



**MIDTOWN REDEVELOPMENT AUTHORITY  
and**

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

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

Notice is hereby given that the Board of Directors of the Midtown Redevelopment Authority (the "Authority") will hold a **joint special** meeting, open to the public, with the Board of Directors of the Midtown Reinvestment Zone to be held on **Monday, September 30, 2019 at 2:00 P.M. on the 3rd Floor of the Houston Exponential Center, 410 Pierce Street, Suite 355, Houston, Texas 77002.** 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, approve and ratify such orders, resolutions or motions; and (iii) take other actions as may be necessary, convenient or desirable, with respect to the following matters:

**AGENDA**

1. Call to Order and Introduction of Guests.
2. Public Comment.
3. Consent Agenda for the Midtown Reinvestment Zone:
  - a. Minutes for July 25, 2019.
4. Consent Agenda for the Authority:
  - a. Minutes for July 25, 2019;
  - b. Monthly financial reports for July 2019;
  - c. Invoices from Trustee and Operating Accounts for August & September 2019.
  - d. One World Strategy Group Government Relations Services Agreement.
5. Fiscal Year 2019 Financial Audit.
6. Fiscal Year 2020 Midtown Redevelopment Authority/TIRZ #2 Budget.
7. Midtown Building Request for Information to Developers.

8. Midtown Affordable Housing Program:
  - a. Affordable Housing Operations Center
    - i. Work Order for Construction Inspection Services - TLC Engineering, Inc.
    - ii. Proposal for Construction Materials Testing Services – All-Terra Engineering, Inc.
  - b. Affordable Housing Development Update.
9. Midtown Capital Improvements Program:
  - a. Parks and Greenspace - Walter P Moore / Design Workshop
    - i. Midtown Park
      1. Change Orders – Millis
    - ii. Bagby Park – Storage and Renovations
      1. Change Orders
  - b. Caroline Street Reconstruction – ESPA Corp/KCI
    - i. Change Orders
  - c. FTA Grant Program - The Goodman Corporation.
10. With respect to the foregoing agenda items, the Authority may conduct an executive session with regard to the following, as appropriate and necessary:
  - a. Consultation with attorney (Section 551.071, Texas Government Code);
  - b. The purchase, exchange, lease or value of real property (Section 551.072, Texas Government Code);
  - c. Personnel matters (Section 551.074, Texas Government Code);
  - d. Security personnel or devices (Section 551.076, Texas Government Code); and
  - e. Economic development negotiations (Sections 551.087, Texas Government Code).

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

11. Adjourn.

  
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Matt Thibodeaux  
Executive Director



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

**July 25, 2019**

A special 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 Third Floor Conference Room in the Houston Exponential Building, 410 Pierce, Houston, Texas 77002, on Thursday, July 25, 2019, 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	Vacant	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 except Directors Fortson and Dudley.

Also in attendance were Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, Cynthia Alvarado, Sally Adame, Theresa Gilmore, Marlon Marshall, David Thomas, Jalisa Hurst, Mechelle Phillips, Madeline Pena, Amaris Salinas and LaMorris McClelland of Midtown; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Algenita Davis of CCPPI; Roberta Burroughs of Roberta Burroughs; Zack Martin of MCMD; Edwin Fredricks and Rachel Ray of Walter P. Moore; Barry Goodman of The Goodman Corporation; Theodore Andrews of TIRZ#25; Ann Robinson and Kenneth Lofton of the Montrose Center; Carol Harrison of IDS; Acie Phillips of A.O. Phillips; Henrietta Bodner of Super Neighborhood #62; Sha Jennifer Curley of the City of Houston; Linda Trevino of METRO; Theola Petteway of OST/Almeda TIRZ#7; Alex Ramirez of Design Workshop; Lori Allgood and Olidrey Heolvey of U.S. Vets; Charlotte Marshall Knight and Keith Kirven of TKG; Vernon N. Smith of the Dominion; Shamier Bouie of One World Strong; Sonia G. Ponce of Third Ward CDC Sharus Merchant of Wilson, Cribbs and Goren and Midtown residents Scott Harbers and Grey Marbely.

Chairman Odom called the meeting to order and welcomed the guests.

**CONSENT AGENDA**

**MINUTES FOR JUNE 27, 2019.**

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

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

**ADJOURNMENT**

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

\_\_\_\_\_  
Pam Castleman, Secretary

\_\_\_\_\_  
Date



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

**July 25, 2019**

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 Third Floor Conference Room of the Houston Exponential Building, 410 Pierce, Houston, Texas 77002, on Thursday, July 25, 2019 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	Vacant	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 except Directors Fortson and Dudley.

Also in attendance were Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, Cynthia Alvarado, Sally Adame, Theresa Gilmore, Marlon Marshall, David Thomas, Jalisa Hurst, Mechelle Phillips, Madeline Pena, Amaris Salinas and LaMorris McClelland of Midtown; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Algenita Davis of CCPPI; Roberta Burroughs of Roberta Burroughs & Associates; Zack Martin of MCMD; Edwin Fredricks and Rachel Ray of Walter P. Moore; Barry Goodman of The Goodman Corporation; Theodore Andrews of TIRZ#25; Ann Robison and Kenneth Lofton of the Montrose Center; Carol Harrison of IDS; Acie Phillips of A.O. Phillips; Henrietta Bodner of Super Neighborhood #62; Jennifer Curley of the City of Houston; Linda Trevino of METRO; Theola Petteway of OST/Alameda TIRZ#7; Alex Ramirez of Design Workshop; Lori Allgood and Olidrey Heolvey of U.S. Vets; Charlotte Marshall Knight and Keith Kirven of TKG; Vernon N. Smith of the Dominion; Shamier Bouie of One World Strong; Sonia G. Ponce of Third Ward CDC; Sharus Merchant of Wilson, Cribbs and Goren; and Midtown residents Scott Harbers and Grey Marbely.

Chairman Odom called the meeting to order and welcomed the guests.

**PUBLIC COMMENT.**

Scott Harbers, a Midtown resident for over 25+ years, stated he appreciates the Authority Board Members for all of their dedication and work to provide such wonderful improvements in the District, right outside many of the residents’ windows. He stated that the area was substantially different in 1992 when he first got actively involved with the Midtown Community.

**CONSENT AGENDA FOR THE AUTHORITY:**

- a. **MINUTES FOR JUNE 18, 2019;**
- b. **MONTHLY FINANCIAL REPORTS FOR JUNE 2019;**
- c. **INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR JULY 2019;**
- d. **ANNUAL INSURANCE RENEWAL;**

e. **ANNUAL RENEWAL OF PROFESSIONAL SERVICES AGREEMENT WITH WALTER P MOORE.**

Executive Director Matt Thibodeaux presented the Consent Agenda. Director Fenz made a motion to approve the Consent Agenda items a- e as presented. The motion was seconded by Director Goren and carried by unanimous vote.

**RESOLUTION AUTHORIZING PROJECT PLAN AND FINANCING PLAN AMENDMENT AND ANNEXATION RELATING TO COMPLETE COMMUNITIES INITIATIVE.**

Barron F. Wallace of Bracewell LLP reported that he had several conversation with representatives of certain Harris County departments to discuss remaining issues for the Restated and Revised Interlocal Agreement between Harris County, Midtown Redevelopment Authority and Tax Increment Reinvestment Zone Number Two. He believes that an agreement on the outstanding issues will be forthcoming. Mr. Wallace asked that the Board consider approving the Resolution Authorizing the Project Plan and Financing Plan Amendment and Annexation. Director Fenz made a motion to approve the Seventh Amendment to the Project Plan and Reinvestment Zone Financing Plan and Annexation; Requesting the City of Houston's approval of the Seventh Amendment and authorize hiring the firm of Hawes Hill to draft the Seventh Amended Project Plan and Financing Plan. The motion was seconded by Director Castleman. Following all discussion, the motion carried by unanimous vote.

**MIDTOWN BUILDING REQUEST FOR INFORMATION TO DEVELOPERS.**

Barron F. Wallace presented the draft of the Request for Information (RFI) for the building located at 410 Pierce Street, Houston, Texas. He suggested that the RFI be issued around August 15, 2019 with responses due on or about October 1, 2019. Director Castleman made a motion to approve the Request for Information, subject to final review and approval by the Chair and Executive Director. The motion was seconded by Director Thomas. Following all discussion, the motion carried by unanimous vote.

**APPROVE INVESTMENT REPORT FOR QUARTER ENDING MARCH 31, 2019.**

Executive Director Thibodeaux presented the Investment Report for the Quarter ending March 31, 2019 noting an average yield of 1.2701% with interest earnings for the first quarter of \$178,100.43. Director Fenz made a motion to approve the Investment Report for the Quarter ending March 31, 2019. The motion was seconded by Director Thomas and carried by unanimous vote.

**BOARD OF DIRECTORS CONFLICT OF INTEREST POLICY.**

Barron Wallace presented the Board of Directors Conflicts of Interest Policy. He stated that Article VII of the Authority's Bylaws establish guidelines regarding conflicts of interest with respect to the Authority's Directors so as to encourage high ethical standards in official conduct of the Directors,. He further reminded everyone that Boards of Directors of local government entities are also subject to state statutory requirements with respect to conflicts of interests, which can to found in Chapters 171 and 176 of the Texas Local Government Code. He stated that each member of the Board of Directors shall review and acknowledge the Conflict of Interest Policy annually. Director Goren made a motion to approve the Board of Directors Conflicts of Interest Policy. The motion was seconded by Director Castleman and carried by unanimous vote.



**MIDTOWN AFFORDABLE HOUSING PROGRAM:**

**a. AFFORDABLE HOUSING OPERATIONS CENTER:**

Mr. Wallace reported that the City of Houston had given approval for the Authority to finance the Affordable Housing Operations Center. The Authority closed on the \$14,000,000 construction loan with BBVA, USA on July 15, 2019. The Contractor is preparing to mobilize on the site and has met with Center Point Energy to address some utility line issues on the site.

**b. AFFORDABLE HOUSING DEVELOPMENT:**

Todd Edwards distributed and presented an updated status report on Midtown's the Southeast Houston Affordable Housing Initiative which was prepared by Roberta Burroughs & Associates as of July 2019.. The report illustrated the number of housing units completed by developers to date, a map showing location of tracts of land sold to developers, a map showing the areas of the 100 Homes Initiative, and information on construction status on the various properties granted or sold pursuant to development agreements.

**c. RESOLUTION AUTHORIZING GRANT AGREEMENT WITH HOUSTON BUSINESS DEVELOPMENT, INC. RELATED TO PHASE I OF THE 100 HOMES INITIATIVE:**

Peggy Foreman presented the Resolution Authorizing a Grant Agreement with Houston Business Development, Inc. (HBDI) to construction 43 single family affordable homes on land granted by the Authority constituting Phase I of the 100 Homes Initiative. She stated that the 43 homes will have price points of approximately \$170,000 to \$190,000. Director Castleman made a motion to approve the Resolution Authorizing a Grant Agreement with Houston Business Development, Inc. relating to Phase I of the 100 Homes Initiative. The motion was seconded by Director Thomas. Following all discussion, the motion carried by unanimous vote.

**d. RESOLUTION AUTHORIZING GRANT AGREEMENT WITH HOUSTON BUSINESS DEVELOPMENT, INC. TO GRANT ADDITIONAL LOTS FOR DEVELOPMENT OF SINGLE FAMILY HOMES:**

Ms. Foreman presented the Resolution Authorizing a Grant Agreement with Houston Business Development to grant 5 additional lots for development of single family homes. She stated that these five single family detached homes will also have price points of approximately \$170,000 to \$190,000. Director Fenz made a motion Authorizing a Grant Agreement with HBDI to grant 5 additional lots for development of 5 single family affordable homes. The motion was seconded by Director Castleman and carried by unanimous vote.

**e. STATUS REPORT FROM THE MONTROSE CENTER REGARDING THE SENIOR LIVING HOUSING PROJECT.**

Mr. Edwards reminded the Board that in June 30, 2015 the Authority's Board of Directors entered into an Option Agreement with The Montrose Center pursuant to which

the Authority agreed to grant the property located at 2222 Cleburne Street for development of a 112 unit senior housing facility. The Authority originally purchased the property in 2005 and spent resources cleaning and remediating environmental issues on the property, upon obtaining a final approval, the Texas Commission on Environmental Quality reimbursed the MRA for a portion of the costs of environmental clean-up and remediation. On June 18, 2019 the Authority granted and conveyed the property at 2222 Cleburne to The Montrose Center for development of the senior housing facility. The Montrose Center held a groundbreaking ceremony on August 6, 2019. He stated that in addition to the land grant, The Montrose Center has raised money privately, received an award of federal low income housing tax credits, and was awarded additional funding from the City of Houston for the Project. The Contractor has mobilized on the site and construction is anticipated to take approximately 18 months.

**MIDTOWN CAPITAL IMPROVEMENTS PROGRAM:**

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

**i. MIDTOWN PARK**

Marlon Marshall reported that construction was wrapping up in the Front 90 Plaza area and he anticipates substantial completion by mid-August. He stated that once the Front 90 is substantially completed, the Authority staff will work with Midtown Parks Conservancy team to begin programming the space.

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

Mr. Marshall presented Change Order #38 for landscape revisions along Main Street, additional drainage inlets and bollard installations in the service drive area in an amount not to exceed \$67,112.26. Director Fenz made a motion to approve Change Order #38 in an amount not to exceed \$67,112.26 for landscape revisions along Main Street, additional drainage inlets and bollard installations in service drive area. The motion was seconded by Director Goren and carried by unanimous vote.

**i. Bagby Park – Storage and Renovations.**

Mr. Marshall reported that the contractor has completed the stage demolition. The reconstruction has begun with pouring of stage foundation and site utility work. Staff is working with design team to finalize plans for the shade canopy.

**1. WORK ORDER FOR CONSTRUCTION PHASE SERVICES**

Mr. Marshall presented a work order for the Bagby Park Construction Administration Services for Walter P. Moore in the amount of \$34,830.00. Director Castleman made a motion to approve the work order for the Bagby Park Construction Administration Services in the amount of \$34,830.00. The motion was seconded by Director Goren and carried by unanimous vote.

**2. STAGE CANOPY AGREEMENT WITH USA SHADE**

Mr. Marshall presented the proposal from USA Shade for the Bagby Park shade canopy in the amount of \$136,762.00. Director Thomas made a motion to approve the proposal from USA Shade in the amount of \$136,762.00. The motion was seconded by Director Fenz. Following all discussion, the motion carried by unanimous vote.

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

Mr. Marshall reported that the contractor has completed the initial segment of waterline installation on the east side of Caroline Street between Elgin and McGowen Streets. He reported that the contractor had made the connection to the truck line at Elgin Street and that construction continues on the waterline laterals at Tuam and Anita Streets. He further reported that storm sewer installation was completed on McIlhenny Street and that the contractor will move forward with storm sewer installation on Hadley Street between Caroline and Austin Streets. Installation of sanitary sewer is ongoing between Tuam and Dennis Streets.

**i. Change Orders**

Mr. Marshall stated that there was no change orders for consideration at this time related to the Caroline Street Project.

**c. FTA GRANT PROGRAM - THE GOODMAN CORPORATION.**

No report was given at this meeting.

**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).**

The Authority did not conduct an Executive Session at this meeting.

**ADJOURN.**

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

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Pam Castleman, Secretary

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Date



Midtown Redevelopment Authority  
Transactions by Account

Saturday, August 31, 2019

Type	Date	Num	Name	Memo	Credit
<b>101001 - Wells Fargo Ope Acctg 64040</b>					
Bill Pmt -Check	08/06/2019	9223	One World Strategy Group, LLC	Public Relations	22,500.00
Bill Pmt -Check	08/06/2019	9224	One World Strategy Group, LLC	Public Relations	17,500.00
Bill Pmt -Check	08/08/2019	9225	HX Houston Exponential	VOID	
Bill Pmt -Check	08/12/2019	9226	HX Houston Exponential	AUGUST 2019 Rent	7,545.00
Bill Pmt -Check	08/23/2019	9227	marimon	Contract bas cost & copies	678.30
Bill Pmt -Check	08/23/2019	9228	MBM Financial Corporation	CANON/IRAC5250	233.00
Bill Pmt -Check	08/23/2019	9229	Purchase Power	Postage	39.70
Bill Pmt -Check	08/23/2019	9230	Pitney Bowes Global Financial Services LL	Lease tax	10.74
Bill Pmt -Check	08/29/2019	9231	A. O. Phillips & Associates	CONSULTING SERICES AUGUST19 2019	8,930.00
Bill Pmt -Check	08/29/2019	9232	AFLAC	AUGUST 2019	2,631.28
Bill Pmt -Check	08/29/2019	9233	All Covered	IT Services	2,242.84
Bill Pmt -Check	08/29/2019	9234	Bee-Line Delivery Service	Courier Service	234.43
Bill Pmt -Check	08/29/2019	9235	Bracewell LLP	Legal Services	16,304.36
Bill Pmt -Check	08/29/2019	9236	Burney & Foreman	Legal Services	18,000.00
Bill Pmt -Check	08/29/2019	9237	CRI	Audit Services	28,000.00
Bill Pmt -Check	08/29/2019	9238	Data-Tel Consulting, LLC	Update phone system statins	554.90
Bill Pmt -Check	08/29/2019	9239	FireTron, Inc.	Building Maintenance	3,260.20
Bill Pmt -Check	08/29/2019	9240	Hawes Hill & Associates	Professional Consulting fee Annual report for Harris County	10,000.00
Bill Pmt -Check	08/29/2019	9241	Houston Business Journal	Construction Bids	1,936.00
Bill Pmt -Check	08/29/2019	9242	IDS Engineering Group	Professiona Consultations	33,465.48
Bill Pmt -Check	08/29/2019	9243	Maya Itutu Ford-Belgrave D/B/A Ford Momen	COMMS PLNNG JULY 2019	4,950.00
Bill Pmt -Check	08/29/2019	9244	McConnell & Jones, LLP	CPA Services	4,250.00
Bill Pmt -Check	08/29/2019	9245	Millis Development & Construction, Inc.	MRA MIDTOWN PARK JULY 2019	180,877.46
Bill Pmt -Check	08/29/2019	9246	NEVA Corporation	Preventative Maintenance inspection for August 2019	1,000.00
Bill Pmt -Check	08/29/2019	9247	SER Construction Partners, Ltd.	Main Street Enhancements Project No. 1174-005-08	33,756.88
Bill Pmt -Check	08/29/2019	9248	Staples Advantage	Office supplies	1,280.58
Bill Pmt -Check	08/29/2019	9249	The Goodman Corporation	FTA 112	2,080.00
Bill Pmt -Check	08/29/2019	9250	The Goodman Corporation	FTA MIDI 113 FEBRUARY 2019	1,984.40
Bill Pmt -Check	08/29/2019	9251	The Goodman Corporation	FTA Counsel	22,828.00
Bill Pmt -Check	08/29/2019	9252	The Goodman Corporation	FTA MIDI114	1,000.00
Bill Pmt -Check	08/29/2019	9253	ThyssenKrupp Elevator	Elevator Service	352.21
Bill Pmt -Check	08/29/2019	9254	TLC Engineering, Inc.	Caroline Street	13,545.00
Bill Pmt -Check	08/29/2019	9255	Walter P. Moore	Professional Services	5,498.74
Bill Pmt -Check	08/29/2019	9256	Wulfe & Co.	Consulting for Bagby Park and Midown Park	3,400.00
Bill Pmt -Check	08/29/2019	9257	Midtown Scouts Square Property. LP	CONTRACT PARKING SEPT 2019	300.00
Bill Pmt -Check	08/29/2019	9259	B&D Contractors, Inc.	Midtown Entry Portals JULY 2019	133,426.60
Bill Pmt -Check	08/29/2019	9260	Purchase Power	Postage 800090000789355AUG19	364.89
1 Bill Pmt -Check	08/29/2019	9261	PHONOSCOPE SERVICES, INC.	SEPTEMBER 2019	144.75
<b>TOTAL</b>					<b>545,105.74</b>

Midtown Redevelopment Authority  
 Transactions by Account  
 06-30-2019

Type	Date	Num	Name	Memo	Amt
<b>08/31/2019</b>					
<b>104000 - Affordable Housing Accounts</b>					
<b>104021 - WF Afford Hous 3927</b>					
Bill Pmt -Check	08/29/2019	3412	Cole Klein Builders LLC		64,044.70
Bill Pmt -Check	08/29/2019	3413	CORTEZ LANDSCAPING, LLC	Landscape August 2019	104,377.07
Bill Pmt -Check	08/29/2019	3414	POWER, LLC	Demolition and tras removal of subject properties as reque	28,000.00
Bill Pmt -Check	08/29/2019	3417	KCK Demolition and Landscaping	Trash Pick up & Clean out	28,000.00
Bill Pmt -Check	08/29/2019	3418	POWER, LLC	Cutting and removal of 30 trees as requested	14,500.00
Bill Pmt -Check	08/29/2019	3419	TransTeQ	AUGUST 2019 LAWN AND LANDSCAPING SERVICE	28,346.62
Bill Pmt -Check	08/29/2019	3420	Burney & Foreman		27,000.00
Bill Pmt -Check	08/29/2019	3421	American Fence Company		<u>214.12</u>
<b>Total 104021 - WF Afford Hous 3927</b>					<b>294,482.51</b>

**Midtown Redevelopment Authority  
Bond & Project Fund Expenses & Balances  
Saturday, August 31, 2019**

Trustee Investments (Bond Funds)	Beginning Balance	Chase	BKNY MELLON	WELLS FARGO	TexSTAR/LOGIC	Ending Balance
422885 Pledge Reserve Funds 422896		10,753.00				10,753.00
422896 Debt Service US Treasury Money Market Funds		95,102.43				95,102.43
422897 Reserve Fund US Treasury Money Market Funds		0.00				-
106324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fu		7,984,265.80				7,984,265.80
422919 Austin Park Maint.(2001 Series) US Treasury Money Market Funds		3,549.80				3,549.80
LOGIC 2017 AFFORDABLE HOUSING (Trust Account)		4,607,331.09				4,607,331.09
LOGIC 2017 Project Funds		7,028,983.09				7,028,983.09
443264 2011 Escrow 1998 2001		9.99				9.99
9379338400 2017 ESCROW		1,222,757.24				1,222,757.24
		<b>TOTALS</b>				<b>20,952,752.44</b>



## Midtown Redevelopment Authority

## Profit &amp; Loss

July 2019

	<u>Jul 19</u>
Ordinary Income/Expense	
Income	
400000 · Revenue & Support	
400020 · Reimb Off Exp & Staff	1,071.25
400025 · Interest-Debt Service & Reserve	16,133.75
400026 · Interest-Other Bond Funds	14,596.29
400029 · Interest - Affordable Housing	15,689.53
400030 · Interest-Operating Funds	3,477.36
400032 · Other Revenue	13,161.20
Total 400000 · Revenue & Support	<u>64,129.38</u>
Total Income	<u>64,129.38</u>
Gross Profit	64,129.38
Expense	
510000 · INCREMENT PROJECTS/EXPENSE	
510002 · T-0214 Caroline St near HCCS	14,542.50
510008 · T-0220 Afford Housing Land Bnk	
510014 · T-0220 MRA AFF HOUS THIRD GIS	14,903.75
510017 · T-0220 Drainage Fees	857.93
510018 · Fines	54.58
512001 · T-0220 Aff Hous Expense	296,610.41
Total 510008 · T-0220 Afford Housing Land Bnk	312,426.67
510024 · T-0204 Infrastruc/Street Lights	219.55
510041 · CIP Program Expenses	14,618.74
510043 · T-0234 Parks & Open Space & Mob	133,426.60
510044 · T-0236 Bagby Park	2,603.31
510045 · T-0224 HTC I - Bldg Maintenance	7,126.83
510046 · T-0221 Midtown Pk	206,304.63
510050 · T-0210 Main Street Enhancements	34,092.16
510102 · HMAAC Interest Expense	4,218.07
510534 · T-0225 Mobility & Pedest Imprv	14,172.00
510700 · Municipal Services Costs	350.00
511001 · T-0232 Public & Cultural Fac	100,000.00
Total 510000 · INCREMENT PROJECTS/EXPENSE	<u>844,101.06</u>
550000 · General & Admin. Expense	
550002 · Contract Labor	4,203.60
550003 · Rent Expense (Additional office space)	8,295.00
550004 · Salaries	
550014 · Health Insurance	9,036.22
550015 · AFLAC	191.26
550018 · Life Insurance	24.34
550004 · Salaries - Other	131,295.02
Total 550004 · Salaries	<u>140,546.84</u>
5500047 · Overtime	278.46
550007 · Courier Service	546.53
550008 · Office Supply & Expense	1,325.58

## Midtown Redevelopment Authority

## Profit &amp; Loss

July 2019

	<u>Jul 19</u>
550010 · Telephone & Utilities	
550110 · Cellular Service	150.75
550010 · Telephone & Utilities - Other	2,044.54
Total 550010 · Telephone & Utilities	<u>2,195.29</u>
550012 · Postage	39.70
550022 · Bank Charges & Fees	1,251.54
550025 · Professional Services	10,385.00
550026 · Accounting Consultants	4,250.00
550027 · Financial Audit (Audit Services)	8,000.00
550028 · Legal Consultants	2,620.00
550034 · Equip Rent & Lease Expense	677.33
550037 · Workman's Comp Insurance	353.00
550039 · Computers & Repairs & Maint	2,096.98
550044 · Payroll Expense & PR Tax Exp	33.00
550045 · Payroll Fees	1,950.12
550047 · Soc Sec - Medicare	10,467.04
550050 · Depreciation Expense	36,438.26
550052 · Depre Expense-Midtown Park	53,040.43
550053 · Deprec Expense-Works of Art	2,419.26
550061 · Public Relations	12,500.00
550000 · General & Admin. Expense - Other	109.78
Total 550000 · General & Admin. Expense	<u>304,022.74</u>
550051 · Dep Exp - Midtown Park/Garage	38,508.16
600000 · Bond Related Expenses	
550055 · Amort Bond Prem	-35,587.31
560038 · 11 Bond Series Interest Expense	67,098.96
560039 · 2013 Bond Series Int Expense	98,051.56
560040 · 2015 Bond Int Expense	37,378.13
560041 · 2017 Bond Int Expense	151,635.42
Total 600000 · Bond Related Expenses	<u>318,576.76</u>
Total Expense	<u>1,505,208.72</u>
Net Ordinary Income	<u>-1,441,079.34</u>
Net Income	<u><u>-1,441,079.34</u></u>

## Midtown Redevelopment Authority

## Balance Sheet

As of July 31, 2019

Jul 31, 19

## ASSETS

## Current Assets

## Checking/Savings

101001 · Wells Fargo Ope Acctg 64040	6,438,537.91
101002 · Infrastructure Projects 1731	950.41
101010 · WF Surplus Acct 63943	1,056.94
101020 · WF FTA Enhanced Path 63919	59.95
102200 · Logic Operating Account (Investment Account)	1,027,839.76
103200 · TexStar Operating Acct 1111	6,722.89
103600 · Wells Fargo Oper Inves 63901	729.29
103700 · WF Operating Saving 3215777180	45,310.42
104000 · Affordable Housing Accounts	
104021 · WF Afford Hous 3927	1,783,142.25
104022 · WF Pilot Program 3935	343.48
104116 · TexStar Aff. Hsng MM 1800	1,989.13
104200 · Logic Affordable Housing (Investment Account)	2,699,973.49
1043000 · BBVA USA	1,000,000.00

Total 104000 · Affordable Housing Accounts	5,485,448.35
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## 105000 · Trustee Investments

105001 · Pledge Revenue Fund 422885	
105100 · Pledge Revenue Fund -422885	10,753.00

Total 105001 · Pledge Revenue Fund 422885	10,753.00
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## 105002 · Debt Service Fund

105200 · BNY-Debt Service Fund 422896	7,502,408.96
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105206 · Debt Service 422896	95,102.43
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Total 105002 · Debt Service Fund	7,597,511.39
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## 105003 · Reserve Fund 422897

105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fund)	7,969,876.54
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Total 105003 · Reserve Fund 422897	7,969,876.54
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## 105009 · Austin Park Maint. Fund 422919

105901 · Austin Park Money Market Acct.	3,549.80
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Total 105009 · Austin Park Maint. Fund 422919	3,549.80
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## 107000 · BOND FUNDS

107012 · BNY 443264 2011 Escrow	9.99
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107017 · 937933 8400 2017 ESCROW	1,222,757.24
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107018 · LOGIC 2017 PROJECT FUND (Trust Account 7487592004)	7,015,086.84
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107019 · LOGIC 2017 AFFORDABLE HOUSING (Trust Account 7487592005)	4,598,222.43
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Total 107000 · BOND FUNDS	12,836,076.50
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Total 105000 · Trustee Investments	28,417,767.23
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Total Checking/Savings	41,424,423.15
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## Accounts Receivable

## 170000 · Accounts Receivable

170008 · KIOS	-6,400.00
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170010 · Midtown Management District	233,970.19
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170011 · Midtown Parks Conservancy	315,771.67
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Midtown Redevelopment Authority

Balance Sheet

As of July 31, 2019

	<u>Jul 31, 19</u>
170020 · HX Houston Exponential AR	4,129.32
170021 · HTC BUILTOUT	20.00
170060 · Fourth Ward Redevelopment Autho (Expense Reimbursement)	9,067.00
Total 170000 · Accounts Receivable	<u>556,558.18</u>
Total Accounts Receivable	<u>556,558.18</u>
Total Current Assets	<u>41,980,981.33</u>
Fixed Assets	
150000 · Fixed Assets	
150010 · Office Furniture & Equipment	26,321.36
150011 · Accumluated Depreciation-Furn.	-26,321.36
150020 · Computer Equipment	32,057.11
150021 · Accumulated Depreciation-Comp.	-32,057.11
150040 · Land - JPI Park	736,911.00
150045 · Walgreens/Lui Park Land	141,000.00
150062 · Land - Houston Tech.Center I	798,053.89
150063 · Houston Tech Center I	2,676,862.62
150064 · Accm Deprec-Houston Tech Cntr I	-2,167,605.01
150065 · Land - HTC Phase II	697,219.00
150066 · Houston Tech Center II	2,816,117.96
150067 · Accum.Deprec. HTC Phase I	-1,830,476.78
150069 · Land - Bagby Park	1,318,870.15
150070 · BagbyPark	2,453,218.83
150071 · Accum.Deprec. BagbyPark	-1,232,617.99
150075 · Midtown Park 2905 Travis St	3,506,306.26
150078 · Midtown Park Land-Tracts I & II	4,416,883.45
1500783 · Accum Deprec-Works of Art	-31,450.40
150078A · Midtown (Superblock) Garage	94,235.20
150078B · Midtown (Superblockj) Park	5,630,364.40
150078C · Midtown Garage - Depreciable As	
1500781 · Acc Depre - Midtown Garage	-693,146.92
150078C · Midtown Garage - Depreciable As - Other	23,104,895.00
Total 150078C · Midtown Garage - Depreciable As	<u>22,411,748.08</u>
150078D · Midtown Park - Depreciable Asse	
1500782 · Acc Depre Midtown Park	-1,113,848.59
150078D · Midtown Park - Depreciable Asse - Other	19,094,553.00
Total 150078D · Midtown Park - Depreciable Asse	<u>17,980,704.41</u>
150079B · Works of Art - Donated	725,778.00
150080 · Land (Resale) (Land purchase for resale)	
150081 · Earnest Money	36,686.18
150082 · Option Fees	11,200.00
150803 · Affordable Housing Legal	109,050.45
150804 · Affordable Housing Misc	752,799.46
150805 · AFFORD HOUS GRANTS	126,750.28
150080 · Land (Resale) (Land purchase for resale) - Other	50,941,384.15
Total 150080 · Land (Resale) (Land purchase for resale)	<u>51,977,870.52</u>

Midtown Redevelopment Authority

Balance Sheet

As of July 31, 2019

	<u>Jul 31, 19</u>
150089 · Land HMAAC (Land)	1,206,150.00
150090 · HMAAC Property	918,850.00
150091 · Accum Depr HMAAC	-401,996.40
150100 · 2800 MAIN	317,069.93
<b>Total 150000 · Fixed Assets</b>	<u>115,160,067.12</u>
<b>Total Fixed Assets</b>	<u>115,160,067.12</u>
<b>TOTAL ASSETS</b>	<u>157,141,048.45</u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
200000 · Accounts Payable	
202001 · Retainage Payable	2,911,411.71
200000 · Accounts Payable - Other	577,094.53
<b>Total 200000 · Accounts Payable</b>	<u>3,488,506.24</u>
<b>Total Accounts Payable</b>	3,488,506.24
<b>Other Current Liabilities</b>	
200001 · Current Liabilities	
200005 · Accrued Expenses	118,257.61
201000 · Operating Account Liabilities	-2,530.25
201001 · MIDCORP Kios	24,454.84
202000 · Project Fund Liabilities	18,578.35
2021062 · Due MMD	-4,069.52
204000 · HMAAC NOTE - CURRENT	102,902.00
2103008 · CRI Current Camden	1,586,239.92
200001 · Current Liabilities - Other	13,800.00
<b>Total 200001 · Current Liabilities</b>	<u>1,857,632.95</u>
2103007 · Developer Advances Midtown Park	7,729,466.00
25000 · Retainage Payable (Retainage)	7,129.27
<b>Total Other Current Liabilities</b>	<u>9,594,228.22</u>
<b>Total Current Liabilities</b>	13,082,734.46
<b>Long Term Liabilities</b>	
210000 · Long Term Liabilities	
210044 · Bonds Payable Series 2011	14,935,000.00
210047 · Bonds Payable Series '13	21,990,000.00
210048 · Current Portion Bonds Payable	5,873,000.00
210049 · Bond Payable Series '15	9,845,000.00
210050 · Bond Payable Series 2017	35,797,000.00
210053 · Accrued Bond Int 2015 series	37,378.13
210055 · Accrued Bond Interest 13 Series	98,051.56
210056 · Accrued Bond Interest Series 11	67,098.96
210058 · Series 2013 BOND PREMIUM	1,065,428.79
210059 · Series 2015 Bond Prem	732,810.89
210061 · Series 2017 Bond Premium	3,803,162.95
210062 · Accrued Bond Interest Series 17	151,635.42

Midtown Redevelopment Authority

Balance Sheet

As of July 31, 2019

Jul 31, 19

2103000 · LOANS	
2103003 · HMAAC LOAN REFINANCED	1,151,132.56
2103004 · MRA AFF HOU LOAN	<u>-291,200.00</u>
Total 2103000 · LOANS	<u>859,932.56</u>
Total 210000 · Long Term Liabilities	<u>95,255,499.26</u>
Total Long Term Liabilities	<u>95,255,499.26</u>
Total Liabilities	108,338,233.72
Equity	
1110 · Retained Earnings (Retained Earnings)	50,243,894.07
Net Income	<u>-1,441,079.34</u>
Total Equity	<u>48,802,814.73</u>
TOTAL LIABILITIES & EQUITY	<u><u>157,141,048.45</u></u>

## Midtown Redevelopment Authority

## Trial Balance

As of July 31, 2019

	Jul 31, 19	
	Debit	Credit
101001 · Wells Fargo Ope Acctg 64040	6,438,537.91	
101002 · Infrastructure Projects 1731	950.41	
101010 · WF Surplus Acct 63943	1,056.94	
101020 · WF FTA Enhanced Path 63919	59.95	
102200 · Logic Operating Account	1,027,839.76	
103200 · TexStar Operating Acct 1111	6,722.89	
103600 · Wells Fargo Oper Inves 63901	729.29	
103700 · WF Operating Saving 3215777180	45,310.42	
104021 · WF Afford Hous 3927	1,783,142.25	
104022 · WF Pilot Program 3935	343.48	
104116 · TexStar Aff. Hsng MM 1800	1,989.13	
104200 · Logic Affordable Housing	2,699,973.49	
1043000 · BBVA USA	1,000,000.00	
105100 · Pledge Revenue Fund -422885	10,753.00	
105200 · BNY-Debt Service Fund 422896	7,502,408.96	
105206 · Debt Service 422896	95,102.43	
105324 · TexStar Debt Res Fnd MM 1023	7,969,876.54	
105901 · Austin Park Money Market Acct.	3,549.80	
107012 · BNY 443264 2011 Escrow	9.99	
107017 · 937933 8400 2017 ESCROW	1,222,757.24	
107018 · LOGIC 2017 PROJECT FUND	7,015,086.84	
107019 · LOGIC 2017 AFFORDABLE HOUSING	4,598,222.43	
170008 · KIOS		6,400.00
170010 · Midtown Management District	233,970.19	
170011 · Midtown Parks Conservancy	315,771.67	
170020 · HX Houston Exponential AR	4,129.32	
170021 · HTC BUILTOUT	20.00	
170060 · Fourth Ward Redevelopment Autho	9,067.00	
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	2,676,862.62	
150064 · Accm Deprec-Houston Tech Cntr I		2,167,605.01
150065 · Land - HTC Phase II	697,219.00	
150066 · Houston Tech Center II	2,816,117.96	
150067 · Accum.Deprec. HTC Phase I		1,830,476.78
150069 · Land - Bagby Park	1,318,870.15	
150070 · BagbyPark	2,453,218.83	
150071 · Accum.Deprec. BagbyPark		1,232,617.99
150075 · Midtown Park 2905 Travis St	3,506,306.26	

## Midtown Redevelopment Authority

## Trial Balance

As of July 31, 2019

	Jul 31, 19	
	Debit	Credit
150078 · Midtown Park Land-Tracts I & II	4,416,883.45	
1500783 · Accum Deprec-Works of Art		31,450.40
150078A · Midtown (Superblock) Garage	94,235.20	
150078B · Midtown (Superblockj) Park	5,630,364.40	
150078C · Midtown Garage - Depreciable As	23,104,895.00	
1500781 · Acc Depre - Midtown Garage		693,146.92
150078D · Midtown Park - Depreciable Asse	19,094,553.00	
1500782 · Acc Depre Mldtown Park		1,113,848.59
150079B · Works of Art - Donated	725,778.00	
150080 · Land (Resale)	50,941,384.15	
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		401,996.40
150100 · 2800 MAIN	317,069.93	
200000 · Accounts Payable		577,094.53
202001 · Retainage Payable		2,911,411.71
200001 · Current Liabilities		13,800.00
200005 · Accrued Expenses		118,257.61
201000 · Operating Account Liabilities	2,530.25	
201001 · MIDCORP Kios		24,454.84
202000 · Project Fund Liabilities		18,578.35
2021062 · Due MMD	4,069.52	
204000 · HMAAC NOTE - CURRENT		102,902.00
2103008 · CRI Current Camden		1,586,239.92
2103007 · Developer Advances Midtown Park		7,729,466.00
25000 · Retainage Payable		7,129.27
210044 · Bonds Payable Series 2011		14,935,000.00
210047 · Bonds Payabe Series '13		21,990,000.00
210048 · Current Portion Bonds Payable		5,873,000.00
210049 · Bond Payable Series '15		9,845,000.00
210050 · Bond Payable Series 2017		35,797,000.00
210053 · Accrued Bond Int 2015 series		37,378.13
210055 · Accrued Bond Interest 13 Series		98,051.56
210056 · Accrued Bond Interest Series 11		67,098.96
210058 · Series 2013 BOND PREMIUM		1,065,428.79
210059 · Series 2015 Bond Prem		732,810.89
210061 · Series 2017 Bond Premium		3,803,162.95
210062 · Accrued Bond Interest Series 17		151,635.42
2103003 · HMAAC LOAN REFINANCED		1,151,132.56



## Midtown Redevelopment Authority

## Trial Balance

As of July 31, 2019

	Jul 31, 19	
	Debit	Credit
2103004 · MRA AFF HOU LOAN	291,200.00	
1110 · Retained Earnings		50,243,894.07
400020 · Reimb Off Exp & Staff		1,071.25
400025 · Interest-Debt Service & Reserve		16,133.75
400026 · Interest-Other Bond Funds		14,596.29
400029 · Interest - Affordable Housing		15,689.53
400030 · Interest-Operating Funds		3,477.36
400032 · Other Revenue		13,161.20
510002 · T-0214 Caroline St near HCCS	14,542.50	
510014 · T-0220 MRA AFF HOUS THIRD GIS	14,903.75	
510017 · T-0220 Drainage Fees	857.93	
510018 · Fines	54.58	
512001 · T-0220 Aff Hous Expense	296,610.41	
510024 · T-0204 Infrastruc/Street Lights	219.55	
510041 · CIP Program Expenses	14,618.74	
510043 · T-0234 Parks & Open Space & Mob	133,426.60	
510044 · T-0236 Bagby Park	2,603.31	
510045 · T-0224 HTC I - Bldg Maintenance	7,126.83	
510046 · T-0221 Midtown Pk	206,304.63	
510050 · T-0210 Main Street Enhancements	34,092.16	
510102 · HMAAC Interest Expense	4,218.07	
510534 · T-0225 Mobility & Pedest Imprv	14,172.00	
510700 · Municipal Services Costs	350.00	
511001 · T-0232 Public & Cultural Fac	100,000.00	
550000 · General & Admin. Expense	109.78	
550002 · Contract Labor	4,203.60	
550003 · Rent Expense	8,295.00	
550004 · Salaries	131,295.02	
550014 · Health Insurance	9,036.22	
550015 · AFLAC	191.26	
550018 · Life Insurance	24.34	
5500047 · Overtime	278.46	
550007 · Courier Service	546.53	
550008 · Office Supply & Expense	1,325.58	
550010 · Telephone & Utilities	2,044.54	
550110 · Cellular Service	150.75	
550012 · Postage	39.70	
550022 · Bank Charges & Fees	1,251.54	
550025 · Professional Services	10,385.00	
550026 · Accounting Consultants	4,250.00	
550027 · Financial Audit	8,000.00	
550028 · Legal Consultants	2,620.00	
550034 · Equip Rent & Lease Expense	677.33	
550037 · Workman's Comp Insurance	353.00	

Midtown Redevelopment Authority

Trial Balance

As of July 31, 2019

	Jul 31, 19	
	<u>Debit</u>	<u>Credit</u>
550039 · Computers & Repairs & Maint	2,096.98	
550044 · Payroll Expense & PR Tax Exp	33.00	
550045 · Payroll Fees	1,950.12	
550047 · Soc Sec - Medicare	10,467.04	
550050 · Depreciation Expense	36,438.26	
550052 · Depre Expense-Midtown Park	53,040.43	
550053 · Deprec Expense-Works of Art	2,419.26	
550061 · Public Relations	12,500.00	
550051 · Dep Exp - Midtown Park/Garage	38,508.16	
550055 · Amort Bond Prem		35,587.31
560038 · 11 Bond Series Interest Expense	67,098.96	
560039 · 2013 Bond Series Int Expense	98,051.56	
560040 · 2015 Bond Int Expense	37,378.13	
560041 · 2017 Bond Int Expense	151,635.42	
TOTAL	<u>166,515,564.81</u>	<u>166,515,564.81</u>



Midtown Redevelopment Authority  
Transactions by Account

Thursday, September 19, 2019

Type	Date	Num	Name	Memo	Credit
<b>101001 - Wells Fargo Ope Acctg 64040</b>					
Bill Pmt -Check	09/01/2019	9258	HX Houston Exponential	SEPT 2019 Rent	7,645.00
Bill Pmt -Check	09/19/2019	9262	City of Houston (2)	Project-NO. 51510962 October 2019- October 2020	125.00
Bill Pmt -Check	09/19/2019	9263	marimon	Contract bas cost & copies	347.00
Bill Pmt -Check	09/19/2019	9264	Maya Itutu Ford-Belgrave D/B/A Ford Momen	COMMS PLNNG AUGUST 2019	4,950.00
Bill Pmt -Check	09/19/2019	9265	McConnell & Jones, LLP	AUGUST 2019	1,500.00
Bill Pmt -Check	09/19/2019	9266	Midtown Scouts Square Property, LP	CONTRACT PARKING SEPT 2019	300.00
Bill Pmt -Check	09/19/2019	9267	One World Strategy Group, LLC	OW STRATEGIST AUGUST 2019 PUBLIC AFFAIRS	5,000.00
Bill Pmt -Check	09/19/2019	9268	Pitney Bowes Global Financial Services LL	Lease equipment	151.87
Bill Pmt -Check	09/19/2019	9269	Staples Advantage	office supplies	1,376.83
Bill Pmt -Check	09/19/2019	9270	The Goodman Corporation	FTA MID1114	250.00
Bill Pmt -Check	09/19/2019	9271	Bee-Line Delivery Service	Courier Service	30.70
Bill Pmt -Check	09/19/2019	9272	The Goodman Corporation	FTA MID1112	2,600.00
Bill Pmt -Check	09/19/2019	9273	The Goodman Corporation	FTA MID1115	10,758.00
Bill Pmt -Check	09/19/2019	9274	ThyssenKrupp Elevator	Elevator Service	1,565.31
Bill Pmt -Check	09/19/2019	9275	TLC Engineering, Inc.	Caroline Street	14,262.15
Bill Pmt -Check	09/19/2019	9276	Walter P. Moore	Professional Services	14,853.82
Bill Pmt -Check	09/19/2019	9277	Wulfe & Co.	Consulting for Bagby Park and Midown Park	3,400.00
Bill Pmt -Check	09/19/2019	9278	CenterPoint Energy	Facility Extension Agrmt	209,220.00
Check	09/19/2019	9279	Schramm, Kandi L.	Expense Reimbursement	84.21
Bill Pmt -Check	09/19/2019	9281	KCI Technologies	Job No. 2321-001- (E71133207) Caroline Street	24,636.64
Bill Pmt -Check	09/19/2019	9282	AL&H Custom Homes LLC	Building 402: Replace overloaded circuit, verify and check all outl	2,070.51
Bill Pmt -Check	09/19/2019	9283	Bee-Line Delivery Service	Courier Service	43.73
<b>101001 - Wells Fargo Ope Acctg 64040</b>					<b>305,170.77</b>

Midtown Redevelopment Authority  
Transactions by Account  
06-30-2019

Type	Date	Num	Name	Memo	Amt
09/19/2019					
104000 - Affordable Housing Accounts					
104021 - WF Afford Hous 3927					
Bill Pmt -Check	09/19/2019	3422	CITY OF HOUSTON - WATER	Water Bills	242.52
Total 104021 - WF Afford Hous 3927					242.52

Midtown Redevelopment Authority  
 Bond & Project Fund Expenses & Balances  
 Thursday, September 19, 2019

Trustee Investments (Bond Funds)	Beginning Balance	Chase	BKNY MELLON	WELLS FARGO	TexSTAR/LOGIC	Ending Balance
422885 Pledge Reserve Funds 422896		10,753.00				10,753.00
422896 Debt Service US Treasury Money Market Funds		95,102.43				95,102.43
422897 Reserve Fund US Treasury Money Market Funds		0.00				-
106324 - TexStar Debt Res Fnd MM 1023 (Debt Reserve Fu		7,984,265.80				7,984,265.80
422919 Austin Park Maint.(2001 Series) US Treasury Money Market Funds		3,544.56				3,544.56
LOGIC 2017 AFFORDABLE HOUSING (Trust Account)		4,607,331.09				4,607,331.09
LOGIC 2017 Project Funds		7,028,983.09				7,028,983.09
443264 2011 Escrow 1998 2001		9.99				9.99
9379338400 2017 ESCROW		1,222,757.24				<u>1,222,757.24</u>
		<b>TOTALS</b>				<b>20,952,747.20</b>




# Midtown Redevelopment Authority

## FINANCIAL STATEMENTS, SUPPLEMENTARY INFORMATION

June 30, 2019

DRAFT



 | **CRI** CARR  
RIGGS &  
INGRAM  
CPAs and Advisors  
CRIcpa.com







**Midtown Redevelopment Authority**  
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**June 30, 2019**

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## **INDEPENDENT AUDITORS' REPORT**

Board of Directors  
Midtown Redevelopment Authority  
Houston, Texas

### **Report on the Financial Statements**

We have audited the accompanying financial statements of the governmental activities and each major fund of Midtown Redevelopment Authority (the Authority), a component unit of the City of Houston, Texas, as of and for the year ended June 30, 2019, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

## **Opinions**

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of Midtown Redevelopment Authority, as of June 30, 2019, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

## **Other Matters**

### *Required Supplementary Information*

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and budgetary comparison information on pages 3 through 11 and 35 through 36 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

### *Other Information*

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Authority's basic financial statements. The schedule of operating expenses and capital expenditures for the year ended June 30, 2019, the schedule of estimated project costs to actual expenditures for the period from December 29, 1995 (date of inception) through June 30, 2019, the schedule of properties held – land held for resale, and the schedule of capital assets, on pages 37 through 53, are presented for purposes of additional analysis and are not a required part of the basic financial statements. These schedules have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

September XX, 2019  
Houston, Texas



## Midtown Redevelopment Authority Management's Discussion and Analysis

This discussion and analysis of Midtown Redevelopment Authority's (the Authority) financial statements provides an overview of the Authority's financial performance during the years ended June 30, 2019 and 2018. This discussion and analysis includes comparative data for the year ended June 30, 2019 with the year ended June 30, 2018 and a brief explanation for significant changes between fiscal years. Since the Management's Discussion and Analysis is designed to focus on current activities, resulting changes and current known facts, please read in conjunction with the Authority's basic financial statements and the notes to the financial statements.

### FINANCIAL HIGHLIGHTS

- At the creation of the Tax Increment Reinvestment Zone Number Two (Midtown TIRZ or Zone) in 1995, the appraised base year value for real property located within the Zone was \$157,081,540. With the addition of four annexations of land in 1997, 1999, 2009 and 2015, the appraised base year value for real property located within the Zone has increased to \$286,543,928. The certified value for tax year 2019 (collectible fiscal year 2020) of real property located within the Zone is approximately \$2,233,801,000 with a certified taxable value of approximately \$2,313,267,000 (net of exemptions).
- Section 42.25116(b)(3) of the Texas Education Code provides for the Texas Education Agency to pay additional funds to school districts participating in tax increment reinvestment zones in an amount equal to the difference between (1) the tax levies collected on the district's maintenance and operations tax rate for 2006 and each year thereafter and (2) the levies that would have been collected at the district's 2005 maintenance and operations rate for each subsequent year (Pass-Through Funds). In fiscal year 2019, the City of Houston (the City) received the tax year 2017 Pass-Through Funds for the Houston Independent School District, in an amount totaling \$3,759,967. Of the total amount, \$2,506,645 was dedicated to the educational set-aside component and the balance of the funds in the total amount of \$1,253,322 was placed in the Authority's Affordable Housing Increment Account.
- In 2015, the Authority entered into an Operating Agreement (the Operating Agreement) with Midtown Improvement and Development Corporation (MIDCorp) as a third party contractor to operate, manage, maintain and preserve certain park facilities, including Bagby Park, Midtown Park and the parking facilities constructed beneath Midtown Park. In consideration for those services, the Authority pays an "Annual Management Fee" of \$250,000 per year in each of the first two years, then in each year thereafter, has agreed to pay an amount not to exceed \$500,000 based on MIDCorp's annual operating budget. If in any fiscal year MIDCorp collects revenues in excess of the amount required for operations, as further described in the Operating Agreement, and less the Annual Management Fee, such excess amounts will be credited towards the Annual Management Fee for the following fiscal year. Additionally, the Authority has agreed to pay to MIDCorp an amount equal to \$50,000 to be applied to a Renewal and Replacement Fund for infrastructure capital maintenance. In Fiscal Year 2019 the Authority budgeted \$1,017,819 for the operations of the Zone.
- In January 2017, the Authority approved an Amended 2017 Municipal Service Cost Agreement with the City and remitted \$781,263 to the City in June 2019 for the purposes of reimbursing the City for increased public safety services within the Zone. This agreement is anticipated to automatically renew annually at amounts to be determined pursuant to the adopted budget. In addition to the amount of Municipal Service Costs line item shown in the fiscal year 2019 budget, the Zone and the Authority may pay to the Midtown Management District (the District), pursuant to an Interlocal Agreement, all or a portion of the Public Safety line item portion of the Incremental Service Costs. These costs are for certain supplemental services within the District, such as homeless initiatives, private security services,



## Midtown Redevelopment Authority Management's Discussion and Analysis

clean-up and trash/debris removal, public safety education and coordination services and Public Intoxications Transport services. The Authority spent \$60,236 in fiscal year 2019 on these supplemental services.

- Pursuant to its Interlocal Agreement with Houston Community College System, the Authority began construction on its Caroline Street Project in late August 2018. The Caroline Street Project is projected to cost approximately \$18 million, of which the Authority has to date invested approximately \$12.5 million, and \$4 million of which will be funded by a Texas Department of Transportation grant. The Caroline Street construction is expected to be completed in August 2020.
- Bagby Park is undergoing a renovation for an estimated cost of \$970,000. The renovation contract which was approved on April 30, 2019, consists of park lighting, regrading of lawn, onsite storage facility, new stage and canopy. Wulfe & Co. and staff interviewed the top 8 qualifying applicants out of 172 to lease the Kiosk in Bagby Park. Following the interviews, a new lease was approved on April 30, 2019 with La Calle, an authentic Mexican food restaurant. It is anticipated that they will perform some minor renovations on the kiosk and begin business in late fall of 2019.
- As part of the City of Houston's Art Initiative Grant Program the Authority entered into an Interlocal Agreement with the Houston Arts Alliance and was awarded a grant in the amount of \$140,000 to support cultural arts and encourage cultural tourism in Midtown. The Authority's Board approved a resolution approving an Interlocal Agreement between the Authority and the District to authorize the District to administer and manage the Art Initiative Grant.
- On June 18, 2019, the Authority's Board, granted the Montrose Center property located at 2222 Cleburne Street from its affordable housing land inventory for the construction of a 112 unit senior housing facility. The property is approximately 2.9 acres of land located at Cleburne and Highway 288 with an appraised value of an estimated \$5 million. Additionally, as part of the Authority's Affordable Housing Program, Cole/Klein Builders was granted property to construct 5 single family homes and HOU Homes to construct 31 townhomes. Both builders have constructed and sold their allotted amount homes to qualified affordable home buyers.
- Since 2016, the Board of the Authority has retained The Center for Civic and Public Policy Improvement (CCPPI) to create a comprehensive plan for affordable housing for areas where Midtown owns property. CCPPI used research methods for community stabilization, significant community input and affordable housing professionals to develop strategies to direct the development of the Authority's properties. This effort resulted in the Midtown Affordable Housing Plan (Plan). The Plan, based on community input, was approved by MRA with authorization for CCPPI to implement the recommendations in the Plan. CCPPI continues implementation of the Plan in 2019, announcing a 100-Home Initiative. In July 2019, subsequent to fiscal year end, the Authority granted property for this Initiative to Epic Homes, Houston Business Development, Inc. (HBDI) and HOU Homes. It is anticipated that Epic Homes will begin construction on 9 homes and HBDI on 43 homes in the fall of 2019. At this time, staff is continuing to negotiate with HOU Homes on the terms of their agreement.
- A 2018 Agreement between the Authority, the Zone and CCPPI, the Authority's Affordable Housing Plan anticipates the development, in cooperation with CCPPI and other entities that will aid in the implementation of affordable housing, of a mixed use campus consisting of (i) a 5-story building containing approximately 64,500 square feet to house office, supportive services (commercial and not for profit), community and public entities; (ii) a 20-unit multi-family affordable housing development containing approximately 17,050 square feet; and (iii) a public parking garage containing approximately 83,000 square feet and 224 parking spaces to be located on those certain tracts of land owned by



## Midtown Redevelopment Authority Management's Discussion and Analysis

Midtown located at the intersection of Emancipation Avenue and Elgin Street. The Authority advertised for construction bids in late 2018. On January 30, 2019, after review of the bids received, the Authority's Board approved a construction contract with Arch-Con in the amount of \$25,104,315 for the construction of the Operations Center. Later in fiscal year 2019, the Boards for the Authority and the OST/Alameda Corridors Redevelopment Authority (OST/Alameda Authority) approved an Interlocal Agreement for the Authority to construct the campus' public parking garage and the OST/Alameda Authority to provide the funding for the project in an amount not to exceed \$6 million. The Authority, working with Masterson Advisors, reviewed financing proposals from 4 banks to finance a portion of the construction costs for the Operations Center Campus. In April 2019, the Authority's Board approved a \$14 million loan with BBVA, USA to be used for the partial construction of the Operations Center Campus. The balance of the construction costs will be paid from increment on a pay as you go basis. The loan with BBVA, USA was executed in July 2019, subsequent to year-end.

- The Authority currently has four development projects under construction – two by The Morgan Group, one by Caydon Property Group and one by Central Bank - each of which is a multistory, mixed use facility. The four developments have not reached their negotiated target for reimbursement at this time, but some are expected to do so by the end of calendar year 2019.
- The Authority has continued to engage FordMomentum for services including information sharing, gathering and training. FordMomentum is expected to continue development and implementation strategies to facilitate more effective communication between the Authority Board, Staff and Stakeholders.

### **OVERVIEW OF THE FINANCIAL STATEMENTS**

This discussion and analysis is intended to serve as an introduction to the Authority's basic financial statements. According to the definition in the Governmental Accounting Standards Board (GASB), the Authority qualifies as a special purpose government with one program - redevelopment of Midtown.

Government-wide statements report information about the Authority as a whole using accounting methods similar to those used in private-sector companies. The Statement of Net Position includes all of the Authority's assets and liabilities, with the difference between assets and liabilities presented as net position. Over time, increases or decreases in the Authority's net position may serve as a useful indicator of whether the financial position of the Authority is improving or deteriorating. All of the current year's revenues and expenses are accounted for in the Statement of Activities, regardless of when cash is received or paid. The fund financial statements report information about the Authority on the modified accrual basis, which only accounts for revenues that are measurable and available within the current period or soon enough thereafter to pay liabilities of the current period. Adjustments are provided to reconcile the government-wide statements to the fund statements. Explanations for the reconciling items are provided as part of the financial statements.

Midtown Redevelopment Authority  
Management's Discussion and Analysis

**OVERVIEW OF THE FINANCIAL STATEMENTS (Continued)**

Statement of Net Position

The Statement of Net Position includes all assets and liabilities using the accrual basis of accounting. The following table reflects condensed information (rounded to the nearest thousand) on the Authority's net position at June 30:

	2019	2018
<b>Assets</b>		
Cash, cash equivalents and investments	\$ 35,992,000	\$ 55,246,000
Tax increment receivables	11,001,000	5,868,000
Other receivables	902,000	635,000
Property held for development	1,999,000	-
Property held for resale	49,445,000	51,858,000
Capital assets, net	62,201,000	61,443,000
<b>Total assets</b>	<b>\$ 161,540,000</b>	<b>\$ 175,050,000</b>
<b>Liabilities</b>		
Accounts, interest and retainage payable	\$ 6,143,000	\$ 8,483,000
Loans and bonds payable – current	4,958,000	12,084,000
Loans and bonds payable – long-term	98,498,000	107,700,000
<b>Total liabilities</b>	<b>109,599,000</b>	<b>128,267,000</b>
<b>Net position</b>		
Net investment in capital assets	46,193,000	32,287,000
Restricted	82,698,000	98,063,000
Unrestricted (deficit)	(76,950,000)	(83,567,000)
<b>Total net position</b>	<b>\$ 51,941,000</b>	<b>\$ 46,783,000</b>

Trust and operating cash accounts are invested in money market funds and local government investment pools (TexSTAR and LOGIC). All investments are stated at market value or amortized cost and are allowable under the Authority's investment policy and the Public Funds Investment Act.

Tax increments are based on calendar year taxes which are then received the next fiscal year. Tax increments or receivables at June 30 were due to the Authority from the following:

	2019	2018
Houston Community College System (HCCS)	\$ 1,358,000	\$ 1,348,000
Houston Independent School District (HISD)	9,643,000	-
Harris County, Texas (the County)	-	4,520,000
<b>Total tax increment receivables</b>	<b>\$ 11,001,000</b>	<b>\$ 5,868,000</b>



## Midtown Redevelopment Authority Management's Discussion and Analysis

### OVERVIEW OF THE FINANCIAL STATEMENTS (Continued)

The Authority received tax increments outstanding at June 30, 2018 in August 2018. The Authority received HISD tax increments outstanding at June 30, 2019 in July 2019. The increment due from Houston Community College System (HCCS) is expected to be collected in fall 2019.

Other receivables include amounts due from other entities under memos of understanding for reimbursement of shared services, and the Houston Technology Center. The increase from 2018 of approximately \$268,000 is mainly related to amounts due at June 30, 2019 from reimbursement of shared services corresponding to the last two quarters of the year compared to one quarter in 2018.

Property held for resale relates to the Authority's affordable housing land banking program in the Third Ward. During fiscal year 2019, the Authority purchased approximately \$153,000 in land which is restricted for affordable housing and sold/granted several properties with a cost of approximately \$534,000 and reclassified several properties with a cost of approximately \$1.9 million to properties held for development. The net impact of these transactions was a decrease to land held for resale of approximately \$2.4 million.

The increase in capital assets net, relates to the Authority's continued construction on Midtown Park which had additions of approximately \$2.3 million in fiscal year 2019. The Authority's total long-term debt had a net decrease in fiscal year 2019 of approximately \$15.9 million as a result of repayments of loans and bonds. See Capital Assets and Debt Administration for more information related to the Authority's capital asset and long-term debt activities.

Unrestricted net position represents that which can be used to finance day-to-day operations without the constraints established by debt covenants, enabling legislation, or other legal requirements. At June 30, 2019 and 2018, the Authority has an unrestricted deficit of \$76.9 million and \$83.5 million, respectively. The deficit occurs by the Authority using bond funds and loans to pay for eligible project plan costs in current years in anticipation of receiving tax increments in future years. The Authority had net position restricted for debt service in the amount of \$15.5 million and \$18.6 million at June 30, 2019 and 2018, respectively; net position restricted for affordable housing in the amount of \$60.1 million and \$62.7 million at June 30, 2019 and 2018, respectively; and net position restricted for capital projects in the amount of \$7 million and \$16.7 million at June 30, 2019 and 2018, respectively. The majority of the Authority's net position restricted for affordable housing is invested in land held for resale and development totaling \$51.4 million and \$51.9 million at June 30, 2019 and 2018, respectively.



Midtown Redevelopment Authority  
Management's Discussion and Analysis

**OVERVIEW OF THE FINANCIAL STATEMENTS (Continued)**

Statement of Activities

The Statement of Activities presents the operating results of the Authority. The following table reflects condensed information (rounded to the nearest thousand) on the Authority's operations for the years ended June 30:

	2019	2018
<b>Revenues</b>		
Tax increments	\$ 21,992,000	\$ 25,986,000
Investment and other income	737,000	2,755,000
<b>Total revenues</b>	<b>22,729,000</b>	28,741,000
<b>Expenses</b>		
Current	3,929,000	3,302,000
Debt service	4,989,000	5,116,000
Capital outlay	8,653,000	13,839,000
<b>Total expenses</b>	<b>17,571,000</b>	22,257,000
Change in net position	5,158,000	6,484,000
Net position - beginning of year	46,783,000	40,299,000
<b>Net position - end of year</b>	<b>\$ 51,941,000</b>	\$ 46,783,000

The City, Harris County and Harris County Flood Control District (collectively the County) and HISD have agreed, subject to certain limitations, to deposit to the Tax Increment Fund established for the Authority, a certain percentage of tax collections arising from their respective taxation of the increase, if any, in the appraised value of real property located in the Zone since a designated base year. The base year for the original Zone is 1995, and the base year for the annexed area is 1999. HCCS began contributing to the Tax Increment Fund in 2009 (tax year 2008) upon execution of the Interlocal Agreement between the Authority, the Zone, HCCS and the City. The City remits tax increments collected by the City, County, HISD and HCCS on an annual basis. Tax increments continue to increase each year as the overall appraised value of properties within the Zone increase; however, the Authority's tax increment decreased in total from the prior year as the Interlocal Agreement with the County expired and a new agreement is still under discussion. No tax increment was received from the County during 2019.

Fiscal year 2019 other revenue primarily includes amounts received from other entities as reimbursement under management agreements and interlocal agreements. In 2018, other revenue included reimbursements under management agreements, Federal grants awarded, and donated capital assets. The amounts will fluctuate annually based on agreements entered into by the Authority.

Capital projects, including property purchased and held for resale and development, funded from bond proceeds and tax increments totaled 35% and 55% of total expenses in fiscal year 2019 and 2018, respectively. More detailed information about the Authority's capital projects is presented in the other information – Schedule of Operating Expenses and Capital Expenditures.



## Midtown Redevelopment Authority Management's Discussion and Analysis

### **GOVERNMENTAL FUNDS**

At the end of the current fiscal year, the Authority's governmental funds reported combined ending fund balances of approximately \$94.6 million, which is approximately \$15.4 million less than the prior fiscal year. Approximately 47% of the fund balance, or \$51.4 million, is invested in property held and developed by the Authority or which is being held for resale and is considered non-spendable. Approximately 7% of the fund balances, or \$6.8 million, is committed or restricted by bonds to various capital projects and development agreements entered into by the Authority. Approximately 8% of the fund balances, or \$7.9 million is assigned or available for spending at the government's discretion provided expenditures are allowable by the Authority's project plan and other legal authorities. The remainder of the fund balance is restricted to indicate that it is committed to pay debt service (approximately \$15.6 million), and to affordable housing (approximately \$8.7 million).

### **CAPITAL ASSETS**

As of June 30, 2019, the Authority had approximately \$62.2 million, net of accumulated depreciation, invested in a broad range of capital assets including land, land improvements, buildings and furniture, equipment and donated works of art.

During 2019, the Authority continued the construction of Phase II and Phase III of Midtown Park. More detailed information about the Authority's capital assets is presented in the notes to the basic financial statements.

### **DEBT ADMINISTRATION**

In January 2017, the Authority issued Tax Increment Contract Revenue Refunding Bonds, Series 2017 (Series 2017) in the aggregate principal amount of \$39,310,000. Proceeds from the Series 2017 Bonds were used for the purposes of partially defeasing and refunding Series 2011 bonds in order to restructure and align debt service; funding the reserve requirement of debt service reserve fund; paying costs of issuance; financing certain project costs; and funding affordable housing.

As of June 30, 2019 and 2018, the Authority has four series of Tax Increment Contract Revenue Bonds totaling \$87,240,000 and \$93,555,000, respectively. A debt service reserve fund in the amount of \$7,999,109 has been established based on an amount equivalent to the estimated annual debt service with the inclusion of Series 2011, 2013, 2015 and 2017 bonds.

Total loans outstanding at June 30, 2019 were \$10,579,212.

The City limits the amount of debt that the Authority may incur. The current debt limitation that the City has approved for the Authority is \$98 million for the issuance of bonds and \$6 million for the issuance of notes, which are secured by tax increments paid by the City to the Authority pursuant to the Tri-Party Agreement.

Additional information on the Authority's long term debt can be found in the notes to the basic financial statements.



## Midtown Redevelopment Authority Management's Discussion and Analysis

### GENERAL FUND BUDGETARY HIGHLIGHTS

The fiscal year 2019 budget was approved by the City for the Authority. The Authority's annual budget was not amended during the year. Actual tax increments recorded by the Authority will be less than budgeted revenues each year because the Authority's adopted budget is based on gross tax increments to be remitted to the Zone. Included in the approved fiscal year 2019 budget was approximately \$5.5 million of tax increments for educational facilities, \$1 million for affordable housing transfer to the County and \$916,000 for administrative fees which are budgeted as other interfund transfers. These funds are withheld by the City and paid directly to the City or paid back to HISD and to the County.

### FUTURE PROJECTS

The Authority continues to plan future capital improvement projects throughout the Zone consisting of street reconstruction and overlays, public right of way improvements, parkland acquisitions, and utility upgrades. The Authority's Board has currently authorized design contracts with Walter P. Moore, Design Workshop and IDS Engineering for Parks and Open Spaces, Mobility and Pedestrian Improvements and Brazos Street Reconstruction. It is expected that a mosaic piece for the art fountain in the Front 90 of Midtown Park will be installed in late October 2019. The staff is working for Wulfe & Co. to design a food hall to be constructed in the Front 90 of Midtown Park.

The Authority is continuing its efforts to solicit grants from the Federal Transit Administration, The Texas Commission on the Arts, the City of Houston's Art Initiative Program, Houston Galveston Area Council and Texas Department of Transportation to facilitate the implementation of the capital improvements for large scale public right of way infrastructure, green space improvements, transit oriented development and works of art. The Goodman Corporation is providing services to assist with the Houston Intercity Bus Site Selection project by establishing site needs, site selection analysis, economic development benefits and implementation strategy.

At the May 2017 Board of Directors meeting, a Grant Agreement was approved for the Museum of Fine Arts, Houston for an interactive fountain and reflecting pool along with related waterline replacement for an amount not to exceed \$1,600,000. It is expected that this Grant will be budgeted in the amounts of \$750,000 and \$850,000, respectively, in fiscal years 2020 and 2021.

The Authority, with assistance from CCPPI, continues to advance programs and plans to stimulate and preserve the development of affordable housing in the Third Ward area. The Authority will continue to execute its affordable housing strategy to stabilize the historic urban neighborhood.

The Authority's budget for fiscal year 2020 has not been approved by the City's City Council; therefore the Authority will continue to operate under its approved budget for fiscal year 2019 pursuant to Section VI of the Tri-Party Agreement between the City, the Authority and the Zone, which states "In the event that the Zone Board or the City Council fails or refuses to approve the proposed Budget of the Authority for the ensuing year by July 1 of that year, the Authority may continue to operate on the Budget for the previous fiscal year for a period not to exceed twelve (12) months." When approved, the fiscal year 2020 budget will include the design and implementation of capital improvement projects, affordable housing projects and land banking, administration costs and the Municipal Service Fee. For fiscal year 2020 the City has requested, and the Authority budgeted for, a Municipal Service Fee for incremental service to the City of Houston in the amount of \$781,263 with an additional \$492,737 of supplemental funds that will be used at the Authority's recommendation for quality of life, homelessness and safety issues within the Zone.



## Midtown Redevelopment Authority Management's Discussion and Analysis

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This financial report is designed to provide a general overview of the Midtown Redevelopment Authority's finances for all those with an interest in the government's finances and to show the Authority's accountability for the money it receives. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Mathias Thibodeaux, Executive Director, 410 Pierce Street, Suite 355, Houston, Texas 77002.

DRAFT

**Midtown Redevelopment Authority  
Governmental Funds Balance Sheet and  
Statement of Net Position**

June 30, 2019

	General Fund	Infrastructure and Project Fund	Capital Projects Fund	Affordable Housing Fund	Debt Service Fund	Total	Adjustments	Statement of Net Position
<b>Assets</b>								
Cash and cash equivalents	\$ 4,787,472	\$ 950	\$ -	\$ 19,266	\$ 7,518,105	\$ 12,325,793	\$ -	\$ 12,325,793
Investments	1,032,387	-	7,000,491	7,634,664	7,999,109	23,666,651	-	23,666,651
Tax increment receivables	11,000,801	-	-	-	-	11,000,801	-	11,000,801
Other receivables	902,157	-	-	-	-	902,157	-	902,157
Due to/from other funds	(11,040,229)	9,769,096	-	1,253,322	17,811	-	-	-
Property held for development	-	-	-	1,999,033	-	1,999,033	-	1,999,033
Property held for resale	-	-	-	49,444,856	-	49,444,856	-	49,444,856
Capital assets, net	-	-	-	-	-	-	62,200,682	62,200,682
<b>Total assets</b>	<b>\$ 6,682,588</b>	<b>\$ 9,770,046</b>	<b>\$ 7,000,491</b>	<b>\$ 60,351,141</b>	<b>\$ 15,535,025</b>	<b>\$ 99,339,291</b>	<b>\$ 62,200,682</b>	<b>\$ 161,539,973</b>
<b>Liabilities</b>								
Accounts payable	\$ 1,322,847	\$ 1,565,908	\$ -	\$ 188,667	\$ -	\$ 3,077,422	\$ -	\$ 3,077,422
Interest payable	-	-	-	-	-	-	2,124,985	2,124,985
Retainage payable	-	-	-	-	-	-	940,797	940,797
Unearned revenue	338,286	-	-	-	-	338,286	(338,286)	-
Loans payable	-	-	-	-	-	-	-	-
Due within one year	-	-	-	-	-	-	1,548,306	1,548,306
Due after one year	-	-	-	-	-	-	9,030,906	9,030,906
Bonds payable	-	-	-	-	-	-	-	-
Due within one year	-	-	-	-	-	-	3,410,000	3,410,000
Due after one year	-	-	-	-	-	-	89,466,990	89,466,990
<b>Total liabilities</b>	<b>1,661,133</b>	<b>1,565,908</b>	<b>-</b>	<b>188,667</b>	<b>-</b>	<b>3,415,708</b>	<b>106,183,698</b>	<b>109,599,406</b>
<b>Deferred inflows of resources</b>	<b>1,357,990</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,357,990</b>	<b>(1,357,990)</b>	<b>-</b>

The accompanying notes are an integral part of these basic financial statements.

**Midtown Redevelopment Authority  
Governmental Funds Balance Sheet and  
Statement of Net Position (Continued)**

June 30, 2019

	General Fund	Infrastructure and Project Fund	Capital Projects Fund	Affordable Housing Fund	Debt Service Fund	Total	Adjustments	Statement of Net Position
<b>Fund balances</b>								
Nonspendable	\$ -	\$ -	\$ -	\$ 51,443,889	\$ -	\$ 51,443,889	\$ (51,443,889)	
Restricted	-	-	6,829,909	8,718,585	15,535,025	31,083,519	(31,083,519)	
Committed	162,000	3,796,414	170,582	-	-	4,128,996	(4,128,996)	
Assigned	3,501,465	4,407,724	-	-	-	7,909,189	(7,909,189)	
<b>Total fund balances</b>	<b>3,663,465</b>	<b>8,204,138</b>	<b>7,000,491</b>	<b>60,162,474</b>	<b>15,535,025</b>	<b>94,565,593</b>	<b>(94,565,593)</b>	
<b>Total liabilities, deferred inflows of resources and fund balances</b>	<b>\$ 6,682,588</b>	<b>\$ 9,770,046</b>	<b>\$ 7,000,491</b>	<b>\$ 60,351,141</b>	<b>\$ 15,535,025</b>	<b>\$ 99,339,291</b>	<b>\$ -</b>	
<b>Net position</b>								
Net investment in capital assets							\$ 46,192,717	\$ 46,192,717
Restricted								
Debt service							15,535,025	15,535,025
Affordable housing							60,162,474	60,162,474
Capital expenditures							7,000,491	7,000,491
Unrestricted (accumulated deficit)							(76,950,140)	(76,950,140)
<b>Total net position</b>							<b>\$ 51,940,567</b>	<b>\$ 51,940,567</b>

The accompanying notes are an integral part of these basic financial statements.

**Midtown Redevelopment Authority  
Governmental Funds Balance Sheet and  
Statement of Net Position (Continued)**

*June 30, 2019*

Total fund balance of governmental funds	\$	94,565,593
Amounts reported for governmental activities in the statement of net position are different because:		
Capital assets used in governmental activities are not financial resources and therefore are not reported in the funds		62,200,682
Other revenues are not available for current period expenditures therefore are deferred in the funds		1,696,276
Certain liabilities are not due and payable in the current period and therefore are not reported in the funds		(940,797)
Long-term liabilities are not due and payable in the current period and therefore are not reported in the funds		(10,579,212)
Tax increment revenue bonds and related interest are not due and payable in the current period and therefore are not reported in the funds		(95,001,975)
Net position of governmental activities	\$	51,940,567

*The accompanying notes are an integral part of these basic financial statements.*

## Midtown Redevelopment Authority Governmental Funds Revenues, Expenditures and Changes in Fund Balances and Statement of Activities

For the year ended June 30, 2019

	General Fund	Infrastructure and Project Fund	Capital Projects Fund	Affordable Housing Fund	Debt Service Fund	Total	Adjustments	Statement of Activities
<b>Revenues</b>								
Tax increments	\$ 12,007,690	\$ -	\$ -	\$ 1,253,322	\$ 7,372,878	\$ 20,633,890	\$ 1,357,990	\$ 21,991,880
Investment income	101,946	-	201,788	217,261	178,789	699,784	-	699,784
Other revenue	571,450	-	-	(533,980)	-	37,470	-	37,470
<b>Total revenues</b>	<b>12,681,086</b>	<b>-</b>	<b>201,788</b>	<b>936,603</b>	<b>7,551,667</b>	<b>21,371,144</b>	<b>1,357,990</b>	<b>22,729,134</b>
<b>Expenditures/expenses</b>								
<b>Current</b>								
Administration and support	1,772,912	-	-	177,259	-	1,950,171	-	1,950,171
Municipal service costs agreement	841,499	-	-	-	-	841,499	-	841,499
Depreciation	-	-	-	-	-	-	1,564,873	1,564,873
Amortization of bond premium	-	-	-	-	-	-	(427,048)	(427,048)
Capital outlay	-	8,287,608	-	4,689,665	-	12,977,273	(4,324,360)	8,652,913
Debt service								
Principal payments	109,122	-	9,476,500	-	6,315,000	15,900,622	(15,900,622)	-
Interest charges	97,681	-	523,500	-	4,485,869	5,107,050	(117,949)	4,989,101
<b>Total expenditures/expenses</b>	<b>2,821,214</b>	<b>8,287,608</b>	<b>10,000,000</b>	<b>4,866,924</b>	<b>10,800,869</b>	<b>36,776,615</b>	<b>(19,205,106)</b>	<b>17,571,509</b>
Excess (deficiency) of revenues over expenditures	9,859,872	(8,287,608)	(9,798,212)	(3,930,321)	(3,249,202)	(15,405,471)	15,405,471	-
<b>Other financing sources (uses)</b>								
Internal transfers	(9,303,826)	7,691,133	52,304	1,365,637	194,752	-	-	-
<b>Total other financing sources (uses)</b>	<b>(9,303,826)</b>	<b>7,691,133</b>	<b>52,304</b>	<b>1,365,637</b>	<b>194,752</b>	<b>-</b>	<b>-</b>	<b>-</b>
Excess (deficiency) of revenues and other financing sources (uses) over expenditures	556,046	(596,475)	(9,745,908)	(2,564,684)	(3,054,450)	(15,405,471)	15,405,471	-
Change in net position							5,157,625	5,157,625
<b>Fund balances/net position</b>								
Beginning of year	3,107,419	8,800,613	16,746,399	62,727,158	18,589,475	109,971,064	(63,188,122)	46,782,942
End of year	\$ 3,663,465	\$ 8,204,138	\$ 7,000,491	\$ 60,162,474	\$ 15,535,025	\$ 94,565,593	\$ (42,625,026)	\$ 51,940,567

The accompanying notes are an integral part of these basic financial statements.



**Midtown Redevelopment Authority  
Governmental Funds Revenues, Expenditures and  
Changes in Fund Balances and Statement of Activities  
(Continued)**

*For the year ended June 30, 2019*

Change in total fund balance of governmental funds	\$ (15,405,471)
Amounts reported for governmental activities in the statement of activities are different because:	
Governmental funds report capital outlays as expenditures while governmental activities report depreciation expense to allocate those expenditures over the life of the assets:	
Capital additions	2,322,245
Depreciation expense	(1,564,873)
The issuance of long-term debt provides current financial resources in the governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds.	
Repayment of bond and loan principal	15,900,622
Governmental funds report the effect of premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities	
Other revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds	427,048
Some expenditures reported in the governmental funds are not reported as expenses in the Statement of Activities as they were reported when the liability was incurred, regardless of the timing of the related cash flow	1,357,990
	2,120,064
Change in net position of governmental activities	\$ 5,157,625

*The accompanying notes are an integral part of these basic financial statements.*



## Midtown Redevelopment Authority Notes to Financial Statements

### **NOTE 1: DESCRIPTION OF ORGANIZATION**

Midtown Redevelopment Authority (the Authority) is a public not-for-profit local government corporation, incorporated July 11, 1995 under the laws of the State of Texas, and operating under Chapter 431, Texas Transportation Code. The Authority was authorized by the City of Houston (the City) on June 28, 1995 to aid, assist and act on the behalf of the City in the performance of the City's obligations with respect to Reinvestment Zone Number Two, City of Houston, Texas (Midtown TIRZ or Zone).

#### *City of Houston Reinvestment Zone Number Two*

Midtown TIRZ was created on December 14, 1994, under Chapter 311, Texas Tax Code (TIF Act), by the City, as a tax incremental reinvestment zone (TIRZ). The Midtown TIRZ originally consisted of 356 acres of the area known as Midtown. Of this total, 203 acres were designated for redevelopment during the life of the Midtown TIRZ (original area/Part A). In 1997, the City approved the addition of approximately 108 acres of land contiguous to the original zone (expanded area/Part B). In 1999, the City approved an additional six parcels of land, totaling approximately 153 acres that are contiguous to the original zone (expanded area/Part C) and in 2009, the City approved the enlargement of the Midtown TIRZ to include additional tracts of land immediately adjacent to the existing Zone which designated the Cultural District and the related facilities (expanded area/Part D). Part D consists of publicly owned land and is not presently taxed. Midtown TIRZ is authorized to provide new capital for public works and public improvements in Midtown. Midtown TIRZ provides a source of funding through the tax increments generated by redevelopment of the Midtown area. The area known as Midtown is generally located between the central business district of the City and the Texas Medical Center.

### **NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### ***Reporting Entity***

As required by accounting principles generally accepted in the United States of America, these basic financial statements represent all the funds of the Midtown Redevelopment Authority. The Authority is a component unit of the City of Houston, Texas. Component units are legally separate entities for which the primary government is financially accountable. The City appoints voting Board Members and approves the Authority's budget. There are no separate legal entities that are a part of the Authority's reporting entity.

#### ***Measurement Focus and Basis of Accounting***

##### *Government-Wide Financial Statement*

The statement of net position and the statement of activities display information about the reporting government as a whole. These statements are prepared on the "economic resources" measurement focus and the accrual basis of accounting. Accordingly, all of the Authority's assets, deferred outflows of resources, liabilities, and deferred inflows of resources are included in the accompanying Statement of Net Position. The Statement of Activities presents changes in net position. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recorded when the liability is incurred, regardless of the timing of the related cash flow. Annual assessments are recognized as revenues in the year for which they are levied. Expenses are recorded when liabilities are incurred.

## Midtown Redevelopment Authority Notes to Financial Statements

### NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Government-wide statements distinguish between governmental-type and business-type activities. Governmental activities are those financed through taxes, intergovernmental revenues, and other non-exchange revenues and are usually reported in governmental and internal service funds. Business activities are financed in whole or in part through fees charged for goods or services to the general public and are usually reported in proprietary funds. The Authority does not have any business-type activities.

Under the government-wide financial statements, net position is classified into three components as follows:

Net investment in Capital Assets - This component of net position consists of capital assets, including restricted capital assets, net of accumulated depreciation and reduced by outstanding balances of any bonds, notes or other borrowings.

Restricted - This component of net position consists of that on which constraints have been placed through external constraints imposed by creditors, grantors, contributors, or laws or regulations of other governments or constraints imposed by law through contractual provisions or enabling legislation.

Unrestricted - This component of net position consists of that which does not meet the definition of "Restricted" or "Invested in Capital Assets, Net of Related Debt".

#### *Fund Financial Statements*

The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. All governmental funds are accounted for using a current financial resources measurement focus and have been prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recognized when susceptible to accrual (i.e., when they are "measurable and available"). "Measurable" means the amount of the transaction that can be determined and "available" means collectible within the current period or soon enough thereafter to pay liabilities of the current period. The Authority considers all revenue available if it is collected within 60 days after the year-end. Expenditures are recorded when the related fund liability is incurred as under accrual accounting. However, debt service expenditures as well as expenditures related to claims and judgments are recorded only when payment is due.

#### *Fund Accounting*

The Authority uses funds to report on its financial position and the results of its operations. Fund accounting is designed to demonstrate legal compliance and to aid financial management by segregating transactions relating to certain government functions or activities. A fund is an accountability unit used to maintain control over resources segregated for specific activities or objectives. The funds the Authority uses are described below:

General Fund - The general fund is the general operating fund of the Authority. It accounts for all activities except those accounted for in other funds.

Infrastructure and Project Fund – The infrastructure and project fund accounts for the construction of Authority capital projects from tax increments.

Capital Projects Fund - The capital projects fund accounts for the construction of Authority projects funded with bond proceeds.



## Midtown Redevelopment Authority Notes to Financial Statements

### NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Affordable Housing Fund - The affordable housing fund accounts for the accumulation of financial resources for the payment of affordable housing projects.

Debt Service Fund - The debt service fund accounts for the accumulation of financial resources for the payment of principal and interest on bonds issued by the Authority. Tax increments are used for the payment of principal and interest.

#### ***Fund Balance Classification***

The governmental fund financial statements present fund balances based on classifications that comprise a hierarchy that is based primarily on the extent to which the Authority is bound to honor constraints on the specific purposes for which amounts in the respective governmental funds can be spent. The classifications used in the governmental fund financial statements are as follows:

**Nonspendable** – amounts that cannot be spent either because they are in nonspendable form or because they are legally or contractually required to be maintained intact. The Authority has classified properties held for resale or development as being nonspendable as these items are not expected to be converted to cash or are not expected to be converted to cash within the next year.

**Restricted** – amounts for which constraints have been placed on the use of the resources either (a) externally imposed by creditors (such as through a debt covenant), grantors, contributors, or laws or regulations of other governments, or (b) imposed by law through constitutional provisions or enabling legislation. Debt service resources are to be used for future servicing of the tax increment contract revenue bonds and are restricted through debt covenants. Capital Projects resources are also restricted through debt covenants and affordable housing resources are restricted both through debt covenants and enabling legislation.

**Committed** – amounts that can be used only for specific purposes pursuant to constraints imposed by formal action of the Authority's Board of Directors. These amounts cannot be used for any other purpose unless the Board of Directors removes or changes the specified use by taking the same type of action (resolution) that was employed when the funds were initially committed. This classification also includes contractual obligations to the extent that existing resources have been specifically committed for use in satisfying those contractual requirements.

**Assigned** – This classification includes amounts that are constrained by the Authority's intent to be used for a specific purpose but are neither restricted nor committed. This intent can be expressed by the Board of Directors or through the Board of Directors delegating this responsibility to the Authority's Executive Director or through the budgetary process. This classification also includes the remaining positive fund balance for all governmental funds except for the General Fund.

**Unassigned** – This classification includes the residual fund balance for the General Fund.

The Authority would typically use restricted fund balances first, followed by committed resources, and then assigned resources, as appropriate opportunities arise, but reserves the right to selectively spend unassigned resources first to defer the use of these other classified funds.



## Midtown Redevelopment Authority Notes to Financial Statements

### NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### *Tax Increments and Participation Agreements*

The City, Houston Independent School District (HISD) and Houston Community College System (HCCS) (each a Participant) has agreed to deposit to the Tax Increment Fund established for the Midtown TIRZ (the Tax Increment Fund) a certain percentage of tax collections arising from their taxation of the increase, if any, in the appraised value of real property located in the Midtown TIRZ since January 1, 1995 for the original area and January 1, 1999 for the annexed area (the Tax Increments).

Each Participant is required to collect taxes on real property located within the Midtown TIRZ in the same manner as other taxes are collected by the Participant. The Participant is then required to pay into the Tax Increment Fund the Tax Increments, as agreed upon in accordance with such Participant's agreement with the City and the Midtown TIRZ (collectively, the Participation Agreements) by no later than the 90th day after the delinquency date for the Participant's property taxes. Thus, Tax Increments are due to be deposited in the Tax Increment Fund on May 1. The City has agreed to pay 100% of their Tax Increments to the Increment Fund. The City retains an administrative fee from the tax increments deposited in the Tax Increment Fund.

HISD has agreed to pay collected Tax Increment arising from the Original Zone based on its then current tax rate and from the annexed areas based on a tax rate of \$0.96 per \$100 of value. The First Amendment of the interlocal agreement between the City, HISD and the Midtown TIRZ amends HISD participation and provides for provision of tax increment funds for the payment of educational facilities project costs due to the annexation of additional area approved by the City of Houston Ordinance No. 1999-849 (annexed area). For the original area the HISD tax increment participation is the amount of taxes collected by HISD each year by levying a tax on property in the original area at the then current tax rate per \$100 valuation of the Captured Appraised Value. One third of the Tax Increment is attributable to affordable housing. Of the remaining two-thirds of the tax increment participation attributable to the original area: (a) beginning in the tax year commencing January 1, 2000, up to \$1,200,000 of taxes collected by HISD by levying a tax at a tax rate of \$0.64 per \$100 valuation on the Captured Appraised Value shall be for the payment of educational facilities project costs, (b) the amount of taxes collected by HISD by levying a tax at a tax rate of \$0.64 per \$100 valuation on the Captured Appraised Value in excess of \$1,200,000 shall be applied to the payment of non-educational facilities project costs, including administrative costs, and school support expenses, and (c) the remaining portion of the HISD tax increment participation attributable to the original area shall be for the payment of educational facilities project costs. HISD tax increment participation in the annexed area is the amount of taxes collected by HISD each year by levying at a tax rate of \$0.96 cents per \$100 of valuation on the Captured Appraised Value. One third of the Tax Increment is attributable for affordable housing, one-third for educational facilities project and one-third for non-educational facilities projects costs, including administrative costs and school support expenses. Under the provisions of the HISD interlocal agreement, taxes collected by HISD in any year on actual Captured Appraised Value that exceeds the estimate of Captured Appraised Value for that year shown in the Project Plan approved before September 1, 1999, shall be retained by HISD.

## Midtown Redevelopment Authority Notes to Financial Statements

### NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Beginning with tax year 2008, HCCS began to contribute 100% of the Tax Increments attributable to HCCS into the Tax Increment Fund. HCCS is not obligated to pay Tax Increments from any other source other than taxes collected on the Captured Appraised Value from the portion of taxes levied by HCCS for maintenance and operations. Initially, two-thirds of the HCCS Tax Increment, up to \$5,000,000, will be applied to project costs associated with streetscape improvements to the block faces that are contiguous to HCCS central campus. Thereafter, one-third of the HCCS Tax Increments will be applied to project costs in the general vicinity of HCCS central campus, one-third to any other eligible project costs, and the remaining one-third to affordable housing.

The Authority is dependent upon the Tax Increments. Default by any of the governmental entities involved in the Zone would impact the Authority's ability to repay its outstanding bonds, note and other obligations.

#### ***Affordable Housing***

The TIF Act under which the Midtown TIRZ presently operates requires that one-third of the Tax Increments be dedicated to providing affordable housing during the term of the Midtown TIRZ. The Authority agreed to this covenant in the Bond Resolution and Tri-Party Agreement and the Authority will continually comply with the requirements in the TIF Act, if any, relating to the provision of affordable housing during the term of the Midtown TIRZ.

The Tri-Party Agreement requires that any portion of the affordable housing component of Tax Increment, including interest, or bond proceeds derived from such increments, paid to the Authority that remains unexpended or uncommitted at the end of twelve months after being received by the Authority will, upon request, be paid to the City for their affordable housing program.

#### ***Cash, Cash Equivalents and Investments***

Cash and cash equivalents and investments consist of demand and time deposits, money market investments in U.S. Government Securities, and funds maintained in public funds investment pools.

Investments of the Authority consist of Texas Short Term Asset Reserve Program (TexSTAR) and Local Government Investment Cooperative (LOGIC), both local government investment pools created under the Interlocal Cooperation Act, Chapter 791, Texas Government Code, and the Public Funds Investment Act, Chapter 2256, Texas Government Code. TexSTAR and LOGIC are administered by First Southwest Asset Management, Inc. and JPMorgan Chase Asset Management, Inc. TexSTAR and LOGIC use amortized cost to value portfolio assets and follow the criteria for GASB Statement No. 79, *Certain External Investment Pools and Pool Participants*, for use of amortized cost and do not place any limitations or restrictions such as notice periods or maximum transaction amounts on withdrawals.

#### ***Receivables***

Receivables consist of all revenues earned at year-end and not yet received. Major receivable balances for the governmental activities and major funds include tax increment receivables and expense reimbursements under executed agreements. The Authority estimates and records an allowance for doubtful accounts based on prior experience. As of June 30, 2019, the Authority believes all receivables are fully collectible and accordingly no allowance has been recorded.



## Midtown Redevelopment Authority Notes to Financial Statements

### NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### ***Due to and Due from Other Funds***

Interfund receivable and payables arise from interfund transactions and are recorded by all funds affected in the period in which transactions are executed. These receivables and payables are eliminated in the Statement of Net Position.

#### ***Property Held for Resale and Property Held for Development***

Property held for resale consists of properties that the Authority has acquired for affordable housing and other properties held for future mixed-use development and are not used in the Authority's operations. The Authority intends to sell, lease or otherwise convey the properties to third parties for future development. Any properties sold, leased or otherwise conveyed by the Authority, related to affordable housing, will have a deed restriction to ensure the properties will be used only for affordable housing. Property held for development consists of properties to be used for the Affordable Housing Operations Campus (See Note 13).

#### ***Capital Assets***

In the government-wide financial statements, capital assets are valued at cost, except for donated assets that are recorded at their acquisition value at the date of donation in accordance with GASB 72, *Fair Value Measurement and Application*.

Depreciation of capital assets is computed and recorded by the straight-line method. Estimated useful lives of the various classes of depreciable capital assets are as follows: building and improvements, 20 to 39 years; equipment, 3 to 5 years and works of art, 25 years.

In the fund financial statements, fixed assets used in governmental fund operations are accounted for as capital outlay expenditures of the appropriate governmental fund upon acquisition.

#### ***Debt and Related Premiums, Discounts, and Issuance Costs***

Debt consists of tax increment contract revenue bonds, loan with a financial institution, and loan with a developer.

In the government-wide financial statements, bond premiums and discounts are deferred and amortized over the life of the bonds using the straight-line method. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are expensed as incurred.

In governmental fund financial statements, bond premiums, discounts and issuance costs are recognized in the current period. The face amount of the debt is reported as other financing sources. Premiums received on debt issuance are reported as other financing sources while discounts are reported as other financing uses. Issuance costs are reported as debt issuance expenditures.



## Midtown Redevelopment Authority Notes to Financial Statements

### NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### *Deferred Inflows of Resources*

In addition to liabilities, the governmental funds balance sheet will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time. The Authority has only one type of item, which arises only under the modified accrual basis of accounting that qualifies for reporting in this category. Accordingly, deferred tax increment revenue is only reported in the governmental funds balance sheet. These amounts are deferred and recognized as an inflow of resources in the period the amounts become available.

#### *Internal Transfers*

Transfers are used to move revenues from the fund that statute or budget requires to collect them to the fund that statute or budget requires to expend them and to move unrestricted revenue collected in the general fund to finance various programs accounted for in other funds in accordance with budgetary authorizations and actions of the Board of Directors.

#### *Federal Income Tax*

The Authority is exempt from Federal income taxes under section 501(a) as an organization described in Section 501(c) 3 of the Internal Revenue Code. Furthermore, the Internal Revenue Service has ruled that the Authority is a publicly-supported organization and is not a private foundation. Under the provisions of Internal Revenue Procedure 95-48, the Authority is not required to file public information returns on Form 990.

#### *Use of Estimates*

The preparation of the Authority's financial statements in conformity with accounting principles generally accepted in the United States of America requires the Authority's management to make estimates and assumptions that affect the amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

### NOTE 3: AUTHORIZED INVESTMENTS

The Board of Directors has adopted and continues to amend and/or ratify annually a written investment policy regarding the investments of its funds as defined in the Public Funds Investment Act of 1997 (Chapter 2256, Texas Government Code). Such investments include (1) obligations of the United States or its agencies; (2) direct obligations of the State of Texas or its agencies; (3) other obligations, the principal and interest of which are unconditionally guaranteed or insured by or backed by the full faith and credit of the State of Texas or the United States or their respective agencies; (4) certificates of deposit; (5) local government investment pools; and (6) various other items that comply with the Public Funds Investment Act.



## Midtown Redevelopment Authority Notes to Financial Statements

### NOTE 4: DEPOSITS AND INVESTMENTS

Custodial credit risk for deposits with financial institutions is the risk that in the event of a bank failure, the Authority's deposits may not be returned to it. At June 30, 2019, the carrying amount of the Authority's deposits was \$12,325,793 and the bank balances totaled \$12,892,401. The Authority's deposits in excess of FDIC insurance totaling \$5,107,731 were adequately collateralized. Cash deposits totaling \$7,534,670, which approximate fair value, represent money market investments in U.S. Government Securities. In addition, the Authority held \$23,666,651 in investment pools at June 30, 2019, which mature in less than one year and are recorded at amortized cost.

Interest rate risk is the risk that changes in the interest rates will adversely affect the fair value of an investment. In accordance with the Authority's Investment Policy, the Authority limits its exposure to interest rate risk by structuring its portfolio to provide safety and liquidity of funds while maximizing yields for operating funds not immediately needed. The investment policy limits the maximum maturity of any investment to three (3) years.

Concentration of credit risk is the risk of loss attributed to the magnitude of investment in a single issuer. The Authority's investment policy does not limit the amount of funds that may be invested in any authorized investment.

Investments that are obligations of or guaranteed by the U.S. Government do not require disclosure of credit quality. The Authority's investment in the TexSTAR and LOGIC fund is rated AAAM by Standard and Poor's and maintains a weighted average maturity of 60 days or less, with a maximum weighted average maturity of 13 months for any individual security. The Authority considers the investments in TexSTAR and LOGIC to have maturities of less than one year due the fact the share position can usually be redeemed each day at the discretion of the Authority, unless there has been a significant change in value.

### NOTE 5: RESTRICTED ASSETS

Certain amounts of cash, cash equivalents and investments are restricted by revenue bond ordinances or enabling legislation. A summary of these restricted assets at June 30, 2019 are as follows:

	Cash and Cash Equivalents	Investments	Total
<b>Trustee funds</b>			
Debt service	\$ 7,518,105	\$ -	\$ 7,518,105
Debt service reserve fund	-	7,999,109	7,999,109
Project fund	-	7,000,491	7,000,491
Affordable housing	-	4,588,655	4,588,655
<b>Total trustee funds</b>	<b>7,518,105</b>	<b>19,588,255</b>	<b>27,106,360</b>
<b>Enabling legislation</b>			
Affordable housing	19,266	3,046,009	3,065,275
<b>Total restricted assets</b>	<b>\$ 7,537,371</b>	<b>\$ 22,634,264</b>	<b>\$ 30,171,635</b>

**Midtown Redevelopment Authority**  
**Notes to Financial Statements**

**NOTE 6: CAPITAL ASSETS**

Capital asset activity for the year ended June 30, 2019 was as follows:

	Balance at July 1, 2018	Additions	Disposals	Balance at June 30, 2019
<b>Non-depreciable assets</b>				
Land and improvements	\$ 12,945,898	\$ -	\$ -	\$ 12,945,898
Construction in process	2,492,673	2,312,576	-	4,805,249
<b>Depreciable assets</b>				
Works of art	725,778	-	-	725,778
Buildings and improvements	51,054,826	9,669	-	51,064,495
Equipment	58,378	-	-	58,378
<b>Total capital assets</b>	<b>67,277,553</b>	<b>2,322,245</b>	<b>-</b>	<b>69,599,798</b>
<b>Less: accumulated depreciation</b>	<b>(5,834,243)</b>	<b>(1,564,873)</b>	<b>-</b>	<b>(7,399,116)</b>
<b>Government activities - capital assets, net</b>	<b>\$ 61,443,310</b>	<b>\$ 757,372</b>	<b>\$ -</b>	<b>\$ 62,200,682</b>

All property and equipment purchased by or donated to the Authority shall be the property of the Authority until the Zone is terminated. If the infrastructure is integrated in and used as a part of the City's infrastructure, it may be conveyed to the City.

**NOTE 7: LOANS PAYABLE**

A summary of changes in the Authority's loans payable follows:

Balance at July 1, 2018	\$ 20,164,834
Additions	-
Retirements	(9,585,622)
<b>Balance at June 30, 2019</b>	<b>\$ 10,579,212</b>
<b>Current portion, long-term debt</b>	<b>\$ 1,548,306</b>

**Midtown Redevelopment Authority**  
**Notes to Financial Statements**

**NOTE 7: LOANS PAYABLE (Continued)**

In November 2013, and amended in March 2017, the Authority entered into a Development Agreement with 2800 Main, L.L.C. (the Developer) for reimbursement of up to \$19 million of eligible project costs related to the Garage Structure for Midtown Park. Commencement of construction began in April 2015 and completion of the project was December 2017. During the period from the commencement of construction through completion, interest on each developer advance accrued at an interest rate of 4% per annum from the date of the advance and was payable on January 1 and July 1 in accordance with the terms of the agreement. Upon completion of the Garage Structure (December 2017), reimbursement to the Developer began on October 1 of the year following completion and is payable over a period of 13 years. However, as a significant principal payment of approximately \$9.4 million was made during fiscal year 2019, the loan is expected to be paid off in 7 years. The interest rate increased to 7% per annum after the date of completion until full repayment is made on the advance. As of June 30, 2019, the outstanding balance totaled \$9,315,706 and have been included as a loan payable in the Statement of Net Assets.

In September 2013, the Authority refinanced a \$1,843,593 loan with a bank which was originally used to purchase the Houston Museum of African American Culture land and building. The refinanced loan bears interest at 4.0%, requires monthly principal and interest payments totaling \$13,690 and matures September 30, 2020. A balloon payment of \$1,127,681 is payable at maturity. The loan is secured by 4807 Caroline Street property. At June 30, 2019, the outstanding balance on the loan totaled \$1,263,506.

Future minimum payments as of June 30 are as follows:

Fiscal Year Ending	
2020	\$ 1,548,306
2021	2,606,008
2022	1,445,404
2023	1,445,404
2024	1,445,404
2025-2026	2,088,686
<b>Total</b>	<b>\$ 10,579,212</b>

**Midtown Redevelopment Authority**  
**Notes to Financial Statements**

**NOTE 8: TAX INCREMENT CONTRACT REVENUE BONDS**

A summary of changes in tax increment contract revenue bonds follows:

Balance at July 1, 2018	\$ 93,555,000
Additions	-
Retirements	(6,315,000)
<hr/>	
Balance at June 30, 2019	\$ 87,240,000
<hr/>	
Current portion, long-term debt	\$ 3,410,000
<hr/>	

Tax Increment Revenue Bonds at June 30, 2019 consist of the following:

Date Series Issued	Outstanding Balance
2011	\$ 15,575,000
2013	23,325,000
2015	11,280,000
2017	37,060,000
<hr/>	
Total principal payable	87,240,000
Unamortized premium and discount, net	5,636,990
<hr/>	
Total bonds payable	\$ 92,876,990
<hr/>	

In August, 2011, the Authority issued Tax Increment Contract Revenue and Refunding Bonds Series 2011 (the 2011 Bonds) in the aggregate principal amount of \$33,130,000. The refunding was undertaken to reduce total debt service payments over the next 10 years by \$1,329,304 and resulted in an economic gain of \$1,046,155. The 2011 Bonds mature serially January 1, in each year 2012 through 2033. The 2011 Bonds are callable in whole or in part any date beginning January 1, 2021 at par.

**Midtown Redevelopment Authority**  
**Notes to Financial Statements**

**NOTE 8: TAX INCREMENT CONTRACT REVENUE BONDS (Continued)**

The 2011 Bonds bear interest between 2.0% and 5.375% annually and have semi-annual interest payments due on January 1 and July 1 as follows:

Fiscal Year	Principal	Interest	Total
2020	\$ 640,000	\$ 742,188	\$ 1,382,188
2021	1,940,000	708,588	2,648,588
2022	2,010,000	630,988	2,640,988
2023	785,000	545,563	1,330,563
2024	820,000	511,219	1,331,219
2025-2029	4,695,000	1,945,719	6,640,719
2030-2033	4,685,000	635,206	5,320,206
<b>Total</b>	<b>\$ 15,575,000</b>	<b>\$ 5,719,471</b>	<b>\$ 21,294,471</b>

In November 2013, the Authority issued Tax Increment Contract Revenue and Refunding Bonds Series 2013 (the 2013 Bonds) in the aggregate principal amount of \$32,280,000. The 2013 Bonds mature serially January 1, in each year 2015 through 2033. The 2013 Bonds are callable in whole or in part any date beginning January 1, 2032 at par. The 2013 Bonds bear interest between 2.0% and 5.0% annually and have semi-annual interest payments due on January 1 and July 1 as follows:

Fiscal Year	Principal	Interest	Total
2020	\$ 1,335,000	\$ 1,176,619	\$ 3,407,869
2021	15,000	1,109,869	2,511,619
2022	50,000	1,109,419	1,124,869
2023	50,000	1,107,794	1,157,794
2024	25,000	1,106,044	1,131,044
2025-2029	9,855,000	4,854,150	14,709,150
2030-2033	11,995,000	1,712,288	13,707,288
<b>Total</b>	<b>\$ 23,325,000</b>	<b>\$ 12,176,183</b>	<b>\$ 37,749,633</b>

In January 2015, the Authority issued Tax Increment Contract Revenue Refunding Bonds Series 2015 (the 2015 Bonds) in the aggregate principal amount of \$13,705,000. The refunding was undertaken to refund the Tax Increment Contract Revenue Bonds Series 2005 (Series 2005) that was partially refunded with Series 2013 bonds as of June 30, 2014. Debt service on the refunded bonds of Series 2005 was paid in full on January 2, 2015. The Authority achieved a cash flow savings and an economic gain of \$1,332,618 as a result of the refunding.

The 2015 Bonds mature serially January 1, in each year 2016 through 2025. The 2015 Bonds are callable in whole or in part any date beginning January 1, 2025 at par.

## Midtown Redevelopment Authority Notes to Financial Statements

### NOTE 8: TAX INCREMENT CONTRACT REVENUE BONDS (Continued)

The 2015 Bonds bear interest between 2.0% and 5.0% annually and have semi-annual interest payments due on January 1 and July 1 as follows:

Fiscal Year	Principal	Interest	Total
2020	\$ 1,435,000	\$ 448,538	\$ 1,883,538
2021	1,090,000	391,138	1,481,138
2022	1,120,000	336,638	1,456,638
2023	2,455,000	314,238	2,769,238
2024	2,535,000	259,000	2,794,000
2025	2,645,000	132,250	2,777,250
<b>Total</b>	<b>\$ 11,280,000</b>	<b>\$ 1,881,802</b>	<b>\$ 13,161,802</b>

In January 2017, the Authority issued Tax Increment Contract Revenue Refunding Bonds Series 2017 (the 2017 Bonds) in the aggregate principal amount of \$39,310,000. The refunding was undertaken to obtain new money and partially refund the Tax Increment Contract Revenue Bonds Series 2011 (Series 2011). The Authority achieved a cash flow savings and an economic gain of \$42,201 as a result of the refunding.

The 2017 Bonds mature serially January 1, in each year 2018 through 2038. The 2017 Bonds are callable in whole or in part any date beginning January 1, 2034 at par. The 2017 Bonds bear interest between 3.0% and 5.0% annually and have semi-annual interest payments due on January 1 and July 1 as follows:

Fiscal Year	Principal	Interest	Total
2020	\$ -	\$ 1,819,625	\$ 1,819,625
2021	575,000	1,819,625	2,394,625
2022	600,000	1,790,875	2,390,875
2023	630,000	1,760,875	2,390,875
2024	665,000	1,729,375	2,394,375
2025-2029	3,805,000	8,085,625	11,890,625
2030-2034	1,585,000	7,487,250	9,072,250
2035-2038	29,200,000	4,174,000	33,374,000
<b>Total</b>	<b>\$ 37,060,000</b>	<b>\$ 28,667,250</b>	<b>\$ 65,727,250</b>

#### Defeased Debt

Certain outstanding revenue and refunding bonds of the Authority have been defeased by placing the proceeds of refunding bonds in irrevocable escrow accounts held and managed by bank trustees, and invested in U.S. Treasury obligations, the principal and interest on which would provide amounts sufficient to pay the principal and interest on the defeased bonds in accordance with the schedule of remaining payments due. Accordingly, the escrow account and the defeased bonds are not included in the Authority's government-wide financial statements. The defeased bonds outstanding at June 30, 2019 considered extinguished related to the Series 2011 bonds and totaled \$1,200,000.

**Midtown Redevelopment Authority**  
**Notes to Financial Statements**

**NOTE 9: FUND BALANCES – GOVERNMENTAL FUNDS**

As of June 30, 2019, fund balances of the governmental funds are classified as follows:

	General Fund	Infrastructure and Project Fund	Capital Projects Fund	Affordable Housing Fund	Debt Service Fund	Total
<b>Nonspendable</b>						
Property held for resale	\$ -	\$ -	\$ -	\$ 51,443,889	\$ -	\$ 51,443,889
<b>Restricted for</b>						
Capital projects	-	-	6,829,909	-	-	6,829,909
Affordable housing	-	-	-	8,718,585	-	8,718,585
Debt service	-	-	-	-	15,535,025	15,535,025
<b>Committed to</b>						
Loan payments	162,000	-	-	-	-	162,000
Streetscapes and gateways	-	1,928,011	42,598	-	-	1,970,609
Parks	-	1,868,403	127,984	-	-	1,996,387
<b>Assigned to</b>						
FY2020 CIP plan and budget	3,501,465	4,407,724	-	-	-	7,909,189
<b>Total fund balances</b>	<b>\$ 3,663,465</b>	<b>\$ 8,204,138</b>	<b>\$ 7,000,491</b>	<b>\$ 60,162,474</b>	<b>\$ 15,535,025</b>	<b>\$ 94,565,593</b>

**NOTE 10: TAX INCREMENT SUMMARY**

The Authority's tax increment revenue, as reflected in the Statement of Activities was received from the following Participants:

	Gross Increment	Transfers	Net Increment
City of Houston	\$ 10,250,271	\$ (512,514)	\$ 9,737,757
Houston Independent School District (Tax Year 2018 Set Aside)	3,759,967	(2,506,645)	1,253,322
Houston Independent School District	12,894,094	(3,251,283)	9,642,811
Houston Community College System	1,382,990	(25,000)	1,357,990
<b>Total tax increments</b>	<b>\$ 28,287,322</b>	<b>\$ (6,295,442)</b>	<b>\$ 21,991,880</b>

## Midtown Redevelopment Authority Notes to Financial Statements

### NOTE 10: TAX INCREMENT SUMMARY (Continued)

The Authority's tax increment revenue, as reflected in the governmental funds, was received from the following Participants:

	Gross Increment	Transfers	Net Increment
City of Houston	\$ 10,250,271	\$ (512,514)	\$ 9,737,757
Houston Independent School District (Tax Year 2018 Set Aside)	3,759,967	(2,506,645)	1,253,322
Houston Independent School District	12,894,094	(3,251,283)	9,642,811
Total tax increments	\$ 26,904,332	\$ (6,270,442)	\$ 20,633,890

### NOTE 11: RISK MANAGEMENT

The Authority is exposed to various risks of loss related to torts, theft of, damage to, and destruction of assets; errors and omissions; personal injuries; and natural disasters. The risk of loss is covered by commercial insurance. There have been no significant reductions in insurance coverage and no settlements.

### NOTE 12: RELATED PARTIES

The Authority has an administrative contract with the District whereby the Authority, provides administrative and management services to the District (see Note 13). The District and the Authority share the same Executive Director. The Authority provided services to the District amounting to approximately \$436,000 for the year ended June 30, 2019. At June 30, 2019, approximately \$230,000 was due to the Authority under this contract and is included in other receivables in the accompanying basic financial statements.

The Authority's Executive Director and Board Chairman are also members of the Midtown Improvement and Development Corporation ("MIDCorp") Board of Directors. The Authority provides administrative and management services to MIDCorp under an administrative contract similar to that of the District.

The Authority provided services to MIDCorp amounting to approximately \$621,000 for the year ended June 30, 2019. At June 30, 2019, approximately \$326,000 was due to the Authority under this contract and is included in other receivables in the accompanying basic financial statements. In addition, the Authority provides funding to MIDCorp annually based on executed operating agreements. (See Note 13).



**Midtown Redevelopment Authority  
Notes to Financial Statements**

**NOTE 13: COMMITMENTS AND CONTINGENCIES**

***Houston Technology Center Lease Agreement***

The Authority and Technology & Entrepreneurship Center of Houston, Inc., a Texas non-profit corporation, d/b/a Houston Technology Center (HTC) entered into a lease agreement in June 2006 related to the 402 and 410 Pierce Street Buildings. The lease agreement was an extension and entire restatement of the original lease agreement entered into in July 2001 between these same parties. The lease commencement date for the 410 Pierce Street building was June 1, 2002 and the lease commencement date for the 402 Pierce Street building was August 16, 2006. The lease agreement expires in August 2026.

Under the lease agreement, HTC will pay a base rent of \$1 per year to the Authority. In addition, HTC is required to pay annual performance rent, subject to certain limitations and considerations as defined in the lease agreement. If HTC does not have sufficient positive cash flow for the completed lease year, then the performance rent due will be accrued. Performance rent that accrues will not bear interest. The following maximum performance rent is payable under the lease agreement.

Lease Year	Maximum Annual Performance Rent
1	\$74,250
2 – 10	\$ 100,000 / year
11 – 20	\$ 150,000 / year

When the lease expires or if HTC ceases to operate as the “Houston Technology Center”, any accrued, but unpaid, performance rent due to the Authority shall be forgiven. Due to these stipulations, no performance rent has been accrued as of June 30, 2019. HTC remitted \$0 in performance rent to the Authority during fiscal year 2019.

The Authority and HTC entered into an agreement in June 2006 for the lease of the 402 Pierce Street building (lease agreement). The lease agreement provides for HTC to reimburse the Authority \$592,000 for a portion of the build out costs incurred by the Authority on behalf of HTC. HTC will reimburse the Authority in 14 equal annual installments of \$42,285 beginning in 2012. The amount due from HTC has been recorded in the accompanying basic financial statements.

During fiscal year 2018, the Authority renewed the sub-lease agreement with HTC to lease additional office space under an operating lease arrangement which expires on April 2020. For the fiscal year ended June 30, 2019, rent expense for the office totaled \$72,790.

***Municipal Service Costs Agreement***

The Authority, the Zone, and the City entered into an agreement whereby the Authority will pay to the City incremental costs of providing increased municipal services incurred as a result of the creation of the Zone or the development or redevelopment of the land in the Zone. Payment of the incremental service costs is from the City’s Tax Increment and is limited to the available Tax Increment received by the Authority as defined in the agreement and the amount included in the Authority’s annual approved budget. If the City’s available Tax Increment is not sufficient in any year to pay the amount included in the approved budget, the amount due will accrue without interest. The agreement renews annually each June 30.



## Midtown Redevelopment Authority Notes to Financial Statements

### **NOTE 13: COMMITMENTS AND CONTINGENCIES (Continued)**

#### ***Houston Museum of African American Culture***

During fiscal year 2011, the Authority entered into an agreement with HMAAC (or the Museum) to purchase the land and building of the Museum and then lease back the property for an original term of three years. The agreement was amended in October 2012 and again in September 2013. The lease term has been extended through November 2020 and, beginning July 1, 2014, HMAAC is required to make monthly rent payments of \$13,700. Under the terms of the agreement, HMAAC has the option to purchase the property during the lease term at the amount equal to the outstanding principal and any accrued but unpaid interest on the Authority's loan for the property. HMAAC continues to occupy the property pursuant to the terms of the amended agreement; however no rental payments have been received by the Authority.

#### ***Central Bank Plaza Development Agreement***

In October 2013, the Authority entered into a Development Agreement with Midtown Central Square, L.L.C. (the Developer) for reimbursement of up to \$1.8 million of eligible project costs related to the Central Bank Plaza. Reimbursement to the Developer will occur over 10 years from available tax increments, as defined in the agreement. Reimbursement commences after completion of the project by the Developer.

#### ***Construction Contracts and Consultant Agreements***

Engineering and construction contracts relating to construction-in-progress and other capital projects aggregated approximately \$3.9 million. These contracts will be paid in future period as work is performed. Payment will be made with proceeds from past bond issues, operating reserves, and Federal grants to be received. In addition, the Authority enters into agreements with various consultants to provide professional services each year.

#### ***Administrative Agreement***

The Authority has a memorandum of understanding with Fourth Ward Redevelopment Authority (Fourth Ward), Midtown Management District (the District), and Midtown Improvement and Development Corporation (MIDCorp) whereby the Authority provides office space, certain equipment and certain staff services to Fourth Ward, MIDCorp and the District. The Authority invoices these entities on a quarterly basis for reimbursement of costs incurred under the agreements. The District and the Authority share the same executive director.

#### ***Midtown Improvement and Development Corporation***

The Authority and MIDCorp entered into an operating agreement effective July 1, 2015. Under this agreement, MIDCorp will operate, manage, maintain and preserve the Park Facilities pursuant to the terms of the agreement. The Park Facilities include Bagby Park, Midtown Park and the parking facility under Midtown Park. The term of the agreement is 40 years with automatic renewal and extension for two consecutive 20 year periods. Under the agreement, the Authority will pay an annual maintenance fee of \$250,000 per year for the first two years, then in each year thereafter, an amount not to exceed \$500,000 based on MIDCorp's annual operating budget. In addition, the Authority will pay \$50,000 per year for 10 years to be applied to the Renewal and Replacement Fund.



## Midtown Redevelopment Authority Notes to Financial Statements

### NOTE 13: COMMITMENTS AND CONTINGENCIES (Continued)

#### *The Museum of Fine Arts Grant Agreement*

In May 2017, the Authority entered into a Grant Agreement with The Museum of Fine Arts (the Grantee) for reimbursement of up to \$1.6 million of eligible project costs for improvements to this cultural facility. Reimbursement shall be payable in installments of \$850,000 and \$750,000 at the completion of the project which is expected to be in fiscal year 2020 and 2021, respectively.

#### *The Center for Civic and Public Policy Improvement Agreements*

In April 2016, the Authority entered into a Grant Agreement with The Center for Civic and Public Policy Improvement (CCPPI or the Grantee) for reimbursement of up to \$500,000 for eligible project costs related to the development (Phase I) and implementation (Phase II) of a comprehensive plan to address the development of affordable housing in the target area, as defined in the Agreement (Affordable Housing Plan). In November 2017, the Authority entered into another grant agreement with CCPPI for reimbursement of additional \$500,000 for eligible costs related to the design, engineering and pre-construction work relating to the operations hub (Phase III), as defined in the agreement. In April 2018, the Board approved to increase the grant proceeds for Phase III to \$1,000,000. Reimbursement shall be requested by grantee and the Authority shall submit payment by the 30<sup>th</sup> of the month in which the reimbursement was requested. As of June 30, 2019, the Authority has paid in full grant proceeds for Phase I, II and III.

In August 2018, the Authority entered into a Construction and Operations Agreement with CCPPI whereas the Authority is responsible for the planning, engineering, development, construction and commissioning of the Affordable Housing Operations Campus (Campus) which consists of a 5-story building (Operations Campus), a 20-unit multi-family affordable housing development (Housing Development) and a parking garage to be located in certain tracts of land owned by the Authority (reported as property held for development in the accompanying basic financial statements). CCIPP shall coordinate, implement and administer the Affordable Housing Plan, as defined in the Initiative Services Agreement. The term of this agreement shall commence in August 2018 and terminate after completion of construction of the Campus which is anticipated to occur in January 2020. The estimated costs of this project is \$28,500,000 and the Authority's commitment is 80% of the estimated project costs, or \$22,700,000. In May 2019, the Authority entered into an interlocal agreement with Old Spanish Trail/Alameda Corridors Redevelopment Authority (OSTAC) to obtain funding for the remaining 20% of the estimated project costs. Subsequent to year-end, in July 2019, the Authority entered into a \$14 million tax-exempt and taxable loan agreement with a financial institution to partially fund the Authority's commitment for the construction of the Campus. Any remaining balance will be paid from future tax increments. Upon completion of the project, it is anticipated that the Authority will enter into a lease agreement with CCPPI for the Operations Campus, will convey the Housing Development to CCPPI and will convey the parking garage to OSTAC.

In July 2018, the Authority also entered into an Initiative Services Agreement with CCPPI for the coordination, implementation and administration of the Affordable Housing Plan. In consideration of the services to be performed by CCPPI, the Authority shall pay \$1,100,000 per year in equal monthly installments based on a mutually agreed upon annual budget reflecting the services to be rendered.



**Required Supplementary Information  
and  
Other Information**

DRAFT

**Midtown Redevelopment Authority**  
**Schedule of Revenues, Expenditures, and Changes in Fund Balances –**  
**Budget to Actual – All Funds**

*For the year ended June 30, 2019*

	Original and Final Budgeted Amounts	Actual Amounts (Budgetary Basis)	Variance With Final Budget
Budgetary fund balance - beginning of year	\$ 40,836,681	\$ 109,971,064	\$ 69,134,383
<b>Resources</b>			
Incremental property tax revenue	34,859,472	27,169,525	(7,689,947)
Grant proceeds	1,500,000	-	(1,500,000)
Miscellaneous revenue	515,285	37,470	(477,815)
Other interest income	173,000	699,784	526,784
<b>Total available resources</b>	<b>77,884,438</b>	<b>137,877,843</b>	<b>59,993,405</b>
<b>Expenses</b>			
Maintenance and operations	1,565,725	1,655,562	(89,837)
Project costs and capital expenditures	36,028,619	13,157,223	22,871,396
Special projects as determined by the COH	-	267,350	(267,350)
Debt service	11,024,270	21,007,672	(9,983,402)
Other interfund transfers:			
Affordable housing	1,122,746	-	1,122,746
HISD educational facilities	5,541,746	5,732,927	(191,181)
Municipal services - public safety	781,263	781,263	-
Municipal services - quality of life	492,737	60,236	432,501
Administrative fees	916,474	802,708	113,766
<b>Total expenses</b>	<b>57,473,580</b>	<b>43,464,941</b>	<b>14,008,639</b>
<b>Budgetary fund balance - end of year</b>	<b>\$ 20,410,858</b>	<b>\$ 94,412,902</b>	<b>\$ 74,002,044</b>

*See independent auditors' report*

**Midtown Redevelopment Authority**  
**Schedule of Revenues, Expenditures, and Changes in Fund Balances –**  
**Budget to Actual – All Funds (Continued)**

*For the year ended June 30, 2019*

Explanation of differences between budgetary inflows and outflows and GAAP revenues and expenditures

**Sources/inflows of resources**

Actual amounts (budgetary basis)	\$ 137,877,843
differences - budget to GAAP:	
The fund balance at the beginning of the year is a budgetary resource but is not a current year revenue for financial reporting purposes	(109,971,064)
Budgeted revenues include HISD educational facilities transfers and city administrative charges, while the Authority's funds report revenues net of these transfers	(6,535,635)
<hr/>	
Total revenue as reported on the statement of revenues, expenditures and changes in fund balances - total governmental funds	<u>\$ 21,371,144</u>

**Uses/outflows of resources**

Actual amounts (budgetary basis)	\$ 43,464,941
differences - budget to GAAP:	
Purchases of land held for sale are capitalized in the governmental funds balance sheet but are included as capital expenditures for budgetary purposes	(152,691)
Budgeted expenditures include HISD educational facilities transfers and city administrative charges, while the authority's funds report revenues net of these transfers	(6,535,635)
<hr/>	
Total expenditures as reported on the statement of revenues, expenditures and changes in fund balances - total governmental funds	<u>\$ 36,776,615</u>

*See independent auditors' report*

## Midtown Redevelopment Authority Schedule Operating Expenses and Capital Expenditures

*For the year ended June 30, 2019*

Management Consulting Services	Vendor	Budget	Actual Expenditures	Variance
<b>Administration and Overhead:</b>				
Administration (Salaries, Benefits and Taxes)		\$ 457,650	\$ 339,381	\$ 118,269
Office Expenses (2)	n/a	203,500	192,219	11,281
Midtown Management District	n/a	425,000	435,769	(10,769)
Fourth Ward Redevelopment Authority	n/a	48,000	39,583	8,417
Insurance	Anco-Wessendorff	150,000	155,053	(5,053)
Accounting	Bookkeepers	70,000	60,845	9,155
Accounting (2)	McConnell & Jones LLP	-	16,206	(16,206)
Auditor - Financial	Carr, Riggs & Ingram, LLC	31,875	31,875	-
Bond Services/Trustee	First Southwest	35,000	10,745	24,255
<b>Total Administration and Overhead</b>		<b>1,421,025</b>	<b>1,281,676</b>	<b>139,349</b>
<b>Program and Project Consultants:</b>				
Legal - General Matters	Bracewell LLP, Burney & Foreman	75,000	193,587	(118,587)
Engineering consultants	IDS/Walter P. Moore	60,000	288,149	(228,149)
Construction Audits	Carr, Riggs & Ingram, LLC	9,700	9,500	200
<b>Total Program and Project Consultants</b>		<b>144,700</b>	<b>491,236</b>	<b>(346,536)</b>
<b>Total Management Consulting Services</b>		<b>\$ 1,565,725</b>	<b>\$ 1,772,912</b>	<b>\$(207,187)</b>
<b>Capital Expenditures</b>				
<b>T-0207 Operating of Zone and Project Facilities</b>				
Construction/maintenance	MIDCorp	\$ 1,017,819	\$ 1,017,819	\$ -
<b>Total Operating of Zone and Project Facilities</b>		<b>1,017,819</b>	<b>1,017,819</b>	<b>-</b>
<b>T-0210 Main Street Enhancements (FTA):</b>				
Design	Design Workshop	600,000	2,050	597,950
Construction and management	SER/IDS/WPM	3,500,000	1,467,598	2,032,402
Other	COH/Reliant	35,900	15,239	20,661
<b>Total Main Street Enhancements</b>		<b>4,135,900</b>	<b>1,484,887</b>	<b>2,651,013</b>
<b>T-0211 HCC Academic Walk Holman (FTA):</b>				
Construction and management	SER	500,000	124,044	375,956
Other	IDS/TLC	10,100	25,942	(15,842)
<b>Total HCC Academic Walk Holman (FTA)</b>		<b>510,100</b>	<b>149,986</b>	<b>360,114</b>

*See independent auditors' report*

## Midtown Redevelopment Authority Schedule of Operating Expenses and Capital Expenditures (Continued)

*For the year ended June 30, 2019*

Capital Expenditures - Continued	Vendor	Budget	Actual Expenditures	Variance
T-0204 Enhanced Street Lights		\$ 155,300	\$ -	\$ 155,300
T-0206 South East Neighborhood Street Reconstruction		505,300	-	505,300
T-0214 Caroline Streets @ HCCS (Elgin to Holman)				
Construction		3,200,000	-	3,200,000
Design		250,000	-	250,000
Other	TLC/KCI/COH	160,100	456,300	(296,200)
Total Caroline Streets @ HCCS		3,610,100	456,300	3,153,800
T-0225 Mobility and Pedestrian Improvements				
Planning		30,000	-	30,000
Construction		1,750,000	-	1,750,000
Design	Design Workshop	300,000	155,966	144,034
Other	TGC/WPM/Bracewell	5,300	397,882	(392,582)
Total Mobility and Pedestrian Improvements		2,085,300	553,848	1,531,452
T-0220 Affordable Housing:				
Acquisition		2,000,000	152,691	1,847,309
Planning	CCPI/R. Burroughs/WPM	1,250,000	1,691,291	(441,291)
Design		500,000	-	500,000
Construction		3,000,000	-	3,000,000
Other Professional Services	Landscape	780,000	3,175,633	(2,395,633)
Total Affordable Housing (1)		7,530,000	5,019,615	2,510,385
T-0221 Midtown Park:				
Construction and management	IDS/Millis/TLC/WPM	6,000,000	3,404,764	2,595,236
Other	COH/McDonald Wessendorf	40,900	132,603	(91,703)
Total Midtown Park		6,040,900	3,537,367	2,503,533
T-0222 Street Overlay Program		550,000	-	550,000
T-0223 Safe Sidewalk Program		260,100	-	260,100
T-0224 HTC Building Maintenance	Various	250,300	35,177	215,123
T-0230 Wheeler SL Pedestrian Enhancements		525,600	-	525,600

*See independent auditors' report*



## Midtown Redevelopment Authority Schedule of Operating Expenses and Capital Expenditures (Continued)

*For the year ended June 30, 2019*

Capital Expenditures - Continued	Vendor	Budget	Actual Expenditures	Variance
T-0232 Public and Cultural Facilities	MATCH	\$ 1,050,000	\$ 200,000	\$ 850,000
T-0233 Parking Garage - Midtown Park (Super Block)				
Construction and management		1,000,000	-	1,000,000
Design		200,000	-	200,000
Other	COH/Champion Energy/Firetron	270,100	27,886	242,214
Total Parking Garage - Midtown Park (Super Block)		1,470,100	27,886	1,442,214
T-0234 Parks and Open Spaces				
Planning	Design Workshop/TLC/WPM	100,000	20,933	79,067
Construction	B&D Contractors, Inc.	950,000	139,963	810,037
Other		5,300	-	5,300
Total Parks and Open Spaces		1,055,300	160,896	894,404
T-0236 Bagby Park:	Various	760,500	115,529	644,971
T-0239 Brazos Street Reconstruction				
Construction and management		1,010,000	-	1,010,000
Other		20,100	-	20,100
Total Brazos Street Reconstruction		1,030,100	-	1,030,100
T-0240 Real Estate Development		50,000	-	50,000
T-0241 Alameda/Crawford		1,040,100	-	1,040,100
T-0243 Central Bank Plaza		100,000	-	100,000
T-0244 Museum District - Main Street Enhancements		100,000	-	100,000
T-0245 Museum District - Pedestrian Enhancement		100,000	-	100,000
T-0247 I59/69 CAP Park		1,020,500	-	1,020,500
T-0248 Tuam Street		785,000	-	785,000
T-0299 Concrete Panel Replacement Program		35,000	-	35,000
General CIP:				
Design Services	Walter P. Moore	-	85,833	(85,833)
Design Services	IDS Engineering Group	-	148,166	(148,166)
Other Consultants	One World Strategy Group, LLC	-	141,180	(141,180)
Other Consultants	Design Workshop	-	4,087	(4,087)
Other Consultants	Ford Momentum	-	40,350	(40,350)
Other Consultants	A.O. Phillis & Associates	-	126,833	(126,833)
Total General CIP		-	546,449	(546,449)
<b>Total Capital Expenditures</b>		<b>\$ 36,028,619</b>	<b>\$13,305,759</b>	<b>\$ 22,722,860</b>

*See independent auditors' report*

**Midtown Redevelopment Authority**  
**Schedule of Estimated Project Costs to Actual Costs**  
**For the Period December 29, 1995 (Date of Inception) through June 30, 2019**

Budget Line Item	Budgeted Expenditures (a)	Actual Expenditures From Inception (December 29, 1995) Through June 30, 2018	Actual Expenditures for the Year Ended June 30, 2019 (c)	Actual Expenditures From Inception (December 29, 1995) Through June 30, 2019	Variance to Budget
<b>Non-Educational Project Costs</b>					
Infrastructure improvements:					
Roadway and utility system improvements:					
Streets and utilities	\$ 84,063,856	\$ 33,898,072	\$ 1,856,803	\$ 35,754,875	\$ 48,308,981
Streetscape and gateways	40,773,654	40,300,244	310,882	40,611,126	162,528
Public infrastructure	42,000,000	33,815,796	6,067,959	39,883,755	2,116,245
<b>Total infrastructure improvements</b>	<b>166,837,510</b>	<b>108,014,112</b>	<b>8,235,644</b>	<b>116,249,756</b>	<b>50,587,754</b>
Other project costs:					
Real property assembly	25,533,106	13,228,900	603,155	13,832,055	11,701,051
Professional services	6,966,225	6,823,698	181,530	7,005,228	(39,003)
Historic preservation	139,992	139,992	-	139,992	-
Parks and recreational facilities	28,903,004	28,378,194	115,528	28,493,722	409,282
Safety and security infrastructure	1,576,262	-	-	-	1,576,262
Remediation	4,393,956	-	-	-	4,393,956
Cultural and public facilities	11,633,276	3,942,454	253,204	4,195,658	7,437,618
<b>Total other project costs</b>	<b>79,145,821</b>	<b>52,513,238</b>	<b>1,153,417</b>	<b>53,666,655</b>	<b>25,479,166</b>
Affordable housing	164,840,659	93,573,943	5,019,615	98,593,558	66,247,101
Financing costs (b)	69,507,011	56,628,127	4,367,919	60,996,046	8,510,965
Zone administration	20,286,136	15,099,322	815,824	15,915,146	4,370,990
<b>Educational Project Costs</b>					
Education project costs	83,770,000	54,743,623	5,732,928	60,476,551	23,293,449
<b>Total project plan</b>	<b>\$ 584,387,137</b>	<b>\$ 380,572,365</b>	<b>\$ 25,325,347</b>	<b>\$ 405,897,712</b>	<b>\$ 178,489,425</b>

(a) Expenditures for the life of the Zone as provided in the Project and Financing Plan. This includes expenditures for both original and annexed areas in the Zone. Line item amounts may be adjusted with approval of the City and the Zone Board of Directors as long as the total costs do not exceed \$584,387,137. The Budgeted Expenditures are reported based on the Authority's 6th Amendment to the Project and Financing Plan that was approved by City Council in October 2015.

(b) Amount expended for the year ended June 30, 2019, does not include the repayment of bond and note principal payments in the amount of \$6,315,000.

(c) Expenditures are reported on the accrual basis.

See independent auditors' report

**Midtown Redevelopment Authority**  
**Schedule of Properties Held – Land Held for Resale**

June 30, 2019

Total Value

Purchased properties - affordable housing:

MRA 001	\$ 109,855
MRA 002	500,569
MRA 003	587,183
MRA 004	52,051
MRA 005	-
MRA 006	30,750
MRA 007	34,161
MRA 008	36,702
MRA 009	40,483
MRA 010	92,021
MRA 011	-
MRA 012	2,384,432
MRA 013	39,880
MRA 014	51,445
MRA 015	22,845
MRA 016	73,528
MRA 017	49,169
MRA 018	79,183
MRA 019	552,914
MRA 020	40,955
MRA 021	175,742
MRA 022	46,974
MRA 023	22,421
MRA 024	38,492
MRA 025	59,313
MRA 026	49,826
MRA 027	55,871
MRA 028	50,289
MRA 029	50,239
MRA 030	82,780
MRA 031	64,756
MRA 032	49,792
MRA 033	-
MRA 034	-
MRA 035	54,351
MRA 036	61,128
MRA 037	69,942
MRA 038	28,402
MRA 039	149,920
MRA 040	59,338
MRA 041	51,960

*See independent auditors' report*

**Midtown Redevelopment Authority**  
**Schedule of Properties Held – Land Held for Resale**  
**(Continued)**

<i>June 30, 2019</i>	Total Value
<b>Purchased Properties - Affordable Housing (Continued):</b>	
MRA 043	\$ 97,118
MRA 044	143,750
MRA 045	76,627
MRA 046	66,995
MRA 047	47,201
MRA 048	39,205
MRA 049	44,898
MRA 050	-
MRA 051	25,944
MRA 052	49,606
MRA 053	46,881
MRA 054	45,794
MRA 055	43,748
MRA 056	-
MRA 057	51,615
MRA 058	-
MRA 059	60,907
MRA 060	52,078
MRA 061	75,904
MRA 062	59,985
MRA 063	-
MRA 064	42,454
MRA 065	131,406
MRA 066	56,788
MRA 068	-
MRA 069	120,466
MRA 071	46,664
MRA 072	49,840
MRA 073	539,513
MRA 075	123,670
MRA 076	82,100
MRA 077	274,309
MRA 078	46,584
MRA 079	58,276
MRA 081	51,573
MRA 082	63,895
MRA 086	135,064
MRA 087	41,963
MRA 088	75,056
MRA 089	-
MRA 090	73,286
MRA 091	57,086

*See independent auditors' report*

**Midtown Redevelopment Authority**  
**Schedule of Properties Held – Land Held for Resale**  
**(Continued)**

<i>June 30, 2019</i>	Total Value
<b>Purchased Properties - Affordable Housing (Continued):</b>	
MRA 092	\$ 47,006
MRA 093	58,694
MRA 094	54,141
MRA 095	169,777
MRA 096	112,485
MRA 097	-
MRA 098	-
MRA 099	59,613
MRA 100	54,628
MRA 101	63,538
MRA 102	51,881
MRA 103	49,211
MRA 104	68,243
MRA 105	-
MRA 106	-
MRA 107	124,476
MRA 108	99,863
MRA 109	33,432
MRA 110	109,552
MRA 111	79,296
MRA 112	57,181
MRA 113	63,951
MRA 114	77,641
MRA 115	57,012
MRA 116	56,824
MRA 117	-
MRA 118	-
MRA 119	43,900
MRA 120	466,009
MRA 121	93,114
MRA 122	67,347
MRA 123	52,019
MRA 124	45,015
MRA 125	46,632
MRA 126	46,937
MRA 127	52,803
MRA 128	52,147
MRA 129	52,745
MRA 130	52,560
MRA 131	53,970
MRA 132	55,800
MRA 133	55,800
MRA 134	55,705

*See independent auditors' report*

**Midtown Redevelopment Authority**  
**Schedule of Properties Held – Land Held for Resale**  
**(Continued)**

<i>June 30, 2019</i>	Total Value
<b>Purchased Properties - Affordable Housing (Continued):</b>	
MRA 135	\$ 55,705
MRA 136	-
MRA 137	-
MRA 138	109,315
MRA 139	50,731
MRA 140	54,715
MRA 141	61,890
MRA 142	41,441
MRA 143	45,890
MRA 144	-
MRA 145	83,741
MRA 146	84,466
MRA 148	45,923
MRA 149	69,704
MRA 150	260,465
MRA 151	319,465
MRA 152	531,508
MRA 153	-
MRA 154	49,645
MRA 155	50,140
MRA 156	55,890
MRA 157	44,965
MRA 158	38,905
MRA 159	45,674
MRA 160	31,213
MRA 161	-
MRA 162	314,592
MRA 163	47,430
MRA 164	49,580
MRA 165	42,545
MRA 166	53,570
MRA 167	58,518
MRA 168	128,835
MRA 169	214,131
MRA 170	104,375
MRA 171	62,375
MRA 172	111,029
MRA 173	75,435
MRA 174	388,751
MRA 175	72,853
MRA 176	140,837

*See independent auditors' report*

**Midtown Redevelopment Authority  
Schedule of Properties Held – Land Held for Resale  
(Continued)**

<i>June 30, 2019</i>	Total Value
<b>Purchased Properties - Affordable Housing (Continued):</b>	
MRA 177	\$ 57,032
MRA 178	53,003
MRA 179	63,258
MRA 180	98,491
MRA 181	36,610
MRA182	61,375
MRA 183	77,763
MRA 184	48,407
MRA 185	37,907
MRA 186	103,657
MRA 187	43,125
MRA 188	61,635
MRA 189	66,772
MRA 190	42,203
MRA 191	52,203
MRA 192	43,203
MRA 193	53,203
MRA 194	890,682
MRA 195	142,927
MRA 196	-
MRA 197	40,882
MRA 198	52,832
MRA 199	61,481
MRA 200	71,680
MRA 211	58,150
MRA 212	43,105
MRA 213	53,137
MRA 214	91,453
MRA 215	431,972
MRA 216	48,322
MRA 217	237,163
MRA 218	49,322
MRA 219	52,312
MRA 220	48,322
MRA 221	48,297
MRA 222	110,019
MRA 223	35,988
MRA 224	41,072
MRA 225	51,721
MRA 226	61,725
MRA 227	58,150
MRA 228	-

*See independent auditors' report*

**Midtown Redevelopment Authority**  
**Schedule of Properties Held – Land Held for Resale**  
**(Continued)**

<i>June 30, 2019</i>	Total Value
<b>Purchased Properties - Affordable Housing (Continued):</b>	
MRA 229	\$ 114,072
MRA 230	34,177
MRA 231	48,553
MRA 232	58,532
MRA 233	179,307
MRA 234	48,532
MRA 235	55,807
MRA 236	156,107
MRA 237	113,557
MRA 238	57,450
MRA 239	58,150
MRA 240	-
MRA 241	-
MRA 242	53,567
MRA 243	43,251
MRA 244	53,572
MRA 245	58,028
MRA 246	102,856
MRA 247	47,030
MRA 248	53,572
MRA 249	58,572
MRA 250	51,072
MRA 251	409,461
MRA 252	51,072
MRA 253	61,887
MRA 254	58,572
MRA 255	100,282
MRA 256	47,045
MRA 257	44,602
MRA 258	-
MRA 259	64,572
MRA 260	35,072
MRA 261	53,572
MRA 262	164,771
MRA 263	298,007
MRA 264	53,572
MRA 265	53,572
MRA 266	38,447
MRA 267	48,142
MRA 268	56,052
MRA 269	63,897

*See independent auditors' report*



**Midtown Redevelopment Authority**  
**Schedule of Properties Held – Land Held for Resale**  
**(Continued)**

<i>June 30, 2019</i>	Total Value
<b>Purchased Properties - Affordable Housing (Continued):</b>	
MRA 270	\$ 50,472
MRA 271	311,464
MRA 272	59,022
MRA 273	231,350
MRA 274	52,146
MRA 275	41,572
MRA 276	105,072
MRA 277	-
MRA 278	55,922
MRA 279	141,072
MRA 280	82,298
MRA 281	-
MRA 282	19,572
MRA 283	88,722
MRA 284	88,722
MRA 285	58,547
MRA 286	50,622
MRA 287	63,854
MRA 288	59,035
MRA 289	36,902
MRA 290	56,938
MRA 291	92,664
MRA 292	112,688
MRA 293	-
MRA 294	-
MRA 295	55,625
MRA 296	63,424
MRA 297	56,872
MRA 298	27,547
MRA 299	-
MRA 300	42,940
MRA 301	40,863
MRA 302	53,125
MRA 303	49,247
MRA 304	-
MRA 305	-
MRA 306	90,922
MRA 307	75,643
MRA 308	129,598
MRA 309	63,668
MRA 310	139,793

*See independent auditors' report*

**Midtown Redevelopment Authority**  
**Schedule of Properties Held – Land Held for Resale**  
**(Continued)**

<i>June 30, 2019</i>	Total Value
<b>Purchased Properties - Affordable Housing (Continued):</b>	
MRA 311	\$ 59,018
MRA 312	72,868
MRA 313	44,418
MRA 314	60,918
MRA 315	58,142
MRA 316	55,116
MRA 317	59,518
MRA 318	58,918
MRA 319	69,414
MRA 320	57,010
MRA 321	45,810
MRA 322	58,338
MRA 323	115,618
MRA 324	58,211
MRA 325	81,038
MRA 326	58,868
MRA 327	87,418
MRA 328	153,862
MRA 329	34,343
MRA 330	61,418
MRA 331	57,382
MRA 332	47,618
MRA 333	182,963
MRA 334	48,038
MRA 335	56,959
MRA336	275,762
MRA 337	-
MRA 338	56,518
MRA 339	53,334
MRA 340	50,713
MRA 341	57,563
MRA 342	58,213
MRA 343	58,163
MRA 344	57,543
MRA 345	53,118
MRA 346	41,764
MRA 347	41,253
MRA 348	41,253
MRA 349	508,500
MRA 350	57,444
MRA 351	63,043

*See independent auditors' report*

**Midtown Redevelopment Authority**  
**Schedule of Properties Held – Land Held for Resale**  
**(Continued)**

<i>June 30, 2019</i>	Total Value
<b>Purchased Properties - Affordable Housing (Continued):</b>	
MRA 352	\$ 63,168
MRA 353	63,113
MRA 354	45,738
MRA 355	51,163
MRA 356	67,363
MRA 366	51,113
MRA 367	142,138
MRA 368	65,314
MRA 369	65,172
MRA 370	-
MRA 371	268,053
MRA 372	69,681
MRA 373	59,426
MRA 374	59,426
MRA 375	50,452
MRA 376	59,963
MRA 377	-
MRA 378	69,418
MRA 379	-
MRA 380	287,349
MRA 381	283,031
MRA 382	-
MRA 383	59,010
MRA 384	94,038
MRA 385	55,662
MRA 386	48,537
MRA 387	69,651
MRA 388	65,663
MRA 389	222,174
MRA 390	42,913
MRA 391	67,838
MRA 392	64,663
MRA 393	65,963
MRA 394	70,001
MRA 395	66,926
MRA 396	65,938
MRA 397	22,901
MRA 398	671,700
MRA 399	74,538
MRA 400	74,713
MRA 401	228,478

*See independent auditors' report*

**Midtown Redevelopment Authority  
Schedule of Properties Held – Land Held for Resale  
(Continued)**

<i>June 30, 2019</i>	Total Value
<b>Purchased Properties - Affordable Housing (Continued):</b>	
MRA 402	\$ 260,253
MRA 403	1,122,556
MRA 404	113,257
MRA 405	102,038
MRA 406	52,351
MRA 407	32,091
MRA 408	75,463
MRA 409	91,888
MRA 410	186,257
MRA 411	-
MRA 412	66,963
MRA 413	-
MRA 414	823,813
MRA 415	139,578
MRA 416	325,728
MRA 417	77,068
MRA 418	89,071
MRA 419	79,393
MRA 420	156,838
MRA 421	78,679
MRA 422	-
MRA 423	68,219
MRA 424	1,004,453
MRA 425	91,801
MRA 426	78,476
MRA 427	78,476
MRA 428	78,476
MRA 429	78,476
MRA 430	62,613
MRA 431	24,993
MRA 432	698,733
MRA 433	1,084,214
MRA 434	67,401
MRA 435	98,463
MRA 436	76,789
MRA 437	473,819
MRA 438	1,807,152

*See independent auditors' report*

**Midtown Redevelopment Authority  
Schedule of Properties Held – Land Held for Resale  
(Continued)**

<i>June 30, 2019</i>	Total Value
<b>Purchased Properties - Affordable Housing (Continued):</b>	
MRA 439	\$ 2,035,977
MRA 440	76,163
MRA 441	154,038
MRA 442	77,725
MRA 443	92,013
MRA 444	77,726
MRA 445	99,354
MRA 446	47,500
MRA 447	-
MRA 448	62,700
MRA 449	105,000
MRA 450	60,000
MRA 451	67,710
MRA 452	75,000
MRA 453	32,055
MRA 454	105,000
MRA 455	105,000
MRA 456	297,399
MRA 457	390,048
MRA 458	344,324
MRA 459	69,679
MRA 460	54,407
MRA 461	54,907
MRA 462	106,157
MRA 463	54,403
MRA 464	105,653
MRA 465	260,417
MRA 466	213,157
MRA 467	79,782
MRA 468	54,157
MRA 469	79,677
MRA 470	54,157
MRA 471	100,077
MRA 472	54,407
MRA 473	54,407
MRA 474	64,657
MRA 475	74,289

*See independent auditors' report*

**Midtown Redevelopment Authority  
Schedule of Properties Held – Land Held for Resale  
(Continued)**

<i>June 30, 2019</i>	Total Value
<b>Purchased Properties - Affordable Housing (Continued):</b>	
MRA 476	\$ 541,257
MRA 477	57,461
MRA 478	57,356
MRA 479	55,336
MRA 480	152,691
<hr/>	
Total Purchased Properties - Affordable Housing	49,230,794
Costs associated with pending properties and other general costs not allocated to specific properties	214,062
<hr/>	
<b>Total land held for resale - affordable housing</b>	<b>\$ 49,444,856</b>

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**Midtown Redevelopment Authority  
Schedule of Capital Assets**

*June 30, 2019*

<u>Property</u>	<u>Net Book Value</u>
Houston Technology Center	\$ 3,013,016
JPI Park Land	736,911
Bagby Park	2,591,578
Walgreens/Lui Park Land	141,000
Houston Muesum of African American Culture	1,726,830
Midtown Park Land and Improvements	53,991,347
<u>Total capital assets</u>	<u>\$ 62,200,682</u>

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CITY OF HOUSTON  
ECONOMIC DEVELOPMENT DIVISION  
FISCAL YEAR 2020 BUDGET PROFILE

Fund Summary  
Fund Name: **Midtown Redevelopment Authority**  
TIRZ: **02**  
Fund Number: **7550/50**

<b>P R O F I L E</b>	<b>Base Year:</b>		1995
	<b>Base Year Taxable Value:</b>	\$	211,775,890
	<b>Projected Taxable Value (TY2019):</b>	\$	2,175,901,371
	<b>Current Taxable Value (TY2018):</b>	\$	2,092,212,857
	<b>Acres:</b>		853.02
	<b>Administrator (Contact):</b>		Matt Thibodeaux
	<b>Contact Number:</b>		(713) 526-7577

<b>N A R R A T I V E</b>	<b>Zone Purpose:</b>
	Tax Increment Reinvestment Zone Number Two, City of Houston, Texas was created by the City for the purposes of eliminating urban blight with revitalization providing public right-of-way improvements and enhancements such as: street resurfacing, utilities, street lighting, street art, street furniture, enhanced landscaping, irrigation, and decorative and wider sidewalks.
	<b>Midtown Park and Garage</b> - Design, engineering and construction of the park and underground garage was completed January 2018. The underground garage holds 400+ cars. The 3 acre park includes The Camden Pavilion with stage, Reliant Dog Park, water features, children's interactive play area with climbing art pieces and a berm mosaic art wall. Midtown is currently working on the Front 90 of the Park which will include an Art Mosaic Fountain and restaurant. The Art Mosaic Fountain is expected to be installed in October 2019.
	<b>Caroline Street Project:</b> Roadway, infrastructure, bicycle, and streetscape enhancements between Pierce and Holman. Complete Streets project includes a \$4,000,000 TxDOT Grant. Construction was bid by TxDOT in early 2017. The construction begin in May 2018.
	<b>Main Street Enhancement Project</b> - Main Street Project began construction in fiscal year 2017 at a cost of approximately \$11.8 million which included FTA Grant Funds in the amount of \$2.7 million. The project consists of enhanced sidewalks, lighting, landscaping & pedestrian related infrastructure. The project construction was completed in FY 2019.
	<b>Brazos Street Reconstruction</b> - The design and engineering is currently underway for Brazos Street which is the companion street to Bagby Street. It is anticipated that the construction for Brazos Street will begin sometime in 2021.
	<b>Midtown Affordable Housing Land Banking Program</b> as of June 2019 has acquired approximately 5,130,000 square feet of land in the Third Ward at an approximate cost of \$41.1 million. The Center for Civic and Public Policy Improvement (CCPP) has completed a comprehensive plan to create a systematic approach to the provision of affordable housing on land purchased by MRA for that purpose. Construction of the Operations Hub Center, a parking garage and a 20 unit affordable housing project will begin in August 2019. The Hub is designed to a sustainably funded, mixed use facility with office space and 20 affordable housing units. Currently Midtown has engaged in development agreements with EPIC Homes, Mayberry Homes, HBDI and Cole/Klein Builders - private for profit home builders for the development of affordable single family homes and HOU Properties for the development of affordable townhomes.
	<b>Maintenance and Operation</b> - A certain amount of each capital line item may be transferred to a third party to perform capital maintenance, maintenance and operations of Midtown capital projects, per the terms of Midtown's Project Plan. As a direct consequence of an expanding list of projects, particularly park and public space projects, the Zone must provide for operation of the Zone's existing and planned facilities in the near term and in years to come beyond the duration of the Zone.

<b>P R O J E C T  P L A N</b>		<b>Total Plan</b>	<b>Cumulative Expenses (to 6/30/18)</b>	<b>Variance</b>
	<b>Capital Projects:</b>			
Streets and Utilities	\$	84,063,856	\$ 33,898,072	\$ 50,165,784
Streetscape and Gateways		40,773,654	40,300,244	473,410
Public Infrastructure		42,000,000	33,815,796	8,184,204
Real Property Assembly		25,533,106	13,228,900	12,304,206
Professional Services		6,966,225	6,823,698	142,527
Historic Preservation		139,992	139,992	-
Parks and Recreational Facilities		28,903,004	28,378,194	524,810
Safety and Security Infrastructure		1,576,262	-	1,576,262
Remediation Improvements		4,393,956	-	4,393,956
Cultural and Public Facilities Improvements		11,633,276	3,942,454	7,690,822
<b>Total Capital Projects</b>	\$	245,983,331	\$ 160,527,350	\$ 85,455,981
<b>Affordable Housing</b>		164,840,659	93,573,943	71,266,716
<b>Education Project Costs</b>		83,770,000	54,743,623	29,026,377
<b>Financing Costs</b>		69,507,011	56,628,127	12,878,884
<b>Zone Administration</b>		20,286,136	15,099,322	5,186,814
<b>Total Project Plan</b>	\$	584,387,137	\$ 380,572,365	\$ 203,814,772

<b>D E B T</b>	<b>Additional Financial Data</b>	<b>FY2019 Budget</b>	<b>FY2019 Estimate</b>	<b>FY2020 Budget</b>
		<b>Debt Service</b>	\$ 8,097,045	\$ 18,192,546
	Principal	\$ 5,112,000	\$ 14,957,000	\$ 6,057,000
	Interest	\$ 2,985,045	\$ 3,235,546	\$ 3,235,546
		<b>Balance as of 6/30/18</b>	<b>Projected Balance as of 6/30/19</b>	<b>Projected Balance as of 6/30/20</b>
	<b>Year End Outstanding (Principal)</b>			
	Bond Debt	\$ 93,555,000	\$ 78,598,000	\$ 72,541,000
	Bank Loan	\$ 20,164,834	\$ 20,062,834	\$ 19,960,834
	Bank Loan	\$ -	\$ -	\$ -
	Line of Credit	\$ -	\$ -	\$ -
	Developer Agreement	\$ -	\$ -	\$ -
	Other	\$ -	\$ -	\$ -

CITY OF HOUSTON  
 ECONOMIC DEVELOPMENT DIVISION  
 FISCAL YEAR 2020 BUDGET DETAIL

Fund Summary  
 Fund Name: Midtown Redevelopment Authority  
 TIRZ: 02  
 Fund Number: 7550/50

TIRZ Budget Line Items	FY2019 Budget	FY2019 Estimate	FY2020 Budget
<b>RESOURCES</b>			
RESTRICTED Funds - Capital Projects	\$ 14,828,032	\$ 28,492,431	\$ 38,587,503
RESTRICTED Funds - Affordable Housing	\$ 8,143,707	\$ 14,750,000	\$ 10,083,335
RESTRICTED Funds - Bond Debt Service	\$ 17,864,942	\$ 18,751,475	\$ 18,751,475
<b>Beginning Balance</b>	<b>\$ 40,836,681</b>	<b>\$ 61,993,906</b>	<b>\$ 67,422,313</b>
City tax revenue	\$ 11,024,423	\$ 10,972,390	\$ 11,460,705
County tax revenue	\$ 6,305,064	\$ -	\$ -
ISD tax revenue	\$ 12,584,312	\$ 12,584,312	\$ 13,284,062
ISD tax revenue - Pass Through	\$ 3,662,447	\$ 3,662,447	\$ 3,662,447
Community College tax revenue	\$ 1,283,226	\$ 1,283,226	\$ 1,340,780
<b>Incremental Property Tax Revenue</b>	<b>\$ 34,859,472</b>	<b>\$ 28,502,375</b>	<b>\$ 29,747,994</b>
Midtown Management District Reimbursement	\$ 425,000	\$ 425,000	\$ 480,000
HTC Build-Out Reimbursement	\$ 42,285	\$ -	\$ 42,285
Co-Located Entity Reimbursement - FWRA & MIDCorp	\$ 48,000	\$ 48,000	\$ 48,000
Reimbursement MIDCorp	\$ -	\$ 613,000	\$ 645,000
<b>Miscellaneous Revenue</b>	<b>\$ 515,285</b>	<b>\$ 1,086,000</b>	<b>\$ 1,215,285</b>
COH TIRZ interest	\$ 23,000	\$ 23,000	\$ 25,000
Interest Income	\$ 150,000	\$ 250,000	\$ 300,000
<b>Other Interest Income</b>	<b>\$ 173,000</b>	<b>\$ 273,000</b>	<b>\$ 325,000</b>
OST Garage Grant	\$ -	\$ -	\$ 6,000,000
TxDot/HGAC Grant 2016 (Caroline Street)	\$ 1,500,000	\$ -	\$ -
<b>Grant Proceeds</b>	<b>\$ 1,500,000</b>	<b>\$ -</b>	<b>\$ 6,000,000</b>
Affordable Housing Operation Center Hub Loan (BBVA)	\$ -	\$ -	\$ 11,470,000
Camden Superblock Parking Garage Loan	\$ -	\$ 18,000,000	\$ -
<b>Proceeds from Bank Loan</b>	<b>\$ -</b>	<b>\$ 18,000,000</b>	<b>\$ 11,470,000</b>
<b>Proceeds from Land Sale</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Contract Revenue Bond Proceeds</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>TOTAL AVAILABLE RESOURCES</b>	<b>\$ 77,884,438</b>	<b>\$ 109,855,281</b>	<b>\$ 116,180,592</b>

CITY OF HOUSTON  
 ECONOMIC DEVELOPMENT DIVISION  
 FISCAL YEAR 2020 BUDGET DETAIL

Fund Summary  
 Fund Name: **Midtown Redevelopment Authority**  
 TIRZ: **02**  
 Fund Number: **7550/50**

TIRZ Budget Line Items	FY2019 Budget	FY2019 Estimate	FY2020 Budget
<b>EXPENDITURES</b>			
Accounting	\$ 70,000	\$ 69,453	\$ 85,000
Administration Salaries & Benefits	\$ 457,650	\$ 408,801	\$ 457,650
Auditor	\$ 31,875	\$ 31,875	\$ 31,875
Bond Services/Trustee/Financial Advisor	\$ 35,000	\$ 35,000	\$ 35,000
Insurance	\$ 150,000	\$ 135,000	\$ 150,000
Office Administration	\$ 203,500	\$ 164,069	\$ 203,500
MID CORP Reimbursement	\$ -	\$ -	\$ -
FWRA Reimbursement	\$ 48,000	\$ 48,000	\$ 48,000
Midtown Management District	\$ 425,000	\$ 405,879	\$ 480,000
<b>TIRZ Administration and Overhead</b>	<b>\$ 1,421,025</b>	<b>\$ 1,298,077</b>	<b>\$ 1,491,025</b>
Engineering Consultants/Landscape Architects	\$ 60,000	\$ 59,137	\$ 65,000
Legal	\$ 75,000	\$ 72,457	\$ 75,000
Construction Audit	\$ 9,700	\$ 9,000	\$ 9,700
<b>Program and Project Consultants</b>	<b>\$ 144,700</b>	<b>\$ 140,594</b>	<b>\$ 149,700</b>
<b>Management Consulting Services</b>	<b>\$ 1,565,725</b>	<b>\$ 1,438,671</b>	<b>\$ 1,640,725</b>
Capital Expenditures (See CIP Schedule)	\$ 28,498,619	\$ 7,901,453	\$ 9,630,688
Affordable Housing	\$ 7,530,000	\$ 4,666,665	\$ 18,030,000
<b>TIRZ Capital Expenditures</b>	<b>\$ 36,028,619</b>	<b>\$ 12,568,118</b>	<b>\$ 27,660,688</b>
<b>Special Projects as determined by the City of Houston</b>	<b>\$ -</b>	<b>\$ 265,000</b>	<b>\$ 500,000</b>
<b>Developer / Project Reimbursements</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
Bond Debt Service (Series 2011)			
Principal	\$ 2,385,000	\$ 2,110,000	\$ 2,110,000
Interest	\$ 1,049,688	\$ 893,888	\$ 893,888
Bond Debt Service (Series 2013)			
Principal	\$ 2,020,000	\$ 2,125,000	\$ 2,125,000
Interest	\$ 1,383,869	\$ 1,282,869	\$ 1,282,869
Bond Debt Service (Series 2015)			
Principal	\$ 605,000	\$ 620,000	\$ 620,000
Interest	\$ 491,488	\$ 473,338	\$ 473,338
Cost of Issuance	\$ -	\$ -	\$ -
Bond Debt Service (Series 2017)			
Principal	\$ 1,065,000	\$ 1,065,000	\$ 1,065,000
Interest	\$ 1,862,225	\$ 1,862,225	\$ 1,862,225
Cost of Issuance	\$ -	\$ -	\$ -
Loan debt service (HMAAC)			
Principal	\$ 102,000	\$ 102,000	\$ 102,000
Interest	\$ 60,000	\$ 60,000	\$ 60,000
Developer Agreements:			
Mid Main	\$ -	\$ -	\$ -
Morgan	\$ -	\$ -	\$ -
Caydon	\$ -	\$ -	\$ -
Line of Credit For MT Park Parking Garage			
Principal	\$ -	\$ 10,000,000	\$ 1,100,000
Interest	\$ -	\$ 525,451	\$ 525,451
Convenience Fee	\$ -	\$ -	\$ -
<b>System Debt Service</b>	<b>\$ 11,024,270</b>	<b>\$ 21,119,771</b>	<b>\$ 12,219,771</b>
<b>TOTAL PROJECT COSTS</b>	<b>\$ 48,618,614</b>	<b>\$ 35,126,560</b>	<b>\$ 42,021,184</b>

**CITY OF HOUSTON  
ECONOMIC DEVELOPMENT DIVISION  
FISCAL YEAR 2020 BUDGET DETAIL**

Fund Summary  
Fund Name: **Midtown Redevelopment Authority**  
TIRZ: **02**  
Fund Number: **7550/50**

<b>TIRZ Budget Line Items</b>	<b>FY2019 Budget</b>	<b>FY2019 Estimate</b>	<b>FY2020 Budget</b>
Payment/transfer to ISD - educational facilities	\$ 3,100,115	\$ 3,100,115	\$ 3,204,662
Payment/transfer to ISD - educational facilities (Pass Through)	\$ 2,441,630	\$ 2,441,630	\$ 2,441,630
Administration Fees:			
City	\$ 551,221	\$ 548,620	\$ 573,035
County	\$ 315,253	\$ -	\$ -
ISD	\$ 25,000	\$ 25,000	\$ 25,000
HCC	\$ 25,000	\$ 25,000	\$ 25,000
Affordable Housing:			
City	\$ -	\$ -	\$ -
County	\$ 1,122,746	\$ -	\$ -
ISD to City of Houston	\$ -	\$ -	\$ -
Municipal Services Charge	\$ 781,263	\$ 781,263	\$ 781,263
Municipal Services - Supplemental	\$ 492,737	\$ 384,780	\$ 492,737
<b>Total Transfers</b>	<b>\$ 8,854,965</b>	<b>\$ 7,306,408</b>	<b>\$ 7,543,327</b>
<b>Total Budget</b>	<b>\$ 57,473,579</b>	<b>\$ 42,432,968</b>	<b>\$ 49,564,511</b>
RESTRICTED Funds - Capital Projects	\$ 536,559	\$ 38,587,503	\$ 38,341,271
RESTRICTED Funds - Affordable Housing	\$ 2,009,358	\$ 10,083,335	\$ 9,523,335
RESTRICTED Funds - Bond Debt Service	\$ 17,864,942	\$ 18,751,475	\$ 18,751,475
<b>Ending Fund Balance</b>	<b>\$ 20,410,859</b>	<b>\$ 67,422,313</b>	<b>\$ 66,616,081</b>
<b>Total Budget &amp; Ending Fund Balance</b>	<b>\$ 77,884,438</b>	<b>\$ 109,855,281</b>	<b>\$ 116,180,592</b>

Notes:

Council District	CIP No.	Project	Fiscal Year Planned Appropriations										Cumulative Total (To Date)		
			Through 2018	Projected 2019	2020	2021	2022	2023	2024	FY20 - FY24 Total					
C,D	T-0202	Land Acquisition - Parks	\$ 2,754,797	-	-	-	-	-	-	-	-	-	-	-	2,754,797
C,D	T-0203	Midtown Gateways	\$ 22,365	-	-	-	-	-	-	-	-	-	-	-	22,365
C,D	T-0204	Enhanced Street Lights	\$ 975,078	657	50,000	155,300	100,300	-	-	-	-	-	-	305,600	1,281,335
D	T-0206	South East Neighborhood Street Reconstruction	\$ -	-	-	300,300	4,025,300	10,300	-	-	-	-	-	8,346,200	8,346,200
C,D	T-0207	Operating of Zone & Project Facilities	\$ 1,841,286	1,017,819	446,688	350,000	350,000	250,000	-	-	-	-	-	1,646,688	4,505,793
C,D	T-0210	Main Street Enhancements	\$ 2,221,159	1,490,766	535,900	3,530,500	2,025,000	-	-	-	-	-	-	6,091,400	9,803,325
C,D	T-0211	(HCC) Academic Walk Holman (FTA)	\$ 3,304,591	150,044	-	-	-	-	-	-	-	-	-	-	3,454,635
C,D	T-0212	Gray Street Enhanced Pathways	\$ 1,244,745	-	-	-	-	-	-	-	-	-	-	-	1,244,745
C,D	T-0213	Alabama Street Reconstruction	\$ 731,892	-	-	1,340,100	7,020,100	-	-	-	-	-	-	15,380,300	16,112,192
D	T-0214	Caroline Street Reconstruction	\$ 11,133,755	456,512	1,100,100	2,660,100	4,390,000	-	-	-	-	-	-	8,150,200	19,740,467
C	T-0217	Bagby Street Reconstruction	\$ 9,173,533	-	-	-	-	-	-	-	-	-	-	-	9,173,533
C,D	T-0220	Affordable Housing Land Banking Program**	\$ 65,182,451	4,666,665	18,030,000	8,530,000	3,780,000	1,500,000	1,500,000	1,500,000	1,500,000	1,500,000	33,340,000	103,189,116	
C	T-0221	Midtown Park (Superblock)	\$ 9,154,987	3,529,009	2,690,900	3,010,300	510,300	-	-	-	-	-	-	7,232,100	19,916,076
C,D	T-0222	Street Overlay Program (Partnership with COH)	\$ 721,253	-	400,000	550,000	550,000	-	-	-	-	-	-	1,500,000	2,221,253
C,D	T-0223	Safe Sidewalk Program (Partnership with City of Houston)	\$ -	-	100,100	260,100	260,100	-	-	-	-	-	-	620,300	620,300
C	T-0224	HTC Building Maintenance	\$ 73,579	44,847	100,000	150,300	50,300	50,000	50,000	50,000	50,000	50,000	400,600	519,026	
C,D	T-0225	Mobility & Pedestrian Improvements	\$ 428,207	390,032	750,300	505,300	385,300	185,300	-	-	-	-	-	2,011,500	2,829,739
C	T-0228	Houston Fire Museum Plaza	\$ 32,363	-	-	-	-	-	-	-	-	-	-	-	32,363
D	T-0229	Glover Park	\$ 288,046	-	-	-	-	-	-	-	-	-	-	-	288,046
C,D	T-0230	Wheeler St. Pedestrian Enhancements	\$ -	-	525,600	3,770,600	2,720,600	-	-	-	-	-	-	7,016,800	7,016,800
C,D	T-0232	Public and Cultural Facilities***	\$ 756,700	100,000	1,050,000	1,050,000	100,000	100,000	100,000	100,000	100,000	100,000	2,400,000	3,256,700	
C	T-0233	Parking Garage - Midtown Park (Super Block)	\$ 18,686,690	455,789	100,000	520,500	520,500	520,500	520,500	520,500	520,500	520,500	2,182,000	21,324,479	
C,D	T-0234	Parks & Open Spaces	\$ 203,363	158,485	520,300	455,300	505,300	405,300	305,300	305,300	305,300	305,300	2,191,500	2,553,368	
C,D	T-0235	Public Art	\$ -	-	5,300	255,300	255,300	255,300	255,300	255,300	255,300	255,300	1,026,500	1,026,500	
C	T-0236	Bagby Park	\$ 1,793,741	98,493	970,500	255,500	255,500	255,500	255,500	255,500	255,500	255,500	1,992,500	3,884,734	
D	T-0237	Baldwin Park Upgrade	\$ 908,090	-	-	-	-	-	-	-	-	-	-	-	908,090
C	T-0238	3300 Main	\$ 268,402	9,000	-	-	-	-	-	-	-	-	-	-	277,402
C	T-0239	Brazos Street Reconstruction	\$ 866,895	-	-	1,030,100	7,015,100	5,010,100	5,010,100	5,010,100	2,000,000	2,000,000	15,055,300	15,922,195	
C,D	T-0240	Real Estate Development	\$ 2,137,178	-	-	50,000	40,000	600,000	600,000	600,000	600,000	600,000	1,190,000	3,327,178	
D	T-0241	Almeda/Crawford	\$ -	-	-	1,040,100	6,040,100	2,040,100	-	-	-	-	-	9,120,300	9,120,300
C,D	T-0242	Webster Street	\$ -	-	-	-	325,500	520,000	520,000	520,000	520,000	520,000	5,885,500	5,885,500	
C	T-0243	Central Bank Plaza	\$ -	-	-	100,000	100,000	100,000	100,000	100,000	100,000	100,000	400,000	400,000	
C,D	T-0244	Museum District - Main Street Enhancements	\$ -	-	-	100,000	1,400,000	1,500,000	1,500,000	1,500,000	1,500,000	1,500,000	3,000,000	3,000,000	
C,D	T-0245	Museum District - Pedestrian Enhancement	\$ -	-	-	100,000	3,400,000	3,000,000	3,000,000	3,000,000	3,000,000	3,000,000	9,500,000	9,500,000	

Council District	Cip No.	Project	Fiscal Year Planned Appropriations								Cumulative Total (To Date)
			Through 2018	Projected 2019	2020	2021	2022	2023	2024	FY20 - FY24 Total	
C,D	T-0246	Museum District - Mobility Improvements	\$ -	-	-	-	500,000	4,300,000	4,000,000	8,800,000	8,800,000
C,D	T-0247	159/69 CAP Park	\$ -	-	250,000	250,000	5,040,500	5,040,500	-	10,581,000	10,581,000
C	T-0248	Tuam Street	\$ -	-	-	-	785,000	2,545,500	3,545,500	6,876,000	6,876,000
0	T-0249		\$ -	-	-	-	-	-	-	-	-
0	T-0250	FUTURE CIP PROJECT	\$ -	-	-	-	-	-	-	-	-
0	T-0251	FUTURE CIP PROJECT	\$ -	-	-	-	-	-	-	-	-
0	T-0252	FUTURE CIP PROJECT	\$ -	-	-	-	-	-	-	-	-
C,D	T-0299	Concrete Panel Replacement Program	\$ -	-	35,000	35,000	35,000	35,000	22,228,000	140,000	140,000
<b>Totals</b>			<b>\$ 134,905,146</b>	<b>\$ 12,668,118</b>	<b>\$ 27,660,688</b>	<b>\$ 30,354,700</b>	<b>\$ 52,485,100</b>	<b>\$ 39,653,800</b>	<b>\$ 172,382,288</b>	<b>\$ 319,855,552</b>	

Source of Funds	Fiscal Year Planned Appropriations										Cumulative Total (To Date)
	Through 2018	Projected 2019	2020	2021	2022	2023	2024	FY20 - FY24 Total			
TIRZ Funds	107,762,546	12,568,118	10,690,688	23,824,700	49,485,100	37,108,300	18,682,500	139,791,288		260,121,952	
City of Houston	-	-	-	-	-	-	-	-	-	-	
Grants	4,000,000	-	4,000,000	2,000,000	-	-	-	6,000,000		10,000,000	
Other	-	-	11,470,000	2,530,000	1,000,000	-	-	15,000,000		15,000,000	
Bond Proceeds	5,314,757	-	1,500,000	2,000,000	2,000,000	-	-	5,500,000		10,814,757	
<b>Project Total</b>	<b>117,077,303</b>	<b>12,568,118</b>	<b>27,660,688</b>	<b>30,354,700</b>	<b>52,485,100</b>	<b>37,108,300</b>	<b>18,682,500</b>	<b>166,291,288</b>		<b>295,936,709</b>	

Project:		Enhanced Street Lights		City Council District		Key Map:		WBS.:		T-0204	
				C,D		493					
				C,D		62					
Description:		Operating and Maintenance Costs: (\$ Thousands)									
		2020	2021	2022	2023	2024	Total				
		Personnel	-	-	-	-	-	\$			
		Supplies	-	-	-	-	-	\$			
		Svcs. & Chgs.	-	-	-	-	-	\$			
		Capital Outlay	-	-	-	-	-	\$			
		<b>Total</b>	\$	\$	\$	\$	\$	\$			
		FTEs									
Fiscal Year Planned Expenses											
Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
1	Planning	-	-	-	-	-	-	-	-	\$	\$
2	Acquisition	-	-	-	-	-	-	-	-	\$	\$
3	Design	-	-	-	-	-	-	-	-	\$	\$
4	Construction	-	-	-	-	-	-	-	-	\$	\$
5	Equipment	975,078	-	657	45,000	150,000	95,000	-	-	\$ 290,000	\$ 1,265,735
6	Close-Out	-	-	-	-	-	-	-	-	\$	\$
7	Other	-	-	-	5,000	5,300	5,300	-	-	\$ 15,600	\$ 15,600
<b>Other Sub-Total:</b>		-	-	-	5,000	5,300	5,300	-	-	\$ 15,600	\$ 15,600
<b>Total Allocations</b>		\$ 975,078	\$ -	\$ 657	\$ 50,000	\$ 155,300	\$ 100,300	\$ -	\$ -	\$ 305,600	\$ 1,281,335
Source of Funds											
TIRZ Funds		975,078	-	657	50,000	155,300	100,300	-	-	\$ 305,600	\$ 1,281,335
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other Loan		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 975,078	\$ -	\$ 657	\$ 50,000	\$ 155,300	\$ 100,300	\$ -	\$ -	\$ 305,600	\$ 1,281,335



Project:		South East Neighborhood Street Reconstruction				City Council District	Key Map:	WBS.:			T-0206
Project						D	494				
Location:		D				D	Geo. Ref.:	62			
Served:		D				D	Neighborhood:				
Description:		Operating and Maintenance Costs: (\$ Thousands)									
Roadway, infrastructure, and pedestrian improvements to local neighborhood streets bounded by Elgin, LaBranch, Holman, and Chenevert.		2020	2021	2022	2023	2024	Total				
		Personnel	-	-	-	-	-	\$	\$	\$	\$
Justification:		Supplies	-	-	-	-	\$	\$	\$	\$	\$
		Svcs. & Chgs.	-	-	-	-	-	\$	\$	\$	\$
		Capital Outlay	-	-	-	-	\$	\$	\$	\$	\$
		Total	\$	\$	\$	\$	\$	\$	\$	\$	\$
		FTEs									
Fiscal Year Planned Expenses											
Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
1	Planning	-	300,000	-	-	-	-	-	-	\$	\$
2	Acquisition	-	-	-	-	-	-	-	-	\$	\$
3	Design	-	-	-	-	-	-	-	-	\$	\$
4	Construction & Mngt	-	-	-	-	275,000	4,000,000	4,000,000	-	\$	8,275,000
5	Equipment	-	-	-	-	-	-	-	-	\$	\$
6	Close-Out	-	-	-	-	-	-	-	-	\$	\$
7	Other	-	5,300	-	-	25,300	25,300	10,300	10,300	\$	71,200
Other Sub-Total:		-	5,300	-	-	25,300	25,300	10,300	10,300	\$	71,200
Total Allocations		\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Source of Funds											
TIRZ Funds		-	305,300	-	-	300,300	4,025,300	4,010,300	10,300	\$	8,346,200
City of Houston		-	-	-	-	-	-	-	-	\$	\$
Grants		-	-	-	-	-	-	-	-	\$	\$
Other		-	-	-	-	-	-	-	-	\$	\$
Bond Proceeds		-	-	-	-	-	-	-	-	\$	\$
Total Funds		\$	\$	\$	\$	\$	\$	\$	\$	\$	\$

<b>Project:</b> Operating of Zone & Project Facilities		<b>City Council District</b>	<b>Key Map:</b>	494	<b>WBS.:</b>	T-0207
		<b>Location:</b>	<b>Geo. Ref.:</b>			
		<b>Served:</b>	<b>Neighborhood:</b>	62		
<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
<b>Description:</b>	As a direct consequence of an expanding list of projects, particularly park and public space projects, the Zone must provide for operation of the Zone's existing and planned facilities in the near term and in years to come beyond the duration of the Zone. (Operations & maintenance for parks, restaurants and garage.)	2020	2021	2022	2023	2024
<b>Justification:</b>	In order to adequately provide for the operation of those facilities, operation expenditures are included in the project costs in Exhibit 1 attached hereto in an amount of up to 5% of total project costs for the Zone regardless of project cost category.					
		Personnel	-	-	-	-
		Supplies	-	-	-	-
		Svcs. & Chgs.	-	-	-	-
		Capital Outlay	-	-	-	-
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -
		FTEs				

**Fiscal Year Planned Expenses**

Project Allocation	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
<b>Phase</b>										
1 Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4 Construction/Maintenance	1,841,286	1,017,819	1,017,819	446,688	350,000	350,000	250,000	250,000	\$ 1,646,688	\$ 4,505,793
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>	-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Allocations</b>	\$ 1,841,286	\$ 1,017,819	\$ 1,017,819	\$ 446,688	\$ 350,000	\$ 350,000	\$ 250,000	\$ 250,000	\$ 1,646,688	\$ 4,505,793

Source of Funds	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	1,841,286	1,017,819	1,017,819	446,688	350,000	350,000	250,000	250,000	\$ 1,646,688	\$ 4,505,793
City of Houston	-	-	-	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds	-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ 1,841,286	\$ 1,017,819	\$ 1,017,819	\$ 446,688	\$ 350,000	\$ 350,000	\$ 250,000	\$ 250,000	\$ 1,646,688	\$ 4,505,793

<b>Project:</b>		<b>Main Street Enhancements</b>		<b>City Council District</b>		<b>Key Map:</b>		494		<b>WBS.:</b>		T-0210			
<b>Description:</b>		Streetscape enhancements between Pierce and Wheeler including sidewalk improvements with landscaping, lighting, and pedestrian-related infrastructure		<b>Location:</b>		<b>Geo. Ref.:</b>		C,D		<b>Neighborhood:</b>		62			
<b>Justification:</b>		Enhanced streetscapes increase safety and connectivity for pedestrians and encourage additional development along this important corridor.		<b>Operating and Maintenance Costs: (\$ Thousands)</b>											
				2020		2021		2022		2023		2024		Total	
				Personnel		-		-		-		-		\$ -	
				Supplies		-		-		-		-		\$ -	
				Svcs & Chgs.		-		-		-		-		\$ -	
				Capital Outlay		-		-		-		-		\$ -	
				<b>Total</b>		\$ -		\$ -		\$ -		\$ -		\$ -	
				FTEs											

**Fiscal Year Planned Expenses**

Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
1	Planning	88,465	-	-	-	-	-	-	-	\$ -	\$ 88,465
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	402,988	100,000	2,050	500,000	500,000	2,000,000	-	-	\$ 500,000	\$ 905,038
4	Construction & Mgmt.	1,712,606	6,500,000	1,455,738	500,000	3,000,000	2,000,000	-	-	\$ 5,500,000	\$ 8,668,344
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other -	17,100	35,900	32,978	35,900	30,500	25,000	-	-	\$ 91,400	\$ 141,478
	<b>Other Sub-Total:</b>	17,100	35,900	32,978	35,900	30,500	25,000	-	-	\$ 91,400	\$ 141,478
	<b>Total Allocations</b>	\$ 2,221,159	\$ 6,635,900	\$ 1,490,766	\$ 535,900	\$ 3,530,500	\$ 2,025,000	\$ -	\$ -	\$ 6,091,400	\$ 9,803,325

Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	535,900	3,530,500	2,025,000	-	-	\$ 6,091,400	\$ 9,803,325
City of Houston	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Bond Proceeds	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ 535,900	\$ 3,530,500	\$ 2,025,000	\$ -	\$ -	\$ 6,091,400	\$ 9,803,325

<b>Project:</b> (HCC) Academic Walk Holman (FTA) 1000-1500 blocks of Holman, Main to Alameda Holman Pedestrian Enhancements (7 Blocks MRA)		<b>City Council District</b>	<b>Key Map:</b>	<b>WBS.:</b>			
<b>Description:</b> Streetscape and bicycle route enhancements between Spur 527 and Chenevert including sidewalk improvements with landscaping, lighting, and pedestrian-related infrastructure. MRA - Spur 527 to Main and Crawford to Chenevert; HCC - Main to Crawford. (In FY 2015, T-0211 & T0235 were combined.)		C.D	493	T-0211			
<b>Justification:</b> Enhanced streetscape will provide safer connection for pedestrians from METRORail Station to HCC and the nearby culture, entertainment and night life venues. Partnership between Midtown and HCC and is partially funded through a Federal Transit Administration ("FTA") grant		C.D	62				
<b>Operating and Maintenance Costs: (\$ Thousands)</b>							
		2020	2021	2022	2023	2024	Total
	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs						

**Fiscal Year Planned Expenses**

Project Allocation	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
<b>Phase</b>										
1 Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	727,504	-	-	-	-	-	-	-	\$ -	\$ 727,504
4 Construction & Mgmt	2,433,952	650,000	124,044	-	-	-	-	-	\$ -	\$ 2,557,996
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	143,135	10,100	26,000	-	-	-	-	-	\$ -	\$ 169,135
<b>Other Sub-Total:</b>	143,135	10,100	26,000	-	-	-	-	-	\$ -	\$ 169,135

<b>Total Allocations</b>	\$ 3,304,591	\$ 660,100	\$ 150,044	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,454,635
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Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	-	-	-	-	-	\$ -	\$ -
City of Houston	-	-	-	-	-	\$ -	\$ -
Grants	660,000	150,044	-	-	-	\$ 810,044	\$ 810,044
Other	-	-	-	-	-	\$ -	\$ -
Bond Proceeds	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ 660,000	\$ 150,044	\$ -	\$ -	\$ -	\$ 810,044	\$ 810,044

Project: Alabama Street Reconstruction		City Council District		Key Map:		WBS.:				
		Location:		Geo. Ref.:						
		Served:		Neighborhood:						
		2020		2021		2022				
		2023		2024		Total				
<b>Description:</b>	Roadway, infrastructure, and streetscape enhancements to major corridor between Spur 527 and Chenevert. MPA - Spur 527 to Main; HCC - Main to Chenevert. (In FY15, T-0213 & T-0224 were combined.)									
<b>Justification:</b>	Mobility, infrastructure, and pedestrian improvements to create comfortable and safe corridor to better accommodate growing mobility and infrastructure demands. Partnership between Midtown and HCC and is partially funded through a Federal Transit Administration ("FTA") grant.									
		Personnel					\$			
		Supplies					\$			
		Svcs. & Chgs.					\$			
		Capital Outlay					\$			
		<b>Total</b>	\$	\$	\$	\$	\$			
		FTEs								
<b>Fiscal Year Planned Expenses</b>										
Project Allocation	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
<b>Phase</b>										
1 Planning	-	-	-	-	100,000	-	-	-	\$ 100,000	\$ 100,000
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	731,892	-	-	-	1,210,000	-	-	-	\$ 1,210,000	\$ 1,941,892
4 Construction & Mngt	-	-	-	-	-	7,000,000	7,000,000	-	\$ 14,000,000	\$ 14,000,000
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	-	-	-	-	30,100	20,100	20,100	-	\$ 70,300	\$ 70,300
<b>Other Sub-Total:</b>	-	-	-	-	30,100	20,100	20,100	-	\$ 70,300	\$ 70,300
<b>Total Allocations</b>	\$ 731,892	\$ -	\$ -	\$ -	\$ 1,340,100	\$ 7,020,100	\$ 7,020,100	\$ -	\$ 15,380,300	\$ 16,112,192
<b>Source of Funds</b>										
TIRZ Funds	731,892	-	-	-	1,340,100	7,020,100	7,020,100	-	\$ 15,380,300	\$ 16,112,192
City of Houston	-	-	-	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds	-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ 731,892	\$ -	\$ -	\$ -	\$ 1,340,100	\$ 7,020,100	\$ 7,020,100	\$ -	\$ 15,380,300	\$ 16,112,192

<b>Project:</b> Caroline Street Reconstruction		<b>City Council District</b>		<b>Key Map:</b> 493	<b>WBS.:</b> T-0214	
<b>Description:</b>		<b>Location:</b> D	<b>Geo. Ref.:</b>			
<b>Justification:</b>		<b>Served:</b> D	<b>Neighborhood:</b> 62			
<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
		2020	2021	2022	2023	2024
Personnel	Roadway, infrastructure, bicycle, and streetscape enhancements between Pierce and Holman. Complete Streets project includes \$4,000,000 TxDOT and will be bid and constructed by TxDOT. (In FY15, T-0214 & T-0225 were combined).	-	-	-	-	-
Supplies		-	-	-	-	-
Svcs. & Chgs.	Mobility, infrastructure, and pedestrian improvements are part of Complete Streets Program seeking to balance needs of all modes of transportation including automobiles, pedestrians and bicycles with local businesses and on-street parking. Partnership between Midtown and HCC is partially funded through a TxDOT grant.	-	-	-	-	-
Capital Outlay		-	-	-	-	-
<b>Total</b>		\$ -	\$ -	\$ -	\$ -	\$ -
FTEs						

**Fiscal Year Planned Expenses**

Project Allocation	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
<b>Phase</b>										
1 Planning	35,000	-	-	-	-	-	-	-	\$ -	\$ 35,000
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	1,230,000	250,000	-	-	-	-	-	-	\$ -	\$ 1,230,000
4 Construction & Mgmt	9,601,859	1,200,000	436,512	940,000	2,500,000	4,000,000	-	-	\$ 7,440,000	\$ 17,478,371
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other - Legal	266,896	160,100	20,000	160,100	160,100	390,000	-	-	\$ 710,200	\$ 997,096
<b>Other Sub-Total:</b>	266,896	160,100	20,000	160,100	160,100	390,000	-	-	\$ 710,200	\$ 997,096
<b>Total Allocations</b>	\$ 11,133,755	\$ 1,610,100	\$ 456,512	\$ 1,100,100	\$ 2,660,100	\$ 4,390,000	\$ -	\$ -	\$ 8,150,200	\$ 19,740,467

Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	1,818,998	110,100	110,100	456,512	-	2,660,100	\$ 10,425,710
City of Houston	-	-	-	-	-	-	\$ -
Grants	4,000,000	-	-	-	-	-	\$ 4,000,000
Other	-	-	-	-	-	-	\$ -
Bond Proceeds	5,314,757	-	-	-	-	-	\$ 5,314,757
<b>Total Funds</b>	\$ 11,133,755	\$ 110,100	\$ 110,100	\$ 456,512	\$ -	\$ 8,150,200	\$ 19,740,467

<b>Project:</b>	<b>Affordable Housing Land Banking Program**</b>		<b>City Council District</b>	<b>Key Map:</b>	493	<b>WBS.:</b>	T
			<b>Location:</b>	<b>Geo. Ref.:</b>			
			<b>Served:</b>	<b>Neighborhood:</b>	62		
<b>Description:</b>	Land assembly within a targeted area of the City limits to create a diversified inventory of property for development of affordable housing units on such land. The Center for Civic and Public Policy Improvement (CCPPI) is working on a comprehensive plan to create a systematic approach to the provision of affordable housing on land purchased by MRA for that purpose.						
<b>Justification:</b>	Fulfillment of obligation that one-third of the tax increment revenue be used to provide affordable housing within the city. Strategy to acquire vacant and blighted property to return the property to productive reuse and to preserve and protect existing communities.						
			<b>Operating and Maintenance Costs: (\$ Thousands)</b>		2022	2023	2024
	Personnel	-	-	-	-	-	-
	Supplies	-	-	-	-	-	-
	Svcs. & Chgs.	-	-	-	-	-	-
	Capital Outlay	-	-	-	-	-	-
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs						

**Fiscal Year Planned Expenses**

Project Allocation	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total
<b>Phase</b>									
1 Planning	-	500,000	-	-	-	-	-	-	\$ -
2 Acquisition	63,143,731	2,000,000	-	-	-	-	1,000,000	1,000,000	\$ 2,000,000
3 Design	-	1,250,000	983,980	-	-	-	-	-	\$ -
4 Construction	-	-	-	15,000,000	6,750,000	3,000,000	-	-	\$ 24,750,000
5 Equipment	-	-	-	-	-	-	-	-	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -
7 Other	2,038,720	780,000	3,682,685	3,030,000	1,780,000	780,000	500,000	500,000	\$ 6,590,000
									\$ -
									\$ -
									\$ -
<b>Other Sub-Total:</b>	2,038,720	780,000	3,682,685	3,030,000	1,780,000	780,000	500,000	500,000	\$ 6,590,000

<b>Total Allocations</b>	\$ 65,182,451	\$ 4,530,000	\$ 4,666,665	\$ 18,030,000	\$ 8,530,000	\$ 3,780,000	\$ 1,500,000	\$ 1,500,000	\$ 33,340,000
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Source of Funds	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total
TIRZ Funds	65,182,451	530,000	4,666,665	1,060,000	2,000,000	780,000	1,500,000	1,500,000	\$ 6,840,000
City of Houston	-	-	-	-	-	-	-	-	\$ -
Grants	-	-	-	4,000,000	2,000,000	-	-	-	\$ 6,000,000
Other Loan	-	-	-	11,470,000	2,530,000	1,000,000	-	-	\$ 15,000,000
Bond Proceeds	-	4,000,000	-	1,500,000	2,000,000	2,000,000	-	-	\$ 5,500,000
<b>Total Funds</b>	\$ 65,182,451	\$ 4,530,000	\$ 4,666,665	\$ 18,030,000	\$ 8,530,000	\$ 3,780,000	\$ 1,500,000	\$ 1,500,000	\$ 33,340,000

<b>-0220</b>	
	<b>Total</b>
\$	-
\$	-
\$	-
\$	-
\$	-
\$	-
<b>Cumulative Total (To Date)</b>	
\$	-
\$	65,143,731
\$	983,980
\$	24,750,000
\$	-
\$	-
\$	12,311,405
\$	-
\$	-
\$	-
\$	-
\$	12,311,405
<b>\$ 103,189,116</b>	
<b>\$ 76,689,116</b>	
\$	-
\$	6,000,000
\$	15,000,000
\$	5,500,000
\$	103,189,116



Project:		Midtown Park (Superblock)			City Council District		Key Map:		WBS.:		T-0221	
		Location:		C		Geo. Ref.:		493				
		Served:		C		Neighborhood:		62				
Description:		Operating and Maintenance Costs: (\$ Thousands)										
		2020		2021		2022		2023		2024		Total
Mixed-use project including public park and restaurant pads located on Superblock adjacent to the McGowen Street METRORail Station at Main/McGowen intersection. Park will include large lawn, water feature, playground, dog run, and art walk, property including a public park, retail and residential facilities and a public parking garage.		Personnel	-	-	-	-	-	-	-	-	-	\$
		Supplies	-	-	-	-	-	-	-	-	-	\$
		Svcs. & Chgs.	-	-	-	-	-	-	-	-	-	\$
		Capital Outlay	-	-	-	-	-	-	-	-	-	\$
		<b>Total</b>	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
FTEs												
Justification:		Successful parks are a key component of sustainable infrastructure and a healthy vibrant quality of life. This upcoming development will enhance the quality of life for current Midtown resident and business owners by providing new outdoor activity space. It will also become a destination to attract visitors from surrounding communities.										
Fiscal Year Planned Expenses												
Project Allocation		Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)	
Phase												
1 Planning		467,004	-	-	-	-	-	-	-	\$	\$	467,004
2 Acquisition		3,506,306	-	-	-	-	-	-	-	\$	\$	3,506,306
3 Design		1,700,028	-	-	750,000	-	-	-	-	\$	\$	2,450,028
4 Construction & Mgmt		2,997,186	6,000,000	3,237,367	1,750,000	3,000,000	500,000	500,000	500,000	\$	\$	12,484,553
5 Equipment		-	-	-	-	-	-	-	-	\$	\$	-
6 Close-Out		-	-	-	-	-	-	-	-	\$	\$	-
7 Other		484,443	40,900	291,642	190,900	10,300	10,300	10,300	10,300	\$	\$	1,008,185
<b>Other Sub-Total:</b>		<b>484,443</b>	<b>40,900</b>	<b>291,642</b>	<b>190,900</b>	<b>10,300</b>	<b>10,300</b>	<b>10,300</b>	<b>10,300</b>	<b>\$</b>	<b>\$</b>	<b>1,008,185</b>
<b>Total Allocations</b>		<b>\$ 9,154,967</b>	<b>\$ 6,040,900</b>	<b>\$ 3,529,009</b>	<b>\$ 2,690,900</b>	<b>\$ 3,010,300</b>	<b>\$ 510,300</b>	<b>\$ 510,300</b>	<b>\$ 510,300</b>	<b>\$ 7,232,100</b>	<b>\$ 19,916,076</b>	
<b>Source of Funds</b>												
TIRZ Funds		9,154,967	3,640,900	3,529,009	2,690,900	3,010,300	510,300	510,300	510,300	\$	\$	19,916,076
City of Houston		-	-	-	-	-	-	-	-	\$	\$	-
Grants		-	-	-	-	-	-	-	-	\$	\$	-
Other		-	2,400,000	-	-	-	-	-	-	\$	\$	-
Bond Proceeds		-	-	-	-	-	-	-	-	\$	\$	-
<b>Total Funds</b>		<b>\$ 9,154,967</b>	<b>\$ 6,040,900</b>	<b>\$ 3,529,009</b>	<b>\$ 2,690,900</b>	<b>\$ 3,010,300</b>	<b>\$ 510,300</b>	<b>\$ 510,300</b>	<b>\$ 510,300</b>	<b>\$ 7,232,100</b>	<b>\$ 19,916,076</b>	

Project:		Street Overlay Program (Partnership with COH)				City Council District		Key Map:		WBS.:		
Description:		Asphalt overlay of local streets (Tuam, LaBranch, Anita). Partnership with COH Right of Way Maintenance Department.		C.D		493		T-0222				
Served:		C.D		C.D		62						
Justification:		Mobility improvements to extend service life of deteriorated roadway and provide comfortable and safe corridor.										
		Operating and Maintenance Costs: (\$ Thousands)										
		2020		2021		2022		2023		2024		Total
Personnel												\$
Supplies												\$
Svcs. & Chgs.												\$
Capital Outlay												\$
Total		\$		\$		\$		\$		\$		\$
FTEs												
<b>Fiscal Year Planned Expenses</b>												
Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)	
1	Planning	-	-	-	-	-	-	-	-	\$	\$	
2	Acquisition	-	-	-	-	-	-	-	-	\$	\$	
3	Design	-	-	-	-	-	-	-	-	\$	\$	
4	Construction	721,253	500,000	-	350,000	500,000	500,000	-	-	\$ 1,350,000	\$ 2,071,253	
5	Equipment	-	-	-	-	-	-	-	-	\$	\$	
6	Close-Out	-	-	-	-	-	-	-	-	\$	\$	
7	Other	-	50,000	-	50,000	50,000	50,000	-	-	\$ 150,000	\$ 150,000	
<b>Other Sub-Total:</b>		-	50,000	-	50,000	50,000	50,000	-	-	\$ 150,000	\$ 150,000	
<b>Total Allocations</b>		\$ 721,253	\$ 550,000	\$ -	\$ 400,000	\$ 550,000	\$ 550,000	\$ -	\$ -	\$ 1,500,000	\$ 2,221,253	
<b>Source of Funds</b>												
TIRZ Funds		721,253	550,000	-	400,000	550,000	550,000	-	-	\$ 1,500,000	\$ 2,221,253	
City of Houston		-	-	-	-	-	-	-	-	\$	\$	
Grants		-	-	-	-	-	-	-	-	\$	\$	
Other		-	-	-	-	-	-	-	-	\$	\$	
Bond Proceeds		-	-	-	-	-	-	-	-	\$	\$	
<b>Total Funds</b>		\$ 721,253	\$ 550,000	\$ -	\$ 400,000	\$ 550,000	\$ 550,000	\$ -	\$ -	\$ 1,500,000	\$ 2,221,253	

<b>Project:</b>		<b>Safe Sidewalk Program (Partnership with City of Houston)</b>			<b>City Council District</b>	<b>Key Map:</b>	493	<b>WBS.:</b>	T-0223
<b>Description:</b>		Repair and replacement of damaged and missing sidewalks and accessibility ramps throughout the District. Partnership with COH Right of Way Maintenance Department			<b>Location:</b>	<b>Geo. Ref.:</b>			
<b>Justification:</b>		Improvements will increase safety and connectivity for pedestrians.			<b>Served:</b>	<b>Neighborhood:</b>	62		
<b>Operating and Maintenance Costs: (\$ Thousands)</b>									
		2020	2021	2022	2023	2024	<b>Total</b>		
	Personnel	-	-	-	-	-	\$ -		
	Supplies	-	-	-	-	-	\$ -		
	Svcs. & Chgs.	-	-	-	-	-	\$ -		
	Capital Outlay	-	-	-	-	-	\$ -		
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
	FTEs								

**Fiscal Year Planned Expenses**

Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction	-	250,000	-	90,000	250,000	250,000	-	-	\$ 590,000	\$ 590,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	10,100	-	10,100	10,100	10,100	-	-	\$ 30,300	\$ 30,300
<b>Other Sub-Total:</b>		-	10,100	-	10,100	10,100	10,100	-	-	\$ 30,300	\$ 30,300

<b>Total Allocations</b>	\$ -	\$ 260,100	\$ -	\$ 100,100	\$ 260,100	\$ 260,100	\$ 260,100	\$ -	\$ -	\$ 620,300	\$ 620,300
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Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	100,100	260,100	260,100	-	-	\$ 620,300	\$ 620,300
City of Houston	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Bond Proceeds	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ 100,100	\$ 260,100	\$ 260,100	\$ -	\$ -	\$ 620,300	\$ 620,300

<b>Project:</b> HTC Building Maintenance		<b>City Council District</b>	<b>Key Map:</b>			<b>WBS.:</b>	T-0224
		<b>Location:</b> C	<b>Geo. Ref.:</b>				
		<b>Served:</b> C	<b>Neighborhood:</b> 62				
		<b>Operating and Maintenance Costs: (\$ Thousands)</b>					
		2020	2021	2022	2023	2024	Total
<b>Description:</b>	Annual maintenance for Houston Technology Center. Property is owned by MIRA and managed by HTC as the master lease holder. 402 Pierce is approx. 10 years old and 410 Pierce is 8 years old.	-	-	-	-	-	\$ -
<b>Justification:</b>	Contractual obligation to provide maintenance of property to protect quality of the asset.	-	-	-	-	-	\$ -
		-	-	-	-	-	\$ -
		-	-	-	-	-	\$ -
		-	-	-	-	-	\$ -
		-	-	-	-	-	\$ -
		-	-	-	-	-	\$ -
		-	-	-	-	-	\$ -
		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

**Fiscal Year Planned Expenses**

Project Allocation	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
<b>Phase</b>										
1 Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4 Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	73,579	50,300	44,847	100,000	150,300	50,300	50,000	50,000	\$ 400,600	\$ 519,026
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>	73,579	50,300	44,847	100,000	150,300	50,300	50,000	50,000	\$ 400,600	\$ 519,026

<b>Total Allocations</b>	\$ 73,579	\$ 50,300	\$ 44,847	\$ 100,000	\$ 150,300	\$ 50,300	\$ 50,000	\$ 50,000	\$ 400,600	\$ 519,026
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Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds							
City of Houston	100,000	150,300	50,300	50,000	50,000	\$ 400,600	\$ 519,026
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Bond Proceeds	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ 100,000	\$ 150,300	\$ 50,300	\$ 50,000	\$ 50,000	\$ 400,600	\$ 519,026

<b>Project:</b>	<b>Mobility &amp; Pedestrian Improvements</b>		<b>City Council District</b>	<b>Key Map:</b>	<b>WBS:</b>	<b>T-0225</b>
	<b>Description:</b>	Planning for mobility and pedestrian improvements includes periodic maintenance to streetscape enhancements.	<b>Location:</b> C,D	<b>Geo. Ref.:</b>		
	<b>Justification:</b>	Mobility, infrastructure, and pedestrian improvements to create and maintain comfortable and safe corridors which accommodate growing mobility and infrastructure demands.	<b>Served:</b> C,D	<b>Neighborhood:</b> 62		
<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
			2020	2021	2022	2023
	Personnel		-	-	-	-
	Supplies		-	-	-	-
	Svcs. & Chgs.		-	-	-	-
	Capital Outlay		-	-	-	-
	<b>Total</b>		\$ -	\$ -	\$ -	\$ -
	FTEs					
	<b>Total</b>					

**Fiscal Year Planned Expenses**

Project Allocation	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
<b>Phase</b>										
1 Planning	169,160	30,000	-	600,000	350,000	230,000	30,000	30,000	\$ 1,240,000	\$ 1,409,160
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	50,097	-	-	-	-	-	-	-	\$ -	\$ 50,097
4 Construction	20,323	250,000	-	145,000	150,000	150,000	150,000	150,000	\$ 745,000	\$ 765,323
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	188,627	5,300	390,032	5,300	5,300	5,300	5,300	5,300	\$ 26,500	\$ 605,159
<b>Other Sub-Total:</b>	188,627	5,300	390,032	5,300	5,300	5,300	5,300	5,300	\$ 26,500	\$ 605,159
<b>Total Allocations</b>	\$ 428,207	\$ 285,300	\$ 390,032	\$ 750,300	\$ 505,300	\$ 385,300	\$ 185,300	\$ 185,300	\$ 2,011,500	\$ 2,829,739

Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	750,300	505,300	385,300	185,300	185,300	\$ 2,011,500	\$ 2,829,739
City of Houston	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Bond Proceeds	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ 750,300	\$ 505,300	\$ 385,300	\$ 185,300	\$ 185,300	\$ 2,011,500	\$ 2,829,739

<b>Project:</b>	<b>Wheeler St. Pedestrian Enhancements</b>	<b>City Council District</b>	<b>Key Map:</b>	<b>WBS.:</b>	<b>T-0230</b>
<b>Description:</b>	Streetscape enhancements between Spur 527 and US-59 including sidewalk improvements with landscaping, lighting, and pedestrian-related infrastructure, right-of-way acquisition provision for parking.	<b>Location:</b> <b>Served:</b>	<b>Geo. Ref.:</b> <b>Neighborhood:</b>		
		C,D C,D		62	
<b>Justification:</b>	Enhanced streetscape will provide safer connection for pedestrians along planned METRORail expansion route. Project is partially funded through a Federal Transit Administration ("FTA") grant	<b>Operating and Maintenance Costs: (\$ Thousands)</b>			
		2020	2021	2022	2023
	Personnel	-	-	-	-
	Supplies	-	-	-	-
	Svcs. & Chgs.	-	-	-	-
	Capital Outlay	-	-	-	-
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -
	FTEs				

**Fiscal Year Planned Expenses**

Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
1	Planning	-	-	-	100,000	-	-	-	-	\$ 100,000	\$ 100,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	250,000	-	400,000	-	-	-	-	\$ 400,000	\$ 400,000
4	Construction & Mgmt	-	-	-	-	3,750,000	2,700,000	-	-	\$ 6,450,000	\$ 6,450,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	25,600	-	25,600	20,600	20,600	-	-	\$ 66,800	\$ 66,800
	<b>Other Sub-Total:</b>	-	25,600	-	25,600	20,600	20,600	-	-	\$ 66,800	\$ 66,800
	<b>Total Allocations</b>	\$ -	\$ 275,600	\$ -	\$ 525,600	\$ 3,770,600	\$ 2,720,600	\$ -	\$ -	\$ 7,016,800	\$ 7,016,800

Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	-	-	-	-	-	\$ -	\$ -
City of Houston	525,600	3,770,600	2,720,600	-	-	\$ 7,016,800	\$ 7,016,800
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Bond Proceeds	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ -	\$ 3,770,600	\$ 2,720,600	\$ -	\$ -	\$ 7,016,800	\$ 7,016,800

Project: Public and Cultural Facilities***		City Council District		Key Map:		WBS.:		T-0232			
		Location:	C,D	Geo. Ref.:							
		Served:	C,D	Neighborhood:	66						
Description:		Operating and Maintenance Costs: (\$ Thousands)									
Selective grants to new, existing and emerging cultural facilities in Midtown. Museum of Fine Arts is requesting waterline & splash pad grants 2017. Past recipients include Buffalo Soldiers Museum, Asia Society, Houston Museum of African American Culture, and MATCH.  Support of the development and redevelopment of public and cultural facilities to serve as destination anchors and activity generators to increase community gathering opportunities and strengthen the Cultural District as a true destination within Houston.		2020	2021	2022	2023	2024	Total				
		Personnel	-	-	-	-	-	\$	\$		
		Supplies	-	-	-	-	\$	\$			
		Svcs. & Chgs.	-	-	-	-	\$	\$			
		Capital Outlay	-	-	-	-	\$	\$			
		<b>Total</b>	\$	\$	\$	\$	\$	\$			
		FTEs									
Fiscal Year Planned Expenses											
Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
1	Planning	-	-	-	-	-	-	-	-	\$	\$
2	Acquisition	-	-	-	-	-	-	-	-	\$	\$
3	Design	11,700	-	-	-	-	-	-	-	\$	\$ 11,700
4	Construction & Mngt	-	850,000	-	950,000	950,000	-	-	-	\$	\$ 1,900,000
5	Equipment	-	-	-	-	-	-	-	-	\$	\$
6	Close-Out	-	-	-	-	-	-	-	-	\$	\$
7	Other -	745,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	\$	\$ 1,345,000
<b>Other Sub-Total:</b>		745,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	\$	\$ 1,345,000
<b>Total Allocations</b>		\$ 756,700	\$ 950,000	\$ 100,000	\$ 1,050,000	\$ 1,050,000	\$ 100,000	\$ 100,000	\$ 100,000	\$	\$ 3,256,700
Source of Funds											
TIRZ Funds		756,700	950,000	100,000	1,050,000	1,050,000	100,000	100,000	100,000	\$	\$ 3,256,700
City of Houston		-	-	-	-	-	-	-	-	\$	\$
Grants		-	-	-	-	-	-	-	-	\$	\$
Other		-	-	-	-	-	-	-	-	\$	\$
Bond Proceeds		-	-	-	-	-	-	-	-	\$	\$
<b>Total Funds</b>		\$ 756,700	\$ 950,000	\$ 100,000	\$ 1,050,000	\$ 1,050,000	\$ 100,000	\$ 100,000	\$ 100,000	\$	\$ 3,256,700

<b>Project:</b>	<b>Parking Garage - Midtown Park (Super Block)</b>	<b>City Council District</b>	<b>Key Map:</b>	<b>WBS.:</b>	<b>T-1</b>	
<b>Description:</b>	Underground 400 space public parking garage located beneath Midtown Park project on the Superblock. (Camden will fund construction of the public garage. MIRA to provide construction management. MIRA will pay interest only to Camden until completion of garage construction.)	<b>Location:</b> C	<b>Geo. Ref.:</b>			
<b>Justification:</b>	The garage will support mixed-use Midtown Park project and will address significant existing parking demand as well as support future retail and commercial developments.	<b>Served:</b> C	<b>Neighborhood:</b> 62			
<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
		2020	2021	2022	2023	2024
	Personnel	-	-	-	-	-
	Supplies	-	-	-	-	-
	Svcs. & Chgs.	-	-	-	-	-
	Capital Outlay	-	-	-	-	-
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs					

**Fiscal Year Planned Expenses**

Project Allocation	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total
<b>Phase</b>									
1 Planning	-	-	-	-	-	-	-	-	\$ -
2 Acquisition	-	-	-	-	-	-	-	-	\$ -
3 Design	755,797	-	-	-	-	-	-	-	\$ -
4 Construction & Mngt	17,827,843	17,827,843	445,789	90,000	500,000	500,000	500,000	500,000	\$ 2,090,000
5 Equipment	-	-	-	-	-	-	-	-	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -
7 Other - Legal	103,050	270,100	10,000	10,000	20,500	20,500	20,500	20,500	\$ 92,000
<b>Other Sub-Total:</b>	<b>103,050</b>	<b>270,100</b>	<b>10,000</b>	<b>10,000</b>	<b>20,500</b>	<b>20,500</b>	<b>20,500</b>	<b>20,500</b>	<b>\$ 92,000</b>

<b>Total Allocations</b>	\$ 18,686,690	\$ 18,097,943	\$ 455,789	\$ 100,000	\$ 520,500	\$ 520,500	\$ 520,500	\$ 520,500	\$ 2,182,000
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Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total
TIRZ Funds	858,847	1,270,100	455,789	520,500	520,500	\$ 2,182,000
City of Houston	-	-	-	-	-	\$ -
Grants	-	-	-	-	-	\$ -
Other	-	-	-	-	-	\$ -
Bond Proceeds	-	-	-	-	-	\$ -
<b>Total Funds</b>	<b>\$ 858,847</b>	<b>\$ 1,270,100</b>	<b>\$ 455,789</b>	<b>\$ 520,500</b>	<b>\$ 520,500</b>	<b>\$ 2,182,000</b>



<b>1233</b>	
	<b>Total</b>
\$	-
\$	-
\$	-
\$	-
\$	-
<b>Cumulative Total (To Date)</b>	
\$	-
\$	-
\$	755,797
\$	20,363,632
\$	-
\$	-
\$	205,050
\$	-
\$	-
\$	-
\$	-
\$	205,050
\$	21,324,479
<b>3,496,636</b>	
\$	3,496,636
\$	-
\$	-
\$	-
\$	-
\$	3,496,636

<b>Project:</b>	<b>Parks &amp; Open Spaces</b>		<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>		<b>T-0234</b>					
	<b>Location:</b>	C,D			<b>Geo. Ref.:</b>									
	<b>Served:</b>	C,D			<b>Neighborhood:</b>		62							
<b>Description:</b>	Planning and development of plazas, public squares, and landscaping in public right-of-way. Proposed donated parkland to be received in year 2018.													
<b>Justification:</b>	Community open spaces to provide connectivity and mixed uses to key corridors that increase community gathering opportunities and enhance quality of life. The development of these plazas and public squares will complement cultural arts facilities and offer unique identity branding in Midtown.													
			<b>Operating and Maintenance Costs: (\$ Thousands)</b>		<b>2021</b>		<b>2022</b>		<b>2023</b>		<b>2024</b>		<b>Total</b>	
			Personnel	-	-	-	-	-	-	-	-	-	-	\$ -
			Supplies	-	-	-	-	-	-	-	-	-	-	\$ -
			Svcs. & Chgs.	-	-	-	-	-	-	-	-	-	-	\$ -
			Capital Outlay	-	-	-	-	-	-	-	-	-	-	\$ -
			<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
			FTEs	-	-	-	-	-	-	-	-	-	-	-

**Fiscal Year Planned Expenses**

Project Allocation	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
<b>Phase</b>										
1 Planning	-	50,000	-	95,000	50,000	50,000	50,000	50,000	\$ 295,000	\$ 295,000
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	182,570	-	-	-	-	-	-	-	\$ -	\$ 182,570
4 Construction	3,000	700,000	143,236	400,000	400,000	450,000	350,000	250,000	\$ 1,850,000	\$ 1,996,236
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	17,813	5,300	15,249	25,300	5,300	5,300	5,300	5,300	\$ 46,500	\$ 79,562
<b>Other Sub-Total:</b>	17,813	5,300	15,249	25,300	5,300	5,300	5,300	5,300	\$ 46,500	\$ 79,562
<b>Total Allocations</b>	\$ 203,383	\$ 755,300	\$ 158,485	\$ 520,300	\$ 455,300	\$ 505,300	\$ 405,300	\$ 305,300	\$ 2,191,500	\$ 2,553,368

Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	520,300	455,300	505,300	405,300	305,300	\$ 2,191,500	\$ 2,553,368
City of Houston	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Bond Proceeds	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ 520,300	\$ 455,300	\$ 505,300	\$ 405,300	\$ 305,300	\$ 2,191,500	\$ 2,553,368

<b>Project:</b>	<b>Public Art</b>	<b>City Council District</b>	<b>Key Map:</b>	<b>WBS.:</b>	<b>T-0235</b>		
<b>Description:</b>	Planning and development of public art to support Midtown Cultural Arts & Entertainment District designation by the Texas Commission of Arts.	<b>Location:</b>	<b>Geo. Ref.:</b>				
<b>Justification:</b>	Strengthen the Cultural Arts & Entertainment District as a true destination within Houston.	<b>Served:</b>	<b>Neighborhood:</b>				
<b>Operating and Maintenance Costs: (\$ Thousands)</b>							
		2020	2021	2022	2023	2024	Total
	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs	-	-	-	-	-	-

**Fiscal Year Planned Expenses**

Project Allocation	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
<b>Phase</b>										
1 Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	-	50,000	-	-	50,000	50,000	50,000	50,000	\$ 200,000	\$ 200,000
4 Construction	-	200,000	-	200,000	200,000	200,000	200,000	200,000	\$ 800,000	\$ 800,000
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	-	5,300	-	5,300	5,300	5,300	5,300	5,300	\$ 26,500	\$ 26,500
<b>Other Sub-Total:</b>	-	5,300	-	5,300	5,300	5,300	5,300	5,300	\$ 26,500	\$ 26,500
<b>Total Allocations</b>	\$ -	\$ 255,300	\$ -	\$ 5,300	\$ 255,300	\$ 255,300	\$ 255,300	\$ 255,300	\$ 1,026,500	\$ 1,026,500

Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	5,300	255,300	255,300	255,300	255,300	\$ 1,026,500	\$ 1,026,500
City of Houston	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Bond Proceeds	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ 5,300	\$ 255,300	\$ 255,300	\$ 255,300	\$ 255,300	\$ 1,026,500	\$ 1,026,500

<b>Project:</b> Bagby Park		<b>City Council District</b>	<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0236</b>
		<b>Location:</b> C	<b>Geo. Ref.:</b>			
		<b>Served:</b> C	<b>Neighborhood:</b> 62			
<b>Description:</b>	Improvements to MRA-owned public park located at Bagby/Gray intersection. Improvements include a performance stage, lighting, signage, water feature, dog run, and food kiosk.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>				
<b>Justification:</b>	The continued development of new green spaces and the redevelopment of existing green spaces is vital for the creation of a cohesive and vibrant community. Parks and plazas help foster social interactions that define the public realm and urban culture.	2020	2021	2022	2023	2024
	Personnel	-	-	-	-	\$ -
	Supplies	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs					

**Fiscal Year Planned Expenses**

Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	337,973	-	-	50,000	-	-	-	-	\$ 50,000	\$ 387,973
4	Construction & Mngt	1,295,795	200,000	71,293	900,000	250,000	250,000	250,000	250,000	\$ 1,900,000	\$ 3,267,088
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	159,973	-	27,200	20,500	5,500	5,500	5,500	5,500	\$ 42,500	\$ 229,673
	<b>Other Sub-Total:</b>	159,973	-	27,200	20,500	5,500	5,500	5,500	5,500	\$ 42,500	\$ 229,673
	<b>Total Allocations</b>	\$ 1,793,741	\$ 200,000	\$ 98,493	\$ 970,500	\$ 255,500	\$ 255,500	\$ 255,500	\$ 255,500	\$ 1,992,500	\$ 3,884,734

Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	970,500	255,500	255,500	255,500	255,500	\$ 1,992,500	\$ 3,884,734
City of Houston	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Bond Proceeds	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ 970,500	\$ 255,500	\$ 255,500	\$ 255,500	\$ 255,500	\$ 1,992,500	\$ 3,884,734

Project: Brazos Street Reconstruction		City Council District		Key Map:		WBS.:		T-0239		
		Location:	C	Geo. Ref.:						
		Served:	C	Neighborhood:	62					
Description:		Operating and Maintenance Costs: (\$ Thousands)								
Roadway, infrastructure, and streetscape enhancements between St. Joseph and Egin. Greenroads project incorporates Low Impact Development (LID) techniques and environmentally-friendly elements in roadway construction.		2020	2021	2022	2023	2024	Total			
		Personnel	-	-	-	-	-	\$	\$	
Justification:		Supplies	-	-	-	-	\$	\$		
		Svcs. & Chgs.	-	-	-	-	\$	\$		
		Capital Outlay	-	-	-	-	\$	\$		
		Total	\$	\$	\$	\$	\$	\$		
FTEs										
Fiscal Year Planned Expenses										
Project Allocation	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
<b>Phase</b>										
1 Planning	-	-	-	-	-	-	-	-	\$	\$
2 Acquisition	-	-	-	-	-	-	-	-	\$	\$
3 Design	802,982	-	-	-	-	-	-	-	\$	802,982
4 Construction & Mngt	53,613	710,000	-	-	1,010,000	7,000,000	5,000,000	2,000,000	\$ 15,010,000	\$ 15,063,613
5 Equipment	-	-	-	-	-	-	-	-	\$	\$
6 Close-Out	-	-	-	-	-	-	-	-	\$	\$
7 Other - Legal	10,300	20,100	-	20,100	20,100	15,100	10,100	-	\$ 45,300	\$ 55,600
<b>Other Sub-Total:</b>	10,300	20,100	-	-	20,100	15,100	10,100	-	\$ 45,300	\$ 55,600
<b>Total Allocations</b>	\$ 866,895	\$ 730,100	\$	\$	\$ 1,030,100	\$ 7,015,100	\$ 5,010,100	\$ 2,000,000	\$ 15,055,300	\$ 15,922,195
<b>Source of Funds</b>										
TIRZ Funds	866,895	730,100	-	-	1,030,100	7,015,100	5,010,100	2,000,000	\$ 15,055,300	\$ 15,922,195
City of Houston	-	-	-	-	-	-	-	-	\$	\$
Grants	-	-	-	-	-	-	-	-	\$	\$
Other	-	-	-	-	-	-	-	-	\$	\$
Bond Proceeds	-	-	-	-	-	-	-	-	\$	\$
<b>Total Funds</b>	\$ 866,895	\$ 730,100	\$	\$	\$ 1,030,100	\$ 7,015,100	\$ 5,010,100	\$ 2,000,000	\$ 15,055,300	\$ 15,922,195

Project:		Real Estate Development			City Council District		Key Map:		WBS.:		T-0240		
		Location:		C.D		Geo. Ref.:							
		Served:		C.D		Neighborhood:		62					
Description:		Operating and Maintenance Costs: (\$ Thousands)											
		2020	2021	2022	2023	2024	Total						
		Personnel	-	-	-	-	-	-					
		Supplies	-	-	-	-	-	-					
		Svcs. & Chgs.	-	-	-	-	-	-					
		Capital Outlay	-	-	-	-	-	-					
		Total	\$	\$	\$	\$	\$	\$					
		FTEs											
Fiscal Year Planned Expenses													
Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)		
1	Planning	-	-	-	-	-	-	-	-	\$	\$		
2	Acquisition - Block 442	1,970,000	-	-	-	-	-	-	-	\$	\$	1,970,000	
3	Design	-	-	-	-	-	-	-	-	\$	\$		
4	Construction	-	-	-	-	-	-	-	-	\$	\$		
5	Equipment	-	-	-	-	-	-	-	-	\$	\$		
6	Close-Out	-	-	-	-	-	-	-	-	\$	\$		
7	Other - IDS	167,178	50,000	-	-	50,000	40,000	500,000	600,000	\$	\$	1,357,178	
Other Sub-Total:		167,178	50,000	-	-	50,000	40,000	500,000	600,000	\$	\$	1,357,178	
Total Allocations		\$ 2,137,178	\$ 50,000	\$ -	\$ -	\$ 50,000	\$ 40,000	\$ 500,000	\$ 600,000	\$ 1,190,000	\$ 3,327,178		
Source of Funds													
TIRZ Funds		2,137,178	50,000	-	-	50,000	40,000	500,000	600,000	\$ 1,190,000	\$ 3,327,178		
City of Houston		-	-	-	-	-	-	-	-	\$	\$		
Grants		-	-	-	-	-	-	-	-	\$	\$		
Other		-	-	-	-	-	-	-	-	\$	\$		
Bank Loan		-	-	-	-	-	-	-	-	\$	\$		
Bond Proceeds		-	-	-	-	-	-	-	-	\$	\$		
Total Funds		\$ 2,137,178	\$ 50,000	\$ -	\$ -	\$ 50,000	\$ 40,000	\$ 500,000	\$ 600,000	\$ 1,190,000	\$ 3,327,178		

Project: Almeda/Crawford		City Council District		Key Map:		WBS.:		T-0241			
		Location:	D	Geo. Ref.:							
		Served:	D	Neighborhood:	62						
Operating and Maintenance Costs: (\$ Thousands)											
		2020	2021	2022	2023	2024	Total				
<b>Description:</b>		Personnel	-	-	-	-	\$ -				
		Supplies	-	-	-	-	\$ -				
		Svcs. & Chgs.	-	-	-	-	\$ -				
		Capital Outlay	-	-	-	-	\$ -				
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -				
		FTEs	-	-	-	-	-				
Fiscal Year Planned Expenses											
Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction & Mngt	-	-	-	-	1,000,000	6,000,000	2,000,000	-	\$ 9,000,000	\$ 9,000,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	40,100	40,100	40,100	-	\$ 120,300	\$ 120,300
<b>Other Sub-Total:</b>		-	-	-	-	40,100	40,100	40,100	-	\$ 120,300	\$ 120,300
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ -	\$ 1,040,100	\$ 6,040,100	\$ 2,040,100	\$ -	\$ 9,120,300	\$ 9,120,300
<b>Source of Funds</b>											
TIRZ Funds		-	-	-	-	1,040,100	6,040,100	2,040,100	-	\$ 9,120,300	\$ 9,120,300
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ -	\$ 1,040,100	\$ 6,040,100	\$ 2,040,100	\$ -	\$ 9,120,300	\$ 9,120,300

Project: Webster Street		City Council District		Key Map:		WBS.:		T-0242	
		Location: C,D		Geo. Ref.:					
		Served: C,D		Neighborhood: 62					
Operating and Maintenance Costs: (\$ Thousands)									
		2020	2021	2022	2023	2024	2024	2024	Total
<b>Description:</b> Roadway, infrastructure, and streetscape enhancements between Bagby and Chenevert.									
<b>Justification:</b> Mobility, infrastructure, and pedestrian improvements to create comfortable and safe corridors that accommodate growing mobility and infrastructure demands.									
		Personnel	-	-	-	-	-	-	\$
		Supplies	-	-	-	-	-	-	\$
		Svcs. & Chgs.	-	-	-	-	-	-	\$
		Capital Outlay	-	-	-	-	-	-	\$
		<b>Total</b>	\$	\$	\$	\$	\$	\$	\$
		FTEs							
Fiscal Year Planned Expenses									
Project Allocation		2020	2021	2022	2023	2024	2024	FY20 - FY24 Total	Cumulative Total (To Date)
<b>Phase</b>									
1	Planning	-	20,000	-	-	-	-	\$	\$
2	Acquisition	-	-	-	-	-	-	\$	\$
3	Design	-	100,000	305,000	500,000	5,000,000	5,805,000	\$	5,805,000
4	Construction	-	-	-	-	-	-	\$	\$
5	Equipment	-	-	-	-	-	-	\$	\$
6	Close-Out	-	-	20,500	20,000	40,000	80,500	\$	80,500
7	Other	-	-	-	-	-	-	\$	\$
<b>Other Sub-Total:</b>		-	-	-	-	-	-	\$	\$
<b>Total Allocations</b>		\$	\$	\$	\$	\$	\$	\$	\$
<b>Source of Funds</b>									
TIRZ Funds		-	120,000	-	-	-	-	\$	5,885,500
City of Houston		-	-	325,500	520,000	5,040,000	5,885,500	\$	5,885,500
Grants		-	-	-	-	-	-	\$	\$
Other		-	-	-	-	-	-	\$	\$
Bond Proceeds		-	-	-	-	-	-	\$	\$
<b>Total Funds</b>		\$	\$	\$	\$	\$	\$	\$	\$



Project: Central Bank Plaza		City Council District		Key Map:		WBS.:		T-0243					
		Location: C		Geo. Ref.:		Neighborhood: 62							
		Served: C		2021		2022		2023		2024		Total	
Description:		Operating and Maintenance Costs: (\$ Thousands)											
Development of public plaza adjacent to new office redevelopment at 2100 Travis.		Personnel	-	-	-	-	-	-	-	-	-	-	\$
		Supplies	-	-	-	-	-	-	-	-	-	-	\$
		Svcs. & Chgs.	-	-	-	-	-	-	-	-	-	-	\$
		Capital Outlay	-	-	-	-	-	-	-	-	-	-	\$
		<b>Total</b>	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
		FTEs	-	-	-	-	-	-	-	-	-	-	-
Fiscal Year Planned Expenses													
Project Allocation	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)			
<b>Phase</b>													
1 Planning	-	-	-	-	-	-	-	-	\$	\$			
2 Acquisition	-	-	-	-	-	-	-	-	\$	\$			
3 Design	-	-	-	-	-	-	-	-	\$	\$			
4 Construction	-	-	-	-	-	-	-	-	\$	\$			
5 Equipment	-	-	-	-	-	-	-	-	\$	\$			
6 Close-Out	-	-	-	-	-	-	-	-	\$	\$			
7 Other	-	-	-	-	-	-	-	-	\$	\$			
Development Ag. Reimbur	-	100,000	-	-	100,000	100,000	100,000	100,000	\$ 400,000	\$ 400,000			
<b>Other Sub-Total:</b>	-	100,000	-	-	100,000	100,000	100,000	100,000	\$ 400,000	\$ 400,000			
<b>Total Allocations</b>	\$	\$ 100,000	\$	\$	\$ 100,000	\$ 100,000	\$ 100,000	\$ 100,000	\$ 400,000	\$ 400,000			
<b>Source of Funds</b>													
TIRZ Funds	-	100,000	-	-	100,000	100,000	100,000	100,000	\$ 400,000	\$ 400,000			
City of Houston	-	-	-	-	-	-	-	-	\$	\$			
Grants	-	-	-	-	-	-	-	-	\$	\$			
Other	-	-	-	-	-	-	-	-	\$	\$			
Bond Proceeds	-	-	-	-	-	-	-	-	\$	\$			
<b>Total Funds</b>	\$	\$ 100,000	\$	\$	\$ 100,000	\$ 100,000	\$ 100,000	\$ 100,000	\$ 400,000	\$ 400,000			

<b>Project:</b> Museum District - Main Street Enhancements		<b>City Council District</b>	<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0244</b>
		<b>Location:</b> C,D	<b>Geo. Ref.:</b>			
		<b>Served:</b> C,D	<b>Neighborhood:</b>			
<b>Description:</b>	Streetscape enhancements along Main Street in annexed areas of Museum District including sidewalk improvements with landscaping, lighting, and pedestrian-related infrastructure.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>				
<b>Justification:</b>	Enhanced streetscape increases safety and connectivity for pedestrians and encourage additional development along this important corridor.	2020	2021	2022	2023	2024
		Personnel	-	-	-	-
		Supplies	-	-	-	-
		Svcs. & Chgs.	-	-	-	-
		Capital Outlay	-	-	-	-
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -
		FTEs	-	-	-	-

**Fiscal Year Planned Expenses**

Project Allocation	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
<b>Phase</b>										
1 Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	-	100,000	-	-	100,000	400,000	-	-	\$ 500,000	\$ 500,000
4 Construction	-	-	-	-	-	1,000,000	1,500,000	-	\$ 2,500,000	\$ 2,500,000
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>	-	-	-	-	-	-	-	-	\$ -	\$ -

<b>Total Allocations</b>	\$ -	\$ 100,000	\$ -	\$ -	\$ 100,000	\$ 1,400,000	\$ 1,500,000	\$ -	\$ 3,000,000	\$ 3,000,000
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Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	-	100,000	1,400,000	1,500,000	-	\$ 3,000,000	\$ 3,000,000
City of Houston	-	-	-	-	-	\$ -	\$ -
Grant Funds	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Bond Proceeds	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ -	\$ 100,000	\$ 1,400,000	\$ 1,500,000	\$ -	\$ 3,000,000	\$ 3,000,000

\*NOTE:

Project:		Museum District - Pedestrian Enhancement				City Council District		Key Map:		WBS.:		T-0245	
Description:		Location:		Geo. Ref.:		Served:		Neighborhood:					
Justification:		2020		2021		2022		2023		2024		Total	
Pedestrian improvements in annexed area of Museum District.		Personnel		-		-		-		-		\$ -	
		Supplies		-		-		-		-		\$ -	
		Svcs. & Chgs.		-		-		-		-		\$ -	
		Capital Outlay		-		-		-		-		\$ -	
		Total		\$ -		\$ -		\$ -		\$ -		\$ -	
		FTEs											
<b>Fiscal Year Planned Expenses</b>													
Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)		
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -		
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -		
3	Design	-	100,000	-	100,000	100,000	400,000	-	-	\$ 500,000	\$ 500,000		
4	Construction	-	-	-	-	3,000,000	3,000,000	3,000,000	3,000,000	\$ 9,000,000	\$ 9,000,000		
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -		
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -		
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -		
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -		
<b>Total Allocations</b>		\$ -	\$ 100,000	\$ -	\$ -	\$ 100,000	\$ 3,400,000	\$ 3,000,000	\$ 3,000,000	\$ 9,500,000	\$ 9,500,000		
<b>Source of Funds</b>													
TIRZ Funds		-	100,000	-	-	100,000	3,400,000	3,000,000	3,000,000	\$ 9,500,000	\$ 9,500,000		
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -		
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -		
Other		-	-	-	-	-	-	-	-	\$ -	\$ -		
<b>Total Funds</b>		\$ -	\$ 100,000	\$ -	\$ -	\$ 100,000	\$ 3,400,000	\$ 3,000,000	\$ 3,000,000	\$ 9,500,000	\$ 9,500,000		

\*NOTE:

<b>Project:</b>	<b>Museum District - Mobility Improvements</b>		<b>City Council District</b>	<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0246</b>
<b>Description:</b>	Mobility improvements in annexed areas of Museum District.		<b>Location:</b>	C,D	<b>Geo. Ref.:</b>		
<b>Justification:</b>	Mobility improvements to create maintain comfortable and safe corridors which accommodates growing demands.		<b>Served:</b>	C,D	<b>Neighborhood:</b>		
<b>Operating and Maintenance Costs: (\$ Thousands)</b>							
			2020	2021	2022	2023	2024
	Personnel		-	-	-	-	-
	Supplies		-	-	-	-	-
	Svcs. & Chgs.		-	-	-	-	-
	Capital Outlay		-	-	-	-	-
	<b>Total</b>		\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs		-	-	-	-	-

**Fiscal Year Planned Expenses**

Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	500,000	300,000	-	\$ 800,000	\$ 800,000
4	Construction	-	-	-	-	-	-	4,000,000	4,000,000	\$ 8,000,000	\$ 8,000,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -

<b>Total Allocations</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 500,000	\$ 4,300,000	\$ 4,000,000	\$ 8,800,000	\$ 8,800,000
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Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	-	-	500,000	4,300,000	4,000,000	\$ 8,800,000	\$ 8,800,000
City of Houston	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ -	\$ -	\$ 500,000	\$ 4,300,000	\$ 4,000,000	\$ 8,800,000	\$ 8,800,000

<b>Project:</b> I59/69 CAP Park		<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>		<b>T-0247</b>	
<b>Description:</b> Depressed freeway with park at street level		<b>Location:</b> C.D		<b>Geo. Ref.:</b>					
<b>Justification:</b> To create a more walkable community.		<b>Served:</b> C.D		<b>Neighborhood:</b>					
<b>Operating and Maintenance Costs: (\$ Thousands)</b>									
		2020	2021	2022	2023	2024	Total		
Personnel		-	-	-	-	-	\$ -		
Supplies		-	-	-	-	-	\$ -		
Svcs. & Chgs		-	-	-	-	-	\$ -		
Capital Outlay		-	-	-	-	-	\$ -		
<b>Total</b>		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
FTEs									

**Fiscal Year Planned Expenses**

Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
1	Planning	-	-	-	250,000	250,000	-	-	-	\$ 500,000	\$ 500,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction	-	-	-	-	-	5,000,000	5,000,000	-	\$ 10,000,000	\$ 10,000,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	40,500	40,500	-	\$ 81,000	\$ 81,000
<b>Other Sub-Total:</b>		-	-	-	-	-	40,500	40,500	-	\$ 81,000	\$ 81,000

<b>Total Allocations</b>	\$ -	\$ -	\$ -	\$ -	\$ 250,000	\$ 250,000	\$ 5,040,500	\$ 5,040,500	\$ -	\$ 10,581,000	\$ 10,581,000
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Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	-	-	-	-	-	\$ -	\$ -
City of Houston	250,000	250,000	5,040,500	5,040,500	-	\$ 10,581,000	\$ 10,581,000
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ -	\$ -	\$ -	\$ 5,040,500	\$ 5,040,500	\$ 10,581,000	\$ 10,581,000

\*NOTE:

<b>Project:</b> Tuam Street		<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>		<b>T-0248</b>					
		<b>Location:</b> C.D		<b>Geo. Ref.:</b>									
		<b>Served:</b> C.D		<b>Neighborhood:</b> 62									
<b>Description:</b> 4 Blocks of Tuam Street reconstruction		<b>Operating and Maintenance Costs: (\$ Thousands)</b>											
		<b>2020</b>		<b>2021</b>		<b>2022</b>		<b>2023</b>		<b>2024</b>		<b>Total</b>	
<b>Justification:</b> Mobility, infrastructure and pedestrian improvements to create comfortable and safe corridors that accommodate growing mobility and infrastructure demands.		Personnel		-		-		-		-		\$ -	
		Supplies		-		-		-		-		\$ -	
		Svcs. & Chgs.		-		-		-		-		\$ -	
		Capital Outlay		-		-		-		-		\$ -	
		<b>Total</b>		\$ -		\$ -		\$ -		\$ -		\$ -	
		FTEs											

**Fiscal Year Planned Expenses**

Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction	-	-	-	-	750,000	2,500,000	3,500,000	6,750,000	\$ 6,750,000	\$ 6,750,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	35,000	45,500	45,500	126,000	\$ 126,000	\$ 126,000
<b>Other Sub-Total:</b>		-	-	-	-	-	35,000	45,500	45,500	\$ 126,000	\$ 126,000

<b>Total Allocations</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 785,000	\$ 2,545,500	\$ 3,545,500	\$ 6,876,000	\$ 6,876,000
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Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	-	-	785,000	-	-	\$ 785,000	\$ 785,000
City of Houston	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Bond Proceeds	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ -	\$ -	\$ 785,000	\$ -	\$ -	\$ 785,000	\$ 785,000

NOTE:

<b>Project:</b>	<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0249</b>
	<b>Location:</b>		<b>Geo. Ref.:</b>			
	<b>Served:</b>		<b>Neighborhood:</b>			
<b>Description:</b>	<b>Operating and Maintenance Costs: (\$ Thousands)</b>					<b>Total</b>
	2020	2021	2022	2023	2024	
<b>Justification:</b>	Personnel	-	-	-	-	\$ -
	Supplies	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs					

**Fiscal Year Planned Expenses**

Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
	1 Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
	2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
	3 Design	-	-	-	-	-	-	-	-	\$ -	\$ -
	4 Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
	5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
	6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
	7 Other	-	-	-	-	-	-	-	-	\$ -	\$ -
	<b>Other Sub-Total:</b>	-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Source of Funds	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
TIRZ Funds	-	-	-	-	-	\$ -	\$ -
City of Houston	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Project: FUTURE CIP PROJECT		City Council District		Key Map:		WBS.:		T-0250			
Description:		Location:		Geo. Ref.:		Neighborhood:					
Justification:		Served:									
Operating and Maintenance Costs: (\$ Thousands)											
		2020	2021	2022	2023	2024	Total				
Personnel		-	-	-	-	-	\$ -				
Supplies		-	-	-	-	-	\$ -				
Svcs. & Chgs.		-	-	-	-	-	\$ -				
Capital Outlay		-	-	-	-	-	\$ -				
<b>Total</b>		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -				
FTEs											
Fiscal Year Planned Expenses											
Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Source of Funds											
TIRZ Funds		-	-	-	-	-	-	-	-	\$ -	\$ -
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

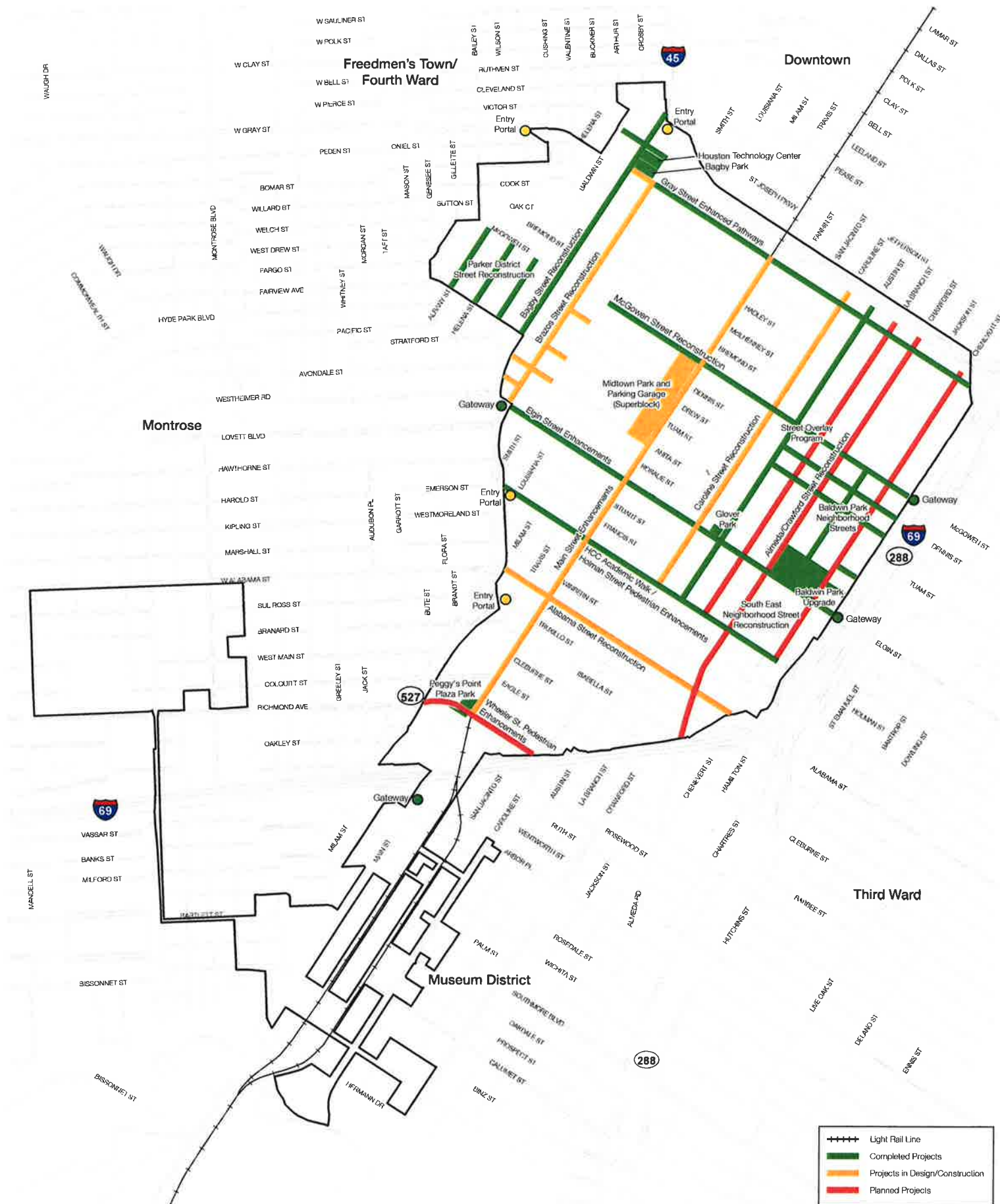


Project: FUTURE CIP PROJECT		City Council District		Key Map:		WBS.:		T-0251			
Description:		Location:		Geo. Ref.:		Neighborhood:					
Justification:		Served:									
		Operating and Maintenance Costs: (\$ Thousands)									
		2020	2021	2022	2023	2024	Total				
	Personnel	-	-	-	-	-	\$ -				
	Supplies	-	-	-	-	-	\$ -				
	Svcs. & Chgs.	-	-	-	-	-	\$ -				
	Capital Outlay	-	-	-	-	-	\$ -				
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -				
	FTEs										
Fiscal Year Planned Expenses											
Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
	<b>Other Sub-Total:</b>	-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Source of Funds											
TIRZ Funds		-	-	-	-	-	-	-	-	\$ -	\$ -
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Project: FUTURE CIP PROJECT		City Council District		Key Map:		WBS.:		T-0252			
Description:		Location:		Geo. Ref.:		Neighborhood:					
Justification:		Served:									
		Operating and Maintenance Costs: (\$ Thousands)									
		2020	2021	2022	2023	2024	Total				
	Personnel	-	-	-	-	-	\$ -				
	Supplies	-	-	-	-	-	\$ -				
	Svcs. & Chgs.	-	-	-	-	-	\$ -				
	Capital Outlay	-	-	-	-	-	\$ -				
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -				
	FTEs										
Fiscal Year Planned Expenses											
Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
	<b>Other Sub-Total:</b>									\$ -	\$ -
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Source of Funds</b>											
	TIRZ Funds	-	-	-	-	-	-	-	-	\$ -	\$ -
	City of Houston	-	-	-	-	-	-	-	-	\$ -	\$ -
	Grants	-	-	-	-	-	-	-	-	\$ -	\$ -
	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
	<b>Total Funds</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Project:		Concrete Panel Replacement Program			City Council District		Key Map:		WBS.:		T-0299											
Description:		Location:		Geo. Ref.:		Served:		Neighborhood:		2020		2021		2022		2023		2024		Total		
Justification:		Operating and Maintenance Costs: (\$ Thousands)																				
Street maintenance program		Personnel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	\$	
		Supplies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	\$
Mobility improvements to extend life of roads.		Svcs. & Chgs.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	\$	
		Capital Outlay	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	\$
Total		\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$
FTEs																						
Fiscal Year Planned Expenses																						
Project Allocation	Phase	Projected Expenses thru 6/30/18	2019 Budget	2019 Estimate	2020	2021	2022	2023	2024	FY20 - FY24 Total	Cumulative Total (To Date)											
1	Planning	-	-	-	-	-	-	-	-	\$	\$											
2	Acquisition	-	-	-	-	-	-	-	-	\$	\$											
3	Design	-	-	-	-	-	-	-	-	\$	\$											
4	Construction	-	-	-	-	-	-	-	-	\$	\$											
5	Equipment	-	-	-	-	-	-	-	-	\$	\$											
6	Close-Out	-	-	-	-	-	-	-	-	\$	\$											
7	Other	35,000	35,000	35,000	35,000	35,000	35,000	35,000	35,000	\$ 140,000	\$ 140,000											
Other Sub-Total:		-	35,000	-	35,000	35,000	35,000	35,000	-	\$ 140,000	\$ 140,000											
Total Allocations		\$	\$ 35,000	\$	\$ 35,000	\$ 35,000	\$ 35,000	\$ 35,000	\$	\$ 140,000	\$ 140,000											
Source of Funds												Total Funds										
TIRZ Funds		-	35,000	-	35,000	35,000	35,000	35,000	-	\$ 140,000	\$ 140,000											
City of Houston		-	-	-	-	-	-	-	-	\$	\$											
Grants		-	-	-	-	-	-	-	-	\$	\$											
Other		-	-	-	-	-	-	-	-	\$	\$											
Total Funds		\$	\$ 35,000	\$	\$ 35,000	\$ 35,000	\$ 35,000	\$ 35,000	\$	\$ 140,000	\$ 140,000											





# Capital Improvement Projects

## Midtown Redevelopment Authority (TIRZ #2)



## Capital Improvements Program

### Parks and Greenspace

#### Midtown Park (SuperBlock)

##### Park Construction

Contractor has completed major construction in front 90 plaza, Main Street streetscape, and service drive. Substantial completion inspections were held in mid-August, and contractor has addressed items identified during inspections. Final completion inspection was held on September 13, 2019, and front 90 plaza, Main Street streetscape, and service drive have now been opened to the public.

Staff and design team are scheduled to meet with front 90 restaurant broker next week to discuss design of food hall.

Front 90 fountain art is currently scheduled to begin installation in November 2019.

##### Pay Applications from Millis

Pay Application	Amount	Date
43	\$180,877.46	July 2019
<b>TOTAL TO DATE</b>	<b>\$17,398,690.86</b>	

##### Change Orders

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

5	\$60,980.08	3	Garage lid waterproofing subcontractor change; Architect requested modifications to sub foundation for berm walls and spread footings to elevate curbs	Approved by MRA Board	
6	\$14,879.19	0	Addition of manhole to replace inactive manhole shown in plans; removal of short segment of garage lid to install utilities	Approved by MRA Board	
7	\$49,377.00	1	Installation of garage lid waterproofing curb detail and ADA ramp shifted from garage contract to park contract; required detailing for VE modifications to sidewalks and site amenities	Approved by MRA Board	
8	(\$44,987.11)	0	VE modifications to 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,	Approved by MRA Board	

			electrical conduit adjustments, overtime allowance		
14	\$106,452.93	11	Rain fountain size modification; Travis Street temporary service driveway; Limestone block changed to granite; Electrical modifications for bird control system; Travis Street storm sewer unforeseen conditions; Front 90 pier drilling debris; Drainage modification at CIP wall 1 and west outcrop wall; Additional steel at pavilion roof \	Approved by MRA Board	
15	\$129,243.70	0	Design modifications to landscaping, rain fountain layout , fountain link seals, McGowen St. utilities, dog park, and pavilion electrical plans	Approved by MRA Board	
16	\$111,456.51	9	Design modifications to pavilion, stair/elevator enclosure, and drainage; A/V allowance; additional work for garage TCO and artwork	Approved by MRA Board	
17	\$121,177.35	12	Work items and activities related to Super Bowl opening (construction impact, maintenance, permits, and overtime work)	Approved by MRA Board	
18	\$58,189.66	12	Design modifications to bayou to relocate overflow drain inlet from irrigation vault	Approved by MRA Board	
19	\$79,698.23	5	Design modifications to bayou piers; additional backfill over garage lid; berm guardrail post modification; guard rail extension at elevator; calm pool reinforcement; bus stop modification	Approved by MRA Board	



20	\$53,377.82	10	Storm drainage modifications and concrete foundation installations for playground sculpture art work	Approved by MRA Board	
21	\$50,517.27	3	Additional bike racks; revised bollards at front 90; front 90 fountain delay; relocate fan at elevator lobby; paver protection during pavilion replacement; electrical for BCycle station; Bayou drainage modifications; delete wall cap at restroom; Camden pavilion sign	Approved by MRA Board	
22	\$0.00	0	Divide the overall project into 3 phases to better manage contractual mechanisms (substantial completion, warranties, maintenance periods, final completion and retainage)	Approved by MRA Board	
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	Approved by MRA Board	

			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		
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*	(\$10,800.00)	0	Substantial completion agreement for South Park; Project time extension due to front 90 issues;	Approved by MRA Board	
30	\$40,855.42	0	Modification to northeast corner of pavilion for drainage; tent anchor replacement; light shield installation; Travis Street sidewalk and curb demolition and curb replacement	Approved by MRA Board	
31*	\$0.00	0	Contract amendment for partial retainage release upon completion of South Park	Approved by MRA Board	
32	\$89,113.96	0	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;	Approved by MRA Board	

			demolition and replacement of Travis Street driveways		
33	\$6,853.64	0	Additional COH permitting costs for south park area; Installation of bollards at dumpster pad; replacement of Camden driveway curbs on Travis Street	Approved by MRA Board	
34	\$53,588.18	0	Design modifications to Front 90 to accommodate fountain location change; X-Ray for cores drilled a tunnel at Front 90; Remove existing bus stop and replace paving.	Approved by MRA Board	
35	\$38,800.95	0	Irrigation design modifications; Paving design modifications at McGowen; Relocation of existing traffic signal at Travis/McGowen METRO bus stop	Approved by MRA Board	
36	\$47,161.12	0	Grading and fill dirt for elevation changes for Main Street streetscape; Sandblasting of letters at CIP art wall; Hydro excavation to locate existing AT&T fiber optic cable along Main Street	Approved by MRA Board	
37	\$102,292.41	0	Front 90 sanitary sewer revision for connection to Main Street; relocation of vent pipe in service drive	Approved by MRA Board	
38	\$67,112.26	0	Landscape revisions along Main Street; Additional drainage inlets in service drive; bollard installations in service drive	Approved by MRA Board	
39	(\$12,223.67)	0	Relocate existing pedestrian pole; remove restaurant electrical service from scope; landscape and		<b>*Board Approval Required</b>

			bollard revisions		
<b>TOTAL</b>	<b>\$1,837,200.07</b>	<b>93</b>			

Budget

Original Contract Amount	Net Change Orders	Contract Sum to Date	Total Earned to Date	Retainage
\$16,491,724.35	\$1,837,200.07	\$18,328,924.42	\$18,014,389.87	\$615,699.01

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

**Bagby Park – Storage and Renovations**

The Bagby Park – Storage and Renovations Project generally includes construction of a storage unit, stage renovations, re-grading the lawn, and installation of additional lighting.

Construction

Contractor has completed stage foundation and backfill. Construction continues on installation of stage lighting and site utilities. Upcoming work includes concrete pours for stage deck and storage foundation slab and demolition of existing landscape drainage.

Pay Applications from Jerdon

Pay Application	Amount	Date
2	\$77,487.45	July 2019
<b>TOTAL TO DATE</b>	<b>\$141,650.93</b>	

Budget

Original Contract Amount	Net Change Orders	Contract Sum to Date	Total Earned to Date	Retainage
\$480,480.00	\$0.00	\$480,480.00	\$157,389.91	\$15,738.99

Schedule

Original Contract Duration (substantial completion)	Days Added by Change Orders	Contract Total Days	Days Used	Days Remaining
210 days	0	210	51	159

## 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

Project currently in one-year maintenance period effective January 9, 2019. Remaining pedestrian crossing markers installation will begin after Camden project completion.

### Pay Applications from SER

Pay Application	Amount	Date
32	\$12,323.50	June 2019
<b>TOTAL TO DATE</b>	<b>\$9,352,428.58</b>	

### Change Orders

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

			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		
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	Approved by MRA Board	

			intersection; buried concrete slab removal		
12	\$338,328.52	41	Pull Box Relocation at McGowen; Additional Concrete at various locations; Remobilization costs due to METRO shutdowns; One-year landscape maintenance	Approved by MRA Board	
<b>TOTAL</b>	<b>\$1,216,466.68</b>	<b>395</b>			

Budget

Original Contract Amount	Net Change Orders	Contract Sum to Date	Total Earned to Date	Retainage
\$8,459,353.00	\$1,216,466.68	\$9,675,819.68	\$9,530,719.47	\$190,614.39

Schedule

Original Contract Duration (substantial completion)	Days Added by Change Orders	Contract Total Days	Days Used	Days Remaining
355 days	395	750	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 has completed waterline laterals installation at Tuam and Anita and storm sewer installation on Hadley between Caroline and Austin. Construction continues on storm inlets at Rosalie and installation of sanitary sewer between Dennis and McGowen Street.

Staff met with COH to discuss funding options for City requested upgrades to the water/sanitary/storm utilities and traffic signals. City will schedule follow up meeting to discuss Caroline Street traffic signal work being added to COH work order jobs.

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	Approved by MRA	

					from 9/11/17-1/31/18 due to time suspension to resolve TCP and utility pole conflicts	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	Approved by MRA Board	
6	\$205,576.28	\$10,176.03	\$215,752.31	0	Waterline revisions related to alignment and grade adjustments to match dimensions in field		<b>*Board Approval Required</b>
7	\$42,792.95	\$2,118.25	\$44,911.20	0	Additional signage and equipment required by COH requested TCP revisions	Approved by MRA Board	
8	\$41,591.52	\$2,058.78	\$43,650.30	0	Additional lateral connections to existing storm sewer on Austin Street	Approved by MRA Board	
9	\$40,868.40	\$2,022.99	\$42,891.39	0	Additional concrete barriers required by TCP revisions	Approved by MRA Board	
10	(pending)						
11	(pending)						
12	(pending)						
13	(pending)						
14	\$41,593.76	\$2,058.89	\$43,652.65	0	Replace existing		<b>*Board</b>



					clay storm sewer pipe during storm sewer installation at Austin/Rosalie		<b>Approval Required</b>
15	\$24,800.92	\$1,227.65	\$26,028.57	0	Replace sanitary manhole and reroute 8" waterline during storm sewer installation at Austin/ Rosalie		<b>*Board Approval Required</b>
16	(pending)						
17	\$2,776.25	\$137.42	\$2,913.67	0	Installation only of pedestrian lighting fixtures		<b>*Board Approval Required</b>
<b>TOTAL</b>	<b>\$747,837.25</b>	<b>\$37,017.94</b>	<b>\$784,855.19</b>	<b>0</b>			





**CONTRACT CHANGE ORDER**

Project: Midtown Park

Date: 8/19/2019  
 Change Order No.: 39  
 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 38	\$1,849,423.74	
	Substantial Completion Date	3/23/2017	Amount of Change Order No. 39	(\$12,223.67)	
	Previously Approved Extension of Time	197	Total Change Orders to Date	\$1,837,200.07	
	Total Time added by this Change Order	0	Revised Contract Amount:	\$18,328,924.42	
	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	253			
	Total Time added by this Change Order	0			
	Revised Substantial Completion Date	11/4/2018			
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 38

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

Zero (0) Front 90 Weather Days since Change Order 38

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

Zero (0) Camden Delay Weather Days since Change Order 38

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

IDS Engineering Group

Owner

Construction Manager

By: \_\_\_\_\_  
 (Date)

By: Carol D. Harrison 8/19/2019  
 (Date)

Millis Development and Construction, Inc.

Walter P. Moore

Contractor

Engineer

By: \_\_\_\_\_  
 (Date)

By: \_\_\_\_\_  
 (Date)

**CONTRACT CHANGE ORDER**

Project: Midtown Park

Date: 8/19/2019  
 Change Order No.: 39  
 Job No.: 1174-005-07  
 Contract No.: 1

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

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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>
<b><u>Relocate Existing Pedestrian Crossing Pole at McGowan and Main Street - COP-00238-02</u></b>					
Scope:	Relocate Existing Pedestrian Crossing Pole at McGowan and Main Street.				
Justification:	Signal was in the middle of the new handicap ramp.				
Time:	Zero (0) days added to the contract				
584	1	LS	\$4,572.03	Relocate Existing Pedestrian Crossing Pole at McGowan and Main Street - COP-00238-02	\$4,572.03
<b><u>Font 90 Electrical Service Wire Deletion - COP-00243-01</u></b>					
Scope:	Delete transformer and wire runs from main electrical service at South Park to future restaurant service area				
Justification:	Removed from scope of contract				
Time:	Zero (0) days added to the contract				
585	1	LS	(\$39,719.67)	Font 90 Electrical Service Wire Deletion - COP-00243-01	(\$39,719.67)
<b><u>Bulletin No. 34 - Changes - COP-00245-01</u></b>					
Scope:	Remove granite curbs. New concrete curb. Landscape Soil. Added plants				
Justification:	Changes per Bulletin No. 34				
Time:	Zero (0) days added to the contract				
586	1	LS	\$12,897.24	Bulletin No. 34 - Changes - COP-00245-01	\$12,897.24
<b><u>Bulletin No. 33 - Revised Bollard Pricing - COP-00246</u></b>					
Scope:	Revision includes a continuous Grade Beam that supports Bollard Type 5				
Justification:	Needed Grade Beam				
Time:	Zero (0) days added to the contract				
587	1	LS	\$10,026.73	Bulletin No. 33 - Revised Bollard Pricing - COP-00246	\$10,026.73

**TOTAL AMOUNT OF CHANGE ORDER NO. 38 (\$12,223.67)**







**CHANGE ORDER NBR. 6**

REPORT DATE: 1/3/2019 3:46:01PM

**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:** \$12,786,469.71  
**PEND ADJ PROJ AMT:** \$12,786,469.71  
**CONTRACTOR:** J.D. ABRAMS, L.P.  
**CO AMOUNT:** \$205,576.28  
**CO TYPE:** NON-PARTICIPATING  
**3RD PARTY AMOUNT:** \$216,358.01  
**APPRV LEVEL:** OVERRIDE

**HIGHWAY:**  
**DISTRICT:**  
**COUNTY:**  
**AREA ENGINEER:**  
**AREA NUMBER:**

CS  
 12  
 HARRIS  
 John Elam, P.E.  
 056

**DESCRIPTION:**  
**REASON:**  
**SECONDARY REASON(S):**

Bid Item Price Adjustments  
 1A - 1A-INCORRECT PS&E (TXDOT DESIGN)

**Functions:**

<input checked="" type="checkbox"/> Extra Work	<input type="checkbox"/> Force Account
<input type="checkbox"/> Zero Dollar	<input type="checkbox"/> Final Quantity
<input checked="" 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	

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

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

CO 06 will be in conjunction to change order number 3 to compensate the contractor for contract items that have been adjusted as part of revised plan sheets in order to install the waterline. The original plan design was incorrect based on the grade, plan and profile in the field. The addition of the revised plan sheets adjusted the grade, plan and profile to match the correct dimensions in the field. As a result of the revised plan sheets this will add the following items to the contract as pricing has increased/decreased due to changes in the plan sheets 20, 21 and 261-268 to properly install additional segments of waterline that were added with the revised plan sheets. This change order will not add plan sheets as they were added as part of change order 3. This change order will compensate the contractor for items that have been adjusted in pricing due to material prices increasing while plan revisions were made.

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

Line No. 0926 5969-2002 WTR MN PVC 6i 20.00 LF \$119.38/LF  
(Original bid Price: \$82.00)  
(Original Bid QTY: 108.00 LF)

Line No. 0931 5969-2003 WTR MN PVC 16i 65.00 LF \$515.43/LF  
(Original bid Price: \$505.00)  
(Original Bid QTY: 64.00 LF)

Line No. 0936 5969-2005 WTR MN PVC 8i 279.00 LF \$177.18/LF  
(Original bid Price: \$175.00)  
(Original Bid QTY: 317.00 LF)

Line No. 0941 5969-2006 WTR MN PVC 12i 24.00 LF \$388.46/LF  
(Original bid Price: \$325.00)  
(Original Bid QTY: 20.00 LF)

Line No. 0946 5969-2015 WTR MN DI 20i 35.00 LF \$723.65/LF  
(Original bid Price: \$715.00)  
(Original Bid QTY: 14.00 LF)

Line No. 0951 5969-2020 WTR MN STL 2i 80.00 LF \$196.65/LF  
(Original bid Price: \$195.00)  
(Original Bid QTY: 11.00 LF)

Line No. 0956 5969-2025 WTR MN DI 24i 3,407.00 LF \$339.83/LF  
(Original bid Price: \$320.00)  
(Original Bid QTY: 3,437.00 LF)

Line No. 0961 5969-2039 CUT/PLUG WTR MN 2i 3.00 EA \$525.12/EA  
(Original bid Price: \$525.00)  
(Original Bid QTY: 2.00 EA)



Line No. 0966 5969-2040 CUT/PLUG WTR MN 6i 2.00 EA \$853.76/EA  
(Original bid Price: \$845.00)  
(Original Bid QTY: 2.00 EA)

Line No. 0971 5969-2041 CUT/PLUG WTR MN 8i 6.00 EA \$942.55/EA  
(Original bid Price: \$930.00)  
(Original Bid QTY: 7.00 EA)

Line No. 0976 5969-2045 CUT/PLUG WTR MN 16i 3.00 EA \$2,755.82/EA  
(Original bid Price: \$2,700.00)  
(Original Bid QTY: 3.00 EA)

Line No. 0981 5969-2059 JCK TUN BORE OR AUG CSG (STL)(30IN) 125.00 LF \$531.94/EA  
(Original bid Price: \$430.00)  
(Original Bid QTY: 125.00 LF)

Line No. 0986 5969-2072 WET CONNECT 2i 2.00 EA \$719.01/EA  
(Original bid Price: \$710.00)  
(Original Bid QTY: 3.00)

Line No. 0991 5969-2074 WET CONNECT 6i 2.00 EA \$1,027.68/EA  
(Original bid Price: \$980.00)  
(Original Bid QTY: 2.00 EA)

Line No. 0996 5969-2075 WET CONNECT 12i 1.00 EA \$1,819.29/EA  
(Original bid Price: \$1,700.00)  
(Original Bid QTY: 1.00 EA)

Line No. 1001 5969-2077 WET CONNECT 16i 1.00 EA \$2,272.21/EA  
(Original bid Price: \$2,100.00)  
(Original Bid QTY: 1.00 EA)

Line No. 1011 5969-2085 FIRE HYDRANT 11.00 EA \$4,310.47/EA  
(Original bid Price: \$4,000.00)  
(Original Bid QTY: 11.00 EA)

Line No. 1016 5969-2086 FIRE HYDR LEAD 6i PVC 74.00 LF \$38.49/LF  
(Original bid Price: \$38.00)  
(Original Bid QTY: 66.00 LF)

Line No. 1031 5969-2115 TAP SLV/VALV 20x20 2.00 EA \$35,204.73/EA  
(Original bid Price: \$32,000.00/EA)  
(Original Bid QTY:

Line No. 1036 5969-2121 SERV LINE SHORT 1.5-2.0i 44.00 EA \$1,718.91/EA  
(Original bid Price: \$1,380.00)  
(Original Bid QTY: 44.00 EA)

Line No. 1041 5969-2124 SERV LINE LONG 5/8-1.0i 49.00 EA \$1,511.68/EA  
(Original bid Price: \$1,250.00)  
(Original Bid QTY: 49.00 EA)

Line No. 1046 5969-2134 WET CONNECTION (8IN) 6.00 EA \$933.83/EA  
(Original bid Price: \$870.00)  
(Original Bid QTY: 6.00 EA)

Line No. 1056 5969-2158 TAP SLV/VALV 30x24 W/BOX 1.00 EA \$37,593.18/EA  
(Original bid Price: \$35,000.00)  
(Original Bid QTY: 1.00 EA)

Line No. 1066 5969-2177 AIR RELEASE VALVE (3IN) 8.00 EA \$36,488.06/EA  
(Original bid Price: \$33,000.00)  
(Original Bid QTY: 8.00 EA)

The following bid items will be underrun as the new adjusted price items were added in place of the original contract bid items.

5969-2001 WTR MN PVC 4i 9.00 LF  
5969-2002 WTR MN PVC 6i 108 LF  
5969-2003 WTR MN PVC 16i -64.00 LF  
5969-2005 WTR MN PVC 8i 317.00 LF  
5969-2006 WTR MN PVC 12i -20.00 LF  
5969-2015 WTR MN DI 20i -14.00 LF  
5969-2020 WTR MN STL 2i -11.00 LF  
5969-2025 WTR MN DI 24i -3,437.00 LF  
5969-2039 CUT/PLUG WTR MN 2i -2.00 EA  
5969-2040 CUT/PLUG WTR MN 6i -2.00 EA  
5969-2041 CUT/PLUG WTR MN 8i -7.00 EA  
5969-2045 CUT/PLUG WTR MN 16i -3.00 EA  
5969-2059 JCK TUN BORE OR AUG CSG (STL )(30IN) -125.00 LF  
5969-2072 WET CONNECT 2i -3.00 EA  
5969-2074 WET CONNECT 6i -2.00 EA  
5969-2075 WET CONNECT 12i -1.00 EA  
5969-2077 WET CONNECT 16i -1.00 EA  
5969-2085 FIRE HYDRANT -11.00 EA  
5969-2086 FIRE HYDR LEAD 6i PVC -66.00 LF  
5969-2115 TAP SLV/VALV 20x20 -2.00 EA  
5969-2121 SERV LINE SHORT 1.5-2.0i -44.00 EA  
5969-2124 SERV LINE LONG 5/8-1.0i -49.00 EA  
5969-2134 WET CONNECTION (8IN) -6.00 EA  
5969-2155 CUT/PLUG WTR MN 0.75i -3.00 EA  
5969-2158 TAP SLV/VALV 30x24 W/BOX -1.00 EA  
5969-2169 BTRFLY VALV 24i replaced W/GATE VALVE 24i -5.00 EA  
5969-2177 AIR RELEASE VALVE (3IN) -8.00 EA

The following bid items will be overrun as a result of the revised plan sheets adjusting the waterline quantities.

0402-2001 TRENCH PROTECTION 467.00 LF

5969-2169 BTRFLY VALV 24i replaced W/GATE VALVE 24i 3 EA

The revisions covered by this proposed change order are estimated to result in overrun of \$206,153.42

**ADDITIONAL TIME NOT NEEDED**

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

**THE CONTRACTOR**

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

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

CONTRACT ITEMS

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

CATG NBR	LINE ITEM	ITEM CODE	SP NBR	DESCRIPTION	UNIT	UNIT PRICE	ORIG + PREV REV QTY	QTY THIS CO	NEW QTY	AMOUNT THIS CO
001	0230	04022001	000	TRENCH EXCAVATION PROTECTION	LF	4.00000	11,299.000	467.000	11,766.000	\$1,868.00
001	0920	59692001	000	WATER MAIN PIPE (PVC)(4IN)	LF	265.00000	9.000	-9.000	0.000	-\$2,385.00
001	0925	59692002	000	WATER MAIN PIPE (PVC)(6IN)	LF	82.00000	108.000	-108.000	0.000	-\$8,856.00
001	0926	59692002	000	WATER MAIN PIPE (PVC)(6IN)	LF	119.38000	0.000	20.000	20.000	\$2,387.60
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid Item Price Adjustment						
001	0930	59692003	000	WATER MAIN PIPE (PVC)(16N)	LF	505.00000	64.000	-64.000	0.000	-\$32,320.00
001	0931	59692003	000	WATER MAIN PIPE (PVC)(16N)	LF	515.43000	0.000	65.000	65.000	\$33,502.95
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid item Price Adjustment						
001	0935	59692005	000	WATER MAIN PIPE (PVC)(8IN)	LF	175.00000	317.000	-317.000	0.000	-\$55,475.00
001	0936	59692005	000	WATER MAIN PIPE (PVC)(8IN)	LF	178.18000	0.000	279.000	279.000	\$49,712.22
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid item Price Adjustment						
001	0940	59692006	000	WATER MAIN PIPE (PVC)(12IN)	LF	325.00000	20.000	-20.000	0.000	-\$6,500.00
001	0941	59692006	000	WATER MAIN PIPE (PVC)(12IN)	LF	388.46000	0.000	24.000	24.000	\$9,323.04
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid item Price Adjustment						
001	0945	59692015	000	WATER MAIN PIPE (DIJ)(20IN)	LF	715.00000	14.000	-14.000	0.000	-\$10,010.00
001	0946	59692015	000	WATER MAIN PIPE (DIJ)(20IN)	LF	723.65000	0.000	35.000	35.000	\$25,327.75
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid item Price Adjustment						
001	0950	59692020	000	WATER MAIN PIPE (STL)(2IN)	LF	195.00000	11.000	-11.000	0.000	-\$2,145.00
001	0951	59692020	000	WATER MAIN PIPE (STL)(2IN)	LF	196.65000	0.000	80.000	80.000	\$15,732.00
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid item Price Adjustment						
001	0955	59692025	000	WATER MAIN PIPE (DIJ)(24IN)	LF	320.00000	3,437.000	-3,437.000	0.000	-\$1,099,840.00
001	0956	59692025	000	WATER MAIN PIPE (DIJ)(24IN)	LF	339.83000	0.000	3,407.000	3,407.000	\$1,157,800.81
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid item Price Adjustment						
001	0960	59692039	000	CUT AND PLUG WATER MAIN (2IN)	EA	525.00000	2.000	-2.000	0.000	-\$1,050.00
001	0961	59692039	000	CUT AND PLUG WATER MAIN (2IN)	EA	525.12000	0.000	3.000	3.000	\$1,575.36
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid item Price Adjustment						

001	0965	59692040	000	CUT AND PLUG WATER MAIN (6IN)	EA	845.00000	2.000	-2.000	0.000	-1,690.00
001	0966	59692040		CUT AND PLUG WATER MAIN (6IN)	EA	853.76000	0.000	2.000	2.000	\$1,707.52
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid Item Price Adjustment						
001	0970	59692041	000	CUT AND PLUG WATER MAIN (8IN)	EA	930.00000	7.000	-7.000	0.000	-6,510.00
001	0971	59692041		CUT AND PLUG WATER MAIN (8IN)	EA	942.55000	0.000	6.000	6.000	\$5,655.30
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid Item Price Adjustment						
001	0975	59692045	000	CUT AND PLUG WATER MAIN (16IN)	EA	2,700.00000	3.000	-3.000	0.000	-8,100.00
001	0976	59692045		CUT AND PLUG WATER MAIN (16IN)	EA	2,755.82000	0.000	3.000	3.000	\$8,267.46
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid Item Price Adjustment						
001	0980	59692059	000	JCK TUN BOR OR AUG CSG(STL)(30IN)	LF	430.00000	125.000	-125.000	0.000	-53,750.00
001	0981	59692059		JCK TUN BOR OR AUG CSG(STL)(30IN)	LF	531.94000	0.000	125.000	125.000	\$66,492.50
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid Item Price Adjustment						
001	0985	59692072	000	WET CONNECTION (2IN)	EA	710.00000	3.000	-3.000	0.000	-2,130.00
001	0986	59692072		WET CONNECTION (2IN)	EA	719.01000	0.000	2.000	2.000	\$1,438.02
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid Item Price Adjustment						
001	0990	59692074	000	WET CONNECTION (6IN)	EA	980.00000	2.000	-2.000	0.000	-1,960.00
001	0991	59692074		WET CONNECTION (6IN)	EA	1,027.68000	0.000	2.000	2.000	\$2,055.36
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid Item Price Adjustment						
001	0995	59692075	000	WET CONNECTION (12IN)	EA	1,700.00000	1.000	-1.000	0.000	-1,700.00
001	0996	59692075		WET CONNECTION (12IN)	EA	1,819.29000	0.000	1.000	1.000	\$1,819.29
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid Item Price Adjustment						
001	1000	59692077	000	WET CONNECTION (16IN)	EA	2,100.00000	1.000	-1.000	0.000	-2,100.00
001	1001	59692077		WET CONNECTION (16IN)	EA	2,272.21000	0.000	1.000	1.000	\$2,272.21
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid Item Price Adjustment						
001	1010	59692085	000	FIRE HYDRANT	EA	4,000.00000	11.000	-11.000	0.000	-44,000.00
001	1011	59692085		FIRE HYDRANT	EA	4,310.47000	0.000	11.000	11.000	\$47,415.17
		ADDTL CO DESCR 1		CO #6						
		ADDTL CO DESCR 2		Bid Item Price Adjustment						
001	1015	59692086	000	FIRE HYDRANT LEAD (6IN)(PVC)	LF	38.00000	66.000	-66.000	0.000	-2,508.00
001	1016	59692086		FIRE HYDRANT LEAD (6IN)(PVC)	LF	38.49000	0.000	74.000	74.000	\$2,848.26
		ADDTL CO DESCR 1		CO #6						

ADDTL CO DESCR 2	Bid Item Price Adjustment								
001 1030	59692115	000	TAPPING SLEEVE AND VALVE (20IN X 20IN)	EA	32,000.00000	2,000	-2,000	0,000	-\$64,000.00
001 1031	59692115		TAPPING SLEEVE AND VALVE (20IN X 20IN)	EA	35,204.73000	0,000	2,000	2,000	\$70,409.46
	ADDTL CO DESCR 1		CO #6						
	ADDTL CO DESCR 2		Bid Item Price Adjustment						
001 1035	59692121	000	SERV LINE(SHORT SIDE)(1-1/2IN TO 2IN)	EA	1,380.00000	44,000	-44,000	0,000	-\$60,720.00
001 1036	59692121		SERV LINE(SHORT SIDE)(1-1/2IN TO 2IN)	EA	1,718.91000	0,000	44,000	44,000	\$75,632.04
	ADDTL CO DESCR 1		CO #6						
	ADDTL CO DESCR 2		Bid Item Price Adjustment						
001 1040	59692124	000	SERV LINE(LONG SIDE)(5/8IN TO 1IN)	EA	1,250.00000	49,000	-49,000	0,000	-\$61,250.00
001 1041	59692124		SERV LINE(LONG SIDE)(5/8IN TO 1IN)	EA	1,511.68000	0,000	49,000	49,000	\$74,072.32
	ADDTL CO DESCR 1		Co #6						
	ADDTL CO DESCR 2		Bid Item Price Adjustment						
001 1045	59692134	000	WET CONNECTION (8IN)	EA	870.00000	6,000	-6,000	0,000	-\$5,220.00
001 1046	59692134		WET CONNECTION (8IN)	EA	933.83000	0,000	6,000	6,000	\$5,602.98
	ADDTL CO DESCR 1		CO #6						
	ADDTL CO DESCR 2		Bid Item Price Adjustment						
001 1050	59692155	000	CUT AND PLUG WATER MAIN (3/4")	EA	540.00000	3,000	-3,000	0,000	-\$1,620.00
001 1055	59692158	000	TAPPING SLV AND VALVE(30IN X 24IN)W/BOX	EA	35,000.00000	1,000	-1,000	0,000	-\$35,000.00
001 1056	59692158		TAPPING SLV AND VALVE(30IN X 24IN)W/BOX	EA	37,593.18000	0,000	1,000	1,000	\$37,593.18
	ADDTL CO DESCR 1		CO #6						
	ADDTL CO DESCR 2		Bid Item Price Adjustment						
001 1060	59692169	000	BUTTERFLY VALVE (24")	EA	16,000.00000	5,000	3,000	8,000	\$48,000.00
001 1065	59692177	000	AIR RELEASE VALVE (3 INCHES)	EA	33,000.00000	8,000	-8,000	0,000	-\$264,000.00
001 1066	59692177		AIR RELEASE VALVE (3 INCHES)	EA	36,488.06000	0,000	8,000	8,000	\$291,904.48
	ADDTL CO DESCR 1		CO #6						
	ADDTL CO DESCR 2		Bid Item Price Adjustment						

CHANGE ORDER AMOUNT

\$205,576.28









**CHANGE ORDER NBR.**

**14**

**REPORT DATE: 6/7/2019 9:50:10AM**

**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:** \$12,911,722.58  
**PEND ADJ PROJ AMT:** \$12,911,722.58  
**CONTRACTOR:** J.D. ABRAMS, L.P.  
**CO AMOUNT:** \$41,593.76  
**CO TYPE:** NON-PARTICIPATING  
**3RD PARTY AMOUNT:** \$41,593.76  
**APPRV LEVEL:** OVERRIDE

**HIGHWAY:**  
**DISTRICT:**  
**COUNTY:**  
**AREA ENGINEER:**  
**AREA NUMBER:**

CS  
12  
HARRIS  
John Elam, P.E.  
056

**DESCRIPTION:**  
**REASON:**  
**SECONDARY REASON(S):**

CO14: Storm Sewer at Rosalie Street and Austin Street  
2A - 2A-DIFFER SITE CONDITION (UNFORESEEABLE)

**Functions:**

- Extra Work
- Zero Dollar
- Overrun/Underrun
- Time Adjustment
- Stock Account
- Force Account
- Final Quantity
- Change Project Limits
- Delete/Add CSJ

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

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

The subject change order will add one (1) Unique Item 9608-2005 to reimburse the contractor for replacing storm sewer pipe.

During the installation of the new 30" RCP at the intersection of Rosalie Street and Austin Street, an existing clay storm sewer pipe was revealed to be in bad condition. RFI No. 35 was submitted and the Engineer of Record (EOR) said the existing 15" storm sewer pipe needed to be replaced with a new 15" HDPE storm sewer pipe. As directed by the EOR, the contractor installed the new 15" HDPE storm sewer pipe. The City of Houston (COH) stopped the work stating that the HDPE pipe was not COH approved material. The contractor stopped working until the COH approved for a new N12 HP pipe to be installed.

Per TxDOT Project Manager, the change order is for the replacement of a lateral for the storm sewer at the intersection of Austin Street and Rosalie Street. The lateral originally ran from the manhole at the center of the intersection to the inlet at southwest corner of the intersection. However, the pipe was cracked throughout the entire length of the lateral all the way to the manhole. It was decided that the new lateral would be run into the new 30" RCP instead of replacing the storm sewer the entire length from the inlet to the manhole.

The Contractor notified TxDOT in attached correspondence dated March 7, 2019 (#094) about the financial and schedule impact the work would have on the project. The work has been tracked by TxDOT and the Contractor to arrive at the agreed upon cost. The TxDOT Project Manager has verified labor hours, material and equipment used to accomplish the extra work.

Per the 2014 TxDOT Standard Specifications Book, Item 9 Measurement and Payment, Article 7 Payment for Extra Work and Force Account Method, the Contractor is requesting to be reimbursed for work performed to replace and reconnect an existing 15" storm sewer pipe at the intersection of Rosalie Street and Austin Street in accordance with COH Specifications.

The following Unique Item of work will be added to the contract and does not have an average low bid. Based upon the contractor's backup documentation, the North Harris Area Office has determined pricing to be fair and reasonable for the work performed.

LINE 4024 9608-2005 UNIQUE CHANGE ORDER ITEM 5 1 EA \$41,593.76 DOL = LS  
Replace and Reconnect existing 15" storm sewer pipe at Rosalie Street  
(No low bid price)  
CO#14

The revision covered by this change order will result in an overrun of funds authorized for the project in the amount of \$41,593.76. This change order is associated with a third party amount 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 third party amount is \$43,652.65.

**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 charges for time, overhead and profit; or loss of compensation as a result of this change and that this agreement is made in accordance Item 4 and the Contract. Exceptions should be noted in explanation above."

**THE CONTRACTOR**

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

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

CONTRACT ID 091271003

CHANGE ORDER NBR. 14

Page 4 of 4

CONTRACT ITEMS

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

CATG NBR	LINE ITEM	ITEM CODE	SP NBR	DESCRIPTION	UNIT	UNIT PRICE	ORIG + PREV REV QTY	QTY THIS CO	NEW QTY	AMOUNT THIS CO
001	4024	96082005		UNIQUE CHANGE ORDER ITEM 5 CO#14 Replace & Reconnect existing 15" sewer pipe at Rosalie	DOL	41,593.76000	0.000	1.000	1.000	\$41,593.76
<b>CHANGE ORDER AMOUNT</b>										<b>\$41,593.76</b>







**CHANGE ORDER NBR. 15**

REPORT DATE: 6/7/2019 10:13:27AM

**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:** \$12,911,722.58  
**PEND ADJ PROJ AMT:** \$12,911,722.58  
**CONTRACTOR:** J.D. ABRAMS, L.P.  
**CO AMOUNT:** \$24,800.92  
**CO TYPE:** NON-PARTICIPATING  
**3RD PARTY AMOUNT:** \$24,800.92  
**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 checked="" 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:** CO15: Sanitary Manhole at Rosalie Street and Austin Street  
**REASON:** 2A - 2A-DIFFER SITE CONDITION (UNFORESEEABLE)  
**SECONDARY REASON(S):**

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

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

The subject change order will add one (1) Unique Item 9608-2006 to reimburse the contractor to replace sanitary manhole and reroute 8" waterline.

During excavation for the proposed 30" RCP and concrete collar connection on Rosalie Street at Austin Street, an existing cast in place sanitary sewer manhole was located along the edge of the trench zone. Upon excavation for the storm sewer pipe, the manhole bedding fell out from under the manhole, causing the manhole to collapse and fall into the trench. Because of this, the Contractor was forced to replace the manhole. However, because modern day construction codes for TxDOT and the City of Houston (COH) do not allow cast in place brick manhole, a precast manhole had to be installed. Precast manholes have a standard size of 48" diameter. The existing conditions of the trench zone would not allow for this installation. An existing 8" waterline was less than 12" from the existing manhole before it was removed. In order to install the precast manhole, the waterline had to be rerouted to allow for a 16" clearance between the waterline and manhole, as per the COH Specifications.

The Contractor notified TxDOT in attached correspondence dated March 7, 2019 (#094) about the financial and schedule impact the work would have on the project. The work has been tracked by TxDOT and the Contractor to arrive at the agreed upon cost and the TxDOT Project Manager has verified labor hours, material and equipment used to accomplish the extra work.

The following Unique Item of work will be added to the contract and does not have an average low bid. Based upon the contractor's backup documentation, the North Harris Area Office has determined pricing to be fair and reasonable for the work performed.

LINE 4025 9608-2006 UNIQUE CHANGE ORDER ITEM 5 1 EA \$24,800.92 DOL = LS  
 Sanitary Manhole at Rosalie Street  
 (No low bid price)  
 CO#15

The revision covered by this change order will result in an overrun of funds authorized for the project in the amount of \$24,800.92. This change order is associated with a third party amount 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 third party amount is \$26,028.57.



**ADDITIONAL TIME NOT NEEDED**

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

**THE CONTRACTOR**

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

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

CONTRACT ID 091271003

CHANGE ORDER NBR. 15

Page 3 of 3

CONTRACT ITEMS

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

CATG NBR	LINE ITEM	ITEM CODE	SP NBR	DESCRIPTION	UNIT	UNIT PRICE	ORIG + PREV REV QTY	QTY THIS CO	NEW QTY	AMOUNT THIS CO
001	4025	96082006		UNIQUE CHANGE ORDER ITEM 6 CO15: Sanitary Manhole at Rosalie and Austin Street	DOL	24,800.92000	0,000	1,000	1,000	\$24,800.92

CHANGE ORDER AMOUNT \$24,800.92







**CHANGE ORDER NBR. 17**

**REPORT DATE: 8/16/2019 12:27:27PM**

**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:** \$12,911,722.58  
**PEND ADJ PROJ AMT:** \$12,911,722.58  
**CONTRACTOR:** J.D. ABRAMS, L.P.  
**CO AMOUNT:** \$2,776.25  
**CO TYPE:** NON-PARTICIPATING  
**3RD PARTY AMOUNT:** \$2,776.25  
**APPRV LEVEL:** OVERRIDE

**HIGHWAY:**  
**DISTRICT:**  
**COUNTY:**  
**AREA ENGINEER:**  
**AREA NUMBER:**

CS  
 12  
 HARRIS  
 John Elam, P.E.  
 056

**DESCRIPTION:**  
**REASON:**  
**SECONDARY REASON(S):**

CO17: Install Lighting Fixtures  
 4B - 4B-3RD PARTY REQUEST FOR ADDITIONAL WORK

**Functions:**

- Extra Work
- Zero Dollar
- Overrun/Underrun
- Time Adjustment
- Stock Account
- Force Account
- Final Quantity
- Change Project Limits
- Delete/Add CSJ

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

The project plans call for the reconstruction of a concrete roadway consisting of a 2-lane roadway with curb and gutter, curb side parking lanes, storm sewer, water lines, sanitary sewer lines, bike lanes, landscape and street lighting improvements. The limits are from Elgin Street to Pierce Street in Harris County, Texas, a total of 0.689 miles.

The subject change order will add one (1) Unique Change Order Item 9608-2018 to the contract to reimburse the contractor for the installation of Lighting Fixtures.

This change order came at the request of Midtown Management District. To cut the cost on the project, Midtown agreed to provide all materials associated with the requested Bega lights. The Contractor was to pick up the materials from Midtown and install the lighting fixtures. If there was any damage or problems with the materials provided by Midtown, the cost to repair would be separate. The Contractor will not provide a warranty for their materials unless there is an issue with installation.

The prices are quoted per each fixture and pole installed. The price for the foundation is quoted with the agreement that Midtown will furnish the anchor bolts that should come with the poles. The bolts will need to be provided before any construction can start on the lighting work. The price difference between the LC and LD lighting is due to the delayed response and breaking up the lighting package.

Attached are Special Specification 2223 Light Fixtures and Light Poles Description:

- Lighting Fixture LA
  - o Proposed pedestrian lights on Caroline Street from Elgin Street to Pierce Street.
- Lighting Fixture LB
  - o Proposed tree illumination lights on Caroline Street from Elgin Street to Pierce Street.

This change order will reimburse the Contractor for the installation of LA and LB Lighting Fixtures per the revised Traffic Signal Plan. The revised plans do not specify a quantity of fixtures; therefore, the proposal is based on a quantity of one (1) for each item within.

LINE 4037 9608-2018 UNIQUE CHANGE ORDER ITEM 18 1 EA \$2,776.25 DOL = LS  
Installation only – Type LA and LB Lighting Fixtures  
(No low bid price)  
CO#17

The revision covered by this change order will result in an overrun of funds authorized for the project in the amount of \$2,776.25. This change order is associated with a third party amount 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 third party amount is \$2,913.67.

**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 \_\_\_\_\_

CHANGE ORDER NBR. 17

CONTRACT ID 091271003

CONTRACT ITEMS

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

CATG NBR	LINE ITEM	ITEM CODE	SP NBR	DESCRIPTION	UNIT	UNIT PRICE	ORIG + PREV REV QTY	QTY THIS CO	NEW QTY	AMOUNT THIS CO
001	4037	96082018		UNIQUE CHANGE ORDER ITEM 18	DOL	2,776.25000	0.000	1.000	1.000	\$2,776.25

CO#17

CO DESCR

ADDTL CO DESCR 1

ADDTL CO DESCR 2

Per Midtown Request Install Type LA and LB Lighting Fixtures

(No Low Bid Price)

CHANGE ORDER AMOUNT \$2,776.25