



**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, September 27, 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:

AMENDED AGENDA

1. Call to Order and Introduction of Guests.
2. Public Comment.
3. Consent Agenda for the Midtown Reinvestment Zone:
 - a. Minutes for August 30, 2018.
4. Consent Agenda for the Authority:
 - a. Minutes for August 30, 2018;
 - b. Monthly financial reports for August 2018;
 - c. Invoices from Trustee and Operating Accounts for September 2018;
 - d. Renewal of Services Agreement with Goodman Corporation.
5. Financial Audit for Fiscal Year 2018.
6. Midtown Affordable Housing Program:
 - a. Affordable Housing Development Update;
 - b. Ratify First Amendment to Grant Agreement with Temenos CDC relating to the Temenos III Affordable Housing Project.

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. FTA Grant Program - The Goodman Corporation
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 (SA)
Executive Director

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

August 30, 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, August 30, 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	Camille Foster	6	Abe Goren
2	Doug Erwing	7	Caton M. Fenz
3	Gayle Fortson	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 Fenz, Castleman, Erwing and Fortson.

Also in attendance were Matt Thibodeaux, Vernon Williams, Kandi Schramm, Sally Adame, Todd Edwards, Theresa Gilmore, David Thomas, Jalisa Hurst, Mechelle Phillips, Mark Sullivan, Cynthia Alvarado, Madeline Pena and LaMorris McClendon of Midtown; Barron Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Rachel Rae and Erin Friedrichs of Walter P. Moore; Carol Harrison of IDS Engineering; Mariana Raschke of The Goodman Corporation; Kristin Blomquist of Masterson Advisors; Vanessa Cole of Cole Klein Builders; Roberta Burroughs, Algenita Davis, Angie Gomez, Susanne Kartze & Robert Bradford of CCPPI; Jeri Brooks & Chelbi Mims of One World Strategy Group; Jennifer Curley of the City of Houston; Grant Georgia of Navigant Consulting, Inc.; Theodore Andrews, Chairman of TIRZ#25 and Midtown residents Gary Bernard, Noel Cowart, Jen Shaw, Scott Harbers, and Tucker Netherton.

Vice Chairman Goren called the meeting to order.

CONSENT AGENDA

MINUTES FOR JULY 26, 2018

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

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

ADJOURNMENT

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

Pam Castleman, Secretary

Date

DRAFT

DRAFT

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

August 30, 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, August 30, 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	Camille Foster	6	Abe Goren
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and all of the above were present with the exception of Directors Fenz, Castleman, Erwing and Fortson.

Also in attendance were Matt Thibodeaux, Vernon Williams, Kandi Schramm, Sally Adame, Todd Edwards, Theresa Gilmore, David Thomas, Jalisa Hurst, Mechelle Phillips, Mark Sullivan, Cynthia Alvarado, Madeline Pena and LaMorris McClendon of Midtown; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Rachel Rae and Erin Friedrichs of Walter P. Moore; Carol Harrison of IDS Engineering; Mariana Raschke of The Goodman Corporation; Kristin Blomquist of Masterson Advisors; Vanessa Cole of Cole Klein Builders; Roberta Burroughs, Algenita Davis, Angie Gomez, Susanne Kartze & Robert Bradford of CCPPI; Jeri Brooks & Chelbi Mims of One World Strategy Group; Jennifer Curley of the City of Houston; Grant Georgia of Navigant Consulting, Inc.; Theodore Andrews, Chairman of TIRZ#25 and Midtown residents Gary Bernard, Noel Cowart, Jen Shaw, Scott Harbers, and Tucker Netherton.

Vice Chairman Goren called the meeting to order. Mr. Goren asked for a moment of silence in honor of Dan Barnum, a long time visionary and resident/and supporter of Midtown. He then congratulated Al Odom on his recent appointment by Mayor Turner as Chair of the Midtown Redevelopment Authority and Tax Increment Reinvestment Zone #2. Mr. Goren asked the guests to introduce themselves.

PUBLIC COMMENTS

Mr. Tucker Netherton introduced himself and stated he was a newcomer to the area and wanted to learn more about Midtown.

CONSENT AGENDA FOR THE AUTHORITY:

- a. **MINUTES FOR JULY 26, 2018;**
- b. **MONTHLY FINANCIAL REPORTS FOR JULY 2018;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR AUGUST 2018;**
- d. **FORD MOMENTUM AGREEMENT;**
- e. **ANNUAL RENEWAL OF PROFESSIONAL SERVICES AGREEMENT WITH IDS ENGINEERING GROUP.**

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

AMENDED & RESTATED ADMINISTRATIVE POLICY AND AMENDED & RESTATED EMPLOYEE MANUAL.

Vernon E. Williams, Chief Administrative Officer, presented the Amended and Restated Administrative Policy and Amended & Restated Employee Manual. He stated that the changes were largely [clerical] clarifying with some additional changes regarding micro-purchases for non-construction items. Barron Wallace of Bracewell LLP explained that the amendments clarified existing policies, including how to file harassment complaints, holidays, personal time and workplace injuries.

Director Thomas made a motion to approve the Amended & Restated Administrative Policy and Amended & Restated Employee Manual. The motion was seconded by Director Dudley and carried by unanimous vote.

MUNICIPAL ADVISOR ENGAGEMENT LETTER WITH MASTERSON ADVISORS.

Mr. Thibodeaux presented the Municipal Advisor Engagement Letter with Masterson Advisors for financial advisory services. Director Odom made a motion to approve the Municipal Advisor Engagement Letter with Masterson Advisors. The motion was seconded by Director Dudley and carried by unanimous vote.

CAYDON DEVELOPMENT AGREEMENT.

Barron F. Wallace presented the Caydon Development Agreement for the construction and installation of certain public infrastructure & improvements for the project located at 2850 Fannin named “The Midtown”. He stated that the Caydon project is a 27 story mixed-use high-rise structure surrounding an interior 8 level parking garage, with 357 residential units, certain residential amenities, a pool deck and 13,000 square feet of ground floor retail. Mr. Wallace stated that improvements being reimbursed include underground duct bank infrastructure which will facilitate area development since it will be available for usage by surrounding property owners. The public improvement reimbursement amount is based on the value of the project and will not exceed \$6,839,250.

Director Odom made a motion to approve the Caydon Development Agreement for “The Midtown” mixed use project. The motion was seconded by Director Thomas. Following all discussion, the motion passed by majority vote, with Director Dudley voting “No”.

MIDTOWN AFFORDABLE HOUSING PROGRAM.

a. RESOLUTION – LAND ACQUISITIONS;

Director Dudley made a motion to approve the Resolution Ratifying the Acquisition of Certain Properties. The motion was seconded by Director Odom and carried by unanimous vote.

b. AFFORDABLE HOUSING DEVELOPMENT UPDATE.

Todd Edwards provided an update on affordable housing projects completed to date. He advised the Board that a total of 92 single family homes and 279 multi-family units have

been constructed or are in the process of being constructed. Mr. Edwards noted that Developers, HOU Homes, Epic Homes, HBDI, Mayberry Homes and Cole Klein Builders all currently have homes under contract for purchase and are moving forward with construction of additional homes.

MIDTOWN CAPITAL IMPROVEMENT PROGRAM

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

Kandi Schramm reported the Midtown Parking Garage is in closeout documentation progress.

i. MIDTOWN PARK

1. APPROVE GARAGE CHANGE ORDERS – CAMDEN

Ms. Schramm stated that there were no change orders at this time.

2. APPROVE PARK CHANGE ORDERS – MILLIS

Ms. Schramm stated that there were no change orders at this time.

ii. ENTRY PORTALS

Ms. Schramm reported that the contractor has picked up pavers from the City of Houston storage site and will begin installation of the pavers next month at the Entry Portal located at the intersection of Webster and Gray Streets.

APPROVE CHANGE ORDERS – B & D CONTRACTORS

Ms. Schramm stated that there were no change orders to be presented at this time.

b. HCC CAPITAL PROJECTS - IDS ENGINEERS

i. HOLMAN STREET PEDESTRIAN ENHANCEMENTS

Ms. Schramm reported that project closeout documentation is in progress.

1. APPROVE CHANGE ORDERS – SER

There were no change orders for Holman Street presented at this time.

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

Ms. Schramm reported that the contractor has completed installation of landscape, lighting, and wayfinding signage. The remaining pedestrian crossing markers will be installed after Camden completes its construction work along Main Street. She reported that the substantial completion inspection for the project was held last week and that the design team is currently working on the punch-list report to identify construction items which the contractor must address for final completion. The team is currently working on programming and troubleshooting issues relating to the decorative lighting at major intersections along Main Street.

i. **APPROVE CHANGE ORDERS – SER**

There were no change orders to be presented for Main Street at this time.

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

Ms. Schramm reported that construction is underway. She reported that the contractor has installed temporary traffic control signage and has started work on the waterline installation on the east side of Caroline Street between Elgin and Tuam Streets.

i. **APPROVE CHANGE ORDERS**

There are no changes orders at this time.

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

Mariana Raschke of The Goodman Corporation reported that previously submitted grant applications are being monitored, that a grant application has been submitted for installation of a traffic control device at the intersection of Bagby and Pierce Streets, and that their firm is continuing to gather information regarding an InterCity Bus terminal for Houston.

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

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Midtown Redevelopment Authority

Profit & Loss

July through August 2018

Jul - Aug 18

Ordinary Income/Expense

Income

400000 · Revenue & Support

400020 · Reimb Off Exp & Staff	-6,896.08
400025 · Interest-Debt Service & Reserve	31,237.90
400026 · Interest-Other Bond Funds	69,138.14
400029 · Interest - Affordable Housing	26,925.74
400030 · Interest-Operating Funds	18,397.21
400032 · Other Revenue	11,454.18

Total 400000 · Revenue & Support	<u>150,257.09</u>
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Total Income

150,257.09

Gross Profit

150,257.09

Expense

500000 · BOND FUND EXPENSES

505000 · T-0220 Afford.Hous Lnd Bk Prg	
500022 · Affordable Housing Expenditures	1,100,000.00
500023 · AFH Legal Fees	31,715.00

Total 505000 · T-0220 Afford.Hous Lnd Bk Prg	<u>1,131,715.00</u>
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Total 500000 · BOND FUND EXPENSES	<u>1,131,715.00</u>
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510000 · INCREMENT PROJECTS/EXPENSE

510002 · T-0214 Caroline St near HCCS	16,674.00
510003 · Holman Street St T-0211	1,408.48
510008 · T-0220 Afford Housing Land Bnk	
510009 · T-0220 Afford Housing Ins	11,780.00
510013 · T-0220 Affordable Housing Legal	2,440.00
510017 · T-0220 Drainage Fees	1,914.58
512001 · T-0220 Aff Hous Expense	925,516.69

Total 510008 · T-0220 Afford Housing Land Bnk	<u>941,651.27</u>
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510041 · CIP Program Expenses	42,550.81
510043 · T-0234 Parks & Open Space	3,831.70
510045 · T-0224 HTC I - Bldg Maintenance	6,744.62
510046 · T-0221 Midtown Pk	454,823.69
510050 · T-0210 Main Street Enhancements	296,496.04
510095 · Main Street Project	19,073.56
510102 · HMAAC Interest Expense	9,292.22
510534 · T-0225 Mobility & Pedest Imprv	89,412.90
510700 · Municipal Services Costs	12,298.97
511001 · T-0232 Public & Cultural Fac	100,000.00
511002 · T-0233 Midtown Park Garage	5,091,889.40

Total 510000 · INCREMENT PROJECTS/EXPENSE	<u>7,086,147.66</u>
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550000 · General & Admin. Expense

550002 · Contract Labor	6,168.00
550003 · Rent Expense (Additional office space)	12,390.00
550004 · Salaries	
550014 · Health Insurance	14,399.52

Midtown Redevelopment Authority

Profit & Loss

July through August 2018

	<u>Jul - Aug 18</u>
550015 · AFLAC	418.92
550018 · Life Insurance	44.64
550004 · Salaries - Other	<u>226,028.11</u>
Total 550004 · Salaries	240,891.19
5500047 · Overtime	811.05
550007 · Courier Service	430.32
550008 · Office Supply & Expense	4,521.59
550009 · Misc Exp	1,186.70
550010 · Telephone & Utilities	
550110 · Cellular Service	212.08
550113 · Drainage fee	920.55
550010 · Telephone & Utilities - Other	<u>2,426.93</u>
Total 550010 · Telephone & Utilities	3,559.56
550012 · Postage	33.29
550022 · Bank Charges & Fees	615.53
550025 · Professional Services	50,387.37
550026 · Accounting Consultants	1,640.00
550027 · Financial Audit (Audit Services)	20,000.00
550028 · Legal Consultants	52,756.92
550031 · HTC Bldg Maintenance	1,016.37
550032 · Engineering Consultants	15,780.84
550033 · Professional Fees/Other Consult	34,840.00
550034 · Equip Rent & Lease Expense	1,149.52
550036 · Licenses & Fees	6,400.00
550037 · Workman's Comp Insurance	605.87
550038 · Insurance - All	141,837.00
550039 · Computers & Repairs & Maint	4,321.72
550044 · Payroll Expense & PR Tax Exp	17,296.10
550045 · Payroll Fees	3,304.37
550050 · Depreciation Expense	36,438.26
550061 · Public Relations	<u>15,000.00</u>
Total 550000 · General & Admin. Expense	673,381.57
600000 · Bond Related Expenses	
550055 · Amort Bond Prem	-35,587.31
560038 · 11 Bond Series Interest Expense	77,536.46
560039 · 2013 Bond Series Int Expense	106,905.73
560040 · 2015 Bond Int Expense	40,957.29
560041 · 2017 Bond Int Expense	<u>155,185.42</u>
Total 600000 · Bond Related Expenses	344,997.59
Total Expense	<u>9,236,241.82</u>
Net Ordinary Income	<u>-9,085,984.73</u>
Net Income	<u><u>-9,085,984.73</u></u>

Midtown Redevelopment Authority
 Balance Sheet
 As of August 31, 2018

Aug 31, 18

ASSETS

Current Assets

Checking/Savings

101001 · Wells Fargo Ope Acctg 64040	3,550,043.44
101002 · Infrastructure Projects 1731	948.71
101010 · WF Surplus Acct 63943	900.66
101020 · WF FTA Enhanced Path 63919	59.84
102200 · Logic Operating Account (Investment Account)	5,069,561.64
103200 · TexStar Operating Acct 1111	6,336.48
103600 · Wells Fargo Oper Inves 63901	727.98
103700 · WF Operating Saving 3215777180	45,297.98
104000 · Affordable Housing Accounts	
104021 · WF Afford Hous 3927	713,756.19
104022 · WF Pilot Program 3935	342.86
104116 · TexStar Aff. Hsng MM 1800	1,947.35
104200 · Logic Affordable Housing (Investment Accou	4,367,184.02
Total 104000 · Affordable Housing Accounts	<u>5,083,230.42</u>

105000 · Trustee Investments

105001 · Pledge Revenue Fund 422885	
105100 · Pledge Revenue Fund -422885	12,683.81
Total 105001 · Pledge Revenue Fund 422885	<u>12,683.81</u>
105002 · Debt Service Fund	
105200 · BNY-Debt Service Fund 422896	10,626,662.49
Total 105002 · Debt Service Fund	<u>10,626,662.49</u>
105003 · Reserve Fund 422897	
105324 · TexStar Debt Res Fnd MM 1023 (Debt Res	7,975,814.97
Total 105003 · Reserve Fund 422897	<u>7,975,814.97</u>
105009 · Austin Park Maint. Fund 422919	
105901 · Austin Park Money Market Acct.	3,494.39
Total 105009 · Austin Park Maint. Fund 422919	<u>3,494.39</u>

107000 · BOND FUNDS

107012 · BNY 443264 2011 Escrow	9.99
107017 · 937933 8400 2017 ESCROW	1,236,345.26
107018 · LOGIC 2017 PROJECT FUND (Trust Account)	11,849,888.85
107019 · LOGIC 2017 AFFORDABLE HOUSING (Trust	4,495,766.83
Total 107000 · BOND FUNDS	<u>17,582,010.93</u>

Total 105000 · Trustee Investments

36,200,666.59

Total Checking/Savings

49,957,773.74

Accounts Receivable

130100 · Tax Increments Receivable	
103152 · Harris County Tax Increment	-5,868,016.46
Total 130100 · Tax Increments Receivable	<u>-5,868,016.46</u>

170000 · Accounts Receivable

123001 · FTA Main Street	1,309,542.00
170010 · Midtown Management District	104,336.03
170011 · MIDCORP	143,307.82
170020 · HX Houston Exponential AR	22,957.62
170021 · HTC BUILTOUT	338,285.67
170030 · FTA INCOME	7,340.00
170060 · Fourth Ward Redevelopment Autho (Expensi	5,030.14
Total 170000 · Accounts Receivable	<u>1,930,799.28</u>

Total Accounts Receivable

-3,937,217.18

Total Current Assets

46,020,556.56

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

Midtown Redevelopment Authority
 Balance Sheet
 As of August 31, 2018

	<u>Aug 31, 18</u>
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	-2,034,245.41
150065 · Land - HTC Phase II	697,219.00
150066 · Houston Tech Center II	2,816,117.96
150067 · Accum.Deprec. HTC Phase I	-1,689,670.94
150069 · Land - Bagby Park	1,318,870.15
150070 · BagbyPark	2,453,218.83
150071 · Accum.Deprec. BagbyPark	-1,076,958.51
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	21,250,200.87
150078B · Midtown (Superblockj) Park	16,407,192.34
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) - Otl	51,473,634.67
Total 150080 · Land (Resale) (Land purchase for resale)	<u>52,510,121.04</u>
150089 · Land HMAAC (Land)	1,206,150.00
150090 · HMAAC Property	918,850.00
150091 · Accum Depr HMAAC	-356,053.92
150100 · 2800 MAIN	317,069.93
Total 150000 · Fixed Assets	<u>110,797,687.56</u>
Total Fixed Assets	<u>110,797,687.56</u>
TOTAL ASSETS	<u>156,818,244.12</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
200000 · Accounts Payable	
202001 · Retainage Payable	2,378,099.71
200000 · Accounts Payable - Other	1,869,272.63
Total 200000 · Accounts Payable	<u>4,247,372.34</u>
Total Accounts Payable	4,247,372.34
Other Current Liabilities	
200001 · Current Liabilities	
201001 · MIDCORP Kios	27,354.84
202000 · Project Fund Liabilities	18,578.35
202100 · Harris County 19% Aff. Housing	-1,107,374.07
2021062 · Due MMD	-3,657.45
204000 · HMAAC NOTE - CURRENT	102,902.00
2103008 · CRI Current Camden	17,760,642.00
200001 · Current Liabilities - Other	13,800.00
Total 200001 · Current Liabilities	<u>16,812,245.67</u>
Total Other Current Liabilities	<u>16,812,245.67</u>
Total Current Liabilities	<u>21,059,618.01</u>
Long Term Liabilities	
210000 · Long Term Liabilities	
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	40,957.29
210055 · Accrued Bond Interest 13 Series	106,905.73
210056 · Accrued Bond Interest Series 11	77,536.46

Midtown Redevelopment Authority
Balance Sheet
As of August 31, 2018

	<u>Aug 31, 18</u>
210058 · Series 2013 BOND PREMIUM	1,141,914.63
210059 · Series 2015 Bond Prem	866,049.17
210061 · Series 2017 Bond Premium	4,020,486.55
210062 · Accrued Bond Interest Series 17	155,185.42
2103000 · LOANS	
2103003 · HMAAC LOAN REFINANCED	1,253,590.25
Total 2103000 · LOANS	<u>1,253,590.25</u>
Total 210000 · Long Term Liabilities	<u>102,417,625.50</u>
Total Long Term Liabilities	<u>102,417,625.50</u>
Total Liabilities	<u>123,477,243.51</u>
Equity	
1110 · Retained Earnings (Retained Earnings)	42,426,985.34
Net Income	<u>-9,085,984.73</u>
Total Equity	<u>33,341,000.61</u>
TOTAL LIABILITIES & EQUITY	<u>156,818,244.12</u>

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Midtown Redevelopment Authority

Trial Balance

As of August 31, 2018

	Aug 31, 18	
	Debit	Credit
101001 · Wells Fargo Ope Acctg 64040	3,550,043.44	
101002 · Infrastructure Projects 1731	948.71	
101010 · WF Surplus Acct 63943	900.66	
101020 · WF FTA Enhanced Path 63919	59.84	
102200 · Logic Operating Account	5,069,561.64	
103200 · TexStar Operating Acct 1111	6,336.48	
103600 · Wells Fargo Oper Inves 63901	727.98	
103700 · WF Operating Saving 3215777180	45,297.98	
104021 · WF Afford Hous 3927	713,756.19	
104022 · WF Pilot Program 3935	342.86	
104116 · TexStar Aff. Hsng MM 1800	1,947.35	
104200 · Logic Affordable Housing	4,367,184.02	
105100 · Pledge Revenue Fund -422885	12,683.81	
105200 · BNY-Debt Service Fund 422896	10,626,662.49	
105324 · TexStar Debt Res Fnd MM 1023	7,975,814.97	
105901 · Austin Park Money Market Acct.	3,494.39	
107012 · BNY 443264 2011 Escrow	9.99	
107017 · 937933 8400 2017 ESCROW	1,236,345.26	
107018 · LOGIC 2017 PROJECT FUND	11,849,888.85	
107019 · LOGIC 2017 AFFORDABLE HOUSING	4,495,766.83	
103152 · Harris County Tax Increment		5,868,016.46
123001 · FTA Main Street	1,309,542.00	
170010 · Midtown Management District	104,336.03	
170011 · MIDCORP	143,307.82	
170020 · HX Houston Exponential AR	22,957.62	
170021 · HTC BUILTOUT	338,285.67	
170030 · FTA INCOME	7,340.00	
170060 · Fourth Ward Redevelopment Autho	5,030.14	
150010 · Office Furniture & Equipment	26,321.36	
150011 · Accumluated Depreciation-Furn.		26,321.36
150020 · Computer Equipment	32,057.11	
150021 · Accumulated Depreciation-Comp.		32,057.11
150040 · Land - JPI Park	736,911.00	
150045 · Walgreens/Lui Park Land	141,000.00	
150062 · Land - Houston Tech.Center I	798,053.89	
150063 · Houston Tech Center I	2,667,192.62	
150064 · Accm Deprec-Houston Tech Cntr I		2,034,245.41
150065 · Land - HTC Phase II	697,219.00	
150066 · Houston Tech Center II	2,816,117.96	
150067 · Accum.Deprec. HTC Phase I		1,689,670.94
150069 · Land - Bagby Park	1,318,870.15	
150070 · BagbyPark	2,453,218.83	
150071 · Accum.Deprec. BagbyPark		1,076,958.51
150075 · Midtown Park 2905 Travis St	3,506,306.26	

Midtown Redevelopment Authority

Trial Balance

As of August 31, 2018

	Aug 31, 18	
	Debit	Credit
150078 · Midtown Park Land-Tracts I & II	8,210,142.45	
150078A · Midtown (Superblock) Garage	21,250,200.87	
150078B · Midtown (Superblockj) Park	16,407,192.34	
150080 · Land (Resale)	51,473,634.67	
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		356,053.92
150100 · 2800 MAIN	317,069.93	
200000 · Accounts Payable		1,869,272.63
202001 · Retainage Payable		2,378,099.71
200001 · Current Liabilities		13,800.00
201001 · MIDCORP Kios		27,354.84
202000 · Project Fund Liabilities		18,578.35
202100 · Harris County 19% Aff. Housing	1,107,374.07	
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		40,957.29
210055 · Accrued Bond Interest 13 Series		106,905.73
210056 · Accrued Bond Interest Series 11		77,536.46
210058 · Series 2013 BOND PREMIUM		1,141,914.63
210059 · Series 2015 Bond Prem		866,049.17
210061 · Series 2017 Bond Premium		4,020,486.55
210062 · Accrued Bond Interest Series 17		155,185.42
2103003 · HMAAC LOAN REFINANCED		1,253,590.25
1110 · Retained Earnings		42,426,985.34
400020 · Reimb Off Exp & Staff	6,896.08	
400025 · Interest-Debt Service & Reserve		31,237.90
400026 · Interest-Other Bond Funds		69,138.14
400029 · Interest - Affordable Housing		26,925.74
400030 · Interest-Operating Funds		18,397.21
400032 · Other Revenue		11,454.18
500022 · Affordable Housing Expenditures	1,100,000.00	
500023 · AFH Legal Fees	31,715.00	

Midtown Redevelopment Authority

Trial Balance

As of August 31, 2018

	Aug 31, 18	
	Debit	Credit
510002 · T-0214 Caroline St near HCCS	16,674.00	
510003 · Holman Street St T-0211	1,408.48	
510009 · T-0220 Afford Housing Ins	11,780.00	
510013 · T-0220 Affordable Housing Legal	2,440.00	
510017 · T-0220 Drainage Fees	1,914.58	
512001 · T-0220 Aff Hous Expense	925,516.69	
510041 · CIP Program Expenses	42,550.81	
510043 · T-0234 Parks & Open Space	3,831.70	
510045 · T-0224 HTC I - Bldg Maintenance	6,744.62	
510046 · T-0221 Midtown Pk	454,823.69	
510050 · T-0210 Main Street Enhancements	296,496.04	
510095 · Main Street Project	19,073.56	
510102 · HMAAC Interest Expense	9,292.22	
510534 · T-0225 Mobility & Pedest Imprv	89,412.90	
510700 · Municipal Services Costs	12,298.97	
511001 · T-0232 Public & Cultural Fac	100,000.00	
511002 · T-0233 Midtown Park Garage	5,091,889.40	
550002 · Contract Labor	6,168.00	
550003 · Rent Expense	12,390.00	
550004 · Salaries	226,028.11	
550014 · Health Insruance	14,399.52	
550015 · AFLAC	418.92	
550018 · Life Insurance	44.64	
5500047 · Overtime	811.05	
550007 · Courier Service	430.32	
550008 · Office Supply & Expense	4,521.59	
550009 · Misc Exp	1,186.70	
550010 · Telephone & Utilities	2,426.93	
550110 · Cellular Service	212.08	
550113 · Drainage fee	920.55	
550012 · Postage	33.29	
550022 · Bank Charges & Fees	615.53	
550025 · Professional Services	50,387.37	
550026 · Accounting Consultants	1,640.00	
550027 · Financial Audit	20,000.00	
550028 · Legal Consultants	52,756.92	
550031 · HTC Bldg Maintenance	1,016.37	
550032 · Engineering Consultants	15,780.84	
550033 · Professional Fees/Other Consult	34,840.00	
550034 · Equip Rent & Lease Expense	1,149.52	
550036 · Licenses & Fees	6,400.00	
550037 · Workman's Comp Insurance	605.87	
550038 · Insurance - All	141,837.00	
550039 · Computers & Repairs & Maint	4,321.72	

Midtown Redevelopment Authority

Trial Balance

As of August 31, 2018

	Aug 31, 18	
	<u>Debit</u>	<u>Credit</u>
550044 · Payroll Expense & PR Tax Exp	17,296.10	
550045 · Payroll Fees	3,304.37	
550050 · Depreciation Expense	36,438.26	
550061 · Public Relations	15,000.00	
550055 · Amort Bond Prem		35,587.31
560038 · 11 Bond Series Interest Expense	77,536.46	
560039 · 2013 Bond Series Int Expense	106,905.73	
560040 · 2015 Bond Int Expense	40,957.29	
560041 · 2017 Bond Int Expense	155,185.42	
TOTAL	<u>178,291,324.56</u>	<u>178,291,324.56</u>

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**Midtown Redevelopment Authority
Operating Account**

Date	Num	Name	Memo	Debit
SEPTEMBER 2018				
101001 - Wells Fargo Opn Acctg 64040				
DATE	CHECK	NAME	MEMO	AMT
09/06/2018	8816	McCall, Gibson & Company, PLLC	Public Funds Investment Act Seminar Oct 27 2018	330.00
09/17/2018	8817	Thibodeaux, Matt B	Exp Reim Liberty Bank 09-22-2018 to 09-25-2018	269.97
09/19/2018	8818	CHAMPION ENERGY SERVICES	2811 Travis St	2,976.26
09/20/2018	8819	HX Houston Exponential	SEPTEMBER 2018 RENT AND PARKING	5,745.00
09/21/2018	8820	marimon	Contract bas cost & copios	323.75
09/21/2018	8821	MBM Financial Corporation	Copier Service	244.10
09/21/2018	8822	Pitney Bowes Global Financial Services LL	Postage Machine	163.66
09/27/2018	8823	Bee-Line Delivery Service	Courier	384.62
09/27/2018	8824	Bracewell LLP	Legal Services	23,934.68
09/27/2018	8825	City of Houston-Public Works	Encroachment Fee 402 Pierce St 7702 OCT 2018 - OCT 2	125.00
09/27/2018	8826	CRI	Progressive Billing Services rendered - MRA FY2018	20,000.00
09/27/2018	8827	Design Workshop, Inc.	Project 005421.00 DW Midtown WO#1	715.00
09/27/2018	8828	IDS Engineering Group	Professional Services	114,092.58
09/27/2018	8829	Maya Itutu Ford-Belgrave D/B/A Ford Momen	COMM RSRCH August 31, 2018	3,500.00
09/27/2018	8830	Millis Development & Construction, Inc.	MRA - IDS Project No. AUGUST 2018	180,319.08
09/27/2018	8831	NEVA Corporation	a/c not cooling replaced burnt contractor	235.00
09/27/2018	8832	NFBPA Membership	Membership renewal 2018-2019 Matt Thibodeaux	235.00
09/27/2018	8833	One World Strategy Group, LLC	Monthly retianer per contract AUGUST 2018	7,500.00
09/27/2018	8834	SER Construction Partners, Ltd.	Main Street Enhancements MRA IDS Project 1174-005-08	74,781.54
09/27/2018	8835	Staples Advantage	office supplies	2,473.85
09/27/2018	8836	The Goodman Corporation	Professional Services	45,732.20
09/27/2018	8837	THR Enterprises, Inc.	Maintenance	11,829.25
09/27/2018	8838	ThyssenKrupp Elevator	Elevator Services	1,488.59
09/27/2018	8839	TPX Communications	Acct # 153341 Internet services	656.53
09/27/2018	8840	Walter P. Moore	Main Street Enhancement Professional Services July 1 - .	14,768.56
09/27/2018	8841	Walter P. Moore	Professional Services	13,773.34
Total				<u>526,597.56</u>

**Midtown Redevelopment Authority
Affordable Housing Transactions
As of August 31, 2018**

Date	Num	Name	Memo	Credit
SEPTEMBER 2018				
09/27/2018	3217	American Fence Company		181.21
09/27/2018	3218	Bracewell LLP	0051910.000005 THIRD WARD/AFFORDABLE HOUSING	12,242.50
09/27/2018	3219	CORTEZ LANDSCAPING, LLC	Affordable Housing Landscaping services and trash removal	106,730.62
09/27/2018	3220	Hou Homes	Completion Reimbursement: 2038 2040 2042 2044 2046 204	85,000.00
09/27/2018	3221	KCK Demolition and Landscaping		48,000.00
09/27/2018	3222	POWER, LLC	Cutting and removal of 40 trees as requested	19,600.00
09/27/2018	3223	TransTeQ	SEPTEMBER 2018 LAWN SERVICE	26,638.54
09/27/2018	3224	CCPPI	PLANNING GRANT DRAW 2	91,666.67
09/27/2018	3225	Roberta F. Burroughs & Associates	March 23, 2018 - April 23 2018	5,000.00
09/27/2018	3226	Harris County	AFF HOU ADD'L FUNDS FROM INCREMENT RECONCILAT	49,279.92
09/18/2018	3653	Heist Agency L.L.C.	2002 Live Oak. Mural for Meters	17,585.00
09/20/2018	3654	City of Houston Municipal Courts	N34233604 5244 DEWBERRY ST 77021	324.00
09/20/2018	3655	City of Houston Municipal Courts	N34233552 4518 GRIGGS RD 77021	324.00
09/20/2018	3656	City of Houston Municipal Courts	N34450315 0 EMANCIPATION AVENUE 77004	324.00
09/20/2018	3657	City of Houston Municipal Courts	N34450281 3900 EMANCIPATION AVENYUE 77004	324.00
09/20/2018	3658	City of Houston Municipal Courts	N34450342 3419 SIMMONS ST 77004	324.00
09/20/2018	3659	City of Houston Municipal Courts	N34371443 EMANCIPATION AVENUE 77004	324.00
09/20/2018	3660	City of Houston Municipal Courts	N34591654 3810 ALICE ST 77021	324.00
TOTAL				464,192.46

Midtown Redevelopment Authority
Bond & Project Fund Expenses & Balances
Sunday, September 30, 2018

Trustee Investments (Bond Funds)	Beginning Balance	Chase	BKNY MELLON	WELLS FARGO	TexSTAR/LOGIC	Ending Balance
422885 Pledge Reserve Funds 422896	12,683.81					12,683.81
422896 Debt Service US Treasury Money Market Funds	10,626,662.49					10,626,662.49
422897 Reserve Fund US Treasury Money Market Funds	0.00					-
Texstar Debt Service Reserve	7,975,814.97					7,975,814.97
422919 Austin Park Maint.(2001 Series) US Treasury Money Market Funds	3,494.39					3,494.39
LOGIC 2017 AFFORDABLE HOUSING (Trust Account)	4,495,766.83					4,495,766.83
BNY-TICR AFF HSG 693802	0.00					-
LOGIC 2017 Project Funds	11,849,888.85				5,000,000.00	6,849,888.85
2017 Project 937932	5,000,000.00					
REQ 091 Camden Property Trust			5,000,000.00			-
443264 2011 Escrow 1998 2001	9.99					9.99
9379338400 2017 ESCROW	1,236,345.26					1,236,345.26

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**THE GOODMAN
CORPORATION**

HOUSTON: 3200 Travis Street
Suite 200
Houston, TX 77006

AUSTIN: 911 W. Anderson Lane
Suite 200
Austin, TX 78757

**PROJECT
SCOPE**

PHONE: (713) 951-7951

THEGOODMANCORP.COM

**MIDTOWN REDEVELOPMENT AUTHORITY
2018-2020 ONGOING ASSISTANCE
SEPTEMBER 1, 2018 – AUGUST 31, 2020**

The Goodman Corporation (TGC) has prepared the following Scope of Services to continue to support the Midtown Redevelopment Authority's ("Midtown") capital improvement program. TGC activities will include the program management of over \$5.3M in federal funding allocated towards the reconstruction of Brazos and Wheeler Streets, the maintenance and update of federal compliance documentation, the completion of National Environmental Policy Act approvals, continued oversight and close out of funded projects (Holman and Main), intergovernmental coordination, and the continued pursuit of funding through federal, state, and regional funding partners.

Task 1 – Compliance and Grant Management Support

- Continue providing construction administration and FTA compliance assistance for the Main St. and Holman St. projects through notice of final completion to contractor. Includes completion of field interviews, certified payroll review, pay application review, approvals, attendance at project status meetings and conference calls. Estimated to be completed by December 31, 2018.
- Compile and provide project tracking information to Midtown for records.
- Coordinate transfer of Brazos and Wheeler St. project funding from FHWA to FTA.
- Provide quarterly grant reports and additional project updates as required by H-GAC.
- Establish TrAMS entry for Brazos and Wheeler St. projects to include project description, budget codes, milestones, and other required information. Develop project timeline in coordination with Midtown staff.
- Once executed, complete quarterly milestone progress reports, financial reports, and bi-annual DBE reports.
- Maintain Midtown access into TrAMS, Grants.gov, ECHO-web 2.0, and the System for Award Management.

Deliverables: Completion of construction administration activity for Main and Wheeler, provision of associated records, TrAMS close out documentation, transfer of funding to FTA for Brazos and Wheeler, H-GAC/FTA reporting, grant documentation and execution, grant system maintenance. Monthly progress reports.

Cost: \$79,150

Task 2 – Title VI and Disadvantaged Business Enterprise Updates

Midtown’s Title VI update is due to the FTA in October 2018 and the Disadvantaged Business Enterprise goal is due in June 2019. These documents are required to maintain compliance with federal grant provisions. These documents are created by TGC, reviewed by Midtown, and then reviewed and approved by the Midtown Management District, who is the FTA grantee. TGC will complete the following to complete this task:

Title VI:

- Review and update the Title VI Plan to include a limited English proficiency four factor analysis and provision of language assistance plan. Provide additional updates per FTA Circular 4702.1B, Title VI requirements.
- Complete EEO Questionnaire to certify applicable exemptions.
- Provide recommendation for disseminating important project-related information due to language barriers and other EJ areas identified.
- Update Title VI document and present for review and approval to Midtown Management District Board.
- Coordinate with Midtown staff to revise Title VI documentation on website.
- Coordinate with FTA towards formal approval.

○ Cost: \$20,000

DBE Goal:

- Update the Midtown DBE program based on 49 CFR Part 26 and all applicable rule changes. Update DBE Liaison Official and Reconsideration Official designations. Provide update Small Business Program section.
- Review previous DBE goal setting and identify anticipated procurements utilizing federal funding. Perform goal adjustments based on past performance.
- Perform required DBE consultation process in the form of a webinar.
- Coordinate with Midtown staff to revise Title VI documentation on website.
- Coordinate with FTA towards formal approval.

○ Cost: \$23,500

Deliverables: Completion of Title VI and DBE programs to maintain compliance for another three-year period. Monthly progress reports.

Cost: \$43,500

Task 3 – National Environmental Policy Act Documentation

The Wheeler and Brazos projects require the completion of NEPA documentation prior to the execution of a grant with the FTA. This documentation will consist of categorical exclusion document preparation and will review the following areas:

- Alternatives analysis
- Socioeconomic impacts
- Waters and wetlands
- Air quality impacts
- Cultural resources (including State Historic Preservation Office coordination)
- Hazardous materials
- Indirect and cumulative impacts

TGC will document the required information and submit the documentation to FTA for review and approval. TGC will coordinate with FTA towards approvals.

Deliverables: Completion and submission of NEPA documentation relative to Wheeler and Brazos grants. Coordination with FTA towards approval. Monthly progress reports.

Cost: \$64,800

Task 4 – Program Coordination and Pursuit of Funding

TGC will continue to identify and pursue funding opportunities for the implementation of Midtown's capital program. In support of this pursuit of funding, TGC will continue to provide Midtown with program coordination activities that are necessary for project planning, financing, and implementation. TGC will continue to provide intergovernmental assistance and general coordination between partner agencies and funding partners.

This Task includes the following activities:

- Monitor, attend, and facilitate meetings, conference calls, and workshops related to Midtown's capital development program.
- Monitor groups such as H-GAC, TxDOT, FTA, FHWA, and other entities who release periodic calls-for-projects that would be appropriate to fund infrastructure covered in Midtown's federal program.
- Monitor disaster recovery related opportunities and provide Midtown staff/Board with regular updates.
- Assemble and submit grant applications for priority Midtown CIP projects. This initially includes the completion of a TxDOT Highway Safety Improvement Program (HSIP) application for the intersection of Bagby and Pierce as well as an application for Alabama and Crawford St. improvements through the H-GAC Call for Projects.

- Provide support to Midtown with regard to intergovernmental coordination activities related to Midtown capital project development and/or implementation.
- Review and provide assistance related to existing and proposed grant agreements.
- Provide additional assistance relative to previously awarded Economic Development Administration (EDA) grants.
- Coordination with Midtown projects / consultant team to monitor project development status of Wheeler and Brazos projects. This coordination is essential to ensure that compliance actions are completed in synchronization with project development milestones.
- Planning and coordination assistance relative to North Houston Highway Improvement Project and the development of related neighborhood amenities.

Deliverables: Attendance and updates at meetings, events, and activities related to discretionary funding opportunities. Coordination with Midtown staff and project team. Meeting coordination, attendance, and minutes. Submission of up to five grant applications through the duration of this contract period. Provision of monthly progress reports.

Cost: \$218,500

Excluded Activities: This scope does not include authorization related to procurement or construction administration activities for Brazos or Wheeler. Authorization for those tasks will be developed when the projects are actively working through a detail design process.

Progress payments will be made based on the percentage of completion of each task. Monthly invoices, including progress reports, will be provided commensurate with the percentage of the project completed each month.

BUDGET SUMMARY				
TASK	DESCRIPTION	YEAR 1 COST	YEAR 2 COST	TOTAL COST
1	Compliance and Grant Management Support	\$42,075	\$37,075	\$79,150
2	Title VI and Disadvantaged Business Enterprise Updates	\$20,000	\$23,500	\$43,500
3	National Environmental Policy Act Documentation	\$32,400	\$32,400	\$64,800
4	Program Coordination and Pursuit of Funding	\$109,250	\$109,250	\$218,500
	Total	\$203,725	\$202,225	\$405,950

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**FIRST AMENDMENT TO
GRANT AGREEMENT
BY AND BETWEEN
REINVESTMENT ZONE NUMBER TWO, CITY OF HOUSTON, TEXAS
MIDTOWN REDEVELOPMENT AUTHORITY
AND
TEMENOS COMMUNITY DEVELOPMENT CORPORATION**

This Amendment (this "Amendment") to that certain Grant Agreement (the "Agreement"), dated as of May 31, 2018, by and among REINVESTMENT ZONE NUMBER TWO, CITY OF HOUSTON, TEXAS (the "Zone"), a tax increment reinvestment zone created by the City of Houston, Texas in accordance with Chapter 311, Texas Tax Code, MIDTOWN REDEVELOPMENT AUTHORITY (the "Authority"), a public not for profit local government corporation created and organized under the provisions of Chapter 431, Texas Transportation Code, and TEMENOS COMMUNITY DEVELOPMENT CORPORATION ("Temenos") (the "Grantee"), a non-profit corporation created and organized under the laws of the State of Texas (each a "Party" and collectively, the "Parties") is made and entered into this ____ day of September, 2018.

RECITALS

WHEREAS, the Authority and Developer have entered into that certain Agreement dated as of May 31, 2018, pursuant to which the Authority granted to Grantee the sum of THREE HUNDRED THOUSAND DOLLARS AND 00/100 (\$300,000.00) of available Affordable Housing Tax Increment (the "Grant") to pay all or a portion of outstanding Facility Rehabilitation Costs and to repay the St. John's Loan, the proceeds of which were previously used to pay a portion of the Facility Rehabilitation Costs, in order to facilitate the development of decent, safe, sanitary and affordable housing for low and moderate income persons.

WHEREAS, the Authority and Grantee desire to amend certain provisions of the Agreement.

NOW THEREFORE, in consideration of the premises and intending to be legally bound hereby, the Authority and Grantee hereby agree as follows:

**ARTICLE I
AMENDMENTS**

Section 1.1. Paragraph twelve (12) of the Recitals is amended to read as follows:

“WHEREAS, with the Authority providing the Grant to the Grantee, the Grantee will be able to pay the outstanding Facility Rehabilitation Costs, obtain the required Certificate of Occupancy, and begin accepting residents by approximately November 1, 2018; and without the Grant, the Grantee would be unable to pay the outstanding Facility Rehabilitation Costs, obtain the required Certificate of Occupancy and begin resident occupancy of the Facility.”

Section 1.2. Paragraph thirteen (13) of the Recitals is amended to read as follows:

“WHEREAS, the Zone, the Authority and the Grantee desire to enter into this Agreement in order provide funds to pay the outstanding Facility Rehabilitation Costs and repay the St. John’s Loan in order to help ensure the Facility’s readiness for resident occupancy by November 1, 2018.”

Section 1.3. Section 1.03 (G) of Article 1 is amended to read as follows:

“(G) After giving effect to the transactions contemplated hereby, the Grantee will have sufficient capital to finalize rehabilitation of the Facility, pay all outstanding Facility Rehabilitation Costs and begin occupancy of the Facility as of November 1, 2018.”

Section 1.4. Section 4.01 of Article 4 is amended to read as follows:

“Use of the Facility. Upon its receipt of any proceeds of the Grant, the Grantee shall (i) use its best efforts to ensure resident occupancy of the Facility by November 1, 2018 and (ii) continue the planned use of the Facility as described in Section 2.01 for the Grant Agreement Term, which shall include the payment of all maintenance and operation costs of the Facility. For the avoidance of any doubt, maintenance of the Facility shall include, but not be limited to, ensuring a safe and sanitary environment which is free of debris, trash, illegal occupiers or squatters, and unsightly landscaping conditions. Moreover, operation of the Facility shall include, but not be limited to, maintaining insurance policies sufficient for compliance with all governmental requirements applicable to the Facility and insurance coverages in at least amounts and against such risk (including, without limitation, public liability) that are usually insured against by companies similarly situated and engaged in the same or a similar business for the assets and operations of the Grantee.”

ARTICLE II MISCELLANEOUS

Section 2.1. Severability. If any provision of this Amendment shall be invalid, illegal or unenforceable in any respect under any applicable law, the validity, legality and enforceability of the remaining provisions of the Amendment or the Agreement shall not be affected or impaired thereby.

Section 2.2. Captions and Capitalized Terms. Capitalized Terms used in this Amendment, but not defined in this Amendment, shall have the meanings prescribed in the Agreement. The headings and captions appearing in this Amendment are included solely for convenience of reference only and shall not constitute a part of this Amendment for any other purpose.

Section 2.3. Counterparts. This Amendment may be executed in several identical counterparts, and by the parties hereto on separate counterparts, and each counterpart, when so executed and delivered, shall constitute an original instrument, and all such separate counterparts shall constitute but one and the same instrument.

Section 2.4. Amendment. Except as modified herein, by its execution of this Amendment in the space provided below, the Authority and Developer hereby affirm that the Agreement remains in full force and effect in accordance with its terms.

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[Signatures continue on next page]

IN WITNESS WHEREOF, the parties hereto have signed this Amendment in multiple copies, each of which shall be deemed to be an original, but all of which shall constitute but one and the same Amendment, effective as of the date set forth in the first paragraph hereof.

**MIDTOWN REDEVELOPMENT
AUTHORITY**

**TEMENOS COMMUNITY
DEVELOPMENT CORPORATION**

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

ATTEST:

ATTEST:

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

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

By: _____
Name: _____
Title: _____

ATTEST:

By: _____
Name: _____
Title: _____

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+++++	Light Rail Line
Green Line	Completed Projects
Orange Line	Projects in Design/Construction
Red Line	Planned Projects

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

Proposed Capital Improvement Projects

Midtown Redevelopment Authority



Capital Improvements Program

Parks and Greenspace

Midtown Park (SuperBlock)

Garage Construction

Project closeout documentation in progress.

Pay Applications from Camden

Pay Application	Amount	Date
--	--	--
TOTAL TO DATE	\$18,790,255.07	

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 twelve 8' bell bottom foundations	Approved by MRA Board	

			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 modifications per City of Houston; expansion	Approved by MRA Board	

			joint and waterproofing changes per Architect; credit for utilities, stair pavers, and irrigation vault changes		
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 par Architect and COH inspector during substantial completion and TCO inspection	Approved by MRA Board	
26	\$798.00	0	Door handle adjustments at	Approved by MRA Board	

			storefront per Architect during substantial completion inspection		
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	
TOTAL	\$849,090.38	247			

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 is currently working on Travis Street ROW adjacent to Front 90 area including METRO bus stop pad and service drive driveway. Remaining Travis Street streetscape which includes an additional Camden driveway will begin after Camden completes construction of residential courtyard. Work continues on front 90 plaza site work and post-event assessment items in south park.

Front 90 sanitary sewer connections will require rerouting due to unforeseen utility conflicts in McGowen ROW. Design and construction management teams are investigating alternate routes for connection. Construction start of service drive and Main Street streetscape are delayed due to elevation issues related to Camden construction. Staff and consultants continue meetings with Camden to address elevation discrepancies.

Pay Applications from Millis

Pay Application	Amount	Date
30	\$180,319.08	August 2018
TOTAL TO DATE	\$14,751,689.56	

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	Approved by MRA Board	

			amenities		
8	(\$44,987.11)	0	VE modifications to restroom roof and deletion of planters	Approved by MRA Board	
9	\$62,668.54	8	Structural piers modification at Travis; addition of trench drain; job built culvert in bayou; additional foundation beams	Approved by MRA Board	
10	\$6,640.04	2	Granite curb and paving modifications; bollard revisions; tent anchors	Approved by MRA Board	
11	\$9,749.27	6	Landscape modifications, kiosks power and data, dog park curb modification	Approved by MRA Board	
12	\$13,592.09	3	Site drainage modifications, relocate electrical box, light fixture change and removal, pavilion millwork deletion, fence revisions	Approved by MRA Board	
13	\$110,084.45	2	Utility changes and waterproofing near 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 ,	Approved by MRA Board	

			fountain link seals, McGowen St. utilities, 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	Approved by MRA Board	

			contractual mechanisms (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)	0	B-Cycle concrete pad; Landscape modifications at dog run; Replacement of food truck electrical outlet receptacles; Art wall lighting cables; Dog run fence modifications	Approved by MRA Board	
29*			(Pending)		
30	\$40,855.42	0	Modification to northeast corner of pavilion for drainage;		*Board Approval Required

			tent anchor replacement; light shield installation; Travis Street sidewalk and curb demolition and curb replacement	
31*			(Pending)	
32	\$89,113.96		Temporary installation and removal of rain fountain granite pavers on pedestals during Super Bowl event; remove and replace Camden driveway curbs on Travis Street; Modification of art wall plaque; Main Street driveway, sidewalk, and curb demolition and curb replacement; credit for electrical enclosure panels at pavilion and drilled piers at front 90; demolition and replacement of Travis Street driveways	*Board Approval Required
33	\$6,853.64		Additional COH permitting costs for south park area; Installation of bollards at dumpster pad; replacement of Camden driveway curbs on Travis Street	*Board Approval Required
TOTAL	\$1,540,468.82	93		

Budget

Original Contract Amount	Net Change Orders	Contract Sum to Date	Total Earned to Date	Retainage
\$16,491,724.35	\$1,540,468.82	\$18,032,193.17	\$16,390,766.18	\$1,639,076.62

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

Project closeout documentation in progress.

Pay Applications from SER

Pay Application	Amount	Date
--	--	--
TOTAL TO DATE	\$5,090,380.96	

Change Orders

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

			stops to match project pavers per architect	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	
TOTAL	\$189,765.85	0			

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 has started work to address items on substantial completion inspection punch list. Remaining pedestrian crossing markers installation will begin after Camden project completion. Programming and troubleshooting of decorative lighting at intersections are ongoing.

Pay Applications from SER

Pay Application	Amount	Date
26	\$74,781.54	August 2018
TOTAL TO DATE	\$8,346,187.17	

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 modifications	Approved by MRA Board	
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	
TOTAL	\$878,158.65	347			

Budget

Original Contract Amount	Net Change Orders	Contract Sum to Date	Total Earned to Date	Retainage
\$8,459,353.00	\$878,158.65	\$9,337,491.16	\$9,273,541.30	\$927,354.13

Schedule

Original Contract Duration (substantial completion)	Days Added by Change Orders	Contract Total Days	Days Used	Days Remaining
355 days	347	702	628	74

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

Contractor continues waterline installation on east side of Caroline between Elgin and Tuam and storm sewer installation on Rosalie Street between Caroline and Austin. Contractor has started to encounter older utilities which are not shown on COH GIMS map. Design team is working with TxDOT to provide direction to address these issues.

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

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	Approved by MRA Board	
2	\$14,118.80	\$698.88	\$14,817.68	0	Temporary traffic signals as required by revised TCP	Approved by MRA Board	
3	\$79,656.64	\$3,943.00	\$83,599.64	0	Waterline revisions due to utility pole conflicts	Approved by MRA Board	
4	\$4,634.40	\$229.40	\$4,863.80	0	Manhole modifications due to waterline revisions	Approved by MRA Board	
5	\$89,582.88	\$4,434.35	\$94,017.23	0	Delay start compensation from 2/1/18-7/8/18 due to time suspension to resolve TCP and utility pole conflicts		*Board Approval Required
TOTAL	\$347,837.17	\$17,217.93	\$365,055.10	0			

DRAFT



CONTRACT CHANGE ORDER

Project: Midtown Park

Date: 7/24/2018
 Change Order No.: 30
 Job No.: 1174 005-07
 Contract No.: 1

Owner: Midtown Redevelopment Authority
 Contractor: Millis Development and Construction, Inc.

		REVISED CONTRACT TIME		REVISED CONTRACT AMOUNT	
South Park	Notice to Proceed	3/23/2016	Original Contract Amount	\$16,491,724.35	
	Contract Duration	365	Total Change Order Amount Through CO 29	\$1,403,645.80	
	Substantial Completion Date	3/23/2017	Amount of Change Order No. 30	\$40,855.42	
	Previously Approved Extension of Time	197	Total Change Orders to Date	\$1,444,501.22	
	Total Time added by this Change Order	0	Revised Contract Amount:	\$17,936,225.57	
	Revised Substantial Completion Date	10/6/2017			
Front 90	Substantial Completion Date (see C.O. 22)	2/24/2018		see above	
	Previously Approved Extension of Time	235			
	Total Time added by this Change Order	0			
	Revised Substantial Completion Date	10/17/2018			
Camden Delay	Substantial Completion Date (see C.O. 22)	6/3/2018		see above	
	Previously Approved Extension of Time	0			
	Total Time added by this Change Order	0			
	Revised Substantial Completion Date	6/3/2018			

1. GENERAL STATEMENT OF CHANGE:

This change order covers the contract modification as follows as well as the official incorporation of revised documents issued to Contractor for construction purposes.

2. TIME:

Zero (0) additional days were requested to complete the South Park work.

Zero (0) South Park Weather Days since Change Order 29

Zero (0) additional days were requested to complete the Front 90 work.

Zero (0) Front 90 Weather Days since Change Order 29

Zero (0) additional days were requested to complete the Camden Delay work

Zero (0) Camden Delay Weather Days since Change Order 29

The work covered by this change order shall be performed under the same terms and conditions as included in the original construction contract.

Changes Approved:

Changes Recommended:

Midtown Redevelopment Authority
 Owner
 By: _____
 (Date)

IDS Engineering Group
 Construction Manager
 By: *Carol D. Harrison*
 (Date)

Millis Development and Construction, Inc.
 Contractor
 By: *Walter P. Moore* 8/27/18
 (Date)

Walter P. Moore
 Engineer
 By: *Walter P. Moore*
 (Date)

CONTRACT CHANGE ORDER

Project: Midtown Park

Date: 7/24/2018
 Change Order No.: 30
 Job No.: 1174-005-07
 Contract No.: 1

Owner: Midtown Redevelopment Authority
 Contractor: Millis Development and Construction, Inc.

3. CONTRACT DOCUMENT MODIFICATIONS:
 NONE

4. CONTRACT PRICE / TIME REVISIONS:
 NONE

Add the following items:

<u>SOV No.</u>	<u>Quantity</u>	<u>Unit</u>	<u>Unit Price</u>	<u>Description</u>	<u>Cost</u>
<u>Modification Cost to Drain Northeast Corner of Pavilion - COP-00199</u>					
Scope:	Modification cost to drain Northeast corner of pavilion				
Justification:	Water ponding at the Northeast corner of the Pavilion				
Time:	Zero (0) days added to the contract				
				Modification to Pavilion - COP-00199	
551	1	LS	\$3,128.26		\$3,128.26

<u>Tent Anchors in Decomposed Granite Change Out to Flush Anchors - COP-00201-01</u>					
Scope:	Pricing based on RFI 376 that was submitted on 2/16/18 and responded to by the Design Team on 3/27/18. This information was initially not sent to the Design Team. MDC was for comment or for a sketch to be provided. All pricing is based on the Design Team response to remove existing tent anchor type "B" and replace them with tent anchor type "A".				
Justification:	Remove existing tent anchor type "B" and replace them with tent anchor type "A". Tripping hazard.				
Time:	Zero (0) days added to the contract				
				Install type "A" tent anchor and remove type "B". COP-00201-01	
552	1	LS	\$6,179.25		\$6,179.25

<u>Stainless Cover - Light Shield - COP-00163-02</u>					
Scope:	Reference Item #36 on punch list: Provide flat bar (painted black) to provide additional shield from the light source.				
Justification:	Additional shields needed for lighting.				
Time:	Zero (0) days added to the contract				
				Install Stainless Steel Light Shield. COP-00163-02	
553	1	LS	\$2,892.52		\$2,892.52

CONTRACT CHANGE ORDER

Project: Midtown Park

Date: 7/24/2018
Change Order No.: 30
Job No.: 1174-005-07
Contract No.: 1

Owner: Midtown Redevelopment Authority
Contractor: Millis Development and Construction, Inc.

Bulletin No. 25 - Sidewalk and Curb Demolition / Replacement Travis Street Only - COP-00188-05

Scope: Sidewalk and curb demolition / replacment Travis Street only

Justification: Bulletin 25

Time: Zero (0) days added to the contract

554	1	LS	\$28,655.39	Sidewalk and curb demolition / Curb replacement. COP-00188-05	\$28,655.39
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TOTAL AMOUNT OF CHANGE ORDER NO. 29 \$40,855.42





CONTRACT CHANGE ORDER

Project: Midtown Park

Date: 8/2/2018
 Change Order No.: 32
 Job No.: 1174-005-07
 Contract No.: 1

Owner: Midtown Redevelopment Authority
 Contractor: Millis Development and Construction, Inc.

		REVISED CONTRACT TIME		REVISED CONTRACT AMOUNT	
South Park	Notice to Proceed	3/23/2016	Original Contract Amount	\$16,491,724.35	
	Contract Duration	365	Total Change Order Amount Through CO 31	\$1,444,501.22	
	Substantial Completion Date	3/23/2017	Amount of Change Order No. 32	\$89,113.96	
	Previously Approved Extension of Time	197	Total Change Orders to Date	\$1,533,615.18	
	Total Time added by this Change Order	0	Revised Contract Amount:	\$18,025,339.53	
	Revised Substantial Completion Date	10/6/2017			
Front 90	Substantial Completion Date (see C.O. 22)	2/24/2018		see above	
	Previously Approved Extension of Time	233			
	Total Time added by this Change Order	0			
	Revised Substantial Completion Date	10/15/2018			
Camden Delay	Substantial Completion Date (see C.O. 22)	6/3/2018		see above	
	Previously Approved Extension of Time	0			
	Total Time added by this Change Order	0			
	Revised Substantial Completion Date				

1. GENERAL STATEMENT OF CHANGE:

This change order covers the contract modification as follows as well as the official incorporation of revised documents issued to Contractor for construction purposes.

2. TIME:

Zero (0) additional days were requested to complete the South Park work.

Zero (0) South Park Weather Days since Change Order 30

Zero (0) additional days were requested to complete the Front 90 work.

Zero (0) Front 90 Weather Days since Change Order 30

Zero (0) additional days were requested to complete the Camden Delay work.

Zero (0) Camden Delay Weather Days since Change Order 30

The work covered by this change order shall be performed under the same terms and conditions as included in the original construction contract.

Changes Approved:

Changes Recommended:

Midtown Redevelopment Authority
 Owner

By: _____
 (Date)

IDS Engineering Group
 Construction Manager

By: *Carol D. Harrison* 8/27/2018
 (Date)

Millis Development and Construction, Inc.
 Contractor

By: *Jerry Miller* 8/27/18
 (Date)

Walter P. Moore
 Engineer

By: _____
 (Date)

CONTRACT CHANGE ORDER

Project: Midtown Park

Date: 8/2/2018
Change Order No.: 32
Job No.: 1174-005-07
Contract No.: 1

Owner: Midtown Redevelopment Authority
Contractor: Millis Development and Construction, Inc.

3. CONTRACT DOCUMENT MODIFICATIONS:
NONE

4. CONTRACT PRICE / TIME REVISIONS:
NONE

Add the following items:

<u>SOV No.</u>	<u>Quantity</u>	<u>Unit</u>	<u>Unit Price</u>	<u>Description</u>	<u>Cost</u>
<u>Pavers at Rain Fountain - Super Bowl. COP-00057-04</u>					
Scope: Rain Fountain - Lay granite pavers on pedestals and then remove pavers and store to enhance Super Bowl presentation.					
Justification: Pavers at Rain Fountain - Super Bowl					
Time: Zero (0) days added to the contract					
				Rain Fountain - Lay granite pavers on pedestals and then remove pavers and store to enhance Super Bowl presentation. COP-00057-04	
553	1	LS	\$21,986.25		\$21,986.25
<u>Remove and Replace Camden Driveway Curbs on Travis Street (6 locations). COP-00206-01</u>					
Scope: Remove curbs on driveways (not in MDC scope) and replace curbs at proper grade elevations. Two (2) Mobilizations					
Justification: Remove curbs on driveways and replace curbs at proper grade elevations.					
Time: Zero (0) days added to the contract					
				Remove curbs on driveways (not in MDC scope) and replace curbs at proper grade elevations. Two (2) Mobilizations. COP-00206-01	
554	1	LS	\$4,861.68		\$4,861.68
<u>Bulletin 23 Plaque at CIP Wall - Additional Cost - COP-00207</u>					
Scope: Additional fees charged by plaque subcontractor due to RFI 0394 response/clarification regarding the plaque design. Cost is for design time					
Justification: Additional desing for CIP wall plaque					
Time: Zero (0) days added to the contract					
				Additional fees charged by plaque subcontractor due to RFI 0394 response/clarification regarding the plaque design. COP-00207	
555	1	LS	\$285.36		\$285.36
<u>Bulletin No. 25 - Main Street Driveway, Sidewalk and Curb Demolition/Replacment - COP-00196D</u>					
Scope: Demolition of existing sidewalks, driveways and curbs in Camden Area. Sidewalk paving is in Base Bid. Install new curbs not in Base Bid. Credit curb demo and replacment (Bulletin 15) COP-00196D					
Justification: Work needed to be preformed. Not in plans					
Time: Zero (0) days added to the contract					
				Bulletin No. 25 - Main Street Driveway, Sidewalk and Curb Demolition/Replacment - COP-00196D	
556	1	LS	\$30,519.41		\$30,519.41

CONTRACT CHANGE ORDER

Project: Midtown Park

Date: 8/2/2018
 Change Order No.: 32
 Job No.: 1174-005-07
 Contract No.: 1

Owner: Midtown Redevelopment Authority
 Contractor: Millis Development and Construction, Inc.

Electrical Enclosure Panels at Pavilion (punch item) - COP-00173-01

Scope: Electrical enclosure panels at pavilion, per IDS Punch List Report, Item 00207 - credit in lieu of installing panels. - COP-00173-01

Justification: Owner chose not to proceed with Electrical Enclosure at the Pavilion

Time: Zero (0) days added to the contract

557	1	LS	(\$1,029.51)	Electrical Enclosure Panels at Pavilion (punch item) - COP-00173-01	(\$1,029.51)
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Pier Credit - COP-00179

Scope: In accordance with Drawing S2.33, there were 13 piers supposed to be drilled on North end. Due to conflict, there were only 11 drilled. COP-00179

Justification: Credit for two (2) piers not being installed

Time: Zero (0) days added to the contract

558	1	LS	(\$2,080.75)	In accordance with Drawing S2.33, there were 13 piers supposed to be drilled on North end. Due to conflict, there were only 11 drilled. COP-00179	(\$2,080.75)
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Bulletin No. 27 - Driveway and Sidewalks demolition/replacement Travis Street Only. COP-00205-03

Scope: Demolition cost, haul-off cost, equipment rental cost and concrete crew back-up cost for work associated to contract sidewalks

Justification: Work needed to be performed per Bulletin No. 27

Time: Zero (0) days added to the contract

559	1	LS	\$34,571.52	Bulletin No. 27 - Driveway, Sidewalks, demolition/replacement Travis Street Only. COP-00205-03	\$34,571.52
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TOTAL AMOUNT OF CHANGE ORDER NO. 32 \$89,113.96



CONTRACT CHANGE ORDER

Project: Midtown Park

Date: 9/20/2018
 Change Order No.: 33
 Job No.: 1174-005-07
 Contract No.: 1

Owner: Midtown Redevelopment Authority
 Contractor: Millis Development and Construction, Inc.

		REVISED CONTRACT TIME		REVISED CONTRACT AMOUNT	
South Park	Notice to Proceed	3/23/2016	Original Contract Amount	\$16,491,724.35	
	Contract Duration	365	Total Change Order Amount Through CO 32	\$1,533,615.18	
	Substantial Completion Date	3/23/2017	Amount of Change Order No. 33	\$6,853.64	
	Previously Approved Extension of Time	197	Total Change Orders to Date	\$1,540,468.82	
	Total Time added by this Change Order	0	Revised Contract Amount:	\$18,032,193.17	
	Revised Substantial Completion Date	10/6/2017			
Front 90	Substantial Completion Date (see C.O. 22)	2/24/2018		see above	
	Previously Approved Extension of Time	233			
	Total Time added by this Change Order	0			
	Revised Substantial Completion Date	10/15/2018			
Camden Delay	Substantial Completion Date (see C.O. 22)	6/3/2018		see above	
	Previously Approved Extension of Time	0			
	Total Time added by this Change Order	0			
	Revised Substantial Completion Date				

1. GENERAL STATEMENT OF CHANGE:

This change order covers the contract modification as follows as well as the official incorporation of revised documents issued to Contractor for construction purposes.

2. TIME:

Zero (0) additional days were requested to complete the South Park work.

Zero (0) South Park Weather Days since Change Order 30

Zero (0) additional days were requested to complete the Front 90 work.

Zero (0) Front 90 Weather Days since Change Order 30

Zero (0) additional days were requested to complete the Camden Delay work.

Zero (0) Camden Delay Weather Days since Change Order 30

The work covered by this change order shall be performed under the same terms and conditions as included in the original construction contract.

Changes Approved:

Changes Recommended:

Midtown Redevelopment Authority
 Owner

IDS Engineering Group
 Construction Manager

By: _____
 (Date)

By: Carol D. Harrison 9/20/2018
 (Date)

Millis Development and Construction, Inc.
 Contractor

Walter P. Moore
 Engineer

By: _____
 (Date)

By: _____
 (Date)

CONTRACT CHANGE ORDER

Project: Midtown Park

Date: 9/20/2018
 Change Order No.: 33
 Job No.: 1174-005-07
 Contract No.: 1

Owner: Midtown Redevelopment Authority
 Contractor: Millis Development and Construction, inc.

3. CONTRACT DOCUMENT MODIFICATIONS:
 NONE

4. CONTRACT PRICE / TIME REVISIONS:
 NONE

Add the following items:

<u>SOV No.</u>	<u>Quantity</u>	<u>Unit</u>	<u>Unit Price</u>	<u>Description</u>	<u>Cost</u>
<u>Additional Permitting Cost for South Park Area - COP-00210</u>					

Scope: Additional temporary certificates of occupancy of the South Park Area

Justification: Additional work performed in South Park

Time: Zero (0) days added to the contract

562	1	LS	\$1,902.50	Additional Permitting cost for South Park Area - COP-00210	\$1,902.50
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Bulletin No.5 - Bollards at Dumpster (RFI No.426) - COP-00212

Scope: Install Bollards at Dumpster Pad per the Plan and Attached Shop Drawing

Justification: Bollards added in Bulletin No. 5

Time: Zero (0) days added to the contract

563	1	LS	\$4,007.80	Bulletin No.5 - Bollards at Dumpster (RFI No.426) - COP-00212	\$4,007.80
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Remove and Replace Camden Driveway Curb directed item 10 Landscape Architecture Punch List 8/22/18 - COP-00215

Scope: Remove curbs on driveways (not in MDC scope) and replace curbs to match other curbs.

Justification: Remove curbs on driveways and replace curbs to match other curbs.

Time: Zero (0) days added to the contract

564	1	LS	\$943.34	Remove and Replace Camden Driveway Curb directed item 10 Landscape Architecture Punch List 8/22/18 - COP-00215	\$943.34
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TOTAL AMOUNT OF CHANGE ORDER NO. 33 \$6,853.64

DRAFT

TEXAS DEPARTMENT OF TRANSPORTATION

CONSTRUCTION CONTRACT CHANGE ORDER NUMBER: 5

Advance Funding Agreement (Third Party Funding) Information
 100% of \$89,582.88(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: \$94,017.23)

(a) Contract Items (Bid Items):							
				<u>\$89,582.88</u>			
(b) E&C*:	(a) x	<u>4.95%</u>	=	<u>\$4,434.35</u>			
		enter %					
Subtotal				<u>\$94,017.23</u>			
(c) Indirect Cost**:	(a + b) x	<u>0.00%</u>	=	<u>\$0.00</u>			
		enter %					
TOTAL				<u>\$94,017.23</u>			

CCSJ: 0912-71-003

Project: C 912-71-3

Highway: CS Caroline 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. 5

REPORT DATE: 8/14/2018 11:23:12AM

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: \$12,696,886.83
 PEND ADJ PROJ AMT: \$12,696,886.83
 CONTRACTOR: J.D. ABRAMS, L.P.
 CO AMOUNT: \$89,582.88
 CO TYPE: NON-PARTICIPATING
 3RD PARTY AMOUNT: \$89,582.88
 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: Delayed start compensation 2
 REASON: 4A - 4A-FAILURE 3RD PARTY TO MEET COMMITMENT
 SECONDARY REASON(S):

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 of 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 February 1, 2018 to July 8, 2018. This change order was discussed and reviewed with Deputy District Engineer Eliza Paul P.E.

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 2 \$89,582.88 DOL
 (No low bid amount)

The revision covered by this proposed change order is estimated to result in overrun of \$89,582.88. 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 \$94,017.23.

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** _____

