



**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 special** meeting, open to the public, with the Board of Directors of the Midtown Reinvestment Zone to be held on **Thursday, April 13, 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 March 9, 2017.
4. Consent Agenda for the Authority:
 - a. Minutes for March 9, 2017;
 - b. Monthly financial report for February & March 2017;
 - c. Invoices from Trustee and Operating Accounts for March & April 2017;
 - d. Annual renewal of Professional Service Agreement with Design Workshop.
5. Cultural Facility Grant Request/Agreement
 - a. Asia Society Grant Request
 - b. Interfaith Ministries Grant Request
 - c. Museum of Fine Arts Houston Grant Agreement
6. Midtown Affordable Housing Program:
 - a. Real Estate Acquisition Resolution;
 - b. Agreement with Cole/Klein Builders for affordable housing
 - c. Affordable Housing Program.

7. Midtown Capital Improvements Program:
- a. Parks and Greenspace - Walter P. Moore / Design Workshop
 - i. Midtown Park
 - 1. Garage Change Orders – Camden
 - 2. Additional Services Request for Construction Management and Inspection (Garage) – TLC Engineering
 - 3. Park Change Orders – Millis
 - ii. Entry Portals
 - b. HCC Capital Projects - IDS Engineers
 - i. Holman Street Pedestrian Enhancements
 - 1. Change Orders – SER
 - 2. Additional Services Request for Construction Management and Inspection – TLC Engineering
 - 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
 - f. MWDBE Compliance Contract - A.O. Phillips & Associates

8. 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.

9. Adjourn.



Matt Thibodeaux
Executive Director

DRAFT

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

March 9, 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, March 9, 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 Director Dudley.

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; Tim Bushca of IDS Engineering Group; Edwin Friedrichs and Rachel Ray of Walter P. Moore; Carnell Emanuel of the City of Houston; Alex Ramirez of Design Workshop; Mechelle Phillips of One World Strategy Group; Alyssa Hill of Carr, Riggs & Ingram; Maya Ford and Jacobi Ford of FordMomentum; Eoles Whittaker of State Representative Coleman’s Office; Bob Schultz and Rob Axelson with Mid Main Properties, LP and Theola Petteway and Oletha Jacobs of TIRZ #7.

Chairman Sellingsloh called the meeting to order.

CONSENT AGENDA

MINUTES OF THE MIDTOWN REINVESTMENT ZONE FOR JANAUARY 12, 2017.

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

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

DRAFT

DRAFT

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

March 9, 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, March 9, 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	Vacant	6	Abe Goren
2	Doug Erwing	7	Caton M. Fenz
3	Robert D. Sellingsloh	8	John Thomas
4	Pamela Ngo Castleman	9	Brandon Dudley
5	Al Odom		

and all of the above were present with the exception of Director Dudley.

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; Tim Bushea of IDS Engineering Group; Edwin Friedrichs and Rachel Ray of Walter P. Moore; Carnell Emanuel of the City of Houston; Alex Ramirez of Design Workshop; Mechelle Phillips of One World Strategy Group; Alyssa Hill of Carr, Riggs & Ingram; Maya Ford and Jacobi Ford of FordMomentum; Eoles Whittaker of State Representative Coleman’s Office; Bob Schultz and Rob Axelson with Mid Main Properties, LP and Theola Petteway and Oletha Jacobs of TIRZ #7.

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

PUBLIC COMMENTS

There were no public comments at this meeting.

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.**
- d. **GLOVER PARK AGREEMENT BETWEEN AUTHORITY AND MANAGEMENT DISTRICT.**

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

INVESTMENT REPORT FOR QUARTER ENDING DECEMBER 31, 2016.

Mr. Thibodeaux presented the Investment Report for the quarter ending December 31, 2016, noting that all accounts are invested and have earned a total of \$33,025.21. Director Goren made a motion to accept the Investment Report for the quarter ending December 31, 2016 as presented. The motion was seconded by Director Erwing and carried unanimously.

AGREED UPON PROCEDURES AUDIT FY 2016.

Alyssa Hill of Carr, Riggs & Ingram presented the Agreed Upon Procedures Audit for FY 2016. She noted that this audit reviewed construction and related contracts for the Midtown Park, Garage, Main Street, Entry Portals, Brazos Street and Holman Street. Ms. Hill reported in the approximately \$50,000,000.00 in contracts reviewed she found no exceptions as a result of applying the procedure. Director Goren made a motion to approve the Agreed Upon Procedures Audit For FY 2016. The motion was seconded by Director Erwing and passed by unanimous vote.

ENGAGEMENT LETTER FOR FY 2017 & 2018 FINANCIAL AND AGREED UPON PROCEDURES AUDITS.

Ms. Hill of Carr, Riggs & Ingram (CRI) presented their Engagement Letter for FY 2017 & 2018 Financial and Agreed Upon Procedures Audits noting that CRI would also need to provide a single line audit since revenues/expenses from Federal Transportation Administrative (FTA) were more than \$750,000. The Engagement Letter lays out the cost of services for the Financial Audit at \$28,500.00, the Federal Single Audit at \$3,000.00 for fiscal year 2017 & 2018, and the Agreed Upon Procedures Audit in the amount of \$8,000 for fiscal year 2017 & \$9,500 for fiscal year 2018.

Director Odom made a motion to approve the Engagement Letter for Fiscal Years 2017 & 2018 for the Financial, Single Line and Agreed Upon Procedures Audits with Carr, Riggs & Ingram. The motion was seconded by Director Fenz and carried by unanimous vote.

MID-MAIN LOFTS AND PARKING GARAGE PRESENTATION - MID-MAIN PARTNERS.

Marlon Marshall introduced Bob Schultz and Rob Axelson with Mid Main Properties, LP. Mr. Schultz and Mr. Axelson presented Mid Main's request for reimbursement of public right of way improvements such as benches, waste receptacles and bike racks in the amount of \$348,284. The project, located at Travis, Holman, Main & Winbern Streets, consists of 357 loft style units, a public parking garage and 12 retail shops on the street level.

AGREEMENT WITH HMWK, LLC.

This item was tabled.

MIDTOWN AFFORDABLE HOUSING PROGRAM

a. **REAL ESTATE RESOLUTION**

Director Goren 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 Castleman and carried by unanimous vote.

b. **PRESENTATION BY CCPPI;**

Todd Edwards introduced Roberta Burroughs a consultant with CCPPI. Ms. Burroughs presented an approach and status report for Midtown's Affordable Housing Plan. The purpose of the Plan is to set forth a systematic approach to the provision of affordable housing on land owned by the Authority. The approach was to use best practices with the currently-owned land, respect the character of the existing community, revitalize the neighborhood by bringing rooftops for retail, developing guidelines & restrictive covenants and providing infrastructure for the area.

c. **UPDATE ON AFFORDABLE HOUSING PROGRAM**

No report was given at this meeting.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

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

i. **MIDTOWN PARK**

Marlon Marshall reported that the Midtown Garage was open for daily operations, was well-lit and had received the Temporary Occupancy Certificate on January 30, 2017.

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 at ceiling storage areas and Change Order #24 in the amount of \$95,733.19 for the installation of equipment for temporary certificate of occupancy from the City of Houston.

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

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

Mr. Marshall reported that the Midtown Park contractor was back onsite after the Super Bowl event. The contractor will be finishing the remaining work on

the Park and anticipates completion in mid-June 2017. There were no change orders for Midtown Park presented at the meeting.

ii. **ENTRY PORTALS**

Mr. Marshall reported that the construction at the Bagby Street Entry Portal was in the final stages of completion. He anticipates that the Bagby Street Entry Portal will be completed in 30 days.

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

i. **HOLMAN STREET PEDESTRIAN ENHANCEMENTS**

Mr. Marshall reported that the City had installed the water meters and CenterPoint relocated the poles in the ADA ramps. He anticipates the project will wrap up in May 2017.

1. **APPROVE CHANGE ORDERS – SER**

There were no Change Orders at this time.

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

Mr. Marshall reported that due to a pedestrian accident with respect to the METRO Rail, the work in the median continues to be temporarily shut down. The team is working with METRO to determine a date to proceed.

i. **APPROVE CHANGE ORDERS - SER**

Mr. Marshall presented Change Order #4 in the deduct amount not to exceed (\$138,527.45) for the 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; and iconic light modifications and Change Order #5 in the amount of \$344,663.39 for proposed irrigation work in the median and additional irrigation work in the right of way to serve the median irrigation. .

Director Odom made a motion to approve Change Order #4 in the deduct amount of (\$348,527.45) and Change Order #5 in the amount of \$344,663.39. 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 an update to rebid in April and award a contract in May, and that construction was anticipated to begin in late Spring or Fall 2017.

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

No report given at this time.

PRESENTATION OF COMMUNITY SURVEY BY MAYA FORD OF FORDMOMENTUM.

Maya Ford of FordMomentum presented the results of the District-wide Community Outreach and Engagement Survey that ran from October 15, 2016 until January 15, 2017. 1,600 people responded, with 1,480 completing the full survey. Qualtrics was used to administer the survey and perform analysis. Participation in the survey was voluntary and anonymous, unless participants wanted a copy mailed to them or registered to win one of the gift cards offered as a prize to increase participation. Street teams, social media, postcard mailings, eblasts, and the website were used to share the survey.

The survey was organized into five (5) segments, including communication preferences, priorities, organizational literacy, demographics, and satisfaction. The survey showed high communication preferences for mail, email, and social media. This information helped influence the new editions of the Midtown newspaper. The priorities participants identified were safety, service and maintenance, parks, and cleanliness. Organizational literacy is important to measure since it informs how and what we need to communicate about each affiliated organization; this information has already inspired changes on the website. 73% of participants were familiar with the Authority's activities, 44% were familiar with Midtown Management District activities, and 57% were familiar with Midtown Parks Conservancy activities. Satisfaction questions demonstrated that respondents are dissatisfied with overall communication and engagement of the organizations, but moderately satisfied about communication around specific programs and services. The survey points to several areas of opportunity, with many of the recommendations already being implemented by staff and consultants.

CONTRACT WITH FORDMOMENTUM FOR PHASE II & III.

Vernon Williams presented the Contract with FordMomentum for Phase II & III. The contract will be a 6 month contract with a 30 day termination by either side and the maximum amount for each month not to exceed \$5,000.00. Director Odom made a motion to approve the Contract with FordMomentum for Phase II & III. The motion was seconded by Director Goren and carried by unanimous vote.

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 did not conducted an executive session at this meeting.

ADJOURNMENT

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

Pamela N. Castleman, Secretary

Date

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Midtown Redevelopment Authority

Balance Sheet

As of March 31, 2017

Mar 31, 17

ASSETS

Current Assets

Checking/Savings

101000 · JPMorgan Chase-Operating 88528	5,572.36
101001 · Wells Fargo Ope Acctg 64040	2,704,090.14
101002 · Infrastructure Projects 1731	123,888.89
101010 · WF Surplus Acct 63943	794.71
101020 · WF FTA Enhanced Path 63919	46.28
102200 · Logic Operating Account (Investment Account)	1,050,756.85
103200 · TexStar Operating Acct 1111	1,017,734.63
103600 · Wells Fargo Oper Inves 63901	727.30
103700 · WF Operating Saving 3215777180	115,234.74
104000 · Affordable Housing Accounts	
104004 · Chase Aff. Housing Revenue Acct	1,989.24
104021 · WF Afford Hous 3927	55,865.46
104022 · WF Pilot Program 3935	342.59
104023 · WF PILOT PRO SAV 00860	85.70
104116 · TexStar Aff. Hsng MM 1800	1,912.24
104200 · Logic Affordable Housing (Investment Account)	536,369.57
Total 104000 · Affordable Housing Accounts	596,564.80
105000 · Trustee Investments	
105001 · Pledge Revenue Fund 422885	
105100 · Pledge Reserve Fund -422885	6,159.24
Total 105001 · Pledge Revenue Fund 422885	6,159.24
105002 · Debt Service Fund	
105200 · BNY-Debt Service Fund 422896	1,144,401.40
Total 105002 · Debt Service Fund	1,144,401.40
105003 · Reserve Fund 422897	
105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fund)	7,941,425.50
Total 105003 · Reserve Fund 422897	7,941,425.50
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	1,532.14
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)	26,105,207.26
107019 · LOGIC 2017 AFFORDABLE HOUSING (Trust Account 7487592005)	8,002,501.17
Total 107000 · BOND FUNDS	35,443,975.70
Total 105000 · Trustee Investments	44,540,955.80
Total Checking/Savings	50,156,366.50
Accounts Receivable	
170000 · Accounts Receivable	
170020 · Houston Technology Center	380,169.47

Midtown Redevelopment Authority

Balance Sheet

As of March 31, 2017

Mar 31, 17

170030 · FTA INCOME	7,340.00
170060 · Fourth Ward Redevelopment Autho (Expense Reimbursement)	10.00
Total 170000 · Accounts Receivable	<u>387,519.47</u>
Total Accounts Receivable	<u>387,519.47</u>
Total Current Assets	<u>50,543,885.97</u>
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	-1,845,319.25
150065 · Land - HTC Phase II	697,219.00
150066 · Houston Tech Center II	2,816,117.96
150067 · Accum.Deprec. HTC Phase I	-1,490,196.00
150069 · Land - Bagby Park	1,318,870.15
150070 · BagbyPark	2,453,218.83
150071 · Accum.Deprec. BagbyPark	-849,132.07
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	22,686.18
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
150080 · Land (Resale) (Land purchase for resale) - Other	<u>49,894,152.30</u>
Total 150080 · Land (Resale) (Land purchase for resale)	50,969,094.67
150089 · Land HMAAC (Land)	1,206,150.00
150090 · HMAAC Property	918,850.00
150091 · Accum Depr HMAAC	-290,968.74
150100 · 2800 MAIN	<u>317,069.93</u>
Total 150000 · Fixed Assets	<u>91,721,940.70</u>
Total Fixed Assets	<u>91,721,940.70</u>
TOTAL ASSETS	<u><u>142,265,826.67</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	

Midtown Redevelopment Authority

Balance Sheet

As of March 31, 2017

Mar 31, 17

200000 · Accounts Payable	
202001 · Retainage Payable	546,263.71
200000 · Accounts Payable - Other	666,076.45
Total 200000 · Accounts Payable	<u>1,212,340.16</u>
Total Accounts Payable	1,212,340.16
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 · trn to Aff Housing	1,238,661.25
Total 203000 · Escrow Fund Liabilities	<u>1,238,661.25</u>
204000 · HMAAC NOTE - CURRENT	102,902.00
200001 · Current Liabilities - Other	13,800.00
Total 200001 · Current Liabilities	<u>1,398,974.10</u>
2103007 · Developer Advances Midtown Park	15,449,816.00
Total Other Current Liabilities	<u>16,848,790.10</u>
Total Current Liabilities	18,061,130.26
Long Term Liabilities	
210000 · Long Term Liabilities	
210044 · Bonds Payable Series 2011	19,280,000.00
210047 · Bonds Payable Series '13	25,450,000.00
210048 · Current Portion Bonds Payable	6,195,000.00
210049 · Bond Payable Series '15	11,900,000.00
210050 · Bond Payable Series 2017	38,125,000.00
210053 · Accrued Bond Int 2015 series	84,839.58
210055 · Accrued Bond Interest 13 Series	115,322.40
210056 · Accrued Bond Interest Series 11	87,473.94
210057 · Series 2011 Bond Premium	6,070.64
210058 · Series 2013 BOND PREMIUM	1,249,269.39
210059 · Series 2015 Bond Prem	1,054,803.40
210061 · Series 2017 Bond Premium	4,169,734.47
210062 · 2017 Bond	158,627.18
2103000 · LOANS	
2103003 · HMAAC LOAN REFINANCED	1,404,532.82
Total 2103000 · LOANS	<u>1,404,532.82</u>
Total 210000 · Long Term Liabilities	<u>109,280,673.82</u>
Total Long Term Liabilities	<u>109,280,673.82</u>
Total Liabilities	127,341,804.08
Equity	
1110 · Retained Earnings (Retained Earnings)	36,134,667.48
Net Income	-21,210,644.89
Total Equity	<u>14,924,022.59</u>
TOTAL LIABILITIES & EQUITY	<u><u>142,265,826.67</u></u>

Midtown Redevelopment Authority

Profit & Loss

July 2016 through March 2017

Jul '16 - Mar 17

Ordinary Income/Expense

Income

400000 · Revenue & Support

400020 · Reimb Off Exp & Staff	403,614.44
400023 · HTC Build Out Reimbursement	21,530.47
400025 · Interest-Debt Service & Reserve	23,847.86
400026 · Interest-Other Bond Funds	31,948.87
400029 · Interest - Affordable Housing	8,857.98
400030 · Interest-Operating Funds	53,727.75
400031 · Interest Income	210.69
400032 · Other Revenue	27,591.54

Total 400000 · Revenue & Support 571,329.60

400400 · FTA Grants - Income

400435 · FTA Phase II Holman/Gray	407,922.00
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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	707,876.76
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Total 45000 · Gain on Sale of Land 707,876.76

Total Income 1,687,128.36

Gross Profit

1,687,128.36

Expense

500000 · BOND FUND EXPENSES

500002 · T-0211 Holman St	692,784.28
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504000 · Projects & Expenses

500007 · T-0234 Parks and Open Space	385,669.22
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500009 · T-0210 Main Street Improvements	413,084.17
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500050 · T-0236 Bagby Park	
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Total 504000 · Projects & Expenses 798,753.39

505000 · T-0220 Afford.Hous Lnd Bk Prg

500022 · Affordable Housing Expenditures	11,823.00
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Total 505000 · T-0220 Afford.Hous Lnd Bk Prg 11,823.00

Total 500000 · BOND FUND EXPENSES 1,503,360.67

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	1,523,410.86
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Total 510003 · Holman Street St T-0211 1,534,973.86

510005 · Grants & Allocations 50,000.00

510008 · T-0220 Afford Housing Land Bnk

510017 · T-0220 Drainage Fees	5,877.95
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512001 · T-0220 Aff Hous Expense	1,105,838.23
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512002 · Interest Expense	10,384.56
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Total 510008 · T-0220 Afford Housing Land Bnk 1,122,100.74

510019 · T-0214 Caroline St 27,672.29

Midtown Redevelopment Authority

Profit & Loss

July 2016 through March 2017

Jul '16 - Mar 17

510041 · CIP Program Expenses	
510094 · Midtown CIP TM	10,317.50
510041 · CIP Program Expenses - Other	3,486.00
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Total 510041 · CIP Program Expenses	13,803.50
510043 · T-0234 Parks & Open Space	530,074.26
510044 · T-0236 Bagby Park	3,005.07
510045 · T-0224 HTC I - Bldg Maintenance	32,913.22
510046 · T-0221 Midtown Pk	9,527,311.72
510048 · T-0240 Acquisitions Block 442	
510049 · T-0238 3300 MAIN	4,009.90
510050 · T-0210 Main Street Enhancements	1,962,718.79
510056 · Morgan Group Developer Agrmt	26,768.50
510096 · T-0207 Opr of Zone Prj Faciliti	361,406.27
510102 · HMAAC Interest Expense	47,114.84
510534 · T-0225 Mobility & Pedest Imprv	215,860.30
511002 · T-0233 Midtown Park Garage	1,026,930.78
510000 · INCREMENT PROJECTS/EXPENSE - Other	700.00
	<hr/>
Total 510000 · INCREMENT PROJECTS/EXPENSE	16,488,084.04
550000 · General & Admin. Expense	
550002 · Contract Labor	3,584.00
550003 · Rent Expense (Additional office space)	35,925.00
550004 · Salaries	
550013 · Dental Coverage	76.08
550014 · Health Insruance	60,593.75
550015 · AFLAC	3,148.83
550105 · Part Time Employee	14,593.99
550004 · Salaries - Other	879,200.52
	<hr/>
Total 550004 · Salaries	957,613.17
550007 · Courier Service	2,315.31
550008 · Office Supply & Expense	10,844.47
550009 · Misc Exp	12,020.42
550010 · Telephone & Utilities	
550110 · Cellular Service	1,116.05
550113 · Drainage fee	1,265.86
550010 · Telephone & Utilities - Other	13,819.63
	<hr/>
Total 550010 · Telephone & Utilities	16,201.54
550011 · Interest Expense - Camden	28,249.02
550012 · Postage	909.29
550022 · Bank Charges & Fees	3,070.57
550023 · Trust Expenses	10,140.80
550024 · Bond Sale Consultation	
550025 · Professional Services	42,549.00
550026 · Accounting Consultants	10,070.00
550027 · Financial Audit (Audit Services)	32,480.00
550028 · Legal Consultants	61,762.40

Midtown Redevelopment Authority

Profit & Loss

July 2016 through March 2017

Jul '16 - Mar 17

550030 · Planning Consultants	35,342.91
550031 · HTC Bldg Maintenance	1,137.27
550032 · Engineering Consultants	34,236.85
550033 · Professional Fees/Other Consult	20,954.26
550034 · Equip Rent & Lease Expense	6,339.27
550035 · Maintenance Access	810.00
550036 · Licenses & Fees	1,806.34
550037 · Workman's Comp Insurance	163.82
550038 · Insurance - Office	148,467.50
550039 · Computers & Repairs & Maint	24,544.17
550040 · Repair & Maintenance	10,940.82
550043 · Financial Advisors	4,435.00
550044 · Payroll Expense & PR Tax Exp	79,282.68
550050 · Depreciation Expense	322,437.20
550058 · Travel	1,080.50
550061 · Public Relations	67,731.00
Total 550000 · General & Admin. Expense	1,987,444.58
600000 · Bond Related Expenses	
550055 · Amort Bond Prem	-170,067.74
550062 · Underwriters 2017 Bond Discount	221,237.29
560038 · 11 Bond Series Interest Expense	669,067.71
560039 · 2013 Bond Series Int Expense	842,856.78
560040 · 2015 Bond Int Expense	339,358.33
560065 · Series 2017 COI	1,016,430.23
Total 600000 · Bond Related Expenses	2,918,882.60
66900 · Reconciliation Discrepancies (Discrepancies between bank statements and comp)	1.36
Total Expense	22,897,773.25
Net Ordinary Income	-21,210,644.89
Net Income	-21,210,644.89

Midtown Redevelopment Authority

Balance Sheet

As of February 28, 2017

Feb 28, 17

ASSETS

Current Assets

Checking/Savings

101000 · JPMorgan Chase-Operating 88528	5,603.86
101001 · Wells Fargo Ope Acctg 64040	2,898,344.65
101002 · Infrastructure Projects 1731	123,888.89
101010 · WF Surplus Acct 63943	794.66
101020 · WF FTA Enhanced Path 63919	46.27
102200 · Logic Operating Account (Investment Account)	1,049,857.26
103200 · TexStar Operating Acct 1111	1,017,734.63
103600 · Wells Fargo Oper Inves 63901	727.30
103700 · WF Operating Saving 3215777180	115,224.95
104000 · Affordable Housing Accounts	
104004 · Chase Aff. Housing Revenue Acct	1,999.24
104021 · WF Afford Hous 3927	95,766.72
104022 · WF Pilot Program 3935	342.56
104023 · WF PILOT PRO SAV 00860	95.69
104116 · TexStar Aff. Hsng MM 1800	1,911.21
104200 · Logic Affordable Housing (Investment Account)	615,848.78
Total 104000 · Affordable Housing Accounts	<u>715,964.20</u>

105000 · Trustee Investments

105001 · Pledge Revenue Fund 422885	
105100 · Pledge Reserve Fund -422885	6,159.23
Total 105001 · Pledge Revenue Fund 422885	<u>6,159.23</u>

105002 · Debt Service Fund

105200 · BNY-Debt Service Fund 422896	1,144,401.40
Total 105002 · Debt Service Fund	<u>1,144,401.40</u>

105003 · Reserve Fund 422897

105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fund)	7,941,425.50
Total 105003 · Reserve Fund 422897	<u>7,941,425.50</u>

105009 · Austin Park Maint. Fund 422919

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

106500 · BNY-TICR COI 422913

1,532.14

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)	26,300,391.32
107019 · LOGIC 2017 AFFORDABLE HOUSING (Trust Account 7487592005)	8,002,501.17
Total 107000 · BOND FUNDS	<u>35,639,159.76</u>

Midtown Redevelopment Authority
Balance Sheet
As of February 28, 2017

Feb 28, 17

Total 105000 · Trustee Investments	<u>44,736,139.85</u>
Total Checking/Savings	50,664,326.52
Accounts Receivable	
170000 · Accounts Receivable	
170008 · KIOS	3,200.00
170010 · Midtown Management District	94,118.21
170011 · MIDCORP	106,604.42
170020 · Houston Technology Center	380,169.47
170030 · FTA INCOME	7,340.00
170060 · Fourth Ward Redevelopment Autho (Expense Reimbursement)	12,732.66
Total 170000 · Accounts Receivable	<u>604,164.76</u>
Total Accounts Receivable	<u>604,164.76</u>
Total Current Assets	51,268,491.28
Fixed Assets	
150000 · Fixed Assets	
150010 · Office Furniture & Equipment	26,321.36
150011 · Accumluated 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	-1,845,319.25
150065 · Land - HTC Phase II	697,219.00
150066 · Houston Tech Center II	2,816,117.96
150067 · Accum.Deprec. HTC Phase I	-1,490,196.00
150069 · Land - Bagby Park	1,318,870.15
150070 · BagbyPark	2,453,218.83
150071 · Accum.Deprec. BagbyPark	-849,132.07
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	22,686.18
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 February 28, 2017

Feb 28, 17

150080 · Land (Resale) (Land purchase for resale) - Other	49,982,202.35
Total 150080 · Land (Resale) (Land purchase for resale)	<u>51,057,144.72</u>
150089 · Land HMAAC (Land)	1,206,150.00
150090 · HMAAC Property	918,850.00
150091 · Accum Depr HMAAC	-290,968.74
150100 · 2800 MAIN	317,069.93
Total 150000 · Fixed Assets	<u>91,809,990.75</u>
Total Fixed Assets	<u>91,809,990.75</u>
TOTAL ASSETS	<u>143,078,482.03</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
200000 · Accounts Payable	
202001 · Retainage Payable	546,263.71
200000 · Accounts Payable - Other	559,134.36
Total 200000 · Accounts Payable	<u>1,105,398.07</u>
Total Accounts Payable	1,105,398.07
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 · trn to Aff Housing	1,238,661.25
Total 203000 · Escrow Fund Liabilities	<u>1,238,661.25</u>
204000 · HMAAC NOTE - CURRENT	102,902.00
200001 · Current Liabilities - Other	13,800.00
Total 200001 · Current Liabilities	<u>1,398,974.10</u>
2103007 · Developer Advances Midtown Park	15,449,816.00
Total Other Current Liabilities	<u>16,848,790.10</u>
Total Current Liabilities	17,954,188.17
Long Term Liabilities	
210000 · Long Term Liabilities	
210044 · Bonds Payable Series 2011	19,280,000.00
210047 · Bonds Payabe Series '13	25,450,000.00

Midtown Redevelopment Authority

Balance Sheet

As of February 28, 2017

Feb 28, 17

210048 · Current Portion Bonds Payable	6,195,000.00
210049 · Bond Payable Series '15	11,900,000.00
210050 · Bond Payable Series 2017	38,125,000.00
210053 · Accrued Bond Int 2015 series	84,839.58
210055 · Accrued Bond Interest 13 Series	115,322.40
210056 · Accrued Bond Interest Series 11	87,473.94
210057 · Series 2011 Bond Premium	6,070.64
210058 · Series 2013 BOND PREMIUM	1,249,269.39
210059 · Series 2015 Bond Prem	1,054,803.40
210061 · Series 2017 Bond Premium	4,169,734.47
210062 · 2017 Bond	158,627.18
2103000 · LOANS	
2103003 · HMAAC LOAN REFINANCED	1,413,308.88
Total 2103000 · LOANS	<u>1,413,308.88</u>
Total 210000 · Long Term Liabilities	<u>109,289,449.88</u>
Total Long Term Liabilities	<u>109,289,449.88</u>
Total Liabilities	127,243,638.05
Equity	
1110 · Retained Earnings (Retained Earnings)	36,134,667.48
Net Income	<u>-20,299,823.50</u>
Total Equity	<u>15,834,843.98</u>
TOTAL LIABILITIES & EQUITY	<u>143,078,482.03</u>

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Midtown Redevelopment Authority

Profit & Loss

February 2017

	<u>Feb 17</u>
Ordinary Income/Expense	
Income	
400000 · Revenue & Support	
400023 · HTC Build Out Reimbursement	3,200.00
400025 · Interest-Debt Service & Reserve	3,369.52
400026 · Interest-Other Bond Funds	29,963.71
400029 · Interest - Affordable Housing	550.31
400030 · Interest-Operating Funds	5,264.80
400031 · Interest Income	<u>85.79</u>
Total 400000 · Revenue & Support	<u>42,434.13</u>
 Total Income	 <u>42,434.13</u>
 Gross Profit	 42,434.13
Expense	
500000 · BOND FUND EXPENSES	
500002 · T-0211 Holman St	41,237.80
504000 · Projects & Expenses	
500007 · T-0234 Parks and Open Space	116,048.63
500009 · T-0210 Main Street Improvements	<u>56,189.63</u>
Total 504000 · Projects & Expenses	<u>172,238.26</u>
 Total 500000 · BOND FUND EXPENSES	 213,476.06
 510000 · INCREMENT PROJECTS/EXPENSE	
510003 · Holman Street St T-0211	13,900.50
510008 · T-0220 Afford Housing Land Bnk	
510017 · T-0220 Drainage Fees	799.62
512001 · T-0220 Aff Hous Expense	120,049.00
512002 · Interest Expense	<u>10,384.56</u>
Total 510008 · T-0220 Afford Housing Land Bnk	131,233.18
 510041 · CIP Program Expenses	
510094 · Midtown CIP TM	<u>6,547.50</u>
Total 510041 · CIP Program Expenses	6,547.50
 510043 · T-0234 Parks & Open Space	19,848.50
510045 · T-0224 HTC I - Bldg Maintenance	8,909.31
510046 · T-0221 Midtown Pk	139,200.15
510056 · Morgan Group Developer Agrmt	3,496.00
510096 · T-0207 Opr of Zone Prj Faciliti	300,000.00
510102 · HMAAC Interest Expense	5,281.46
510534 · T-0225 Mobility & Pedest Imprv	14,412.50
511002 · T-0233 Midtown Park Garage	<u>126,617.28</u>
Total 510000 · INCREMENT PROJECTS/EXPENSE	<u>769,446.38</u>

Midtown Redevelopment Authority

Profit & Loss

February 2017

Feb 17

550000 · General & Admin. Expense	
550003 · Rent Expense (Additional office space)	3,645.00
550004 · Salaries	
550013 · Dental Coverage	
550014 · Health Insurance	8,302.84
550015 · AFLAC	609.36
550105 · Part Time Employee	3,220.00
550004 · Salaries - Other	108,036.54
Total 550004 · Salaries	120,168.74
550007 · Courier Service	233.60
550008 · Office Supply & Expense	1,857.16
550010 · Telephone & Utilities	
550110 · Cellular Service	123.85
550113 · Drainage fee	1,216.70
550010 · Telephone & Utilities - Other	1,404.28
Total 550010 · Telephone & Utilities	2,744.83
550012 · Postage	108.99
550022 · Bank Charges & Fees	250.50
550023 · Trust Expenses	7,300.00
550025 · Professional Services	10,000.00
550026 · Accounting Consultants	1,100.00
550030 · Planning Consultants	2,575.00
550031 · HTC Bldg Maintenance	1,137.27
550033 · Professional Fees/Other Consult	150.00
550034 · Equip Rent & Lease Expense	493.00
550035 · Maintenance Access	810.00
550036 · Licenses & Fees	226.00
550037 · Workman's Comp Insurance	25.82
550039 · Computers & Repairs & Maint	1,600.60
550040 · Repair & Maintenance	954.31
550044 · Payroll Expense & PR Tax Exp	10,776.25
550050 · Depreciation Expense	40,304.65
550061 · Public Relations	7,500.00
Total 550000 · General & Admin. Expense	213,961.72
600000 · Bond Related Expenses	
550055 · Amort Bond Prem	-37,104.98
560038 · 11 Bond Series Interest Expense	43,736.98
560039 · 2013 Bond Series Int Expense	57,661.20
560040 · 2015 Bond Int Expense	42,419.79
Total 600000 · Bond Related Expenses	106,712.99
Total Expense	1,303,597.15

Midtown Redevelopment Authority
Profit & Loss
February 2017

	<u>Feb 17</u>
Net Ordinary Income	<u>-1,261,163.02</u>
Net Income	<u><u>-1,261,163.02</u></u>

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APRIL 2017

DATE	CHECK	NAME	DESCRIPTIONS	DEBITS
04/03/2017	544342605	ATT -1	Phone Midtown Park Garage	327.79
04/03/2017	8176	McDonald - Wessendorff Insu	Policy #APIN-UGGARAGE 02/01/2017-02/01/2018	12,884.55
04/07/2017	564021665	AT&T -2	Office phones	507.93
04/07/2017	564964855	T - Mobile	110855028MAR17	125.91
04/11/2017	DEBIT	Wells Fargo	Service Charge	339.00
04/13/2017	564007677	AT&T	UVERSE	101.19
04/13/2017	8177	ATT -1	elevator phones	203.50
04/13/2017	8178	ATT -1	Elevator Service	237.34
04/13/2017	8179	ATT -1	elevator phones Midtown Park Garage	158.36
04/13/2017	8193	Bee-Line Delivery Service	Courier Service	292.12
04/13/2017	8180	marimon	Contract bas cost & copies	260.00
04/13/2017	8181	McConnell & Jones, LLP	Professional Fees MARCH 2017	880.00
04/13/2017	8182	NEVA Corporation	Air Conditioner Service	1,000.00
04/13/2017	8183	NOTonsite	IT	2,972.50
04/13/2017	8184	One World Strategy Group, LL	Monthly retainer per contractual agreemenet JAN	7,500.00
04/13/2017	8185	Staples Advantage	office supplies	137.81
04/13/2017	8186	ThyssenKrupp Elevator	Elevator Service	510.79
04/13/2017	8187	City of Houston - Water	Water Bills	133.46
04/13/2017	8188	FireTron, Inc.	Fire Alarm	420.00
04/13/2017	8189	FordMomentum, LLC	Communications Assessment Interviews	5,000.00
04/13/2017	8190	Fred Pryor Seminars	Dealing with Difficult People ID#624080	99.00
04/13/2017	8191	IDS Engineering Group	Consultants	142,212.97
04/13/2017	8193	The Goodman Corporation	FTA	23,812.50
04/13/2017	8194	ATT -1	Phone Midtown Park Garage	410.33
04/13/2017	8195	CHAMPION ENERGY SERVI	2811 Travis St	2,527.78
04/13/2017	DEBIT	PAYCHECK	PR 04-13-2017	63,587.30
				266,642.13

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**Midtown Redevelopment Authority
Bond & Project Fund Expenses & Balances
Thursday, April 13, 2017**

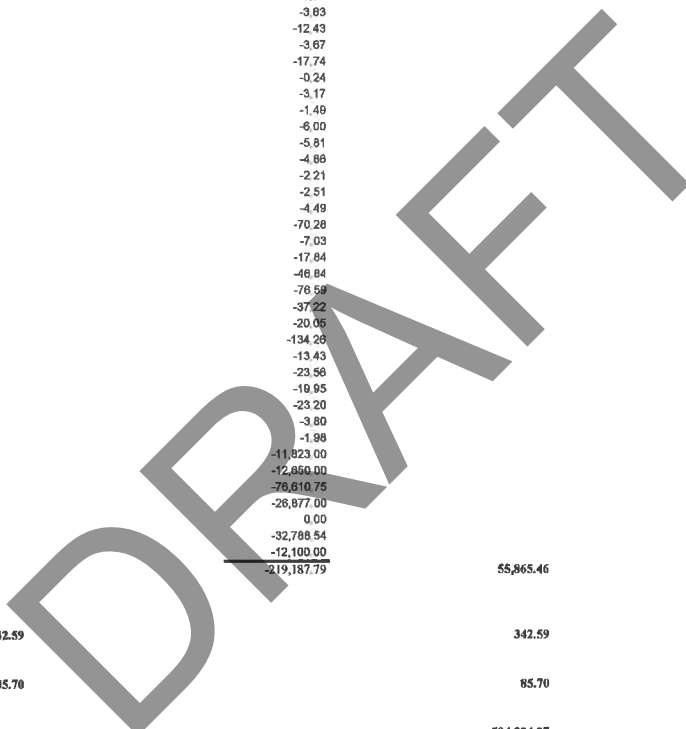
	Beginning Balance	Chase	BKNY MELLON	WELLS FARGO	TexSTAR/LOGIC	Ending Balance
JPMorganChase Operating/Checking						
TexStar Affordable Housing	1,912.24					1,912.24
Chase Afford Hous Rev Acct 1005250	1,989.24					1,989.24
Logic Affordable Housing Account (In	536,369.57					536,369.57
WF Affordable Housing 3927	76,561.34					
337493 City of Houston - Water				70.28		
3105 City of Houston - Water				133.46		
				<u>203.74</u>		76,357.6
Affordable Housing Pilot Program	342.59					342.59
Affordable Housing Pilot Saving	85.70					85.70
Total Afford Housing						540,271.05
Trustee Investments (Bond Funds)						
422885 Pledge Reserve Funds 422896	6,159.23					6,159.23
422896 Debt Service US Treasury Money Market Funds	1,141,401.40					1,141,401.40
422897 Reserve Fund US Treasury Money Market Funds						
Texstar Debt Service Reserve	7,941,425.50					7,941,425.50
422919 Austin Park Maint.(2001 Series) US Treasury Money Market Funds	3,461.82					3,461.82
LOGIC 2017 Affordable Housing	8,002,501.17					8,002,501.17
LOGIC 2017 Project Funds	26,105,207.26				799,950.24	25,305,257.02
2017 Project 937932	799,950.24					
REQ 012 SER Construction Partners, Ltd.			397,797.28			
REQ 013 SER Construction Partners, Ltd.			251,800.40			
REQ 014 SER Construction Partners, Ltd.			150,352.56			
Total			<u>799,950.24</u>			0.00
443264 2011 Escrow 1998 2001	9.99					9.99
9379338400 2017 ESCROW	1,336,257.28					1,336,257.28

MARCH 2017

DATE	CHECK	NAME	DESCRIPTIONS	DEBITS
03/06/2017	513844746	TelePacific Communications	Internet Service	-604.29
03/06/2017	372247773	AT&T	UVERSE	-105.19
03/06/2017	8137	Midtown Scouts Square Prop	2 PARKING SPACES	-225.00
03/06/2017	8138	MBM Financial Corporation	CANON/IRAC5250 NOV 2017	-233.00
03/07/2017	304046	City of Houston - Water	Water bill	-624.13
03/09/2017	8139	Lenox Barbecue & Catering	Lunch for board meeting 03-09-2017	-380.00
03/10/2017	8141	Spectrum Paint & Commercia	Reception Area remodel	-810.00
03/10/2017	8142	FirstSouthwest	Comptation San Antonio Conference May 10-12, 2	-235.00
03/11/2017	DEBIT	Wells Fargo	Service Charge	-400.45
03/13/2017	8140	Spectrum Paint & Commercia	Paint Jobs	-1,325.64
03/13/2017	DEBIT	PAYCHECK	PR 02-27-2017	-64,072.17
03/13/2017	1660787746	T - Mobile	110855028FEB17	-123.85
03/14/2017	8143	Spectrum Paint & Commercia	Paint Jobs FWRA Conference Room	-425.00
03/14/2017	430676255	AT&T -2	Office phones	-449.60
03/14/2017	431027524	ATT -1	elevator phones	-203.35
03/20/2017	CREDIT	PAYCHECK	PR 02-27-2017	643.72
03/21/2017	319156	City of Houston - Water	Water bill	-1,216.70
03/21/2017	462740710	ATT -1	elevator phones Midtown Park Garage	-158.22
03/21/2017	462752200	ATT -1	Fire Alarm in Midtown Park Garage 2811 Travis	-237.34
03/27/2017	8144	Matt Thibodeaux	APA Conference NY, NY MAY 2017 & GALVESTC	-1,080.50
03/27/2017	DEBIT	PAYCHECK	PR 02-27-2017	-63,587.30
03/30/2017	8145	AFLAC	MARCH 2017	-2,270.22
03/30/2017	8146	Bee-Line Delivery Service	Courier Service	-200.31
03/30/2017	8147	Bracewell LLP	051910.000001 Services through February 28, 201	-5,762.75
03/30/2017	8148	CHAMPION ENERGY SERVI	2811 Travis St	-2,544.94
03/30/2017	8149	Design Workshop, Inc.	DW Midtown WO1 Project 05421.00 February 20	-1,250.00
03/30/2017	8150	FireTron, Inc.	Fire Equipment	-3,488.00
03/30/2017	8151	FordMomentum, LLC	Communications Assessment Interviews	-5,000.00
03/30/2017	8152	Houston Technology Center	Office rental space	-3,395.00
03/30/2017	8153	Humana Dental Insurance Co	Dental Insurance	-76.08
03/30/2017	8154	IDS Engineering Group	Midtown Park Construction Management	-90,036.81
03/30/2017	8155	MBM Financial Corporation	CANON/IRAC5250	-244.65
03/30/2017	8156	McConnell & Jones, LLP	Professional Fees FEBRUARY 2017	-1,100.00
03/30/2017	8157	Midtown Scouts Square Prop	3 PARKING SPACES	-225.00
03/30/2017	8158	NEVA Corporation	Preventative Maintenance Air Cond Mar 2017	-7,264.10
03/30/2017	8159	NOTonsite	IT	-2,195.60
03/30/2017	8160	One World Strategy Group, LL	Monthly retainer per contractual agreemenet Febri	-7,500.00
03/30/2017	8161	PHONOSCOPE SERVICES, I	APRIL 2017	-144.75
03/30/2017	8162	Pitney Bowes Global Financia	Lease Postage Machine	-151.87
03/30/2017	8163	Purchase Power	Postage Purchased 36512879 Postage Purchase	-108.99
03/30/2017	8164	Staples Advantage	office supplies	-760.30
03/30/2017	8165	TELEPLEX	Office telephone lines	-71.28
03/30/2017	8166	The Goodman Corporation	FTA	-14,412.50
03/30/2017	8167	ThyssenKrupp Elevator	Elevator Service	-1,456.45
03/30/2017	8168	TLC Engineering, Inc.	Project Funds	-90,733.60
03/30/2017	8169	Walter P. Moore	Project Funds	-64,979.19
03/30/2017	8170	West Unified Communications	Meeting Center Audio	-100.45
03/30/2017	8171	CRI	Final Billing for the agreed-upon-procedures MRA	-2,130.00
03/30/2017	8172	Purchase Power	Postage Purchased 36512879 Postage Purchase	-33.62
03/30/2017	8173	Staples Advantage	office supplies	-382.88
03/30/2017	8174	West Unified Communications	Meeting Center Audio	-43.84
03/30/2017	8175	FirstSouthwest	Comptation San Antonio Conference May 10-12, 2	-515.00
03/31/2017		Liberty Bank and Trust	HMAAC 53752 MARCH 2017	-13,689.68
03/31/2017	DEBIT	City of Houston - Water	Water bill	-624.13
				-458,745.00

Midtown Redevelopment Authority
 Bond & Project Fund Expenses & Balances
 Friday, March 31, 2017

	Beginning Balance	Chase	BKNY MELLON	WELLS FARGO	TexSTAR/LOGIC	Ending Balance
JPMorgan Chase Operating/Checking						
TexStar Affordable Housing	1,989.34					1,989.24
Chase Afford Houa Rev Acct 1005250	55,865.46					55,865.46
Logie Affordable Housing Account (In	536,369.57					536,369.57
WF Affordable Housing 3927	275,053.25					
3097 Center for Civic and Public Policy Imprv				-45,392.00		
debit Wells Fargo St Pmt Fee				-31.00		
319134 City of Houston - Water				-4.85		
318131 City of Houston - Water				-65.12		
318128 City of Houston - Water				-2.88		
318122 City of Houston - Water				-48.62		
318094 City of Houston - Water				-5.42		
319101 City of Houston - Water				-2.87		
319161 City of Houston - Water				-4.14		
318167 City of Houston - Water				-0.39		
319171 City of Houston - Water				-135.05		
318169 City of Houston - Water				-50.72		
318180 City of Houston - Water				-2.28		
318179 City of Houston - Water				-2.42		
318177 City of Houston - Water				-4.23		
318185 City of Houston - Water				-1.66		
318186 City of Houston - Water				-0.90		
318188 City of Houston - Water				-8.40		
318190 City of Houston - Water				-2.48		
318192 City of Houston - Water				-1.15		
318218 City of Houston - Water				-7.78		
319220 City of Houston - Water				-3.83		
318206 City of Houston - Water				-12.43		
318211 City of Houston - Water				-3.87		
318213 City of Houston - Water				-17.74		
319221 City of Houston - Water				-0.24		
318247 City of Houston - Water				-3.17		
318243 City of Houston - Water				-1.49		
318241 City of Houston - Water				-6.00		
318239 City of Houston - Water				-5.81		
319237 City of Houston - Water				-4.88		
318233 City of Houston - Water				-2.21		
319231 City of Houston - Water				-2.51		
319253 City of Houston - Water				-4.49		
319258 City of Houston - Water				-70.28		
318263 City of Houston - Water				-7.03		
318272 City of Houston - Water				-17.84		
318308 City of Houston - Water				-48.84		
319305 City of Houston - Water				-76.59		
319302 City of Houston - Water				-37.22		
318295 City of Houston - Water				-20.05		
318281 City of Houston - Water				-134.28		
318289 City of Houston - Water				-13.43		
debit City of Houston - Water				-23.58		
318280 City of Houston - Water				-19.95		
318276 City of Houston - Water				-23.20		
318126 City of Houston - Water				-3.80		
debit City of Houston - Water				-1.98		
3098 Center for Civic and Public Policy Imprv				-11,823.00		
3099 UNIVERSAL HOUSING SOLUTIONS				-12,850.00		
3100 CORTEZ LANDSCAPING, LLC				-76,610.75		
3101 HOU Properties				-26,877.00		
3102 POWER, LLC VOID				0.00		
3103 TransTeQ				-32,788.54		
3104 POWER, LLC				-12,100.00		
				-219,187.79		55,865.46
Affordable Housing Pilot Program	342.59					342.59
Affordable Housing Pilot Saving	85.70					85.70
Total Afford Housing						594,224.27
Trustee Investments (Bond Funds)						
422885 Pledge Reserve Funds 422896	6,159.23					6,159.23
422896 Debt Service US Treasury Money Market Funds	1,141,401.40					1,141,401.40
422897 Reserve Fund US Treasury Money Market Funds						
Texstar Debt Service Reserve	7,941,425.50					7,941,425.50
422919 Austin Park Maint.(2001 Series) US Treasury Money Market Funds	3,461.82					3,461.82
LOGIC 2017 Affordable Housing	8,002,501.17					8,002,501.17
LOGIC 2017 Project Funds	26,300,391.32			195,184.06		26,105,207.26
2017 Project 937932	195,184.06					
REQ 006 TLC Engineering, Inc.				-12,223.60		
REQ 007 TLC Engineering, Inc.				-23,830.20		
REQ 008 IDS Engineering Group				-5,184.00		
REQ 009 B&D Contractors, Inc.				-105,088.63		
REQ 011 Walter P. Moore				-16,047.75		
REQ 010 IDS Engineering Group				-32,809.88		
Total				-195,184.06		0.00
443264 2011 Escrow 1998 2001	9.99					9.99
9379338400 2017 ESCROW	1,336,257.28					1,336,257.28



DRAFT

Asia
Society



Texas
Center

Asia Society Texas Center

Proposal to Midtown Redevelopment Authority
January 2017

DRAFT

HONG KONG
HOUSTON
LOS ANGELES
MANILA
MELBOURNE
MUMBAI
NEW YORK
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SEOUL
SHANGHAI
WASHINGTON, D.C.



Summary

We are pleased to submit a funding request to Midtown Redevelopment Authority and deeply appreciate the significant contribution MRA made in our capital campaign. The following pages outline a \$21,000 grant request, directed toward capital improvements.

Asia Society Texas Center moved into its new 40,000 square-foot facility at 1370 Southmore in October 2011, opening to the public in April 2012. After taking occupancy, numerous needs developed that were not factored in to the original plans for the building.

The building was constructed according to the original plans drawn up at the start of our capital campaign nearly a decade ago. As we expanded into our new space and our programming schedule broadened in depth and breadth, we quickly realized that certain capital improvements were required.

The requested funds would be designated toward capital expenditures enhancements are needed to ensure the long-term maintenance of the building's façade.

These elements come together to make Asia Society Texas Center a working showplace for innovative education, arts & cultural performances, visual arts exhibitions, and business & policy programs. With help from Midtown Redevelopment Authority, we can bring global leaders to Houston, while offering unique, innovative programming to the community.

Our Board of Directors, Advisory Board and staff appreciate all that the people at Midtown Redevelopment Authority have done and continue to do to support our ongoing work. Thank you for your consideration of this proposal and your ongoing advocacy and friendship.

Warm regards,

Bonna Kol
President



Organization – Mission and History

Mission:

With 12 locations throughout the world, Asia Society is the leading educational organization promoting mutual understanding and strengthening partnerships among the peoples, leaders, and institutions of Asia and the United States. Asia Society Texas Center executes the global mission with a local focus, enriching and engaging the vast diversity of Houston through innovative, relevant programs in arts and culture, business and policy, education, and community outreach.

History:

Forward-thinking Houstonians led by former First Lady Barbara Bush and former Ambassador Roy M. Huffington established Asia Society Texas Center in 1979. Sharing the vision of John D. Rockefeller 3rd, who founded Asia Society in New York in 1956, they recognized the need to educate Americans about Asia and to forge closer ties between Houston and the peoples and institutions of Asia.

Attendance

Since the Grand Opening in April 2012, over 140,000 individuals have come to our building, visited exhibitions, and attended programs.

Demographics

Visitor averages show a breakdown of 20% Asian and Asian American, 4% Hispanic, 4% African American, 1% Mixed Race, and 71% Caucasian.

Current Programs

Asia Society Texas Center has contributed to the cultural education and enrichment of our city for more than 35 years. Through a multi-disciplinary approach, Asia Society provides the greater community with insight on the relevant ideas and issues of our time, fostering stronger understanding and interaction between east and west. Within the programming pillars of arts and culture, business and policy, exhibitions, and education and outreach, Asia Society Texas Center annually presents more than 150 events reflecting Asia's growing financial and cultural relevance in Houston. In addition to our regular programming—from large scale musical performances to educational events geared for families—we also offer facility rentals, providing local community organizations reduced rates.



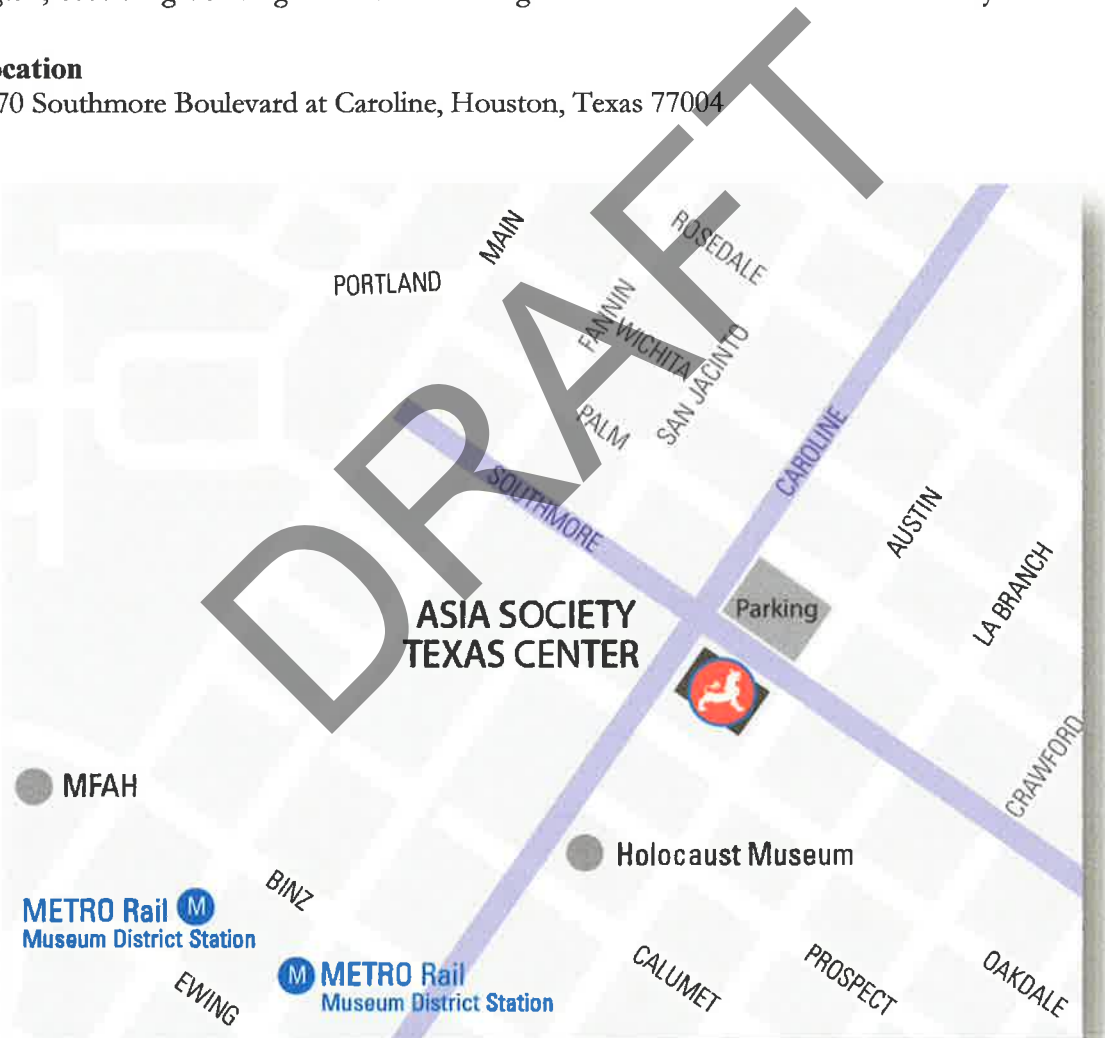
Organization – Building and Location

Expansion

In 1995 the Texas Center’s Board of Directors voted to build a home for its programs and activities. The Board selected Japanese architect Yoshio Taniguchi, best-known in this country for his renovation and expansion of the Museum of Modern Art in New York, to design the building, located in Houston’s Museum District. Completed in early fall 2011, the 40,000-square-foot Center features the 273-seat Brown Foundation Performing Arts Theater, Louisa Stude Sarofim Gallery, Edward Rudge Allen III Education Center, Faye Sarofim Grand Hall, and more. With the opening of the Texas Center in 2012, Asia Society took its place as a major educational and cultural institution in the region, becoming a driving force in reaffirming Houston’s role as an international city.

Location

1370 Southmore Boulevard at Caroline, Houston, Texas 77004





Project Description and Purpose

After five years of programming and wear and tear due to exposure to the elements, the team overseeing the facility have identified areas of the building's façade requiring attention, as well as a series of interior leaks. Specifically, the enhancements will repair and reinforce areas of the building's façade affected by water damage, as well as prevent any interior leaks that may cause lasting damage to interior flooring. Once complete, these elements will ensure Asia Society Texas Center continues to function as a landmark of pride in the museum district, as well as a showplace for education, arts & cultural performances, visual arts exhibitions, and business & policy programs.

- **Phase I: Repairs and improvements due to interior leaks**

ASTC general contractor Bellows initiated a project to identify the cause of several leaks in the facility's interior, including a gallery door leak, curtain wall drips, and Water Garden Terrace drips. After removing the grate and some flooring near the exhibition gallery door, definite points of entry were identified and repairs were made. However, during subsequent rain storms water was observed entering at the slab level from under the drain box. A concrete cut was made in front of the door with the dual purpose of inspecting the exterior waterproofing as well as to allow water to drain on an ongoing basis prior to arriving at the door. A water test confirmed water entering at slab level. Additional waterproofing work was completed and a portion of pavement was replaced with gravel to decrease water flow against the door frame. When exhibition scheduling allows, the efficacy of waterproofing repairs will be reviewed and repairs will then be made to the damaged gallery floor.

- **Phase II: Repairs to damaged gallery floor**

Due to leaks described above and subsequent water damage, sections of the wooden floor in the exhibition gallery need to be repaired and in some cases, replaced. This will require:

- Cutting flooring as required for water test.
- Demolition and disposal of ~60 SF of water damaged flooring.
- Installation of ~60 SF of new flooring (White Oak Flooring to match existing).
- Application of one coat of finish to entire hallway floor.

- **Phase III: Repairs and improvements to building facade**

After five years of exposure to the elements, some of the stucco panels on the building's exterior need to be enhanced, repaired and in some cases, replaced. Enhancements will include:

- Power washing the stucco wall and metal.
- Sending all rust metal and prime special metal primer.
- Caulking all cracks and repair stucco wall where needed.
- Painting metal with DTM (direct to metal) paint.
- Painting stucco wall with elastomeric paint.
- Covering all aluminum metal and floors to prevent further damage.

Contractors have provided a quote and this repair is pending programmatic scheduling and the commitment of additional funds.



Project Timeline

Capital improvements have been organized into two phases:

PHASE I

Timeframe: June 2017—December 2017

Actions: Identification of leak source and repair

Costs: **\$52,000**

PHASE II

Timeframe: August 2017—December 2017

Actions: Repairs to damaged gallery floor

Costs: **\$14,625**

PHASE III

Timeframe: June 2017—June 2018

Actions: Repair/replacement of exterior stucco panels / painting of metal

Costs: **\$21,000**

Project Budget

Capital improvements at Asia Society Texas Center total **\$87,625**.



Phase I Budget Breakdown

<u>Budget Breakout</u>		
W.S. Bellows	\$37,500	
Kendall-Heaton and CDC	\$ 9,600	(design and consulting-CDC)
Project Control	\$ 4,900	(contingency for unforeseen conditions, additional materials and time)
TOTAL BUDGET	\$52,000	

Further Breakout of W.S. Bellows budget of \$37,500*

SUBCONTRACTOR		
Removal and Reinstallation of soffit panels	\$13,000	
Scaffolding and Lift	\$ 5,000	
Sealants	\$ 7,500	
CONTRACTOR (W.S. Bellows)		
Labor	\$ 2,000	
Supervision	\$ 8,000	
Payroll Tax & Insurance	\$ 1,500	
Builders Risk and Liability	\$ 500	
TOTAL	\$37,500	

Phase II Budget Breakdown

Floor Repair Quote by Bauer Sports Floors: **\$14,625**

Phase II Budget Breakdown

Metal treatment	\$12,995
Stucco treatment	\$8,005
TOTAL	\$21,000

Project Funding & Request

Through a \$750,000 TIRZ grant in 2010, the Midtown Redevelopment Authority provided critical support to Asia Society Texas Center as it completed its capital campaign. In 2013, the Midtown Redevelopment Authority provided another grant for a variety of capital improvements, including acoustic enhancements, improved lighting, parking area set-up (to accommodate new city regulations), and landscaping improvements. A third grant of \$21,000 is requested to be applied to the aforementioned capital improvements costing a total of \$73,000. All Midtown funding would be designated toward capital expenditures, enabling Asia Society Texas Center to remain true to its historic: engaging the diversity of the Greater Houston area and strengthening relationships among the peoples, leaders, and institutions of the United States and Asia.



Funding Sources	Received	Committed	Proposed	Total
Individuals	0	0	0	0
Foundations	0	0	0	0
Midtown Redevelopment Authority	0	0	21,000	21,000
Other Sources	0	66,625	0	0
	\$0	\$66,625	\$21,000	\$87,625

Thank you again for considering this request.

DRAFT

DRAFT

Plaza of Respect

IM
INTERFAITH
MINISTRIES
FOR GREATER HOUSTON

Capstone of the IM Campus

Interfaith Ministries for Greater Houston (IM) is excited to announce plans to create a Plaza of Respect at its 3303 Main Street headquarters in the Midtown District of Houston. The Plaza will be dedicated to the interfaith work of three of our city's most celebrated faith leaders — **Archbishop Joseph Fiorenza, Rabbi Samuel Karff and Reverend William A. Lawson.** It will be the capstone of the IM campus and a beautiful civic space in the heart of Midtown.

The Plaza will complete IM's campus, a project which started in 2012 with the launch of the *Many Faiths Building Together* capital campaign. IM has consolidated its headquarters and Meals on Wheels operation into Midtown. Now, we must raise the final \$2.5 million of the \$14,200,000 total campaign goal for the construction of the Plaza and to establish a Reserve Fund needed to maintain the space.

"Mankind must remember that peace is not God's gift to His creatures; peace is our gift to each other."

- Elie Wiesel





(left to right) Rev. Lawson, Archbishop Fiorenza, Rabbi Karff

A Powerful Trio

The Reverend, the Archbishop and the Rabbi are a respected trio of friends who have worked with each other, in pursuit of the common good, for over three decades. They have championed a variety of causes, from tearing down shantytowns under bridges to halting the “school to prison pipeline” that treats juvenile misbehavior as crime, from fighting anti-Semitism to condemning the bombing of a local mosque.

“Archbishop Fiorenza marched from Selma...

...to Montgomery and oversaw the construction of Houston’s new cathedral. Rev. Lawson invited Dr. Martin Luther King, Jr. into his parish when many black clergy scorned him, and was let out of jail by a Houston mayor to calm down some civil rights rioters. Rabbi Karff piloted the nation’s oldest rabbinical organization and helped build Chicago’s landmark Conference on Religion and Race. Together, they do much more.” (*Fraser, Jayme. “Trio quietly guides Houston’s conscience and policy.” Houston Chronicle. Sept. 30, 2013.*)

In the 1980s, during Houston’s oil bust...

...the three friends came together again to help the growing number of homeless in our city. Along with other religious leaders, they created a vision that became what is today the Coalition for the Homeless.

Why the Plaza?

- ◆ Create a reflective, inspiring space in Midtown celebrating the religious diversity of our city.
- ◆ Honor three religious leaders who have led the way for Houston as a respectful and inclusive community.
- ◆ Recognize and educate about the many faiths in Houston.
- ◆ Inspire our higher values.



One of the proposed Pillars of Light

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Franklin J. Harberg, Jr.
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President Emeritus

President & CEO:
Martin B. Cominsky
713-533-4901
mcominsky@imggh.org



Design Elements

A large stone wall – the *Portal of Peace* – separates the Plaza from the busy street to provide a sacred space. Three openings, or gateways, in the *Portal* allow visitors to access the *Plaza*. Portals are vehicles of change; they allow travelers to transport to new worlds, new dimensions. They allow humans a glimpse of the Divine. The openings also form breaks in the stone, reflecting the barriers broken by the three faith leaders. It is IM's hope that those who enter the *Portal of Peace* will be changed, will learn something new about faith and perhaps even about themselves.

Three pillars of illuminated dichroic glass – *The Light Within* – honor the three faith leaders. Visitors can glimpse these columns from the gateways in the *Portal*, the trio of entrances reflecting the triad monument beyond and the three Abrahamic traditions. The light in each column not only illuminates it, but also casts an upward glow... gently reaching out to the city beyond and to the heavens above. The light represents the light of faith embodied in each faith leader, the fire of justice sought, and the glow of hope for a more loving society.

A long *Faith Fence* facing north creates privacy. The fence will allow opportunities for donor recognition and future honorees from the faith community. An exclusive naming opportunity for the entire *Plaza* is available starting at the \$1 million giving level.

LORD, MAKE ME AN
INSTRUMENT OF YOUR PEACE.
WHERE THERE IS HATRED, LET
ME SOW LOVE.
- Francis of Assisi

Make the Plaza of Respect a Reality!

The Plaza of Respect is a beautiful vision, but IM must raise the final \$2.5 million of our overall \$14.2 million campaign goal to make it a reality.

Join us in honoring three wonderful faith leaders, and in creating a civic and inspirational space that convenes our many faith traditions and inspires all.

Help us demonstrate the *Strength of Shared Beliefs* in Greater Houston!



For More Information:
Maria Magee, Chief Development Officer
Ph: 713.533.4924 Email: mmagee@imgh.org