

**midtown**  
H O U S T O N

**MIDTOWN REDEVELOPMENT AUTHORITY/  
TIRZ#2  
BOARD OF DIRECTORS MEETING  
August 25, 2022**



**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 on **Thursday, August 25, 2022, at 12:30 P.M.** at **410 Pierce Street, 1<sup>st</sup> Floor Conference Room (enter at the Pierce St. and Brazos St. door) Houston, Texas 77002**. The meeting location will be open to the public during open portions of the meeting. The public will be permitted to offer comments as provided on the agenda and as permitted by the presiding officer during the meeting.

The Board of Directors of each of the Authority and the Midtown Reinvestment Zone will (i) consider, present and discuss orders, resolutions or motions; (ii) adopt, approve and ratify such orders, resolutions or motions; and (iii) take other actions as may be necessary, convenient or desirable, with respect to the following matters:

**AGENDA**

1. Call to Order and Introduction of Guests.
2. Public Comment.
3. Agenda for the Midtown Reinvestment Zone:
  - a. Minutes for June 30, 2022.
  - b. Nomination and Election of Certain Officers of the Board
  - c. Resolution Authorizing The Issuance Of Midtown Redevelopment Authority Tax Increment Contract Revenue Refunding Bonds, Series 2022 And Related Pricing Certificate; Approving Other Agreements Related To Such Bonds; Making Findings And Provisions Relating To Such Bonds And Matters Incident Thereto
4. Consent Agenda for the Authority:
  - a. Minutes for June 30, 2022;
  - b. Monthly financial reports for June & July 2022;
  - c. Invoices from Trustee and Operating Accounts for July & August, 2022;
5. Resolution Authorizing The Issuance Of Midtown Redevelopment Authority Tax Increment Contract Revenue Refunding Bonds, Series 2022; Approving And Designating A Pricing

Committee To Determine Matters Related To The Bonds; Approving Other Agreements Related To Such Bonds; Making Findings And Provisions Relating To Such Bonds And Matters Incident Thereto

6. Midtown Redevelopment Authority/Midtown Reinvestment Zone FY 23 Budget
7. Midtown Affordable Housing Program
  - a. Affordable Housing Operations Campus;
    - i. Change Orders;
  - b. Affordable Housing RFP 60 Single Family Units;
  - c. CCPPI Recommendation – Titanium Builder’s LLC;
  - d. Recommendations regarding LOI for the Sale of Certain Real Property
  - f. Affordable Housing Report.
8. Midtown Capital Improvements Program:
  - a. Baldwin Park - Walter P Moore / Design Workshop
    - i. Change Orders
  - b. Caroline Street Reconstruction – ESPA Corp/KCI
    - i. Change Orders
  - c. North Houston Highway Improvement Project (NHHIP) - Caroline/Wheeler Deck Park
    - i. Reconnecting Communities Program Grant – The Goodman Corporation
  - d. Urban Redevelopment Plan
10. With respect to the foregoing agenda items, the Authority may conduct an executive session with regards to the following, as appropriate and necessary:
  - a. Consultation with attorney (Section 551.071, Texas Government Code);
  - b. The purchase, exchange, lease or value of real property (Section 551.072, Texas Government Code);
  - c. Personnel matters (Section 551.074, Texas Government Code);
  - d. Security personnel or devices (Section 551.076, Texas Government Code); and
  - e. Economic development negotiations (Sections 551.087, Texas Government Code).

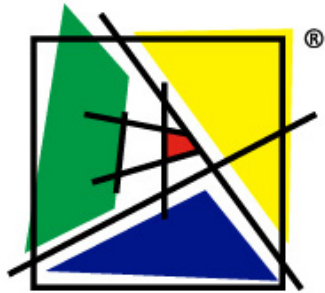
Upon entering into the executive session, the presiding officer shall announce which agenda items will be discussed.
11. Adjourn.



Matt Thibodeaux

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Executive Director MT/ks



**midtown**  
H O U S T O N

**ZONE  
CONSENT AGENDA**

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

**June 30, 2022**

A regular meeting of the Board of Directors (the “Board”) of Reinvestment Zone Number Two, City of Houston, Texas, was held at 410 Pierce Street, First Floor Conference Room, Houston, Texas 77002, on Thursday, June 30, 2022, 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 Directors Foster, Murphy and Thomas.

In attendance were Midtown Staff members: Vernon Williams, Kandi Schramm, Todd Edwards, David Thomas, Theresa Gilmore, Marlon Marshall, Jaime Giraldo, Willie Larry, Amaris Salinas, Sally Adame, Jalisa Hurst, Chrystal Robertson-Davis, and Cynthia Alvarado; Peggy Foreman of Burney & Foreman; Barron F. Wallace and Mary Buzak of Bracewell LLP; Alex Ramirez of Design Workshop; Tim Buscha with IDS Engineering Group; Jim Webb of The Goodman Corporation; Angie Gomez, Sean Haley, and Bob Bradford of CCPPI; Andy Uschold of NAI Partners; Andrew Busker of the City of Houston; Janice Evans of One World; LeRon Wilson of TIRZ #25; Bob Mjoen of McKim & Creed; Clady Hanson of Houston Community College; and Amanda Foster, a member of the public.

Chairman Odom called the meeting to order.

**CONSENT AGENGA**

**MINUTES FOR MAY 26 AND JUNE 2, 2022**

Director Goren made a motion to approve the Consent Agenda. The motion was seconded by Director Fenz and carried by unanimous vote.

**EXECUTIVE SESSION**

The Board did not enter a closed executive session.

**ADJOURN**

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

\_\_\_\_\_  
Caton Fenz, Secretary

\_\_\_\_\_  
Date

**CERTIFICATE FOR RESOLUTION**

THE STATE OF TEXAS            §  
  §  
COUNTY OF HARRIS           §

I, the undersigned officer of the Board of Directors of Reinvestment Zone Number Two, City of Houston, Texas (the “Zone”), hereby certify as follows:

1.       The Board of Directors of the Zone, convened in regular session on the \_\_\_ day of \_\_\_\_\_, 2022, at the regular meeting place thereof, and the roll was called of the duly constituted officers and members of the Board, to-wit:

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

and all of said persons were present, except \_\_\_\_\_, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a written

**RESOLUTION OF REINVESTMENT ZONE NUMBER TWO, CITY OF HOUSTON, TEXAS, APPROVING THE ADOPTION OF A RESOLUTION AUTHORIZING THE ISSUANCE OF MIDTOWN REDEVELOPMENT AUTHORITY TAX INCREMENT CONTRACT REVENUE REFUNDING BONDS, SERIES 2022 AND RELATED PRICING CERTIFICATE; MAKING FINDINGS AND PROVISIONS RELATING TO SUCH BONDS AND MATTERS INCIDENT THERETO**

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, Texas Government Code.

SIGNED this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

**DRAFT**

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Secretary, Board of Directors  
Reinvestment Zone Number Two, City of Houston,  
Texas

**RESOLUTION OF REINVESTMENT ZONE NUMBER TWO, CITY OF HOUSTON, TEXAS, APPROVING THE ADOPTION OF A RESOLUTION AUTHORIZING THE ISSUANCE OF MIDTOWN REDEVELOPMENT AUTHORITY TAX INCREMENT CONTRACT REVENUE REFUNDING BONDS, SERIES 2022 AND RELATED PRICING CERTIFICATE; MAKING FINDINGS AND PROVISIONS RELATING TO SUCH BONDS AND MATTERS INCIDENT THERETO**

Capitalized terms used herein but not defined shall have the meanings assigned to such terms in the Indenture or the Bond Resolution (as hereinafter defined).

WHEREAS, by Ordinance No. 94-1345, adopted on December 14, 1994, the City of Houston, Texas (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 the portion of the City known as “Midtown” and neighboring areas as described in Ordinance Nos. 94-1345, 97-600, 97-1338 and 99-850; and

WHEREAS, the City, the Midtown Zone and the Authority have entered into that certain agreement dated April 1, 1996, approved as Ordinance No. 96-389, and amended by Ordinance No. 97-1540, adopted on December 10, 1997, and Ordinance No. 98-301, adopted on April 22, 1998, as amended and restated pursuant to Ordinance No. 2000-494, adopted on June 7, 2000 (collectively, the “Tri-Party Agreement”), pursuant to which the City delegated to the Authority the power and authority to administer the Midtown Zone and authorized the Authority to issue, sell or deliver its bonds, notes or other obligations, subject to City Council approval; and

WHEREAS, pursuant to the Tri-Party Agreement, the City also delegated to the Authority the power to fund capital projects consistent with such projects listed in the Project Plan and Reinvestment Zone Financing Plan approved by Ordinance No. 97-600, adopted on May 28, 1997, as amended by Ordinance No. 97-1338, adopted on October 22, 1997, Ordinance No. 99-850, adopted on August 11, 1999, Ordinance No. 2009-1395, adopted on December 29, 2009, Ordinance No. 2011-534, adopted on June 22, 2011, Ordinance No. 2013-638, adopted on July 10, 2013, Ordinance No. 2015-1001, adopted on October 14, 2015, and Ordinance No. 2020-1102, adopted on December 16, 2020 (collectively, the “Project Plan”), including costs of construction of infrastructure, subject to the limitations set forth in the Tri-Party Agreement; and

WHEREAS, Ordinance No. 2011-533, adopted on June 22, 2011, extended the termination date of the Midtown Zone from December 31, 2025, to December 31, 2033; and

WHEREAS, Ordinance No. 2015-1001, adopted on October 14, 2015, extended the termination date of the Midtown Zone from December 31, 2033, to December 31, 2040; and

WHEREAS, Ordinance No. 2020-1102, adopted on December 16, 2020, extended the termination date of the Midtown Zone from December 31, 2040, to December 31, 2050; and



WHEREAS, Ordinance No. 2013-637, adopted July 10, 2013, amended the Certificate of Formation and the Bylaws of the Authority; and

WHEREAS, by Ordinance No. 1997-1540, adopted on December 10, 1997, the City authorized the Authority to issue additional bonds in order to continue to implement the Project Plan; provided that all bonds and notes outstanding at any one time shall not exceed an aggregate principal amount of \$16,000,000 secured by tax increments paid by the City to the Authority under the Agreement from the Participants, set forth in the Amended and Restated Trust Indenture dated as of September 1, 2003 (as further amended and supplemented, the "Indenture") between the Authority and the Trustee, thereby constituting Pledged Revenues; and

WHEREAS, on July 29, 1998, the Authority issued its \$9,000,000 Tax Increment Contract Revenue Bonds, Series 1998 (the "Series 1998 Bonds"); and

WHEREAS, by Ordinance No. 2000-495, adopted on June 7, 2000, the City authorized the Authority to issue additional bonds in order to continue to implement the Project Plan; provided that all bonds and notes outstanding at any one time shall not exceed an aggregate principal amount of \$26,000,000 secured by Pledged Revenues; and

WHEREAS, on July 16, 2001, the Authority issued its \$17,000,000 Tax Increment Contract Revenue Bonds, Series 2001 (the "Series 2001 Bonds"); and

WHEREAS, by Ordinance No. 2003-538, adopted on June 11, 2003, the City authorized the Authority to issue additional bonds in order to continue to implement the Project Plan; provided that all bonds outstanding at any one time shall not exceed an aggregate principal amount of \$45,500,000 secured by Pledged Revenues, inclusive of \$6,000,000 in notes authorized by the Tri-Party Agreement to be outstanding at any one time; and

WHEREAS, on September 16, 2003, the Authority issued its \$13,500,000 Tax Increment Contract Revenue Bonds, Series 2003 (the "Series 2003 Bonds"); and

WHEREAS, by Ordinance No. 2005-355, adopted on April 13, 2005, the City authorized the Authority to issue additional bonds in order to continue to implement the Project Plan; provided that all bonds outstanding at any one time shall not exceed an aggregate principal amount of \$65,500,000 secured by Pledged Revenues, inclusive of \$6,000,000 in notes previously approved by the City; and

WHEREAS, on July 17, 2005, the Authority issued its \$22,620,000 Tax Increment Contract Revenue Bonds, Series 2005 (the "Series 2005 Bonds"); and

WHEREAS, by Ordinance No. 2011-326, adopted on May 4, 2011, the City authorized the Authority to issue additional bonds in order to continue to implement the Project Plan; provided that all obligations outstanding at any one time shall not exceed an aggregate principal amount of \$85,500,000, secured by Pledged Revenues, inclusive of the \$6,000,000 in notes authorized pursuant to the Tri-Party Agreement to be outstanding at any one time; and

WHEREAS, on August 31, 2011, the Authority issued its \$33,130,000 Tax Increment Contract Revenue and Refunding Bonds, Series 2011 (the “Series 2011 Bonds”), which refunded \$4,490,000 in principal amount of the Series 1998 Bonds and \$10,855,000 in principal amount of the Series 2001 Bonds; and

WHEREAS, on December 17, 2013, the Authority issued its \$32,280,000 Tax Increment Contract Revenue and Refunding Bonds, Series 2013 (the “Series 2013 Bonds”), which refunded \$7,650,000 in principal amount of the Series 2003 Bonds and \$3,650,000 in principal amount of the Series 2005 Bonds; and

WHEREAS, by Ordinance No. 2015-1002, adopted on October 14, 2015, the City authorized the Authority to issue additional bonds in order to continue to implement the Project Plan; provided that all bonds and notes outstanding at any one time shall not exceed an aggregate principal amount of \$104,000,000 secured by Pledged Revenues inclusive of the \$6,000,000 in notes previously approved by the City; and

WHEREAS, on January 31, 2017, the Authority issued its \$39,310,000 Tax Increment Contract Revenue and Refunding Bonds, Series 2017 (the “Series 2017 Bonds”), which refunded \$1,200,000 in principal amount of the Series 2011 Bonds; and

WHEREAS, on March 18, 2020, the Authority issued its \$11,085,000 Tax Increment Contract Revenue Refunding Bonds, Series 2020 (the “Series 2020 Bonds”), which refunded \$12,995,000 in principal amount of the Series 2011 Bonds; and

WHEREAS, the Authority currently has bond authorization remaining under Ordinance No. 2015-1002; and

WHEREAS, the Authority has determined it is in the Authority’s best interest to issue Bonds in a proposed principal amount not to exceed \$24,000,000 that will be privately placed with Regions Capital Advantage, Inc. (the “Purchaser”) to pay costs of defeasing all or a portion of the Refunded Bond Candidates in order to achieve debt service savings; and

WHEREAS, it is intended that all or a portion of the Refunded Bond Candidates shall be designated as Refunded Bonds in the Pricing Certificate and shall be refunded pursuant to the Bond Resolution and the Pricing Certificate; and

WHEREAS, the Authority has determined it is in the Authority’s best interest to defease the Refunded Bonds for the purposes stated herein and will do so pursuant to the Constitution and laws of the State of Texas, including particularly the Act and the Authorizing Law; and

WHEREAS, the Authorizing Law authorizes the Authority to defease all or a portion of the Refunded Bonds in advance of their maturities, and to accomplish such defeasance by depositing directly with the Trustee or the Paying Agent/Registrar for the Refunded Bonds or other qualified escrow agent, the proceeds of such refunding bonds, together with other available funds, in an amount sufficient to provide for the payment or redemption of the Refunded Bonds, including all sums payable under the Indenture by the Authority representing the compensation due or to become due to the Trustee; and

WHEREAS, upon the issuance of the Bonds herein authorized and the deposit of funds referred to above, the Refunded Bonds shall no longer be regarded as being Outstanding, except for the purpose of being paid pursuant to such deposit, and the pledges, liens, trusts and all other covenants, provisions, terms and conditions of the resolutions authorizing the issuance of the Refunded Bonds shall be, with respect to all or a portion of the Refunded Bonds to be redeemed, discharged, terminated and defeased; and

WHEREAS, the Board of Directors of the Midtown Zone (the “Board”) desires to approve the issuance of the Authority’s Tax Increment Contract Revenue Refunding Bonds, Series 2022 to defease the Refunded Bonds; NOW, THEREFORE,

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF REINVESTMENT ZONE NUMBER TWO, CITY OF HOUSTON, TEXAS, THAT:

Section 1. Recitations. The findings and recitations set out in the preamble to this Resolution are found to be true and correct and are hereby adopted by the Board and made a part hereof for all purposes.

Section 2. Approval of Bond Resolution and Pricing Certificate. The Board hereby approves the issuance of the Authority’s Resolution which authorizes the issuance of the Midtown Redevelopment Authority Tax Increment Contract Revenue Refunding Bonds, Series 2022 and the Pricing Certificate, a copy of which is attached hereto as Exhibit A (the “Bond Resolution”), which Bond Resolution was presented to the Board on August 25, 2022, and the Board hereby approves said Bond Resolution and the issuance of the Bonds described therein. The approval of the Bond Resolution is inclusive of the approval of the Paying Agent/Registrar Agreement, by and between the Authority and The Bank of New York Mellon Trust Company, National Association, as Paying Agent/Registrar; the Escrow Agreement by and between the Authority and The Bank of New York Mellon Trust Company, National Association, the Purchase Letter by and between the Authority and the Purchaser; and any and all other documents and agreements reasonable and necessary to issue the Bonds (collectively, the “Agreements”), all as further provided in the Bond Resolution and the Pricing Certificate.

Section 3. Further Actions. The Board hereby confirms election of the Secretary and the Assistant Secretary of the Board. The Executive Director, the Chair, Vice Chair, Secretary, and Assistant Secretary of the Board and the other officials of the Midtown Zone are hereby authorized, jointly and severally, to execute and deliver such certificates, documents, or papers necessary and advisable, and to take such actions as are necessary to carry out the intent and purposes of this Resolution and the Agreements.

Section 4. Severability. It is hereby declared to be the intention of the Board that the sections, paragraphs, sentences, clauses and phrases of this Resolution are severable and, if any phrase, clause, sentence, paragraph or section of this Resolution should be declared invalid by the final judgment or decree of any court of competent jurisdiction, such invalidity shall not affect any of the remaining phrases, clauses, sentences, paragraphs and sections of this Resolution, since the same would have been enacted by the Board without the incorporation in this Resolution of any

such invalid phrase, clause, sentence, paragraph or section in conflict herewith are repealed to the extent of such conflict only.

Section 5. Repeal of Conflicting Resolutions. All resolutions or parts thereof in conflict herewith are repealed to the extent of such conflict only.

DRAFT

PASSED AND APPROVED this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

REINVESTMENT ZONE NUMBER TWO, CITY  
OF HOUSTON, TEXAS

\_\_\_\_\_  
Chair, Board of Directors

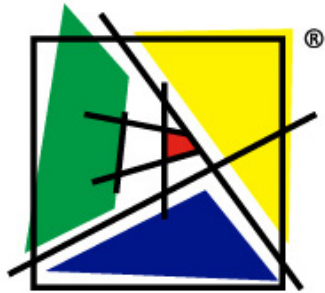
ATTEST:

\_\_\_\_\_  
Secretary, Board of Directors

DRAFT

EXHIBIT A  
BOND RESOLUTION

DRAFT



**midtown**  
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**AUTHORITY  
CONSENT AGENDA**

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

**June 30, 2022**

A regular meeting of the Board of Directors (the "Board") of the Midtown Redevelopment Authority (the "Authority") was held at 410 Pierce Street, First Floor Conference Room, Houston, Texas 77002, on Thursday, June 30, 2022, 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 Directors Foster, Murphy and Thomas.

In attendance were Midtown Staff members: Vernon Williams, Kandi Schramm, Todd Edwards, David Thomas, Theresa Gilmore, Marlon Marshall, Jaime Giraldo, Willie Larry, Amaris Salinas, Sally Adame, Jalisa Hurst, Chrystal Robertson-Davis, and Cynthia Alvarado; Peggy Foreman of Burney & Foreman; Barron F. Wallace and Mary Buzak of Bracewell LLP; Alex Ramirez of Design Workshop; Tim Buscha with IDS Engineering Group; Jim Webb of The Goodman Corporation; Angie Gomez, Sean Haley, and Bob Bradford of CCPPI; Andy Uschold of NAI Partners; Andrew Busker of the City of Houston; Janice Evans of One World; LeRon Wilson of TIRZ #25; Bob Mjoen of McKim & Creed; Clady Hanson of Houston Community College; and Amanda Foster, a member of the public.

Chairman Odom called the meeting to order.

**PUBLIC COMMENTS:**

There were no public comments.

**CONSENT AGENDA FOR THE AUTHORITY:**

**MINUTES FOR MAY 26 AND JUNE 2, 2022;**  
**MONTHLY FINANCIAL REPORTS FOR MAY 2022;**  
**INVOICES FROM TRUSTEE AND OPERATING ACCOUNTS FOR JUNE 2022;**  
**ANNUAL RENEWAL OF PROFESSIONAL SERVICES AGREEMENT WITH**  
**WALTER P MOORE;**  
**CONSTRUCTION AGREEMENT WITH JERDON ENTERPRISE FOR MIDTOWN**  
**PARK FRONT 90 AND GARAGE IMPROVEMENTS.**



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

**GRANT AGREEMENT BETWEEN HOUSTON ENDOWMENT INC. AND THE MIDTOWN REDEVELOPMENT AUTHORITY FOR THE MIDTOWN CULTURAL ART & ENTERTAINMENT DISTRICT TO RECEIVE TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000.00) FOR SUPPORT TO BUILD CAPACITY AND CODEVELOP THE HOUSTON CULTURAL DISTRICT'S PLAN.**

Cynthia Alvarado, Director of Operations and Strategy Planning for the Midtown Management District (MMD), reported that the MMD staff has been working since 2021 to secure grant funding from the Houston Endowment for the Midtown Cultural Arts & Entertainment District. The Houston Endowment has awarded a \$250,000.00 grant to the Midtown Redevelopment Authority. The grant is to be used to build capacity and to encourage cultural tourism. Seven other Houston area cultural districts were awarded similar grants with the restriction that each cultural district will contribute \$50,000 to codevelop a Houston Cultural District master plan. Funding will be allocated at the end of August 2022. Director Goren made a motion to approve the Grant Agreement between Houston Endowment Inc. and the Authority for the Midtown Cultural Art & Entertainment District to receive Two Hundred Fifty Thousand Dollars (\$250,000.00) for support to build capacity and codevelop the Houston Cultural Districts' master plan. The motion was seconded by Director Fenz and carried by unanimous vote.

**MIDTOWN AFFORDABLE HOUSING PROGRAM**

**AFFORDABLE HOUSING OPERATIONS CAMPUS:**

**CHANGE ORDERS**

Mr. Marshall reported that there were no change orders to present at this meeting.

**OFFICE LEASE WITH THIRD WARD COMMUNITY FUND MANAGEMENT CORPORATION**

This item was tabled for this meeting.

**PARKING GARAGE OPERATIONS BUDGET:**

This item was tabled for this meeting.

**RATIFICATION OF EXECUTED CONTRACTS FOR SALE OF THE FOLLOWING PROPERTIES:**

**4518 GRIGGS ROAD, HOUSTON, TX 77021; AND  
2801 ALABAMA STREET, HOUSTON, TX 77004;**

Todd Edwards, Real Estate Asset Manager, reported that the Authority had received contracts for the sale of 4518 Griggs Road to UKG Holdings LLC and the sale of 2801 Alabama Street to Texas Southern University. After Authority staff performed its due diligence, the Authority entered into a contract with each of the purchasers. Director Fenz made a motion to ratify the execution of contracts for the Authority to sell 4518 Griggs Road and 2801 Alabama Street. The motion was seconded by Director Bond and carried by unanimous vote.

### **AFFORDABLE HOUSING REPORT**

Mr. Edwards reported that CCPPI developed and released a request for proposals for development of 60 single-family affordable homes for sale to low to moderate income households to facilitate access to safe, sanitary affordable housing that is attractive and consistent with the existing neighborhood character. Mr. Edwards also reported on the status of the other pending affordable housing development projects with Cole Klein Builders, LLC, Mayberry Homes, Inc. and New Hope Housing, Inc.

### **MIDTOWN CAPITAL IMPROVEMENTS PROGRAM:**

#### **BALDWIN PARK - WALTER P MOORE / DESIGN WORKSHOP**

Marlon Marshall, Director, Engineering and Construction, reported that the playground equipment has been installed and that the park is open for use by the public for the July 4<sup>th</sup> holiday weekend. The installation of light poles and fixtures in the park will begin in late July, 2022, pending delivery of needed materials which have previously been delayed due to supply chain issues.

#### **CHANGE ORDERS**

Mr. Marshall presented Change Order #2 in the amount of \$862.00 for installation of 8" mitered grate at the detention pond outfall. Director Goren made a motion to approve Change Order #2 in the amount of \$862.00 for installation of 8" mitered grate at the detention pond outfall. The motion was seconded by Director Bond and carried by unanimous vote.

#### **CONSTRUCTION MANAGEMENT AND INSPECTION ADDITIONAL SERVICES REQUEST – MIDDLETON BROWN**

Mr. Marshall presented a proposal from Middleton Brown, LLC for construction management and inspection services for an amount not to exceed \$7,500.00. Director Fenz made a motion to approve the proposal with Middleton Brown, LLC for construction management and inspection services for an amount not to exceed \$7,500.00. The motion was seconded by Director Goren and carried by unanimous vote.

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

Mr. Marshall reported the contractor continues with the installation of pavers, rain garden amenities and streetscape amenities along the Caroline Street corridor.

**CHANGE ORDERS**

No change orders were presented at this meeting.

**MIDTOWN PARK – WALTER P MOORE / DESIGN WORKSHOP**

**FRONT 90 AND GARAGE IMPROVEMENTS - WORK ORDER FOR CONSTRUCTION MATERIALS TESTING SERVICES**

Mr. Marshall presented the HVJ Associates proposal for material testing for the Front 90 and Garage Improvements in an amount not to exceed \$7,500.00. Director Goren made a motion to approve the HVJ Associates proposal for material testing for the Front 90 and Garage Improvements in an amount not to exceed \$7,500.00. The motion was seconded by Director Fenz and carried by unanimous vote.

**NORTH HOUSTON HIGHWAY IMPROVEMENT PROJECT (NHHIP) - CAROLINE/WHEELER DECK PARK**

**CONCEPTUAL DESIGN WORK ORDER – OJB LANDSCAPE ARCHITECTURE**

Mr. Marshall reported that this project is on hold due to a federal investigation. Staff is working with TxDOT to increase the size of the project to 1,000 square feet for conceptual design work. Director Fenz made a motion to approve the increase in project size to 1,000 square feet and a work order for conceptual design work with OJB Landscape Architects in the amount of \$60,000.00. The motion was seconded by Director Goren and carried by majority vote. Director Middleton abstained from the vote.

**WHEELER STREET CORRIDOR – FTA GRANT GRANT MANAGEMENT WORK ORDER – THE GOODMAN CORPORATION**

Mr. Marshall presented the grant management work order for The Goodman Corporation in the amount of \$101,471.00 for project and grant management on the METRO University Line. Director Goren made a motion to approve the grant management work order for The Goodman Corporation in the amount of \$101,471.00 for project and grant management on the METRO University Line.

The motion was seconded by Director Middleton. The motion passed by majority vote.

**REVIEW OF CERTAIN ADMINISTRATIVE AND PERSONNEL PROCEDURES, POLICIES AND BUDGETS.**

This agenda item was discussed in executive session. Upon returning to the open session, no action was taken on this agenda item.

**EXECUTIVE SESSION**

The Board entered into executive session pursuant to Sections 551.071 and 551.074, Texas Government Code, as amended, to conduct deliberations and consult with its legal counsel regarding Agenda Item No. 8 - REVIEW OF CERTAIN ADMINISTRATIVE AND PERSONNEL PROCEDURES, POLICIES AND BUDGETS. No action was taken in executive session.

**ADJOURN**

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

\_\_\_\_\_  
Caton Fenz, Secretary

\_\_\_\_\_  
Date

Midtown Redevelopment Authority  
**Profit & Loss**  
 July 2022

	Jul 22
Ordinary Income/Expense	
Income	
400000 · Revenue & Support	
400025 · Interest-Debt Service & Reserve	8,841.06
400026 · Interest-Other Bond Funds	1,669.46
400029 · Interest - Affordable Housing	1,636.14
400030 · Interest-Operating Funds	12,902.34
400032 · Other Revenue	25,000.00
400040 · 3131 EMANCIPATION	2,000.00
400041 · Affordable Housing Apts Units (Apartment rental income Affordable Housing units)	11,561.09
400042 · 402 & 410 Tenant Inome	31,510.84
Total 400000 · Revenue & Support	95,120.93
Total Income	95,120.93
Gross Profit	95,120.93
Expense	
510000 · INCREMENT PROJECTS/EXPENSE	
510008 · T-0220 Afford Housing Land Bnk	
510013 · T-0220 Affordable Housing Legal	31,531.25
510014 · T-0220 MRA AFF HOUS THIRD GIS	3,004.45
510017 · T-0220 Drainage Fees	1,091.06
512001 · T-0220 Aff Hous Expense	192,867.10
512003 · Operations Center (3117 Emancipation AVE & 3112 St Charles St.)	79,182.09
Total 510008 · T-0220 Afford Housing Land Bnk	307,675.95
510010 · T-0237 Baldwin Park Upgrades	93,692.63
510019 · T-0214 Caroline St	43,814.85
510024 · T-0204 Infrastruc/Street Lights	152.59
510041 · CIP Program Expenses	
510094 · Midtown CIP TM	3,937.50
510041 · CIP Program Expenses - Other	500.00
Total 510041 · CIP Program Expenses	4,437.50
510043 · T-0234 Parks & Open Space & Mob	2,537.50
510045 · T-0224 HTC I - Bldg Maintenance	15,468.44
510102 · HMAAC Interest Expense	2,406.27
510400 · KIOS at Bagby Park	3,400.00
510534 · T-0225 Mobility & Pedest Imprv	65,486.38
Total 510000 · INCREMENT PROJECTS/EXPENSE	539,072.11
550000 · General & Admin. Expense	
550002 · Contract Labor	
550003 · Rent Expense (Additional office space)	900.00
550004 · Salaries	
550005 · Salary Reimb & Office Expp (AH & MMD Reimbursements)	-1,533.78
550014 · Health Insruance	12,947.99
550015 · AFLAC	-2,713.86
550018 · Life Insurance	27.06
550004 · Salaries - Other	137,745.51
Total 550004 · Salaries	146,472.92
5500047 · Overtime	
550007 · Courier Service	415.25
550008 · Office Supply & Expense	1,321.81
550009 · Misc Exp	5,496.28
550010 · Telephone & Utilities	
5500117 · GAS	79.44
550110 · Cellular Service	123.95
550113 · Drainage fee	41.28
550010 · Telephone & Utilities - Other	548.78
Total 550010 · Telephone & Utilities	793.45
550019 · Special Projects (Special Projects as determined by the City of Houston)	48.93
550022 · Bank Charges & Fees	3,398.87
550025 · Professional Services	18,407.50
550031 · HTC Bldg Maintenance	308.70
550032 · Engineering Consultants	2,045.25
550034 · Equip Rent & Lease Expense	981.37
550037 · Workman's Comp Insurance	358.13
550038 · Insurance - All	1,030.00
550039 · Computers & Repairs & Maint	4,093.00
550040 · Repair & Maintenance	1,750.00
550044 · Payroll Expense & PR Tax Exp	319.16
550045 · Payroll Fees	1,950.58
550047 · Soc Sec - Medicare	10,537.62
550061 · Public Relations	15,000.00

Midtown Redevelopment Authority  
Profit & Loss  
July 2022

Total 550000 · General & Admin. Expense  
Total Expense  
Net Ordinary Income  
Net Income

Jul 22
<u>215,628.82</u>
<u>754,700.93</u>
<u>-659,580.00</u>
<u>-659,580.00</u>

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Midtown Redevelopment Authority

Balance Sheet

As of July 31, 2022

Jul 31, 22

ASSETS

Current Assets

Checking/Savings

101001 · Wells Fargo Ope Acctg 64040	16,359,906.13
101002 · Infrastructure Projects 1731	955.29
101010 · WF Surplus Acct 63943	1,577.34
101020 · WF FTA Enhanced Path 63919	60.26
101030 · Wells Fargo 1094 (income from tenantss)	107,272.26
102200 · Logic Operating Account (Investment Account)	5,079,832.75
103200 · TexStar Operating Acct 1111	6,971.67
103600 · Wells Fargo Oper Inves 63901	733.02
103700 · WF Operating Saving 3215777180	44,956.52
104000 · Affordable Housing Accounts	
104021 · WF Afford Hous 3927	4,155,589.47
104022 · WF Pilot Program 3935	345.13
104116 · TexStar Aff. Hsng MM 1800	2,020.24
104200 · Logic Affordable Housing (Investment Account)	92,919.10
1043000 · PNC BBVA USA	1,109,801.22
1044000 · Wells Fargo NAI (NAI Partners Account)	27,188.02
Total 104000 · Affordable Housing Accounts	<u>5,387,863.18</u>
105000 · Trustee Investments	
105001 · Pledge Revenue Fund 422885	
105100 · Pledge Revenue Fund -422885	216,131.12
Total 105001 · Pledge Revenue Fund 422885	<u>216,131.12</u>
105002 · Debt Service Fund	
105200 · BNY-Debt Service Fund 422896	5,532,900.08
Total 105002 · Debt Service Fund	<u>5,532,900.08</u>
105003 · Reserve Fund 422897	
105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fund)	7,436,990.50
Total 105003 · Reserve Fund 422897	<u>7,436,990.50</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 2011 Escrow 443264	9.99
107018 · LOGIC 2017 PROJECT FUND (Trust Account 7487592004)	1,190,268.54
Total 107000 · BOND FUNDS	<u>1,190,327.12</u>
Total 105000 · Trustee Investments	<u>14,379,930.87</u>
Total Checking/Savings	<u>41,370,059.29</u>
Accounts Receivable	
130100 · Tax Increments Receivable	
103150 · City of Houston - Tax Increment	1,265,391.05
103152 · Harris County Tax Increment	1,712,763.00
130200 · HISD Tax Increment	<u>10,377,010.00</u>

# Midtown Redevelopment Authority

## Balance Sheet

As of July 31, 2022

	Jul 31, 22
Total 130100 · Tax Increments Receivable	13,355,164.05
170000 · Accounts Receivable	
170008 · KIOS	-6,400.00
170010 · Midtown Management District	136,621.82
170011 · Midtown Parks Conservancy	663,460.92
170020 · HX Houston Exponential AR	46,471.84
170021 · HTC BUILTOUT	338,285.67
170052 · OST/ALMEDA	-2,366,566.00
170060 · Fourth Ward Redevelopment Autho (Expense Reimbursement)	9,610.50
170000 · Accounts Receivable - Other	43,900.76
Total 170000 · Accounts Receivable	-1,134,614.49
Total Accounts Receivable	12,220,549.56
Total Current Assets	53,590,608.85
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	-2,544,836.91
150065 · Land - HTC Phase II	697,219.00
150066 · Houston Tech Center II	2,816,117.96
150067 · Accum.Deprec. HTC Phase I	-2,264,628.64
150069 · Land - Bagby Park	1,318,870.15
150070 · BagbyPark	2,453,218.83
150071 · Accum.Deprec. BagbyPark	-1,535,641.01
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	-142,745.33
1500784 · Acc Depr Office Housng & Garage	-164,161.00
150078A · Midtown (Superblock) Garage	13,784.20
150078B · Midtown (Superblockj) Park	5,299,848.40
150078C · Midtown Garage - Depreciable As	
1500781 · Acc Depre - Midtown Garage	-2,079,440.68
150078C · Midtown Garage - Depreciable As - Other	23,069,902.00
Total 150078C · Midtown Garage - Depreciable As	20,990,461.32
150078D · Midtown Park - Depreciable Asse	
1500782 · Acc Depre Mldtown Park	-3,153,803.64
150078D · Midtown Park - Depreciable Asse - Other	19,094,553.00
Total 150078D · Midtown Park - Depreciable Asse	15,940,749.36
150078E · Land - Operations Center	1,999,033.00



Midtown Redevelopment Authority

Balance Sheet

As of July 31, 2022

	<u>Jul 31, 22</u>
150078H · Midtown Park - Depr Assc 2&3	5,506,202.00
150078I · Bagby Park - Depr Asset (2020)	1,049,784.00
150078J · Opration Center Dep Asset	28,670,952.00
150079B · Works of Art - Donated	1,137,027.00
150080 · Land (Resale) (Land purchase for resale)	
150081 · Earnest Money	-49,744.89
150082 · Option Fees	8,170.00
150803 · Affordable Housing Legal	104,930.05
150804 · Affordable Housing Misc	753,699.46
150805 · AFFORD HOUS GRANTS	126,750.28
150080 · Land (Resale) (Land purchase for resale) - Other	42,730,933.67
Total 150080 · Land (Resale) (Land purchase for resale)	<u>43,674,738.57</u>
150089 · Land HMAAC (Land)	1,206,150.00
150090 · HMAAC Property	918,850.00
150091 · Accum Depr HMAAC	-535,995.30
150100 · 2800 MAIN	317,069.93
150782A · Acc Depr Midtown Park - Phase I	-137,655.00
Total 150000 · Fixed Assets	<u>138,960,429.75</u>
Total Fixed Assets	138,960,429.75
Other Assets	
180000 · Travel Advance	307.96
Total Other Assets	<u>307.96</u>
TOTAL ASSETS	<u><u>192,551,346.56</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
200000 · Accounts Payable	1,682,710.54
Total Accounts Payable	<u>1,682,710.54</u>
Other Current Liabilities	
200001 · Current Liabilities	
200005 · Accrued Expenses	692,052.00
201000 · Operating Account Liabilities	-3,432.48
201001 · MIDCORP Kios	-35,226.98
201002 · Due to MPC	15,850.00
202000 · Project Fund Liabilities	18,578.35
204000 · HMAAC NOTE - CURRENT	810,358.00
2103008 · CRI Current Camden	5,506,201.20
200001 · Current Liabilities - Other	13,800.00
Total 200001 · Current Liabilities	<u>7,018,180.09</u>
200CRI · CRI	6,000,000.00
2030112 · BBVA Taxable Loan	9,072,547.93
2030113 · BBVA LOAN TAX EXEMPT	4,778,139.11
2103007 · Developer Advances Midtown Park	4,979,494.00
25000 · Retainage Payable (Retainange)	1,257,348.98

Midtown Redevelopment Authority

Balance Sheet

As of July 31, 2022

Jul 31, 22

Total Other Current Liabilities	<u>33,105,710.11</u>
Total Current Liabilities	<u>34,788,420.65</u>
Long Term Liabilities	
210000 · Long Term Liabilities	
210010 · Bonds Payable Series 1998	-3,500.00
210047 · Bonds Payable Series '13	21,371,103.12
210048 · Current Portion Bonds Payable	3,640,000.00
210049 · Bond Payable Series '15	6,357,881.25
210050 · Bond Payable Series 2017	34,404,562.50
210053 · Accrued Bond Int 2015 series	353,490.70
210055 · Accrued Bond Interest 13 Series	1,108,606.23
210056 · Accrued Bond Interest Series 11	0.02
210058 · Series 2013 BOND PREMIUM	792,345.07
210059 · Series 2015 Bond Prem	344,109.24
210060 · Accrued Bond Interest 2017	467,050.04
210061 · Series 2017 Bond Premium	3,169,302.45
210062 · Accrued Bond Interest Series 17	1,922,614.42
210063 · Series 2020 Bond Premium	-107,677.10
210064 · Bonds Payable Series 2020	9,004,850.00
2103000 · LOANS	
2103003 · HMAAC LOAN REFINANCED	-103,262.34
Total 2103000 · LOANS	<u>-103,262.34</u>
Total 210000 · Long Term Liabilities	<u>82,721,475.60</u>
Total Long Term Liabilities	<u>82,721,475.60</u>
Total Liabilities	117,509,896.25
Equity	
1110 · Retained Earnings (Retained Earnings)	75,701,030.31
Net Income	-659,580.00
Total Equity	<u>75,041,450.31</u>
TOTAL LIABILITIES & EQUITY	<u><u>192,551,346.56</u></u>

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

Wells Fargo Ope Acctg 64040

AUGUST

2022

Type	Date	Num	Name	Memo	Amount
	08/01/2022	08/01/2022 10393	Equi-Tax, Inc.	MontlyConsultation Service fee per contract	500.00
	08/01/2022	08/01/2022 10395	Midtown Scouts Square Property. LP	CONTRACT PARKING 12 SPACES	900.00
	08/08/2022	08/08/2022 10396	City of Houston Mechanical Section Elevat	Project Site - ID 49003714	223.42
	08/25/2022	08/25/2022 10397	Bee-Line Delivery Service, Inc.	550008	489.82
	08/25/2022	08/25/2022 10398	Bracewell LLP		5,203.50
	08/25/2022	08/25/2022 10399	Design Workshop, Inc.	Houston Midtown District Work Order#1	5,750.00
	08/25/2022	08/25/2022 10401	FLEXTG FINANCIAL SERVICES	CANNON/IR-C5750I	792.18
	08/25/2022	08/25/2022 10402	Goode Technology Group		3,616.20
	08/25/2022	08/25/2022 10403	Hilltop Securities Inc.	Computational fee incurred in connection with the	4,775.00
	08/25/2022	08/25/2022 10404	Kwik Kopy	PUBLIC SPACE MASTER PLAN	399.00
	08/25/2022	08/25/2022 10405	LION HEART		20,240.80
	08/25/2022	08/25/2022 10406	NEVA Corporation	HVAC MAINTENANCE	308.70
	08/25/2022	08/25/2022 10407	OJB	Professional Services Rendered Through July 31	3,945.00
	08/25/2022	08/25/2022 10408	One World Strategy Group, LLC		15,000.00
	08/25/2022	08/25/2022 10409	Staples Advantage	office supplies	1,321.81
	08/25/2022	08/25/2022 10410	The Goodman Corporation		60,155.00
	08/25/2022	08/25/2022 10411	THR Enterprises, Inc.	Cleaning Supplies	1,750.00
	08/25/2022	08/25/2022 10412	Walter P. Moore		30,033.89
	08/25/2022	08/25/2022 10413	Wulfe & Co.	Consulting for Bagby Park and Midown Park Jun	3,400.00
	08/25/2022	08/25/2022 10414	Bryan Ross		150.00
	08/25/2022	08/25/2022 10415	Landscape Art, Inc.	BALDWIN PARK	80,601.33
	08/25/2022	08/25/2022 10416	Midtown Parks Conservancy	CREDIT CARD REIMBURSEMENT	865.96
	08/25/2022	08/25/2022 10417	Sam's Club	MEMBERSHIP RENEWAL	45.00
	08/25/2022	08/25/2022 10418	Walter P. Moore	PROJECT M032107002	427.50
	08/25/2022	08/25/2022 10419	IDS Engineering Group	Professional Services from June 26, 2022 to July	2,045.25
	08/25/2022	08/25/2022 10420	Urban Manufacturing Alliance	Houston Gathering Innovator Sponsor on behalf	5,000.00
	08/25/2022	08/25/2022 10421	OJB	Professional Services Rendered Through July 31	8,830.00
	08/25/2022	08/25/2022 10422	Kwik Kopy	PUBLIC SPACE MASTER PLAN	195.00
	08/25/2022	08/25/2022 10423	Goode Technology Group	Monthly Phone Service Invoice For: August 2022	475.00
					257,439.36

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

**WF Afford Hous 3927**  
**8/31/2022**

Type	Date	Num	Name	Memo	Amount
Bill Pmt -Check	08/10/2022	3977	Vergal Gay & Associates	Project Mgt Sevices Emancipation Bld Ter	6,764.00
Bill Pmt -Check	08/25/2022	3978	American Fence Company, Inc.	Property Fencing	369.00
Bill Pmt -Check	08/25/2022	3979	Bracewell LLP	Legal Consultation	18,283.75
Bill Pmt -Check	08/25/2022	3980	CCPPI	Admended Housing Grant Agereement Jur	109,833.34
Bill Pmt -Check	08/25/2022	3981	CCPPI	Public Affairs - Contract 1 AUGUST 2022	109,833.34
Bill Pmt -Check	08/25/2022	3982	Martin Construction Management & I	Professional Services from 06-30-22 thru 0	1,500.00
Bill Pmt -Check	08/25/2022	3983	Roberta F. Burroughs & Associates,	Project: Midtown Affordable Housing Plan	7,000.00

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253,583.43

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Midtown Redevelopment Authority  
 Bond & Project Fund Expenses & Balances  
 Sunday, July 31, 2022

Trustee Investments (Bond Funds)	Beginning Balance	Chase	BKNY MELLON	WELLS FARGO	TexSTAR/LOGIC	Ending Balance
422885 Pledge Reserve Funds 422896	11,800.07		204,331.05			216,131.12
422896 Debt Service US Treasury Money Market Funds	7,532,035.56		-1,999,135.48			5,532,900.08
422897 Reserve Fund Money Mkt	0.00		-6,798.70		6,798.70	-
105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fu	7,434,948.14				2,042.36	7,436,990.50
422919 Austin Park Maint.(2001 Series) US Treasury Mon	3,582.05					3,582.05
LOGIC 2017 AFFORDABLE HOUSING (Trust Account)	48.59					48.59
LOGIC 2017 Project Funds	1,190,268.56					1,190,268.56
443264 2011 Escrow 1998 2001	9.99					9.99
						<b>TOTALS</b>
						<b>14,379,930.89</b>

Midtown Redevelopment Authority

Profit & Loss

July 2021 through June 2022

Jul '21 - Jun 22

Ordinary Income/Expense

Income

400000 · Revenue & Support	
400007 · HISD PASS THROUGH	
400009 · City of Houston Tax Increment	8,085,394.97
400010 · HISD Tax Increment	25,047,675.42
400020 · Reimb Off Exp & Staff	1,224,840.63
400023 · HTC Build Out Reimbursement	13,537.81
400025 · Interest-Debt Service & Reserve	13,250.80
400026 · Interest-Other Bond Funds	3,291.85
400029 · Interest - Affordable Housing	3,913.83
400030 · Interest-Operating Funds	29,482.21
400032 · Other Revenue	33,788.33
400040 · 3131 EMANCIPATION	204,710.43
400041 · Affordable Housing Apts Units (Apartment rental income Affordable Ho	129,891.93
400042 · 402 & 410 Tenant Inome	78,225.00
Total 400000 · Revenue & Support	<u>34,868,003.21</u>
400441 · Bagby Park Kiosk Lease	<u>3,500.00</u>

Total Income

34,871,503.21

Gross Profit

34,871,503.21

Expense

500000 · BOND FUND EXPENSES	
500419 · Camden Int.	450,714.33
Total 500000 · BOND FUND EXPENSES	<u>450,714.33</u>
510000 · INCREMENT PROJECTS/EXPENSE	
510003 · T-0211 Holman Street St	784.82
510008 · T-0220 Afford Housing Land Bnk	
510013 · T-0220 Affordable Housing Legal	240,565.50
510014 · T-0220 MRA AFF HOUS THIRD GIS	787.50
510017 · T-0220 Drainage Fees	19,013.57
510018 · Fines	434.20
510116 · BBVA Loan fees	40,008.24
510117 · Landscape Services	373,732.98
512001 · T-0220 Aff Hous Expense	1,770,809.48
512003 · Operations Center (3117 Emancipation AVE & 3112 St Charles St.)	
5120031 · Lease Units Electricity	1,494.19
5120033 · Operations Center Legal	6,298.75
5120034 · Operatings Center Insurance	-738.88
5120035 · Leasing Expenses (Leasing Expenses)	163,086.78
5120036 · NAI EXPENSES RECORD	5,717.09
5120037 · Tenant Emprovements (Professional project managements se	480.00
5120039 · 3131 Electricity	19,059.15
5120040 · Utiltites Water	638.78
5120041 · Internet Service	93.98
512003 · Operations Center (3117 Emancipation AVE & 3112 St Charle:	3,446,904.25

# Midtown Redevelopment Authority

## Profit & Loss

July 2021 through June 2022

	Jul '21 - Jun 22
Total 512003 · Operations Center (3117 Emancipation Ave & 3112 St Charl	3,643,034.09
Total 510008 · T-0220 Afford Housing Land Bnk	6,088,385.56
510010 · T-0237 Baldwin Park Upgrades	450,366.54
510019 · T-0214 Caroline St	284,542.36
510024 · T-0204 Infrastruc/Street Lights	148.63
510040 · Developer Reimbursement	1,656,715.00
510041 · CIP Program Expenses	
510094 · Midtown CIP TM	2,625.00
510041 · CIP Program Expenses - Other	23,108.75
Total 510041 · CIP Program Expenses	25,733.75
510043 · T-0234 Parks & Open Space & Mob	817,947.55
510044 · T-0236 Bagby Park	5,911.64
510045 · T-0224 HTC I - Bldg Maintenance	134,514.30
510046 · T-0221 Midtown Pk	73,414.66
510049 · SPECIAL PROJECTS	1,975,110.02
510053 · T-0233 Midtown Garage	8,031.08
510096 · T-0207 Opr of Zone Prj Faciliti	250,000.00
510102 · HMAAC Interest Expense	31,416.91
510400 · KIOS at Bagby Park	40,800.00
510533 · T-0241 (Alameda/Crawford)	18,557.77
510534 · T-0225 Mobility & Pedest Imprv	106,744.57
510603 · BRAZOS ST WATER	13,250.00
510700 · Municipal Services Costs	1,561,970.00
511002 · T-0233 Midtown Park Garage	3,028.05
Total 510000 · INCREMENT PROJECTS/EXPENSE	13,547,373.21
550000 · General & Admin. Expense	
550002 · Contract Labor	
550003 · Rent Expense (Additional office space)	73,905.00
550004 · Salaries	
550005 · Salary Reimb & Office Expp (AH & MMD Reimbursements)	-162,406.78
550013 · Dental Coverage	20.00
550014 · Health Insruance	149,669.11
550015 · AFLAC	3,055.25
550018 · Life Insurance	317.92
550021 · 401K contributions	674.45
550104 · VISION	3.00
550004 · Salaries - Other	1,677,697.10
Total 550004 · Salaries	1,669,030.05
5500047 · Overtime	2,095.22
550007 · Courier Service	5,153.95
550008 · Office Supply & Expense	12,211.13
550009 · Misc Exp	25,856.47
550010 · Telephone & Utilities	
5500117 · GAS	539.82
550110 · Cellular Service	1,192.04

Midtown Redevelopment Authority

Profit & Loss

July 2021 through June 2022

Jul '21 - Jun 22

550113 · Drainage fee	6,223.50
550010 · Telephone & Utilities - Other	15,805.03
Total 550010 · Telephone & Utilities	23,760.39
550012 · Postage	1,299.46
550019 · Special Projects (Special Projects as determined by the City of Houston)	24.97
550022 · Bank Charges & Fees	43,406.86
550023 · Trust Expenses	15,274.00
550025 · Professional Services	130,942.20
550026 · Accounting Consultants	11,536.00
550027 · Financial Audit (Audit Services)	38,500.00
550028 · Legal Consultants	326,550.87
550032 · Engineering Consultants	27,105.53
550034 · Equip Rent & Lease Expense	10,606.62
550036 · Licenses & Fees	806.00
550037 · Workman's Comp Insurance	4,365.04
550038 · Insurance - All	580,548.44
550039 · Computers & Repairs & Maint	64,239.59
550040 · Repair & Maintenance	27,488.34
550044 · Payroll Expense & PR Tax Exp	14,104.53
550045 · Payroll Fees	21,165.22
550046 · Reimb. Employee Office Exp.	53.75
550047 · Soc Sec - Medicare	121,194.32
550050 · Depreciation Expense	449,454.38
550052 · Depre Expense-Midtown Park	636,485.16
550053 · Deprec Expense-Works of Art	30,401.95
550058 · Travel	8,538.06
550061 · Public Relations	159,162.50
550114 · Harris County Extension	26,868.75
550201 · CIP	65,001.93
Total 550000 · General & Admin. Expense	4,627,136.68
550051 · Dep Exp - Midtown Park/Garage	462,097.92
600000 · Bond Related Expenses	
550055 · Amort Bond Prem	-586,144.32
560039 · 2013 Bond Series Int Expense	1,663,315.63
560040 · 2015 Bond Int Expense	493,756.29
560041 · 2017 Bond Int Expense	2,818,052.04
560042 · 2020 Bond Int Exp	723,950.02
Total 600000 · Bond Related Expenses	5,112,929.66
999999 · SUSPENSE (flow through account)	358,095.91
Total Expense	24,558,347.71
Net Ordinary Income	10,313,155.50
Net Income	10,313,155.50
Net Income	10,313,155.50



Midtown Redevelopment Authority

Balance Sheet

As of June 30, 2022

Jun 30, 22

ASSETS

Current Assets

Checking/Savings

101001 · Wells Fargo Ope Acctg 64040	20,482,638.30
101002 · Infrastructure Projects 1731	954.96
101010 · WF Surplus Acct 63943	1,576.80
101020 · WF FTA Enhanced Path 63919	60.24
101030 · Wells Fargo 1094 (income from tenantss)	96,572.26
102200 · Logic Operating Account (Investment Account)	5,072,707.75
103200 · TexStar Operating Acct 1111	6,963.40
103600 · Wells Fargo Oper Inves 63901	732.78
103700 · WF Operating Saving 3215777180	45,011.98
104000 · Affordable Housing Accounts	
104021 · WF Afford Hous 3927	172,587.45
104022 · WF Pilot Program 3935	345.13
104116 · TexStar Aff. Hsng MM 1800	2,017.86
104200 · Logic Affordable Housing (Investment Account)	92,788.77
1043000 · PNC BBVA USA	1,197,993.33
1044000 · Wells Fargo NAI (NAI Partners Account)	42,847.27
Total 104000 · Affordable Housing Accounts	<u>1,508,579.81</u>
105000 · Trustee Investments	
105001 · Pledge Revenue Fund 422885	
105100 · Pledge Revenue Fund -422885	11,800.07
Total 105001 · Pledge Revenue Fund 422885	<u>11,800.07</u>
105002 · Debt Service Fund	
105200 · BNY-Debt Service Fund 422896	7,532,035.56
Total 105002 · Debt Service Fund	<u>7,532,035.56</u>
105003 · Reserve Fund 422897	
105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fund)	7,434,948.14
Total 105003 · Reserve Fund 422897	<u>7,434,948.14</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 2011 Escrow 443264	9.99
107018 · LOGIC 2017 PROJECT FUND (Trust Account 7487592004)	1,188,599.08
Total 107000 · BOND FUNDS	<u>1,188,657.66</u>
Total 105000 · Trustee Investments	<u>16,171,023.48</u>
Total Checking/Savings	<u>43,386,821.76</u>
Accounts Receivable	
130100 · Tax Increments Receivable	
103150 · City of Houston - Tax Increment	1,265,391.05
103152 · Harris County Tax Increment	1,712,763.00
130200 · HISD Tax Increment	<u>10,377,010.00</u>

Midtown Redevelopment Authority

Balance Sheet

As of June 30, 2022

	<u>Jun 30, 22</u>
Total 130100 · Tax Increments Receivable	13,355,164.05
170000 · Accounts Receivable	
170008 · KIOS	-6,400.00
170010 · Midtown Management District	136,621.82
170011 · Midtown Parks Conservancy	663,460.92
170020 · HX Houston Exponential AR	46,471.84
170021 · HTC BUILTOUT	338,285.67
170050 · MRA AHF	160,594.96
170052 · OST/ALMEDA	-2,366,566.00
170060 · Fourth Ward Redevelopment Autho (Expense Reimbursement)	9,610.50
170000 · Accounts Receivable - Other	43,900.76
Total 170000 · Accounts Receivable	<u>-974,019.53</u>
Total Accounts Receivable	<u>12,381,144.52</u>
Total Current Assets	55,767,966.28
Fixed Assets	
150000 · Fixed Assets	
150010 · Office Furniture & Equipment	26,321.36
150011 · Accumulated Depreciation-Furn.	-26,321.36
150020 · Computer Equipment	32,057.11
150021 · Accumulated Depreciation-Comp.	-32,057.11
150040 · Land - JPI Park	736,911.00
150045 · Walgreens/Lui Park Land	141,000.00
150062 · Land - Houston Tech.Center I	798,053.89
150063 · Houston Tech Center I	2,676,862.62
150064 · Accm Deprec-Houston Tech Cntr I	-2,544,836.91
150065 · Land - HTC Phase II	697,219.00
150066 · Houston Tech Center II	2,816,117.96
150067 · Accum.Deprec. HTC Phase I	-2,264,628.64
150069 · Land - Bagby Park	1,318,870.15
150070 · BagbyPark	2,453,218.83
150071 · Accum.Deprec. BagbyPark	-1,535,641.01
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	-142,745.33
1500784 · Acc Depr Office Housng & Garage	-164,161.00
150078A · Midtown (Superblock) Garage	13,784.20
150078B · Midtown (Superblockj) Park	5,299,848.40
150078C · Midtown Garage - Depreciable As	
1500781 · Acc Depre - Midtown Garage	-2,079,440.68
150078C · Midtown Garage - Depreciable As - Other	23,069,902.00
Total 150078C · Midtown Garage - Depreciable As	<u>20,990,461.32</u>
150078D · Midtown Park - Depreciable Asse	
1500782 · Acc Depre Midtown Park	-3,153,803.64
150078D · Midtown Park - Depreciable Asse - Other	19,094,553.00
Total 150078D · Midtown Park - Depreciable Asse	<u>15,940,749.36</u>

Midtown Redevelopment Authority

Balance Sheet

As of June 30, 2022

	<u>Jun 30, 22</u>
150078E · Land - Operations Center	1,999,033.00
150078H · Midtown Park - Depr Assc 2&3	5,506,202.00
150078I · Bagby Park - Depr Asset (2020)	1,049,784.00
150078J · Opration Center Dep Asset	28,670,952.00
150079B · Works of Art - Donated	1,137,027.00
150080 · Land (Resale) (Land purchase for resale)	
150081 · Earnest Money	-49,744.89
150082 · Option Fees	8,170.00
150803 · Affordable Housing Legal	104,930.05
150804 · Affordable Housing Misc	753,699.46
150805 · AFFORD HOUS GRANTS	126,750.28
150080 · Land (Resale) (Land purchase for resale) - Other	43,130,447.97
Total 150080 · Land (Resale) (Land purchase for resale)	<u>44,074,252.87</u>
150089 · Land HMAAC (Land)	1,206,150.00
150090 · HMAAC Property	918,850.00
150091 · Accum Depr HMAAC	-535,995.30
150100 · 2800 MAIN	317,069.93
150782A · Acc Depr Midtown Park - Phase I	-137,655.00
Total 150000 · Fixed Assets	<u>139,359,944.05</u>
Total Fixed Assets	139,359,944.05
Other Assets	
180000 · Travel Advance	307.96
Total Other Assets	<u>307.96</u>
<b>TOTAL ASSETS</b>	<u><u>195,128,218.29</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
Liabilities	
Current Liabilities	
Accounts Payable	
200000 · Accounts Payable	1,790,260.37
Total Accounts Payable	<u>1,790,260.37</u>
Other Current Liabilities	
200001 · Current Liabilities	
200005 · Accrued Expenses	692,052.00
201000 · Operating Account Liabilities	-3,432.48
201001 · MIDCORP Kios	-35,226.98
201002 · Due to MPC	15,850.00
202000 · Project Fund Liabilities	18,578.35
204000 · HMAAC NOTE - CURRENT	810,358.00
2103008 · CRI Current Camden	5,506,201.20
200001 · Current Liabilities - Other	13,800.00
Total 200001 · Current Liabilities	<u>7,018,180.09</u>
200CRI · CRI	6,000,000.00
2030112 · BBVA Taxable Loan	9,072,547.93
2030113 · BBVA LOAN TAX EXEMPT	4,778,139.11
2103007 · Developer Advances Midtown Park	4,979,494.00

Midtown Redevelopment Authority

Balance Sheet

As of June 30, 2022

	<u>Jun 30, 22</u>
25000 · Retainage Payable (Retainage)	1,257,348.98
Total Other Current Liabilities	<u>33,105,710.11</u>
Total Current Liabilities	<u>34,895,970.48</u>
Long Term Liabilities	
210000 · Long Term Liabilities	
210010 · Bonds Payable Series 1998	-3,500.00
210047 · Bonds Payabe Series '13	21,925,000.00
210048 · Current Portion Bonds Payable	3,640,000.00
210049 · Bond Payable Series '15	6,515,000.00
210050 · Bond Payable Series 2017	35,285,000.00
210053 · Accrued Bond Int 2015 series	353,490.70
210055 · Accrued Bond Interest 13 Series	1,108,606.23
210056 · Accrued Bond Interest Series 11	0.02
210058 · Series 2013 BOND PREMIUM	792,345.07
210059 · Series 2015 Bond Prem	344,109.24
210060 · Accrued Bond Interst 2017	467,050.04
210061 · Series 2017 Bond Premium	3,169,302.45
210062 · Accrued Bond Interest Series 17	1,922,614.42
210063 · Series 2020 Bond Premium	-107,677.10
210064 · Bonds Payable Series 2020	9,215,000.00
2103000 · LOANS	
2103003 · HMAAC LOAN REFINANCED	-95,123.57
Total 2103000 · LOANS	<u>-95,123.57</u>
Total 210000 · Long Term Liabilities	<u>84,531,217.50</u>
Total Long Term Liabilities	<u>84,531,217.50</u>
Total Liabilities	<u>119,427,187.98</u>
Equity	
1110 · Retained Earnings (Retained Earnings)	65,387,874.81
Net Income	10,313,155.50
Total Equity	<u>75,701,030.31</u>
TOTAL LIABILITIES & EQUITY	<u><u>195,128,218.29</u></u>

Midtown Redevelopment Authority

Trial Balance

As of July 31, 2022

Jul 31, 22

	Debit	Credit
101001 · Wells Fargo Ope Acctg 64040	16,359,906.13	
101002 · Infrastructure Projects 1731	955.29	
101010 · WF Surplus Acct 63943	1,577.34	
101020 · WF FTA Enhanced Path 63919	60.26	
101030 · Wells Fargo 1094	107,272.26	
102200 · Logic Operating Account	5,079,832.75	
103200 · TexStar Operating Acct 1111	6,971.67	
103600 · Wells Fargo Oper Inves 63901	733.02	
103700 · WF Operating Saving 3215777180	44,956.52	
104021 · WF Afford Hous 3927	4,155,589.47	
104022 · WF Pilot Program 3935	345.13	
104116 · TexStar Aff. Hsng MM 1800	2,020.24	
104200 · Logic Affordable Housing	92,919.10	
1043000 · PNC BBVA USA	1,109,801.22	
1044000 · Wells Fargo NAI	27,188.02	
105100 · Pledge Revenue Fund -422885	216,131.12	
105200 · BNY-Debt Service Fund 422896	5,532,900.08	
105324 · TexStar Debt Res Fnd MM 1023	7,436,990.50	
105901 · Austin Park Money Market Acct.	3,582.05	
107009 · BNY-TICR AFF HSG 693802	48.59	
107012 · BNY 2011 Escrow 443264	9.99	
107018 · LOGIC 2017 PROJECT FUND	1,190,268.54	
103150 · City of Houston - Tax Increment	1,265,391.05	
103152 · Harris County Tax Increment	1,712,763.00	
130200 · HISD Tax Increment	10,377,010.00	
170000 · Accounts Receivable	43,900.76	
170008 · KIOS		6,400.00
170010 · Midtown Management District	136,621.82	
170011 · Midtown Parks Conservancy	663,460.92	
170020 · HX Houston Exponential AR	46,471.84	
170021 · HTC BUILTOUT	338,285.67	
170052 · OST/ALMEDA		2,366,566.00
170060 · Fourth Ward Redevelopment Autho	9,610.50	
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		2,544,836.91
150065 · Land - HTC Phase II	697,219.00	
150066 · Houston Tech Center II	2,816,117.96	

# Midtown Redevelopment Authority

## Trial Balance

As of July 31, 2022

Jul 31, 22

	Debit	Credit
150067 · Accum.Deprec. HTC Phase I		2,264,628.64
150069 · Land - Bagby Park	1,318,870.15	
150070 · BagbyPark	2,453,218.83	
150071 · Accum.Deprec. BagbyPark		1,535,641.01
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		142,745.33
1500784 · Acc Depr Office Housng & Garage		164,161.00
150078A · Midtown (Superblock) Garage	13,784.20	
150078B · Midtown (Superblockj) Park	5,299,848.40	
150078C · Midtown Garage - Depreciable As	23,069,902.00	
1500781 · Acc Depre - Midtown Garage		2,079,440.68
150078D · Midtown Park - Depreciable Asse	19,094,553.00	
1500782 · Acc Depre Mldtown Park		3,153,803.64
150078E · Land - Operations Center	1,999,033.00	
150078H · Midtown Park - Depr Assc 2&3	5,506,202.00	
150078I · Bagby Park - Depr Asset (2020)	1,049,784.00	
150078J · Opration Center Dep Asset	28,670,952.00	
150079B · Works of Art - Donated	1,137,027.00	
150080 · Land (Resale)	42,730,933.67	
150081 · Earnest Money		49,744.89
150082 · Option Fees	8,170.00	
150803 · Affordable Housing Legal	104,930.05	
150804 · Affordable Housing Misc	753,699.46	
150805 · AFFORD HOUS GRANTS	126,750.28	
150089 · Land HMAAC (Land)	1,206,150.00	
150090 · HMAAC Property	918,850.00	
150091 · Accum Depr HMAAC		535,995.30
150100 · 2800 MAIN	317,069.93	
150782A · Acc Depr Midtown Park - Phase I		137,655.00
180000 · Travel Advance	307.96	
200000 · Accounts Payable		1,682,710.54
200001 · Current Liabilities		13,800.00
200005 · Accrued Expenses		692,052.00
201000 · Operating Account Liabilities	3,432.48	
201001 · MIDCORP Kios	35,226.98	
201002 · Due to MPC		15,850.00
202000 · Project Fund Liabilities		18,578.35
204000 · HMAAC NOTE - CURRENT		810,358.00
2103008 · CRI Current Camden		5,506,201.20
200CRI · CRI		6,000,000.00
2030112 · BBVA Taxable Loan		9,072,547.93
2030113 · BBVA LOAN TAX EXEMPT		4,778,139.11
2103007 · Developer Advances Midtown Park		4,979,494.00

Midtown Redevelopment Authority

Trial Balance

As of July 31, 2022

Jul 31, 22

	Debit	Credit
25000 · Retainage Payable		1,257,348.98
210010 · Bonds Payable Series 1998	3,500.00	
210047 · Bonds Payable Series '13		21,371,103.12
210048 · Current Portion Bonds Payable		3,640,000.00
210049 · Bond Payable Series '15		6,357,881.25
210050 · Bond Payable Series 2017		34,404,562.50
210053 · Accrued Bond Int 2015 series		353,490.70
210055 · Accrued Bond Interest 13 Series		1,108,606.23
210056 · Accrued Bond Interest Series 11		0.02
210058 · Series 2013 BOND PREMIUM		792,345.07
210059 · Series 2015 Bond Prem		344,109.24
210060 · Accrued Bond Interst 2017		467,050.04
210061 · Series 2017 Bond Premium		3,169,302.45
210062 · Accrued Bond Interest Series 17		1,922,614.42
210063 · Series 2020 Bond Premium	107,677.10	
210064 · Bonds Payable Series 2020		9,004,850.00
2103003 · HMAAC LOAN REFINANCED	103,262.34	
1110 · Retained Earnings		75,701,030.31
400025 · Interest-Debt Service & Reserve		8,841.06
400026 · Interest-Other Bond Funds		1,669.46
400029 · Interest - Affordable Housing		1,636.14
400030 · Interest-Operating Funds		12,902.34
400032 · Other Revenue		25,000.00
400040 · 3131 EMANCIPATION		2,000.00
400041 · Affordable Housing Apts Units		11,561.09
400042 · 402 & 410 Tenant Inome		31,510.84
510013 · T-0220 Affordable Housing Legal	31,531.25	
510014 · T-0220 MRA AFF HOUS THIRD GIS	3,004.45	
510017 · T-0220 Drainage Fees	1,091.06	
512001 · T-0220 Aff Hous Expense	192,867.10	
512003 · Operations Center	79,182.09	
510010 · T-0237 Baldwin Park Upgrades	93,692.63	
510019 · T-0214 Caroline St	43,814.85	
510024 · T-0204 Infrastruc/Street Lights	152.59	
510041 · CIP Program Expenses	500.00	
510094 · Midtown CIP TM	3,937.50	
510043 · T-0234 Parks & Open Space & Mob	2,537.50	
510045 · T-0224 HTC I - Bldg Maintenance	15,468.44	
510102 · HMAAC Interest Expense	2,406.27	
510400 · KIOS at Bagby Park	3,400.00	
510534 · T-0225 Mobility & Pedest Imprv	65,486.38	
550003 · Rent Expense	900.00	
550004 · Salaries	137,745.51	
550005 · Salary Reimb & Office Expp		1,533.78

Midtown Redevelopment Authority

Trial Balance

As of July 31, 2022

Jul 31, 22

	Debit	Credit
550014 · Health Insurance	12,947.99	
550015 · AFLAC		2,713.86
550018 · Life Insurance	27.06	
550007 · Courier Service	415.25	
550008 · Office Supply & Expense	1,321.81	
550009 · Misc Exp	5,496.28	
550010 · Telephone & Utilities	548.78	
5500117 · GAS	79.44	
550110 · Cellular Service	123.95	
550113 · Drainage fee	41.28	
550019 · Special Projects	48.93	
550022 · Bank Charges & Fees	3,398.87	
550025 · Professional Services	18,407.50	
550031 · HTC Bldg Maintenance	308.70	
550032 · Engineering Consultants	2,045.25	
550034 · Equip Rent & Lease Expense	981.37	
550037 · Workman's Comp Insurance	358.13	
550038 · Insurance - All	1,030.00	
550039 · Computers & Repairs & Maint	4,093.00	
550040 · Repair & Maintenance	1,750.00	
550044 · Payroll Expense & PR Tax Exp	319.16	
550045 · Payroll Fees	1,950.58	
550047 · Soc Sec - Medicare	10,537.62	
550061 · Public Relations	15,000.00	
TOTAL	<u><u>208,603,390.90</u></u>	<u><u>208,603,390.90</u></u>



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

31-Jul-22

Date	Num	Name	Memo	Amount
07/01/2022	10357	Equi-Tax, Inc.	MontlyConsultation Service fee per contract	500.00
07/12/2022	10365	BEGA North America	BALDWIN PARK, HOUSTON, TX	5,643.00
07/12/2022	10366	BEGA North America	BALDWIN PARK, HOUSTON, TX	54,691.62
07/25/2022	10367	City of Houston Public Works & Engineerin	Encroachment Fee	152.59
07/25/2022	10368	Bee-Line Delivery Service, Inc.	Courier Service	416.72
07/25/2022	10369	BEGA North America	BALDWIN PARK, HOUSTON, TX	36,934.33
07/25/2022	10370	Bracewell LLP	Legal Consultant	14,068.75
07/25/2022	10371	Design Workshop, Inc.	Houston Midtown District Work Order#1	2,537.50
07/25/2022	10372	DJ MAV MUSIC	Board Meeting sound provided 06-30-2022	950.00
07/25/2022	10373	FLEXTG FINANCIAL SERVICES	CANNON/IR-C5750I	949.37
07/25/2022	10374	Goode Technology Group	IT Service	8,311.99
07/25/2022	10375	IDS Engineering Group	Midtown PSA WO No 001 Ext 09 Professional S	2,970.15
07/25/2022	10376	VOID	VOID	0.00
07/25/2022	10377	Kwik Kopy	Safe streets & Roads for all postcards 5x7 color	399.00
07/25/2022	10378	Landscape Art, Inc.	BALDWIN PARK	3,633.71
07/25/2022	10379	LION HEART	Project 043-002 MIDTOWN PARKS AND PUBLI	27,536.38
07/25/2022	10380	NEVA Corporation	HVAC Service	3,142.28
07/25/2022	10381	OJB	Professional Services Rendered Through June 2	10,152.50
07/25/2022	10382	One World Strategy Group, LLC	Public Relations	15,000.00
07/25/2022	10383	Pitney Bowes Global Financial Services LL	Postage	61.47
07/25/2022	10384	Smith & Company Architects, Inc.	Architects	34,450.00
07/25/2022	10385	Staples Advantage	office supplies	995.87
07/25/2022	10386	The Goodman Corporation	Professional Consultations	18,100.00
07/25/2022	10387	THR Enterprises, Inc.	Cleaning Supplies	1,750.00
07/25/2022	10388	TKE Elevators	Elevator Service	679.11
07/25/2022	10389	Vision	500 Business Cards	202.00
07/25/2022	10390	Walter P. Moore	Professional Consultation	12,418.03
07/25/2022	10391	Wulfe & Co.	Consulting for Bagby Park and Midown Park Jun	3,400.00
07/28/2022	10392	J. Kru Land Services LLC	Clean up and planting 402 & 410 Pierce	2,528.00
07/28/2022	10394	BEGA North America	BALDWIN PARK, HOUSTON, TX	13,091.30

275,665.67

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

**WF Afford Hous 3927**  
**7/31/2022**

Type	Date	Num	Name	Memo	Amount
Bill Pmt -Check	07/12/2022	3966	Four Eleven LLC	Landscape Services May 2022	37,077.54
Check	07/21/2022	3967	VOID	VOID	0.00
Check	07/21/2022	3968	Midtown Redevelopment Authority	AI keep balance Affordable Housing Account ,	75,000.00
Check	07/21/2022	3969	Midtown Redevelopment Authority	AI keep balance Affordable Housing Account ,	75,000.00
Bill Pmt -Check	07/25/2022	3970	American Fence Company, Inc.	Property Fence	369.00
Bill Pmt -Check	07/25/2022	3971	Bracewell LLP	Legal Representation	21,400.00
Bill Pmt -Check	07/25/2022	3972	Four Eleven LLC	Landscape Services JUNE 2022	38,587.22
Bill Pmt -Check	07/25/2022	3973	Kirksey Architecture, LLC	Architectire	3,024.00
Bill Pmt -Check	07/25/2022	3974	Roberta F. Burroughs & Associates,	Project: Midtown Affordable Housing Plan	7,000.00
Bill Pmt -Check	07/25/2022	3975	LIMB Co.	Affordable Housing MIDH 003 22 Website	1,500.00
Bill Pmt -Check	07/28/2022	3976	United National Insurance Agency	Flood Insurance	5,828.00
					264,785.76

DRAFT

# PNC

July 31, 2022

Type	Date	Num	Name	Memo	Amount
Check	07/21/2022	3967	VOID		
Check	07/21/2022	3968	Midtown Redevelopment At. keep balance Affordable Housing Account JULY		75,000.00
Check	07/21/2022	3969	Midtown Redevelopment At. keep balance Affordable Housing Account JULY		75,000.00
TOTAL					<u>150,000.00</u>

DRAFT

Midtown Redevelopment Authority  
 Bond & Project Fund Expenses & Balances  
 Thursday, June 30, 2022

Trustee Investments (Bond Funds)	Beginning Balance	Chase	BKNY MELLON	WELLS FARGO	TexSTAR/LOGIC	Ending Balance
422885 Pledge Reserve Funds 422896	11,800.07					11,800.07
422896 Debt Service US Treasury Money Market Funds	7,532,035.56					7,532,035.56
422897 Reserve Fund Money Mkt	0.00					-
105324 · TexStar Debt Res Fnd MM 1023 (Debt Reserve Fur	7,434,948.14					7,434,948.14
422919 Austin Park Maint.(2001 Series) US Treasury Mon	3,582.05					3,582.05
LOGIC 2017 AFFORDABLE HOUSING (Trust Account)	48.59					48.59
LOGIC 2017 Project Funds	1,188,599.08					1,188,599.08
443264 2011 Escrow 1998 2001	9.99					9.99
						<b>TOTALS</b>
						<b>16,171,023.48</b>





**midtown**  
H O U S T O N

**MIDTOWN REDEVELOPMENT  
AUTHORITY TAX INCREMENT  
CONTRACT REVENUE  
REFUNDING BONDS, SERIES 2022**

**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 \_\_\_\_ day of \_\_\_\_\_, 2022, at the regular meeting place thereof; and the roll was called of the duly constituted officers and members of said Board, to-wit:

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

and all of said persons were present, except \_\_\_\_\_, thus constituting a quorum. Whereupon, among other business, the following was transacted at said meeting: a written

**RESOLUTION AUTHORIZING THE ISSUANCE OF MIDTOWN REDEVELOPMENT AUTHORITY TAX INCREMENT CONTRACT REVENUE REFUNDING BONDS, SERIES 2022; APPROVING AND DESIGNATING A PRICING COMMITTEE TO DETERMINE MATTERS RELATED TO THE BONDS; APPROVING OTHER AGREEMENTS RELATED TO SUCH BONDS; MAKING FINDINGS AND PROVISIONS RELATING TO SUCH BONDS AND MATTERS INCIDENT THERETO**

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

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

public notice of the time, place and subject of the meeting was given as required by Vernon's Texas Codes Annotated, Chapter 551, Government Code.

SIGNED this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_  
Secretary, Midtown Redevelopment Authority

DRAFT

**RESOLUTION AUTHORIZING THE ISSUANCE OF MIDTOWN REDEVELOPMENT AUTHORITY TAX INCREMENT CONTRACT REVENUE REFUNDING BONDS, SERIES 2022; APPROVING AND DESIGNATING A PRICING COMMITTEE TO DETERMINE MATTERS RELATED TO THE BONDS; APPROVING OTHER AGREEMENTS RELATED TO SUCH BONDS; MAKING FINDINGS AND PROVISIONS RELATING TO SUCH BONDS AND MATTERS INCIDENT THERETO**



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**RESOLUTION AUTHORIZING THE ISSUANCE OF MIDTOWN REDEVELOPMENT AUTHORITY TAX INCREMENT CONTRACT REVENUE REFUNDING BONDS, SERIES 2022; APPROVING AND DESIGNATING A PRICING COMMITTEE TO DETERMINE MATTERS RELATED TO THE BONDS; APPROVING OTHER AGREEMENTS RELATED TO SUCH BONDS; MAKING FINDINGS AND PROVISIONS RELATING TO SUCH BONDS AND MATTERS INCIDENT THERETO**

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF MIDTOWN REDEVELOPMENT AUTHORITY:

**ARTICLE I**

**RECITALS**

WHEREAS, by Ordinance No. 94-1345, adopted on December 14, 1994, the City of Houston, Texas (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 the portion of the City known as “Midtown” and neighboring areas as described in Ordinance Nos. 94-1345, 97-600, 97-1338 and 99-850; and

WHEREAS, the City, the Midtown Zone and the Authority have entered into that certain agreement dated April 1, 1996, approved as Ordinance No. 96-389, and amended by Ordinance No. 97-1540, adopted on December 10, 1997, and Ordinance No. 98-301, adopted on April 22, 1998, as amended and restated pursuant to Ordinance No. 2000-494, adopted on June 7, 2000 (collectively, the “Tri-Party Agreement”), pursuant to which the City delegated to the Authority the power and authority to administer the Midtown Zone and authorized the Authority to issue, sell or deliver its bonds, notes or other obligations, subject to City Council approval; and

WHEREAS, pursuant to the Tri-Party Agreement, the City also delegated to the Authority the power to fund capital projects consistent with such projects listed in the Project Plan and Reinvestment Zone Financing Plan approved by Ordinance No. 97-600, adopted on May 28, 1997, as amended by Ordinance No. 97-1338, adopted on October 22, 1997, Ordinance No. 99-850, adopted on August 11, 1999, Ordinance No. 2009-1395, adopted on December 29, 2009, Ordinance No. 2011-534, adopted on June 22, 2011, Ordinance No. 2013-638, adopted on July 10, 2013, Ordinance No. 2015-1001, adopted on October 14, 2015, and Ordinance No. 2020-1102, adopted on December 16, 2020 (collectively, the “Project Plan”), including costs of construction of infrastructure, subject to the limitations set forth in the Tri-Party Agreement; and

WHEREAS, Ordinance No. 2011-533, adopted on June 22, 2011, extended the termination date of the Midtown Zone from December 31, 2025, to December 31, 2033; and

WHEREAS, Ordinance No. 2015-1001, adopted on October 14, 2015, extended the termination date of the Midtown Zone from December 31, 2033, to December 31, 2040; and

WHEREAS, Ordinance No. 2020-1102, adopted on December 16, 2020, extended the termination date of the Midtown Zone from December 31, 2040, to December 31, 2050; and

WHEREAS, Ordinance No. 2013-637, adopted July 10, 2013, amended the Certificate of Formation and the Bylaws of the Authority; and

WHEREAS, by Ordinance No. 1997-1540, adopted on December 10, 1997, the City authorized the Authority to issue additional bonds in order to continue to implement the Project Plan; provided that all bonds and notes outstanding at any one time shall not exceed an aggregate principal amount of \$16,000,000 secured by tax increments paid by the City to the Authority under the Agreement from the Participants, set forth in the Amended and Restated Trust Indenture dated as of September 1, 2003 (as further amended and supplemented, the "Indenture") between the Authority and the Trustee, thereby constituting Pledged Revenues; and

WHEREAS, on July 29, 1998, the Authority issued its \$9,000,000 Tax Increment Contract Revenue Bonds, Series 1998 (the "Series 1998 Bonds"); and

WHEREAS, by Ordinance No. 2000-495, adopted on June 7, 2000, the City authorized the Authority to issue additional bonds in order to continue to implement the Project Plan; provided that all bonds and notes outstanding at any one time shall not exceed an aggregate principal amount of \$26,000,000 secured by Pledged Revenues; and

WHEREAS, on July 16, 2001, the Authority issued its \$17,000,000 Tax Increment Contract Revenue Bonds, Series 2001 (the "Series 2001 Bonds"); and

WHEREAS, by Ordinance No. 2003-538, adopted on June 11, 2003, the City authorized the Authority to issue additional bonds in order to continue to implement the Project Plan; provided that all bonds outstanding at any one time shall not exceed an aggregate principal amount of \$45,500,000 secured by Pledged Revenues, inclusive of \$6,000,000 in notes authorized by the Tri-Party Agreement to be outstanding at any one time; and

WHEREAS, on September 16, 2003, the Authority issued its \$13,500,000 Tax Increment Contract Revenue Bonds, Series 2003 (the "Series 2003 Bonds"); and

WHEREAS, by Ordinance No. 2005-355, adopted on April 13, 2005, the City authorized the Authority to issue additional bonds in order to continue to implement the Project Plan; provided that all bonds outstanding at any one time shall not exceed an aggregate principal amount of \$65,500,000 secured by Pledged Revenues, inclusive of \$6,000,000 in notes previously approved by the City; and

WHEREAS, on July 17, 2005, the Authority issued its \$22,620,000 Tax Increment Contract Revenue Bonds, Series 2005 (the "Series 2005 Bonds"); and

WHEREAS, by Ordinance No. 2011-326, adopted on May 4, 2011, the City authorized the Authority to issue additional bonds in order to continue to implement the Project Plan; provided

that all obligations outstanding at any one time shall not exceed an aggregate principal amount of \$85,500,000, secured by Pledged Revenues, inclusive of the \$6,000,000 in notes authorized pursuant to the Tri-Party Agreement to be outstanding at any one time; and

WHEREAS, on August 31, 2011, the Authority issued its \$33,130,000 Tax Increment Contract Revenue and Refunding Bonds, Series 2011 (the “Series 2011 Bonds”), which refunded \$4,490,000 in principal amount of the Series 1998 Bonds and \$10,855,000 in principal amount of the Series 2001 Bonds; and

WHEREAS, on December 17, 2013, the Authority issued its \$32,280,000 Tax Increment Contract Revenue and Refunding Bonds, Series 2013 (the “Series 2013 Bonds”), which refunded \$7,650,000 in principal amount of the Series 2003 Bonds and \$3,650,000 in principal amount of the Series 2005 Bonds; and

WHEREAS, by Ordinance No. 2015-1002, adopted on October 14, 2015, the City authorized the Authority to issue additional bonds in order to continue to implement the Project Plan; provided that all bonds and notes outstanding at any one time shall not exceed an aggregate principal amount of \$104,000,000 secured by Pledged Revenues inclusive of the \$6,000,000 in notes previously approved by the City; and

WHEREAS, on January 31, 2017, the Authority issued its \$39,310,000 Tax Increment Contract Revenue and Refunding Bonds, Series 2017 (the “Series 2017 Bonds”), which refunded \$1,200,000 in principal amount of the Series 2011 Bonds; and

WHEREAS, on March 18, 2020, the Authority issued its \$11,085,000 Tax Increment Contract Revenue Refunding Bonds, Series 2020 (the “Series 2020 Bonds”), which refunded \$12,995,000 in principal amount of the Series 2011 Bonds; and

WHEREAS, the Authority currently has bond authorization remaining under Ordinance No. 2015-1002; and

WHEREAS, the Authority desires to issue Bonds (as hereinafter defined) in a proposed principal amount not to exceed \$24,000,000 to pay costs of defeasing all or a portion of the bonds described on Schedule I attached hereto and incorporated herein by reference for all purposes (collectively, the “Refunded Bond Candidates”) in order to achieve debt service savings; and

WHEREAS, it is intended that all or a portion of the Refunded Bond Candidates shall be designated as Refunded Bonds (as hereinafter defined) in the Pricing Certificate (as hereinafter defined) and shall be refunded pursuant to this Resolution and the Pricing Certificate; and

WHEREAS, the Authority has determined it is in the Authority’s best interest to defease the Refunded Bonds for the purposes stated herein and will do so pursuant to the Constitution and laws of the State of Texas, including particularly the Act and the Authorizing Law (as hereinafter defined); and

WHEREAS, the Authorizing Law authorizes the Authority to defease all or a portion of the Refunded Bonds in advance of their maturities, and to accomplish such defeasance by depositing directly with the Trustee or the Paying Agent/Registrar for the Refunded Bonds or other

qualified escrow agent, the proceeds of such refunding bonds, together with other available funds, in an amount sufficient to provide for the payment or redemption of the Refunded Bonds, including all sums payable under the Indenture by the Authority representing the compensation due or to become due to the Trustee; and

WHEREAS, upon the issuance of the Bonds herein authorized and the deposit of funds referred to above, the Refunded Bonds shall no longer be regarded as being Outstanding, except for the purpose of being paid pursuant to such deposit, and the pledges, liens, trusts and all other covenants, provisions, terms and conditions of the resolutions authorizing the issuance of the Refunded Bonds shall be, with respect to all or a portion of the Refunded Bonds to be redeemed, discharged, terminated and defeased; and

WHEREAS, as permitted by Article III of the Indenture, the Authority desires to issue the Bonds as Additional Parity Bonds authorized under the Indenture upon the terms and conditions set forth in the Indenture and for the purposes herein provided; and

WHEREAS, pursuant to the Authority's Bylaws, the Authority intends in this Resolution to designate an executive committee to act on behalf of the Authority's Board of Directors for the purposes described herein and the Authority has determined it is in the Authority's best interest to defease the Refunded Bonds for the purposes stated herein.

## ARTICLE II

### DEFINITIONS AND INTERPRETATIONS

Section 2.1 Definition. In this Resolution, the following terms shall have the following meanings, unless heretofore defined in the Preamble or unless the context clearly indicates otherwise. Capitalized terms not defined herein shall have the meanings assigned to such terms in the Indenture:

“Attorney General” shall mean the Attorney General of the State.

“Audit” shall mean the audited annual financial statements of the Authority prepared by an independent auditor.

“Authorizing Law” shall mean Chapter 431, Transportation Code; Chapter 394, Local Government Code; Article 1396, Vernon's Texas Civil Statutes; and the Authority's Articles of Incorporation and Bylaws.

“Board” shall mean the Board of Directors of the Authority.

“Bond” or “Bonds” shall mean the Authority's bonds authorized to be issued by Section 3.1 by this Resolution.

“Business Day” shall mean any day which is not a Saturday, Sunday, or a day on which banking institutions in the City where the designated corporate trust office of the Paying Agent/ Registrar is located are authorized by law or executive order to close, or a legal holiday.

“Co-Bond Counsel” shall mean Bracewell LLP and Burney & Foreman Attorneys at Law, or such other nationally qualified counsel.

“Code” means the Internal Revenue Code of 1986, as amended, and, with respect to a specific section thereof, such reference shall be deemed to include (a) the Regulations promulgated under such section, (b) any successor provision of similar import hereafter enacted, (c) any corresponding provision of any subsequent Internal Revenue Code and (d) the regulations promulgated under the provisions described in (b) and (c).

“Comptroller” shall mean the Comptroller of Public Accounts of the State.

“Dated Date” shall mean such date specified in the Pricing Certificate.

“Determination of Taxability” shall mean any determination, decision, or decree that all or any portion of the interest payable on the Bonds is includable in the gross income of a holder or former holder of the Bonds as a result of the occurrence of a Taxable Event. A Determination of Taxability shall be deemed to have occurred on the first to occur of the following:

- on that date when the Authority files any statement, supplemental statement or other tax schedule, return or document which discloses that a Taxable Event shall have occurred; or
- on that date when the Authority shall be advised in writing by the Commissioner or any District Director of Internal Revenue that, based upon any filings of the Authority or upon any review or audit of the Authority or upon any other ground whatsoever, a Taxable Event shall have occurred; or
- on that date when the Authority receives written notification from (A) any owner or any former owner of the Bonds that the Internal Revenue Service has assessed as includable in the gross income of any owner or any former owner of the Bonds all or any portion of the interest on the Bonds due to the occurrence of a Taxable Event, or (B) the Commissioner or any District Director of Internal Revenue that all or any portion of the interest on the Bonds is includable in the gross income of any owner or any former owner of the Bonds due to the occurrence of a Taxable Event;

provided, however, that with respect to clauses (ii) and (iii) above, a Determination of Taxability shall not be deemed to have occurred (y) unless the Authority shall have been given written notice thereof and afforded the opportunity to contest the same at its own expense and upon indemnification of such owner or former owner, and (z) so long as the Authority is contesting in good faith and by appropriate proceedings, either directly or through an owner or former owner, the allegation of an occurrence of a Taxable Event; provided that if any contest has not been finally determined within two years following the occurrence of an event set forth in clauses (ii) or (iii) a Determination of Taxability shall be deemed to have occurred.

“Escrow Agreement” shall mean the agreement between the Authority and the Paying Agent/Registrar for the Refunded Bonds in the form attached hereto as **Exhibit C**.



“Government Obligations” shall mean (i) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (ii) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the Authority adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provide for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than “AAA” or its equivalent, and (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the Authority adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provide for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally recognized investment rating firm no less than “AAA” or its equivalent.

“Initial Bond” shall mean the initial Bond authorized by Section 3.3.

“Issuance Date” shall mean the date on which the Bonds are authenticated by the Paying Agent/Registrar and delivered to and paid for by the Purchaser.

“Interest Payment Date” shall mean the date or dates on which interest on the Bonds is scheduled to be paid, as designated in the Pricing Certificate.

“MSRB” shall mean the Municipal Securities Rulemaking Board.

“Outstanding” is defined in the Indenture.

“Participants” shall mean, at such times as shall be appropriate for their participation in the tax increments paid by the City to the Authority, the City, the County, Houston Independent School District, and Houston Community College.

“Paying Agent/Registrar” shall mean the Trustee and its successors in that capacity.

“Policy” is defined in Section 5.2.

“Pricing Certificate” shall mean the certificate executed by the Pricing Committee, which sets forth the final terms of the Bonds, the form of which is attached hereto as **Exhibit A**.

“Pricing Committee” shall mean the Executive Director and the Chair or the Vice Chair of the Board, who are authorized to act on behalf of the Authority in selling and delivering the Bonds, or such other persons as the Chair may designate in writing.

“Purchase Letter” shall mean the letter executed by the Purchaser and the Pricing Committee, which sets forth the final terms of the Bonds, the form of which is attached hereto as **Exhibit D**.

“Purchaser” shall mean Regions Capital Advantage, Inc., or any of its successors.

“Record Date” shall mean, for any Interest Payment Date, the 15<sup>th</sup> calendar day of the month next preceding each Interest Payment Date.

“Refunded Bond Candidates” shall mean the bonds of the Authority identified in Schedule I hereto which are authorized to be designated as Refunded Bonds in the Pricing Certificate.

“Refunded Bonds” shall mean those bonds of the Authority designated as such in the Pricing Certificate from the list of Refunded Bond Candidates described in Schedule I attached hereto.

“Regulations” means the applicable proposed, temporary or final Treasury Regulations promulgated under the Code or, to the extent applicable to the Code, under the Internal Revenue Code of 1954, as such regulations may be amended or supplemented from time to time.

“Representative” is defined in the Pricing Certificate.

“Resolution” shall mean this resolution authorizing the Bonds, and all amendments hereof and supplements hereto.

“SEC” shall mean the United States Securities and Exchange Commission.

“State” means the State of Texas.

“Taxable Event” means a (i) change in law or fact or the interpretation thereof, or the occurrence or existence of any fact, event or circumstance (including, without limitation, the taking of any action by the Authority, or the failure to take any action by the Authority, or the making by the Authority of any misrepresentation herein or in any certificate required to be given in connection with the issuance, sale or delivery of the Bonds) which has the effect of causing interest paid or payable on any Bonds to become includable, in whole or in part, in the gross income of an Owner thereof for federal income tax purposes or (ii) the entry of any decree or judgment by a court of competent jurisdiction, or the taking of any official action by the Internal Revenue Service or the Department of the Treasury, which decree, judgment or action shall be final under applicable procedural law, in either case, which has the effect of causing interest paid or payable on any Bonds to become includable, in whole or in part, in the gross income of such holder or former holder for federal income tax purposes.

“Trustee” shall mean The Bank of New York Mellon Trust Company, N.A. and its successors in that capacity.

Section 2.2 Interpretations. All terms defined herein and all pronouns used in this Resolution shall be deemed to apply equally to singular and plural and to all genders. The titles and headings of the articles and sections of this Resolution have been inserted for convenience of reference only and are not to be considered a part hereof and shall not in any way modify or restrict any of the terms or provisions hereof. This Resolution and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein and to sustain the validity of the Bonds and the validity of the lien on and pledge of the Pledged Revenues to secure the payment of the Bonds.

## ARTICLE III

### TERMS OF THE BONDS

Section 3.1 Amount, Purpose, Authorization. The Authority's bonds to be designated as the "MIDTOWN REDEVELOPMENT AUTHORITY TAX INCREMENT CONTRACT REVENUE REFUNDING BOND SERIES 2022," or having such other title or titles as may be designated in the Pricing Certificate, are hereby authorized to be issued in fully registered form in a maximum amount not to exceed \$24,000,000 for the purpose of (1) refunding, redeeming and defeasing certain outstanding bonds in order to achieve debt service savings and (2) paying costs of issuing the Bonds, all under and pursuant to the authority of the Act and all other applicable law.

Section 3.2 Date and Interest Payment Dates. The Bonds shall be dated the Dated Date and shall be subject to prior optional and mandatory redemption or as otherwise set forth in the Pricing Certificate on the dates, for the redemption prices and in the amounts as set forth in the Pricing Certificate. The Bonds shall bear interest at the rates set forth in the Pricing Certificate from the later of the Issuance Date or the most recent Interest Payment Date to which interest has been paid or duly provided for, calculated based on the actual number of days that principal is outstanding over a year of 360 days.

Section 3.3 Initial Bond; Numbers and Denomination. The Bonds shall be initially issued in the principal amount(s), and bearing interest at the rate set forth in the Pricing Certificate, and may be transferred and exchanged as set out in this Resolution. The Bonds shall mature, subject to prior redemption in accordance with this Resolution, as set forth in the Pricing Certificate. The Initial Bond shall be numbered I-1. Bonds delivered on transfer of or in exchange for other Bonds shall be numbered in the order of their authentication by the Paying Agent/Registrar, shall be in the denomination of \$5,000 or integral multiples thereof, and shall mature on the same date and bear interest at the same rate as the Bond or Bonds in lieu of which they are delivered.

Section 3.4 Selling, Awarding and Delivering the Bonds. As authorized pursuant to the Authority's Bylaws, the Pricing Committee is hereby designated as an executive committee by this Resolution and is created for purposes of acting on behalf of the Board for purposes of finalizing the issuance of the Bonds as herein described and is hereby authorized to act on behalf of the Authority in selling, awarding and delivering the Bonds and carrying out the other procedures specified in this Resolution. The Pricing Committee is hereby authorized to determine and confirm the Dated Date and Issuance Date of the Bonds, any additional or different designation or title by which the Bonds shall be known, the principal amount of the Bonds, the amortization schedule for the principal payments of the Bonds, the maturity date(s) for the Bonds, the principal amount(s) to mature in each of such year(s), any optional or mandatory redemption, the identity and specific maturities of the bonds constituting the Refunded Bonds from the Refunded Bond Candidates, the form of the escrow agreement required to effect such defeasance, and the selection, to the extent required, of the verification agent to verify escrow funds relating to the defeasance of the Refunded Bonds, all as specified in the Pricing Certificate, provided that

(i) the Bonds shall bear interest at a fixed rate of 2.98%; provided, however, in the event a Determination of Taxability occurs, the Authority agrees to pay to the Purchaser a rate of interest from the Issuance Date that would provide the Purchaser with an after-tax yield on the then outstanding principal amount of the Bonds at least equal to the after-tax yield the Purchaser would have received if a Determination of Taxability had not occurred (the "Taxable Rate"); provided, however, that in no event shall such rate exceed the maximum interest rate authorized by law. Interest at the Taxable Rate will be computed based on the actual number of days that principal is outstanding over a year of 360 days and be payable on scheduled Interest Payment Dates; and

(ii) none of the Bonds shall bear interest at a rate greater than the maximum lawful rate of interest allowed by Chapter 1204, Texas Government Code, as amended; and

(iii) the aggregate principal amount of the Bonds shall not exceed the maximum amount authorized in Section 3.1 hereof; and

(iv) the aggregate principal amount of the Bonds shall provide a sufficient amount, together with any other available funds, to defease the Refunded Bonds and to fund all other costs set forth in Section 3.1 herein.

Section 3.5 Approval, Registration and Initial Delivery. The Pricing Committee is hereby authorized to have control and custody of the Bonds and all necessary records and proceedings pertaining thereto pending their delivery, and the Pricing Committee, the Secretary of the Authority's Board of Directors and other officials and employees of the Authority are hereby authorized, directed and instructed to make such certifications and to execute such instruments (including the printed facsimile signature) as may be necessary to accomplish the delivery of the Bonds and to assure the investigation, examination, and approval thereof by the Attorney General and the registration of the initial Bond of each series by the Comptroller. Upon registration of the Bonds, the Comptroller (or a deputy designated in writing to act for her) shall be requested to sign manually the Comptroller's Registration Certificate prescribed herein to be attached or affixed to the Bond initially delivered and the seal of the Comptroller shall be impressed or printed or lithographed thereon.

Section 3.6 Execution and Registration of Bonds. (a) The Bonds shall be signed on behalf of the Authority by the Chair or Vice Chair and countersigned by the Secretary of the Board by their manual or facsimile signatures. Such facsimile signatures on the Bonds shall have the same effect as if each of the Bonds had been signed manually and in person by each of said officers.

(b) If any officer of the Authority whose manual or facsimile signature shall appear on the Bonds shall cease to be such officer before the authentication of such Bonds or before the delivery of such Bonds, such manual or facsimile signature shall nevertheless be valid and sufficient for all purposes as if such officer had remained in such office.

(c) Except as provided below, no Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit of this Resolution unless and until there appears thereon the Paying Agent/Registrar's Authentication Certificate substantially in the form provided herein, duly authenticated by manual execution by an officer or duly authorized signatory of the Paying

Agent/Registrar. It shall not be required that the same officer or authorized signatory of the Paying Agent/Registrar sign the Paying Agent/Registrar's Authentication Certificate on all the Bonds. In lieu of the executed Paying Agent/Registrar's Authentication Certificate described above, the Initial Bond delivered at the Issuance Date shall have attached thereto the Comptroller's Registration Certificate substantially in the form provided herein, manually executed by the Comptroller, or by her duly authorized agent, which certificate shall be evidence that the Initial Bond has been duly approved by the Attorney General and that it is a valid and binding obligation of the Authority, and has been registered by the Comptroller.

(d) On the Issuance Date, the Initial Bond, being a single bond representing the entire principal amount of the Bonds, payable in stated installments to the Purchaser, executed by manual or facsimile signature of the Chair or Vice Chair and the Secretary or Assistant Secretary of the Board, approved by the Attorney General, and registered and manually signed by the Comptroller, shall be delivered to the Purchaser or its designee.

Section 3.7 Payment of Principal and Interest. The Paying Agent/Registrar is hereby appointed as the registrar and paying agent for the Bonds. The principal of the Bonds shall be payable, without exchange or collection charges, in any coin or currency of the United States of America which, on the date of payment, is legal tender for the payment of debts due the United States of America, upon their presentation and surrender as they respectively become due and payable, whether at maturity or by prior redemption, at the designated corporate trust office of the Paying Agent/Registrar. The interest on each Bond shall be payable by check payable on the Interest Payment Date, mailed by the Paying Agent/Registrar on or before each Interest Payment Date to the Owner of record as of the Record Date, to the address of such Owner as shown on the Register, or by such other method, acceptable to the Paying Agent/Registrar, requested by and at the risk and expense of the Owner.

If the date for the payment of principal or interest on any Bond is not a Business Day, then the date for such payment shall be the next succeeding Business Day, and payment on such date shall have the same force and effect as if made on the original date such payment was due.

Section 3.8 Successor Paying Agent/Registrars. The Authority covenants that at all times while any Bonds are Outstanding it will provide a commercial bank or trust company organized under the laws of the State of Texas or other entity duly qualified and legally authorized to act as Paying Agent/Registrar for the Bonds. The Authority reserves the right to change the Paying Agent/Registrar for the Bonds on not less than sixty days written notice to the Paying Agent/Registrar, so long as any such notice is effective not less than sixty days prior to the next succeeding principal or interest payment date on the Bonds. Promptly upon the appointment of any successor Paying Agent/Registrar, the previous Paying Agent/Registrar shall deliver the Register or a copy thereof to the new Paying Agent/Registrar, and the new Paying Agent/Registrar shall notify each Owner, by United States mail, first class postage prepaid, of such change and of the designated corporate trust office of the new Paying Agent/Registrar. Each Paying Agent/Registrar hereunder, by acting in that capacity, shall be deemed to have agreed to the provisions of this Section.

Section 3.9 Special Record Date. If interest on any Bond is not paid on any Interest Payment Date and continues unpaid for thirty days thereafter, the Paying Agent/Registrar shall

establish a new record date for the payment of such interest, to be known as a "Special Record Date." The Paying Agent/Registrar shall establish a Special Record Date when funds to make such interest payment are received from or on behalf of the Authority. Such Special Record Date shall be fifteen days prior to the date fixed for payment of such past due interest (the "Special Payment Date"), and notice of the Special Payment Date shall be sent by United States mail, first class, postage prepaid, not later than five days prior to the Special Payment Date, to each Owner of record of an affected Bond on the Special Record Date.

Section 3.10 Ownership; Unclaimed Principal and Interest. Subject to the further provisions of this Section, the Authority, the Paying Agent/Registrar and any other person may treat the person in whose name any Bond is registered as the absolute Owner of such Bond for the purpose of making and receiving payment of the principal of or interest on such Bond, and for all other purposes, whether or not such Bond is overdue, and neither the Authority nor the Paying Agent/Registrar shall be bound by any notice or knowledge to the contrary. All payments made to the person deemed to be the Owner of any Bond in accordance with this Section shall be valid and effectual and shall discharge the liability of the Authority and the Paying Agent/Registrar upon such Bond to the extent of the sums paid.

Amounts held by the Paying Agent/Registrar which represent principal of and interest on the Bonds remaining unclaimed by the Owner after the expiration of 3 years from the date such amounts have become due and payable shall be remitted to the Authority except to the extent that they are required by law to be reported and disposed of by the Paying Agent/Registrar in accordance with the applicable provisions of Texas law including, to the extent applicable, Title 6 of the Texas Property Code, as amended.

Section 3.11 Registration, Transfer, and Exchange. So long as any of the Bonds remain outstanding, the Paying Agent/Registrar shall keep the Register at its designated corporate trust office and, subject to such reasonable regulations as it may prescribe, the Paying Agent/Registrar shall provide for the registration and transfer of the Bonds in accordance with the terms of this Resolution. The Paying Agent/Registrar understands that the Bonds are subject to certain transfer restrictions set forth in the Bond and agrees to require any transferee to comply with such transfer restrictions.

Each Bond shall be transferable only upon the presentation and surrender thereof at the designated corporate trust office of the Paying Agent/Registrar, duly endorsed for transfer, or accompanied by an assignment duly executed by the Registered Owner or his authorized representative in form satisfactory to the Paying Agent/Registrar. Upon due presentation of any Bond in proper form for transfer, the Paying Agent/Registrar shall authenticate and deliver in exchange therefor, within 3 Business Days after such presentation, a new Bond or Bonds, registered in the name of the transferee or transferees, in authorized denominations and of the same maturity, aggregate principal amount, and Dated Date, and bearing interest at the same rate as the Bond or Bonds so presented.

All Bonds shall be exchangeable upon presentation and surrender thereof at the designated corporate trust office of the Paying Agent/Registrar for a Bond or Bonds of the same maturity, Dated Date, and interest rate and in any authorized denomination, in an aggregate amount equal to the unpaid principal amount of the Bond or Bonds presented for exchange. The Paying

Agent/Registrar shall be and is hereby authorized to authenticate and deliver exchange Bonds in accordance with the provisions of this Section. Each Bond delivered in accordance with this Section shall be entitled to the benefits and security of this Resolution to the same extent as the Bond or Bonds in lieu of which such Bond is delivered.

The Authority or the Paying Agent/Registrar may require the Owner of any Bond to pay a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with the transfer or exchange of such Bond. Any fee or charge of the Paying Agent/Registrar for such transfer or exchange shall be paid by the Authority.

The Paying Agent/Registrar shall not be required to transfer or exchange any Bond during the period beginning on a Record Date or a Special Record Date and ending on the next succeeding Interest Payment Date (including any Special Payment Date) or to transfer or exchange any Bond called for redemption during the period beginning thirty (30) days prior to the date fixed for redemption and ending on the date fixed for redemption; provided, however, that this limitation shall not apply to the exchange by the Owner of the unredeemed portion of a Bond called for redemption in part.

Section 3.12 Cancellation of Bonds. All Bonds paid or redeemed in accordance with this Resolution, and all Bonds in lieu of which exchange Bonds or replacement Bonds are authenticated and delivered in accordance herewith, shall be canceled and retained by the Paying Agent/Registrar in accordance with its document retention policies. Upon request of the Authority therefor, the Paying Agent/Registrar shall furnish the Authority with appropriate certificates of destruction of such Bonds.

Section 3.13 Mutilated, Lost, or Stolen Bonds. Upon the presentation and surrender to the Paying Agent/Registrar of a mutilated Bond, the Paying Agent/Registrar shall authenticate and deliver in exchange therefore a replacement Bond of like maturity, Dated Date, interest rate and principal amount, bearing a number not contemporaneously Outstanding. The Authority or the Paying Agent/Registrar may require the Owner of such Bond to pay a sum sufficient to cover any tax or other governmental charge that may be imposed in connection therewith and any other expenses connected therewith, including the fees and expenses of the Paying Agent/Registrar.

If any Bond is lost, apparently destroyed, or wrongfully taken, the Authority, pursuant to the applicable laws of the State of Texas and in the absence of notice or knowledge that such Bond has been acquired by a bona fide purchaser, shall execute and the Paying Agent/Registrar shall authenticate and deliver a replacement Bond of like maturity, Dated Date, interest rate and principal amount, bearing a number not contemporaneously Outstanding, provided that the Owner thereof shall have:

- (A) furnished to the Authority and the Paying Agent/Registrar satisfactory evidence of the ownership of and the circumstances of the loss, destruction or theft of such Bond;
- (B) furnished such security or indemnity as may be required by the Paying Agent/Registrar to save the Paying Agent/Registrar and the Authority harmless;

(C) paid all expenses and charges in connection therewith, including, but not limited to, printing costs, legal fees, fees of the Paying Agent/Registrar and any tax or other governmental charge that may be imposed; and

(D) met any other reasonable requirements of the Authority and the Paying Agent/Registrar.

If, after the delivery of such replacement Bond, a bona fide purchaser of the original Bond in lieu of which such replacement Bond was issued presents for payment such original Bond, the Authority and the Paying Agent/Registrar shall be entitled to recover such replacement Bond from the person to whom it was delivered or any person taking therefrom, except a bona fide purchaser, and shall be entitled to recover upon the security or indemnity provided therefore to the extent of any loss, damage, cost or expense incurred by the Authority or the Paying Agent/Registrar in connection therewith.

If any such mutilated, lost, apparently destroyed or wrongfully taken Bond has become or is about to become due and payable, the Authority in its discretion may, instead of issuing a replacement Bond, authorize the Paying Agent/Registrar to pay such Bond.

Each replacement Bond delivered in accordance with this Section 3.13 shall be entitled to the benefits and security of this Resolution to the same extent as the Bond or Bonds in lieu of which such replacement Bond is delivered.

#### Section 3.14 Redemption.

(a) Optional Redemption. The Bonds shall be subject to redemption prior to the maturity at the option of the Authority at such times, in such amounts, in such manner and at such redemption prices as may be designated and provided for in the in the Pricing Certificate.

(b) Mandatory Sinking Fund Redemption.

(i) The Bonds designated as “Term Bonds” in the Pricing Certificate (“Term Bonds”), if any, are subject to scheduled mandatory redemption and will be redeemed by the Authority, in part, at a price equal to the principal amount thereof, without premium, plus accrued interest to the redemption date, out of moneys available for such purpose in the interest and sinking fund, on the dates and in the respective principal amounts as set forth in the Pricing Certificate.

(ii) Prior to each scheduled mandatory redemption date, the Paying Agent/Registrar shall select for redemption by lot, or by any other customary method that results in a random selection, a principal amount of Term Bonds equal to the aggregate principal amount of such Term Bonds to be redeemed, shall call such Term Bonds for redemption on such scheduled mandatory redemption date, and shall give notice of such redemption, as provided in Section 3.14(d).

(iii) The principal amount of the Term Bonds required to be redeemed on any redemption date pursuant to subparagraph (i) of this Section 3.14(b) shall be reduced, at the option of the Authority, by the principal amount of any Term Bonds which, at least 45



days prior to the mandatory sinking fund redemption date (i) shall have been acquired by the Authority and delivered to the Paying Agent/Registrar for cancellation, or (ii) shall have been redeemed pursuant to the optional redemption provisions hereof and not previously credited to a mandatory sinking fund redemption.

(iv) The principal amount of the Term Bonds required to be redeemed on any redemption date pursuant to subparagraph (i) of this Section 3.14(b) shall be reduced, at the option of the Authority, by the principal amount of any Term Bonds which, at least 45 days prior to the mandatory sinking fund redemption date (i) shall have been acquired by the Authority and delivered to the Paying Agent/Registrar for cancellation, or (ii) shall have been redeemed pursuant to the optional redemption provisions hereof and not previously credited to a mandatory sinking fund redemption.

(c) Partial Redemption.

(i) If less than all of the Bonds are to be redeemed pursuant to Section 3.14(a), the principal amount (or mandatory sinking fund payment amount) thereof to be redeemed shall be redeemed in inverse order of principal installment.

(ii) A portion of a single Bond of a denomination greater than \$5,000 may be redeemed, but only in a principal amount equal to \$5,000 or any integral multiple thereof. The Paying Agent/Registrar shall treat each \$5,000 portion of such Bond as though it were a single Bond for purposes of selection for redemption.

(iii) Upon surrender of any Bond for redemption in part, the Paying Agent/Registrar, in accordance with Section 3.11 of this Resolution, shall authenticate and deliver exchange Bonds in an aggregate principal amount equal to the unredeemed principal amount of the Bond so surrendered, such exchange being without charge.

(d) Notice.

(i) The Paying Agent/Registrar shall give notice of any redemption of Bonds by sending notice by United States mail, first class, postage prepaid, not less than 30 days before the date fixed for redemption, to the Owner of each Bond (or part thereof) to be redeemed, at the address shown in the Register at the close of business on the Business Day next preceding the date of mailing such notice.

(ii) The notice shall state the redemption date, the redemption price, the place at which the Bonds are to be surrendered for payment, and, if less than all the Bonds outstanding are to be redeemed, an identification of the Bonds or portions thereof to be redeemed.

(iii) The Authority reserves the right, in the case of an optional redemption, to give notice of its election or direction to redeem Bonds conditioned upon the occurrence of subsequent events. Such notice may state (i) that the redemption is conditioned upon the deposit with the Paying Agent/Registrar, or such other entity as may be authorized by law, no later than the redemption date, of moneys and/or authorized securities, in an amount equal to the amount necessary to effect the redemption, or (ii) that the Authority retains the

right to rescind such notice at any time on or prior to the scheduled redemption date if the Authority delivers a certificate of the Authority to the Paying Agent/Registrar instructing the Paying Agent/Registrar to rescind the redemption notice, and such notice and redemption shall be of no effect if such moneys and/or authorized securities are not so deposited or if the notice is rescinded. The Paying Agent/Registrar shall give prompt notice of any such rescission of a conditional notice of redemption to the affected Registered Owners. Any Bonds that are subject to conditional redemption shall remain Outstanding if such redemption is rescinded prior to redemption of such Bonds.

(iv) Any notice given as provided in this Section shall be conclusively presumed to have been duly given, whether or not the Registered Owner receives such notice.

(e) Payment Upon Redemption.

(i) Before or on each redemption date, the Authority shall deposit with the Paying Agent/Registrar money sufficient to pay all amounts due on the redemption date and the Paying Agent/Registrar shall make provision for the payment of the Bonds to be redeemed on such date by setting aside and holding in trust an amount from the interest and sinking fund or otherwise received by the Paying Agent/Registrar from the Authority and shall use such funds solely for the purpose of paying the principal of, redemption premium, if any, and accrued interest on the Bonds being redeemed.

(ii) Upon presentation and surrender of any Bond called for redemption at the Designated Payment/Transfer Office on or after the date fixed for redemption, the Paying Agent/Registrar shall pay the principal of, redemption premium, if any, and accrued interest on such Bond to the date of redemption from the money set aside for such purpose.

(f) Effect Upon Redemption.

(i) When Bonds have been called for redemption in whole or in part and due provision has been made to redeem same as herein provided, the Bonds or portions thereof so redeemed shall no longer be regarded as outstanding except for the purpose of receiving payment solely from the funds so provided for redemption, and the rights of the Owners to collect interest which would otherwise accrue after the redemption date on any Bond or portion thereof called for redemption shall terminate on the date fixed for redemption.

(ii) If the Authority fails to make provision for payment of all sums due on a redemption date, then any Bond or portion thereof called for redemption shall continue to bear interest at the rate stated on the Bond until due provision is made for the payment of same.

(g) Lapse in Payment. Funds set aside for the redemption of the Bonds and remaining unclaimed by the Owners thereof shall be subject to the provisions of Section 3.10 hereof.

Section 3.15 Limited Obligations. THE BONDS ARE A LIMITED OBLIGATION OF THE AUTHORITY, PAYABLE SOLELY OUT OF THE PLEDGED REVENUES, WHICH IS THE SOLE ASSET OF THE AUTHORITY PLEDGED THEREFOR. THE BONDS ARE OBLIGATIONS SOLELY OF THE AUTHORITY AND DO NOT CONSTITUTE, WITHIN

THE MEANING OF ANY STATUTORY OR CONSTITUTIONAL PROVISION, AN INDEBTEDNESS, AN OBLIGATION OR A LOAN OF CREDIT OF THE CITY OF HOUSTON, TEXAS, HARRIS COUNTY, TEXAS, THE STATE OF TEXAS, HOUSTON INDEPENDENT SCHOOL DISTRICT, HOUSTON COMMUNITY COLLEGE SYSTEM OR ANY OTHER MUNICIPALITY, COUNTY, OR OTHER MUNICIPAL OR POLITICAL CORPORATION OR SUBDIVISION OF THE STATE OF TEXAS. NONE OF THE CITY OF HOUSTON, TEXAS, HARRIS COUNTY, TEXAS, THE STATE OF TEXAS, HOUSTON INDEPENDENT SCHOOL DISTRICT NOR HOUSTON COMMUNITY COLLEGE SYSTEM IS OBLIGATED TO MAKE PAYMENTS ON THE BONDS.

#### **ARTICLE IV**

##### **FORM OF BOND**

Section 4.1 Form. The FORM OF BOND, including the form of the Paying Agent/Registrar's authentication certificate, the form of assignment, and the form of the Comptroller's Registration Certificate for the Bonds to be initially issued, shall be substantially in the form set forth in the Pricing Certificate attached hereto as **Exhibit A**, with such additions, deletions and variations, as may be necessary or desirable and not prohibited by this Resolution.

#### **ARTICLE V**

##### **BOND INSURANCE**

Section 5.1 Reserved.

#### **ARTICLE VI**

##### **ADDITIONAL PARITY BONDS AND COVENANTS**

Section 6.1 Additional Parity Bonds. The Authority reserves the right to issue, for any lawful purpose (including the refunding of any previously issued Parity Bonds), one or more series of Additional Parity Bonds payable from and secured by a first lien on the Pledged Revenues, on a parity with the Bonds; provided, however, that Additional Parity Bonds may be issued only in accordance with the provisions of Article III of the Indenture, as amended.

Section 6.2 Covenants. All covenants made by the Authority in Article V of the Indenture are hereby incorporated into this Resolution.

#### **ARTICLE VII**

##### **ESCROW AGREEMENT AND RELATED PROVISIONS**

Section 7.1 Subscription for Securities. The Pricing Committee is authorized to make necessary arrangements for and to execute such documents and agreements in connection with the purchase of the defeasance of the Refunded Bonds as required by and referenced in the Escrow Agreement as may be necessary for the escrow fund, and the application for the acquisition of any

securities is hereby approved and ratified, as further set forth and authorized by the Pricing Certificate.

Section 7.2 Payment of Refunded Bonds; Redemption of Refunded Bonds. Following the deposit to the escrow fund or with the Paying Agent/Registrar for the Refunded Bonds as herein specified, the Refunded Bonds shall be payable solely from cash in an amount equal to the principal amount and redemption premium, if any, of such Refunded Bonds plus interest thereon to the date of maturity or redemption, or (ii) pursuant to an escrow agreement, cash and/or securities (as authorized in the resolution issuing the Refunded Bonds) in principal amounts and maturities and bearing interest at rates sufficient to provide for the timely payment of the principal amount and redemption premium, if any, of such Refunded Bonds plus interest thereon to the date of maturity or redemption; provided, however, that if any Refunded Bonds are to be redeemed prior to their respective dates of maturity, provision shall have been made for giving notice of redemption as provided in the resolution authorizing the Refunded Bonds. Upon such deposit, the Refunded Bonds shall no longer be regarded to be Outstanding or unpaid. The Refunded Bonds are hereby called for redemption prior to maturity on the dates and at the redemption prices set forth in the Pricing Certificate. The Secretary of the Board is hereby authorized and directed to cause to be delivered to the Paying Agent/Registrar for the Refunded Bonds a certified copy of this Resolution calling the Refunded Bonds for redemption and a copy of the Pricing Certificate. The delivery of this Resolution and the Pricing Certificate to the Paying Agent/Registrar shall constitute the giving of notice of redemption to the Paying Agent/Registrar for the Refunded Bonds and such Paying Agent/Registrar is hereby authorized and directed to give notice of redemption to the owners of the Refunded Bonds in accordance with the requirements of the resolution authorizing the issuance thereof.

## ARTICLE VIII

### PROVISIONS CONCERNING SALE AND APPLICATION OF PROCEEDS OF THE BONDS

Section 8.1 Sale. The Bonds are hereby sold and shall be delivered to the Purchaser, or to such other party as is authorized in the Pricing Certificate, at a price to be set forth in the Pricing Certificate and the Purchase Letter, which is hereby approved in substantially the form attached hereto as **Exhibit A** and **Exhibit D**, and are each hereby approved by the Authority, subject to the approval of the Attorney General and Co-Bond Counsel, and such price and terms as set forth in the Pricing Certificate and the Purchase Letter being found and determined to be consistent with the provisions contained herein, particularly Section 3.4. The Chair, the Pricing Committee, and other appropriate officers, agents, and representatives of the Authority are hereby authorized to do any and all things necessary or desirable to provide for the issuance and delivery of the Bonds.

Section 8.2 No Official Statement. No official statement has been or will be prepared in connection with the issuance of the Bonds. The Purchaser represents in the Purchase Letter that it has made its own credit inquiry and analysis with respect to the Authority and the Bonds, and has made an independent credit decision based upon such inquiry and analysis. The Authority has furnished to the Purchaser all the information that the Purchaser has requested of the Authority as a result of the Purchaser having attached significance thereto in making a purchase decision with

respect to the Bonds, and the Purchaser has had the opportunity to ask questions of and receive answers from knowledgeable individuals concerning the Authority and the Bonds.

Section 8.3 Application of Proceeds. Proceeds of the sale of the Bonds, including other lawfully available funds, shall be applied to (i) cause the refunding of the Refunded Bonds, and (ii) pay the costs of issuing the Bonds, all as determined and set forth in the Pricing Certificate.

## ARTICLE IX

### DEFEASANCE

Section 9.1 Authority and Procedure. (i) The Authority may defease the provisions of this Resolution and discharge its obligation to the Owners of the Bonds to pay principal, interest, or redemption price on all or any portion of the Bonds and thereby discharge the lien created hereby on the Pledged Revenues in any manner now or hereafter permitted by law, including by depositing with the Comptroller, with the Paying Agent/Registrar or with any other escrow agent so authorized by law, either (i) cash in an amount equal to the principal amount and redemption amount, if any, of such Bonds plus interest thereon to the date of maturity or redemption, or (ii) pursuant to an escrow or trust agreement, cash and Government Obligations, in principal amounts and maturities and bearing interest at rates sufficient to provide for the timely payment of the principal amount and redemption premium, if any, of such Bonds plus interest thereon to the date of maturity or redemption; provided, however, that if any of such Bonds are to be redeemed prior to their respective dates of maturity, provision shall have been made for giving notice of redemption as provided in this Resolution. Upon such deposit, such Bonds shall no longer be regarded to be Outstanding or unpaid. Any surplus amounts not required to accomplish such defeasance shall be returned to the Authority.

(a) Until all defeased bonds shall have become due and payable, the Paying Agent/Registrar shall perform the services of Paying Agent/Registrar for such defeased bonds the same as if they had not been defeased, and the Authority shall make proper arrangements to provide and pay for such services as required by this Resolution.

(b) In the event that the Authority elects to defease less than the entire principal amount of Bonds of a maturity, the Paying Agent/Registrar shall select, or cause to be selected, such amount of Bonds in inverse order of maturity.

## ARTICLE X

### FEDERAL INCOME TAX MATTERS

Section 10.1 Federal Income Tax Matters for the Bonds.

(a) General. The Authority covenants not to take any action or omit to take any action, that if taken or omitted, would cause the interest on the Bonds to be includable in gross income, for federal income tax purposes. In furtherance, the Authority covenants to comply with sections 103 and 141 through 150 of the Code and the provisions set forth in the Federal Tax Certificate executed by the Authority in connection with the Bonds.

(b) No Private Activity Bonds. The Authority covenants that it will use the proceeds of the Bonds (including investment income) and the property financed, directly or indirectly with such proceeds so that the Bonds will not be “private activity bonds” within the meaning of section 141 of the Code. Furthermore, the Authority will not take a deliberate action (as defined in section 1.141-2(d)(3) of the Regulations) that causes the Bonds to be “private activity bonds” unless it takes a remedial action permitted by Section 1.141-12 of the Regulations.

(c) No Federal Guarantee. The Authority covenants not to take any action or omit to take any action that, if taken or omitted, would cause the Bonds to be “federally guaranteed” within the meaning of section 149(b) of the Code, except as permitted by section 149(b)(3) of the Code.

(d) No Hedge Bonds. The Authority covenants not to take any action or omit to take action that, if taken or omitted, would cause the Bonds to be “hedge bonds” within the meaning of section 149(g) of the Code.

(e) No Arbitrage Bonds. The Authority covenants that it will make such use of the proceeds of the Bonds (including investment income) and regulate the investment of such proceeds of the Bonds so that the Bonds will not be “arbitrage bonds” within the meaning of section 148(a) of the Code.

(f) Required Rebate. The Authority covenants that, if the Authority does not qualify for an exception to the requirements of section 148(f) of the Code, the Authority will comply with the requirement that certain amounts earned by the Authority on the investment of the gross proceeds of the Bonds, be rebated to the United States.

(g) Information Reporting. The Authority covenants to file or cause to be filed with the Secretary of the Treasury, an information statement concerning the Bonds, in accordance with section 149(e) of the Code.

(h) Record Retention. The Authority covenants to retain all material records relating to the expenditure of the proceeds (including investment income) of the Refunded Bonds and the Bonds and the use of property financed directly or indirectly, thereby until three years after the last Bond is redeemed or paid at maturity (or such other period as provided by subsequent guidance issued by the Department of the Treasury in a manner that ensures their complete access throughout such retention period.

(i) Registration. The Bonds will be issued in registered form.

(j) Favorable Opinion of Bond Counsel. Notwithstanding the foregoing, the Authority will not be required to comply with any of the federal tax covenants set forth above if the Authority has received an opinion of nationally recognized bond counsel that such noncompliance will not adversely affect the excludability of interest on the Bonds from gross income for federal income tax purposes.

(k) Continuing Compliance. Notwithstanding any other provision of this Resolution, the Authority’s obligations under the federal tax covenants set forth above will survive the defeasance and discharge of the Bonds for as long as such matters are relevant to the excludability of interest on the Bonds from gross income for federal income tax purposes.

## ARTICLE XI

### CONTINUING DISCLOSURE UNDERTAKING

Section 11.1 Reporting. So long as the Bonds are outstanding and held by the Purchaser, the Authority shall promptly furnish to the Purchaser such information regarding the business affairs, financial condition, assets, liabilities, operations, and transactions of the Authority as the Purchaser may reasonably request, and, without limiting the foregoing, furnish to the Purchaser as soon as available, and in any event within 180 days from the end of the Authority's fiscal year (beginning with its fiscal year ending June 30, 2022), an Audit showing the financial condition of the Authority at the close of its most recently ended fiscal year and the results of operation during such fiscal year, which financial statement shall include a statement of activities and a statement of cash flows prepared in accordance with GAAP, including all reasonable financial notes. The Authority shall furnish to the Purchaser all materials provided under any of the Authority's continuing disclosure undertakings as provided for any outstanding obligations of the Authority pursuant to Rule 15c2-12 of the United States Securities and Exchange Commission. The information to be provided pursuant to this Section may be set forth in full in one or more documents or may be included by specific reference to documents available to the public filed with the MSRB.

## ARTICLE XII

### AUTHORIZATION OF AGREEMENTS

Section 12.1 Authorization of Agreements. The Board hereby approves issuance of the Bonds and all reasonable agreements necessary in connection with the issuance of the Bonds, including without limitation the following: the Paying Agent/Registrar Agreement, dated as of the Issuance Date, by and between the Authority and The Bank of New York Mellon Trust Company, N. A., in the form attached hereto as **Exhibit B**; the Escrow Agreement, dated as of the Issuance Date, by and between the Authority and The Bank of New York Mellon Trust Company, N. A., in the form attached hereto as **Exhibit C**; and any and all other documents and agreements or reasonable and necessary to issue the Bonds (collectively, the "Agreements"). The Board hereby approves the form, terms, and provisions of the Agreements and authorizes the execution and delivery of the Agreements.

## ARTICLE XIII

### MISCELLANEOUS

Section 13.1 Related Matters. In order that the Authority shall satisfy in a timely manner all of its obligations under this Resolution, the Indenture and the Agreements, the Pricing Committee and the Chair and the Secretary of the Board and all other appropriate officers and agents of the Authority are hereby authorized and directed to take all other actions that are reasonably necessary to provide for issuance and delivery of each series of the Bonds, including without limitation, executing by manual or facsimile signature and delivering on behalf of the Authority those certificates, consents, receipts, requests, notices, investment agreements, and other documents as may be reasonably necessary to satisfy the Authority's obligations under this

Resolution, the Indenture and the Agreements, and to direct the transfer and application of funds of the Authority consistent with the provisions of this Resolution and the Indenture. In order to obtain the approval of the Bonds by the Attorney General, the consent of any bond insurer or issuer of a reserve fund surety policy, if any, Co-Bond Counsel is hereby authorized to make such changes in the written text of this Resolution, the Indenture, and such other contract documents as they determine are consistent with the intent and purposes of this Resolution and the Indenture, which determination shall be final. Such changes shall be included in the transcript of proceedings relating to the Bonds and provided to the Secretary of the Board and the Secretary of the Board is hereby directed to make such changes part of the Authority's permanent records.

Section 13.2 Further Proceedings. The Chair, the Vice Chair, the Secretary and the Assistant Secretary of the Board, the Executive Director, and other appropriate officials of the Authority are hereby authorized and directed to do any and all things necessary and/or convenient to carry out the intent, purposes and terms of this Resolution, including the execution and delivery of such certificates, documents or papers necessary and advisable.

Section 13.3 Consultant Agreements. The Executive Director and Chair are authorized and directed to enter into and execute agreements with the Authority's co-financial advisors, Masterson Advisors LLC and TKG & Associates LLC, Co-Bond Counsel, and any other law firm selected by the Executive Director and Chair, paying agent/registrars, escrow agent, verification agent, and other such consultants as may be needed, to take actions necessary for the issuance of the Bonds.

Section 13.4 Severability. If any Section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such Section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 13.5 Open Meeting. It is hereby officially found and determined that the meeting at which this Resolution was adopted was open to the public, and that public notice of the time, place and purpose of said meeting was given, all as required by the Texas Open Meetings Act.

Section 13.6 Parties Interested. Nothing in this Resolution expressed or implied is intended or shall be construed to confer upon, or to give to, any person or entity, other than the Authority, the Paying Agent/Registrar, and the Owners of the Bonds, any right, remedy or claim under or by reason of this Resolution or any covenant, condition or stipulation hereof, and all covenants, stipulations, promises and agreements in this Resolution shall be for the sole and exclusive benefit of the Authority, the Paying Agent/Registrar, and the Owners of the Bonds.

Section 13.7 Repealer. All orders, resolutions and ordinances, or parts thereof, inconsistent herewith are hereby repealed to the extent of such inconsistency.

Section 13.8 Effective Date. This Resolution shall become effective immediately upon passage by this Authority and signature of the Chair of the Authority and attestation by the Secretary of the Authority.



*[Signature Page Follows]*

DRAFT

PASSED AND APPROVED this 25<sup>th</sup> day of August, 2022.

MIDTOWN REDEVELOPMENT AUTHORITY

---

Chair, Board of Directors

---

Secretary, Board of Directors

DRAFT

SCHEDULE I

SCHEDULE OF REFUNDED BOND CANDIDATES

The Authorized Officer may select the specific maturities and series of bonds constituting the Refunded Bonds from the following series of the Authority's outstanding bonds:

**Tax Increment Contract Revenue and Refunding Bonds Series 2013**

<u>Maturity Jan. 1</u>	<u>Principal Amount</u>	<u>CUSIP Number<sup>(a)</sup></u>	<u>Interest Rate (%)</u>	<u>Initial Reoffering Yield (%)<sup>(b)</sup></u>
2023 <sup>†</sup>	50,000	598076 EH6	3.500	3.700
2024 <sup>†</sup>	25,000 (c)	598076 EJ2	3.750	3.950
2025 <sup>†</sup>	45,000 (c)	598076 EK9	4.000	4.200
2026 <sup>†</sup>	2,285,000 (c)	598076 EL7	4.125	4.300
2027 <sup>†</sup>	2,380,000 (c)	598076 EM5	5.250	4.400
2028 <sup>†</sup>	2,505,000 (c)	598076 EN3	5.250	4.520
2029 <sup>†</sup>	2,640,000 (c)	598076 EP8	5.250	4.625
2030 <sup>†</sup>	2,775,000 (c)	598076 EQ6	5.250	4.750
2031 <sup>†</sup>	2,920,000 (c)	598076 ER4	5.250	4.820

\$6,300,000 5.00% Term Bond due January 1, 2033<sup>†(c)</sup> –Yield 4.97%<sup>(b)</sup>  
 CUSIP Number:<sup>(a)</sup> 598076 ET0

**Tax Increment Contract Revenue Refunding Bonds Series 2015**

<u>Maturity January 1</u>	<u>Principal Amount</u>	<u>CUSIP Suffix<sup>(a)</sup></u>	<u>Interest Rate (%)</u>	<u>Initial Reoffering Yield (%)<sup>(b)</sup></u>
2023	2,455,000	598076 FM4	2.250	2.520

**EXHIBIT A**

**FORM OF PRICING CERTIFICATE**

PRICING CERTIFICATE

\$ \_\_\_\_\_  
MIDTOWN REDEVELOPMENT AUTHORITY  
TAX INCREMENT CONTRACT REVENUE REFUNDING BOND  
SERIES 2022  
(the “Bond”)

THIS PRICING CERTIFICATE is executed as of \_\_\_\_\_, 2022, by the members of the Pricing Committee (as defined in the Resolution, defined below) pursuant to the authorization contained in that certain bond resolution of the Midtown Redevelopment Authority (the “Authority”), adopted on August 25, 2022 (the “Resolution”), authorizing the issuance of the Bond, and delegating to the undersigned the authority to agree to, stipulate and determine certain terms and provisions thereof, all of which are set forth herein.

Capitalized terms used in this Pricing Certificate shall have the meanings assigned to them in the Resolution and that certain Amended and Restated Indenture of Trust, dated as of September 1, 2003, as supplemented by a First Supplement to Amended and Restated Indenture of Trust, dated as of July 1, 2005 (collectively, the “Indenture”), by and between the Authority and The Bank of New York Mellon Trust Company, N.A. (successor to JPMorgan Chase Bank, National Association), as trustee (the “Trustee”).

1. As authorized in Section 3.4 of the Resolution, we have acted on behalf of the Board in entering into the Purchase Letter attached hereto as **Exhibit A**, dated of even date herewith, between the Authority and Regions Capital Advantage, Inc. (the “Purchaser”), and in selling the Bond to the Purchaser pursuant to the terms thereof. The issuance of the Bond is hereby approved and determined to be in the best interest of the Authority, and the Purchase Letter is hereby approved. The Bond shall have the terms set forth in this Pricing Certificate:

- A. The Bond shall be designated as the “MIDTOWN REDEVELOPMENT AUTHORITY TAX INCREMENT CONTRACT REVENUE REFUNDING BOND SERIES 2022” and shall be issued in the aggregate principal amount of \$ \_\_\_\_\_ for the purposes specified in Section 3.1 of the Resolution.
- B. The Bond shall have a Dated Date of \_\_\_\_\_, 2022 and a scheduled Issuance Date of \_\_\_\_\_, 2022.
- C. The Interest Payment Dates for the Bond shall be each January 1 and July 1, commencing [January 1, 2023]. The Bond shall bear interest from the later of the Issuance Date or the most recent Interest Payment Date to which interest has been paid or provided for until stated maturity or prior redemption.
- D. The Bond shall be a Term Bond maturing on January 1, 2033.

- E. The Refunded Bond Candidates to be defeased with a portion of the proceeds of the Bond are set forth in **Exhibit B** hereto. The Refunded Bonds are hereby called for redemption on the redemption date specified in **Exhibit B**. The Refunded Bonds shall be redeemed at a redemption price equal to the principal amount thereof plus interest accrued thereon to the redemption date therefor.
- F. As shown in the savings schedule attached hereto as **Exhibit C**, the defeasance of the Refunded Bonds results in a present value debt service savings of \$ \_\_\_\_\_, representing a present value debt service savings of \_\_\_\_\_% of the principal amount of the Refunded Bonds, each as calculated by the Authority's co-financial advisors, Hilltop Securities Inc. and TKG & Associates LLC.
2. Form of Bond. Pursuant to Section 4.1 of the Resolution, the Form of Bond set forth in **Exhibit D** is hereby approved.
3. Redemption: The Bond is subject to optional and mandatory redemption as set forth in **Exhibit D**.
4. Sales Price. The sale of the Bond is authorized pursuant to the Purchase Letter between the Authority and the Bank at the following price:

PRINCIPAL AMOUNT	\$ _____
LESS COMMITMENT FEE	(\$ _____)
PURCHASE PRICE	\$ _____

5. Application of Proceeds. The proceeds from the sale of the Bond [and other lawfully available funds of the Authority] shall, promptly upon receipt by the Trustee, be applied as follows:
- (i) \$ \_\_\_\_\_, from the sale of the Bond [, plus \$ \_\_\_\_\_ of available funds of the Authority], shall be used to defease the Refunded Bonds and shall be deposited with the paying agent/registrar for the Refunded Bonds as set forth in the Escrow Agreement which is hereby approved; and
- (ii) \$ \_\_\_\_\_ from the sale of the Bond shall be deposited into the Cost of Issuance Account of the Project Fund to pay costs of issuance for the Bond.
6. Reserve Requirement. Upon the issuance of the Bond and the defeasance of the Refunded Bonds, the Reserve Requirement will be \$ \_\_\_\_\_, and will be on deposit in the Reserve Fund.
7. Parameter Findings. The undersigned hereby find, certify and represent that the foregoing terms of the Bond satisfy the parameters contained in Sections 3.1 and 3.4 of the Resolution.
8. Satisfaction of Resolution Requirements. The undersigned hereby find, determine and declare, that in accordance with the requirements of the Resolution, this Pricing Certificate complies with and satisfies the terms and provisions of the Resolution in accordance with the

delegation contained therein. The undersigned also hereby find, determine and declare, that upon issuance of the Bond, the requirements of the issuance of Additional Parity Bonds set forth in the Indenture will be satisfied.

*[Execution Page to Follow]*

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WITNESS OUR HANDS this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

MIDTOWN REDEVELOPMENT AUTHORITY,  
acting by its authorized Pricing Committee

\_\_\_\_\_

Chair, Board of Directors

\_\_\_\_\_

Executive Director

DRAFT

EXHIBIT A TO PRICING CERTIFICATE

PURCHASE LETTER

[Attached]

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EXHIBIT B TO PRICING CERTIFICATE  
SCHEDULE OF REFUNDED BONDS

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EXHIBIT C TO PRICING CERTIFICATE  
SCHEDULE OF SAVINGS

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EXHIBIT D TO PRICING CERTIFICATE

FORM OF BOND

(a) The Bonds shall be issued in substantially the following form, with such omissions, insertions and variations as may be permitted or required pursuant to the terms of the Resolution and the Pricing Certificate:

UNITED STATES OF AMERICA  
STATE OF TEXAS

NUMBER \_\_\_\_\_  
REGISTERED \_\_\_\_\_

\$ \_\_\_\_\_  
REGISTERED \_\_\_\_\_

MIDTOWN REDEVELOPMENT AUTHORITY  
TAX INCREMENT CONTRACT REVENUE REFUNDING BOND  
SERIES 2022

INTEREST RATE: 2.98%      MATURITY DATE: January 1, 2033      ISSUANCE DATE: \_\_\_\_\_

REGISTERED OWNER: REGIONS CAPITAL ADVANTAGE, INC.

PRINCIPAL AMOUNT: [ \_\_\_\_\_ ] DOLLARS

THE MIDTOWN REDEVELOPMENT AUTHORITY (the “Authority”), a public not-for-profit local government corporation created by the City of Houston, Texas (the “City”), in the County of Harris, Texas, in the State of Texas, for value received, promises to pay, but solely from certain Pledged Revenues as hereinafter provided, to the Registered Owner identified above or registered assigns, on the Maturity Date specified above, upon presentation and surrender of this Bond at the designated corporate trust office of the paying agent/registrar (the “Paying Agent/Registrar”), initially, The Bank of New York Mellon Trust Company, N.A., the principal amount identified above, in any coin or currency of the United States of America which on the date of payment of such principal is legal tender for the payment of debts due the United States of America, and to pay, solely from such Pledged Revenues, interest thereon at the rate shown above, calculated based on the actual number of days that principal is outstanding over a year of 360 days, from the later of the Issuance Date identified above, or the most recent interest payment date to which interest has been paid or duly provided for. Interest on this Bond is payable by check on January 1 and July 1, beginning on [January 1, 2023], mailed to the Registered Owner as shown on the books of registration kept by the Paying Agent/Registrar as of the fifteenth calendar day of the month next preceding each interest payment date, or by such other method, acceptable to the Paying Agent/Registrar, requested by and at the risk and expense of the Registered Owner. All

capitalized terms used in this Bond and not defined herein shall have the meaning ascribed thereto in the Indenture.

In the event a Determination of Taxability (as defined in the Resolution) occurs, the Bonds shall bear interest at the Taxable Rate (as defined in the Resolution) effective as of the effective date of the Determination of Taxability.

THE BONDS ARE A LIMITED OBLIGATION OF THE AUTHORITY, PAYABLE SOLELY OUT OF THE PLEDGED REVENUES, WHICH IS THE SOLE ASSET OF THE AUTHORITY PLEDGED THEREFOR. THE BONDS ARE OBLIGATIONS SOLELY OF THE AUTHORITY AND DO NOT CONSTITUTE, WITHIN THE MEANING OF ANY STATUTORY OR CONSTITUTIONAL PROVISION, AN INDEBTEDNESS, AN OBLIGATION OR A LOAN OF CREDIT OF THE CITY OF HOUSTON, TEXAS, HARRIS COUNTY, TEXAS, THE STATE OF TEXAS, HOUSTON INDEPENDENT SCHOOL DISTRICT, HOUSTON COMMUNITY COLLEGE SYSTEM, OR ANY OTHER MUNICIPALITY, COUNTY, OR OTHER MUNICIPAL OR POLITICAL CORPORATION OR SUBDIVISION OF THE STATE OF TEXAS. NONE OF THE CITY OF HOUSTON, TEXAS, HARRIS COUNTY, TEXAS, THE STATE OF TEXAS, HOUSTON INDEPENDENT SCHOOL DISTRICT NOR HOUSTON COMMUNITY COLLEGE SYSTEM IS OBLIGATED TO MAKE PAYMENTS ON THE BONDS.

THIS BOND, dated as of \_\_\_\_\_ is one of a duly authorized Bonds aggregating in the amount of \$ \_\_\_\_\_ for the purpose of (1) defeasing, redeeming and refunding certain outstanding bonds in order to achieve debt service savings (2) paying costs of issuance, all under and pursuant to the authority of the Act and all other applicable law.

THIS BOND AND THE SERIES OF WHICH IT IS A PART are limited obligations of the Authority that are payable from, and are equally and ratably secured by a lien on the Pledged Revenues, which include Contract Tax Increments, moneys on deposit in the Pledged Revenue Fund, the Debt Service Fund, the Reserve Fund, and the Project Fund, and interest earned on moneys deposited therein, as defined and provided in the Amended and Restated Indenture of Trust, dated as of September 1, 2003, as supplemented by a First Supplement to Amended and Restated Indenture of Trust dated July 1, 2005, between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Indenture"). This Bond and the series of which it is a part, together with the interest thereon, are payable solely from such Pledged Revenues.

THE BONDS are subject to redemption prior to maturity.

THE AUTHORITY RESERVES THE RIGHT to redeem the Bonds in whole or in part from time to time, and if in part in the inverse order of maturities, in integral multiples of \$5,000, on [ISSUANCE MONTH AND DAY], 2032, or any date thereafter at par plus accrued interest on the principal amounts called for redemption to the date fixed for redemption.

THIS BOND IS A TERM BOND subject to mandatory sinking fund redemption prior to its scheduled maturity, and will be redeemed by the Authority, in part at a redemption price equal to the principal amount thereof, without premium, plus interest accrued to the redemption date, on the dates and in the principal amounts shown in the following schedule:

**§ Term Bond Maturing January 1, 2033**

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
January 1, 20__	\$ _____
January 1, 20__	\$ _____
January 1, 20__	\$ _____
January 1, 2033 (Maturity)	\$ _____

The Paying Agent/Registrar will select by lot or by any other customary method that results in a random selection the specific Term Bonds (or with respect to Term Bonds having a denomination in excess of \$5,000, each \$5,000 portion thereof) to be redeemed by mandatory redemption. The principal amount of Term Bonds required to be redeemed on any redemption date pursuant to the foregoing mandatory sinking fund redemption provisions hereof shall be reduced by the principal amount of such Term Bond which, at least 45 days prior to the mandatory sinking fund redemption date (i) shall have been acquired by the Authority at a price not exceeding the principal amount of such Term Bonds plus accrued interest to the date of purchase thereof, and delivered to the Paying Agent/Registrar for cancellation, or (ii) shall have been redeemed pursuant to the optional redemption provisions hereof and not previously credited to a mandatory sinking fund redemption.

Reference is made to the Resolution for complete details concerning the manner of redeeming the Bonds.

UNLESS WAIVED BY THE OWNER, NOTICE OF ANY REDEMPTION shall be given at least thirty days prior to the date fixed for redemption by first class mail, addressed to the Registered Owners of each Bond to be redeemed in whole or in part at the address shown on the books of registration kept by the Paying Agent/Registrar. When Bonds or portions thereof have been called for redemption, and due provision has been made to redeem the same, the principal amounts so redeemed shall be payable solely from the funds provided for redemption, and interest which would otherwise accrue on the amounts called for redemption shall terminate on the date fixed for redemption.

NOTICE OF REDEMPTION HAVING BEEN GIVEN as provided above, the Bonds or portions thereof called for redemption shall become due and payable on the date fixed for redemption and, unless the Authority defaults in the payment of the principal thereof, redemption premium, if any, or accrued interest thereon, such Bonds or portions thereof shall cease to bear interest from and after the date fixed for redemption, whether or not such Bonds are presented and surrendered for payment on such date. If the Authority shall fail to make provision for payment of all sums due on a redemption date, then any Bond or portion thereof shall continue to bear interest at the rate stated on the Bond until due provision is made for the payment of same.

THE AUTHORITY RESERVES THE RIGHT, in the case of an optional redemption, to give notice of its election or direction to redeem Bonds conditioned upon the occurrence of subsequent events. Such notice may state (i) that the redemption is conditioned upon the deposit of moneys and/or authorized securities, in an amount equal to the amount necessary to effect the redemption, with the Paying Agent/Registrar, or such other entity as may be authorized by law, no

later than the redemption date, or (ii) that the Authority retains the right to rescind such notice at any time on or prior to the scheduled redemption date if the Authority delivers a certificate of the Authority to the Paying Agent/Registrar instructing the Paying Agent/Registrar to rescind the redemption notice, and such notice and redemption shall be of no effect if such moneys and/or authorized securities are not so deposited or if the notice is rescinded. The Paying Agent/Registrar shall give prompt notice of any such rescission of a conditional notice of redemption to the affected Registered Owners. Any Bonds subject to and called for conditional optional redemption shall remain Outstanding if the redemption is rescinded prior to the scheduled redemption date.

ON OR BEFORE EACH REDEMPTION DATE, the Authority shall deposit with the Paying Agent/Registrar money sufficient to pay all amounts due on the redemption date and the Paying Agent/Registrar shall make provision for the payment of the Bonds to be redeemed on such date by setting aside and holding in trust an amount from the Reserve Fund or otherwise received by the Paying Agent/Registrar from the Authority and shall use such funds solely for the purpose of paying the principal of, redemption premium, if any, and accrued interest on the Bonds being redeemed. Upon presentation and surrender of any Bond called for redemption at the designated corporate trust office of the Paying Agent/Registrar on or after the date fixed for redemption, the Paying Agent/Registrar shall pay the principal of, redemption premium, if any, and accrued interest on such Bond to the date of redemption from the money set aside for such purpose.

THIS BOND IS TRANSFERABLE only upon presentation and surrender at the designated corporate trust office of the Paying Agent/Registrar, duly endorsed for transfer or accompanied by an assignment duly executed by the Registered Owner or his authorized representative, subject to the terms and conditions of the Resolution.

THIS BOND IS ONLY TRANSFERABLE TO a transferee who qualifies as a Qualified Institutional Buyer as defined in Regulation D under the 1933 Act; or a transferee who qualifies as an "accredited investor" within the meaning of Section 2(a)(15) of the 1933 Act, including a transferee who qualifies as a national bank or banking institution organized under the laws of any state acting in its individual or fiduciary capacity. The transferring holder is not required to prepare or furnish, or cause to be prepared or furnished, any disclosure regarding the Authority's finances without the prior review and written consent of the Authority, in the Authority's sole discretion. However, the transferring holder will be permitted to disclose any of the Authority's publicly available financial information and will be permitted to disclose to a potential transferee any of the contents of its credit file relating to the Bond, including financial statements, covenant compliance certificates, credit write-ups, payment histories and other matters relating to the administration of the loan represented by its purchase of the Bond.

THIS BOND IS EXCHANGEABLE at the principal payment office of the Paying Agent/Registrar for Bonds in the principal amount of \$5,000 or any integral multiple thereof, subject to the terms and conditions of the Resolution.

NEITHER THE AUTHORITY NOR THE PAYING AGENT/REGISTRAR shall be required to transfer or exchange any Bond during the period beginning on the fifteenth calendar day of the month next preceding any interest payment date and ending on the next succeeding interest payment date or to transfer any Bond called for redemption during the thirty day period prior to the redemption date.

THIS BOND shall not be valid or obligatory for any purpose or be entitled to any benefit under the Resolution unless this Bond is either (i) registered by the Comptroller of Public Accounts of the State of Texas by registration certificate attached or affixed hereto or (ii) authenticated by the Paying Agent/Registrar by due execution of the authentication certificate endorsed hereon.

THE AUTHORITY HAS RESERVED THE RIGHT to issue Additional Parity Bonds, subject to the restrictions contained in the Resolution and the Indenture, which may be equally and ratably payable from, and secured by a first lien on and pledge of, the Pledged Revenues in the same manner and to the same extent as this Bond and the series of which it is a part.

IT IS HEREBY DECLARED AND REPRESENTED that this Bond has been duly and validly issued and delivered; that all acts, conditions, and things required or proper to be performed, exist, and be done precedent to or in the issuance and delivery of this Bond have been performed, existed, and been done in accordance with law; that the Bonds do not exceed any statutory limitation; and that provision has been made for the payment of the principal of and interest on this Bond and all of the Bonds by the creation of the aforesaid lien on and pledge of the Pledged Revenues.

IN WITNESS WHEREOF, the Authority has caused this Bond to be executed by the manual or facsimile signatures of the Chair or Vice Chair and the Secretary or Assistant Secretary of the Board of Directors.

MIDTOWN REDEVELOPMENT AUTHORITY

\_\_\_\_\_  
[Vice]<sup>1</sup> Chair, Board of Directors

\_\_\_\_\_  
[Assistant]<sup>2</sup> Secretary, Board of Directors

(b) Form of Registration Certificate of Comptroller of Public Accounts.

COMPTROLLER'S REGISTRATION CERTIFICATE:

REGISTER NO. \_\_\_\_\_

I hereby certify that this Bond has been examined, certified as to validity, and approved by the Attorney General of the State of Texas, and that this Bond has been registered by the Comptroller of Public Accounts of the State of Texas.

\_\_\_\_\_  
<sup>1</sup> Delete if the Chair executes the Bonds.

<sup>2</sup> Delete if the Secretary executes the Bonds.

WITNESS MY SIGNATURE AND SEAL this \_\_\_\_\_.

\_\_\_\_\_  
Comptroller of Public Accounts  
of the State of Texas

(SEAL)

(c) Form of Paying Agent/Registrar's Authentication Certificate.

AUTHENTICATION CERTIFICATE

It is hereby certified that this Bond is one of the Bonds referred to in the Resolution described in the text of this Bond.

THE BANK OF NEW YORK MELLON  
TRUST COMPANY, NATIONAL  
ASSOCIATION, as Paying Agent/Registrar

By: \_\_\_\_\_  
Authorized Signature

Date of Authentication: \_\_\_\_\_

(d) Form of Assignment.

ASSIGNMENT

For value received, the undersigned hereby sells, assigns, and transfers unto

\_\_\_\_\_  
(Please print or type name, address and zip code of Transferee)

\_\_\_\_\_  
(Please insert Social Security or Taxpayer Identification Number of Transferee)

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints

\_\_\_\_\_  
attorney to transfer said Bond on the books kept for registration thereof, with full power of substitution in the premises.

DATED: \_\_\_\_\_



Signature Guaranteed:

\_\_\_\_\_

NOTICE: Signature must be guaranteed by an institution which is a participant in the Securities Transfer Agent Medallion Program (“*STAMP*”) or similar program.

Registered Owner

NOTICE: The signature above must correspond to the name of the Registered Owner as shown on the face of this Bond in every particular, without any alteration, enlargement or change whatsoever.

(e) Form of Initial Bond. The Initial Bond shall be in the form set forth in paragraphs (a), (b) and (d) of this Section, except for the following alterations:

(i) immediately under the name of the Bond, the headings “INTEREST RATE” and “MATURITY DATE” shall both be completed with the words “As Shown Below”;

(ii) in the first paragraph of the Bond, the words “on the maturity date specified above” and “at the rate shown above” shall be deleted and the following shall be inserted at the end of the first sentence “..., with such principal to be paid in installments on January 1 in each of the years and in the principal amounts identified in the following schedule and with such installments bearing interest at the per annum rates set forth in the following schedule:

[Information to be inserted from the Pricing Certificate]

(iii) the Initial Bond shall be numbered I-1.

**EXHIBIT B**

**PAYING AGENT/REGISTRAR AGREEMENT**

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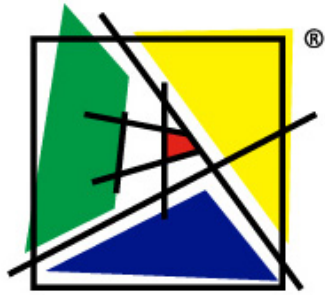
**EXHIBIT C**  
**ESCROW AGREEMENT**

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**EXHIBIT D**

**PURCHASE LETTER**

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**midtown**  
H O U S T O N

# **BUDGET**

**CITY OF HOUSTON  
ECONOMIC DEVELOPMENT DIVISION  
FISCAL YEAR 2023 BUDGET PROFILE**

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

<b>P R O F I L E</b>	<b>Base Year:</b>		1995
	<b>Base Year Taxable Value:</b>	\$	211,775,890
	<b>Projected Taxable Value (TY2021):</b>	\$	2,876,097,465
	<b>Current Taxable Value (TY2020):</b>	\$	2,765,478,332
	<b>Acres:</b>		915.56
	<b>Administrator (Contact):</b>		Matt Thibodeaux
	<b>Contact Number:</b>		(713) 526-7577

<b>N A R R A T I V E</b>	<b>Zone Purpose:</b>
	Tax Increment Reinvestment Zone Number Two, City of Houston, Texas was created by the City for the purposes of eliminating urban blight with revitalization providing public right-of-way improvements and enhancements such as: street resurfacing, utilities, street lighting, street art, street furniture, enhanced landscaping, irrigation, and decorative and wider sidewalks.
	<b>FY2022 Accomplishments:</b>
	<b>Ion District Economic Development Agreement</b> – Rice Management Company (RMC) intends to develop The Ion District on approximately 16 acres of land in the southern portion of the Midtown Zone. The innovation district development includes an approximately 300,000 square feet innovation hub (“The Ion”) and is expected to include more than three million square feet of mixed-used development which will include office, residential, educational/cultural spaces, restaurant and retail spaces, walkways and gardens, community spaces, and public amenities. As part of the agreement, RMC plans to construct and install certain public infrastructure and improvements including a parking garage. In addition, RMC and Midtown expect to collaborate in a process to identify certain opportunities to induce the redevelopment of other areas within the Midtown Zone.
	<b>Bagby Park</b> – Renovations to Bagby Park include an upgraded stage with canopy, lawn improvements, perimeter lighting, restrooms, storage facilities, and improvements to the kiosk area adding a container bar and an expanded patio with outdoor seating.
	<b>Caroline Street Project</b> - Roadway, infrastructure, bicycle, and streetscape enhancements between Pierce and Elgin. Project incorporates green stormwater infrastructure and environmentally friendly streetscape elements installed on Bagby Street. Construction of the project is managed by TxDOT and is partially funded with a \$5,500,000 TxDOT Grant. The construction is scheduled for completion in FY2023.
	<b>Affordable Housing Land Banking Program</b> - As of June 2019 Midtown has acquired approximately 5,100,000 square feet of land in the Third Ward at an approximate cost of \$40.9 million. Currently Midtown has engaged in development agreements with EPIC Homes, Mayberry Homes, Agape Homes CDC, Cole-Klein Builders, Park Street Homes LLC, Lin Development, Henby Realty Group, Houston Habitat for Humanity, New Hope Housing & CR Design Builders - private for profit home builders for the development of affordable single family homes and HOU Properties for the development of affordable townhomes. The Center for Civic and Public Policy Improvement (CCPPI) has completed a comprehensive plan to create a systematic approach to the provision of affordable housing on land purchased by MRA for that purpose. The Affordable Housing Operations Center - consisting of 5-story office building, 20-unit multi-family affordable housing development; and a public parking garage – has opened. Construction of interior build out of tenant improvements will continue in FY2023.
	<b>Mobility &amp; Pedestrian Enhancements</b> – Implementation of Safe Streets and Roads for All Program to improve safety and prevent roadway deaths and serious injuries for all roadway users within the Midtown Zone. Conducted community outreach survey to help identify unsafe locations for pedestrians, cyclists, and drivers within the Midtown Zone; Outcomes will be used to develop safety-

<b>P R O J E C T  P L A N</b>		<b>Total Plan</b>	<b>Cumulative Expenses (to 6/30/21)</b>	<b>Variance</b>
	<b>Capital Projects:</b>			
Streets and Utilities	\$	84,063,856	\$ 38,915,232	\$ 45,148,624
Streetscape and Gateways		40,773,654	40,982,261	(208,607)
Public Infrastructure		42,000,000	44,297,235	(2,297,235)
Real Property Assembly		25,533,106	15,127,274	10,405,832
Professional Services		6,966,225	7,647,579	(681,354)
Historic Preservation		139,992	139,992	-
Parks and Recreational Facilities		28,903,004	29,744,968	(841,964)
Safety and Security Infrastructure		1,576,262	-	1,576,262
Remediation Improvements		4,393,956	-	4,393,956
Cultural and Public Facilities Improvements		11,633,276	4,377,904	7,255,372
<b>Total Capital Projects</b>	\$	245,983,331	\$ 181,232,445	\$ 64,750,886
<b>Affordable Housing</b>		164,840,659	137,045,905	27,794,754
<b>Education Project Costs</b>		83,770,000	72,365,340	11,404,660
<b>Financing Costs</b>		69,507,011	69,889,072	(382,061)
<b>Zone Administration</b>		20,286,136	17,350,884	2,935,252
<b>Total Project Plan</b>	\$	584,387,137	\$ 477,883,646	\$ 106,503,491

<b>D E B T</b>	<b>Additional Financial Data</b>	<b>FY2022 Budget</b>	<b>FY2022 Estimate</b>	<b>FY2023 Budget</b>
		<b>Debt Service</b>	\$ 9,973,326	\$ 8,957,558
	Principal	\$ 5,435,511	\$ 5,650,000	\$ 4,570,000
	Interest	\$ 4,537,815	\$ 3,307,558	\$ 4,694,608
		<b>Balance as of 6/30/21</b>	<b>Projected Balance as of 6/30/22</b>	<b>Projected Balance as of 6/30/23</b>
	<b>Year End Outstanding (Principal)</b>			
	Bond Debt	\$ 78,300,000	\$ 72,650,000	\$ 68,080,000
	Bank Loan	\$ 24,201,077	\$ 24,201,077	\$ 24,201,077
	Bank Loan	\$ -	\$ -	\$ -
	Line of Credit	\$ -	\$ -	\$ -
	Developer Agreement	\$ -	\$ -	\$ -
	Other	\$ -	\$ -	\$ -

CITY OF HOUSTON  
 ECONOMIC DEVELOPMENT DIVISION  
 FISCAL YEAR 2022 BUDGET DETAIL

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

TIRZ Budget Line Items	FY2022 Budget	FY2022 Estimate	FY2023 Budget
<b>RESOURCES</b>			
RESTRICTED Funds - Capital Projects	\$ 19,166,447	\$ 19,044,553	\$ 31,834,450
RESTRICTED Funds - Affordable Housing	\$ 10,083,335	\$ 3,222,659	\$ 10,083,335
RESTRICTED Funds - Bond Debt Service	\$ 15,535,025	\$ 14,908,473	\$ 14,908,473
<b>Beginning Balance</b>	<b>\$ 44,784,807</b>	<b>\$ 37,175,685</b>	<b>\$ 56,826,258</b>
City tax revenue	\$ 11,356,457	\$ 12,923,353	\$ 13,627,259
County tax revenue	\$ -	\$ -	\$ -
ISD tax revenue	\$ 14,002,517	\$ 13,817,553	\$ 13,817,553
ISD tax revenue - Pass Through	\$ 4,054,178	\$ 5,011,762	\$ 5,011,762
Community College tax revenue	\$ 1,400,637	\$ 1,737,763	\$ 1,737,763
<b>Incremental Property Tax Revenue</b>	<b>\$ 30,813,789</b>	<b>33,490,431</b>	<b>34,194,337</b>
Midtown Management District Reimbursement	\$ 480,000	\$ 425,000	\$ 495,000
HTC Build-Out Reimbursement	\$ 84,570	\$ -	\$ -
Co-Located Entity Reimbursement - FWRA	\$ 40,000	\$ 38,678	\$ 40,000
Contribution to MIDTOWN Park	\$ -	\$ -	\$ -
<b>Miscellaneous Revenue</b>	<b>\$ 604,570</b>	<b>463,678</b>	<b>535,000</b>
COH TIRZ interest	\$ 25,000	\$ 23,000	\$ 25,000
Interest Income	\$ 300,000	\$ 250,000	\$ 300,000
<b>Other Interest Income</b>	<b>\$ 325,000</b>	<b>273,000</b>	<b>325,000</b>
OST Garage Grant	\$ 6,000,000	\$ -	\$ 3,000,000
TxDot/HGAC Grant 2016 (Caroline Street)	\$ -	\$ -	\$ -
<b>Grant Proceeds</b>	<b>\$ 6,000,000</b>	<b>\$ -</b>	<b>\$ 3,000,000</b>
	\$ -	\$ -	\$ -
Affordable Housing Operation Center Hub Loan (BBVA)	\$ 11,470,000	\$ 14,000,000	\$ -
Camden Superblock Parking Garage Loan	\$ -	\$ -	\$ -
<b>Proceeds from Bank Loan</b>	<b>\$ 11,470,000</b>	<b>\$ 14,000,000</b>	<b>\$ -</b>
Affordable Housing Land Inventory Sale	\$ -	\$ -	\$ 6,000,000
<b>Proceeds from Land Sale</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 6,000,000</b>
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
<b>Contract Revenue Bond Proceeds</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>TOTAL AVAILABLE RESOURCES</b>	<b>\$ 93,998,166</b>	<b>\$ 85,402,794</b>	<b>100,880,595</b>

CITY OF HOUSTON  
 ECONOMIC DEVELOPMENT DIVISION  
 FISCAL YEAR 2022 BUDGET DETAIL

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

TIRZ Budget Line Items	FY2022 Budget	FY2022 Estimate	FY2023 Budget
<b>EXPENDITURES</b>			
Accounting	\$ 85,000	\$ 73,140	\$ 85,000
Administration Salaries & Benefits	\$ 486,650	\$ 397,842	\$ 486,650
Auditor	\$ 41,000	\$ 38,500	\$ 41,000
Bond Services/Trustee/Financial Advisor	\$ 35,000	\$ 36,581	\$ 43,000
Insurance	\$ 214,000	\$ 207,865	\$ 214,000
Office Administration	\$ 253,500	\$ 265,259	\$ 270,000
MID CORP Reimbursement	\$ -	\$ -	\$ -
FWRA Reimbursement	\$ 40,000	\$ 39,678	\$ 40,000
Midtown Management District	\$ 525,000	\$ 498,830	\$ 495,000
<b>TIRZ Administration and Overhead</b>	<b>\$ 1,680,150</b>	<b>\$ 1,557,695</b>	<b>1,674,650</b>
Engineering Consultants/Landscape Architects	\$ 95,000	\$ 102,499	\$ 95,000
Legal	\$ 90,000	\$ 94,083	\$ 90,000
Construction Audit	\$ 10,300	\$ 10,500	\$ 10,300
<b>Program and Project Consultants</b>	<b>\$ 195,300</b>	<b>\$ 207,082</b>	<b>\$ 195,300</b>
<b>Management Consulting Services</b>	<b>\$ 1,875,450</b>	<b>1,764,777</b>	<b>1,869,950</b>
Capital Expenditures (See CIP Schedule)	\$ 15,908,540	\$ 4,033,866	\$ 22,030,216
Affordable Housing	\$ 18,030,000	\$ 4,996,196	\$ 20,163,445
<b>TIRZ Capital Expenditures</b>	<b>\$ 33,938,540</b>	<b>9,030,062</b>	<b>42,193,661</b>
<b>Special Projects as determined by the City of Houston</b>	\$ 500,000	265,000	500,000
Caydon		1,656,715	1,572,952
Rice ION			\$ 400,000
Pearl Market Place	\$ -	\$ -	\$ 482,620
Mid Main	\$ -	\$ 225,000	\$ -
<b>Developer / Project Reimbursements</b>	<b>\$ -</b>	<b>225,000</b>	<b>482,620</b>
Bond Debt Service (Series 2011)			
Principal	\$ 1,525,000	\$ 2,010,000	\$ 785,000
Interest	\$ 687,838	\$ 630,988	\$ 545,563
Bond Debt Service (Series 2013)			
Principal	\$ 15,000	\$ 50,000	\$ 50,000
Interest	\$ 1,109,869	\$ 1,109,419	\$ 1,107,794
Bond Debt Service (Series 2015)			
Principal	\$ 1,090,000	\$ 1,120,000	\$ 2,455,000
Interest	\$ 391,138	\$ 336,638	\$ 314,238
Bond Debt Service (Series 2017)			
Principal	\$ 575,000	\$ 600,000	\$ 630,000
Interest	\$ 1,819,625	\$ 170,875	\$ 1,760,875
Bond Debt Service (Series 2020)			
Principal	\$ -	\$ 1,870,000	\$ 650,000
Interest	\$ -	\$ 513,800	\$ 420,300
Cost of Issuance	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
Loan debt service (HMAAC)	\$ -	\$ -	\$ -
Principal	\$ 1,130,511		\$ -
Interest	\$ 3,894	\$ 95,124	\$ 95,124
Line of Credit For MT Parking Garage			
Principal	\$ 1,100,000		\$ -
Interest	\$ 525,451	\$ 450,714	\$ 450,714
Convenience Fee	\$ -	\$ -	\$ -
<b>System Debt Service</b>	<b>\$ 9,973,326</b>	<b>8,957,558</b>	<b>9,264,608</b>
<b>TOTAL PROJECT COSTS</b>	<b>\$ 46,287,316</b>	<b>20,242,397</b>	<b>54,310,839</b>



CITY OF HOUSTON  
 ECONOMIC DEVELOPMENT DIVISION  
 FISCAL YEAR 2022 BUDGET DETAIL

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

TIRZ Budget Line Items	FY2022 Budget	FY2022 Estimate	FY2023 Budget
Payment/transfer to ISD - educational facilities	\$ 3,311,675	\$ 2,734,826	\$ 2,734,826
Payment/transfer to ISD - educational facilities (Pass Through)	\$ 2,702,785	\$ 3,341,175	\$ 3,341,175
Administration Fees:			
City	\$ 567,823	\$ 646,168	\$ 681,363
County	\$ -	\$ -	\$ -
ISD	\$ 25,000	\$ 25,000	\$ 25,000
HCC	\$ 25,000	\$ 25,000	\$ 25,000
Affordable Housing:			
City	\$ -	\$ -	\$ -
County	\$ -	\$ -	\$ -
ISD to City of Houston	\$ -	\$ -	\$ -
Municipal Services Charge	\$ 781,263	\$ 1,561,970	\$ 781,263
Municipal Services - Supplemental	\$ 492,737		\$ 492,737
<b>Total Transfers</b>	<b>\$ 7,906,283</b>	<b>8,334,139</b>	<b>8,081,364</b>
<b>Total Budget</b>	<b>\$ 54,193,599</b>	<b>28,576,536</b>	<b>62,392,203</b>
RESTRICTED Funds - Capital Projects	\$ 22,260,184	\$ 31,834,450	\$ 21,570,561
RESTRICTED Funds - Affordable Housing	\$ 2,009,358	\$ 10,083,335	\$ 2,009,358
RESTRICTED Funds - Bond Debt Service	\$ 15,535,025	\$ 14,908,473	\$ 14,908,473
<b>Ending Fund Balance</b>	<b>\$ 39,804,567</b>	<b>56,826,258</b>	<b>38,488,392</b>
<b>Total Budget &amp; Ending Fund Balance</b>	<b>\$ 93,998,166</b>	<b>\$ 85,402,794</b>	<b>\$ 100,880,595</b>

Notes:

Council District	CIP No.	Project	Fiscal Year Planned Appropriations								FY23 - FY27 Total	Cumulative Total (To Date)
			Through 2021	Projected 2022	2023	2024	2025	2026	2027			
C,D	T-0202	Land Acquisition - Parks	\$ 2,754,797	-	-	-	-	-	-	-	-	2,754,797
C,D	T-0203	Entry Portals	\$ -	-	305,300	155,300	-	-	-	-	460,600	460,600
C,D	T-0204	Enhanced Street Lights	\$ 975,078	149	155,000	155,300	155,300	-	-	-	465,600	1,440,827
D	T-0206	Southeast Neighborhood Street Reconstruction	\$ -	-	750,300	3,825,300	7,025,300	-	-	-	11,600,900	11,600,900
C,D	T-0207	Operating of Zone & Project Facilities	\$ 1,841,286	1,037,967	1,000,000	1,000,000	250,000	250,000	250,000	2,750,000	5,629,253	
C,D	T-0210	Main Street Enhancements	\$ 2,221,159	312,000	450,130	3,530,500	2,025,000	-	-	-	6,005,630	8,538,789
C,D	T-0213	Alabama Street Reconstruction	\$ 731,892	-	-	1,440,100	8,020,100	7,020,100	-	-	16,480,300	17,212,192
D	T-0214	Caroline Street Reconstruction	\$ 11,133,755	285,836	305,836	2,660,100	4,390,000	-	-	-	7,355,936	18,775,527
C,D	T-0220	Affordable Housing Land Banking Program**	\$ 91,636,451	4,996,196	20,163,445	16,053,134	7,451,134	4,171,134	4,171,134	52,009,981	148,642,628	
C	T-0221	Midtown Park (Superblock)	\$ 9,154,967	73,415	4,010,300	4,010,300	510,300	510,300	510,300	9,551,500	18,779,882	
C,D	T-0222	Street Overlay Program (Partnership with COH)	\$ 721,253	-	1,750,000	550,000	550,000	-	-	-	2,850,000	3,571,253
C,D	T-0223	Safe Sidewalk Program (Partnership with City of Houston)	\$ -	-	620,100	260,100	260,100	-	-	-	1,140,300	1,140,300
C	T-0224	HX Building Maintenance	\$ 73,579	128,110	300,150	300,150	50,300	50,000	50,000	750,600	952,289	
C,D	T-0225	Mobility & Pedestrian Improvements	\$ 428,207	107,474	1,505,300	755,300	755,300	580,300	580,300	4,176,500	4,712,181	
C,D	T-0230	Wheeler St. Pedestrian Enhancements	\$ -	-	675,600	3,770,600	2,720,600	-	-	-	7,166,800	7,166,800
C,D	T-0232	Public and Cultural Facilities***	\$ 756,700	-	1,700,000	100,000	100,000	100,000	100,000	2,100,000	2,856,700	
C	T-0233	Parking Garage - Midtown Park (Super Block)	\$ 18,686,690	11,059	1,570,500	1,020,500	520,500	520,500	520,500	4,152,500	22,850,249	
C,D	T-0234	Parks & Open Spaces	\$ 203,383	57,386	2,675,300	1,525,300	755,300	755,300	755,300	6,466,500	6,727,269	
C,D	T-0235	Public Art	\$ -	-	255,300	255,300	255,300	255,300	255,300	1,276,500	1,276,500	
C	T-0236	Bagby Park	\$ 1,793,741	5,912	35,500	425,500	355,500	355,500	355,500	1,527,500	3,327,153	
C	T-0239	Brazos Street Reconstruction	\$ 866,895	-	1,620,100	9,520,100	8,015,100	-	-	-	19,155,300	20,022,195
D	T-0241	Almeda/Crawford	\$ -	18,558	-	140,100	890,100	4,040,100	2,040,100	7,110,400	7,128,958	
C,D	T-0242	Webster Street	\$ -	-	-	-	670,500	1,020,500	7,040,000	8,731,000	8,731,000	
C,D	T-0244	Museum District - Main Street Enhancements	\$ -	-	-	100,000	1,400,000	1,500,000	-	3,000,000	3,000,000	
C,D	T-0245	Museum District - Pedestrian Enhancement	\$ -	-	-	175,000	3,400,000	3,000,000	3,000,000	9,575,000	9,575,000	
C,D	T-0246	Museum District - Mobility Improvements	\$ -	-	-	-	500,000	4,300,000	4,000,000	8,800,000	8,800,000	
C,D	T-0247	I59/69 CAP Park	\$ -	-	1,790,500	25,040,500	-	10,040,500	15,040,500	51,912,000	51,912,000	
C	T-0248	Tuam Street	\$ -	1,996,000	520,000	535,000	-	-	-	1,055,000	3,051,000	
0	T-0251	Pierce Elevated	\$ -	-	-	-	100,000	100,000	-	200,000	200,000	
C,D	T-0299	Concrete Panel Replacement Program	\$ -	-	35,000	35,000	35,000	35,000	-	140,000	140,000	
<b>Totals</b>			<b>\$ 143,979,833</b>	<b>\$ 9,030,062</b>	<b>\$ 42,193,661</b>	<b>\$ 77,588,484</b>	<b>\$ 51,510,734</b>	<b>\$ 38,854,534</b>	<b>38,918,934</b>	<b>\$ 249,066,347</b>	<b>\$ 402,076,242</b>	

\* NOTE:

Council District	CIP No.	Project	Fiscal Year Planned Appropriations								Cumulative Total (To Date)
			Through 2021	Projected 2022	2023	2024	2025	2026	2027	FY23 - FY27 Total	

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Source of Funds	Fiscal Year Planned Appropriations								Cumulative Total (To Date)
	Through 2021	Projected 2022	2023	2024	2025	2026	2027	FY23 - FY27 Total	
TIRZ Funds	133,165,076	7,726,609	33,953,661	74,233,684	49,410,734	38,754,534	38,918,934	235,271,547	376,163,232
City of Houston	-	-	-	-	-	-	-	-	-
Grants	5,500,000	-	3,000,000	3,364,800	2,000,000	-	-	8,364,800	13,864,800
Other	-	1,303,453	6,000,000	-	-	-	-	6,000,000	7,303,453
Bond Proceeds	5,314,757	-	-	-	-	-	-	-	5,314,757
<b>Project Total</b>	<b>143,979,833</b>	<b>9,030,062</b>	<b>42,953,661</b>	<b>77,598,484</b>	<b>51,410,734</b>	<b>38,754,534</b>	<b>38,918,934</b>	<b>249,636,347</b>	<b>402,646,242</b>

<b>Project:</b> Entry Portals		<b>City Council District</b>		<b>Key Map:</b>	494	<b>WBS.:</b>		<b>T-0203</b>			
		<b>Location:</b> C,D		<b>Geo. Ref.:</b>							
		<b>Served:</b> C,D		<b>Neighborhood:</b>	62						
<b>Description:</b>	In partnership with Council District C, Brazos Bridge Landscape Improvements to beautify the Brazos Bridge facing Bagby Street.			<b>Operating and Maintenance Costs: (\$ Thousands)</b>							
		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>				
	Personnel	-	-	-	-	-	\$ -		-		
	Supplies	-	-	-	-	-	\$ -		-		
<b>Justification:</b>	The proposed improvements will extend the landscaped section at Bagby/Elgin intersection into adjacent green space to provide improved aesthetics for the Midtown community and adjacent neighborhood as well as visitors.			Svcs. & Chgs.	-	-	-	\$ -		-	
	Capital Outlay	-	-	-	-	-	\$ -		-		
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		\$ -		
	FTEs								-		
<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	150,000	-	-	-	-	\$ 150,000	\$ 150,000
4	Construction	-	-	-	150,000	150,000	-	-	-	\$ 300,000	\$ 300,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	5,300	5,300	-	-	-	\$ 10,600	\$ 10,600
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	5,300	5,300	-	-	-	\$ 10,600	\$ 10,600
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ 305,300	\$ 155,300	\$ -	\$ -	\$ -	\$ 460,600	\$ 460,600
<b>Source of Funds</b>											
TIRZ Funds		-	-	-	305,300	155,300	-	-	-	\$ 460,600	\$ 460,600
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ 305,300	\$ 155,300	\$ -	\$ -	\$ -	\$ 460,600	\$ 460,600

\*NOTE:

<b>Project:</b> Enhanced Street Lights	<b>City Council District</b>	<b>Key Map:</b>	493	<b>WBS.:</b>	<b>T-0204</b>		
	<b>Location:</b> C,D	<b>Geo. Ref.:</b>					
	<b>Served:</b> C,D	<b>Neighborhood:</b>	62				
<b>Description:</b> Conversion of decorative street lights to LED lights throughout Midtown.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
<b>Justification:</b> LED provides greater illumination and consumes less energy.	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs						-

<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
5	Equipment	975,078	100,000	149	150,000	150,000	150,000	-	-	\$ 450,000	\$ 1,425,227
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	5,000	-	5,000	5,300	5,300	-	-	\$ 15,600	\$ 15,600
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	5,000	-	5,000	5,300	5,300	-	-	\$ 15,600	\$ 15,600
<b>Total Allocations</b>		\$ 975,078	\$ 105,000	\$ 149	\$ 155,000	\$ 155,300	\$ 155,300	\$ -	\$ -	\$ 465,600	\$ 1,440,827
<b>Source of Funds</b>											
TIRZ Funds		975,078	105,000	149	155,000	155,300	155,300	-	-	\$ 465,600	\$ 1,440,827
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other Loan		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 975,078	\$ 105,000	\$ 149	\$ 155,000	\$ 155,300	\$ 155,300	\$ -	\$ -	\$ 465,600	\$ 1,440,827

<b>Project:</b> Southeast Neighborhood Street Reconstruction Project	<b>City Council District</b>	<b>Key Map:</b>	494	<b>WBS.:</b>	<b>T-0206</b>		
	<b>Location:</b>	D	<b>Geo. Ref.:</b>				
	<b>Served:</b>	D	<b>Neighborhood:</b>			62	
<b>Description:</b>	Roadway, infrastructure, and pedestrian improvements to local neighborhood streets bounded by Elgin St., LaBranch St., Holman St., and Chenevert St.						
<b>Justification:</b>	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
		2023	2024	2025	2026	2027	Total
	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
FTEs						-	

Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
Phase											
1	Planning	-	75,000	-	100,000	-	-	-	-	\$ 100,000	\$ 100,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	175,000	-	250,000	800,000	-	-	-	\$ 1,050,000	\$ 1,050,000
4	Construction & Mngt	-	350,000	-	375,000	3,000,000	7,000,000	-	-	\$ 10,375,000	\$ 10,375,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	25,300	-	25,300	25,300	25,300	-	-	\$ 75,900	\$ 75,900
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	25,300	-	25,300	25,300	25,300	-	-	\$ 75,900	\$ 75,900
<b>Total Allocations</b>		\$ -	\$ 625,300	\$ -	\$ 750,300	\$ 3,825,300	\$ 7,025,300	\$ -	\$ -	\$ 11,600,900	\$ 11,600,900
<b>Source of Funds</b>											
TIRZ Funds		-	625,300	-	750,300	3,825,300	7,025,300	-	-	\$ 11,600,900	\$ 11,600,900
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ 625,300	\$ -	\$ 750,300	\$ 3,825,300	\$ 7,025,300	\$ -	\$ -	\$ 11,600,900	\$ 11,600,900

<b>Project:</b> Operating of Zone & Project Facilities	<b>City Council District</b>	<b>Key Map:</b>	494	<b>WBS.:</b>	<b>T-0207</b>		
	<b>Location:</b>	C,D	<b>Geo. Ref.:</b>				
	<b>Served:</b>	C,D	<b>Neighborhood:</b>			62	
<b>Description:</b>	As a direct consequence of an expanding list of projects, particularly park and public space projects, the Zone must provide for operation of the Zone's existing and planned facilities in the near term and in years to come beyond the duration of the Zone. (Operations & maintenance for parks, restaurants and garage).						
<b>Justification:</b> In order to adequately provide for the operation of facilities, operation expenditures are included in the project costs in Exhibit A attached hereto in an amount of up to 5% of total project costs for the Zone regardless of project cost category.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
FTEs						-	

Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
<b>Phase</b>											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction/Maintenance	1,841,286	450,000	750,000	450,000	450,000	250,000	250,000	250,000	\$ 1,650,000	\$ 4,241,286
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	550,000	287,967	550,000	550,000	-	-	-	\$ 1,100,000	\$ 1,387,967
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	550,000	287,967	550,000	550,000	-	-	-	\$ 1,100,000	\$ 1,387,967
<b>Total Allocations</b>		\$ 1,841,286	\$ 1,000,000	\$ 1,037,967	\$ 1,000,000	\$ 1,000,000	\$ 250,000	\$ 250,000	\$ 250,000	\$ 2,750,000	\$ 5,629,253
<b>Source of Funds</b>											
TIRZ Funds		1,841,286	1,000,000	1,037,967	1,000,000	1,000,000	250,000	250,000	250,000	\$ 2,750,000	\$ 5,629,253
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 1,841,286	\$ 1,000,000	\$ 1,037,967	\$ 1,000,000	\$ 1,000,000	\$ 250,000	\$ 250,000	\$ 250,000	\$ 2,750,000	\$ 5,629,253



<b>Project:</b>	<b>Main Street Enhancements</b>	<b>City Council District</b>	<b>Key Map:</b>	494	<b>WBS.:</b>	<b>T-0210</b>		
		<b>Location:</b>	C,D	<b>Geo. Ref.:</b>				
		<b>Served:</b>	C,D	<b>Neighborhood:</b>			62	
<b>Description:</b>	Streetscape enhancements between Pierce St. and Wheeler St., including sidewalk improvements with landscaping, lighting, and pedestrian-related infrastructure.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
			<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
		Personnel	-	-	-	-	-	\$ -
		Supplies	-	-	-	-	-	\$ -
<b>Justification:</b>	Enhanced streetscapes increase safety and connectivity for pedestrians and encourage additional development along this important corridor.	Svcs. & Chgs.	-	-	-	-	-	\$ -
		Capital Outlay	-	-	-	-	-	\$ -
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		FTEs						-

<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	88,465	-	-	80,000	-	-	-	-	\$ 80,000	\$ 168,465
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	402,988	40,000	2,050	200,000	500,000	-	-	-	\$ 700,000	\$ 1,105,038
4	Construction & Mgmt.	1,712,606	160,000	291,820	150,000	3,000,000	2,000,000	-	-	\$ 5,150,000	\$ 7,154,426
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other -	17,100	18,130	18,130	20,130	30,500	25,000	-	-	\$ 75,630	\$ 110,860
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		17,100	18,130	18,130	20,130	30,500	25,000	-	-	\$ 75,630	\$ 110,860
<b>Total Allocations</b>		\$ 2,221,159	\$ 218,130	\$ 312,000	\$ 450,130	\$ 3,530,500	\$ 2,025,000	\$ -	\$ -	\$ 6,005,630	\$ 8,538,789
<b>Source of Funds</b>											
TIRZ Funds		2,221,159	218,130	312,000	450,130	3,530,500	2,025,000	-	-	\$ 6,005,630	\$ 8,538,789
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 2,221,159	\$ 218,130	\$ 312,000	\$ 450,130	\$ 3,530,500	\$ 2,025,000	\$ -	\$ -	\$ 6,005,630	\$ 8,538,789

<b>Project:</b>	<b>Alabama Street Reconstruction</b>	<b>City Council District</b>		<b>Key Map:</b>	494	<b>WBS.:</b>	<b>T-0213</b>	
		<b>Location:</b>	C,D	<b>Geo. Ref.:</b>				
		<b>Served:</b>	C,D	<b>Neighborhood:</b>	62			
<b>Description:</b>	Roadway, infrastructure, and streetscape enhancements to major corridor between Spur 527 and Chenevert St. Midtown Redevelopment Authority (MRA) - Spur 527 to Main; Houston Community College (HCC) - Main St. to Chenevert St.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
			<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
		Personnel	-	-	-	-	-	\$ -
		Supplies	-	-	-	-	-	\$ -
<b>Justification:</b>	Mobility, infrastructure, and pedestrian improvements to create comfortable and safe corridor to better accommodate growing mobility and infrastructure demands. Partnership between MRA and HCC and is partially funded through a Federal Transit Administration ("FTA") grant.	Svcs. & Chgs.	-	-	-	-	-	\$ -
		Capital Outlay	-	-	-	-	-	\$ -
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		FTEs						

<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	150,000	-	-	-	-	\$ 150,000	\$ 150,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	731,892	-	-	-	1,410,000	-	-	-	\$ 1,410,000	\$ 2,141,892
4	Construction & Mngt	-	-	-	-	-	8,000,000	7,000,000	-	\$ 15,000,000	\$ 15,000,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	30,100	20,100	20,100	-	\$ 70,300	\$ 70,300
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
	<b>Other Sub-Total:</b>	-	-	-	-	30,100	20,100	20,100	-	\$ 70,300	\$ 70,300
<b>Total Allocations</b>		\$ 731,892	\$ -	\$ -	\$ 150,000	\$ 1,440,100	\$ 8,020,100	\$ 7,020,100	\$ -	\$ 16,630,300	\$ 17,362,192
<b>Source of Funds</b>											
TIRZ Funds		731,892	-	-	150,000	1,440,100	8,020,100	7,020,100	-	\$ 16,630,300	\$ 17,362,192
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 731,892	\$ -	\$ -	\$ 150,000	\$ 1,440,100	\$ 8,020,100	\$ 7,020,100	\$ -	\$ 16,630,300	\$ 17,362,192

<b>Project:</b> Caroline Street Reconstruction	<b>City Council District</b>	<b>Key Map:</b>	493	<b>WBS.:</b>	<b>T-0214</b>		
	<b>Location:</b>	D	<b>Geo. Ref.:</b>				
	<b>Served:</b>	D	<b>Neighborhood:</b>			62	
<b>Description:</b>	Roadway, infrastructure, bicycle, and streetscape enhancements between Pierce St. and Elgin St. Project incorporates green stormwater infrastructure and environmentally friendly streetscape elements installed on Bagby St. Construction of the project is managed by TxDOT and is partially funded with a \$5,500,000 TxDOT Grant. Additional improvements between Elgin St. and Holman St. planned in partnership with Houston Community College (HCC).						
<b>Justification:</b>	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
		2023	2024	2025	2026	2027	Total
	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
FTEs						-	

Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
<b>Phase</b>											
1	Planning	35,000	-	-	75,000	-	-	-	-	\$ 75,000	\$ 110,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	1,230,000	-	-	-	300,000	-	-	-	\$ 300,000	\$ 1,530,000
4	Construction & Mgmt	9,601,859	1,300,000	163,463	163,463	2,200,000	4,000,000	-	-	\$ 6,363,463	\$ 16,128,785
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other - Legal	266,896	160,100	122,373	67,373	160,100	390,000	-	-	\$ 617,473	\$ 1,006,742
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		266,896	160,100	122,373	67,373	160,100	390,000	-	-	\$ 617,473	\$ 1,006,742
<b>Total Allocations</b>		\$ 11,133,755	\$ 1,460,100	\$ 285,836	\$ 305,836	\$ 2,660,100	\$ 4,390,000	\$ -	\$ -	\$ 7,355,936	\$ 18,775,527
<b>Source of Funds</b>											
TIRZ Funds		318,998	1,460,100	285,836	305,836	2,660,100	4,390,000	-	-	\$ 7,355,936	\$ 7,960,770
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		5,500,000	-	-	-	-	-	-	-	\$ -	\$ 5,500,000
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		5,314,757	-	-	-	-	-	-	-	\$ -	\$ 5,314,757
<b>Total Funds</b>		\$ 11,133,755	\$ 1,460,100	\$ 285,836	\$ 305,836	\$ 2,660,100	\$ 4,390,000	\$ -	\$ -	\$ 7,355,936	\$ 18,775,527

<b>Project:</b> Affordable Housing Land Banking Program**	<b>City Council District</b>		<b>Key Map:</b>	493	<b>WBS.:</b>	<b>T-0220</b>	
	<b>Location:</b>	C,D	<b>Geo. Ref.:</b>				
	<b>Served:</b>	C,D	<b>Neighborhood:</b>	62			
<b>Description:</b>	Land assembly within a targeted area of the City limits to create a diversified inventory of property for development of affordable housing units on such land. The Center for Civic and Public Policy Improvement (CCPPI) is working on a comprehensive plan to create a systematic approach to the provision of affordable housing on land purchased by MRA for that purpose. The Affordable Housing Operations Center - consisting of 5-story office building, 20-unit multi-family affordable housing development; and a public parking garage.						
<b>Justification:</b>	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>FTEs</b>							

Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
<b>Phase</b>											
1	Planning	-			-	-	-	-	-	\$ -	\$ -
2	Acquisition	63,143,731			-	-	-	-	-	\$ -	\$ 63,143,731
3	Design	-	750,000		500,000	-	-	-	-	\$ 500,000	\$ 500,000
4	Construction	26,454,000	1,000,000	1,334,774	3,360,000	2,000,000	2,000,000	1,000,000	1,000,000	\$ 9,360,000	\$ 37,148,774
5	Utilites/Drainage	-	-	18,544	20,000	20,000	20,000	20,000	20,000	\$ 100,000	\$ 118,544
6	Close-Out	-	-	121,134	-	-	-	-	-	\$ -	\$ 121,134
7	Other	2,038,720	190,900	980,610	3,030,000	1,780,000	780,000	500,000	500,000	\$ 6,590,000	\$ 9,609,330
8	Build-Out	-	-	-	3,500,000	3,500,000	2,000,000	-	-	\$ 9,000,000	\$ 9,000,000
9	CCPPI	-	-	1,319,000	1,429,000	1,429,000	1,429,000	1,429,000	1,429,000	\$ 7,145,000	\$ 8,464,000
10	Maintenance	-	-	1,222,134	1,222,134	1,222,134	1,222,134	1,222,134	1,222,134	\$ 6,110,670	\$ 7,332,804
11	BBVA Loan	-	-	-	7,102,311	6,102,000	-	-	-	\$ 13,204,311	\$ 13,204,311
<b>Other Sub-Total:</b>		2,038,720	190,900	3,521,744	16,283,445	14,033,134	5,431,134	3,151,134	3,151,134	\$ 42,049,981	\$ 47,610,445
<b>Total Allocations</b>		\$ 91,636,451	\$ 1,940,900	\$ 4,996,196	\$ 20,163,445	\$ 16,053,134	\$ 7,451,134	\$ 4,171,134	\$ 4,171,134	\$ 52,009,981	\$ 148,642,628
<b>Source of Funds</b>											
TIRZ Funds		91,636,451	1,940,900	3,692,743	11,163,445	16,053,134	7,451,134	4,171,134	4,171,134	\$ 43,009,981	\$ 138,339,175
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants OST		-	-	-	3,000,000	-	-	-	-	\$ 3,000,000	\$ 3,000,000
Other BBVA Loan		-	-	1,303,453	6,000,000	-	-	-	-	\$ 6,000,000	\$ 7,303,453
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 91,636,451	\$ 1,940,900	\$ 4,996,196	\$ 20,163,445	\$ 16,053,134	\$ 7,451,134	\$ 4,171,134	\$ 4,171,134	\$ 52,009,981	\$ 148,642,628

<b>Project:</b>	<b>Midtown Park (Superblock)</b>	<b>City Council District</b>	<b>Key Map:</b>	493	<b>WBS.:</b>	<b>T-0221</b>		
		<b>Location:</b>	C	<b>Geo. Ref.:</b>				
		<b>Served:</b>	C	<b>Neighborhood:</b>			62	
<b>Description:</b>	Mixed-use project including public park located on Superblock adjacent to the McGowen Street METRORail Station at Main/McGowen intersection. 3-acre park includes pavilion, dog park, water features, children's interactive play area, public art installations, and front plaza area featuring cascading fountain. Plans continue for the addition of a restaurant pad to front plaza area and future renovations to the park.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
<b>Justification:</b>	Successful parks are a key component of sustainable infrastructure and a healthy vibrant quality of life. This development will enhance the quality of life for current Midtown residents and business owners by providing new outdoor activity space. It will also become a destination to attract visitors from surrounding communities.		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
		Personnel	-	-	-	-	-	\$ -
		Supplies	-	-	-	-	-	\$ -
		Svcs. & Chgs.	-	-	-	-	-	\$ -
		Capital Outlay	-	-	-	-	-	\$ -
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
FTEs								

<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	467,004	-	-	75,000	-	-	-	-	\$ 75,000	\$ 542,004
2	Acquisition	3,506,306	-	-	-	-	-	-	-	\$ -	\$ 3,506,306
3	Design	1,700,028	-	-	1,225,000	-	-	-	-	\$ 1,225,000	\$ 2,925,028
4	Construction & Mgmt	2,997,186	1,000,000	-	2,700,000	4,000,000	500,000	500,000	500,000	\$ 8,200,000	\$ 11,197,186
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other-	484,443	50,000	73,415	10,300	10,300	10,300	10,300	10,300	\$ 51,500	\$ 609,358
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		484,443	50,000	73,415	10,300	10,300	10,300	10,300	10,300	\$ 51,500	\$ 609,358
<b>Total Allocations</b>		\$ 9,154,967	\$ 1,050,000	\$ 73,415	\$ 4,010,300	\$ 4,010,300	\$ 510,300	\$ 510,300	\$ 510,300	\$ 9,551,500	\$ 18,779,882
<b>Source of Funds</b>											
TIRZ Funds		9,154,967	1,050,000	73,415	4,010,300	4,010,300	510,300	510,300	510,300	\$ 9,551,500	\$ 18,779,882
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 9,154,967	\$ 1,050,000	\$ 73,415	\$ 4,010,300	\$ 4,010,300	\$ 510,300	\$ 510,300	\$ 510,300	\$ 9,551,500	\$ 18,779,882

<b>Project:</b>	<b>Street Overlay Program (Partnership with COH)</b>	<b>City Council District</b>	<b>Key Map:</b>	493	<b>WBS.:</b>	<b>T-0222</b>	
		<b>Location:</b>	C,D	<b>Geo. Ref.:</b>			
		<b>Served:</b>	C,D	<b>Neighborhood:</b>			62
<b>Description:</b>	Asphalt overlay of local streets . Partnership with COH Right of Way Maintenance Department.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>					
		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
		Personnel	-	-	-	-	\$ -
		Supplies	-	-	-	-	\$ -
<b>Justification:</b>	Mobility improvements to extend service life of deteriorated roadway and provide comfortable and safe corridor in alignment with City of Houston Vision Zero Action Plan.	Svcs. & Chgs.	-	-	-	-	\$ -
		Capital Outlay	-	-	-	-	\$ -
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -
		FTEs					-

**Fiscal Year Planned Expenses**

<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	50,000	-	-	-	-	\$ 50,000	\$ 50,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	400,000	-	-	-	-	\$ 400,000	\$ 400,000
4	Construction	721,253	1,000,000	-	1,250,000	500,000	500,000	-	-	\$ 2,250,000	\$ 2,971,253
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	50,000	-	50,000	50,000	50,000	-	-	\$ 150,000	\$ 150,000
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	50,000	-	50,000	50,000	50,000	-	-	\$ 150,000	\$ 150,000
<b>Total Allocations</b>		\$ 721,253	\$ 1,050,000	\$ -	\$ 1,750,000	\$ 550,000	\$ 550,000	\$ -	\$ -	\$ 2,850,000	\$ 3,571,253
<b>Source of Funds</b>											
TIRZ Funds		721,253	1,050,000	-	1,750,000	550,000	550,000	-	-	\$ 2,850,000	\$ 3,571,253
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 721,253	\$ 1,050,000	\$ -	\$ 1,750,000	\$ 550,000	\$ 550,000	\$ -	\$ -	\$ 2,850,000	\$ 3,571,253

<b>Project:</b>	<b>Safe Sidewalk Program (Partnership with City of Houston)</b>	<b>City Council District</b>		<b>Key Map:</b>	493	<b>WBS.:</b>	<b>T-0223</b>	
		<b>Location:</b>	C,D	<b>Geo. Ref.:</b>				
		<b>Served:</b>	C,D	<b>Neighborhood:</b>	62			
<b>Description:</b>	Repair and replacement of damaged and missing sidewalks and accessibility ramps throughout the District. Partnership with COH Right of Way Maintenance Department.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
			<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
		Personnel	-	-	-	-	-	\$ -
		Supplies	-	-	-	-	-	\$ -
<b>Justification:</b>	Improvements to increase safety and connectivity for pedestrians in alignment in City of Houston Walkable Places Pilot Program.	Svcs. & Chgs.	-	-	-	-	-	\$ -
		Capital Outlay	-	-	-	-	-	\$ -
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		FTEs						-

<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	60,000	-	-	-	-	\$ 60,000	\$ 60,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	150,000	-	-	-	-	\$ 150,000	\$ 150,000
4	Construction	-	250,000	-	400,000	250,000	250,000	-	-	\$ 900,000	\$ 900,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	10,100	-	10,100	10,100	10,100	-	-	\$ 30,300	\$ 30,300
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	10,100	-	10,100	10,100	10,100	-	-	\$ 30,300	\$ 30,300
<b>Total Allocations</b>		\$ -	\$ 260,100	\$ -	\$ 620,100	\$ 260,100	\$ 260,100	\$ -	\$ -	\$ 1,140,300	\$ 1,140,300
<b>Source of Funds</b>											
TIRZ Funds		-	260,100	-	620,100	260,100	260,100	-	-	\$ 1,140,300	\$ 1,140,300
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ 260,100	\$ -	\$ 620,100	\$ 260,100	\$ 260,100	\$ -	\$ -	\$ 1,140,300	\$ 1,140,300

<b>Project:</b> HX Building Maintenance	<b>City Council District</b>	<b>Key Map:</b>	?		<b>WBS.:</b>	<b>T-0224</b>	
	<b>Location:</b>	C	<b>Geo. Ref.:</b>				
	<b>Served:</b>	C	<b>Neighborhood:</b>	62			
<b>Description:</b> Annual maintenance for Houston Exponential. Property is owned by Midtown Redevelopment Authority and managed by HX as the master lease holder. (402 Pierce is approximately 17 years old; 410 Pierce is 15 years old)	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
		2023	2024	2025	2026	2027	Total
<b>Justification:</b> Contractual obligation to provide maintenance of property to protect quality of the asset.	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs						-

<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	73,579	100,000	128,110	300,150	300,150	50,300	50,000	50,000	\$ 750,600	\$ 952,289
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		73,579	100,000	128,110	300,150	300,150	50,300	50,000	50,000	\$ 750,600	\$ 952,289
<b>Total Allocations</b>		\$ 73,579	\$ 100,000	\$ 128,110	\$ 300,150	\$ 300,150	\$ 50,300	\$ 50,000	\$ 50,000	\$ 750,600	\$ 952,289
<b>Source of Funds</b>											
TIRZ Funds		73,579	100,000	128,110	300,150	300,150	50,300	50,000	50,000	\$ 750,600	\$ 952,289
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 73,579	\$ 100,000	\$ 128,110	\$ 300,150	\$ 300,150	\$ 50,300	\$ 50,000	\$ 50,000	\$ 750,600	\$ 952,289



<b>Project:</b>	<b>Mobility &amp; Pedestrian Improvements</b>	<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0225</b>	
		<b>Location:</b>	C,D	<b>Geo. Ref.:</b>				
		<b>Served:</b>	C,D	<b>Neighborhood:</b>	62			
<b>Description:</b>	Planning for mobility and pedestrian improvements includes periodic renovations to streetscape enhancements. Expansion of pilot pedestrian safety enhancements project to include additional installations of crosswalk and curb enhancements currently installed at Brazos St./Webster St. intersection and Elgin St./Jackson St. intersection.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
<b>Justification:</b>	Mobility, infrastructure, and pedestrian improvements to create and maintain comfortable and safe corridors which accommodate growing mobility and infrastructure demands. Pedestrian safety enhancements align with COH Walkable Places Ordinance and Vision Zero Action Plan.		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
		Personnel	-	-	-	-	-	\$ -
		Supplies	-	-	-	-	-	\$ -
		Svcs. & Chgs.	-	-	-	-	-	\$ -
		Capital Outlay	-	-	-	-	-	\$ -
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
FTEs								

<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	169,160	650,000	-	1,000,000	425,000	425,000	350,000	350,000	\$ 2,550,000	\$ 2,719,160
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	50,097	200,000	77,920	350,000	125,000	125,000	75,000	75,000	\$ 750,000	\$ 878,017
4	Construction	20,323	150,000	16,360	750,000	200,000	200,000	150,000	150,000	\$ 1,450,000	\$ 1,486,683
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	188,627	5,300	13,194	15,300	15,300	5,300	5,300	5,300	\$ 46,500	\$ 248,321
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		188,627	5,300	13,194	15,300	15,300	5,300	5,300	5,300	\$ 46,500	\$ 248,321
<b>Total Allocations</b>		\$ 428,207	\$ 1,005,300	\$ 107,474	\$ 2,115,300	\$ 765,300	\$ 755,300	\$ 580,300	\$ 580,300	\$ 4,796,500	\$ 5,332,181
<b>Source of Funds</b>											
TIRZ Funds		428,207	1,005,300	107,474	2,115,300	765,300	755,300	580,300	580,300	\$ 4,796,500	\$ 5,332,181
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 428,207	\$ 1,005,300	\$ 107,474	\$ 2,115,300	\$ 765,300	\$ 755,300	\$ 580,300	\$ 580,300	\$ 4,796,500	\$ 5,332,181

<b>Project:</b>	<b>Wheeler St. Pedestrian Enhancements</b>	<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0230</b>	
		<b>Location:</b>	C,D	<b>Geo. Ref.:</b>				
		<b>Served:</b>	C,D	<b>Neighborhood:</b>	62			
<b>Description:</b>	Streetscape enhancements between Spur 527 and US-169 including sidewalk improvements with landscaping, lighting, and pedestrian-related infrastructure.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
			2023	2024	2025	2026	2027	Total
<b>Justification:</b>	Enhanced streetscape will provide safer connection for pedestrians along planned METRORail expansion route. Project is partially funded through a Federal Transit Administration ("FTA") grant	Personnel	-	-	-	-	-	\$ -
		Supplies	-	-	-	-	-	\$ -
		Svcs. & Chgs.	-	-	-	-	-	\$ -
		Capital Outlay	-	-	-	-	-	\$ -
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs						-	

<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	100,000	-	150,000	-	-	-	-	\$ 150,000	\$ 150,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	400,000	-	500,000	-	-	-	-	\$ 500,000	\$ 500,000
4	Construction & Mgmt	-	-	-	-	3,750,000	2,700,000	-	-	\$ 6,450,000	\$ 6,450,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	25,600	-	25,600	20,600	20,600	-	-	\$ 66,800	\$ 66,800
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	25,600	-	25,600	20,600	20,600	-	-	\$ 66,800	\$ 66,800
<b>Total Allocations</b>		\$ -	\$ 525,600	\$ -	\$ 675,600	\$ 3,770,600	\$ 2,720,600	\$ -	\$ -	\$ 7,166,800	\$ 7,166,800
<b>Source of Funds</b>											
TIRZ Funds		-	525,600	-	675,600	2,521,000	2,720,600	-	-	\$ 5,917,200	\$ 5,917,200
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	1,249,600	-	-	-	\$ 1,249,600	\$ 1,249,600
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ 525,600	\$ -	\$ 675,600	\$ 3,770,600	\$ 2,720,600	\$ -	\$ -	\$ 7,166,800	\$ 7,166,800

<b>Project:</b>	<b>Public and Cultural Facilities***</b>	<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0232</b>	
		<b>Location:</b>	C,D	<b>Geo. Ref.:</b>				
		<b>Served:</b>	C,D	<b>Neighborhood:</b>	66			
<b>Description:</b>	Selective grants to new, existing and emerging cultural facilities in Midtown. Past recipients include Buffalo Soldiers Museum, Asia Society, Houston Museum of African American Culture, and MATCH. Museum of Fine Arts has been awarded grant for waterline improvements.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
<b>Justification:</b>	Support of the development and redevelopment of public and cultural facilities to serve as destination anchors and activity generators to increase community gathering opportunities and strengthen the Cultural District as a true destination within Houston.		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
		Personnel	-	-	-	-	-	\$ -
		Supplies	-	-	-	-	-	\$ -
		Svcs. & Chgs.	-	-	-	-	-	\$ -
		Capital Outlay	-	-	-	-	-	\$ -
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
FTEs							-	

**Fiscal Year Planned Expenses**

Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
<b>Phase</b>											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	11,700	-	-	-	-	-	-	-	\$ -	\$ 11,700
4	Construction & Mngt	-	950,000	-	1,600,000	-	-	-	-	\$ 1,600,000	\$ 1,600,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other -	745,000	100,000	-	100,000	100,000	100,000	100,000	100,000	\$ 500,000	\$ 1,245,000
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		745,000	100,000	-	100,000	100,000	100,000	100,000	100,000	\$ 500,000	\$ 1,245,000
<b>Total Allocations</b>		\$ 756,700	\$ 1,050,000	\$ -	\$ 1,700,000	\$ 100,000	\$ 100,000	\$ 100,000	\$ 100,000	\$ 2,100,000	\$ 2,856,700
<b>Source of Funds</b>											
TIRZ Funds		756,700	1,050,000	-	1,700,000	100,000	100,000	100,000	100,000	\$ 2,100,000	\$ 2,856,700
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 756,700	\$ 1,050,000	\$ -	\$ 1,700,000	\$ 100,000	\$ 100,000	\$ 100,000	\$ 100,000	\$ 2,100,000	\$ 2,856,700

<b>Project:</b>	<b>Parking Garage - Midtown Park (Super Block)</b>	<b>City Council District</b>	<b>Key Map:</b>	<b>WBS.:</b>	<b>T-0233</b>			
		<b>Location:</b>	C			<b>Geo. Ref.:</b>		
		<b>Served:</b>	C			<b>Neighborhood:</b>	62	
<b>Description:</b>	Underground 400 space public parking garage located beneath Midtown Park project on the Superblock. Additional improvements planned to increase efficiency of operations.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
<b>Justification:</b>	The garage will support mixed-use Midtown Park project and will address significant existing parking demand as well as support future retail and commercial developments with expansion of COH Market-Based Parking Ordinance.		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
		Personnel	-	-	-	-	-	\$ -
		Supplies	-	-	-	-	-	\$ -
		Svcs. & Chgs.	-	-	-	-	-	\$ -
		Capital Outlay	-	-	-	-	-	\$ -
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>FTEs</b>								

**Fiscal Year Planned Expenses**

<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	50,000	-	-	-	-	\$ 50,000	\$ 50,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	755,797	-	-	250,000	150,000	-	-	-	\$ 400,000	\$ 1,155,797
4	Construction & Mngt	17,827,843	500,000	-	1,250,000	850,000	500,000	500,000	500,000	\$ 3,600,000	\$ 21,427,843
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other - Legal	103,050	20,500	11,059	20,500	20,500	20,500	20,500	20,500	\$ 102,500	\$ 216,609
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		103,050	20,500	11,059	20,500	20,500	20,500	20,500	20,500	\$ 102,500	\$ 216,609
<b>Total Allocations</b>		\$ 18,686,690	\$ 520,500	\$ 11,059	\$ 1,570,500	\$ 1,020,500	\$ 520,500	\$ 520,500	\$ 520,500	\$ 4,152,500	\$ 22,850,249
<b>Source of Funds</b>											
TIRZ Funds		18,686,690	520,500	11,059	1,570,500	1,020,500	520,500	520,500	520,500	\$ 4,152,500	\$ 22,850,249
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 18,686,690	\$ 520,500	\$ 11,059	\$ 1,570,500	\$ 1,020,500	\$ 520,500	\$ 520,500	\$ 520,500	\$ 4,152,500	\$ 22,850,249

<b>Project:</b> Parks & Open Spaces	<b>City Council District</b>	<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0234</b>		
	<b>Location:</b> C,D	<b>Geo. Ref.:</b>					
	<b>Served:</b> C,D	<b>Neighborhood:</b> 62					
<b>Description:</b> Planning and development of plazas, public squares, and landscaping in public right-of-way. Improvements to City-owned Elizabeth Baldwin Park include additional playground equipment, perimeter lighting, and electrical infrastructure to facilitate additional programming in the park. Additional improvements planned at Glover Park and Midtown entry portals.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
<b>Justification:</b> Community open spaces to provide connectivity and mixed uses to key corridors that increase community gathering opportunities and enhance quality of life. The development of these plazas and public squares will complement cultural arts facilities and offer unique identity branding in Midtown.	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs						-

Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
<b>Phase</b>											
1	Planning	-	350,000	-	750,000	500,000	400,000	400,000	400,000	\$ 2,450,000	\$ 2,450,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	182,570	125,000	32,086	400,000	150,000	50,000	50,000	50,000	\$ 700,000	\$ 914,656
4	Construction & Mngt	3,000	250,000	-	1,500,000	850,000	300,000	300,000	300,000	\$ 3,250,000	\$ 3,253,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	17,813	25,300	25,300	25,300	25,300	5,300	5,300	5,300	\$ 66,500	\$ 109,613
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		17,813	25,300	25,300	25,300	25,300	5,300	5,300	5,300	\$ 66,500	\$ 109,613
<b>Total Allocations</b>		\$ 203,383	\$ 750,300	\$ 57,386	\$ 2,675,300	\$ 1,525,300	\$ 755,300	\$ 755,300	\$ 755,300	\$ 6,466,500	\$ 6,727,269
<b>Source of Funds</b>											
TIRZ Funds		203,383	750,300	57,386	2,675,300	1,525,300	755,300	755,300	755,300	\$ 6,466,500	\$ 6,727,269
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 203,383	\$ 750,300	\$ 57,386	\$ 2,675,300	\$ 1,525,300	\$ 755,300	\$ 755,300	\$ 755,300	\$ 6,466,500	\$ 6,727,269

<b>Project:</b> Public Art	<b>City Council District</b>	<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0235</b>		
	<b>Location:</b> C,D	<b>Geo. Ref.:</b>					
	<b>Served:</b> C,D	<b>Neighborhood:</b>					
<b>Description:</b> Planning and development of public art to support Midtown Cultural Arts & Entertainment District designation by the Texas Commission of Arts.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
<b>Justification:</b> Strengthen the Cultural Arts & Entertainment District as a true destination within Houston.	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs						-

Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
<b>Phase</b>											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	50,000	50,000	50,000	50,000	50,000	\$ 250,000	\$ 250,000
4	Construction & Mngt	-	-	-	200,000	200,000	200,000	200,000	200,000	\$ 1,000,000	\$ 1,000,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	5,300	-	5,300	5,300	5,300	5,300	5,300	\$ 26,500	\$ 26,500
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	5,300	-	5,300	5,300	5,300	5,300	5,300	\$ 26,500	\$ 26,500
<b>Total Allocations</b>		\$ -	\$ 5,300	\$ -	\$ 255,300	\$ 255,300	\$ 255,300	\$ 255,300	\$ 255,300	\$ 1,276,500	\$ 1,276,500
<b>Source of Funds</b>											
TIRZ Funds		-	5,300	-	255,300	255,300	255,300	255,300	255,300	\$ 1,276,500	\$ 1,276,500
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ 5,300	\$ -	\$ 255,300	\$ 255,300	\$ 255,300	\$ 255,300	\$ 255,300	\$ 1,276,500	\$ 1,276,500

<b>Project:</b> Bagby Park	<b>City Council District</b>	<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0236</b>		
	<b>Location:</b> C	<b>Geo. Ref.:</b>					
	<b>Served:</b> C	<b>Neighborhood:</b> 62					
<b>Description:</b>	Renovations to MRA-owned public park located at Bagby St./Gray St. intersection. Recent improvements include an upgraded stage with canopy, lawn improvements, perimeter lighting, restrooms, and storage facilities. Improvements to the kiosk area adding a container bar and an expanded patio with outdoor seating.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>					
<b>Justification:</b> The continued development of new green spaces and the redevelopment of existing green spaces is vital for the creation of a cohesive and vibrant community. Parks and plazas help foster social interactions that define the public realm and urban culture.		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>FTEs</b>							

<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	30,000	-	-	-	-	\$ 30,000	\$ 30,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	337,973	100,000	-	-	70,000	-	-	-	\$ 70,000	\$ 407,973
4	Construction & Mngt	1,295,795	400,000	5,912	-	350,000	350,000	350,000	350,000	\$ 1,400,000	\$ 2,701,707
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	159,973	20,500	-	5,500	5,500	5,500	5,500	5,500	\$ 27,500	\$ 187,473
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		159,973	20,500	-	5,500	5,500	5,500	5,500	5,500	\$ 27,500	\$ 187,473
<b>Total Allocations</b>		\$ 1,793,741	\$ 520,500	\$ 5,912	\$ 35,500	\$ 425,500	\$ 355,500	\$ 355,500	\$ 355,500	\$ 1,527,500	\$ 3,327,153
<b>Source of Funds</b>											
TIRZ Funds		1,793,741	520,500	5,912	35,500	425,500	355,500	355,500	355,500	\$ 1,527,500	\$ 3,327,153
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 1,793,741	\$ 520,500	\$ 5,912	\$ 35,500	\$ 425,500	\$ 355,500	\$ 355,500	\$ 355,500	\$ 1,527,500	\$ 3,327,153

<b>Project:</b>	<b>Baldwin Park Upgrade</b>	<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0237</b>	
		<b>Location:</b>	D	<b>Geo. Ref.:</b>				
		<b>Served:</b>	D	<b>Neighborhood:</b>	62			
<b>Description:</b>	Improvements to COH HPARD park located at Elgin/Crawford intersection. Improvements include upgraded lighting, a rebuilt jogging trail, new playground equipment, and landscaping enhancements.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
			2023	2024	2025	2026	2027	Total
<b>Justification:</b>	The continued development of new green spaces and the redevelopment of existing green spaces increase community gathering opportunities and help foster social interactions to create a cohesive and vibrant community.	Personnel	-	-	-	-	-	\$ -
		Supplies	-	-	-	-	-	\$ -
		Svcs. & Chgs.	-	-	-	-	-	\$ -
		Capital Outlay	-	-	-	-	-	\$ -
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		FTEs					-	

<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY22 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	-	50,000	-	-	-	\$ 50,000	\$ 50,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	200,000	-	-	-	\$ 200,000	\$ 200,000
4	Construction	-	-	-	-	-	350,000	250,000	250,000	\$ 850,000	\$ 850,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ -	\$ 250,000	\$ 350,000	\$ 250,000	\$ 250,000	\$ 1,100,000	\$ 1,100,000
<b>Source of Funds</b>											
TIRZ Funds		-	-	-	-	250,000	350,000	250,000	250,000	\$ 1,100,000	\$ 1,100,000
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ -	\$ 250,000	\$ 350,000	\$ 250,000	\$ 250,000	\$ 1,100,000	\$ 1,100,000



<b>Project:</b>	<b>Brazos Street Reconstruction</b>	<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0239</b>	
		<b>Location:</b>	C	<b>Geo. Ref.:</b>				
		<b>Served:</b>	C	<b>Neighborhood:</b>	62			
<b>Description:</b>	Roadway, infrastructure, and streetscape enhancements between St. Joseph Parkway and Elgin St. Greenroads project will incorporate Low Impact Development (LID) techniques, green stormwater infrastructure, and environmentally friendly streetscape elements similar to Bagby St. A new bikeway approved as part of the Houston Bike Plan will be included in the project.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
<b>Justification:</b>	Mobility, infrastructure, and pedestrian improvements to create comfortable and safe corridors that accommodate growing mobility and infrastructure demands. LID techniques will extend useful life of roadway and reduce long-term maintenance needs. Improvements will facilitate additional redevelopment along corridor.		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
		Personnel	-	-	-	-	-	\$ -
		Supplies	-	-	-	-	-	\$ -
		Svcs. & Chgs.	-	-	-	-	-	\$ -
		Capital Outlay	-	-	-	-	-	\$ -
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		FTEs						-

**Fiscal Year Planned Expenses**

Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
<b>Phase</b>											
1	Planning	-	150,000	-	250,000	-	-	-	-	\$ 250,000	\$ 250,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	802,982	1,350,000	-	1,350,000	500,000	-	-	-	\$ 1,850,000	\$ 2,652,982
4	Construction & Mngt	53,613	-	-	-	9,000,000	8,000,000	-	-	\$ 17,000,000	\$ 17,053,613
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other - Legal	10,300	20,100	-	20,100	20,100	15,100	-	-	\$ 55,300	\$ 65,600
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		10,300	20,100	-	20,100	20,100	15,100	-	-	\$ 55,300	\$ 65,600
<b>Total Allocations</b>		\$ 866,895	\$ 1,520,100	\$ -	\$ 1,620,100	\$ 9,520,100	\$ 8,015,100	\$ -	\$ -	\$ 19,155,300	\$ 20,022,195
<b>Source of Funds</b>											
TIRZ Funds		866,895	1,520,100	-	1,620,100	7,404,900	6,015,100	-	-	\$ 15,040,100	\$ 15,906,995
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	2,115,200	2,000,000	-	-	\$ 4,115,200	\$ 4,115,200
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ 866,895	\$ 1,520,100	\$ -	\$ 1,620,100	\$ 9,520,100	\$ 8,015,100	\$ -	\$ -	\$ 19,155,300	\$ 20,022,195

<b>Project:</b> Real Estate Development				<b>City Council District</b>		<b>Key Map:</b>				<b>WBS.:</b>		<b>T-0240</b>									
				<b>Location:</b> C,D		<b>Geo. Ref.:</b>															
				<b>Served:</b> C,D		<b>Neighborhood:</b> 62															
<b>Description:</b> Planning activities related to identification of real property suitable for development or redevelopment.				<b>Operating and Maintenance Costs: (\$ Thousands)</b>																	
						2023		2024		2025		2026		2027		Total					
				Personnel		-		-		-		-		-		\$ -					
				Supplies		-		-		-		-		-		\$ -					
<b>Justification:</b> Elimination of blighted properties to facilitate economic development and advance the vision and goals of Midtown Strategic Guide.				Svcs. & Chgs.		-		-		-		-		-		\$ -					
				Capital Outlay		-		-		-		-		-		\$ -					
				<b>Total</b>		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -					
				FTEs																	
<b>Fiscal Year Planned Expenses</b>																					
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>		<b>2022 Budget</b>		<b>2022 Estimate</b>		<b>2023</b>		<b>2024</b>		<b>2025</b>		<b>2026</b>		<b>2027</b>		<b>FY23 - FY27 Total</b>		<b>Cumulative Total (To Date)</b>	
<b>Phase</b>																					
1 Planning		-		-		-		-		-		-		-		-		\$ -		\$ -	
2 Acquisition - Block 442		-		-		-		-		-		-		-		-		\$ -		\$ -	
3 Design		-		-		-		-		-		-		-		-		\$ -		\$ -	
4 Construction		-		-		-		-		-		-		-		-		\$ -		\$ -	
5 Equipment		-		-		-		-		-		-		-		-		\$ -		\$ -	
6 Close-Out		-		-		-		-		-		-		-		-		\$ -		\$ -	
7 Other - IDS		-		-		-		-		-		-		-		-		\$ -		\$ -	
		-		-		-		-		-		-		-		-		\$ -		\$ -	
		-		-		-		-		-		-		-		-		\$ -		\$ -	
		-		-		-		-		-		-		-		-		\$ -		\$ -	
		-		-		-		-		-		-		-		-		\$ -		\$ -	
<b>Other Sub-Total:</b>		-		-		-		-		-		-		-		-		\$ -		\$ -	
<b>Total Allocations</b>		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -	
<b>Source of Funds</b>																					
TIRZ Funds		-		-		-		-		-		-		-		-		\$ -		\$ -	
City of Houston		-		-		-		-		-		-		-		-		\$ -		\$ -	
Grants		-		-		-		-		-		-		-		-		\$ -		\$ -	
Other Bank Loan		-		-		-		-		-		-		-		-		\$ -		\$ -	
Bond Proceeds		-		-		-		-		-		-		-		-		\$ -		\$ -	
<b>Total Funds</b>		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -		\$ -	

<b>Project:</b> Almeda/Crawford	<b>City Council District</b>	<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0241</b>		
	<b>Location:</b> D	<b>Geo. Ref.:</b>					
	<b>Served:</b> D	<b>Neighborhood:</b> 62					
<b>Description:</b> Roadway, infrastructure, and streetscape enhancements between Pierce St. and Holman St. Upgrade to streetscape amenities along Midtown segment of City of Houston on 72-inch water line project on Crawford St. between Hadley St. and Elgin St.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
		2023	2024	2025	2026	2027	Total
<b>Justification:</b> Mobility, infrastructure, and pedestrian improvements to create comfortable and safe corridors that accommodate growing mobility and infrastructure demands.	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs						-

Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
<b>Phase</b>											
1	Planning	-	-	-	100,000	100,000	-	-	-	\$ 200,000	\$ 200,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	750,000	750,000	-	-	\$ 1,500,000	\$ 1,500,000
4	Construction & Mngt	-	56,710	-	-	-	3,250,000	2,000,000	-	\$ 5,250,000	\$ 5,250,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	18,558	40,100	40,100	40,100	40,100	-	\$ 160,400	\$ 178,958
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	18,558	-	40,100	40,100	40,100	40,100	\$ 160,400	\$ 178,958
<b>Total Allocations</b>		\$ -	\$ 56,710	\$ 18,558	\$ -	\$ 140,100	\$ 890,100	\$ 4,040,100	\$ 2,040,100	\$ 7,110,400	\$ 7,128,958
<b>Source of Funds</b>											
TIRZ Funds		-	56,710	18,558	-	140,100	890,100	4,040,100	2,040,100	\$ 7,110,400	\$ 7,128,958
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ 56,710	\$ 18,558	\$ -	\$ 140,100	\$ 890,100	\$ 4,040,100	\$ 2,040,100	\$ 7,110,400	\$ 7,128,958

<b>Project:</b> Webster Street	<b>City Council District</b>	<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0242</b>		
	<b>Location:</b> C,D	<b>Geo. Ref.:</b>					
	<b>Served:</b> C,D	<b>Neighborhood:</b> 62					
<b>Description:</b> Roadway, infrastructure, and streetscape enhancements between Bagby St. and Chenevert St.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
<b>Justification:</b> Mobility, infrastructure, and pedestrian improvements to create comfortable and safe corridors that accommodate growing mobility and infrastructure demands.	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs						-

<b>Fiscal Year Planned Expenses</b>										
<b>Project Allocation</b>	<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>										
1 Planning	-	-	-	-	-	150,000	-	-	\$ 150,000	\$ 150,000
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	-	-	-	-	-	500,000	1,000,000	-	\$ 1,500,000	\$ 1,500,000
4 Construction & Mngt	-	-	-	-	-	-	-	7,000,000	\$ 7,000,000	\$ 7,000,000
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	-	-	-	-	-	20,500	20,500	40,000	\$ 81,000	\$ 81,000
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>	-	-	-	-	-	20,500	20,500	40,000	\$ 81,000	\$ 81,000
<b>Total Allocations</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 670,500	\$ 1,020,500	\$ 7,040,000	\$ 8,731,000	\$ 8,731,000
<b>Source of Funds</b>										
TIRZ Funds	-	-	-	-	-	670,500	1,020,500	7,040,000	\$ 8,731,000	\$ 8,731,000
City of Houston	-	-	-	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds	-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 670,500	\$ 1,020,500	\$ 7,040,000	\$ 8,731,000	\$ 8,731,000



<b>Project:</b>	<b>Museum District - Pedestrian Enhancement</b>	<b>City Council District</b>	<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0245</b>		
		<b>Location:</b>	C,D	<b>Geo. Ref.:</b>				
		<b>Served:</b>	C,D	<b>Neighborhood:</b>				
<b>Description:</b>	Pedestrian improvements in annexed area of Museum District.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
			<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
		Personnel	-	-	-	-	-	\$ -
		Supplies	-	-	-	-	-	\$ -
<b>Justification:</b>	Pedestrian improvements to create and maintain comfortable and safe corridors which accommodate growing demands.	Svcs. & Chgs.	-	-	-	-	-	\$ -
		Capital Outlay	-	-	-	-	-	\$ -
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		FTEs						-

<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	-	75,000	-	-	-	\$ 75,000	\$ 75,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	100,000	-	-	100,000	400,000	-	-	\$ 500,000	\$ 500,000
4	Construction	-	-	-	-	-	3,000,000	3,000,000	3,000,000	\$ 9,000,000	\$ 9,000,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
	<b>Other Sub-Total:</b>	-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Allocations</b>		\$ -	\$ 100,000	\$ -	\$ -	\$ 175,000	\$ 3,400,000	\$ 3,000,000	\$ 3,000,000	\$ 9,575,000	\$ 9,575,000
<b>Source of Funds</b>											
	TIRZ Funds	-	100,000	-	-	175,000	3,400,000	3,000,000	3,000,000	\$ 9,575,000	\$ 9,575,000
	City of Houston	-	-	-	-	-	-	-	-	\$ -	\$ -
	Grants	-	-	-	-	-	-	-	-	\$ -	\$ -
	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
	<b>Total Funds</b>	\$ -	\$ 100,000	\$ -	\$ -	\$ 175,000	\$ 3,400,000	\$ 3,000,000	\$ 3,000,000	\$ 9,575,000	\$ 9,575,000

\*NOTE:

<b>Project:</b> Museum District - Mobility Improvements	<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0246</b>		
	<b>Location:</b>	C,D	<b>Geo. Ref.:</b>					
	<b>Served:</b>	C,D	<b>Neighborhood:</b>					
<b>Description:</b>	Mobility improvements in annexed areas of Museum District.		<b>Operating and Maintenance Costs: (\$ Thousands)</b>					
			2023	2024	2025	2026	2027	Total
			-	-	-	-	-	\$ -
			-	-	-	-	-	\$ -
<b>Justification:</b> Mobility improvements to create or maintain comfortable and safe corridors which accommodates growing demands.			-	-	-	-	-	\$ -
			-	-	-	-	-	\$ -
			-	-	-	-	-	\$ -
			-	-	-	-	-	\$ -
			\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
								-

Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
<b>Phase</b>											
1	Planning	-	-	-	-	-	75,000	-	-	\$ 75,000	\$ 75,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	425,000	300,000	-	\$ 725,000	\$ 725,000
4	Construction	-	-	-	-	-	4,000,000	4,000,000	-	\$ 8,000,000	\$ 8,000,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ -	\$ -	\$ 500,000	\$ 4,300,000	\$ 4,000,000	\$ 8,800,000	\$ 8,800,000
<b>Source of Funds</b>											
TIRZ Funds		-	-	-	-	-	500,000	4,300,000	4,000,000	\$ 8,800,000	\$ 8,800,000
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ -	\$ -	\$ 500,000	\$ 4,300,000	\$ 4,000,000	\$ 8,800,000	\$ 8,800,000

<b>Project:</b> I59/69 CAP Park	<b>City Council District</b>		<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0247</b>	
	<b>Location:</b>	C,D	<b>Geo. Ref.:</b>				
	<b>Served:</b>	C,D	<b>Neighborhood:</b>				
<b>Description:</b>	Development of a CAP parks at street level above Midtown segment of Interstate 59/69 reconstruction included in the North Houston Highway Improvement Project (NHHIP).		<b>Operating and Maintenance Costs: (\$ Thousands)</b>				
<b>Justification:</b> The continued development of new green spaces and the redevelopment of existing green spaces is vital for the creation of a cohesive and vibrant community. Parks and plazas help foster social interactions that define the public realm and urban culture. Cap parks will improve pedestrian access and connections to neighboring communities.		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
FTEs							-

Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
<b>Phase</b>											
1	Planning	-	250,000	-	250,000	-	-	-	-	\$ 250,000	\$ 250,000
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	1,500,000	-	-	-	-	\$ 1,500,000	\$ 1,500,000
4	Construction	-	-	-	-	25,000,000	-	10,000,000	15,000,000	\$ 50,000,000	\$ 50,000,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	40,500	40,500	-	40,500	40,500	\$ 162,000	\$ 162,000
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	40,500	40,500	-	40,500	40,500	\$ 162,000	\$ 162,000
<b>Total Allocations</b>		\$ -	\$ 250,000	\$ -	\$ 1,790,500	\$ 25,040,500	\$ -	\$ 10,040,500	\$ 15,040,500	\$ 51,912,000	\$ 51,912,000
<b>Source of Funds</b>											
TIRZ Funds		-	250,000	-	1,790,500	25,040,500	-	10,040,500	15,040,500	\$ 51,912,000	\$ 51,912,000
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ 250,000	\$ -	\$ 1,790,500	\$ 25,040,500	\$ -	\$ 10,040,500	\$ 15,040,500	\$ 51,912,000	\$ 51,912,000

\*NOTE:



<b>Project:</b> Tuam Street	<b>City Council District</b>	<b>Key Map:</b>		<b>WBS.:</b>	<b>T-0248</b>		
	<b>Location:</b> C,D	<b>Geo. Ref.:</b>					
	<b>Served:</b> C,D	<b>Neighborhood:</b> 62					
<b>Description:</b> Roadway, infrastructure, and upgraded streetscape amenities along Midtown segment of the City of Houston's 72-inch water line project on Tuam Street between Main St. and Hamilton St.	<b>Operating and Maintenance Costs: (\$ Thousands)</b>						
		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Total</b>
	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
<b>Justification:</b> Mobility, infrastructure and pedestrian improvements to create comfortable and safe corridors that accommodate growing mobility and infrastructure demands.	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs						-

Fiscal Year Planned Expenses											
Project Allocation		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
<b>Phase</b>											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	273,000	-	-	-	-	-	\$ -	\$ 273,000
4	Construction	-	2,000,000	1,703,000	500,000	500,000	-	-	-	\$ 1,000,000	\$ 2,703,000
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	20,000	20,000	20,000	35,000	-	-	-	\$ 55,000	\$ 75,000
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	20,000	20,000	20,000	35,000	-	-	-	\$ 55,000	\$ 75,000
<b>Total Allocations</b>		\$ -	\$ 2,020,000	\$ 1,996,000	\$ 520,000	\$ 535,000	\$ -	\$ -	\$ -	\$ 1,055,000	\$ 3,051,000
<b>Source of Funds</b>											
TIRZ Funds		-	2,020,000	1,996,000	520,000	535,000	-	-	-	\$ 1,055,000	\$ 3,051,000
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
Bond Proceeds		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ 2,020,000	\$ 1,996,000	\$ 520,000	\$ 535,000	\$ -	\$ -	\$ -	\$ 1,055,000	\$ 3,051,000

NOTE:

<b>Project:</b> Pierce Elevated		<b>City Council District</b>		<b>Key Map:</b>				<b>WBS.:</b>		<b>T-0251</b>	
		<b>Location:</b>		<b>Geo. Ref.:</b>							
		<b>Served:</b>		<b>Neighborhood:</b>							
<b>Description:</b>		<b>Operating and Maintenance Costs: (\$ Thousands)</b>									
			2023	2024	2025	2026	2027			Total	
		Personnel	-	-	-	-	-			\$	-
		Supplies	-	-	-	-	-			\$	-
<b>Justification:</b>		Svcs. & Chgs.	-	-	-	-	-			\$	-
		Capital Outlay	-	-	-	-	-			\$	-
		<b>Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -			\$	-
		FTEs									-
<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		<b>Projected Expenses thru 6/30/21</b>	<b>2022 Budget</b>	<b>2022 Estimate</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>FY23 - FY27 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	100,000	100,000	-	-	\$ 200,000	\$ 200,000
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Other Sub-Total:</b>		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Allocations</b>		\$ -	\$ -	\$ -	\$ -	\$ -	\$ 100,000	\$ 100,000	\$ -	\$ 200,000	\$ 200,000
<b>Source of Funds</b>											
TIRZ Funds		-	-	-	-	-	-	-	-	\$ -	\$ -
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

<b>Project:</b> Concrete Panel Replacement Program		<b>City Council District</b>		<b>Key Map:</b>				<b>WBS.:</b>		<b>T-0299</b>	
		<b>Location:</b> C,D		<b>Geo. Ref.:</b>							
		<b>Served:</b> C,D		<b>Neighborhood:</b>							
<b>Description:</b> City of Houston street maintenance program.		<b>Operating and Maintenance Costs: (\$ Thousands)</b>									
				2023	2024	2025	2026	2027			Total
		Personnel		-	-	-	-	-			\$ -
		Supplies		-	-	-	-	-			\$ -
<b>Justification:</b> Mobility improvements to extend life of roads.		Svcs. & Chgs.		-	-	-	-	-			\$ -
		Capital Outlay		-	-	-	-	-			\$ -
		<b>Total</b>		\$ -	\$ -	\$ -	\$ -	\$ -			\$ -
		FTEs									-
<b>Fiscal Year Planned Expenses</b>											
<b>Project Allocation</b>		Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
<b>Phase</b>											
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other	-	35,000	-	35,000	35,000	35,000	35,000	-	\$ 140,000	\$ 140,000
<b>Other Sub-Total:</b>		-	35,000	-	35,000	35,000	35,000	35,000	-	\$ 140,000	\$ 140,000
<b>Total Allocations</b>		\$ -	\$ 35,000	\$ -	\$ 35,000	\$ 35,000	\$ 35,000	\$ 35,000	\$ -	\$ 140,000	\$ 140,000
<b>Source of Funds</b>											
TIRZ Funds		-	35,000	-	35,000	35,000	35,000	35,000	-	\$ 140,000	\$ 140,000
City of Houston		-	-	-	-	-	-	-	-	\$ -	\$ -
Grants		-	-	-	-	-	-	-	-	\$ -	\$ -
Other		-	-	-	-	-	-	-	-	\$ -	\$ -
<b>Total Funds</b>		\$ -	\$ 35,000	\$ -	\$ 35,000	\$ 35,000	\$ 35,000	\$ 35,000	\$ -	\$ 140,000	\$ 140,000

**THIS SPREADSHEET IS LINKED -- AUTOMATICALLY UPDATES FROM BUDGET DETAILS, CIP SUMMARY AND REVENUE PRO**

TAX YEAR	2019	2020	2021	2022	2023
<b>TIRZ 02</b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>
City	\$ 11,080,939	\$ 12,255,159	\$ 12,923,353	\$ 13,627,259	\$ 14,217,229
County	\$ -	\$ -	\$ -	\$ -	\$ -
ISD	\$ 13,512,085	\$ 13,821,615	\$ 13,817,553	\$ 13,817,553	\$ 13,817,553
ISD - Pass Through	\$ 4,054,178	\$ 5,011,762	\$ 5,011,762	\$ 5,011,762	\$ 5,011,762
HCC	\$ 1,603,091	\$ 1,737,763	\$ 1,737,763	\$ 1,737,763	\$ 1,737,763
<b>INCREMENT REVENUES (1)</b>	<b>\$ 30,250,293</b>	<b>\$ 32,826,299</b>	<b>\$ 33,490,431</b>	<b>\$ 34,194,337</b>	<b>\$ 34,784,307</b>
Prior Year Increment	\$ -	\$ -	\$ -	\$ -	\$ -
CITY OF HOUSTON	\$ -	\$ -	\$ -	\$ -	\$ -
GRANT PROCEEDS (5)	\$ -	\$ -	\$ -	\$ 3,000,000	\$ -
MISCELLANEOUS REVENUE	\$ 1,308,301	\$ 765,302	\$ 463,678	\$ 535,000	\$ 535,000
INTEREST INCOME	\$ 389,567	\$ 38,415	\$ 273,000	\$ 325,000	\$ 20,477
PROCEEDS FROM BANK LOAN	\$ 10,556,477	\$ 3,398,110	\$ 14,000,000	\$ -	\$ -
PROCEEDS FROM LAND SALE (3300 Main - Net)	\$ 6,000,000	\$ -	\$ -	\$ 6,000,000	\$ -
<b>TOTAL RESOURCES</b>	<b>\$ 48,504,638</b>	<b>\$ 37,028,126</b>	<b>\$ 48,227,109</b>	<b>\$ 38,054,337</b>	<b>\$ 35,339,785</b>
ISD Education Set-Aside	\$ 2,965,223	\$ 2,879,605	\$ 2,734,826	\$ 2,734,826	\$ 2,734,826
ISD Education Set-Aside - Pass Through	\$ 2,702,785	\$ 3,341,175	\$ 3,341,175	\$ 3,341,175	\$ 3,341,175
Affordable Housing	\$ -	\$ -	\$ -	\$ -	\$ -
City	\$ -	\$ -	\$ -	\$ -	\$ -
County	\$ -	\$ -	\$ -	\$ -	\$ -
ISD	\$ -	\$ -	\$ -	\$ -	\$ -
Municipal Services	\$ 781,613	\$ 781,263	\$ 1,561,970	\$ 1,274,000	\$ 1,274,000
Administrative Fees	\$ -	\$ -	\$ -	\$ -	\$ -
City	\$ 554,047	\$ 612,758	\$ 646,168	\$ 681,363	\$ 710,861
County	\$ -	\$ -	\$ -	\$ -	\$ -
ISD	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000
HCC	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000
<b>TRANSFERS</b>	<b>\$ 7,053,668</b>	<b>\$ 7,664,801</b>	<b>\$ 8,334,139</b>	<b>\$ 8,081,364</b>	<b>\$ 8,110,862</b>
Management Consulting Services	\$ 1,612,251	\$ 1,664,593	\$ 1,764,777	\$ 1,869,950	\$ 1,869,950
Bond Series 2003 - Principal	\$ -	\$ -	\$ -	\$ -	\$ -
Interest	\$ -	\$ -	\$ -	\$ -	\$ -
Bond Series 2005 - Principal	\$ -	\$ -	\$ -	\$ -	\$ -
Interest	\$ -	\$ -	\$ -	\$ -	\$ -
Bond Series 2011 - Principal	\$ 1,450,000	\$ 1,940,000	\$ 2,010,000	\$ 785,000	\$ 785,000
Interest	\$ 784,438	\$ 77,600	\$ 630,988	\$ 545,563	\$ 545,563
Bond Series 2013 - Principal	\$ 1,335,000	\$ 15,000	\$ 50,000	\$ 50,000	\$ 50,000
Interest	\$ 1,176,619	\$ 1,109,869	\$ 1,109,419	\$ 1,107,794	\$ 1,107,794
Bond Series 2015 - Principal	\$ 1,435,000	\$ 1,090,000	\$ 1,120,000	\$ 2,455,000	\$ 2,455,000
Interest	\$ 448,538	\$ 391,138	\$ 336,638	\$ 314,238	\$ 314,238
Cost of Issuance	\$ -	\$ -	\$ -	\$ -	\$ -
Bond Series 2017 - Principal	\$ -	\$ 575,000	\$ 600,000	\$ 630,000	\$ 630,000
Interest	\$ 1,819,625	\$ 1,819,625	\$ 170,875	\$ 1,760,875	\$ 1,760,875
Bond Series 2020 - Principal	\$ -	\$ -	\$ 1,870,000	\$ 650,000	\$ 685,000
Interest	\$ -	\$ 403,904	\$ 513,800	\$ 420,300	\$ 387,800
Cost of Issuance	\$ -	\$ -	\$ -	\$ -	\$ -
<b>BOND DEBT SERVICE - PRINCIPAL</b>	<b>\$ 4,220,000</b>	<b>\$ 3,620,000</b>	<b>\$ 5,650,000</b>	<b>\$ 4,570,000</b>	<b>\$ 4,605,000</b>
<b>BOND DEBT SERVICE - INTEREST</b>	<b>\$ 4,229,220</b>	<b>\$ 3,802,136</b>	<b>\$ 2,761,720</b>	<b>\$ 4,148,770</b>	<b>\$ 4,116,270</b>
Loan Debt Service - Principal (HMAAC)	\$ -	\$ 1,561,400	\$ 1,130,511	\$ -	\$ -
Interest	\$ -	\$ -	\$ 3,894	\$ -	\$ -
Loan Debt Service - Principal (Camden)	\$ -	\$ -	\$ -	\$ -	\$ -
Interest	\$ -	\$ -	\$ -	\$ -	\$ -
Line of Credit for Parking Garage	\$ -	\$ -	\$ 1,625,451	\$ -	\$ -
Convenience Fee	\$ -	\$ 946,578	\$ -	\$ -	\$ -
Other Debt	\$ 569,379	\$ -	\$ -	\$ -	\$ -
<b>DEBT SERVICE</b>	<b>\$ 9,018,599</b>	<b>\$ 9,930,114</b>	<b>\$ 11,171,576</b>	<b>\$ 8,718,770</b>	<b>\$ 8,721,270</b>
<b>TOTAL EXPENSES</b>	<b>\$ 10,630,850</b>	<b>\$ 11,594,707</b>	<b>\$ 12,936,353</b>	<b>\$ 10,588,720</b>	<b>\$ 10,591,220</b>
<b>CASH FLOW FROM OPERATIONS</b>	<b>\$ 30,820,120</b>	<b>\$ 17,768,618</b>	<b>\$ 26,956,617</b>	<b>\$ 19,384,253</b>	<b>\$ 16,637,703</b>
<b>BEGINNING FUND BALANCE</b>	<b>\$ 43,121,704</b>	<b>\$ 47,980,621</b>	<b>\$ 37,175,685</b>	<b>\$ 54,612,240</b>	<b>\$ 30,820,212</b>

TIRZ 02	FY2020	FY2021	FY2022	FY2023	FY2024
<b>DEBT ISSUANCE</b>	\$ -	\$ -	\$ -	\$ -	\$ -
<b>FUNDS AVAILABLE FOR PROJECTS</b>	\$ 73,941,824	\$ 65,749,239	\$ 64,132,302	\$ 73,996,493	\$ 47,457,915
<b>Projects</b>					
City of Houston	\$ -	\$ -	\$ 265,000	\$ 500,000	\$ -
Pearl Market	\$ -	\$ -	\$ -	\$ 482,620	\$ -
Mid Main	\$ -	\$ -	\$ 225,000	\$ -	\$ -
<b>DEVELOPER AGREEMENTS</b>	\$ -	\$ -	\$ 490,000	\$ 982,620	\$ -
T-0202 Land Acquisition - Parks	\$ -	\$ -	\$ -	\$ -	\$ -
T-0203 Entry Portals	\$ -	\$ -	\$ -	\$ 305,300	\$ 155,300
T-0204 Enhanced Street Lights	\$ 41,132	\$ 55,056	\$ 149	\$ 155,000	\$ 155,300
T-0206 Southeast Neighborhood Street Reconstruction	\$ -	\$ -	\$ -	\$ 750,300	\$ 3,825,300
T-0207 Operating of Zone & Project Facilities	\$ 1,219,505	\$ 1,631,620	\$ 1,037,967	\$ 1,000,000	\$ 1,000,000
T-0210 Main Street Enhancements	\$ 295,963	\$ 4,262	\$ 312,000	\$ 450,130	\$ 3,530,500
T-0211 (HCC) Academic Walk Holman (FTA)	\$ -	\$ -	\$ -	\$ -	\$ -
T-0212 Gray Street Enhanced Pathways	\$ -	\$ -	\$ -	\$ -	\$ -
T-0213 Alabama Street Reconstruction	\$ -	\$ -	\$ -	\$ -	\$ 1,440,100
T-0214 Caroline Street Reconstruction	\$ 370,079	\$ 850,819	\$ 285,836	\$ 305,836	\$ 2,660,100
T-0217 Bagby Street Reconstruction	\$ -	\$ -	\$ -	\$ -	\$ -
T-0220 Affordable Housing Land Banking Program**	\$ 20,502,567	\$ 17,505,723	\$ 4,996,196	\$ 20,163,445	\$ 16,053,134
T-0221 Midtown Park (Superblock)	\$ 1,569,894	\$ 143,865	\$ 73,415	\$ 4,010,300	\$ 4,010,300
T-0222 Street Overlay Program (Partnership with COH)	\$ -	\$ -	\$ -	\$ 1,750,000	\$ 550,000
T-0223 Safe Sidewalk Program (Partnership with City of Houston)	\$ -	\$ -	\$ -	\$ 620,100	\$ 260,100
T-0224 HX Building Maintenance	\$ 93,318	\$ 73,321	\$ 128,110	\$ 300,150	\$ 300,150
T-0225 Mobility & Pedestrian Improvements	\$ 371,237	\$ 136,812	\$ 107,474	\$ 1,505,300	\$ 755,300
T-0228 Houston Fire Museum Plaza	\$ -	\$ -	\$ -	\$ -	\$ -
T-0229 Glover Park	\$ -	\$ -	\$ -	\$ -	\$ -
T-0230 Wheeler St. Pedestrian Enhancements	\$ -	\$ -	\$ -	\$ 675,600	\$ 3,770,600
T-0232 Public and Cultural Facilities***	\$ 100,000	\$ -	\$ -	\$ 1,700,000	\$ 100,000
T-0233 Parking Garage - Midtown Park (Super Block)	\$ 38,734	\$ -	\$ 11,059	\$ 1,570,500	\$ 1,020,500
T-0234 Parks & Open Spaces	\$ 203,675	\$ 37,432	\$ 57,386	\$ 2,675,300	\$ 1,525,300
T-0235 Public Art	\$ -	\$ -	\$ -	\$ 255,300	\$ 255,300
T-0236 Bagby Park	\$ 774,806	\$ 476,440	\$ 5,912	\$ 35,500	\$ 425,500
T-0237 Baldwin Park Upgrade	\$ -	\$ -	\$ -	\$ -	\$ 250,000
T-0238 3300 Main	\$ -	\$ -	\$ -	\$ -	\$ -
T-0239 Brazos Street Reconstruction	\$ -	\$ -	\$ -	\$ 1,620,100	\$ 9,520,100
T-0240 Real Estate Development	\$ -	\$ -	\$ -	\$ -	\$ -
T-0241 Almeda/Crawford	\$ -	\$ -	\$ 18,558	\$ -	\$ 140,100
T-0242 Webster Street	\$ -	\$ -	\$ -	\$ -	\$ -
T-0243 Central Bank Plaza	\$ -	\$ -	\$ -	\$ -	\$ -
T-0244 Museum District - Main Street Enhancements	\$ -	\$ -	\$ -	\$ -	\$ 100,000
T-0245 Museum District - Pedestrian Enhancement	\$ -	\$ -	\$ -	\$ -	\$ 175,000
T-0246 Museum District - Mobility Improvements	\$ -	\$ -	\$ -	\$ -	\$ -
T-0247 I59/69 CAP Park	\$ -	\$ -	\$ -	\$ 1,790,500	\$ 25,040,500
T-0248 Tuam Street	\$ -	\$ -	\$ 1,996,000	\$ 520,000	\$ 535,000
T-0249 Pearl Market Place	\$ -	\$ 466,694	\$ -	\$ -	\$ -
T-0250 Mid Main	\$ -	\$ 166,913	\$ -	\$ -	\$ -
T-0251 Pierce Elevated	\$ -	\$ -	\$ -	\$ -	\$ -
T-0252 FUTURE CIP PROJECT	\$ -	\$ -	\$ -	\$ -	\$ -
T-0253 FUTURE CIP PROJECT	\$ -	\$ -	\$ -	\$ -	\$ -
T-0254 FUTURE CIP PROJECT	\$ -	\$ -	\$ -	\$ -	\$ -
T-0255 FUTURE CIP PROJECT	\$ -	\$ -	\$ -	\$ -	\$ -
T-0299 Concrete Panel Replacement Program	\$ -	\$ -	\$ -	\$ 35,000	\$ 35,000
General CIP	\$ 380,293	\$ 406,452	\$ -	\$ -	\$ -
3300 Main Carrying Costs/Sale Costs	\$ -	\$ -	\$ -	\$ -	\$ -
Special Projects	\$ -	\$ -	\$ -	\$ -	\$ -
<b>CAPITAL PROJECTS</b>	\$ 25,961,203	\$ 21,955,409	\$ 9,030,062	\$ 42,193,661	\$ 77,588,484
<b>TOTAL PROJECTS</b>	\$ 25,961,203	\$ 21,955,409	\$ 9,520,062	\$ 43,176,281	\$ 77,588,484
RESTRICTED Funds - Nonspendable	\$ -	\$ -	\$ -	\$ -	\$ -
RESTRICTED Funds - Capital Projects	\$ 7,745,054	\$ -	\$ -	\$ -	\$ -
RESTRICTED Funds - Affordable Housing	\$ 9,053,847	\$ 9,053,847	\$ 10,083,335	\$ 10,083,335	\$ 10,083,335
RESTRICTED Funds - Bond Debt Service	\$ 15,974,675	\$ 15,974,675	\$ 15,974,675	\$ 15,974,675	\$ 15,974,675
Unrestricted Funds/Net Current Activity	\$ 15,207,045	\$ 18,765,308	\$ 28,554,230	\$ 4,762,202	\$ (56,188,579)
<b>Ending Fund Balance</b>	\$ 47,980,621	\$ 43,793,830	\$ 54,612,240	\$ 30,820,212	\$ (30,130,569)

CITY OF HOUSTON

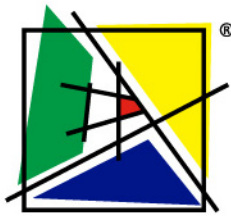
TAX INCREMENT CALCULATION WORKSHEET

5-Year Plan Revenue  
Vlookup Column =

TIRZ (All City Jurisdictions)

Column	1	2	9	14	19	20	30	31	36
Tax Year	Tax Rate (1)	Total Base	Total Current Value	Total Current Increment	Current Payment	Average Growth Rate			
1996	0.0066500	0	0	0	\$ -	0.00%			
1997	0.0066500	0	0	0	\$ -	0.00%			
1998	0.0066500	0	0	0	\$ -	0.00%			
1999	0.0066500	0	0	0	\$ -	0.00%			
2000	0.0065500	0	0	0	\$ -	0.00%			
2001	0.0065500	0	0	0	\$ -	0.00%			
2002	0.0065500	0	0	0	\$ -	0.00%			
2003	0.0065500	0	0	0	\$ -	0.00%			
2004	0.0065000	0	0	0	\$ -	0.00%			
2005	0.0064750	0	0	0	\$ -	0.00%			
2006	0.0064500	0	0	0	\$ -	0.00%			
2007	0.0064375	211,775,890	1,021,435,494	809,659,604	\$ 5,204,296	0.00%			
2008	0.0063875	211,775,890	1,181,040,250	969,264,360	\$ 6,171,664	15.82%			
2009	0.0063875	211,775,890	1,188,100,945	976,325,055	\$ 6,232,969	1.40%			
2010	0.0063875	211,775,890	1,160,159,025	948,383,135	\$ 6,051,775	-2.47%			
2011	0.0063875	211,775,890	1,168,130,393	956,354,503	\$ 6,101,011	1.06%			
2012	0.0063875	211,775,890	1,243,448,437	1,031,672,547	\$ 6,518,404	6.67%			
2013	0.0063875	211,775,890	1,345,191,355	1,133,415,465	\$ 7,035,236	7.62%			
2014	0.0063108	211,775,890	1,512,430,355	1,300,654,465	\$ 8,140,088	11.17%			
2015	0.0060112	286,513,288	1,761,695,816	1,475,182,528	\$ 8,863,359	11.36%			
2016	0.0058642	286,513,288	1,951,314,921	1,664,801,633	\$ 9,759,284	9.73%			
2017	0.0058421	286,513,288	2,008,543,776	1,722,030,488	\$ 10,039,705	3.23%			
2018	0.0058831	286,513,288	2,070,408,712	1,783,895,424	\$ 10,464,363	2.22%			
2019	0.0056792	286,513,288	2,261,571,977	1,975,058,689	\$ 10,747,003	6.36%			
2020	0.0056184	286,513,288	2,484,425,854	2,197,912,566	\$ 11,762,962	7.16%			
2021	0.0055083	286,513,288	2,765,478,332	2,478,965,044	\$ 13,059,980	12.09%			
2022	0.0055083	286,513,288	2,876,097,465	2,589,584,177	\$ 13,627,259	4.00%			
2023	0.0055083	286,513,288	2,991,141,364	2,704,628,076	\$ 14,217,229	4.00%			
2024	0.0055083	286,513,288	3,110,787,018	2,824,273,730	\$ 14,830,799	4.00%			
2025	0.0055083	286,513,288	3,235,218,499	2,948,705,211	\$ 15,468,911	4.00%			
2026	0.0055083	286,513,288	3,364,627,239	3,078,113,951	\$ 16,132,547	4.00%			
2027	0.0055083	286,513,288	3,499,212,329	3,212,699,041	\$ 16,822,729	4.00%			
2028	0.0055083	286,513,288	3,639,180,822	3,352,667,534	\$ 17,540,519	4.00%			
2029	0.0055083	286,513,288	3,784,748,055	3,498,234,767	\$ 18,287,020	4.00%			
2030	0.0055083	286,513,288	3,936,137,977	3,649,624,689	\$ 19,063,381	4.00%			
2031	0.0055083	286,513,288	4,093,583,496	3,807,070,208	\$ 19,870,796	4.00%			
2032	0.0055083	286,513,288	4,257,326,836	3,970,813,548	\$ 20,710,508	4.00%			
2033	0.0055083	286,513,288	4,427,619,909	4,141,106,621	\$ 21,583,808	4.00%			
2034	0.0055083	286,513,288	4,604,724,706	4,318,211,418	\$ 22,492,041	4.00%			
2035	0.0055083	286,513,288	4,788,913,694	4,502,400,406	\$ 23,436,603	4.00%			
2036	0.0055083	286,513,288	4,980,470,242	4,693,956,954	\$ 24,418,947	4.00%			
2037	0.0055083	286,513,288	5,179,689,051	4,893,175,763	\$ 25,440,585	4.00%			
2038	0.0055083	286,513,288	5,386,876,613	5,100,363,325	\$ 26,503,088	4.00%			
2039	0.0055083	286,513,288	5,602,351,678	5,315,838,390	\$ 27,608,092	4.00%			
2040	0.0055083	286,513,288	5,826,445,745	5,539,932,457	\$ 28,757,296	4.00%			

0.10% \$ 200,000.00 \$ 200.00



**midtown**  
HOUSTON

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**MIDTOWN AFFORDABLE HOUSING  
PROGRAM**



Arch-Con Corporation  
190 TC Jester Blvd.  
Suite 200  
Houston, TX 77007  
713-533-1900

# Change Order

Change order number: PCO 13  
Initiation date: 03/31/2022  
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

PCP #1905004-31  
Provide and install additional interface relay that will allow the tenants to press a button that releases the elevator to operate for guests that have entered the lobby in Residential Building.  
\$1,217.34

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

## Approved Amount of Change

**\$1,217.34**

The original (Contract Sum) (Guaranteed Maximum Price) was	.....	\$25,104,315.00
Net change by previously authorized Change Orders	.....	\$2,686,191.83
The (Contract Sum) (Guaranteed Maximum Price) prior to this Change Order was	.....	\$27,790,506.83
The (Contract Sum) (Guaranteed Maximum Price) will be increased		
by this change order	.....	\$1,217.34
The new (Contract Sum) (Guaranteed Maximum Price) including this Change Order will be	.....	\$27,791,724.17
The Contract Time will be unchanged		
The date of Substantial Completion as of the date of this change order is	April 30, 2021	

DocuSigned by:

*Jason Cooper*

Contractor: \_\_\_\_\_

8DD4129GFFGF438...

Title: President


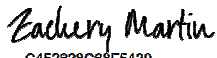

Date: 4/8/2022

Owner: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_



For Accounting Use Only SCO _____ Mat _____ BS _____ Total _____	 <b>ARCH-CON</b> CORPORATION <b>PRIME CHANGE PROPOSAL FORM</b>														
Project	Affordable Housing Oper														
Job Number	1905004														
Phase															
Project Manager	William Nelson														
Project Coordinator	Sandra Sanchez														
Change Proposal #	31														
Description:	Provide and install additional interface relay that will allow the tenants to press a button that release the elevator to operate for guests that have entered the lobby . Residential Building.														
<b>Breakdown</b>	<b>Cost</b>														
1 CLS quote	\$ 927.41														
2 Supervision	\$ 200.00														
3	\$ -														
4	\$ -														
5	\$ -														
6	\$ -														
7	\$ -														
8	\$ -														
9	\$ -														
10	\$ -														
Schedule Impact:															
Yes <input type="checkbox"/>															
No <input type="checkbox"/>															
Current Substantial Completion Date: N/A															
Calendar Days: 0															
Revised Substantial Completion Date: N/A															
Calendar Days: _____															
Approved <input type="checkbox"/>															
Rejected <input type="checkbox"/>															
	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td>Subtotal</td> <td style="text-align: right;">\$ 1,127.41</td> </tr> <tr> <td>GL Insurance 1.15%</td> <td style="text-align: right;">\$ 12.97</td> </tr> <tr> <td>BR Insurance 0.29%</td> <td style="text-align: right;">\$ 3.27</td> </tr> <tr> <td>Safety 0.45%</td> <td style="text-align: right;">\$ 5.07</td> </tr> <tr> <td>OH &amp; Profit 6.00%</td> <td style="text-align: right;">\$ 68.62</td> </tr> <tr> <td>Sales Tax 0.00%</td> <td></td> </tr> <tr> <td><b>Total</b></td> <td style="text-align: right;"><b>\$ 1,217.34</b></td> </tr> </table>	Subtotal	\$ 1,127.41	GL Insurance 1.15%	\$ 12.97	BR Insurance 0.29%	\$ 3.27	Safety 0.45%	\$ 5.07	OH & Profit 6.00%	\$ 68.62	Sales Tax 0.00%		<b>Total</b>	<b>\$ 1,217.34</b>
Subtotal	\$ 1,127.41														
GL Insurance 1.15%	\$ 12.97														
BR Insurance 0.29%	\$ 3.27														
Safety 0.45%	\$ 5.07														
OH & Profit 6.00%	\$ 68.62														
Sales Tax 0.00%															
<b>Total</b>	<b>\$ 1,217.34</b>														
	DocuSigned by:  3/28/2022 C452828C68E5428 Owner Representative Date														
	Architect/Engineer Date  3/18/22														
	Arch-Con Corporation Date														



Arch-Con Corporation
190 TC Jester Blvd.
Suite 200
Houston, TX 77007
713-533-1900

Change Order

Change order number: PCO 14
Initiation date: 05/20/2022
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

PCP #1905004-34
F & I unfused disconnect for Owner furnished mail drop machine
\$2,160.07

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

Approved Amount of Change

\$2,160.07

Table with 2 columns: Description and Amount. Rows include original contract sum (\$25,104,315.00), net change by previously authorized change orders (\$2,687,409.17), contract sum prior to this change order (\$27,791,724.17), increase by this change order (\$2,160.07), and new contract sum including this change order (\$27,793,884.24).

DocuSigned by: Jason Cooper
Contractor: Jason Cooper Title: President Date: 5/23/2022

Owner: Title: Date: Page 138



For Accounting Use Only  
 SCO \_\_\_\_\_  
 Mat \_\_\_\_\_  
 BS \_\_\_\_\_  
 Total \_\_\_\_\_



**ARCH-CON<sup>®</sup>**  
**CORPORATION**  
**PRIME CHANGE PROPOSAL FORM**

Project	Affordable Housing Oper
Job Number	1905004
Phase	
Project Manager	William Nelson
Project Coordinator	Sandra Sanchez

Change Proposal #	35
Description:	East OH Garage Grille - Interface Cat5 cable from BP Equipment to OH Grille motor control. BP to program open/close and EZ tag entry will override. North OH Garage Grille - Interface Cat5 Cable from Continental Building control System. Final programming (setting of open/closed hours) by landlord.

Breakdown		Cost
1	Foster Fence quote	\$ 3,365.00
2	Supervision	\$ 200.00
3		\$ -
4		\$ -
5		\$ -
6		\$ -
7		\$ -
8		\$ -
9	Note: East garage exit (St Charles St) has safety loops which will always allow exit.	
10	Note: North garage exit does not have safety loops. Vehicles will not have free exit when gate is closed.	

Schedule Impact:

Yes   
 No

Current Substantial  
 Completion Date: 12/1/2020

Calendar Days: 0

Revised Substantial  
 Completion Date: 12/1/2020

Approved   
 Rejected

Subtotal		\$ 3,565.00
GL Insurance	1.15%	\$ 41.00
BR Insurance	0.29%	\$ 10.34
Safety	0.45%	\$ 16.04
OH & Profit	6.00%	\$ 217.94
Sales Tax	0.00%	
<b>Total</b>		<b>\$ 3,850.32</b>

\_\_\_\_\_  
 Owner Representative Date

\_\_\_\_\_  
 Architect/Engineer Date

\_\_\_\_\_  
 Arch-Con Corporation Date



Quote #: 966874542

To: Arch Con

Attention: William Nelson

Project: Affordable Housing

Date: Jul 12, 2022

**Foster Fence will provide and install the following:**

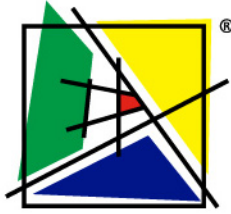
- BP Equipment to interface the parking gate controls with the OHD
- Existing conduit / wire connecting to OHD and control box on garage wall must be present
- Tie in on North side
- Warranty is for one year parts and labor
- Mobilization to and from jobsite, supervision, and management required for complete installation.

Total– \$3,365.00\* - Tax not included  
Estimated Taxes (if applicable) - \$

**\*Quotes are good for 30 days**

**Estimator: David Jones – 713-376-1623 - [djones@fosterfence.com](mailto:djones@fosterfence.com)**

**Members of: Avetta, ISNetworld, Houston Area Safety Council and C3  
Accredited**



**midtown**  
HOUSTON

DRAFT

MIDTOWN CAPITAL IMPROVEMENTS  
PROGRAM

## Capital Improvements Program

### Baldwin Park

- Baldwin Park Improvements Project includes installation of playground equipment, perimeter lighting, electrical infrastructure, and expansion of the detention pond in the park.
- Installation of new playground equipment and fall surface has been completed; playground opened to public in July.
- Light poles have been delivered and installation has been completed; remaining electrical outlet fixtures scheduled for delivery in September.
- Glover Park bicycle and sidewalk improvements are scheduled to be completed in September.
- Project completion expected in September 2022.

#### Construction Contract Budget

- Original Contract Amount: \$463,558.31
- Net Change Orders: \$45,567.17
- Contract Amount to Date: \$509,125.48

### Caroline Street Reconstruction

- Contractor has completed installation of streetscape amenities (trash receptacles, bike racks, wayfinding signage, seating) along corridor.
- CenterPoint has resumed removal/relocation of poles in conflict with sidewalk and intersection ramp installations; two pole removals remaining for completion.
- Substantial completion punch list inspections are in progress.
- Upcoming work includes installation of remaining regulatory signage, rain garden crossing lighting, and pavement markings.

#### Change Orders

- CO #63 – Installation of retaining/curb walls at Dennis Street and Gray Street due to elevation differences between the edge of the sidewalk and the ROW line.
  - o Amount: \$ 17,681.88
  - o TxDOT fee (4.95%): \$875.25
  - o Total: \$18,557.13

#### Construction Contract Budget

- Original Contract Amount: \$12,380,276.54
- Net Change Orders (including TxDOT fee): \$1,675,892.35
- Contract Amount to Date: \$14,056,168.89
- Change Order Time Adjustment Total – 173 days

### Reconnecting Communities Program Grant

- Proposal from The Goodman Corporation for development of application to pursue federal funding available through the Reconnecting Communities Program for projects that mitigate impacts of man-made transportation infrastructure.
- Seeking planning funding to further the concept of Caroline/Wheeler area cap park which would mitigate impacts of TxDOT's NHHIP project.



CHANGE ORDER NBR.

63

REPORT DATE: 7/25/2022 10:35:24AM

**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:** \$13,897,311.99  
**PEND ADJ PROJ AMT:** \$13,897,311.99  
**CONTRACTOR:** J.D. ABRAMS, L.P.  
**CO AMOUNT:** \$17,681.88  
**CO TYPE:** NON-PARTICIPATING  
**3RD PARTY AMOUNT:** \$17,681.88  
**APPRV LEVEL:** OVERRIDE

**HIGHWAY:** CS  
**DISTRICT:** 12  
**COUNTY:** HARRIS  
**AREA ENGINEER:** Hamoon Bahrami, P.E.  
**AREA NUMBER:** 058

**DESCRIPTION:** Cast In Place Retaining/Curb Walls  
**REASON:** 1C - 1C-DESIGN ERROR OR OMISSION (OTHER)  
**SECONDARY REASON(S):**

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

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

This Change Order will provide for adding one unique item of work to the contract to compensate the Contractor for the cost incurred to construct cast in place (CIP) retaining/curb walls between the sidewalk and Right of Way (ROW) line at two locations throughout the project.

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.

During construction it was discovered that there were elevation differences between the edge of the sidewalk and the ROW line at Dennis Street (northwest corner) and Gray St (northwest corner). The contract plans did not provide a solution as to how to handle the elevation differences at these two locations on the project. The Contractor submitted Request for Information (RFI) No. 158 for direction on how this issue will be addressed at Dennis Street, and RFI No. 234 (Conflict No. 41) for direction on how this issue will be addressed at Gray Street. In his responses to RFI 158 and RFI 234 (Conflict No. 41), the Designer provided sketches of CIP retaining/curb walls to be installed at the two locations. The CIP retaining/curb walls ranged in height from 9" to 2' 6" and included special footings.

To compensate the Contractor for this extra work, the following item will be added to the contract:

- Item 9608-2017, UNIQUE CHANGE ORDER ITEM 17, CIP RETAINING/CURB WALLS – 12.5 CY at a unit price of \$1,414.55/CY, where DOL=CY.

In their supporting documentation, the Contractor listed "Misc material (reinforcing, expansion joint, cure, etc)" for a material lumpsum price of \$500.00. They also included an invoice for the expansion joints alone in the supporting documentation that indicated a cost of \$782.00. The Contractor is willing to absorb the costs for the "Misc material (reinforcing, expansion joint, cure, etc)" at their expense and just request a lumpsum price of \$500.00 for the material. After a thorough review of the Contractor's pricing support documentation, the West Harris Area Office determined the prices submitted to be fair and reasonable.

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 \$17,681.88. 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% (\$875.25) making the third-party total cost \$18,557.13.



**ADDITIONAL TIME NOT NEEDED**

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

**THE CONTRACTOR**

BY: \_\_\_\_\_  
DATE

TYPED/PRINTED NAME: \_\_\_\_\_  
DATE

TYPED/PRINTED TITLE: \_\_\_\_\_  
DATE

AREA ENGINEER: \_\_\_\_\_  
DATE

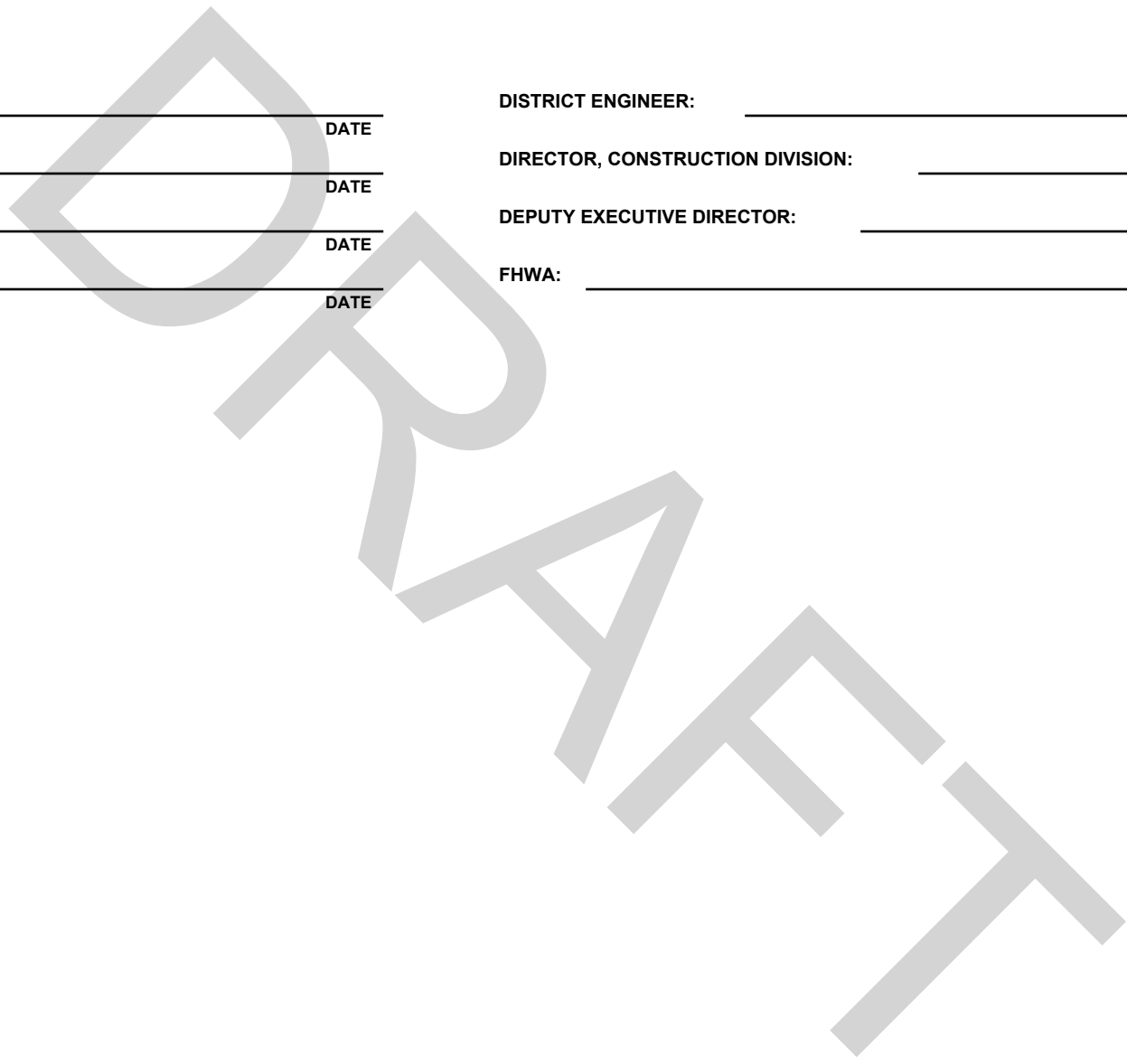
AREA ENGINEER'S SEAL:

DISTRICT ENGINEER: \_\_\_\_\_  
DATE

DIRECTOR, CONSTRUCTION DIVISION: \_\_\_\_\_  
DATE

DEPUTY EXECUTIVE DIRECTOR: \_\_\_\_\_  
DATE

FHWA: \_\_\_\_\_  
DATE



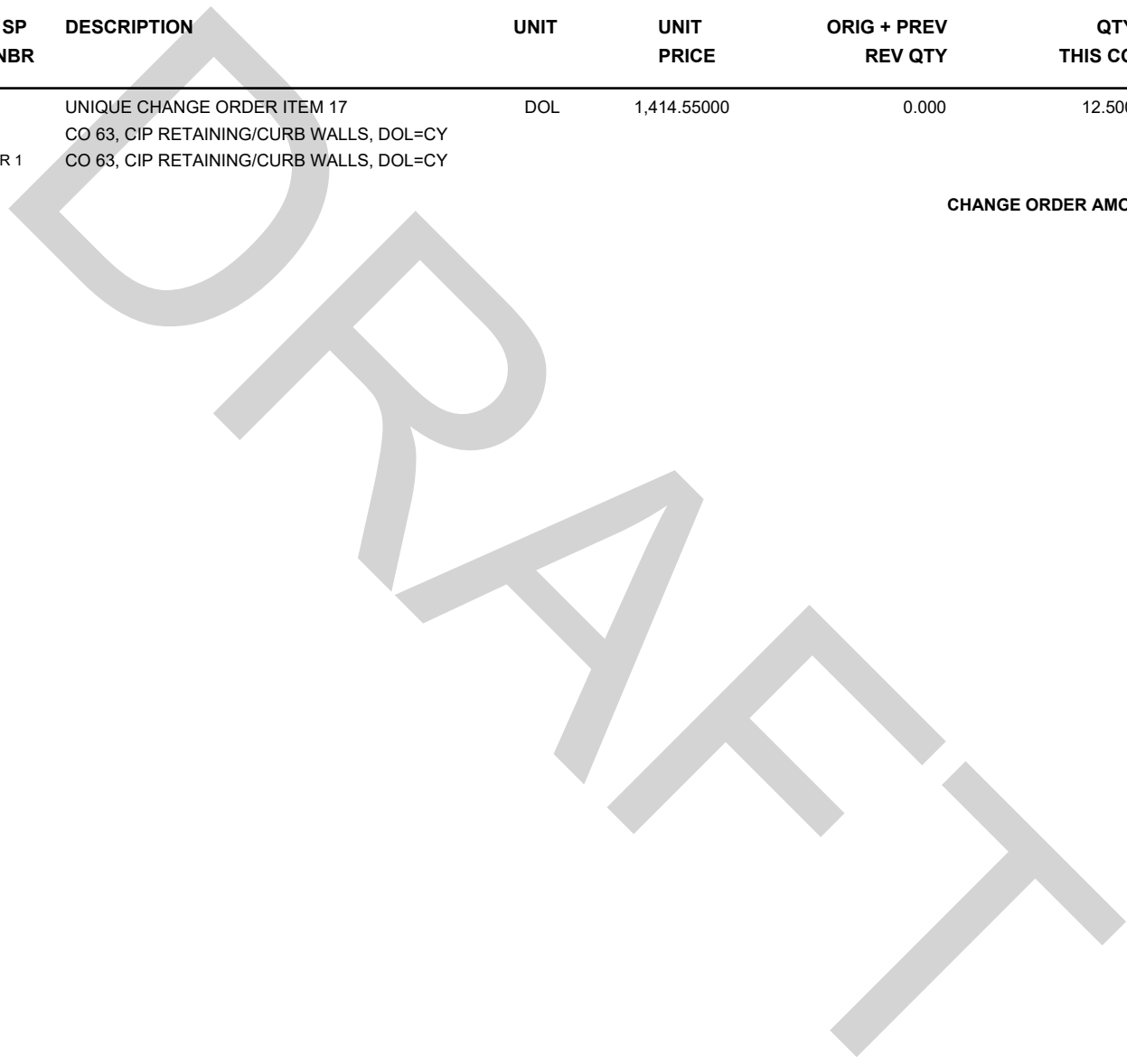
CONTRACT ID 091271003

CHANGE ORDER NBR. 63

CONTRACT ITEMS

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

CATG NBR	LINE ITEM	ITEM CODE	SP NBR	DESCRIPTION	UNIT	UNIT PRICE	ORIG + PREV REV QTY	QTY THIS CO	NEW QTY	AMOUNT THIS CO
001	4029	96082017		UNIQUE CHANGE ORDER ITEM 17	DOL	1,414.55000	0.000	12.500	12.500	\$17,681.88
		CO DESCR		CO 63, CIP RETAINING/CURB WALLS, DOL=CY						
		ADDTL CO DESCR 1		CO 63, CIP RETAINING/CURB WALLS, DOL=CY						
									<b>CHANGE ORDER AMOUNT</b>	<b>\$17,681.88</b>



FUNDING SOURCES

1. Work Program: 2207 Work Category: 7 Amount: \$17,681.88

DRAFT



**THE GOODMAN  
CORPORATION**

**HOUSTON:** 3200 Travis Street  
Suite 200  
Houston, TX 77006

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

**PROJECT  
SCOPE**

**PHONE:** (713) 951-7951

**THEGOODMANCORP.COM**

## **Midtown Redevelopment Authority Reconnecting Communities Program**

### **August 2022**

The Goodman Corporation (TGC) and Midtown Redevelopment Authority (Midtown) have been discussing the pursuit of FY22 Reconnecting Communities Program funding. This opportunity will provide federal funding towards planning and capital costs associated with projects that mitigate impacts of man-made transportation infrastructure. It is understood that Midtown is seeking planning funding to further the concept of a Caroline/Wheeler area 'cap' park. This scope of services will enable TGC to develop a competitive funding application for the program inclusive of project narrative, merit criteria, design production, and support documentation.

The program application is due October 13, 2022. TGC will endeavor to provide a full grant package for review approximately 7 days prior to the deadline.

### **Task 1 – Project Narratives**

TGC staff will prepare project narratives for the applications to include a detailed project description, location, schedule, and costs. Additionally, TGC will focus on the merit criteria outlined in the Notice of Funding Announcement. These include:

- Equity, EJ, and Community Engagement
- Mobility and Community Connectivity
- Community Based Stewardship, Management, and Partnerships
- Equitable Development and Shared Prosperity

In addition to the merit criteria, TGC will endeavor to address the DOT Strategic goals: safety, equitable economic strength and improving core assets, equity and barriers to opportunity, climate change and sustainability, and the transformation of our nation's transportation infrastructure.

TGC will coordinate with Midtown staff to identify the local match commitment available that can be applied towards the projects. TGC staff will develop associated tables, graphics, and maps to ensure information is clearly conveyed. TGC will complete all necessary forms and adhere to formatting restrictions to ensure completeness. TGC will assist Midtown staff in submitting the application in Grants.gov, if beneficial.

**Task 2 – Support Documentation**

TGC will develop a project white paper to garner support from project partners and work with Midtown to develop a list of potential project partners. TGC will work with Midtown to identify who will reach out to which partner agency to solicit a draft letter of support. It is anticipated that this list will include local, state, regional, and federal partners. TGC will manage tracking and collating letters to ensure a complete submission package.

**Budget Summary**

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

<b>BUDGET SUMMARY</b>		
<b>TASK</b>	<b>DESCRIPTION</b>	<b>COST</b>
1	Project Narrative	\$26,963
2	Support Documentation	\$2,576
	<b>Total</b>	<b>\$29,539</b>

PROJECT NAME												Totals
Category	Category Rate	Task 1 EJ Analysis	Task 2 Community Participation Plan	Task 3 Mobility	Task 4 Community Stewardship (Commitment Letters)	Task 5 Equity Provisions	Task 6 Production	Task 7 Other Narrative	Task 8 Support and Coordination	Task 9 Submission Assistance	General ODC	
Admin I	\$92.55											
Associate I	\$92.55	24	24	24	24	24	24	20	4			\$15,548
Associate II	\$112.61											
Associate III	\$115.69											
Senior Associate I	\$123.40											
Senior Associate II	\$138.83						6					\$833
Senior Associate III	\$158.88											
Principal I	\$177.39									4		\$710
Principal II	\$208.24	6	6	6	6	6	2	8	6			\$9,579
Principal III	\$239.09	1	1	1	1	1	1	2	4			\$2,869
Principal Engineer	\$215.96											
Staff Hours By Task		31	31	31	31	31	33	30	14	4	236	\$29,539
<b>Subtotals</b>												
Subtotal: Staff Expense		\$3,710	\$3,710	\$3,710	\$3,710	\$3,710	\$3,710	\$3,995	\$2,576	\$710		\$29,539
Subtotal: Other Direct Expenses												
Subtotal: Sub-Contractor												
<b>Totals</b>		<b>\$3,710</b>	<b>\$3,710</b>	<b>\$3,710</b>	<b>\$3,710</b>	<b>\$3,710</b>	<b>\$3,710</b>	<b>\$3,995</b>	<b>\$2,576</b>	<b>\$710</b>		<b>\$29,539</b>