



midtown
H O U S T O N

**MIDTOWN REDEVELOPMENT AUTHORITY/
TIRZ#2
BOARD OF DIRECTORS MEETING
April 29, 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, April 29, 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=m8a958989af2023731fc3dc3c9df9b565> dial **US Toll Free 1-844-992-4726**; when prompted enter access code 187 683 4968# 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 April 1, 2021.
4. Consent Agenda for the Authority:
 - a. Minutes for April 1, 2021;
 - b. Monthly financial reports for March 31, 2021;
 - c. Invoices from Trustee and Operating Accounts for April 2021.

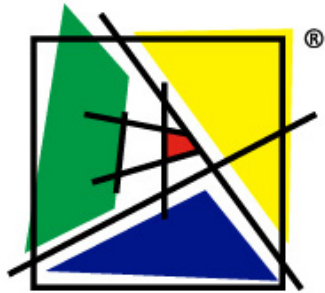
5. Economic Development Agreement with Rice Management Company.
6. Midtown Affordable Housing Program:
 - a. Affordable Housing Operations Campus;
 - i. Insurance for Operations Campus;
 - ii. Change Orders;
 - b. Vacant Lot Landscape Maintenance Agreements;
 - c. Presentation regarding Development Agreement for Grand Park Square (South Union);
 - d. Affordable Housing Development Update.
7. Midtown Capital Improvements Program:
 - a. Parks and Greenspace - Walter P Moore / Design Workshop;
 - i. Bagby Park – Storage and Renovations;
 1. Change Orders;
 - ii. Midtown Park
 1. Additional Services Request for Design - Walter P Moore;
 - b. Caroline Street Reconstruction – ESPA Corp/KCI;
 - i. Change Orders;
 - c. Request for Qualifications for Architectural and Engineering Services.
8. With respect to the foregoing agenda items, the Authority may conduct an executive session with regard to the following, as appropriate and necessary:
 - a. Consultation with attorney (Section 551.071, Texas Government Code);
 - b. The purchase, exchange, lease or value of real property (Section 551.072, Texas Government Code);
 - c. Personnel matters (Section 551.074, Texas Government Code);
 - d. Security personnel or devices (Section 551.076, Texas Government Code); and
 - e. Economic development negotiations (Sections 551.087, Texas Government Code).

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

9. Adjourn.


Matt Thibodeaux

Executive Director MT/ks



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H O U S T O N

CONSENT AGENDA

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

April 1, 2021

A special Meeting of the Board of Directors (the “Board”) of Reinvestment Zone Number Two, City of Houston, Texas (the “Zone”) was held **Thursday, April 1, 2021 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 Thomas.

Also in attendance were Midtown Staff members: Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, David Thomas, Theresa Gilmore, Mechelle Phillips, Marlon Marshall, Mark Sullivan, Willie Larry and Edward Lacey; Barron F. Wallace and Mary Buzak of Bracewell LLP; Peggy Foreman of Burney & Foreman; Kristin Blomquist of Masterson Advisors, LLC; Algenita Scott Davis, Robert Bradford and Angie Gomez of CCPPI; Edwin Friedrichs of Walter P. Moore; Ryan LaVasseur and Sam Dike of Rice Management Company; Zack Martin of MCMD, Jeri Brooks and Ashley Small of One World Strategy Group, Theola Petteway of OST/Alameda Redevelopment Authority; Andrew Earles of A. O. Phillips; Sean Haley of CCPPI; Alderwoman Arnetta Murray of Brazoria County, Linda Morales of Gulf Coast Houston Coalition, Roberta Burroughs of Roberta Burroughs Associates; Joy Fitzgerald, Consultant for CCPPI and other attendees – Joy Fitzgerald, Lydia Oleohant, E. Wyatt, Brian Van Tubergen, Kendra Carter, Paul Burch, Meredith McCullough, Booke Clark, Aisha Taylor, Alex Tobin, Chrystal Beasley, Dean Liscum, Meg Lousteau, Pam Campbell, Sam Oser, Whitten Stuckey, Yesenic Montoya, Sam Stoeltje, Paul Burch, Dr. Reagan Flowers, Dean Liscum, Jonathan Ezemba, Dr. Angela Jober, Monica Aizpurra, Jaison Oliver, Linda Trevino, Aliyyah Bey, Libby Bland, Uyiosa Elegon, Aris Brown, and Berty Copa. There were 85 attendees on the call; sixteen (16) of the attendees failed to introduce themselves and therefore their identities were unknown.

CONSENT AGENDA FOR THE MIDTOWN REINVESTMENT ZONE.

MINUTES FOR FEBRUARY 25, 2021.

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 Fenz and carried by unanimous vote.

ADJOURNMENT

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

DRAFT

Caton Fenz, Assistant. Secretary

Date

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

April 1, 2021

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, April 1, 2021 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 E. Murphy	9	Zoe Middleton
5	Al Odom		

and all the above were present except Director Thomas.

Also in attendance were Midtown Staff members: Matt Thibodeaux, Vernon Williams, Kandi Schramm, Todd Edwards, David Thomas, Theresa Gilmore, Mechelle Phillips, Marlon Marshall, Mark Sullivan, Willie Larry and Edward Lacey; Barron F. Wallace and Mary Buzak of Bracewell LLP; Peggy Foreman of Burney & Foreman; Kristin Blomquist of Masterson Advisors, LLC; Algenita Scott Davis, Robert Bradford and Angie Gomez of CCPPI; Edwin Friedrichs of Walter P. Moore; Ryan LaVasseur and Sam Dike of Rice Management Company; Zack Martin of MCMD, Jeri Brooks and Ashley Small of One World Strategy Group, Theola Petteway of Alameda/OST Redevelopment Authority; Andrew Earles of A. O. Phillips; Sean Haley of CCPPI; Alderwoman Arnetta Murray of Brazoria County, Linda Morales of Gulf Coast Houston Coalition, Roberta Burroughs of Roberta Burroughs Associates; Joy Fitzgerald, Consultant for CCPPI and other attendees – Lydia Oleohant, E. Wyatt, Brian Van Tubergen, Kendra Carter, Paul Burch, Meredith McCullough, Booke Clark, Aisha Taylor, Alex Tobin, Chrystal Beasley, Dean Liscum, Meg Lousteau, Pam Campbell, Sam Oser, Whitten Stuckey, Yesenic Montoya, Sam Stoeltje, Paul Burch, Dr. Reagan Flowers, Dean Liscum, Jonathan Ezemba, Dr. Angela Jober, Monica Aizpurra, Jaison Oliver, Linda Trevino, Aliyyah Bey, Libby Bland, Uyiosa Elegon, Aris Brown, and Berty Copa. There were 85 attendees on the call; sixteen (16) 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.”**

PUBLIC COMMENTS:

Linda Morales of Gulf Coast Houston Coalition, Sam Stoeltje, Paul Burch, Aliyyah Bey, Dr. Reagan Flowers, Dean Liscum, Uyiosa Elegon, Jonahan Ezemba, Dr. Angela Joubert, Aris Brown, Berty Copa, Meredith McCullough, and Jaison Oliver each encouraged the Board to require Rice Management Company to execute a Community Benefits Agreement exclusively with the Houston Coalition for Equitable Development without Displacement (HCEDD) as a condition to MRA entering into an Economic Development Agreement with Rice Management Company. The speakers contended that the project proposed by Rice Management

Company would have a significant and negative impact on the adjacent Third Ward community and its long-term property owners and residents.

CONSENT AGENDA FOR THE AUTHORITY:

- a. Minutes for February 25, 2021;
- b. Monthly financial reports for February 28, 2021;
- c. Invoices from Trustee and Operating Accounts for March 2021;
- d. Disbursement of funds to Mid Main Properties for completion of Developer Agreement.

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 Fenz and carried by unanimous vote.

ECONOMIC DEVELOPMENT AGREEMENT WITH RICE MANAGEMENT COMPANY.

Barron Wallace reported that negotiations are ongoing and that there was no an update nor action to be taken on this matter at this meeting. Director Middleton asked if the Agreement was still on pace to be completed in 60 days. Mr. Wallace stated that he anticipates that it would likely be April or May 2021 when the Board would take action. Director Goren asked if the Rice Management Company Team would like to address any issues raised in the Public Comments. Ryan LeVasseur and Sam Dike addressed the Board. They stated that the mission of the ION is to create opportunities. Ryan LeVasseur further stated that numerous attempts were made to engage with the community including HCEDD and that community members have been invited to participate in various meetings to offer input. He further stated that the process being followed will lead to inclusion and that the project would be beneficial to the community.

MIDTOWN AFFORDABLE HOUSING PROGRAM:

Marlon Marshall reported the City of Houston granted a temporary Certificate of Occupancy in March 2021 for the Affordable Housing Operations Center. He stated that the Substantial Completion Inspection is underway and that the team is working to determine the Substantial Completion date which triggers the start of the warranty period. He thanked those Board members who attended the tour of the AHOC campus and stated that he would be happy to schedule another tour for those Board members who were unable to attend.

CHANGE ORDERS

Mr. Marshall presented the following Change Orders:

Change Order #6 in the amount of \$0.00 to add 12 days to the schedule make up for rain days. Director Murphy made a motion to approve Change Order #6 in the amount of \$0.00 to add 12 days to the schedule make up for rain days. The motion was seconded by Director Goren and carried by unanimous vote.

Change Order #24 in the amount of \$318,122.30 for additional security equipment, access control, and architectural and engineering review. Director Fenz made a motion to approve Change Order #24 in the amount of \$318,122.30 for additional security equipment, access control, and architectural and engineering review. The motion was seconded by Director Murphy and carried by unanimous vote.

Amendment #1 to the Agreement with TLC Engineering in the amount of \$43,313.50 to extend the schedule of daily inspections performed pursuant to the terms thereof. Director Goren made a motion to approve Amendment #1 to the Agreement with TLC Engineering in the amount of \$43,313.50 to

extend the schedule of daily inspections performed pursuant to the terms thereof. The motion was seconded by Director Fenz and carried by unanimous vote.

RATIFY PROPERTY MANAGEMENT AGREEMENT FOR ST. CHARLES PLACE, 3113 ST. CHARLES STREET, HOUSTON, TEXAS.

Peggy Foreman of Burney and Foreman presented the terms of the Property Management Agreement with StressFree Property Solutions for management of the St. Charles Place Apartments (20 units) located at 3113 St. Charles Street, Houston, Texas, 77004. Ms. Foreman stated that written agreement was contained in the Board Packet. Director Goren made a motion to Ratify the Property Management Agreement with StressFree Property Solutions for management of the St. Charles Place Apartments. The motion was seconded by Director Fenz and carried by unanimous vote.

AUTHORIZE PROPERTY MANAGEMENT AGREEMENT FOR ONE EMANCIPATION CENTER, 3131 EMANCIPATION AVENUE.

Ms. Foreman presented the terms of the proposed Property Management Agreement for One Emancipation Center located at 3131 Emancipation Avenue, Houston, Texas, 77004 (“Property”). She stated that a draft of the proposed agreement was included in the Board Packet and that if approved, pursuant to the terms thereof, PCR Property Services, LLC, d/b/a NAI Partners, in partnership with George E. Johnson Properties, LLC, (collectively, “NAI Partners”) will operate, maintain, and manage the Property on behalf of the Authority. She further stated that NAI Partners, as property manager, will provide an annual operating budget and various monthly reports relating to the Property. Director Fenz made a motion to approve and authorize execution of a Property Management Agreement with NAI Partners for One Emancipation Center. The motion was seconded by Director Bond. Director Goren abstained from discussion and vote on this agenda item. Following all discussion, the motion carried by majority vote, with 6 Directors voting “Yes”, 0 Directors voting “No”, and 1 Abstention.

VACANT LOT LANDSCAPE MAINTNANCE AGREEMENT.

Marlon Marshall presented a report on the Request for Proposals for Vacant Lot Landscape Maintenance services. Mr. Marshall reported that 10 companies submitted bids in response to the Invitation To Bid issued by the Authority and were evaluated and ranked by the Authority Staff and its consultants, A.O. Phillips & Associates, based on the evaluation criteria contained in the Invitation To Bid package. He stated that A.O. Phillips & Associates were asked to interview the top 3 responders using a standard set of questions, check each company’s references and report their findings to the evaluation team. Peggy Foreman reported that based on the information provided, the evaluation team was unable to recommend moving forward with two of the top 3 ranked responders. She stated that the Staff was seeking authorization to move forward with one of the 3, TransTeq and would ask A.O. Phillips & Associates to continue the work of interviewing the next highest rated responders from the list and checking references with a goal of identifying one additional qualified company for recommendation to the Board. Ms. Foreman answered questions and advised the Board that this matter would again be included on a future agenda and that the Board will have the opportunity to vote on any final agreements with the recommended responders. Director Goren made a motion to Authorize the Executive Director to move forward with the process of negotiating an agreement with TransTeq. The motion was seconded by Director Middleton. Following all discussion, the motion carried by majority vote, with 6 Directors voting “Yes”, 0 Directors voting “No”, and 1 Abstention by Director Murphy.

AFFORDABLE HOUSING DEVELOPMENT UPDATE.

Todd Edwards, Real Estate Asset Manager, gave an update on the Authority’s Affordable Housing Program. He shared information regarding the construction status of pending affordable housing projects, including those single-family homes being developed by Houston Business Development Inc. (43 homes); Cole Klein Builders (9 homes); Mayberry Homes, Inc. (15 homes); and Agape CDC (4 homes); He further stated that he and the CCPPI team working through various issues regarding close out of the St. Charles Place Apartments multi-family housing project (20 units).

MIDTOWN CAPITAL IMPROVEMENT PROGRAM:

PARKS AND GREENSPACE – WALTER P. MOOR / DESIGN WORKSHOP

BAGBY PARK – STORAGE AND RENOVATIONS

Mr. Marshall reported that the Bagby Park contractor is finalizing project close out requirements and documentation. He stated that the Kiosk tenant’s design plans are still being reviewed by the City for permitting.

CHANGE ORDERS

Mr. Marshall presented Change Order #10 in the amount of \$6,072.75 for project closeout quantity overruns/underruns for drainage and landscape items. Director Murphy made a motion to approve Change Order #10 in the amount of \$6,072.75 for project closeout quantity overruns/underruns for drainage and landscape items. The motion was seconded by Director Goren and carried by unanimous vote.

CAROLINE STREET RECONSTRUCTION – ESPA CORP/KCI

Mr. Marshall reported that the Contractor for the Caroline Street Reconstruction Project continues paving activity between Hadley and Pierce Streets and has started paving at the intersection of Webster and Caroline Streets. Waterline installation is ongoing between Gray and Pierce Streets, and drainage installation is ongoing at Gray and Elgin Streets. Sidewalk installations are progressing between Dennis and McIlhenny Streets. Work on the rain gardens and electrical conduit for streetscape lighting and irrigation continues on the block faces between McGowen and Pierce Streets.

CHANGE ORDERS

Mr. Marshall presented the following Change Orders:

Change Order #16 in the amount of \$4,618.54 for the adjustment of electrical conduit runs and power configurations for rectifier cabinets. Director Goren made a motion to approve Change Order #16 in the amount of \$4,618.54 for the adjustment of electrical conduit runs and power configurations for rectifier cabinets. The motion was seconded by Director Murphy and carried by unanimous vote.

Change Order #46 in the amount of \$15,351.51 for revisions to the traffic control plan for construction operations along Gray Street, between Austin and Caroline Streets, due to the addition of bike lanes and parking lanes on Gray and Austin Streets since the onset of the project. Director Murphy made a motion to approve Change Order #46 in the amount of \$15,351.51 for revisions to the traffic control plan for construction operations along Gray Street, between Austin and Caroline

Streets, due to the addition of bike lanes and parking lanes on Gray and Austin Streets since the onset of the project. The motion was seconded by Director Goren and carried by unanimous vote.

Mr. Marshall reported on the street overlay assessment that is performed every two years by the City of Houston. The City was planning the 2019-2020 street assessment when the COVID-19 Pandemic hit in March 2020 leading to the City cancel the 2019-2020 assessment. The Authority uses the street assessment provided by the City to plan and budget for its capital improvement program. The Authority works with the City to process and prioritize the capital improvement program. The City is currently working on the 2021-2022 street assessment and once it is completed, the Midtown staff and City representatives will review, prioritize, and budget for street overlays in the District.

PEDESTRIAN SAFETY ENHANCEMENTS.

Mr. Marshall reported that the Pilot Project for the Pedestrian Safety Enhancements in collaboration with the Midtown Management District to install crosswalk and curb enhancements at the intersections of Brazos and Webster Streets and the Elgin and Jackson Streets has been completed. The staff and consultants are in the process of evaluating the completed project and getting public input on the impact of the Pedestrian Safety Enhancements that were installed.

CHANGE ORDERS

Mr. Marshall presented Change Orders:

Change Order #1 in the amount of \$4,680.00 for 18 additional tuff curbs at the Brazos and Webster Streets intersection. Director Goren made a motion to approve Change Order #1 in the amount of \$4,680.00 for 18 additional tuff curbs at the Brazos and Webster Streets intersection. The motion was seconded by Director Murphy and carried by unanimous vote.

Change Order #2 in the amount of \$2,192.77 for six additional tuff curbs with delineators and striping at the Elgin and Jackson Streets intersection. Director Murphy made a motion to approve Change Order #2 in the amount of \$2,192.77 for six additional tuff curbs with delineators and striping at the Elgin and Jackson Streets intersection. The motion was seconded by Director Goren and carried by unanimous vote.

REQUEST FOR QUALIFICATIONS FOR ARCHITECTURAL AND ENGINEERING SERVICES.

Mr. Marshall reported that the Authority issued a Request for Qualifications (RFQ) for Architectural and Engineering Services on March 19, 2021. He stated that the process is being handled by Midtown staff and Bracewell, LLC. He stated that MRA will select firms to be a part of a group of pre-qualified consultants who will thereafter be awarded contracts to provide Architectural and Engineering Services on a case-by-case basis. Mr. Marshall reported that 136 persons attended the mandatory pre-proposal meeting on March 23, 2021 via Webex video conference call to review and ask questions regarding the RFQ. Responses to the RFQ for Architectural and Engineering Services are due April 13, 2021 and an update will be provided at the next Board of Directors meeting.

Caton Fenz, Assistant Secretary

Date

Midtown Redevelopment Authority
Profit & Loss
 July 2020 through March 2021

Jul '20 - Mar 21

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	822,906.60
400025 · Interest-Debt Service & Reserve	5,541.03
400026 · Interest-Other Bond Funds	6,403.44
400029 · Interest - Affordable Housing	8,341.25
400030 · Interest-Operating Funds	14,164.57
400032 · Other Revenue	3,014.24
Total 400000 · Revenue & Support	<u>7,105,238.61</u>

Total Income

7,105,238.61

Gross Profit

7,105,238.61

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	169,513.42
510017 · T-0220 Drainage Fees	9,204.31
512001 · T-0220 Aff Hous Expense	1,533,321.31
512003 · Operations Center (3117 Emancipation Ave & 3112 St Charles St.)	
5120031 · Lease Units Electricity	7,121.37
512003 · Operations Center (3117 Emancipation Ave & 3112 St Charles St.) - Other	12,400,280.15
Total 512003 · Operations Center (3117 Emancipation Ave & 3112 St Charles St.)	<u>12,407,401.52</u>
Total 510008 · T-0220 Afford Housing Land Bnk	14,119,440.56
510019 · T-0214 Caroline St	733,393.25
510024 · T-0204 Infrastruc/Street Lights	628.96
510026 · HTC Legal Expenses	5,396.25
510041 · CIP Program Expenses	278,824.97
510043 · T-0234 Parks & Open Space & Mob	37,431.66
510044 · T-0236 Bagby Park	366,151.88
510045 · T-0224 HTC I - Bldg Maintenance	37,175.12
510046 · T-0221 Midtown Pk	238,242.67
510048 · T-0240 Acquisitions Block 442	2,589.00
510050 · T-0210 Main Street Enhancements	3,612.39
510096 · T-0207 Opr of Zone Prj Faciliti	252,687.60
510102 · HMAAC Interest Expense	22,869.08
510200 · Adjust Project Costs/Estimates	583.33
510400 · KIOS at Bagby Park	27,200.00
510534 · T-0225 Mobility & Pedest Imprv	125,909.67
510700 · Municipal Services Costs	781,263.00
Total 510000 · INCREMENT PROJECTS/EXPENSE	<u>17,033,399.39</u>

550000 · General & Admin. Expense

550002 · Contract Labor	29,664.00
550003 · Rent Expense (Additional office space)	63,560.00
550004 · Salaries	
550014 · Health Insruance	90,838.68
550015 · AFLAC	2,452.29
550017 · 401K	210.00
550018 · Life Insurance	221.78
550004 · Salaries - Other	1,195,155.09
Total 550004 · Salaries	<u>1,288,877.84</u>
5500047 · Overtime	
550007 · Courier Service	5,099.97
550008 · Office Supply & Expense	3,013.64
550009 · Misc Exp	183.41
550010 · Telephone & Utilities	

Midtown Redevelopment Authority
Profit & Loss
 July 2020 through March 2021

	Jul '20 - Mar 21
550110 · Cellular Service	1,368.55
550113 · Drainage fee	3,271.86
550010 · Telephone & Utilities - Other	14,590.93
Total 550010 · Telephone & Utilities	19,231.34
550012 · Postage	499.34
550020 · Int Expense BBVA (Int Expense BBVA)	35,669.32
550022 · Bank Charges & Fees	21,400.63
550023 · Trust Expenses	15,143.80
550025 · Professional Services	135,780.66
550026 · Accounting Consultants	20,307.50
550027 · Financial Audit (Audit Services)	37,000.00
550028 · Legal Consultants	143,996.93
550031 · HTC Bldg Maintenance	5,118.67
550032 · Engineering Consultants	3,231.25
550034 · Equip Rent & Lease Expense	7,283.62
550036 · Licenses & Fees	1,409.00
550037 · Workman's Comp Insurance	3,184.32
550038 · Insurance - All	261,693.23
550039 · Computers & Repairs & Maint	53,061.43
550044 · Payroll Expense & PR Tax Exp	9,583.33
550045 · Payroll Fees	15,600.96
550046 · Reimb. Employee Office Exp.	216.48
550047 · Soc Sec - Medicare	85,560.62
550050 · Depreciation Expense	218,629.56
550052 · Depre Expense-Midtown Park	318,242.58
550053 · Deprec Expense-Works of Art	14,515.56
550061 · Public Relations	98,425.00
550201 · CIP	3,787.50
Total 550000 · General & Admin. Expense	2,918,971.49
550051 · Dep Exp - Midtown Park/Garage	231,048.96
600000 · Bond Related Expenses	
550055 · Amort Bond Prem	-293,027.16
560038 · 11 Bond Series Interest Expense	77,600.02
560039 · 2013 Bond Series Int Expense	1,202,320.42
560040 · 2015 Bond Int Expense	391,137.49
560041 · 2017 Bond Int Expense	1,819,624.90
560042 · 2020 Bond Int Exp	513,800.14
Total 600000 · Bond Related Expenses	3,711,455.81
999999 · SUSPENSE (flow through account)	-11,405.29
Total Expense	24,434,254.18
Net Ordinary Income	-17,329,015.57
Net Income	-17,329,015.57

Midtown Redevelopment Authority

Balance Sheet

As of March 31, 2021

Mar 31, 21

ASSETS

Current Assets

Checking/Savings

101001 · Wells Fargo Ope Acctg 64040	4,315,569.98
101002 · Infrastructure Projects 1731	953.00
101010 · WF Surplus Acct 63943	1,288.51
101020 · WF FTA Enhanced Path 63919	60.12
102200 · Logic Operating Account (Investment Account)	5,058,593.29
103200 · TexStar Operating Acct 1111	6,951.04
103600 · Wells Fargo Oper Inves 63901	731.27
103700 · WF Operating Saving 3215777180	45,323.95
104000 · Affordable Housing Accounts	
104021 · WF Afford Hous 3927	1,441,000.96
104022 · WF Pilot Program 3935	344.42
104116 · TexStar Aff. Hsng MM 1800	2,014.39
104200 · Logic Affordable Housing (Investment Account)	92,530.59
1043000 · BBVA USA	<u>1,042,887.47</u>
Total 104000 · Affordable Housing Accounts	2,578,777.83
105000 · Trustee Investments	
105001 · Pledge Revenue Fund 422885	
105100 · Pledge Revenue Fund -422885	<u>47,970.83</u>
Total 105001 · Pledge Revenue Fund 422885	47,970.83
105002 · Debt Service Fund	
105200 · BNY-Debt Service Fund 422896	<u>2,087,293.06</u>
Total 105002 · Debt Service Fund	2,087,293.06
105003 · Reserve Fund 422897	
105302 · Reserve Fund Money Mkt 422897	45.06
105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fund)	<u>7,422,828.68</u>
Total 105003 · Reserve Fund 422897	7,422,873.74
105009 · Austin Park Maint. Fund 422919	
105901 · Austin Park Money Market Acct.	<u>3,582.05</u>
Total 105009 · Austin Park Maint. Fund 422919	3,582.05
107000 · BOND FUNDS	
107012 · BNY 443264 2011 Escrow	9.99
107018 · LOGIC 2017 PROJECT FUND (Trust Account 7487592004)	<u>3,080,863.50</u>
Total 107000 · BOND FUNDS	<u>3,080,873.49</u>
Total 105000 · Trustee Investments	<u>12,642,593.17</u>
Total Checking/Savings	24,650,842.16
Accounts Receivable	
170000 · Accounts Receivable	
170008 · KIOS	-6,400.00
170010 · Midtown Management District	437,927.81
170011 · Midtown Parks Conservancy	772,817.38
170020 · HX Houston Exponential AR	4,605.26
170021 · HTC BUILTOUT	338,285.67

Midtown Redevelopment Authority

Balance Sheet

As of March 31, 2021

	<u>Mar 31, 21</u>
170050 · MRA AHF	75,784.68
170060 · Fourth Ward Redevelopment Autho (Expense Reimbursement)	9,196.28
Total 170000 · Accounts Receivable	<u>1,632,217.08</u>
Total Accounts Receivable	<u>1,632,217.08</u>
Total Current Assets	<u>26,283,059.24</u>
Fixed Assets	
150000 · Fixed Assets	
150010 · Office Furniture & Equipment	26,321.36
150011 · Accumluated Depreciation-Furn.	-26,321.36
150020 · Computer Equipment	32,057.11
150021 · Accumulated Depreciation-Comp.	-32,057.11
150040 · Land - JPI Park	736,911.00
150045 · Walgreens/Lui Park Land	141,000.00
150062 · Land - Houston Tech.Center I	798,053.89
150063 · Houston Tech Center I	2,676,862.62
150064 · Accm Deprec-Houston Tech Cntr I	-2,356,531.11
150065 · Land - HTC Phase II	697,219.00
150066 · Houston Tech Center II	2,816,117.96
150067 · Accum.Deprec. HTC Phase I	-2,029,331.20
150069 · Land - Bagby Park	1,318,870.15
150070 · BagbyPark	2,453,218.83
150071 · Accum.Deprec. BagbyPark	-1,360,074.03
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	-72,577.82
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	-1,386,293.80
150078C · Midtown Garage - Depreciable As - Other	<u>23,104,895.00</u>
Total 150078C · Midtown Garage - Depreciable As	<u>21,718,601.20</u>
150078D · Midtown Park - Depreciable Asse	
1500782 · Acc Depre Midtown Park	-2,015,535.90
150078D · Midtown Park - Depreciable Asse - Other	<u>19,094,553.00</u>
Total 150078D · Midtown Park - Depreciable Asse	<u>17,079,017.10</u>
150079B · Works of Art - Donated	725,778.00
150080 · Land (Resale) (Land purchase for resale)	
150081 · Earnest Money	33,786.18
150082 · Option Fees	10,670.00
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	<u>45,961,492.26</u>
Total 150080 · Land (Resale) (Land purchase for resale)	<u>46,999,048.63</u>
150080A · Land Held for Resale	1,994,802.60

Midtown Redevelopment Authority

Balance Sheet

As of March 31, 2021

Mar 31, 21

150089 · Land HMAAC (Land)	1,206,150.00
150090 · HMAAC Property	918,850.00
150091 · Accum Depr HMAAC	-467,081.58
150100 · 2800 MAIN	317,069.93
Total 150000 · Fixed Assets	<u>108,847,844.48</u>
Total Fixed Assets	<u>108,847,844.48</u>
TOTAL ASSETS	<u>135,130,903.72</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
200000 · Accounts Payable	510,699.17
Total Accounts Payable	<u>510,699.17</u>
Other Current Liabilities	
200001 · Current Liabilities	
200005 · Accrued Expenses	-14,709.74
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	-1,445,404.56
200001 · Current Liabilities - Other	13,800.00
Total 200001 · Current Liabilities	<u>-1,303,811.59</u>
2030112 · BBVA Taxable Loan	9,164,590.65
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	<u>21,461,878.04</u>
Total Current Liabilities	<u>21,972,577.21</u>
Long Term Liabilities	
210000 · Long Term Liabilities	
210047 · Bonds Payable Series '13	21,990,000.00
210049 · Bond Payable Series '15	8,755,000.00
210050 · Bond Payable Series 2017	36,485,000.00
210053 · Accrued Bond Int 2015 series	195,568.74
210055 · Accrued Bond Interest 13 Series	647,386.04
210056 · Accrued Bond Interest Series 11	38,800.02
210058 · Series 2013 BOND PREMIUM	942,073.85
210059 · Series 2015 Bond Prem	544,056.66
210060 · Accrued Bond Interst 2017	256,900.14
210061 · Series 2017 Bond Premium	3,495,287.85
210062 · Accrued Bond Interest Series 17	909,812.40
210063 · Series 2020 Bond Premium	2,000,832.80
210064 · Bonds Payable Series 2020	11,085,000.00
2103000 · LOANS	

Midtown Redevelopment Authority

Balance Sheet

As of March 31, 2021

	Mar 31, 21
2103003 · HMAAC LOAN REFINANCED	<u>748,818.60</u>
Total 2103000 · LOANS	<u>748,818.60</u>
Total 210000 · Long Term Liabilities	<u>88,094,537.10</u>
Total Long Term Liabilities	<u>88,094,537.10</u>
Total Liabilities	110,067,114.31
Equity	
1110 · Retained Earnings (Retained Earnings)	42,392,804.98
Net Income	<u>-17,329,015.57</u>
Total Equity	<u>25,063,789.41</u>
TOTAL LIABILITIES & EQUITY	<u><u>135,130,903.72</u></u>

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Midtown Redevelopment Authority

Trial Balance

As of March 31, 2021

Mar 31, 21

	Debit	Credit
101001 · Wells Fargo Ope Acctg 64040	4,315,569.98	
101002 · Infrastructure Projects 1731	953.00	
101010 · WF Surplus Acct 63943	1,288.51	
101020 · WF FTA Enhanced Path 63919	60.12	
102200 · Logic Operating Account	5,058,593.29	
103200 · TexStar Operating Acct 1111	6,951.04	
103600 · Wells Fargo Oper Inves 63901	731.27	
103700 · WF Operating Saving 3215777180	45,323.95	
104021 · WF Afford Hous 3927	1,441,000.96	
104022 · WF Pilot Program 3935	344.42	
104116 · TexStar Aff. Hsng MM 1800	2,014.39	
104200 · Logic Affordable Housing	92,530.59	
1043000 · BBVA USA	1,042,887.47	
105100 · Pledge Revenue Fund -422885	47,970.83	
105200 · BNY-Debt Service Fund 422896	2,087,293.06	
105302 · Reserve Fund Money Mkt 422897	45.06	
105324 · TexStar Debt Res Fnd MM 1023	7,422,828.68	
105901 · Austin Park Money Market Acct.	3,582.05	
107012 · BNY 443264 2011 Escrow	9.99	
107018 · LOGIC 2017 PROJECT FUND	3,080,863.50	
170008 · KIOS		6,400.00
170010 · Midtown Management District	437,927.81	
170011 · Midtown Parks Conservancy	772,817.38	
170020 · HX Houston Exponential AR	4,605.26	
170021 · HTC BUILTOUT	338,285.67	
170050 · MRA AHF	75,784.68	
170060 · Fourth Ward Redevelopment Autho	9,196.28	
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		2,356,531.11
150065 · Land - HTC Phase II	697,219.00	
150066 · Houston Tech Center II	2,816,117.96	
150067 · Accum.Deprec. HTC Phase I		2,029,331.20
150069 · Land - Bagby Park	1,318,870.15	
150070 · BagbyPark	2,453,218.83	
150071 · Accum.Deprec. BagbyPark		1,360,074.03
150075 · Midtown Park 2905 Travis St	3,506,306.26	
150078 · Midtown Park Land-Tracts I & II	4,416,883.45	

Midtown Redevelopment Authority

Trial Balance

As of March 31, 2021

Mar 31, 21

	Debit	Credit
1500783 · Accum Deprec-Works of Art		72,577.82
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		1,386,293.80
150078D · Midtown Park - Depreciable Asse	19,094,553.00	
1500782 · Acc Depre Midtown Park		2,015,535.90
150079B · Works of Art - Donated	725,778.00	
150080 · Land (Resale)	45,961,492.26	
150081 · Earnest Money	33,786.18	
150082 · Option Fees	10,670.00	
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		467,081.58
150100 · 2800 MAIN	317,069.93	
200000 · Accounts Payable		510,699.17
200001 · Current Liabilities		13,800.00
200005 · Accrued Expenses	14,709.74	
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	1,445,404.56	
2030112 · BBVA Taxable Loan		9,164,590.65
2030113 · BBVA LOAN TAX EXEMPT		4,790,000.00
2103007 · Developer Advances Midtown Park		7,870,302.00
25000 · Retainage Payable		940,796.98
210047 · Bonds Payabe Series '13		21,990,000.00
210049 · Bond Payable Series '15		8,755,000.00
210050 · Bond Payable Series 2017		36,485,000.00
210053 · Accrued Bond Int 2015 series		195,568.74
210055 · Accrued Bond Interest 13 Series		647,386.04
210056 · Accrued Bond Interest Series 11		38,800.02
210058 · Series 2013 BOND PREMIUM		942,073.85
210059 · Series 2015 Bond Prem		544,056.66
210060 · Accrued Bond Interst 2017		256,900.14
210061 · Series 2017 Bond Premium		3,495,287.85
210062 · Accrued Bond Interest Series 17		909,812.40
210063 · Series 2020 Bond Premium		2,000,832.80
210064 · Bonds Payable Series 2020		11,085,000.00

Midtown Redevelopment Authority

Trial Balance

As of March 31, 2021

Mar 31, 21

	Debit	Credit
2103003 · HMAAC LOAN REFINANCED		748,818.60
1110 · Retained Earnings		42,392,804.98
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		822,906.60
400025 · Interest-Debt Service & Reserve		5,541.03
400026 · Interest-Other Bond Funds		6,403.44
400029 · Interest - Affordable Housing		8,341.25
400030 · Interest-Operating Funds		14,164.57
400032 · Other Revenue		3,014.24
500419 · Camden Int.	550,783.82	
510013 · T-0220 Affordable Housing Legal	169,513.42	
510017 · T-0220 Drainage Fees	9,204.31	
512001 · T-0220 Aff Hous Expense	1,533,321.31	
512003 · Operations Center	12,400,280.15	
5120031 · Lease Units Electricity	7,121.37	
510019 · T-0214 Caroline St	733,393.25	
510024 · T-0204 Infrastruc/Street Lights	628.96	
510026 · HTC Legal Expenses	5,396.25	
510041 · CIP Program Expenses	278,824.97	
510043 · T-0234 Parks & Open Space & Mob	37,431.66	
510044 · T-0236 Bagby Park	366,151.88	
510045 · T-0224 HTC I - Bldg Maintenance	37,175.12	
510046 · T-0221 Midtown Pk	238,242.67	
510048 · T-0240 Acquisitions Block 442	2,589.00	
510050 · T-0210 Main Street Enhancements	3,612.39	
510096 · T-0207 Opr of Zone Prj Faciliti	252,687.60	
510102 · HMAAC Interest Expense	22,869.08	
510200 · Adjust Project Costs/Estimates	583.33	
510400 · KIOS at Bagby Park	27,200.00	
510534 · T-0225 Mobility & Pedest Imprv	125,909.67	
510700 · Municipal Services Costs	781,263.00	
550002 · Contract Labor	29,664.00	
550003 · Rent Expense	63,560.00	
550004 · Salaries	1,195,155.09	
550014 · Health Insurance	90,838.68	
550015 · AFLAC	2,452.29	
550017 · 401K	210.00	
550018 · Life Insurance	221.78	
550007 · Courier Service	5,099.97	
550008 · Office Supply & Expense	3,013.64	
550009 · Misc Exp	183.41	
550010 · Telephone & Utilities	14,590.93	

Midtown Redevelopment Authority

Trial Balance

As of March 31, 2021

Mar 31, 21

	Debit	Credit
550110 · Cellular Service	1,368.55	
550113 · Drainage fee	3,271.86	
550012 · Postage	499.34	
550020 · Int Expense BBVA	35,669.32	
550022 · Bank Charges & Fees	21,400.63	
550023 · Trust Expenses	15,143.80	
550025 · Professional Services	135,780.66	
550026 · Accounting Consultants	20,307.50	
550027 · Financial Audit	37,000.00	
550028 · Legal Consultants	143,996.93	
550031 · HTC Bldg Maintenance	5,118.67	
550032 · Engineering Consultants	3,231.25	
550034 · Equip Rent & Lease Expense	7,283.62	
550036 · Licenses & Fees	1,409.00	
550037 · Workman's Comp Insurance	3,184.32	
550038 · Insurance - All	261,693.23	
550039 · Computers & Repairs & Maint	53,061.43	
550044 · Payroll Expense & PR Tax Exp	9,583.33	
550045 · Payroll Fees	15,600.96	
550046 · Reimb. Employee Office Exp.	216.48	
550047 · Soc Sec - Medicare	85,560.62	
550050 · Depreciation Expense	218,629.56	
550052 · Depre Expense-Midtown Park	318,242.58	
550053 · Deprec Expense-Works of Art	14,515.56	
550061 · Public Relations	98,425.00	
550201 · CIP	3,787.50	
550051 · Dep Exp - Midtown Park/Garage	231,048.96	
550055 · Amort Bond Prem		293,027.16
560038 · 11 Bond Series Interest Expense	77,600.02	
560039 · 2013 Bond Series Int Expense	1,202,320.42	
560040 · 2015 Bond Int Expense	391,137.49	
560041 · 2017 Bond Int Expense	1,819,624.90	
560042 · 2020 Bond Int Exp	513,800.14	
999999 · SUSPENSE		11,405.29
TOTAL	<u>171,085,341.04</u>	<u>171,085,341.04</u>

Midtown Redevelopment Authority
 Transactions by Account
 As of March 31, 2021

Wells Fargo Ope Acctg 64040

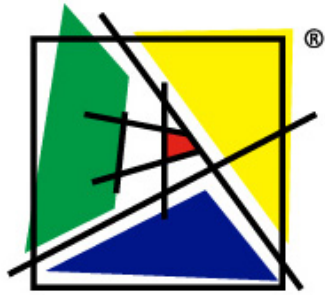
Ty	Date	Num	Name	Memo	Amount
	04/01/2021	9885	Equi-Tax, Inc.	MontlyConsultation Service fee per contrac	500.00
	04/01/2021	9886	Midtown Scouts Square Property. LP	CONTRACT PARKING	300.00
	04/01/2021	9887	AFLAC	MARCH 2021	3,100.84
	04/01/2021	9888	Goode Systems & Consulting, Inc.	It Services	134.97
	04/01/2021	9889	HX Houston Exponential	APRIL 2021	10,417.50
	04/06/2021	9890	COMCAST BUSINESS	Comcast service	221.82
	04/06/2021	9891	CenterPoint Energy 3	Labor for Pole Relocation	43,423.00
	04/06/2021	9892	MID MAIN	Development Agreement Written Request	166,913.23
	04/12/2021	9893	Millis Development & Construction, Inc.	MRA MIDTOWN PARK AUGUST 2020 JC	139,884.95
	04/29/2021	9894	American Planning Association	Mathias B. Thibodeaux registration	255.00
	04/29/2021	9895	Bee-Line Delivery Service, Inc.	Courier Service	818.48
	04/29/2021	9897	Goode Systems & Consulting, Inc.	Monthly Maintenance	1,786.00
	04/29/2021	9898	IDS Engineering Group	Professional Services	28,458.08
	04/29/2021	9899	Jerdon Enterprises, L.P.	Bagby Park Storage Building and Renovat	37,225.02
	04/29/2021	9900	Midtown Scouts Square Property. LP	CONTRACT PARKING	300.00
	04/29/2021	9901	NEVA Corporation	Preventative Maintenance AC	1,000.00
	04/29/2021	9902	Staples Advantage	office supplies	503.00
	04/29/2021	9903	The Goodman Corporation	Professional Services	3,142.19
	04/29/2021	9904	TKE Elevators	Elevator Services	581.77
	04/29/2021	9905	Walter P. Moore	CIP WO 1 (FY21)	32,491.25
	04/29/2021	9906	Wulfe & Co.	Consulting for Bagby Park and Midown Pa	3,400.00
	04/29/2021	9907	Goode Systems & Consulting, Inc.	Monthly Service	1,786.00
	04/29/2021	9910	Bracewell LLP	Legal Services	30,026.00
	04/29/2021	9911	Maya Itutu Ford-Belgrave D/B/A Ford Morr	FM GENERAL SERVICES:COMMS CONS	4,950.00
TOTAL					511,619.10

Midtown Redevelopment Authority
Transactions by Account
As of March 31, 2021

WF Afford Hous 3927

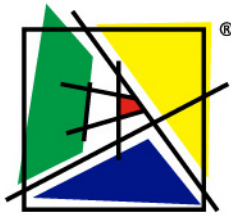
Ty	Date	Num	Name	Memo	Amount
	04/12/2021	3706	CORTEZ LANDSCAPING, LLC	Landscape Services	60,068.87
	04/15/2021	3707	CORTEZ LANDSCAPING, LLC	Landscape Services	51,200.24
	04/29/2021	3708	CENTERPOINT ENERGY 4	3113 SAINT CHARLES ST HOUSTON, TX 77	32.76
	04/29/2021	3709	Bracewell LLP	Legal Services	14,700.00
	04/29/2021	3710	Kirksey Architecture, LLC	Affordable Housing Center	4,553.83
	04/29/2021	3711	CCPPI	Affordable Housing Initiative Services MARCH	95,833.33
TOTAL					226,389.03

DRAFT



midtown
H O U S T O N

Economic Development Agreement with Rice Management Company



midtown
HOUSTON

DRAPPE

MIDTOWN AFFORDABLE HOUSING
PROGRAM

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

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

1. The Board convened in regular session on the 29th day of April, 2021, at a regular meeting via telephonic communication, in accordance with Section 418.016 of the Texas Government Code, as amended, and the temporary suspension of various open meeting statutes granted by the Texas Governor due to COVID-19 virus, and the roll was called of the duly constituted officers and members of said Board, to-wit:

- | | | |
|---|-------------------|---------------------|
| 1 | Camille Foster | Director |
| 2 | Donald Bond | Director |
| 3 | Vacant | Director |
| 4 | Michael F. Murphy | Director |
| 5 | Al Odom | Chair |
| 6 | Abe S. Goren | Vice Chair |
| 7 | Caton M. Fenz | Assistant Secretary |
| 8 | John Thomas | Director |
| 9 | Zoe Middleton | Director |

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

RESOLUTION AUTHORIZING THE AUTHORITY TO ENTER INTO CERTAIN LEASES RELATING TO THE AFFORDABLE HOUSING OPERATIONS CENTER; AUTHORIZING THE AUTHORITY AND ITS AGENT TO TAKE ALL NECESSARY ACTIONS REGARDING SAME; APPROVING VARIOUS FINDINGS AND OTHER MATTERS INCIDENTAL TO SUCH LEASES

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

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

SIGNED this ____ day of _____, 2021.

Assistant Secretary, Midtown Redevelopment
Authority

RESOLUTION AUTHORIZING THE AUTHORITY TO ENTER INTO CERTAIN LEASES RELATING TO THE AFFORDABLE HOUSING OPERATIONS CENTER; AUTHORIZING THE AUTHORITY AND ITS AGENT TO TAKE ALL NECESSARY ACTIONS REGARDING SAME; APPROVING VARIOUS FINDINGS AND OTHER MATTERS INCIDENTAL TO SUCH LEASES

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

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

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

WHEREAS, the Authority’s Board of Directors (the “Board”) has previously authorized the construction by the Authority of the Affordable Housing Operations Center, a 5-story office building containing approximately 58,000 net rentable square feet, located at 3131 Emancipation Avenue, Houston, Texas 77004 and commonly known as One Emancipation Center (the “AHOC”), for the purpose of furthering affordable housing and economic development and achieving the goals of the Project Plan (the “AHOC Mission”); and

WHEREAS, the Authority has previously entered into an Amended and Restated Affordable Housing Initiative Services Agreement with the Center for Civic and Public Policy Improvement (“CCPPI”) dated as of January 1, 2021, pursuant to which CCPPI will provide certain services related to the development of the AHOC, including (i) identifying prospective tenants that address the AHOC Mission; and (ii) retaining a commercial broker to serve as leasing agent for the AHOC; and

WHEREAS, CCPPI has previously entered into a listing agreement with Ryland Enterprise, Inc., dba ARVO Realty Advisors (“ARVO”) for the AHOC (the “Listing Agreement”), pursuant to which ARVO serves as the sole and exclusive leasing agent to lease office space in the AHOC; and

WHEREAS, ARVO has identified multiple prospective tenants who desire to enter into leases at the AHOC; and

WHEREAS, CCPPI now desires to assign the Listing Agreement to the Authority, and the Authority now desires to assume the obligations of the Listing Agreement to facilitate the process of negotiating leases with prospective tenants at the AHOC that comply with the following standards: 1) the lease will add to the fulfillment of the AHOC Mission; and 2) the lease is commercially reasonable (the “*AHOC Lease Standards*”);

WHEREAS, the Board believes it is in the best interest of the Authority to negotiate and enter into leases with prospective tenants at the AHOC based on leasing proposals that are negotiated by ARVO and recommended by CCPPI, provided that ARVO and CCPPI represent to the Authority that each such lease complies with the AHOC Lease Standards:

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

1. That the Board adopts the findings and recitations set out in the preamble to this Resolution and finds them to be true and correct;
2. That the Board hereby authorizes the assignment of the Listing Agreement to the Authority and the Authority’s assumption of the obligations thereunder pursuant to that certain Assignment and Assumption of Listing Agreement in substantially the form attached hereto as Exhibit A; and
3. That the Board hereby authorizes the Executive Director and officers of the Board to negotiate and enter into office leases between the Authority and prospective tenants at the AHOC on the basis of leasing proposals negotiated by ARVO and recommended by CCPPI, subject to ARVO and CCPPI representing to the Authority that each such lease complies with the AHOC Lease Standards, and to take all necessary steps on behalf of the Authority to finalize the leases and to execute any such leases or other necessary related agreements pertaining to the AHOC on behalf of the Authority.

PASSED AND APPROVED this 29th day of April, 2021.

Chair, Midtown Redevelopment Authority

ATTEST:

Assistant Secretary, Midtown Redevelopment Authority

DRAFT

Exhibit A

ASSIGNMENT AND ASSUMPTION OF LISTING AGREEMENT

This Assignment and Assumption of Listing Agreement (“**Assignment**”) is entered into by and between THE CENTER FOR CIVIC AND PUBLIC POLICY IMPROVEMENT, a Texas non-profit corporation (“**Assignor**”), and MIDTOWN REDEVELOPMENT AUTHORITY, a Texas local government corporation (“**Assignee**”), to be made effective as of _____, 2021 (the “**Effective Date**”).

RECITALS

WHEREAS, Assignor is party to that certain Listing Agreement with a term commencing on September 1, 2020 (the “**Agreement**”), by and between Assignor and Ryland Enterprise, Inc., dba ARVO Realty Advisors, a Texas corporation (the “**Broker**”); and

WHEREAS, Assignor has agreed to assign and transfer all of its right, title and interest in the Agreement to Assignee and Assignee has agreed to accept such assignment and to assume all liabilities and obligations of Assignor under the Agreement that will become due and payable or will be performed after (but not on or before) the Effective Date; and

WHEREAS, Assignor and Assignee desire to enter into this Assignment to memorialize the assignment and assumption of the Agreement pursuant to the terms hereof;

NOW, THEREFORE, in consideration of the mutual covenants and agreements stated herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

AGREEMENT

1. Assignment of Agreement. Assignor does hereby sell, assign, grant, convey and transfer to Assignee all of Assignor’s right, title and interest in and to the Agreement.
2. Assumption of Assumed Obligations. Assignee hereby accepts such assignment and assumes all of Assignor’s liabilities and obligations under the Agreement that will become due and payable or will be performed after (but not on or before) the Effective Date (the “**Assumed Obligations**”). Assignee hereby assumes sole responsibility faithfully and punctually to pay, perform, satisfy and discharge all of the Assumed Obligations.

3. Terms of the Agreement. The terms of the Agreement are incorporated herein by this reference. The parties hereto acknowledge and agree that the terms of the Agreement shall not be superseded, enlarged or modified hereby but shall remain in full force and effect to the full extent provided therein. In the event of any conflict or inconsistency between the terms of the Agreement and the terms hereof, the terms of the Agreement shall govern.
4. Broker's Acknowledgment. By execution of this Assignment, the Broker hereby evidences its acknowledgment of the Assignment.
5. Governing Law. The validity, construction, enforcement, and interpretation of this Agreement are governed by the laws of the State of Texas and the federal laws of the United States of America, excluding the laws of those jurisdictions pertaining to the resolution of conflicts with laws of other jurisdictions.
6. Counterparts. The parties to this Agreement may execute this Agreement in counterparts by manual or facsimile signature. Each executed counterpart of this Agreement will constitute an original document, and all executed counterparts, together, will constitute the same agreement.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their respective authorized representatives shown below as of the Effective Date.

ASSIGNOR:

THE CENTER FOR CIVIC AND
PUBLIC POLICY IMPROVEMENT,
a Texas non-profit corporation

By: _____

Name: _____

Title: _____

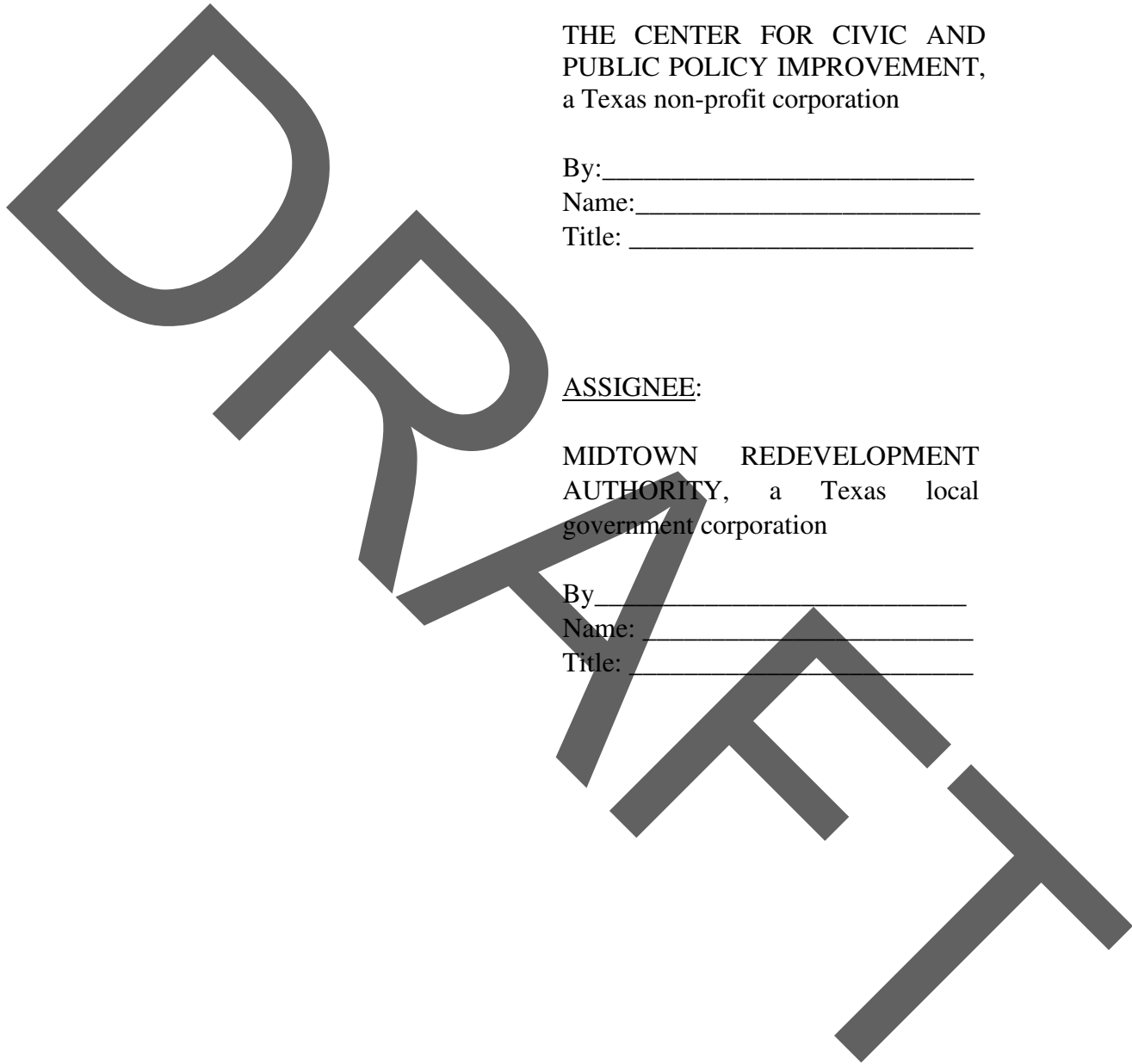
ASSIGNEE:

MIDTOWN REDEVELOPMENT
AUTHORITY, a Texas local
government corporation

By _____

Name: _____

Title: _____

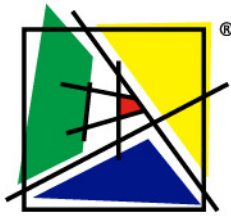


ACKNOWLEDGED:

RYLAND ENTERPRISE, INC., DBA
ARVO REALTY ADVISORS, a Texas
corporation

By: _____
Name: _____
Title: _____

DRAFT



midtown
HOUSTON

DRAFT

MIDTOWN CAPITAL IMPROVEMENTS
PROGRAM

Capital Improvements Program

Parks and Greenspace

Bagby Park – Storage and Renovations

- Staff working with construction management team on project closeout documentation.
- Kiosk tenant's design plans have been approved by the City. Contractor has mobilized and started construction of tenant improvements. Construction duration estimated to be 60-90 days.

Change Orders

- CO #11 – Replacement of decorative lights in tree near stage.
 - o Amount: (-\$1,231.56)

Construction Contract Budget

- Original Contract Amount: \$480,480.80
- Net Change Orders: \$287,419.21
- Contract Amount to Date: \$767,900.01

Caroline Street Reconstruction

- Contractor has opened traffic to west lanes and has started pavement removal on east lanes between Hadley and Pierce; paving activity continues at Gray and McGowen intersections.
- Waterline installation is ongoing between Gray and Pierce, and drainage installation is ongoing on Gray and Elgin.
- Sidewalk installations are progressing between McGowen and Hadley. Work on pedestrian light foundations and electrical conduit for streetscape lighting and irrigation continues on blockfaces between McGowen and Pierce.
- Pedestrian light poles have been installed between Elgin and McGowen.
- Upcoming work includes installation of landscaping in rain gardens.

Change Orders

- CO #47 – Project overhead compensation for time adjustment to add 10 working days to the contract due to delays on waterline chlorination tests and results delivery by the COH impacting the subsequent waterline activities
 - o Amount: \$25,944.30
 - o TxDOT fee (4.95%): \$1,284.24
 - o Total: \$27,228.54

Construction Contract Budget

- Original Contract Amount: \$12,380,276.54
- Net Change Orders (including TxDOT fee): \$1,374,770.45
- Contract Amount to Date: \$13,755,046.99
- Change Order Time Adjustment Total – 173 days



CONTRACT CHANGE ORDER

Project: Bagby Park Storage Building and Renovations

Date: 4/12/2021
 Change Order No.: 11
 Job No.: 1174-005-12
 Contract No.: 1

Owner: Midtown Redevelopment Authority

Contractor: Jerdon Enterprises, LP

		REVISED CONTRACT AMOUNT	
Notice to Proceed	6/10/2019	Original Contract Amount:	\$ 480,480.80
Duration	210	Total Change Order Amount Through CO 10	\$ 288,650.77
Substantial Completion Date	1/6/2020	Amount of Change Order No. 11	\$ (1,231.56)
Previously Approved Extension of Time	303	Total Change Orders to Date	\$287,419.21
Time added by this Change Order	0	Revised Contract Amount	\$ 767,900.01
Revised Completion Date	11/4/2020		

1. GENERAL STATEMENT OF CHANGE:

This order covers the contract modification as follows:

Replacement of decorative lights in one (1) tree. Reduce final retainage by \$1,231.56.

2. TIME: 0 Calendar Days

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

Changes Approved:

Changes Recommended:

Midtown Redevelopment Authority
 Owner
 By: _____
 (Date)

IDS Engineering Group
 Engineer
 By: Carol D Harrison 4/12/2021
 (Date)

Jerdon Enterprises, LP
 Contractor
 By: [Signature] 4/13/2021
 Darrol Vincent, Jr., President (Date)
 By: Jerdon Holding, LLC, General Partner

Walter P. Moore
 Engineer
 By: [Signature] 04/16/2021
 (Date)

CONTRACT CHANGE ORDER

Project: Bagby Park Storage Building and Renovations

Date: 4/12/2021
 Change Order No.: 11
 Job No.: 1174-005-12
 Contract No.: 1

Owner: Midtown Redevelopment Authority

Contractor: Jerdon Enterprises, LP

ADDITIONAL ITEMS

3. CONTRACT DRAWING REVISIONS:

None

4. CONTRACT DOCUMENTS REVISIONS:

None

5. CONTRACT PRICE REVISIONS:

Add the following items:

<u>Item No.</u>	<u>Quantity</u>	<u>Unit</u>	<u>Unit Price</u>	<u>Description</u>	<u>Cost</u>
CO11A	1	Lump Sum	\$ (1,231.56)	Replacement of decorative lights in one (1) tree. Reduce final retainage by \$1,231.56. Final retainage \$38,456.58 - 1,231.56 = \$37,225.02	(\$1,231.56)
TOTAL AMOUNT OF CHANGE ORDER NO. 11					(\$1,231.56)



CHANGE ORDER NBR. 47

REPORT DATE: 3/17/2021 7:55:24AM

CONTRACT ID: 091271003
PROJECT: C 912-71-3
CONTRACT: 04173038
AWARD AMOUNT: \$12,380,276.54
PROJECTED AMOUNT: \$12,438,632.54
ADJ PROJECTED AMT: \$13,643,343.41
PEND ADJ PROJ AMT: \$13,643,343.41
CONTRACTOR: J.D. ABRAMS, L.P.
CO AMOUNT: \$25,944.30
CO TYPE: NON-PARTICIPATING
3RD PARTY AMOUNT: \$25,944.30
APPRV LEVEL: OVERRIDE

HIGHWAY: CS
DISTRICT: 12
COUNTY: HARRIS
AREA ENGINEER: Frank Leong, P.E.
AREA NUMBER: 058

Functions:

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

DESCRIPTION: Time Impact Analysis No. 11
REASON: 30 - 30-TIME EXTENSION
SECONDARY REASON(S):

TIME EXT.#: 10 and Days adjusted on the C. O. 10

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

This Change Order will adjust one existing item of work and add 10 working days (WD) to the contract.

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

The Contractor submitted Time Impact Analysis (TIA) No. 11 for formal review and acceptability on March 4, 2021. According to the Contractor's narrative letter, the project was impacted by 13 WD due to delays on the chlorination tests and results delivery by the City of Houston (COH). On January 16, 2021, the Contractor submitted Exhibit G for the 24-inch Ductile Iron Pipe (DIP) waterline chlorination with a request to the COH to execute the waterline chlorination on January 21, 2021. On January 21, 2021, the Contractor followed up to verify if the chlorination will be completed on that day as requested. The COH postponed the chlorination to Friday January 22, 2021. The results from the test were expected to be received on Monday January 25, 2021 (24-hour wait time per Specification). No results were received on January 25, 2021. The Contractor sent several emails to the Department requesting the disinfection results to continue with subsequent work. The chlorination passed test results were received from the COH on Friday January 29, 2021.

After comparing the Before-Impact Schedule Update (December 2020 CPM) with the After-Impact Schedule (January 2021 CPM) and reviewing the actual days charged in SiteManager, Daily Work Reports, and notes submitted by the field inspectors, the conclusion is that the project was impacted 10 WD due to the delays on the chlorination test impacting the subsequent waterline activities in Phase 1 Step 3 (Zone 3, critical path).

The addition of 10 WD will result in compensable overhead cost of \$25,944.30 (established \$2,594.43 per WD, see Fully Executed Change Order No. 41 and "Request for equitable contract adjustment review report" for details).

The revisions covered by this Change Order do not require revisions to the original environmental clearances or approval by the Texas Department of Licensing and Regulation. The total Change Order amount for this project has exceeded 10 percent of the original contract amount, and this Change Order will require the approval of the District Engineer. The revisions covered by this Change Order are estimated to overrun the funds authorized for this project by \$25,944.30. This Change Order is associated with a third-party amount per the advanced funding agreement. Midtown Management District will be covering 100% of the total Change Order. The Engineering and Contingencies on this project is 4.95% (\$1,284.24) making the third party total cost \$27,228.54.

TIME ADJUSTMENTS
CONTRACT

ADJUSTED DAYS
10

EXPLANATION

Additional time for administrative project duration due to delays on the chlorination test and results delivery by the City of Houston, impacting the subsequent waterline operations in Zone 3 and delaying the traffic switch to Zone 4.

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

THE CONTRACTOR

BY: _____
DATE

TYPED/PRINTED NAME: _____
DATE

TYPED/PRINTED TITLE: _____
DATE

AREA ENGINEER: _____
DATE

AREA ENGINEER'S SEAL:

DISTRICT ENGINEER: _____
DATE

DIRECTOR, CONSTRUCTION DIVISION: _____
DATE

DEPUTY EXECUTIVE DIRECTOR: _____
DATE

FHWA: _____
DATE

DRAFT

