



**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, June 28, 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 May 31, 2018.
4. Block 442 Deed Amendment.
5. Consent Agenda for the Authority:
  - a. Minutes for May 31, 2018;
  - b. Monthly financial reports for May 2018;
  - c. Invoices from Trustee and Operating Accounts for June 2018;
  - d. Approve Payment of Grant Proceeds to Temenos CDC;
  - e. A.O. Phillips contract extension;
  - f. Annual renewal of Professional Services Agreement with Walter P Moore.
6. Midtown Affordable Housing Program:
  - a. Resolution – Land Acquisitions;

- b. CCPPI
    - i. Consultant Agreement
    - ii. Operations Center Development Agreement
  - c. Affordable Housing Development Update.
7. Midtown Capital Improvements Program:
- a. Parks and Greenspace - Walter P Moore / Design Workshop
    - i. Midtown Park
      - 1. Approve Garage Change Orders – Camden
      - 2. Approve Park Change Orders – Millis
    - ii. Entry Portals
      - 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
    - i. Approve Change Orders
  - e. Bagby/Pierce Street Traffic Signal – Walter P Moore
    - i. Approve Work Order for Design Services – Walter P Moore
  - f. FTA Grant Program - The Goodman Corporation
    - i. Resolution by and between Midtown Management District and Midtown Redevelopment Authority Authorizing the Filing of Applications Related to Multi-Modal Improvements along Alabama Street and Crawford Street for Discretionary Transportation Funding with the Houston-Galveston Area Council.
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 announce which agenda items will be discussed.

9. Adjourn.

  
 Matt Thibodeaux  
 Executive Director



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

**May 31, 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, May 31, 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 Thomas and Erwing.

Also in attendance were Kandi Schramm, Marlon Marshall, Todd Edwards, David Thomas, Mark Sullivan, Jalisa Hurst, Amaris Salinas, Mechelle Phillips and Jonathan Smith of Midtown; Mona Cannon of Bracewell, LLP; Peggy Foreman of Burney and Foreman; Erwin Friedrichs and Brian Lazano of Walter P. Moore; Tim Buscha and Carol Harrison of IDS Engineering; Jim Webb of The Goodman Corporation; Alex Ramirez of Design WorkShop; Roberto Burroughs, Algenita Davis, Angie Gomez & Robert Bradford of CCPPI; Jennifer Curley of the City of Houston; and Grant Georgia of Navigant Consulting, Inc

Vice Chairman Goren called the meeting to order.

**CONSENT AGENDA**

**MINUTES FOR APRIL 26, 2018**

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

Director Castleman made a motion to approve the consent agenda. The motion was seconded by Director Fenz 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**

**May 31, 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, May 31, 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>
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Vice Chairman Goren 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 APRIL 26, 2018;**
- b. **MONTHLY FINANCIAL REPORTS FOR APRIL 2018;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR MAY 2018;**
- d. **APPROVE GRANT AGREEMENT WITH TEMENOS CDC.**

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

**MIDTOWN AFFORDABLE HOUSING PROGRAM**

**a. RESOLUTION;**

There was no resolution to be considered at this meeting.

**b. CCPPI OPERATIONS CENTER AND DEVELOPMENT AGREEMENT;**

Director Fenz reported that he was tracking progress on the revised Affordable Housing Plan and advancement of the housing project. Director Fenz will invite CCPPI to present the finance and housing plan at the July Board meeting.

**c. AFFORDABLE HOUSING DEVELOPMENT.**

Todd Edwards advised the Board that the staff was working to identify shovel ready projects and intends to advocate for such projects to be included in plans to use Hurricane Harvey Disaster Recovery Funds anticipated to be available for affordable housing improvements and related projects between August–October of 2018. He reported that he and Mr. Thibodeaux met with Senator Boris Miles, who expressed support for the Authority’s efforts to utilize the Hurricane Harvey Disaster Recovery Funds to develop more affordable housing in Houston. Mr. Edwards also reported that Epic Homes LLC has sold all of the last 5 affordable homes that they built [are in the process of building] and that HOU Homes, Inc. has completed and sold 12 townhome units, another 12 are under construction and are expected to close in the next a couple of months. He further stated that the foundation work has begun on the remaining 7 townhomes.

**FY 2019 BUDGET.**

Kandi Schramm, Administrative Manager, presented the Fiscal Year 2019 Budget for the Authority; noting an estimated increment in the amount of \$34 million for tax year 2018. Ms. Schramm stated that Main Street Enhancements, Caroline Street Reconstruction and Midtown Park continue to be priority capital projects for Fiscal Year 2019 and responded to questions from Board members.

Director Castleman made a motion to approve FY 2019 Budget as presented. The motion was seconded by Director Dudley. Following all discussion, the motion carried by unanimous vote.

**MIDTOWN CAPITAL IMPROVEMENT PROGRAM**

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

Marlon Marshall reported that Camden is continuing to lease units at the apartment complex adjacent to Midtown Park and that some residents have moved in to the apartment units. The Camden project is anticipated to be completed in late summer. He also reported that Camden is working to remove its equipment and materials removal from



their mobilization area in the Front 90 so that the Park Contractor can complete its work on the Front 90.

**i. MIDTOWN PARK**

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

Mr. Marshall stated that there were no change orders at this time.

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

Mr. Marshall reported that the Park Contractor has completed the sidewalks at the Camden driveways and is continuing to work on the installation of electrical infrastructure and irrigation sleeves along Travis Street. He anticipates that the Park Contractor will be off site late fall 2018 but that some of their work is contingent on Camden completing construction on their site. He stated that the Midtown Park Conservancy (MPC) is currently in discussions with restaurants for the Front 90 space.

Mr. Marshall stated that there were no change orders at this time.

Mechelle Phillips of the Midtown Parks Conservancy reported on the “Lounge on the Lawn” event which was held on Saturday, April 28<sup>th</sup> in Midtown Park. Ms. Phillips stated that there was a very good turn out, and estimated that over 1000 people attended the all-day event which included food trucks, lawn games, park tours and demonstrations, a performance by the Ensemble Theatre, Main Street Theater and MET Dance along with live bands, Galaxy Gazing by the Houston Astronomical Society, and a Silent Party. She stated that the artists for the Mosaic Artwork and playground art were in attendance to present their artworks and answer questions. A short Acknowledgement and Awards Program took place with a formal recognition of Camden Property Trust and Reliant Energy, as major donors to the Midtown Park, the artists who designed and installed the public artwork, and special acknowledgement to the Authority’s Past Chair, Robert Sellingsloh, and Kandi Schramm for her 20 years of service to the Authority. The Best of Midtown Awards were presented to local Midtown businesses. Several Board members expressed appreciation to the Staff and stated that the event was very well planned and coordinated.

Ms. Phillips also provided information regarding significant upcoming events scheduled in Midtown Park.

**ii. ENTRY PORTALS**

Mr. Marshall reported that Entry Portals I and II substantial complete. He also reported that the Authority is working with the City of Houston regarding the brick pavers to be used at Entry Portal III and that the City has reached out to the

Freeman's Town organization regarding the work on Entry Portal III located at Gray and Webster.

**APPROVE CHANGE ORDERS – B & D CONTRACTORS**

Mr. Marshall stated that there were no change orders to be presented at this time.

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

**i. HOLMAN STREET PEDESTRIAN ENHANCEMENTS**

Mr. Marshall reported that the Holman Street project is completely closed out.

**1. APPROVE CHANGE ORDERS – SER**

Mr. Marshall stated that there were no change orders to be presented at this time.

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

Mr. Marshall reported that the iconic decorative lighting had been connected to electricity but proved to have a faulty part and that the contractors are still awaiting the replacement parts. He further reported that the Authority has received approval from Isabella Court to begin work.

**i. APPROVE CHANGE ORDERS – SER**

Mr. Marshall presented Change Order #11. Director Castleman made a motion to approve Change Order #11 in the amount of \$21,516.12 for 6 additional trash receptacles, ADA revisions and installation of handrail at the intersection of Main and Rosalie Streets, and removal of buried concrete slab. The motion was seconded by Director Dudley and carried by unanimous vote.

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

Mr. Marshall reported that meetings continue with TxDOT and the City of Houston's to address the Traffic Control Plan (TCP). TxDOT has completed the redesign of the TCP to the City of Houston standards and is now waiting to meet with the City for approval. The Contractor has agreed to a July 9, 2018 mobilization date; however he expressed concern about remobilizing without first obtaining all required approvals.

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

Jim Webb with The Goodman Corporation reported that next month they would be asking for approval for a joint resolution between the Authority, the Midtown Management District and the City of Houston to authorize the filing of applications related to multi-modal improvements along Alabama Street and Crawford Street for discretionary transportation funding with the Houston Galveston Area Council.

Mr. Webb also reported on other work being performed to pursue economic development grants for Midtown

**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 conduct 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

DRAFT

Midtown Redevelopment Authority

Profit & Loss

July 2017 through May 2018

Jul '17 - May 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	765,120.73
400022 · HTC Performance Rent	23,259.53
400023 · HTC Build Out Reimbursement	9,514.38
400025 · Interest-Debt Service & Reserve	100,953.32
400026 · Interest-Other Bond Funds	265,272.00
400029 · Interest - Affordable Housing	123,562.50
400030 · Interest-Operating Funds	44,046.37
400031 · Interest Income	5.76
400032 · Other Revenue	42,091.07
400040 · Rental Income	1.00
400436 · FTA Main Street - Revenue	<u>507,816.00</u>
Total 400000 · Revenue & Support	3,102,457.66
400400 · FTA Grants - Income	
4004036 · Main Street Project	<u>2,218,630.05</u>
Total 400400 · FTA Grants - Income	<u>2,218,630.05</u>

Total Income

5,321,087.71

Gross Profit

5,321,087.71

Expense

500000 · BOND FUND EXPENSES	
500002 · T-0211 Holman St	18,549.80
500003 · T-0225 Mobility	67,246.65
500415 · T-0225 Mobility	87,585.60
504000 · Projects & Expenses	
500007 · T-0234 Parks and Open Space	148,369.14
500009 · T-0210 Main Street Improvements	3,187,224.85
500019 · T-0214 Caroline St near HCCS	40,800.75
500040 · CIP Admin & Gen Exp.	87,414.39
500046 · T-0221 Midtown Park	925,714.11
500048 · T-0235 Holman Ped Enhancement	
5004801 · Design	8,287.50
500048 · T-0235 Holman Ped Enhancement - Other	<u>14,890.04</u>
Total 500048 · T-0235 Holman Ped Enhancement	23,177.54
500401 · General Services WO 1	990.00
500409 · Midtown Garage #9 T-0233 (Midtown Garage CD #9)	<u>303,724.22</u>
Total 504000 · Projects & Expenses	4,717,415.00
505000 · T-0220 Afford.Hous Lnd Bk Prg	
500022 · Affordable Housing Expenditures	1,950.00
505000 · T-0220 Afford.Hous Lnd Bk Prg - Other	<u>2,805.00</u>
Total 505000 · T-0220 Afford.Hous Lnd Bk Prg	<u>4,755.00</u>
Total 500000 · BOND FUND EXPENSES	<u>4,895,552.05</u>

Midtown Redevelopment Authority

Profit & Loss

July 2017 through May 2018

Jul '17 - May 18

510000 · INCREMENT PROJECTS/EXPENSE	
510002 · T-0214 Caroline St near HCCS	47,888.40
510003 · Holman Street St T-0211	
510532 · T-0211 - HCC Acad WK FTA	895.68
510003 · Holman Street St T-0211 - Other	8,599.84
Total 510003 · Holman Street St T-0211	<u>9,495.52</u>
510008 · T-0220 Afford Housing Land Bnk	
510009 · T-0220 Afford Housing Ins	11,550.00
510013 · T-0220 Affordable Housing Legal	51,384.62
510017 · T-0220 Drainage Fees	9,607.03
512001 · T-0220 Aff Hous Expense	2,748,272.29
510008 · T-0220 Afford Housing Land Bnk - Other	324.00
Total 510008 · T-0220 Afford Housing Land Bnk	<u>2,821,137.94</u>
510010 · T-0237 Baldwin Park Upgrades	2,239.97
510041 · CIP Program Expenses	160,024.64
510043 · T-0234 Parks & Open Space	16,714.86
510044 · T-0236 Bagby Park	326.67
510045 · T-0224 HTC I - Bldg Maintenance	32,485.72
510046 · T-0221 Midtown Pk	1,917,828.81
510050 · T-0210 Main Street Enhancements	2,097,424.93
510055 · Peggy's Point Plaza Park	
510096 · T-0207 Opr of Zone Prj Faciliti	297,048.36
510102 · HMAAC Interest Expense	53,024.13
510534 · T-0225 Mobility & Pedest Imprv	290,852.58
510700 · Municipal Services Costs	108,607.47
511001 · T-0232 Public & Cultural Fac	100,000.00
511002 · T-0233 Midtown Park Garage	529,894.49
Total 510000 · INCREMENT PROJECTS/EXPENSE	<u>8,484,994.49</u>
550000 · General & Admin. Expense	
550002 · Contract Labor	58,520.00
550003 · Rent Expense (Additional office space)	57,595.00
550004 · Salaries	
550013 · Dental Coverage	-76.08
550014 · Health Insruance	85,960.02
550015 · AFLAC	919.05
550018 · Life Insurance	119.00
550004 · Salaries - Other	1,249,751.05
Total 550004 · Salaries	<u>1,336,673.04</u>
5500047 · Overtime	3,055.86
550007 · Courier Service	2,468.74
550008 · Office Supply & Expense	19,010.64
550009 · Misc Exp	12,071.41
550010 · Telephone & Utilities	
550110 · Cellular Service	1,401.86
550113 · Drainage fee	4,124.41

Midtown Redevelopment Authority

Profit & Loss

July 2017 through May 2018

Jul '17 - May 18

550010 · Telephone & Utilities - Other	16,321.48
Total 550010 · Telephone & Utilities	21,847.75
550012 · Postage	603.54
550022 · Bank Charges & Fees	8,021.27
550023 · Trust Expenses	43,193.80
550025 · Professional Services	114,090.62
550026 · Accounting Consultants	14,320.00
550027 · Financial Audit (Audit Services)	41,450.00
550028 · Legal Consultants	115,265.11
550030 · Planning Consultants	163.26
550031 · HTC Bldg Maintenance	135.05
550032 · Engineering Consultants	90,563.37
550034 · Equip Rent & Lease Expense	6,515.43
550035 · Maintenance Access	375.00
550036 · Licenses & Fees	12,992.13
550037 · Workman's Comp Insurance	1,596.37
550038 · Insurance - Office	92,825.15
550039 · Computers & Repairs & Maint	27,464.22
550040 · Repair & Maintenance	48,789.23
550044 · Payroll Expense & PR Tax Exp	103,955.80
550045 · Payroll Fees	10,403.56
550046 · Reimb. Employee Office Exp.	473.75
550050 · Depreciation Expense	443,351.21
550058 · Travel	7,351.98
550061 · Public Relations	82,500.00
550114 · Harris County Extension	3,533.10
550000 · General & Admin. Expense - Other	500.00
Total 550000 · General & Admin. Expense	2,781,675.39
600000 · Bond Related Expenses	
550055 · Amort Bond Prem	-391,460.21
560038 · 11 Bond Series Interest Expense	912,526.07
560039 · 2013 Bond Series Int Expense	1,226,463.03
560040 · 2015 Bond Int Expense	450,530.20
560041 · 2017 Bond Int Expense	1,612,230.40
Total 600000 · Bond Related Expenses	3,810,289.49
999999 · SUSPENSE (flow through account)	4,062.31
Total Expense	19,976,573.73
Net Ordinary Income	-14,655,486.02
Net Income	-14,655,486.02

Midtown Redevelopment Authority  
**Balance Sheet**  
 As of June 30, 2018

Jun 30, 18

ASSETS

Current Assets

Checking/Savings

101001 · Wells Fargo Ope Acctg 64040	947,950.59
101002 · Infrastructure Projects 1731	948.59
101010 · WF Surplus Acct 63943	882.65
101020 · WF FTA Enhanced Path 63919	59.84
102200 · Logic Operating Account (Investment Account)	1,548,996.07
103200 · TexStar Operating Acct 1111	6,251.04
103600 · Wells Fargo Oper Inves 63901	727.89
103700 · WF Operating Saving 3215777180	45,294.56
104000 · Affordable Housing Accounts	
104021 · WF Afford Hous 3927	31,474.61
104022 · WF Pilot Program 3935	342.82
104116 · TexStar Aff. Hsng MM 1800	1,938.22
104200 · Logic Affordable Housing (Investment Account)	2,144,850.14
Total 104000 · Affordable Housing Accounts	<u>2,178,605.79</u>
105000 · Trustee Investments	
105001 · Pledge Revenue Fund 422885	
105100 · Pledge Revenue Fund -422885	1,501.73
Total 105001 · Pledge Revenue Fund 422885	<u>1,501.73</u>
105002 · Debt Service Fund	
105200 · BNY-Debt Service Fund 422896	3,646,769.35
Total 105002 · Debt Service Fund	<u>3,646,769.35</u>
105003 · Reserve Fund 422897	
105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fund)	7,946,412.79
Total 105003 · Reserve Fund 422897	<u>7,946,412.79</u>
105009 · Austin Park Maint. Fund 422919	
105901 · Austin Park Money Market Acct.	3,483.33
Total 105009 · Austin Park Maint. Fund 422919	<u>3,483.33</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)	17,244,827.42
107019 · LOGIC 2017 AFFORDABLE HOUSING (Trust Account 7487592005)	4,775,069.10
Total 107000 · BOND FUNDS	<u>23,278,622.10</u>
Total 105000 · Trustee Investments	<u>34,876,789.30</u>
Total Checking/Savings	<u>39,606,506.32</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
170030 · FTA INCOME	7,340.00



Midtown Redevelopment Authority

Balance Sheet

As of June 30, 2018

Jun 30, 18

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	<u>41,297,167.79</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	-2,012,018.81
150065 · Land - HTC Phase II	697,219.00
150066 · Houston Tech Center II	2,816,117.96
150067 · Accum.Deprec. HTC Phase I	-1,666,203.30
150069 · Land - Bagby Park	1,318,870.15
150070 · BagbyPark	2,453,218.83
150071 · Accum.Deprec. BagbyPark	-1,053,566.92
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>51,356,109.81</u>
Total 150080 · Land (Resale) (Land purchase for resale)	52,392,596.18
150089 · Land HMAAC (Land)	1,206,150.00
150090 · HMAAC Property	918,850.00
150091 · Accum Depr HMAAC	-348,396.84
150100 · 2800 MAIN	<u>317,069.93</u>
Total 150000 · Fixed Assets	<u>108,689,909.09</u>
Total Fixed Assets	<u>108,689,909.09</u>
TOTAL ASSETS	<u>149,987,076.88</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
200000 · Accounts Payable	
202001 · Retainage Payable	2,378,099.71

Midtown Redevelopment Authority

Balance Sheet

As of June 30, 2018

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200000 · Accounts Payable - Other	819,088.28
Total 200000 · Accounts Payable	<u>3,197,187.99</u>
Total Accounts Payable	3,197,187.99
Other Current Liabilities	
200001 · Current Liabilities	
201001 · MIDCORP Kios	20,954.84
202000 · Project Fund Liabilities	18,578.35
2021062 · Due MMD	-3,657.45
204000 · HMAAC NOTE - CURRENT	102,902.00
2103008 · GRI Current Camden	17,760,642.00
200001 · Current Liabilities - Other	<u>13,800.00</u>
Total 200001 · Current Liabilities	<u>17,913,219.74</u>
Total Other Current Liabilities	<u>17,913,219.74</u>
Total Current Liabilities	<u>21,110,407.73</u>
Long Term Liabilities	
210000 · Long Term Liabilities	
210044 · Bonds Payable Series 2011	16,775,000.00
210047 · Bonds Payable Series '13	23,325,000.00
210048 · Current Portion Bonds Payable	6,315,000.00
210049 · Bond Payable Series '15	11,280,000.00
210050 · Bond Payable Series 2017	37,060,000.00
210053 · Accrued Bond Int 2015 series	204,786.45
210055 · Accrued Bond Interest 13 Series	534,528.65
210056 · Accrued Bond Interest Series 11	465,218.76
210058 · Series 2013 BOND PREMIUM	1,153,662.27
210059 · Series 2015 Bond Prem	888,255.55
210061 · Series 2017 Bond Premium	4,056,707.15
210062 · Accrued Bond Interest Series 17	663,342.90
2103000 · LOANS	
2103003 · HMAAC LOAN REFINANCED	<u>1,280,598.13</u>
Total 2103000 · LOANS	<u>1,280,598.13</u>
Total 210000 · Long Term Liabilities	<u>104,002,099.86</u>
Total Long Term Liabilities	<u>104,002,099.86</u>
Total Liabilities	125,112,507.59
Equity	
1110 · Retained Earnings (Retained Earnings)	40,192,333.77
Net Income	-14,655,486.02
Total Equity	<u>25,536,847.75</u>
TOTAL LIABILITIES & EQUITY	<u><u>150,649,355.34</u></u>

Midtown Redevelopment Authority

Trial Balance

As of June 30, 2018  
May 31, 18

	Debit	Credit
101001 · Wells Fargo Ope Acctg 64040	947,950.59	
101002 · Infrastructure Projects 1731	948.59	
101010 · WF Surplus Acct 63943	882.65	
101020 · WF FTA Enhanced Path 63919	59.84	
102200 · Logic Operating Account	1,548,996.07	
103200 · TexStar Operating Acct 1111	6,251.04	
103600 · Wells Fargo Oper Inves 63901	727.89	
103700 · WF Operating Saving 3215777180	45,294.56	
104021 · WF Afford Hous 3927	31,474.61	
104022 · WF Pilot Program 3935	342.82	
104116 · TexStar Aff. Hsng MM 1800	1,938.22	
104200 · Logic Affordable Housing	2,344,850.14	
105100 · Pledge Revenue Fund -422885	1,501.73	
105200 · BNY-Debt Service Fund 422896	3,646,769.35	
105324 · TexStar Debt Res Fnd MM 1023	7,946,412.79	
105901 · Austin Park Money Market Acct.	3,483.33	
107012 · BNY 443264 2011 Escrow	9.99	
107017 · 937933 8400 2017 ESCROW	1,258,715.59	
107018 · LOGIC 2017 PROJECT FUND	17,445,730.03	
107019 · LOGIC 2017 AFFORDABLE HOUSING	5,553,584.10	
123001 · FTA Main Street	1,309,542.00	
170008 · KIOS		6,400.00
170010 · Midtown Management District	105,417.96	
170011 · MIDCORP	143,049.60	
170020 · Houston Technology Center	18,624.27	
170021 · HTC BUILTOUT	361,545.20	
170030 · FTA INCOME	7,340.00	
170060 · Fourth Ward Redevelopment Autho	12,918.29	
150010 · Office Furniture & Equipment	26,321.36	
150011 · Accumiated 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		2,012,018.81
150065 · Land - HTC Phase II	697,219.00	
150066 · Houston Tech Center II	2,816,117.96	
150067 · Accum.Deprec. HTC Phase I		1,666,203.30
150069 · Land - Bagby Park	1,318,870.15	
150070 · BagbyPark	2,453,218.83	
150071 · Accum.Deprec. BagbyPark		1,053,566.92
150075 · Midtown Park 2905 Travis St	3,506,306.26	

Midtown Redevelopment Authority

Trial Balance

As of June 30, 2018  
May 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)	50,577,594.81	
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	
150089 · Land HMAAC (Land)	1,206,150.00	
150090 · HMAAC Property	918,850.00	
150091 · Accum Depr HMAAC		348,396.84
150100 · 2800 MAIN	317,069.93	
200000 · Accounts Payable		819,088.28
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	3,657.45	
204000 · HMAAC NOTE - CURRENT		102,902.00
2103008 · CRI Current Camden		17,760,642.00
210044 · Bonds Payable Series 2011		16,775,000.00
210047 · Bonds Payabe Series '13		23,325,000.00
210048 · Current Portion Bonds Payable		6,315,000.00
210049 · Bond Payable Series '15		11,280,000.00
210050 · Bond Payable Series 2017		37,060,000.00
210053 · Accrued Bond Int 2015 series		204,786.45
210055 · Accrued Bond Interest 13 Series		534,528.65
210056 · Accrued Bond Interest Series 11		465,218.76
210058 · Series 2013 BOND PREMIUM		1,153,662.27
210059 · Series 2015 Bond Prem		888,255.55
210061 · Series 2017 Bond Premium		4,056,707.15
210062 · Accrued Bond Interest Series 17		663,342.90
2103003 · HMAAC LOAN REFINANCED		1,280,598.13
1110 · Retained Earnings		40,192,333.77
400010 · HISD Tax Increment		1,220,816.00
400011 · Harris County Tax Increment	1.00	
400020 · Reimb Off Exp & Staff		765,120.73
400022 · HTC Performance Rent		23,259.53
400023 · HTC Build Out Reimbursement		9,514.38
400025 · Interest-Debt Service & Reserve		100,953.32
400026 · Interest-Other Bond Funds		265,272.00
400029 · Interest - Affordable Housing		123,562.50
400030 · Interest-Operating Funds		44,046.37

## Midtown Redevelopment Authority

## Trial Balance

As of June 30, 2018  
May 31, 18

	Debit	Credit
400031 · Interest Income		5.76
400032 · Other Revenue		42,091.07
400040 · Rental Income		1.00
400436 · FTA Main Street - Revenue		507,816.00
4004036 · Main Street Project		2,218,630.05
500002 · T-0211 Holman St	18,549.80	
500003 · T-0225 Mobility	67,246.65	
500415 · T-0225 Mobility	87,585.60	
500007 · T-0234 Parks and Open Space	148,369.14	
500009 · T-0210 Main Street Improvements	3,187,224.85	
500019 · T-0214 Caroline St near HCCS	40,800.75	
500040 · CIP Admin & Gen Exp.	87,414.39	
500046 · T-0221 Midtown Park	925,714.11	
500048 · T-0235 Holman Ped Enhancement	14,890.04	
5004801 · Design	8,287.50	
500401 · General Services WO 1	990.00	
500409 · Midtown Garage #9 T-0233	303,724.22	
505000 · T-0220 Afford.Hous Lnd Bk Prg	2,805.00	
500022 · Affordable Housing Expenditures	1,950.00	
510002 · T-0214 Caroline St near HCCS	47,888.40	
510003 · Holman Street St T-0211	8,599.84	
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	51,384.62	
510017 · T-0220 Drainage Fees	9,607.03	
512001 · T-0220 Aff Hous Expense	2,748,272.29	
510010 · T-0237 Baldwin Park Upgrades	2,239.97	
510041 · CIP Program Expenses	160,024.64	
510043 · T-0234 Parks & Open Space	16,714.86	
510044 · T-0236 Bagby Park	326.67	
510045 · T-0224 HTC I - Bldg Maintenance	32,485.72	
510046 · T-0221 Midtown Pk	1,917,828.81	
510050 · T-0210 Main Street Enhancements	2,097,424.93	
510096 · T-0207 Opr of Zone Prj Faciliti	297,048.36	
510102 · HMAAC Interest Expense	53,024.13	
510534 · T-0225 Mobility & Pedest Imprv	290,852.58	
510700 · Municipal Services Costs	108,607.47	
511001 · T-0232 Public & Cultural Fac	100,000.00	
511002 · T-0233 Midtown Park Garage	529,894.49	
550000 · General & Admin. Expense	500.00	
550002 · Contract Labor	58,520.00	
550003 · Rent Expense	57,595.00	
550004 · Salaries	1,249,751.05	

Midtown Redevelopment Authority

Trial Balance

As of June 30, 2018  
May 31, 18

	Debit	Credit
550013 · Dental Coverage		76.08
550014 · Health Insurance	85,960.02	
550015 · AFLAC	919.05	
550018 · Life Insurance	119.00	
5500047 · Overtime	3,055.86	
550007 · Courier Service	2,468.74	
550008 · Office Supply & Expense	19,010.64	
550009 · Misc Exp	12,071.41	
550010 · Telephone & Utilities	16,321.48	
550110 · Cellular Service	1,401.86	
550113 · Drainage fee	4,124.41	
550012 · Postage	603.54	
550022 · Bank Charges & Fees	8,021.27	
550023 · Trust Expenses	43,193.80	
550025 · Professional Services	114,090.62	
550026 · Accounting Consultants	14,320.00	
550027 · Financial Audit	41,450.00	
550028 · Legal Consultants	115,265.11	
550030 · Planning Consultants	163.26	
550031 · HTC Bldg Maintenance	135.05	
550032 · Engineering Consultants	90,563.37	
550034 · Equip Rent & Lease Expense	6,515.43	
550035 · Maintenance Access	375.00	
550036 · Licenses & Fees	12,992.13	
550037 · Workman's Comp Insurance	1,596.37	
550038 · Insurance - Office	92,825.15	
550039 · Computers & Repairs & Maint	27,464.22	
550040 · Repair & Maintenance	48,789.23	
550044 · Payroll Expense & PR Tax Exp	103,955.80	
550045 · Payroll Fees	10,403.56	
550046 · Reimb. Employee Office Exp.	473.75	
550050 · Depreciation Expense	443,351.21	
550058 · Travel	7,351.98	
550061 · Public Relations	82,500.00	
550114 · Harris County Extension	3,533.10	
550055 · Amort Bond Prem		391,460.21
560038 · 11 Bond Series Interest Expense	912,526.07	
560039 · 2013 Bond Series Int Expense	1,226,463.03	
560040 · 2015 Bond Int Expense	450,530.20	
560041 · 2017 Bond Int Expense	1,612,230.40	
999999 · SUSPENSE	4,062.31	
TOTAL	<u>176,166,088.15</u>	<u>176,166,088.15</u>

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**Midtown Redevelopment Authority  
Operating Account**

Date	Num	Name	Memo	Debit
<b>JUNE 2018</b>				
101001 - Wells Fargo Ope Acctg 64040				
DATE	CHECK	NAME	MEMO	AMT
06/01/2018	8696	HX Houston Exponential	JUNE 2018 RENT AND PARKING	5,745.00
06/11/2018	8697	Thibodeaux, Matt B	IPI Conference Orlando, FL 06-01-2018 to 06-04-2018	703.50
06/13/2018	8698	Midtown Scouts Square Property, LP	CONTRACT PARKING JUNE 2018	300.00
06/13/2018	8699	CHAMPION ENERGY SERVICES	2811 Travis St	3,175.72
06/21/2018	8700	Marshall, Marion T	IPI Conference - Orlando, FL 06-02-18 thru 06-06-2018	540.74
06/28/2018	8702	THR Enterprises, Inc.	Dumpster	7,690.00
06/28/2018	8704	Walter P. Moore	Professional Consultation	11,127.68
06/28/2018	8705	TLC Engineering, Inc.	Professional Consultation	1,836.00
06/28/2018	8706	ThyssenKrupp Elevator	Elevator Service	1,515.59
06/28/2018	8707	The Goodman Corporation	Professional Consultation	19,293.60
06/28/2018	8708	Staples Advantage	office supplies	360.67
06/28/2018	8709	Pitney Bowes Global Financial Services LL	Lease equipment	151.87
06/28/2018	8710	One World Strategy Group, LLC	Monthly retianer per contract MAY 2018	7,500.00
06/28/2018	8711	NEVA Corporation	HVAC Monthly Maintenance	1,000.00
06/28/2018	8712	McConnell & Jones, LLP	Professional services MAY 2018	750.00
06/28/2018	8713	MBM Financial Corporation	CANON/IRAC5250	233.00
06/28/2018	8714	marimon	Contract bas cost & copies	315.00
06/28/2018	8715	IDS Engineering Group	WO#001 PSA Professional Services 04-26-02018 to 05-2	2,209.73
06/28/2018	8716	Hawes Hill & Associates	Professional Consulting fee #1	2,000.00
06/28/2018	8717	Design Workshop, Inc.	WO 1 DW MIDTOWN JUNE 2018	2,688.03
06/28/2018	8718	Bee-Line Delivery Service	Courier Service	349.81
06/28/2018	8719	All Covered	VOID:	0.00
06/28/2018	8720	All Covered	IT Service	2,100.00
06/28/2018	8721	Bracewell LLP	Legal Consultation	13,808.64
06/28/2018	8722	HX Houston Exponential	Midtown Reimbursable Expenses 03-04-2018 to 06-21-20	4,465.74
06/28/2018	8723	THR Enterprises, Inc.	Waste Removal	14,937.60
06/28/2018	8724	AFLAC	JUNE 2018	2,597.08
06/28/2018	8725	PHONOSCOPE SERVICES, INC.	JULY 2018	144.75
06/28/2018	8726	Midtown Parks Conservancy	Operating of Zone and Project Facilities	767,819.00
				<u>875,358.75</u>
				<u>875,358.75</u>



Midtown Redevelopment Authority  
Affordable Housing  
Checking Account

Date	Num	Name	Memo	Debit
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**JUNE 2018**

**WELLS FARGO**

104000 - Affordable Housing Accounts

DATE	CHECK	NAME	MEMO	AMT
06/12/2018	3216	Roberta F. Burroughs & Associates	March 23, 2018 - April 23 2018	5,000.00
06/28/2018	3217	American Fence Company	Fence Service	181.21
06/28/2018	3218	CORTEZ LANDSCAPING, LLC	Affordable Housing Landscaping services and tr	97,037.18
06/28/2018	3219	KCK Demolition and Landscaping	2701 Winbern	20,000.00
06/28/2018	3220	POWER, LLC	Cutting and removal of 35 trees as requested	17,100.00
06/28/2018	3221	Roberta F. Burroughs & Associates	March 23, 2018 - April 23 2018	5,000.00
06/28/2018	3222	TransTeQ	JUNE 2018 LAWN SERVICE	29,572.54
06/28/2018	3223	UNIVERSAL HOUSING SOLUTION	Consulting Services	24,479.00
06/28/2018	2324	HOU HOMES	Completion Reimbursement	66,000.00
06/28/2018	3225	Temenos CDC Humphries Constructi	SCHEDULE 1-1 Outstanding Facility Rehabilit	115,269.00
06/28/2018	3226	Temenos CDC St. John United Metho	SCHEDULE 1-1 Outstanding Facility Rehabilit	160,000.00
06/28/2018	3227	Temenos CDC Steadfast Construction	SCHEDULE 1-1 Outstanding Facility Rehabilit	22,231.00
				561,869.93

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Midtown Redevelopment Authority  
 Bond & Project Fund Expenses & Balances  
 Saturday, June 30, 2018

Trustee Investments (Bond Funds)	Beginning Balance	Chase	BKNY MELLON	WELLS FARGO	TexSTAR/LOGIC	Ending Balance
422885 Pledge Reserve Funds 422896	1,501.73					1,501.73
422896 Debt Service US Treasury Money Market Funds	3,646,769.35					3,646,769.35
422897 Reserve Fund US Treasury Money Market Funds	0.00					-
Texstar Debt Service Reserve	7,946,412.79					7,946,412.79
422919 Austin Park Maint.(2001 Series) US Treasury Money Market Funds	3,483.33					3,483.33
<b>LOGIC 2017 Affordable Housing</b>						
<b>BNY-TICR AFF HSG 693802</b>	5,553,584.10		778,515.00			4,775,069.10
REQ 138 Star Tex Title Agency LLC			530,756.50			
REQ 139 Star Tex Title Agency LLC			54,406.50			
REQ 140 Star Tex Title Agency LLC			54,406.50			
REQ 141 Star Tex Title Agency LLC			74,289.00			
REQ 142 Star Tex Title Agency LLC			64,656.50			
			778,515.00			-
<b>LOGIC 2017 Project Funds</b>	17,445,730.03		200,902.61			17,244,827.42
<b>2017 Project 937932</b>	200,902.61					
REQ 084 IDS Engineering Group			36,985.81			
REQ 085 Walter P. Moore			78,567.14			
REQ 086 IDS Engineering Group			55,365.85			
REQ 087 Walter P. Moore			29,983.81			
			200,902.61			-
443264 2011 Escrow 1998 2001	9.99					9.99
9379338400 2017 ESCROW	1,258,715.59					1,258,715.59

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# WALTER P MOORE

June 19, 2018

Mr. Marlon Marshall  
Manager of Capital Projects  
Midtown Redevelopment Authority  
410 Pierce, Suite 355  
Houston, TX 77002

Re: FY 2019 Midtown CIP Work Order 1 - Renewal

Dear Marlon,

We are please to submit this proposal to renew CIP Work Order 1 for the 2018 Fiscal Year (July 1, 2018 through June 30, 2019).

The total proposed fee of \$282,754 (inclusive of expenses) covers the anticipated work efforts of Walter P Moore based on hourly services at the current hourly rates.

We look forward to continuing to support the development of capital improvement projects in Midtown. Please contact me directly with any questions or concerns.

Sincerely,

WALTER P. MOORE AND ASSOCIATES, INC.



Edwin C. Friedrichs, P.E.  
Senior Principal

Enclosure  
CC: Rachel A. Ray-Welsh, P.E.

1301 MCKINNEY, SUITE 1100  
HOUSTON, TEXAS 77010  
PHONE: 713.630.7300 FAX: 713.630.7396

[WWW.WALTERPMOORE.COM](http://WWW.WALTERPMOORE.COM)

**ATTACHMENT B**

**Form of Work Order**

WORK ORDER NO. 1 – FY 2018 Midtown CIP Work Order 1 - Renewal

This Work Order is issued subject to and is governed by that certain professional services agreement between Midtown and Consultant dated July 14, 2010.

Work Order Date: July 1, 2018

Consultant: Walter P. Moore

Type of Compensation: Time and Materials to a Maximum

Compensation: Maximum of \$282,754

Location of Services: Houston, Texas

Description of Services: This work order is to serve as a general services agreement for efforts associated with assisting Midtown during implementation of Capital Improvement Program (CIP) for a period of one year. See attached hour estimate for additional details. Specific duties included in this fee are listed below:

- Updating the CIP based on our meetings and discussions
- Coordination with other Consultants
- Attending Board meetings as necessary
- Consultation, assistance, and coordination of activities as per section 5.2 of our Professional Services Agreement
- Development and updating of maps as requested by Midtown
- Parking feasibility assessments and coordination

Schedule Requirements: Commencement of Services: July 1, 2018  
Completion of Services: June 30, 2019

**Consultant:**  
WALTER P MOORE AND  
ASSOCIATES, INC.

By: *Edwin C. Friedrichs*  
Edwin C. Friedrichs, P.E. – Senior Principal

June 16, 2018  
Date

**Client:**  
MIDTOWN REDEVELOPMENT  
AUTHORITY

By: \_\_\_\_\_  
Mathias Thibodeaux – Executive Director

\_\_\_\_\_  
Date

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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 28<sup>th</sup> day of June, 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 | Vacant              | 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 AUTHORIZING THE AUTHORITY OR ITS AGENT 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; AUTHORIZING AND COMMITTING FUNDS RELATED THERETO; AND 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 AUTHORIZING THE AUTHORITY OR ITS AGENT 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; AUTHORIZING AND COMMITTING FUNDS RELATED THERETO; AND 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”), and has identified certain parcels of land for acquisition (the “Potential Property”), as described in **Exhibit A**; and

WHEREAS, the Authority has evaluated the Acquired Property and the Potential 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 and to take actions to acquire the Potential 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 approves and ratifies the form of the real estate contracts between the Authority or its agent and landowners for the purchase of the Potential Property, and further authorizes the officers of the Board, Executive Director and Authority staff and consultants to further negotiate these contracts.
3. That the Board hereby authorizes the officers of the Board, the Executive Director and Authority staff and consultants to incur any necessary costs on behalf of the Authority in connection with the acquisition of the Potential Property, including, without limitation, the costs of a survey, environmental report, legal fees, and the demolition of improvements on the Potential Property.
4. That the Board hereby authorizes the officers of the Board, the Executive Director or his agent with delegated authority to execute any certificates, receipts, affidavits and necessary related agreements pertaining to the purchase of the Potential Property on behalf of the Authority, and to take all necessary steps on behalf of the Authority to consummate the acquisition of the Potential Property.
5. 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.
6. 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.

PASSED AND APPROVED this 28<sup>th</sup> day of June, 2018.

/s/Abe Goren  
Vice Chair, Midtown Redevelopment Authority

ATTEST:

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

DRAFT

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**A JOINT RESOLUTION BY THE MIDTOWN MANAGEMENT DISTRICT AND THE MIDTOWN REDEVELOPMENT AUTHORITY AUTHORIZING THE FILING OF APPLICATIONS RELATED TO MULTI-MODAL IMPROVEMENTS ALONG ALABAMA STREET AND CRAWFORD STREET FOR DISCRETIONARY TRANSPORTATION FUNDING WITH THE HOUSTON-GALVESTON AREA COUNCIL**

**WHEREAS**, the Midtown Management District (the “District”) is a political subdivision of the State of Texas and the Midtown Redevelopment Authority (the “MRA”) is a local government corporation created by the City of Houston, Texas (the “City”);

**WHEREAS**, the District and the MRA have been created to leverage public funds, improve and maintain infrastructure, increase mobility, accelerate area improvements, enhance economic development, and otherwise improve quality of life;

**WHEREAS**, the District and the MRA have collaborative agreements in place which allow for the joint planning, development, and implementation of planning, capital, and operating projects;

**WHEREAS**, the Houston-Galveston Area Council (“H-GAC”) has initiated a Call for Projects which will award and program discretionary federal and state transportation funding for submitted projects;

**WHEREAS**, several projects have jointly been developed for submission through this Call for Projects, which include two (2) first mile/last mile connectivity projects along Alabama Street and Crawford Street that achieve improved connectivity, bicycle/pedestrian/transit access, and barrier elimination;

**WHEREAS**, roles and responsibilities related to these project submissions have been defined based upon existing agreements between the District, the MRA, and the City;

**WHEREAS**, the primary responsibilities of the District will be to serve as the Federal Transit Administration (FTA) grantee for the administration of the projects and to complete maintenance associated with the projects, should they be constructed; and

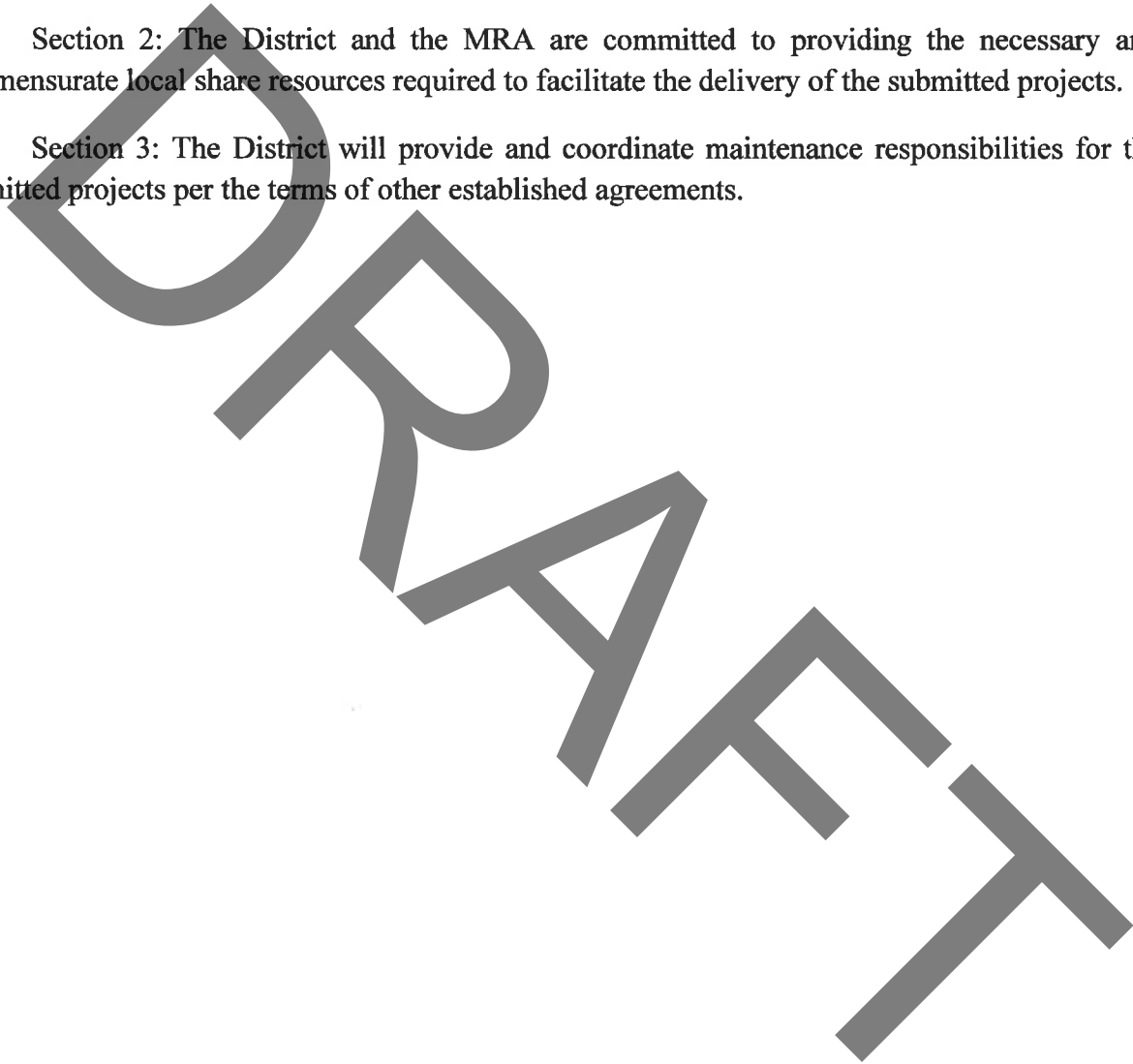
**WHEREAS**, the primary responsibilities of the MRA will be to provide local share funding, as required per application requirements and as identified within the MRA Capital Improvement Program.

**NOW, THERE BE IT RESOLVED BY THE BOARDS OF DIRECTORS OF THE MIDTOWN MANAGEMENT DISTRICT AND THE MIDTOWN REDEVELOPMENT AUTHORITY THAT:**

Section 1: The Executive Director of each of the District and the MRA is authorized to provide all required data and information to support a request for the pursuit of discretionary funding.

Section 2: The District and the MRA are committed to providing the necessary and commensurate local share resources required to facilitate the delivery of the submitted projects.

Section 3: The District will provide and coordinate maintenance responsibilities for the submitted projects per the terms of other established agreements.



*[Signatures follow on next page]*

PASSED AND APPROVED this 29<sup>th</sup> day of June, 2018.

\_\_\_\_\_  
Board Chairman  
Midtown Redevelopment Authority

ATTEST:

\_\_\_\_\_  
Board Secretary  
Midtown Redevelopment Authority

PASSED AND APPROVED this 11<sup>th</sup> day of July, 2018.

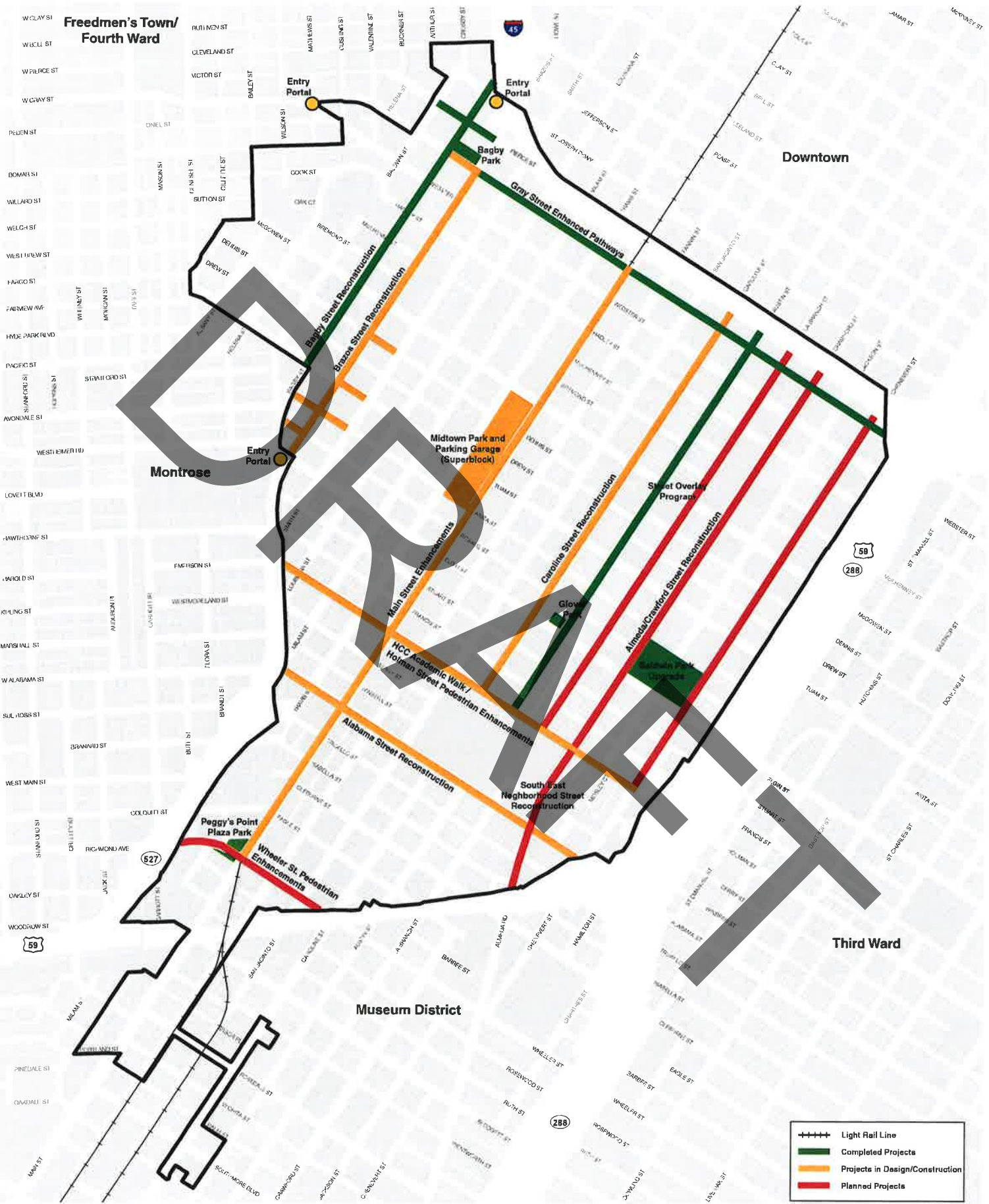
\_\_\_\_\_  
Chairman, Board of Directors  
Midtown Management District

ATTEST:

\_\_\_\_\_  
Secretary, Board of Directors  
Midtown Management District

DRAFT





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

0 0.25 Miles

GIS Parcels obtained from the City of Houston, January 2015

June 2015

# Proposed Capital Improvement Projects

Midtown Redevelopment Authority

WALTER P MOORE



## Capital Improvements Program

### Parks and Greenspace

#### Midtown Park (SuperBlock)

##### Garage Construction

Park contractor has completed waterproofing and backfill of garage lid in Camden courtyard/dog park area. Staff will continue work with construction management team to finalize project closeout documentation.

##### Pay Applications from Camden

Pay Application	Amount	Date
--	--	--
<b>TOTAL TO DATE</b>	<b>\$18,790,255.07</b>	

##### Change Orders

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

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

			modifications per City of Houston; expansion joint and waterproofing changes per Architect; credit for utilities, stair pavers, and irrigation vault changes	MRA Board	
16	\$50,410.20	28	Rain fountain floor sink and pavilion modifications; tunnel stair extensions and waterproofing; modifications to stair #5	Approved by MRA Board	
17	(\$29,223.60)	0	Delete downstream storm filter	Approved by MRA Board	
18	\$13,872.09	6	Addition of HVAC louver brace and steel pipe protection; relocation of two hose bibs	Approved by MRA Board	
19	\$9,510.24	4	Stair 1 and storefront modifications per Architect	Approved by MRA Board	
20	\$3,305.00	9	Floor drain addition at south ramp per Architect	Approved by MRA Board	
21	\$1,895.25	11	Privacy screen addition to fence at storage area	Approved by MRA Board	
22	\$45,823.98	22	Sump vents installations; lighting control panel installation; relocation of header wall to accommodate sprinkler system	Approved by MRA Board	
23	\$24,637.83	17	Light fixture installations; exit sign adjustments; screening and fencing installation at storage areas	Approved by MRA Board	
24	\$95,733.90	1	Installation of fencing, lighting, and overhead covers at exits for TCO per COH inspector	Approved by MRA Board	
25	\$10,120.27	0	Bollard, railing, signage, and lighting changes per Architect and COH inspector during substantial completion and TCO inspection	Approved by MRA Board	

26	\$798.00	0	Door handle adjustments at storefront per Architect during substantial completion inspection	Approved by MRA Board	
27	\$40,608.75	0	Protection of in-place work during removal and replacement of pavilion deck concrete	Approved by MRA Board	
28	\$1,860.24	0	Temporary fence for TCO modification; concrete at sump pump modifications, panels at sprinkler pipes	Approved by MRA Board	
29	(\$5,202.00)	0	Storage for elevator #2; deduct labor for elevator #2 installation	Approved by MRA Board	
30	(\$194,208.38)	0	Remaining contingency/savings after project closeout	Approved by MRA Board	
<b>TOTAL</b>	<b>\$849,090.38</b>	<b>247</b>			

Budget

Original Contract Amount	Net Change Orders	Contract Sum to Date	Total Earned to Date	Retainage
\$17,941,164.69	\$849,090.38	\$18,790,255.07	\$18,790,255.07	\$0.00

Schedule

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

Park Construction

Contractor has completed installation of electrical infrastructure and irrigation sleeves at Midtown garage entrance and Camden driveways along Travis Street streetscape. Landscape installation along Travis Street to begin in early July. Work continues on punch list and post-event assessment items in south park, McGowen utility connections, and front 90 plaza site work.

Pay Applications from Millis

Pay Application	Amount	Date
27	\$145,073.75	May 2018
<b>TOTAL TO DATE</b>	<b>\$14,351,533.16</b>	

Change Orders

Change Order #	Amount	Days	Purpose	Notes	Action
1	(3,589.54)	0	Value Engineering to park design including buildings, water features, landscaping, lighting, and site materials to meet approved construction budget	Approved by MRA Board	
2	\$45,978.20	0	Owner request to add design alternates not included in initial construction contract (includes playground equipment and gate type change)	Approved by MRA Board	
3	\$46,657.50	4	Shifting of scope from garage contract to park contract (anchor bolts, backfill, manhole); Reduction in number of drilled piers	Approved by MRA Board	
4	179,099.36	0	Replacement of lighting fixtures previously removed during value engineering	Approved by MRA Board	
5	\$60,980.08	3	Garage lid waterproofing subcontractor change; Architect requested modifications to sub foundation for berm walls and spread footings to elevate curbs	Approved by MRA Board	
6	\$14,879.19	0	Addition of manhole to replace inactive manhole shown in plans; removal of short segment of garage lid to install utilities	Approved by MRA Board	
7	\$49,377.00	1	Installation of garage lid waterproofing curb detail and ADA ramp shifted from garage contract to park contract; required detailing for VE modifications to sidewalks and site amenities	Approved by MRA Board	
8	(\$44,987.11)	0	VE modifications to	Approved by	

			restroom roof and deletion of planters	MRA Board	
9	\$62,668.54	8	Structural piers modification at Travis; addition of trench drain; job built culvert in bayou; additional foundation beams	Approved by MRA Board	
10	\$6,640.04	2	Granite curb and paving modifications; bollard revisions; tent anchors	Approved by MRA Board	
11	\$9,749.27	6	Landscape modifications, kiosks power and data, dog park curb modification	Approved by MRA Board	
12	\$13,592.09	3	Site drainage modifications, relocate electrical box, light fixture change and removal, pavilion millwork deletion, fence revisions	Approved by MRA Board	
13	\$110,084.45	2	Utility changes and waterproofing near berm wall, light fixture replacements, restroom wall modifications, electrical conduit adjustments, overtime allowance	Approved by MRA Board	
14	\$106,452.93	11	Rain fountain size modification; Travis Street temporary service driveway; Limestone block changed to granite; Electrical modifications for bird control system; Travis Street storm sewer unforeseen conditions; Front 90 pier drilling debris; Drainage modification at CIP wall 1 and west outcrop wall; Additional steel at pavilion roof	Approved by MRA Board	
15	\$129,243.70	0	Design modifications to landscaping, rain fountain layout, fountain link seals, McGowen St. utilities,	Approved by MRA Board	

			dog park, and pavilion electrical plans		
16	\$111,456.51	9	Design modifications to pavilion, stair/elevator enclosure, and drainage; A/V allowance; additional work for garage TCO and artwork	Approved by MRA Board	
17	\$121,177.35	12	Work items and activities related to Super Bowl opening (construction impact, maintenance, permits, and overtime work)	Approved by MRA Board	
18	\$58,189.66	12	Design modifications to bayou to relocate overflow drain inlet from irrigation vault	Approved by MRA Board	
19	\$79,698.23	5	Design modifications to bayou piers; additional backfill over garage lid; berm guardrail post modification; guard rail extension at elevator; calm pool reinforcement; bus stop modification	Approved by MRA Board	
20	\$53,377.82	10	Storm drainage modifications and concrete foundation installations for playground sculpture art work	Approved by MRA Board	
21	\$50,517.27	3	Additional bike racks; revised bollards at front 90; front 90 fountain delay; relocate fan at elevator lobby; paver protection during pavilion replacement; electrical for BCycle station; Bayou drainage modifications; delete wall cap at restroom; Camden pavilion sign	Approved by MRA Board	
22	\$0.00	0	Divide the overall project into 3 phases to better manage contractual mechanisms	Approved by MRA Board	



			(substantial completion, warranties, maintenance periods, final completion and retainage)		
23	\$12,093.85	0	Signage revisions; playground structures modifications; landscape additions adjacent to restroom; Front 90 utilities modifications; temporary fencing in garage	Approved by MRA Board	
24	\$27,163.18	0	Front 90 fountain modifications for future artwork	Approved by MRA Board	
25	\$120,341.16	0	J-trim and wall prep for mosaic art installation; lighting, stone veneer, and signage added to mosaic art	Approved by MRA Board	
26	\$10,601.20	0	Catenary lighting and pole modifications as required for artwork at Front 90 fountain	Approved by MRA Board	
27	\$14,009.85	0	Expansion joint design modification; irrigation backflow cage; add toggle light switches in fountain rooms; PVC plugs for future restaurant building; Kiosk foundation rebar; Credit for steel edge waterproofing; Pavilion east stair temporary modification	Approved by MRA Board	
28	(\$44,958.14)		B-Cycle concrete pad; Landscape modifications at dog run; Replacement of food truck electrical outlet receptacles; Art wall lighting cables; Dog run fence modifications		<b>*Board Approval Required</b>
<b>TOTAL</b>	<b>\$1,414,445.80</b>	<b>93</b>			

Budget

Original Contract	Net Change	Contract Sum	Total Earned to	Retainage
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Amount	Orders	to Date	Date	
\$16,491,724.35	\$1,414,445.80	\$17,906,170.15	\$14,351,533.16	\$1,594,614.80

Schedule

Original Contract Duration (substantial completion)	Days Added by Change Orders / Weather Days	Contract Total Days	Days Used	Days Remaining
365 days	93 / 58	514	526	-12

**Houston Community College Capital Projects**

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

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

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

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

Holman Street Construction

City of Houston has issued project acceptance letter. Staff to continue work with consultants and contractor to finalize project closeout documentation.

Pay Applications from SER

Pay Application	Amount	Date
--	--	--
<b>TOTAL TO DATE</b>	<b>\$5,090,380.96</b>	

Change Orders

Change Order #	Amount	Days	Purpose	Notes	Action
1	\$16,775.23	0	Seat block near MATCH; meter vault; fire hydrant relocation; addition of c-channels at electrical receptacles; deduct bike racks provided by	Approved by MRA Board	

			owner		
2	\$33,566.00	0	Roadway replacement adjustment due to asphalt thickness field conditions	Approved by MRA Board	
3	\$21,453.42	0	Addition of concrete METRO Bus Stop Parking Pad	Approved by MRA Board	
4	\$6,593.60	0	rework at Chinese Consulate and bike racks installation	Approved by MRA Board	
5	\$22,494.40	0	Streetlight conduit and center arms for benches in HCC reach	Approved by MRA Board	
6	\$27,856.00	0	Add pavers at bus stops to match project pavers per architect	Approved by MRA Board	
7	--		(change deleted)		
8	\$29,750.00	0	Add traffic signal control cabinet at Fannin per requirement by COH	Approved by MRA Board	
9	\$10,036.40	0	Add electrical service for irrigation controller	Approved by MRA Board	
10	\$21,240.80	0	Add signage per standards of new COH Bike Plan	Approved by MRA Board	
<b>TOTAL</b>	<b>\$189,765.85</b>	<b>0</b>			

Budget

Original Contract Amount	Net Change Orders	Contract Sum to Date	Total Earned to Date	Retainage
\$5,421,219.50	\$189,765.85	\$5,610,985.35	\$5,090,380.96	\$267,914.79

Schedule

Original Contract Duration (substantial completion)	Days Added by Change Orders	Contract Total Days	Days Used	Days Remaining
460 days	0	460	446	14

**Main Street Enhancements**

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

Construction

Contractor continues installation of lighting, pedestrian crossing markers, and wayfinding signage. Programming and testing of decorative lighting at intersections is ongoing. Remaining landscape installations continue in back of curb and median areas.

Pay Applications from SER

Pay Application	Amount	Date
23	\$331,060.95	May 2018
<b>TOTAL TO DATE</b>	<b>\$8,011,191.86</b>	

Change Orders

Change Order #	Amount	Days	Purpose	Notes	Action
1	(\$796,356.90)	0	Revised lighting types and quantities; Additional striping per METRO; Wayfinding signage	Approved by MRA Board	
2	(\$2,687.00)	0	Removal and replacement of concrete entryway; Removal of benches with replacement with seat blocks; Removal and relocation of existing fence in ROW; Additional wayfinding signage not included in bid form	Approved by MRA Board	
3	\$119,899.18	12	Irrigation sleeve locates for median irrigation design; DMX controller, receivers/transmitters for iconic lights, DMX data conduit, and AC cabinet for DMX controller;	Approved by MRA Board	
4	(\$138,527.45)	0	Work associated with the DMX Controller that was completed by Millis within the Midtown Park Project; Installation of a concrete retaining wall adjacent to the B-Cycle Station at Main Street and Holman Street; Metal grates and frames; Seat blocks with lights; Iconic light	Approved by MRA Board	

			modifications		
5	\$344,663.39	87	Proposed irrigation work in the median and additional irrigation work in the ROW to serve the median irrigation;	Approved by MRA Board	
6	\$252,815.49	3	Median railing; Mounting brackets for light modifications; Median work performed at night per METRO direction	Approved by MRA Board	
7	(\$5,884.22)	113	Deletion of paving and curb ramps, relocation of trash cans and lighting, adjustments to sidewalk width, and changes in planting quantities; Additional days due to METRO delay and weather	Approved by MRA Board	
8	\$696,586.94	85	Addition of improvements included in Alternate 1 of original bid (Truxillo to Wheeler)	Approved by MRA Board	
9	\$213,133.10	35	Improvements at Mid-Main per Developer Agreement	Approved by MRA Board	
10	\$173,000.00	0	Additional 14 lights on new poles and additional electrical meter & service including assembly in Alternate 1; (items were included in the construction plan but left off of bid form)	Approved by MRA Board	
11	\$21,516.12	12	Installation of six additional trash receptacles; ADA revisions and installation of handrail at Main and Rosalie intersection; buried concrete slab removal	Approved by MRA Board	
<b>TOTAL</b>	<b>\$878,158.65</b>	<b>347</b>			

Budget

Original Contract Amount	Net Change Orders	Contract Sum to Date	Total Earned to Date	Retainage
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\$8,459,353.00	\$878,158.65	\$9,337,511.65	\$8,011,191.86	\$890,132.43
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Schedule

Original Contract Duration (substantial completion)	Days Added by Change Orders	Contract Total Days	Days Used	Days Remaining
355 days	347	702	598	104

**Caroline Street Reconstruction**

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

Construction

Meetings continue with TxDOT and City of Houston to address traffic control plan (TCP) and utility conflicts. TxDOT has completed redesign of TCP to COH standards and received approval from City. Design team has submitted sanitary sewer revisions to the City for approval.

Staff and consultants met with TxDOT and contractor to review open item and discuss remobilization and construction start date. The contractor has informed TxDOT that due to resource availability, the construction start date for Caroline Street will be delayed one week until July 16, 2018. TxDOT has notified the contractor that delay claims will end effective July 9, 2018, and the Contract Time shall begin to run effective July 16, 2018.

Work continues with design and construction management teams to track and respond to submittals provided by contractor.

The contractor has submitted multiple change orders; however, Midtown and TxDOT have agreed that change orders unrelated to TCP changes and utility pole conflict revisions will not be processed until after start of construction.

Change Orders

Change Order #	Contractor Amount	TxDOT fee (4.95%)	Total Amount	Days	Purpose	Notes	Action
1	\$159,844.45	\$7,912.30	\$167,756.75	0	Delay start compensation from 9/11/17-1/31/18 due to time suspension to resolve TCP and utility pole conflicts		<b>*Board Approval Required</b>
2	\$14,118.80	\$698.88	\$14,817.68	0	Temporary traffic signals as		<b>*Board Approval</b>

					required by revised TCP		<b>Required</b>
3	\$79,656.64	\$3,943.00	\$83,599.64	0	Waterline revisions due to utility pole conflicts		<b>*Board Approval Required</b>
4	\$4,634.40	\$229.40	\$4,863.80	0	Manhole modifications due to waterline revisions		<b>*Board Approval Required</b>
<b>TOTAL</b>	<b>\$258,254.29</b>	<b>\$12,783.58</b>	<b>\$271,037.87</b>	<b>0</b>			

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# TEXAS DEPARTMENT OF TRANSPORTATION

CONSTRUCTION CONTRACT CHANGE ORDER NUMBER: 1

## Advance Funding Agreement (Third Party Funding) Information

100% of \$159,844.45(Net Overrun)

*This form is used when the subject change order involves funding by a source other than TxDOT/U.S. DOT.*

1. Outside funding provided by:

Midtown Management District

(Outside Entity's Legal Name)

2. Type of outside funding agreement for this change:

- Existing     
  Amended     
  New  
 [ Check one ]

3. Indicate the type and amount of funding:

- Fixed Price (Lump Sum)      (Estimated Amount: \_\_\_\_\_ )  
 Actual Cost      (Estimated Amount: \$167,756.75 )

(a) Contract Items (Bid Items):

\$159,844.45

(b) E&C\*:      (a) x  $\frac{4.95\%}{\text{enter \%}}$  =      \$7,912.30

Subtotal      \$167,756.75

(c) Indirect Cost\*\*:      (a + b) x  $\frac{0.00\%}{\text{enter \%}}$  =      \$0.00

**TOTAL**      \$167,756.75

CCSJ: 0912-71-003

Project: C 912-71-3

Highway: CS Caeroline Street

Limits: Elgin street to Pierce street

City CIP No: \_\_\_\_\_

County: Harris

District: Houston

Contract Number: 04173038

**Use as needed:**

I hereby approve the modifications covered by Form CO for this Change Order and agree to finance the additional costs, if any, as reflected by this form.

Advance Funding      Date \_\_\_\_\_

By \_\_\_\_\_

\_\_\_\_\_  
Typed/Printed Name

\_\_\_\_\_  
Typed/Printed Title

\* The percentage (%) for E&C (Engineering and Contingencies) charges varies from project to project from approximately 6% to 11% depending on the contract amount of the project. Projects with higher contract amount will have the lower rate of E&C charge. For a specific project, E&C rate (%) can be derived from the cost of "Engineering and Contingencies" in the "Estimated Cost" of the project.

\*\* Use the statewide district rate as established by Finance Division each year. This line is for Service Project only, unless otherwise specified in the Advance Funding Agreement. See Stand Alone Manual Notice 98-2 for instructions.

Advance Funding for this Change Order has been arranged:

\_\_\_\_\_  
District Engineer      Date

Typed/Printed Name: Quincy Allen, P.E.



CHANGE ORDER NBR. 1

REPORT DATE: 5/15/2018 3:19:23PM

CONTRACT ID: 091271003  
 PROJECT: C 912-71-3  
 CONTRACT: 04173038  
 AWARD AMOUNT: \$12,380,276.54  
 PROJECTED AMOUNT: \$12,438,632.54  
 ADJ PROJECTED AMT: \$12,438,632.54  
 PEND ADJ PROJ AMT: \$12,438,632.54  
 CONTRACTOR: J.D. ABRAMS, L.P.  
 CO AMOUNT: \$159,844.45  
 CO TYPE: NON-PARTICIPATING  
 3RD PARTY AMOUNT: \$159,844.45  
 APPRV LEVEL: OVERRIDE

HIGHWAY: CS  
 DISTRICT: 12  
 COUNTY: HARRIS  
 AREA ENGINEER: John Elam, P.E.  
 AREA NUMBER: 056  
 DESCRIPTION: Delayed Start Compensation  
 REASON: 4A - 4A-FAILURE 3RD PARTY TO MEET COMMITMENT  
 SECONDARY REASON(S):

Functions:

<input checked="" type="checkbox"/> Extra Work	<input type="checkbox"/> Force Account
<input type="checkbox"/> Zero Dollar	<input type="checkbox"/> Final Quantity
<input type="checkbox"/> Overtime/Underrun	<input type="checkbox"/> Change Project Limits
<input type="checkbox"/> Time Adjustment	<input type="checkbox"/> Delete/Add CSJ
<input type="checkbox"/> Stock Account	

**DESCRIBE THE REASON FOR THE CHANGE ORDER AND WHAT IS BEING CHANGED. WHEN NECESSARY, INCLUDE EXCEPTIONS TO THIS AGREEMENT:**

This project calls for the reconstruction of a concrete roadway consisting of a 2-lane roadway with curb and gutter, curb side parking lanes, storm sewer, water lines, sanitary sewer lines, bike lanes, landscape and street lighting improvements.

Prior to construction beginning a couple issues developed on the project due to the ongoing coordination between CenterPoint Energy and the contractor as to CenterPoint Energy delaying when they would be able to start work, and the third party Midtown Management being able to review the traffic control and storm drain sections of the plans. It was determined that TxDOT would suspend time on the project until all issues were resolved. However, field offices were setup and maintained as well as personnel have been available to start construction on the prior determined start date of September 11, 2017. This change order is to add one new unique item to the contract to compensate the contractor J.D. Abrams for overhead expenses incurred from personnel and equipment being available and the upkeep of field offices as a result of the delay of work from September 11, 2017 to January 31, 2018.

The following item added to the contract has no low bid amount and is based upon pricing back up documentation submitted from the contractor. The total has been determined reasonable by the area office and was agreed upon by the area engineer.

Item added to the contract:  
 9608-2001 Unique change order item 1 \$159,844.45 DOL  
 (No low bid amount)

The revision covered by this proposed change order is estimated to result in overrun of \$159,844.45. This change order will be associated with a third party amount as per the advanced funding agreement. Midtown Management District will be covering 100% of the total change order. The Engineering and contingencies on this project is 4.95% and the total the third party amount will result in \$167,756.75.

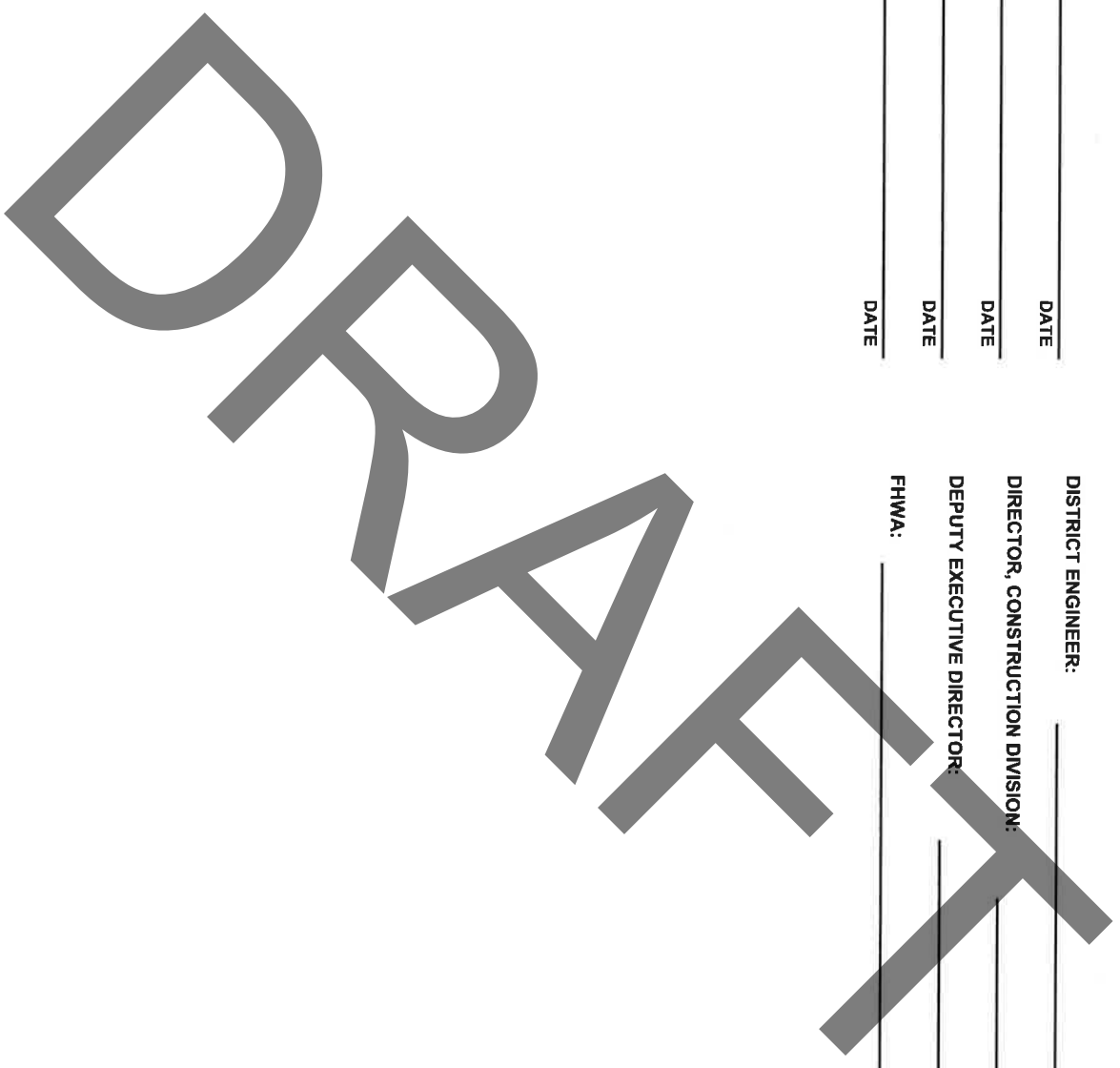
**ADDITIONAL TIME NOT NEEDED**

"By signing this change order, the contractor agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change and that this agreement is made in accordance Item 4 and the Contract. Exceptions should be noted in explanation above."

**THE CONTRACTOR**

BY: \_\_\_\_\_ DATE \_\_\_\_\_  
TYPED/PRINTED NAME: \_\_\_\_\_ DATE \_\_\_\_\_  
TYPED/PRINTED TITLE: \_\_\_\_\_ DATE \_\_\_\_\_  
AREA ENGINEER: \_\_\_\_\_ DATE \_\_\_\_\_  
AREA ENGINEER'S SEAL: \_\_\_\_\_ DATE \_\_\_\_\_

DISTRICT ENGINEER: \_\_\_\_\_ DATE \_\_\_\_\_  
DIRECTOR, CONSTRUCTION DIVISION: \_\_\_\_\_ DATE \_\_\_\_\_  
DEPUTY EXECUTIVE DIRECTOR: \_\_\_\_\_ DATE \_\_\_\_\_  
FHWA: \_\_\_\_\_ DATE \_\_\_\_\_



CONTRACT ID 091271003

CHANGE ORDER NBR. 1

Page 3 of 3

CONTRACT ITEMS

PROJECT NBR 091271003 (C 912-71-3 NOT ELIGIBLE FOR FEDERAL PARTICIPATION)

CATG NBR	LINE ITEM	ITEM CODE	SP NBR	DESCRIPTION	UNIT	UNIT PRICE	ORIG + PREV REV QTY	QTY THIS CO	NEW QTY	AMOUNT THIS CO
001	4015	96082001		UNIQUE CHANGE ORDER ITEM 1	DOL	159,844.45000	0.000	1.000	1.000	\$159,844.45
		ADDTL CO DESCR 1		Delayed Start Compensation						
<b>CHANGE ORDER AMOUNT</b>										\$159,844.45

DRAFT





CHANGE ORDER NBR. 2

REPORT DATE: 6/22/2018 3:22:19PM

**CONTRACT ID:** 091271003  
**PROJECT:** C 912-71-3  
**CONTRACT:** 04173038  
**AWARD AMOUNT:** \$12,380,276.54  
**PROJECTED AMOUNT:** \$12,438,632.54  
**ADJ PROJECTED AMT:** \$12,438,632.54  
**PEND ADJ PROJ AMT:** \$12,438,632.54  
**CONTRACTOR:** J.D. ABRAMS, L.P.  
**CO AMOUNT:** \$14,118.80  
**CO TYPE:** NON-PARTICIPATING  
**3RD PARTY AMOUNT:** \$14,118.80  
**APPRV LEVEL:** OVERRIDE

<b>HIGHWAY:</b>	CS	<input checked="" type="checkbox"/> Extra Work	<input type="checkbox"/> Force Account
<b>DISTRICT:</b>	12	<input type="checkbox"/> Zero Dollar	<input type="checkbox"/> Final Quantity
<b>COUNTY:</b>	HARRIS	<input type="checkbox"/> Overrun/Underrun	<input type="checkbox"/> Change Project Limits
<b>AREA ENGINEER:</b>	John Elam, P.E.	<input type="checkbox"/> Time Adjustment	<input type="checkbox"/> Delete/Add CSJ
<b>AREA NUMBER:</b>	056	<input type="checkbox"/> Stock Account	

**DESCRIPTION:** Temporary Traffic Signals  
**REASON:** 1B - INCORRECT PS&E (CONSULTANT DESIGN)  
**SECONDARY REASON(S):**

**DESCRIBE THE REASON FOR THE CHANGE ORDER AND WHAT IS BEING CHANGED. WHEN NECESSARY, INCLUDE EXCEPTIONS TO THIS AGREEMENT:**

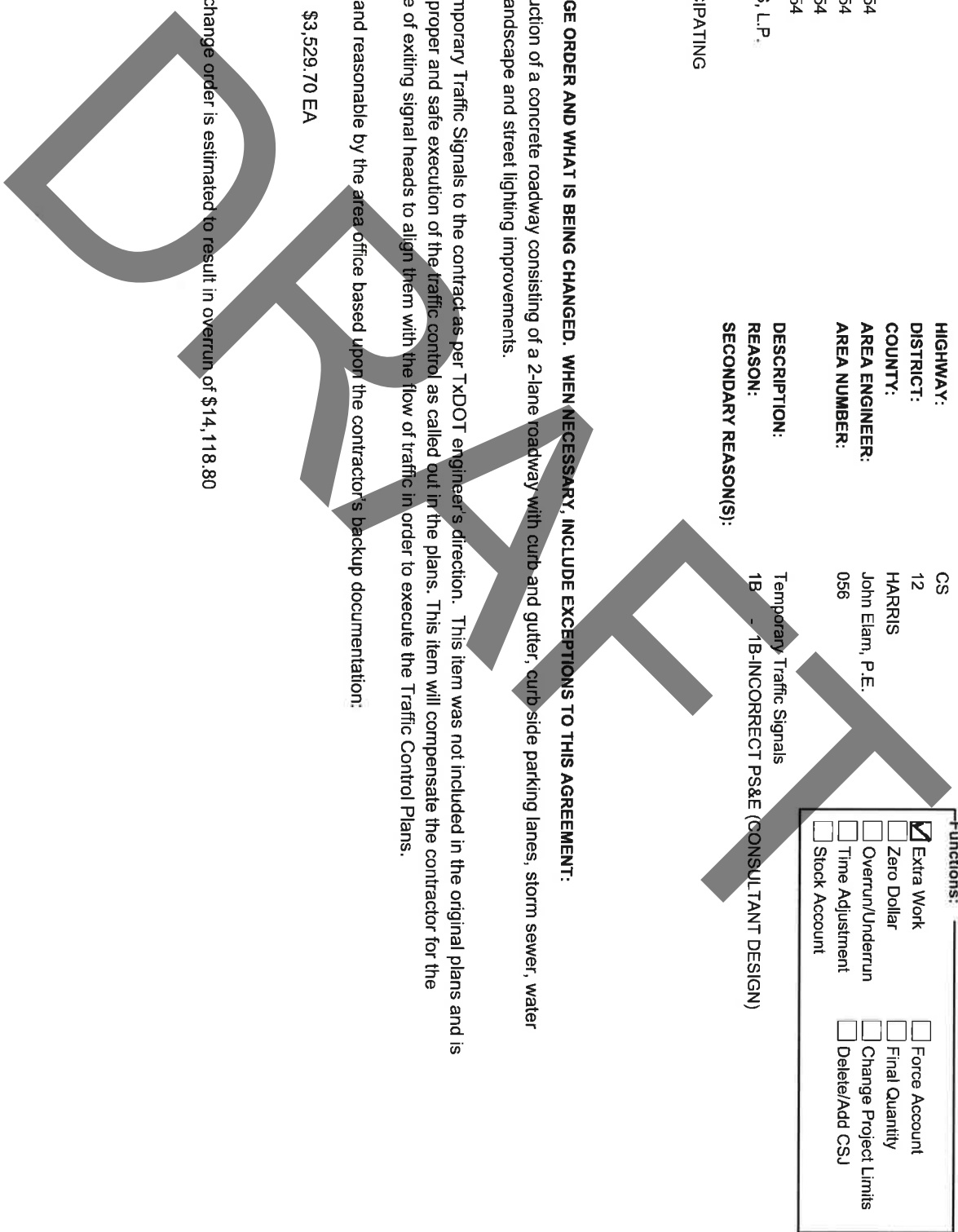
This project plans calls for the reconstruction of a concrete roadway consisting of a 2-lane roadway with curb and gutter, curb side parking lanes, storm sewer, water lines, sanitary sewer lines, bike lanes, landscape and street lighting improvements.

CO 02 will add the item: 0681-6001 Temporary Traffic Signals to the contract as per TxDOT engineer's direction. This item was not included in the original plans and is necessary to pay the contractor for the proper and safe execution of the traffic control as called out in the plans. This item will compensate the contractor for the relocation, adjustment and maintenance of existing signal heads to align them with the flow of traffic in order to execute the Traffic Control Plans.

The following item was determined fair and reasonable by the area office based upon the contractor's backup documentation:  
 Item Added to contract:  
 0681-6001 Temporary Traffic Signals \$3,529.70 EA  
 (AVG low bid \$36,325.00)  
 (AVG low bid amount 10 EA)

The revision covered by this proposed change order is estimated to result in overrun of \$14,118.80

**ADDITIONAL TIME NOT NEEDED**



"By signing this change order, the contractor agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change and that this agreement is made in accordance Item 4 and the Contract. Exceptions should be noted in explanation above."

**THE CONTRACTOR**

BY: \_\_\_\_\_ DATE \_\_\_\_\_  
TYPED/PRINTED NAME: \_\_\_\_\_ DATE \_\_\_\_\_  
TYPED/PRINTED TITLE: \_\_\_\_\_ DATE \_\_\_\_\_  
AREA ENGINEER: \_\_\_\_\_ DATE \_\_\_\_\_  
AREA ENGINEER'S SEAL: \_\_\_\_\_ DATE \_\_\_\_\_

DISTRICT ENGINEER: \_\_\_\_\_ DATE \_\_\_\_\_  
DIRECTOR, CONSTRUCTION DIVISION: \_\_\_\_\_ DATE \_\_\_\_\_  
DEPUTY EXECUTIVE DIRECTOR: \_\_\_\_\_ DATE \_\_\_\_\_  
FHWA: \_\_\_\_\_ DATE \_\_\_\_\_

**DRAFT**

CONTRACT ID 091271003

CHANGE ORDER NBR. 2

Page 3 of 3

CONTRACT ITEMS

PROJECT NBR 091271003 (C 912-71-3 NOT ELIGIBLE FOR FEDERAL PARTICIPATION)

CATG NBR	LINE ITEM	ITEM CODE	SP NBR	DESCRIPTION	UNIT	UNIT PRICE	ORIG + PREV REV QTY	QTY THIS CO	NEW QTY	AMOUNT THIS CO
001	0551	06616001		TEMP TRAF SIGNALS	EA	3,529,70000	0,000	4,000	4,000	\$14,118.80
		ADDTL CO DESCR 1		Change Order #2						
<b>CHANGE ORDER AMOUNT</b>										<b>\$14,118.80</b>

DRAFT



# TEXAS DEPARTMENT OF TRANSPORTATION

CONSTRUCTION CONTRACT CHANGE ORDER NUMBER: 3

## Advance Funding Agreement (Third Party Funding) Information

100% of \$79,656.64(Net Overrun)

*This form is used when the subject change order involves funding by a source other than TxDOT/U.S. DOT.*

1. Outside funding provided by:

**Midtown Management District**

(Outside Entity's Legal Name)

2. Type of outside funding agreement for this change:

- Existing     
  Amended     
  New  
 [ Check one ]

3. Indicate the type and amount of funding:

Fixed Price (Lump Sum)      (Estimated Amount: \_\_\_\_\_ )

Actual Cost      (Estimated Amount: **\$83,599.64** )

(a) Contract Items (Bid Items):      **\$79,656.64**

(b) E&C\*:      (a) x  $\frac{4.95\%}{\text{enter \%}}$  =      **\$3,943.00**

Subtotal      **\$83,599.64**

(c) Indirect Cost\*\*:      (a + b) x  $\frac{0.00\%}{\text{enter \%}}$  =      **\$0.00**

**TOTAL**      **\$83,599.64**

**CCSJ:**      0912-71-003

**Project:**      C 912-71-3

**Highway:**      CS Caeroline Street

**Limits:**      Elgin street to Pierce street

**City CIP No:**      \_\_\_\_\_

**County:**      Harris

**District:**      Houston

**Contract Number:**      04173038

**Use as needed:**

I hereby approve the modifications covered by Form CO for this Change Order and agree to finance the additional costs, if any, as reflected by this form.

Advance Funding      Date \_\_\_\_\_

By \_\_\_\_\_

\_\_\_\_\_  
Typed/Printed Name

\_\_\_\_\_  
Typed/Printed Title

\* The percentage (%) for E&C (Engineering and Contingencies) charges varies from project to project from approximately 6% to 11% depending on the contract amount of the project. Projects with higher contract amount will have the lower rate of E&C charge. For a specific project, E&C rate (%) can be derived from the cost of "Engineering and Contingencies" in the "Estimated Cost" of the project.

\*\* Use the statewide district rate as established by Finance Division each year. This line is for Service Project only, unless otherwise specified in the Advance Funding Agreement. See Stand Alone Manual Notice 98-2 for instructions.

Advance Funding for this Change Order has been arranged:

\_\_\_\_\_  
District Engineer      Date

Typed/Printed Name: Quincy Allen, P.E.



**CONTRACT ID:** 091271003  
**PROJECT:** C 912-71-3  
**CONTRACT:** 04173038  
**AWARD AMOUNT:** \$12,380,276.54  
**PROJECTED AMOUNT:** \$12,438,632.54  
**ADJ PROJECTED AMT:** \$12,438,632.54  
**PEND ADJ PROJ AMT:** \$12,438,632.54  
**CONTRACTOR:** J.D. ABRAMS, L.P.  
**CO AMOUNT:** \$79,656.64  
**CO TYPE:** NON-PARTICIPATING  
**3RD PARTY AMOUNT:** \$79,656.64  
**APPRV LEVEL:** OVERRIDE

**CHANGE ORDER NBR.**

**3**

**REPORT DATE: 6/19/2018 11:21:02AM**

**HIGHWAY:** CS  
**DISTRICT:** 12  
**COUNTY:** HARRIS  
**AREA ENGINEER:** John Elam, P.E.  
**AREA NUMBER:** 056

**DESCRIPTION:** Revised Waterline Items  
**REASON:** 1B - INCORRECT PS&E (CONSULTANT DESIGN)  
**SECONDARY REASON(S):**

**Functions:**

<input checked="" type="checkbox"/> Extra Work	<input type="checkbox"/> Force Account
<input type="checkbox"/> Zero Dollar	<input type="checkbox"/> Final Quantity
<input type="checkbox"/> Overtime/Underrun	<input type="checkbox"/> Change Project Limits
<input type="checkbox"/> Time Adjustment	<input type="checkbox"/> Delete/Add CSJ
<input type="checkbox"/> Stock Account	

DRAFT

**DESCRIBE THE REASON FOR THE CHANGE ORDER AND WHAT IS BEING CHANGED. WHEN NECESSARY, INCLUDE EXCEPTIONS TO THIS AGREEMENT:**

This project plans call for the reconstruction of a concrete roadway consisting of a 2-lane roadway with curb and gutter, curb side parking lanes, storm sewer, water lines, sanitary sewer lines, bike lanes, landscape and street lighting improvements.

CO 03 will add revised plan sheets 261-268 and 20-21 to incorporate additional waterline items based on the contractor's request for more information involving waterline issues on the project. The original plan design was incorrect based on the grade, plan and profile in the field. The addition of the revised plan sheets adjusted the grade, plan and profile to match the correct dimensions in the field. As a result of the revised plan sheets this will add the following items to the contract as they are needed in order to properly install additional segments of waterline that were added with the revised plan sheets.

The following items were added to the contract as part of the revised plan sheets and were determined fair and reasonable by the area office based upon the contractor's backup price support and breakdown documentation.

Items added to contract:

5969-2090 Gate Valve (2in.) 3EA  
\$1,272.60/EA = \$3,817.80  
No average low bid

5969-2092 Gate Valve (6in.) 12 EA  
\$2,333.10/EA = \$27,997.20  
No average low bid

5969-2093 Gate Valve (8in.) 6 EA  
\$2,502.78/EA = \$15,016.68  
(No average low bid

5969-2096 Gate Valve (16in.) 1 EA  
\$14,552.24/EA = \$14,552.24  
No average low bid

The following items are above average low bid and were added to the contract as part of the revised plan sheets. Based upon the contractor's backup price support and breakdown documentation provided by sub-contractor the area office has determined that the pricing is reasonable based on the small quantity of work in the area that needs to be completed.  
Items added to contract:

5969-2043 Cut and Plug Water Main (12in.) 1 EA  
\$2,364.92/EA = \$2,364.92  
(AVG low bid \$1,209.70)  
(AVG low bid amount 16 EA)

5969-2144 Water Main Pipe (DI) (6in.) 60LF  
\$265.13/LF = \$15,907.80  
(AVG low bid \$120.00)  
(AVG low bid amount 60 LF)

The revisions covered by this proposed change order are estimated to result in overrun of \$79,656.64. This change order will be associated with a third party amount as per the advanced funding agreement. Midtown Management District will be covering 100% of the total change order. The Engineering and contingencies on this project is 4.95% and the total the third party amount will result in \$83,599.64.

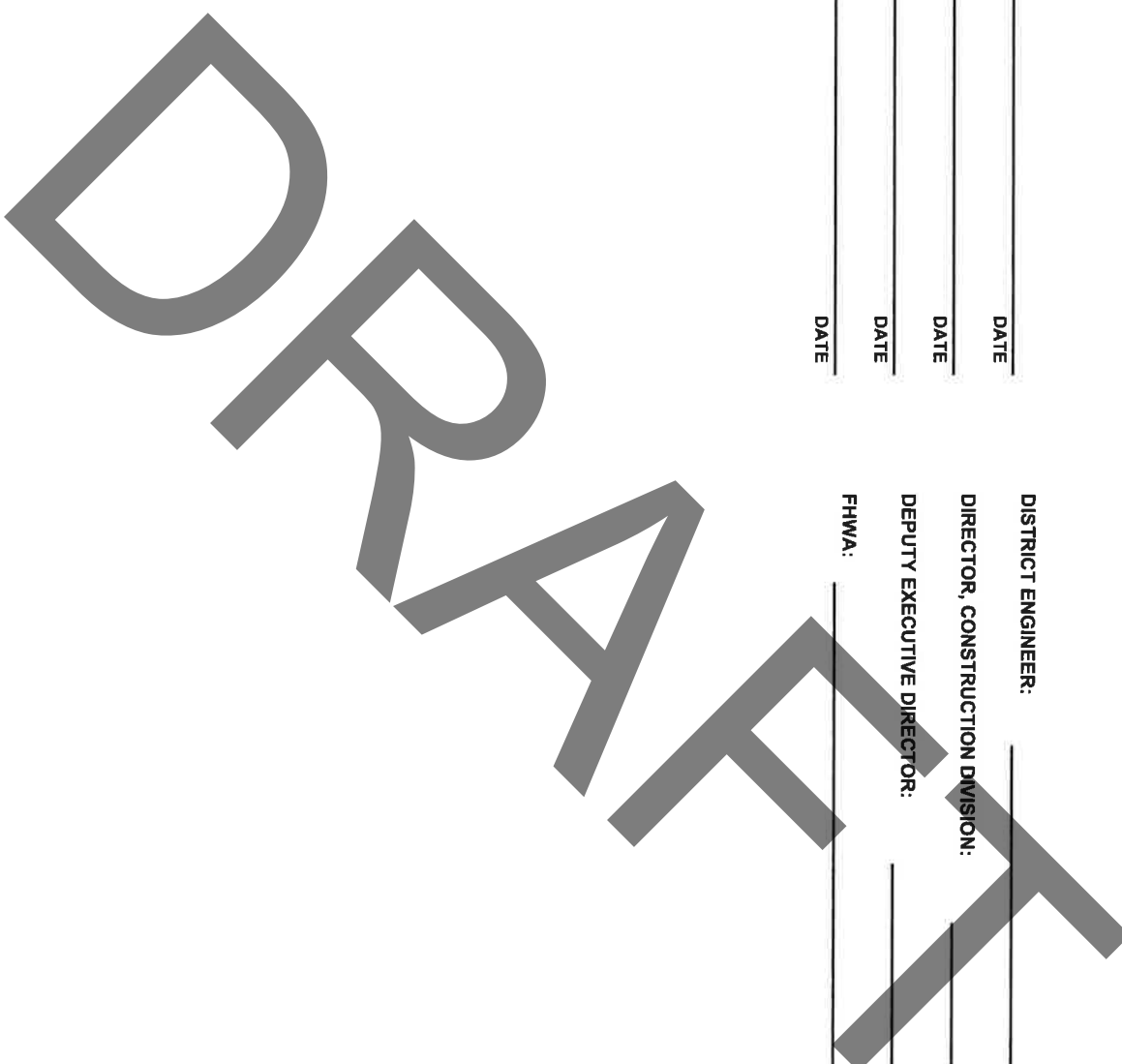
**ADDITIONAL TIME NOT NEEDED**

"By signing this change order, the contractor agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change and that this agreement is made in accordance Item 4 and the Contract. Exceptions should be noted in explanation above."

**THE CONTRACTOR**

**BY:** \_\_\_\_\_ **DATE**  
**TYPED/PRINTED NAME:** \_\_\_\_\_ **DATE**  
**TYPED/PRINTED TITLE:** \_\_\_\_\_ **DATE**  
**AREA ENGINEER:** \_\_\_\_\_ **DATE**  
**AREA ENGINEER'S SEAL:** \_\_\_\_\_ **DATE**

**DISTRICT ENGINEER:** \_\_\_\_\_ **DATE**  
**DIRECTOR, CONSTRUCTION DIVISION:** \_\_\_\_\_ **DATE**  
**DEPUTY EXECUTIVE DIRECTOR:** \_\_\_\_\_ **DATE**  
**FHWA:** \_\_\_\_\_ **DATE**



CONTRACT ID 091271003

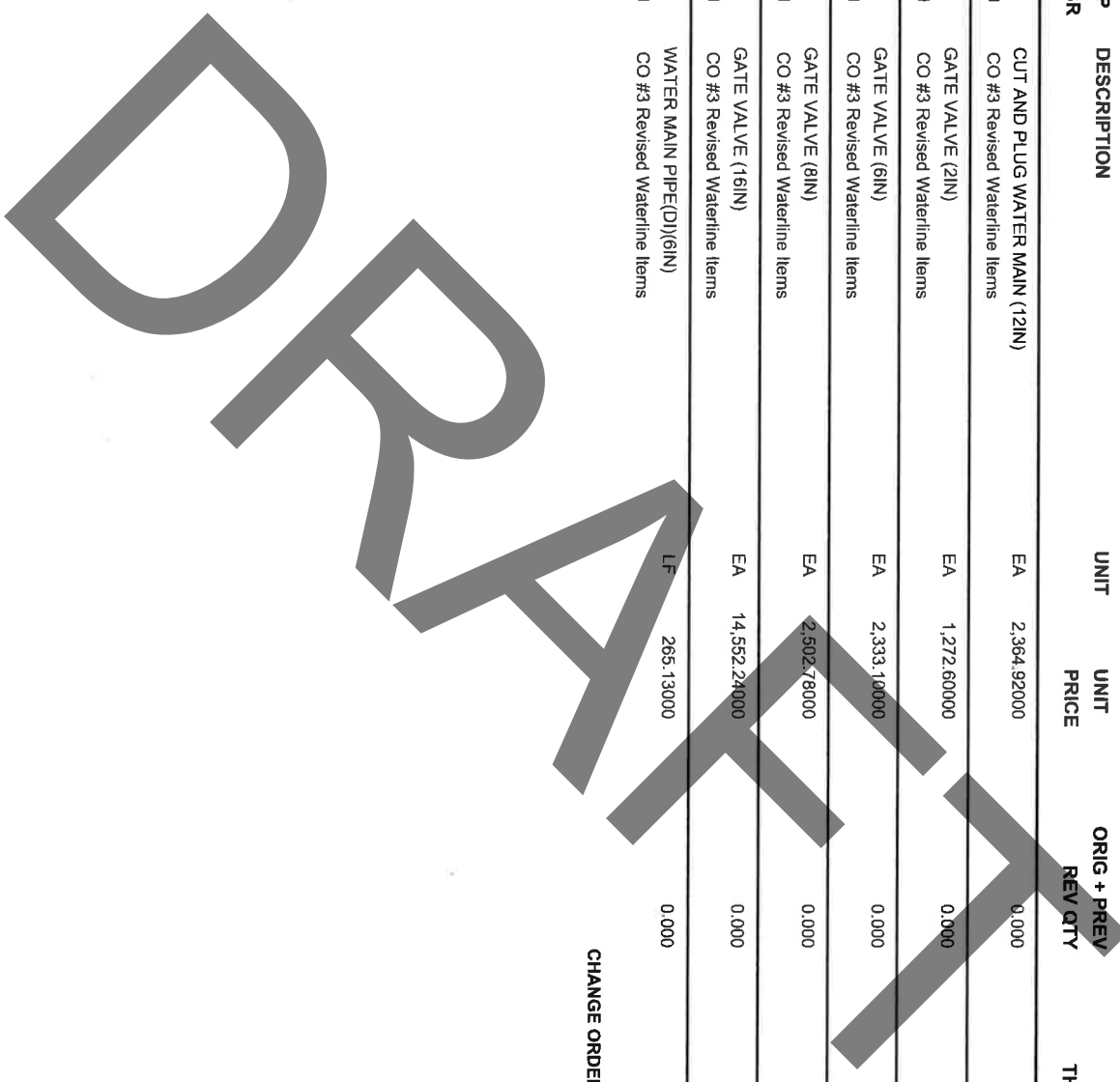
CHANGE ORDER NBR. 3

CONTRACT ITEMS

PROJECT NBR 091271003 (C 912-7-1-3 NOT ELIGIBLE FOR FEDERAL PARTICIPATION)

CATG NBR	LINE ITEM	ITEM CODE	SP NBR	DESCRIPTION	UNIT	UNIT PRICE	ORIG + PREV REV QTY	QTY THIS CO	NEW QTY	AMOUNT THIS CO
001	0972	59692043		CUT AND PLUG WATER MAIN (12IN) ADDTL CO DESCR 1	EA	2,364.92000	0.000	1,000	1,000	\$2,364.92
001	1021	59692090		GATE VALVE (2IN) ADDTL CO DESCR 1	EA	1,272.60000	0.000	3,000	3,000	\$3,817.80
001	1022	59692092		GATE VALVE (6IN) ADDTL CO DESCR 1	EA	2,333.10000	0.000	12,000	12,000	\$27,997.20
001	1023	59692093		GATE VALVE (8IN) ADDTL CO DESCR 1	EA	2,502.78000	0.000	6,000	6,000	\$15,016.68
001	1024	59692096		GATE VALVE (16IN) ADDTL CO DESCR 1	EA	14,552.24000	0.000	1,000	1,000	\$14,552.24
001	1047	59692144		WATER MAIN PIPE(DI)(6IN) ADDTL CO DESCR 1	LF	265.13000	0.000	60,000	60,000	\$15,907.80

CHANGE ORDER AMOUNT \$79,656.64



# TEXAS DEPARTMENT OF TRANSPORTATION

CONSTRUCTION CONTRACT CHANGE ORDER NUMBER: 4

## Advance Funding Agreement (Third Party Funding) Information

100% of \$4,634.40(Net Overrun)

*This form is used when the subject change order involves funding by a source other than TxDOT/U.S. DOT.*

1. Outside funding provided by:

Midtown Management District  
(Outside Entity's Legal Name)

2. Type of outside funding agreement for this change:

Existing       Amended       New  
[ Check one ]

3. Indicate the type and amount of funding:

Fixed Price (Lump Sum)      (Estimated Amount: \_\_\_\_\_ )  
 Actual Cost      (Estimated Amount: \$4,863.80 )

(a) Contract Items (Bid Items):	4.95%	=	<u>\$4,634.40</u>
(b) E&C*:	(a) x <u>4.95%</u> enter %	=	<u>\$229.40</u>
Subtotal			<u>\$4,863.80</u>
(c) Indirect Cost**:	(a + b) x <u>0.00%</u> enter %	=	<u>\$0.00</u>
<b>TOTAL</b>			<u>\$4,863.80</u>

**CCSJ:** 0912-71-003

**Project:** C 912-71-3

**Highway:** CS Caeroline Street

**Limits:** Elgin street to Pierce street

**City CIP No:** \_\_\_\_\_

**County:** Harris

**District:** Houston

**Contract Number:** 04173038

**Use as needed:**

I hereby approve the modifications covered by Form CO for this Change Order and agree to finance the additional costs, if any, as reflected by this form.

Advance Funding \_\_\_\_\_ Date \_\_\_\_\_

By \_\_\_\_\_

\_\_\_\_\_  
Typed/Printed Name

\_\_\_\_\_  
Typed/Printed Title

\* The percentage (%) for E&C (Engineering and Contingencies) charges varies from project to project from approximately 6% to 11% depending on the contract amount of the project. Projects with higher contract amount will have the lower rate of E&C charge. For a specific project, E&C rate (%) can be derived from the cost of "Engineering and Contingencies" in the "Estimated Cost" of the project.

\*\* Use the statewide district rate as established by Finance Division each year. This line is for Service Project only, unless otherwise specified in the Advance Funding Agreement. See Stand Alone Manual Notice 98-2 for instructions.

Advance Funding for this Change Order has been arranged:

\_\_\_\_\_  
District Engineer      Date

Typed/Printed Name: Quincy Allen, P.E.



CHANGE ORDER NBR. 4

REPORT DATE: 6/19/2018 11:33:54AM

CONTRACT ID: 091271003  
 PROJECT: C 912-71-3  
 CONTRACT: 04173038  
 AWARD AMOUNT: \$12,380,276.54  
 PROJECTED AMT: \$12,438,632.54  
 ADJ PROJECTED AMT: \$12,438,632.54  
 PEND ADJ PROJ AMT: \$12,438,632.54  
 CONTRACTOR: J.D. ABRAMS, L.P.  
 CO AMOUNT: \$4,634.40  
 CO TYPE: NON-PARTICIPATING  
 3RD PARTY AMOUNT: \$4,634.40  
 APPRV LEVEL: OVERRIDE

HIGHWAY: CS  
 DISTRICT: 12  
 COUNTY: HARRIS  
 AREA ENGINEER: John Elam, P.E.  
 AREA NUMBER: 056

Functions:

<input checked="" type="checkbox"/> Extra Work	<input type="checkbox"/> Force Account
<input type="checkbox"/> Zero Dollar	<input type="checkbox"/> Final Quantity
<input type="checkbox"/> Overrun/Underrun	<input type="checkbox"/> Change Project Limits
<input type="checkbox"/> Time Adjustment	<input type="checkbox"/> Delete/Add CSJ
<input type="checkbox"/> Stock Account	

DESCRIPTION: Additional Manhole Work  
 REASON: 1A - INCORRECT PS&E (TXDOT DESIGN)  
 SECONDARY REASON(S):

**DESCRIBE THE REASON FOR THE CHANGE ORDER AND WHAT IS BEING CHANGED. WHEN NECESSARY, INCLUDE EXCEPTIONS TO THIS AGREEMENT:**

This project plans calls for the reconstruction of a concrete roadway consisting of a 2-lane roadway with curb and gutter, curb side parking lanes, storm sewer, water lines, sanitary sewer lines, bike lanes, landscape and street lighting improvements.

CO 04 will add revised plan sheets 197 and 200 to incorporate additional revised dimensions for manholes on the project due to incorrect plan design. The original plan design was incorrect based on the grade, plan and profile in the field. The addition of the revised plan sheets adjusted the grade, plan and profile to match the correct dimensions in the field. As a result of the revised plan sheets this will add the following item to the contract as it is needed in order to properly install additional segments of manholes that were added with the revised plan sheets.

The following item is added to the contract as part of the revised plan sheets and was determined fair and reasonable by the area office based upon the contractor's backup documentation:  
 Item added to contract:

Item: 9608-2001 Unique Change Order Item 1 \$4,634.40 DOL  
 (No Low Bid Amount)

The revisions covered by this proposed change order are estimated to result in overrun of \$4,634.40. This change order will be associated with a third party amount as per the advanced funding agreement. Midtown Management District will be covering 100% of the total change order. The Engineering and contingencies on this project is 4.95% and the total the third party amount will result in \$4,863.80.

**ADDITIONAL TIME NOT NEEDED**

"By signing this change order, the contractor agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change and that this agreement is made in accordance Item 4 and the Contract. Exceptions should be noted in explanation above."

**THE CONTRACTOR**

BY: \_\_\_\_\_ DATE \_\_\_\_\_  
TYPED/PRINTED NAME: \_\_\_\_\_ DATE \_\_\_\_\_  
TYPED/PRINTED TITLE: \_\_\_\_\_ DATE \_\_\_\_\_  
AREA ENGINEER: \_\_\_\_\_ DATE \_\_\_\_\_  
AREA ENGINEER'S SEAL: \_\_\_\_\_ DATE \_\_\_\_\_

DISTRICT ENGINEER: \_\_\_\_\_ DATE \_\_\_\_\_  
DIRECTOR, CONSTRUCTION DIVISION: \_\_\_\_\_ DATE \_\_\_\_\_  
DEPUTY EXECUTIVE DIRECTOR: \_\_\_\_\_ DATE \_\_\_\_\_  
FHWA: \_\_\_\_\_ DATE \_\_\_\_\_

**DRAFT**



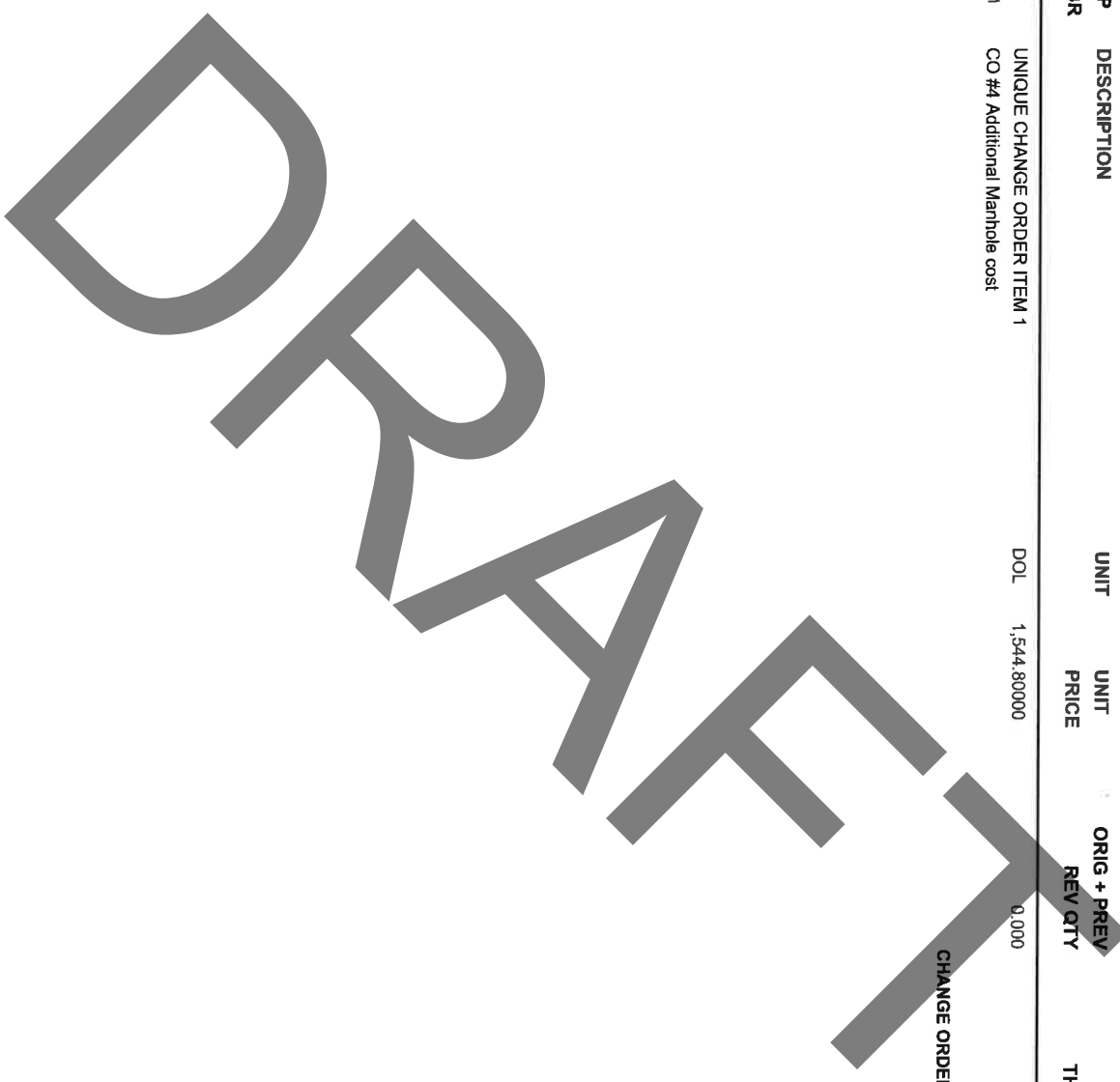
CONTRACT ID 091271003

CHANGE ORDER NBR. 4

CONTRACT ITEMS

PROJECT NBR 091271003 (C 912-71-3 NOT ELIGIBLE FOR FEDERAL PARTICIPATION)

CATG NBR	LINE ITEM	ITEM CODE	SP NBR	DESCRIPTION	UNIT	UNIT PRICE	ORIG + PREV REV QTY	QTY THIS CO	NEW QTY	AMOUNT THIS CO
001	4020	96082001		UNIQUE CHANGE ORDER ITEM 1	DOL	1,544.80000	0.000	3.000	3.000	\$4,634.40
		ADDTL CO DESCR 1		CO #4 Additional Manhole cost						
<b>CHANGE ORDER AMOUNT</b>										<b>\$4,634.40</b>



DRAFT

# WALTER P MOORE

June 21, 2018

Mr. Marlon Marshall  
Manager of Capital Projects  
Midtown Redevelopment Authority  
410 Pierce, Suite 355  
Houston, TX 77002

Re: Bagby/Pierce Traffic Signal Design – Work Order 18

Dear Marlon,

We are please to submit this proposal for professional services for the Bagby/Pierce Traffic Signal Design.

The total proposed Lump Sum fee of \$63,720 (inclusive of expenses) covers the anticipated work efforts of Walter P Moore.

We look forward to continuing to support the development of capital improvement projects in Midtown. Please contact me directly with any questions or concerns.

Sincerely,

WALTER P. MOORE AND ASSOCIATES, INC.



Edwin C. Friedrichs, P.E.  
Senior Principal

Enclosure

CC: Rachel A. Ray-Welsh, P.E.

1301 MCKINNEY, SUITE 1100  
HOUSTON, TEXAS 77010  
PHONE: 713.630.7300 FAX: 713.630.7396

[www.WALTERPMOORE.com](http://www.WALTERPMOORE.com)

**ATTACHMENT B**

**Form of Work Order**

WORK ORDER NO. 18 – Bagby/Pierce Traffic Signal Design

This Work Order is issued subject to and is governed by that certain professional services agreement between Midtown and Consultant dated July 14, 2010.

Work Order Date: June 13, 2018

Consultant: Walter P. Moore

Type of Compensation: Lump Sum

Compensation: \$63,720.00

Location of Services: Houston, Texas

Description of Services: Signal Design at the intersection of Bagby and Pierce streets. See attached hour estimate for additional details. Specific duties included in this fee are listed below:

- Traffic Signal Design
- Coordination with the City of Houston and TxDOT
- Document Preparation and Bid Phase Services
- Construction Phase Services
- TDLR Review and Inspection
- Survey

Schedule Requirements:

Commencement of Services: July 1, 2018

Completion of Services: December 31, 2018

**Consultant:**

WALTER P MOORE AND  
ASSOCIATES, INC

By: *Edwin C. Friedrichs*

Edwin C. Friedrichs, P.E. – Senior Principal

\_\_\_\_\_  
Date

**Client:**

MIDTOWN REDEVELOPMENT  
AUTHORITY

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

Mathias Thibodeaux – Executive Director

\_\_\_\_\_  
Date