


CERTIFICATE OF POSTING

I, LRODRIGUEZ, do hereby certify that on the 20 day of FEB, 2017, at 12:15 a.m./p.m., I posted a copy of the attached Notice of Joint Meeting of the Board of Directors of **MIDTOWN REDEVELOPMENT AUTHORITY AND REINVESTMENT ZONE NUMBER TWO CITY OF HOUSTON, TEXAS**, on a bulletin board at a place convenient to the public at the City Hall of the City of Houston, Texas and that said Notice was posted at least seventy-two (72) hours prior to the scheduled time of said meeting.

Executed this 20 day of FEB 2017.



(Signature)



**MIDTOWN REDEVELOPMENT AUTHORITY
and**

**REINVESTMENT ZONE NUMBER TWO, CITY OF HOUSTON, TEXAS
(ALSO KNOWN AS THE MIDTOWN REINVESTMENT ZONE)**

**TO: THE BOARD OF DIRECTORS OF THE MIDTOWN REDEVELOPMENT AUTHORITY
AND THE MIDTOWN REINVESTMENT ZONE AND TO ALL OTHER INTERESTED
PERSONS:**

Notice is hereby given that the Board of Directors of the Midtown Redevelopment Authority (the "Authority") will hold a **joint** regular meeting, open to the public, with the Board of Directors of the Midtown Reinvestment Zone to be held on **Thursday, February 23, 2017 12:30 P.M.** on the 3rd Floor of the Houston Technology Center Phase II, 410 Pierce Street, Suite 355, Houston, Texas. The Board of Directors of each of the Authority and the Midtown Reinvestment Zone will (i) consider, present and discuss orders, resolutions or motions; (ii) adopt and approve such orders, resolutions or motions; and (iii) take other actions as may be necessary, convenient or desirable, with respect to the following matters:

AGENDA

1. Call to Order and Introduction of Guests.
2. Public Comment.
3. Consent Agenda for the Midtown Reinvestment Zone:
 - a. Minutes of the Midtown Reinvestment Zone for January 12, 2017.
4. Consent Agenda for the Authority:
 - a. Minutes for January 12, 2017;
 - b. Monthly financial report for January 2017;
 - c. Invoices from Trustee and Operating Accounts for February 2017.
5. Agreed Upon Procedures Audit FY 2016.
6. Engagement Letter for FY 2017 & 2018 Financial and Agreed Upon Procedures Audits.
7. Contract with FordMomentum for Phase II.
8. Mid-Main Lofts and Parking Garage Presentation - Mid-Main Partners.
9. Agreement with HMWK, LLC.
10. Midtown Affordable Housing Program:
 - a. Real Estate Acquisition Resolution
 - b. Presentation by CCPPI

- c. Update on Affordable Housing Program
- d. Engagement of Cole Klein Builders.

11. Midtown Capital Improvements Program:

- a. Parks and Greenspace - Walter P. Moore / Design Workshop
 - i. Midtown Park
 - 1. Approve Garage Change Orders – Camden
 - 2. Approve Park Change Orders – Millis
 - ii. Entry Portals
- b. HCC Capital Projects - IDS Engineers
 - i. Holman Street Pedestrian Enhancements
 - 1. Approve Change Orders – SER
- c. Main Street Enhancements - Walter P. Moore / Design Workshop
 - i. Approve Change Orders – SER
- d. Caroline Street Reconstruction – ESPA Corp/KCI
- e. FTA Grant Program - The Goodman Corporation

12. Presentation of Community Survey by Maya Ford of FordMomentum.

13. With respect to the foregoing agenda items, the Authority may conduct an executive session with regard to the following, as appropriate and necessary:

- a. Consultation with attorney (Section 551.071, Texas Government Code);
- b. The purchase, exchange, lease or value of real property (Section 551.072, Texas Government Code);
- c. Personnel matters (Section 551.074, Texas Government Code);
- d. Security personnel or devices (Section 551.076, Texas Government Code); and
- e. Economic development negotiations (Sections 551.087, Texas Government Code).

Upon entering into the executive session, the presiding officer shall note which agenda items will be discussed.

14. Adjourn.



Matt Thibodeaux
Executive Director

**MINUTES OF THE BOARD OF DIRECTORS OF
REINVESTMENT ZONE NUMBER TWO, CITY OF HOUSTON, TEXAS**

January 12, 2017

A regular meeting of the Board of Directors (the “Board”) of the Reinvestment Zone Number Two, City of Houston, Texas (the “Zone”), a non-profit corporation, was held at the Midtown Redevelopment Authority’s offices in the Houston Technology Center, 410 Pierce, Houston, Texas 77002, on Thursday, January 12, 2017, at 12:30 p.m. The meeting was open to the public. The roll was called of the duly appointed members of the Board, to-wit:

<u>Pos. #</u>	<u>Name</u>	<u>Pos. #</u>	<u>Name</u>
1	Brandon Dudley	6	Abe Goren
2	Doug Erwing	7	Caton M. Fenz
3	Robert D. Sellingsloh	8	John Thomas
4	Pamela Ngo Castleman	9	Jeremy Ratcliff
5	Al Odom		

and all of the above were present with the exception of Directors Dudley and Ratcliff.

Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, David Thomas, Araceli Rodriguez, Cynthia Alvarado, Michelle Ashton, Mark Sullivan and Theresa Gilmore, Jalisa Hurst, Amaris Salinas and Vernon Williams of Midtown; Peggy Foreman of Burney and Foreman; Clark Lord of Bracewell LLP; Carol Harrison of IDS Engineering Group; Rachel Ray of Walter P. Moore; Jennifer Curly of the City of Houston; Donnie Arbean of the Goodman Corporation; Alex Ramirez of Design Workshop; Mechelle Phillips of One World Strategy Group; Maya Ford of FordMomentum; Karlos Allen of TKG Advisors; Drew Masterson, Kristin Blomquist & Lester Byrd of First Southwest; Shawnell Holman of Siebert; Cisneros & Shank; Kathleen Ellison of Norton Rose Fulbright; Allen Johnston of Johnston Company; Dayana Williams of Houston Community College; Eoles Whittaker of State Representative Coleman’s Office; Gary Bernard of 2016 Main; Thomas Wang, Dan Barnum, Cynthia Aceves and Michael Lewis, as Property Owners & Residents.

Chairman Sellingsloh called the meeting to order.

CONSENT AGENDA

MINUTES OF THE MIDTOWN REINVESTMENT ZONE FOR DECEMBER 1, 2016.

Matt Thibodeaux, Executive Director, presented the consent agenda to the Board.

Director Goren made a motion to approve the consent agenda. The motion was seconded by Director Odom and carried by unanimous vote.

ADJOURNMENT

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

Pamela N. Castleman, Secretary

Date

**MINUTES OF THE BOARD OF DIRECTORS OF
THE MIDTOWN REDEVELOPMENT AUTHORITY**

January 12, 2017

A special meeting of the Board of Directors (the “Board”) of the Midtown Redevelopment Authority (the “Authority”) was held at the Authority’s offices in the Houston Technology Center, 410 Pierce, Houston, Texas 77002, on Thursday, January 12, 2017 at 12:30 p.m. The meeting was open to the public. The roll was called of the duly appointed members of the Board, to-wit:

<u>Pos. #</u>	<u>Name</u>	<u>Pos. #</u>	<u>Name</u>
1	Brandon Dudley	6	Abe Goren
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Also in attendance were Matt Thibodeaux, Kandi Schramm, Marlon Marshall, Todd Edwards, David Thomas, Araceli Rodriguez, Cynthia Alvarado, Michelle Ashton, Mark Sullivan and Theresa Gilmore, Jalisa Hurst, Amaris Salinas and Vernon Williams of Midtown; Peggy Foreman of Burney and Foreman; Clark Lord of Bracewell LLP; Carol Harrison of IDS Engineering Group; Rachel Ray of Walter P. Moore; Jennifer Curly of the City of Houston; Donnie Arbean of the Goodman Corporation; Alex Ramirez of Design Workshop; Mechelle Phillips of One World Strategy Group; Maya Ford of FordMomentum; Karlos Allen of TKG Advisors; Drew Masterson, Kristin Blomquist & Lester Byrd of First Southwest; Shawnell Holman of Siebert Cisneros & Shank; Kathleen Ellison of Norton Rose Fulbright; Allen Johnston of Johnston Company; Dayana Williams of Houston Community College; Eoles Whittaker of State Representative Coleman’s Office; Gary Bernard of 2016 Main; Thomas Wang, Dan Barnum, Cynthia Aceves and Michael Lewis, as Property Owners & Residents.

Chairman Sellingsloh called the meeting to order and asked the guests to introduce themselves.

CONSENT AGENDA FOR THE AUTHORITY:

- a. Minutes for December 1, 2016;
- b. Monthly financial report for November and December 2016;
- c. Invoices from Trustee and Operating Accounts for December 2015 and January 2016;
- d. Amendment to One World Agreement;

Matt Thibodeaux, Executive Director, presented the various items of the consent agenda. Director Goren made a motion to approve the consent agenda items a. through d. The motion was seconded by Director Fenz, which carried by unanimous vote.

RATIFYING SALE OF TAX INCREMENT CONTRACT REVENUE BONDS SERIES 2017; APPROVING CERTAIN AGREEMENTS RELATING THERETO

Kristin Blomquist of Hilltop Securities gave an overview of the Tax Increment Contract Revenue Bonds Series 2017 sale. The Authority purchased a reserve fund surety bond instead of funding the Debt Service Reserve account which allowed the Authority to place approximately \$3 million additional funds into the Project Fund account.

Director Goren made a motion to approve Ratifying Sale of Tax Increment Contact Revenue Bonds Series 2017; Approving Certain Agreements Relating Thereto. The motion was seconded by Director Fenz which carried by unanimous vote.

AMENDMENT TO MUNICIPAL SERVICE COSTS AGREEMENT WITH CITY OF HOUSTON

INTERLOCAL AGREEMENT WITH MIDTOWN MANAGEMENT DISTRICT RELATING TO CERTAIN SERVICES

Clark Lord with Bracewell LLP presented the Amendment to the Municipal Service Cost Agreement with the City of Houston and the Interlocal Agreement with Midtown Management District. Mr. Lord explained that the City had reduced the amount of Municipal Service Cost to the Authority and would allow the balance of those associated costs to be used for certain services within the District, such as homeless initiatives, private security services, clean-up and trash/debris removal, public safety education and coordination services and Public Intoxication Transport services (PIT).

Director Odom made a motion to approve the Amendment to Municipal Service Costs Agreement with the City of Houston and the Interlocal Agreement with the Midtown Management District relating to certain services. The motion was seconded by Director Erwing which carried by unanimous vote.

MIDTOWN AFFORDABLE HOUSING PROGRAM

a. **REAL ESTATE RESOLUTION**

Director Fenz made a motion to approve the Resolution Approving Entering into Contracts and Acquisitions and Sale of Certain Properties by the Authority for Affordable Housing. The motion was seconded by Director Odom, which carried by unanimous vote.

b. **RESOLUTION APPROVING A DEVELOPMENT AND PURCHASE AGREEMENT AND AUTHORIZING THE SALE OF FIVE (5) SINGLE FAMILY RESIDENTIAL LOT TO EPIC HOMES, LLC;**

Peggy Foreman presented the terms of the Resolution. She advised the Board that the Staff was recommending a change in the affordability period from 10 years to 20 years (25 years for buyers receiving \$40,000.00 or more in federal homebuyer assistance).

Director Erwing made a motion to approve the above captioned Resolution. The motion was seconded by Director Odom. Following all discussion, the motion carried by unanimous vote.

c. **UPDATE ON AFFORDABLE HOUSING PROGRAM**

Mr. Edwards updated the Board on the status of the affordable homes constructed by Epic Homes and Houston Business Development, Inc. He showed pictures of the interior and exterior of completed homes.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

a. **PARKS AND GREENSPACE – WALTER P. MOORE/DESIGN WORKSHOP**

i. **MIDTOWN PARK**

Marlon Marshall showed pictures of the construction status of the garage and park. Mr. Marshall reported on the progress at Midtown Park and Garage noting the garage operator had begun to install equipment. Amaris Salinas of Midtown Park Conservancy reported on the activities to be held in Bagby Park during Super Bowl Weekend. Silver Eagle will sponsor the 3 day concert series event. Mechelle Phillips of One World reported on the activities to be held at Midtown Park on Saturday and Sunday during Super Bowl weekend. The Super Bowl Host Committee has designated the Park as an official Super Bowl event site and will provide the Super Bowl arch and other Super Bowl banners and items for use at the site during Super Bowl weekend. There will be interactive lawn games, Madden video games, DJs, bands on stage, food trucks and a VIP tent.

1. **APPROVE GARAGE CHANGE ORDERS – CAMDEN**

Mr. Marshall reported on Change Order #23 in the amount of \$24,637.83 to modify the light fixtures, pipe screening at stair well, wire mesh panels at entry, and fencing of ceiling storage areas and Change Order #24 in the amount of \$95,733.19 for the installation of equipment required to obtain the temporary certificate of occupancy from the City of Houston.

Director Castleman made a motion to approve Change Order #23 & #24 in the amounts of \$24,637.83 & \$95,733.19, respectively. The motion was seconded by Director Erwing which carried by unanimous vote.

2. **APPROVE PARK CHANGE ORDERS – MILLIS**

Mr. Marshall reported on Change Order #14 in the amount of \$106,452.93 for rain fountain size modifications, temporary service drive, utility conditions at Travis Street storm sewer, removal of pier drilling debris, drainage at berm wall, temporary closure at elevator, steel modification at pavilion and ADA ramp modifications.

Director Goren made a motion to approve Change Order #14 in the amount of \$106,452.93. The motion was seconded by Director Castleman which carried by unanimous vote.

ii. **ENTRY PORTALS**

Mr. Marshall reported that construction had begun on the entry portals at the Bagby Street location and would be moving next to the entrances at Brazos at Spur 527 and Webster at Gray.

b. **HCC CAPITAL PROJECTS - IDS ENGINEERS**

i. **HOLMAN STREET PEDESTRIAN ENHANCEMENTS**

Mr. Marshall reported the contractors were waiting on the City to install water meters and CenterPoint to relocate the poles in the ADA ramps.

1. **APPROVE CHANGE ORDERS – SER**

There were no Change Orders presented for consideration.

c. **MAIN STREET ENHANCEMENTS – WALTER P. MOORE/DESIGN WORKSHOP**

Mr. Marshall reported that due to a pedestrian being hit by the METRO Rail the project continues to be temporarily shut down and that the team is working with METRO to obtain a date to proceed.

i. **APPROVE CHANGE ORDERS - SER**

Mr. Marshall presented Change Order #3 in an amount not to exceed \$148,285.68 for irrigation modifications and the addition of a controller to the plans.

Director Odom made a motion to approve Change Order #3 in an amount not to exceed \$148,285.68. The motion was seconded by Director Erwing, which carried by unanimous vote.

d. **CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI**

Mr. Marshall reported that TxDOT had issued a notice to proceed and that the Staff anticipates that the project will be rebid sometime in March 2017.

e. **FTA GRANT PROGRAM – THE GOODMAN CORPORATION**

No report given at this time.

EMPLOYEE EVALUATION, REVIEW AND TERMS OF EMPLOYMENT.

This item was discussed in Executive Session. Upon returning to open session, Director Erwing made a motion to approve Employee Compensation for 2017 as discussed in Executive Session. The motion was seconded by Director Goren, which carried by unanimous vote.

PUBLIC COMMENT

There were no public comments at this time. Peggy Foreman of Burney & Foreman reported that the Management District had entered into an Agreement with SEAL Security to begin patrolling the District on December 27, 2016. She stated that SEAL Security officers will patrol the District with a DPS trained K-9 officer, in vehicle bearing a “Midtown” emblem and displaying a clearly visible Midtown hotline telephone number. Ms. Foreman stated that the SEAL patrol officers will work in conjunction with the Houston Police Department and Precinct 7 Deputy Constables.

WITH RESPECT TO THE FOREGOING AGENDA ITEMS, CONDUCT AN EXECUTIVE SESSION WITH REGARD TO THE FOLLOWING, AS APPROPRIATE AND NECESSARY:

- a. **CONSULTATION WITH ATTORNEY (SECTION 551.071, TEXAS GOVERNMENT CODE);**
- b. **THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY (SECTION 551.072, TEXAS GOVERNMENT CODE);**
- c. **PERSONNEL MATTERS (SECTION 551.074, TEXAS GOVERNMENT CODE);**
- d. **SECURITY PERSONNEL OR DEVICES (SECTION 551.076, TEXAS GOVERNMENT CODE); AND ECONOMIC DEVELOPMENT NEGOTIATIONS (SECTIONS 551.087, TEXAS GOVERNMENT CODE).**

The Board conducted an executive session to discuss agenda item #10 (Section 551.074, Texas Government Code).

ADJOURNMENT

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

Pamela N. Castleman, Secretary

Date

Midtown Redevelopment Authority

Balance Sheet

As of January 31, 2017

Jan 31, 17

ASSETS

Current Assets

Checking/Savings

101000 · JPMorgan Chase-Operating 88528	5,635.36
101001 · Wells Fargo Ope Acctg 64040	155,177.19
101002 · Infrastructure Projects 1731	123,880.34
101010 · WF Surplus Acct 63943	793.12
101020 · WF FTA Enhanced Path 63919	46.27
102200 · Logic Operating Account (Investment Account)	7,780,040.23
103200 · TexStar Operating Acct 1111	1,017,297.86
103600 · Wells Fargo Oper Inves 63901	727.25
103700 · WF Operating Saving 3215777180	115,216.11
104000 · Affordable Housing Accounts	
104004 · Chase Aff. Housing Revenue Acct	2,009.24
104021 · WF Afford Hous 3927	60,665.05
104022 · WF Pilot Program 3935	342.54
104023 · WF PILOT PRO SAV 00860	105.68
104116 · TexStar Aff. Hsng MM 1800	1,910.37
104200 · Logic Affordable Housing (Investment Account)	775,298.47
Total 104000 · Affordable Housing Accounts	840,331.35

105000 · Trustee Investments

105001 · Pledge Revenue Fund 422885	
105100 · Pledge Reserve Fund -422885	6,159.23
Total 105001 · Pledge Revenue Fund 422885	6,159.23

105002 · Debt Service Fund

105200 · BNY-Debt Service Fund 422896	1,140,725.57
Total 105002 · Debt Service Fund	1,140,725.57

105003 · Reserve Fund 422897

105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fund)	7,941,731.81
Total 105003 · Reserve Fund 422897	7,941,731.81

105009 · Austin Park Maint. Fund 422919

105901 · Austin Park Money Market Acct.	3,461.82
Total 105009 · Austin Park Maint. Fund 422919	3,461.82

106500 · BNY-TICR COI 422913

8,832.14

107000 · BOND FUNDS

107012 · BNY 443264 2011 Escrow	9.99
107017 · 9379338400 2017 ESCROW	1,336,257.28
107018 · LOGIC 2017 PROJECT FUND (Trust Account 7487592004)	27,446,514.43
107019 · LOGIC 2017 AFFORDABLE HOUSING (Trust Account 7487592005)	13,723,257.22
Total 107000 · BOND FUNDS	42,506,038.92

Midtown Redevelopment Authority

Balance Sheet

As of January 31, 2017

Jan 31, 17

Total 105000 · Trustee Investments	51,606,949.49
Total Checking/Savings	61,646,094.57
Accounts Receivable	
170000 · Accounts Receivable	
170008 · KIOS	3,200.00
170010 · Midtown Management District	81,356.00
170011 · MIDCORP	108,609.49
170020 · Houston Technology Center	384,674.93
170030 · FTA INCOME	7,340.00
170060 · Fourth Ward Redevelopment Autho (Expense Reimbursement)	12,732.66
Total 170000 · Accounts Receivable	597,913.08
Total Accounts Receivable	597,913.08
Total Current Assets	62,244,007.65
Fixed Assets	
150000 · Fixed Assets	
150010 · Office Furniture & Equipment	26,321.36
150011 · Accumulated Depreciation-Furn.	-26,321.36
150020 · Computer Equipment	32,057.11
150021 · Accumulated Depreciation-Comp.	-32,057.11
150040 · Land - JPI Park	736,911.00
150045 · Walgreens/Lui Park Land	141,000.00
150062 · Land - Houston Tech.Center I	798,053.89
150063 · Houston Tech Center I	2,667,192.62
150064 · Accm Deprec-Houston Tech Cntr I	-1,834,205.95
150065 · Land - HTC Phase II	697,219.00
150066 · Houston Tech Center II	2,816,117.96
150067 · Accum.Deprec. HTC Phase I	-1,466,728.36
150069 · Land - Bagby Park	1,318,870.15
150070 · BagbyPark	2,453,218.83
150071 · Accum.Deprec. BagbyPark	-952,936.90
150075 · Midtown Park 2905 Travis St	3,506,306.26
150078 · Midtown Park Land-Tracts I & II	8,210,142.45
150078A · Midtown (Superblock) Garage	16,281,301.00
150078B · Midtown (Superblockj) Park	3,160,059.00
150080 · Land (Resale) (Land purchase for resale)	
150081 · Earnest Money	25,686.18
150082 · Option Fees	10,100.00
150803 · Affordable Housing Legal	109,050.45
150804 · Affordable Housing Misc	806,355.46
150805 · AFFORD HOUS GRANTS	126,750.28

Midtown Redevelopment Authority

Balance Sheet

As of January 31, 2017

	Jan 31, 17
150080 · Land (Resale) (Land purchase for resale) - Other	44,258,905.13
Total 150080 · Land (Resale) (Land purchase for resale)	45,336,847.50
150089 · Land HMAAC (Land)	1,206,150.00
150090 · HMAAC Property	918,850.00
150091 · Accum Depr HMAAC	-287,140.20
150100 · 2800 MAIN	317,069.93
Total 150000 · Fixed Assets	86,024,298.18
Total Fixed Assets	86,024,298.18
TOTAL ASSETS	148,268,305.83
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
200000 · Accounts Payable	
202001 · Retainage Payable	546,263.71
200000 · Accounts Payable - Other	789,545.64
Total 200000 · Accounts Payable	1,335,809.35
Total Accounts Payable	1,335,809.35
Other Current Liabilities	
200001 · Current Liabilities	
201001 · MIDCORP Kios	27,354.84
202000 · Project Fund Liabilities	18,578.35
2021062 · Due MMD	-2,322.34
203000 · Escrow Fund Liabilities	
2021063 · tm to Aff Housing	1,238,661.25
Total 203000 · Escrow Fund Liabilities	1,238,661.25
204000 · HMAAC NOTE - CURRENT	102,902.00
200001 · Current Liabilities - Other	13,800.00
Total 200001 · Current Liabilities	1,398,974.10
2103007 · Developer Advances Midtown Park	15,449,816.00
Total Other Current Liabilities	16,848,790.10
Total Current Liabilities	18,184,599.45
Long Term Liabilities	
210000 · Long Term Liabilities	
210044 · Bonds Payable Series 2011	21,665,000.00
210047 · Bonds Payabe Series '13	27,470,000.00

Midtown Redevelopment Authority

Balance Sheet

As of January 31, 2017

	Jan 31, 17
210049 · Bond Payable Series '15	12,505,000.00
210050 · Bond Payable Series 2017	39,310,000.00
210055 · Accrued Bond Interest 13 Series	100,080.99
210056 · Accrued Bond Interest Series 11	43,736.96
210057 · Series 2011 Bond Premium	7,588.31
210058 · Series 2013 BOND PREMIUM	1,255,643.21
210059 · Series 2015 Bond Prem	1,065,906.59
210061 · Series 2017 Bond Premium	4,346,471.95
2103000 · LOANS	
2103003 · HMAAC LOAN REFINANCED	1,421,717.10
Total 2103000 · LOANS	1,421,717.10
Total 210000 · Long Term Liabilities	109,191,145.11
Total Long Term Liabilities	109,191,145.11
Total Liabilities	127,375,744.56
Equity	
1110 · Retained Earnings (Retained Earnings)	36,134,522.73
Net Income	-15,241,961.46
Total Equity	20,892,561.27
TOTAL LIABILITIES & EQUITY	148,268,305.83

Midtown Redevelopment Authority

Profit & Loss

July 2016 through January 2017

Jul '16 - Jan 17

Ordinary Income/Expense

Income

400000 · Revenue & Support

400020 · Reimb Off Exp & Staff	392,857.30
400022 · HTC Performance Rent	1.00
400023 · HTC Build Out Reimbursement	18,330.47
400025 · Interest-Debt Service & Reserve	20,478.34
400026 · Interest-Other Bond Funds	1,985.15
400029 · Interest - Affordable Housing	7,779.64
400030 · Interest-Operating Funds	47,562.25
400031 · Interest Income	115.09
400032 · Other Revenue	<u>26,754.39</u>

Total 400000 · Revenue & Support 515,863.63

400400 · FTA Grants - Income

400435 · FTA Phase II Holman/Gray	<u>407,922.00</u>
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Total 400400 · FTA Grants - Income 407,922.00

45000 · Gain on Sale of Land

450002 · Gain on Sale of 3300 Main	<u>707,876.76</u>
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Total 45000 · Gain on Sale of Land 707,876.76

Total Income 1,631,662.39

Gross Profit 1,631,662.39

Expense

500000 · BOND FUND EXPENSES

500002 · T-0211 Holman St	651,546.48
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504000 · Projects & Expenses

500009 · T-0210 Main Street Improvements	208,291.57
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 500050 · T-0236 Bagby Park

Total 504000 · Projects & Expenses 208,291.57

505000 · T-0220 Afford.Hous Lnd Bk Prg

500022 · Affordable Housing Expenditures	<u>32,962.50</u>
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Total 505000 · T-0220 Afford.Hous Lnd Bk Prg 32,962.50

Total 500000 · BOND FUND EXPENSES 892,800.55

510000 · INCREMENT PROJECTS/EXPENSE

510002 · T-0214 Caroline St near HCCS	720.00
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510003 · Holman Street St T-0211

510532 · T-0211 - HCC Acad WK FTA	11,563.00
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 510003 · Holman Street St T-0211 - Other 1,134,868.22

Total 510003 · Holman Street St T-0211 1,146,431.22

Midtown Redevelopment Authority

Profit & Loss

July 2016 through January 2017

Jul '16 - Jan 17

510005 · Grants & Allocations	50,000.00
510008 · T-0220 Afford Housing Land Bnk	
510017 · T-0220 Drainage Fees	4,783.73
512001 · T-0220 Aff Hous Expense	796,822.44
Total 510008 · T-0220 Afford Housing Land Bnk	<u>801,606.17</u>
510019 · T-0214 Caroline St	27,672.29
510041 · CIP Program Expenses	
510094 · Midtown CIP TM	3,770.00
510041 · CIP Program Expenses - Other	3,486.00
Total 510041 · CIP Program Expenses	<u>7,256.00</u>
510043 · T-0234 Parks & Open Space	513,303.26
510044 · T-0236 Bagby Park	3,005.07
510045 · T-0224 HTC I - Bldg Maintenance	16,897.19
510046 · T-0221 Midtown Pk	6,119,087.35
510048 · T-0240 Acquisitions Block 442	49.16
510049 · T-0238 3300 MAIN	4,009.90
510050 · T-0210 Main Street Enhancements	1,571,311.51
510056 · Morgan Group Developer Agrmt	23,272.50
510096 · T-0207 Opr of Zone Prj Faciliti	61,406.27
510102 · HMAAC Interest Expense	36,919.76
510110 · T-0229 GLOVER PARK	-836.15
510534 · T-0225 Mobility & Pedest Imprv	118,779.60
510700 · Municipal Services Costs	28.81
511002 · T-0233 Midtown Park Garage	896,499.91
510000 · INCREMENT PROJECTS/EXPENSE - Other	700.00
Total 510000 · INCREMENT PROJECTS/EXPENSE	<u>11,398,119.82</u>
510034 · FTA Phase IV McGowen	58,855.70
550000 · General & Admin. Expense	
550003 · Rent Expense (Additional office space)	25,190.00
550004 · Salaries	
550013 · Dental Coverage	62.10
550014 · Health Insurance	41,126.40
550015 · AFLAC	796.03
550105 · Part Time Employee	11,281.25
550004 · Salaries - Other	659,314.94
Total 550004 · Salaries	<u>712,580.72</u>
550007 · Courier Service	1,761.21
550008 · Office Supply & Expense	8,157.49
550009 · Misc Exp	11,454.40
550010 · Telephone & Utilities	
550110 · Cellular Service	868.35

Midtown Redevelopment Authority

Profit & Loss

July 2016 through January 2017

Jul '16 - Jan 17

550010 · Telephone & Utilities - Other	10,517.62
Total 550010 · Telephone & Utilities	11,385.97
550011 · Interest Expense - Camden	28,249.02
550012 · Postage	-1,959.32
550022 · Bank Charges & Fees	1,912.99
550023 · Trust Expenses	2,840.80
550024 · Bond Sale Consultation	
550025 · Professional Services	32,549.00
550026 · Accounting Consultants	8,090.00
550027 · Financial Audit (Audit Services)	30,350.00
550028 · Legal Consultants	55,999.65
550030 · Planning Consultants	31,517.91
550031 · HTC Bldg Maintenance	583.33
550032 · Engineering Consultants	34,236.85
550033 · Professional Fees/Other Consult	20,804.26
550034 · Equip Rent & Lease Expense	5,216.75
550036 · Licenses & Fees	830.34
550037 · Workman's Comp Insurance	138.00
550038 · Insurance - Office	148,467.50
550039 · Computers & Repairs & Maint	19,971.07
550040 · Repair & Maintenance	8,751.51
550043 · Financial Advisors	4,435.00
550044 · Payroll Expense & PR Tax Exp	67,598.81
550050 · Depreciation Expense	387,832.55
550061 · Public Relations	52,731.00
Total 550000 · General & Admin. Expense	1,711,676.81
600000 · Bond Related Expenses	
550055 · Amort Bond Prem	-132,962.76
550062 · Underwriters 2017 Bond Discount	221,237.29
560038 · 11 Bond Series Interest Expense	625,330.73
560039 · 2013 Bond Series Int Expense	785,195.58
560040 · 2015 Bond Int Expense	296,938.54
560065 · Series 2017 COI	1,016,430.23
Total 600000 · Bond Related Expenses	2,812,169.61
66900 · Reconciliation Discrepancies (Discrepancies between bank statements and company re	1.36
Total Expense	16,873,623.85
Net Ordinary Income	-15,241,961.46
	-15,241,961.46

FEBRUARY 2017

DATE	CHECK	NAME	DESCRIPTIONS	DEBITS
02/02/2017	8090	Camden Property Trust	Interest due from 06-01-2016 thru 11-30-2016	-320,667.72
02/06/2017	217204422	AT&T	UVERSE	-90.29
02/06/2017	217270115	AT&T -2	Office phones	-435.46
02/06/2017	217321050	ATT -1	Elevator phones	-203.21
02/06/2017	98416678293	T - Mobile	110855028JAN17 984166782937 CNF #	-123.77
02/07/2017	8092	Fred Pryor Seminars	The Outstanding Receptionist March 1, 2017	-49.00
02/07/2017	8091	McDonald - Wessendorff Insu	Policy #APIN-UGGARAGE 02/01/2017-02/01/2018	-12,864.55
02/08/2017	274838	City of Houston - Water	1619 Holman St ESPL	-574.31
02/08/2017	227636163	ATT -1	Fire Alarm in Midtown Park Garage 2811 Travis	-237.19
02/08/2017	227645357	ATT -1	Elevator phones Midtown Park Garage	-158.11
02/13/2017	DEBIT	PAYCHECK	PR 02-15-2017	-64,324.02
02/20/2017	8093	Spectrum P&C Services	Reception Area remodel	-810.00
02/23/2017	8094	Bee-Line Delivery Service	Courier Service	-480.11
02/23/2017	8095	CRI	Construction FY2016 AUDIT	-7,500.00
02/23/2017	8096	Design Workshop, Inc.	DW Midtown WO1 Project 05421.00 January 2017	-2,575.00
02/23/2017	8097	FordMomentum, LLC	Communications Assessment Interviews JANUAF	-5,000.00
02/23/2017	8098	Houston Technology Center	Reimbursement of Expenses January 2017	-1,238.78
02/23/2017	8099	marimon	Contract bas cost & copies	-285.82
02/23/2017	8100	MID-WEST ELECTRIC	Electrical Work: Midtown Garage 2811 Travis Fib	-8,250.00
02/23/2017	8101	NEVA Corporation	Air Conditioner Repair	-3,950.22
02/23/2017	8102	NOTonsite	IT Service	-2,130.00
02/23/2017	8103	One World Strategy Group, LL	Monthly retainer per contractual agreemenet Janu	-7,500.00
02/23/2017	8104	PHONOSCOPE SERVICES, I	FEBRUARY 2017	-144.75
02/23/2017	8105	SER Construction Partners, L	MAIN STREET ENHANCEMENTS IDS PROJECT	-190,934.45
02/23/2017	8106	Staples Advantage	Office supplies	-743.02
02/23/2017	8107	The Goodman Corporation	FTA Copnsultation	-15,125.00
02/23/2017	8108	ThyssenKrupp Elevator	Elevator maintenance February 2017	-319.18
02/23/2017	8109	TLC Engineering, Inc.	Midtown HOLMAN ST January 2017	-14,171.60
02/23/2017	8110	Walter P. Moore	OCTOBER 31 2016 INVOICE MIDTOWN CIP WC	-53,626.58
02/23/2017	8111	West Unified Communications	Meeting Center Audio	-79.87
02/23/2017	8112	McConnell & Jones, LLP	Professional Fees JANUARY 2017	-750.00
02/23/2017	8113	CHAMPION ENERGY SERVI	2811 Travis St	-1,296.08
02/23/2017	8114	TLC Engineering, Inc.	Mldtown Parking Garage January 2017	-67,954.80
02/23/2017	8115	Equi-Tax, Inc.	Tax Year 2016 True-Up with City of Houston	-150.00
02/23/2017	8116	Humana Dental Insurance Co	180350705FEB2017	-55.38
02/23/2017	8117	MBM Financial Corporation	CANON/IRAC5250	-233.00
02/23/2017	8118	Bracewell LLP	Legal Services	-6,392.58
02/28/2017	8119	Liberty Bank and Trust	HMAAC 53752 FEBRUARY 2017	-13,689.68
				-805,133.53

**Midtown Redevelopment Authority
Bond & Project Fund Expenses & Balances
Tuesday, February 28, 2017**

JPMorganChase Operating/Checking		Beginning Balance	Chase	BKNY MELLON	WELLS FARGO	TexSTAR/LOGIC	Ending Balance
TexStar Affordable Housing		1,910.37					1,910.37
Chase Afford Hous Rev Acct 1005250-		2,009.24					2,009.24
Logic Affordable Housing Account (In		775,298.47			-80,000.00		695,298.47
WF Affordable Housing 3927							
3087	City of Houston - Water				-67.06		
276780	City of Houston - Water				-3.32		
276784	City of Houston - Water				-65.12		
276837	City of Houston - Water				-5.42		
3088	CORTEZ LANDSCAPING, LLC				-30,760.00		
3089	EPIC Homes				-13,000.00		
3090	HOU Properties				-19,425.00		
3091	POWER, LLC				-15,900.00		
3092	Center for Civic and Public Policy Imprv				-45,392.00		
					<u>-124,617.92</u>		16,047.13
Affordable Housing Pilot Program		342.54					342.54
Affordable Housing Pilot Saving		105.68					105.68
Total Afford Housing							715,713.43
LOGIC 2017 Affordable Housing		13,723,257.22					13,723,257.22
LOGIC 2017 Project Funds		27,446,514.43		-899,618.00			26,546,896.43
2017 Project 937932		0.00					
REQ 001	MRA			818,699.00			
REQ 002	TLC Engineering, Inc.			19,848.50			
REQ 003	Walter P. Moore			27,759.50			
REQ 004	IDS Engineering Group			33,311.00			
Total				<u>899,618.00</u>			



February 23 2017

Carr, Riggs & Ingram LLC
Two Riverway, 15TH Floor
Houston, Texas 77056

In connection with your engagement to apply agreed-upon procedures to the schedule of construction expenditures of the Midtown Redevelopment Authority ("the Authority") Capital Improvement Plan projects as of and for the year ended June 30, 2016, we confirm, to the best of our knowledge and belief, the following representations made to you during your engagement.

- 1) We are responsible for the presentation of the schedule of construction expenditures.
- 2) As of and for the year ended June 30, 2016, the schedule of construction expenditures represents all significant projects subject to the engagement.
- 3) We are responsible for selecting the criteria and for determining that such criteria are appropriate for our purposes.
- 4) We have disclosed to you all known matters affecting the projects included in the schedule of construction expenditures.
- 5) There have been no communications from regulatory agencies, internal auditors, other independent practitioners or consultants, relating to the contracts and agreements as listed in the schedule of construction expenditures, including communications received between July 1, 2016 and the date of this letter.
- 6) We have provided you with all information that we believe are relevant to the contract and agreements related to the Capital Improvement Plan projects.
- 7) We have responded fully to all inquiries made to us by you during the engagement.
- 8) No events have occurred subsequent to June 30, 2016 that would require adjustment to or modification of the schedule of construction expenditures.
- 9) Your report is intended solely for the information and use of the Midtown Redevelopment Authority and is not intended to be and should not be used by anyone other than those specified parties.

A handwritten signature in blue ink, appearing to read "Matt Thibodeaux", is written over a horizontal line.

Signature: Matt Thibodeaux

Executive Director
Title:

Midtown Redevelopment Authority

Agreed-Upon Procedures

June 30, 2016

DRAFT



CRI CARR
RIGGS &
INGRAM

CPAs and Advisors

CRIcpa.com



**Midtown Redevelopment Authority
Table of Contents
June 30, 2016**

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Exhibit 1 – Schedule of Construction Expenditures	3

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**INDEPENDENT ACCOUNTANT'S REPORT ON
APPLYING AGREED-UPON PROCEDURES**

To the Board of Directors of
Midtown Redevelopment Authority
Houston, Texas

We have performed the procedures enumerated in the attached listing of procedures and findings, which were agreed to by Midtown Redevelopment Authority (the Authority), solely to assist the Authority in evaluating compliance with contracts and agreements related to the Authority's Capital Improvement Plan projects as of and for the year ended June 30, 2016. The Authority's management is responsible for the schedule of construction expenditures. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described in the attached schedule of procedures and findings either for the purpose for which this report has been requested or for any other purpose.

We were not engaged to, and did not, conduct an audit, the objective of which would be the expression of an opinion on the accompanying schedule of construction expenditures. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

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

Houston, Texas
February XX, 2017

**Midtown Redevelopment Authority
Agreed-Upon Procedures
Procedures and Findings
June 30, 2016**

We obtained a listing of all construction and related contracts/agreements entered into by Midtown Redevelopment Authority (the Authority) for which amounts were expended during the fiscal year ended June 30, 2016. Our procedures and findings follow:

Procedures and Findings

1. Procedure

We examined supporting documentation (including original invoices, certificates for payment, and cancelled checks) for amounts paid to architects, engineers, construction contractors, and other professionals for each contract identified on Exhibit 1 for compliance with contract terms and mathematical accuracy.

Findings

No exceptions were found as a result of applying the procedure.

2. Procedure

We obtained and reviewed certificates of insurance coverage for compliance with executed contracts/agreements.

Findings

No exceptions were found as a result of applying the procedure

3. Procedure

We reviewed change orders and other modifications to contracts/agreements for proper approval.

Findings

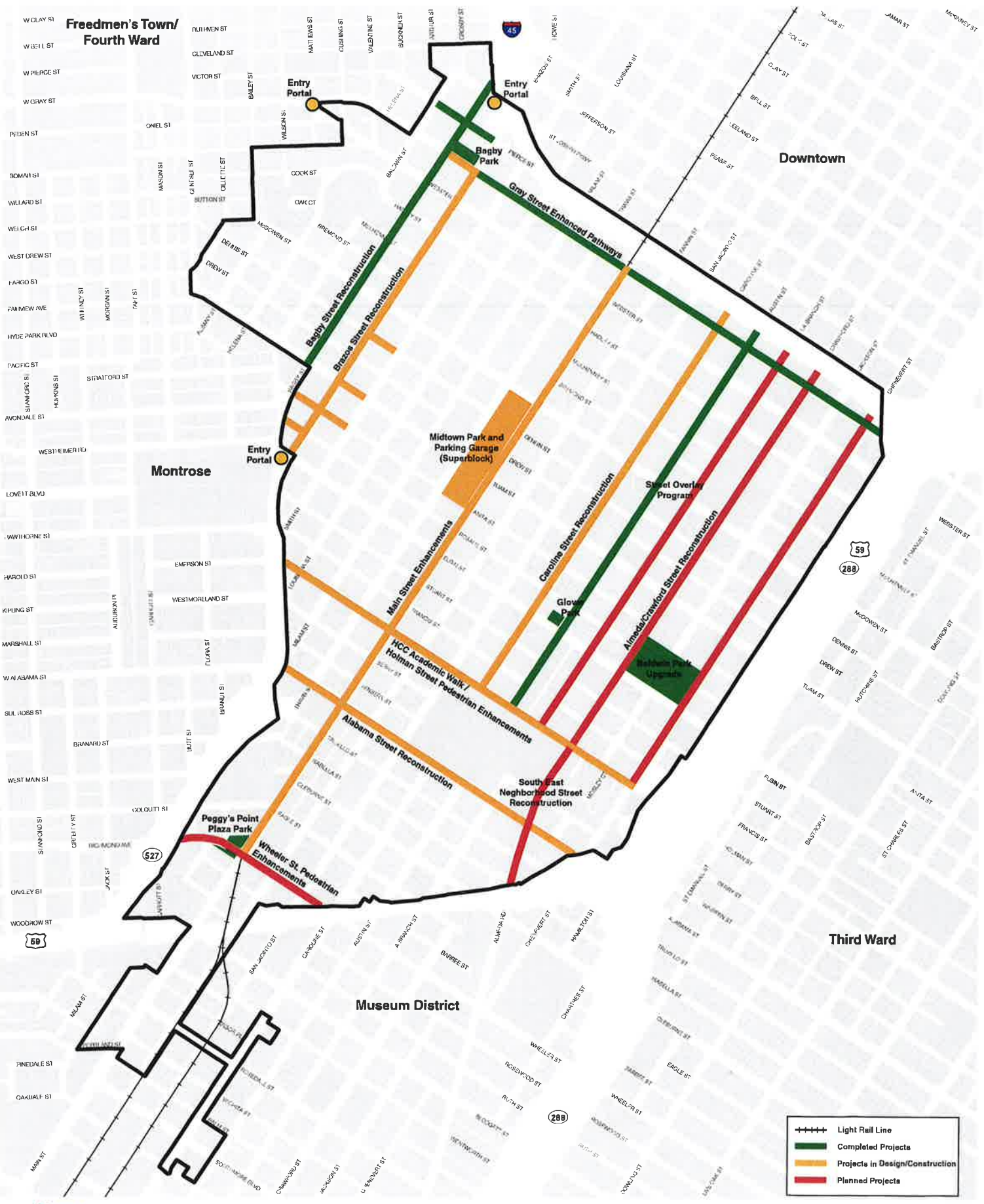
No exceptions were found as a result of applying the procedure.

Midtown Redevelopment Authority
Agreed-Upon Procedures
Exhibit 1 – Schedule of Construction Expenditures
June 30, 2016

Project Description/ Consultants or Contractor	Source of Funding	Contract Amount	Amount Expended During Prior Fiscal Year(s)	Amount Expended During Fiscal Year Ended June 30, 2016	Total Expended	Contract Amount Remaining
T-0210 Main Street Enhancement:						
Walter P. Moore and Associates, Inc.	Operating/ Bonds	\$ 854,063	\$ 468,288	\$ 257,988	\$ 726,276	\$ 127,787
T-0211 HCC Academic Walk Holman:						
IDS Engineering	Operating/ Bonds	522,317	330,924	112,705	443,629	78,688
SER Construction	Bonds/ Federal Grants	5,421,220		2,249,479	2,249,479	3,171,741
TLC Engineering	Operating/ Bonds	362,790	-	145,567	145,567	217,223
Total HCC Academic Walk Holman		6,306,327	330,924	2,507,751	2,838,675	3,467,652
T-0234 Parks and Open Spaces - Midtown Entry Portals						
Walter P. Moore and Associates, Inc.						
Midtown Entry Portals WO#16	Bonds	256,770	108,683	128,129	236,812	19,958
Midtown Entry Portals WO#3	Bonds	171,447	111,812	15,250	127,062	44,385
Total Parks and Open Spaces - Midtown Entry Portals		428,217	220,495	143,379	363,874	64,343

Midtown Redevelopment Authority
Agreed-Upon Procedures
Exhibit 1 – Schedule of Construction Expenditures (Continued)
June 30, 2016

Project Description/ Consultants or Contractor	Source of Funding	Contract Amount	Expended During Prior Fiscal Year(s)	Expended During Fiscal Year Ended June 30, 2016	Total Expended	Contract Amount Remaining
T-0221 and T-0233 Midtown Superblock Park & Garage (Now Midtown Park & Garage):						
Walter P. Moore and Associates, Inc. (park and garage)	Operating/ Bonds	2,539,100	2,033,640	400,617	2,434,257	104,843
T-0221 Midtown Park:						
Millis Construction	Operating/ Bonds	16,580,771		2,666,898	2,666,898	13,913,873
IDS Engineering	Operating/ Bonds	1,204,923		205,294	205,294	999,629
Total Midtown Park		17,785,694	-	2,872,192	2,872,192	14,913,502
T-0233 Midtown Superblock Garage (now Midtown Park Garage):						
Camden Builders	Developer Advances	18,770,723	1,219,542	14,230,274	15,449,816	3,320,907
TLC Engineering	Operating	1,293,992	231,534	1,014,236	1,245,770	48,222
Total Midtown Park Garage		20,064,715	1,451,076	15,244,510	16,695,586	3,369,129
Total Midtown Park and Garage		40,389,509	3,484,716	18,517,319	22,002,035	18,387,474
T-0239 Brazos Street Reconstruction						
Walter P. Moore and Associates, Inc.	Bonds	1,635,773	662,453	53,613	716,066	919,707
TOTAL CONSTRUCTION						
EXPENDITURES		\$ 49,613,889	\$ 5,166,876	\$ 21,480,050	\$ 26,646,926	\$ 22,966,963



	Light Rail Line
	Completed Projects
	Projects in Design/Construction
	Planned Projects

0 0.25 Miles
GIS Parcels obtained from the City of Houston, January 2015

Proposed Capital Improvement Projects

Midtown Redevelopment Authority

June 2015
 WALTER P MOORE



Capital Improvements Program

Parks and Greenspace

Midtown Park (SuperBlock)

Garage Construction

Construction has reached substantial completion, and Temporary Certificate of Occupancy was received on 1/30/17. Camden is working to address punch list items identified during substantial completion inspection. Garage operator (Winpark) is onsite and managing daily parking operations.

Pay Applications from Camden

Pay Application	Amount	Date
22	\$159,340.79	January 2017
TOTAL TO DATE	\$17,005,798.36	

Change Orders

Change Order #	Amount	Days	Purpose	Notes	Action
1	\$0.00	0	Date changes to Schedule of Work	Approved by MRA Board	
2	\$12,810.00	2	Remove unforeseen concrete vault walls and floor, four 8' bell bottom foundations, and the pile of misc. uncovered brick and concrete; Pump out and dispose of 10,000 gallons of liquids in unmarked grease trap prior to CoH inspection.	Approved by MRA Board	
3	(\$222,692.43)	0	Deduct supply and installation of all Parking Control Equipment from scope of work	Approved by MRA Board	
4	\$0.00	0	Update Contractor's Vice President of Construction - change from C. David Joyce to Bobby Rivers.	Approved by MRA Board	
5	\$0.00	29	Time extension for delays due to weather. March 2015 through June 30, 2015	Approved by MRA Board	
6	\$17,682.00	0	Break out and remove unforeseen concrete and brick structures including a total of	Approved by MRA Board	

			twelve 8' bell bottom foundations and miscellaneous large brick and concrete structures; Replace waterstop for use at the bottom of footings and wall intersections.		
7	\$183,600.00	4	Net cost for hauling and disposing of 10,000 LCY of contaminated soils from excavation of project	Approved by MRA Board	
8	\$183,550.00	5	Net cost for hauling and disposing second quantity of 10,000 LCY of contaminated soils from excavation of project	Approved by MRA Board	
9	\$32,581.46	0	Electrical additions and modifications for park design per Owner/Architect	Approved by MRA Board	
10	\$145,510.00	5	Net cost for hauling and disposing final 8,000 LCY of contaminated soils from excavation of project	Approved by MRA Board	
11	\$64,212.13	13	Utility, elevator, and park feature modifications for park design per Owner/Architect	Approved by MRA Board	
12	\$285,144.26	32	Concrete, tunnel elevation and sump pump, and irrigation vault shoring for park design per Owner/Architect	Approved by MRA Board	
13	(\$7,626.15)	0	Credit for revised park areaway	Approved by MRA Board	
14	\$117,395.37	5	Concrete, steel, electrical, and waterproofing modifications for elevator shaft, irrigation vault, electrical room, and sprinkler room per Owner/Architect requested change	Approved by MRA Board	
15	(\$33,018.03)	54	Fire water line	Approved by	

			modifications per City of Houston; expansion joint and waterproofing changes per Architect; credit for utilities, stair pavers, and irrigation vault changes	MRA Board	
16	\$50,410.20	28	Rain fountain floor sink and pavilion modifications; tunnel stair extensions and waterproofing; modifications to stair #5	Approved by MRA Board	
17	(\$29,223.60)	0	Delete downstream storm filter	Approved by MRA Board	
18	\$13,872.09	6	Addition of HVAC louver brace and steel pipe protection; relocation of two hose bibs	Approved by MRA Board	
19	\$9,510.24	4	Stair 1 and storefront modifications per Architect	Approved by MRA Board	
20	\$3,305.00	9	Floor drain addition at south ramp per Architect	Approved by MRA Board	
21	\$1,895.25	11	Privacy screen addition to fence at storage area	Approved by MRA Board	
22	\$45,823.98	22	Sump vents installations; lighting control panel installation; relocation of header wall to accommodate sprinkler system	Approved by MRA Board	
23	\$24,637.83	17	Light fixture installations; exit sign adjustments; screening and fencing installation at storage areas		*Board Approval Required
24	\$95,733.90	1	Installation of fencing, lighting, and overhead covers at exits for TCO per COH inspector		*Board Approval Required
TOTAL	\$995,113.50	247			

Budget

Original Contract Amount	Net Change Orders	Contract Sum to Date	Total Earned to Date	Retainage
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\$17,941,164.69	\$995,113.50	\$18,936,278.19	\$17,005,798.36	\$631,123.48
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Schedule

Original Contract Duration (substantial completion)	Days Added by Change Orders	Contract Total Days	Days Used	Days Remaining
365 days	247	612	599	13

Park Construction

Several park elements were substantially completed and ready to have the site available for the Super Bowl activation. Park elements available during the event included the main lawn, pavilion, restrooms, garden walk/playground area hardscape and landscaping, bayou runnels and walls, rain fountain walls and granite flooring, Main Street promenade hardscape and trees, Travis and Anita Street sidewalks, site lighting with electrical outlets, berm fill with trees, and art wall. Work continues on bayou plumbing, calm pool basin and walls, rain fountain plumbing, dog park fencing, playground equipment, and site utilities. Upcoming work includes bayou and calming pool plumbing and finish out, irrigation, rain fountain floor finish and plumbing, sandblasting and sawcutting paving, granite pavers, bocce ball court, front 90 piers, and McGowen utility connections.

Pay Applications from Millis

Pay Application	Amount	Date
11	\$3,269,310.49	January 2017
TOTAL TO DATE	\$11,012,480.77	

Change Orders

Change Order #	Amount	Days	Purpose	Notes	Action
1	(3,589.54)	0	Value Engineering to park design including buildings, water features, landscaping, lighting, and site materials to meet approved construction budget	Approved by MRA Board	
2	\$45,978.20	0	Owner request to add design alternates not included in initial construction contract (includes playground equipment and gate type change)	Approved by MRA Board	
3	\$46,657.50	4	Shifting of scope from garage contract to park contract (anchor bolts, backfill, manhole); Reduction in number of drilled piers	Approved by MRA Board	
4	179,099.36	0	Replacement of	Approved by	

			lighting fixtures previously removed during value engineering	MRA Board	
5	\$60,980.08	3	Garage lid waterproofing subcontractor change; Architect requested modifications to sub foundation for berm walls and spread footings to elevate curbs	Approved by MRA Board	
6	\$14,879.19	0	Addition of manhole to replace inactive manhole shown in plans; removal of short segment of garage lid to install utilities	Approved by MRA Board	
7	\$49,377.00	1	Installation of garage lid waterproofing curb detail and ADA ramp shifted from garage contract to park contract; required detailing for VE modifications to sidewalks and site amenities	Approved by MRA Board	
8	(\$44,987.11)	0	VE modifications to restroom roof and deletion of planters	Approved by MRA Board	
9	\$62,668.54	8	Structural piers modification at Travis; addition of trench drain; job built culvert in bayou; additional foundation beams	Approved by MRA Board	
10	\$6,640.04	2	Granite curb and paving modifications; bollard revisions; tent anchors	Approved by MRA Board	
11	\$9,749.27	6	Landscape modifications, kiosks power and data, dog park curb modification	Approved by MRA Board	
12	\$13,592.09	3	Site drainage modifications, relocate electrical box, light fixture change and removal, pavilion millwork deletion, fence revisions	Approved by MRA Board	
13	\$110,084.45	2	Utility changes and waterproofing near	Approved by MRA Board	

			berm wall, light fixture replacements, restroom wall modifications, electrical conduit adjustments, overtime allowance		
14	\$106,452.93	11	Rain fountain size modification; Travis Street temporary service driveway; Limestone block changed to granite; Electrical modifications for bird control system; Travis Street storm sewer unforeseen conditions; Front 90 pier drilling debris; Drainage modification at CIP wall 1 and west outcrop wall; Additional steel at pavilion roof	Approved by MRA Board	
TOTAL	\$657,582.00	40			

Budget

Original Contract Amount	Net Change Orders	Contract Sum to Date	Total Earned to Date	Retainage
\$16,491,724.35	\$657,582.00	\$17,149,306.35	\$11,012,480.77	\$1,223,608.97

Schedule

Original Contract Duration (substantial completion)	Days Added by Change Orders	Contract Total Days	Days Used	Days Remaining
365 days	40	405	314	91

Houston Community College Capital Projects

Midtown has partnered with Houston Community College (HCC) to make improvements to streets near to the HCC campus. The HCC Capital Projects include improvements to Holman, Alabama, and Caroline Street. Staff is working closely with the HCC design team and consultants on the improvements.

The Holman Street project includes right-of-way enhancements from Main to Crawford. Improvements will include wider sidewalks, landscaping, street furniture, brick pavers, accessibility ramps, and other pedestrian-related infrastructure. The project will improve access for HCC students to the METRORail station and other transit services on Holman Street, and it will be partially funded through a Federal Transit Administration (FTA) grant.

The Alabama Street project includes complete street reconstruction from Main to Chenevert. Improvements will include concrete pavement, public utility upgrades (water, storm, sanitary), wider sidewalks, landscaping, street furniture, brick pavers, accessibility ramps, and other pedestrian-related infrastructure. The project will be partially funded through a FTA grant.

The Holman Street construction contract has been awarded to SER Construction Partners in the amount of \$5,421,219.50. Construction duration for this project is 15 months.

Holman Street Construction

Remaining landscape and finish out work pending installation of water meters by COH and relocation of utility poles by CenterPoint Energy.

Pay Applications from SER

Pay Application	Amount	Date
12	\$374,373.50	January 2017
TOTAL TO DATE	\$4,200,849.48	

Change Orders

Change Order #	Amount	Days	Purpose	Notes	Action
1	\$16,775.23	0	Seat block near MATCH; meter vault; fire hydrant relocation; addition of c-channels at electrical receptacles; deduct bike racks provided by owner	Approved by MRA Board	
2	\$33,566.00	0	Roadway replacement adjustment due to asphalt thickness field conditions	Approved by MRA Board	
3	\$21,453.42	0	Addition of concrete METRO Bus Stop Parking Pad	Approved by MRA Board	
4	\$6,593.60	0	rework at Chinese Consulate and bike racks installation	Approved by MRA Board	
5	\$22,494.40	0	Streetlight conduit and center arms for benches in HCC reach	Approved by MRA Board	
6	\$27,856.00	0	Add pavers at bus stops to match project pavers per architect	Approved by MRA Board	
TOTAL	\$128,738.65	0			

Budget

Original Contract Amount	Net Change Orders	Contract Sum to Date	Total Earned to Date	Retainage
\$5,421,219.50	\$128,738.65	\$5,549,958.15	\$4,200,849.48	\$425,164.00

Schedule

Original Contract Duration (substantial completion)	Days Added by Change Orders	Contract Total Days	Days Used	Days Remaining
460 days	0	460	358	102

Main Street Enhancements

The Main Street Enhancements Project will include capital improvements in the public right-of-way along Main Street from Pierce to Wheeler. Improvements to the rail transit corridor will include landscaping, street furniture, and other pedestrian-related infrastructure to encourage redevelopment and support existing developments along Main Street. The Main Street project will provide an enhanced rail transit corridor to increase comfort and safety in pedestrian environment and offer unique identity branding through Midtown.

Construction

Contractor is currently working on demolition and sidewalk installations on east blockfaces between Holman and Elgin. Electrical infrastructure, lighting, and irrigation installation is ongoing between Truxillo and McGowen. Pending METRO approval, work in rail median to begin in early March.

Pay Applications from SER

Pay Application	Amount	Date
6	\$190,934.45	December 2016
TOTAL TO DATE	\$1,414,612.33	

Change Orders

Change Order #	Amount	Days	Purpose	Notes	Action
1	(\$796,356.90)	0	Revised lighting types and quantities; Additional striping per METRO; Wayfinding signage	Approved by MRA Board	
2	(\$2,687.00)	0	Removal and replacement of concrete entryway; Removal of benches with replacement with seat blocks; Removal and relocation of existing fence in ROW; Additional wayfinding signage not included in bid form	Approved by MRA Board	
3	\$119,899.18	12	Irrigation sleeve locates for median irrigation design; DMX	Approved by MRA Board	

			controller, receivers/transmitters for iconic lights, DMX data conduit, and AC cabinet for DMX controller;	
4	(\$138,527.45)	0	Work associated with the DMX Controller that was completed by Millis within the Midtown Park Project; Installation of a concrete retaining wall adjacent to the B-Cycle Station at Main Street and Holman Street; Metal grates and frames; Seat blocks with lights; Iconic light modifications	*Board Approval Required
5	\$344,663.39	87	Proposed irrigation work in the median and additional irrigation work in the ROW to serve the median irrigation;	*Board Approval Required
TOTAL	(\$473,008.78)	99		

Budget

Original Contract Amount	Net Change Orders	Contract Sum to Date	Total Earned to Date	Retainage
\$8,459,353.00	(\$473,008.78)	\$7,986,344.22	\$1,414,612.33	\$157,179.15

Schedule

Original Contract Duration (substantial completion)	Days Added by Change Orders	Contract Total Days	Days Used	Days Remaining
355 days	99	454	182	272

Caroline Street Reconstruction

The Caroline Street Reconstruction Project is the reconstruction of Caroline Street from Pierce to Elgin. The project will include concrete pavement, public utility upgrades (water, storm, sanitary), enhanced intersections, wider sidewalks, landscaping, street furniture, brick pavers, accessibility ramps, and other pedestrian-related infrastructure. The Caroline Street project will provide an enhanced pedestrian environment and an improved vehicular connection for southbound traffic through Midtown. The project has been awarded a \$4M TxDOT Grant.

Design

Design team is finalizing updates to documentation for plan review by TxDOT. The project is scheduled to be re-let in April 2017.