



**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 22, 2018 at 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 for January 25, 2018.
4. Consent Agenda for the Authority:
  - a. Minutes for January 25, 2018;
  - b. Monthly financial reports for January 2018;
  - c. Invoices from Trustee and Operating Accounts for February 2018;
  - d. Ratify Resolution for the Midtown Redevelopment Authority approving the Merger of the Midtown Redevelopment Authority 401(K) Profit Sharing Plan and Trust into the G & A Partners, Inc. Multiple Employee 401(K) Plan.
5. Agreed Upon Procedures Audit FY 2017.
6. Midtown Affordable Housing Program.
  - a. Resolution;
  - b. Update.

7. Caydon Development Agreement.
8. Proposed Donation of Land Located at LaBranch and Rosalie Intersection for Use as Park.
9. Midtown Capital Improvements Program:
  - a. Parks and Greenspace - Walter P Moore / Design Workshop
    - i. Midtown Park
      1. Approve Garage Change Orders – Camden
      2. Approve Additional Services Request for Construction Management and Inspection Services (Garage) - TLC Engineering, Inc.
      3. Approve Park Change Orders – Millis
    - ii. Entry Portals
      1. Approve Change Orders – B&D Contractors
  - b. HCC Capital Projects - IDS Engineering
    - 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. Bagby/Pierce Street Traffic Study – Walter P Moore
  - f. FTA Grant Program - The Goodman Corporation
10. 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.

11. Adjourn.

  
 Matt Thibodeaux (SA)  
 Executive Director

DRAFT

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

**January 25, 2018**

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 25, 2018, 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	Vacant	8	John Thomas
4	Pamela Ngo Castleman	9	Brandon Dudley
5	Al Odom		

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

Also in attendance were Kandi Schramm, Marlon Marshall, Todd Edwards, David Thomas, Araceli Rodriguez, Michelle Ashton, Mark Sullivan, Jalisa Hurst, Amaris Salinas, Mechelle Phillips and Jonathan Smith of Midtown; Peggy Foreman of Burney and Foreman; Barron F. Wallace of Bracewell LLP; Edwin Friedrichs and Rachel Rae of Walter P. Moore; Steven Spears and Alex Ramirez of Design Workshop; Mariana Rashcke of The Goodman Corporation; Jennifer Curley of the City of Houston; Vanessa Cole of Cole Klein Builders; Vernon Smith of Dominion Development; Emily Thurston of Caydon; Chileb Mims of One World Strategy Group; Grant Georgia of Navigant Consulting and Vernon Smith of Dominion Development.

Vice Chairman Goren called the meeting to order.

**CONSENT AGENDA**

**MINUTES FOR NOVEMBER 30, 2017**

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

Director Erwing 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

DRAFT

DRAFT

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

**January 25, 2018**

A regular 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 25, 2018 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:

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

It was announced that Chairman Sellingsloh had submitted his resignation from the Board of Directors for the Authority and the Tax Increment Reinvestment Zone #2 effective December 31, 2017 and that he wanted to submit his thanks to all the Board Members for their help during his term on the Board.

**PUBLIC COMMENTS**

**CONSENT AGENDA FOR THE AUTHORITY:**

- a. **MINUTES FOR NOVEMBER 30, 2017;**
- b. **MONTHLY FINANCIAL REPORTS FOR NOVEMBER AND DECEMBER 2017;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR DECEMBER 2017 AND JANUARY 2018;**
- d. **AGREEMENT WITH ONE WORLD STRATEGY GROUP, LLC.**

Executive Director Matt Thibodeaux presented the various items on the consent agenda. Director Erwing made a motion to approve the consent agenda as presented. The motion was seconded by Director Castleman, which carried by unanimous vote.

**GRANT AGREEMENT REVITALIZING THE BERING HOUSE – TRINITY CHURCH**

This item was tabled.

**MIDTOWN AFFORDABLE HOUSING PROGRAM**

a. **RESOLUTION;**

Director Odom made a motion to approve the Resolution Authorizing the Authority to enter into various Real Estate Contracts for Acquisition of Certain Properties; Authorizing the Authority or its Agent to Take All Necessary Actions Regarding Same; Approving Various Findings and Other Matters Incidental to Such Contracts; and Authorizing and Committing Funds Related Thereto. The motion was seconded by Director Castleman, which carried by unanimous vote.

b. **UPDATE**

Todd Edwards reported to the Board that the property at 2002 Live Oak was currently under construction with 18 units completed of the total 31 units. Cole/Klein Builders and HBDI will begin starting the PPCCI program in the near future.

**CAYDON DEVELOPMENT AGREEMENT.**

Marlon Marshall provided the Board with a draft of the Caydon Development Agreement. He reported that the staff, attorneys and Caydon would be meeting in the next couple of weeks to review the draft Development Agreement. Once the document has been reviewed by all parties, staff will bring it back to the Board for review and approval.

**PROPOSED DONATION OF LAND LOCATED AT LABRANCH AND ROSALIE INTERSECTION FOR USE AS PARK.**

Mr. Marshall presented a proposal to donate to the Authority 17,000 square feet of land located at LaBranch and Rosalie for use as a park. The Board would like the Authority's attorneys to coordinate and discuss with the owners to determine their objective and how the Authority could best utilize the land. Director Goren will abstain from any action by the Board regarding the donation of Land located at LaBranch and Rosalie for use as a Park due to a conflict of interest.



## **MIDTOWN CAPITAL IMPROVEMENT PROGRAM**

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

Marlon Marshall reported that the Midtown Park is officially open.

Mechelle Phillips reported that due to the unseasonably cold weather that Houston has seen, the Park Grand Opening, Lounge on the Lawn, has been rescheduled for April 28.

#### **i. MIDTOWN PARK**

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

Mr. Marshall presented Change Order #30 for remaining contingency/savings after project closeout of a credit of \$194,208.38. He anticipates a 30 - 45 day wrap up of the project. Director Castleman made a motion to approve Change Order #30 for a credit of \$194,208.38. The motion was seconded by Director Odom and carried by unanimous vote.

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

Mr. Marshall reported on Midtown Park noting that there are no Change Orders at this time. Currently the Art Wall trim pieces are being installed so that artist Dixie Friend Gay's mosaic piece can be installed in February.

#### **ii. ENTRY PORTALS**

Mr. Marshall reported that the team is currently waiting on CenterPoint connections at the Brazos location, revisions to the redesign at the Webster/Gray location and replacement light fixtures for the ones that malfunctioned due to Hurricane Harvey at the St. Joseph location.

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

#### **i. HOLMAN STREET PEDESTRIAN ENHANCEMENTS**

Mr. Marshall reported that the Holman Street project is officially completely closed out but the Authority is awaiting the City of Houston's acceptance of final approval. They are asking the Authority to remove boxes from the ramp before final approval is given.

##### **1. APPROVE CHANGE ORDERS – SER**

No Change Orders at this time.

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

Mr. Marshall reported that work in the right of way has made a lot of progress now that METRO is allowing access to complete most of the work. The Iconic Lighting is installed and waiting to be energized.

**i. APPROVE CHANGE ORDERS – SER**

No Change Orders at this time.

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

Mr. Marshall reported that staff continues to meet with the team, City of Houston and TxDOT regarding the approval of a traffic control plan (TCP). TxDOT has now agreed to allow City standards to be included in the TCP. The Design team is currently waiting on costs of the additional equipment and signage which was not included in the original bid so that the bid forms for contractor can be updated. The team has met with CenterPoint to determine which poles will need to be braced and/or relocated for conflict with underground utilities. TxDOT is responsible for management of the project and to let the construction contract. The Directors asked that letters be sent to Senator Miles, State Representative Coleman, the District Council Members and the TxDOT representative to request assistance in advancing this project more quickly.

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

Mr. Marshall reported that The Goodman Corporation met with the City of Houston regarding Crawford and Tuam Street for potential grant funds. The City has waterline projects on these streets so the team is awaiting feedback from the City.

**EMPLOYEE COMPENSATION FOR 2018.**

This item was discussed in Executive Session. Upon returning to open session, Director Castleman made a motion to approve employee compensation for 2018 as recommended by Executive Director. The motion was seconded by Director Thomas 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 conducted an executive session at this meeting 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

DRAFT

Midtown Redevelopment Authority

Profit & Loss

July 2017 through January 2018

Jul '17 - Jan 18

Ordinary Income/Expense

Income

400000 · Revenue & Support	
400010 · HISD Tax Increment	1,220,816.00
400011 · Harris County Tax Increment	-1.00
400020 · Reimb Off Exp & Staff	253,445.28
400022 · HTC Performance Rent	23,259.53
400023 · HTC Build Out Reimbursement	4,744.48
400025 · Interest-Debt Service & Reserve	28,679.77
400026 · Interest-Other Bond Funds	186,272.81
400029 · Interest - Affordable Housing	41,333.64
400030 · Interest-Operating Funds	33,023.67
400031 · Interest Income	4.78
400032 · Other Revenue	36,813.30
400436 · FTA Main Street - Revenue	507,816.00
Total 400000 · Revenue & Support	<u>2,336,208.26</u>
400400 · FTA Grants - Income	
4004036 · Main Street Project	1,131,063.05
Total 400400 · FTA Grants - Income	<u>1,131,063.05</u>
450000 · Gain from Sale of Land	156.98

Total Income

3,467,428.29

Gross Profit

3,467,428.29

Expense

500000 · BOND FUND EXPENSES	
500002 · T-0211 Holman St	18,549.80
500003 · T-0225 Mobility	16,423.57
504000 · Projects & Expenses	
500007 · T-0234 Parks and Open Space	77,232.80
500009 · T-0210 Main Street Improvements	3,088,366.71
500010 · CIP '03 Admin & General Exp.	33,250.00
500019 · T-0214 Caroline St near HCCS	10,209.00
500048 · T-0235 Holman Ped Enhancement	14,890.04
Total 504000 · Projects & Expenses	<u>3,223,948.55</u>
505000 · T-0220 Afford.Hous Lnd Bk Prg	
500022 · Affordable Housing Expenditures	1,950.00
Total 505000 · T-0220 Afford.Hous Lnd Bk Prg	<u>1,950.00</u>
Total 500000 · BOND FUND EXPENSES	<u>3,260,871.92</u>
510000 · INCREMENT PROJECTS/EXPENSE	
510002 · T-0214 Caroline St near HCCS	47,183.40
510003 · Holman Street St T-0211	
510532 · T-0211 - HCC Acad WK FTA	895.68
510003 · Holman Street St T-0211 - Other	6,864.33
Total 510003 · Holman Street St T-0211	<u>7,760.01</u>
510008 · T-0220 Afford Housing Land Bnk	
510009 · T-0220 Afford Housing Ins	11,550.00

Midtown Redevelopment Authority

Profit & Loss

July 2017 through January 2018

Jul '17 - Jan 18

510013 · T-0220 Affordable Housing Legal	54,684.62
510017 · T-0220 Drainage Fees	6,731.97
512001 · T-0220 Aff Hous Expense	1,452,862.74
510008 · T-0220 Afford Housing Land Bnk - Other	324.00
<b>Total 510008 · T-0220 Afford Housing Land Bnk</b>	<b>1,526,153.33</b>
510041 · CIP Program Expenses	64,805.20
510043 · T-0234 Parks & Open Space	3,865.15
510044 · T-0236 Bagby Park	1,315.57
510045 · T-0224 HTC I - Bldg Maintenance	22,456.70
510046 · T-0221 Midtown Pk	1,713,444.10
510050 · T-0210 Main Street Enhancements	1,549,027.26
510053 · T-0233 Midtown Garage	12,699.69
510055 · Peggy's Point Plaza Park	
510096 · T-0207 Opr of Zone Prj Faciliti	14,740.25
510102 · HMAAC Interest Expense	33,456.79
510534 · T-0225 Mobility & Pedest Imprv	238,977.98
510700 · Municipal Services Costs	62,191.57
511001 · T-0232 Public & Cultural Fac	100,000.00
511002 · T-0233 Midtown Park Garage	646,568.59
510000 · INCREMENT PROJECTS/EXPENSE - Other	218.00
<b>Total 510000 · INCREMENT PROJECTS/EXPENSE</b>	<b>6,044,863.59</b>
550000 · General & Admin. Expense	
550002 · Contract Labor	41,405.79
550003 · Rent Expense (Additional office space)	28,770.00
550004 · Salaries	
550013 · Dental Coverage	3.48
550014 · Health Insruance	55,001.86
550015 · AFLAC	264.25
550018 · Life Insurance	23.80
550004 · Salaries - Other	780,424.97
<b>Total 550004 · Salaries</b>	<b>835,718.36</b>
5500047 · Overtime	1,453.14
550007 · Courier Service	1,519.82
550008 · Office Supply & Expense	14,040.37
550009 · Misc Exp	10,704.66
550010 · Telephone & Utilities	
550110 · Cellular Service	899.33
550113 · Drainage fee	1,962.52
550010 · Telephone & Utilities - Other	11,502.13
<b>Total 550010 · Telephone &amp; Utilities</b>	<b>14,363.98</b>
550012 · Postage	519.40
550022 · Bank Charges & Fees	1,736.43
550023 · Trust Expenses	5,490.80
550025 · Professional Services	105,865.86
550026 · Accounting Consultants	10,990.00

## Midtown Redevelopment Authority

## Profit &amp; Loss

July 2017 through January 2018

Jul '17 - Jan 18

550027 · Financial Audit (Audit Services)	31,850.00
550028 · Legal Consultants	101,853.94
550030 · Planning Consultants	1,952.00
550032 · Engineering Consultants	90,535.13
550034 · Equip Rent & Lease Expense	4,207.34
550036 · Licenses & Fees	9,300.23
550037 · Workman's Comp Insurance	309.64
550038 · Insurance - Office	94,546.00
550039 · Computers & Repairs & Maint	18,803.89
550040 · Repair & Maintenance	42,360.55
550044 · Payroll Expense & PR Tax Exp	57,928.88
550045 · Payroll Fees	6,347.09
550050 · Depreciation Expense	282,132.61
550061 · Public Relations	52,500.00
550114 · Harris County Extension	3,533.10
Total 550000 · General & Admin. Expense	<u>1,870,739.01</u>
600000 · Bond Related Expenses	
550055 · Amort Bond Prem	-249,110.97
560038 · 11 Bond Series Interest Expense	602,380.23
560039 · 2013 Bond Series Int Expense	798,840.11
560040 · 2015 Bond Int Expense	286,701.04
560041 · 2017 Bond Int Expense	1,081,556.08
Total 600000 · Bond Related Expenses	<u>2,520,366.49</u>
66900 · Reconciliation Discrepancies (Discrepancies between bank statements and compar	-0.01
999999 · SUSPENSE (flow through account)	4,062.30
Total Expense	<u>13,700,903.30</u>
Net Ordinary Income	<u>-10,233,475.01</u>
Net Income	<u><u>-10,233,475.01</u></u>

Midtown Redevelopment Authority

Balance Sheet

As of February 28, 2018

Feb 28, 18

ASSETS

Current Assets

Checking/Savings

101001 · Wells Fargo Ope Acctg 64040	-175,949.03
101002 · Infrastructure Projects 1731	948.44
101010 · WF Surplus Acct 63943	882.51
101020 · WF FTA Enhanced Path 63919	54.07
102200 · Logic Operating Account (Investment Account)	2,398,169.81
103200 · TexStar Operating Acct 1111	6,159.39
103600 · Wells Fargo Oper Inves 63901	727.77
103700 · WF Operating Saving 3215777180	45,289.64
104000 · Affordable Housing Accounts	
104021 · WF Afford Hous 3927	530,368.30
104022 · WF Pilot Program 3935	342.77
104116 · TexStar Aff. Hsng MM 1800	1,928.30
104200 · Logic Affordable Housing (Investment Account)	3,018,170.38
Total 104000 · Affordable Housing Accounts	<u>3,550,809.75</u>
105000 · Trustee Investments	
105001 · Pledge Revenue Fund 422885	
105100 · Pledge Revenue Fund -422885	6,639.88
Total 105001 · Pledge Revenue Fund 422885	<u>6,639.88</u>
105002 · Debt Service Fund	
105200 · BNY-Debt Service Fund 422896	3,598,109.63
Total 105002 · Debt Service Fund	<u>3,598,109.63</u>
105003 · Reserve Fund 422897	
105302 · Reserve Fund Money Mkt 422897	0.02
105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fund)	7,946,753.43
Total 105003 · Reserve Fund 422897	<u>7,946,753.45</u>
105009 · Austin Park Maint. Fund 422919	
105901 · Austin Park Money Market Acct.	3,472.71
Total 105009 · Austin Park Maint. Fund 422919	<u>3,472.71</u>
107000 · BOND FUNDS	
107012 · BNY 443264 2011 Escrow	9.99
107017 · 937933 8400 2017 ESCROW	1,258,715.59
107018 · LOGIC 2017 PROJECT FUND (Trust Account 7487592004)	19,234,765.56
107019 · LOGIC 2017 AFFORDABLE HOUSING (Trust Account 7487592005)	5,634,968.35
Total 107000 · BOND FUNDS	<u>26,128,459.49</u>
Total 105000 · Trustee Investments	<u>37,683,435.16</u>
Total Checking/Savings	<u>43,510,527.51</u>
Accounts Receivable	
170000 · Accounts Receivable	
123001 · FTA Main Street	1,309,542.00
170008 · KIOS	-6,400.00
170020 · Houston Technology Center	18,624.27
170021 · HTC BUILTOUT	361,545.20



Midtown Redevelopment Authority

Balance Sheet

As of February 28, 2018

Feb 28, 18

170030 · FTA INCOME	7,340.00
170060 · Fourth Ward Redevelopment Autho (Expense Reimbursement)	10.00
Total 170000 · Accounts Receivable	<u>1,690,661.47</u>
Total Accounts Receivable	<u>1,690,661.47</u>
Total Current Assets	45,201,188.98
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	-1,967,565.61
150065 · Land - HTC Phase II	697,219.00
150066 · Houston Tech Center II	2,816,117.96
150067 · Accum.Deprec. HTC Phase I	-1,619,268.02
150069 · Land - Bagby Park	1,318,870.15
150070 · BagbyPark	2,453,218.83
150071 · Accum.Deprec. BagbyPark	-999,050.96
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	21,225,134.34
150078B · Midtown (Superblockj) Park	14,365,262.35
150080 · Land (Resale) (Land purchase for resale)	
150081 · Earnest Money	36,686.18
150082 · Option Fees	11,200.00
150803 · Affordable Housing Legal	109,050.45
150804 · Affordable Housing Misc	752,799.46
150805 · AFFORD HOUS GRANTS	126,750.28
150080 · Land (Resale) (Land purchase for resale) - Other	<u>50,453,253.02</u>
Total 150080 · Land (Resale) (Land purchase for resale)	51,489,739.39
150089 · Land HMAAC (Land)	1,206,150.00
150090 · HMAAC Property	918,850.00
150091 · Accum Depr HMAAC	-333,082.68
150100 · 2800 MAIN	<u>317,069.93</u>
Total 150000 · Fixed Assets	<u>107,948,270.90</u>
Total Fixed Assets	<u>107,948,270.90</u>
TOTAL ASSETS	<u>153,149,459.88</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	

## Midtown Redevelopment Authority

## Balance Sheet

As of February 28, 2018

Feb 28, 18

200000 · Accounts Payable	
202001 · Retainage Payable	2,378,099.71
200000 · Accounts Payable - Other	500,805.68
Total 200000 · Accounts Payable	<u>2,878,905.39</u>
Total Accounts Payable	2,878,905.39
Other Current Liabilities	
200001 · Current Liabilities	
201001 · MIDCORP Kios	20,954.84
202000 · Project Fund Liabilities	18,578.35
2021062 · Due MMD	-4,029.99
204000 · HMAAC NOTE - CURRENT	102,902.00
2103008 · CRI Current Camden	17,760,642.00
200001 · Current Liabilities - Other	13,800.00
Total 200001 · Current Liabilities	<u>17,912,847.20</u>
Total Other Current Liabilities	<u>17,912,847.20</u>
Total Current Liabilities	20,791,752.59
Long Term Liabilities	
210000 · Long Term Liabilities	
210044 · Bonds Payable Series 2011	16,895,000.00
210047 · Bonds Payable Series '13	23,430,000.00
210048 · Current Portion Bonds Payable	6,195,000.00
210049 · Bond Payable Series '15	11,295,000.00
210050 · Bond Payable Series 2017	36,940,000.00
210053 · Accrued Bond Int 2015 series	40,957.29
210055 · Accrued Bond Interest 13 Series	106,905.73
210056 · Accrued Bond Interest Series 11	77,536.46
210058 · Series 2013 BOND PREMIUM	1,179,157.55
210059 · Series 2015 Bond Prem	932,668.31
210061 · Series 2017 Bond Premium	4,129,148.35
210062 · Accrued Bond Interest Series 17	132,668.58
2103000 · LOANS	
2103003 · HMAAC LOAN REFINANCED	1,306,326.88
Total 2103000 · LOANS	<u>1,306,326.88</u>
Total 210000 · Long Term Liabilities	<u>102,660,369.15</u>
Total Long Term Liabilities	<u>102,660,369.15</u>
Total Liabilities	123,452,121.74
Equity	
1110 · Retained Earnings (Retained Earnings)	40,273,137.95
Net Income	-10,575,799.81
Total Equity	<u>29,697,338.14</u>
TOTAL LIABILITIES & EQUITY	<u><u>153,149,459.88</u></u>

Midtown Redevelopment Authority

Trial Balance

As of January 31, 2018  
Jan 31, 18

	Debit	Credit
101001 · Wells Fargo Ope Acctg 64040	14,892.08	
101002 · Infrastructure Projects 1731	948.44	
101010 · WF Surplus Acct 63943	882.51	
101020 · WF FTA Enhanced Path 63919	54.07	
102200 · Logic Operating Account	2,398,169.81	
103200 · TexStar Operating Acct 1111	6,159.39	
103600 · Wells Fargo Oper Inves 63901	727.77	
103700 · WF Operating Saving 3215777180	95,289.64	
104021 · WF Afford Hous 3927	694,541.04	
104022 · WF Pilot Program 3935	342.77	
104116 · TexStar Aff. Hsng MM 1800	1,928.30	
104200 · Logic Affordable Housing	3,018,170.38	
105100 · Pledge Revenue Fund -422885	6,639.88	
105200 · BNY-Debt Service Fund 422896	3,598,109.63	
105302 · Reserve Fund Money Mkt 422897	0.02	
105324 · TexStar Debt Res Fnd MM 1023	7,946,753.43	
105901 · Austin Park Money Market Acct.	3,472.71	
107012 · BNY 443264 2011 Escrow	9.99	
107017 · 937933 8400 2017 ESCROW	1,258,715.59	
107018 · LOGIC 2017 PROJECT FUND	19,292,987.37	
107019 · LOGIC 2017 AFFORDABLE HOUSING	5,634,968.35	
123001 · FTA Main Street	1,309,542.00	
170008 · KIOS		6,400.00
170011 · MIDCORP	14,000.00	
170020 · Houston Technology Center	18,624.27	
170021 · HTC BUILTOUT	361,545.20	
170030 · FTA INCOME	7,340.00	
170060 · Fourth Ward Redevelopment Autho	10.00	
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		1,967,565.61
150065 · Land - HTC Phase II	697,219.00	
150066 · Houston Tech Center II	2,816,117.96	
150067 · Accum.Deprec. HTC Phase I		1,619,268.02
150069 · Land - Bagby Park	1,318,870.15	
150070 · BagbyPark	2,453,218.83	
150071 · Accum.Deprec. BagbyPark		999,050.96
150075 · Midtown Park 2905 Travis St	3,506,306.26	

## Midtown Redevelopment Authority

## Trial Balance

As of January 31, 2018  
Jan 31, 18

	Debit	Credit
150078 · Midtown Park Land-Tracts I & II	8,210,142.45	
150078A · Midtown (Superblock) Garage	21,225,134.34	
150078B · Midtown (Superblockj) Park	14,365,262.35	
150080 · Land (Resale)	50,453,253.02	
150081 · Earnest Money	26,686.18	
150082 · Option Fees	10,700.00	
150803 · Affordable Housing Legal	109,050.45	
150804 · Affordable Housing Misc	752,799.46	
150805 · AFFORD HOUS GRANTS	126,750.28	
150089 · Land HMAAC (Land)	1,206,150.00	
150090 · HMAAC Property	918,850.00	
150091 · Accum Depr HMAAC		333,082.68
150100 · 2800 MAIN	317,069.93	
200000 · Accounts Payable		615,753.91
202001 · Retainage Payable		2,378,099.71
200001 · Current Liabilities		13,800.00
201001 · MIDCORP Kios		20,954.84
202000 · Project Fund Liabilities		18,578.35
2021062 · Due MMD	4,029.99	
204000 · HMAAC NOTE - CURRENT		102,902.00
2103008 · CRI Current Camden		17,760,642.00
210044 · Bonds Payable Series 2011		16,895,000.00
210047 · Bonds Payabe Series '13		23,430,000.00
210048 · Current Portion Bonds Payable		6,195,000.00
210049 · Bond Payable Series '15		11,295,000.00
210050 · Bond Payable Series 2017		36,940,000.00
210053 · Accrued Bond Int 2015 series		40,957.29
210055 · Accrued Bond Interest 13 Series		106,905.73
210056 · Accrued Bond Interest Series 11		77,536.46
210058 · Series 2013 BOND PREMIUM		1,179,157.55
210059 · Series 2015 Bond Prem		932,668.31
210061 · Series 2017 Bond Premium		4,129,148.35
210062 · Accrued Bond Interest Series 17		132,668.58
2103003 · HMAAC LOAN REFINANCED		1,315,789.51
1110 · Retained Earnings		40,273,137.95
400010 · HISD Tax Increment		1,220,816.00
400011 · Harris County Tax Increment	1.00	
400020 · Reimb Off Exp & Staff		253,445.28
400022 · HTC Performance Rent		23,259.53
400023 · HTC Build Out Reimbursement		4,744.48
400025 · Interest-Debt Service & Reserve		28,679.77
400026 · Interest-Other Bond Funds		186,272.81
400029 · Interest - Affordable Housing		41,333.64
400030 · Interest-Operating Funds		33,023.67

## Midtown Redevelopment Authority

## Trial Balance

As of January 31, 2018  
Jan 31, 18

	Debit	Credit
400031 · Interest Income		4.78
400032 · Other Revenue		36,813.30
400436 · FTA Main Street - Revenue		507,816.00
4004036 · Main Street Project		1,131,063.05
450000 · Gain from Sale of Land		156.98
500002 · T-0211 Holman St	18,549.80	
500003 · T-0225 Mobility	16,423.57	
500007 · T-0234 Parks and Open Space	77,232.80	
500009 · T-0210 Main Street Improvements	3,088,366.71	
500010 · CIP '03 Admin & General Exp.	33,250.00	
500019 · T-0214 Caroline St near HCCS	10,209.00	
500048 · T-0235 Holman Ped Enhancement	14,890.04	
500022 · Affordable Housing Expenditures	1,950.00	
510000 · INCREMENT PROJECTS/EXPENSE	218.00	
510002 · T-0214 Caroline St near HCCS	47,183.40	
510003 · Holman Street St T-0211	6,864.33	
510532 · T-0211 - HCC Acad WK FTA	895.68	
510008 · T-0220 Afford Housing Land Bnk	324.00	
510009 · T-0220 Afford Housing Ins	11,550.00	
510013 · T-0220 Affordable Housing Legal	54,684.62	
510017 · T-0220 Drainage Fees	6,731.97	
512001 · T-0220 Aff Hous Expense	1,452,862.74	
510041 · CIP Program Expenses	64,805.20	
510043 · T-0234 Parks & Open Space	3,865.15	
510044 · T-0236 Bagby Park	1,315.57	
510045 · T-0224 HTC I - Bldg Maintenance	22,456.70	
510046 · T-0221 Midtown Pk	1,713,444.10	
510050 · T-0210 Main Street Enhancements	1,549,027.26	
510053 · T-0233 Midtown Garage	12,699.69	
510096 · T-0207 Opr of Zone Prj Faciliti	14,740.25	
510102 · HMAAC Interest Expense	33,456.79	
510534 · T-0225 Mobility & Pedest Imprv	238,977.98	
510700 · Municipal Services Costs	62,191.57	
511001 · T-0232 Public & Cultural Fac	100,000.00	
511002 · T-0233 Midtown Park Garage	646,568.59	
550002 · Contract Labor	41,405.79	
550003 · Rent Expense	28,770.00	
550004 · Salaries	780,424.97	
550013 · Dental Coverage	3.48	
550014 · Health Insruance	55,001.86	
550015 · AFLAC	264.25	
550018 · Life Insurance	23.80	
5500047 · Overtime	1,453.14	
550007 · Courier Service	1,519.82	

Midtown Redevelopment Authority

Trial Balance

As of January 31, 2018  
Jan 31, 18

	Debit	Credit
550008 · Office Supply & Expense	14,040.37	
550009 · Misc Exp	10,704.66	
550010 · Telephone & Utilities	11,502.13	
550110 · Cellular Service	899.33	
550113 · Drainage fee	1,962.52	
550012 · Postage	519.40	
550022 · Bank Charges & Fees	1,736.43	
550023 · Trust Expenses	5,490.80	
550025 · Professional Services	105,865.86	
550026 · Accounting Consultants	10,990.00	
550027 · Financial Audit	31,850.00	
550028 · Legal Consultants	101,853.94	
550030 · Planning Consultants	1,952.00	
550032 · Engineering Consultants	90,535.13	
550034 · Equip Rent & Lease Expense	4,207.34	
550036 · Licenses & Fees	9,300.23	
550037 · Workman's Comp Insurance	309.64	
550038 · Insurance - Office	94,546.00	
550039 · Computers & Repairs & Maint	18,803.89	
550040 · Repair & Maintenance	42,360.55	
550044 · Payroll Expense & PR Tax Exp	57,928.88	
550045 · Payroll Fees	6,347.09	
550050 · Depreciation Expense	282,132.61	
550061 · Public Relations	52,500.00	
550114 · Harris County Extension	3,533.10	
550055 · Amort Bond Prem		249,110.97
560038 · 11 Bond Series Interest Expense	602,380.23	
560039 · 2013 Bond Series Int Expense	798,840.11	
560040 · 2015 Bond Int Expense	286,701.04	
560041 · 2017 Bond Int Expense	1,081,556.08	
66900 · Reconciliation Discrepancies		0.01
999999 · SUSPENSE	4,062.30	
TOTAL	<u>172,553,986.55</u>	<u>172,553,986.55</u>

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Midtown Redevelopment Authority

Date	Num	Name	Memo	Debit
<b>FEBRUARY 2017</b>				
101001 - Wells Fargo Opn Acctg 64040				
DATE	CHECK	NAME	MEMO	AMT
02/05/2018	8566	marimon	Copier Service	577.00
02/12/2018	8567	CHAMPION ENERGY SERVICES	2811 Travis St	3,200.45
02/15/2018	8568	PHONOSCOPE SERVICES, INC.	FEBRUARY 2018	144.75
02/15/2018	8569	Marshall, Marlon T	City of Houston Department of Public Works and Engineer	258.67
02/15/2018	8570	Theresa Gilmore	Arcadian Bakers	39.95
02/22/2018	8571	Bee-Line Delivery Service	Courier Service	315.38
02/22/2018	8572	Bracewell LLP	Legal Services	10,039.53
02/22/2018	8573	FireTron, Inc.	Fire Alarm Sysyem Annual Monitoring	540.00
02/22/2018	8574	IDS Engineering Group	Professional Consultation	75,185.51
02/22/2018	8575	MBM Financial Corporation	CANON/IRAC5250	244.06
02/22/2018	8576	McConnell & Jones, LLP	Professional services	750.00
02/22/2018	8577	McDonald - Wessendorff Insurance	APIN 02-01-2018 TO 02-01-2019	200.00
02/22/2018	8578	Midtown Scouts Square Property, LP	CONTRACT PARKING MARCH 2018	300.00
02/22/2018	8579	NEVA Corporation	Monthly Maintenance and Inspection	826.67
02/22/2018	8580	NOTonsite	Monthly IT Services	1,975.00
02/22/2018	8581	One World Strategy Group, LLC	Monthly retianer per contract JANAUARY 2018	7,500.00
02/22/2018	8582	PHONOSCOPE SERVICES, INC.	MARCH 2018	144.75
02/22/2018	8583	The Goodman Corporation	Professional Consultation	18,581.10
02/22/2018	8584	THR Enterprises, Inc.	Dumpster	9,612.50
02/22/2018	8585	West Unified Communications Services Inc	Meeting Center Audio	86.99
				<u>130,522.31</u>
				<u>130,522.31</u>

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Midtown Redevelopment Authority

Date	Num	Name	Memo	Debit
<b>FEBRUARY 2018</b>				
<b>WELLS FARGO</b>				

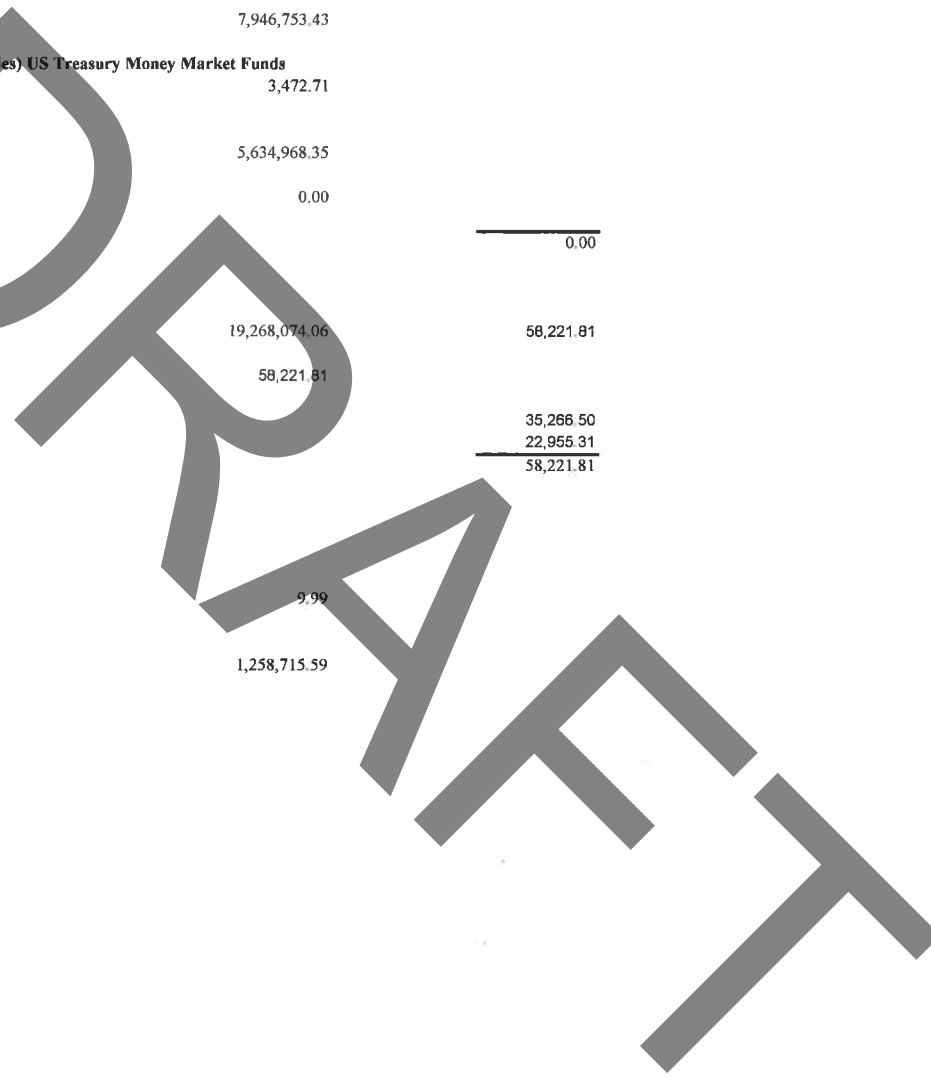
104000 - Affordable Housing Accounts

DATE	CHECK	NAME	MEMO	AMT
02/12/2018	3185	Star Tex Title Agency LLC	3111 Dowling Street Houston, Texas 77004	10,000.00
02/12/2018	3186	Studio Space LLC	3111 Dowling Street Houston, Texas 77004	500.00
02/22/2018	3187	Hou Homes	7th Reimbursement on \$460,000.00	88,244.10
02/22/2018	3188	KCK Demolition and Landscaping	3112 Dennis St. Houston, Texas 77004	9,900.00
02/22/2018	3189	POWER, LLC	Cutting and removal of 40 trees as requested	19,200.00
				<u>127,844.10</u>
				<u>127,844.10</u>
				<u>127,844.10</u>

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Midtown Redevelopment Authority  
 Bond & Project Fund Expenses & Balances  
 Wednesday, February 28, 2018

Trustee Investments (Bond Funds)	Beginning Balance	Chase	BKNY MELLON	WELLS FARGO	TexSTAR/LOGIC	Ending Balance
422885 Pledge Reserve Funds 422896	6,639.88					6,639.88
422896 Debt Service US Treasury Money Market Funds	3,598,109.63					3,598,109.63
422897 Reserve Fund US Treasury Money Market Funds	0.02					0.02
Texstar Debt Service Reserve	7,946,753.43					7,946,753.43
422919 Austin Park Maint.(2001 Series) US Treasury Money Market Funds	3,472.71					3,472.71
LOGIC 2017 Affordable Housing	5,634,968.35					5,634,968.35
BNY-TICR AFF HSG 693802	0.00					0.00
			0.00			0.00
LOGIC 2017 Project Funds	19,268,074.06		58,221.81			19,209,852.25
2017 Project 937932	58,221.81					0.00
REQ 055 TLC Engineering, Inc.			35,266.50			
REQ 056 IDS Engineering Group			22,955.31			
			58,221.81			0.00
443264 2011 Escrow 1998 2001	9.99					9.99
9379338400 2017 ESCROW	1,258,715.59					1,258,715.59



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**RESOLUTION FOR MIDTOWN REDEVELOPMENT AUTHORITY APPROVING THE  
MERGER OF THE MIDTOWN REDEVELOPMENT AUTHORITY 401(K) PROFIT  
SHARING PLAN AND TRUST INTO THE G & A PARTNERS, INC. MULTIPLE  
EMPLOYER 401(K) PLAN**

---

**WHEREAS**, the company has previously adopted the Midtown Redevelopment Authority 401(k) Profit Sharing Plan and Trust; and

**WHEREAS**, the company is an adopting employer of the G & A Partners, Inc. Multiple Employer 401(k) Plan ("G & A Plan"); and

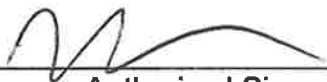
**WHEREAS**, the company has determined that it is advisable to merge the Midtown Redevelopment Authority 401(k) Profit Sharing Plan and Trust into the G & A Plan, with the G & A Plan being the surviving plan.

**NOW, THEREFORE, BE IT RESOLVED** that the merger of the Midtown Redevelopment Authority 401(k) Profit Sharing Plan and Trust into the G & A Plan is hereby ratified and approved.

**BE IT FURTHER RESOLVED** that the actions of the officers to implement the merger be, and they hereby are, ratified and approved and the officers are authorized to take such further action as they deem necessary or desirable to implement the foregoing resolutions.

**Midtown Redevelopment Authority**

BY: \_\_\_\_\_



Authorized Signer

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CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS     §  
  §  
COUNTY OF HARRIS     §

I, the undersigned officer of the Board of Directors of Midtown Redevelopment Authority (the “Board”) do hereby certify as follows:

1.     The Board convened in regular session on the 22<sup>nd</sup> day of February, 2018, at the regular meeting place thereof within said Midtown Zone; and the roll was called of the duly constituted officers and members of said Board, to-wit:

- |   |                       |            |
|---|-----------------------|------------|
| 1 | Vacant                | Director   |
| 2 | Douglas Erwing        | Director   |
| 3 | Robert D. Sellingsloh | Chair      |
| 4 | Pamela N. Castleman   | Secretary  |
| 5 | Al Odom               | Director   |
| 6 | Abe S. Goren          | Vice Chair |
| 7 | Caton M. Fenz         | Director   |
| 8 | John Thomas           | Director   |
| 9 | Brandon Dudley        | Director   |

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

**RESOLUTION RATIFYING THE ACQUISITION OF CERTAIN PROPERTIES**

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

2. That a true, full and correct copy of the aforesaid Resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; that the Resolution has been duly recorded in the Board's minutes of the meeting; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the Board as indicated therein; that each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting, and that the Resolution would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose; that the meeting was open to the public as required by law; and that public notice of the time, place and subject of the meeting was given as required by Vernon's Texas Codes Annotated, Chapter 551, Government Code.

SIGNED this \_\_\_\_\_, 2018.

\_\_\_\_\_  
Secretary, Midtown Redevelopment Authority

## RESOLUTION RATIFYING THE ACQUISITION OF CERTAIN PROPERTIES

WHEREAS, by Ordinance No. 94-1345, adopted on December 14, 1994, the City of Houston (the “City”) created Reinvestment Zone Number Two, City of Houston, Texas (the “Midtown Zone”) pursuant to Chapter 311, Texas Tax Code (the “Act”), and approved a preliminary project plan for the Midtown Zone and a preliminary reinvestment zone financing plan for the Midtown Zone; and

WHEREAS, by Resolution No. 95-96, adopted on August 28, 1995, the City authorized the creation of the Midtown Redevelopment Authority (the “Authority”) to aid, assist and act on behalf of the City in the performance of the City’s governmental and proprietary functions with respect to the common good and general welfare of Midtown and neighboring areas as described in Ordinance No. 94-1345; and

WHEREAS, the City, the Midtown Zone and the Authority have entered into that certain amended and restated Agreement dated July 18, 2000, and approved as Ordinance No. 2000-494 (the “Tri-Party Agreement”), pursuant to which the City delegated to the Authority the power and authority to administer the Midtown Zone including, but not limited to, the power to engage in activities relating to the acquisition and development of land, construction and improvement of infrastructure in the Midtown Zone, and provide affordable housing, in accordance with, and subject to the limitations set forth in, the Tri-Party Agreement and Project and Financing Plan; and

WHEREAS, the Authority’s Board of Directors (the “Board”) has determined that it is in the best interest of the Midtown Zone and the Authority to acquire tracts of land in certain adjacent historic neighborhoods to be developed as affordable housing and to commit certain available tax increment or bond proceeds received for this purpose; and

WHEREAS, the Authority has previously acquired certain parcels of land (the “Acquired Property”), as described in **Exhibit A**; and

WHEREAS, the Authority has evaluated the Acquired Property substantially in accordance with the due diligence checklist of the Midtown Redevelopment Authority Land Assembly and Affordable Housing Strategy; and

WHEREAS, the Authority believes it is in the best interest of the Authority to acquire the Acquired Property for the purpose of providing affordable housing consistent with the City’s affordable housing policies.

NOW THEREFORE, BE IT RESOLVED BY the Board of Directors of the Midtown Redevelopment Authority:

1. That the Board adopts the findings and recitations set out in the preamble to this Resolution and finds them to be true and correct.
2. That the Board hereby ratifies all actions previously taken by the officers of the Board, Executive Director or his agent with delegated authority, and Authority staff and consultants in connection with the acquisition of the Acquired Property.



3. That the Board hereby authorizes the Executive Director or his agent with delegated authority, the Authority staff, and consultants and officers of the Board to negotiate additional real estate contracts between the Authority or its agent and landowners, and authorizes the officers of the Board or Executive Director or his agent with delegated authority to execute any certificates, receipts, affidavits and necessary related agreements pertaining to the purchase of additional land in adjacent historic neighborhoods (the "Additional Property") on behalf of the Authority, and to take all necessary steps on behalf of the Authority to consummate the acquisition of the Additional Property.

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PASSED AND APPROVED this 22<sup>nd</sup> day of February, 2018.

/s/ Robert D. Sellingsloh  
Chair, Midtown Redevelopment Authority

ATTEST:

/s/ Pamela N. Castleman  
Secretary, Midtown Redevelopment Authority

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