

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**

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**JOINT MEETING OF THE BOARDS OF DIRECTORS**

**SEPTEMBER 28, 2023**

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

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**AND**  
**REINVESTMENT ZONE NUMBER FIVE**  
**MEETING OF SEPTEMBER 28, 2023**

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Table of Contents

	<u>Page No.</u>
Director Attendance Record	1
Agenda	2-3
<b><u>CONSENT AGENDA</u></b>	
Minutes MHRA May 30, 2023	4-8
Minutes TIRZ No. 5 May 30, 2023	9-10
Quarterly GID Update	11-14
Financial Report Summary	15-24
Investment Report	25
<b><u>PRESIDENT REPORT</u></b>	
MWBE Report	26-27
Letter of Support for Bike Trail (Patrick Walsh)	28
<b><u>AUDIT FOR FYE 2023</u></b>	
Draft Audit	29-70
Audit Summary Letter	71-72
Board of Directors Letter	73-76
<b><u>BUDGET FOR FY 2024</u></b>	
	77-102
<b><u>COMMITTEE APPOINTMENTS</u></b>	
Amended Exhibit A	103
<b><u>FINANCIAL MATTERS</u></b>	
Developer Reimbursement Audit [Hanover]	104-113
Order Evidencing Review of Investment Policy	114-115
Order Adopting List of Qualified Brokers	116-119

## **PROJECTS AND ENGINEERING**

Projects Overview Map 120

## **PROJECTS IN CONSTRUCTION**

### **Shepherd/Durham - Phase 1**

Update on Project Construction 121-122

Release Agreement [CTC Contractors] 123-124

### **Heights Boulevard Bicycle and Pedestrian Safety Improvements**

Update on Project Construction 125

## **PROJECTS IN DESIGN**

### **19<sup>th</sup> and Beall Area Pedestrian Safety Improvements**

Infrastructure Reimbursement Agreement 126-130

### **Shepherd/Durham - Phase 2**

Update on Project Construction 131

### **Little Thicket**

Additional Surveying Services [Kuo & Associates] 132-134

### **Westcott Roundabout Greenspace**

Memorandum of Understanding [MPW Owner, LP] 135-138

Work Authorization for Landscape Design/Installation Management 139-142

### **Shepherd/Durham Cross Streets**

Work Authorization for Planning Activities 143-164

## **OTHER ITEMS**

Work Authorization for General Planning Support 165-164

## **SUPPLEMENTAL AGENDA**

168

### **PERSONNEL MATTERS**

Resolution Regarding 457(b) Plan – CARES Act 169-176

Resolution Regarding 457(b) Plan – SECURE Act 177-185

# MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY

## Director Attendance Record

MEETING DATE	A. LENTS	J. HALE-HARRIS	C. MANRIQUEZ	R. STEIN	M. PIERRE	M. ZEVE	D. MCINTOSH
06/25/20	Y	Y	Y	Y	Y	-	-
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

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, SEPTEMBER 28, 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](mailto:alyons@sklaw.us).

**TO ATTEND VIA VIDEO:**

Link: <https://us02web.zoom.us/j/87377225370?pwd=VnNKVWtVWnhFN3BUNzdpZTB0bU5oUT09>

Meeting ID: 873 7722 5370

Passcode: 332312

**TO ATTEND VIA AUDIO ONLY:**

Dial: 1-346-248-7799

Meeting ID: 873 7722 5370

Passcode: 332312

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 May 30, 2023; **4**
    - ii) Approve Zone minutes of May 30, 2023; **9**
  - b) **Developer Reports (Authority only):**
    - i) Quarterly GID update; **11**
    - ii) Quarterly Hanover update;
  - c) **Financial matters (Authority only):**
    - i) Receive Financial Report Summary, including account and fund activity statements; **15**
    - ii) Receive investment report; **25**
3. **CHAIR REPORT (Authority only):**
4. **PRESIDENT REPORT (Authority only):**
  - a) Receive MWBE report; **26**
  - b) Authorize support letter regarding bike trail name (Patrick Walsh) [City of Houston]; **28**
5. **APPROVE AUDIT FOR FISCAL YEAR ENDED JUNE 30, 2023, AND AUTHORIZE FILING WITH THE CITY OF HOUSTON (Authority only); 29**
6. **ADOPT FY 2024 BUDGET; 77**
7. **APPROVE COMMITTEE APPOINTMENTS (Authority only); 103**
8. **FINANCIAL MATTERS (Authority only):**
  - a) Authorize payment of invoices;
  - b) Approve developer reimbursement audit [Hanover]; **104**
  - c) Approve Order Evidencing Review of Investment Policy; **114**
  - d) Approve Order Adopting List of Qualified Brokers; **116**
  - e) Authorize other appropriate action;
9. **PROJECTS AND ENGINEERING (Authority only): 120**
  - a) **PROJECTS IN CONSTRUCTION:**
    - i) **Shepherd/Durham and Selected Cross Streets - Phase 1 [CIP Project T-0523A] [SER Construction Partners, LLC]:**
      - A) Update on project construction; **121**
      - B) Update regarding construction claims, damages, and litigation:
        - I) Confirm approval of Release Agreement [CTC Contractors]; **123**
        - II) Authorize additional representation by litigation counsel [HAK];
        - III) Authorize other appropriate action;

- ii) **Heights Boulevard Bicycle and Pedestrian Safety Improvements, West Dallas Restriping, Trail Segment between White Oak Bayou and Memorial Park** [CIP Project T-0531] [Teamwork Construction Services]:
    - A) Update on project construction; **125**
  - b) **PROJECTS IN DESIGN:**
    - i) **North Canal Project** [CIP Project T-0525]:
      - A) Update on project development;
    - ii) **Yale and Center Street Intersection** [CIP Project T-0529]:
      - A) Update on project development;
    - iii) **19<sup>th</sup> and Beall Area Pedestrian Safety Improvements** [CIP Project T-0534]:
      - A) Update on project development;
      - B) Approve Infrastructure Reimbursement Agreement (*Authority & Zone*); **126**
    - iv) **Shepherd/Durham and Selected Cross Streets - Phase 2** [CIP Project T-0523A]:
      - A) Update on project development; **131**
    - v) **Little Thicket** [CIP Project T-0521]:
      - A) Update on project development;
      - B) Confirm approval of Additional Surveying Services [Kuo & Associates, Inc.]; **132**
      - C) Approve plans and specifications and authorize advertisement of bids;
    - vi) **Westcott Roundabout Greenspace** [CIP Project T-0544]:
      - A) Update on project development;
      - B) Confirm approval of Memorandum of Understanding [MPW Owner, LP]; **135**
      - C) Approve Work Authorization for landscape design/installation management; **139**
    - vii) **Stude Park Improvement** [CIP Project T-0526]:
      - A) Update on project development;
    - viii) **Shepherd/Durham Cross Streets, 8<sup>th</sup> Street to White Oak Bayou area, and 18<sup>th</sup>, 19<sup>th</sup>, and 20<sup>th</sup> Streets west of Durham** [CIP Projects T-0522A, T-0537, and T-0539]:
      - A) Approve work authorization for planning activities; **143**
    - ix) **Waugh Drive and South Heights Boulevard Safety Improvements** [CIP Project T-0535]:
      - A) Update on project development;
    - x) **White Oak at Greenleaf** [CIP Project T-0541]:
      - A) Update on project development;
  - c) **GRANT APPLICATIONS:**
    - i) TIRZ 5 and Surrounding Area Planning Study;
    - ii) Congressional District 7 Appropriations Request;
    - iii) Authorize appropriate action;
  - d) **OTHER ITEMS:**
    - i) Approve work authorization for General Planning Support; **165**
    - ii) Approve project pay estimates or change orders, or other design, construction, or management contract administration items, and authorize other appropriate action;
10. **COMMUNICATIONS** (*Authority only*):
- a) Receive update from Communications Committee;
  - b) Authorize appropriate action;
11. **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;
12. **CONSIDER, CONFIRM, OR RATIFY ACTIONS OF THE AUTHORITY, AS NECESSARY** (*Zone only*);
13. **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**

**MAY 30, 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 30<sup>th</sup> day of May 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

**NEW DIRECTOR**

Donna McIntosh	Director
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and all of said persons were present, except Director Pierre thus constituting a quorum.

Also present at the meeting were Sherry Weesner, President of the Authority; Andrew Busker of the City of Houston (the “City”); Kristen Hennings 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”); Linda Trevino of Ride Metro; George Frey of Super Neighborhood 14 – Lazybrook/Timbergrove; Kevin Strickland of Super Neighborhood 15 – Greater Heights; 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. She introduced and welcomed Director Donna McIntosh to the Board.

**Receive comments or questions from the public**

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

**CONSENT AGENDA**

- a. Approve Authority minutes of February 23, 2023;
- b. Receive Developer Reports;
- c. Receive Financial Report Summary and Quarterly Investment Report;

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

**CHAIR REPORT**

Chair Lents deferred her report and comments until the budget review item on the agenda is reached.

**PRESIDENT REPORT**

**Approve Resolution Supporting Application to TXDOT’s 2023 Transportation Alternatives Set-Aside Program Call for Projects**

Ms. Weesner discussed TXDOT requirements and timeframes for applying. She advised that the Authority is seeking funding for a planning study to analyze various non-motorized transportation networks, primarily related to access to the Bayou, bike lanes, and school connectivity. She advised the Resolution is an initial step in TXDOT’s application process. Upon motion by Director Zeve, seconded by Director Manriquez, and

after full discussion, the Board voted unanimously to approve the Resolution Supporting Application to TXDOT's 2023 Transportation Alternatives Set-Aside Program Call for Projects.

## **FINANCIAL MATTERS**

### Receive Finance Committee Report

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 reviewed the invoices put before it and recommended approval.

Ms. Weesner next discussed contractor compliance and payment matters in connection with grant proceeds and reviewed related Authority actions. She advised that invoices are first reviewed by Project Management staff, then sent to TGC for compliance review. She advised that SER and CDM Smith compliance reviews are complete for current invoices.

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

### Review Budget

The next item on the agenda was to review the budget for the fiscal year ending June 30, 2024, and authorize submission to the City. Chair Lents explained the CIP structure and budget review process and discussed two new included projects as follows:

#### Stude Park

Chair Lents advised that the Parks Department has asked the Authority to collaborate on improvements to playgrounds and facilities at Stude Park.

#### Westcott Roundabout Greenspace

Chair Lents discussed a possible Westcott roundabout improvement project, advising that it would entail a landscape and irrigation installation by the Authority. She stated the project is contingent on a long-term maintenance commitment by a private entity.

Chair Lents and Ms. Weesner then provided a recap of all ongoing projects and related budget requests. Ms. Weesner advised that overall project planning anticipates a future debt issuance in the approximate amount of \$35 million.

Ms. Weesner then continued review of the budget documentation, including a five-year CIP projection. She also noted projects requiring grants and other funding actions. She reiterated that the Westcott roundabout project requires a maintenance commitment, possibly from neighboring property owners. Ms. Weesner also discussed a possible additional project entailing a sidepath along the Waugh cloverleaf from Waugh Drive to Jackson Hill. She requested Board approval for addition of the sidepath project to the CIP and to pursue potential grant funding.

Ms. Weesner also advised that she and Authority consultants are continuing to review and refine budget estimates and project timing. She requested Board authorization, if necessary, based on new information, to update project estimates and timing prior to final submission to the City.

Following full discussion, a motion was made by Director Manriquez, seconded by Director Zeve, and approved unanimously by the Board to: 1) authorize the addition of the Waugh cloverleaf sidepath project as discussed, 2) authorize Ms. Weesner to update project estimates and/or timing as may be necessary and appropriate, and 3) submit the CIP and budget, with any revisions approved by Ms. Weesner, to the City.



### Confirm engagement of Auditor

The Board then considered the confirmation of the Auditor for the fiscal year ending June 30, 2023. Chair Lents advised that McCall Gibson Swedlund Barfoot, PLLC (“MGSB”), currently has an evergreen contract with the Authority for preparation of the annual audit. She also advised that a single audit will be necessary in connection with the disbursement of grant funding. The Board then discussed engagement, noting that the cost should not exceed \$21,500.00.

Upon motion by Direct Manriquez, seconded by Director Hale-Harris, and after full discussion, the Board voted unanimously to confirm the engagement of MGSB for preparation of the Authority’s audit for the fiscal year ending June 30, 2023.

### Approve Resolution Adopting New Bank Signatory Authorities

Ms. Weesner advised that signature authority for banking accounts needs to be updated with the departure of former Vice Chair Colom. She stated that Director Zeve will now be added as an authorized signatory. Upon motion by Director Manriquez, seconded by Secretary Hale-Harris, and after full discussion, the Board voted unanimously to approve the Resolution Adopting New Bank Signatory Authorities.

## **PROJECTS AND ENGINEERING**

The Board next received an update on Authority projects.

### **PROJECTS IN CONSTRUCTION**

#### Shepherd/Durham and Selected Cross Streets – Phase 1

##### Update on project

Ms. Hennings presented an update, including a photographic review of progress to date.

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

##### Update on projects

Ms. Weesner advised that the project is in the final phases, but finalization has been delayed until certain project materials are available.

### **PROJECTS IN DESIGN**

#### North Canal Project

##### Update on project development

Ms. Weesner advised that the project remains in the planning phase.

#### Yale and Center Street Intersection

##### Update on project development

Ms. Weesner updated the Board on project progress noting that plans have been submitted to TXDOT and the construction phase is drawing near.

#### 19<sup>th</sup> and Beall Area Pedestrian Street Safety Improvements

##### Update on project development

Ms. Weesner advised that plans have been submitted to TXDOT.

## Shepherd/Durham and Selected Cross Streets – Phase 2

### Update on project development

Ms. Hennings provided an update on project design, noting that 90% drawings have been submitted, and comments are expected within the next week. She advised that the H&H analysis requested by TXDOT has also been submitted, and TXDOT is working on scheduling a TCP workshop. She also advised that a construction start can be expected early next year.

### Little Thicket

#### Update on project development

Ms. Weesner provided an update on project design. She advised that construction will likely begin by the end of the year.

## **GRANT APPLICATIONS**

Chair Lents noted that as the grant applications were covered during review of the budget and CIP, additional discussion will be deferred, barring no further questions by Board members.

## **APPROVE DESIGN, CONSTRUCTION, OR MANAGEMENT CONTRACT ADMINISTRATION ITEMS**

### Approve Quiddity Work Authorization No. 2

Ms. Hennings reviewed Work Authorization No. 2 for expanded general engineering services. Upon motion by Director Zeve, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the work authorization, and to authorize execution by the President or other appropriate officers.

## **COMMUNICATIONS**

### Receive update from Communications Committee

Director Manriquez provided an update on communications matters. He advised that Medley continues to field public questions and monitor social media activity. He also discussed efforts to provide awareness of Authority projects that could trigger community concerns. Ms. Weesner then followed up with a discussion of potential issues from the Shepherd/Durham - Phase 1 project as it approaches the existing 84-inch City water line at 24<sup>th</sup> Street. The Board noted the significant water service area that could be affected should there be construction problems. Ms. Weesner advised that every step is being taken to ensure there are no issues and to provide appropriate awareness to the community.

## **ATTORNEY MATTERS**

### Litigation update

Mr. Kuhl briefly discussed the status of the inverse condemnation claim pertaining to the Shepherd/Durham – Phase 1 project.

### Annual review of conflicts disclosures/ethics requirements

Mr. Kuhl provided an overview of the Authority's Code of Ethics and Conflict of Interest Policy. He briefly reviewed rules regarding conflicts disclosure, acceptance of gifts, bribery, and nepotism. He stated that, in essence, Director conduct should be in a manner compatible with the best interests of the Authority, while avoiding even the appearance of impropriety. He reminded Board members to please contact Ms. Lyons or him should they have any questions or concerns in this regard.

## **EXECUTIVE SESSION**

Mr. Kuhl 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.

Mr. Strickland expressed gratitude and appreciation for the Authority's collaboration on replacement of bollards on the MKT Trail.

Mr. Strickland then discussed a recent incident regarding the use of orange construction netting to mark trail closures. Ms. Weesner discussed the use of orange netting by Authority contractors, noting that efforts are made to use the netting along the boundaries of project work areas, not as passageway barricades.

Mr. Strickland also queried regarding the possibility of more immediate improvements to the MKT Trail at Shepherd and Waverly. He expressed concern with the safety of pedestrians on the trail. Chair Lents advised that the Authority is looking at possible projects that could help. She thanked Mr. Strickland for his input.

Mr. Frey first discussed the recent, well-attended 'Bike to School' event hosted by Sinclair Elementary School to inspire the use of alternative transportation means. He then expressed support for the Harris County Precinct 4 TXDOT TA Application and thanked Ms. Weesner for providing a letter of support. He advised that the application was initially submitted at the \$1 million level. He noted that TXDOT has now suggested an increase to \$5 million for an additional phase. He discussed the streets and locations within the Zone for the expanded scope of work which includes raised intersections with pedestrian crossings. He again thanked the Authority for its support. Chair Lents thanked Mr. Frey for his input and participation.

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

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Secretary  
Memorial-Heights Redevelopment Authority

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

**MAY 30, 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 30<sup>th</sup> day of May, 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

**NEW DIRECTOR**

Donna McIntosh	Director
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and all of said persons were present, except Director Pierre thus constituting a quorum.

Also present at the meeting were Sherry Weesner, President of the Authority; Andrew Busker of the City of Houston (the "City"); Kristen Hennings 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"); Linda Trevino of Ride Metro; George Frey of Super Neighborhood 14 – Lazybrook/Timbergrove; Kevin Strickland of Super Neighborhood 15 – Greater Heights; 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. She introduced and welcomed Director Donna McIntosh to the Board.

**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 Zeve, seconded by Director Manriquez, and after full discussion, the Board voted unanimously to approve the Consent Agenda items.

**REVIEW BUDGET**

Following full discussion, a motion was made by Director Manriquez, seconded by Director Zeve, and approved unanimously by the Board to: 1) authorize the addition of a Waugh cloverleaf sidepath project as discussed, 2) authorize Ms. Weesner to update project estimates and/or timing as may be necessary and appropriate, and 3) submit the CIP and budget, with any revisions approved by Ms. Weesner, to 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.

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Secretary  
Reinvestment Zone Number Five,  
City of Houston, Texas

DRAFT

## 3515 West Dallas Street – Regent Square Update – September 2023

Project	Permit Issued	Construction Start	Construction Complete	Notes
Dunlavy Streetscape	10/24/2019	9/20/2021	Complete	CenterPoint still has relocations to complete
West Dallas Streetscape	10/24/2019	8/23/2021	Complete	CenterPoint still has relocations to complete
Public Parking – All 300 Spots	10/24/2019	11/25/2019	Complete	
Retail Space Fit-outs	10/24/2019	10/01/2022	In progress	Work in progress

# Regent Square TIRZ #5 Update



September 1, 2023



# 3515 West Dallas St. Regent Square Update

## **Construction Activities: September 2023**

- Block B: Retail Space Fit-outs ongoing (will likely occur through 2023)
- W Dallas –Street restriping has been completed and West Dallas bike lane connection between Tirrell & Dunlavy.
- Overhead Power & Telecom pole & wire removals – ongoing. Pending CenterPoint Energy.

## **Traffic Routing & Road Closures**

- Future work anticipated within Regent Square in 2023 will be announced accordingly.

## **What to expect this month:**

- Retail Space Fit-outs
- Completion of Striping on Dunlavy

## **Contact Information**

For more information or questions,  
please contact Walter Morris.

Phone: 713.463.8200

Email: [wmorris@knudsonlp.com](mailto:wmorris@knudsonlp.com)



## Regent Square 330 Public Parking Spaces in Block B





**Memorial Heights Redevelopment Authority  
Monthly Financial Report Summary  
September Board Meeting  
Thursday, September 28, 2023**

At the beginning of May, the Memorial Heights Redevelopment Authority (TIRZ #5) beginning Operating Fund Balance was \$50,285,426. TIRZ #5 received a total of \$1,148,525 mainly from Grant Income (\$948,249). During the period, TIRZ #5 processed \$15,249 in disbursements during the period. 80% of the disbursements related to disbursements for payroll (\$12,240). The ending balance as of month end May 31, 2023 was \$51,418,703.

At the beginning of June, the Memorial Heights Redevelopment Authority (TIRZ #5) beginning Operating Fund Balance was \$51,418,703. TIRZ #5 received a total of \$207,207 from Interest Income. During the period, TIRZ #5 processed \$3,620,879 in disbursements during the period. 98% of the disbursements related to disbursements to SER (\$3,246,509), CDM (\$128,850), and Quiddity (\$165,158) for CIP Projects. The ending balance as of month end June 30, 2023 was \$48,005,031.

At the beginning of July, the Memorial Heights Redevelopment Authority (TIRZ #5) beginning Operating Fund Balance was \$48,005,031. TIRZ #5 received a total of \$12,561,420 mainly from the annual increment from the City (\$11,901,586). During the period, TIRZ #5 processed \$10,289 in disbursements during the period. 99% of the disbursements related to disbursements for payroll (\$10,230). The ending balance as of month end July 31, 2023 was \$60,556,163.

At the beginning of August, the Memorial Heights Redevelopment Authority (TIRZ #5) beginning Operating Fund Balance was \$60,556,163. TIRZ #5 received a total of \$1,977,682 mostly from Grant Income. During the period, TIRZ #5 processed \$4,559,623 in disbursements during the period. 87% of the disbursements related to disbursements to SER (\$3,309,959), CDM (\$448,107), and Quiddity (\$213,185) for CIP Projects. The ending balance as of month end August 31, 2023 was \$57,974,222.

The invoices pending approval total \$1,297,401. See attached "Unpaid Bills Detail" Report for invoices pending approval on page 4.

There was \$7,706,358 spent for Capital Projects for the period. The projects that utilized the majority of the funding was T-0523A Shepherd/Durham Reconstruction (\$7,141,749). See attached "Capital Improvement Projects" Report on page 5 and 6.

**Memorial Heights Redevelopment Authority  
General Operating Fund  
As of August 31, 2023**

**General Operating Fund**

**BEGINNING BALANCE** \$ 50,285,425.93

**REVENUE**

Frost Money Market Interest	0.07	Interest
TexPool	70,850.47	Interest
FHWA Treas	948,248.73	Grant Income
City of Houston	11,901,586.25	Tax Increment
FHWA Treas	463,020.93	Grant Income
Regions Project Fund	129,355.04	Interest
Regions Debt Service Fund	70.94	Interest
Regions Debt Service Fund	2,121,475.00	Debt Service Payment
Frost Money Market Interest	0.05	Interest
TexPool	67,096.14	Interest
FHWA Treas	1,728,577.37	Grant Income
Regions Project Fund	140,034.18	Interest
Regions Debt Service Fund	76.80	Interest
Frost Money Market Interest	0.04	Interest
TexPool	59,300.04	Interest
Regions Debt Service Fund	75.37	Interest
Regions Project Fund	137,438.06	Interest
Frost Money Market Interest	0.04	Interest
TexPool	97,587.16	Interest
Regions Debt Service Fund	7,719.64	Interest
Regions Project Fund	143,798.16	Interest

**Total Revenue** 18,016,310.48

**DISBURSEMENTS**

ACH Texas Workforce Commission	9.00	Payroll Taxes
ACH Regions Corporate Trust	3,000.00	Debt Service Payment
ACH Quickbooks Payroll Service	12,239.62	Admin Payroll
ACH United States Treasury	4,024.50	Payroll Taxes
ACH CDM Smith Inc	128,849.83	Capital Projects
ACH Goodman Corporation	22,936.00	Engineering Consultant
ACH Medley Inc	2,000.00	Monthly Retainer
ACH Quiddity Engineering LLC	165,158.38	Capital Projects
ACH Sanford Kuhl Hagan Kugle	5,517.25	Legal Invoices
ACH SER Construction	1,275,552.98	Capital Projects
ACH The Morton Accounting Services	1,961.29	CPA Services
ACH Schwab Retirement	1,500.00	Retirement
ACH Quickbooks Payroll Service	8,229.62	Admin Payroll
ACH Schwab Retirement	1,500.00	Retirement
ACH United States Treasury	8,034.50	Payroll Taxes
ACH Regions Corporate Trust	2,121,475.00	Debt Service Payment
ACH SER Construction	1,970,956.39	Capital Projects
ACH Goodman Corporation	18,434.76	Engineering Consultant
ACH Hunton Andrews Kurth	2,272.00	Tax Consultant
ACH Medley Inc	2,000.00	Monthly Retainer
ACH The Morton Accounting Services	1,951.29	CPA Services
ACH Commerce Bank	26.43	Credit Card
ACH Quickbooks Payroll Service	10,229.62	Admin Payroll
ACH Frost Bank	32.75	Bank Fees
ACH Schwab Retirement	1,500.00	Retirement
ACH United States Treasury	6,034.50	Payroll Taxes
ACH CDM Smith Inc	320,842.87	Capital Projects
ACH City of Houston	155,560.00	Municipal Services
ACH eLsqrd Media	4,788.00	Website
ACH Equitax	3,518.40	Tax Consultant
ACH SER Construction	2,213,536.65	Capital Projects
ACH Goodman Corporation	27,297.53	Engineering Consultant
ACH Medley Inc	2,000.00	Monthly Retainer
ACH Quiddity Engineering LLC	99,502.58	Capital Projects
ACH Sanford Kuhl Hagan Kugle	17,105.69	Legal Invoices
ACH The Morton Accounting Services	1,954.68	CPA Services
ACH Quickbooks Payroll Service	10,229.62	Admin Payroll
ACH United States Treasury	6,034.50	Payroll Taxes
ACH CDM Smith Inc	127,263.78	Capital Projects
ACH SER Construction	1,096,422.13	Capital Projects
ACH Goodman Corporation	21,573.24	Engineering Consultant
ACH Quiddity Engineering LLC	113,682.88	Capital Projects
ACH Sanford Kuhl Hagan Kugle	8,901.50	Legal Invoices
ACH Teamwork Construction	319,919.57	Capital Projects
ACH The Morton Accounting Services	1,954.68	CPA Services

**Total Disbursements** 10,327,514.01

**ENDING BALANCE** \$ 57,974,222.40

**August 31, 2023**

**Balance**

<b>LOCATION OF ASSETS</b>	
Frost Checking	459,618.01
Frost Money Mkt	711.39
Frost Project Fund	465.00
Regions Debt Service Fund	2,147,590.77
Regions Project Fund	33,688,744.18
TexPool Investment	21,677,093.05
<b>Total Account Balance</b>	<u>\$ 57,974,222.40</u>

**Memorial Heights Redevelopment Authority**  
**Unpaid Bills Detail**  
As of September 21, 2023

Type	Date	Num	Memo	Due Date	Open Balance
<b>Goodman Corporation</b>					
Bill	08/31/2023	8-2023-71	MRA113 Project - Phase I Construction Phase Grant Mngt August 2023	09/10/2023	9,553.28
Bill	08/31/2023	8-2023-13	MRA115 Project - Phase II Design and Bid Aug 2023	09/10/2023	2,000.65
Bill	08/31/2023	8-2023-14	MRA118 Project - Task 1 - Right of Way August 2023	09/10/2023	567.00
Total Goodman Corporation					12,120.93
<b>Hunton Andrews Kurth</b>					
Bill	08/31/2023	131806578	Nicholas Litinas Legal Services Through 05.31.23	09/10/2023	5,135.00
Total Hunton Andrews Kurth					5,135.00
<b>Kuo &amp; Associates, Inc.</b>					
Bill	08/31/2023	2023323	Surveying Services - Little Thicket Park	09/10/2023	2,417.50
Total Kuo & Associates, Inc.					2,417.50
<b>McCall Gibson Swedlund Barfoot PLLC</b>					
Bill	09/01/2023	2023 Audit Interim	2023 Audit Interim	09/11/2023	9,000.00
Total McCall Gibson Swedlund Barfoot PLLC					9,000.00
<b>Medley Inc.</b>					
Bill	08/31/2023	1096	Monthly Digital Retainer - August	09/10/2023	2,000.00
Total Medley Inc.					2,000.00
<b>Quiddity Engineering, LLC</b>					
General Journal	06/30/2023	CPA 23-1	Expense Estimate 06.01.23 - 06.30.23		135,200.00
General Journal	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
<b>Sanford Kuhl Hagan Kugle Parker Kahn</b>					
Bill	08/31/2023	23-0674	Admin/Meeting through Aug 2023	09/10/2023	200.00
Bill	08/31/2023	23-0675	Legal services through August 2023	09/10/2023	1,556.25
Bill	08/31/2023	23-0676	Legal services through August 2023	09/10/2023	705.00
Bill	08/31/2023	23-0677	Legal services through August 2023	09/10/2023	260.00
Bill	08/31/2023	23-0678	Legal services through August 2023	09/10/2023	2,206.25
Bill	08/31/2023	23-0679	Legal services through August 2023	09/10/2023	1,380.00
Total Sanford Kuhl Hagan Kugle Parker Kahn					6,307.50
<b>SER Construction</b>					
Bill	08/31/2023	Pay Estimate #16	Shepherd Dr, Durham Dr, Selected Cross Streets Phase 1	09/10/2023	1,258,465.86
Total SER Construction					1,258,465.86
<b>The Morton Accounting Services</b>					
Bill	08/31/2023	2469	August CPA Services	09/10/2023	1,954.68
Total The Morton Accounting Services					1,954.68
<b>TOTAL</b>					<b>1,297,401.47</b>

**Memorial Heights Redevelopment Authority**  
**Capital Improvement Projects**  
**May through August 2023**

Type	Date	Num	Name	Memo	Amount
<b>Capital Improvement Plan</b>					
<b>T-0521 Little Thicket Park Impr</b>					
Gener...	06/30/2023	CPA 23-5		Reclass time for administrator to respec...	4,612.50
Bill	08/31/2023	23-0677	Sanford Kuhl Hagan Kugle P...	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					7,290.00
<b>T-0523A Shepherd Durham &amp; Cross</b>					
Bill	05/31/2023	5-2023-59	Goodman Corporation	-MULTIPLE-	9,553.28
Bill	05/31/2023	5-2023-4	Goodman Corporation	MRA115 Federal and TxDOT	2,000.65
Bill	05/31/2023	5-2023-10	Goodman Corporation	MRA118 Right of Way Acquisition	2,457.00
Bill	05/31/2023	131803786	Hunton Andrews Kurth	Nicholas Litinas Legal Services Through...	2,272.00
Bill	05/31/2023	Pay Estim...	SER Construction	Shepherd Dr, Durham Dr, Selected Cro...	1,970,956.39
Bill	05/31/2023	23-0319	Sanford Kuhl Hagan Kugle P...	Shepher/Durham Recon	855.00
Bill	05/31/2023	90181340	CDM Smith Inc.	Project: Shepherd & Durham Major Inve...	167,007.06
Bill	05/31/2023	ARIV1001...	Quiddity Engineering, LLC	T0523A Shepherd Durham Cross Street...	88,790.90
Bill	05/31/2023	ARIV1001...	Quiddity Engineering, LLC	Total Fee - \$364,200	7,160.50
Bill	06/25/2023	Pay Estim...	SER Construction	Shepherd Dr, Durham Dr, Selected Cro...	2,213,536.65
Invoice	06/26/2023	2	CTC Contractors	Siva Cell Damage per May 23, 2023 Let...	-8,920.09
Bill	06/30/2023	6-2023-47	Goodman Corporation	-MULTIPLE-	9,553.28
Bill	06/30/2023	6-2023-48	Goodman Corporation	MRA115 Federal and TxDOT	800.26
Bill	06/30/2023	6-2023-50	Goodman Corporation	MRA118 Right of Way Acquisition	6,357.75
Bill	06/30/2023	23-0511	Sanford Kuhl Hagan Kugle P...	Shepher/Durham Recon	1,441.25
Bill	06/30/2023	90183393	CDM Smith Inc.	Project: Shepherd & Durham Major Inve...	153,835.81
Gener...	06/30/2023	CPA 23-3	SER Construction	Accrual for retainage payable for Sheph...	1,060,166.79
Gener...	06/30/2023	CPA 23-1	Quiddity Engineering, LLC	-MULTIPLE-	132,000.00
Gener...	06/30/2023	CPA 23-5		Reclass time for administrator to respec...	86,512.50
Gener...	07/01/2023	CPA 23-3R	SER Construction	Accrual for retainage payable for Sheph...	-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 Street...	58,715.42
Bill	07/01/2023	ARIV1002...	Quiddity Engineering, LLC	Total Fee - \$364,200	30,587.71
Gener...	07/01/2023	CPA 23-1R	Quiddity Engineering, LLC	-MULTIPLE-	-132,000.00
Bill	07/31/2023	Pay Estim...	SER Construction	Shepherd Dr, Durham Dr, Selected Cro...	1,096,422.13
Bill	07/31/2023	23-0618	Sanford Kuhl Hagan Kugle P...	Shepher/Durham Recon	2,252.50
Bill	07/31/2023	7-2023-36	Goodman Corporation	-MULTIPLE-	9,553.28
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 Inve...	127,263.78
Bill	08/31/2023	8-2023-71	Goodman Corporation	-MULTIPLE-	9,553.28
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 Kugle P...	Shepher/Durham Recon	2,206.25
Bill	08/31/2023	131806578	Hunton Andrews Kurth	Nicholas Litinas Legal Services Through...	5,135.00
Bill	08/31/2023	Pay Estim...	SER Construction	Shepherd Dr, Durham Dr, Selected Cro...	1,258,465.86
Total T-0523A Shepherd Durham & Cross					7,322,765.95
<b>T-0525 North Canal</b>					
Gener...	06/30/2023	CPA 23-5		Reclass time for administrator to respec...	1,575.00
Total T-0525 North Canal					1,575.00
<b>T-0528 West Dallas Restriping</b>					
Gener...	06/30/2023	CPA 23-5		Reclass time for administrator to respec...	75.00
Total T-0528 West Dallas Restriping					75.00
<b>T-0529 Yale @ Center</b>					
Gener...	06/30/2023	CPA 23-5		Reclass time for administrator to respec...	562.50
Total T-0529 Yale @ Center					562.50

**Memorial Heights Redevelopment Authority**  
**Capital Improvement Projects**  
**May through August 2023**

Type	Date	Num	Name	Memo	Amount
<b>T-0531 Pedestrian Improv. Const</b>					
Bill	05/31/2023	ARIV1001...	Quiddity Engineering, LLC	Pedestrian & Bicycle Safety Impr Constr...	2,529.48
Gener...	06/30/2023	CPA 23-3	Teamwork Construction Servi...	Accrual for retainage payable for Bike/P...	34,955.05
Gener...	06/30/2023	CPA 23-1	Quiddity Engineering, LLC	Expense Estimate 06.01.23 - 06.30.23 ...	1,500.00
Gener...	06/30/2023	CPA 23-5		Reclass time for administrator to respec...	10,387.50
Gener...	07/01/2023	CPA 23-1R	Quiddity Engineering, LLC	Expense Estimate 06.01.23 - 06.30.23 ...	-1,500.00
Bill	08/09/2023	Pay App #...	Teamwork Construction Servi...	Bike/Ped Safety Improvements	319,919.57
Total T-0531 Pedestrian Improv. Const					367,791.60
<b>T-0534 West 19th Beall Sidewalk</b>					
Bill	05/31/2023	5-2023-73	Goodman Corporation	MRA116 Task 1 - \$10,220	613.20
Bill	05/31/2023	ARIV1001...	Quiddity Engineering, LLC	Total Fee \$60,100	1,021.70
Bill	06/30/2023	6-2023-49	Goodman Corporation	MRA116 Task 1 - \$10,220	102.20
Bill	06/30/2023	23-0510	Sanford Kuhl Hagan Kugle P...	19th St. Safety	998.75
Gener...	06/30/2023	CPA 23-1	Quiddity Engineering, LLC	Expense Estimate 06.01.23 - 06.30.23 ...	1,000.00
Gener...	06/30/2023	CPA 23-5		Reclass time for administrator to respec...	1,012.50
Gener...	07/01/2023	CPA 23-1R	Quiddity Engineering, LLC	Expense Estimate 06.01.23 - 06.30.23 ...	-1,000.00
Bill	07/31/2023	23-0620	Sanford Kuhl Hagan Kugle P...	19th St. Safety	1,170.00
Bill	08/31/2023	23-0679	Sanford Kuhl Hagan Kugle P...	19th St. Safety	1,380.00
Total T-0534 West 19th Beall Sidewalk					6,298.35
Total Capital Improvement Plan					7,706,358.40
<b>TOTAL</b>					<b><u>7,706,358.40</u></b>

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

	Jul - Aug 23	Jul - Aug 22	\$ Change	% Change
<b>Ordinary Income/Expense</b>				
<b>Income</b>				
Grant Income	1,728,577.37	0.00	1,728,577.37	100.0%
Interest Income	445,918.51	38,938.50	406,980.01	1,045.2%
Interest Income - CIP	0.00	81,133.12	-81,133.12	-100.0%
Tax Increment - City	0.00	0.00	0.00	0.0%
<b>Total Income</b>	<b>2,174,495.88</b>	<b>120,071.62</b>	<b>2,054,424.26</b>	<b>1,711.0%</b>
<b>Cost of Goods Sold</b>				
<b>Capital Improvement Plan</b>				
T-0521 Little Thicket Park Impr	2,677.50	325.00	2,352.50	723.9%
T-0523A Shepherd Durham & Cross	1,416,428.97	1,262,801.28	153,627.69	12.2%
T-0529 Yale @ Center	0.00	416.25	-416.25	-100.0%
T-0531 Pedestrian Improv. Const	318,419.57	180,065.92	138,353.65	76.8%
T-0534 West 19th Beall Sidewalk	1,550.00	0.00	1,550.00	100.0%
<b>Total Capital Improvement Plan</b>	<b>1,739,076.04</b>	<b>1,443,608.45</b>	<b>295,467.59</b>	<b>20.5%</b>
<b>Total COGS</b>	<b>1,739,076.04</b>	<b>1,443,608.45</b>	<b>295,467.59</b>	<b>20.5%</b>
<b>Gross Profit</b>	<b>435,419.84</b>	<b>-1,323,536.83</b>	<b>1,758,956.67</b>	<b>132.9%</b>
<b>Expense</b>				
<b>Debt Service</b>				
Bond Principal	0.00	835,000.00	-835,000.00	-100.0%
Interest Expense	0.00	652,612.51	-652,612.51	-100.0%
Debt Service - Other	0.00	3,000.00	-3,000.00	-100.0%
<b>Total Debt Service</b>	<b>0.00</b>	<b>1,490,612.51</b>	<b>-1,490,612.51</b>	<b>-100.0%</b>
<b>Developer Reimbursement</b>	<b>2,082.50</b>	<b>420,490.14</b>	<b>-418,407.64</b>	<b>-99.5%</b>
<b>Payroll Expenses</b>				
Payroll Taxes	2,524.50	2,539.50	-15.00	-0.6%
Retirement Expense	3,000.00	3,000.00	0.00	0.0%
Salary Payroll	30,000.00	30,000.00	0.00	0.0%
Payroll Expenses - Other	3.74	3.74	0.00	0.0%
<b>Total Payroll Expenses</b>	<b>35,528.24</b>	<b>35,543.24</b>	<b>-15.00</b>	<b>0.0%</b>
<b>Program and Project Consultants</b>				
Engineering Consultants	22,376.25	3,858.75	18,517.50	479.9%
Legal Expense	5,577.75	9,772.87	-4,195.12	-42.9%
Planning Consultants	11,450.56	12,558.68	-1,108.12	-8.8%
<b>Total Program and Project Consultants</b>	<b>39,404.56</b>	<b>26,190.30</b>	<b>13,214.26</b>	<b>50.5%</b>
<b>TIRZ Administration &amp; Overhead</b>				
Accounting	3,909.36	3,902.58	6.78	0.2%
Administration	280.00	2,155.00	-1,875.00	-87.0%
<b>Office Expenses</b>				
Bank Service Charges	32.75	154.55	-121.80	-78.8%
Office Expenses - Other	0.00	125.51	-125.51	-100.0%
<b>Total Office Expenses</b>	<b>32.75</b>	<b>280.06</b>	<b>-247.31</b>	<b>-88.3%</b>
<b>Tax Consultant</b>	<b>3,518.40</b>	<b>2,621.70</b>	<b>896.70</b>	<b>34.2%</b>
<b>Total TIRZ Administration &amp; Overhead</b>	<b>7,740.51</b>	<b>8,959.34</b>	<b>-1,218.83</b>	<b>-13.6%</b>
<b>Total Expense</b>	<b>84,755.81</b>	<b>1,981,795.53</b>	<b>-1,897,039.72</b>	<b>-95.7%</b>
<b>Net Ordinary Income</b>	<b>350,664.03</b>	<b>-3,305,332.36</b>	<b>3,655,996.39</b>	<b>110.6%</b>
<b>Net Income</b>	<b>350,664.03</b>	<b>-3,305,332.36</b>	<b>3,655,996.39</b>	<b>110.6%</b>



**Memorial Heights Redevelopment Authority**  
**Balance Sheet Prev Year Comparison**  
**As of August 31, 2023**

	Aug 31, 23	Aug 31, 22	\$ Change	% Change
<b>ASSETS</b>				
<b>Current Assets</b>				
<b>Checking/Savings</b>				
Frost Bank Checking	459,618.01	2,278,931.30	-1,819,313.29	-79.8%
Frost Bank Money Mkt	711.39	3,000,277.39	-2,999,566.00	-100.0%
Frost Bank Project Fund	465.00	465.00	0.00	0.0%
Regions Debt Service Fund	2,147,590.77	2,122,189.79	25,400.98	1.2%
Regions Project Fund	33,688,744.18	37,669,253.27	-3,980,509.09	-10.6%
TexPool Investment	21,677,093.05	17,823,236.43	3,853,856.62	21.6%
<b>Total Checking/Savings</b>	57,974,222.40	62,894,353.18	-4,920,130.78	-7.8%
<b>Accounts Receivable</b>				
Accounts Receivable	8,920.09	0.00	8,920.09	100.0%
<b>Total Accounts Receivable</b>	8,920.09	0.00	8,920.09	100.0%
<b>Other Current Assets</b>				
Due from Other Funds	19,400,679.51	0.00	19,400,679.51	100.0%
<b>Total Other Current Assets</b>	19,400,679.51	0.00	19,400,679.51	100.0%
<b>Total Current Assets</b>	77,383,822.00	62,894,353.18	14,489,468.82	23.0%
<b>TOTAL ASSETS</b>	<b>77,383,822.00</b>	<b>62,894,353.18</b>	<b>14,489,468.82</b>	<b>23.0%</b>
<b>LIABILITIES &amp; EQUITY</b>				
<b>Liabilities</b>				
<b>Current Liabilities</b>				
<b>Accounts Payable</b>				
Accounts Payable	1,288,401.47	3,159,709.48	-1,871,308.01	-59.2%
<b>Total Accounts Payable</b>	1,288,401.47	3,159,709.48	-1,871,308.01	-59.2%
<b>Other Current Liabilities</b>				
Due to Other Funds	19,400,679.51	0.00	19,400,679.51	100.0%
Payroll Liabilities	1,509.00	7,661.50	-6,152.50	-80.3%
Retainage Payable	62,247.67	27,292.62	34,955.05	128.1%
<b>Total Other Current Liabilities</b>	19,464,436.18	34,954.12	19,429,482.06	55,585.7%
<b>Total Current Liabilities</b>	20,752,837.65	3,194,663.60	17,558,174.05	549.6%
<b>Total Liabilities</b>	20,752,837.65	3,194,663.60	17,558,174.05	549.6%
<b>Equity</b>				
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	350,664.03	-3,305,332.36	3,655,996.39	110.6%
<b>Total Equity</b>	56,630,984.35	59,699,689.58	-3,068,705.23	-5.1%
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>77,383,822.00</b>	<b>62,894,353.18</b>	<b>14,489,468.82</b>	<b>23.0%</b>

## Memorial Heights Redevelopment Authority Profit & Loss Detail

Accrual Basis

July through August 2023

Type	Date	Num	Adj	Name	Memo	Amount
<b>Ordinary Income/Expense</b>						
<b>Income</b>						
<b>Grant Income</b>						
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
Total Grant Income						1,728,577.37
<b>Interest Income</b>						
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
Total Interest Income						445,918.51
<b>Tax Increment - City</b>						
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
Total Tax Increment - City						0.00
Total Income						2,174,495.88
<b>Cost of Goods Sold</b>						
<b>Capital Improvement Plan</b>						
<b>T-0521 Little Thicket Park Impr</b>						
Bill	08/31/2023	23-0677		Sanford Kuhl Hagan Kugle Parker Kahn	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
<b>T-0523A Shepherd Durham &amp; Cross</b>						
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 Throu...	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 Kugle Parker Kahn	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 Kugle Parker Kahn	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
Total T-0523A Shepherd Durham & Cross						1,416,428.97
<b>T-0531 Pedestrian Improv. Const</b>						
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 #...		Teamwork Construction Services Inc.	Bike/Ped Safety Improvements	319,919.57
Total T-0531 Pedestrian Improv. Const						318,419.57
<b>T-0534 West 19th Beall Sidewalk</b>						
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 Kugle Parker Kahn	19th St. Safety	1,170.00
Bill	08/31/2023	23-0679		Sanford Kuhl Hagan Kugle Parker Kahn	19th St. Safety	1,380.00
Total T-0534 West 19th Beall Sidewalk						1,550.00
Total Capital Improvement Plan						1,739,076.04
Total COGS						1,739,076.04
Gross Profit						435,419.84
<b>Expense</b>						
<b>Developer Reimbursement</b>						
Bill	07/31/2023	23-0619		Sanford Kuhl Hagan Kugle Parker Kahn	Allen Pkwy/Marston	2,082.50
Total Developer Reimbursement						2,082.50

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

July through August 2023

Accrual Basis

Type	Date	Num	Adj	Name	Memo	Amount
<b>Payroll Expenses</b>						
<b>Payroll Taxes</b>						
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
Total Payroll Taxes						2,524.50
<b>Retirement Expense</b>						
Paycheck	07/31/2023	DD1027		Sherry Weesner	Direct Deposit	1,500.00
Paycheck	08/31/2023	DD1028		Sherry Weesner	Direct Deposit	1,500.00
Total Retirement Expense						3,000.00
<b>Salary Payroll</b>						
Paycheck	07/31/2023	DD1027		Sherry Weesner	Direct Deposit	15,000.00
Paycheck	08/31/2023	DD1028		Sherry Weesner	Direct Deposit	15,000.00
Total Salary Payroll						30,000.00
<b>Payroll Expenses - Other</b>						
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
Total Payroll Expenses - Other						3.74
Total Payroll Expenses						35,528.24
<b>Program and Project Consultants</b>						
<b>Engineering Consultants</b>						
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
<b>Legal Expense</b>						
Bill	07/31/2023	23-0616		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through July 2023	2,371.50
Bill	07/31/2023	23-0617		Sanford Kuhl Hagan Kugle Parker Kahn	T-0544 Washington Round About	945.00
Bill	08/31/2023	23-0675		Sanford Kuhl Hagan Kugle Parker Kahn	Legal services through August 2023	1,556.25
Bill	08/31/2023	23-0676		Sanford Kuhl Hagan Kugle Parker Kahn	T-0544 Westcott Round About	705.00
Total Legal Expense						5,577.75
<b>Planning Consultants</b>						
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
Total Planning Consultants						11,450.56
Total Program and Project Consultants						39,404.56
<b>TIRZ Administration &amp; Overhead</b>						
<b>Accounting</b>						
Bill	07/31/2023	2460		The Morton Accounting Services	July CPA Services	1,954.68
Bill	08/31/2023	2469		The Morton Accounting Services	August CPA Services	1,954.68
Total Accounting						3,909.36
<b>Administration</b>						
Bill	07/31/2023	23-0615		Sanford Kuhl Hagan Kugle Parker Kahn	Admin/Meeting through July 2023	80.00
Bill	08/31/2023	23-0674		Sanford Kuhl Hagan Kugle Parker Kahn	Admin/Meeting through Aug 2023	200.00
Total Administration						280.00
<b>Office Expenses</b>						
<b>Bank Service Charges</b>						
Check	07/31/2023				Service Charge	32.75
Total Bank Service Charges						32.75
Total Office Expenses						32.75
<b>Tax Consultant</b>						
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						7,740.51
Total Expense						84,755.81
Net Ordinary Income						350,664.03
<b>Net Income</b>						<b>350,664.03</b>

**Memorial Heights Redevelopment Authority – TIRZ 5**

**Investment Report**

**September 2023**

**TEXPOOL**

Date	Balance	Interest	Deposits/Withdrawals	Date Deposit/Withdrawal	Average Daily Yield
May 31, 2023	\$16,453,109.71	\$70,850.47	***-\$300,000	5/31/2023	5.0035%
June 30, 2023	\$12,020,250.85	\$67,096.14	***-\$4,500,000.00	6/29/2023	5.0543%
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%

\*\*\* Funds moved to checking account for invoice payments and in June to replenish Debt Service fund for FY 2024.

\*Increment Deposit

**Regions Project Fund**

Date	Balance	Income	Deposits/Withdrawals	Date Deposit/Withdrawal	Average Yield at Market
May 31, 2023	\$33,267,473.78	\$129,355.04			4.69%
June 30, 2023	\$33,407,507.96	\$140,034.18			5.05%
July 31, 2023	\$33,544,946.02	\$137,438.06			4.94%
August 31, 2023	\$33,688,744.18	\$143,798.16			5.15%

**Regions Debt Service Fund**

Date	Balance	Income	Deposits/Withdrawals	Date Deposit/Withdrawal	Average Yield at Market
May 31, 2023	\$18,244.96	\$70.94			4.69%
June 30, 2023	\$18,321.76	\$76.80			5.05%
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%

\*\* 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.

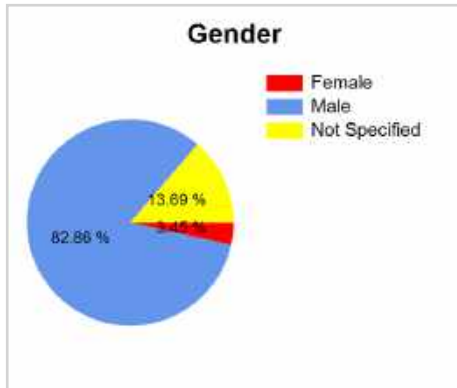
*Sherry F Weesner*

Sherry F. Weesner, Investment Officer

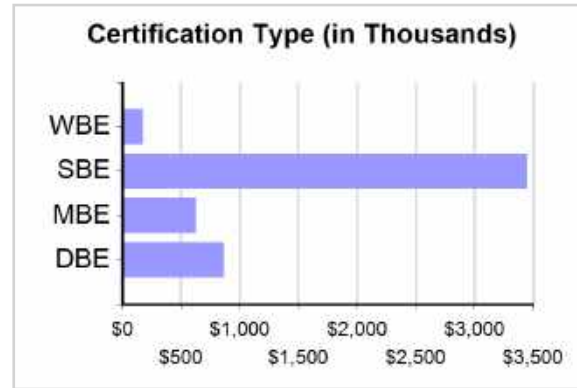
# Economic Development Diversity Dashboard Report

## FY2020 (7/1/2019 TO 6/30/2020) through FY2023 (7/1/2022 to 6/30/2023)

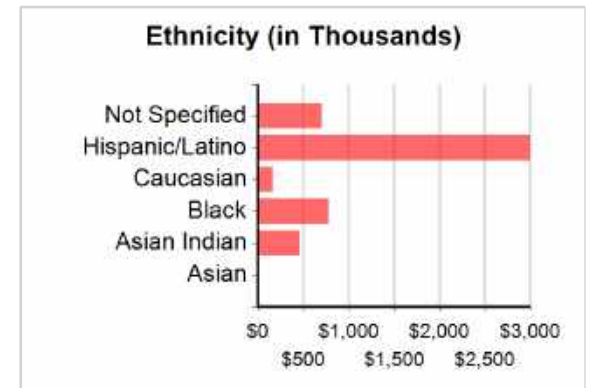
Contract Type	Total Award	Certified Award	Goal	Total Payments	Payments for Credit	Actual	No. of Contracts
Construction	\$51,976,837	\$11,488,910	22.1%	\$18,409,836	\$3,347,998	18.2%	3
Professional Services	\$11,880,113	\$2,778,976	23.4%	\$4,519,069	\$1,773,849	39.3%	9
<b>Subtotal</b>	<b>\$63,856,950</b>	<b>\$14,267,886</b>	<b>22.3%</b>	<b>\$22,928,905</b>	<b>\$5,121,847</b>	<b>22.3%</b>	<b>12</b>
0% Goal Contracts	\$290,100	\$0	0.0%	\$231,523	\$0	0.0%	4
<b>Grand Total</b>	<b>\$64,147,050</b>	<b>\$14,267,886</b>	<b>22.2%</b>	<b>\$23,160,428</b>	<b>\$5,121,847</b>	<b>22.1%</b>	<b>16</b>



Gender	Payments For Credit	No. of Vendor
Female	\$176,817	3
Male	\$4,243,798	15
Not Specified	\$701,231	3
<b>Grand Total</b>	<b>\$5,121,847</b>	<b>21</b>



Certification	Payments For Credit	No. of Cert Types
DBE	\$870,141	6
MBE	\$627,831	6
SBE	\$3,447,058	6
WBE	\$176,817	3
<b>Grand Total</b>	<b>\$5,121,847</b>	<b>21</b>



Ethnicity	Payments For Credit	No. of Vendor
Asian	\$8,510	1
Asian Indian	\$466,175	3
Black	\$781,275	9
Caucasian	\$169,379	2
Hispanic/Latino	\$2,995,276	3
Not Specified	\$701,231	3
<b>Grand Total</b>	<b>\$5,121,847</b>	<b>21</b>

Project Name	Contract Name	Total Award	Certified Award	Goal	Total Payments	Payments for Credit	Actual	No. of Contracts
Safety Improvements 19th and Beall Area	Final Design Services	\$125,859	\$45,344	36.0%	\$68,677	\$0	0.0%	1
Little Thicket Park Construction	Little Thicket Park	\$392,655	\$38,478	9.8%	\$391,025	\$40,944	10.5%	1

Project Name	Contract Name	Total Award	Certified Award	Goal	Total Payments	Payments for Credit	Actual	No. of Contracts
Pedestrian and Bicycle Safety Improvements - Construction Phase Services	Ped and Bike Safety Improvements Construction	\$1,153,161	\$0	0.0%	\$1,182,704	\$0	0.0%	1
Pedestrian and Bicycle Safety Improvements - Construction Phase Services	Pedestrian and Bicycle Safety Improvements - Construction Phase Services	\$154,320	\$16,200	10.5%	\$116,392	\$13,702	11.8%	1
Segment of Trail between White Oak Bayou and Memorial Park Project	Segment of Trail between White Oak Bayou and Memorial Park Project	\$90,000	\$0	0.0%	\$62,988	\$0	0.0%	1
Shepherd, Durham, and Selected Cross Streets Reconstruction	Shepherd, Durham, and Selected Cross Streets - Phase 1 CM&I	\$3,748,603	\$902,446	24.1%	\$1,016,318	\$266,317	26.2%	1
Shepherd, Durham, and Selected Cross Streets Reconstruction	Shepherd, Durham, and Selected Cross Streets - Phase 1 Construction	\$50,431,021	\$11,450,432	22.7%	\$16,836,107	\$3,307,054	19.6%	1
Shepherd, Durham, and Selected Cross Streets Reconstruction	Shepherd, Durham, and Selected Cross Streets - Phase 1 Construction Phase Services	\$678,800	\$117,100	17.3%	\$158,882	\$41,060	25.8%	1
Shepherd, Durham, and Selected Cross Streets Reconstruction	Shepherd, Durham, and Selected Cross Streets - Phase 1 Final Design	\$3,008,100	\$733,305	24.4%	\$1,262,605	\$659,665	52.2%	1
Shepherd, Durham, and Selected Cross Streets Reconstruction	Shepherd, Durham, and Selected Cross Streets - Phase 2 Accel. Tasks	\$381,000	\$69,300	18.2%	\$245,700	\$65,241	26.6%	1
Shepherd, Durham, and Selected Cross Streets Reconstruction	Shepherd, Durham, and Selected Cross Streets - Phase 2 Final Design	\$2,669,300	\$606,968	22.7%	\$1,112,129	\$463,722	41.7%	1
Shepherd, Durham, and Selected Cross Streets Reconstruction	Shepherd, Durham, and Selected Cross Streets - Preliminary Engineering	\$1,028,100	\$273,233	26.6%	\$466,431	\$250,013	53.6%	1
West Dallas Restriping Project	West Dallas Restriping Project	\$79,900	\$0	0.0%	\$52,735	\$0	0.0%	1
Yale and Center Intersection	Yale and Center Final Design	\$86,032	\$15,080	17.5%	\$71,936	\$14,130	19.6%	1
Zone Wide Localized Stormwater Management	Zone Wide Localized Stormwater Management - Preliminary Engineering	\$60,200	\$0	0.0%	\$55,800	\$0	0.0%	1
Zone Wide Safety and Mobility Project	Zone Wide Safety and Mobility Projects - Preliminary Engineering	\$60,000	\$0	0.0%	\$60,000	\$0	0.0%	1
<b>Total</b>		<b>\$64,147,050</b>	<b>\$14,267,886</b>	<b>22.2%</b>	<b>\$23,160,428</b>	<b>\$5,121,847</b>	<b>22.1%</b>	<b>16</b>



September 28, 2023

Bicycle Advisory Committee  
City of Houston  
P.O. Box 1562  
Houston, Texas 77251  
Attn: Tom Compson, Chair

Dear Mr. Compson,

Pat Walsh made significant contributions to the City of Houston during his tenure as Director of Planning and Development. He played a pivotal role in championing initiatives such as “Paws on Patios,” a program that allowed four-legged companions to join us on restaurant patios and as head of the Planning and Development Department, he oversaw programs for neighborhood protection and preservation and transportation. One of Walsh’s largest projects at City Hall was the development and approval of Houston’s first general plan, known as Plan Houston. His dedication to promoting more transportation options within the city led to the adoption of the Houston Bike Plan in 2017. For these reasons and many more, the Memorial Heights Redevelopment Authority/TIRZ 5 Board supports the requests for the City to begin the process to consider naming a bike facility within the City of Houston for the former Director of Planning and Development, Patrick Walsh.

Sincerely,

Ann Lents  
Memorial Heights Redevelopment Authority  
1980 South Post Oak Blvd., Suite 1380  
Houston, Texas 77056

**MEMORIAL-HEIGHTS  
REDEVELOPMENT AUTHORITY**

**Annual Financial Statements  
and  
Supplementary Information**

**June 30, 2023  
(With Independent Auditor's Report Thereon)**

DRAFT SUBJECT TO CHANGE



## TABLE OF CONTENTS

	<u>PAGE</u>
INDEPENDENT AUDITOR'S REPORT	1-3
MANAGEMENT'S DISCUSSION AND ANALYSIS	4-7
BASIC FINANCIAL STATEMENTS	
STATEMENT OF NET POSITION AND GOVERNMENTAL FUNDS BALANCE SHEET	8-9
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET TO THE STATEMENT OF NET POSITION	10
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES	11-12
RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES TO THE STATEMENT OF ACTIVITIES	13
NOTES TO THE FINANCIAL STATEMENTS	14-21
REQUIRED SUPPLEMENTARY INFORMATION	
BUDGETARY COMPARISON SCHEDULE – ALL COMBINED GOVERNMENTAL FUNDS	22
SUPPLEMENTARY INFORMATION – REQUIRED BY GOVERNMENT AUDITING STANDARDS	
INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS	24-25
INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY THE UNIFORM GUIDANCE	26-28
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS	29
NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS	30
SCHEDULE OF FINDINGS AND QUESTIONED COSTS	31-34
SUMMARY SCHEDULE OF PRIOR AUDIT FINDINGS	35
SUPPLEMENTARY INFORMATION REQUIRED BY THE CITY OF HOUSTON	
SCHEDULE OF ESTIMATE OF PROJECT COSTS TO ACTUAL COSTS	36
SCHEDULE OF OPERATING EXPENDITURES AND CAPITAL EXPENDITURES	37-38

**McCALL GIBSON SWEDLUND BARFOOT PLLC**  
*Certified Public Accountants*

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INDEPENDENT AUDITOR'S REPORT

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

**Opinions**

We have audited the accompanying financial statements of the governmental activities and each major fund of Memorial-Heights Redevelopment Authority (the "Authority"), **a component unit of the City of Houston, Texas**, as of and for the year ended June 30, 2023, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the Authority as of June 30, 2023 and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

**Basis for Opinion**

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

**Responsibilities of Management for the Financial Statements**

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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

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

### **Required Supplementary Information**

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

### **Supplementary Information**

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Authority's basic financial statements. The supplementary information required by the City of Houston, Texas and schedule of expenditures of federal awards, as required by Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. This supplementary information, excluding that portion marked "Unaudited" on which we express no opinion or provide an assurance, has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

### **Other Reporting Required by *Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued our report dated September 28, 2023, on our consideration of the District's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the District's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the District's internal control over financial reporting and compliance.

McCall Gibson Swedlund Barfoot PLLC  
Certified Public Accountants  
Houston, Texas

September 28, 2023

# **MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

### **FOR THE YEAR ENDED JUNE 30, 2023**

The discussion and analysis of Memorial-Heights Redevelopment Authority's (Authority or MHRA) financial statements provide an overview of the Authority's financial performance during the years ended June 30, 2023, and 2022. This discussion and analysis includes comparative data for the year ended June 30, 2023, with the year ended June 30, 2022, with a brief explanation for significant changes between fiscal years. Since the Management's Discussion and Analysis is designed to focus on current activities, resulting changes and currently known facts, please read in conjunction with the Authority's financial statements and footnotes.

#### **HIGHLIGHTS**

- Since its creation in 1996, Reinvestment Zone Number Five, City of Houston (Zone) has seen an increase in taxable value. As of tax year 2022, the projected taxable value was approximately \$2,989,698,945. This increase in value of \$1,862,738,738 over the base year value of \$1,126,960,207 was due to multiple factors including annexation of territory into the boundaries of the Zone and subsequent development of multi-family development and commercial projects in the Zone.
- The Authority recorded its annual Municipal Services Payment to the City of Houston in the amount of \$155,560.
- During Fiscal Years 2018, 2019, and 2020 MHRA continued work on the Shepherd/Durham Streets Reconstruction Project and has successfully obtained grant funding. During Fiscal Year 2021, MHRA completed design of Phase 1 (15<sup>th</sup> Street to 610) and started design on Phase 2 (15<sup>th</sup> Street to I-10). Construction of Phase 1 began in May of 2022. Construction of Phase 2 is expected to start in the Summer of 2024.
- Construction for the Bicycle and Pedestrian facilities at the intersection of Washington/Center and Heights, improvements to the MKT Trail, a section of the trail connection between the White Oak Bayou Trail and Memorial Park, and restriping of West Dallas between Dunlavy and Waugh to add bicycle facilities has been completed.
- The Authority has been successful with several Highway Safety Improvement Program (HSIP) grants. These include Yale at Center, 19<sup>th</sup> and Beall Area, and the Waugh, South Heights, Yale and Waughford area.

#### **OVERVIEW OF THE FINANCIAL STATEMENTS**

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

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE YEAR ENDED JUNE 30, 2023**

**OVERVIEW OF THE FINANCIAL STATEMENTS (Continued)**

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

**STATEMENT OF NET POSITION**

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

	<u>Summary of Changes in the Statement of Net Position</u>		
	<u>2023</u>	<u>2022</u>	<u>Change Positive (Negative)</u>
<b>ASSETS:</b>			
Cash and Investments	\$ 48,000,000	\$ 54,465,000	\$ (6,465,000)
Tax Increments Receivable	11,902,000	9,349,000	2,553,000
Grants Receivable	3,435,000	-	3,435,000
<b>TOTAL ASSETS</b>	<u>\$ 63,337,000</u>	<u>\$ 63,814,000</u>	<u>\$ (477,000)</u>
<b>LIABILITIES:</b>			
Due to Developer	\$ 1,355,000	\$ 1,776,000	\$ 421,000
Long -Term Liabilities	39,949,000	40,935,000	986,000
Other Liabilities	5,420,000	1,861,000	(3,559,000)
<b>TOTAL LIABILITIES</b>	<u>\$ 46,724,000</u>	<u>\$ 44,572,000</u>	<u>\$ (2,152,000)</u>
Net Position:			
Restricted	\$ 1,909,000	\$ 1,902,000	\$ 7,000
Unrestricted	14,704,000	17,340,000	(2,636,000)
<b>TOTAL NET POSITION</b>	<u>\$ 16,613,000</u>	<u>\$ 19,242,000</u>	<u>\$ (2,629,000)</u>

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE YEAR ENDED JUNE 30, 2023**

**STATEMENT OF ACTIVITIES**

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

	Summary of Changes in the Statement of Activities		
	2023	2022	Change Positive (Negative)
<b>REVENUES:</b>			
Tax Increment Revenue	\$ 12,528,000	\$ 9,840,000	\$ 2,688,000
Interest Revenue	1,801,000	77,000	(1,724,000)
Contribution by Others	9,537,000	-	9,537,000
<b>TOTAL REVENUES</b>	<b>\$ 23,866,000</b>	<b>\$ 9,917,000</b>	<b>\$ 10,501,000</b>
<b>EXPENSES:</b>			
Project Cost	\$ 24,148,000	\$ 5,773,000	\$ (18,375,000)
Other Costs	782,000	651,000	(131,000)
Support Services	394,000	309,000	(85,000)
Loan Costs	1,171,000	995,000	(176,000)
<b>TOTAL EXPENSES</b>	<b>\$ 26,495,000</b>	<b>\$ 7,728,000</b>	<b>\$ (18,767,000)</b>
<b>CHANGE IN NET POSITION</b>	<b>\$ (2,629,000)</b>	<b>\$ 2,189,000</b>	<b>\$ (4,818,000)</b>
<b>NET POSITION, BEGINNING OF YEAR</b>	<b>19,242,000</b>	<b>17,053,000</b>	<b>2,189,000</b>
<b>NET POSITION, END OF YEAR</b>	<b>\$ 16,613,000</b>	<b>\$ 19,242,000</b>	<b>\$ (2,629,000)</b>

**Tax Increments**

The City has agreed, subject to certain limitations, to deposit to the Tax Increment Fund established for the Authority, a certain percentage of tax collections arising from their taxation of the increase, if any, in the appraised value of real property located in the Zone since a designated base year. The City remits its tax increments on an annual basis.

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED JUNE 30, 2023**

**Capital Assets**

The Authority had no capital assets as of June 30, 2023. Under the Development Agreements, the Authority oversees the construction of certain public improvements in the Memorial-Heights Areas. Upon completion and inspection by the Authority's consultants and the City's inspectors, the public improvements are automatically conveyed to the City. Thus, although it may have obligations to reimburse construction participants, including developers, for the public improvements, the Authority never holds title to any public improvements.

**Debt**

As of June 30, 2023, the Authority had outstanding bonds totaling \$38,190,000. As of June 30, 2023, the Authority owed developers \$1,355,064. The Series 2021 Tax Increment Contract Bonds carry an insured rating of "AA" by virtue of bond insurance issued by Assured Guaranty Municipal Corporation. The above ratings reflect changes if any through June 30, 2023.

**GENERAL FUND BUDGETARY HIGHLIGHTS**

The Authority's overall final budget for 2023 was in excess of \$71.5 million dollars. Actual tax increments and other income received were more than budgeted. Total expenditures were less than budgeted. See the budget to actual comparison on page 22.

**CURRENT AND FUTURE PROJECTS**

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

- Planning studies to evaluate the infrastructure requirements for the remaining Shepherd/Durham cross streets, 18<sup>th</sup>, 19<sup>th</sup>, and 20<sup>th</sup> west of Durham and 8<sup>th</sup> street south to White Oak Bayou east of Shepherd.
- Shepherd/Durham Streets Reconstruction Project including selected cross streets between Shepherd and Durham
- Yale and Center Street Intersection Signalization Improvements
- Participating with the City of Houston, TxDOT, and the Harris County Flood Control District to develop and construct the North Canal Flood Control Project
- Pedestrian improvements at Shepherd and Memorial
- Improvements at Little Thicket Park and Stude Park
- Zone-wide small drainage improvements
- Zone-wide mobility and safety improvements
- Safety improvement at 19<sup>th</sup> street between Bevis and Beall
- Safety and mobility improvements at Waugh, South Heights, Yale and Waughford
- Sidewalk and bicycle facility improvements in Congressional District 7

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



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**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**STATEMENT OF NET POSITION AND**  
**GOVERNMENTAL FUNDS BALANCE SHEET**  
**JUNE 30, 2023**

	<u>General Fund</u>	<u>Capital Projects Fund</u>
<b>ASSETS</b>		
Cash	\$ 432,733	\$
Investments	14,160,002	33,407,508
Tax Increment Receivable	11,901,586	
Grant Receivable	3,435,274	
Due from Developer		
Due from Other Funds	<u>30,197,401</u>	
<b>TOTAL ASSETS</b>	<u>\$ 60,126,996</u>	<u>\$ 33,407,508</u>
<b>LIABILITIES</b>		
Accounts Payable	\$ 4,329,605	\$
Accrued Interest Payable		
Due to Developer		
Due to Other Funds		30,197,401
Long-Term Liabilities:		
Due Within One Year		
Due After One Year		
<b>TOTAL LIABILITIES</b>	<u>\$ 4,329,605</u>	<u>\$ 30,197,401</u>
<b>FUND BALANCES</b>		
Restricted for Authorized Construction	\$	\$ 3,210,107
Restricted for Debt Service	2,119,350	
Unassigned	<u>53,678,041</u>	
<b>TOTAL FUND BALANCES</b>	<u>\$ 55,797,391</u>	<u>\$ 3,210,107</u>
<b>TOTAL LIABILITIES AND FUND BALANCES</b>	<u>\$ 60,126,996</u>	<u>\$ 33,407,508</u>
<b>NET POSITION</b>		
Restricted for Debt Service		
Unrestricted		
<b>TOTAL NET POSITION</b>		

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

<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
\$ 432,733	\$	\$ 432,733
47,567,510		47,567,510
11,901,586		11,901,586
3,435,274		3,435,274
<u>30,197,401</u>	<u>(30,197,401)</u>	
<u>\$ 93,534,504</u>	<u>\$ (30,197,401)</u>	<u>\$ 63,337,103</u>
\$ 4,329,605	\$	\$ 4,329,605
	210,579	210,579
	1,355,064	1,355,064
30,197,401	(30,197,401)	
	880,000	880,000
	<u>39,948,682</u>	<u>39,948,682</u>
<u>\$ 34,527,006</u>	<u>\$ 12,196,924</u>	<u>\$ 46,723,930</u>
\$ 3,210,107	\$ (3,210,107)	\$
2,119,350	(2,119,350)	
<u>53,678,041</u>	<u>(53,678,041)</u>	
<u>\$ 59,007,498</u>	<u>\$ (59,007,498)</u>	<u>\$ - 0 -</u>
<u>\$ 93,534,504</u>		
	\$ 1,908,771	\$ 1,908,771
	<u>14,704,402</u>	<u>14,704,402</u>
	<u>\$ 16,613,173</u>	<u>\$ 16,613,173</u>

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

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET**  
**TO THE STATEMENT OF NET POSITION**  
**JUNE 30, 2023**

Total Fund Balances - Governmental Funds \$ 59,007,498

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

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

Due to Developer	\$ (1,355,064)	
Accrued Interest Payable	(210,579)	
Due Within One Year	(880,000)	
Due After One Year	<u>(39,948,682)</u>	<u>(42,394,325)</u>

Total Net Position - Governmental Activities \$ 16,613,173

DRAFT SUBJECT TO CHANGE

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

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**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS STATEMENT OF**  
**REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES**  
**FOR THE YEAR ENDED JUNE 30, 2023**

	<u>General Fund</u>	<u>Capital Projects Fund</u>
<b>REVENUES:</b>		
Tax Increment Revenue	\$ 12,527,985	\$
Grant and Miscellaneous Revenues	9,537,402	
Investment Revenues	<u>651,821</u>	<u>1,149,595</u>
<b>TOTAL REVENUES</b>	<u>\$ 22,717,208</u>	<u>\$ 1,149,595</u>
<b>EXPENDITURES/EXPENSES:</b>		
Service Operations:		
Municipal Services	\$ 155,560	
Administrative Fees-Transfer	626,399	
Project Cost		24,148,324
Administrative Consultant	105,321	
Accounting and Legal Fees	91,799	
Developer Reimbursement	420,490	
Other Consultants	182,834	
Other Cost	14,250	
Debt Service:		
Loan Principal	835,000	
Bond Interest	1,284,350	
Issuance Costs		
<b>TOTAL EXPENDITURES/EXPENSES</b>	<u>\$ 3,716,003</u>	<u>\$ 24,148,324</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES/EXPENSES</b>	<u>\$ 19,001,205</u>	<u>\$ (22,998,729)</u>
<b>OTHER FINANCING SOURCES (USES)</b>		
Transfers In(Out)	<u>\$ 5,330,205</u>	<u>\$ (5,330,205)</u>
<b>NET CHANGE IN FUND BALANCES CHANGE IN NET POSITION</b>	<u>\$ 24,331,410</u>	<u>\$ (28,328,934)</u>
<b>FUND BALANCES/NET POSITION - JULY 1, 2022</b>	<u>31,465,981</u>	<u>31,539,041</u>
<b>FUND BALANCES/NET POSITION - JUNE 30, 2023</b>	<u><u>\$ 55,797,391</u></u>	<u><u>\$ 3,210,107</u></u>

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

Total	Adjustments	Statement of Activities
\$ 12,527,985	\$	\$ 12,527,985
9,537,402		9,537,402
<u>1,801,416</u>		<u>1,801,416</u>
\$ <u>23,866,803</u>	\$ - 0 -	\$ <u>23,866,803</u>
\$ 155,560	\$	\$ 155,560
626,399		626,399
24,148,324		24,148,324
105,321		105,321
91,799		91,799
420,490	(420,490)	
182,834		182,834
14,250		14,250
835,000	(835,000)	
1,284,350	(113,335)	1,171,015
\$ <u>27,864,327</u>	\$ (1,368,825)	\$ <u>26,495,502</u>
\$ (3,997,524)	\$ 1,368,825	\$ (2,628,699)
\$ -0-	\$ -0-	\$ -0-
\$ (3,997,524)	\$ 3,997,524	\$
	(2,628,699)	(2,628,699)
<u>63,005,022</u>	<u>(43,763,150)</u>	<u>19,241,872</u>
\$ <u>59,007,498</u>	\$ <u>(42,394,325)</u>	\$ <u>16,613,173</u>

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

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY  
RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF  
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES  
TO THE STATEMENT OF ACTIVITIES  
FOR THE YEAR ENDED JUNE 30, 2023**

Net Change in Fund Balances - Governmental Funds	\$ (3,997,524)
Amounts reported for governmental activities in the Statement of Activities are different because:	
Governmental funds report loan principal payments as expenditures. However, in the Statement of Net Position, loan principal payments are reported as decreases in long-term liabilities.	835,000
Governmental funds report interest expenditures on long-term debt as expenditures in the year paid. However, in the Statement of Net Position, interest is accrued on the long-term debt through fiscal year-end.	113,335
Governmental funds report developer reimbursements as expenditures. Developer reimbursements decrease long-term liabilities in the Statement of Net Position.	<u>420,490</u>
Change in Net Position - Governmental Activities	<u><u>\$ (2,628,699)</u></u>

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



**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2023**

**NOTE 1. DESCRIPTION OF ORGANIZATION**

**Description of Organization**

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

**City of Houston Reinvestment Zone Number Five**

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

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Reporting Entity**

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

**Tax Increments and Participation Agreements**

The City has agreed to deposit to the Tax Increment Fund established for the TIRZ (the Tax Increment Fund) a certain percentage of the tax collections arising from its taxation of the increase, if any, in the appraised value of real property located in the TIRZ since January 1, 1996 (the Tax Increments). The City is required to collect taxes on real property located within the TIRZ in the same manner as other taxes are collected by the City. The City is then required to pay the Tax Increment Fund the Tax Increments, as agreed upon in accordance with the City's agreement with the TIRZ (the Participation Agreement). Thus, Tax Increments are due to be deposited from the Tax Increment Fund to the Authority's account by the end of each quarter in which they are collected in the Tax Increment Fund. The City has agreed to pay 100% of their Tax Increments to the Tax Increment Fund. During the current fiscal year, tax increments of \$12,527,985 were collected by the City of which \$626,399 was withheld to cover administrative costs.

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2023**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Measurement Focus and Basis of Accounting:**

**Government-Wide Financial Statement**

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

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

**Fund Financial Statements**

The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. All governmental funds are accounted for using a current financial resources measurement focus and have been prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recognized when susceptible to accrual (i.e., when they are “measurable and available”). “Measurable” means the amount of the transaction that can be determined and “available” means collectible within the current period or soon enough thereafter to pay liabilities of the current period. The Authority considers all revenue available if it is collected within 60 days after the year end. Expenditures are recorded when the related fund liability is incurred. The Authority only has two major funds, the General Fund, which accounts for resources not required to be accounted for in another fund, tax increment revenues, costs and general expenditures, and the Capital Projects Fund to account for resources restricted, committed or assigned for acquisition or construction of facilities and related costs. As of June 30, 2023, the Capital Projects Fund owes the General Fund \$30,197,401 for capital expenditures previously made by the General Fund. During the current year, the Capital Projects Fund transferred \$5,330,205 to the General Fund for capital expenditures previously made by the General Fund.

**Fund Balances**

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

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

*Restricted* - amounts that can be spent only for specific purposes because of constitutional provisions or enabling legislation or because of constraints that are externally required.

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2023**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Measurement Focus and Basis of Accounting: (Continued)**

**Fund Balances (Continued)**

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

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

*Unassigned* - all other spendable amounts in the General Fund.

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

**Federal Income Taxes**

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

**Use of Estimates**

The preparation of the Authority's financial statements in conformity with accounting principles generally accepted in the United States of America requires the Authority's management to make estimates and assumptions that affect the amounts reported in these financial statements and accompanying notes. Actual result could differ from those estimates.

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2023**

**NOTE 3. DEPOSITS AND INVESTMENTS**

Deposits

Custodial credit risk is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The Authority’s deposit policy for custodial credit risk requires compliance with the provisions of Texas statutes.

Texas statutes require that any cash balance in any fund shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the Authority of securities eligible under the laws of Texas to secure the funds of the Authority, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged. At June 30, 2023, none of the Authority’s bank balances were exposed to custodial credit risk.

The carrying values of the deposits are included in the Governmental Funds Balance Sheet and the Statement of Net Position at June 30, 2023, as listed below:

	Cash
GENERAL FUND	\$ 432,733

Investments

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

The Board of Directors has adopted a written investment policy regarding the investments of its funds as defined in the Public Funds Investment Act of 1997 (Chapter 2256, Texas Government Code). Such investment include (1) obligations of the United States or its agencies; (2) direct obligations of the State of Texas or its agencies; (3) other obligations, the principal and interest of which are unconditionally guaranteed or insured by or backed by the full faith and credit of the State of Texas or the United States or their respective agencies; (4) certificates of deposit, and (5) commercial paper that complies with the Public Funds Investment Act.

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2023**

**NOTE 3. DEPOSITS AND INVESTMENTS (Continued)**

Investments (Continued)

The Authority invests in TexPool, an external investment pool that is not SEC-registered. The State Comptroller of Public Accounts of the State of Texas has oversight of the pool. Federated Investors, Inc. manages the daily operations of the pool under a contract with the Comptroller. TexPool meets the criteria established in GASB Statement No. 79 and measures all of its portfolio assets at amortized cost. As a result, the Authority also measures its investments in TexPool at amortized cost for financial reporting purposes. There are no limitations or restrictions on withdrawals from TexPool.

The Authority invests in Goldman Sachs Financial Square Government Fund-Institutions Share (FGTXX). The fund normally invests at least 99.5% of the fund's total assets in cash, U.S. Government securities and/or repurchase agreements that are fully collateralized. The fund invests in compliance with industry-standard regulatory requirements for money market funds for the quality, maturity, liquidity and diversification of investments. The fund seeks to maintain a net asset value (NAV) of \$1.00 per share. NAV is calculated daily. The fund's assets are managed by Goldman Sachs Liquidity Solutions Team.

As of June 30, 2023, the Authority had the following investments and maturities:

Fund and Investment Type	Fair Value	Maturities in Less Than 1 Year
<u>GENERAL FUND</u>		
TexPool	\$ 12,020,206	\$ 12,020,206
FGTXX	2,139,796	2,139,796
<u>CAPITAL PROJECTS FUND</u>		
FGTXX	<u>33,407,508</u>	<u>33,407,508</u>
<b>TOTAL INVESTMENTS</b>	<b><u>\$47,567,510</u></b>	<b><u>\$47,567,510</u></b>

Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. At June 30, 2023, the Authority's investment in TexPool, an external investment pool, and FGTXX were rated AAAM by Standard & Poor's.

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

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2023**

**NOTE 4. LONG-TERM DEBT**

A summary of changes in the Authority's long-term debt follows:

	July 1, 2022	Additions	Retirements	June 30, 2023
Loans Payable	\$ 39,025,000	\$	\$ 835,000	\$ 38,190,000
Unamortized Discounts	<u>2,745,057</u>	<u></u>	<u>106,375</u>	<u>2,638,682</u>
Total Long-Term Liabilities	<u>\$ 41,770,057</u>	<u>\$ -0-</u>	<u>\$ 941,375</u>	<u>\$ 40,828,682</u>
			Amount Due Within One Year	\$ 880,000
			Amount Due After One Year	<u>39,948,682</u>
			Total Long-Term Liabilities	<u>\$ 40,828,682</u>

The Authority's bonds payable at June 30, 2023, consist of the following:

	Series 2021 Tax Increment Contract Revenue Bonds
Amounts Outstanding – June 30, 2023	\$ 38,190,000
Interest Rates	2.0% - 5.0%
Due Dates – Serially Beginning/Ending	September 1, 2023/2048
Interest Payment Dates	September 1/ March 1
Callable Dates	September 1, 2030*

- \* Or on any date thereafter in whole or in part at a price of par plus accrued interest on the date of redemption. Series 2021 term bonds maturing September 1, 2039, September 1, 2043, and September 1, 2048 are subject to mandatory redemption on September 1, 2038, September 1, 2040, and September 1, 2044, respectively.

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2023**

**NOTE 4. LONG-TERM DEBT (Continued)**

As of June 30, 2023, the debt service requirements on the bonds outstanding were as follows:

Fiscal Year	Principal	Interest	Total
2024	\$ 880,000	\$ 1,241,475	\$ 2,121,475
2025	925,000	1,196,350	2,121,350
2026	970,000	1,148,975	2,118,975
2027	1,020,000	1,099,225	2,119,225
2028	1,075,000	1,046,850	2,121,850
2029-2033	6,210,000	4,402,525	10,612,525
2034-2038	7,225,000	3,385,256	10,610,256
2039-2043	8,230,000	2,380,200	10,610,200
2044-2048	9,565,000	1,048,125	10,613,125
2049	2,090,000	31,350	2,121,350
	<u>\$ 38,190,000</u>	<u>\$ 16,980,331</u>	<u>\$ 55,170,331</u>

**NOTE 5. DEVELOPER ADVANCES AND INTEREST PAYABLE**

The Authority has also entered into a reimbursement agreement with Regent Square AB LLC, Regent Square CD LLC, and AH Borrower LLC (Regent). In 2012, a partial assignment of the reimbursement agreement was made by Regent to Sovereign Regent Square LLC (Sovereign). In accordance with the reimbursement agreement, Regent and Sovereign have agreed to fund on behalf of the Authority certain design and construction costs for public infrastructure improvements in connection with a mixed-use development. As of June 30, 2023, the Developer has reported expenditures of \$71,676,614, of which \$3,211,252 is reimbursable under the agreement. This amount, less \$1,856,186 reimbursed in prior fiscal years and \$420,490 reimbursed in the current fiscal year, is recorded as Due to Developer in the Statement of Net Position.

During 2019 MHRA entered into a Development Agreement which will improve the intersections at Allen Parkway and a new public street within the development, at Dallas and the new public street, Shepherd and Allen Parkway, Shepherd and Memorial, West Dallas and Shepherd. Marston Street will be extended to Allen Parkway and a new street will be constructed from Allen Parkway to West Dallas. Streetscapes will be improved on Marston, the new public street, West Dallas, Shepherd, Allen Parkway, Tirell and West Dallas. The work on West Dallas will include separated bike lanes. There were no payments made and no amount due as of June 30, 2023.

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**JUNE 30, 2023**

**NOTE 6. RISK MANAGEMENT**

The Authority is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; and natural disasters. The Authority participates in the Texas Municipal League’s Intergovernmental Risk Pool (“TML”) to provide general liability, errors and omission and automobile liability. The Authority, along with other participating entities, contributes annual amounts determined by TML’s management. As claims arise, they are submitted and paid by TML. There have been no significant reductions in coverage from the prior year and settlements have not exceeded coverage in the past three years.

**NOTE 7. BUILD GRANT**

On September 9, 2021, the Authority was awarded a \$25 million Better Utilizing Investments to Leverage Development (BUILD) FY 2019 Discretionary Grant. These grant funds will be matched with \$25 million of local funds by the Authority to build Phase I of the project to reconstruct Shepherd and Durham from approximately 15<sup>th</sup> Street to I-610. On February 18, 2022, the grant agreement was amended to extend the period of performance from March 31, 2025 to August 24, 2025, to amend the planned construction start date from October 1, 2021 to February 21, 2022, and to require local matching funding of \$34,597,586 rather than \$25 million. As of June 30, 2023, the District has expended \$30,881,620, of which \$22,941,598 was expended in the current year. During the year ended June 30, 2023, the District received BUILD grant reimbursements of \$9,537,402. Of that amount, \$718,873 reimbursed expenditures in a prior year.



**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**REQUIRED SUPPLEMENTARY INFORMATION**  
**BUDGETARY COMPARISON SCHEDULE – ALL COMBINED GOVERNMENTAL**  
**FUNDS**  
**FOR THE YEAR ENDED JUNE 30, 2023**

	All Combined Governmental Funds		
	Original and Final Budget	Actual	Variance Positive (Negative)
<b>Budgetary Fund Balance - Beginning of Year</b>	\$ 62,290,956	\$ 63,005,022	\$ 714,066
<b>Resources:</b>			
Tax Increments	\$ 10,642,697	\$ 12,527,985	\$ 1,885,288
Grant and Miscellaneous Revenues		9,537,402	9,537,402
Investment Revenues	29,210	1,801,416	1,772,206
<b>Total Available Resources</b>	<u>\$ 72,962,863</u>	<u>\$ 86,871,825</u>	<u>\$ 13,908,962</u>
<b>Expenditures:</b>			
Maintenance and Operations	\$ 650,000	\$ 394,204	\$ 255,796
Capital Expenditures and Developer	31,540,000	24,568,814	6,971,186
Transfers	692,787	781,959	(89,172)
Debt Service	2,119,350	2,119,350	
<b>Total Expenditures</b>	<u>\$ 35,002,137</u>	<u>\$ 27,864,327</u>	<u>\$ 7,137,810</u>
<b>Budgetary Fund Balance - End of Year</b>	<u>\$ 37,960,726</u>	<u>\$ 59,007,498</u>	<u>\$ 21,046,772</u>
Explanation of Differences between Budgetary Inflow and Outflows and GAAP Revenues and Expenditures			
<b>Sources/Inflows of Resources</b>			
Actual amounts (budgetary basis)			\$ 86,871,825
Differences - Budget to GAAP:			
The fund balance at the beginning of the year is a budgetary resource but is not a current-year revenue for financial reporting purposes			(63,005,022)
Total revenues as reported on the Statement of Revenues, Expenditures, and Changes in Fund Balances			<u>\$ 23,866,803</u>

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**

**SUPPLEMENTARY INFORMATION –  
REQUIRED BY *GOVERNMENT AUDITING STANDARDS***

**June 30, 2023**

DRAFT SUBJECT TO CHANGE

**McCALL GIBSON SWEDLUND BARFOOT PLLC**  
*Certified Public Accountants*

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September 28, 2023

Board of Directors  
Memorial-Heights Redevelopment Authority  
Harris County, Texas

**Independent Auditor’s Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with Government Auditing Standards**

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities and each major fund of Memorial-Heights Redevelopment Authority (“the Authority”) as of and for the year ended June 30, 2023, and the related notes to the financial statements, which collectively comprise the District’s basic financial statements and have issued our report thereon dated September 28, 2023.

**Report on Internal Control over Financial Reporting**

In planning and performing our audit of the financial statements, we considered the District’s internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the District’s internal control. Accordingly, we do not express an opinion on the effectiveness of the District’s internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the District’s financial statements will not be prevented, or detected and corrected, on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses, or significant deficiencies, and therefore material weaknesses may exist that have not been identified. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

### **Report on Compliance and Other Matters**

As part of obtaining reasonable assurance about whether the District's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

### **Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the District's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the District's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

McCall Gibson Swedlund Barfoot PLLC  
Certified Public Accountants  
Houston, Texas

September 28, 2023

DRAFT SUBJECT TO CHANGE

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September 28, 2023

Board of Directors  
Memorial Heights Redevelopment Authority  
Harris County, Texas

**Independent Auditor's Report on Compliance for Each Major Program and on Internal Control  
over Compliance Required by the Uniform Guidance**

**Report on Compliance for Each Major Federal Program**

**Opinion on Each Major Federal Program**

We have audited Memorial-Heights Redevelopment Authority's (the "District") compliance with the types of compliance requirements identified as subject to audit in the *OMB Compliance Supplement* that could have a direct and material effect on each of the District's major federal programs for the year ended June 30, 2023. The District's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

In our opinion, the District complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2023.

**Basis for Opinion on Each Major Federal Program**

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditor's Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of the District and to meet our other ethical responsibilities, in accordance with relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance for each major federal program. Our audit does not provide a legal determination of the District's compliance with the compliance requirements referred to above.

### **Responsibilities of Management for Compliance**

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules, and provisions of contracts or grant agreements applicable to the District's federal programs.

### **Auditor's Responsibility for the Audit of Compliance**

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on the District's compliance based on our audit. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than for that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about the District's compliance with the requirements of each major program as a whole.

In performing an audit in accordance with generally accepted auditing standards, *Government Auditing Standards*, and the Uniform Guidance, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material noncompliance, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the District's compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of the District's internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

### **Report on Internal Control Over Compliance**

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A significant deficiency in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the Auditor's Responsibilities for the Audit of Compliance section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies in internal control over compliance. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

McCall Gibson Swedlund Barfoot PLLC  
Certified Public Accountants  
Houston Texas

September 28, 2023

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS**  
**FOR THE YEAR ENDED JUNE 30, 2023**

<u>Federal Grantor/Pass-through Grantor/Program or Cluster Title</u>	<u>Federal CFDA Number</u>	<u>Pass-through Entity Identifying Number</u>	<u>Total Federal Expenditures</u>
Department of Transportation:			
Federal Highway Administration FY 2019 BUILD Transportation Grants Program	20.933	Award Number 693JJ32140002	<u>\$ 8,818,529</u>

DRAFT SUBJECT TO CHANGE

See accompanying independent auditor's report.



**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**NOTES TO SCHEDULE OF EXPENDITURES**  
**OF FEDERAL AWARDS**  
**FOR THE YEAR ENDED JUNE 30, 2023**

**NOTE 1. BASIS OF PRESENTATION**

The accompanying schedule of expenditures of federal award includes the federal grant activity of the District and is presented on the accrual basis of accounting. The information in this schedule is presented in accordance with the requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Therefore, some amounts presented in this schedule may differ from amounts presented in or used in the preparation of the basic financial statements.

**NOTE 2. BUILD GRANT**

On September 9, 2021, the Authority was awarded a \$25 million Better Utilizing Investments to Leverage Development (BUILD) FY 2019 Discretionary Grant. These grant funds will be matched with \$25 million of local funds by the Authority to build Phase I of the project to reconstruct Shepherd and Durham from approximately 15<sup>th</sup> Street to I-610. On February 18, 2022, the grant agreement was amended to extend the period of performance from March 31, 2025 to August 24, 2025, to amend the planned construction start date from October 1, 2021 to February 21, 2022, and to require local matching funding of \$34,597,586 rather than \$25 million. As of June 30, 2023, the District has expended \$30,881,620, of which \$22,941,598 was expended in the current year. During the year ended June 30, 2023, the District received BUILD grant reimbursements of \$9,537,402. Of that amount, \$718,873 reimbursed expenditures in a prior year.

**NOTE 3. MATCHING COSTS**

Matching Costs, the nonfederal share of certain program costs, are not included on the Schedule.

**NOTE 4. INDIRECT COSTS**

The District has elected not to use the 10-percent de minimis indirect cost rate allowed under the Uniform Guidance.

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**SCHEDULE OF FINDINGS AND QUESTIONED COSTS**  
**FOR THE YEAR ENDED JUNE 30, 2023**

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**Section I — Summary of Auditor’s Results**

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***Financial Statements***

Type of auditor’s report issued: Unmodified

Internal control over financial reporting:

- Material weakness(es) identified?  
\_\_\_\_\_ yes  X  no
- Significant Deficiencies(s) identified that are not considered to be material weaknesses?  
\_\_\_\_\_ yes  X  None reported
- Noncompliance material to financial statements noted?  
\_\_\_\_\_ yes  X  no

***Federal Awards***

Internal control over major programs:

- Material weakness(es) identified?  
\_\_\_\_\_ yes  X  no
- Significant Deficiencies(s) identified that are not considered to be material weakness(es)?  
\_\_\_\_\_ yes  X  None reported
- Type of auditor’s report issued on compliance for major programs: Unmodified
- Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516 of Uniform Guidance \_\_\_\_\_ yes  X  no

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**SCHEDULE OF FINDINGS AND QUESTIONED COSTS**  
**FOR THE YEAR ENDED JUNE 30, 2023**

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Identification of major programs:

*CFDA Number(s) Name of Federal Program or Cluster*

**20.933            US Department of Transportation Federal Highway Administration BUILD FY 2019  
                         Transportation Grants Program**

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Dollar threshold used to distinguish

between type A and type B programs:    \$750,000

Audited Qualified as low-risk auditee?     yes     no

DRAFT SUBJECT TO CHANGE

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**SCHEDULE OF FINDINGS AND QUESTIONED COSTS**  
**FOR THE YEAR ENDED JUNE 30, 2023**

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**Section II — Financial Statement Findings**

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None

DRAFT SUBJECT TO CHANGE

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**SCHEDULE OF FINDINGS AND QUESTIONED COSTS**  
**FOR THE YEAR ENDED JUNE 30, 2023**

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**Section III— Federal Award Findings and Questioned Costs**

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None

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**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**SCHEDULE OF PRIOR AUDIT FINDINGS**  
**FOR THE YEAR ENDED June 30, 2023**

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None

DRAFT SUBJECT TO CHANGE

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**SCHEDULE OF ESTIMATE OF PROJECT COSTS TO ACTUAL COSTS**  
**PERIOD FROM DECEMBER 11, 1997 (DATE OF INCORPORATION)**  
**THROUGH JUNE 30, 2023**  
**(UNAUDITED)**

Vendor	Estimated Total Costs	Total Expenditures	Variance Positive (Negative)
Public Utility Improvements	\$ 138,144,635	\$ 2,895,124	\$ 135,249,511
Roadway and Sidewalk Improvements	131,738,100	43,505,016	88,233,084
Parks and Park Improvements	88,499,375	11,161,640	77,337,735
Professional Services/TIRZ Administration	11,513,853	9,049,155	2,464,698
Property Assemblage/Clean-up	52,100,000	882,382	51,217,618
Financing Cost	29,879,513	8,754,295	21,125,218
Creation Costs	175,300	175,300	0
School and Educational Facilities	23,123,754	12,705,295	10,418,459
Affordable Housing	<u>33,332,210</u>	<u>7,262,210</u>	<u>26,070,000</u>
<b>Total Reimbursement</b>	<u>\$ 508,506,740</u>	<u>\$ 96,390,417</u>	<u>\$ 412,116,323</u>

See accompanying independent auditor's report.

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**SCHEDULE OF OPERATING EXPENDITURES AND CAPITAL EXPENDITURES**  
**FOR THE YEAR ENDED JUNE 30, 2023**

Category	Vendor	Budget	Actual Expenditure	Variance Positive (Negative)
<b>ADMINISTRATION AND OVERHEAD</b>				
Administration Support	SKLaw/SMW/Urban Land Institute	\$ 300,000	\$ 105,321	\$ 194,679
Office Administration	eLsqrd Media Group, Commerce Bank, SKLaw	20,000	6,673	13,327
Insurance	TML Insurance	5,000	1,577	3,423
Accounting	The Morton Accounting Services	30,000	23,648	6,352
Auditor	McCall Gibson Swedlund Barfoot PLLC	20,000	13,250	6,750
Tax Consultant	Equi-Tax, Inc./Masterson Advisors	25,000	15,640	9,360
<b>SUBTOTAL</b>		<u>\$ 400,000</u>	<u>\$ 166,109</u>	<u>\$ 233,891</u>
<b>PROGRAM AND PROJECT CONSULTANTS</b>				
Legal-General Matters	SKLaw	\$ 100,000	\$ 68,151	\$ 31,849
Planning Consultants	Goodman Corp, Medley Inc.	75,000	111,869	(36,869)
Engineering Consultants	Quiddity	75,000	48,075	26,925
<b>SUBTOTAL</b>		<u>\$ 250,000</u>	<u>\$ 228,095</u>	<u>\$ 21,905</u>
<b>TOTAL MANAGEMENT/CONSULTING SERVICES</b>		<u>\$ 650,000</u>	<u>\$ 394,204</u>	<u>\$ 255,796</u>
Regents Square GID/ Hanover	Sovereign Regent Square	<u>\$ 1,610,000</u>	<u>\$ 420,490</u>	<u>\$ 1,189,510</u>
Municipal Services	City of Houston	<u>\$ 160,652</u>	<u>\$ 155,560</u>	<u>\$ 5,092</u>

See accompanying independent auditor's report.



**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**SCHEDULE OF OPERATING EXPENDITURES AND CAPITAL EXPENDITURES**  
**FOR THE YEAR ENDED JUNE 30, 2023**

Category	Vendor	Budget	Actual Expenditure	Variance Positive (Negative)
Project T-0521-Little Thicket Park Improvements	SKLaw, Kuo and Associates	\$ 500,000	\$ 13,417	\$ 486,583
Project T-0523A-Shepherd/Durham Reconstruction	SKLaw/Quiddity/SMW/ The Goodman Corp/CDM Smith/SER Construction	\$ 21,500,000	\$ 22,941,598	\$ (1,441,598)
Project T-0525-North Canal Project	SMW	\$ 6,020,000	\$ 1,575	\$ 6,018,425
Project T-0528-Selected Streets Between Shepherd and Durham	SMW	\$ - 0 -	\$ 75	\$ (75)
Project T-0529-Yale and Center Intersection	Quiddity	\$ 100,000	\$ 6,354	\$ 93,646
Project T-0531-Construction Phase Market Heights, Memorial Park to White Oak Trail Segment, West Dallas Restriping	Quiddity/SKLaw/ Teamwork Construction/ Houston Parks Board/SMW	\$ 1,200,000	\$ 1,079,294	\$ 120,706
Project T-0532-Zone Wide Safety and Mobility Projects		\$ 10,000	\$ - 0 -	\$ 10,000
Project T-0533-Zone Wide Localized Stormwater Management Projects		\$ 10,000	\$ - 0 -	\$ 10,000
Project T-0534-Safety Improvements 19th and Beall Area	Quiddity/SKLaw/ The Goodman Group/SMW	\$ 65,000	\$ 106,011	\$ (41,011)
Project T-0536-Waugh-Dallas to Allen Parkway Mill and Overlay and Bike Facilities (Partnership Project)		\$ 500,000	\$ - 0 -	\$ 500,000
Project T-0599-Safe Sidewalk Program		\$ 25,000	\$ - 0 -	\$ 25,000
<b>TOTAL CAPITAL EXPENDITURES</b>		<b>\$ 29,930,000</b>	<b>\$ 24,148,324</b>	<b>\$ 5,781,676</b>

See accompanying independent auditor's report.

# McCALL GIBSON SWEDLUND BARFOOT PLLC

*Certified Public Accountants*

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September 28, 2023

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

We have audited the financial statements of the governmental activities and each major fund of Memorial-Heights Redevelopment Authority (the "Authority") for the year ended June 30, 2023. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter to you dated June 23, 2022. Professional standards also require that we communicate to you the following information related to our audit. For the purposes of this letter, the term "management" refers to the Board of Directors and/or Authority consultants.

## Significant Audit Findings

### *Qualitative Aspects of Accounting Practices*

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

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

### *Difficulties Encountered in Performing the Audit*

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

### *Corrected and Uncorrected Misstatements*

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

### *Management Representations*

We have requested certain representations from management that are included in the management representation letter dated September 28, 2023.

*Disagreements with Management*

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

*Management Consultations with Other Independent Accountants*

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

*Other Audit Findings or Issues*

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

Other Matters

We were engaged to perform the following non-attest services for the Authority: (1) preparation of financial statements and related notes and schedules in conformity with accounting principles generally accepted in the United States of America. These services were performed based on information provided by you. We performed these services in accordance with applicable professional standards. The non-attest services we performed are limited to those specifically defined and did not result in assuming management responsibilities.

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

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

Restriction on Use

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

Sincerely,

McCall Gibson Swedlund Barfoot PLLC  
Certified Public Accountants  
Houston, Texas

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**CITY OF HOUSTON, TEXAS**  
**SEPTEMBER 28, 2023**

McCall Gibson Swedlund Barfoot PLLC  
Certified Public Accountants  
13100 Wortham Center Drive, Suite 235  
Houston, Texas 77065-5610

Ladies and Gentlemen:

This representation letter is provided in connection with your audit of the financial statements of Memorial-Heights Redevelopment Authority (the "Authority"), which comprise the respective financial position of the governmental activities and each major fund as of June 30, 2023, and the respective changes in financial position for the year then ended, and the related notes to the financial statements, for the purpose of expressing opinions as to whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement. An omission or misstatement that is monetarily small in amount could be considered material as a result of qualitative factors.

We confirm, to the best of our knowledge and belief, as of September 28, 2023, the following representations made to you during your audit.

**Financial Statements**

- 1) We have fulfilled our responsibilities, as set out in the terms of the audit engagement letter dated June 23, 2022, including our responsibility for the preparation and fair presentation of the financial statements and for preparation of the supplementary information in accordance with the applicable criteria.
- 2) The financial statements referred to above are fairly presented in conformity with U.S. GAAP and include all properly classified funds and other financial information of the primary government and all component units required by generally accepted accounting principles to be included in the financial reporting entity.
- 3) We acknowledge our responsibility for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.
- 4) We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.
- 5) Significant assumptions we used in making accounting estimates are reasonable.
- 6) Related party relationships and transactions, if any, including revenues, expenditures/expenses, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from or payable to related parties have been appropriately accounted for and disclosed in accordance with the requirements of U.S. GAAP.
- 7) Adjustments or disclosures have been made for all events, including instances of noncompliance, subsequent to the date of the financial statements that would require adjustment to or disclosure in the financial statements.

- 8) We are in agreement with the adjusting journal entries you have proposed, and they have been posted to the accounts.
- 9) The effects of all known actual or possible litigation, claims, and assessments have been accounted for and disclosed in accordance with U.S. GAAP.
- 10) Guarantees, whether written or oral, under which the Authority is contingently liable, if any, have been properly recorded or disclosed.

**Information Provided**

- 11) We have provided you with:
  - a) Access to all information, of which we are aware, that is relevant to the preparation and fair presentation of the financial statements, such as records, documentation, and other matters.
  - b) Additional information that you have requested from us for the purpose of the audit.
  - c) Unrestricted access to persons within the Authority from whom you determined it necessary to obtain audit evidence.
  - d) Minutes of the meetings of the Authority or summaries of actions of recent meetings for which minutes have not yet been prepared.
- 12) All material transactions have been recorded in the accounting records and are reflected in the financial statements.
- 13) We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.
- 14) We have no knowledge of any fraud or suspected fraud that affects the Authority and involves:
  - a) Management,
  - b) Employees who have significant roles in internal control, or
  - c) Others where the fraud could have a material effect on the financial statements.
- 15) We have no knowledge of any allegations of fraud or suspected fraud affecting the Authority's financial statements communicated by employees, former employees, regulators, or others.
- 16) We have no knowledge of instances of noncompliance or suspected noncompliance with provisions of laws, regulations, contracts, or grant agreements, or abuse, whose effects should be considered when preparing financial statements.
- 17) We are not aware of any pending or threatened litigation, claims, or assessments or unasserted claims or assessments that are required to be accrued or disclosed in the financial statements, and we have not consulted a lawyer concerning such litigation, claims, or assessments.
- 18) We have disclosed to you the identity of the Authority's related parties and all the related party relationships and transactions of which we are aware.

**Government—specific**

- 19) There have been no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices.
- 20) We have identified to you any previous audits, attestation engagements, and other studies related to the audit objectives and whether related recommendations have been implemented.

- 21) The Authority has no plans or intentions that may materially affect the carrying value or classification of assets, liabilities, or equity.
- 22) We are responsible for compliance with the laws, regulations, and provisions of contracts and grant agreements applicable to us, including tax or debt limits and debt contracts; and we have identified and disclosed to you all laws, regulations and provisions of contracts and grant agreements that we believe have a direct and material effect on the determination of financial statement amounts or other financial data significant to the audit objectives, including legal and contractual provisions for reporting specific activities in separate funds.
- 23) There are no violations or possible violations of laws and regulations, provisions of contracts and grant agreements, tax or debt limits, and any related debt covenants whose effects should be considered for disclosure in the financial statements, or as a basis for recording a loss contingency, or for reporting on noncompliance.
- 24) As part of your audit, you assisted with preparation of the financial statements and related notes. We acknowledge our responsibility as it relates to those nonaudit services, including that we assume all management responsibilities; oversee the services by designating an individual who possesses suitable skill, knowledge, or experience; evaluate the adequacy and results of the services performed; and accept responsibility for the results of the services. We have reviewed, approved and accepted responsibility for the financial statements and related notes.
- 25) The Authority has satisfactory title to all owned assets, and there are no liens or encumbrances on such assets nor has any asset been pledged as collateral, except as disclosed in the basic financial statements.
- 26) The Authority has complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance.
- 27) We have followed all applicable laws and regulations in adopting, approving, and amending budgets.
- 28) The financial statements include all component units as well as joint ventures with an equity interest, and properly disclose all other joint ventures and other related organizations, if applicable.
- 29) The financial statements properly classify all funds and activities, in accordance with GASB Statement No. 34.
- 30) All funds that meet the quantitative criteria for presentation as major are identified and presented as such and all other funds that are presented as major are particularly important to financial statement users.
- 31) Components of net position (net investment in capital assets; restricted; and unrestricted), and components of fund balance (nonspendable, restricted, committed, assigned, and unassigned) are properly classified and, if applicable, approved.
- 32) Provisions for uncollectible receivables have been properly identified and recorded, if applicable.
- 33) Expenses have been appropriately classified in or allocated to functions and programs in the statement of activities, and allocations have been made on a reasonable basis.
- 34) Revenues are appropriately classified in the statement of activities within program revenues, general revenues, contributions to term or permanent endowments, or contributions to permanent fund principal.

- 35) Interfund, internal, and intra-entity activity and balances have been appropriately classified and reported.
- 36) Deposits and investment securities are properly classified as to risk and are properly disclosed.
- 37) Capital assets, including infrastructure and intangible assets, are properly capitalized, reported, and, if applicable, depreciated.
- 38) We have appropriately disclosed the Authority's policy regarding whether to first apply restricted or unrestricted resources when an expense is incurred for purposes for which both restricted and unrestricted net position is available and have determined that net position is properly recognized under the policy.
- 39) We are following our established accounting policy regarding which resources (that is, restricted, committed, assigned, or unassigned) are considered to be spent first for expenditures for which more than one resource classification is available. That policy determines the fund balance classifications for financial reporting purposes.
- 40) We acknowledge our responsibility for the required supplementary information (RSI). The RSI is measured and presented within prescribed guidelines and the methods of measurement and presentation have not changed from those used in the prior period. We have disclosed to you any significant assumptions and interpretations underlying the measurement and presentation of the RSI.
- 41) With respect to the supplementary information required by the City of Houston, Texas,
  - a) We acknowledge our responsibility for presenting this information in accordance with accounting principles generally accepted in the United States of America, and we believe this information, including its form and content, is fairly presented in accordance with accounting principles generally accepted in the United States of America. The methods of measurement and presentation of this information have not changed from those used in the prior period, and we have disclosed to you any significant assumptions or interpretations underlying the measurement and presentation of the supplementary information.
  - b) If this information is not presented with the audited financial statements, we will make the audited financial statements readily available to the intended users of the supplementary information no later than the date we issue the supplementary information and the auditor's report thereon.

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**

Signatures of the Board of Directors

_____	_____
_____	_____
_____	_____
_____	_____

<b>P R O J E C T  P L A N</b>	<b>Base Year:</b>	1996
	<b>Base Year Taxable Value:</b>	\$ 67,807,537
	<b>Projected Taxable Value (TY2023):</b>	\$ 3,298,606,502
	<b>Current Taxable Value (TY2022):</b>	\$ 3,171,740,057
	<b>Acres:</b>	1,455.73
	<b>Administrator (Contact):</b>	City of Houston
	<b>Contact Number:</b>	832-393-0985

<b>N A R R A T I V E</b>	<b>Zone Purpose:</b>
	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.

	Total Plan	Cumulative Expenses (to 6/30/22)	Variance	
<b>P R O J E C T  P L A N</b>	<b>Capital Projects:</b>			
	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
		-	-	-
		-	-	-
		-	-	-
		-	-	-
		-	-	-
<b>Total Capital Projects</b>	\$ 410,482,110	\$ 33,875,348	\$ 376,606,762	
<b>Affordable Housing</b>	33,332,210	7,262,210	26,070,000	
<b>School &amp; Education/Cultural Facilities</b>	23,123,754	12,705,295	10,418,459	
<b>Financing Costs</b>	29,879,513	6,635,904	23,243,609	
<b>Administration Costs/ Professional Services</b>	11,513,853	7,809,060	3,704,793	
<b>Creation Costs</b>	175,300	175,300	-	
<b>Total Project Plan</b>	\$ 508,506,740	\$ 68,463,117	\$ 440,043,623	

	Additional Financial Data	FY2023 Budget	FY2023 Estimate	FY2024 Budget
<b>D E B T</b>	<u>Debt Service</u>	\$ -	\$ 2,119,350	\$ 2,121,475
	Principal	\$ -	\$ 835,000	\$ 880,000
	Interest	\$ -	\$ 1,284,350	\$ 1,241,475
		<b>Balance as of 6/30/22</b>	<b>Projected Balance as of 6/30/23</b>	<b>Projected Balance as of 6/30/24</b>
	<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	\$ -	\$ -	\$ -



TIRZ Budget Line Items	FY2023 Budget	FY2023 Estimate	FY2024 Budget
<b>RESOURCES</b>			
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
<b>Beginning Balance</b>	<b>\$ 62,290,956</b>	<b>\$ 60,092,224</b>	<b>\$ 51,752,862</b>
City tax revenue	\$ 10,642,697	\$ 12,527,985	\$ 13,029,104
County tax revenue	\$ -	\$ -	\$ -
ISD tax revenue	\$ -	\$ -	\$ -
ISD tax revenue - Pass Through	\$ -	\$ -	\$ -
Community College tax revenue	\$ -	\$ -	\$ -
<b>Incremental property tax revenue</b>	<b>\$ 10,642,697</b>	<b>\$ 12,527,985</b>	<b>13,029,104</b>
Adjustment - Prior Years Increment	\$ -	\$ -	\$ -
<b>Miscellaneous revenue</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
COH TIRZ interest	\$ 4,210		\$ 4,210
Interest Income	\$ 25,000	\$ 1,000,000	\$ 25,000
<b>Other Interest Income</b>	<b>\$ 29,210</b>	<b>\$ 1,000,000</b>	<b>\$ 29,210</b>
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
<b>City of Houston</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
	\$ -	\$ -	\$ -
	\$ -	\$ 3,900,000	\$ 10,558,692
<b>Grant Proceeds</b>	<b>\$ -</b>	<b>\$ 3,900,000</b>	<b>\$ 10,558,692</b>
	\$ -	\$ -	\$ -
<b>Proceeds from Bank Loan</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
	\$ -	\$ -	\$ -
<b>Contract Revenue Bond Proceeds</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>TOTAL AVAILABLE RESOURCES</b>	<b>\$ 72,962,863</b>	<b>\$ 77,520,209</b>	<b>\$ 75,369,868</b>
<b>EXPENDITURES</b>			
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
<b>TIRZ Administration and Overhead</b>	<b>\$ 400,000</b>	<b>\$ 275,946</b>	<b>\$ 400,000</b>
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
<b>Program and Project Consultants</b>	<b>\$ 250,000</b>	<b>\$ 150,000</b>	<b>\$ 250,000</b>
<b>Management consulting services</b>	<b>\$ 650,000</b>	<b>\$ 425,946</b>	<b>\$ 650,000</b>
Capital Expenditures (See CIP Schedule)	\$ 29,930,000	\$ 21,615,000	\$ 33,634,000
<b>TIRZ Capital Expenditures</b>	<b>\$ 29,930,000</b>	<b>\$ 21,615,000</b>	<b>33,634,000</b>
Houston Bike Share	\$ -	\$ -	\$ -
Regents Square GID	\$ 860,000	\$ 420,000	\$ 1,385,000
Hanover	\$ 750,000	\$ 400,000	\$ 750,000
<b>Developer / Project Reimbursements</b>	<b>\$ 1,610,000</b>	<b>\$ 820,000</b>	<b>2,135,000</b>
Bond Debt Service (Series 2021)			
Principal	\$ 835,000	\$ 835,000	\$ 880,000
Interest	\$ 1,284,350	\$ 1,284,350	\$ 1,241,475
<b>System debt service</b>	<b>\$ 2,119,350</b>	<b>\$ 2,119,350</b>	<b>\$ 2,121,475</b>
<b>TOTAL PROJECT COSTS</b>	<b>\$ 34,309,350</b>	<b>\$ 24,980,296</b>	<b>\$ 38,540,475</b>
Payment/transfer to ISD - educational facilities	\$ -	\$ -	\$ -
Administration Fees:			
City	\$ 532,135	\$ 626,399	\$ 651,455
County	\$ -	\$ -	\$ -
ISD	\$ -	\$ -	\$ -
HCC	\$ -	\$ -	\$ -
Affordable Housing:			
City	\$ -	\$ -	\$ -
County	\$ -	\$ -	\$ -
ISD to City of Houston	\$ -	\$ -	\$ -
Municipal Services Charge	\$ 160,652	\$ 160,652	\$ 160,652
	\$ -	\$ -	\$ -
<b>Total Transfers</b>	<b>\$ 692,787</b>	<b>\$ 787,051</b>	<b>\$ 812,107</b>
<b>Total Budget</b>	<b>\$ 35,002,137</b>	<b>\$ 25,767,347</b>	<b>\$ 39,352,582</b>
RESTRICTED Funds - Capital Projects	\$ 35,860,726	49,652,862	33,917,286
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Bond Debt Service	\$ 2,100,000	\$ 2,100,000	\$ 2,100,000
<b>Ending Fund Balance</b>	<b>\$ 37,960,726</b>	<b>51,752,862</b>	<b>36,017,286</b>
<b>Total Budget &amp; Ending Fund Balance</b>	<b>\$ 72,962,863</b>	<b>77,520,209</b>	<b>75,369,868</b>

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			
0	T-0510	Pedestrian Improvements Shepherd@Memorial	\$ -	-	95,000	1,049,135	-	-	-	-	1,144,135	1,144,135
0	T-0521	Little Thicket Park Improvements	\$ -	10,000	1,000,000	-	-	-	-	-	1,000,000	1,010,000
0	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
0	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
0	T-0525	North Canal Project	\$ -	-	-	-	12,000,000	12,000,000	-	-	24,000,000	24,000,000
0	T-0527	Heights Boulevard Pedestrian and Bicycle Safety Improvements and MKT Trail Bicycle and Pedestrian Safety	\$ -	-	-	-	-	-	-	-	-	-
C	T-0528	West Dallas Restriping Project	\$ -	-	-	-	-	-	-	-	-	-
0	T-0526	Stude Park Improvement	\$ -	-	-	1,000,000	-	-	-	-	1,000,000	1,000,000
0	T-0529	Yale and Center Intersection	\$ -	30,000	300,000	-	-	-	-	-	300,000	330,000
C	T-0530	Segment of Trail between White Oak Bayou and Memorial Park	\$ -	-	-	-	-	-	-	-	-	-
0	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
0	T-0532	Zone Wide Safety and Mobility Projects	\$ -	-	150,000	950,000	-	-	-	-	1,100,000	1,100,000
0	T-0533	Zone Wide Localized Stormwater Management Projects	\$ -	-	150,000	950,000	-	-	-	-	1,100,000	1,100,000
0	T-0534	Safety Improvements 19th and Beall Area	\$ -	75,000	1,560,000	-	-	-	-	-	1,560,000	1,635,000
0	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
0	T-0536	Waugh - Dallas to Allen Parkway Mill and Overlay and Bike Facilities (Partnership Project)	\$ -	-	-	-	-	-	-	-	-	-
0	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
0	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 be	\$ -	-	125,000	2,000,000	9,000,000	9,000,000	9,000,000	-	29,125,000	29,125,000
C	T-0540	11th Street Side Path Durham to Ella	\$ -	-	-	146,494	1,728,247	-	-	-	1,874,741	1,874,741
C	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	T-0545	Future CIP Project	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
0	T-0599	Safe Sidewalk Program	\$ -	-	-	-	-	-	-	-	-	-
<b>Totals</b>			<b>\$ -</b>	<b>\$ 21,615,000</b>	<b>\$ 33,634,000</b>	<b>\$ 34,229,629</b>	<b>\$ 24,365,747</b>	<b>\$ 27,700,000</b>	<b>12,500,000</b>	<b>132,429,376</b>	<b>\$ 154,044,376</b>	

\* NOTE:  
\*\* NOTE:  
\*\*\* NOTE:

Source of Funds	Fiscal Year Planned Appropriations								Cumulative Total (To Date)
	Through 2022	Projected 2023	2024	2025	2026	2027	2028	FY24 - FY29 Total	
TIRZ Funds	-	12,815,000	22,480,308	25,492,525	14,315,747	27,700,000	6,900,000	96,888,580	109,703,580
City of Houston	-	-	525,000	500,000	8,000,000	-	-	9,025,000	9,025,000
Grants	-	8,800,000	10,558,692	7,187,969	2,050,000	-	5,900,000	25,696,661	34,496,661
Other	-	-	-	-	-	-	-	-	-
<b>Project Total</b>	<b>-</b>	<b>21,615,000</b>	<b>33,564,000</b>	<b>33,180,494</b>	<b>24,365,747</b>	<b>27,700,000</b>	<b>12,800,000</b>	<b>131,610,241</b>	<b>153,225,241</b>

<b>Project:</b>	<b>Pedestrian Improvements Shepherd@Memorial</b>	<b>City Council District</b>	<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0510</b>			
		<b>Location:</b>	<b>Geo. Ref.:</b>						
		<b>Served:</b>	<b>Neighborhood:</b>						
<b>Description:</b>	Sidewalk improvement and Crossing Improvements at Shepherd and Memorial	<b>Operating and Maintenance Costs: (\$ Thousands)</b>							
			2024	2025	2026	2027	2028	Total	
		Personnel	-	-	-	-	-	\$ -	
		Supplies	-	-	-	-	-	\$ -	
<b>Justification:</b>	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	-	-	-	-	-	\$ -	
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
		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)
<b>Phase</b>											
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
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	-	42,135	-	-	-	\$ 42,135	\$ 42,135
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ 95,000	\$ 1,049,135	\$ -	\$ -	\$ -	\$ 1,144,135	\$ 1,144,135
<b>Source of Funds</b>											
TIRZ Funds		-	-	-	95,000	628,135	-	-	-	\$ 723,135	\$ 723,135
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	421,000	-	-	-	\$ 421,000	\$ 421,000
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ 95,000	\$ 1,049,135	\$ -	\$ -	\$ -	\$ 1,144,135	\$ 1,144,135

\*NOTE:

<b>Project:</b> Little Thicket Park Improvements		<b>City Council District</b>		<b>Key Map:</b>				<b>WBS.:</b>		<b>T-0521</b>		
		<b>Location:</b>		<b>Geo. Ref.:</b>								
		<b>Served:</b>		<b>Neighborhood:</b>								
<b>Description:</b> Improved park amenities, erosion control/bank stabilization, public parking and access to White Oak Bayou Trail system. Funds remaining after the bank stabilization will be used for park improvements.		<b>Operating and Maintenance Costs: (\$ Thousands)</b>										
			2024	2025	2026	2027	2028	Total				
<b>Justification:</b> Collapsed bank/repeated bank failure has encroached into the usable footprint of the park, creating dangerous conditions for park users, especially children. Opportunity to make connection to Bayou Greenways trail system. Bank Stabilization Project has been completed.		Personnel	-	-	-	-	-	-	-	-	\$	-
		Supplies	-	-	-	-	-	-	-	-	\$	-
		Svcs. & Chgs.	-	-	-	-	-	-	-	-	\$	-
		Capital Outlay	-	-	-	-	-	-	-	-	\$	-
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$
		FTEs										-
<b>Fiscal Year Planned Expenses</b>												
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/22</b>	<b>2023 Budget</b>	<b>2023 Estimate</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>FY24 - FY28 Total</b>	<b>Cumulative Total (To Date)</b>	
<b>Phase</b>												
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -	
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -	
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -	
4	Construction	-	500,000	10,000	1,000,000	-	-	-	-	\$ 1,000,000	\$ 1,010,000	
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -	
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -	
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Total Allocations</b>		\$ -	\$ 500,000	\$ 10,000	\$ 1,000,000	\$ -	\$ -	\$ -	\$ -	\$ 1,000,000	\$ 1,010,000	
<b>Source of Funds</b>												
TIRZ Funds		-	405,000	10,000	500,000	-	-	-	-	\$ 500,000	\$ 510,000	
City of Houston		-	-	-	500,000	-	-	-	-	\$ 500,000	\$ 500,000	
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -	
Other		-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Total Funds</b>		\$ -	\$ 405,000	\$ 10,000	\$ 1,000,000	\$ -	\$ -	\$ -	\$ -	\$ 1,000,000	\$ 1,010,000	

<b>Project:</b>	18th Street and surrounding area Pedestrian Improvements between Durham and 20th Street, 19th Street Reconstruction between Durham and 20th Street, 20th Street Construction between Durham and TC Jester (with potential extension east of Shepherd)	<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0522A</b>				
		<b>Location:</b>		<b>Geo. Ref.:</b>							
		<b>Served:</b>		<b>Neighborhood:</b>							
<b>Description:</b>	For 19th and 20th Roadway reconstruction, installation of storm water drainage system, curb and gutter, sidewalks, street lights and landscaping. For 18th Construct pedestrian improvements to include sidewalks, pedestrian ramps landscaping and mid-block crossings to create an overall safer pedestrian environment	<b>Operating and Maintenance Costs: (\$ Thousands)</b>									
			2021	2022	2023	2024	2025	Total			
<b>Justification:</b>	Existing conditions for 19th and 20th include poor roadway, discontinuous sidewalk segments, open ditch, non ADA compliance pedestrian environment. Existing conditions for 18th include discontinuous sidewalks segments, open ditch, non-ADA compliance pedestrian environment.	Personnel	-	-	-	-	-	\$	-		
		Supplies	-	-	-	-	-	\$	-		
		Svcs. & Chgs.	-	-	-	-	-	\$	-		
		Capital Outlay	-	-	-	-	-	\$	-		
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	-	
		FTEs							-		
<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/20/2023</b>	<b>2023 Budget</b>	<b>2023 Estimate</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>FY24 - FY28 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	225,000	-	-	-	-	\$ 225,000	\$ 225,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ 225,000	\$ -	\$ -	\$ -	\$ -	\$ 225,000	\$ 225,000
<b>Source of Funds</b>											
TIRZ Funds		-	-	-	225,000	-	-	-	-	\$ 225,000	\$ 225,000
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ 225,000	\$ -	\$ -	\$ -	\$ -	\$ 225,000	\$ 225,000

<b>Project:</b> Shepherd Durham and Selected Cross Street Reconstruction Project		<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>		<b>T-0523A</b>			
		<b>Location:</b>		<b>Geo. Ref.:</b>							
		<b>Served:</b>		<b>Neighborhood:</b>							
<b>Description:</b> Roadway reconstruction between I-10 and 610 loop North, including hike and bike lanes, storm water drainage systems, curb and gutter section, streetlights, sidewalks and landscaping <i>(Project will be completed in phases).</i>		<b>Operating and Maintenance Costs: (\$ Thousands)</b>									
			2024	2025	2026	2027	2028	Total			
<b>Justification:</b> Major north/south arteries with poor to non-existent drainage system, no sidewalks, no curb, unsafe for pedestrians and bicyclists.		Personnel	-	-	-	-	-	\$	-		
		Supplies	-	-	-	-	-	\$	-		
		Svcs. & Chgs.	-	-	-	-	-	\$	-		
		Capital Outlay	-	-	-	-	-	\$	-		
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
		FTEs									
<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/22</b>	<b>2023 Budget</b>	<b>2023 Estimate</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>FY24 - FY28 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	125,000	-	-	-	-	\$ 125,000	\$ 125,000
3	Design	-	1,500,000	1,500,000	1,800,000	200,000	-	-	-	\$ 2,000,000	\$ 3,500,000
4	Construction	-	20,000,000	19,000,000	26,200,000	27,000,000	700,000	6,700,000	-	\$ 60,600,000	\$ 79,600,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Allocations</b>		\$ -	\$ 21,500,000	\$ 20,500,000	\$ 28,125,000	\$ 27,200,000	\$ 700,000	\$ 6,700,000	\$ -	\$ 62,725,000	\$ 83,225,000
<b>Source of Funds</b>											
TIRZ Funds		-	21,500,000	11,700,000	19,125,000	20,700,000	(7,300,000)	6,700,000	-	\$ 39,225,000	\$ 50,925,000
City of Houston		-	-	-	-	-	8,000,000	-	-	\$ 8,000,000	\$ 8,000,000
Grants		-	-	8,800,000	9,000,000	6,500,000	-	-	-	\$ 15,500,000	\$ 24,300,000
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ 21,500,000	\$ 20,500,000	\$ 28,125,000	\$ 27,200,000	\$ 700,000	\$ 6,700,000	\$ -	\$ 62,725,000	\$ 83,225,000

<b>Project:</b> North Canal Project		<b>City Council District</b>		<b>Key Map:</b>				<b>WBS.:</b>		<b>T-0525</b>					
		<b>Location:</b>		<b>Geo. Ref.:</b>											
		<b>Served:</b>		<b>Neighborhood:</b>		14									
<b>Description:</b> Part of North Canal project		<b>Operating and Maintenance Costs: (\$ Thousands)</b>													
				2024		2025		2026		2027		2028		Total	
		Personnel		-		-		-		-		-		\$ -	
		Supplies		-		-		-		-		-		\$ -	
<b>Justification:</b> This is part of the North Canal project. When the North Canal is completed, water level on the White Oak is expected to be lower during a flood event		Svcs. & Chgs.		-		-		-		-		-		\$ -	
		Capital Outlay		-		-		-		-		-		\$ -	
		<b>Total</b>		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -	
		FTEs												-	
<b>Fiscal Year Planned Expenses</b>															
<b>Project Allocation</b>		Projected Expenses thru 6/30/22	2023 Budget	2023 Estimate	2024	2025	2026	2027	2028	FY24 - FY28 Total		Cumulative Total (To Date)			
<b>Phase</b>															
1	Planning	-	-	-	-	-	-	-	-	\$ -		\$ -			
2	Acquisition	-	-	-	-	-	-	-	-	\$ -		\$ -			
3	Design	-	6,020,000	-	-	-	-	-	-	\$ -		\$ -			
4	Construction	-	-	-	-	12,000,000	12,000,000	-	-	\$ 24,000,000		\$ 24,000,000			
5	Equipment	-	-	-	-	-	-	-	-	\$ -		\$ -			
6	Close-Out	-	-	-	-	-	-	-	-	\$ -		\$ -			
7	Other	-	-	-	-	-	-	-	-	\$ -		\$ -			
		-	-	-	-	-	-	-	-	\$ -		\$ -			
		-	-	-	-	-	-	-	-	\$ -		\$ -			
		-	-	-	-	-	-	-	-	\$ -		\$ -			
		-	-	-	-	-	-	-	-	\$ -		\$ -			
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -		\$ -			
<b>Total Allocations</b>		\$ -	\$ 6,020,000	\$ -	\$ -	\$ -	\$ 12,000,000	\$ 12,000,000	\$ -	\$ 24,000,000		\$ 24,000,000			
<b>Source of Funds</b>															
TIRZ Funds		-	6,020,000	-	-	12,000,000	12,000,000	(5,900,000)		\$ 18,100,000		\$ 18,100,000			
City of Houston		-	-	-	-	-	-	-	-	\$ -		\$ -			
Grants		-	-	-	-	-	-	5,900,000	-	\$ 5,900,000		\$ 5,900,000			
Other		-	-	-	-	-	-	-	-	\$ -		\$ -			
<b>Total Funds</b>		\$ -	\$ 6,020,000	\$ -	\$ -	\$ -	\$ 12,000,000	\$ 12,000,000	\$ -	\$ 24,000,000		\$ 24,000,000			

\*NOTE:





<b>Project:</b> Yale and Center Intersection		<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>		<b>T-0529</b>			
		<b>Location:</b>		<b>Geo. Ref.:</b>							
		<b>Served:</b>		<b>Neighborhood:</b>							
<b>Description:</b> Reconstruct intersection, replace signal and improve pedestrian crossing at Yale Street at Center Street.		<b>Operating and Maintenance Costs: (\$ Thousands)</b>									
			2024	2025	2026	2027	2028	Total			
<b>Justification:</b> This intersection has experienced 49 reported vehicle crashes between 2015 and 2017. The crash count for Yale at Center demonstrates the need for intersection improvements through enhanced and more visible signalization. The frequency of accidents for vehicle collision at the intersection are evident with over half of the accidents overlooking the existing stop control measures.		Personnel	-	-	-	-	-	\$	-		
		Supplies	-	-	-	-	-	\$	-		
		Svcs. & Chgs.	-	-	-	-	-	\$	-		
		Capital Outlay	-	-	-	-	-	\$	-		
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
		FTEs									
<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/22</b>	<b>2023 Budget</b>	<b>2023 Estimate</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>FY24 - FY28 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	100,000	30,000	-	-	-	-	-	\$ -	\$ 30,000
4	Construction	-	-	-	300,000	-	-	-	-	\$ 300,000	\$ 300,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Allocations</b>		\$ -	\$ 100,000	\$ 30,000	\$ 300,000	\$ -	\$ -	\$ -	\$ -	\$ 300,000	\$ 330,000
<b>Source of Funds</b>											
TIRZ Funds		-	1,050,000	30,000	300,000	-	-	-	-	\$ 300,000	\$ 330,000
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ 1,050,000	\$ 30,000	\$ 300,000	\$ -	\$ -	\$ -	\$ -	\$ 300,000	\$ 330,000



<b>Project:</b> Zone Wide Safety and Mobility Projects		<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0532</b>				
		<b>Location:</b>		<b>Geo. Ref.:</b>							
		<b>Served:</b>		<b>Neighborhood:</b>							
<b>Description:</b>	Identify locations where safety issues, poor connections, poor or no infrastructure exist; determine whether remediation or installation would improve safety or mobility for all modes of transportation within the zone and implement the recommended solutions.		<b>Operating and Maintenance Costs: (\$ Thousands)</b>								
				<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>Total</b>		
<b>Justification:</b>	There are varying levels of infrastructure within the zone and some locations that experience more safety issues than others. This project would address the City's goal of vision zero and improve access/mobility for all modes of transpiration.		Personnel	-	-	-	-	-	-	\$ -	
			Supplies	-	-	-	-	-	-	\$ -	
			Svcs. & Chgs.	-	-	-	-	-	-	\$ -	
			Capital Outlay	-	-	-	-	-	-	\$ -	
			<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
			FTEs							-	
<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/22</b>	<b>2023 Budget</b>	<b>2023 Estimate</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>FY24 - FY28 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	10,000	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	150,000	-	-	-	-	\$ 150,000	\$ 150,000
4	Construction	-	-	-	-	950,000	-	-	-	\$ 950,000	\$ 950,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Allocations</b>		\$ -	\$ 10,000	\$ -	\$ 150,000	\$ 950,000	\$ -	\$ -	\$ -	\$ 1,100,000	\$ 1,100,000
<b>Source of Funds</b>											
TIRZ Funds		-	10,000	-	150,000	950,000	-	-	-	\$ 1,100,000	\$ 1,100,000
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ 10,000	\$ -	\$ 150,000	\$ 950,000	\$ -	\$ -	\$ -	\$ 1,100,000	\$ 1,100,000





<b>Project:</b>	<b>Safety and Mobility Improvements Waugh, South Heights, Yale and Waughford between the bridge over Memorial and Washington</b>	<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0535</b>				
		<b>Location:</b>		<b>Geo. Ref.:</b>							
		<b>Served:</b>		<b>Neighborhood:</b>							
<b>Description:</b>	Striping & signage south of Feagan St. to improve safety at merge with S Heights Blvd. The conversion, via restripe and curb extensions as appropriate, of Waugh Dr. into a two-way roadway between Feagan St. and Washington Ave. We are proposing a section that includes: 2 SB lanes, 1 NB lane, and a two-way left turn lane; update of the Waugh/Yale signal at Washington Ave. and add a WB left turn lane. Modifications to the intersection of Waughford St. at Waugh St. to support two-way operations on Waugh. Dedicated left-turn lanes and a new signal at S.Heights Blvd. at Willia/Feagan Streets.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>									
			<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>Total</b>			
<b>Justification:</b>	This particular section of road has a high number of vehicle crashes and pedestrian crashes. Traffic feeds in from multiple directions and many pedestrians are crossing the roads because of the proximity to Spotts Park.	Personnel	-	-	-	-	-	\$ -			
		Supplies	-	-	-	-	-	\$ -			
		Svcs. & Chgs.	-	-	-	-	-	\$ -			
		Capital Outlay	-	-	-	-	-	\$ -			
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -			
		FTEs									
<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/22</b>	<b>2023 Budget</b>	<b>2023 Estimate</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>FY24 - FY28 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	82,000	-	-	-	-	\$ 82,000	\$ 82,000
4	Construction	-	-	-	856,000	-	-	-	-	\$ 856,000	\$ 856,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other - compliance	-	-	-	41,000	-	-	-	-	\$ 41,000	\$ 41,000
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	41,000	-	-	-	-	\$ 41,000	\$ 41,000
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ 979,000	\$ -	\$ -	\$ -	\$ -	\$ 979,000	\$ 979,000
<b>Source of Funds</b>											
TIRZ Funds		-	-	-	160,000	-	-	-	-	\$ 160,000	\$ 160,000
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	819,000	-	-	-	-	\$ 819,000	\$ 819,000
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ 979,000	\$ -	\$ -	\$ -	\$ -	\$ 979,000	\$ 979,000

<b>Project:</b>	<b>Waugh - Dallas to Allen Parkway Mill and Overlay and Bike Facilities (Partnership Project)</b>	<b>City Council District</b>	<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0536</b>		
		<b>Location:</b>		<b>Geo. Ref.:</b>				
		<b>Served:</b>		<b>Neighborhood:</b>				
<b>Description:</b>	Mill and overlay with the addition of bike lanes and improvement of pedestrian facilities from W. Dallas to Allen Parkway on Waugh Drive. This project will be completed in partnership with Precinct 1 and TIRZ 27	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
			<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>Total</b>
<b>Justification:</b>	There is a gap in facilities between the TIRZ 5 bike lane on W. Dallas at the intersection of W. Dallas and Waugh Dr., the TIRZ 27 bike lane on Waugh Dr. at W Dallas St. and Buffalo Bayou Park. This is an important segment to provide safety for people as they access the park.	Personnel	-	-	-	-	-	\$ -
		Supplies	-	-	-	-	-	\$ -
		Svcs. & Chgs.	-	-	-	-	-	\$ -
		Capital Outlay	-	-	-	-	-	\$ -
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		<b>FTEs</b>						-

**Fiscal Year Planned Expenses**

<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/22</b>	<b>2023 Budget</b>	<b>2023 Estimate</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>FY24 - FY28 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction	-	500,000	-	-	-	-	-	-	\$ -	\$ -
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Allocations</b>		\$ -	\$ 500,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Source of Funds</b>											
TIRZ Funds		-	500,000	-	-	-	-	-	-	\$ -	\$ -
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ 500,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -



<b>Project:</b>	<b>Infrastructure improvements in the Shepherd - White Oak Bayou - 8th Street and Yale Area</b>			<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0537</b>			
				<b>Location:</b>		<b>Geo. Ref.:</b>						
				<b>Served:</b>		<b>Neighborhood:</b>						
<b>Description:</b>	Mobility /Infrastructure Improvements including roadway reconstruction, installation of storm water drainage system, curb and gutter, sidewalks, street lights and landscaping as appropriate in the area bounded by Shepherd - White Oak Bayou - 8th Street and Yale Area			<b>Operating and Maintenance Costs: (\$ Thousands)</b>								
				<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>Total</b>			
<b>Justification:</b>	Residential and commercial density has increased dramatically in the area. Existing conditions for include poor roadway, discontinuous sidewalk segments, open ditch, non ADA compliant pedestrian environment, insufficient parking for public facilities, parking and travel conflicts			Personnel	-	-	-	-	-	-	\$ -	
				Supplies	-	-	-	-	-	-	-	\$ -
				Svcs. & Chgs.	-	-	-	-	-	-	-	\$ -
				Capital Outlay	-	-	-	-	-	-	-	\$ -
				<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
				<b>FTEs</b>								
<b>Fiscal Year Planned Expenses</b>												
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/22</b>	<b>2023 Budget</b>	<b>2023 Estimate</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>FY24 - FY28 Total</b>	<b>Cumulative Total (To Date)</b>	
<b>Phase</b>												
1	Planning	-	-	-	175,000	-	-	-	-	\$ 175,000	\$ 175,000	
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -	
3	Design	-	-	-	-	-	-	-	1,000,000	\$ 1,000,000	\$ 1,000,000	
4	Construction	-	-	-	-	-	-	-	2,500,000	\$ 2,500,000	\$ 2,500,000	
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -	
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -	
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ 175,000	\$ -	\$ -	\$ -	\$ 3,500,000	\$ 3,675,000	\$ 3,675,000	
<b>Source of Funds</b>												
TIRZ Funds		-	-	-	175,000	-	-	-	3,500,000	\$ 3,675,000	\$ 3,675,000	
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -	
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -	
Other		-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ 175,000	\$ -	\$ -	\$ -	\$ 3,500,000	\$ 3,675,000	\$ 3,675,000	

<b>Project:</b> Transportation Alternative Area Wide Study				<b>City Council District</b>		<b>Key Map:</b>				<b>WBS.:</b>		<b>T-0538</b>			
				<b>Location:</b>		<b>Geo. Ref.:</b>									
				<b>Served:</b>		<b>Neighborhood:</b>									
<b>Description:</b>				<b>Operating and Maintenance Costs: (\$ Thousands)</b>											
				<b>2024</b>		<b>2025</b>		<b>2026</b>		<b>2027</b>		<b>2028</b>		<b>Total</b>	
				Personnel		-		-		-		-		-	
				Supplies		-		-		-		-		-	
<b>Justification:</b>				Svcs. & Chgs.		-		-		-		-		-	
				Capital Outlay		-		-		-		-		-	
				<b>Total</b>		\$ -		\$ -		\$ -		\$ -		\$ -	
				FTEs											
<b>Fiscal Year Planned Expenses</b>															
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/22</b>	<b>2023 Budget</b>	<b>2023 Estimate</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>FY24 - FY28 Total</b>		<b>Cumulative Total (To Date)</b>			
<b>Phase</b>															
1	Planning	-	-	-	575,000	-	-	-	-	\$ 575,000		\$ 575,000			
2	Acquisition	-	-	-	-	-	-	-	-	\$ -		\$ -			
3	Design	-	-	-	-	-	-	-	-	\$ -		\$ -			
4	Construction	-	-	-	-	-	-	-	-	\$ -		\$ -			
5	Equipment	-	-	-	-	-	-	-	-	\$ -		\$ -			
6	Close-Out	-	-	-	-	-	-	-	-	\$ -		\$ -			
7	Other	-	-	-	-	-	-	-	-	\$ -		\$ -			
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -		\$ -			
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ -	\$ 575,000	\$ -	\$ -	\$ -	\$ 575,000		\$ 575,000			
<b>Source of Funds</b>															
TIRZ Funds		-	-	-	115,000	-	-	-	-	\$ 115,000		\$ 115,000			
City of Houston		-	-	-	-	-	-	-	-	\$ -		\$ -			
Grants		-	-	-	460,000	-	-	-	-	\$ 460,000		\$ 460,000			
Other		-	-	-	-	-	-	-	-	\$ -		\$ -			
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ -	\$ 575,000	\$ -	\$ -	\$ -	\$ 575,000		\$ 575,000			

<b>Project:</b> Full Reconstruction of Remaining Cross Streets from Durham to Shepherd between I-10 and 610(Phase 3) - including street drainage improvements		City Council District		Key Map:				WBS.:		T-0539		
		Location:		Geo. Ref.:								
		Served:		Neighborhood:								
<b>Description:</b> Full reconstruction of roadway including pavement and utilities including stormwater. Justification: East/West connectors between Shepherd and Durham with poor to non-existent drainage system, no sidewalks, no curb, unsafe for pedestrians and bicyclists. Include West 28th Street, West 27th Street, West 26th Street, West 25th Street, West 23rd Street, West 22nd Street, West 21st Street, West 17th Street, West 13th Street.		<b>Operating and Maintenance Costs: (\$ Thousands)</b>										
			2024	2025	2026	2027	2028	Total				
<b>Justification:</b> This is a rapidly densifying area and there is an increased number of automobiles, bicyclists, and pedestrians. The stormwater facilities do not meet current code. This project will improve resiliency, quality of life and enhance economic development in the area. Shepherd Durham and a number of cross streets are being reconstructed as part of the Shepherd Durham project - reconstruction of these street will all commercial redevelopment in the entire area		Personnel	-	-	-	-	-	\$ -	-			
		Supplies	-	-	-	-	-	\$ -	-			
		Svcs. & Chgs.	-	-	-	-	-	\$ -	-			
		Capital Outlay	-	-	-	-	-	\$ -	-			
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -			
		FTEs										
<b>Fiscal Year Planned Expenses</b>												
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/22</b>	<b>2023 Budget</b>	<b>2023 Estimate</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>FY24 - FY28 Total</b>	<b>Cumulative Total (To Date)</b>	
<b>Phase</b>												
1	Planning	-	-	-	125,000	-	-	-	-	\$ 125,000	\$ 125,000	
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -	
3	Design	-	-	-	-	2,000,000	-	-	-	\$ 2,000,000	\$ 2,000,000	
4	Construction	-	-	-	-	-	9,000,000	9,000,000	9,000,000	\$ 27,000,000	\$ 27,000,000	
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -	
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -	
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ 125,000	\$ 2,000,000	\$ 9,000,000	\$ 9,000,000	\$ 9,000,000	\$ 29,125,000	\$ 29,125,000	
<b>Source of Funds</b>												
TIRZ Funds		-	-	-	125,000	2,000,000	9,000,000	9,000,000	9,000,000	\$ 29,125,000	\$ 29,125,000	
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -	
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -	
Other		-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ 125,000	\$ 2,000,000	\$ 9,000,000	\$ 9,000,000	\$ 9,000,000	\$ 29,125,000	\$ 29,125,000	

<b>Project:</b> 11th Street Side Path Durham to Ella		<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>		<b>T-0540</b>			
		<b>Location:</b>		<b>Geo. Ref.:</b>							
		<b>Served:</b>		<b>Neighborhood:</b>							
<b>Description:</b> Construct a 10-12 foot sidepath from Durham to Ella to provide pedestrian and bicycle access to White Oak Bayou and Cherry Lorraine		<b>Operating and Maintenance Costs: (\$ Thousands)</b>									
			2024	2025	2026	2027	2028	Total			
<b>Justification:</b> 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		Personnel	-	-	-	-	-	\$	-		
		Supplies	-	-	-	-	-	\$	-		
		Svcs. & Chgs.	-	-	-	-	-	\$	-		
		Capital Outlay	-	-	-	-	-	\$	-		
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
		FTEs									
<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/22</b>	<b>2023 Budget</b>	<b>2023 Estimate</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>FY24 - FY28 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
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
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	-	-	73,247	-	-	\$ 73,247	\$ 73,247
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ -	\$ 146,494	\$ 1,728,247	\$ -	\$ -	\$ 1,874,741	\$ 1,874,741
<b>Source of Funds</b>											
TIRZ Funds		-	-	-	-	146,494	528,247	-	-	\$ 674,741	\$ 674,741
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	1,200,000	-	-	\$ 1,200,000	\$ 1,200,000
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ -	\$ 146,494	\$ 1,728,247	\$ -	\$ -	\$ 1,874,741	\$ 1,874,741

<b>Project:</b> White Oak @ Greenleaf		<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>		<b>T-0541</b>			
		<b>Location:</b>		<b>Geo. Ref.:</b>							
		<b>Served:</b>		<b>Neighborhood:</b>							
<b>Description:</b> Improved Pedestrian and Bicycle Crossing		<b>Operating and Maintenance Costs: (\$ Thousands)</b>									
			2024	2025	2026	2027	2028	Total			
<b>Justification:</b> There have been several crashes at this location. The improvements planned are designed to increase safety for Pedestrians and Bicycles		Personnel	-	-	-	-	-	-	\$ -		
		Supplies	-	-	-	-	-	-	\$ -		
		Svcs. & Chgs.	-	-	-	-	-	-	\$ -		
		Capital Outlay	-	-	-	-	-	-	\$ -		
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
		FTEs									
<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/2022</b>	<b>2023 Budget</b>	<b>2023 Estimate</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>FY23- FY28 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
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
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	-	12,000	-	-	-	\$ 12,000	\$ 12,000
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ -	\$ 274,000	\$ -	\$ -	\$ -	\$ 274,000	\$ 274,000
<b>Source of Funds</b>											
TIRZ Funds		-	-	-	-	46,031	-	-	-	\$ 46,031	\$ 46,031
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	227,969	-	-	-	\$ 227,969	\$ 227,969
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ -	\$ 274,000	\$ -	\$ -	\$ -	\$ 274,000	\$ 274,000

<b>Project:</b> Congressional District 7 Sidewalk Improvement Project		<b>City Council District</b>		<b>Key Map:</b>						<b>WBS.:</b>		<b>T-0543</b>									
		<b>Location:</b>		<b>Geo. Ref.:</b>																	
		<b>Served:</b>		<b>Neighborhood:</b>																	
<b>Description:</b>		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																			
<b>Justification:</b>		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.																			
<b>Operating and Maintenance Costs: (\$ Thousands)</b>																					
				2024		2025		2026		2027		2028		Total							
Personnel				-		-		-		-		-		-							
Supplies				-		-		-		-		-		-							
Svcs. & Chgs.				-		-		-		-		-		-							
Capital Outlay				-		-		-		-		-		-							
<b>Total</b>				\$ -		\$ -		\$ -		\$ -		\$ -		\$ -							
FTEs																					
<b>Fiscal Year Planned Expenses</b>																					
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/2022</b>		<b>2023 Budget</b>		<b>2023 Estimate</b>		<b>2024</b>		<b>2025</b>		<b>2026</b>		<b>2027</b>		<b>2028</b>		<b>FY23 - FY28 Total</b>		<b>Cumulative Total (To Date)</b>	
<b>Phase</b>																					
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	
		-		-		-		-		-		-		-		-		\$ -		\$ -	
		-		-		-		-		-		-		-		-		\$ -		\$ -	
		-		-		-		-		-		-		-		-		\$ -		\$ -	
<b>Other Sub-Total:</b>		-		-		-		-		-		42,500		-		-		\$ 42,500		\$ 42,500	
<b>Total Allocations</b>		\$ -		\$ -		\$ -		\$ -		\$ 85,000		\$ 937,500		\$ -		\$ -		\$ 1,022,500		\$ 1,022,500	
<b>Source of Funds</b>																					
TIRZ Funds		-		-		-		-		85,000		87,500		-		-		\$ 172,500		\$ 172,500	
City of Houston		-		-		-		-		-		-		-		-		\$ -		\$ -	
Grants		-		-		-		-		-		850,000		-		-		\$ 850,000		\$ 850,000	
Other		-		-		-		-		-		-		-		-		\$ -		\$ -	
<b>Total Funds</b>		\$ -		\$ -		\$ -		\$ -		\$ 85,000		\$ 937,500		\$ -		\$ -		\$ 1,022,500		\$ 1,022,500	

<b>Project:</b> Westcott Roundabout Greenspace		<b>City Council District</b>		<b>Key Map:</b>				<b>WBS.:</b>		<b>T-0544</b>		
		<b>Location:</b>		<b>Geo. Ref.:</b>								
		<b>Served:</b>		<b>Neighborhood:</b>								
<b>Description:</b> City of Houston has resurfaced the Westcott Roundabout, bringing crosswalks and ramps up to standard and replacing broken curbs. This project finishes this improvement by installing trees and landscaping in the roundabout		<b>Operating and Maintenance Costs: (\$ Thousands)</b>										
			2024	2025	2026	2027	2028	Total				
<b>Justification:</b> The Westcott Roundabout is in poor condition the City project has improved the street condition and tree and landscape installation will complete the project		Personnel		-	-	-	-	-	-	-	\$ -	
		Supplies		-	-	-	-	-	-	-	-	\$ -
		Svcs. & Chgs.		-	-	-	-	-	-	-	-	\$ -
		Capital Outlay		-	-	-	-	-	-	-	-	\$ -
		<b>Total</b>		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		FTEs									-	
<b>Fiscal Year Planned Expenses</b>												
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/2022</b>	<b>2023 Budget</b>	<b>2023 Estimate</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>FY24 - FY28 Total</b>	<b>Cumulative Total (To Date)</b>	
<b>Phase</b>												
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -	
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -	
3	Design	-	-	-	30,000	-	-	-	-	\$ 30,000	\$ 30,000	
4	Construction	-	-	-	220,000	-	-	-	-	\$ 220,000	\$ 220,000	
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -	
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -	
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
		-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ 250,000	\$ -	\$ -	\$ -	\$ -	\$ 250,000	\$ 250,000	
<b>Source of Funds</b>												
TIRZ Funds		-	-	-	250,000	-	-	-	-	\$ 250,000	\$ 250,000	
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -	
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -	
Other		-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ 250,000	\$ -	\$ -	\$ -	\$ -	\$ 250,000	\$ 250,000	

<b>Project:</b> Safe Sidewalk Program		<b>City Council District</b>		<b>Key Map:</b>				<b>WBS.:</b>		<b>T-0599</b>					
		<b>Location:</b>		<b>Geo. Ref.:</b>											
		<b>Served:</b>		<b>Neighborhood:</b>											
<b>Description:</b> Program to improve small sections of sidewalk.		<b>Operating and Maintenance Costs: (\$ Thousands)</b>													
				2024		2025		2026		2027		2028		Total	
		Personnel		-		-		-		-		-		-	
		Supplies		-		-		-		-		-		-	
<b>Justification:</b> Sidewalk program to improve walkability		Svcs. & Chgs.		-		-		-		-		-		-	
		Capital Outlay		-		-		-		-		-		-	
		<b>Total</b>		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -	
		FTEs													
<b>Fiscal Year Planned Expenses</b>															
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/22</b>	<b>2023 Budget</b>	<b>2023 Estimate</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>FY24 - FY28 Total</b>		<b>Cumulative Total (To Date)</b>			
<b>Phase</b>															
1	Planning	-	-	-	-	-	-	-	-	\$ -		\$ -			
2	Acquisition	-	-	-	-	-	-	-	-	\$ -		\$ -			
3	Design	-	-	-	-	-	-	-	-	\$ -		\$ -			
4	Construction	-	25,000	-	-	-	-	-	-	\$ -		\$ -			
5	Equipment	-	-	-	-	-	-	-	-	\$ -		\$ -			
6	Close-Out	-	-	-	-	-	-	-	-	\$ -		\$ -			
7	Other	-	-	-	-	-	-	-	-	\$ -		\$ -			
		-	-	-	-	-	-	-	-	\$ -		\$ -			
		-	-	-	-	-	-	-	-	\$ -		\$ -			
		-	-	-	-	-	-	-	-	\$ -		\$ -			
		-	-	-	-	-	-	-	-	\$ -		\$ -			
		-	-	-	-	-	-	-	-	\$ -		\$ -			
		-	-	-	-	-	-	-	-	\$ -		\$ -			
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -		\$ -			
<b>Total Allocations</b>		\$ -	\$ 25,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		\$ -			
<b>Source of Funds</b>															
TIRZ Funds		-	-	-	-	-	-	-	-	\$ -		\$ -			
City of Houston		-	-	-	-	-	-	-	-	\$ -		\$ -			
Grants		-	-	-	-	-	-	-	-	\$ -		\$ -			
Other		-	-	-	-	-	-	-	-	\$ -		\$ -			
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		\$ -			



TAX YEAR	2022	2023	2024	2025	2026	2027
TIRZ 5	FY2023 Estimate	FY2024 Budget	FY2025	FY2026	FY2027	FY2028
City	\$ 12,527,985	\$ 13,029,104	\$ 13,550,269	\$ 14,092,279	\$ 14,655,970	\$ 15,242,209
County	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
ISD	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
ISD - Pass Through	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
INCREMENT REVENUES (1)	\$ 12,527,985	\$ 13,029,104	\$ 13,550,269	\$ 14,092,279	\$ 14,655,970	\$ 15,242,209
CITY OF HOUSTON	\$ -	\$ -	\$ -	\$ 8,000,000	\$ -	\$ -
GRANT PROCEEDS (5)	\$ -	\$ 10,558,692	\$ 7,187,969	\$ 2,050,000	\$ -	\$ 5,900,000
MISCELLANEOUS REVENUE	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
INTEREST INCOME	\$ 1,000,000	\$ 29,210	\$ 123,482	\$ 39,342	\$ 162,286	\$ 70,895
PROCEEDS FROM BANK LOAN	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>TOTAL RESOURCES</b>	<b>\$ 13,527,985</b>	<b>\$ 23,617,006</b>	<b>\$ 20,861,719</b>	<b>\$ 24,181,621</b>	<b>\$ 14,818,256</b>	<b>\$ 21,213,104</b>
Municipal Services	\$ 160,652	\$ 160,652	\$ 160,652	\$ 160,652	\$ 160,652	\$ 160,652
Administrative Fees	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
City	\$ 626,399	\$ 651,455	\$ 677,513	\$ 704,614	\$ 732,799	\$ 762,110
County	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
ISD	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other Items (1 time repayment of split parcel overpayments COH)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>TRANSFERS</b>	<b>\$ 787,051</b>	<b>\$ 812,107</b>	<b>\$ 838,165</b>	<b>\$ 865,266</b>	<b>\$ 893,451</b>	<b>\$ 922,762</b>
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	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>BOND DEBT SERVICE</b>	<b>\$ 2,119,350</b>	<b>\$ 2,121,475</b>	<b>\$ 2,121,350</b>	<b>\$ 2,118,975</b>	<b>\$ 4,238,450</b>	<b>\$ 4,243,700</b>
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
<b>TOTAL EXPENSES</b>	<b>\$ 2,545,296</b>	<b>\$ 2,771,475</b>	<b>\$ 2,771,350</b>	<b>\$ 2,768,975</b>	<b>\$ 4,888,450</b>	<b>\$ 4,893,700</b>
<b>CASH FLOW FROM OPERATIONS</b>	<b>\$ 10,195,638</b>	<b>\$ 20,033,424</b>	<b>\$ 17,252,204</b>	<b>\$ 20,547,380</b>	<b>\$ 9,036,355</b>	<b>\$ 15,396,642</b>
<b>BEGINNING FUND BALANCE (7)</b>	<b>\$ 58,791,595</b>	<b>\$ 46,552,233</b>	<b>\$ 30,816,657</b>	<b>\$ 11,249,233</b>	<b>\$ 39,840,866</b>	<b>\$ 18,587,221</b>
<b>DEBT ISSUANCE</b>			\$ -	\$ 35,000,000	\$ -	\$ -
<b>FUNDS AVAILABLE FOR PROJECTS</b>	<b>\$ 68,987,233</b>	<b>\$ 66,585,657</b>	<b>\$ 48,068,862</b>	<b>\$ 66,796,613</b>	<b>\$ 48,877,221</b>	<b>\$ 33,983,863</b>
<b>Projects</b>						
Regents Square GID	\$ 420,000	\$ 1,385,000	\$ 1,590,000	\$ 1,590,000	\$ 1,590,000	\$ 1,590,000
Hanover	\$ 400,000	\$ 750,000	\$ 1,000,000	\$ 1,000,000	\$ 1,000,000	\$ 1,000,000
Bike Share	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>DEVELOPER AGREEMENTS</b>	<b>\$ 820,000</b>	<b>\$ 2,135,000</b>	<b>\$ 2,590,000</b>	<b>\$ 2,590,000</b>	<b>\$ 2,590,000</b>	<b>\$ 2,590,000</b>
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-0526 Stude 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 Segr	\$ 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 Stre	\$ -	\$ 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	\$ 2,000,000	\$ 9,000,000	\$ 9,000,000	\$ 9,000,000
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	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>CAPITAL PROJECTS</b>	<b>\$ 21,615,000</b>	<b>\$ 33,634,000</b>	<b>\$ 34,229,629</b>	<b>\$ 24,365,747</b>	<b>\$ 27,700,000</b>	<b>\$ 12,500,000</b>
<b>TOTAL PROJECTS</b>	<b>\$ 22,435,000</b>	<b>\$ 35,769,000</b>	<b>\$ 36,819,629</b>	<b>\$ 26,955,747</b>	<b>\$ 30,290,000</b>	<b>\$ 15,090,000</b>
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	\$ 28,716,657	\$ 9,149,233	\$ 37,740,866	\$ 16,487,221	\$ 16,793,863
<b>Ending Fund Balance</b>	<b>\$ 46,552,233</b>	<b>\$ 30,816,657</b>	<b>\$ 11,249,233</b>	<b>\$ 39,840,866</b>	<b>\$ 18,587,221</b>	<b>\$ 18,893,863</b>

Notes:  
Ending Audit Fund Balance

EXHIBIT A

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY  
COMMITTEE APPOINTMENTS AND DUTIES**

---

**Finance Committee**

- Janice Hale-Harris
- Christopher Manriquez
- Donna McIntosh

**Projects Committee**

- Bob Stein
- Ann Lents
- Matt Zeve

**Long-Term Financial Planning and Investment**

- Ann Lents

**General Development Guidelines Committee**

- Ann Lents
- Janice Hale-Harris
- Christopher Manriquez

**Communications Committee**

- Chris Manriquez
- Marvin Pierre
- Janice Hale-Harris

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
REPORT ON APPLYING AGREED-UPON PROCEDURES TO CONSTRUCTION,  
ENGINEERING AND RELATED COSTS REIMBURSABLE  
TO BB LAND DEVELOPMENT HOLDINGS LLC (DEVELOPER)  
FROM AVAILABLE TAX INCREMENT  
SEPTEMBER 28, 2023

Draft Subject to Change

McCALL GIBSON SWEDLUND BARFOOT PLLC  
Certified Public Accountants

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
REPORT ON APPLYING AGREED-UPON PROCEDURES TO CONSTRUCTION,  
ENGINEERING AND RELATED COSTS REIMBURSABLE  
TO BB LAND DEVELOPMENT HOLDINGS LLC (DEVELOPER)  
FROM AVAILABLE TAX INCREMENT  
SEPTEMBER 28, 2023

Draft Subject to Change

## TABLE OF CONTENTS

	<u>SCHEDULE</u>
INDEPENDENT ACCOUNTANT’S REPORT ON APPLYING AGREED-UPON PROCEDURES	
SCHEDULE OF CONSTRUCTION, ENGINEERING AND RELATED COSTS REIMBURSABLE TO BB LAND DEVELOPMENT HOLDINGS LLC (DEVELOPER)	A
SCHEDULE COMPARING ACTUAL REIMBURSABLE COSTS WITH EXHIBIT F OF THE DEVELOPMENT AGREEMENT	B

Draft Subject to Change

# McCALL GIBSON SWEDLUND BARFOOT PLLC

*Certified Public Accountants*

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E-Mail: [mgsb@mgsbpllc.com](mailto:mgsb@mgsbpllc.com)

September 28, 2023

Board of Directors  
Memorial-Heights Redevelopment  
Authority  
Harris County, Texas

## Independent Accountant's Report on Applying Agreed-Upon Procedures

We have performed the procedures enumerated below on the invoices and schedules submitted by BB Land Development Holdings LLC (the "Developer") for payment from the Authority's available tax increment, which were agreed to by the Board of Directors, the engaging party, of Memorial-Heights Redevelopment Authority (the "Authority"). The Developer, the responsible party, is responsible for determining and submitting the reimbursable costs. You agree and acknowledge that these procedures performed are appropriate to assist you in evaluating the reasonableness of those costs. This report may not be suitable for any other purpose. The procedures performed may not address all the items of interest to a user of this report and may not meet the needs of all users of this report and, as such, users are responsible for determining whether the procedures performed are appropriate for their purposes.

Pursuant to Development Agreement, the Board of Directors of the Authority is responsible for engaging a certified public accountant or public accountant holding a permit from the Texas State Board of Public Accountancy to perform certain agreed-upon procedures applicable to all items and amounts for which a reimbursement request has been received, and issue a report before a developer is reimbursed for expenditures incurred on the Authority's behalf.

The procedures we performed are as summarized below:

- A. We inspected for completeness certain Developer's schedules, supporting invoices and contract estimates in substantiation of the costs to be reimbursed. Our inspection included all documentation supporting items, amounts, and proof of payment for which reimbursement was requested.
- B. We read the development and financing agreement for particular items that might affect the reimbursement. The relevant agreement is referenced in our report.
- C. We footed the extensions of any engineering invoices pertaining to the reimbursement on a test basis and compared the contract amounts used in determining the fee for the design and construction phase portions of the invoice to the related construction contracts and to the engineering contract when appropriate.
- D. For construction pay estimates, we footed and tested extensions on a test basis on payments made on behalf of the Authority.
- E. For all payments, we compared the payment dates to copies of cancelled checks. If cancelled checks were not available, alternate procedures were designed to support dates and amounts of payments.
- F. We obtained confirmation from Traffic Systems Construction, AYG Construction, Ltd. and Jimerson Underground, Inc. that all contract estimates to date have been paid in full and that there are no claims to be made against either the Authority or Developer on the project. We were unable to obtain confirmation from TAS Concrete Construction, LLC, B&D Contractors, Inc. and North Houston Pole Line.
- G. We requested representations from the Developer who prepared and submitted the reimbursable costs.
- H. A draft of our report was provided to the Authority's Attorney, Financial Advisor, Bookkeeper, and Developer prior to reimbursing the Developer.

The attached Schedule A, titled "Schedule of Construction, Engineering and Related Costs Reimbursable to BB Land Development Holdings LLC (Developer)", sets forth their reimbursable costs. This reimbursement is in accordance with the terms and conditions of the Development Agreement between Memorial-Heights Redevelopment Authority, the City of Houston, Texas and BB Land Development Holdings LLC dated March 14, 2019.

The Developer submitted reimbursement schedules in the amount of \$20,743,589.00 which did not include interest. Per our inspection of the documentation submitted, we agree with the reimbursement amount of \$20,743,589.00.

Schedule B is a comparison of the actual reimbursable costs with estimated costs included in Exhibit F of the Development Agreement.

We were engaged by the Authority to perform this agreed-upon procedures engagement and conducted our engagement in accordance with attestation standards established by the American Institute of Certified Public Accountants. We were not engaged to and did not conduct an audit or review engagement, the objective of which would be the expression of an opinion or conclusion on the aforementioned reimbursable costs. Accordingly, we do not express such an opinion or conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

We are required to be independent of the responsible party and to meet our other ethical responsibilities, in accordance with the ethical requirements related to our agreed-upon procedures engagement.

This report of agreed-upon procedures is for the exclusive use of the Board of Directors of the Authority in compliance with the Development Agreement. The report is intended for use by the Board of Directors and is not intended to be associated with the presentation of any other financial data of the Authority. We are aware that the report is subject to distribution under provisions of the Texas Public Information Act.

McCall Gibson Swedlund Barfoot PLLC  
Certified Public Accountants  
Houston, Texas

AUP Report – BB Land Development Holdings LLC

Draft Subject to Change



**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**SCHEDULE OF CONSTRUCTION, ENGINEERING AND RELATED COSTS**  
**REIMBURSABLE TO BB LAND DEVELOPMENT HOLDINGS LLC (DEVELOPER)**  
**SEPTEMBER 28, 2023**

(SEE ACCOMPANYING DISCLAIMER OF OPINION AND  
EXPLANATION OF AGREED-UPON PROCEDURES PERFORMED)

DESCRIPTION		TOTAL REIMBURSEMENT
<b>Traffic Systems Construction</b>		
Construction - Traffic Signaling		
Total Amount Billed	\$ 697,538.00	
Less: Other Share	4,112.00	\$ 693,426.00
 <b>AYG Construction, Ltd.</b>		
Construction - Grading and Earthwork		
Total Amount Billed	\$ 1,301,362.73	
Less: Other Share	445,263.23	856,099.50
 <b>Jimerson Underground, Inc.</b>		
Construction - Wet Utilities		
Total Amount Billed	\$ 2,201,999.00	
Less: Other Share	434,234.30	1,767,764.70
 <b>TAS Concrete Construction, LLC</b>		
Construction - Concrete Paving		
Total Amount Billed	\$ 2,331,396.65	
Less: Other Share	24,708.16	2,306,688.49
 <b>B&amp;D Contractors, Inc.</b>		
Construction - Landscape and Hardscaping		
Total Amount Billed	\$ 4,094,541.73	
Less: Other Share	1,696,298.51	2,398,243.22
 <b>North Houston Pole Line</b>		
Construction - Dry Utilities		
Total Amount Billed	\$ 2,272,716.00	
Less: Other Share	150,000.00	2,122,716.00
 <b>McDowell Fence &amp; Electric</b>		
Construction - Wood Fencing and Gates		
Total Amount Billed	\$ 164,464.00	
Less: Other Share	108,035.21	56,428.79

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**SCHEDULE OF CONSTRUCTION, ENGINEERING AND RELATED COSTS**  
**REIMBURSABLE TO BB LAND DEVELOPMENT HOLDINGS LLC (DEVELOPER)**  
**SEPTEMBER 28, 2023**

(SEE ACCOMPANYING DISCLAIMER OF OPINION AND  
EXPLANATION OF AGREED-UPON PROCEDURES PERFORMED)

DESCRIPTION		TOTAL REIMBURSEMENT
<b>R&amp;M Service Co.</b>		
Construction - Wood Fencing and Gates		
Total Amount Billed	\$ 24,848.00	
Less: Other Share	18,908.62	\$ 5,939.38
 <b>DK Paint</b>		
Construction - Wood Fencing and Gates		
Total Amount Billed	\$ 17,304.00	
Less: Other Share	11,364.62	5,939.38
 <b>Natural Graphics Inc</b>		
Construction - Signage		
Total Amount Billed	\$ 51,000.00	
Less: Other Share	26,600.00	24,400.00
 <b>Power Design, Inc.</b>		
Construction - Parking Improvements		
Total Amount Billed	\$ 335,405.00	
Less: Other Share	219,907.10	115,497.90
 <b>The Office of James Burnett</b>		
Landscape Architecture		
Total Amount Billed	\$ 735,553.17	
Less: Other Share	243,059.44	492,493.73
 <b>LJA Engineering, Inc.</b>		
Engineering - Dry Utilities Consultant		
Total Amount Billed	\$ 1,136,814.58	
Less: Other Share	158,069.63	978,744.95
 <b>Binkley &amp; Barfield, Inc.</b>		
Engineering - Dry Utilities Consultant		
Total Amount Billed	\$ 379,316.56	
Less: Other Share	100,556.76	278,759.80

Draft Subject to Change

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
SCHEDULE OF CONSTRUCTION, ENGINEERING AND RELATED COSTS  
REIMBURSABLE TO BB LAND DEVELOPMENT HOLDINGS LLC (DEVELOPER)  
SEPTEMBER 28, 2023

(SEE ACCOMPANYING DISCLAIMER OF OPINION AND  
EXPLANATION OF AGREED-UPON PROCEDURES PERFORMED)

DESCRIPTION	TOTAL REIMBURSEMENT
<b>ECS Southwest, LLP</b>	
Geotechnical Costs	
Total Amount Billed	\$ 12,895.00
<b>CenterPoint Energy</b>	
Electric Service Fees	
Total Amount Billed	992,767.00
<b>Project Resources Group, Inc.</b>	
Telecom Service Fees	
Total Amount Billed	139,901.00
<b>AT&amp;T</b>	
Telecom Service Fees	
Total Amount Billed	113,141.52
<b>Aon Risk Services Southwest</b>	
Contract Bond	
Total Amount Billed	44,611.00
<b>Land Value of Main Street and Marston Drive Extension</b>	
115913.16 Square Fee at \$157.62 Per Square Foot	\$ 18,270,232.28
Less: Other Share	9,954,591.28
	8,315,641.00
<b>TOTAL AMOUNT REIMBURSABLE TO BB LAND DEVELOPMENT HOLDINGS LLC AS OF SEPTEMBER 28, 2023</b>	<b>\$ 21,722,098.36</b>
 <b>Adjust for Limitation of Maximum Allowable Reimbursement</b>	 <b>(978,509.36)</b>
 <b>TOTAL AMOUNT PAYABLE TO BB LAND DEVELOPMENT HOLDINGS LLC AS OF SEPTEMBER 28, 2023</b>	 <b>\$ 20,743,589.00</b>

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**  
**SCHEDULE COMPARING ACTUAL REIMBURSABLE COSTS**  
**WITH EXHIBIT F OF THE DEVELOPMENT AGREEMENT**  
**SEPTEMBER 28, 2023**

(SEE ACCOMPANYING DISCLAIMER OF OPINION AND  
EXPLANATION OF AGREED-UPON PROCEDURES PERFORMED)

DESCRIPTION	COSTS REIMBURSABLE TO BB LAND DEVELOPMENT HOLDINGS LLC SEPTEMBER 28, 2023		ESTIMATED ADDITIONAL COST TO COMPLETE	TOTAL ACTUAL COSTS TO DATE AND ESTIMATED ADDITIONAL COST TO COMPLETE	ACTUAL OVER (UNDER) ESTIMATE	% VARIANCE OVER (UNDER) ESTIMATE
	ENGINEERING ESTIMATE EXHIBIT B*					
<b>HANOVER SQUARE ASSEMBLAGE</b>						
Category 1 - Streetscape Work External to Hanover Development	\$ 616,402	\$ 454,309	\$ -	\$ 454,309	\$ (162,093)	-26%
Category 2 - Dry Utilities	3,129,138	3,219,434		3,219,434	90,296	3%
Category 3 - Road Work External to Hanover Development	2,802,023	2,014,863		2,014,863	(787,160)	-28%
Category 4 - Streetscape Work Internal to Hanover Development	1,913,804	1,107,469		1,107,469	(806,335)	-42%
Category 5 - Road Work Within Hanover Development	2,674,501	4,339,793		4,339,793	1,665,292	62%
Category 6 - Land Costs	8,315,641	8,315,641		8,315,641	-	0%
Category 7 - Wet Utilities	1,292,080	1,292,080		1,292,080	-	0%
<b>TOTAL</b>	<b>\$ 20,743,589</b>	<b>\$ 20,743,589</b>	<b>\$ -</b>	<b>\$ 20,743,589</b>	<b>\$ -</b>	

\*Exhibit F was in the Development Agreement dated March 14, 2019

Draft Subject to Change

CERTIFICATE FOR ORDER

THE STATE OF TEXAS           §  
  §  
COUNTY OF HARRIS           §

I, the undersigned officer of the Board of Directors of the Memorial-Heights Redevelopment Authority do hereby certify as follows:

1.       The Board of Directors of the Memorial-Heights Redevelopment Authority convened in Regular Session, open to the public, on September 28, 2023, at a designated meeting place within the City of Houston, and the roll was called of the duly constituted officers and members of the Board, to-wit:

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

and all of said persons were present, except Director(s) \_\_\_\_\_, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a written

**ORDER EVIDENCING REVIEW OF INVESTMENT POLICY**

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

2.       That a true, full and correct copy of the aforesaid Order adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; that the Order has been duly recorded in the Board's minutes of the meeting; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the Board as indicated therein; that each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting, and that the Order would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose; that the meeting was open to the public as required by law; and that public notice of the time, place and subject of the meeting was given as required by Subchapter C, Chapter 49, Texas Water Code.

PASSED AND APPROVED the 28<sup>th</sup> day of September, 2023.

\_\_\_\_\_  
Secretary

## ORDER EVIDENCING REVIEW OF INVESTMENT POLICY

WHEREAS, the Memorial-Heights Redevelopment Authority (the "Authority"), by resolution dated September 26, 2019, has adopted an Amended and Restated Order Designating Investment Officer and Establishing Rules, Policies, and Code of Ethics for the Investment of Authority Funds and Review of Investments (the "Policy") as required by Chapter 2256 of the Texas Government Code (the "Public Funds Investment Act"); and

WHEREAS, the Public Funds Investment Act requires that the Board of Directors of the Authority (the "Board") review the Policy and any investment strategies contained therein not less than annually; and

WHEREAS, the Public Funds Investment Act further requires that the Board adopt a rule, order, ordinance, or resolution stating that it has reviewed the Policy and any investment strategies contained therein and that the instrument so adopted shall record any changes made to the Policy or investment strategies; NOW, THEREFORE,

BE IT ORDERED BY THE BOARD OF DIRECTORS OF MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY, THAT:

- Section 1. The Board has conducted a review of the Policy and the investment strategies contained therein at its regular meeting held on September 28, 2023.
- Section 2. No changes were made to the Policy or the investment strategies contained therein.

Adopted this 28<sup>th</sup> day of September, 2023.

---

Chairman, Board of Directors

---

Secretary, Board of Directors

CERTIFICATE FOR ORDER

THE STATE OF TEXAS           §  
  §  
COUNTY OF HARRIS           §

I, the undersigned officer of the Board of Directors of the Memorial-Heights Redevelopment Authority do hereby certify as follows:

1.       The Board of Directors of the Memorial-Heights Redevelopment Authority convened in Regular Session, open to the public, on September 28, 2023, at a designated meeting place within the City of Houston, and the roll was called of the duly constituted officers and members of the Board, to-wit:

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

and all of said persons were present, except Director(s) \_\_\_\_\_, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a written

**ORDER ADOPTING LIST OF QUALIFIED BROKERS**

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

2.       That a true, full and correct copy of the aforesaid Order adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; that the Order has been duly recorded in the Board's minutes of the meeting; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the Board as indicated therein; that each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting, and that the Order would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose; that the meeting was open to the public as required by law; and that public notice of the time, place and subject of the meeting was given as required by Subchapter C, Chapter 49, Texas Water Code.

PASSED AND APPROVED the 28<sup>th</sup> day of September, 2023.

\_\_\_\_\_  
Secretary

## ORDER ADOPTING LIST OF QUALIFIED BROKERS

This Order Adopting List of Qualified Brokers (the "Order") is adopted by the Board of Directors of Memorial-Height Redevelopment Authority (the "Authority") pursuant to Section 2256.025 of the Texas Government Code.

### ARTICLE I

#### GENERAL

SECTION 1.1. Unless the context requires otherwise, the terms and phrases used in this Order shall have meanings as set forth in Section 1.2 of this Order.

#### SECTION 1.2. DEFINITIONS:

- (a) The term "Board" means the Board of Directors of the Authority.
- (b) The term "Director" means a person elected or appointed to serve on the Board of Directors of the Authority.
- (c) The term "Qualified Broker" means those entities and/or individuals authorized by the Board of Directors of the Authority to engage in investment transactions with the District.

SECTION 1.3. PURPOSE. This Order has been adopted by the Authority for the following purposes: (1) to comply with Section 2256.025 of the Texas Government Code; and (2) to ensure that the Authority engages in investment transactions only with Qualified Brokers that have been previously approved by the Board.

### ARTICLE II

#### LIST OF QUALIFIED BROKERS

SECTION 2.1. QUALIFIED BROKERS. The Qualified Brokers authorized to engage in investment transactions with the Authority are those entities and/or individuals listed in Exhibit A attached hereto.

Adopted this 28<sup>th</sup> day of September, 2023.

---

Chairman, Board of Directors

---

Secretary, Board of Directors



EXHIBIT A

Austin Capital Bank  
Bank of America N.A.  
Bank of New York- Mellon  
Bank of Texas N.A.  
Bank of the Ozarks (Bank Ozk)  
BB & T  
Cadence Bank  
Capital Bank of Texas  
Capital Markets Group  
Capital One  
Central Bank  
Chasewood Bank  
Citibank N.A.  
Coastal Securities  
Comerica Bank  
Comerica Securities  
Commercial State Bank  
Community Bank of Texas  
Community Trust Bank  
East West Bank  
First Bank of Texas  
First Citizens Bank  
First Financial Bank, N.A.  
First National Bank of Texas  
First Texas Bank  
Frontier Bank of Texas  
Frost National Bank  
Guaranty Bank & Trust  
Hancock Whitney Bank  
Herring Bank  
Hometown Bank, N.A.  
Iberia Bank  
ICS  
Independent Bank  
International Bank of Commerce  
Inter National Bank  
IntraFi Network Deposits  
JP Morgan Chase  
Legacy Texas Bank  
Lone Star Bank  
Lone Star Capital Bank  
Lone Star Investment Pool  
Moody National Bank  
New First National Bank  
North Star Bank of Texas  
Plains Capital Bank  
Plains State Bank  
PNC Bank/The PNC Financial Services Group, Inc.  
Prosperity Bank  
R Bank  
Regions Bank  
SouthStar Bank  
Southwest Securities  
State Bank of Texas

State Street Bank & Trust Co.  
Stellar Bank  
Stifel Nicolaus  
Sunflower Bank  
Tex Star Investment Pool  
Texas Capital Bank N.A.  
Texas Citizens Bank  
Texas Class  
Texas Exchange Bank  
Texas First Bank  
Texas Gulf Bank  
Texas Regional Bank  
Texas Savings Bank  
Texpool/Texpool Prime  
The Independent Bankers Bank  
The Mint National Bank  
The Right Bank for Texas  
Third Coast Bank  
Trustmark National Bank  
U. S. Bank  
United Bank of El Paso Del Norte  
United Texas Bank  
Unity National Bank  
Veritex Bank  
Wallis Bank  
Wells Fargo Bank, N.A.  
Wells Fargo Brokerage Services, LLC  
Wells Fargo Trust  
West Star Bank  
Woodforest National Bank

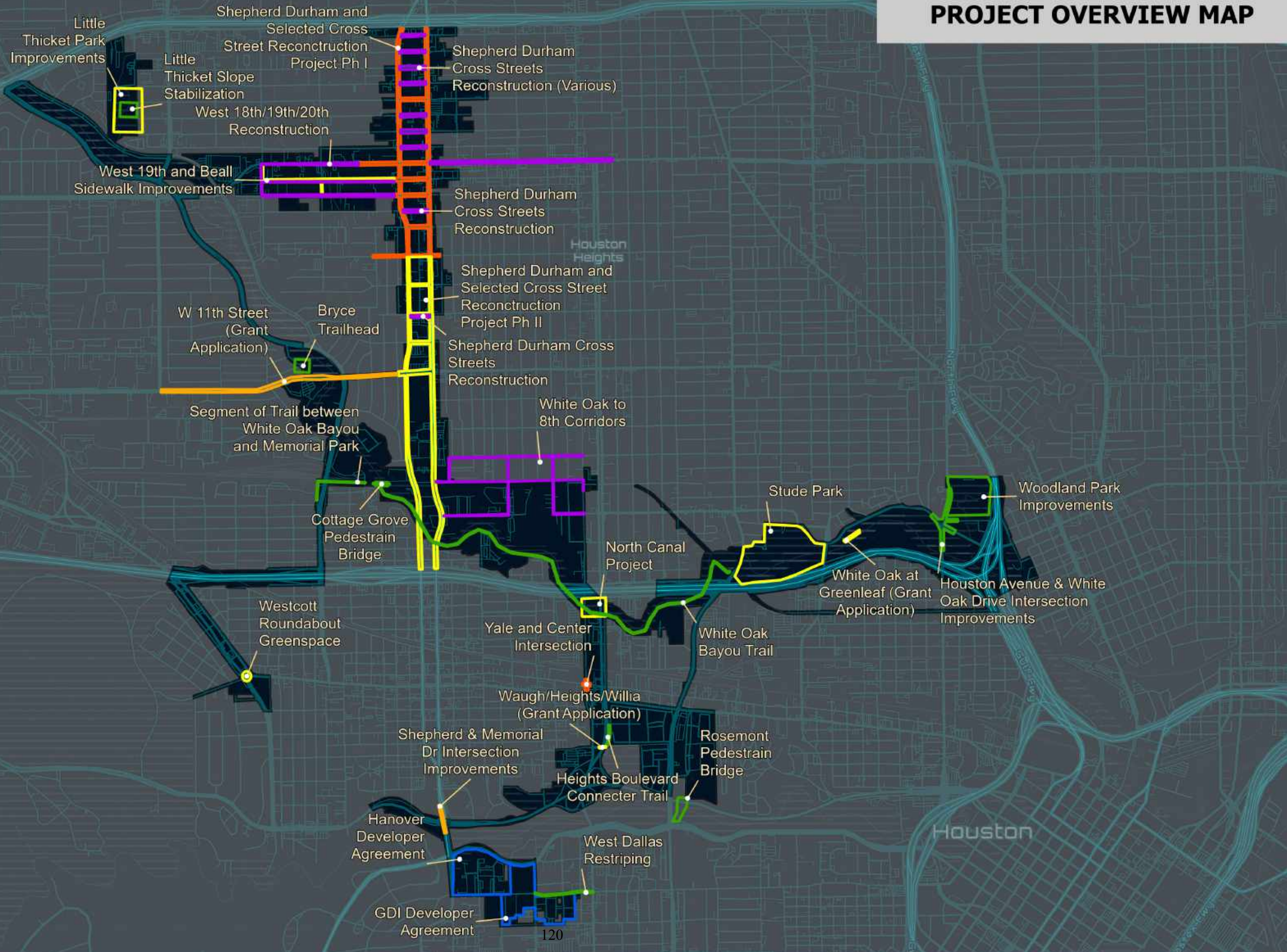
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# PROJECT OVERVIEW MAP

**Projects**

- ▭ In Construction
- ▭ Design
- ▭ Completed
- ▭ Developer Agreement
- ▭ Grant Application
- ▭ Studies

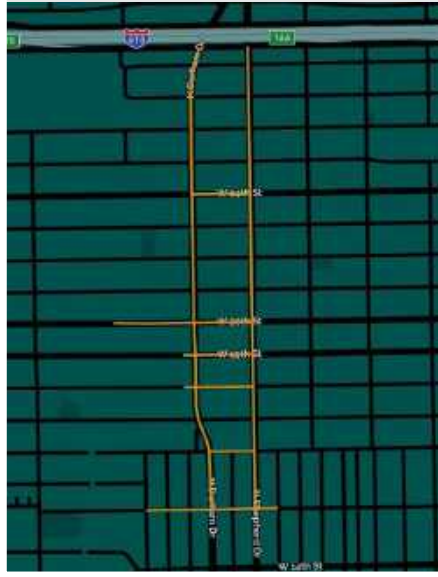






# Shepherd-Durham Ph I Update

Memorial Heights Redevelopment Authority  
September 2023



## Enclosures

(a) Monthly progress map

## Last Month's Accomplishments

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

- ✓ Began construction activities on Shepherd between West 20<sup>th</sup> and West 24<sup>th</sup> (Traffic Control Phase 2)
- ✓ CenterPoint Gas completed 6-inch line relocation on Shepherd up to West 24<sup>th</sup>
- ✓ CenterPoint Electric began overhead relocations on Shepherd north of West 21<sup>st</sup>
- ✓ Completed storm sewer up to West 24<sup>th</sup> on Durham (including crossing of existing 84-inch water line at West 24<sup>th</sup>)
- ✓ Began paving operations on Durham between West 20<sup>th</sup> and West 24<sup>th</sup>

## Upcoming Goals, Targets, and Critical Milestones

*What are we targeting to achieve over the next month?*

- ✓ Paver installation to begin (Traffic Control Phase 1)
- ✓ Install storm sewer on Shepherd (Traffic Control Phase 2)
- ✓ Complete intersection paving on Durham (Traffic Control Phase 2)
- ✓ Complete sidewalks on West 15<sup>th</sup>, West 16<sup>th</sup>, and West 18<sup>th</sup>
- ✓ CenterPoint Electric to complete overhead relocations to West 25<sup>th</sup>
- ✓ CenterPoint Gas to continue 6-inch line relocation on Shepherd towards West 26<sup>th</sup>

## Challenges, Corrective Plans of Action, and Lessons Learned

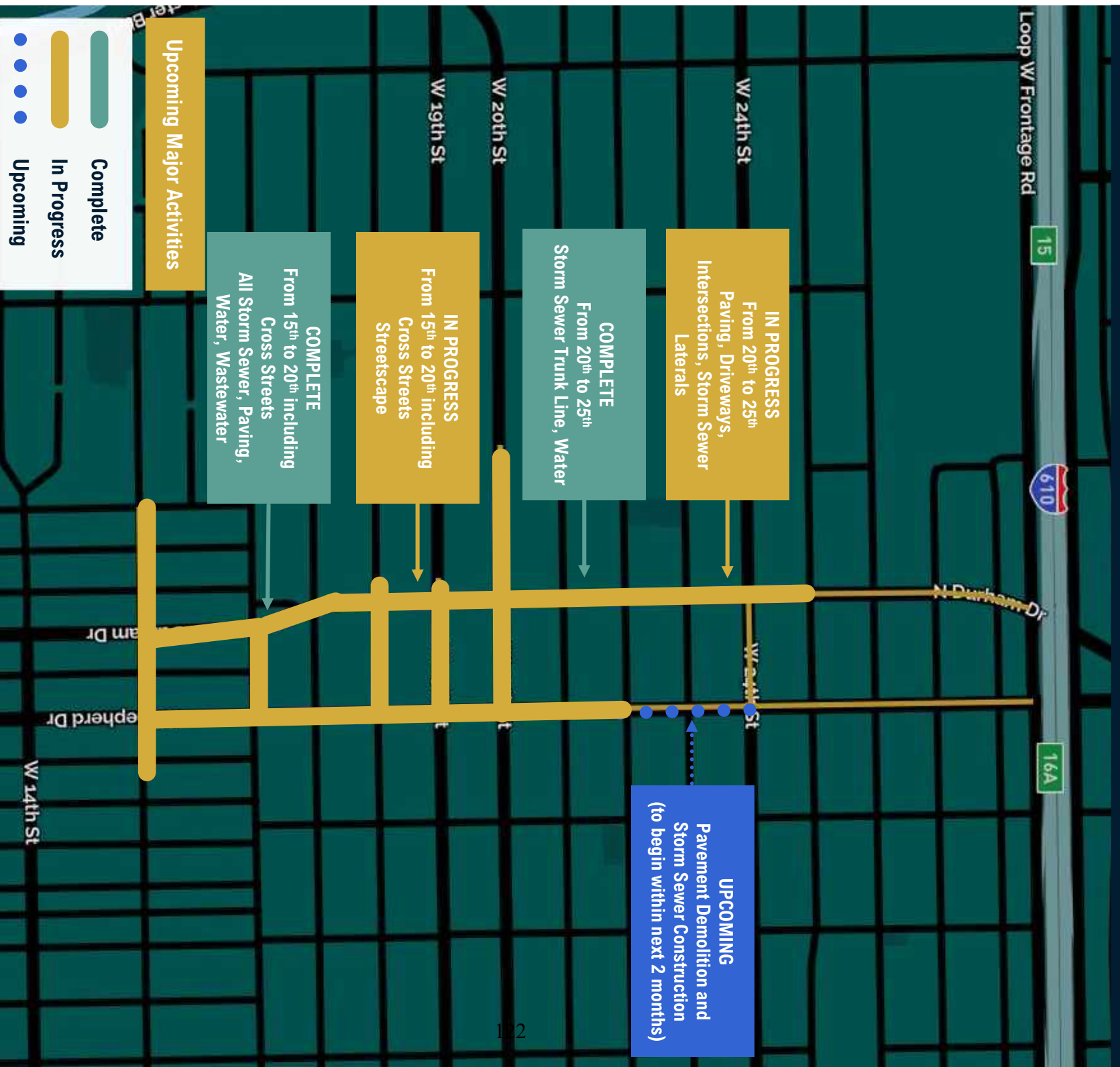
*What challenges are we working to overcome?*

- ✓ 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



<b>NAME:</b> Shepherd-Durham Paving and Drainage PHASE 1		<b>REPORT DATE:</b> September 2023	
<b>TOTAL CONSTRUCTION COST:</b> \$50.3M	<b>% COMP (BUDGET):</b> 46.8%	<b>% COMP (SCHEDULE):</b> 43.4%	
<b>NOTICE TO PROCEED:</b> April 18, 2022	<b>ORIGINAL COMPLETION DATE:</b> January 20, 2025	<b>ESTIMATED COMPLETION DATE:</b> May 30, 2025	

## **RELEASE**

This Release is provided by Memorial Heights Redevelopment Authority ("Authority") to CTC Contractors ("CTC") in connection with alleged damage caused to the Authority's Shepherd-Durham Reconstruction Project (the "Project") as specified herein.

The alleged damage occurred on or about Friday, March 10, 2023, and consisted of damage to 15 underground Silva Cells installed by Authority contractors in connection with the Project. The cells were located within City of Houston ROW along Shepherd Drive, immediately south of 16th Street in the Houston Heights, adjacent to a building then under construction by CTC. The alleged damage event and resulting damage are described in detail in a letter from Matt Kainer, the Authority's Project Manager, dated May 23, 2023, to Glenn Boucher of CTC. The event and alleged damage are collectively referred to herein as the "Damage Episode."

### **1. Payment and Release:**

1.1. CTC has paid the amount of \$8,920.09 (USD) to the Authority as full and final settlement of the Damage Episode.

1.2. The Authority hereby releases and discharges CTC, its employees, agents, and representatives from any and all claims, actions, demands, liabilities, costs, or expenses arising out of or in connection with the Damage Episode.

1.3. This Release applies only to the Damage Episode. Nothing herein shall be construed to release CTC from any other damage, liability, claim, or cause of action that the Authority may have against CTC, whether related to the Project or otherwise.

### **2. Representations:**

2.1. CTC has agreed to pay for the the Damage Episode that was allegedly caused by one of CTC's subcontractors.

2.2. There is a dispute between the parties as to the liability, if any, of CTC for the Damage Episode and the cause of the damages alleged by the Authority.

2.3. CTC expressly denies that it is liable to the Authority and/or caused the damages alleged by the Authority.

2.4. The parties have reached a settlement and compromise of the disputed issues between them and desire to enter into this Agreement to buy peace, avoid costs of litigation and to provide for certain payments in full settlement and discharge of any and

all claims and causes of action plead or that could have been plead by the Authority related to the Damage Episode.

2.5. CTC further has represented that the payment mentioned in clause 1.1 was made voluntarily and without any coercion, duress, or undue influence.

**3. Governing Law:** This Release is governed by and construed in accordance with the laws of Texas. Any disputes arising under or in connection with this Release shall be subject to the exclusive jurisdiction of the courts of Harris County, Texas.

Executed this \_\_\_\_ day of \_\_\_\_\_, 2023.

MEMORIAL HEIGHTS  
REDEVELOPMENT AUTHORITY

By: \_\_\_\_\_  
Sherry Weesner, President

DRAFT



# Safety/ Mobility Projects Update

Memorial Heights Redevelopment Authority

September 2023

## Project Overview

Project	Scope	Schedule	Cost
Yale & Center	Design of intersection	Bidding	\$1,992,000
19 <sup>th</sup> & Beall	Design of shared use path	Rebidding	\$1,282,000
Heights/MKT	Bike/Ped improvements	Complete	\$1,502,624

## Last Month's Accomplishments

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

- ✓ Yale & Center: Reviewed bid received by TxDOT.
- ✓ 19<sup>th</sup> & Beall: Reviewed bid received by TxDOT. Reviewed updated pricing from project team.
- ✓ Heights/MKT Bike/Ped Safety: Prepared final pay estimate.

## Upcoming Goals, Targets, and Critical Milestones

*What are we targeting to achieve over the next month?*

- ✓ Yale & Center: Assist project team to transition project to construction phase.
- ✓ 19<sup>th</sup> & Beall: Work with project team to rebid the project.
- ✓ Heights/MKT Bike/Ped Safety: Close project.

## Challenges, Corrective Plans of Action, and Lessons Learned

*What challenges are we working to overcome?*

- ✓ Yale & Center: None.
- ✓ 19<sup>th</sup> & Beall: A single bid was received and was significantly over the project budget. Pricing following TxDOT median unit prices exceeds the expected estimated construction costs.
- ✓ Heights/MKT Bike/Ped Safety: None.

## External Assistance Required

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

- ✓ None



## INFRASTRUCTURE REIMBURSEMENT AGREEMENT

**THIS INFRASTRUCTURE REIMBURSEMENT AGREEMENT** (“Agreement”) is entered into as of the date of the City’s countersignature below (“Effective Date”), between the **CITY OF HOUSTON, TEXAS** (“City”), a Texas home-rule city principally situated in Harris County, and the **MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY** (“Authority”), a local government corporation created pursuant to Chapter 431, Subchapter C, Texas Transportation Code, and **REINVESTMENT ZONE NUMBER FIVE, CITY OF HOUSTON, TEXAS** (“Zone”) a tax increment reinvestment zone created by the City pursuant to Chapter 311, Texas Tax Code.

1. This Agreement is being executed in connection with City’s contribution of funds for a project to improve pedestrian safety in the West 19<sup>th</sup> Street and Beale Street areas (the “Project”), undertaken pursuant to and in accordance with the Amended Project Plan and Reinvestment Zone Financing Plan for the Zone approved by the City Council of the City by Ordinance No. 2018-1022, passed and adopted on December 19, 2018. The Authority shall be responsible for hiring a contractor to undertake the Project in accordance with the following Scope of Work:
  - Installation of a 10-foot shared use path along the north side of West 19th Street between Durham Drive and Bevis Street. The path will include slotted concrete curbs along the street edge and adjacent to on-site parking where present to enhance pedestrian safety;
  - Installation of sidewalks along Beall Street between West 18th Street and West 19th Street and along the west side of Bevis Street between West 19th Street and West 20th Street;
  - Installation of accessible ramps at designated street intersections;
  - Installation of signage along the project corridor to raise awareness of pedestrian activity; and
  - Re-grading or enclosure of existing roadside ditches as needed to accommodate installation of the shared use path and sidewalks.
  
2. Upon completion of the Project, the City shall reimburse the Authority for a portion of the total Project cost in an amount not to exceed **\$25,000.00** on the basis of Project invoices submitted by the Authority and approved by the Houston Public Works Director or their designee (“Director”), showing the work performed on the Project and corresponding itemized actual costs or expenses of that work. The City shall submit reimbursement to the Authority at its address for notices within 30 days of receipt of an approved invoice.
  
3. The total amount paid by the City to the Authority for the City’s portion of the total Project cost under this Agreement shall not exceed the total cumulative amount of **\$25,000.00**, and City shall have no obligation to pay more than such amount. The Authority recognizes that, under Sections 19 and 19a of the City’s Charter and Article XI, Section 5 of the Texas Constitution, the City may not obligate itself by contract to pay more money than the amount the City Council appropriates; and the Authority further

recognizes that the City Council has appropriated and allocated only **\$25,000.00** to the Authority for a portion of the total Project cost under this Agreement. The City's obligation to the Authority under this Agreement shall not exceed **\$25,000.00**, unless both of the following events occur: (a) the City Council makes further appropriations for this Agreement, and (b) the City issues a duly authorized amendment to this Agreement prior to its termination.

4. Addresses for notice shall be as follows:

**City:**

Houston Public Works Director  
City of Houston, Texas  
P.O. Box 1562  
Houston, Texas 77002

**Authority:**

Memorial Heights Redevelopment Authority  
c/o SKLaw  
Attention: John Kuhl  
1980 Post Oak Blvd., Suite 1380  
Houston, Texas 77056

5. **THE AUTHORITY SHALL (AND SHALL CAUSE ITS CONTRACTOR TO) AGREE TO AND RELEASE THE CITY, ITS AGENTS, EMPLOYEES, OFFICERS, AND LEGAL REPRESENTATIVES (COLLECTIVELY THE "CITY") FROM ALL LIABILITY FOR INJURY, DEATH, DAMAGE, OR LOSS TO PERSONS OR PROPERTY SUSTAINED IN CONNECTION WITH OR INCIDENTAL TO PERFORMANCE UNDER THIS AGREEMENT, EVEN IF THE INJURY, DEATH, DAMAGE, OR LOSS IS CAUSED BY THE CITY'S SOLE OR CONCURRENT NEGLIGENCE AND/OR THE CITY'S STRICT PRODUCTS LIABILITY OR STRICT STATUTORY LIABILITY. THE AUTHORITY HEREBY COVENANTS AND AGREES NOT TO SUE THE CITY FOR ANY CLAIMS, DEMANDS, OR CAUSES OF ACTION DIRECTLY OR INDIRECTLY RELATED TO ITS RELEASE UNDER THIS SECTION. FOR THE AVOIDANCE OF DOUBT, THIS COVENANT NOT TO SUE DOES NOT APPLY TO CLAIMS FOR BREACH OF THIS AGREEMENT.**
6. The requirements and terms of the City of Houston's Zero Tolerance Policy for Human Trafficking and Related Activities, as set forth in Executive Order 1-56, as revised from time to time, are incorporated into this Agreement for all purposes. The Authority has reviewed Executive Order 1-56, as revised, and shall comply with its terms and conditions as they are set out at the time of this Agreement's effective date. The Authority shall notify the City's Chief Procurement Officer, City Attorney, and the CDO of any information regarding possible violation by the Authority or its contractors or

subcontractors providing services or goods under this Agreement within 7 days of the Authority becoming aware of or having a reasonable belief that such violations may have occurred, have occurred, or are reasonably likely to occur.

7. The CDO may terminate this Agreement at any time upon thirty (30) days' notice in writing to Authority.
8. This Agreement shall expire on December 31, 2028, or when terminated by the CDO, whichever comes first.
9. This Agreement, as well as any written specifications, statement of work, work write-up, other project plan, or any mutually agreed written amendments hereto contain all the agreements between the Parties relating to the subject matter hereof and are the full and final expression of the agreement between the parties.
10. This Agreement may be executed in multiple copies, each of which shall be an original.

**[The rest of this page left blank intentionally.]**

**APPROVED:**

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

**BOARD OF DIRECTORS OF  
MEMORIAL HEIGHTS  
REDEVELOPMENT AUTHORITY**

\_\_\_\_\_  
Chair  
Reinvestment Zone Number Five,  
City of Houston, Texas  
Date: \_\_\_\_\_, 2023

\_\_\_\_\_  
Chair  
Memorial Heights Redevelopment Authority  
Date: \_\_\_\_\_, 2023

**ATTEST:**

**ATTEST:**

\_\_\_\_\_  
Secretary  
Reinvestment Zone Number Five,  
City of Houston, Texas  
Date: \_\_\_\_\_, 2023

\_\_\_\_\_  
Secretary  
Memorial Heights Redevelopment Authority  
Date: \_\_\_\_\_, 2023

**APPROVED:**

**CITY OF HOUSTON**

---

Sylvester Turner  
Mayor of the City of Houston

**ATTEST:**

---

Pat Jefferson Daniel  
City Secretary

**APPROVED AND RECOMMENDED:**

---

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

**COUNTERSIGNED**

---

Chris Brown  
City Controller



# Shepherd-Durham Ph II Update

Memorial Heights Redevelopment Authority  
Houston Public Works  
TxDOT  
September 2023

## Project Overview

1. Scope – design of improvements along Shepherd, Durham, West 14<sup>th</sup>, West 12<sup>th</sup>, and West 11<sup>th</sup> 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.
- ✓ Received and addressed comments from METRO on the proposed bus stop locations.
- ✓ Submitted 95% submittal package (plans, specifications, estimates) to HPW and TxDOT on September 8, 2023.

## Upcoming Goals, Targets, and Critical Milestones

*What are we targeting to achieve over the next month?*

- ✓ Participate in Traffic Control Workshop with TxDOT on September 26, 2023.
- ✓ Work with HPW and TxDOT Houston District to submit 95% package to TxDOT Headquarters for review and approval.

## Challenges, Corrective Plans of Action, and Lessons Learned

*What challenges are we working to overcome?*

- ✓ The 95% submittal was delayed by one week due to significant changes in the design of water and wastewater improvements by our subconsultant. We worked with MHRA, HPW, and TxDOT to delay the submittal for one week to allow us to review and coordinate the water and wastewater design changes in the final drawing package.

## External Assistance Required

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

- ✓ Continued support from TxDOT Houston District and HPW to submit the 95% package to TxDOT Headquarters for review and approval 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%		60%							90%				95%	100%					Bid		Award		
		City		TxDOT							All				All	TxDOT									



**KUO**  
& associates, Inc.  
Consulting Engineers  
& Surveyors

10300 Westoffice Drive, Ste. 800  
Houston, TX 77042  
Phone: (713) 975-8769  
Fax: (713) 975-0920  
Engineering Firm Reg. No. F-4578  
Surveying Firm Reg. No. 10075600  
www.kuoassociates.com

August 14, 2023

Sherry Weesner, P.E.  
President  
Memorial Heights Redevelopment Authority/TIRZ5  
1980 Post Oak Blvd., Suite 1380  
Houston, Texas 77056

Re: Little Thicket Park  
Additional Surveying services

Dear Ms. Haney:

Kuo & Associates, Inc. is pleased to submit this proposal to perform the additional topographic survey services for the above referenced project.

Scope of work and fee will be as follows:

#### **SCOPE OF WORK**

##### **Topographic Surveying:**

Scope of work includes additional topographic surveying of the site required for the storm outfall design. Survey shall comply with Category 6, Condition 2 survey of the latest TSPS Manual of Practice, as applicable. In general, the scope of work will be including the following:

- Horizontal and vertical controls will be recovered and/or established based on the Texas State Plane Coordinate System, Central Zone NAD 83 and datum NAVD 88.
- Survey drainage outfall site area
- Survey drainage channel at the outfall location
- Limited brush clearing
- Update topo plan drawing of the site.

##### **Exclusions:**

The following tasks and any items not mentioned above are **excluded** from the scope of **this proposal**

- Any profile drawing or 3D pipeline network
- Any QL- A and B SUE category survey to locate any underground lines
- Preparing any elevation certificate
- Survey interior of the building/structures
- Surveying SUE findings (by others)
- Boundary survey
- Platting
- Tree survey in the wooded/forest area



**FEE AND SCHEDULE:**

Our proposed fee for the works as described above will be a lump sum amount of total **\$2,417.50**, payment for which shall be payable at the completion of the work. The level of efforts is attached for reference. We can complete the work in about 3 to 4 weeks upon your notice to proceed.

**MISCELLANEOUS:**

Kuo & Associates, Inc. shall perform its services using the standards, practices, methods, and procedures, and exercising that degree of skill, care and diligence, prudence and foresight, which would reasonably and ordinarily be expected from a skilled and experienced consultant and surveyor engaged in a similar type of undertaking under the same or similar circumstances.

The intent and purpose of the parties is for Kuo & Associates, Inc. to serve as an independent contractor for Memorial Heights Redevelopment Authority in connection with providing the services. Nothing contained in this agreement shall be deemed or construed to create a partnership or joint venture between Memorial Heights Redevelopment Authority and Kuo & Associates, Inc.

Prior to commencing the services, Kuo & Associates, Inc. shall provide to Memorial Heights Redevelopment Authority a certificate of insurance evidencing general liability, employer's liability, automobile liability and professional liability insurance in amounts commensurate with contracts of substantially the same or similar scope of services, and naming Memorial Heights Redevelopment Authority and the City of Houston as additional insureds.

Kuo & Associates, Inc. shall indemnify, defend, and hold Memorial Heights Redevelopment Authority and the City of Houston, and their respective boards, council members, agents, employees and consultants, harmless from all liability, loss or damage, including attorney fees and expenses, resulting from all claims, demands, and causes of action of every kind and character asserted by any person in any way arising out of or in connection with Kuo & Associates, Inc.'s negligent acts, errors, omissions or misconduct in performance hereunder.

Kuo & Associates, Inc. agrees that it will not assign its services hereunder to a subconsultant without prior written consent of Memorial Heights Redevelopment Authority.

We appreciate this opportunity to submit this proposal. If you need further information, please do not hesitate to contact me.

We appreciate this opportunity to submit this proposal. If you need further information, please do not hesitate to contact me.

Sincerely,



Kiran V. Punyamanthula, PE, SIT  
Engineering Manager

Accepted by:



Name: *Sherry Weasner*  
Title: *President MHEA*  
Date: *8/18/2023*



<b>Level of Efforts for Item 1 - Topographic Survey</b>					
ITEM	RPLS \$140.00	SIT \$105.00	CADD \$90.00	Survey Crew \$150.00	Cost
<b>TOPOGRAPHIC SURVEY</b>					
Limited brush clearing				6	\$900.00
Recover/Establish survey controls		0.5		2	\$352.50
Topo survey (Site)				4	\$600.00
Update Topo drawing		1	2		\$285.00
QA/QC	1				\$140.00
Project Management	1				\$140.00
<b>Total Cost</b>					<b>\$2,417.50</b>

**MEMORANDUM OF UNDERSTANDING  
BETWEEN MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY, AND MPW  
OWNER, L.P.**

1. **Parties.** This Memorandum of Understanding (hereinafter referred to as “MOU”) is made and entered into by and between the **Memorial-Heights Redevelopment Authority** (“MHRA”) (whose address is c/o SKLaw, 1980 Post Oak Blvd., Suite 1380, Houston, Texas 77056) and **MPW Owner, L.P.** (The Westcott”) (whose address is 929 Westcott St., Houston, Texas 77007).

2. **Background and Purpose.** The City of Houston (the “City”) advises that it will undertake certain improvements to the Westcott Roundabout, located at Washington Street and Westcott Street. The City’s proposed improvements include resurfacing the roundabout, repairing or replacing curbs, and bringing crosswalks and ramps up to City standard.

In connection with the City’s work, MHRA proposes to design and install landscaping and irrigation improvements within the roundabout. Landscaping will include plants, grass, and trees, with a focus on drought tolerant, low maintenance, native, or highly adapted plants and ground cover. Irrigation will include a related watering system. The landscaping and irrigation improvements are collectively referred to herein as the “MHRA Improvements”. The MHRA Improvements will be the property of the City.

Neither the MHRA nor the City has the capacity to maintain the MHRA Improvements. For the improvements to proceed, a third-party commitment and plan for continual maintenance must be established. The Westcott is willing and able to provide the required maintenance by participation in the City’s Adopt-An-Esplanade Program (the “Program”).

This MOU sets forth a course of action and the responsibilities of the parties to provide for the design, installation, and ongoing maintenance of the MHRA Improvements.

3. **Responsibilities of The Westcott.** The Westcott will commence the process by submitting a Program application and letter of intent to the Houston Parks & Recreation Department (“HPARD”), as specified in the Program’s requirements. The Westcott, in coordination with the MHRA, will then proceed with and complete the applicable remaining Program steps.

Upon tentative approval of The Westcott’s application by HPARD, MHRA will undertake the design of the MHRA Improvements. The Westcott will participate in the design process and designate a representative with approval power to work with MHRA and its landscape design team. At the design phase intervals of 30%, 60%, and 90/100%, The Westcott’s designated representative will have a maximum of 2 weeks for review, comment, and approval. Upon completion of design review, MHRA will submit the design plans to HPARD.

After review and approval of the final design plans by HPARD, The Westcott and MHRA, in coordination, will apply for related City services or permits as may be required by the Program, including a water meter and backflow device permit. The cost for The Westcott's application for any such permits will be reimbursed by the MHRA. Upon completion of those applications, MHRA will commence construction and installation of the MHRA Improvements, including providing for installation of the water meter and backflow device.

Upon completion of the MHRA Improvements and after final inspection and acceptance by the City, The Westcott at its sole and reasonable expense will undertake the continual maintenance of the MHRA Improvements pursuant to the Program's requirements.

**4. Responsibilities of MHRA.** As described above, MHRA at its expense will provide for the design and installation of the MHRA Improvements. All design and installation contractors will be solely determined and managed by MHRA. The MHRA Improvements will be constructed in accordance with the final design plans approved by HPARD. The water meter and backflow device will be installed in accordance with the related applications. The parties acknowledge that MHRA will not construct or install the MHRA Improvements unless and until: a) final plans have been approved by HPARD; and b) the City has accepted the meter and backflow permit applications.

MHRA's installation contract will include at least: a) a 12-month plant guarantee; and b) 2 years of supplemental watering for any new trees to be provided by the installation contractor.

**5. Term of MOU.** This MOU is effective upon the date last signed and executed by the duly authorized representatives of the parties. It terminates when: a) The Westcott assumes maintenance responsibilities for the MHRA Improvements pursuant to the Program; b) HPARD declines to approve the final design plans; or c) The Westcott does not initiate the Program application process within 30 days of the effective date hereof or if timely initiated does not result in enrollment in the Program. The Westcott's maintenance responsibilities pursuant to the Program, if any, survive termination of this MOU.

## **6. General Provisions**

**A. Amendments.** Either party may request changes to this MOU. Any changes, modifications, revisions, or amendments to this MOU which are mutually agreed upon by the parties hereto shall be incorporated in writing, and effective when executed and signed by the parties.

**B. Entirety of Agreement.** This MOU represents the entire agreement between the parties.

**C. Third-Party Beneficiary Rights.** The parties do not intend to create in any other individual or entity the status of a third-party beneficiary, and this MOU shall not be construed to create such status. The rights, duties, and obligations contained in this MOU shall

operate only between the parties and shall otherwise inure solely to the benefit of the parties. The provisions of this MOU are intended only to assist the parties in determining and performing their obligations hereunder.

**D. The Westcott's Successors in Interest.** To the extent reasonably possible, The Westcott will recommend any successors in interest to its Westcott properties adjacent to the roundabout to continue any then current maintenance responsibilities pursuant to the Program for the MHRA improvements.

**[SIGNATURES COMMENCE ON FOLLOWING PAGE]**

7. **Signatures.** In witness whereof, the parties to this MOU through their duly authorized representatives have executed this MOU on the dates set out below.

**MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY**

\_\_\_\_\_  
Sherry Weesner, President

\_\_\_\_\_  
Date

**MPW Owner, LP,**  
a Delaware limited partnership

By: MPW General Partner, LLC,  
a Delaware limited liability company,  
its General Partner

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**ACKNOWLEDGED BY THE CITY OF HOUSTON**

\_\_\_\_\_  
Andrew F. Icken, Chief Development Officer

\_\_\_\_\_  
Date

**EXHIBIT "A"**

**Form of Task Order**

**Memorial Heights Redevelopment Authority (TIRZ No. 5)**

**Project No. T-0544 – Westcott Roundabout Greenspace Project  
Work Authorization No. 1 – Landscape Architecture Selection Services**

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

This WORK AUTHORIZATION consists of the following:

- 1.0 PROJECT DESCRIPTION: The ENGINEER shall provide Landscape Architecture Selection Services for improvements within the Westcott Roundabout Greenspace.
- 2.0 SCOPE OF SERVICES: The ENGINEER shall perform tasks as identified in the attached Scope of Services Construction Phase for the project. Additional Services include Landscape Architecture Selection support.
- 3.0 FEE AND PAYMENT: The ENGINEER shall complete the tasks in this WORK AUTHORIZATION for a combination of lump sum and hourly not to exceed amount of \$9,600.00 (see **Exhibit "B" of the PSA** for applicable schedule of hourly rates).

Basic Services (Lump Sum)	\$9,550.00
Additional Services	\$0.00
Reimbursable Expenses	\$50.00
<b>Total</b>	<b>\$9,600.00</b>


- 4.0 PROJECT SCHEDULE: The schedule to complete this work is four (4) to six (6) weeks.

**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: Senior Project Manager

ATTEST: 

September 20, 2023

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

Re: Westcott Roundabout Greenspace (T-0544)  
Proposal for Professional Services for Landscape Architect Selection Services  
Houston, Texas

Dear Sherry:

Quiddity Engineering (QE) appreciates the opportunity to present this proposal for Landscape Architect Selection services in connection with the Westcott Roundabout Greenspace project for Memorial Heights Redevelopment Authority (MHRA)/TIRZ No. 5. The Westcott Roundabout greenspace is located within the public right-of-way of the intersection of Westcott Drive and Washington Avenue. QE will perform the services as described below.

### **Scope of Services**

Basic Services to be provided by QE include:

1. Landscape Architect RFQ Package  
QE will prepare a Request for Qualifications package for selection of a Landscape Architect to provide design services within the Westcott Roundabout greenspace. The RFQ package will include a scoping document summarizing the proposed work and a project map demonstrating the project limits and location.
2. Prepare for and Conduct Pre-Proposal Meeting/Coordination  
QE will conduct a pre-proposal meeting or meet with prospective Landscape Architects prior to the receipt of qualifications packages to review the goals of the project and the requirements of the qualifications submittals.
3. Receive and Evaluate Qualifications Packages  
QE will receive the qualifications packages and assist MHRA in the evaluation and selection of a Landscape Architect for the project, including preparation of a scorecard for the evaluation of received qualifications packages, meeting with the Selection Committee to discuss the qualifications packages, and preparing recommendations for selection of a Landscape Architect.

### **Schedule**

QE will work with MHRA to perform the above scope in within four (4) to six (6) weeks.



T-0544 Westcott Roundabout Greenspace WA #1

Page 2

September 20, 2023

### Proposed Fee

QE is requesting a lump sum fee in the amount of **\$9,600.00** for the landscape architect selection services described in this proposal.

### Special Considerations

This proposal is based on the following special considerations:

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

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

Sincerely,

A handwritten signature in blue ink that reads "Kristen Hennings".

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

A handwritten signature in blue ink that reads "Kristin Landry".

Kristin Landry, P.E.  
Senior Project Manager

Attachment



**SCHEDULE OF HOURLY RATES**  
Effective August 1, 2022

**ENGINEERING PERSONNEL**

Design Engineer I	\$125
Design Engineer II	\$145
Professional Engineer I	\$170
Professional Engineer II	\$195
Professional Engineer III	\$225
Professional Engineer IV	\$255
Professional Engineer V	\$275
Practice Leader	\$295

**ELECTRICAL ENGINEERING PERSONNEL**

Electrical Design Engineer I	\$135
Electrical Design Engineer II	\$155
Electrical Professional Engineer I	\$185
Electrical Professional Engineer II	\$210
Electrical Professional Engineer III	\$240
Electrical Professional Engineer IV	\$270
Electrical Professional Engineer V	\$295

**CONSTRUCTION PERSONNEL (Includes Mileage)**

Construction Manager I	\$125
Construction Manager II	\$145
Construction Manager III	\$170
Construction Manager IV	\$190
Construction Manager V	\$230
Field Project Representative I	\$ 80
Field Project Representative II	\$100
Field Project Representative III	\$120
Specialist Field Project Representative I	\$135
Specialist Field Project Representative II	\$145
Senior Specialist Field Project Representative	\$160

**SPECIALIST**

Specialist I	\$115
Specialist II	\$145
Specialist III	\$215
Specialist IV	\$250

**PLANNING PERSONNEL**

Planner I	\$105
Planner II	\$145
Planner III	\$175
Planner Manager	\$250

**DESIGNERS/DRAFTING PERSONNEL**

CAD I	\$ 80
CAD II	\$100
CAD III	\$120
Designer I	\$130
Designer II	\$150
Designer III	\$170
GIS I	\$ 95
GIS II	\$130
GIS III	\$160
GIS IV	\$220

**SURVEYING PERSONNEL**

1-Person Field Crew	\$145
2-Person Field Crew	\$195
3-Person Field Crew	\$240
4-Person Field Crew	\$270
Survey Technician I	\$100
Survey Technician II	\$110
Project Surveyor I	\$105
Project Surveyor II	\$125
Project Surveyor III	\$145
Project Surveyor IV	\$175
Chief of Survey Crews	\$150
Certified Photogrammetrist	\$175
Remote Pilot I	\$ 95
Remote Pilot II	\$130
Remote Pilot III	\$170
Visual Observer	\$ 95
LiDAR Tech	\$105
Aerial Tech	\$ 90
Registered Professional Land Surveyor	\$195
Survey Manager	\$225

**OFFICE PERSONNEL**

Engineer's Assistant I	\$ 75
Engineer's Assistant II	\$ 85
Engineer's Assistant III	\$ 95
Admin I	\$ 75
Admin II	\$ 95
Admin III	\$125
Accounting Manager	\$130
Corporate/Project Accountant	\$110

**EXHIBIT "A"**

**Form of Task Order**

**Memorial Heights Redevelopment Authority (TIRZ No. 5)**

**Project No. T-0539 – Full Reconstruction of Remaining Cross Streets from Durham to Shepherd between I-10 and 610 (Phase 3) – including street drainage improvements  
Work Authorization No. 1 – Mobility and Drainage Planning Study**

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

This WORK AUTHORIZATION consists of the following:

- 1.0 PROJECT DESCRIPTION: The ENGINEER shall provide the requested services to support a mobility and drainage planning study in the project area.
- 2.0 SCOPE OF SERVICES: The ENGINEER shall perform tasks as identified in the attached Scope of Services Planning Phase Services for the project.
- 3.0 FEE AND PAYMENT: The ENGINEER shall complete the tasks in this WORK AUTHORIZATION for a lump sum not to exceed amount of \$137,560.00.

Basic Services – Quiddity	\$53,330.00
Basic Services – TEI	\$84,122.00
Reimbursable Expenses	\$108.00
<b>Total</b>	<b>\$137,560.00</b>


- 4.0 PROJECT SCHEDULE: This work will require 9 to 12 months to complete.

**IN WITNESS WHEREOF**, the parties have executed this TASK ORDER as of \_\_\_\_\_, 20\_\_.

**MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY:**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**QUIDDITY ENGINEERING, LLC**

By:   
Name: Kristen Hennings  
Title: Senior Project Manager

ATTEST: 

**EXHIBIT "A"**

**Form of Task Order**

**Memorial Heights Redevelopment Authority (TIRZ No. 5)**

**Project No. T-0537 – Infrastructure Improvements in the Shepherd – White Oak Bayou – 8<sup>th</sup> Street and Yale Area  
Work Authorization No. 1 – Mobility and Drainage Planning Study**

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

This WORK AUTHORIZATION consists of the following:

- 1.0 PROJECT DESCRIPTION: The ENGINEER shall provide the requested services to support a mobility and drainage planning study in the project area.
- 2.0 SCOPE OF SERVICES: The ENGINEER shall perform tasks as identified in the attached Scope of Services Planning Phase Services for the project.
- 3.0 FEE AND PAYMENT: The ENGINEER shall complete the tasks in this WORK AUTHORIZATION for a lump sum not to exceed amount of \$220,218.00.

Basic Services – Quiddity	\$97,120.00
Basic Services – TEI	\$112,990.00
Additional Services - Survey	\$10,000.00
Reimbursable Expenses	\$108.00
<b>Total</b>	<b>\$220,218.00</b>


- 4.0 PROJECT SCHEDULE: This work will require 9 to 12 months to complete.

**IN WITNESS WHEREOF**, the parties have executed this TASK ORDER as of \_\_\_\_\_, 20\_\_.

**MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY:**

By: \_\_\_\_\_  
 Name: \_\_\_\_\_  
 Title: \_\_\_\_\_

**QUIDDITY ENGINEERING, LLC**

By:   
 Name: Kristen Hennings  
 Title: Senior Project Manager

ATTEST: 

**EXHIBIT "A"**

**Form of Task Order**

**Memorial Heights Redevelopment Authority (TIRZ No. 5)**

**Project No. T-0522A – 18<sup>th</sup> Street and surrounding Pedestrian Improvements between Durham and West 20<sup>th</sup> Street, 19<sup>th</sup> Street Reconstruction between Durham and 20<sup>th</sup> Street, 20<sup>th</sup> Street Construction between Durham and TC Jester (with potential extension east of Shepherd)**

**Work Authorization No. 1 – Mobility and Drainage Planning Study**

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

This WORK AUTHORIZATION consists of the following:

- 1.0 PROJECT DESCRIPTION: The ENGINEER shall provide the requested services to support a mobility and drainage planning study in the project area.
- 2.0 SCOPE OF SERVICES: The ENGINEER shall perform tasks as identified in the attached Scope of Services Planning Phase Services for the project.
- 3.0 FEE AND PAYMENT: The ENGINEER shall complete the tasks in this WORK AUTHORIZATION for a lump sum not to exceed amount of \$198,518.00.

Basic Services – Quiddity	\$85,420.00
Basic Services – TEI	\$112,990.00
Reimbursable Expenses	\$108.00
<b>Total</b>	<b>\$198,518.00</b>

- 4.0 PROJECT SCHEDULE: This work will require 9 to 12 months to complete.

**IN WITNESS WHEREOF**, the parties have executed this TASK ORDER as of \_\_\_\_\_, 20\_\_.

**MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY:**

By: \_\_\_\_\_  
 Name: \_\_\_\_\_  
 Title: \_\_\_\_\_

**QUIDDITY ENGINEERING, LLC**

By:   
 Name: Kristen Hennings  
 Title: Senior Project Manager

ATTEST: 

September 21, 2023

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

Re: Proposal for Professional Services for Mobility and Drainage Planning Studies for:  
Full Reconstruction of Remaining Cross Streets from Durham to Shepherd (T-0539)  
Infrastructure Improvements in Shepherd – White Oak Bayou – West 8<sup>th</sup> Street and Yale Area (T-0537)  
18<sup>th</sup> Street Pedestrian/19<sup>th</sup> Street Reconstruction/20<sup>th</sup> Street Reconstruction (T-0522A)  
Houston, Texas

Dear Sherry:

Quiddity Engineering, LLC (QE) appreciates the opportunity to present this proposal for mobility and drainage planning study services in connection with the projects listed above for Memorial Heights Redevelopment Authority (MHRA)/TIRZ No. 5.

The scope of work detailed below results from the zone-wide mobility and drainage analysis performed by QE in the summer of 2021. The project understanding and scope of work reflect our current understanding of the agreed upon project. Should details change later, future discussions shall occur to solidify any changes and scope and fee as a result.

### **Project Understanding**

The project will include mobility and drainage planning in the following area:

- Shepherd/Durham Drive Cross Streets (T-0539)
  - West 13<sup>th</sup> Street between Shepherd Drive and Durham Drive
  - West 17<sup>th</sup> Street between Shepherd Drive and Durham Drive
  - West 21<sup>st</sup> Street between Shepherd Drive and Durham Drive
  - West 22<sup>nd</sup> Street between Shepherd Drive and Durham Drive
  - West 23<sup>rd</sup> Street between Shepherd Drive and Durham Drive
  - West 25<sup>th</sup> Street between Shepherd Drive and Durham Drive
  - West 26<sup>th</sup> Street between Shepherd Drive and Durham Drive
  - West 27<sup>th</sup> Street between Shepherd Drive and Durham Drive
  - West 28<sup>th</sup> Street between Shepherd Drive and Durham Drive
  - Laird Street between West 13<sup>th</sup> Street and West 16<sup>th</sup> Street
- MKT Trail Area between the White Oak Bayou to 8<sup>th</sup> Street (T-0537)
  - West 7<sup>th</sup> Street between Shepherd Drive and Waverly Street
  - West 7 1/2<sup>th</sup> Street between Shepherd Drive and Yale Street
  - West 8<sup>th</sup> Street between Dorothy Street and Yale Street
  - Dorothy Street between West 7 1/2<sup>th</sup> Street and West 8<sup>th</sup> Street



- Waverly Street between West 7<sup>th</sup> Street and West 8<sup>th</sup> Street
- Rutland Street between West 7<sup>th</sup> Street and West 8<sup>th</sup> Street
- 18<sup>th</sup>, 19<sup>th</sup>, and 20<sup>th</sup> Streets (T-0522A)
  - West 18<sup>th</sup> Street between Bevis Street and Durham Drive
  - West 19<sup>th</sup> Street between West 20<sup>th</sup> Street and Durham Drive
  - West 20<sup>th</sup> Street between TC Jester Boulevard and Beall Street
  - West 20<sup>th</sup> Street between Shepherd Drive and Harvard Street (potential)

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

### **Scope of Services**

Basic Services to be provided by QE and their subconsultants include:

#### 1. Preliminary Engineering Services

##### a. Project Management and Coordination

QE will provide project administration, including management of the project team, budget, and schedule and preparation/submission of monthly invoices. QE will provide bi-weekly updates to MHRA throughout the life of the project to share details regarding scope, schedule, and fee. QE will host team meetings throughout the life of the project to maintain continuity of efforts and to keep the project on schedule.

##### b. Public Engagement

QE and TEI will work with MHRA to engage the Board, project stakeholders (HPW, METRO), and general public during the planning process to understand general concerns, potential design options, and potential construction concerns.

##### c. Data Collection

QE will collect as-built record drawings from the City within the project areas. QE will also coordinate with private utilities to obtain mapping of private utility facilities within the project areas. QE will summarize the public and private utilities and identify potential coordination and relocations that may be required during design.

##### d. Plan Summary and DCR Preparation

QE will work with TEI to develop alternatives for improvements within the project areas and document recommendations (layouts, cross sections, estimates) for use in DCR Intake forms and future DCR documents.

#### 2. Drainage Planning Services

##### a. Study Area 1 Drainage Analysis

- i. **Project Management, Coordination, and Quality Control:** The project team will include coordination with MHRA, internal coordination with the transportation team, and coordination with TEI, who will be completing the Mobility Studies for MHRA.
- ii. **Survey:** Field survey will be performed to gather data missing from public records. This is to include cross culverts and enclosed system sizes and elevations, as well spot survey at manholes in the area to verify datum adjustments from the City of Houston public records.
- iii. **Existing Conditions Model Expansion:** An existing conditions model was developed as part of the Shepherd and Durham project, completed in 2020. However, parts of the proposed project areas are outside of the original model extents. This task is meant to update the existing conditions model to include the new project extents and the drainage areas leading to them. The existing condition will be assumed to be the fully constructed Shepherd and Durham project (Phases 1 and 2). The existing conditions model will be used for all 3 study areas.

**Hydrology:** Rain-on-grid hydrology for the expanded area will be calculated. This will include verify the model drainage area and recalculating loss data for infiltration estimates.

**Hydraulics:** Existing conditions hydraulic data will be added to include the expanded area. This task will include processing of publicly available storm sewer data, as well as datum adjustments to verify elevations and positive drainage. Existing storm sewers less than 36" in diameter will not be modeled. Where appropriate, boundary conditions from E100-00-00 and E106-00-00 will be added.

- iv. **Proposed Conditions Modeling:** In Study Area 1, most of the existing roadways are currently drained by roadside ditch. The proposed projects are expected to enclose these ditches and provide curb and gutter roadways. This process typically involves lowering the roadway in order to tie into the ROW, particularly in floodplain areas where fill in the floodplain is prohibited. When a roadway is lowered, it can become a new path of conveyance and can unintentionally redirect stormwater to areas it did not go before. This task will build upon the model expansion in Task 2 and is meant to develop the drainage plan for Study Area 1, identified in **Attachment A**. Based on the TEI recommendations, typical roadway sections will be developed and applied to the overall model. A proposed storm drain improvement strategy will be analyzed to minimize adverse impacts caused by the roadway improvements will be proposed. *The scope of work includes modeling one typical section for each study area, and one revision of each typical section based on modeling results.*
- v. **Planning Level Estimate:** Planning level cost estimates of the proposed drainage improvements for Study Area 1 will be developed.
- vi. **Technical Memorandum:** This task will include drainage report documenting the Study Area 1 analysis, methodology, results, and recommendations, along with the study

limitations and recommended next steps.

b. Study Area 2 Drainage Analysis

- i. Project Management, Coordination, and Quality Control: The project team will include coordination with MHRA, internal coordination with the transportation team, and coordination with TEI, who will be completing the Mobility Studies for MHRA.
- ii. Proposed Conditions Modeling: In Study Area 2, most of the existing roadways are also currently drained by roadside ditch. The proposed projects are expected to enclose these ditches and provide curb and gutter roadways. As in Study Area 1, this process will likely involve lowering the roadway in order to tie into the ROW, particularly in floodplain areas where fill in the floodplain is prohibited. This task will build upon the model expansion in Study Area 1 and is meant to develop the drainage plan for Study Area 2, identified in **Attachment A**. Based on the TEI recommendations, typical roadway sections will be developed and applied to the overall model. A proposed storm drain improvement strategy will be analyzed to minimize adverse impacts caused by the roadway improvements will be proposed. The scope of work includes modeling one typical section for each study area, and one revision of each typical section based on modeling results.
- iii. Planning Level Estimate: Planning level cost estimates of the proposed drainage improvements for Study Area 2 will be developed.
- iv. Technical Memorandum: This task will include drainage report documenting the Study Area 2 analysis, methodology, results, and recommendations, along with the study limitations and recommended next steps.

c. Study Area 3 Drainage Analysis

- i. Project Management, Coordination, and Quality Control: The project team will include coordination with MHRA, internal coordination with the transportation team, and coordination with TEI, who will be completing the Mobility Studies for MHRA.
- ii. Proposed Conditions Modeling: In Study Area 3, most of the existing roadways are also currently drained by roadside ditch, as in Study Areas 1 and 2. The proposed projects are expected to enclose these ditches and provide curb and gutter roadways. As in the other Study Areas, this process will likely involve lowering the roadway in order to tie into the ROW. This task will build upon the model expansion in Study Area 1 and is meant to develop the drainage plan for Study Area 2, identified in **Attachment A**. Based on the TEI recommendations, typical roadway sections will be developed and applied to the overall model. A proposed storm drain improvement strategy will be analyzed to minimize adverse impacts caused by the roadway improvements will be proposed. The scope of work includes modeling one typical section for each study area, and one revision of each typical section based on modeling results.
- iii. Planning Level Estimate: Planning level cost estimates of the proposed drainage improvements for Study Area 1 will be developed.





- iv. Technical Memorandum: This task will include drainage report documenting the Study Area 1 analysis, methodology, results, and recommendations, along with the study limitations and recommended next steps.

3. Mobility Planning Services

TEI shall provide Planning Studies for each project area. For a more detailed breakdown of TEI’s scope of work, see Attachment B.

**Assumptions**

- 1. This proposal is based on requests from MHRA.
- 2. This proposal is based on Zone wide Mobility and Drainage Studies previously performed and the design criteria for Houston Public Works and Harris County Flood Control District. Should the scope of the improvements substantially change resulting in additional construction costs a change in QE’s scope may likely result and a request for Additional Services may be submitted.
- 3. The drainage study will provide a preliminary evaluation of the recommended drainage improvements to accompany the TEI recommendations as part of the improvements to the Study Areas identified in **Attachment A**. The existing condition will be assumed to be the fully constructed Shepherd and Durham project (Phases 1 and 2). The models to be developed are intended for the preliminary evaluation and development of recommendations to mitigate potential impacts caused by the proposed roadway improvements. The preliminary modeling is not intended to conform to all regulatory requirements and criteria, but to develop a realistic CIP plan and cost estimate that can reasonably be implemented. Each project is expected to require a Design Concept Report (DCR) study, as well as a design-level analysis that will conform to criteria. The drainage model developed for this study is not intended for regulatory use and the software is not expected to be accepted by TxDOT.

**Schedule**

The work proposed will require approximately 9 to 12 months to complete.

**Proposed Fee**

QE is requesting lump sum fees for the services described in this proposal as follows:

<b>CIP No.</b>	<b>Project</b>	<b>Fees</b>
T-0539	Shepherd/Durham Cross Streets	\$137,560.00
T-0537	MKT Trail Area between the White Oak Bayou to 8 <sup>th</sup> Street	\$220,218.00
T-0522A	18 <sup>th</sup> , 19 <sup>th</sup> , and 20 <sup>th</sup> Streets	\$198,518.00
	<b>Total</b>	<b>\$556,296.00</b>



Mobility and Drainage Planning Studies

Page 6

September 21, 2023

### Special Considerations

This proposal is based on the following special considerations:

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

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

Sincerely,

A handwritten signature in blue ink that reads "Kristen Hennings".

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

A handwritten signature in blue ink that reads "Kristin Landry".

Kristin Landry, P.E.  
Senior Project Manager

Attachments



712 Main Street, Suite 950  
Houston, TX 77002  
(713) 270-8145  
www.teiconnects.com  
TX Registration F-003158

September 21, 2023

Erin Williford, PE  
Quiddity Engineering  
6330 W Loop S, Suite 150  
Bellaire, TX 77401

**RE: Proposal for TIRZ 5 Three Mobility Studies – Scope of Services**

Dear Mrs. Williford:

TEI Planning + Design (TEI) is pleased to submit this proposal to provide professional planning services to develop Mobility Studies for three study areas within the Memorial Heights Redevelopment Authority (TIRZ 5). The Mobility Studies will evaluate three specific study area locations supporting current growth and infrastructure improvements within TIRZ 5 and will develop mobility-related projects for programming and eventual implementation. The mobility improvements will also consider and integrate necessary drainage and utility needs. The drainage and utility needs will be based on work done in parallel by Quiddity and incorporated into the final project deliverable. The three study areas include:

- **Study Area 1:** Shepherd/Durham Drive Cross Streets including those not completed as part of separate projects including the Shepherd/Durham Drive reconstruction. Streets include:
  - 13<sup>th</sup> Street
  - 17<sup>th</sup> Street
  - 21<sup>st</sup> Street
  - 22<sup>nd</sup> Street
  - 23<sup>rd</sup> Street
  - 25<sup>th</sup> through 28<sup>th</sup> Streets
  - Laird Street between 13<sup>th</sup> and 16<sup>th</sup> Streets
- **Study Area 2:** MKT Trail Area between the White Oak Bayou to 8<sup>th</sup> Street
- **Study Area 3:** 18<sup>th</sup>, 19<sup>th</sup>, and 20<sup>th</sup> Streets. East of Shepherd/Durham, concepts for 20<sup>th</sup> Street east of Shepherd will be evaluated at a high level since it is outside the TIRZ boundaries.

This is one overarching scope that will result in three separate mobility studies for the locations mentioned above. The three study area extents are shown in **Attachment A**. Each study will be treated individually and on a separate timeline to allow for specific focus on each area to develop thoughtful mobility recommendations for future implementation. This effort will take approximately nine months (and no more than 12 months) to complete all three studies, with each individual study taking approximately four to six months to complete. It is expected that the TIRZ will issue notice to

proceed for each study area independently by working with Quiddity and TEI on a mutually agreed to project schedule.

The deliverables from each study will be a “Project Development Technical Memorandum” that defines project recommendations including project scopes, prioritizations, and cost estimates. The intent of these recommendations is to define very clear project scopes for each project so the TIRZ can move directly into the Design Concept Report (DCR) for the City of Houston as a next step for any or all projects to advance to the design phase. The work done as part of this study would be strategically crafted so that it would not require redoing work as part of a DCR. The work for the three study areas will not include full project schematics, as those would be elements of a full DCR. DCR intake forms will be developed for up to two (2) projects per study area as addendums to the Technical Memorandum.

## Task 1: Project Management and Coordination

TEI’s Project Manager, in coordination with Quiddity’s Project Manager and the TIRZ Administrator will be responsible for coordinating all activities associated with the three Mobility Studies. Work includes the following:

- Bi-weekly project check-ins between TEI, Quiddity, and the TIRZ Administrator, with TIRZ Board engagement, as needed.
- Internal team check-ins to monitor progress towards milestones and deliverables.
- Completion of monthly progress reports and invoices.

**Deliverables:** *Monthly progress reports and invoices.*

**Timeline:** *It is expected that the PM and Coordination Tasks will last the full extent of the project timeline. This is estimated at 4-6 months per study area though some tasks may be completed in parallel to one another.*

## Task 2: Public Engagement

Engaging the community is important to clearly understand needs, challenges with mobility, and to explore opportunities that will provide valuable inputs for project recommendations. TEI will facilitate public engagement throughout the duration of the planning process to garner feedback on mobility and connectivity needs as well as to present study recommendations back to the community. It will be important to understand the larger goals of the TIRZ that support the momentum/development (specifically around the Shepherd/Durham project), that will support mobility and safety throughout the area. Engagement will be done through:

- **TIRZ 5 Board (or Committee) Meetings:** discuss what this entails and if this is the correct key guiding body of this effort.
  - **Optional:** A Stakeholder Committee may be formed with members of the community and/or TIRZ stakeholder groups that represent the local neighborhoods (if requested by the Board) to help identify and set Vision, Goals, Objectives of the Mobility Study.
- **Agency Coordination:** TEI will hold Teams (virtual) meetings to coordinate with COH, Harris County, METRO, and other entities to identify partnering opportunities as needed.
- **Public Engagement:** TEI will set up a Social Pinpoint interactive website that will allow for mapping input from the public to help focus on meaningful projects in each study area. The TEI team will hold at least one, and up to two public engagement events per study area (these may also be combined meetings as appropriate if desired by the client). The first public engagement opportunity will gather community input on study area needs and opportunities (could be in person, online, and/or both), and the second opportunity will present draft projects to the community. The TIRZ social media coordinator will help advertise online and in-person events encouraging participation in the engagement opportunities.

**Deliverables:** Presentation and materials for Social Pinpoint and public engagement.

**Timeline:** It is expected that the engagement task will last the full extent of the project timeline at key moments for each study area.

## Task 3: Data Collection and Fact Book

### Task 3.1: Mobility Evaluation

TEI will conduct an in-depth evaluation of existing conditions of the transportation network and other ongoing/existing projects and new developments. Work will include the following items.

- The review of existing plans and other available data to better understand recent efforts and document previously identified issues, needs, opportunities and recommendations. This will include the review of plans, studies, and projects from other agencies.
- The development and review of socio-economic characteristics, commuting modes, and other relevant demographic data to support mobility planning.
- Perform a mode-specific needs assessment and map of opportunities including vehicular, transit, cycling and walking. Assessment may include inventory of:
  - Current/existing traffic counts
  - Crash data/analysis (including assessing City of Houston and Harris County High Injury Network(s)),

- Existing and proposed transit operations assessment for corridors with METRO service.
- Pavement conditions (if available)
- Existing CIP projects
- Existing and proposed traffic signals
- High-level sidewalk and curb ramp assessments
- High-level parking observations (not a comprehensive parking study)
- Create cross sections for existing corridors using existing right-of-way data.
- Identify locations where traffic and/or turning movement counts will need to be collected to establish baseline counts supporting potential recommendations (in the next task). Counts will be ordered by TEI using CJ Hensch, as a direct expense noted in the budget.

In coordination with Quiddity, TEI will share existing mobility conditions and begin to understand any current drainage conditions or needs for drainage improvements within the study areas.

### Task 3.2: Fact Book

TEI will summarize the mobility conditions by creating a highly visual Fact Book that can be shared online with the public.

**Deliverables:** Maps and charts in a Fact Book that summarize existing study area conditions with preliminary opportunities to develop recommendations in the next task.

**Timeline:** This task will take approximately 7-10 weeks to complete for each study area.

## Task 4: Mobility and Drainage Recommendations

Based on the results from the data collection task and community feedback, TEI will identify a list (with a map) of projects with prioritization considerations that can be coordinated with other projects or efforts in the area.

### Task 4.1: Mobility Recommendations

TEI will:

- Identify key corridor and intersection projects supporting enhanced multimodal mobility and improved connectivity. Projects will include recommendations for rebuilding or retrofitting existing streets, trails or sidewalks.
- Identify safety improvement projects with focus on City of Houston High Injury Network segments and crash hot spots. May also include trail crossing improvements as necessary.

- Create planning level cost estimates of key projects and summary of key project benefits.
- Create a prioritized list of projects for TIRZ 5 programming and implementation over time.
- Create street/corridor multimodal cross-sections including estimated right-of-way (based on HCAD parcel data) by segment with supporting traffic data.
- Create high-level visualizations of key project recommendations to clearly communicate concepts with the public.
- Identify potential policy and program recommendations that may support the implementation of the proposed projects.
- Develop intersection operation recommendations including existing and proposed traffic control changes and safety improvements utilizing existing and new traffic counts.
- Coordinate drainage recommendations into mobility-related recommendations and identify corridors to prioritize mobility and drainage benefits. (Drainage recommendations to be developed by Quiddity)

## Task 4.2: Cost Estimates and Funding Considerations

TEI will develop planning level project recommendation cost estimates. Quiddity will provide project related costs for drainage and utility improvements. Projects will be developed with appropriate contingencies to support project planning and prioritization. Funding and implementation strategies will be explored with TIRZ 5 and the Quiddity team.

**Deliverables:** *Project recommendations list that align with TIRZ 5 goals with high-level cost estimates. Projects may include illustrative cross-sections, planning level cost estimates and benefits of the proposed recommendations.*

**Timeline:** *The goal is to have project recommendations with high-level cost estimates for all three study areas by May 2024 when the 2025 budget is being created. Refinement of the cost estimates and projects may occur after May 2024 to complete the studies and final report summaries.*

## Task 5: Plan Summary and DCR Preparations

TEI will complete a final TIRZ 5 Project Development Technical Memorandum for each study area to include information gathered and developed throughout the planning process. TEI will work with Quiddity and the TIRZ 5 administrator to identify two priority corridors/recommendations per study area to develop up to two DCR Intake Forms per study area. The information provided in the Technical Memorandum will support DCR intake forms for the other project recommendations for TIRZ 5 to pursue over time.

The full Technical Memorandum for each study area will include:

- Introduction/Overview of the Study Area
- Prioritized list of project recommendations with project descriptions (includes mobility and drainage/utility projects from Quiddity where applicable).
- Cross-sections where applicable to illustrate recommendations.
- Planning level cost estimates of the recommendations and potential funding strategies.
- Description of potential benefits of project implementation and how projects support the goals of TIRZ 5.
- Appendix A: Fact Book that includes existing conditions.
- Appendix B: Engagement Summary of stakeholder and public feedback.
- Appendix C: DCR Intake Forms. Up to two (2) per study area.

***Deliverables:*** Completed Plan Summary as a Technical Memorandum. TEI will also develop up to two DCR intake forms per study area.

***Timeline:*** This task will support project recommendations and high-level cost estimates to be included in the upcoming 2025 Fiscal Year budget, but task completion will last beyond that timeframe to thoughtfully develop and prioritize projects identified in the studies. All study area Technical Memorandum will be completed within the 9-12 month timeframe.



## Level of Effort

Based on the estimated hours required to complete the tasks as shown, we request authorization in the fixed fee amount of \$287,130 to be invoiced as percent complete (not milestone billing) in accordance with **Attachment B**, the detailed fee breakdown worksheet.

Project Task	Study Area 1	Study Area 2	Study Area 3	Total
Task 1: Project Management	\$11,190	\$13,680	\$13,680	<b>\$38,550</b>
Task 2: Public Engagement	\$13,350	\$14,190	\$14,190	<b>\$41,730</b>
Task 3 Data Collection and Fact Book	\$15,600	\$29,130	\$29,130	<b>\$73,860</b>
Task 4 Mobility Recommendations	\$19,770	\$28,140	\$28,140	<b>\$76,050</b>
Task 5 Plan Summary & DCR Intake Prep	\$15,480	\$15,480	\$15,480	<b>\$46,440</b>
Direct Costs (Traffic Counts, Printing, Mileage)	\$2,500	\$4,000	\$4,000	<b>\$10,500</b>
<b>TOTAL</b>	<b>\$77,890</b>	<b>\$104,620</b>	<b>\$104,620</b>	<b>\$287,130</b>

## Project Schedule

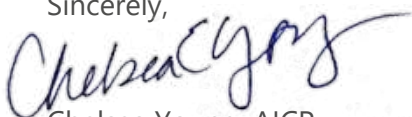
Our schedule to complete the deliverables presented in this proposal will take approximately nine months, but no more than 12 months. The proposed nine-month schedule is shown in **Attachment C**. A milestone deliverable for all three study areas will be the draft project recommendations to be considered in the 2025 budget by April 2024.

## Attachments

- A. Study Areas Map
- B. Detailed Fee Breakdown by Study Area
- C. Proposed Project Schedule

This proposal is valid for 30 days from the date of this letter. If you have any questions, or need additional information, please e-mail me at [chelsea.young@teiconnects.com](mailto:chelsea.young@teiconnects.com) or call me at (832) 239-7572.

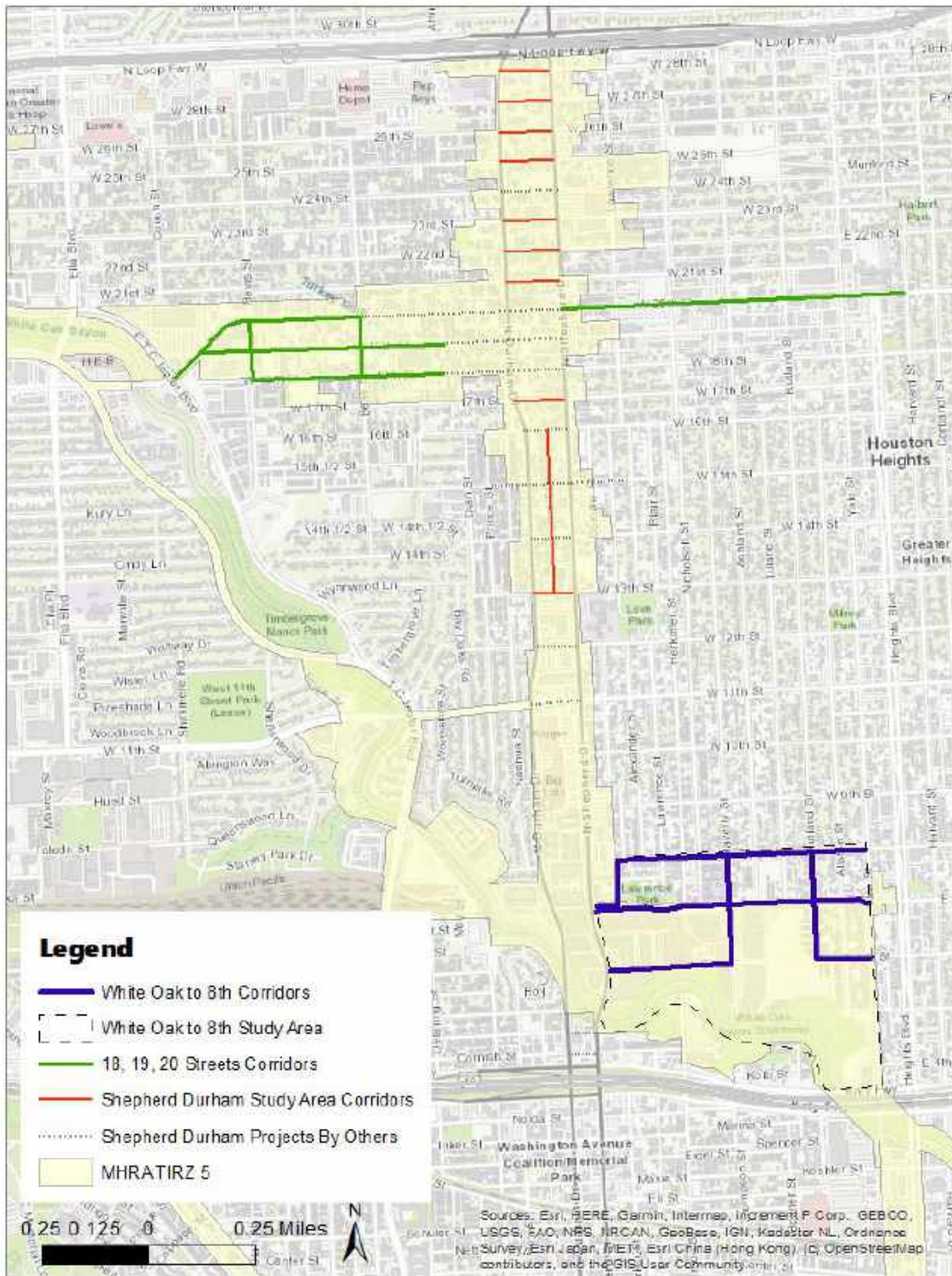
Sincerely,



Chelsea Young, AICP

Principal – TEI Planning + Design

# ATTACHMENT A: TIRZ 5 Three Mobility Studies





**ATTACHMENT B1**  
**COST SPREADSHEET**  
 SUMMARY OF HOURS BY CLASSIFICATION  
 FOR SCOPED TASKS

**TIRZ 5 Mobility Study: Area 1**  
**Shepherd Durham Cross Streets**

DESCRIPTION OF WORK TASK**	SENIOR PRINCIPAL	PRINCIPAL	PRINCIPAL ASSOCIATE II	PRINCIPAL ASSOCIATE I	ASSOCIATE III	ASSOCIATE II	ASSOCIATE I	ADMIN	TOTAL HOURS	COST PER TASK
	COST/HR	COST/HR	COST/HR	COST/HR	COST/HR	COST/HR	COST/HR	COST/HR	PER TASK	TASK
Hourly Billing Rate	\$255.00	\$210.00	\$180.00	\$165.00	\$150.00	\$135.00	\$120.00	\$120.00		
<b>Task 1: Project Management and Coordination</b>										
Internal Project Management	4.0	6.0	0.0	6.0	0.0	0.0	0.0	0.0	16.0	\$3,270.00
Meetings and Coordination with Client	4.0	6.0	0.0	6.0	0.0	0.0	0.0	0.0	16.0	\$3,270.00
QA/QC	4.0	6.0	0.0	6.0	0.0	0.0	0.0	0.0	16.0	\$3,270.00
Progress Updates and Invoice	0.0	0.0	0.0	4.0	0.0	0.0	0.0	6.0	10.0	\$1,380.00
<b>Task 1 Subtotal</b>	<b>12.0</b>	<b>18.0</b>	<b>0.0</b>	<b>22.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>6.0</b>	<b>58.0</b>	<b>\$11,190.00</b>
<b>Task 2: Public Engagement</b>										
Social Pinpoint Set Up and Maintenance	0.0	2.0	0.0	8.0	20.0	0.0	0.0	0.0	30.0	\$4,740.00
Stakeholder Meetings	0.0	6.0	0.0	6.0	12.0	0.0	0.0	0.0	24.0	\$4,050.00
Public Event	4.0	4.0	0.0	4.0	4.0	0.0	12.0	0.0	28.0	\$4,560.00
<b>Task 2 Subtotals</b>	<b>4.0</b>	<b>12.0</b>	<b>0.0</b>	<b>18.0</b>	<b>36.0</b>	<b>0.0</b>	<b>12.0</b>	<b>0.0</b>	<b>82.0</b>	<b>\$13,350.00</b>
<b>Task 3: Data Collection and Fact Book</b>										
Existing plan/data review	0.0	4.0	0.0	4.0	0.0	0.0	8.0	0.0	16.0	\$2,460.00
Demographics/data analysis	0.0	2.0	0.0	4.0	0.0	0.0	16.0	0.0	22.0	\$3,000.00
Multimodal assessment	2.0	4.0	0.0	4.0	0.0	12.0	12.0	0.0	34.0	\$5,070.00
Fact Book Creation	2.0	4.0	0.0	4.0	0.0	12.0	12.0	0.0	34.0	\$5,070.00
<b>Task 3 Subtotals</b>	<b>4.0</b>	<b>14.0</b>	<b>0.0</b>	<b>16.0</b>	<b>0.0</b>	<b>24.0</b>	<b>48.0</b>	<b>0.0</b>	<b>106.0</b>	<b>\$15,600.00</b>
<b>Task 4: Mobility and Drainage Recommendations</b>										
Create recommendations for corridor cross sections	2.0	8.0	0.0	8.0	0.0	12.0	24.0	0.0	54.0	\$8,010.00
Develop intersection and other safety recommendations	2.0	8.0	0.0	8.0	0.0	12.0	24.0	0.0	54.0	\$8,010.00
Develop cost estimates	2.0	4.0	0.0	8.0	0.0	8.0	0.0	0.0	22.0	\$3,750.00
<b>Task 4 Subtotals</b>	<b>6.0</b>	<b>20.0</b>	<b>0.0</b>	<b>24.0</b>	<b>0.0</b>	<b>32.0</b>	<b>48.0</b>	<b>0.0</b>	<b>130.0</b>	<b>\$19,770.00</b>
<b>Task 5: Plan Summary &amp; DCR Prep</b>										
Create DCR Intake Forms (no more than two)	2.0	8.0	4.0	8.0	0.0	8.0	20.0	0.0	50.0	\$7,710.00
Develop Report Document	2.0	8.0	4.0	8.0	0.0	12.0	16.0	0.0	50.0	\$7,770.00
<b>Task 5 Subtotals</b>	<b>4.0</b>	<b>16.0</b>	<b>8.0</b>	<b>16.0</b>	<b>0.0</b>	<b>20.0</b>	<b>36.0</b>	<b>0.0</b>	<b>100.0</b>	<b>\$15,480.00</b>
<b>PROJECT TOTALS</b>	<b>30.0</b>	<b>80.0</b>	<b>8.0</b>	<b>96.0</b>	<b>36.0</b>	<b>76.0</b>	<b>144.0</b>	<b>6.0</b>	<b>476.0</b>	<b>\$75,390.00</b>
PERCENT OF TOTAL HOURS	6.3%	16.8%	1.7%	20.2%	7.6%	16.0%	30.3%	1.3%	-	
<b>DIRECT COSTS</b>			<b>COST</b>		<b>TOTAL LABOR COST</b>				<b>\$75,390.00</b>	
Traffic Counts			\$2,000.00							
Milage/Printing			\$500.00							
<b>DIRECT EXPENSES TOTAL</b>			<b>\$2,500.00</b>		<b>DIRECT EXPENSES</b>				<b>\$2,500.00</b>	
									<b>REQUESTED CONTRACT AMOUNT</b>	<b>\$77,890.00</b>



**ATTACHMENT B2**  
**COST SPREADSHEET**  
 SUMMARY OF HOURS BY CLASSIFICATION  
 FOR SCOPED TASKS

**TIRZ 5 Mobility Study: Area 2**  
**MKT-White Oak Area Streets**

DESCRIPTION OF WORK TASK**	SENIOR PRINCIPAL	PRINCIPAL	PRINCIPAL ASSOCIATE II	PRINCIPAL ASSOCIATE I	ASSOCIATE III	ASSOCIATE II	ASSOCIATE I	ADMIN	TOTAL HOURS PER TASK	COST PER TASK
	COST/HR	COST/HR	COST/HR	COST/HR	COST/HR	COST/HR	COST/HR	COST/HR		
Hourly Billing Rate	\$255.00	\$210.00	\$180.00	\$165.00	\$150.00	\$135.00	\$120.00	\$120.00		
<b>Task 1: Project Management and Coordination</b>										
Internal Project Management	4.0	8.0	0.0	8.0	0.0	0.0	0.0	0.0	20.0	\$4,020.00
Meetings and Coordination with Client	4.0	8.0	0.0	8.0	0.0	0.0	0.0	0.0	20.0	\$4,020.00
QA/QC	4.0	8.0	0.0	8.0	0.0	0.0	0.0	0.0	20.0	\$4,020.00
Progress Updates and Invoice	0.0	0.0	0.0	4.0	0.0	0.0	0.0	8.0	12.0	\$1,620.00
<b>Task 1 Subtotal</b>	<b>12.0</b>	<b>24.0</b>	<b>0.0</b>	<b>28.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>8.0</b>	<b>72.0</b>	<b>\$13,680.00</b>
<b>Task 2: Public Engagement</b>										
Social Pinpoint Set Up and Maintenance	0.0	4.0	0.0	8.0	20.0	0.0	0.0	0.0	32.0	\$5,160.00
Stakeholder Meetings	0.0	8.0	0.0	6.0	12.0	0.0	0.0	0.0	26.0	\$4,470.00
Public Event	4.0	4.0	0.0	4.0	4.0	0.0	12.0	0.0	28.0	\$4,560.00
<b>Task 2 Subtotals</b>	<b>4.0</b>	<b>16.0</b>	<b>0.0</b>	<b>18.0</b>	<b>36.0</b>	<b>0.0</b>	<b>12.0</b>	<b>0.0</b>	<b>86.0</b>	<b>\$14,190.00</b>
<b>Task 3: Data Collection and Fact Book</b>										
Existing plan/data review	0.0	12.0	0.0	8.0	0.0	0.0	8.0	0.0	28.0	\$4,800.00
Demographics/data analysis	0.0	8.0	0.0	8.0	0.0	0.0	16.0	0.0	32.0	\$4,920.00
Multimodal assessment	2.0	12.0	0.0	8.0	0.0	20.0	20.0	0.0	62.0	\$9,450.00
Fact Book Creation	4.0	12.0	0.0	8.0	0.0	20.0	20.0	0.0	64.0	\$9,960.00
<b>Task 3 Subtotals</b>	<b>6.0</b>	<b>44.0</b>	<b>0.0</b>	<b>32.0</b>	<b>0.0</b>	<b>40.0</b>	<b>64.0</b>	<b>0.0</b>	<b>186.0</b>	<b>\$29,130.00</b>
<b>Task 4: Mobility and Drainage Recommendations</b>										
Create recommendations for corridor cross sections	4.0	8.0	0.0	16.0	0.0	20.0	20.0	0.0	68.0	\$10,440.00
Develop intersection and other safety recommendations	4.0	8.0	0.0	24.0	0.0	24.0	24.0	0.0	84.0	\$12,780.00
Develop cost estimates	4.0	4.0	0.0	12.0	0.0	8.0	0.0	0.0	28.0	\$4,920.00
<b>Task 4 Subtotals</b>	<b>12.0</b>	<b>20.0</b>	<b>0.0</b>	<b>52.0</b>	<b>0.0</b>	<b>52.0</b>	<b>44.0</b>	<b>0.0</b>	<b>180.0</b>	<b>\$28,140.00</b>
<b>Task 5: Plan Summary &amp; DCR Prep</b>										
Create DCR Intake Forms (no more than two)	2.0	8.0	4.0	8.0	0.0	8.0	20.0	0.0	50.0	\$7,710.00
Develop Report Document Technical Memo	2.0	8.0	4.0	8.0	0.0	12.0	16.0	0.0	50.0	\$7,770.00
<b>Task 5 Subtotals</b>	<b>4.0</b>	<b>16.0</b>	<b>8.0</b>	<b>16.0</b>	<b>0.0</b>	<b>20.0</b>	<b>36.0</b>	<b>0.0</b>	<b>100.0</b>	<b>\$15,480.00</b>
<b>PROJECT TOTALS</b>	<b>38.0</b>	<b>120.0</b>	<b>8.0</b>	<b>146.0</b>	<b>36.0</b>	<b>112.0</b>	<b>156.0</b>	<b>8.0</b>	<b>624.0</b>	<b>\$100,620.00</b>
PERCENT OF TOTAL HOURS	6.1%	19.2%	1.3%	23.4%	5.8%	17.9%	25.0%	1.3%	-	
<b>DIRECT COSTS</b>										<b>\$100,620.00</b>
Traffic Counts										
Milage/Printing										
<b>DIRECT EXPENSES TOTAL</b>										<b>\$4,000.00</b>
<b>COST</b>										
TOTAL LABOR COST										
<b>DIRECT EXPENSES</b>										<b>\$4,000.00</b>
<b>REQUESTED CONTRACT AMOUNT</b>										<b>\$104,620.00</b>

August 31, 2023



**ATTACHMENT B3**  
**COST SPREADSHEET**  
 SUMMARY OF HOURS BY CLASSIFICATION  
 FOR SCOPED TASKS

**TIRZ 5 Mobility Study: Area 2**  
**18th, 19th & 20th Streets**

DESCRIPTION OF WORK TASK**	SENIOR PRINCIPAL	PRINCIPAL	PRINCIPAL ASSOCIATE II	PRINCIPAL ASSOCIATE I	ASSOCIATE III	ASSOCIATE II	ASSOCIATE I	ADMIN	TOTAL HOURS PER TASK	COST PER TASK
	COST/HR	COST/HR	COST/HR	COST/HR	COST/HR	COST/HR	COST/HR	COST/HR		
Hourly Billing Rate	\$255.00	\$210.00	\$180.00	\$165.00	\$150.00	\$135.00	\$120.00	\$120.00		
<b>Task 1: Project Management and Coordination</b>										
Internal Project Management	4.0	8.0	0.0	8.0	0.0	0.0	0.0	0.0	20.0	\$4,020.00
Meetings and Coordination with Client	4.0	8.0	0.0	8.0	0.0	0.0	0.0	0.0	20.0	\$4,020.00
QA/QC	4.0	8.0	0.0	8.0	0.0	0.0	0.0	0.0	20.0	\$4,020.00
Progress Updates and Invoice	0.0	0.0	0.0	4.0	0.0	0.0	0.0	8.0	12.0	\$1,620.00
<b>Task 1 Subtotal</b>	<b>12.0</b>	<b>24.0</b>	<b>0.0</b>	<b>28.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>8.0</b>	<b>72.0</b>	<b>\$13,680.00</b>
<b>Task 2: Public Engagement</b>										
Social Pinpoint Set Up and Maintenance	0.0	4.0	0.0	8.0	20.0	0.0	0.0	0.0	32.0	\$5,160.00
Stakeholder Meetings	0.0	8.0	0.0	6.0	12.0	0.0	0.0	0.0	26.0	\$4,470.00
Public Event	4.0	4.0	0.0	4.0	4.0	0.0	12.0	0.0	28.0	\$4,560.00
<b>Task 2 Subtotals</b>	<b>4.0</b>	<b>16.0</b>	<b>0.0</b>	<b>18.0</b>	<b>36.0</b>	<b>0.0</b>	<b>12.0</b>	<b>0.0</b>	<b>86.0</b>	<b>\$14,190.00</b>
<b>Task 3: Data Collection and Fact Book</b>										
Existing plan/data review	0.0	12.0	0.0	8.0	0.0	0.0	8.0	0.0	28.0	\$4,800.00
Demographics/data analysis	0.0	8.0	0.0	8.0	0.0	0.0	16.0	0.0	32.0	\$4,920.00
Multimodal assessment	2.0	12.0	0.0	8.0	0.0	20.0	20.0	0.0	62.0	\$9,450.00
Fact Book Creation	4.0	12.0	0.0	8.0	0.0	20.0	20.0	0.0	64.0	\$9,960.00
<b>Task 3 Subtotals</b>	<b>6.0</b>	<b>44.0</b>	<b>0.0</b>	<b>32.0</b>	<b>0.0</b>	<b>40.0</b>	<b>64.0</b>	<b>0.0</b>	<b>186.0</b>	<b>\$29,130.00</b>
<b>Task 4: Mobility and Drainage Recommendations</b>										
Create recommendations for corridor cross sections	4.0	8.0	0.0	16.0	0.0	20.0	20.0	0.0	68.0	\$10,440.00
Develop intersection and other safety recommendations	4.0	8.0	0.0	24.0	0.0	24.0	24.0	0.0	84.0	\$12,780.00
Develop cost estimates	4.0	4.0	0.0	12.0	0.0	8.0	0.0	0.0	28.0	\$4,920.00
<b>Task 4 Subtotals</b>	<b>12.0</b>	<b>20.0</b>	<b>0.0</b>	<b>52.0</b>	<b>0.0</b>	<b>52.0</b>	<b>44.0</b>	<b>0.0</b>	<b>180.0</b>	<b>\$28,140.00</b>
<b>Task 5: Plan Summary &amp; DCR Prep</b>										
Create DCR Intake Forms (no more than two)	2.0	8.0	4.0	8.0	0.0	8.0	20.0	0.0	50.0	\$7,710.00
Develop Report Document Technical Memo	2.0	8.0	4.0	8.0	0.0	12.0	16.0	0.0	50.0	\$7,770.00
<b>Task 5 Subtotals</b>	<b>4.0</b>	<b>16.0</b>	<b>8.0</b>	<b>16.0</b>	<b>0.0</b>	<b>20.0</b>	<b>36.0</b>	<b>0.0</b>	<b>100.0</b>	<b>\$15,480.00</b>
<b>PROJECT TOTALS</b>	<b>38.0</b>	<b>120.0</b>	<b>8.0</b>	<b>146.0</b>	<b>36.0</b>	<b>112.0</b>	<b>156.0</b>	<b>8.0</b>	<b>624.0</b>	<b>\$100,620.00</b>
PERCENT OF TOTAL HOURS	6.1%	19.2%	1.3%	23.4%	5.8%	17.9%	25.0%	1.3%	-	
<b>DIRECT COSTS</b>				<b>COST</b>		<b>TOTAL LABOR COST</b>				<b>\$100,620.00</b>
Traffic Counts				<b>\$3,500.00</b>						
Milage/Printing				<b>\$500.00</b>		<b>DIRECT EXPENSES</b>				<b>\$4,000.00</b>
<b>DIRECT EXPENSES TOTAL</b>				<b>\$4,000.00</b>		<b>REQUESTED CONTRACT AMOUNT</b>				<b>\$104,620.00</b>

# Attachment C: TIRZ 5 Three Mobility Studies

Select a period to highlight at right. A legend describing the charting follows.

Period Highlight: 1 ■ Plan Duration ■ Actual Start ■ % Complete ■ Actual (beyond plan) ■ % Complete (beyond plan)

ACTIVITY	PLAN START	PLAN DURATION	ACTUAL START	ACTUAL DURATION	PERCENT COMPLETE	PERIODS																																							
						October					November				December				January '24				February				March				April			May			June								
						1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40
<b>Study Area 1: Shepherd/Durham Drive Cross Streets</b>	1	20	0	0	0%																																								
Task 1: Project Management	1	20	0	0	0%																																								
Task 2: Public Engagement	3	13	0	0	0%																																								
Task 3 Data Collection and Fact Book	1	7	0	0	0%																																								
Task 4 Mobility Recommendations	8	8	0	0	0%																																								
Task 5 Plan Summary & DCR Intake Prep	16	5	0	0	0%																																								
<b>Study Area 2: MKT Trail Area</b>	1	27	0	0	0%																																								
Task 1: Project Management	1	27	0	0	0%																																								
Task 2: Public Engagement	5	18	0	0	0%																																								
Task 3 Data Collection and Fact Book	1	10	0	0	0%																																								
Task 4 Mobility Recommendations	11	10	0	0	0%																																								
Task 5 Plan Summary & DCR Intake Prep	21	7	0	0	0%																																								
<b>Study Area 3: 18th, 19th, and 20th Streets</b>	14	23	0	0	0%																																								
Task 1: Project Management	14	23	0	0	0%																																								
Task 2: Public Engagement	22	14	0	0	0%																																								
Task 3 Data Collection and Fact Book	15	8	0	0	0%																																								
Task 4 Mobility Recommendations	21	10	0	0	0%																																								
Task 5 Plan Summary & DCR Intake Prep	30	7	0	0	0%																																								

# ATTACHMENT B



## SCHEDULE OF HOURLY RATES Effective August 1, 2022

### **ENGINEERING PERSONNEL**

Design Engineer I	\$125
Design Engineer II	\$145
Professional Engineer I	\$170
Professional Engineer II	\$195
Professional Engineer III	\$225
Professional Engineer IV	\$255
Professional Engineer V	\$275
Practice Leader	\$295

### **ELECTRICAL ENGINEERING PERSONNEL**

Electrical Design Engineer I	\$135
Electrical Design Engineer II	\$155
Electrical Professional Engineer I	\$185
Electrical Professional Engineer II	\$210
Electrical Professional Engineer III	\$240
Electrical Professional Engineer IV	\$270
Electrical Professional Engineer V	\$295

### **CONSTRUCTION PERSONNEL (Includes Mileage)**

Construction Manager I	\$125
Construction Manager II	\$145
Construction Manager III	\$170
Construction Manager IV	\$190
Construction Manager V	\$230
Field Project Representative I	\$ 80
Field Project Representative II	\$100
Field Project Representative III	\$120
Specialist Field Project Representative I	\$135
Specialist Field Project Representative II	\$145
Senior Specialist Field Project Representative	\$160

### **SPECIALIST**

Specialist I	\$115
Specialist II	\$145
Specialist III	\$215
Specialist IV	\$250

### **PLANNING PERSONNEL**

Planner I	\$105
Planner II	\$145
Planner III	\$175
Planner Manager	\$250

### **DESIGNERS/DRAFTING PERSONNEL**

CAD I	\$ 80
CAD II	\$100
CAD III	\$120
Designer I	\$130
Designer II	\$150
Designer III	\$170
GIS I	\$ 95
GIS II	\$130
GIS III	\$160
GIS IV	\$220

### **SURVEYING PERSONNEL**

1-Person Field Crew	\$145
2-Person Field Crew	\$195
3-Person Field Crew	\$240
4-Person Field Crew	\$270
Survey Technician I	\$100
Survey Technician II	\$110
Project Surveyor I	\$105
Project Surveyor II	\$125
Project Surveyor III	\$145
Project Surveyor IV	\$175
Chief of Survey Crews	\$150
Certified Photogrammetrist	\$175
Remote Pilot I	\$ 95
Remote Pilot II	\$130
Remote Pilot III	\$170
Visual Observer	\$ 95
LiDAR Tech	\$105
Aerial Tech	\$ 90
Registered Professional Land Surveyor	\$195
Survey Manager	\$225

### **OFFICE PERSONNEL**

Engineer's Assistant I	\$ 75
Engineer's Assistant II	\$ 85
Engineer's Assistant III	\$ 95
Admin I	\$ 75
Admin II	\$ 95
Admin III	\$125
Accounting Manager	\$130
Corporate/Project Accountant	\$110



**To:** Sherry Weesner, PE  
**From:** Jim Webb, AICP, ENV SP  
**Subject:** Work Authorization #3, Amendment 4  
**Date:** September 28, 2023

The Goodman Corporation (TGC) is providing the attached amendment to our work authorization for General Planning Support to enable the continued provision of planning services, identification of funding opportunities, and development of associated applications. This work authorization was last funded in November 2022, in the amount of \$50,000. The intention was for that allocation to last throughout calendar year 2023, however, TGC and MHRA have been more busy than anticipated this year. This year we have completed the following:

- The development and submission of two applications for safety funding through TxDOT (White Oak, Waugh);
- The development and submission of two FY24 Community Project Funding applications (sidewalks within the Districts of TX-07 and TX-18);
- The development of submission of several projects to H-GAC for initial intake into the short and long-term funding process; TGC has also begun detailed work on the W. 11<sup>th</sup> Street Shared Use Path Project.
- Development of pre-applications for the TxDOT TA process for the W. 11<sup>th</sup> Street project and for a Zone-Wide Multimodal Transportation Plan. The development and submission of a detailed application for the Transportation Plan.
- Preparing and submitting a funded METRO 5310 application for sidewalk and safety improvements at the intersections of Memorial and Shepherd Drives.

We are hopeful that many of these pursuits will be funded in the coming months.

In addition to these tasks, TGC has supported MHRA in screening many other grant opportunities as well as completing other ad hoc activities to include the development and submission of information on existing and previous grant funded projects to the City of Houston Economic Development Department.

TGC appreciates the work to date with MHRA and looks forward to continued mutual success.



**EXHIBIT "A"**

**Form of Task Order**

**Memorial Heights Redevelopment Authority (TIRZ No. 5)**

**The Goodman Corporation Work Authorization No. 3 – General Planning Support**

This WORK AUTHORIZATION authorizes consultant services to be performed by THE GOODMAN CORPORATION (the "CONSULTANT") pursuant to the Agreement for Services ("AGREEMENT") between the CONSULTANT 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 CONSULTANT shall support MHRA with general planning assistance to include infrastructure/financial planning and identifying funding opportunities.
- 2.0 SCOPE OF SERVICES: The CONSULTANT shall provide assistance in infrastructure, capital improvement and financial planning, including the identification of discretionary funding opportunities for various TIRZ initiatives. To support the activities listed above, the consultant will draft memorandums and presentations as needed, attend meetings, monitor applicable funding opportunities, and prepare grant applications as possible within the budget allocated within this WORK AUTHORIZATION.
- 3.0 FEE AND PAYMENT: The CONSULTANT shall complete the tasks in this WORK AUTHORIZATION on an hourly basis not to exceed \$75,000, for a total of \$175,000 as allocated within the WORK AUTHORIZATION since initially authorized. Rates are provided in Attachment B.
- 4.0 PROJECT SCHEDULE: The schedule for this work is to be determined.

**IN WITNESS WHEREOF**, the parties have executed this TASK ORDER as of \_\_\_\_\_, 2023.

**MEMORIAL HEIGHTS REDEVELOPMENT AUTHORITY:**

By: \_\_\_\_\_

Name: Ann Lents

Title: Board Chair

**THE GOODMAN CORPORATION**

By: \_\_\_\_\_

Name: Jim Webb, AICP, ENV SP

Title: Chief Executive Officer

**Exhibit B: The Goodman Corporation's Hourly Rates**

Subject to annual revision.

<b>Category</b>	<b>Category Rate</b>
Admin I	\$92.55
Associate I	\$94.10
Associate II	\$112.61
Associate III	\$123.40
Senior Associate I	\$138.83
Senior Associate II	\$161.97
Senior Associate III	\$177.39
Principal I	\$195.90
Principal II	\$220.58
Principal III	\$269.95
Principal Engineer	\$229.07

SUPPLEMENTAL 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, SEPTEMBER 28, 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](mailto:alyons@sklaw.us).

**TO ATTEND VIA VIDEO:**

Link: <https://us02web.zoom.us/j/87377225370?pwd=VnNKVWtVWnhFN3BUNzdpZTB0b0NW5oUT09>

Meeting ID: 873 7722 5370

Passcode: 332312

**TO ATTEND VIA AUDIO ONLY:**

Dial: 1-346-248-7799

Meeting ID: 873 7722 5370

Passcode: 332312

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

1. **Personnel matters (Retirement Savings Plans) (Authority Only):**
  - a) Adopt Resolution Regarding 457(b) Plan – CARES Act; **169**
  - b) Adopt Resolution Regarding 457(b) Plan – SECURE Act. **177**

**\*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

**THIS NOTICE OF MEETING IS INTENDED TO BE A SUPPLEMENTAL NOTICE FOR THE PURPOSE OF ADDING ADDITIONAL SUBJECTS TO THE AGENDA FOR SUCH MEETING WHICH HAS PREVIOUSLY BEEN CALLED AND FOR WHICH NOTICE THEREOF HAS PREVIOUSLY POSTED.**

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS     §  
  §  
COUNTY OF HARRIS     §

I, the undersigned officer of the Board of Directors of the Memorial-Heights Redevelopment Authority do hereby certify as follows:

1.       The Board of Directors of the Memorial-Heights Redevelopment Authority convened in Regular Session, open to the public, on September 28, 2023, at a designated meeting place within the City of Houston, and the roll was called of the duly constituted officers and members of the Board, to-wit:

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

and all of said persons were present, except Director(s) \_\_\_\_\_, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a written

**RESOLUTION REGARDING 457(b) PLAN – CARES ACT**

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

2.       That a true, full and correct copy of the aforesaid Resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; that the Resolution has been duly recorded in the Board's minutes of the meeting; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the Board as indicated therein; that each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting, and that the Resolution would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose; that the meeting was open to the public as required by law; and that public notice of the time, place and subject of the meeting was given as required by Subchapter C, Chapter 49, Texas Water Code.

PASSED AND APPROVED the 28<sup>th</sup> day of September, 2023.

\_\_\_\_\_  
Secretary

**RESOLUTION REGARDING 457(b) PLAN – CARES ACT**

WHEREAS, the Memorial-Heights Redevelopment Authority (the “Authority”), has been legally created and operates pursuant to the general laws of the State of Texas applicable to local government corporations;

WHEREAS, the Board of Directors of the Authority (the “Board”) hereby finds it in the best interests of the Authority to provide a 457(b) benefit plan (the “Plan”) for its employees; and

WHEREAS, the Board of Directors has convened on this date at a meeting open to the public and desires to provide for amendments to the Plan; NOW, THEREFORE,

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

- Section 1: The Amendment to the Plan for the CARES Act (the “Amendment”), which is contained in Exhibit “A” attached hereto, is hereby approved and adopted.
- Section 2: Sherry Weesner, as an authorized representative of the Authority, is hereby authorized and directed to execute and deliver to the Administrator of the Plan one or more counterparts of the Amendment.
- Section 3: Sherry Weesner is hereby further authorized to take such other actions, on behalf of the Authority, as may be necessary to carry out the intent and purpose of this Resolution.

PASSED AND APPROVED the 28<sup>th</sup> day of September, 2023.

\_\_\_\_\_  
Chair, Board of Directors

ATTEST:

\_\_\_\_\_  
Secretary, Board of Directors

**AMENDMENT FOR CARES ACT**

**ARTICLE 1  
PREAMBLE; DEFINITIONS**

- 1.1 **Adoption of Amendment.** The Employer adopts this Amendment to implement provisions of the Act which affect the Plan. All references to the Plan include the Plan’s loan program, policy, or procedure to the extent applicable.
- 1.2 **Superseding of inconsistent provisions.** This Amendment supersedes the provisions of the Plan to the extent those provisions are inconsistent with the provisions of this Amendment.
- 1.3 **Construction.** Except as otherwise provided in this Amendment, any Article or Section reference in this Amendment refers only to this Amendment and is not a reference to the Plan. The Article and Section numbering in this Amendment is solely for purposes of this Amendment and does not relate to the Plan article, section, or other numbering designations.
- 1.4 **Effect of restatement of Plan.** If the Employer restates the Plan then this Amendment shall remain in effect after such restatement unless the provisions in this Amendment are restated or otherwise become obsolete (e.g., if the Plan is restated onto a plan document which incorporates these provisions).
- 1.5 **Definitions.** Except as otherwise provided in this Amendment, terms defined in the Plan will have the same meaning in this Amendment. The following definitions apply specifically to this Amendment:
- A. The “**Act**” is the Coronavirus Aid, Relief, and Economic Security Act, also known as the CARES Act. This Amendment shall be interpreted and applied to comply with the Act.
  - B. A “**Qualified Individual**” means any individual who meets one or more of the criteria described in paragraphs (1), (2), (3), or (4). Participants, alternate payees and beneficiaries of deceased participants can be treated as Qualified Individuals. The Plan Administrator may rely on an individual’s certification that the individual satisfies a condition to be a Qualified Individual unless the Plan Administrator has actual knowledge to the contrary. In applying the criteria, “COVID-19” means either the virus SARS–CoV–2 or coronavirus disease 2019; “an approved test” means a test approved by the Centers for Disease Control and Prevention (including a test authorized under the Federal Food, Drug, and Cosmetic Act); and a “member of the individual’s household” means someone who shares the individual’s principal residence. The criteria are as follows:
    - (1) The individual was diagnosed with COVID-19 by an approved test;
    - (2) The individual’s spouse or dependent (as defined in Code §152) was diagnosed with COVID-19 by an approved test;
    - (3) The individual has experienced adverse financial consequences because: (a) the individual or the individual’s spouse, or a member of the individual’s household was quarantined, furloughed or laid off, or had work hours reduced due to COVID-19; (b) the individual, the individual’s spouse, or a member of the individual’s household was unable to work due to lack of childcare due to COVID-19; (c) A business owned or operated by the individual, the individual’s spouse, or a member of the individual’s household closed or reduced hours due to COVID-19; or (d) the individual, the individual’s spouse, or a member of the individual’s household had a reduction in pay (or self-employment income) due to COVID-19 or had a job offer rescinded or start date for a job delayed due to COVID-19; or
    - (4) The individual satisfies any other criteria determined by the Treasury or the IRS.

**ARTICLE 2  
IDENTIFYING INFORMATION; EMPLOYER ELECTIONS**

2.1 **Reserved.**

2.2 **Employer identifying information.**

A. Name of Employer: Memorial-Heights Redevelopment Authority

B. Name of Plan: Memorial-Heights Redevelopment Authority 457(b) Plan

C. Type of Plan (check one)

- (1)  401(k) Plan
- (2)  Profit-Sharing Plan (other than a 401(k) plan)
- (3)  Money Purchase Pension Plan
- (4)  Defined Benefit Plan (including a cash balance plan)
- (5)  403(b) Plan
- (6)  457(b) Plan sponsored by a governmental employer

2.3 **Relief for Qualified Individuals.** Will the Plan provide any or all of the following relief for Qualified Individuals: (1) Coronavirus-Related Distributions described in Article 3, (2) increased loan limits described in Section 4.2, (3) the loan repayment extension described in Section 4.3. *(Select one of (a), (b), or (c). If (c) is selected, then select one or more of (d), (e), and/or (f))*

- (a)  **No.** The Plan will not provide any of these relief provisions.
- (b)  **Yes.** The Plan will provide all of these relief provisions. The limitations on distributions described in Sections 2.3(d)(1) – (4) and the limitations on loans in Section 2.3(e)(1) – (3) and 2.3(f)(1)—(3) do not apply.
- (c)  **Some.** The Plan will provide those relief provisions selected in (d), (e), or (f) below.
- (d)  **The Coronavirus-Related Distribution provisions described in Article 3** *(If (d) is selected, the Employer may optionally select one or more of (1), (2), (3), or (4).)*
  - (1)  Coronavirus-Related Distributions are not available from an account in which the Participant is not 100% vested.
  - (2)  Coronavirus-Related Distributions may be made only from the following accounts: \_\_\_\_\_.
  - (3)  The maximum amount of Coronavirus-Related Distributions from the Plan to a Qualified Individual will not exceed: \$\_\_\_\_\_. *(Enter amount less than \$100,000.)*
  - (4)  The following additional provisions apply to Coronavirus-Related Distributions: \_\_\_\_\_.  
*(Enter limitations or restrictions which are nondiscriminatory and not subject to Employer discretion.)*
- (e)  **The increased loan limit described in Section 4.2** *(If (e) is selected, the Employer may optionally select one or more of (1), (2), or (3).)*
  - (1)  The maximum dollar amount of loans pursuant to Section 4.2 will not exceed: \$\_\_\_\_\_. *(Enter amount less than \$100,000.)*
  - (2)  The maximum percentage of the present value of the nonforfeitable accrued benefit that may be loaned pursuant to Section 4.2 will not exceed: \_\_\_\_\_%. *(Enter percentage less than 100%.)*
  - (3)  The following additional provisions apply to the increased loan limit: \_\_\_\_\_.  
*(Enter limitations or restrictions which are nondiscriminatory.)*
- (f)  **The loan repayment extension described in Section 4.3** *(If (f) is selected, the Employer may optionally select one or more of (1), (2), or (3).)*
  - (1)  The Suspension Period will begin \_\_\_\_\_ *(Enter date not before March 27, 2020)* and end \_\_\_\_\_. *(Enter date not later than December 31, 2020.)*

- (2)  The Extension Period will be \_\_\_\_\_. (Enter period, up to one year, the due date of the loan will be extended, such as "six months.")
- (3)  The following additional provisions apply to the loan repayment extension:  
\_\_\_\_\_  
(Enter limitations or restrictions which are nondiscriminatory.)

- 2.4 **RMD waivers for 2020.** Unless the Employer elects otherwise below, the provisions of Section 5.2 apply and a Participant or Beneficiary who would have been required to receive a 2020 RMD or Extended 2020 RMD will receive the distribution unless the Participant or Beneficiary chooses not to receive the distribution.
- (a)  **No RMDs without request.** The provisions of Section 5.2 apply and a Participant or Beneficiary who would have been required to receive a 2020 RMD or Extended 2020 RMD **will not** receive the distribution unless the Participant or Beneficiary chooses to receive the distribution.
  - (b)  **Split.** The provisions of Section 5.2 apply. A Participant or Beneficiary who would have been required to receive a **2020 RMD will not** receive the distribution unless the Participant or Beneficiary chooses to receive the distribution. A Participant or Beneficiary who would have been required to receive an **Extended 2020 RMD will receive** the distribution unless the Participant or Beneficiary chooses not to receive the distribution.
  - (c)  **No change to RMDs.** Payment of RMDs or Extended 2020 RMDs will be governed by the terms of the Plan without regard to this Amendment (i.e., no election is available to Participants or Beneficiaries).
  - (d)  **Describe:** \_\_\_\_\_.

For purposes of Section 5.3, the Plan will also treat the following as eligible rollover distributions in 2020: (Choose one or none of (e), (f), (g), or (h): If no election is made, then a direct rollover will be offered only for distributions that would be eligible rollover distributions without regard to Code §401(a)(9)(I):

- (e)  2020 RMDs.
- (f)  2020 RMDs and Extended 2020 RMDs.
- (g)  2020 RMDs but only if paid with an additional amount that is an eligible rollover distribution without regard to Code §401(a)(9)(I).
- (h)  Describe: \_\_\_\_\_.

The provisions of Article 5, and the elections in this Section 2.4, will be effective on the date specified in Section 2.5. unless a different date is entered here: \_\_\_\_\_ (Optional. Enter a date between March 27, 2020 and December 31, 2020. RMD distributions before the selected effective date should have followed plan terms in effect before this Amendment.)

- 2.5 **Effective Date. This Amendment is effective March 27, 2020, or as soon as practical thereafter.**

### ARTICLE 3 CORONAVIRUS-RELATED DISTRIBUTIONS

- 3.1 **Application.** This Article 3 will apply if Section 2.3(b) or Section 2.3(d) is selected.
- 3.2 **Coronavirus-Related Distribution(s).** Subject to the provisions described in Section 2.3(d)(4), if any, a Qualified Individual may take one or more Coronavirus-Related Distributions. The accounts from which the amount may be distributed shall be limited if selected in Sections 2.3(d)(1) and (2). However, if the Plan is a Defined Benefit Plan, and the Qualified Individual has not separated from service, the Qualified Individual may not take a Coronavirus-Related Distribution prior to attaining the earlier of Normal Retirement Age or age 59½. The provisions of this Section will apply notwithstanding any limitation in the Plan on partial distributions or any otherwise applicable plan or administrative limits on the number of allowable distributions.
- 3.3 **Repayment of distribution.** If the Plan permits a Participant to make rollover contributions, then a such a Participant who received a Coronavirus-Related Distribution (from this Plan and/or another eligible retirement plan as defined in Code §402(c)(8)(B)), at any time during the 3-year period beginning on the



day after receipt of the distribution, may make one or more contributions to the Plan, as rollover contributions, in an aggregate amount not to exceed the amount of such distribution.

- 3.4 **Definition of Coronavirus-Related Distribution.** A “Coronavirus-Related Distribution” means a distribution to a Qualified Individual during the period beginning January 1, 2020 and ending December 30, 2020. The total amount of Coronavirus-Related Distributions to a Qualified Individual pursuant to this Amendment from all plans maintained by the Employer, or any related employer described in Code §414(b), (c), (m), or (o), shall not exceed \$100,000, (or such lesser amount specified in Section 2.3(d)(3)). The Coronavirus-Related Distributions from the Plan to a Qualified Individual will not exceed the amount of the individual’s vested account balance or the present value of the individual’s vested accrued benefit.

**ARTICLE 4  
PARTICIPANT LOAN RELIEF**

- 4.1 **Application.** This Article 4 will apply only if the Plan permits participant loans. Section 4.2 will apply if Section 2.3(b) or Section 2.3(e) is selected. Section 4.3 will apply if Section 2.3(b) or Section 2.3(f) is selected.
- 4.2 **Increased loan limit.** Notwithstanding the loan limitation that otherwise would apply, the Plan will determine the loan limit under Code §72(p)(2)(A) for a loan to a Qualified Individual, made during the period beginning March 27, 2020 and ending September 22, 2020, by substituting “\$100,000” (or such lesser amount specified in Section 2.3(e)(1)) for “\$50,000,” and by substituting “100% (or such lesser percentage specified in Section 2.3(e)(2)) of the present value of the nonforfeitable accrued benefit of the employee under the Plan” for “one-half of the present value of the nonforfeitable accrued benefit of the employee under the Plan” (or its equivalent). The provisions described in Section 2.3(e)(3), if any, will apply in connection with loans to Qualified Individuals.
- 4.3 **Extension of certain repayments.** If a Qualified Individual has an outstanding loan from the Plan on or after March 27, 2020, then: (1) if the date for any repayment of such loan occurs during the Suspension Period, the due date is extended for the Extension Period; (2) the due date of the loan will be extended by the Extension Period; (3) the Plan will adjust any subsequent repayments to reflect the extension of the due date and any interest accrued during the Suspension Period; and (4) the Plan will disregard the Extension Period in determining the 5-year period and the loan term under Code §72(p)(2)(B) or (C). The provisions described in Section 2.3(f)(3), if any, will apply in connection with the suspension and extension described in this Section. The Suspension Period, unless otherwise specified in Section 2.3(f)(1), will begin March 27, 2020 and end December 31, 2020. The Extension Period, unless otherwise specified in Section 2.3(f)(2) will be one year. The provisions of this Section 4.3 will be applied in accordance with Section 5.B. of Notice 2020-50, or any subsequent applicable guidance, and the adjustment described in (3) may reflect the “safe harbor” described therein.

**ARTICLE 5  
WAIVER OF 2020 REQUIRED MINIMUM DISTRIBUTIONS (RMDs)**

- 5.1 **Application.** This Article 5 will apply only to defined contribution plans, including 401(k) Plans, Profit-Sharing Plans, Money Purchase Pension Plans, 403(b) Plans, and 457(b) Plans sponsored by governmental employers. The definitions in Section 5.4 will apply in interpreting Section 2.4.
- 5.2 **Waiver; default provision.** This Section 5.2 will apply unless Section 2.4(c) is selected or to the extent 2.4(d) overrides it. Notwithstanding the provisions of the Plan relating to RMDs, whether a Participant or Beneficiary who would have been required to receive 2020 RMDs, and who would have satisfied that requirement by receiving distributions that are (1) equal to the 2020 RMDs, or (2) Extended 2020 RMDs will receive those distributions is determined in accordance with the option chosen in Section 2.4. Notwithstanding the option chosen in Section 2.4, a Participant or Beneficiary will be given an opportunity to make an election as to whether or not to receive those distributions. If the Plan permits a Beneficiary of a

deceased Participant to make the election to use the 5-year rule or the life expectancy rule, the deadline to make the election may be extended to reflect the adoption of Code §401(a)(9)(I).

- 5.3 **Direct rollovers.** Notwithstanding the provisions of the Plan relating to required minimum distributions under Code §401(a)(9), and solely for purposes of applying the direct rollover provisions of the Plan, certain additional distributions in 2020, as elected by the Employer in Section 2.4, will be treated as eligible rollover distributions. If no election is made by the Employer in Section 2.4, then a direct rollover will be offered only for distributions that would be eligible rollover distributions without regard to Code §401(a)(9)(I).
- 5.4 **Definitions. “RMDs”** means required minimum distributions described in Code §401(a)(9). **“2020 RMDs”** means required minimum distributions the Plan would have been required to distribute in 2020 (or permitted to pay in 2021 for the 2020 calendar year for a Participant with a required beginning date of April 1, 2021) but for the enactment of Code §401(a)(9)(I). **“Extended 2020 RMDs”** means one or more payments in a series of substantially equal distributions (that include the 2020 RMDs) made at least annually and expected to last for the life (or life expectancy) of the Participant, the joint lives (or joint life expectancy) of the Participant and the Participant’s designated Beneficiary, or for a period of at least 10 years.
- 5.5 **Installment payments.** A Participant or Beneficiary receiving payment of 2020 RMDs or 2020 Extended RMDs pursuant to this Article 5 may receive them in any method (including installments or partial distributions) which would have been permitted under the terms of the Plan if the amounts would have been RMDs but for the enactment of Code §401(a)(9)(I).

\* \* \* \* \*

This Amendment has been executed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

Name of Plan: Memorial-Heights Redevelopment Authority 457(b) Plan

Name of Employer: Memorial-Heights Redevelopment Authority

By: \_\_\_\_\_  
EMPLOYER

**CERTIFICATE OF ADOPTING RESOLUTION**

The undersigned authorized representative of Memorial-Heights Redevelopment Authority (the Employer) hereby certifies that the following resolution was duly adopted by Employer on the date specified below, and that such resolution has not been modified or rescinded as of the signature date below.

**RESOLVED**, the Amendment to Memorial-Heights Redevelopment Authority 457(b) Plan for the CARES Act (the Amendment) is hereby approved and adopted; and

**FURTHER RESOLVED**, that an authorized representative of the Employer is hereby authorized and directed to execute and deliver to the Plan Administrator the Amendment and to take any and all actions as it may deem necessary to effectuate this resolution.

The undersigned further certifies that attached hereto is a copy of the Amendment approved and adopted in the foregoing resolution.

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

\_\_\_\_\_  
[print name/title]

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS     §  
  §  
COUNTY OF HARRIS     §

I, the undersigned officer of the Board of Directors of the Memorial-Heights Redevelopment Authority do hereby certify as follows:

1.       The Board of Directors of the Memorial-Heights Redevelopment Authority convened in Regular Session, open to the public, on September 28, 2023, at a designated meeting place within the City of Houston, and the roll was called of the duly constituted officers and members of the Board, to-wit:

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

and all of said persons were present, except Director(s) \_\_\_\_\_, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a written

**RESOLUTION REGARDING 457(b) PLAN – SECURE ACT**

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

2.       That a true, full and correct copy of the aforesaid Resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; that the Resolution has been duly recorded in the Board's minutes of the meeting; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the Board as indicated therein; that each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting, and that the Resolution would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose; that the meeting was open to the public as required by law; and that public notice of the time, place and subject of the meeting was given as required by Subchapter C, Chapter 49, Texas Water Code.

PASSED AND APPROVED the 28<sup>th</sup> day of September, 2023.

\_\_\_\_\_  
Secretary

**RESOLUTION REGARDING 457(b) PLAN – SECURE ACT**

WHEREAS, the Memorial-Heights Redevelopment Authority (the “Authority”), has been legally created and operates pursuant to the general laws of the State of Texas applicable to local government corporations;

WHEREAS, the Board of Directors of the Authority (the “Board”) hereby finds it in the best interests of the Authority to provide a 457(b) benefit plan (the “Plan”) for its employees; and

WHEREAS, the Board of Directors has convened on this date at a meeting open to the public and desires to provide for amendments to the Plan; NOW, THEREFORE,

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

- Section 1: The Amendment to the Plan for the SECURE Act (the “Amendment”), which is contained in Exhibit “A” attached hereto, is hereby approved and adopted.
- Section 2: Sherry Weesner, as an authorized representative of the Authority, is hereby authorized and directed to execute and deliver to the Administrator of the Plan one or more counterparts of the Amendment.
- Section 3: Sherry Weesner is hereby further authorized to take such other actions, on behalf of the Authority, as may be necessary to carry out the intent and purpose of this Resolution.

PASSED AND APPROVED the 28<sup>th</sup> day of September, 2023.

\_\_\_\_\_  
Chair, Board of Directors

ATTEST:

\_\_\_\_\_  
Secretary, Board of Directors

## AMENDMENT TO IMPLEMENT SECURE ACT AND OTHER LAW CHANGES

### MEMORIAL-HEIGHTS REDEVELOPMENT AUTHORITY 457(B) PLAN

#### ARTICLE 1 PREAMBLE

- 1.1 **Adoption and effective date of Amendment.** The Employer hereby adopts this Amendment to the Employer's Plan. Each Article specifies the effective date of its provisions. Also see Section 1.5.
- 1.2 **Superseding of inconsistent provisions.** This Amendment supersedes the provisions of the Plan to the extent those provisions are inconsistent with the provisions of this Amendment. Except as otherwise provided in this Amendment, terms defined in the Plan will have the same meaning in this Amendment. Most Articles include definitions which are specific to that Article. Also see Section 1.6.
- 1.3 **Numbering.** Except as otherwise provided in this Amendment, any "Section" reference in this Amendment refers only to this Amendment and is not a reference to the Plan. The Article and Section numbering in this Amendment is solely for purposes of this Amendment, and does not relate to the Plan article, section, or other numbering designations.
- 1.4 **Intention; Construction.** The purpose of this amendment is to amend the Plan in accordance with pension-related provisions of the Further Consolidated Appropriations Act of 2019 ("FCAA") in general, and Division O of that Act, the Setting Every Community Up for Retirement Enhancement Act of 2019 ("SECURE"), in specific. It also addresses a provision of the Bipartisan American Miners Act ("BAMA"), which is also part of FCAA, as well as a section of the Coronavirus Aid, Relief, and Economic Security Act ("CARES"). The provisions of this Amendment shall be interpreted and applied to be consistent with FCAA and CARES and IRS guidance issued in connection therewith, whether such guidance is issued before or after the date of this amendment.
- 1.5 **Effect of subsequent restatement or amendment of Plan.** If the Employer restates the Plan, then this Amendment shall remain in effect after such restatement unless the provisions in this Amendment are restated or otherwise become obsolete (e.g., if the Plan is restated onto a plan document which incorporates these provisions). Some Articles in this amendment may not apply to a particular plan at the time the Amendment is executed but they will apply in the future based on subsequent amendments.
- 1.6 **Preservation of prior amendments.** If the Employer previously amended the Plan after December 20, 2019 to implement a provision contained in one or more Articles of this Amendment, that prior amendment shall remain in effect and will not be superseded by this Amendment, unless Section 1.6(a) is selected. For example, if the Employer previously adopted an amendment to implement the BAMA provisions of Article 10, that amendment remains in effect, notwithstanding the provisions of this Amendment, unless Section 1.6(a) is selected.

(a) [ ] This amendment supersedes all prior inconsistent amendments of the Plan.

#### ARTICLE 2 INSTRUCTIONS; ELECTIONS

- 2.1 **Instructions.** Select 2.3a if all defaults are accepted. Select 2.3b and as applicable 2.4 - 2.10 if the Employer wishes to select other than the default for a particular provision.
- 2.2 **Reserved.**
- 2.3 **Operating Elections.** Many subsequent Articles of this Amendment refer to elections appearing in this Article 2. Each of Sections 2.4 through 2.10 refers to a corresponding Article. For example, Section 2.4 has the elections related to Article 4. The definitions in those Articles apply to the elections in the corresponding Section of this Article 2, and those elections have the same effective date as the corresponding Article. Each Section of this Article lists the default provisions which will apply if no election is made. If you accept the default(s), there is no need to complete the Section. There are no elective provisions which apply to Article 3 or Articles 11 through 16. The following are the defaults and a summary of the Articles for which there are no elections.
- Article 3. Reserved.
  - Article 4. QBADs are not permitted.
  - Article 5. Distributions of RMDs will not begin before a Participant turns 72.
  - Article 6. The Plan will apply its RMD provisions with respect to the 5-year rule in administering the 10-year rule.
  - Article 7. RMDs subject to 5-Year Rule for participants who died from 2015 through 2019 are extended one year unless the beneficiary objects.
  - Article 8. Reserved.
  - Article 9. Reserved.
  - Article 10. The amendment does not modify the minimum age for in-service distributions.
  - Article 11. Administrative policy can permit distributions of Discontinued Lifetime Income Investments.
  - Article 12. Updated RMD tables and 2022 transition.
  - Article 13. Reserved.
  - Article 14. Reserved.

- Article 15. Reserved.
- Article 16. Deemed IRA accounts are not subject to maximum age.

**Check (a) or (b).**

- (a)  All defaults apply. *Skip the rest of Article 2 and sign the amendment.*
- (b)  One or more defaults do not apply. *Complete those sections in Article 2 for which you do not accept the default; then sign the amendment.*

2.4 **Article 4 – Birth/Adoption Distributions.** In the absence of an election below, Article 4 does NOT apply. To permit QBADs (Qualified Birth and Adoption Distributions), check (a). If QBADs are available, they apply to all accounts except as provided in Article 4 or in elections (b), (c), (d) or (e). *(Select all that apply.)*

- (a)  Article 4 applies effective January 1, 2020, unless a different date is selected in (1) below.
  - (1)  \_\_\_\_\_ *(Enter date after December 31, 2019.)*
- (b)  QBADs may only be made from accounts in which the Participant is fully vested.
- (c)  QBADs are not available if the Participant has severed employment.
- (d)  Describe additional limitations: \_\_\_\_\_ *(must be definitely determinable and not subject to discretion)*
- (e)  QBADs are available from the following Accounts: Permitted from all accounts, other than pension accounts (subject to spousal consent rules) and Employer Stock *(must be definitely determinable and not subject to discretion)*

2.5 **Article 5 – RMD Timing.** Unless Section 2.5(a) is selected, distribution of RMDs will begin for Affected Participants no sooner than April 1 of the calendar year following the year the Participant attains age 72.

- (a)  Distribution of RMDs to Affected Participants will NOT be delayed on account of this Amendment (i.e., distributions will generally commence no later than April 1 of the calendar year following the year the Affected Participant attains age 70 1/2), in accordance with Section 5.5. This election is effective for distributions after December 31, 2019, except as specified below *(Optional: select either or both of (1) or (2))*:
  - (1)  Section 5.5 is effective for distributions after \_\_\_\_\_ and prior to the earlier of January 1, 2022 or the date entered in 2.5(a)(2). *(Enter date on or after December 31, 2019.)*
  - (2)  Section 5.5 is repealed for distributions after \_\_\_\_\_ *(enter date on or after the date entered in 2.5(a)(1) and before January 1, 2022)*, subject to the anti-cutback rule of Code §411(d)(6) to the extent applicable.

2.6 **Article 6 – 10-Year Rule for Beneficiary RMDs.** RMDs to an Eligible Designated Beneficiary of a Participant who dies prior to the Participant's RBD will be made as elected below. In the absence of an election in Section 2.6, the Plan's provisions about Beneficiary elections with regard to the 5-Year Rule will apply, substituting the 10-Year Rule for the 5-Year Rule.

- (a)  **Beneficiary election.** The Eligible Designated Beneficiary may elect application of the 10-Year Rule or the Life Expectancy rule. If the Beneficiary does not make a timely election *(Select one of (1) or (2))*:
  - (1)  **10-year rule.** The 10-year rule applies to the Eligible Designated Beneficiary.
  - (2)  **Life Expectancy Rule.** The Life Expectancy rule applies to the Eligible Designated Beneficiary.
- (b)  **10-year rule.** The 10-year rule applies to the Eligible Designated Beneficiary.
- (c)  **Life Expectancy rule.** The Life Expectancy rule applies to the Eligible Designated Beneficiary.
- (d)  **Shorter Period.** The entire interest of the Eligible Designated Beneficiary will be distributed no later than December 31 of the \_\_\_\_\_ *(enter a number of years, not exceeding "tenth")* year following the year of the Participant's death.
- (e)  **Other:** *(Describe, e.g., the 10-Year Rule applies to all Beneficiaries other than a surviving spouse Beneficiary.)*  
\_\_\_\_\_

2.7 **Article 7 – CARES RMD Waivers; 5-Year Rule.** Unless the Employer elects otherwise below, beneficiaries of Applicable Participant Accounts will have the option to extend distribution under the 5-Year Rule by one year, and in the absence of a beneficiary election the extension will apply.

- (a)  **No extension without request.** The provisions of Section 7.2 apply but in the absence of a beneficiary election the extension will NOT apply.
- (b)  **Not Apply.** Article 7 will NOT apply to this Plan.

2.8 **Article 8 – Reserved.**

2.9 **Article 9 – Reserved.**

2.10 **Article 10 – In-Service Distributions.** In the absence of an election below, Article 10 does NOT apply. To permit in-service distributions at age 59 1/2, check (a). Check (b) to specify an age greater than 59 1/2. If Article 10 applies, it applies to all Accounts except as limited in Article 10.

- (a)  Article 10 applies effective on or after the first day of the first plan year beginning after December 31, 2019, unless a different date is selected in (1) below.

- (1) [ ] \_\_\_\_\_ . (Enter date on or after the first day of the first plan year beginning after December 31, 2019.)
- (b) [ ] Age at which in-service distributions are permitted \_\_\_\_\_. (Enter age greater than 59 1/2.) This provision applies effective on or after the first day of the first plan year beginning after December 31, 2019, unless a different date is selected in (1) below.
- (1) [ ] \_\_\_\_\_ . (Enter date on or after the first day of the first plan year beginning after December 31, 2019.)

**ARTICLE 3  
RESERVED**

**ARTICLE 4  
BIRTH/ADOPTION DISTRIBUTIONS – SECURE Act §113**

- 4.1 **Application.** This Article 4 will apply only if the Employer elects in Section 2.4(a) for this Article 4 to apply, effective on the date specified in Section 2.4(a).
- 4.2 **Distribution Authorized.** Except as limited by Section 2.4 (b), (c), (d), (e), a Participant may request a distribution of up to \$5,000 (per child or Eligible Adoptee) as a QBAD. The Participant may request the distribution whether or not the Participant has severed employment unless Section 2.4(c) is selected. This \$5,000 limit shall be reduced by QBADs to the Participant made with respect to the same child or Eligible Adoptee by other plans maintained by the Employer or a related employer described in Code §414(b), (c), (m), or (o). The Plan Administrator may adopt a policy imposing frequency limitations or other reasonable administrative conditions for QBADs.
- 4.3 **Definitions.** The following definitions apply for this Article 4 and Section 2.4:
- (a) A "**QBAD**" is a Qualified Birth or Adoption Distribution described in Code §72(t)(2)(H)(iii). A QBAD must be made during the 1-year period beginning on the date on which a child of the Participant is born or on which the legal adoption of an Eligible Adoptee by the Participant is finalized.
- (b) An "**Eligible Adoptee**" is an individual, other than a child of the Participant's spouse, who has not attained age 18 or is physically or mentally incapable of self-support. An individual is considered physically or mentally incapable of self-support if that individual is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or to be of long-continued and indefinite duration. This provision shall be applied in a manner consistent with Part D of IRS Notice 2020-68.
- 4.4 **Rollover.** A Participant who received one or more QBADs from this Plan may, if the Plan then permits the Participant to make rollover contributions, make one or more contributions in an aggregate amount not to exceed the amount of such QBADs. The Plan will treat such a contribution as a rollover contribution made by direct trustee-to-trustee transfer within 60 days of distribution.
- 4.5 **Reliance.** The Plan Administrator may rely on an individual's reasonable representation that the individual is eligible to receive a QBAD unless the Plan Administrator has actual knowledge to the contrary.
- 4.6 **Status.** A QBAD is not an eligible rollover distribution for purpose of the obligation to permit a direct rollover under Code §401(a)(31), the notice requirement of Code §402(f), or the mandatory withholding rules of Code §3405(c)(1).

**ARTICLE 5  
REQUIRED BEGINNING DATE – SECURE Act §114**

- 5.1 **Application.** This Article 5 will apply to all plans, regardless of type. It is effective with regard to RMDs required to be made after December 31, 2019.
- 5.2 **Delay of Required Beginning Date.** An Affected Participant's RBD shall not be earlier than April 1 of the calendar year following the year the Affected Participant attains age 72. For purposes of determining an Affected Participant's RBD, an Affected Participant will be treated as a more than 5% owner if the Participant was a 5-percent owner (as defined in Code §416(i)(1)(B)) as to the Plan Year ending in the calendar year the Participant attains age 72.
- 5.3 **Spousal Distributions.** If an Affected Participant dies prior to the Participant's RBD, and the Participant's sole Designated Beneficiary is the Participant's surviving spouse, then the RMDs to the surviving spouse will begin by December 31 of the calendar year immediately following the calendar year in which the Participant died, or by December 31 of the calendar year in which the Participant would have attained age 72, if later. However, this Section will apply only if the Plan, prior to this Amendment, permitted a surviving spouse to delay RMD distributions to December 31 of the calendar year in which the Participant would have attained age 70 1/2.
- 5.4 **Definitions.** The following definitions apply for this Article 5 and Section 2.5:
- (a) A Participant is an "**Affected Participant**" if the Participant was born after June 30, 1949.
- (b) An "**RMD**" is a Required Minimum Distribution as described in Code §401(a)(9).



(c) A Participant's "RBD" is the Participant's Required Beginning Date as described in Code §401(a)(9)(C), as amplified by Section 5.2.

5.5 **Optional Distribution Timing.** If the Employer elects in Section 2.5(a) for this Section 5.5 to apply, the timing and form of distributions to an Affected Participant will be determined as though this Article 5 had not been adopted. Distributions pursuant to this paragraph, which are not RMDs, will be treated as eligible rollover distributions for purposes of the direct rollover provisions of Code §401(a)(31). This Section 5.5 will no longer be effective for distributions after December 31, 2021, or, if earlier, the date specified in Section 2.5(a)(2).

## ARTICLE 6 BENEFICIARY RMDS – SECURE Act §401

6.1 **Application.** This Article 6 will apply to all plans. This Article will not apply to qualified annuities described in SECURE Act §401(b)(4)(B).

6.2 **Effective Date.** Except as provided in Section 6.4, Article 6 will apply to Participants who die on or after the Effective Date of this Article. Generally, the Effective Date of this Article is January 1, 2022. The Effective Date of this Article 6 in the case of a collectively-bargained plan will be the date determined in SECURE Act §401(b)(2). See Section 6.5 regarding the limited application of this Article to certain accounts of Participants who died before the Effective Date of this Article.

6.3 **Death before RBD.** If the Participant dies before the Participant's RBD, the Plan will distribute or commence distribution of the Participant's Vested Accrued Benefit not later than as follows:

- (a) **No Designated Beneficiary.** If there is no Designated Beneficiary as of September 30 of the year following the calendar year of the Participant's death, the Beneficiary's entire interest will be distributed under the 5-Year Rule.
- (b) **Eligible Designated Beneficiary.** If the distributee of a Participant's account is an Eligible Designated Beneficiary, the Beneficiary's entire interest will be distributed under the Life Expectancy Rule unless the 10-Year Rule applies. The Employer may elect application of the Life Expectancy rule or the 10-Year Rule in Section 2.6. In the absence of an election in Section 2.6, the Plan's provisions with regard to election of the 5-Year Rule will apply, substituting the 10-Year Rule for the 5-Year Rule. A permitted Beneficiary election must be made no later than the earlier of December 31 of the calendar year in which distribution would be required to begin under the Life Expectancy Rule, or by December 31 of the calendar year which contains the tenth anniversary of the Participant's (or, if applicable, surviving spouse's) death.
- (c) **Other Designated Beneficiaries.** If the distributee of the Participant's account is a Designated Beneficiary who is not an Eligible Designated Beneficiary, then the Beneficiary's entire interest will be distributed under the 10-Year Rule.
- (d) **10-Year Rule.** If distribution of a deceased Participant's account thereof is subject to the "10-Year Rule," then the Plan will distribute the account in full no later than December 31 of the tenth year following the year of the Participant's death. No RMDs are required to be distributed from the account prior to that date.

6.4 **Death after RBD.** If the Participant dies on or after the Participant's RBD, the Participant's remaining interest will be distributed at least as rapidly as under the method of distribution being used as of the date of the participant's death, using the Life Expectancy Rule, as, and to the extent, provided by applicable guidance. If the Beneficiary is a Designated Beneficiary that is not an Eligible Designated Beneficiary, the Plan will distribute the remaining account in full no later than December 31 of the tenth year following the year of the Participant's death.

6.5 **Beneficiary Death.** If an Eligible Designated Beneficiary receiving distributions under the Life Expectancy Rule dies before receiving distribution of the Beneficiary's entire interest in the Participant's account, the Plan will distribute that interest in full no later than December 31 of the 10<sup>th</sup> year following the year of the Eligible Designated Beneficiary's death. Similarly, if a Participant died before the Effective Date of this Article 6, and the beneficiary died after such Effective Date, but prior to receiving full distribution of the beneficiary's interest, the Plan will distribute that interest in full no later than December 31 of the tenth year following the year of the beneficiary's death.

6.6 **Age of Majority.** If a child of the Participant was receiving distributions under the Life Expectancy rule, when the child reaches the age of Majority, the Plan will distribute the child's account in full no later than 10 years after that date, provided the child is not otherwise an Eligible Designated Beneficiary, such as a disabled or chronically ill individual.

6.7 **Definitions; operating rules.** The following definitions and operating rules apply for this Article 6 and Section 2.6:

- (a) An "RMD" is a Required Minimum Distribution as described in Code §401(a)(9).
- (b) A Participant's "RBD" is the Participant's Required Beginning Date as described in Code §401(a)(9)(C) and the Plan. Also see Section 5.2.
- (c) A distributee of a Participant's account is a "Designated Beneficiary" if the distributee is an individual or trust who is a beneficiary of the account (whether pursuant to a designation by the Participant or application of the Plan terms) and who is a designated beneficiary under Code §401(a)(9) and Treas. Reg. §1.401(a)(9)-4, Q&As-4 and -5.

- (d) An individual is an "**Eligible Designated Beneficiary**" of a Participant if the individual qualifies as a Designated Beneficiary and is (1) the Participant's spouse, (2) the Participant's child who has not reached the age of Majority, (3) an individual not more than 10 years younger than the Participant, (4) a disabled individual, as defined in Code §72(m)(7), or (5) an individual who has been certified to be chronically ill (as defined in Code §7702B(c)(2)) for a reasonably lengthy period, or indefinitely. Certain trusts may be treated as Eligible Designated Beneficiaries pursuant to Code §401(a)(9)(H)(iv) and (v).
- (e) Whether a child has reached the age of "**Majority**" is determined under Code §401(a)(9)(F) and applicable regulations and guidance issued thereunder.
- (f) The "**Life Expectancy Rule**" for distributing RMDs is described in Code §401(a)(9)(B)(iii) and is further described in the Plan.
- (g) The "**5-Year Rule**" for distributing RMDs is described in Code §401(a)(9)(B)(ii) and is further described in the Plan.
- (h) The "**10-Year Rule**" is described in Section 6.3(d).
- (i) **Shorter period.** Section 2.6(e) may specify a shorter period to be used in place of the tenth year after the death of a Participant or Beneficiary.
- (j) **Separate share rule.** All references in this Article to a Participant's Account and a Beneficiary's interest in that account will be applied separately to each separate account determined under Treas. Reg. §1.401(a)(9)-8, Q&A 2 and 3, and Code §401(a)(9)(H)(iv).

**ARTICLE 7  
EXTENSION OF 5-YEAR RULE FOR RMDs – CARES §2203**

- 7.1 **Application.** This Article 7 does not apply if the Employer has selected Section 2.7(b); otherwise, it is effective January 1, 2020.
- 7.2 **Waiver; default provision.** The beneficiary of an Applicable Participant Account will have the option to extend the deadline to distribute the account for one year. The default in the absence of a beneficiary election will be to extend the distribution, unless the Employer elects in Section 2.7(a) for the default to be not to extend unless the beneficiary requests it.
- 7.3 **Definitions.** The following definitions apply for this Article 7 and Section 2.7:
  - (a) "**RMDs**" means required minimum distributions described in Code §401(a)(9).
  - (b) The "**5-Year Rule**" for distributing RMDs is described in Code §401(a)(9)(B)(ii) and is further described in the Plan.
  - (c) "**Applicable Participant Account**" means the remaining account of a Participant who died during the years 2015-2019, to the extent the account is subject to the 5-Year Rule.

**ARTICLE 8  
RESERVED**

**ARTICLE 9  
RESERVED**

**ARTICLE 10  
IN-SERVICE PENSION DISTRIBUTIONS – BAMA §104**

- 10.1 **Application.** This Article 10 will apply if the Employer elects in Section 2.10 for this Article 10 to apply, effective on the date specified in Section 2.10(a).
- 10.2 **Distribution at 59 1/2.** A Participant can take an in-service distribution at age 59 1/2, or, if later, the age (if any) specified in Section 2.10(b). Such a distribution will be limited to the vested portion of the Participant's accrued benefit or account and will be subject to all Plan provisions related to in-service distributions. The Plan can operationally permit distributions as early as January 1 of the calendar year the Participant attains 59 1/2 (or such later age).
- 10.3 **Limited application to Profit-Sharing Plans.** If the Employer elects in Section 2.10 for this Article 10 to apply, this Article 10 will apply to an account in a 401(k) Plan or a Profit-Sharing Plan which holds assets transferred from a Money Purchase Pension Plan or a Defined Benefit Plan.

**ARTICLE 11  
DISTRIBUTIONS OF DISCONTINUED LIFETIME INCOME INVESTMENTS – SECURE §109**

- 11.1 **Application.** This Article 11 is effective for Plan Years beginning after December 31, 2019.
- 11.2 **Distributions authorized.** The Plan Administrator may authorize Participants to request, and as soon as practical after a Participant makes the request, the Plan will make a distribution of a Discontinued Lifetime Income Investment. Distribution under this Article is limited to the 90-day period prior to the date on which the Lifetime Income Investment is no longer

authorized to be held as an investment option under the Plan. Such distribution will be in the form of a Qualified Distribution, or in the form of a Qualified Plan Distribution Annuity Contract, as determined by the Plan Administrator. The Plan Administrator will administer this section in a reasonable, nondiscriminatory manner, and may authorize distributions of some Discontinued Lifetime Income Investments and not others.

- 11.3 **Definitions.** The terms "Lifetime Income Investment," "Qualified Distribution" and "Qualified Plan Distribution Annuity Contract" have the meanings set forth in Code §401(a)(38)(B). A "Discontinued Lifetime Income Investment" is a Lifetime Income Investment which will no longer be authorized to be held as an investment option under the Plan.

**ARTICLE 12  
UPDATED LIFE EXPECTANCY TABLES – TREAS. REG. §1.401(a)(9)-9**

- 12.1 **Application.** This Article 12 will apply to all plans and is effective for distribution calendar years beginning on or after January 1, 2022.
- 12.2 **New RMD Tables.** Any Plan reference to the life expectancy tables detailed in Treas. Reg. §1.401(a)(9), such as the Uniform Life Table, the Single Life Table, or the Joint and Last Survivor Table, refers to these tables as published in Treas. Reg. §1.401(a)(9)-9 from time to time, and is subject to adjustment as described in Treas. Reg. §1.401(a)(9)-9(f).

**ARTICLE 13  
RESERVED**

**ARTICLE 14  
RESERVED**

**ARTICLE 15  
RESERVED**

**ARTICLE 16  
REPEAL OF DEEMED IRA MAXIMUM AGE – SECURE §107**

- 16.1 **Application.** This Article 16 will apply only if the Plan permits deemed IRA contributions (sometimes called "designated IRA" contributions) described in Code §408(q). It is effective January 1, 2020.
- 16.2 **No Maximum Age.** To the extent the Plan otherwise permits a Participant to make deemed IRA contributions, the Participant may make such contributions regardless of whether the Participant has attained age 70 1/2 or any other age.

This Amendment has been executed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

Name of Plan: Memorial-Heights Redevelopment Authority 457(b) Plan

Name of Employer: Memorial-Heights Redevelopment Authority

By: \_\_\_\_\_  
EMPLOYER

**CERTIFICATE OF ADOPTING RESOLUTION**

The undersigned authorized representative of Memorial-Heights Redevelopment Authority (the Employer) hereby certifies that the following resolution was duly adopted by Employer on the date specified below, and that such resolution has not been modified or rescinded as of the date hereof:

RESOLVED, the Amendment to Implement SECURE Act and Other Law Changes to the Memorial-Heights Redevelopment Authority 457(b) Plan (the Amendment) is hereby approved and adopted and that an authorized representative of the Employer is hereby authorized and directed to execute and deliver to the Plan Administrator the Amendment and to take any and all actions as it may deem necessary to effectuate this resolution.

The undersigned further certifies that attached hereto is a copy of the Amendment approved and adopted in the foregoing resolution.

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

\_\_\_\_\_  
[print name/title]