



midtown
H O U S T O N

**MIDTOWN REDEVELOPMENT AUTHORITY/
TIRZ#2
BOARD OF DIRECTORS MEETING
January 28, 2021**



**MIDTOWN REDEVELOPMENT AUTHORITY
and**

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

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

Notice is hereby given that the Board of Directors of the Midtown Redevelopment Authority (the "Authority") will hold a **joint regular** meeting, open to the public, with the Board of Directors of the Midtown Reinvestment Zone to be held on **Thursday, January 28, 2021 at 12:30 P.M.** To attend the Midtown Redevelopment Authority meeting via video communication please use the following URL: <https://midtownhouston.webex.com/midtownhouston/j.php?MTID=ma50b1fbc863ee4d12fd3ea602f84296e> or * dial **US Toll Free 1-844-992-4726**; when prompted enter access code **146 404 8185 #** and join as a participant to consider and take action upon the matters listed below. 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:

*** In accordance with section 418.016 of the Texas Government Code, as amended, the Texas Governor has temporarily suspended certain open meeting statutes that require government officials and members of the public to be physically present at a specified meeting location. As a result, governmental entities, such as the Authority and the Zone, are permitted to meet via telephonic meeting. Members of the public are invited to join the telephonic meeting and may make public comments during the public comment portion of the agenda. For an electronic copy of agenda documents, please refer to the following link: <https://midtownhouston.com/affiliated-organizations/mra/board/>.**

AGENDA

1. Call to Order and Introduction of Guests.
2. Public Comment.
3. Consent Agenda for the Midtown Reinvestment Zone:
 - a. Minutes for December 17, 2020.
4. Consent Agenda for the Authority:
 - a. Minutes for December 17, 2020;
 - b. Monthly financial reports for December 31, 2020;
 - c. Invoices from Trustee and Operating Accounts for January 2021; and
 - d. Updated Midtown Investment Policy.

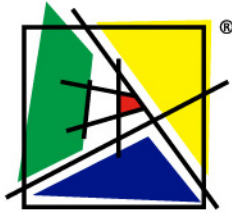
5. Amended and Restated Employee Policies Manual and Administrative Procedures Manual.
6. Lease Relating to 402 and 410 Pierce Buildings.
7. Ion District and Development Agreement.
8. Midtown Affordable Housing Program:
 - a. Affordable Housing Operations Center;
 - i. Change Orders;
 - b. Amended and Restated Affordable Housing Initiative Services Agreement;
 - c. Affordable Housing Development Update.
9. Midtown Affordable Housing Operations Campus Parking Garage:
 - a. Purchase and Sale Agreement between Midtown (Seller) and Old Spanish Trail/Alameda Corridors Redevelopment Authority (Buyer)
 - b. Lease Agreement between Old Spanish Trail/Alameda Corridors Redevelopment Authority (Landlord) and Midtown (Tenant)
10. Midtown Capital Improvements Program:
 - a. Parks and Greenspace - Walter P Moore / Design Workshop
 - i. 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.
11. 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.

12. Adjourn.


Matt Thibodeaux

Executive Director MT/ks



midtown
HOUSTON

ZONE CONSENT AGENDA

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

December 17, 2020

A Special Meeting of the Board of Directors (the “Board”) of Reinvestment Zone Number Two, City of Houston, Texas (the “Zone”) was held **Thursday, December 17, 2020 at 12:30 P.M.** via video and telephonic conferencing. The meeting was open to the public. The roll of the duly appointed members of the Board was called, to-wit:

<u>Pos. #</u>	<u>Name</u>	<u>Pos. #</u>	<u>Name</u>
1	Camille Foster	6	Abe Goren
2	Donald Bond	7	Caton M. Fenz
3	Vacant	8	John Thomas
4	Michael Murphy	9	Zoe Middleton
5	Al Odom		

and all the above were present except Director Murphy and Thomas.

Also in attendance were Midtown Staff members: Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, David Thomas, Madeline Pena, Marlon Marshall, Mark Sullivan, and Cynthia Alvarado; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Jennifer Curley of City of Houston; Drew Masterson and Kristin Blomquist of Masterson Advisors, LLC; Joy Fitzgerald, Algenita Scott Davis and Angie Gomez of CCPPI; Rachel Ray of Walter P. Moore; Ryan LaVasseur and Sam Dike of Rice Management Company; Roberta Burroughs of Roberta Burroughs & Associates; Sean Haley the Interim Executive Director of CCPPI; Zack Martin of MCMD , Gary Bernard of 2016 Main; Theodore Andrews of Third Ward CDC and other attendees - Ed Pettitt, Brian Van Tubergen, Bryson Grover, Willie Green, Robert Bradford, Monica Aizpurra, David Aaronson, Wendy Arias, Brain C. Jackson, Keyan Shelton, Scott Irby, Taylor Risien, John Mudd, Bill Haley, Uyiosa Elegon, Ben Hemdon-Miller, Milo Mar Cabello, Keith E. Cornelires, James Llamas, Jaison Oliver, Andrew Pavelich, and Nohely Vargas. There were 62 attendees on the call; eight (8) of the attendees failed to introduce themselves and therefore their identities were unknown.

CONSENT AGENDA FOR THE MIDTOWN REINVESTMENT ZONE.

MINUTES FOR NOVEMBER 19, 2020.

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 Bond and carried by unanimous vote.

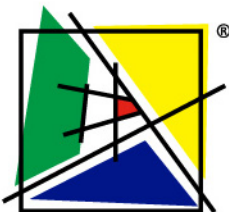
ADJOURNMENT

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

Caton Fenz, Assistant. Secretary

Date

DRAFT



midtown
HOUSTON

MRA
CONSENT AGENDA

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

December 17, 2020

A Special Meeting of the Board of Directors (the “Board”) of the Midtown Redevelopment Authority (the “Authority”) was held via video and telephonic conferencing on Thursday, December 17, 2020 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	Donald Bond	7	Caton M. Fenz
3	Vacant	8	John Thomas
4	Michael F. Murphy	9	Zoe Middleton
5	Al Odom		

and all the above were present except Director Murphy and Thomas.

Also in attendance were Midtown Staff members: Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, David Thomas, Madeline Pena, Marlon Marshall, Mark Sullivan, and Cynthia Alvarado; Barron F. Wallace of Bracewell LLP; Peggy Foreman of Burney & Foreman; Jennifer Curley of City of Houston; Drew Masterson and Kristin Blomquist of Masterson Advisors, LLC; Joy Fitzgerald, Algenita Scott Davis and Angie Gomez of CCPPI; Rachel Ray of Walter P. Moore; Ryan LaVasseur and Sam Dike of Rice Management Company; Roberta Burroughs of Roberta Burroughs & Associates; Sean Haley the Interim Executive Director of CCPPI; Zack Martin of MCMD , Gary Bernard of 2016 Main; Theodore Andrews of Third Ward CDC and other attendees - Ed Pettitt, Brian Van Tubergen, Bryson Grover, Willie Green, Robert Bradford, Monica Aizpurra, David Aaronson, Wendy Arias, Brain C. Jackson, Kevan Shelton, Scott Irby, Taylor Risien, John Mudd, Bill Haley, Uyiosa Elegon, Ben Herndon-Miller, Milo Mar Cabello, Keith E. Cornelires, James Llamas, Jaison Oliver, Andrew Pavelich, and Nohely Vargas. There were 62 attendees on the call; eight (8) of the attendees failed to introduce themselves and therefore their identities were unknown.

Chairman Odom called the meeting to order and welcomed the guests. He announced, that the meeting was being recorded and stated that **“In accordance with section 418.016 of the Texas Government Code, as amended, the Texas Governor has temporarily suspended certain open meeting statutes that require government officials and members of the public to be physically present at a specified meeting location. As a result, governmental entities, such as the Authority and the Zone, are permitted to meet via telephonic meeting. Members of the public are invited to join the telephonic meeting and may make public comments during the public comment portion of the agenda.”**

Matt Thibodeaux, Executive Director, announced the death of Midtown employee and Security Coordinator, Mark Leija and expressed condolences to his family and loved ones. He asked for a moment of silence to acknowledge and honor the life of Mark Leija.

PUBLIC COMMENTS:

Ryan M. LaVasseur, Managing Director of Direct Real Estate for Rice Management Company and Sam Dike gave an update on construction, management and leasing of the Rice ION project.

Jaison Oliver spoke in favor of a Community Benefits Agreement and asked that any funding Agreement between the Authority and Rice Management Company not be approved unless Rice Management Company signs a Community Benefits Agreement.

Juliosa Elegon outlined certain communications with Rice Management Company and also asked that the Board make it a condition of any Agreement with Rice Management Company that Rice Management Company sign a Community Benefits Agreement exclusively with Houston Coalition for Equitable Economic Development (“HCEED”).

Ben Herndon-Miller asked that the Rice Management Company be required to sign a Community Benefits Agreement exclusively with HCEED.

Willie Green asked that the MRA Board consider requiring Rice Management Company to sign a Community Benefits Agreement with HCEED before considering any request from Rice Management Company for funding.

Kandi Schramm announced that Theodore Andrews previously signed up to give public comments but did not respond when called upon to do so.

CONSENT AGENDA FOR THE AUTHORITY:

MINUTES FOR NOVEMBER 19, 2020;

MONTHLY FINANCIAL REPORTS FOR NOVEMBER 30, 2020;

INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR DECEMBER 2020;

Executive Director Thibodeaux presented the consent agenda. Director Goren made a motion to approve the consent agenda as presented. The motion was seconded by Director Bond and carried by unanimous vote.

INVESTMENT REPORT QUARTER ENDING SEPTEMBER 30, 2020.

Matt Thibodeaux, Executive Director and Investment Officer, presented the Investment Report for the quarter ending September 30, 2020 reporting an average interest yield of .2058% and total interest earned for the quarter of \$18,674.30. Director Fenz made a motion to approve the Investment Report for the Quarter Ending September 30, 2020. The motion was seconded by Director Bond and carried by unanimous vote.

LEASE RELATING TO 402 AND 410 PIERCE BUILDING.

The Chair announced that this matter would be discussed in the executive session pursuant to Section 551.72 of the Texas Government Code

MIDTOWN AFFORDABLE HOUSING PROGRAM:

AFFORDABLE HOUSING OPERATIONS CENTER:

Marlon Marshall reported on the status of construction of the Affordable Housing Operations Center. He stated that construction continues on the Operations Center and that materials needed for installation of the exterior skin of the building has been delayed by U.S. Customs at the Port of Houston for approximately 30 days and that the Contractor is unsure when the materials will be released, however the Contractor is continuing to move forward with construction. Mr. Marshall also reported that there was a theft of copper wire and HVAC equipment from the residential units. He stated that the Contractor has filed a police report and has increased security at the construction site. He further stated that these 2 events would result in a delay in completion of the and that currently construction is expected to be completed in February or March of 2021. Mr. Marshall also reported that agents for CCPPI are in the process of negotiations with a first floor anchor tenant.

CHANGE ORDERS

Mr. Marshall presented a Change Order to the contract with Kirksey Architecture, Inc. for interior design and permitting services for all of level 2 and part of level 5 in the amount of \$202,685.60. Director Fenz made a motion to approve the Change Order to the contract with Kirksey Architecture, Inc. for design and permitting services for all of level 2 and part of level 5 in the amount of \$202,685.60. The motion was seconded by Director Goren and carried by unanimous vote.

AMENDED AND RESTATED AFFORDABLE HOUSING INITIATIVE SERVICES AGREEMENT;

Barron Wallace, of Bracewell, LLP, presented the Amended and Restated Affordable Housing Initiative Services Agreement with CCPPI. He reported that the agreement provides for a three (3) year extension with an increased Scope of Services and increased performance metrics and reporting requirements. . Director Goren made a motion to approve the Amended and Restated Affordable Housing Initiative Services Agreement with CCPPI. The motion was seconded by Director Bond. Following all discussion, the motion carried by unanimous vote.

AFFORDABLE HOUSING DEVELOPMENT UPDATE.

Todd Edwards, Real Estate Asset Manager, gave an update regarding the sale of land to Cole Klein Builders LLC and Agape Homes for construction of 9 and 4 single family affordable homes, respectively. He also reported that the team was working to finalize sale of land to Mayberry Homes, Inc. for Phase I consisting of construction of 5 single family affordable homes. Mr. Edwards noted that the affordable housing team was updating 2 RFP's for multi-family affordable housing development. Finally, reported that the Law-Harrington Senior Living Center 2222 Cleburne consisting of 112 rental units, activity center and clinic is almost complete and that the grand opening expected in the first quarter of 2021.

MIDTOWN CAPITAL IMPROVEMENTS PROGRAM:

PARKS AND GREENSPACE - WALTER P MOORE / DESIGN WORKSHOP

BAGBY PARK – STORAGE AND RENOVATIONS

Mr. Marshall reported that the contractor and staff are addressing punch list items to complete the Bagby Park improvements included waiting for fabrication of protective cages for the HVAC equipment. He further reported that the kiosk tenant submitted their plans to the City of Houston for permitting. Finally, he reported that the team is currently working with Midtown Parks Conservancy to coordinate public access to certain park amenities while the kiosk is under construction.

CHANGE ORDERS

Mr. Marshall presented Change Order #9 for installation of landscaping behind the stage in the amount of \$8088.47. Director Goren made a motion to approve Change Order #9 for installation of landscaping behind the stage in the amount of \$8088.47. The motion was seconded by Director Fenz and carried by unanimous vote.

CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the Contractor for the Caroline Street Reconstruction Project continues to make progress on the construction of Caroline Street. He reported that the Contractor is in the process of switching the traffic over to the eastern lanes.

CHANGE ORDERS

Mr. Marshall presented Change Orders:

Change Order #37 in the amount of \$64,876.04 for sanitary sewer bypass equipment to keep the existing sanitary sewer lines operational during construction. Director Fenz made a motion to approve Change Order #37 in the amount of \$64,876.04 for sanitary sewer bypass equipment to keep the existing sanitary sewer lines operational during construction. The motion was seconded by Director Goren and carried by unanimous vote.

Change Order #41 in the amount of \$258,671.16 for time adjustments of \$2,600 per day for 95 additional working days for project overhead costs. Mr. Marshall reminded the Board that the 95 additional working days were previously approved by the Board. Director Fenz made motion to approve Change Order #41 in the amount of \$258,671.16 for time adjustments of \$2,600 per day for 95 additional working days for project overhead costs. The motion was seconded by Director Bond. Following all discussion, and the motion carried by unanimous vote.

Change Order #43 in the amount of \$65,348.50 for time adjustments of \$2,600 per day for 24 additional working days for project overhead costs due to AT&T manhole conflict impact on concrete installations. Director Fenz made a motion to approve Change Order #43 in the amount of \$65,348.50 for time adjustments of \$2,600 per day for 24 additional working days for project overhead costs due to AT&T manhole conflict impact on concrete installations. The motion was seconded by Director Bond and carried by unanimous vote.

FTA GRANT PROGRAM - THE GOODMAN CORPORATION.

Mr. Marshall advised the Board that the Staff is working with The Goodman Corporation in planning for future grant opportunities. The is also reviewing The Goodman proposal for a revised Scope of Services which will be presented at a future Board meeting.

Executive Session

The Board entered Executive Session at 1:34 p.m. to discuss a real estate matter pursuant to Section 551.072 of the Texas Government Code to discuss a Lease relating to 402 & 410 Pierce. Upon completion of the Executive Session, the Board returned to open session at 1:54 p.m. Board Chair Odom announced that no action would be taken on this item.

Caton Fenz, Assistant Secretary

Date

Midtown Redevelopment Authority

Profit & Loss

July through December 2020

Jul - Dec 20

Ordinary Income/Expense

Income

400000 · Revenue & Support

400009 · City of Houston Tax Increment	2,996,189.80
400010 · HISD Tax Increment	1,578,090.68
400012 · HCC	1,670,587.00
400020 · Reimb Off Exp & Staff	295,872.75
400025 · Interest-Debt Service & Reserve	4,847.49
400026 · Interest-Other Bond Funds	5,576.04
400029 · Interest - Affordable Housing	7,372.93
400030 · Interest-Operating Funds	10,484.31
400032 · Other Revenue	53.73

Total 400000 · Revenue & Support	6,569,074.73
----------------------------------	--------------

Total Income	6,569,074.73
--------------	--------------

Gross Profit	6,569,074.73
--------------	--------------

Expense

500000 · BOND FUND EXPENSES

500419 · Camden Int.	550,783.82
505000 · T-0220 Afford.Hous Lnd Bk Prg	
500037 · Operations Center	-324.75

Total 505000 · T-0220 Afford.Hous Lnd Bk Prg	-324.75
----------------------------------------------	---------

Total 500000 · BOND FUND EXPENSES	550,459.07
-----------------------------------	------------

510000 · INCREMENT PROJECTS/EXPENSE

510008 · T-0220 Afford Housing Land Bnk	
510013 · T-0220 Affordable Housing Legal	43,939.67
510017 · T-0220 Drainage Fees	5,576.82
512001 · T-0220 Aff Hous Expense	1,240,082.49
512003 · Operations Center (3117 Emancipation Ave & 3112 St	11,040,247.41

Total 510008 · T-0220 Afford Housing Land Bnk	12,329,846.39
-----------------------------------------------	---------------

510019 · T-0214 Caroline St	605,703.25
-----------------------------	------------

510024 · T-0204 Infrastruc/Street Lights	628.96
------------------------------------------	--------

510041 · CIP Program Expenses	94,723.24
-------------------------------	-----------

510043 · T-0234 Parks & Open Space & Mob	35,693.46
------------------------------------------	-----------

510044 · T-0236 Bagby Park	237,284.91
----------------------------	------------

510045 · T-0224 HTC I - Bldg Maintenance	14,426.14
------------------------------------------	-----------

510046 · T-0221 Midtown Pk	97,981.52
----------------------------	-----------

510048 · T-0240 Acquisitions Block 442	2,589.00
----------------------------------------	----------

510050 · T-0210 Main Street Enhancements	2,292.80
------------------------------------------	----------

510102 · HMAAC Interest Expense	17,474.68
---------------------------------	-----------

510400 · KIOS at Bagby Park	20,400.00
-----------------------------	-----------

510534 · T-0225 Mobility & Pedest Imprv	52,220.39
-----------------------------------------	-----------

510700 · Municipal Services Costs	781,263.00
-----------------------------------	------------

511000 · Legal	26,097.50
----------------	-----------

Total 510000 · INCREMENT PROJECTS/EXPENSE	14,318,625.24
-------------------------------------------	---------------

550000 · General & Admin. Expense

Midtown Redevelopment Authority

Profit & Loss

July through December 2020

	Jul - Dec 20
550002 · Contract Labor	29,664.00
550003 · Rent Expense (Additional office space)	32,080.00
550004 · Salaries	
550014 · Health Insurance	59,612.88
550015 · AFLAC	1,548.42
550017 · 401K	210.00
550018 · Life Insurance	144.68
550004 · Salaries - Other	787,770.09
Total 550004 · Salaries	849,286.07
5500047 · Overtime	
550007 · Courier Service	3,639.86
550008 · Office Supply & Expense	1,917.56
550009 · Misc Exp	163.18
550010 · Telephone & Utilities	
550110 · Cellular Service	958.30
550113 · Drainage fee	2,178.06
550010 · Telephone & Utilities - Other	9,594.33
Total 550010 · Telephone & Utilities	12,730.69
550012 · Postage	499.34
550020 · Int Expense BBVA (Int Expense BBVA)	35,669.32
550022 · Bank Charges & Fees	13,916.21
550023 · Trust Expenses	8,835.80
550025 · Professional Services	67,388.37
550026 · Accounting Consultants	307.50
550027 · Financial Audit (Audit Services)	37,000.00
550028 · Legal Consultants	120,313.18
550031 · HTC Bldg Maintenance	312.76
550032 · Engineering Consultants	3,231.25
550034 · Equip Rent & Lease Expense	4,624.14
550036 · Licenses & Fees	4.00
550037 · Workman's Comp Insurance	2,125.20
550038 · Insurance - All	102.00
550039 · Computers & Repairs & Maint	19,850.48
550044 · Payroll Expense & PR Tax Exp	
550045 · Payroll Fees	10,400.64
550047 · Soc Sec - Medicare	54,395.72
550050 · Depreciation Expense	145,753.04
550052 · Depre Expense-Midtown Park	212,161.72
550053 · Deprec Expense-Works of Art	9,677.04
550061 · Public Relations	75,000.00
Total 550000 · General & Admin. Expense	1,751,049.07
550051 · Dep Exp - Midtown Park/Garage	154,032.64
600000 · Bond Related Expenses	
550055 · Amort Bond Prem	-195,351.44
560038 · 11 Bond Series Interest Expense	25,866.68

Midtown Redevelopment Authority

Profit & Loss

July through December 2020

	<u>Jul - Dec 20</u>
560039 · 2013 Bond Series Int Expense	369,956.32
560040 · 2015 Bond Int Expense	130,379.16
560041 · 2017 Bond Int Expense	606,541.60
560042 · 2020 Bond Int Exp	<u>214,083.45</u>
Total 600000 · Bond Related Expenses	1,151,475.77
999999 · SUSPENSE (flow through account)	<u>16.52</u>
Total Expense	<u>17,925,658.31</u>
Net Ordinary Income	<u>-11,356,583.58</u>
Net Income	<u><u>-11,356,583.58</u></u>

DRAFT

Midtown Redevelopment Authority

Balance Sheet

As of December 31, 2020

Dec 31, 20

ASSETS

Current Assets

Checking/Savings

101001 · Wells Fargo Ope Acctg 64040	6,636,747.72
101002 · Infrastructure Projects 1731	952.67
101010 · WF Surplus Acct 63943	1,288.07
101020 · WF FTA Enhanced Path 63919	60.09
102200 · Logic Operating Account (Investment Account)	5,057,234.72
103200 · TexStar Operating Acct 1111	6,950.40
103600 · Wells Fargo Oper Inves 63901	731.02
103700 · WF Operating Saving 3215777180	45,322.82
104000 · Affordable Housing Accounts	
104021 · WF Afford Hous 3927	242,751.03
104022 · WF Pilot Program 3935	344.30
104116 · TexStar Aff. Hsng MM 1800	2,014.32
104200 · Logic Affordable Housing (Investment Account)	292,482.11
1043000 · BBVA USA	1,084,560.22
Total 104000 · Affordable Housing Accounts	<u>1,622,151.98</u>

105000 · Trustee Investments

105001 · Pledge Revenue Fund 422885	
105100 · Pledge Revenue Fund -422885	56,116.32
Total 105001 · Pledge Revenue Fund 422885	<u>56,116.32</u>
105002 · Debt Service Fund	
105200 · BNY-Debt Service Fund 422896	7,662,306.02
Total 105002 · Debt Service Fund	<u>7,662,306.02</u>
105003 · Reserve Fund 422897	
105302 · Reserve Fund Money Mkt 422897	45.06
105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fund)	7,423,137.81
Total 105003 · Reserve Fund 422897	<u>7,423,182.87</u>
105009 · Austin Park Maint. Fund 422919	
105901 · Austin Park Money Market Acct.	3,582.05
Total 105009 · Austin Park Maint. Fund 422919	<u>3,582.05</u>

107000 · BOND FUNDS

107009 · BNY-TICR AFF HSG 693802	48.59
107012 · BNY 443264 2011 Escrow	9.99
107018 · LOGIC 2017 PROJECT FUND (Trust Account 7487592004)	3,080,036.10
107019 · LOGIC 2017 AFFORDABLE HOUSING (Trust Account 74875	-48.59
Total 107000 · BOND FUNDS	<u>3,080,046.09</u>

Total 105000 · Trustee Investments

18,225,233.35

Total Checking/Savings

31,596,672.84

Accounts Receivable

170000 · Accounts Receivable

170008 · KIOS	-6,400.00
170010 · Midtown Management District	149,685.52
170011 · Midtown Parks Conservancy	772,817.38

Midtown Redevelopment Authority

Balance Sheet

As of December 31, 2020

	Dec 31, 20
170020 · HX Houston Exponential AR	8,711.28
170021 · HTC BUILTOUT	338,285.67
170050 · MRA AHF	327,341.32
170051 · Constuction and Repairs	2,668,848.08
170060 · Fourth Ward Redevelopment Autho (Expense Reimbursement)	9,020.12
Total 170000 · Accounts Receivable	4,268,309.37
Total Accounts Receivable	4,268,309.37
Total Current Assets	35,864,982.21
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	-2,334,304.51
150065 · Land - HTC Phase II	697,219.00
150066 · Houston Tech Center II	2,816,117.96
150067 · Accum.Deprec. HTC Phase I	-2,005,863.56
150069 · Land - Bagby Park	1,318,870.15
150070 · BagbyPark	2,453,218.83
150071 · Accum.Deprec. BagbyPark	-1,340,548.83
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	-67,739.30
150078A · Midtown (Superblock) Garage	13,784.20
150078B · Midtown (Superblockj) Park	4,598,895.40
150078C · Midtown Garage - Depreciable As	
1500781 · Acc Depre - Midtown Garage	-1,309,277.48
150078C · Midtown Garage - Depreciable As - Other	23,104,895.00
Total 150078C · Midtown Garage - Depreciable As	21,795,617.52
150078D · Midtown Park - Depreciable Asse	
1500782 · Acc Depre Midtown Park	-1,909,455.04
150078D · Midtown Park - Depreciable Asse - Other	19,094,553.00
Total 150078D · Midtown Park - Depreciable Asse	17,185,097.96
150079B · Works of Art - Donated	725,778.00
150080 · Land (Resale) (Land purchase for resale)	
150081 · Earnest Money	35,686.18
150082 · Option Fees	10,700.00
150803 · Affordable Housing Legal	113,550.45
150804 · Affordable Housing Misc	752,799.46
150805 · AFFORD HOUS GRANTS	126,750.28

Midtown Redevelopment Authority

Balance Sheet

As of December 31, 2020

Dec 31, 20

150080 · Land (Resale) (Land purchase for resale) - Other	45,962,492.26
Total 150080 · Land (Resale) (Land purchase for resale)	47,001,978.63
150080A · Land Held for Resale	1,994,802.60
150089 · Land HMAAC (Land)	1,206,150.00
150090 · HMAAC Property	918,850.00
150091 · Accum Depr HMAAC	-459,424.50
150100 · 2800 MAIN	317,069.93
Total 150000 · Fixed Assets	109,111,586.70
Total Fixed Assets	109,111,586.70
TOTAL ASSETS	144,976,568.91
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
200000 · Accounts Payable	1,288,885.75
Total Accounts Payable	1,288,885.75
Other Current Liabilities	
200001 · Current Liabilities	
200005 · Accrued Expenses	2,290.26
201000 · Operating Account Liabilities	-3,432.48
201001 · MIDCORP Kios	24,454.84
202000 · Project Fund Liabilities	18,578.35
204000 · HMAAC NOTE - CURRENT	102,902.00
2103008 · CRI Current Camden	-0.32
200001 · Current Liabilities - Other	13,800.00
Total 200001 · Current Liabilities	158,592.65
2030112 · BBVA Taxable Loan	9,206,562.50
2030113 · BBVA LOAN TAX EXEMPT	4,790,000.00
2103007 · Developer Advances Midtown Park	7,870,302.00
25000 · Retainage Payable (Retainage)	940,796.98
Total Other Current Liabilities	22,966,254.13
Total Current Liabilities	24,255,139.88
Long Term Liabilities	
210000 · Long Term Liabilities	
210044 · Bonds Payable Series 2011	1,940,000.00
210047 · Bonds Payabe Series '13	21,990,000.00
210049 · Bond Payable Series '15	9,845,000.00
210050 · Bond Payable Series 2017	37,060,000.00
210053 · Accrued Bond Int 2015 series	130,379.16
210055 · Accrued Bond Interest 13 Series	369,956.32
210056 · Accrued Bond Interest Series 11	25,866.68
210058 · Series 2013 BOND PREMIUM	969,821.49
210059 · Series 2015 Bond Prem	566,263.04
210060 · Accrued Bond Interst 2017	214,083.45
210061 · Series 2017 Bond Premium	3,531,508.45

Midtown Redevelopment Authority

Balance Sheet

As of December 31, 2020

	<u>Dec 31, 20</u>
210062 · Accrued Bond Interest Series 17	606,541.60
210063 · Series 2020 Bond Premium	2,027,333.90
210064 · Bonds Payable Series 2020	11,085,000.00
2103000 · LOANS	
2103003 · HMAAC LOAN REFINANCED	761,369.64
2103005 · Camden Note Payable Current	-1,445,404.24
Total 2103000 · LOANS	<u>-684,034.60</u>
Total 210000 · Long Term Liabilities	<u>89,677,719.49</u>
Total Long Term Liabilities	<u>89,677,719.49</u>
Total Liabilities	113,932,859.37
Equity	
1110 · Retained Earnings (Retained Earnings)	42,400,293.12
Net Income	-11,356,583.58
Total Equity	<u>31,043,709.54</u>
TOTAL LIABILITIES & EQUITY	<u><u>144,976,568.91</u></u>

Midtown Redevelopment Authority

Trial Balance

As of December 31, 2020

Dec 31, 20

	Debit	Credit
101001 · Wells Fargo Ope Acctg 64040	6,636,747.72	
101002 · Infrastructure Projects 1731	952.67	
101010 · WF Surplus Acct 63943	1,288.07	
101020 · WF FTA Enhanced Path 63919	60.09	
102200 · Logic Operating Account	5,057,234.72	
103200 · TexStar Operating Acct 1111	6,950.40	
103600 · Wells Fargo Oper Inves 63901	731.02	
103700 · WF Operating Saving 3215777180	45,322.82	
104021 · WF Afford Hous 3927	242,751.03	
104022 · WF Pilot Program 3935	344.30	
104116 · TexStar Aff. Hsng MM 1800	2,014.32	
104200 · Logic Affordable Housing	292,482.11	
1043000 · BBVA USA	1,084,560.22	
105100 · Pledge Revenue Fund -422885	56,116.32	
105200 · BNY-Debt Service Fund 422896	7,662,306.02	
105302 · Reserve Fund Money Mkt 422897	45.06	
105324 · TexStar Debt Res Fnd MM 1023	7,423,137.81	
105901 · Austin Park Money Market Acct.	3,582.05	
107012 · BNY 443264 2011 Escrow	9.99	
107018 · LOGIC 2017 PROJECT FUND	3,080,036.10	
170008 · KIOS		6,400.00
170010 · Midtown Management District	149,685.52	
170011 · Midtown Parks Conservancy	772,817.38	
170020 · HX Houston Exponential AR	8,711.28	
170021 · HTC BUILTOUT	338,285.67	
170050 · MRA AHF	327,341.32	
170051 · Constuction and Repairs	2,668,848.08	
170060 · Fourth Ward Redevelopment Autho	9,020.12	
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		2,334,304.51
150065 · Land - HTC Phase II	697,219.00	
150066 · Houston Tech Center II	2,816,117.96	
150067 · Accum.Deprec. HTC Phase I		2,005,863.56
150069 · Land - Bagby Park	1,318,870.15	
150070 · BagbyPark	2,453,218.83	
150071 · Accum.Deprec. BagbyPark		1,340,548.83
150075 · Midtown Park 2905 Travis St	3,506,306.26	

Midtown Redevelopment Authority

Trial Balance

As of December 31, 2020

	Dec 31, 20	
	Debit	Credit
150078 · Midtown Park Land-Tracts I & II	4,416,883.45	
1500783 · Accum Deprec-Works of Art		67,739.30
150078A · Midtown (Superblock) Garage	13,784.20	
150078B · Midtown (Superblockj) Park	4,598,895.40	
150078C · Midtown Garage - Depreciable As	23,104,895.00	
1500781 · Acc Depre - Midtown Garage		1,309,277.48
150078D · Midtown Park - Depreciable Asse	19,094,553.00	
1500782 · Acc Depre Midtown Park		1,909,455.04
150079B · Works of Art - Donated	725,778.00	
150080 · Land (Resale)	45,962,492.26	
150081 · Earnest Money	35,686.18	
150082 · Option Fees	10,700.00	
150803 · Affordable Housing Legal	113,550.45	
150804 · Affordable Housing Misc	752,799.46	
150805 · AFFORD HOUS GRANTS	126,750.28	
150080A · Land Held for Resale	1,994,802.60	
150089 · Land HMAAC (Land)	1,206,150.00	
150090 · HMAAC Property	918,850.00	
150091 · Accum Depr HMAAC		459,424.50
150100 · 2800 MAIN	317,069.93	
200000 · Accounts Payable		1,296,478.42
200001 · Current Liabilities		13,800.00
200005 · Accrued Expenses		2,290.26
201000 · Operating Account Liabilities	3,432.48	
201001 · MIDCORP Kios		24,454.84
202000 · Project Fund Liabilities		18,578.35
204000 · HMAAC NOTE - CURRENT		102,902.00
2103008 · CRI Current Camden	0.32	
2030112 · BBVA Taxable Loan		9,206,562.50
2030113 · BBVA LOAN TAX EXEMPT		4,790,000.00
2103007 · Developer Advances Midtown Park		7,870,302.00
25000 · Retainage Payable		940,796.98
210044 · Bonds Payable Series 2011		1,940,000.00
210047 · Bonds Payabe Series '13		21,990,000.00
210049 · Bond Payable Series '15		9,845,000.00
210050 · Bond Payable Series 2017		37,060,000.00
210053 · Accrued Bond Int 2015 series		130,379.16
210055 · Accrued Bond Interest 13 Series		369,956.32
210056 · Accrued Bond Interest Series 11		25,866.68
210058 · Series 2013 BOND PREMIUM		969,821.49
210059 · Series 2015 Bond Prem		566,263.04
210060 · Accrued Bond Interst 2017		214,083.45
210061 · Series 2017 Bond Premium		3,531,508.45
210062 · Accrued Bond Interest Series 17		606,541.60

Midtown Redevelopment Authority

Trial Balance

As of December 31, 2020

Dec 31, 20

	Debit	Credit
210063 · Series 2020 Bond Premium		2,027,333.90
210064 · Bonds Payable Series 2020		11,085,000.00
2103003 · HMAAC LOAN REFINANCED		761,369.64
2103005 · Camden Note Payable Current	1,445,404.24	
1110 · Retained Earnings		42,400,293.12
400009 · City of Houston Tax Increment		2,996,189.80
400010 · HISD Tax Increment		1,578,090.68
400012 · HCC		1,670,587.00
400020 · Reimb Off Exp & Staff		295,872.75
400025 · Interest-Debt Service & Reserve		4,847.49
400026 · Interest-Other Bond Funds		5,576.04
400029 · Interest - Affordable Housing		7,372.93
400030 · Interest-Operating Funds		10,484.31
400032 · Other Revenue		53.73
500419 · Camden Int.	550,783.82	
500037 · Operations Center		324.75
510013 · T-0220 Affordable Housing Legal	43,939.67	
510017 · T-0220 Drainage Fees	5,585.29	
512001 · T-0220 Aff Hous Expense	1,240,082.49	
512003 · Operations Center	11,040,247.41	
510019 · T-0214 Caroline St	605,703.25	
510024 · T-0204 Infrastruc/Street Lights	628.96	
510041 · CIP Program Expenses	94,723.24	
510043 · T-0234 Parks & Open Space & Mob	35,693.46	
510044 · T-0236 Bagby Park	237,284.91	
510045 · T-0224 HTC I - Bldg Maintenance	14,426.14	
510046 · T-0221 Midtown Pk	97,981.52	
510048 · T-0240 Acquisitions Block 442	2,589.00	
510050 · T-0210 Main Street Enhancements	2,292.80	
510102 · HMAAC Interest Expense	17,474.68	
510400 · KIOS at Bagby Park	20,400.00	
510534 · T-0225 Mobility & Pedest Imprv	52,220.39	
510700 · Municipal Services Costs	781,263.00	
511000 · Legal	26,097.50	
550002 · Contract Labor	29,664.00	
550003 · Rent Expense	32,080.00	
550004 · Salaries	787,770.09	
550014 · Health Insurance	59,612.88	
550015 · AFLAC	1,548.42	
550017 · 401K	210.00	
550018 · Life Insurance	144.68	
550007 · Courier Service	3,639.86	
550008 · Office Supply & Expense	1,917.56	
550009 · Misc Exp	163.18	

Midtown Redevelopment Authority

Trial Balance

As of December 31, 2020

Dec 31, 20

	Debit	Credit
550010 · Telephone & Utilities	9,594.33	
550110 · Cellular Service	958.30	
550113 · Drainage fee	2,178.06	
550012 · Postage	499.34	
550020 · Int Expense BBVA	35,669.32	
550022 · Bank Charges & Fees	13,916.21	
550023 · Trust Expenses	8,835.80	
550025 · Professional Services	74,972.57	
550026 · Accounting Consultants	307.50	
550027 · Financial Audit	37,000.00	
550028 · Legal Consultants	120,313.18	
550031 · HTC Bldg Maintenance	312.76	
550032 · Engineering Consultants	3,231.25	
550034 · Equip Rent & Lease Expense	4,624.14	
550036 · Licenses & Fees	4.00	
550037 · Workman's Comp Insurance	2,125.20	
550038 · Insurance - All	102.00	
550039 · Computers & Repairs & Maint	19,850.48	
550045 · Payroll Fees	10,400.64	
550047 · Soc Sec - Medicare	54,395.72	
550050 · Depreciation Expense	145,753.04	
550052 · Depre Expense-Midtown Park	212,161.72	
550053 · Deprec Expense-Works of Art	9,677.04	
550061 · Public Relations	75,000.00	
550051 · Dep Exp - Midtown Park/Garage	154,032.64	
550055 · Amort Bond Prem		195,351.44
560038 · 11 Bond Series Interest Expense	25,866.68	
560039 · 2013 Bond Series Int Expense	369,956.32	
560040 · 2015 Bond Int Expense	130,379.16	
560041 · 2017 Bond Int Expense	606,541.60	
560042 · 2020 Bond Int Exp	214,083.45	
999999 · SUSPENSE	16.52	
TOTAL	<u>174,045,724.81</u>	<u>174,045,724.81</u>

WF Operating Account 4040

#####

Type	Date	Num	Name	Memo	Amount
101001			Wells Fargo Ope Acctg 64040		
	01/01/2021	9774	Equi-Tax, Inc.	MontlyConsultation Service fee peere contract	500.00
	01/04/2021	9775	AFLAC	DECEMBER 2020	2,631.28
	01/28/2021	9789	Bee-Line Delivery Service, Inc.	Courier Service	375.64
	01/28/2021	9790	Bracewell LLP	Legal Services	22,718.75
	01/28/2021	9791	Goode Systems & Consulting, Inc.	IT Services	7,505.98
	01/28/2021	9792	IDS Engineering Group	Professional Sevices	8,326.77
	01/28/2021	9793	Jerdon Enterprises, L.P.	Bagby Park Storage Building and Renovations JANU	38,456.57
	01/28/2021	9794	Maya Itutu Ford-Belgrave D/B/A Ford Mom	Public Relations	9,900.00
	01/28/2021	9795	McConnell & Jones, LLP	Accounting Service	7,432.50
	01/28/2021	9796	Midtown Scouts Square Property. LP	JANUARY 2021 FEBRUARY 2021	600.00
	01/28/2021	9797	NEVA Corporation	Monthly Preventative Maintenance December 2020	583.33
	01/28/2021	9798	One World Strategy Group, LLC	Public Relations	12,500.00
	01/28/2021	9799	Shade Structures, Inc.	Bagby Park	46,340.22
	01/28/2021	9800	Staples Advantage	office supplies	305.91
	01/28/2021	9801	The Goodman Corporation	Professional Sevices	2,676.60
	01/28/2021	9802	ThyssenKrupp Elevator	VOID:	0.00
	01/28/2021	9803	Walter P. Moore	M031502808 BAGBY PARK	2,398.00
	01/28/2021	9804	Wulfe & Co.	Consulting for Bagby Park and Midown Park 2020	3,400.00
	01/28/2021	9806	FLEXTG FINANCIAL SERVICES	CANNON/IR-C5750I	643.12
	01/28/2021	9807	American Planning Association	Professional Sevices	1,171.00
	01/28/2021	9808	WILLIAMS SCOTSMAN, INC	40x8 Container JANUARY 2021	198.10
	01/28/2021	9809	ThyssenKrupp Elevator	Elevator Service	945.53
	01/28/2021	9810	Walter P. Moore	Professional Sevices	7,584.20
					177,193.50

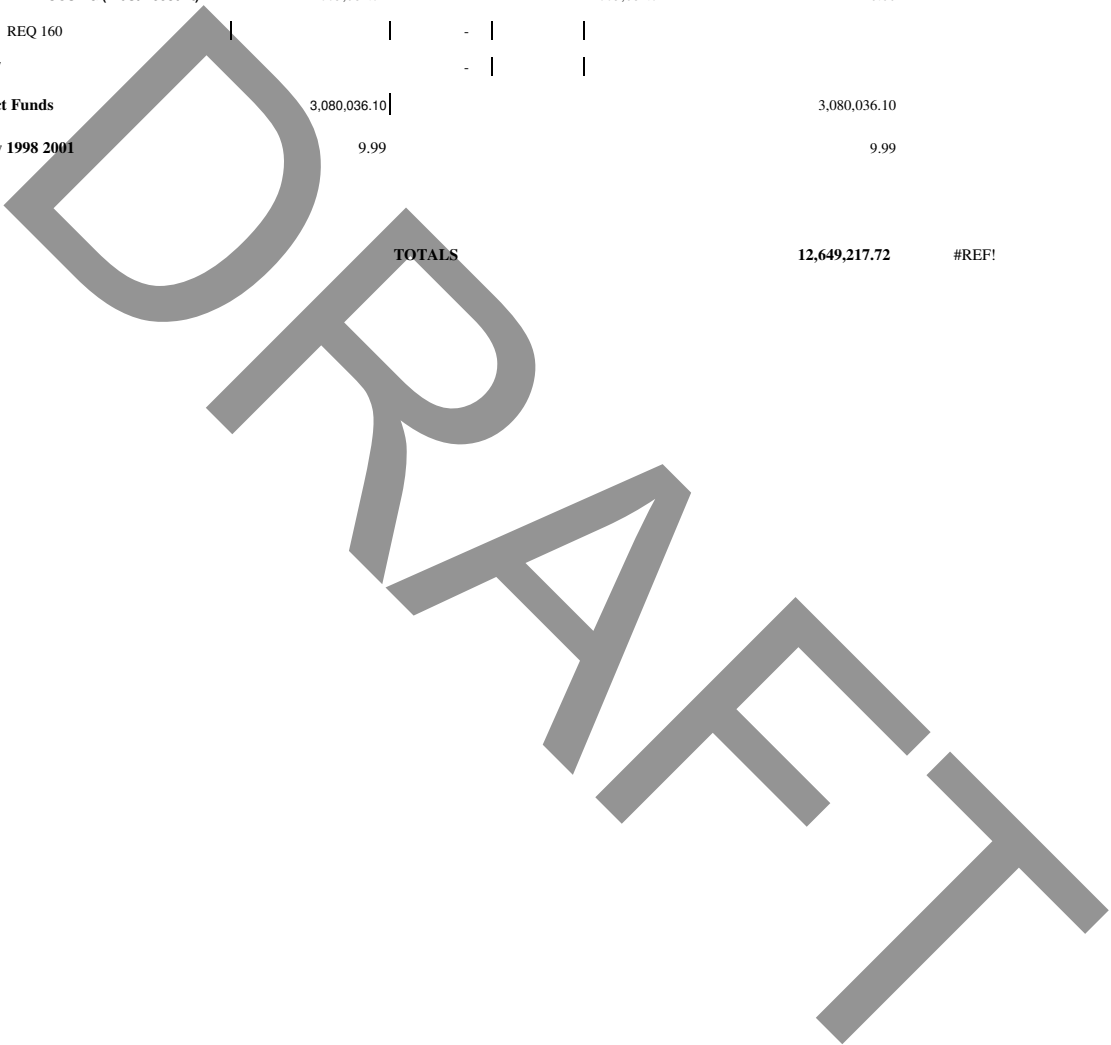
WF Afford Hous 3927

January 31, 2021

Type	Date	Num	Name	Memo	Amount
	12/17/2020	12/17/2020	3605 American Fence Company	Fence rental U29719 210 ft	90.00
	12/17/2020	12/17/2020	3606 Bracewell LLP	Legal Services	19,595.92
	12/17/2020	12/17/2020	3607 Burney & Foreman	Legal Services	13,500.00
	12/17/2020	12/17/2020	3608 VOID		0.00
	12/17/2020	12/17/2020	3609 Roberta F. Burroughs & Associates	Project: Midtown Affordable Housing Plan - Implementatic	14,000.00
	12/17/2020	12/17/2020	3610 TLC Engineering, Inc.	MIDTOWN AFFORDABLE HOUSING	14,375.00
	12/17/2020	12/17/2020	3611 VOID		0.00
	12/17/2020	12/17/2020	3612 Bracewell LLP	Legal Services	12,018.75
	12/17/2020	12/17/2020	3613 CORTEZ LANDSCAPING, LLC	Landscape Services	142,771.31
	12/17/2020	12/17/2020	3614 TransTeQ	LAWN AND LANDSCAPING SERVICE	28,118.56
	12/17/2020	12/17/2020	3615 ALL-TERRA ENGINEERING, INC	Affordable Housing Initiative Services 2020	3,172.00
	12/17/2020	12/17/2020	3616 Kirksey Architecture	Project 2017045 CCPPI Third Ward Building NOVEMBEF	4,636.35
	12/17/2020	12/17/2020	3661 Arch-Con Corporation	Project: 1905004 NOVEMBER 2020	<u>1,027,673.64</u>
					1,279,951.53

Midtown Redevelopment Authority
 Bond & Project Fund Expenses & Balances
 Sunday, January 31, 2021

Trustee Investments (Bond Funds)	Beginning Balance	Chase	BKNY MELLON	WELLS FARGO	TexSTAR/L OGIC	Ending Balance	
422885 Pledge Reserve Funds 422896	56,116.32					56,116.32	
422896 Debt Service US Treasury Money Market Funds	2,086,290.39					2,086,290.39	
422897 Reserve Fund Money Mkt	45.06					45.06	
105324 TexStar Debt Res Fnd MM 1023 (Debt Reserve Fur	7,423,137.81					7,423,137.81	
422919 Austin Park Maint.(2001 Series) US Treasury Mon	3,582.05					3,582.05	
LOGIC 2017 AFFORDABLE HOUSING (Trust Account)	775,684.72			775,684.72		0.00	
2013 Aff Hous 693802 REQ 160		-					
WIRED TO WF 3927		-					
LOGIC 2017 Project Funds	3,080,036.10					3,080,036.10	
443264 2011 Escrow 1998 2001	9.99					9.99	
TOTALS						12,649,217.72	#REF!



Midtown Redevelopment Authority
Profit & Loss
 July through November 2020

Jul - Nov 20

Ordinary Income/Expense

Income	
400000 · Revenue & Support	
400009 · City of Houston Tax Increment	2,668,848.08
400010 · HISD Tax Increment	1,578,090.68
400012 · HCC	1,670,587.00
400020 · Reimb Off Exp & Staff	295,872.75
400025 · Interest-Debt Service & Reserve	4,421.18
400026 · Interest-Other Bond Funds	5,182.75
400029 · Interest - Affordable Housing	6,929.59
400030 · Interest-Operating Funds	9,099.77
400032 · Other Revenue	0.70
Total 400000 · Revenue & Support	<u>6,239,032.50</u>
Total Income	<u>6,239,032.50</u>
Gross Profit	6,239,032.50
Expense	
500000 · BOND FUND EXPENSES	
500419 · Camden Int.	550,783.82
Total 500000 · BOND FUND EXPENSES	<u>550,783.82</u>
510000 · INCREMENT PROJECTS/EXPENSE	
510008 · T-0220 Afford Housing Land Bnk	
510013 · T-0220 Affordable Housing Legal	24,343.75
510017 · T-0220 Drainage Fees	4,786.20
512001 · T-0220 Aff Hous Expense	1,029,447.29
512003 · Operations Center (3117 Emancipation Ave & 3112 St Charles St.)	7,888,282.81
Total 510008 · T-0220 Afford Housing Land Bnk	<u>8,946,860.05</u>
510019 · T-0214 Caroline St	573,201.85
510024 · T-0204 Infrastruc/Street Lights	628.96
510041 · CIP Program Expenses	30,770.00
510043 · T-0234 Parks & Open Space & Mob	35,693.46
510044 · T-0236 Bagby Park	231,630.78
510045 · T-0224 HTC I - Bldg Maintenance	9,491.44
510046 · T-0221 Midtown Pk	97,755.20
510048 · T-0240 Acquisitions Block 442	2,589.00
510050 · T-0210 Main Street Enhancements	1,865.00
510102 · HMAAC Interest Expense	14,571.77
510400 · KIOS at Bagby Park	17,000.00
510534 · T-0225 Mobility & Pedest Imprv	49,543.79
510700 · Municipal Services Costs	781,263.00
511000 · Legal	26,097.50
Total 510000 · INCREMENT PROJECTS/EXPENSE	<u>10,818,961.80</u>
550000 · General & Admin. Expense	
550002 · Contract Labor	24,720.00
550003 · Rent Expense (Additional office space)	23,910.00
550004 · Salaries	
550014 · Health Insurance	49,677.40
550015 · AFLAC	1,290.36
550018 · Life Insurance	120.68
550004 · Salaries - Other	656,475.07
Total 550004 · Salaries	<u>707,563.51</u>
5500047 · Overtime	
550007 · Courier Service	3,221.53
550008 · Office Supply & Expense	1,611.65

Midtown Redevelopment Authority

Profit & Loss

July through November 2020

Jul - Nov 20

550009 · Misc Exp	163.18
550010 · Telephone & Utilities	
550110 · Cellular Service	821.61
550113 · Drainage fee	2,178.06
550010 · Telephone & Utilities - Other	8,598.65
Total 550010 · Telephone & Utilities	11,598.32
550012 · Postage	290.35
550020 · Int Expense BBVA (Int Expense BBVA)	35,669.32
550022 · Bank Charges & Fees	11,771.04
550023 · Trust Expenses	8,835.80
550025 · Professional Services	38,361.23
550026 · Accounting Consultants	-7,125.00
550027 · Financial Audit (Audit Services)	37,000.00
550028 · Legal Consultants	97,451.93
550030 · Planning Consultants	225.00
550031 · HTC Bldg Maintenance	312.76
550032 · Engineering Consultants	3,231.25
550034 · Equip Rent & Lease Expense	3,981.02
550036 · Licenses & Fees	4.00
550037 · Workman's Comp Insurance	1,771.00
550038 · Insurance - All	102.00
550039 · Computers & Repairs & Maint	12,344.50
550044 · Payroll Expense & PR Tax Exp	
550045 · Payroll Fees	8,667.20
550047 · Soc Sec - Medicare	46,945.42
550050 · Depreciation Expense	145,753.04
550052 · Depre Expense-Midtown Park	212,161.72
550053 · Deprec Expense-Works of Art	9,677.04
550061 · Public Relations	62,500.00
Total 550000 · General & Admin. Expense	1,502,718.81
550051 · Dep Exp - Midtown Park/Garage	154,032.64
600000 · Bond Related Expenses	
550055 · Amort Bond Prem	-195,351.44
560038 · 11 Bond Series Interest Expense	25,866.68
560039 · 2013 Bond Series Int Expense	369,956.32
560040 · 2015 Bond Int Expense	130,379.16
560041 · 2017 Bond Int Expense	606,541.60
560042 · 2020 Bond Int Exp	171,266.76
Total 600000 · Bond Related Expenses	1,108,659.08
Total Expense	14,135,156.15
Net Ordinary Income	-7,896,123.65
Net Income	-7,896,123.65

Midtown Redevelopment Authority
Balance Sheet
As of November 30, 2020

Nov 30, 20

ASSETS

Current Assets

Checking/Savings

101001 · Wells Fargo Ope Acctg 64040	3,649,762.73
101002 · Infrastructure Projects 1731	952.55
101010 · WF Surplus Acct 63943	1,245.32
101020 · WF FTA Enhanced Path 63919	60.09
102200 · Logic Operating Account (Investment Account)	5,056,588.97
103200 · TexStar Operating Acct 1111	6,950.05
103600 · Wells Fargo Oper Inves 63901	730.92
103700 · WF Operating Saving 3215777180	45,322.44
104000 · Affordable Housing Accounts	
104021 · WF Afford Hous 3927	1,046,001.78
104022 · WF Pilot Program 3935	344.25
104116 · TexStar Aff. Hsng MM 1800	2,014.28
104200 · Logic Affordable Housing (Investment Account)	892,407.20
1043000 · BBVA USA	1,084,379.29
Total 104000 · Affordable Housing Accounts	<u>3,025,146.80</u>

105000 · Trustee Investments

105001 · Pledge Revenue Fund 422885	
105100 · Pledge Revenue Fund -422885	3,290,737.56
Total 105001 · Pledge Revenue Fund 422885	<u>3,290,737.56</u>
105002 · Debt Service Fund	
105200 · BNY-Debt Service Fund 422896	7,655,705.31
Total 105002 · Debt Service Fund	<u>7,655,705.31</u>
105003 · Reserve Fund 422897	
105302 · Reserve Fund Money Mkt 422897	45.06
105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fund)	7,429,312.21
Total 105003 · Reserve Fund 422897	<u>7,429,357.27</u>
105009 · Austin Park Maint. Fund 422919	
105901 · Austin Park Money Market Acct.	3,582.05
Total 105009 · Austin Park Maint. Fund 422919	<u>3,582.05</u>
107000 · BOND FUNDS	
107012 · BNY 443264 2011 Escrow	9.99
107018 · LOGIC 2017 PROJECT FUND (Trust Account 7487592004)	3,079,642.81
107019 · LOGIC 2017 AFFORDABLE HOUSING (Trust Account 7487592005)	775,684.72
Total 107000 · BOND FUNDS	<u>3,855,337.52</u>
Total 105000 · Trustee Investments	<u>22,234,719.71</u>

Total Checking/Savings

34,021,479.58

Accounts Receivable

170000 · Accounts Receivable	
170008 · KIOS	-6,400.00
170010 · Midtown Management District	277,957.17
170011 · Midtown Parks Conservancy	772,817.38
170020 · HX Houston Exponential AR	8,711.28
170021 · HTC BUILTOUT	338,285.67
170050 · MRA AHF	-0.40
170051 · Constuction and Repairs	2,668,848.08
170060 · Fourth Ward Redevelopment Autho (Expense Reimbursement)	9,020.12
Total 170000 · Accounts Receivable	<u>4,069,239.30</u>

Total Accounts Receivable

4,069,239.30

Total Current Assets

38,090,718.88

Fixed Assets

Midtown Redevelopment Authority
 Balance Sheet
 As of November 30, 2020

Nov 30, 20

150000 · Fixed Assets	
150010 · Office Furniture & Equipment	26,321.36
150011 · Accumulated Depreciation-Furn.	-26,321.36
150020 · Computer Equipment	32,057.11
150021 · Accumulated Depreciation-Comp.	-32,057.11
150040 · Land - JPI Park	736,911.00
150045 · Walgreens/Lui Park Land	141,000.00
150062 · Land - Houston Tech.Center I	798,053.89
150063 · Houston Tech Center I	2,676,862.62
150064 · Accm Deprec-Houston Tech Cntr I	-2,334,304.51
150065 · Land - HTC Phase II	697,219.00
150066 · Houston Tech Center II	2,816,117.96
150067 · Accum.Deprec. HTC Phase I	-2,005,863.56
150069 · Land - Bagby Park	1,318,870.15
150070 · BagbyPark	2,453,218.83
150071 · Accum.Deprec. BagbyPark	-1,340,548.83
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	-67,739.30
150078A · Midtown (Superblock) Garage	13,784.20
150078B · Midtown (Superblockj) Park	4,598,895.40
150078C · Midtown Garage - Depreciable As	
1500781 · Acc Depre - Midtown Garage	-1,309,277.48
150078C · Midtown Garage - Depreciable As - Other	23,104,895.00
Total 150078C · Midtown Garage - Depreciable As	<u>21,795,617.52</u>
150078D · Midtown Park - Depreciable Asse	
1500782 · Acc Depre Midtown Park	-1,909,455.04
150078D · Midtown Park - Depreciable Asse - Other	19,094,553.00
Total 150078D · Midtown Park - Depreciable Asse	<u>17,185,097.96</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	10,700.00
150803 · Affordable Housing Legal	113,550.45
150804 · Affordable Housing Misc	752,799.46
150805 · AFFORD HOUS GRANTS	126,750.28
150080 · Land (Resale) (Land purchase for resale) - Other	45,992,844.13
Total 150080 · Land (Resale) (Land purchase for resale)	<u>47,033,330.50</u>
150080A · Land Held for Resale	1,999,033.00
150089 · Land HMAAC (Land)	1,206,150.00
150090 · HMAAC Property	918,850.00
150091 · Accum Depr HMAAC	-459,424.50
150100 · 2800 MAIN	317,069.93
Total 150000 · Fixed Assets	<u>109,147,168.97</u>
Total Fixed Assets	<u>109,147,168.97</u>
TOTAL ASSETS	<u>147,237,887.85</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
200000 · Accounts Payable	124,269.32
Total Accounts Payable	<u>124,269.32</u>
Other Current Liabilities	

Midtown Redevelopment Authority
 Balance Sheet
 As of November 30, 2020

	Nov 30, 20
200001 · Current Liabilities	
200005 · Accrued Expenses	2,290.26
201000 · Operating Account Liabilities	-3,432.48
201001 · MIDCORP Kios	24,454.84
202000 · Project Fund Liabilities	18,578.35
204000 · HMAAC NOTE - CURRENT	102,902.00
2103008 · CRI Current Camden	-0.32
200001 · Current Liabilities - Other	13,800.00
	158,592.65
Total 200001 · Current Liabilities	158,592.65
2030112 · BBVA Taxable Loan	9,206,562.50
2030113 · BBVA LOAN TAX EXEMPT	4,790,000.00
2103007 · Developer Advances Midtown Park	7,870,302.00
25000 · Retainage Payable (Retainange)	940,796.98
	22,966,254.13
Total Other Current Liabilities	22,966,254.13
Total Current Liabilities	23,090,523.45
Long Term Liabilities	
210000 · Long Term Liabilities	
210044 · Bonds Payable Series 2011	1,940,000.00
210047 · Bonds Payabe Series '13	21,990,000.00
210049 · Bond Payable Series '15	9,845,000.00
210050 · Bond Payable Series 2017	37,060,000.00
210053 · Accrued Bond Int 2015 series	130,379.16
210055 · Accrued Bond Interest 13 Series	369,956.32
210056 · Accrued Bond Interest Series 11	25,866.68
210058 · Series 2013 BOND PREMIUM	969,821.49
210059 · Series 2015 Bond Prem	566,263.04
210060 · Accrued Bond Interst 2017	171,266.76
210061 · Series 2017 Bond Premium	3,531,508.45
210062 · Accrued Bond Interest Series 17	606,541.60
210063 · Series 2020 Bond Premium	2,027,333.90
210064 · Bonds Payable Series 2020	11,085,000.00
2103000 · LOANS	
2103003 · HMAAC LOAN REFINANCED	769,011.77
2103005 · Camden Note Payable Current	-1,445,404.24
	-676,392.47
Total 2103000 · LOANS	-676,392.47
Total 210000 · Long Term Liabilities	89,642,544.93
Total Long Term Liabilities	89,642,544.93
Total Liabilities	112,733,068.38
Equity	
1110 · Retained Earnings (Retained Earnings)	42,400,943.12
Net Income	-7,896,123.65
Total Equity	34,504,819.47
TOTAL LIABILITIES & EQUITY	147,237,887.85

Midtown Redevelopment Authority

Trial Balance

As of November 30, 2020

	Nov 30, 20	
	Debit	Credit
101001 · Wells Fargo Ope Acctg 64040	3,649,762.73	
101002 · Infrastructure Projects 1731	952.55	
101010 · WF Surplus Acct 63943	1,245.32	
101020 · WF FTA Enhanced Path 63919	60.09	
102200 · Logic Operating Account	5,056,588.97	
103200 · TexStar Operating Acct 1111	6,950.05	
103600 · Wells Fargo Oper Inves 63901	730.92	
103700 · WF Operating Saving 3215777180	45,322.44	
104021 · WF Afford Hous 3927	1,046,001.78	
104022 · WF Pilot Program 3935	344.25	
104116 · TexStar Aff. Hsng MM 1800	2,014.28	
104200 · Logic Affordable Housing	892,407.20	
1043000 · BBVA USA	1,084,379.29	
105100 · Pledge Revenue Fund -422885	3,290,737.56	
105200 · BNY-Debt Service Fund 422896	7,655,705.31	
105302 · Reserve Fund Money Mkt 422897	45.06	
105324 · TexStar Debt Res Fnd MM 1023	7,429,312.21	
105901 · Austin Park Money Market Acct.	3,582.05	
107012 · BNY 443264 2011 Escrow	9.99	
107018 · LOGIC 2017 PROJECT FUND	3,079,642.81	
107019 · LOGIC 2017 AFFORDABLE HOUSING	775,684.72	
170008 · KIOS		6,400.00
170010 · Midtown Management District	277,957.17	
170011 · Midtown Parks Conservancy	772,817.38	
170020 · HX Houston Exponential AR	8,711.28	
170021 · HTC BUILTOUT	338,285.67	
170050 · MRA AHF		0.40
170051 · Constuction and Repairs	2,668,848.08	
170060 · Fourth Ward Redevelopment Autho	9,020.12	
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		2,334,304.51
150065 · Land - HTC Phase II	697,219.00	
150066 · Houston Tech Center II	2,816,117.96	
150067 · Accum.Deprec. HTC Phase I		2,005,863.56
150069 · Land - Bagby Park	1,318,870.15	
150070 · BagbyPark	2,453,218.83	
150071 · Accum.Deprec. BagbyPark		1,340,548.83

Midtown Redevelopment Authority

Trial Balance

As of November 30, 2020

	Nov 30, 20	
	Debit	Credit
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		67,739.30
150078A · Midtown (Superblock) Garage	13,784.20	
150078B · Midtown (Superblockj) Park	4,598,895.40	
150078C · Midtown Garage - Depreciable As	23,104,895.00	
1500781 · Acc Depre - Midtown Garage		1,309,277.48
150078D · Midtown Park - Depreciable Asse	19,094,553.00	
1500782 · Acc Depre Mldtown Park		1,909,455.04
150079B · Works of Art - Donated	725,778.00	
150080 · Land (Resale)	45,992,844.13	
150081 · Earnest Money	36,686.18	
150082 · Option Fees	10,700.00	
150803 · Affordable Housing Legal	113,550.45	
150804 · Affordable Housing Misc	752,799.46	
150805 · AFFORD HOUS GRANTS	126,750.28	
150080A · Land Held for Resale	1,999,033.00	
150089 · Land HMAAC (Land)	1,206,150.00	
150090 · HMAAC Property	918,850.00	
150091 · Accum Depr HMAAC		459,424.50
150100 · 2800 MAIN	317,069.93	
200000 · Accounts Payable		124,269.32
200001 · Current Liabilities		13,800.00
200005 · Accrued Expenses		2,290.26
201000 · Operating Account Liabilities	3,432.48	
201001 · MIDCORP Kios		24,454.84
202000 · Project Fund Liabilities		18,578.35
204000 · HMAAC NOTE - CURRENT		102,902.00
2103008 · CRI Current Camden	0.32	
2030112 · BBVA Taxable Loan		9,206,562.50
2030113 · BBVA LOAN TAX EXEMPT		4,790,000.00
2103007 · Developer Advances Midtown Park		7,870,302.00
25000 · Retainage Payable		940,796.98
210044 · Bonds Payable Series 2011		1,940,000.00
210047 · Bonds Payabe Series '13		21,990,000.00
210049 · Bond Payable Series '15		9,845,000.00
210050 · Bond Payable Series 2017		37,060,000.00
210053 · Accrued Bond Int 2015 series		130,379.16
210055 · Accrued Bond Interest 13 Series		369,956.32
210056 · Accrued Bond Interest Series 11		25,866.68
210058 · Series 2013 BOND PREMIUM		969,821.49
210059 · Series 2015 Bond Prem		566,263.04
210060 · Accrued Bond Interst 2017		171,266.76
210061 · Series 2017 Bond Premium		3,531,508.45

Midtown Redevelopment Authority

Trial Balance

As of November 30, 2020

	Nov 30, 20	
	Debit	Credit
210062 · Accrued Bond Interest Series 17		606,541.60
210063 · Series 2020 Bond Premium		2,027,333.90
210064 · Bonds Payable Series 2020		11,085,000.00
2103003 · HMAAC LOAN REFINANCED		769,011.77
2103005 · Camden Note Payable Current	1,445,404.24	
1110 · Retained Earnings		42,400,943.12
400009 · City of Houston Tax Increment		2,668,848.08
400010 · HISD Tax Increment		1,578,090.68
400012 · HCC		1,670,587.00
400020 · Reimb Off Exp & Staff		295,872.75
400025 · Interest-Debt Service & Reserve		4,421.18
400026 · Interest-Other Bond Funds		5,182.75
400029 · Interest - Affordable Housing		6,929.59
400030 · Interest-Operating Funds		9,099.77
400032 · Other Revenue		0.70
500419 · Camden Int.	550,783.82	
510013 · T-0220 Affordable Housing Legal	24,343.75	
510017 · T-0220 Drainage Fees	4,786.20	
512001 · T-0220 Aff Hous Expense	1,029,447.29	
512003 · Operations Center	7,888,282.81	
510019 · T-0214 Caroline St	573,201.85	
510024 · T-0204 Infrastruc/Street Lights	628.96	
510041 · CIP Program Expenses	30,770.00	
510043 · T-0234 Parks & Open Space & Mob	35,693.46	
510044 · T-0236 Bagby Park	231,630.78	
510045 · T-0224 HTC I - Bldg Maintenance	9,491.44	
510046 · T-0221 Midtown Pk	97,755.20	
510048 · T-0240 Acquisitions Block 442	2,589.00	
510050 · T-0210 Main Street Enhancements	1,865.00	
510102 · HMAAC Interest Expense	14,571.77	
510400 · KIOS at Bagby Park	17,000.00	
510534 · T-0225 Mobility & Pedest Imprv	49,543.79	
510700 · Municipal Services Costs	781,263.00	
511000 · Legal	26,097.50	
550002 · Contract Labor	24,720.00	
550003 · Rent Expense	23,910.00	
550004 · Salaries	656,475.07	
550014 · Health Insurance	49,677.40	
550015 · AFLAC	1,290.36	
550018 · Life Insurance	120.68	
550007 · Courier Service	3,221.53	
550008 · Office Supply & Expense	1,611.65	
550009 · Misc Exp	163.18	
550010 · Telephone & Utilities	8,598.65	

Midtown Redevelopment Authority

Trial Balance

As of November 30, 2020

	Nov 30, 20	
	Debit	Credit
550110 · Cellular Service	821.61	
550113 · Drainage fee	2,178.06	
550012 · Postage	290.35	
550020 · Int Expense BBVA	35,669.32	
550022 · Bank Charges & Fees	11,771.04	
550023 · Trust Expenses	8,835.80	
550025 · Professional Services	38,361.23	
550026 · Accounting Consultants		7,125.00
550027 · Financial Audit	37,000.00	
550028 · Legal Consultants	97,451.93	
550030 · Planning Consultants	225.00	
550031 · HTC Bldg Maintenance	312.76	
550032 · Engineering Consultants	3,231.25	
550034 · Equip Rent & Lease Expense	3,981.02	
550036 · Licenses & Fees	4.00	
550037 · Workman's Comp Insurance	1,771.00	
550038 · Insurance - All	102.00	
550039 · Computers & Repairs & Maint	12,344.50	
550045 · Payroll Fees	8,667.20	
550047 · Soc Sec - Medicare	46,945.42	
550050 · Depreciation Expense	145,753.04	
550052 · Depre Expense-Midtown Park	212,161.72	
550053 · Deprec Expense-Works of Art	9,677.04	
550061 · Public Relations	62,500.00	
550051 · Dep Exp - Midtown Park/Garage	154,032.64	
550055 · Amort Bond Prem		195,351.44
560038 · 11 Bond Series Interest Expense	25,866.68	
560039 · 2013 Bond Series Int Expense	369,956.32	
560040 · 2015 Bond Int Expense	130,379.16	
560041 · 2017 Bond Int Expense	606,541.60	
560042 · 2020 Bond Int Exp	171,266.76	
TOTAL	<u>172,515,749.57</u>	<u>172,515,749.57</u>

WF Operating Account 4040

December 2020

Type	Date	Num	Name	Memo	Amount
101001 - Wells Fargo Ope Acctg 64040					
Bill Pmt -Check	12/01/2020	9739	HX Houston Exponential	DECEMBER 2020 Rent	7,645.00
Bill Pmt -Check	12/01/2020	9742	Equi-Tax, Inc.	MontlyConsultation Service fee peere contract	500.00
Bill Pmt -Check	12/01/2020	9744	Jerdon Enterprises, L.P.	Bagby Park Storage Building and Renovations OCTC	27,828.90
Check	12/07/2020	9745	Jalisa Hurst	Fed Ex Shipment to NO LA	31.93
Bill Pmt -Check	12/17/2020	9747	Bee-Line Delivery Service, Inc.	Courier Services	316.72
Bill Pmt -Check	12/17/2020	9748	Bracewell LLP	Legal Services	64,236.25
Bill Pmt -Check	12/17/2020	9749	Burney & Foreman	Legal Services	9,000.00
Bill Pmt -Check	12/17/2020	9751	One World Strategy Group, LLC	Public Service	12,500.00
Bill Pmt -Check	12/17/2020	9752	Pitney Bowes Global Financial Services LL	Lease Equipment	163.20
Bill Pmt -Check	12/17/2020	9753	ThyssenKrupp Elevator	Elevator Service	1,616.65
Bill Pmt -Check	12/17/2020	9754	TLC Engineering, Inc.	CAROLINE ST PROJECT 10050	16,432.50
Bill Pmt -Check	12/17/2020	9755	Walter P. Moore	M031502808 BAGBY PARK RESTROOM	2,693.75
Bill Pmt -Check	12/17/2020	9756	WILLIAMS SCOTSMAN, INC	40x8 Container 12-01-2020 thru 12-31-2020	226.32
Bill Pmt -Check	12/17/2020	9757	KTL Systems	Cisco Meraki/Ubiquiti Network Assessment	1,950.00
Bill Pmt -Check	12/17/2020	9758	Bracewell LLP	Legal Services	13,752.50
Bill Pmt -Check	12/17/2020	9759	Goode Systems & Consulting, Inc.	IT Managed Service Agreement	1,786.00
Bill Pmt -Check	12/17/2020	9760	NEVA Corporation	Monthly Maintenance HVAC	416.67
Bill Pmt -Check	12/17/2020	9761	NEVA Corporation	Monthly Maintenance HVAC	583.33
Bill Pmt -Check	12/17/2020	9764	IDS Engineering Group	Project 117400513	9,807.75
					171,487.47

WF Afford Hous 3927

December 2020

Type	Date	Num	Name	Memo	Amount
	12/17/2020	12/17/2020	3605 American Fence Company	Fence rental U29719 210 ft	90.00
	12/17/2020	12/17/2020	3606 Bracewell LLP	Legal Services	19,595.92
	12/17/2020	12/17/2020	3607 Burney & Foreman	Legal Services	13,500.00
	12/17/2020	12/17/2020	3608 CCPPI	Affordable Housing Initiative Services 2020	91,666.67
	12/17/2020	12/17/2020	3609 Roberta F. Burroughs & Associates	Project: Midtown Affordable Housing Plan - Implementatic	14,000.00
	12/17/2020	12/17/2020	3610 TLC Engineering, Inc.	MIDTOWN AFFORDABLE HOUSING	14,375.00
	12/17/2020	12/17/2020	3611 TransTeQ	VOID	0.00
	12/17/2020	12/17/2020	3612 Bracewell LLP	Legal Services	12,018.75
	12/17/2020	12/17/2020	3613 CORTEZ LANDSCAPING, LLC	Landscape Services	142,771.31
	12/17/2020	12/17/2020	3614 TransTeQ	LAWN AND LANDSCAPING SERVICE	28,118.56
	12/17/2020	12/17/2020	3615 ALL-TERRA ENGINEERING, INC	Affordable Housing Initiative Services 2020	3,172.00
	12/17/2020	12/17/2020	3616 Kirksey Architecture	Project 2017045 CCPPI Third Ward Building NOVEMBER	4,636.35
	12/17/2020	12/17/2020	3661 Arch-Con Corporation	Project: 1905004 NOVEMBER 2020	<u>1,027,673.64</u>

Midtown Redevelopment Authority
 Bond & Project Fund Expenses & Balances
 Thursday, December 31, 2020

Trustee Investments (Bond Funds)	Beginning Balance	Chase	BKLY MELLON	WELLS FARGO	TexSTAR/LOGIC	Ending Balance
422885 Pledge Reserve Funds 422896	56,116.32					56,116.32
422896 Debt Service US Treasury Money Market Funds	7,662,306.02					7,662,306.02
422897 Reserve Fund Money Mkt	45.06					45.06
105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fur	7,423,137.81					7,423,137.81
422919 Austin Park Maint.(2001 Series) US Treasury Mon	3,582.05					3,582.05
LOGIC 2017 AFFORDABLE HOUSING (Trust Account)	775,733.31		775,733.31			0.00
2013 Aff Hous 693802 REQ 160				775,733.31		
LOGIC 2017 Project Funds	3,080,036.10					3,080,036.10
443264 2011 Escrow 1998 2001	9.99					9.99
						18,225,233.35

DRAFT

EXHIBIT A

AMENDED INVESTMENT POLICY

This Investment Policy (this “Policy”), as amended, is adopted by the Board of Directors of Midtown Redevelopment Authority (the “Authority”) pursuant to Chapter 2256 of the Texas Government Code, effective as of the date set forth on the signature page hereof.

ARTICLE I
PURPOSE

Section 1.01. Purpose.

This Policy with respect to Authority investments has been adopted to establish the principles and criteria by which the funds of the Authority should be invested and secured and to comply with various provisions of Texas law relating to the investment and security of funds of local government corporations (the “Investment Laws”). As of the date of the adoption of this Policy, the following laws are applicable to the investment of the Authority’s funds: Chapter 2256, Texas Government Code; Chapter 791, Texas Government Code; Chapter 2257, Texas Government Code; and Chapter 404.101 et seq., Texas Government Code. The Investment Laws generally provide the minimum criteria for the authorized investment and security of the Authority’s funds and require the Authority to adopt rules to ensure the investment of Authority funds in accordance with such laws. This Policy will specify the scope of authority of Authority Officials who are responsible for the investment of Authority funds.

ARTICLE II
DEFINITIONS

Section 2.01. Definitions.

Unless the context requires otherwise, the following terms and phrases used in this Policy shall mean the following:

- (a) “Authority Officials” means the Investment Officer, Authority Directors, officers, Employees, and persons and business entities engaged in handling the investment of Authority funds.
- (b) “Authorized Collateral” means any means or method of securing the deposit of Authority funds authorized by Chapter 2257, Texas Government Code.
- (c) “Authorized Investment” means any security in which the Authority is authorized to invest under Chapter 2256, Texas Government Code.
- (d) “Board” means the Board of Directors of the Authority.
- (e) “Collateral” means any means or method of securing the deposit of Authority funds under Article IV hereof.
- (f) “Collateral Act” means Chapter 2257, Texas Government Code, as amended from time to time.
- (g) “Director” means a person appointed to serve on the Board.

(h) “Employee” means any person employed by the Authority, but does not include independent contractors or professionals hired by the Authority as outside consultants, such as the Authority’s accountant, financial advisor or general counsel.

(i) “FDIC” means the Federal Deposit Insurance Corporation or any successor entity.

(j) “Investment Act” means Chapter 2256, Texas Government Code, as amended from time to time.

(k) “Investment Officer(s)” means the Director(s) or Employee(s) of the Authority (or the employee of an investing entity with whom the Authority has contracted to invest its funds) appointed from time to time by the Board to invest and reinvest the funds of the Authority held in its various accounts.

ARTICLE III
INVESTMENT OFFICER

Section 3.01. Investment Officer.

From time to time, the Authority shall appoint one or more of its Directors or Employees to serve as Investment Officer(s) to handle the investment of Authority funds. The Investment Officer(s) shall be responsible for investing Authority funds in accordance with this Policy. The Investment Officer(s) shall invest the Authority’s funds, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived, with all investment decisions to be governed by the objectives set forth in Section 7.01 hereof.

Section 3.02. Training.

The Investment Officer(s) shall attend training sessions and receive the number of hours of instruction as required by the Investment Act.

Section 3.03. Reporting by the Investment Officer and Authority Officials.

Not less than quarterly and within a reasonable time after the end of the period reported, the Investment Officer and Authority Officials shall prepare and submit to the Board a written report of the investment transactions for all funds of the Authority for the preceding reporting period. The report must (1) describe in detail the investment position of the Authority on the date of the report; (2) be prepared jointly by all the Investment Officers of the Authority, if the Authority appoints more than one; (3) be signed by all Investment Officers and Authority Officials who prepare the report; (4) contain a summary statement of each pooled fund group that states the beginning market value for the reporting period, ending market value for the period, and fully accrued interest for the reporting period; (5) state the book value and the market value of each separately invested asset at the beginning and end of the reporting period by the type of asset and fund type invested; (6) state the maturity date of each separately invested asset that has a maturity date; (7) state the Authority fund for which each individual investment was acquired; and (8) state the compliance of the investment portfolio as it relates to this Policy and the Investment Act.

Section 3.04. Assistance with Certain Duties of the Investment Officer.

The Board hereby authorizes and directs the Authority’s Accountant and any other Authority Officials requested by the Investment Officer to assist the Investment Officer(s) with any of his/her duties, including but not limited to the following:

1. Presenting a copy of this Policy to any person or business organization seeking to sell an investment to the Authority and obtaining the necessary written certification from such seller referred to in this section;
2. Handling investment transactions;
3. Preparing and submitting to the Board the written report of all investment transactions for the Authority as required by this section;
4. Researching investment options and opportunities;
5. Obtaining written depository pledge agreements as required herein;
6. Obtaining safe-keeping receipts from the Texas financial institution which serves as a depository for pledged Collateral; and
7. Reviewing the market value of the Authority's investments and of the Collateral pledged to secure the Authority's funds.

ARTICLE IV
PROCEDURES FOR INVESTMENT OF AUTHORITY MONIES

Section 4.01. Qualified Broker/Dealers.

The Board hereby adopts the list of broker/dealers attached hereto as **Exhibit A**, as the qualified broker/dealers with whom the Authority may engage in investment transactions. In addition to annual review and adoption of such list each year pursuant to the adoption of this Policy, the Board may, by written resolution, revise, amend or supplement such list of qualified broker/dealers.

As authorized in the Investment Act, the Board hereby designates the Executive Director of the Authority and one other member of the Board as the "designated investment committee" (the "Designated Investment Committee"). The Designated Investment Committee shall, at its discretion, approve any successors or assigns of those certain broker/dealers listed in **Exhibit A** hereto.

Section 4.02. Disclosures of Relationships with Entities Offering to Enter into Investment Transactions with the Authority.

The Investment Officer(s) and the Authority Officials shall disclose in writing (a) any "personal business relationship" with a business organization offering to engage in an investment transaction with the Authority and (b) any relationship within the second degree by affinity or consanguinity, as determined by Chapter 573, Texas Government Code, to any individual seeking to sell an investment to the Authority, as required by the Investment Act. The existence of a "personal business relationship" shall be determined in accordance with the Investment Act. Such disclosure statement shall be filed with the Board and the Texas Ethics Commission.

Section 4.03. Certifications from Sellers of Investments.

The Investment Officer(s) or the Authority Officials shall present this Policy to any person or business organization offering to engage in an investment transaction with the Authority and obtain a certificate stating that such potential seller has reviewed the Policy as provided in the Investment Act. This certificate shall be in a form acceptable to the Authority and shall state that the potential seller has received and reviewed the Policy and has acknowledged that the potential seller has implemented reasonable procedures and controls in an effort to preclude investment transactions with the Authority that are not authorized by this Policy, except to the extent that this authorization is dependent on an analysis of

the makeup of the Authority's entire portfolio or requires an interpretation of subjective investment standards. Neither the Investment Officer nor the Authority Officials shall purchase or make any investment from a potential seller that has not delivered to the Authority this required certification. A form of certificate acceptable to the Authority is attached hereto as **Exhibit B**.

Section 4.04. Solicitation of Bids for Certificates of Deposit.

Bids for certificates of deposit may be solicited orally, in writing, electronically or in any combination of those methods.

Section 4.05. Settlement Basis.

All purchases of investments, except investment in investment pools or in mutual funds, shall be made on a delivery versus payment basis. The safekeeping entity for all Authority investments and for all Collateral pledged to secure Authority funds shall be one approved by the Investment Officer(s).

Section 4.06. Monitoring of the Market Value of Investments and Collateral.

The Investment Officer(s), with the help of such Authority Officials as needed, shall determine the market value of each investment and of all Collateral pledged to secure deposits of Authority funds at least quarterly and at a time as close as practicable to the closing of the reporting period for investments. Such values shall be included on the investment report. The following methods shall be used:

- (a) Certificates of deposit shall be valued at their face value plus any accrued but unpaid interest.
- (b) Shares in money market mutual funds and investment pools shall be valued at par plus any accrued but unpaid interest.
- (c) Other investment securities with a remaining maturity of one year or less may be valued in any of the following ways:
 - (1) the lower of two bids obtained from securities broker/dealers for such security;
 - (2) the average of the bid and asked prices for such investment security as published in The Wall Street Journal or The New York Times;
 - (3) the bid price published by any nationally recognized security pricing service; or
 - (4) the market value quoted by the seller of the security or the owner of such Collateral.
- (d) Other investment securities with a remaining maturity greater than one year shall be valued at the lower of two bids obtained from securities broker/dealers for such security, unless two bids are not available, in which case the securities may be valued in any manner provided in 4.06(c) hereof.

Section 4.07. Monitoring the Rating Changes in Investments.

Consistent with Section 2256.021 of the Investment Act, the Investment Officer shall monitor all investments that require a minimum rating under subchapter A of Chapter 2256, Texas Government Code, as amended, such that any such investment that does not have the minimum rating shall no longer

constitute an authorized investment. Such investments that do not have the required minimum rating shall be liquidated within 30 days of the investment's failure to maintain its required minimum rating.

ARTICLE V
PROVISIONS APPLICABLE TO ALL FUNDS

Section 5.01. Provisions Applicable to All Fund Groups.

A. All funds of the Authority shall be invested only in accordance with this Policy and shall comply with any additional requirements imposed by bond resolutions or trust indentures of the Authority and applicable state law or federal tax law, including the Investment Laws.

B. The Board, by separate resolution, may provide that the Authority's Executive Director or Investment Officer may withdraw or transfer funds from and to accounts of the Authority only in compliance with this Policy.

C. No fund groups shall be pooled for the purposes of investment, e.g. the funds in the Tax Increment Revenue Fund and in the Surplus Fund shall not be commingled or pooled for purposes of investment.

Section 5.02. Policy of Securing Deposits of Authority Funds -- Applicable to All Deposited Authority Funds.

A. The Authority recognizes that FDIC (or its successor) insurance is available for Authority funds deposited at any one Texas Financial Institution (including branch banks) only up to a maximum of \$250,000¹ (including accrued interest) for each of the following: (i) demand deposits, (ii) time and savings deposits, and (iii) deposits made pursuant to an indenture or pursuant to law in order to pay bondholders or noteholders. It is the policy of the Authority that all deposited funds in each of the Authority's accounts shall be insured by the FDIC, or its successor, and to the extent the deposit surpasses the FDIC Deposit Insurance Coverage limit at any given time, shall be secured by Collateral pledged to the extent of the fair market value of the principal amount deposited plus accrued interest as required by the Collateral Act.

B. If it is necessary for the Authority's depositories to pledge Collateral to secure the Authority's deposits, (1) the Collateral pledge agreement must be in writing, (2) the Collateral pledge agreement must be approved by the depository's board of directors or loan committee, (3) the depository's approval of the Collateral pledge agreement must be reflected in the minutes of the meeting of the depository's board or loan committee approving same, and (4) the Collateral pledge agreement must be kept in the official records of the depository. The depository must provide to the Investment Officer or Authority Officials with written proof of the depository's approval of the pledge agreement as required herein in a form acceptable to the Authority. A signed or certified copy of the minutes of the meeting of the depository's board or loan committee reflecting the approval of the Collateral pledge agreement or other written documentation of such approval acceptable to the Investment Officer will be accepted. It is the preference of the Board that all requirements of this section be met prior to the deposit of any Authority funds in such financial institution when a pledge of Collateral is required; however, the Board recognizes that compliance with this preference might not be practicable due to time constraints for making a deposit. In such event, the Board directs the Investment Officer and Authority Officials to proceed diligently to have such agreement approved and documented to assure protection of the Authority's funds. If the decision is made to forego the protection of a Collateral pledge agreement with any depository, the Authority's Executive Director shall be responsible for maintaining the balance of deposit(s) in such depository plus any accrued but unpaid interest at or below FDIC insurance levels.

¹ The \$250,000 limit is temporary and may change from time to time under applicable law.

C. Collateral pledged by a depository shall be held in safekeeping at an independent third party institution, and the Authority's administrator or Investment Officer shall obtain safekeeping receipts from the Texas financial institution or the safe-keeping institution that reflect that Collateral as allowed by this Investment Policy and in the amount required was pledged to the Authority. Principal and accrued interest on deposits in a financial institution shall not exceed the FDIC's, or its successor's, insurance limits or the market value of the Collateral pledged as security for the Authority's deposits. It shall be acceptable for the Authority's administrator or Investment Officer to periodically receive interest on deposits to be deposited to the credit of the Authority if needed to keep the amount of the funds under the insurance or Collateral limits. It is the preference of the Board that there be no sharing, splitting or cotenancy of Collateral with other secured parties or entities; however, in the event that a depository cannot accommodate this preference due to the denominations of the securities to be pledged, the Board directs the Investment Officer and Authority Officials to obtain appropriate protections in the pledge agreement with the depository to assure that the Collateral is liquidated and the funds distributed appropriately to all parties with a security interest in such Collateral. The Authority's Executive Director or Investment Officer shall monitor the pledged Collateral to assure that it is pledged only to the Authority, review the fair market value of the Collateral to ensure that the Authority's funds are fully secured, and report periodically to the Investment Officer and the Board regarding the Collateral.

D. The Authority's funds deposited in any Texas financial institution, to the extent that they are not insured, may be secured by the pledge of any of the following:

1. Surety bonds;
2. An obligation that in the opinion of the Attorney General of the United States is a general obligation of the United States and backed by its full faith and credit;
3. A general or special obligation that is (a) payable from taxes, revenues, or a combination of taxes and revenues **and** (b) issued by a state or political or governmental entity, agency, instrumentality or subdivision of the state, including a municipality, an institution of higher education as defined by Section 61.003, Texas Education Code, a junior college, a district created under Article XVI, Section 59, of the Texas Constitution, and a public hospital;
4. A fixed-rate collateralized mortgage obligation that has an expected weighted average life of 10 years or less and does not constitute a "high-risk mortgage security" under the Collateral Act;
5. A floating-rate collateralized mortgage obligation that does not constitute a "high-risk mortgage security" under the Collateral Act;
6. A letter of credit issued by a federal home loan bank; or
7. A security in which a public entity may invest under the Investment Act. As of the date of this Policy, the following are the securities in which a public entity may invest under the Investment Act and, therefore, may be used as Collateral:
 - a. Obligations, including letters of credit, of the United States or its agencies and instrumentalities;
 - b. Direct obligations of the State of Texas or its agencies and instrumentalities;
 - c. Collateralized mortgage obligations directly issued by a federal agency or instrumentality or the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States;

d. Other obligations, the principal and interest of which are unconditionally guaranteed or insured by or backed by the full faith and credit of the United States or the State of Texas or their respective agencies and instrumentalities, including obligations that are fully guaranteed or insured by the FDIC or by the explicit full faith and credit of the United States;

e. Obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent;

f. Certificates of deposit issued by a depository institution that has its main office or a branch office in the State of Texas that are (i) guaranteed by the FDIC or its successor or the National Credit Union Share Insurance Fund or its successor, (ii) secured by the obligations in which the Authority may invest under the Investment Act, or (iii) secured in any other manner and amount provided by law for deposits of the Authority;

g. Certificates of deposit made in accordance with the following conditions: (i) a broker that has its main office or a branch office in this state and is selected from a list adopted by the Authority; (ii) the funds are invested by the Authority through a depository institution that has its main office or a branch office in the State of Texas and that is selected by the Authority; (iii) the broker or the depository institution selected by the Authority under clause (i) arranges for the deposit of the funds in certificates of deposit in one or more federally insured depository institutions, wherever located, for the account of the Authority; (iv) the full amount of the principal and accrued interest of each of the certificates of deposit is insured by the United States or an instrumentality of the United States; and (v) the depository institution selected by the Authority under clause (ii), an entity described by Section 2257.041(d), or a clearing broker dealer registered with the Securities and Exchange Commission and operating pursuant to Security and Exchange Commission Rule 15c3-3 (17C.F.R. Section 240.15c3-3) acts as custodian for the Authority with respect to the certificates of deposit issued for the account of the Authority;

h. Repurchase agreements that comply with the Investment Act;

i. Bankers' acceptances that comply with the Investment Act;

j. Commercial paper that complies with the Investment Act;

k. No-load money market mutual funds that comply with the Investment Act;

l. No-load mutual funds that comply with the Investment Act; and

m. Guaranteed investment contracts that comply with the Investment Act.

E. Notwithstanding anything to the contrary provided above, the following may not be used as Collateral and are not authorized as investments for the Authority under the Investment Act:

a. Obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal;

b. Obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security collateral and bears no interest;

c. Collateralized mortgage obligations that have a final stated maturity date of greater than 10 years other than those listed in Section 5.02.D.4 and 5.02.D.5 above; or

d. Collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.

Section 5.03. Diversification.

The Investment Officer may invest up to 100% of the funds of the Authority in any investment instrument authorized in this Policy.

ARTICLE VI
AUTHORIZED INVESTMENTS

Section 6.01. Authorized Investments.

Unless specifically prohibited by law or elsewhere by this Policy, Authority monies in any of its fund groups may be invested and reinvested only in investments under the Investment Act:

1. Obligations, including letters of credit, of the United States or its agencies and instrumentalities, including the Federal Home Loan Banks;
2. Direct obligations of the State of Texas or its agencies and instrumentalities;
3. Collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States;
4. 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 and instrumentalities;
5. Obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent;
6. Bonds issued, assumed, or guaranteed by the State of Israel;
7. Interest-bearing banking deposits that are guaranteed or insured by:
 - a. The Federal Deposit Insurance Corporation or its successor; or
 - b. The National Credit Union Share Insurance Fund or its successor;
8. Interest-bearing banking deposits other than those described by Subsection 7 if:
 - a. The funds invested in the banking deposits are invested through (i) a broker with a main office or branch in this state and is selected from a list adopted by the Authority, or (ii) a depository institution with a main office or branch office in this state that the authority selects;
 - b. The broker or depository institution selected as described by Subsection (a) arranges for the deposit of the funds in the banking deposits in one or more federally insured depository institutions, regardless of where located, for the Authority's account;

c. The full amount of the principal and accrued interest of the banking deposits is insured by the United States or an instrumentality of the United States; and

d. The Authority appoints as the Authority's custodian of the banking deposits issued for the Authority's account: (i) the depository institution selected as described by Subsection (1); (ii) an entity described by Section 2257.041(d) of the Texas Government Code, as amended; or (iii) a clearing broker dealer registered with the Securities and Exchange Commission and operating under Securities and Exchange Commission Rule 15c3-03.

9. Certificates of deposit issued by a depository institution that has its main or a branch office in the State of Texas and that are (i) guaranteed by the FDIC or its successor or the National Credit Union Share Insurance Fund or its successor, (ii) secured by the obligations in which the Authority may invest under the Investment Act, or (iii) secured in any other manner and amount provided by law for deposits of the Authority;

10. Certificates of deposit made in accordance with the following conditions: (i) a broker that has its main office or a branch office in this state and is selected from a list adopted by the Authority; (ii) the funds are invested by the Authority through a depository institution that has its main office or a branch office in the State of Texas and that is selected by the Authority; (iii) the broker or the depository institution selected by the Authority under clause (i) arranges for the deposit of the funds in certificates of deposit in one or more federally insured depository institutions, wherever located, for the account of the Authority; (iv) the full amount of the principal and accrued interest of each of the certificates of deposit is insured by the United States or an instrumentality of the United States; and (v) the depository institution selected by the Authority under clause (ii), an entity described by Section 2257.041(d), or a clearing broker dealer registered with the Securities and Exchange Commission and operating pursuant to Security and Exchange Commission Rule 15c3-3 (17C.F.R. Section 240.15c3-3) acts as custodian for the Authority with respect to the certificates of deposit issued for the account of the Authority;

11. Repurchase agreements that comply with the Investment Act;

12. Bankers' acceptances that comply with the Investment Act;

13. Commercial paper that complies with the Investment Act;

14. No-load money market mutual funds that comply with the Investment Act; and

15. No-load mutual funds that comply with the Investment Act;

16. Investment Pools which meet the requirements set forth in Section 2256.016 and Section 2256.019 of the Texas Government Code, as amended and which are specifically authorized by a resolution that is approved by the Board; and

17. With respect to bond proceeds, guaranteed investment contracts that comply with the Investment Act.

Section 6.02. Prohibited Investments.

Notwithstanding anything to the contrary stated herein, no funds of the Authority may be invested in the following or in any other type of investment prohibited by the Investment Act or other applicable law:

1. Obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal (IO's);
2. Obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security collateral and bears no interest (PO's);
3. Collateralized mortgage obligations that have a stated final maturity date of greater than 10 years; and
4. Collateralized mortgage obligations the interest rate of which are determined by an index that adjusts opposite to the changes in the market index (inverse floaters).

Section 6.03. Investment of Funds Related to Authority.

Anything in this Policy to the contrary notwithstanding, to the extent that any funds are held by a trustee under a trust indenture relating to the Authority's debt, such funds may be invested as provided by the Investment Act and the resolution authorizing the issuance of the bonds or the related trust indenture.

ARTICLE VII
INVESTMENT STRATEGIES

Section 7.01. Strategy Applicable to All Funds.

The Authority's general investment strategy for all fund groups shall be to invest such monies from such fund groups so as to accomplish the following objectives, which are listed in the order of importance:

1. Understanding of the suitability of the investment to the financial requirements of the Authority;
2. Preservation and safety of principal;
3. Liquidity;
4. Marketability of the investment if the need arises to liquidate the investment before maturity;
5. Diversification of the investment portfolio; and
6. Yield.

Section 7.02. Investment Strategy for the Tax Increment Revenue Fund.

Funds in the Tax Increment Revenue Fund shall be invested to meet the operating and cash flow requirements of the Authority as determined by the annual operating budget adopted by the Board. Operating funds shall not be invested for longer than three (3) years.

Section 7.03. Investment Strategy for the Surplus Fund.

Funds in the Surplus Fund shall be invested to meet the operating and cash flow requirements of the Authority as determined by the annual operating budget adopted by the Board. Surplus funds shall not be invested for longer than three (3) years.

ARTICLE VIII
MISCELLANEOUS

Section 8.01. Annual Review.

The Authority shall review this Investment Policy at least annually and adopt a resolution confirming the continuance of the Investment Policy without amendment or adopt an Amended Investment Policy.

Section 8.02. Superseding Clause.

This Policy supersedes any prior policies adopted by the Board regarding investment or securitization of Authority Funds.

Section 8.03. Open Meeting.

The Board officially finds, determines and declares that this Investment Policy was reviewed, carefully considered, and adopted at a regular meeting of the Board, and that a sufficient written notice of the date, hour, place and subject of this meeting was posted at a place readily accessible and convenient to the public within the boundaries of the City of Houston Tax Increment Reinvestment Zone Number 2 and on a bulletin board located at a place convenient to the public at the City Hall of the City of Houston, Texas for the time required by law preceding this meeting, as required by the Open Meetings Act, Chapter 551, Texas Government Code, and that this meeting had been open to the public as required by law at all times during which this Policy was discussed, considered and acted upon. The Board further ratifies, approves and confirms such written notice and the contents and posting thereof.

[Remainder of page intentionally left blank]

Adopted on the 22nd day of July, 1998.

Ratified on the 29th day of April, 1999, amended and ratified on the 27th day of February, 2003, amended and ratified on the 26th day of August, 2004, amended and ratified on the 25th day of August, 2005, amended and ratified on the 27th day of April, 2006, amended and ratified on the 28th day of June, 2007, amended and ratified on the 29th day of May, 2008, amended and ratified on the 27th day of August, 2009, amended and ratified on the 29th day of April, 2010, ratified on the 28th day of April, 2011 amended and ratified on the 8th day of December, 2011, reviewed and confirmed on the 26th day of July, 2013, reviewed and confirmed on the 26th day of June, 2014, reviewed and confirmed on the 28th day of May, 2015, reviewed and confirmed on the 25th day of August, 2016, amended and ratified on the 28th day of September 2017, reviewed and confirmed on the 26th day of July, 2018, reviewed and confirmed on the 12th day of December, 2019, amended and ratified on the 28th day of January, 2021.

Exhibit A

LIST OF AUTHORIZED BROKER/DEALERS

Allegiance Bank
Amegy Bank of Texas (Amegy Bank, N.A.)
American First National Bank
Bank of America Corporation
Bank of America, N.A.
Bank of OZK
Bank of Texas (BOKF, NA)
BBVA Compass Bank
Beal Bank
BOKF Financial
Capital Bank, N.A.
Capital One, N.A.
Capital Markets Group, Inc.
Cathay Bank
Central Bank
Chase Investments Services Corp.
Chasewood Bank
Citibank
City Bank
Comerica Bank
Commercial State Bank
CommunityBank of Texas, N.A.
CUNA
Edward Jones
Encore
Enterprise Bank and Trust Company
FirstBank & Trust Company
First Bank Texas
First Citizens Bank
First Community Bank, N.A.
First Financial Bank
First International Bank & Trust
First National Bank of Bastrop
First National Bank Texas
First Texas Bank
Fiserve, Inc.
Frost Bank
FTN Financial
Guaranty Bank and Trust
Green Bank, N.A.
Golden Bank, National Association
Hanmi Bank
Herring Bank
Hilltop Securities
HomeTown Bank, N.A.
Icon Bank
Independence Bank
Independent Bank
Integrity Bank

IBC Bank
Invesco
JPMorgan Chase & Co.
Chase Bank, N.A.
J.P. Morgan Securities LLC
Legacy Texas Bank
Legg Mason
LOGIC (Local Government Investment Cooperative)
Lone Star National Bank
Lone Star Investment Pool
LPL Financial Services
Masterson Advisors
Mercantil Commercebank, National Association
Merchants Bank
Metro Bank, National Association
Midkiff & Stone Capital Group, Inc.
MidSouth Bank
Moody National Bank
Morgan Stanley
Morgan Stanley Wealth Management
New First National Bank
Northern Trust, National Association
Omnibank National Association
Patriot Bank
Plains State Bank
Post Oak Bank
Preferred Bank
Prime Way Federal Credit Union
Prosperity Bank
Prudential Equity Group
Raymond James
RBC Wealth Management USA
Regions Bank
Regions Financial Corporation
Security State Bank
Southwestern National Bank
Spirit of Texas Bank
State Bank of Texas
State Street Bank & Trust Co.
TexSTAR
Texan Bank
Texas Capital Bank, National Association
Texas Citizens Bank
Texas CLASS
Texas Community Bank
Texas First Bank
Texas Gulf Bank
Texas State Bank
TIB – The Independent BankersBank
TexPool/TexPool Prime
The Bank of River Oaks
Tri Star Financial
Trustmark National Bank

U.S. Bank National Association
UBS Financial Services, Inc.
Unity National Bank
Vista Bank
Wallis State Bank
Wells Fargo Advisors, LLC
Wells Fargo Bank, N.A.
Whitney Bank
Woodforest National Bank

DRAFT

Exhibit B

**CERTIFICATE OF COMPLIANCE FROM SELLERS OF INVESTMENTS
AS REQUIRED BY THE PUBLIC FUNDS INVESTMENT ACT**

To: Midtown Redevelopment Authority (the “Authority”)

From: _____ [Name of the person offering or the “qualified representative of the business organization” offering to engage in an investment transaction with the Authority] _____ [Office such person holds]

of: _____ (the “Business Organization”) [name of financial institution, business organization or investment pool]

Date: _____, 20____

In accordance with the provisions of Chapter 2256 of the Texas Government Code, I hereby certify that:

1. I am an individual offering to enter into an investment transaction with the Authority or a “qualified representative” of the Business Organization offering to enter an investment transaction with the Authority, as applicable, as such terms are used in the Public Funds Investment Act, Chapter 2256, Texas Government Code (the “Investment Act”), and that I meet all requirements under such act to sign this Certificate.
2. I or the Business Organization, as applicable, anticipate selling to the Authority investments (the “Investments”) that comply with the Investment Act and the Authority’s Investment Policy as amended and restated last on September 28, 2017 (collectively, the “Investment Policy”).
3. I or a registered investment professional that services the Authority’s account, as applicable, have received and reviewed the Investment Policy, which the Authority has represented is the complete Investment Policy of the Authority now in full force and effect. The Authority has further acknowledged that I or the Business Organization, as applicable, may rely upon the Investment Policy until the Authority provides me or the Business Organization, as applicable, with any amendments to or any newly adopted form of the Investment Policy.
4. I or the Business Organization, as applicable, have/has implemented reasonable procedures and controls in an effort to preclude investment transactions between the Authority and me or the Business Organization, as applicable, that are not authorized by the Investment Policy, except to the extent that this authorization is dependent upon an analysis of the Authority’s entire portfolio or requires an interpretation of subjective investment standards.
5. I or the Business Organization, as applicable, have/has reviewed or will review prior to sale, the terms, conditions and characteristics of the investments to be sold to the Authority and determined (i) that each of the Investments is an authorized investment for local governments under the Investment Act and (ii) each of the Investments is an

authorized investment under the Investment Policy. The Business Organization makes no representation as to whether any limits on the amount of Authority monies to be invested in the Investments exceeds or in any way violates the Investment Policy.

- 6. The Business Organization makes no representations or guarantees regarding the prudence, reasonableness or adequacy of the Investment Policy.
- 7. The Business Organization has attached hereto, for return to the Authority, or will provide a prospectus or disclosure document for each of the Investments other than certificates of deposit and direct obligations of the United States.

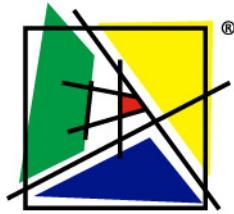
By: _____
Name: _____
Title: _____

DRAFT

EXHIBIT B
LIST OF AUTHORIZED BROKER/DEALERS

Allegiance Bank of Texas
Amegy Bank, N.A.
Bank of America, N.A.
Bank of Houston
Bank of Texas, N.A.
BBVA Compass Bank
Beal Bank, s.s.b.
Capital Bank
Capital One Financial Corp.
Capital Markets Group, Inc.
Central Bank
Chase Investments Services Corp.
Chasewood Bank (Inc)
Coastal Securities, Inc.
Comerica Bank
Commercial State Bank
Community State Bank
Crosby State Bank
Encore Bank
Enterprise Bank
First Bank
First Bank of Conroe
First Bank of Texas
First Bank & Trust Company (Inc)
First Choice Bank
First Community Bank
First National Bank Bastrop
First National Bank
First National Bank of Texas
Fiserve Investor Services, Inc.
Frost Bank
Herring National Bank
HomeTown Bank, N.A.
Houston Community Bank, N.A.
International Bank of Commerce
Ironstone Bank
JPMorgan Chase Bank, N.A.
JP Morgan Securities Inc.
Legacy Texas Bank
Legg Mason
LOGIC (Local Government Investment Cooperative)
Lone Star Bank, s.s.b.
Lone Star Investment Pool
LPL Financial Services
Main Street Bank
Memorial City Bank
Merchants Bank, N.A.
Merrill Lynch & Co., Inc.
Metro Bank, N.A.
Midkiff & Stone Capital Group, Inc.
MidSouth Bancorp, Inc.

Moody National Bank
Morgan Keegan & Co., Inc.
Morgan Stanley
Morgan Stanley Smith Barney
New First National Bank
Northwest Investment Services, Inc.
Omni Bank,N.A.
Patriot Bank
Plains State Bank
Post Oak Bank
Preferred Bank
Prosperity Bank/Prosperity Bancshares, Inc.
Prudential Securities Group, Inc.
Raymond James & Associates, Inc.
RBC Capital Markets
Regions Bank
Security State Bank
Southwest Securities, Inc.
State Bank of Texas
State Street Bank & Trust Co.
Sterling Bank/Sterling Bancshares, Inc.
Sun America Securities, Inc.
Tex STAR Investment Pool
Texas Capital Bank, N.A.
Texas Citizens Bank
Texas CLASS
Texas Community Bank
Texas First Bank
Texas Independent Bank
Texas Savings Bank, s.s.b.
Texas State Bank
TexPool/TexPool Prime
The Bank of River Oaks
Tradition Bank
Tri Star Financial
Trustmark National Bank
UBS Financial Services, Inc.
Union Planters Bank
Unity National Bank
Wachovia Bank, N.A.
Wallis State Bank
Wells Fargo Bank, N.A.
Wells Frago Brokerage Services, LLC
Westbound Bank
Whitney National Bank
Woodforest National Bank
Veritex Bank



midtown
HOUSTON

**AMENDED & RESTATED
EMPLOYEE POLICIES
MANUEL
&
ADMINISTRATIVE
PROCEDURES MANUAL**

Originally Adopted on June 26, 2008
Ratified: November 19, 2009
Ratified and Amended: February 24, 2011
Ratified and Amended: April 28, 2011
Ratified and Amended: January 10, 2013
Ratified and Amended: January 30, 2014
Ratified and Amended: February 27, 2014
Ratified and Amended: April 30, 2015
Ratified and Amended: October 27, 2016
Ratified and Amended: August 30, 2018
Ratified and Amended: December 12, 2019
[Ratified and Amended: January 28, 2021](#)

EMPLOYEE POLICY MANUAL

Midtown Redevelopment Authority

Midtown Redevelopment Authority Employee Policy Manual

Table of Contents

Section 1.	PREAMBLE.....	1
Section 2.	EMPLOYEE POLICIES AND PROCEDURES.....	2
Section 3.	ADOPTION AND REVISION.....	17

Section 1. PREAMBLE

The Midtown Redevelopment Authority (the “Authority”) was created by Resolution No. 95-96, adopted on June 28, 1995, to aid, assist and act on behalf of the City of Houston, Texas (the “City”) in the performance of the City’s governmental and proprietary functions with respect to the common good and general welfare of Midtown and neighboring areas as described in Ordinance No. 94-1345. The Midtown Management District (“MMD”) was created in 1999 by the Texas Legislature with the consent of the City, and operates under Chapter 375, Texas Local Government Code, and Chapter 3809, Texas Special Districts Local Laws Code. The Midtown Parks Conservancy (“MPC”) is an entity that works in conjunction with the Authority and MMD under various agreements.

Employees of the Authority are subject to the policies set forth in this Employee Policy Manual (the “Manual”). At times, employees of the Authority may perform services for the benefit of MMD or MPC; Authority employees remain subject to the policies set forth in this Manual, even when engaging in work for the benefit of MMD or MPC. The Authority, MMD, and MPC are collectively referred to in this Manual as the “Midtown Entities.”

The purpose of this Manual is to provide Authority employees with an overview of the policies and procedures that relate to employment. Authority employees are expected to know and be familiar with the contents of this Manual. This Manual may be revised or supplemented from time to time at the discretion of the Board of Directors of the Authority (the “Board”) without prior notice. In addition, the policies in this Manual supplement any governing documents of the Authority, as applicable.

THIS MANUAL DOES NOT CONSTITUTE A CONTRACT REGARDING TERMS OF EMPLOYMENT AND DOES NOT CREATE ANY CONTRACTUAL RIGHTS REGARDING TERMS OF EMPLOYMENT, NOR DOES IT GUARANTEE EMPLOYMENT FOR ANY SPECIFIC DURATION. Instead, the policies and procedures set forth herein establish guidelines only. Nothing contained in the Manual should be construed as a promise or guarantee of continued employment or any benefit. The employment relationship between the Authority and its employees is at-will. This at-will relationship cannot be altered by any oral statements or any statements in the Manual.

All Authority employees are subject to the terms and conditions of the policies contained in the Manual. Employment or continued employment with the Authority constitutes the employee’s agreement to abide by the policies contained in the Manual. An employee’s refusal to review this Manual or sign this form acknowledging receipt of this Manual does not exempt the employee from knowing, understanding and complying with the policies and procedures contained in this Manual.

If any policy in the Manual conflicts with applicable law, the Authority will comply with the applicable law.

Section 2. EMPLOYEE POLICIES AND PROCEDURES

A. General Provisions.

1. Administrative, managerial, and supporting employees are to be hired, managed, and developed in a manner that meets the objectives of the Authority and in compliance with applicable law.
2. When performing work on behalf of the Authority, employees must conduct themselves in a manner consistent with sound business and ethical practices; the public interest must always be considered in conducting business on behalf of the Authority; and the appearance of impropriety must be avoided to ensure and maintain public confidence.
3. Compliance with the policies in this Manual is a condition of initial and continued employment. Disciplinary action, up to and including termination of employment, will be taken against any employee who violates such policies as described herein.
4. The Executive Director of the Authority (the “Executive Director”) is responsible for administering and enforcing the Employee Policies in this Manual.
5. Should the Executive Director be unable to fulfill his or her duties under this Manual, the Board shall have the right to designate an individual within the Authority to perform the Executive Director’s duties in his or her absence.

B. Equal Employment Opportunity

1. The Authority is an equal opportunity employer. It is the commitment of the Authority to select and retain the best qualified individuals based upon job-related qualifications, regardless of race, sex, sexual orientation, gender identity, color, religion, national origin, citizenship, age, military and/or veteran status, disability, genetic information, or any other characteristic protected by applicable federal, state, or local law. This commitment includes recruitment, selection, transfers, promotions, scheduling, corrective action, compensation, benefits, separation or any other term or condition of employment.
2. The Authority will provide reasonable accommodations in accordance with applicable laws prohibiting discrimination in employment against qualified individuals with disabilities to qualified individuals with known physical or mental disabilities, unless undue hardship would result.
3. In accordance with applicable laws, absent undue hardship, the Authority will make reasonable accommodations for sincerely held religious beliefs.

4. The Authority prohibits intimidation, coercion or harassment of any kind. If any employee is asked to participate in, is a witness to, or has experienced an activity that the employee considers discriminatory or harassing, the employee should immediately bring the situation to the attention of his or her supervisor or the Executive Director—whichever the employee feels most comfortable.
5. It is the obligation of each employee to comply with the spirit and intent of this EEO Policy. Any violations of this EEO Policy will be cause for disciplinary action, up to and including termination of employment.

C. Policy Prohibiting Harassment and Discrimination.

1. Policy

- (a) The Authority is committed to maintaining a work environment free of unlawful discrimination, harassment, and retaliation. The Authority prohibits all behavior which is motivated by or is offensive on the basis of the protected characteristics and statuses described the above EEO Policy. Employees engaging in any form of harassment, discrimination, or retaliation in violation of the Authority's policies will be subject to disciplinary action, up to and including termination of employment.
- (b) Harassment or discrimination prohibited by this policy includes, without limitation, harassing or discriminatory intimidations, insult, ridicule and comments where:
 - (1) The conduct has the purpose or effect of creating an intimidating, hostile, or offensive work environment; or
 - (2) The conduct has the purpose or effect of unreasonably interfering with an individual's work performance; or
 - (3) The conduct otherwise adversely affects an individual's employment opportunities.
- (c) The Authority will not tolerate sexual harassment by any person who is employed by or associated with the Authority. Sexual harassment includes, but is not necessarily limited to, unwelcome sexual advances, requests for sexual favors or other verbal or physical conduct of a sexual nature where:
 - (1) Submission to such conduct is made either explicitly or implicitly a term or condition of employment; or
 - (2) Submission to or rejection of the conduct is used as the basis for an employment decision affecting the employee

(e.g., demotion, promotion, performance evaluation or compensation); or

- (3) The conduct or speech has the purpose or effect of unreasonably interfering with an employee's work performance or creating an intimidating, hostile or offensive working environment (e.g., unwanted sexual jokes, vulgar language, sexual gestures, physical assaults, sexual advances or displaying sexually oriented materials like publications, pictures, cartoons or photographs).

(d) The definition of sexual harassment may be easier to understand if an employee recognizes that the definition identifies two types of sexual harassment:

- (1) Quid Pro Quo - this typically describes a situation in which an employee is confronted with sexual demands, and the response to the demands will dictate whether, for example, this employee will get a promotion or keeps his or her job; and
- (2) Hostile Work Environment - this typically involves unwelcomed sexual conduct that permeates the work environment and interferes with an employee's ability to do his or her job, or unwelcomed sexual conduct that is sufficiently severe and pervasive that it creates an abusive or offensive work environment.

In addition, any unwelcomed sexual conduct by a vendor or supplier of the Authority, or by any other non-employee of the Authority who has workplace or work-related contact with Authority employees, is prohibited and must also be reported and addressed.

2. Complaint Procedure

- (a) Any employee who feels that he or she has been subjected to behavior that violates this policy should, if feasible, immediately tell the individual engaging in the behavior that it is offensive and ask that it stop. The employee also should immediately contact his or her supervisor to report the behavior. If the behavior involves the employee's supervisor or the employee is not comfortable making a report to the supervisor, the employee should report the behavior to the Executive Director. Employees should report the behavior to the person—supervisor or Executive Director—with whom the employee feels most comfortable.
- (b) All employees are responsible for maintaining a workplace free of discrimination, harassment, and retaliation in violation of this policy. Any person may initiate a complaint regarding incidents experienced

personally or observed in the workplace. If any employee is asked to participate in, is a witness to, or has experienced an activity that the employee considers discrimination, harassment, or retaliation, the employee should immediately bring the situation to the attention of his or her supervisor and/or the Executive Director. It is the responsibility of all employees to bring complaints to the attention of his or her supervisor and/or the Executive Director so that the Authority can help resolve them. An employee should never assume that the Authority is aware of inappropriate conduct that an employee has witnessed or experienced. Employees are encouraged to report any conduct that they feel may be inappropriate regardless of whether the employee is confident that such conduct violates this policy, or any other Authority policy or standards. Employees should understand that the Authority wants them to bring any concerns related to harassment, discrimination, or retaliation to its attention so that the Authority can review such matters and address them as appropriate, regardless of whether such conduct is an express violation of a specific policy.

- (c) Upon receipt of a report or complaint of harassment, discrimination, or retaliation, the Authority will promptly and discretely, to the extent possible, conduct an investigation. [Employees must cooperate fully with any investigation conducted by the Authority under this policy and must provide truthful information.](#) In determining whether the alleged conduct constitutes a violation of this policy, the totality of the circumstances, the nature of, and the context in which the alleged conduct or incident occurred will be considered.
- (d) If it is determined that a violation of this policy has occurred, prompt and appropriate action will be taken.

3. No Retaliation.

- (a) The Authority prohibits retaliation in any form against any employee who, in good faith, initiates a complaint; any employee who, in good faith, reports the possible existence of harassment or discrimination against others; or any employee who, in good faith, participates in or assists with investigation of a complaint. Any employee who believes retaliation has occurred should immediately report the alleged retaliation using the complaint procedure described above.

D. Drug and Alcohol Policy.

- 1. It is the policy of the Authority to maintain a drug-free workplace. The Authority prohibits the manufacture, distribution, dispensation, possession, concealment, use, sale, or transfer of alcohol, inhalants, drugs, synthetic drugs, or controlled substances (collectively “prohibited substances”) and the possession of drug-related paraphernalia or literature promoting the use of illegal drugs, while at

work, on Authority premises (including in parking lots), in Authority vehicles, or on business for any of the Midtown Entities. Possession and use include having the metabolites of a prohibited substance in the employee's system resulting in a positive test. The Authority also prohibits the presence of any person on the premises of the Authority while under the influence of any prohibited substance. If approved by the Executive Director, the moderate use of alcoholic beverages at Authority-sponsored or business/social events is permitted.

2. To the extent that it does not impair an employee's job performance or safety or the safety of others, employees may possess and use over the counter and prescription medication in the workplace provided that:
 - (a) *For prescription medication:* A licensed health care provider has prescribed the medication for the employee's use and the employee has a current and valid prescription.
 - (b) The employee uses the medication in a manner and for the purpose prescribed (if a prescription medication) and the intended purpose.
 - (c) All medication is kept in the original container.
 - (d) The employee can safely perform his or her essential job functions while taking the medication. If the employee's use of medication may impair or affect the employee's ability to safely perform his or her essential job functions, the employee should advise the Executive Director that he or she is taking the medication and its potential safety impact, prior to performing any work assignment while under the influence of the medication.
3. Consistent with our intent to maintain a work environment that is safe, drug-free, conducive to high work performance, and in compliance with our standards, the Authority may conduct drug and alcohol testing on applicants as a condition of hire and on employees as a condition of continued employment. The Authority may conduct tests when there is reasonable-suspicion of a violation of this policy and after an accident or incident, in appropriate circumstances and other testing in a manner that is consistent with the intent and enforcement of this policy. The Authority may, from time to time and without prior notice, also conduct random drug testing. These tests may include chemical analyses of urine, hair, blood, breath, or saliva specimens. It is the intent of the Authority to comply with any applicable federal, state, and local laws and regulations governing drug and alcohol use and testing in the workplace.
4. From time to time and without prior notice, authorized representatives of the Authority may conduct searches for prohibited items and substances of individuals entering the workplace or performing assigned duties for the Authority at any location. These searches may include, but are not limited to, vehicles, offices, desks, personal possessions, luggage, clothing, lockers, and

living quarters. When appropriate, prohibited items and substances discovered during these searches may be retained by the Authority or reported and released to appropriate law enforcement agencies. Employees should have no expectation of privacy while in the workplace or performing assigned duties for the Midtown Entities at any location.

E. Weapons in the Workplace.

1. The Authority prohibits employees from possessing weapons of any kind in the workplace, while engaged in Authority activities, and at Authority-sponsored events.
2. Notwithstanding the above, in compliance with applicable law, an employee who holds a license to carry a concealed handgun, or who otherwise lawfully possesses a firearm or ammunition, may store such weapons out of plain view within a locked, privately owned vehicle in the Authority's parking area. Under no circumstance shall an employee store or possess any weapons in any Authority vehicle.
3. Weapons include, but are not limited to: guns; knives; mace; explosives; or any item with the potential to inflict harm that has no common purpose. This list is illustrative only, and not exhaustive.

F. Employment.

1. Employment Status
 - (a) "Full-Time Employee" means an employee who regularly works a minimum of forty hours a week and has been employed at least 90 days by the Authority.
 - (b) "Part-Time Employee" means an employee who regularly works less than forty hours a week.
2. Time Reporting.
 - (a) It is the policy of the Authority to comply with all applicable laws that require records to be maintained of the hours worked by its employees. To ensure that accurate records are kept of hours worked (including overtime work), all non-exempt employees must keep a record of, and report to the Authority, all hours worked in a workweek.
 - (b) Non-exempt employees must accurately record all of their actual working hours. This is not only a matter of strict policy, but it is a requirement of applicable law as well. No supervisor may ask or require non-exempt employees to work without properly recording their time, or to record their time improperly. Non-exempt employees may not work any hours without reporting those hours to the Authority. This includes, for example, time

worked before or after the regular scheduled work day and during meal periods. No “off-the-clock” work is permitted. Off-the-clock work means work a non-exempt employee performs but fails to report on his or her time record. If an employee is asked to work without reporting his or her time by any supervisor or other individual, that employee must report the request immediately to the Executive Director. Non-exempt employees will be paid for all hours worked.

(c) Overtime will be paid to non-exempt employees in accordance with applicable law. Non-exempt employees may not work overtime hours may without prior supervisor approval. While all the time worked by the non-exempt employee will be paid, even if not authorized, working without authorization is a violation of policy and may lead to disciplinary action.

(d) ~~(e)~~ An exempt employee’s weekly salary is pay for all hours worked in a week and is not subject to deductions for variation in the quantity or quality of the work the employee performs. There are only a few instances where deductions are permitted, and these include the following: any full week an employee does not work; full day absences for personal reasons or illness in accordance with the Authority’s PTO policy; ~~and~~, full day disciplinary suspensions for major safety violations and significant infractions of written workplace conduct rules; and, time spent on unpaid medical leave.

(e) ~~(d)~~ Any employee who believes that he or she is being asked to work without properly recording work hours, or to record less than all hours worked, or has had an improper deduction in the employee’s paycheck, should notify his or her supervisor or the Executive Director. An employee’s report of non-compliance with this policy will be promptly investigated and he or she will be promptly reimbursed for any errors in payment for all hours worked, any improper deductions from wages, or any other errors relating to pay. An employee who makes any such report in good faith will suffer no retaliation for bringing such information to the attention of management. An employee who believes that he or she was retaliated against for making a report regarding wage or pay discrepancies should report this to the Executive Director as well.

G. Employment Termination.

Employees are employed by the Authority on an at-will basis. Nothing in this Manual restricts or in any way modifies the Authority's right or the employee's right to terminate the employee's employment at any time.

1. *Voluntary Termination.* Employees wishing to resign should give at least two weeks advance notice of the effective date of resignation. All resignations must be in writing to the Executive Director.
2. *Abandonment Termination.* After an unreported, unapproved absence of three or more consecutive workdays, an employee may be terminated or considered to have resigned. Reinstatement may occur, in the sole discretion of the Authority, if the employee can explain the extenuating circumstances that prevented them from notifying the Authority regarding the absence at issue. Pay will cease effective the first day of absence.
3. *Involuntary Termination.*
 - (a) *Discharge.* Any employee is subject to being discharged from employment at any time.
 - (b) *Death.* Deceased employees will be removed from the payroll at the end of the day on which death occurred.
4. All employees who are separating from employment, either voluntarily or involuntarily, are required to schedule an exit interview with the Executive Director at a time and place as specified by the Executive Director.
5. Final pay is made in accordance with applicable law.

H. Attendance and Attire.

1. Employees are required to maintain attendance that facilitates working cooperatively with other employees during normal work hours. "Attendance" is limited to mean work performed in the offices of the Authority and in the field within the Zone, and local meetings in the Houston area as well as continuing education seminars, or as otherwise designated.
2. The general workweek is eight hours a day, Monday through Friday. Normal work hours are from 8:00 a.m. to 5:00 p.m. excluding one hour for lunch. However, from time to time and at the discretion of the Executive Director, the workweek may be modified or an alternative workweek may be implemented upon reasonable notice to all employees and the Board.

3. Tardiness and Other Absence.

- (a) Attendance and punctuality are important to the Authority's business. Regular attendance is an essential function of employment. The Authority also expects employees to report to work on a reliable and punctual basis. Unexcused absences or tardiness occurrences, in particular, may be grounds for disciplinary action, up to and including termination of employment
- (b) It is the employee's responsibility to be at work and on time and to call his or her designated supervisor when it is not possible to be at work on time. Repeated unexcused tardiness is grounds for termination of employment.
- (c) In the case of illness, the employee is asked to contact the Administrative Manager or the employee's supervisor as soon as possible, but no later than the time the employee is scheduled to begin work.

4. Dress Code

- (a) Attire at all times should be professional and in good taste.
- (b) The Executive Director may provide additional guidelines on appropriate professional attire at his or her discretion.

I. Compensation.

- 1. Salaries are paid either by check or direct deposit, as elected by the employee, semi-monthly on the 15th and last working day of each month. The pay period cut-off dates are the 5th and 20th of each month. Any special situations regarding payment of salaries are handled at the discretion of the Executive Director. The employee is responsible for the completion and accuracy of all records related to timesheets, withholding requests, and other documentation authorizing payroll deductions. Employees must review their paychecks promptly and report any errors to the Executive Director. All errors will be promptly corrected.
- 2. Pay increases are made in the sole discretion of the Authority and generally are based on each employee's performance and other economic factors impacting the Authority. Employees should not construe this policy as requiring any increase salaries at any time.

J. Vacation Plan.

- 1. Vacation practices are intended to grant eligible employees time off with pay according to their years of service. These practices apply to all regular, full-time employees. Part-time employees are not eligible for paid vacation.

2. Prior supervisory approval through normal reporting channels is required for employees to take vacation.
3. Vacation time allotments are based on length of service.
4. All vacations will be determined on a calendar-year basis. For instance, an increase in an employee's allotment of vacation days does not take effect until January 1 of the year after the year in which the employee completes the service requirement set out below.
 - (a) If an otherwise eligible employee is absent from work at the beginning of a calendar year for any reason (including paid sick leave, unpaid leave of absence, etc.), the employee is not eligible for paid vacation in that calendar year unless and until the employee returns to active work in that calendar year.
 - (b) If an employee has not performed active work in a calendar year, the employee is not eligible for paid vacation in that calendar year.
 - (c) If an employee is on authorized absence (with or without pay) throughout an entire calendar year, the employee is not eligible for paid vacation in that calendar year; therefore, the employee will not receive vacation in that calendar year.
5. New Employees are eligible for: (Employees hired during the year in which vacation would be taken or the directly preceding year ("New Employee")):
 - (a) Two (2) weeks of vacation after one (1) year of service, to be taken between January 1 after the end of the one (1) year period and December 31 of the following year hired; and
 - (b) Three (3) weeks of vacation after five (5) years of service, to be taken between January 1 after the end of the second (2nd) year period and December 31 of the following year.
6. A regular, active employee (not qualifying as a New Employee) is eligible for a paid vacation of two (2) weeks during each calendar year. As years of continuous service increase, weeks of vacation eligibility also increase as shown below:

LENGTH OF SERVICE	WEEKS OF VACATION*
After 1st year	2 weeks
After 5th year	3 weeks
After 10th year	6 weeks or such other amount that may be determined by the Board

*After the first year of service, vacation periods coincide with calendar years.

7. Vacation time must be taken the year earned, with the exception of up to five (5) days of vacation. At the end of one calendar year, an employee may carry over up to five (5) earned, unused vacation days into the next calendar year. Such days must be used in the next calendar year or they will be lost. Employees may not carry over more than five (5) earned, unused vacation days from one calendar year to the next calendar year. Notwithstanding the foregoing, employees who have ten (10) or more years of continuous employment service with the Authority will be permitted to carry over up to 50% of their earned, unused vacation days from one calendar year to the next calendar year, but in no event can such employee carry over more than three (3) weeks of earned, unused vacation days.
8. Regular active employees, employees actively at work on December 31 or those on approved vacation on December 31, may take vacation beginning the first work day of a new calendar year.
9. Vacations should be scheduled and requested within a reasonable time, as determined by the Executive Director, in advance of such dates requested so plans may be made for personnel replacements, if necessary. If practical, vacation schedules will be approved according to employees' preferences. However, work assignments and responsibilities will be the controlling factors in scheduling vacations of individual employees. Vacation date preferences may be granted based on length of service among other factors.
10. If an employee resigns in good standing, as determined by the Executive Director, the employee will be paid for accrued vacation time not taken in that current calendar year. If an employee's employment is terminated by the Authority for any reason, that employee will not be paid for accrued vacation time not yet taken.
11. Employees who do not actively perform their jobs during a calendar year (e.g., those who are on paid or unpaid authorized or unauthorized absences or as determined by the Executive Director) will not receive pay in lieu of vacation.
12. If a Paid Holiday (see Section K below) occurs during the period of an employee's vacation, the employee will be granted either the last scheduled work day before the vacation or the first scheduled work day after the completion of the vacation as a substitute vacation day. If two or more Paid Holidays occur during an employee's vacation, the employee will be granted an equivalent number of substitute vacation days. The designation of days to be recognized as substitute vacation days shall be at the employer's option, as determined at the discretion of the Executive Director.
13. Vacation time is not considered hours worked for the purpose of calculating overtime

K. Paid Holidays.

1. The Authority has designated and observes certain days of the year as Paid Holidays with pay for eligible employees. These practices apply to all regular, full-time employees. Part-time employees are not eligible for Paid Holidays.
2. The Authority grants **ten** (10) paid holidays per year plus **one** (1) floating holiday. The Authority follows the City Office Holiday Schedule and guidelines as established and approved by the City Council each year. The Authority does not provide additional pay or holidays for “Paid Holidays” not taken. Paid Holidays are generally as follows, however, the Authority reserves the right to modify this list as necessary:

New Year’s Day	Veteran’s Day
Martin Luther King, Jr. Day	Thanksgiving Day
Memorial Day	Day after Thanksgiving Day
Independence Day	Christmas Eve
Labor Day	Christmas Day
3. Holidays are not considered hours worked for the purpose of calculating overtime

L. Personal Time Off.

1. The Authority has established personal time off to grant eligible employees time off with pay in the event of the employee’s own injury or illness, doctor’s appointments, or other unforeseen need to be absent for personal reasons and also in the event of the short-term need to care for a spouse, child, or parent. The following personal time off guidelines have been established for all employees who qualify.
2. Full-Time Employees will be eligible for **seven** (7) days of personal time off effective January 1 of each year following the employee’s first year of service. Part-time employees are not eligible for personal time off.
3. In the event personal time off is to be taken for a planned absence, such as a doctor’s appointment or other personal appointment, the employee must seek the supervisor’s advance approval in order to apply PTO to the absence. Employees are encouraged to schedule appointments in a manner that does not interfere with work schedules, where possible. In the event the need to use PTO is for an unforeseen absence, employees must notify their supervisor as soon as reasonably practicable to their normal report to work time in order to designate the day as personal time off.
4. The Authority reserves the right to require written verification of illness from a licensed practicing medical physician or healthcare provider for any absence due to illness, injury, or medical appointment that lasts three (3) consecutive days or

more, within the scope of this Section prior to approving payment of personal time off benefits to an employee. Absent extenuating circumstances, employees will not be permitted to apply personal time off to three (3) or more consecutive days of planned absences. Moreover, the Authority retains the right to deny personal time off requests that are longer than three (3) consecutive days in length, regardless of the reason for the absence.

5. Payment of personal time off benefits does not automatically constitute an acceptable reason to be absent from work. Employees with absenteeism problems, as determined by the Authority, regardless of whether they receive personal time off benefits or not, may find themselves subject to disciplinary action up to and including termination.
6. Personal time off may not be carried over from the prior year or borrowed from the next calendar year, and payment in lieu of personal time off is prohibited. Accrued, unused personal time off is not paid to the employee upon the employee's separation from employment for any reason.
7. Personal time off is not vacation time, and should not be used as such. Personal time off may be used for reasons such as an employee's own injury or illness, doctor's appointments, or other unforeseen need to be absent for personal reasons and also in the event of the short-term need to care for a spouse, child, or parent.
8. In the event an employee exhausts his or her seven (7) days of personal time off in a calendar year, the employee must charge any additional absences to vacation or unpaid leave.
9. Personal time off is not considered hours worked for the purpose of calculating overtime.

M. Bereavement Leave.

1. Effective January 1 of each year following the employee's first year of service, full-time employees will be eligible for three (3) days of paid bereavement leave for the death of an immediate family member. Part-time employees are not eligible for bereavement leave.
2. For purposes of this policy, immediate family members include an employee's:
 - Spouse or domestic partner.
 - Parent.
 - Step-parent.
 - Parent-in-law.
 - Sibling.
 - Brother-in-law; Sister-in-law.
 - Child.
 - Step-child.

- Son-in-law; Daughter-in-law.
 - Grandparent.
 - Grandchild.
 - Aunt; Uncle
 - Niece; Nephew
3. Bereavement leave is not considered hours worked for the purpose of calculating overtime. Accrued, unused bereavement leave is not paid to the employee upon the employee's separation from employment for any reason.
 4. Employees are responsible for requesting bereavement leave from their supervisor as far in advance as possible. The Authority may require verification of the need for bereavement leave.

N. Leave.

1. Upon written request or in an emergency, paid or unpaid leave of absence may be given for various reasons upon the approval of the Executive Director.
2. Benefits do not accrue while the employee is on leave without pay.
3. An employee who requires a leave of absence for medical reasons in order to return to work and perform the employee's essential job functions, with or without reasonable accommodations, may be provided a leave of absence as a reasonable accommodation. To qualify for a leave of absence as a reasonable accommodation, the employee must provide the Company with a certification from a healthcare provider confirming that: (i) the employee has a physical or medical impairment that substantially limits a major life activity; and, (ii) a leave of specified duration will allow the employee to return to work and perform the essential functions of the employee's job, with or without accommodations. For employees who are already on a leave of absence, to qualify for an extension of such leave, the employee must request the extension prior to exhaustion of the employee's pending leave.

O. Confidential Information.

1. In the course of performing duties for the Authority, employees will have access to or gain knowledge of Confidential Information belonging to the Authority or the other Midtown Entities, their clients, and other contacts. Confidential Information (defined below) is to be used for the exclusive benefit of the Midtown Entities and their business operations. Maintaining confidentiality is important to the mission and work of the Authority. Therefore, employees have a duty to protect this information and to use this information only as needed during the performance of their regular job duties for the benefit of the Midtown Entities. During employment with the Authority, and at all times thereafter, employees, former employees, and all agents, representatives, and third parties acting on their behalf must: (i) keep strictly confidential and not directly or indirectly

communicate, divulge, or use any Confidential Information for the benefit of any other person or entity, without the prior written consent of an authorized representative of the Authority; and (ii) not copy, duplicate, record or otherwise reproduce any Confidential Information, nor otherwise disclose, disseminate or make such information, available to any person or entity without the prior written consent of an authorized representative of the Authority. Employees who leave employment must immediately return any Confidential Information, proprietary information, records, documents, or other property belonging to the Midtown Entities that is in their possession.

2. “Confidential Information,” includes, without limitation, technical, economic, financial, marketing, client and other information that is not common knowledge outside the Midtown Entities. Some examples of Confidential Information include, but are not limited to, research and development materials; electronic databases and internet website specifications and methodologies; methods of operation; computer programs and technologies; marketing and analysis; marketing presentations and/or strategies; contracts; accounting and business systems; short and long range business planning; financial information; trade secrets; business policies; methods of operation; implementation strategies; business files or other information; or any other confidential information concerning the business and affairs of the Midtown Entities. Confidential Information includes any such information that the Employee may originate, learn, have access to or obtain, whether in tangible form or memorized. Confidential Information shall not include material that (i) is in the possession of or known by an employee prior to the receipt thereof from the Midtown Entities; (ii) becomes generally available to the public other than as a result of disclosure by the employee; or (iii) becomes available to the employee from another source outside of employee’s employment with the Authority.

P. Technology in the Workplace.

1. The Authority’s e-mail, computing, network, internet, telephone, and voicemail systems (collectively “Electronic Communication Systems”) are the property of the Authority. As such, these resources are to be used only to conduct Authority business; however, the Electronic Communication Systems can be used during non-working time for statutorily protected employee activity, if applicable. Incidental and occasional personal use of the Electronic Communications Systems is permitted so long as such use does not detract in any way from the conduct of employee responsibilities and Authority business. Personal use must be kept at a minimum and must not violate any other Authority policies.
2. The Authority reserves and exercises the right to access, intercept, monitor, record, copy, review, disclose, download, and delete any communication or information that employees create or maintain using the Electronic Communication Systems. As a result, employees must have no expectation of privacy in their use of the Electronic Communication Systems.

3. Employees are also advised that certain information on each employee's Electronic Communication System may fall under the Public Information Act (Texas Government Code, Chapter 552). Furthermore, employees shall cooperate with the designated Public Information Coordinator of the Authority to provide requested information in a timely manner and all requests for information from outside the Authority shall be promptly referred to the Public Information Coordinator.
4. The Executive Director, from time to time, at his or her discretion, may provide guidelines on appropriate email and internet usage by all Authority employees.
5. Failure to adhere to any guidelines, provided by the Executive Director as authorized by this Section or the general prohibition contained herein, may lead to disciplinary action up to and including termination of employment.
6. Technological advances have made smartphones, personal digital assistants, and similar small-scale, handheld computers relatively inexpensive and widely available for business and personal use. While such devices increase productivity, features such as text, picture, and video messaging are subject to misuse in the workplace. The Authority prohibits any and all manner and means of harassment, discrimination, and otherwise inappropriate behavior, including harassing or otherwise inappropriate conduct by phone; electronic mail; and text, picture, or video message (e.g. "sexting" or "textual harassment").
7. Social media (e.g., Facebook, Twitter, LinkedIn, YouTube, Instagram, [TikTok](#), Snapchat, and Flickr) has revolutionized the way people interact with one another online. The Authority recognizes that employees may choose to use social media. It also recognizes, however, that if improperly used, social media can result in a variety of adverse consequences, such as disclosure of sensitive or confidential information, copyright violations, and damage to reputation. As a result the Authority has adopted the following policy and guidelines on its employee's use of social media.
 - (a) *Definition of Social Media.* As used in this policy, "social media" is any means of communicating with others over the Internet for social or business development purposes. Social media applications include, without limitation, Facebook, Twitter, LinkedIn, YouTube, Instagram, [TikTok](#), Snapchat, and Flickr, but can also occur on user forums that are offered by television networks, newspapers, magazines, and other websites that permit readers to post comments.
 - (b) *Guidelines for Postings.* Some social networking sites may provide an appropriate forum to keep current on matters of interest, to make professional connections, and to locate links to other pertinent sources. Users must be careful, however, that their online postings do not violate Authority policies or the law. Users are personally responsible for all content they post on social networking sites. Users should assume that

anything posted to an internet site is impossible to modify or remove. In addition, all users should assume that their internet postings can and will be read by anyone. Finally, users should understand that material posted on an internet site may be obtained and used by litigants in both personal and professional litigation. When using social media, consider the following guidelines:

- (1) Do not disclose the Confidential information belonging the Midtown Entities, advertise on behalf of the Midtown Entities, or in any way suggest that you are writing on behalf of the Midtown Entities. Employees who identify their Authority affiliation, either directly or indirectly, must identify themselves using their real names and add the following disclaimer: “The opinions expressed in this posting are solely my own and do not represent the views of my employer.”
 - (2) Do not post any content that could be characterized as defamation, plagiarism, unlawful harassment or a copyright violation. Identify all copyrighted or borrowed material with citations and links and obtain permissions when necessary.
 - (3) Use the same judgment in writing your postings that you would in writing any formal letter. Post only content that you would be comfortable having the Authority, your colleagues, and the general public read, hear, or see.
- (c) This policy does not prohibit (i) employees’ use of social media to discuss or address, for concerted activity purposes, matters concerning the employment terms and conditions, or (ii) other off-duty conduct, not involving the use of Authority’s systems or devices, with respect to which employees are protected by law from adverse employment actions.

Q. Workplace Searches.

1. The Authority believes that maintaining a workplace that is free of harmful materials is vital to the health and safety of employees and to the success of the Authority’s business. To maintain a safe, healthy and productive work environment, the Authority reserves the right at all times to search or inspect employees’ surroundings and possessions while on the premises of the Midtown Entities. This right extends to the search or inspection of offices, files, desks, credenzas, lockers, bags, briefcases, containers, packages, boxes, any employer-owned or leased vehicles and any vehicles parked on Midtown Entity property, computer files, voice mails, or similar places, whether or not the places are

locked or protected by access codes. Employees should have no expectation of privacy while on the premises of the Midtown Entities.

R. Personnel Files.

1. All employee files are the property of the Authority. Active employees may view their respective files in the presence of the Executive Director. Files are available for review only. No items may be added to or removed from the personnel file by an employee. An employee may copy a document in his or her personnel file only if the employee has previously received the document. Upon termination of employment, all files will remain the property of the Authority, and terminated employees will no longer have access to their files.

S. Code of Ethics and Conflict of Interest.

1. The Authority is committed to achieving the highest standards of ethical conduct and compliance with applicable laws in their operations and activities. This policy is intended to increase awareness of potential conflicts of interest and establish a procedure for reporting them.
2. It is the policy of the Authority to prohibit employees from engaging in any business arrangements with clients, customers, vendors, suppliers, contractors, governmental authorities, and other external parties when it presents an actual or perceived conflict of interest with the Authority, unless they have prior written approval from the Executive Director. The Authority prohibits all employees from using their position with the Authority or the Authority's relationship with their clients, customers, vendors, suppliers, contractors, governmental authorities, and other external parties for private gain or to obtain benefits for themselves or members of their family.
3. For purposes of this policy, a potential conflict of interest occurs when an employee's outside interests (for example, financial interests) interfere with the interests of the Authority's or the employee's work-related duties. For example, a conflict of interest can occur when an employee is in a position to influence a decision that may result in a personal gain for the employee or the employee's family member as a result of the business dealings of the Authority. If you have a question about whether a situation is a potential conflict of interest, please contact the Executive Director.
4. If an employee becomes aware of any potential conflict of interest or ethical concern regarding his or her employment or that of another employee at the Authority, the employee must promptly speak to, write or otherwise contact his or her direct supervisor or, if the conduct involves the direct supervisor, the Executive Director as soon as possible. The Authority prohibits any form of reprisal, intimidation or retaliation for good faith reporting of a potential conflict of interest or violation of this policy or cooperating in related investigations.

T. Outside Activities.

Employees are expressly prohibited from engaging in any activity that competes with the Authority or the Midtown Entities, or compromises their interests. This prohibition includes performing any services on non-working time that are normally performed by the Authority and/or the unauthorized use or application of any of the Authority's confidential information or trade secrets.

Outside employment during an employee's leave of absence from the Authority is prohibited, and may result in disciplinary action, up to and including termination of employment. This rule applies to all leaves of absence from work other than military leave.

U. Gift Policy.

1. Authority employees are prohibited from accepting gifts under specific job-related circumstances. Gifts may be defined as anything of value, or the offer of a discount, rebate or privilege. For further information, consult the Executive Director and refer to the City of Houston Executive Order Regarding Gifts, Executive Order 1-28.

V. Safe Work Practices.

1. The Authority seeks to provide a safe workplace for all employees. As part of that effort, the Authority expects employees to work in a safe and responsible manner at all times. Employees must not abuse property belonging to the Authority and should use such property only for the purposes for which it is designed.

W. Whistleblower Policy.

1. It is the policy of the Authority to timely investigate allegations of employee misconduct or other Authority impropriety.
2. If an employee becomes aware of any potential employee misconduct, conflict of interest, ethical concern, or other impropriety involving the Authority, the employee should must promptly report the concern to the employee's direct supervisor or to the Executive Director. If the conduct involves the Executive Director, the employee should report the concern to the Board. The employee should provide specific facts or circumstances giving rise to the concern.
3. Employees must cooperate fully with any investigation conducted by the Authority under this policy and must provide truthful information, written statements, documents, and related materials upon request.
4. The Authority prohibits any form of discipline, reprisal, intimidation or retaliation for reporting a violation of this policy or cooperating in related investigations.

X. Workplace Injuries.

1. All job-related injuries, illnesses, and accidents, or any potential safety hazards or dangerous conditions, must be reported to the Authority, as soon as possible and no later than 24 hours after the incident or discovery of the hazard.
2. Any work-related injury suffered by an employee must be reported to the Employee's supervisor immediately. This applies to both injuries that require medical attention and those that do not. The supervisor should note the type of injury, date, time, place and person(s) involved, and circumstances relevant to the injury.
3. When medical attention is required, the supervisor must summarize the incident the same day of the accident and submit the summary report to the Executive Director. The supervisor should note the type of injury, date, time, place and person(s) involved, and circumstances relevant to the injury.
4. When immediate medical attention is required, supervisors should ensure that treatment is provided. If the situation is non-life-threatening, the supervisor should ensure the employee is transported to the nearest medical facility. If life-threatening, emergency responders should be contacted by dialing 9-1-1. If anyone present has proper First Aid training, that person may administer aid until responders arrive.
5. If no medical attention is required, a summary report must still be filed with the Executive Director within 24 hours of the incident.

Y. Policy Violations.

1. Any violation of the policies set forth in this Manual may result in disciplinary action, up to and including termination of employment.

Section 3. ADOPTION AND REVISION

- A. Review and Amendment. This Manual may be reviewed from time to time; and, if necessary, amended and approved by a majority vote of the Board in an open meeting. The Board, by majority vote in an open meeting, reserves the right to alter, modify, and, or terminate any provisions of this Manual.

- B. Superseding Clause. This Manual supersedes any prior policies adopted by the Board regarding policies and procedures governing employees of the Authority.

- C. Adoption. The Board officially finds, determines and declares that the policies in this Employee Policy Manual were reviewed, carefully considered, and adopted at a regular meeting of the Board, and that a sufficient written notice of the date, hour, place, and subject of the meeting was posted at a place readily accessible and convenient to the public and on a bulletin board located at a place convenient to the public outside the City Hall of the City of Houston, Texas for the time required by law preceding the meeting, as required by Chapter 551, Texas Government Code, and that this meeting had been open to the public as required by law at all times during which this Manual was discussed, considered, and acting upon. The Board further ratifies, approves, and confirms such written notice and the contents and posting thereof.

Adopted on the ~~12~~²⁸th day of ~~December~~^{January}, ~~2019~~²⁰²¹.

SECRETARY'S CERTIFICATE

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

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

1. The Board convened in regular session on the ~~12~~28th day of ~~December~~January, ~~2019~~2021, at the regular meeting place thereof within said Midtown Zone, and the roll was called of the duly constituted officers and 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 <u>Donald Bond</u>	7	Caton M. Fenz
3	Gayle Fortson <u>Vacant</u>	8	John Thomas
4	Pamela Ngo Castleman <u>Michael E. Murphy</u>	9	Brandon Dudley <u>Zoe Middleton</u>
5	Al Odom		

and all of said persons were present, except Director(s) _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a written

EMPLOYEE POLICIES MANUAL

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

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

SIGNED this ~~12~~28th day of ~~December~~January, ~~2019~~2021.

Secretary, Midtown Redevelopment Authority

DRAFT

ACKNOWLEDGMENT OF RECEIPT OF EMPLOYEE POLICY MANUAL

I have received a copy of the Midtown Redevelopment Authority Employee Policy Manual, as amended from time to time, and I have read and understand it. I agree to follow the rules and procedures set out in the Manual. I understand that the Authority can unilaterally rescind, modify, or make exceptions to any of these policies, or adopt new policies, at any time. I also understand that the provisions of this Manual will control over any contrary statements, representations or assurances made by any supervisory personnel except for written statements signed by the Executive Director of the Authority.

I understand that this Manual is not a contract of employment. I also understand that the policies and procedures contained in this Manual do not create contractual rights regarding my terms of employment. I acknowledge and understand that my employment relationship with the Authority is at-will, which means that the Authority or I may terminate the employment relationship at any time with or without cause or reason.

Employee Signature

Printed Name

Date

Acknowledgment and Release of Drug and Alcohol Policy

I acknowledge that I have been provided a copy of the Authority's Drug and Alcohol Policy (the "Policy"). I acknowledge that I have read and understand the Policy. I understand that violation of this Policy may result in the revocation of my employment offer from, or the termination of my employment with, the Authority.

I understand that unannounced searches may be conducted of my person, and personal effects, belongings, quarters, rooms, lockers, baggage, office and desk for the purpose of determining whether drugs, paraphernalia or equipment related to illegal or unauthorized drug use, or alcohol, are in my possession while on Authority premises, while operating any Authority vehicle or equipment, or while conducting Authority business, or to determine if I am in violation of any other Authority policies.

I am aware that the Authority will conduct urinalyses, blood tests, or other tests for the purpose of determining if I am in violation of this Policy. These tests may be used in the following situations: (a) pre-employment testing, (b) testing based on reasonable cause or suspicion, (c) random or periodic testing, (d) testing following an accident or incident, and (e) testing that is consistent with the enforcement of the Authority's Policy.

I give my consent to the Authority or its authorized representative to search my person, vehicle, or personal effects, and to conduct a urinalysis, blood test, or other test for the purpose of determining my use or possession of these illegal, controlled, or unauthorized items or substances or to determine if I am in violation of any other Authority policies. I authorize the physician, nurse, or laboratory technician who conducts these tests to release the results of my tests to the Authority for the purpose of determining if I am in violation of the Authority's Drug and Alcohol Policy.

I understand that violation of this Policy, or other Authority policies, will result in disciplinary action, up to and including termination of employment. Additionally, I understand that failure to submit to testing pursuant to this Policy will result in termination of employment.

I RELEASE AND AGREE TO HOLD HARMLESS THE AUTHORITY, ITS OFFICERS, EMPLOYEES, AGENTS, AND INDEPENDENT CONTRACTORS, FROM ANY LIABILITY TO ME BASED ON ANY SEARCH OR DRUG OR ALCOHOL SCREENING PROCESS UNDERTAKEN PURSUANT TO THIS POLICY, THE RESULTS OF THE SEARCH OR PROCESS, OR ACTIONS TAKEN BASED ON THOSE RESULTS. THIS RELEASE INCLUDES, BUT IS NOT LIMITED TO, LIABILITY BASED ON NEGLIGENCE.

I understand that this Acknowledgment and Release becomes effective on the date it is signed and will continue to be effective unless revoked in writing and delivered to the Authority.

Employee Signature

Date

Employee Printed Name

DRAFT

Summary report: Litera® Change-Pro for Word 10.8.2.11 Document comparison done on 1/26/2021 3:18:43 PM	
Style name: Bracewell Style	
Intelligent Table Comparison: Active	
Original DMS: dm://DM/6076907/3	
Modified DMS: dm://DM/6293622/4	
Changes:	
Add	29
Delete	24
Move From	0
Move To	0
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	53

Originally Adopted on August 30, 2018
Ratified: December 12, 2019
[Ratified and Amended: January 28, 2021](#)

ADMINISTRATIVE PROCEDURE MANUAL

Midtown
Redevelopment
Authority

Midtown Redevelopment Authority Administrative Procedure Manual

Table of Contents

Section 1.	PREAMBLE.....	1
Section 2.	AUTHORITY MANAGEMENT.....	2
Section 3.	FINANCIAL PRACTICES.....	3
Section 4.	PROCUREMENT AND CAPITAL IMPROVEMENTS.....	4
Section 5.	RECORD RETENTION POLICY.....	5
Section 6.	ADOPTION AND REVISION.....	9

Section 1. PREAMBLE

The Midtown Redevelopment Authority (the “Authority”) was created by Resolution No. 95-96, adopted on June 28, 1995, to aid, assist and act on behalf of the City of Houston, Texas (the “City”) in the performance of the City’s governmental and proprietary functions with respect to the common good and general welfare of Midtown and neighboring areas as described in Ordinance No. 94-1345. Many of the contractual obligations and administrative practices of the Authority are contained in a certain amended and restated Agreement dated July 18, 2000, and approved as Ordinance No. 2000-494, by and between the City, the Authority, and the Tax Increment Reinvestment Zone Number Two, City of Houston, Texas (the “Midtown Zone”) (the “Tri-Party Agreement”).

The purpose of this Administrative Procedure Manual (the “Manual”) is to supplement the Tri-Party Agreement and all practices and obligations specified therein are incorporated herein. This Manual may be supplemented from time to time at the discretion of the Board of Directors of the Authority (the “Board”) and it and the Tri-Party Agreement shall serve as the primary sources for the Authority’s administrative practices and procedures. This Manual is designed to provide an overview of the procedures that relate to administrative processes on behalf of the Authority. Board members and employees are expected to know and be familiar with the contents of this Manual, as applicable.

[As further detailed in the Authority’s Employee Policy Manual, the Authority is committed to achieving the highest standards of ethical conduct and compliance with applicable laws in its operations and activities. It is the intent of the Authority that the Authority’s personnel will conduct themselves in a manner consistent with sound business and ethical practices; the public interest always will be considered in conducting corporate business; and the appearance of impropriety will be avoided to ensure and maintain public confidence in the Authority.](#)

THIS MANUAL DOES NOT CONSTITUTE A CONTRACT AND DOES NOT CREATE ANY CONTRACTUAL RIGHTS. Instead, the policies and procedures set forth herein establish guidelines only. They do not create, and are not intended to create, a contract between the Authority and any employee or other party. The employment relationship between the Authority and its employees is at-will. Where any policies in the Manual conflict with applicable law, applicable law shall control.

Section 2. AUTHORITY MANAGEMENT

- A. Board of Directors. Only the Board, in an open, properly called meeting, may enter into contracts or agreements (other than real estate contracts associated with the Authority's Affordable Housing Program), that obligate the Authority or authorize the expenditure of funds over ~~\$25,000~~50,000. The Board in such sessions may direct Directors of the Board, the Executive Director and/or specified personnel to take specific actions within parameters as set by the Board.
- B. Executive Director. The Authority's Executive Director shall be vested with the authority to take any managerial actions or implement administrative policies as necessary for the efficient administration of the Authority and incidental to the following powers, subject to the Board's failure to object to such actions in a timely manner, compliance with the provisions contained in this Manual and to the extent such actions do not conflict with existing policies approved by the Board, including but not limited to:
1. Permanent designation as an Investment Officer in accordance with the Authority's Investment Policy, attached as Exhibit A of this Manual;
 2. Authority to negotiate, or assign negotiation authority, and execute real estate transactions on behalf of the Authority, subject to ratification by the Board in a reasonable amount of time thereafter;
 3. ~~In coordination with the Chair of the Board and consistent~~Consistent with the Authority's Budget, authority to hire and to terminate personnel of the Authority and to administer the Authority's Employee Policy Manual. The authority to terminate the employment of Authority employees is with the Executive Director, in consultation with 2 or more members of the Board;
 4. Authority to make representations and prepare documents for the Authority with the Secretary of State's office in compliance with the Texas Non-Profit Corporation Act;
 5. Authority to approve and provide procedures for employee expense reimbursements;
 6. Authority to make payments pursuant to any contracts or agreements, previously approved by the Board or not subject to approval by the Board, that obligate the Authority for any amount without additional action by the Board;
 7. Authority to negotiate and renew or enter into consultant contracts not exceeding ~~\$25,000~~50,000, subject to ratification by the Board in a reasonable amount of time thereafter, and to administer such contracts upon approval or ratification thereof, as applicable; ~~and~~
 8. Authority to approve change orders in accordance with the Authority's change order policy found in Section 4 hereof; and

9. Authority to delegate authority to perform an action hereunder to one or more officials or employees of the Authority from time to time.

C. Chief Administrative Officer. In the absence of the Authority's Executive Director, the Authority's Chief Administrative Officer shall be vested with the authority to take such administrative and ministerial actions as necessary for the efficient administration of the Authority, in consultation with the Chair of the Board.

DRAFT

Section 3. FINANCIAL PRACTICES

A. Bank Accounts.

1. The signatures of any two of the following officers: ~~Chairman~~Chair, Vice ~~Chairman~~Chair, Secretary, Assistant Secretary, Treasurer or Executive Director will be required on all checks, drafts, warrants or orders greater than ~~\$25,000~~50,000. The Executive Director's signature only will be required on all checks, drafts, warrants or orders ~~\$25,000~~50,000 and less, subject to Board ratification in a reasonable amount of time after the check is signed. Funds may be transferred between different Authority accounts by the Executive Director without the requirement of an additional signature and regardless of the amount.
2. The bank will deposit and pledge securities having at all times a market value greater than the funds of the Authority which are required to be collateralized, as set forth in the Authority's Investment Policy, attached hereto as Exhibit A.
3. Funds not needed for current operations may be invested in a manner consistent with the Authority's Investment Policy, attached hereto as Exhibit A.
4. The Executive Director's signature only will be required for all wire transfers providing payment by the Authority pursuant to a contract or agreement approved by the Board obligating the Authority to make such payment. Additionally, the Executive Director is approved to make wire transfers of ~~\$25,000~~50,000 and less, subject to ~~Board~~ ratification by the Board in a reasonable amount of time thereafter. Wire transfers shall require bank notification in writing. The ~~Authority's~~ Board will pre-approve individuals authorized to request such transfers, the purposes for which a wire transfer may be used, and monetary limits for such transfers.

B. Financial Reporting

1. Monthly financial reports shall be reviewed by the Executive Director and presented to the Board.

Section 4. PROCUREMENT AND CAPITAL IMPROVEMENTS

A. Construction Contracts

1. All construction contracts shall be procured in a manner consistent with applicable state law and shall be authorized by the Board, if such contract is for an amount greater than ~~\$25,000. The Manager of Capital Improvements~~ 50,000, or subject to ratification by the Board in a reasonable amount of time thereafter, if such contract is for an amount of \$50,000 or less. The Director of Engineering and Construction shall determine with legal counsel the appropriate procurement method for each project.
2. Construction contract budgets presented to the Board shall include a construction contingency, which shall be approximately 5-10% of the total construction contract amount, as further described in subsection B below.

B. Change Order Policy

1. After the Board has duly approved a construction contract, the Executive Director is authorized to execute change orders so long as the change order, when added to the original contract amount and all prior change orders, does not exceed the lesser of (A) the approved construction contingency and (B) ~~\$250,000~~ 500,000 in the aggregate. Change orders approved by the Executive Director must be recommended for ratification by the Board ~~of Directors~~ in a reasonable amount of time after the approval of such change order (i.e. within 60 days). Change orders that, when added to the original contract amount and all prior change orders, would exceed the lesser of (A) the current, approved project contingency and (B) ~~\$250,000~~ 500,000 in the aggregate, must be approved by the Board ~~of Directors~~.
2. The construction contingency shall be as authorized by the Board ~~of Directors~~ in the construction project budget established when the original contract is presented to the Board for approval. The Board shall be advised, at the time of approval of the construction contract, as to the construction contingency amount and the rationale (i.e. certain types of projects may require greater construction contingencies) for the specified amount, which shall be approximately 5-10% of the total construction contract amount.
3. Board approval must be obtained for any increases in the construction contingency above the previously-authorized amount. Contractors shall not be directed or authorized to perform any work not covered by an authorized and approved budget.

C. Non-Construction Contracts Funded by Federal Awards

1. Small Purchases – For non-construction contracts with a value between \$3,000 and \$25,000 where all or a portion of the costs will be funded by federal awards, including contracts securing equipment, services, or supplies for use in federally funded programs, written or telephonic price or rate quotations must be obtained

from at least three (3) qualified sources and records of quotes must be maintained by the Authority.

2. Micro Purchases – For contracts with a value below \$3,000 where all or a portion of the costs will be funded by federal awards, including contracts securing equipment, services, or supplies for use in federally funded programs using simplified acquisition procedures, written or telephonic price or rate quotations must be obtained from at least one (1) other qualified source and be attached to the invoice or maintained by the Authority.
3. All non-construction contracts should be procured in a manner consistent with applicable state law, and staff shall determine in conjunction with legal counsel the appropriate procurement method for each such contract.

D. MWBE Policy

1. All procurements shall offer fair and equitable opportunities to compete for and participate in areas of planning, design, construction, and other related professional services to Minority and Women Business Enterprises (“MWBE”) that are certified by the City’s Office of Business Opportunity (“OBO”).
2. Staff shall determine in conjunction with legal counsel the appropriate MWBE participation goal to be established for a contract in a manner consistent with OBO’s MWBE program requirements.

Section 5. RECORD RETENTION POLICY

A. Purpose

This Record Retention Policy (the “Policy”) is intended to comply with applicable law and to encourage all personnel to generate and retain only those records that are required to conduct effective and efficient operation of the Authority, to help the Authority comply with its obligations under applicable law, and to meet the Authority’s obligations to the government and to vendors, employees and others. All Authority personnel must comply with this Policy. Where this Policy conflicts with applicable law, such law will control (with the exception noted below regarding maintaining records for the longest period of time in any retention schedule).

B. Definitions

As used in this Policy, the term “records” broadly refers to all information generated, received, distributed or maintained by the Authority and its personnel in the course of transacting business, regardless of the medium used to develop, maintain, transmit or store the records. The medium used includes paper and non-tangible electronic format, such as electronic mail (e-mail), or electronic storage. The same retention standards that apply to tangible records also apply to electronic records. Examples of records are: correspondence, memoranda, contracts, designs and drawings, studies, stenographic or handwritten notes, drafts, publications, photographs, invoices, ledgers, journals, notebooks, diaries, accounts, pamphlets, voice records, e-mails, calendars, appointment records, reports, surveys, telephone call slips, statistical compilations, work papers, computer tapes, and printouts.

C. Requirements

~~The~~[Texas](#) Government Code, Section 441.158, provides that the Texas State Library and Archives Commission (“TSLAC”) shall issue records retention schedules for each type of local government, including a schedule for records common to all types of local government. As a local government corporation subject to the requirements of Chapter 441, Texas Government Code, the Authority complies with such record retention schedule issued by TSLAC (the “Local Government Retention Schedule”) and with all other applicable requirements of Chapter 441, Texas Government Code.

Authority records must be maintained according to the guidelines established in this Policy, including the Local Government Retention Schedule and the below Employment Record Retention Schedule. The Authority encourages record retention in an electronic format whenever possible and legally permissible. The Authority prohibits the inappropriate destruction of any records. Likewise, records should not be retained beyond the period indicated in the Local Government Retention Schedule or below Employment Record Retention Schedule, unless a valid business reason (or a litigation hold or other special situation) calls for its continued retention. Documents that have met or exceeded the retention period should be destroyed by shredding or other means that will render them unreadable. All questions about the retention or destruction of specific records or departmental or divisional

responsibility for maintaining certain types of records should be referred to the employee's supervisor or the Executive Director.

Retention periods in this Policy apply to records in any medium. If records are stored electronically, they must remain available and accessible until the retention period assigned by this schedule, along with any hardware or software required to access or read them. Electronic records may include electronic mail (e-mail), websites, electronic publications, or any other machine-readable format. Paper or microfilm copies may be retained in lieu of electronic records. Original paper records may be disposed of prior to the expiration of their minimum retention periods if they have been microfilmed or electronically stored pursuant to the provisions of ~~the~~[Chapter 204, Texas Local Government Code or Chapter 205, Texas Local Government Code](#), ~~Chapter 204 or Chapter 205~~, as applicable, and rules of the TSLAC adopted under those chapters.

D. Litigation Hold

1. The destruction of all records shall be suspended immediately upon the receipt of legal process or notice of pending or foreseeable investigations or litigation, whether internal, civil, or governmental. Any employee who receives a litigation hold must immediately and unconditionally comply with it.
2. Employees must understand and adhere to the following general exception to any stated destruction schedule: If an employee believes, or the Authority informs an employee, that Authority records are relevant to current litigation, potential litigation (that is, a dispute that could result in litigation), government investigation, audit or other event, the employee must preserve and not delete, dispose, destroy or change those records, including e-mails, until the Authority determines those records are no longer required to be preserved. This exception, usually referred to as a "litigation hold" or "legal hold," replaces any previously or subsequently established destruction schedule for those records.
3. Any employee who becomes aware of an incident that may reasonably be expected to give rise to litigation or a governmental investigation, or any employee who actually receives notice of an investigation, agency charge, legal complaint, claim, demand letter or similar notice must immediately inform the Executive Director.

E. Storage

All records must be stored in a safe, secure and accessible manner. Any records that are essential to the Authority's business operations during an emergency must be duplicated and/or backed up and maintained off site (either in hard copy or electronic format).

F. Record Retention Schedule

See the current Local Government Retention Schedule. Employees may obtain copies from the Authority's Administrative Manager.

G. Employment Record Retention Schedule

In addition to the Local Government Retention Schedule, the Authority maintains employment records according to the following schedule. Please note that if any records listed in this schedule are also covered in the Local Government Retention Schedule, then the Authority must retain the record for the length of time of the schedule with *the longest retention period*.

Employee Benefits

Data or record category	Retention Period
Benefit plans	Superseded + 8 years
Disability benefits records	Employment termination + 3 years
Education assistance files	8 years
ERISA Benefit Claims	Settlement of all appeals + 8 years
Incentive plans	Superseded + 8 years
Unemployment insurance records	Later of 7 years after contributions are due or paid

EEO

Data or record category	Retention Period
Affirmative action plans	Superseded + 1 years
Forms EEO-2 and EEO-1	Superseded + 2 years

General Personnel

Data or record category	Retention Period
Employee manuals	Superseded + 4 years
Employee performance reviews, counseling, or disciplinary documents	Duration of employment + 8 years
Employee vacation schedules/vacation requests	6 years
Job descriptions	Superseded + 4 years

Personnel Actions

Data or record category	Retention Period
Documents relating to charges and investigations of harassment or discrimination	Later of 4 years after employee termination or 1 year after charge or litigation is resolved
Records relating to applicants for employment or hiring (including, without limitation job ads, recruiting records, resumes, employment inquiries, offer letters and rejected offers of employment)	4 years
Employee Immigration Reports (I-9 Form)	3 years from the date of completion or 1 year from termination of employment, whichever is later

Data or record category	Retention Period
Layoff records	5 years
Pre-employment screening documents (including pre-employment drug tests and background checks)	Later of duration of employment +2 years or 5 years from the date of the screen
Records related to background checks or drug or alcohol tests on current employees	Later of duration of employment +2 years or 5 years from the date of the background check
Personnel files	Duration of employment + 8 years
Employment contracts; employment termination agreements	3 years from their last effective date
Consent/Authorization forms	Duration of employment + 8 years
Pre-adverse action and adverse action notices	5 years from date of adverse action
Employment leave of absence records	Duration of employment + 8 years
All other records relating to employment actions not specifically covered in another category	Duration of employment + 8 years

Salary Administration

Data or record category	Retention Period
Payroll records	Termination + 8 years
Form W-2	Tax due date + 8 years
Form W-4	Tax due date + 8 years
Pay/wage rates	Termination + 8 years
Payroll deductions	Termination + 8 years
Time cards/sheets or other record of hours worked	Termination + 8 years
Garnishment records	Termination + 8 years

Safety

Data or record category	Retention Period
Accident reports	Termination + 8 years
First aid records excluding minor injuries	Termination + 8 years
OSHA Form 301	5 years
OSHA Form 300	5 years
Workers' Compensation records	Termination + 30 years
Employee exposure records	Termination + 30 years
Medical records	Termination + 30 years

Section 6. ADOPTION AND REVISION

- A. Review and Amendment. This Manual may be reviewed from time to time; and, if necessary, amended and approved by a majority vote of the ~~Authority's~~ Board in an open meeting. The Board, by majority vote in an open meeting, reserves the right to alter, modify, and, or terminate any provisions of this Manual.

- B. Superseding Clause. This Manual supersedes any prior policies adopted by the Board ~~of Directors~~ regarding policies and procedures governing Authority administration.

- C. Adoption. The Board officially finds, determines and declares that the policies in this Manual were reviewed, carefully considered, and adopted at a regular meeting of the Board, and that a sufficient written notice of the date, hour, place, and subject of the meeting was posted at a place readily accessible and convenient to the public within the Authority and on a bulletin board located at a place convenient to the public outside the City Hall of the City of Houston, Texas for the time required by law preceding the meeting, as required by Chapter 551, Texas Government Code, and that this meeting had been open to the public as required by law at all times during which this Manual was discussed, considered, and acting upon. The Board further ratifies, approves, and confirms such written notice and the contents and posting thereof.

Adopted on the ~~12~~²⁸th day of ~~December~~^{January}, ~~2019~~²⁰²¹.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

EXHIBIT A
INVESTMENT POLICY

DRAFT

SECRETARY'S CERTIFICATE

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

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

1. The Board convened in regular session on the ~~12~~28th day of ~~December~~January, ~~2019~~2021, at the regular meeting place thereof within said Midtown Zone, and the roll was called of the duly constituted officers and 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 <u>Donald Bond</u>	7	Caton M. Fenz
3	Gayle Fortson <u>Vacant</u>	8	John Thomas
4	Pamela Ngo Castleman <u>Michael E. Murphy</u>	9	Brandon Dudley <u>Zoe Middleton</u>
5	Al Odom		

and all of said persons were present, except Director(s) _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a written

Administrative Procedure Manual

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

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

SIGNED this ~~12~~28th day of ~~December~~January, ~~2019~~2021.

DRAFT

ACKNOWLEDGMENT OF RECEIPT OF MANUAL

I have received a copy of the Midtown Redevelopment Authority Administrative Procedure Manual, as amended from time to time, and I have read and understand it. I agree to follow the rules and procedures set out in the Manual. I understand that the Authority can unilaterally rescind, modify, or make exceptions to any of these policies, or adopt new policies, at any time. I also understand that the policies and procedures contained in this Manual do not create contractual rights.

DRAFT

Signature

Printed Name

Date

Summary report:	
Litera® Change-Pro for Word 10.8.2.11 Document comparison done on 1/26/2021 2:48:25 PM	
Style name: Bracewell Style	
Intelligent Table Comparison: Active	
Original DMS: dm://DM/6077604/1	
Modified DMS: dm://DM/6293638/2	
Changes:	
Add	52
Delete	44
Move From	0
Move To	0
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	96



midtown
HOUSTON

AFFORDABLE HOUSING



Arch-Con Corporation
 1335 West Gray Street
 Suite 300
 Houston, TX 77019
 713-533-1900

Change Order

Change order number: PCO 05
 Initiation date: 12/31/2020
 Contract date: 07/01/2019

To: Midtown Development Authority
 410 Pierce St Ste 355
 Houston, TX 77002

Project: 1905004
 Affordable Housing Oper
 Campus 3117 Emancipation Ave &
 3112 St. Charles St
 Houston, TX 77004

The contractor agrees to perform and the owner agrees to pay for the following changes to this contract:

Description of Work

- Correction to Substantial Completion Date
- TE #1 - 7 days
 - TE #2 - 11 days
 - TE #3 - 13 days
 - TE #4 - 2 days
 - TE #5 - 0 days
 - TE #6 - 1 day
 - TE #7 - 4 days
 - TE #8 - 4 days
 - TE #9 - 7 days
 - TE #10 - 36 days (CenterPoint)

Total 85 days.....New Substantial Completion Date is February 26, 2021

Negative changes will lower the overall contract price requiring no additional payment by owner.

Approved Amount of Change

\$0.00

The original (Contract Sum) (Guaranteed Maximum Price) was	\$25,104,315.00	JK AE
Net change by previously authorized Change Orders	\$2,462,224.25	
The (Contract Sum) (Guaranteed Maximum Price) prior to this Change Order was	\$27,566,539.25	CE
The (Contract Sum) (Guaranteed Maximum Price) will be unchanged by this Change Order	\$0.00	
The new (Contract Sum) (Guaranteed Maximum Price) including this Change Order will be	\$27,566,539.25	

The Contract Time will be unchanged
 The date of Substantial Completion as of the date of this change order is February 26, 2021

Contractor: Title: President Date: 1/7/2021

Owner: _____ Title: _____ Date: _____

Original Contract Substantial Completion Date

10/26/2020

Time Extension Number	Month	# Days Approved	New Substantial Date	Weekend	Actual Days allowed	Revised Substantial Date	Comments
1	Sep-19	7	11/2/2020	0	7	11/4/2020	
2	Oct-19	11	11/13/2020	0	11	11/19/2020	
3	Nov 19 - Jan 20	14	11/27/2020	1	13	12/10/2020	
4	Feb-20	2	11/29/2020	0	2	12/14/2020	
5	Mar-20	1	11/30/2020	1	0	12/14/2020	
6	Apr-20	1	12/1/1930	0	1	12/15/2020	
7	May 20 - Jun 20	5	12/6/2020	1	4	12/21/2020	
8	Jul 20 - Aug 20	5	12/11/2020	1	4	12/28/2020	
9	Sep 20 - Oct 20	7	12/18/2020	0	7	1/7/2021	
PCP-10 (Centerpoint)	10	36	1/23/2020		36	2/26/2021	Calendar Days this change

Total 85

AGC Holidays

- 11/28/2020
- 11/29/2020
- 12/24/2020 1/2 day
- 12/25/2020



AIA[®]

Document G802™ – 2017

Amendment to the Professional Services Agreement

PROJECT: *(name and address)*
CCPPI Administrative Operations
Building and Garage and Affordable
Housing Operations (OPS) Residential
Units segment of the OPS Center.
3131 Emancipation Avenue
Houston, Texas 77004

AGREEMENT INFORMATION:
Date: 6/1/18

AMENDMENT INFORMATION:
Amendment Number: 008

Date: 04 January 2021

OWNER: *(name and address)*
Center for Civic and Public Policy
Improvement, Inc
5445 Almeda Road, Suite 501D
Houston, Texas 77004

ARCHITECT: *(name and address)*
Kirksey Architects, Inc. d/b/a Kirksey

6909 Portwest Drive.
Houston, Texas 77024

The Owner and Architect amend the Agreement as follows:
Amendment covering additional time and cost expended due to delay in construction schedule in part due to unanticipated coordination efforts with Centerpoint and revision of associated documents for City of Houston approval. Schedule extension also impacted Contract Administration phase duration which extends beyond the original schedule utilized for initial fee proposal.

The Architect's compensation and schedule shall be adjusted as follows:

Compensation Adjustment:	
Kimley Horn Fee	\$4,300.00
Kimley Horn Expense	\$ 204.00
Kirksey Fee (November 2020)	\$5,000.00
Kirksey Fee (December 2020)	\$5,000.00
Total	\$14,504.00

Schedule Adjustment:
Per adjusted General Contractor Schedule.

SIGNATURES:

Kirksey Architects, Inc. d/b/a Kirksey
ARCHITECT *(Firm name)*

OWNER *(Firm name)*

-See attached digital signatures page-

-See attached digital signatures page-

SIGNATURE
Jon Ward, AIA, Associate Vice
President

SIGNATURE

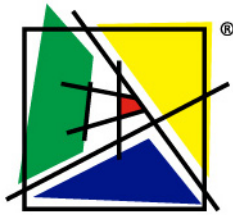
PRINTED NAME AND TITLE

PRINTED NAME AND TITLE

04 January 2020

DATE

DATE



midtown
HOUSTON

DRAFT

**CAPITAL IMPROVEMENT
PROGRAM**

Capital Improvements Program

Parks and Greenspace

Bagby Park – Storage and Renovations

- Contractor is working to address TDLR accessibility inspection items and additional protection for outdoor air conditioning units. Following completion of these remaining items, the perimeter fence will be relocated to allow public access to the renovated areas of the park.
- Kiosk tenant's design plans are currently begin reviewed by the City for permitting. Tenant improvement construction will begin immediately after City approval.

Change Orders

- Pending review

Construction Contract Budget

- Original Contract Amount: \$480,480.80
- Net Change Orders: \$282,578.02
- Contract Amount to Date: \$763,058.82

Caroline Street Reconstruction

- Contractor continues paving activity on western lanes between McGowen and Hadley; traffic to open on all lanes between McGowen and Hadley in late February.
- Waterline installation and testing are ongoing between Hadley and Pierce; Drainage upgrades at Gray intersection to begin in February.
- Work on rain gardens and electrical conduit for streetscape lighting and irrigation continues on blockfaces between Elgin and McGowen.
- Sidewalk installations are underway between Elgin and Tuam.

Change Orders

- Pending review

Construction Contract Budget

- Original Contract Amount: \$12,380,276.54
- Net Change Orders (including TxDOT fee): \$1,193,938.25
- Contract Amount to Date: \$13,574,214.79
- Change Order Time Adjustment Total – 129 days