, during which this Agreement is in effect.

ARTICLE 4 **PROJECT**

4.1. Project. The Project consists of improvements to Shepherd Drive and Durham Drive from West 15th Street to the west bound frontage road of Interstate 10 and selected cross streets. Specifically, the Project will reconstruct and improve Shepherd Drive and Durham Drive from West 15th Street to the west bound frontage road of Interstate 10, two parallel arterial roadways and selected cross streets, in accordance with City standards, upgrading the storm sewer infrastructure, installing new pavement and sidewalks, replacing and upgrading traffic signals, replacing water and sewer lines, as well as installing landscaping and streetscape amenities. The estimated costs for the Project are set forth in Exhibit B, attached hereto.

4.2. City’s Improvements. The City is including the following improvements in the Project (the “City’s Improvements”):

- 4.2.1. Design and construction of improved water lines and sanitary sewer lines and associated appurtenances along Shepherd Drive and Durham Drive from West 15th Street to Interstate 10, as detailed on Exhibit A, attached hereto.

ARTICLE 5 **PROJECT DESIGN, MANAGEMENT AND ADMINISTRATION**

5.1. Project and City Improvement Plans

5.1.1 The Authority shall prepare or cause to be prepared design plans for the Project that conform to City’s most current design and engineering standards. All design plans shall be submitted to the City for review at various stages, as required by the City.

5.1.2 The Authority shall prepare or cause to be prepared the design plans for the City’s Improvements, subject to reimbursement by the City in accordance with Section 6.2 below, and incorporate the City’s Improvements into the Project. The Project design plans, including the City’s Improvements, shall be submitted to the City, and approved at the City’s sole discretion.

5.1. Acquisition of Property

5.1.1 At its sole cost and expense, the Authority shall acquire any additional real property necessary to construct the Project. As part of the Authority’s property acquisition process, the

Authority agrees to coordinate with HPW on standard procedures and policies governing the City's acquisition of property, including completion of all pre-closing matters. The Authority further agrees to comply with the right-of-way acquisition policies and regulations of the Federal Highway Administration (the "FHWA") and Chapter 273, Texas Local Government Code. In the event of a conflict between the City's standard procedures and the FHWA's policies and regulations, the FHWA's policies and regulations shall control.

In connection with its negotiations to acquire property pursuant to this Agreement, the Authority will be deemed to be acting as the agent of the City. Title to Property acquired by the Authority shall, unless the Parties agree otherwise, be in the name of the City, with no liens or beneficial interests retained by the Authority or grantors.

5.1.2 The Authority shall provide to the City documents necessary to secure TxDOT approval of such real estate acquisition, and shall follow the procedures required by the State including compliance with all the requirements of Title II and Title III of the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970, Title 42 U.S.C.A. Section 4601 et seq., including those provisions relating to incidental expenses incurred by the property owners in conveying the real property to the Local Government and benefits applicable to the relocation of any displaced person as defined in 49 CFR Section 24.2(g) and Chapter 21, Property Code, as may be applicable.

5.1.3 If negotiations to acquire any property through a voluntary conveyance are unsuccessful, the City, at the written request of the Authority (a "ROW Acquisition Request") and subject to action by the City Council, may agree to exercise the power granted to it by the constitution and laws of the State of Texas, including Chapters 251 and 273, Local Government Code, and Chapter 21, Property Code, to acquire the Property by the exercise of the power of eminent domain. All such acquisitions shall be pursuant to the City's standard procedures and policies. However, if the City pursues the acquisition of property for any Project through eminent domain in the absence of a ROW Acquisition Request, the Authority shall have no obligation to pay the costs of such course of action. Within three (3) weeks of receipt of a ROW Acquisition Request, HPW will notify the Authority that (i) the matter will be handled by the City's Legal Department; or (ii) it will be necessary to retain special counsel to handle the matter. If the matter is handled by the City's Legal Department, then the Authority shall pay all the costs and expenses attendant to such proceedings, excluding staff time charged to the Project by employees of HPW and the Legal Department. If the City and the Authority agree to retain special counsel to represent the City in such proceedings, then the Authority shall pay all the fees and expenses of the agreed-upon special counsel. The decision to retain any special counsel shall be subject to the approval of the City Attorney.

5.1.4 If the City Council authorizes the commencement of eminent domain proceedings, then prior to the initiation of such proceedings, the Authority shall deposit an amount equal to the sum of the final offers made for the property to be condemned (plus any additional sums necessary to pay filing fees, special commissioners' fees, and any other necessary fees and expenses) in a separate fund created by the Authority for the sole purpose of funding the Authority's obligations related to the acquisition of the property (the "Acquisition Fund"). The Authority shall deposit additional funds in the Acquisition Fund from time to time, as required to pay all other costs and expenses associated with the eminent domain proceedings. Any interest earned on the money deposited in the Acquisition Fund shall accrue to the benefit of the Authority.

5.2. Construction Management.

5.2.1 The City shall be responsible for providing for construction management and materials testing services for the Project. The Parties shall jointly confer and select contractors to perform the construction management and materials testing services from the City's list of competitively procured vendors. The City shall pay for the construction management and testing services attributable to the City's Improvements, as estimated in Exhibit A, attached hereto, to the extent permitted by law.

5.2.2 The City shall regularly report on the progress of the construction work to the Authority at intervals and in a format agreed to by the President of the Authority and the City. Project management meetings shall occur not less than monthly, and senior management level meetings shall occur at least quarterly between the Parties.

5.2.3 Authority representatives shall be invited to all Project progress meetings and all construction meetings, and will be allowed access to the Project site at all times.

5.2.4 The Parties agree to timely respond to all issues that arise and agree to address responses within one (1) week of receipt, absent other regulatory factors, or processes.

5.3. Project Construction Contract Administration

5.3.1 The City shall act as overall Project Manager and will coordinate, as needed, with TxDOT for all Project reviews, notices, filings, and approvals. The Authority shall be provided reasonable access to records and participation in Grant management decisions.

5.3.2 The City will advertise for and receive bids for the construction of the Project based upon the approved bid documents, plans, and specifications. Upon receipt and tabulation of all bids, the City, based on the recommendation of the Authority's design engineer, will determine the lowest responsive and responsible bidder for the Project in accordance with applicable laws, ordinances, and requirements of the Grant for the Project. The City shall execute all bid documents, contracts, insurance agreements, bonds and other such documents as required by law to facilitate the construction of the Project.

5.3.3 The Authority shall provide or cause to be provided construction phase engineering services. Such services shall include review of proposed changes in the work, contractor submittals for compliance with the construction documents, review and response to questions from the contractor, and provision of guidance when unforeseen field conditions exist. The City shall pay for the construction phase engineering services attributable to the City's Improvements, as estimated on Exhibit A, attached hereto, to the extent permitted by law.

5.4. Approval of Changes in the Work

5.4.1 If during the construction work a change in the work is necessary that impacts the Authority's share of the cost of Project, the City shall immediately notify the Authority. Changes in the work include change orders, work change directives and minor changes in the work, as such terms may be defined in the City's construction contract.

5.4.2 The Director and the Authority shall seek to reach mutual agreement within a reasonable period of time on the need and the cost of the change in the work. However, approval of a change in the work affecting the City's Improvements shall be at the Director's sole discretion.

5.4.3 The Authority will be financially responsible for changes in the work that are approved by the City and the Authority. The Authority shall not be financially responsible for any other changes in the work.

5.5. Acceptance of Work

5.5.1 The Parties shall meet and determine that the Project or a portion thereof be designated as substantially complete.

5.5.2 Upon acceptance of the recommendation that the entire Project is substantially complete, the Parties shall determine a list of outstanding items still to be completed or reviewed.

5.4.3 Upon completion of the outstanding items, the Parties shall meet to determine if all work is completed in accordance with the Project plans and specifications and certify the Project finally complete.

5.6. Project Costs

5.6.1 The Authority Funding shall include the non-federal share of project costs except the City Funding, to include:

- (i) Project design;
- (ii) Property acquisition, including deposits to the Acquisition Fund;
- (iii) TxDOT's salary recovery, currently estimated to be \$311,000 (the "TxDOT Fee");
- (iv) construction management and testing;
- (v) construction phase services;
- (vi) the City's salary recovery (excluding any City salary recovery costs for the City's Improvements) in the amount of \$ \$1,200,000;
- (vii) the required non-federal local match on Grant-eligible costs; and
- (viii) any cost overruns and non-participating costs including changes in the work approved by both the City and the Authority during construction.

5.6.2 The City shall be responsible for the City Funding as defined in Section 3.1.5 and more particularly described in Exhibit A. This includes any overruns and non-participating costs including changes in the work related to construction of the City Improvements.

5.6.3 The City will confer and seek approval from the Authority prior to taking action on matters which impact the Authority's Funding amount, including actions related to TxDOT agreements, project scope changes, plans reviews, as well as project-related contract awards and modifications to the extent that the Authority is the non-federal financial partner in such contracts.

5.6.4 The Parties shall collaborate to maximize Grant participation in Project Costs. The non-federal local match amount described under 5.6.1(vii) shall include any amounts due to the Houston-Galveston Area Council pursuant to a conditioned award of Transportation Development Credits by the Transportation Policy Council and interlocal agreement approved by the City Council.

5.7. Insurance and Bonds

5.7.1 The City shall require that the construction contractor's insurance policies (and any subcontractors' policies) name TIRZ 5 and the Authority as Additional Insureds, in the amounts

required by the contract documents. All such insurance policies, with the exception of Workers' Compensation, shall be in such amounts as determined by the City.

5.7.2 The City shall require that the construction contractor submit a good and sufficient statutory payment and performance bonds in the amount of the contract for the construction of the Project, conditioned upon the construction contractor's full and timely performance of the contract.

5.8. Audit. The City shall prepare an audit of the Project in accordance with the Grant requirements.

ARTICLE 6 **CITY'S DUTIES**

6.1. Approval Authority. The City shall review and approve the Project design plans and project manual, which shall include design plans for the City's Improvements, produced by Authority or Authority's design professional. The City shall have sole discretion in its review and approval of the design of the City's Improvements.

6.2. City's Improvement Costs. The City shall be responsible for the current payment of costs related to the construction of the City's Improvements, to the extent permitted by law. A construction cost estimate is attached and incorporated herein as Exhibit A. Further, the City agrees to reimburse the Authority for design of the City Improvements within 45 days of the City issuing Notice of Intent to Award a Contract for the Project, which may be accomplished through a credit against the Payment by the Authority described under Section 7.2(a).

6.3 Grant Management. The City shall act as Grant manager and shall be responsible for compliance with all Grant requirements. In the event deficiencies result in a de-obligation of Grant funds, the City shall be responsible for ineligible project costs that result from failures of the City.

6.5. Maintenance. Upon completion and acceptance by the City of the Project, the City shall assume the maintenance obligations for all standard improvement within the City's right-of-way.

6.6 Limit of Appropriation.

6.6.1 Authority recognizes that under certain provisions of the Charter of the City of Houston, the City may not obligate itself by contract to an extent in excess of an amount therefore appropriated by City Council and further recognizes that the City Council has appropriated and allocated \$ _____ under this Agreement. Unless the City Council makes further appropriations for this Agreement, the City's obligation to the Authority under this Agreement must not exceed \$ _____.

6.6.2 It is the express intent of the City that the appropriation of City Funding described under Section 3.1.5 will be considered by the City Council with the award of a construction contract for the Project.

ARTICLE 7 **DUTIES OF THE AUTHORITY**

7.1. Grant Compliance Support. In support of the City's obligation to comply with the Grant requirements, the Authority agrees to provide to the City items and information for which the Authority is responsible.

7.2. Payments by Authority. The Authority agrees to pay the Authority Funding as follows:

- a. Payment of fifty percent (50%) of Authority Funding for construction, but including one hundred (100%) of the TxDOT Fee, within 45 days of the City issuing Notice of Intent to Award a Contract for the Project;
- b. Payment of remaining Authority Funding for construction six (6) months after the City issues a Notice to Proceed for the construction of the Project; and
- c. Payment of any Authority Funding due to change orders during construction within 45 days of Notice from the City. Such notification shall be issued at the time of final completion described under Section 5.4.3, except in the event of a change order that must be approved by the City Council.

ARTICLE 8 **TERM & TERMINATION**

8.1. Term. This Agreement is effective on the Effective Date and remains in effect until December 31, 2030, or upon completion of the Project, whichever is sooner, unless terminated in accordance with this Agreement.

8.2. Termination. The City may terminate the Agreement, with or without cause, any time prior to the award of bid for the construction of the Project, by written notice to the Authority. In any event, this Agreement terminates upon completion of the Project and its acceptance by both Parties.

ARTICLE 9 **MISCELLANEOUS**

9.1. Captions. Captions contained in this Agreement are for reference only, and, therefore, have no effect in construing this Agreement. The captions are not restrictive of the subject matter of any section in this Agreement.

9.2. No Additional Waiver Implied. If either Party fails to require the other to perform a term of this Agreement, that failure does not prevent the Party from later enforcing that term and all other terms. If either Party waives the other's breach of a term, that waiver does not waive a later breach of this Agreement. An approval by the Director, or by any other employee or agent of the City, of any part of the Authority's performance does not waive compliance with this Agreement or establish a standard of performance other than that required by this Agreement and by law.

9.3. Written Amendment. Unless otherwise specified elsewhere in this Agreement, this Agreement may be amended only by written instrument executed on behalf of the City and the Authority. The Director is only authorized to perform the functions specifically delegated to him or her in this Agreement.

9.4. Agreement Not for Benefit of Third Parties. This Agreement is not intended to benefit any party other than the Parties to this Agreement or to impose any duty upon the City or the Authority toward any person or entity not a party hereto.

9.5. Entire Agreement. Upon execution of this Agreement by both of the Parties, this Agreement shall constitute the entire agreement between the Parties for the Project.

9.6. Assignment. Neither Party hereto shall make, in whole or in part, any assignment of this Agreement or any obligation hereunder without the prior written consent of the other Party hereto.

9.7. Notices. All notices required or permitted hereunder shall be in writing and shall be deemed delivered on the earlier of the following dates: the date of actual receipt or the third day following deposit in a United States Postal Service post office or receptacle with proper postage affixed (certified mail, return receipt requested), addressed to the respective other Party at the address prescribed herein above or at such other address as the receiving Party may have theretofore prescribed by written notice to the sending Party.

9.8. Legal Construction. If any part of this Agreement is for any reason found to be unenforceable, all other parts remain enforceable unless the result materially prejudices the other Party.

9.9. Joint Enterprise. This Agreement is not intended to and shall not create a joint enterprise between the City and the Authority. It is understood and agreed by the Parties that the personnel of one Party shall not be considered employees, agents, partners, joint venturers, or servants of the other Party to this Agreement. The Parties are undertaking governmental functions or services under this Agreement and the purpose hereof is solely to further the public good, rather than any pecuniary purpose. The Party undertaking work under this Agreement shall have a superior right to control the direction and management of such work and the responsibility for day-to-day management and control of such work, except as may otherwise expressly be provided herein.

9.10. Approvals. The Authority and the City may designate one or more officials from time to time to make any approvals or decisions required under this Agreement.

9.11. Independent Contractor. The Authority is an independent contractor and shall perform the services provided for in this Agreement in that capacity. The City has no control or supervisory powers over the manner or method of the Authority's performance under this Agreement. All personnel the Authority uses or provides are its employees or subcontractors and not the City's employees, agents, or subcontractors for any purpose whatsoever. The Authority is solely responsible for the compensation of its personnel, if any, including but not limited to: the withholding of income, social security, and other payroll taxes and all worker's compensation benefits coverage. Likewise, the City is an independent contractor and shall perform the services provided for in this Agreement in that capacity. The Authority has no control or supervisory powers over the manner or method of the City's performance under this Agreement. All personnel the City uses or provides are its employees or subcontractors and not the Authority's employees, agents, or subcontractors for any purpose whatsoever. The City is solely responsible for the compensation of its personnel, if any, including but not limited to: the withholding of income, social security, and other payroll taxes and all worker's compensation benefits coverage.

9.12. Governing Law and Venue. This Agreement shall be construed and interpreted in accordance with the applicable laws of the State of Texas and City of Houston. Venue for any disputes relating in any way to this Agreement shall lie exclusively in Harris County, Texas.

9.13. Inspections and Audits. Each Party's representatives may perform, or have performed: (1) audits of the books and records, and billing documents which are directly related to performance or payment under this Agreement, and (2) inspections of all places where work is undertaken in connection with this Agreement. The Parties shall keep its books and records available for this purpose for at least seven years after this Agreement terminates, or longer if required by the Grant. This provision does not affect the applicable statute of limitations.

9.14. Enforcement. The City Attorney, or his or her designee, shall have the right to enforce all legal rights and obligations under this Agreement without further authorization. The Authority shall provide to

the City Attorney all documents and records that the City Attorney deems necessary to assist in determining compliance with this Agreement, with the exception of those documents made confidential by federal or state law or regulation. Likewise, the City covenants to provide the Authority with all documents and records that the Authority deems necessary to assist in determining compliance with this Agreement.

9.15. Ambiguities. If any term of this Agreement is ambiguous, it shall not be construed for or against either Party on the basis that the Party did nor not write it.

9.16. Survival. Each Party remains obligated to the other Party under all clauses of this Agreement that expressly or by their nature extend beyond the expiration or termination of this Agreement.

9.17. Successors and Assigns. This Agreement shall bind and benefit the Parties and their legal successors. This Agreement does not create any personal liability on the part of any officer, director, employee, or agent of either Party.

9.18. Remedies Cumulative. Unless otherwise specified elsewhere in this Agreement, the rights and remedies contained in this Agreement are not exclusive, but are cumulative or all rights and remedies, which exist now or in the future. Neither Party may terminate its duties under this Agreement except in accordance with its provisions.

DRAFT

DRAFT

Exhibit "A"

DRAFT

Exhibit "B"

Project Budget
Shepherd Durham 15th to I-10 with Selected Cross Streets

Item Description	Total	Federal (TIP) Share	HPW Share		MHRA Share	Notes
			Water	Wastewater		
GENERAL ITEMS	\$ 2,119,300.00	\$ 1,695,440.00	\$ -		\$ 423,860.00	80/20
STREETLIGHT ITEMS	\$ 4,040,000.00	\$ 3,232,000.00	\$ -		\$ 808,000.00	80/20
SW3P ITEMS	\$ 56,832.50	\$ 45,466.00	\$ -		\$ 11,366.50	80/20
TRAFFIC CONTROL ITEMS	\$ 2,105,600.00	\$ 1,684,480.00	\$ -		\$ 421,120.00	80/20
WATER LINE ITEMS	\$ 1,811,780.00	\$ -	\$ 1,811,780.00		\$ -	HPW to pay 100%
SANITARY SEWER ITEMS	\$ 11,173,760.00	\$ -		\$ 11,173,760.00	\$ -	HPW to pay 100%
STORM SEWER ITEMS	\$ 12,517,815.00	\$ 10,014,252.00	\$ -		\$ 2,503,563.00	80/20
REMOVAL ITEMS	\$ 3,570,204.00	\$ 2,856,163.20	\$ -		\$ 714,040.80	80/20
PAVING ITEMS	\$ 14,514,602.51	\$ 11,611,682.01	\$ -		\$ 2,902,920.50	80/20
SIGNING & PAVEMENT MARKING ITEMS	\$ 504,208.80	\$ 403,367.04	\$ -		\$ 100,841.76	80/20
TRAFFIC SIGNAL ITEMS	\$ 1,531,694.50	\$ 1,225,355.60	\$ -		\$ 306,338.90	80/20
LANDSCAPING AND URBAN DESIGN ITEMS	\$ 5,400,000.00	\$ 4,320,000.00	\$ -		\$ 1,080,000.00	80/20
EXTRA UNIT PRICE WORK	\$ 445,600.00	\$ 356,480.00	\$ -		\$ 89,120.00	80/20
CASH ALLOWANCES	\$ 485,500.00	\$ 388,400.00	\$ -		\$ 97,100.00	80/20
Sub-Total Construction	\$ 60,276,897.31	\$ 37,833,085.85	\$ 1,811,780.00	\$ 11,173,760.00	\$ 9,458,271.46	
Contingencies (20%)	\$ 12,055,379.46	\$ 7,566,617.17	\$ 362,356.00	\$ 2,234,752.00	\$ 1,891,654.29	
ROW Acquisitions	\$ 109,000.00	\$ -	\$ -	\$ -	\$ 109,000	HPW has \$110,000
Total Construction Cost	\$ 72,441,276.77	\$ 45,399,703.01	\$ 2,174,136.00	\$ 13,408,512.00	\$ 11,458,925.75	
Testing Labs	\$ 900,000.00		\$ 65,224.08	\$ 402,255.36	\$ 432,520.56	Updated per SD Phase 1
CM&I	\$ 2,848,602.56		\$ 152,189.52	\$ 938,595.84	\$ 1,757,817.20	Updated per SD Phase 1
Cost Recovery	\$ 1,667,479.44		\$ 65,224.08	\$ 402,255.36	\$ 1,200,000.00	HPW effort to manage project Cost Allocation MHRA portion is a flat fee
AFA	\$ 311,000.00	\$ -	\$ -	\$ -	\$ 311,000.00	Per latest AFA
Design (Water/Wastewater)	\$ 324,356.40	\$ -	\$ 45,255.14	\$ 279,101.26	\$ -	HPW to pay 100%
Design (minus Water/Wastewater)	\$ 3,326,123.60	\$ -	\$ -	\$ -	\$ 3,326,123.60	MHRA to Pay 100%
Grand Total	\$ 81,818,838.77	\$ 45,399,703.01	\$ 2,502,028.82	\$ 15,430,719.82	\$ 18,486,387.11	
HPW Totals	\$ 85,601,135.00	\$ 43,278,049.00	\$ 2,492,872.00	\$ 15,374,248.00	\$ 24,455,967.00	

EXHIBIT "A"

Form of Task Order

Memorial Heights Redevelopment Authority (TIRZ No. 5)

Work Authorization Fiscal Year 2024 General Engineering Services No. 1

This WORK AUTHORIZATION authorizes professional engineering services to be performed by QUIDDITY ENGINEERING (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, grant application materials, 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__.

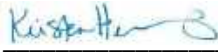
MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY:

By: _____

Name: _____

Title: _____


QUIDDITY ENGINEERING

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 November 27		1	2		4				\$1,130			\$0.00	\$1,130.00
	b Week Starting December 4			2	2	2				\$1,060			\$0.00	\$1,060.00
	c Week Starting December 11			2		3				\$780			\$0.00	\$780.00
	d Week Starting December 18			2	2	2		1		\$1,140			\$0.00	\$1,140.00
	e Week Starting December 25	1	1	2	2	4	1			\$1,975			\$0.00	\$1,975.00
	f Week Starting January 1			2		2				\$670			\$0.00	\$670.00
	g Week Starting January 8			2		4		1		\$970			\$0.00	\$970.00
	h Week Starting January 15			2	2	2				\$1,060			\$0.00	\$1,060.00
	i Week Starting January 22			2	2	4				\$1,280			\$0.00	\$1,280.00
	j Week Starting January 29		1	2		2				\$910			\$0.00	\$910.00
	k Week Starting February 5			2	1	4		1		\$1,165			\$0.00	\$1,165.00
	l Week Starting February 12			2		2				\$670			\$0.00	\$670.00
	m Week Starting February 19			2	2	4				\$1,280			\$0.00	\$1,280.00
	n Week Starting February 26		1	2		2				\$910			\$0.00	\$910.00
	o Week Starting March 4			2	1	4		1		\$1,165			\$0.00	\$1,165.00
	p Week Starting March 11			1	1	2				\$640			\$0.00	\$640.00
	q Week Starting March 18			1	1	4				\$860			\$0.00	\$860.00
	r Week Starting March 25			2	1	2				\$865			\$0.00	\$865.00
	s Week Starting April 1		1	1	1	2		1		\$960			\$0.00	\$960.00
	t Week Starting April 8			1	1	4				\$860			\$0.00	\$860.00
	u Week Starting April 15			1	1	2				\$640			\$0.00	\$640.00
	v Week Starting April 22			1	1	4				\$860			\$0.00	\$860.00
	w Week Starting April 29	1	1	1	1	2	1	1		\$1,415			\$0.00	\$1,415.00
	x Week Starting May 6			1	1	4				\$860			\$0.00	\$860.00
2	Update COH MWDBE Database													
	a Week Starting December 4				1			2		\$355			\$0.00	\$355.00
	b Week Starting February 5							2		\$160			\$0.00	\$160.00
	c Week Starting April 1				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