



midtown
H O U S T O N

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**MIDTOWN MANAGEMENT DISTRICT
BOARD OF DIRECTORS MEETING
May 1, 2024**

(For Advisory Committee Members Only)



**MIDTOWN MANAGEMENT DISTRICT
NOTICE OF MEETING**

TO: THE BOARD OF DIRECTORS OF MIDTOWN MANAGEMENT DISTRICT AND TO ALL OTHER INTERESTED PERSONS:

Notice is hereby given that the Board of Directors of the Midtown Management District (the "District") will hold a regular meeting, open to the public, on **Wednesday, May 1, 2024, at 6:00 p.m.** in the **1st Floor Conference Room (please enter at the Pierce St. and Brazos St. entrance)** at **410 Pierce Street**, Houston, Texas 77002. The meeting location will be open to the public during open portions of the meeting. Members of the public may attend and/or offer comments in person as provided on the agenda and as permitted by the presiding officer during the meeting, or may view the meeting through the following link:

https://teams.microsoft.com/join/19%3ameeting_NTZjODJmZDEtNjlkMS00NzlmLWlyNTQtNzBIYWY4YWZjYWlx%40thead.v2/0?context=%7b%22Tid%22%3a%2264ae36a4-5920-4081-bbb2-c3260f4221e0%22%2c%22Oid%22%3a%223a154e90-eb27-484b-a1b2-2674d18d9a0e%22%7d

Meeting ID: 210 376 077 789 **Passcode:** 714 510 792#

The Board of Directors of the Midtown Management District 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:

1. Call meeting to Order and verify that a quorum is present.
2. Receive Public Comments***
3. Consent Agenda
 - a. Approve Minutes for the April 3, 2024, Board Meeting.
 - b. Approve Financial Report for the Month of March 2024.
 - c. Approve Payment of Invoices for April 2024.
 - d. Approve Equi-Tax Report for April 2024.
4. Receive committee activity reports and review, discuss, and take necessary action regarding the following, as appropriate:

a. Service & Maintenance **Christopher Johnston, Chair**

- b. Urban Planning **James Llamas, Chair**
 - i. Midtown Parking Benefit District Advisory Committee
 - c. Marketing and Economic Development **Debbie Tyler-Dillard, Chair**
 - d. Cultural Arts & Entertainment. **Desmond Bertrand-Pitts, Chair**
 - e. Finance **Kelly A. Young, Chair**
 - i. Budget Procedures and Timeline
 - ii. The Letter of Engagement with Carr, Riggs & Ingram CPA and Advisors, LLC for Fiscal Year 2024 Audit
 - f. Community Activity Report. **Christopher Johnston, Liaison**
 - i. Super Neighborhood #62
 - g. Public Safety. **Jeanette Criglar, Chair**
 - h. Nominating **Gloria Haney, Chair**
 - i. Board Officer Elections
 - ii. Recommendations of Candidates to fill positions #1, #9, and #13 on the Board of Directors
 - i. Service and Improvement Plan **Jeanette Criglar, Co-Chair**
Kelly A. Young, Co-Chair
 - j. Executive Committee **Darcy Lefsrud, Chair**
5. Report on Capital Improvement Projects of the Midtown Redevelopment Authority
 6. With respect to the foregoing agenda items, the Board 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. Personnel matters (Section 551.074, Texas Government Code).

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

7. Announcements

Next meeting date

**Wednesday, June 5, 2024, at 11:00 a.m.
410 Pierce Street, 1st Floor Conference Room
Houston TX 77002**

*Please enter through the door on Pierce Street near
Brazos Street*

8. Adjourn



Darcy John Lefsrud/ca

Darcy John Lefsrud, Chair
Midtown Management District Board of Directors

***If you would like to make public comments, please register prior to 6:00 p.m. Registration sign in sheets for those making public comments will be picked up promptly at 6:00 p.m.

MISSION STATEMENT

Midtown strives to provide an economically vibrant urban destination where arts and culture thrive alongside businesses and residents in a safe, active, diverse neighborhood.



MINUTES

**MIDTOWN MANAGEMENT DISTRICT
BOARD OF DIRECTORS MEETING**

April 3, 2024

The Board of Directors of the Midtown Management District held a regular meeting, open to the public, on Wednesday, April 3, 2024, at 11:00 a.m. in the **1st floor conference room of the Midtown Management District's offices** located at **410 Pine Street, Houston, Texas 77002**, inside the boundaries of the District and the roll was called of the duly appointed members of the Board, to-wit:

Pos. 1	Darcy John Lefsrud	Pos. 10	Daniel Arguijo
Pos. 2	Gloria Haney	Pos. 11	Debbie Tyler-Dillard
Pos. 3	Vacant	Pos. 12	Muddassir Siddiqi, Ed.D.
Pos. 4	James Llamas	Pos. 13	Marylene Chan
Pos. 5	Ryan M. LeVasseur	Pos. 14	Christopher Johnston
Pos. 6	Maggie McGrick	Pos. 15	Jeanette Criglar, Ph.D.
Pos. 7	Desmond Bertrand-Pitts	Pos. 16	Kelly A. Young
Pos. 8	Lewis Goldstein	Pos. 17	Vacant
Pos. 9	J. Allen Douglas		

All of the above were present except Directors LeVasseur and Siddiqi.

In addition, present at the meeting, were Midtown Staff members Matt Thibodeaux, Kandi Schramm, Cynthia Alvarado, Vernon Williams, Marlon Marshall, David Thomas, Kayler Williams, Amaris Salinas, Jaime Giraldo, Chrystal Davis, Sally Adame (via video conference), Willie Larry, and Jeremy Rocha; Melissa Morton, CPA, of The Morton Accounting Services; Peggy Foreman of Burney and Foreman; Clark Lord of Bracewell, LLP; Ashley Small of Medley, Inc.; Lynda Guidry and Jennifer Gribble of the Midtown Super Neighborhood #62; Jeri Brooks and Stephani Brodi of One

World Strategy Group, Celina Vargas of Ford Momentum, LLC; Ericka Garcia (via video conference), General Manager of Camden McGowen Station, and Midtown residents: James Monigan, Ty Jamison (via video conference) and Scott Harbers.

1. CALL MEETING TO ORDER AND VERIFY THAT A QUORUM IS PRESENT.

Chair Lefsrud called the meeting to order and welcomed everyone.

Cynthia Alvarado called the roll of the Board of Directors and verified that a quorum was present.

2. RECEIVE PUBLIC COMMENTS

Midtown resident James Monigan asked questions regarding how the assessment funds are distributed and whether they were spent in all areas within the District. He also asked about the process to request funding for projects in designated areas within the District. Mr. Monigan expressed concerns regarding public safety in and around 3310 Travis Street. He stated that businesses surrounding the area are slowly closing and the area does not appear to be developing and improving at the same rate as other areas in Midtown. He stated that he has observed visible drug use on the streets and vehicles being broken into. He further stated that his company pays for additional parking that is close to their business because female employees did not feel safe walking to their vehicles alone.

Chair Lefsrud explained that the Board is unable to engage in a back-and-forth discussion during this phase of the meeting but asked Mr. Monigan to remain after the meeting to talk with Board members and to connect with the Security Coordinator, Jamie Giraldo, and the Midtown Staff to provide more specific information regarding his concerns.

3. CONSENT AGENDA

- A. APPROVE MINUTES FOR THE MARCH 6, 2024, BOARD MEETING**
- B. APPROVE FINANCIAL REPORTS FOR THE MONTH OF FEBRUARY 2024**
- C. APPROVE PAYMENT OF INVOICES FOR MARCH 2024**
- D. APPROVE EQUI-TAX REPORT FOR MARCH 2024**

Cynthia Alvarado presented the various items on the consent agenda. Director Bertrand-Pitts made a motion to approve the consent agenda as presented. The motion was seconded by Director Johnston and carried by unanimous vote.

4. RECEIVE COMMITTEE ACTIVITY REPORTS AND REVIEW, DISCUSS AND TAKE NECESSARY ACTION REGARDING THE FOLLOWING, AS APPROPRIATE.

A. Service and Maintenance Committee – Christopher Johnston, Chair

Director Johnston presented the Service and Maintenance Committee report. There were no action items. He provided updates regarding maintenance projects completed by the Field Services Team. He further reported that the staff is working on consolidating the solicitation for the replacement of lighting in Glover and Baldwin Parks with other designated areas in the District where replacement lighting is also needed. Director Johnston reported that representatives of CenterPoint Energy made a presentation regarding the status of streetlighting in the District at the March 2024 Committee meeting. He further stated that CenterPoint Energy will provide responses to questions from Committee members at the next meeting and will also provide an update regarding the pilot luminaires installation once the project is complete. Director Johnston also stated that the final report for the Urban Tree Forestry Plan will be available for review once the cabling work is completed in Baldwin Park and that the final sidewalk assessment report will be presented to the Committee at a future meeting and thereafter will be made available to the Board.

Director Johnston announced that the next combined Service and Maintenance Committee and Urban Planning Committee meeting will be held on Monday, April 15, 2024 at 4:00 p.m.

B. Urban Planning Committee – James Llamas, Chair

Director Llamas provided the Urban Planning Committee report. There were no action items. He reported the progress of the current projects and next steps to be taken regarding the maintenance of street safety improvements and bike improvements in the District.

i. Midtown Parking Benefit District Advisory Committee

Director Llamas announced that the Midtown Parking Benefit District Advisory Committee (the “MPBD Advisory Committee”) met on Thursday, March 7, 2024. He reported that the MPBD Advisory Committee discussed the status of current projects including the Houston Bike Share Maintenance Agreement Extension, Midtown Loud Noise Overtime Initiative, the Artistic Meter Wrap Installation, and the Speed Feedback Signage Study. He further stated that the MPBD Advisory Committee discussed and considered potential new projects, but that more information is needed before project funding recommendations can be made. He reported that the MPBD Advisory Committee approved recommending (1) funding an extension of the Houston Bike Share Maintenance Agreement to pay for maintenance services for 4 bike stations located in the District for an additional two (2) month period ending on May 31, 2024 in the amount of \$5,000, and (2) funding a twelve (12) week Vagrant Noise and

Property Crime Reduction Initiative proposed by Houston Police Department (“HPD”) Central Patrol Division to pay HPD Officers to work overtime hours to focus on certain defined criminal activity in the area of Midtown that is west of Louisiana Street in the amount of \$45,000.

Director Llamas encouraged interested Board and community members to attend the next MPBD Advisory Committee meeting on Thursday, May 9, 2024 at 3:00 p.m.

Finally, Director Llamas announced that the next Urban Planning Committee meeting will be held on Monday, April 15, 2024, at 4:00 p.m.

C. Marketing & Economic Development Committee – Debbie Tyler-Dillard, Chair

Director Tyler-Dillard presented the Marketing & Economic Development Committee report. There were no action items. She reminded the Board that the Midtown Staff is working with Medley, Inc. to plan the editorial content for the Spring-Summer issue of the Midtown Buzz, which is scheduled for publication in May 2024.

Ashley Small of Medley, Inc. presented the social media numbers for February 2024. She reported that the primary focus was on the Black History Now event which garnered a number of publicity placements and was featured on Channel 2 News. She stated that there was a total of 9 media placements and that the total reach was approximately one million viewers, listeners, and readers with a total media value of approximately \$91,000.

Ms. Small reported that Midtown gained 353 new followers on its social media channels in February. In addition, there were 23,000 engagements (such as likes, clicks, and shares), 20,000 impressions centered around the trail riders and the Midtown Rodeo sign wrap. Finally, Ms. Small reported that the total content views were 510,000. She further stated that video content shared on social media platforms featuring Midtown events in February received an additional 30,000 views.

A Board member made a request that the Committee report on economic development impact and activity within the District at future meetings.

Director Tyler-Dillard announced that the next Marketing and Economic Development Committee meeting will be held on Tuesday, April 16, 2024 at 3:00 p.m.

D. Cultural Arts & Entertainment Committee – Desmond Bertrand-Pitts, Chair

Director Bertrand-Pitts presented the Cultural Arts & Entertainment Committee report. There were no action items. He reminded everyone that the 2024 Midtown Art In the Park event will be held at the Midtown Park Plaza located at the intersection of McGowen and

Travis Streets on Saturday, April 20, 2024 from 10:00 a.m. to 4:00 p.m. The event will feature 30 artists, art classes, a line dancing class, a game area with Ping Pong, Uno, Dominoes, Jenga, food trucks, and more. He stated that the Midtown staff continues to participate in team meetings regarding the HueMan:Shelter project being funded by the Bloomberg Public Art Challenge Grant. Ms. Alvarado announced that the new sign wrap representing a tribute to Duke Ellington in honor of his 125th birthday will be installed this month.

Director Bertrand-Pitts announced that the next Cultural Arts and Entertainment Committee meeting will be held on Tuesday, April 16, 2024, at 3:00 p.m.

E. Finance Committee – Kelly Young, Chair

Melissa Morton presented the report for the Finance Committee on behalf of Director Young. Ms. Morton summarized the District's financial reports for the period ending February 29, 2024. She reminded the Board that a written report showing each committee's expenditures and a comparison to the approved budget was provided in the Board packet. She stated that similar information was provided for the Board approved Special Projects.

Director Young announced that the next Finance Committee meeting is scheduled for Tuesday, May 28, 2024 at 1:00 p.m.

i. Budget Procedures and Timeline

Director Young announced that the Finance and Budget Committee has worked on updates, changes to the budget procedures and the timeline and will provide a report to the Board as they move forward with the annual budget process. She further stated that the initial step of meeting with Committee Chairs to discuss their respective Committee budgets will begin in July 2024. Ms. Morton and Director Young responded to questions from Board members regarding the District's finances and procedures.

F. Community Activity Report – Christopher Johnston, Liaison

i. Super Neighborhood #62

Director Johnston stated that he was unable to attend the March SN #2 meeting and announced that the next Super Neighborhood #62 meeting will be on Thursday, April 11, 2024, at 6:30 p.m. at South Main Baptist Church.

G. Public Safety Committee – Jeanette Criglar, Chair

Director Criglar provided an update to the Board regarding the activities of the Committee. She reported that she is seeing an increase in attendance at the Public Safety Committee meetings. She acknowledged the efforts of the various law enforcement agencies along with those of SEAL Security and the SEARCH Homeless Outreach Team. She encouraged other Board members and interested parties to attend the Committee meeting and provide suggestions and recommendations for public safety improvements in Midtown.

Mr. Giraldo reported on public safety activities over the past month and pending efforts to improve public safety in Midtown. He also reported that Flock Group Inc. has submitted the required documentation for permits to the City for installation of license plate readers and that installation of cameras will begin shortly after the final permits are received. He thanked the MPBD for approving a recommendation for funding for HPD Central Patrol Division Vagrant Noise and Property Crime Reduction Initiative. Mr. Giraldo provided updates regarding the directed enforcement efforts funded as a Special Project for FY 2024.

There was a robust discussion of public safety issues in Midtown and particularly the loud noise from the various entertainment venues. One Board member asked that public safety data be shared with the entire Board rather than just at Public Safety Committee meetings. Another Board member encouraged the Committee to work to develop a way to evaluate the performance of public safety contractors.

Mr. Giraldo also reported that he participated in the Reimagine Midtown Charette to answer questions from community members and get input regarding public safety concerns.

The next Public Safety Committee meeting will be held on Tuesday, April 16, 2024 at 11:30 a.m.

H. Nominating Committee - Gloria Haney, Chair

Director Haney provided information regarding the application process to fill current and upcoming vacancies on the District's Board of Directors. There were no action items. She reported that 5 candidates have submitted resumes for consideration and that the Committee will be conducting candidate interviews on April 10th. She stated that the Committee will continue to seek and accept resumes from potential Board candidates.

i. Board Officer Nominations

Director Haney shared information regarding the Board Officer Nomination process. She distributed a memo outlining the nominations procedure and timeline, along with an Officer Nomination Form, and a brief description of each officer position. She stated that the deadline for return of completed Nomination Forms is April 22, 2024 and that the election of officers is set to occur at the May Board meeting. She asked the Staff to also email the information to Board Members.

**I. Service and Improvement Plan – Jeanette Criglar, Co-Chair
Kelly A. Young, Co-Chair**

i. Report Regarding the Reimagine Midtown Charette

Ms. Alvarado reported that the Reimagine Midtown Charette was held on Saturday, March 23, 2024 from 10:00 a.m. to 2:00 p.m. in the 2nd floor conference room of the Midtown offices. She thanked City Council Member Carolyn Evans–Shabazz, Chair Lefsrud, and Directors Young, Llanos, Segrich, and Tyler–Dillard for attending the event. She reminded the Board that there will be follow-up community engagement meetings to receive community input on projects to be included in the proposed 10-year Service and Improvement and Assessment Plan.

Jeri Brooks of One World Strategy Group (One World”) provided a report regarding the Reimagine Midtown Charette. She reminded the Board that One World and Ford Momentum are collaborating together to obtain data for the next 10-year Service and Improvement and Assessment Plan. She further stated that the two organizations have conducted a series of activities to aid in collecting data for the Service and Improvement and Assessment Plan. Ms. Brooks reminded the Board that the process began in September 2023 and consisted of a series of focus groups and listening sessions as guidance in constructing a community wide survey. She further stated that the Reimagine Midtown Charette was well attended, and the data received from the meeting is being aggregated and will be presented to the Committee upon completion.

Ms. Brooks announced that One World and Ford Momentum will host a series of mini-charettes to gather more data that will be used to help draft the next 10-year Service and Improvement and Assessment Plan. Ms. Brooks further stated that a condensed version of the Reimagine Midtown Charette would be presented at the April 11th SN #62 meeting to provide a second opportunity for community participation and encouraged everyone to attend.

J. Executive Committee – Darcy Lefsrud, Chair

Chair Lefsrud stated that all matters discussed at the Executive Committee meeting were addressed in the various committee activity reports. He acknowledged that the Board meetings were now being “live streamed” in an effort to increase access by interested parties.

5. REPORT ON CAPITAL PROJECTS OF THE MIDTOWN REDEVELOPMENT AUTHORITY (MRA)

Marlon Marshall presented the following reports regarding the status of current Midtown Redevelopment Authority capital improvement projects:

Brazos Street – The initial public engagement survey was completed on March 15, 2024. The MRA received 200 responses to the survey. He stated that the project is being temporarily put on hold at the City’s request and that there may be some changes to the initial design concept.

Brazos Street Bridge Landscape Improvements – The contractor has completed the installation of the landscaping at the Spur 527 bridge exit and Brazos Street. A completion inspection of the landscaping installation will be scheduled soon.

Sidewalk Assessment – At the request of MRA Board members, the consultant is working to update the sidewalk assessment to incorporate data regarding other sidewalk improvements in Midtown that are included in current or pending construction projects by other governmental entities. The MRA will prioritize sidewalk projects recommended by the Urban Planning Committee and that are funded as one of the District’s Special Projects.

PARTNER PROJECTS

Gray Street Buffer Design – MRA is waiting for the sign-off from the public utility companies in order to move forward with the re-submission of design plans to the City of Houston for review and approval.

Urban Forestry Plan – The contractor has now completed pruning, cabling, and fertilization of the large trees. The consultants are documenting the work completed and the final plan is expected to be made available at the next Board meeting.

CenterPoint Lighting Assessment Survey – CenterPoint Energy presented the updated street lighting assessment to the Urban Planning Committee in March 2024. MRA asked CenterPoint Energy to identify the gaps in street lighting and identify areas where the luminaries and decorative lighting can be easily installed.

Speed Feedback Sign Survey – The Midtown Staff met with consultants and reviewed the preliminary traffic data and the results of the survey. The consultants are finalizing recommendations to be presented at the next MPBD Advisory Committee meeting.

6. WITH RESPECT TO THE FOREGOING AGENDA ITEMS, THE BOARD 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. Personnel matters (Section 551.074, Texas Government Code).

There was no Executive Session.

7. ANNOUNCEMENTS

NEXT MEETING DATE

The next Midtown Management District Board of Directors meeting will be held on **Wednesday, May 1, 2024, at 6:00 p.m.**

8. ADJOURN

There being no other business the meeting was adjourned.

Marylene Chan, Secretary

Date: _____

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Midtown Management District
Balance Sheet Prev Year Comparison
As of March 31, 2024

	Mar 31, 24	Mar 31, 23	\$ Change	% Change
ASSETS				
Current Assets				
Checking/Savings				
10000 · Operating Funds	5,146,406.26	4,636,957.51	509,448.75	11.0%
10002 · Restricted Funds	11,422.70	11,422.70	0.00	0.0%
Total Checking/Savings	5,157,828.96	4,648,380.21	509,448.75	11.0%
Accounts Receivable				
120000 · Assessments Receivable	73,475.48	210,324.85	-136,849.37	-65.1%
123001 · AR Current	4,483.75	4,483.75	0.00	0.0%
Total Accounts Receivable	77,959.23	214,808.60	-136,849.37	-63.7%
Other Current Assets				
130500 · Prepaid Expense	0.00	-1,434.51	1,434.51	100.0%
Total Other Current Assets	0.00	-1,434.51	1,434.51	100.0%
Total Current Assets	5,235,788.19	4,861,754.30	374,033.89	7.7%
Other Assets				
130501 · Other Misc Assets	36,959.00	36,959.00	0.00	0.0%
Total Other Assets	36,959.00	36,959.00	0.00	0.0%
TOTAL ASSETS	5,272,747.19	4,898,713.30	374,033.89	7.6%
LIABILITIES & EQUITY				
Liabilities				
Current Liabilities				
Accounts Payable				
200000 · Accounts Payable	620,781.57	228,442.27	392,339.30	171.8%
Total Accounts Payable	620,781.57	228,442.27	392,339.30	171.8%
Other Current Liabilities				
203001 · Other Misc Liabilities	70,152.20	62,652.20	7,500.00	12.0%
204000 · Assessment Reimbursements	-76.77	0.00	-76.77	-100.0%
205000 · Deferred Assessment Revenue	43,776.30	180,625.67	-136,849.37	-75.8%
206000 · Accrued liability	11,385.41	58,791.57	-47,406.16	-80.6%
207000 · Bal due to MRA from TA Reimbur	11,422.70	11,422.70	0.00	0.0%
Total Other Current Liabilities	136,659.84	313,492.14	-176,832.30	-56.4%
Total Current Liabilities	757,441.41	541,934.41	215,507.00	39.8%
Total Liabilities	757,441.41	541,934.41	215,507.00	39.8%
Equity				
390000 · Fund Balance Roll-Forward	2,456,129.02	1,901,851.69	554,277.33	29.1%
Net Income	2,059,176.76	2,454,927.20	-395,750.44	-16.1%
Total Equity	4,515,305.78	4,356,778.89	158,526.89	3.6%
TOTAL LIABILITIES & EQUITY	5,272,747.19	4,898,713.30	374,033.89	7.6%

**Midtown Management District
Sources of Funds
January through March 2024**

Accrual Basis

	Jan - Mar 24	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
400000 · Revenue - Assessments	2,974,918.64	3,365,142.00	-390,223.36	88.4%
400102 · Grant Revenue	0.00	150,000.00	-150,000.00	0.0%
403000 · Other Income				
403100 · Booth and Events Fees	3,341.57	5,000.00	-1,658.43	66.8%
403105 · Application Fees	0.00	1,000.00	-1,000.00	0.0%
403120 · Parking Benefit District	0.00	275,000.00	-275,000.00	0.0%
Total 403000 · Other Income	3,341.57	281,000.00	-277,658.43	1.2%
404000 · Int Income	55,802.58	120,000.00	-64,197.42	46.5%
406000 · Interest on CD	61.49	125.00	-63.51	49.2%
Total Income	3,034,124.28	3,916,267.00	-882,142.72	77.5%
Gross Profit	3,034,124.28	3,916,267.00	-882,142.72	77.5%
Net Ordinary Income	3,034,124.28	3,916,267.00	-882,142.72	77.5%
Net Income	3,034,124.28	3,916,267.00	-882,142.72	77.5%

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Midtown Management District
Profit & Loss
January through March 2024

	Jan 24	Feb 24	Mar 24	TOTAL
Ordinary Income/Expense				
Income				
400000 · Revenue - Assessments	2,400,184.25	525,735.09	48,999.30	2,974,918.64
403000 · Other Income	0.00	866.17	2,475.40	3,341.57
404000 · Int Income	13,302.01	19,942.70	22,557.87	55,802.58
406000 · Interest on CD	0.00	0.00	61.49	61.49
Total Income	<u>2,413,486.26</u>	<u>546,543.96</u>	<u>74,094.06</u>	<u>3,034,124.28</u>
Gross Profit	2,413,486.26	546,543.96	74,094.06	3,034,124.28
Expense				
500000 · Security and Public Safety	222,109.29	66,137.21	74,192.18	362,438.68
600000 · Marketing & Economic Developmen	13,773.84	4,380.84	13,039.87	31,194.55
700000 · Urban Planning	0.00	0.00	7,847.60	7,847.60
710000 · Cultural Arts & Entertainment	19,240.01	1,173.78	36,287.63	87,701.42
720000 · Service & Maintenance	34,337.84	35,005.67	51,231.88	120,695.39
730000 · Parking Benefits District	13,262.50	58,675.00	7,500.00	79,437.50
800000 · District Administration	15,100.28	28,175.10	78,553.00	121,882.38
991000 · Special Projects - Board Apprvd	30,000.00	50,000.00	83,750.00	163,750.00
Total Expense	<u>347,877.76</u>	<u>274,667.60</u>	<u>352,402.16</u>	<u>974,947.52</u>
Net Ordinary Income	<u>2,065,608.50</u>	<u>271,876.36</u>	<u>-278,308.10</u>	<u>2,059,176.76</u>
Net Income	<u><u>2,065,608.50</u></u>	<u><u>271,876.36</u></u>	<u><u>-278,308.10</u></u>	<u><u>2,059,176.76</u></u>

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Midtown Management District
Service & Maintenance Use of Funds
January through March 2024

Accrual Basis

	Jan - Mar 24	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Expense				
720000 · Service & Maintenance				
722005 · Baldwin/Glover Park Maintenance				
722051 · Water	0.00	9,000.00	-9,000.00	0.0%
722052 · Electric	1,213.61	3,700.00	-2,486.39	32.8%
722053 · Path Gravel	0.00	18,360.00	-18,360.00	0.0%
722054 · Irrigation repair	0.00	6,113.00	-6,113.00	0.0%
722055 · Landscape Repairs	0.00	30,600.00	-30,600.00	0.0%
722056 · Baldwin/Glover Landscape Contra	5,130.00	20,520.00	-15,390.00	25.0%
722057 · Park Lighting	0.00	12,049.00	-12,049.00	0.0%
722058 · Dog Park Maintenance	0.00	5,100.00	-5,100.00	0.0%
722059 · Fountains	0.00	5,000.00	-5,000.00	0.0%
Total 722005 · Baldwin/Glover Park Maintenance	6,343.61	110,442.00	-104,098.39	5.7%
725000 · Midtown Field Service Prog				
725001 · Field Service TEAM				
Field Service TEAM	93,000.00	372,000.00	-279,000.00	25.0%
Total 725001 · Field Service TEAM	93,000.00	372,000.00	-279,000.00	25.0%
725002 · Graffiti	1,426.64	12,000.00	-10,573.36	11.9%
725003 · Supplies	0.00	612.00	-612.00	0.0%
725004 · Storage	1,524.00	5,400.00	-3,876.00	28.2%
725005 · Seasonal Planting PROW	0.00	20,400.00	-20,400.00	0.0%
725007 · Tree Maintenance	0.00	66,300.00	-66,300.00	0.0%
725008 · Landscaping/Tree Planting	0.00	20,400.00	-20,400.00	0.0%
725009 · Pet Bags	0.00	5,100.00	-5,100.00	0.0%
725015 · Maintenance Expenses	760.00	4,080.00	-3,320.00	18.6%
Total 725000 · Midtown Field Service Prog	99,710.64	506,292.00	-409,581.36	19.1%
726000 · Service Maintenance - Other				
726002 · Art in the Park/Partnership	0.00	6,120.00	-6,120.00	0.0%
726003 · Dark Blocks Programs	0.00	6,120.00	-6,120.00	0.0%
726004 · Street Safety & Bikeway Maint.	0.00	20,400.00	-20,400.00	0.0%
726005 · Pocket Prairies Project	0.00	20,400.00	-20,400.00	0.0%
726010 · SeeClickFix	0.00	11,480.00	-11,480.00	0.0%
726100 · Legacy Maintenance	0.00	382,966.00	-382,966.00	0.0%
726200 · District New Improvement Prgs	0.00	135,003.00	-135,003.00	0.0%
726300 · Legacy & New Improvement Contingency	0.00	75,000.00	-75,000.00	0.0%
Total 726000 · Service Maintenance - Other	0.00	657,489.00	-657,489.00	0.0%
728000 · Staffing	17,641.14	161,665.00	-144,023.86	10.9%
Total 720000 · Service & Maintenance	120,695.39	1,435,888.00	-1,315,192.61	8.4%
Total Expense	120,695.39	1,435,888.00	-1,315,192.61	8.4%
Net Ordinary Income	-120,695.39	-1,435,888.00	1,315,192.61	8.4%
Net Income	-120,695.39	-1,435,888.00	1,315,192.61	8.4%

**Midtown Management District
Urban Planning Use of Funds
January through March 2024**

Accrual Basis

	Jan - Mar 24	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Expense				
700000 · Urban Planning				
702010 · Special Projects				
702025 · Bike Rides	0.00	1,000.00	-1,000.00	0.0%
702030 · Street Safety & Public Realm En	0.00	95,000.00	-95,000.00	0.0%
Total 702010 · Special Projects	0.00	96,000.00	-96,000.00	0.0%
702500 · Planning Studies	0.00	30,000.00	-30,000.00	0.0%
706700 · Staffing	7,847.60	32,965.00	-25,117.40	23.8%
Total 700000 · Urban Planning	7,847.60	158,965.00	-151,117.40	4.9%
Total Expense	7,847.60	158,965.00	-151,117.40	4.9%
Net Ordinary Income	-7,847.60	-158,965.00	151,117.40	4.9%
Net Income	-7,847.60	-158,965.00	151,117.40	4.9%

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**Midtown Management District
Parking Benefits Use of Funds
January through March 2024**

Accrual Basis

	Jan - Mar 24	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Expense				
730000 · Parking Benefits District				
730001 · Parking Benefits District	79,437.50	275,000.00	-195,562.50	28.9%
Total 730000 · Parking Benefits District	79,437.50	275,000.00	-195,562.50	28.9%
Total Expense	79,437.50	275,000.00	-195,562.50	28.9%
Net Ordinary Income	-79,437.50	-275,000.00	195,562.50	28.9%
Net Income	-79,437.50	-275,000.00	195,562.50	28.9%

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Midtown Management District
Marketing & Economic Dev Use of Funds
 January through March 2024

Accrual Basis

	Jan - Mar 24	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Expense				
600000 · Marketing & Economic Developmen				
601000 · Media, Advertising & Promotion				
601007 · Media, Advertising, & Promotion	10,580.02	33,000.00	-22,419.98	32.1%
Total 601000 · Media, Advertising & Promotion	10,580.02	33,000.00	-22,419.98	32.1%
603004 · Resident/.Stake Holder Foc Cmmu	0.00	15,000.00	-15,000.00	0.0%
603005 · Midtown Newspaper	10,183.00	33,400.00	-23,217.00	30.5%
607000 · Midtown eNews	0.00	1,800.00	-1,800.00	0.0%
609003 · Cultural Arts Guide	0.00	9,200.00	-9,200.00	0.0%
609500 · Marketing & Economic Developmen	0.00	3,000.00	-3,000.00	0.0%
609510 · Professional Development	0.00	500.00	-500.00	0.0%
609520 · Marketing - Communications	1,515.00	10,000.00	-8,485.00	15.2%
609700 · Staffing	8,916.53	36,806.00	-27,889.47	24.2%
Total 600000 · Marketing & Economic Developmen	31,194.55	142,706.00	-111,511.45	21.9%
Total Expense	31,194.55	142,706.00	-111,511.45	21.9%
Net Ordinary Income	-31,194.55	-142,706.00	111,511.45	21.9%
Net Income	-31,194.55	-142,706.00	111,511.45	21.9%

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**Midtown Management District
Cultural Arts & Ent. Use of Funds
January through March 2024**

Accrual Basis

	Jan - Mar 24	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Expense				
710000 · Cultural Arts & Entertainment				
710102 · Art Project Sponsorships	6,900.00	15,000.00	-8,100.00	46.0%
710103 · Midtown Mural Project	3,550.00	7,500.00	-3,950.00	47.3%
710105 · Public Art	95.00			
710106 · Art in the Park	15,449.17	70,000.00	-54,550.83	22.1%
710107 · Mistletoe Market	0.00	70,000.00	-70,000.00	0.0%
710108 · Special Events in Bagby Park	12,729.96	58,000.00	-45,270.04	21.9%
710110 · Parks Programming	0.00	30,000.00	-30,000.00	0.0%
710113 · Cultural Arts - Communications	8,786.13	12,000.00	-3,213.87	73.2%
710114 · MidtownHOU Arts Micro Grants	0.00	35,000.00	-35,000.00	0.0%
710116 · Professional Development	0.00	5,000.00	-5,000.00	0.0%
710117 · Membership	0.00	2,500.00	-2,500.00	0.0%
710118 · Grant Consultants	0.00	8,000.00	-8,000.00	0.0%
710119 · Black Heritage Month Event	17,011.99	20,000.00	-2,988.01	85.1%
710700 · Staffing	15,908.45	60,261.00	-48,352.55	24.8%
710000 · Cultural Arts & Entertainment - Other	7,270.72			
Total 710000 · Cultural Arts & Entertainment	87,701.42	397,261.00	-309,559.58	22.1%
Total Expense	87,701.42	397,261.00	-309,559.58	22.1%
Net Ordinary Income	-87,701.42	-397,261.00	309,559.58	22.1%
Net Income	87,701.42	-397,261.00	309,559.58	22.1%

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**Midtown Management District
Security & Public Safety Use of Funds
January through March 2024**

Accrual Basis

	Jan - Mar 24	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Expense				
500000 · Security and Public Safety				
501000 · Street Lighting - Electricity	0.00	50,000.00	-50,000.00	0.0%
502000 · Enhancement Public Safety				
502011 · Harris County Precinct 7	116,400.00	473,407.00	-357,007.00	24.6%
502012 · S.E.A.L. Security Program	58,747.85	372,980.00	-314,232.15	15.8%
502014 · SEARCH {Homeless Services}	6,272.14	65,300.00	-59,027.86	9.6%
502015 · HPD Homeless Outreach Team	70,000.00	70,000.00	0.00	100.0%
502016 · Directed Enforcement	75,000.00	63,500.00	11,500.00	118.1%
Total 502000 · Enhancement Public Safety	326,419.99	1,045,187.00	-718,767.01	31.2%
504000 · Security Coordinator	290.75	2,500.00	-2,209.25	11.6%
507000 · Street Outage Survey	467.50	3,000.00	-2,532.50	15.6%
508000 · Public Safety Light Program	0.00	15,000.00	-15,000.00	0.0%
509000 · National Night Out	0.00	8,500.00	-8,500.00	0.0%
509001 · Coffee with a Cop	0.00	2,000.00	-2,000.00	0.0%
509500 · Public Safety Parks Program	0.00	6,000.00	-6,000.00	0.0%
509555 · Public Safety Communications	250.00	3,000.00	-2,750.00	8.3%
509560 · Professional Development	0.00	5,000.00	-5,000.00	0.0%
509700 · Staffing	34,860.44	153,000.00	-118,139.56	22.8%
500000 · Security and Public Safety - Other	150.00	150.00	0.00	100.0%
Total 500000 · Security and Public Safety	362,438.68	1,293,246.00	-930,807.32	28.0%
Total Expense	362,438.68	1,293,246.00	-930,807.32	28.0%
Net Ordinary Income	362,438.68	-1,293,246.00	930,807.32	28.0%
Net Income	362,438.68	-1,293,246.00	930,807.32	28.0%

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**Midtown Management District
Special Projects Use of Funds
January through March 2024**

Accrual Basis

	Jan - Mar 24	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Expense				
991000 · Special Projects - Board Apprvd				
991100 · Security & Public Safety				
991110 · Spec. Proj - Direct Enforcement	0.00	227,000.00	-227,000.00	0.0%
991120 · Spec. Proj - HPD Hot Supplement	30,000.00	30,000.00	0.00	100.0%
991130 · Spec. Proj - Fleet Vehicles HPD	50,000.00	50,000.00	0.00	100.0%
991140 · Spec. Proj - License Plate Read	83,750.00	160,000.00	-76,250.00	52.3%
Total 991100 · Security & Public Safety	163,750.00	467,000.00	-303,250.00	35.1%
991200 · Marketing and Economic Dev				
991210 · Spec. Proj - New Website	0.00	75,000.00	-75,000.00	0.0%
Total 991200 · Marketing and Economic Dev	0.00	75,000.00	-75,000.00	0.0%
991300 · Urban Planning				
991310 · Spec. Proj - Sidewalks & Curbs	0.00	165,000.00	-165,000.00	0.0%
Total 991300 · Urban Planning	0.00	165,000.00	-165,000.00	0.0%
991400 · Cultural Arts & Ent				
991410 · Spec. Proj - New 5 Yr MastPlan	0.00	60,000.00	-60,000.00	0.0%
991420 · Spec. Proj - Temp Public Art	0.00	200,000.00	-200,000.00	0.0%
Total 991400 · Cultural Arts & Ent	0.00	260,000.00	-260,000.00	0.0%
991500 · Service & Maintenance				
991510 · Spec. Proj - Legacy Repair Heav	0.00	750,000.00	-750,000.00	0.0%
Total 991500 · Service & Maintenance	0.00	750,000.00	-750,000.00	0.0%
Total 991000 · Special Projects - Board Apprvd	163,750.00	1,717,000.00	-1,553,250.00	9.5%
Total Expense	163,750.00	1,717,000.00	-1,553,250.00	9.5%
Net Ordinary Income	-163,750.00	-1,717,000.00	1,553,250.00	9.5%
Net Income	-163,750.00	-1,717,000.00	1,553,250.00	9.5%

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**Midtown Management District
District Administration Use of Funds**

Accrual Basis

January through March 2024

	Jan - Mar 24	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Expense				
800000 · District Administration				
802000 · Legal Counsel	19,312.50	112,500.00	-93,187.50	17.2%
802040 · Public Hearing Service Plan	22,996.75	175,000.00	-152,003.25	13.1%
802042 · Public Information Request	0.00	5,000.00	-5,000.00	0.0%
803000 · Accounting & Auditing Expense	0.00	17,000.00	-17,000.00	0.0%
804000 · Insurance Expense				
804003 · Director's & Officers Insurance	0.00	6,000.00	-6,000.00	0.0%
804004 · General Liability	0.00	10,000.00	-10,000.00	0.0%
804005 · Insurance - other	0.00	5,000.00	-5,000.00	0.0%
Total 804000 · Insurance Expense	0.00	21,000.00	-21,000.00	0.0%
805000 · Assessment Collection Costs				
805120 · Collection Costs	16,210.88	60,000.00	-43,789.12	27.0%
Total 805000 · Assessment Collection Costs	16,210.88	60,000.00	-43,789.12	27.0%
806000 · General Operating/Admin. Exp.				
806004 · Bank Service Charge	443.70	500.00	-4,556.30	8.9%
806005 · Gen. Operating/Admin. Expenses	0.00	10,000.00	-10,000.00	0.0%
806006 · District Cell Phone & Tablets	0.00	4,320.00	-4,320.00	0.0%
Total 806000 · General Operating/Admin. Exp.	443.70	19,320.00	-18,876.30	2.3%
807000 · Board Meeting & Misc. Exp.				
807001 · Board/Committee Mtgs/Misc Exp	288.75	19,500.00	-19,211.25	1.5%
Total 807000 · Board Meeting & Misc. Exp.	288.75	19,500.00	-19,211.25	1.5%
809000 · Administration Expense	2,629.60	345,000.00	-282,370.20	18.2%
Total 800000 · District Administration	121,882.38	774,320.00	-652,437.62	15.7%
Total Expense	121,882.38	774,320.00	-652,437.62	15.7%
Net Ordinary Income	121,882.38	-774,320.00	652,437.62	15.7%
Net Income	-121,882.38	-774,320.00	652,437.62	15.7%

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Midtown Management District

Check Detail Report

As of April 24, 2024

Type	Date	Num	Name	Memo	Amount
10000 · Operating Funds					
106010 · Wells Fargo Checking Acct 3339					
Bill Pmt -Che...	04/01/2024		CLEARING VENDOR	QuickBooks generated zero amount transaction for bill payment stub	0.00
Bill Pmt -Che...	04/01/2024		Midtown Redevelopment Aut...	QuickBooks generated zero amount transaction for bill payment stub	0.00
Bill Pmt -Che...	04/01/2024		smc Logistics, LLC	QuickBooks generated zero amount transaction for bill payment stub	0.00
Bill Pmt -Che...	04/02/2024	10083	Houston Police Department	Vagrant, Noise, and Crime Reduction Initiative February 2024	-45,000.00
Bill Pmt -Che...	04/02/2024	10084	Burney & Foreman		-12,000.00
Bill Pmt -Che...	04/02/2024	10085	Goode Technology Group, Inc.	TECH work --- Parking Benefit District Advisory Committee Mtg January 11,...	-312.50
Bill Pmt -Che...	04/02/2024	10086	Kwik Kopy	Reimagine Midtown 5 x 7 Postcards March 2024	-449.00
Bill Pmt -Che...	04/02/2024	10087	Metropolitan Landscape Man...	Monthly Maintenance Agrmt BALDWIN & GLOVER Parks --FEB SERVICES ...	-1,710.00
Bill Pmt -Che...	04/02/2024	10088	SEAL Security Solutions LLC	Commissioned Security Officers with Vehicle and Occassional K-9 - Mistletoe...	-2,520.00
Bill Pmt -Che...	04/02/2024	10089	smc Logistics, LLC	Field Maintenance Services in Midtown -February 2024	-31,000.00
Bill Pmt -Che...	04/02/2024	10113	Reliant Energy	VOID:	0.00
Bill Pmt -Che...	04/02/2024	10090	Harris County Treasurer	INV #PS042024191 Constable Services for MAY 2024	-38,800.00
Bill Pmt -Che...	04/02/2024	10091	Kwik Kopy		-2,149.00
Bill Pmt -Che...	04/02/2024	10092	One World Strategy Group LLC	Service & Improvement Plan - March 2024	-3,956.25
Bill Pmt -Che...	04/02/2024	10093	SEAL Security Solutions LLC	February 1- 29, 2024 - Commissioned Security Officers with Vehicle and Occ...	-27,528.20
Bill Pmt -Che...	04/02/2024	10114	Houston Bike Share	VOID: Quarterly Service 2024	0.00
Bill Pmt -Che...	04/02/2024	10094	Medley Incorporated	Event Support: Duke Ellington & Art in the Park 2024	-9,180.00
Bill Pmt -Che...	04/02/2024	10095	Exquisite Details By Raquel	Pop Up on The Plaza 03.07.2024	-690.00
Bill Pmt -Che...	04/02/2024	10115	Lauren Luna Art	Art in the Park April 20, 2024	-500.00
Bill Pmt -Che...	04/02/2024	10096	Metropolitan Landscape Man...	Monthly Maintenance Agrmt BALDWIN & GLOVER Parks --MARCH SERVIC...	-1,710.00
Bill Pmt -Che...	04/02/2024	10097	Michelle Ashton	Communcation Consultant: Execute communication task 03.16 - 03.29.2024	-465.00
Bill Pmt -Che...	04/02/2024	10116	Shawn Artis	2024 ART IN THE PARK APRIL 20, 2024	-300.00
Bill Pmt -Che...	04/02/2024	10117	Viking Fence Co., Ltd	VOID: Handwash Station Handicapped Unit	0.00
Bill Pmt -Che...	04/02/2024	10118	WASHAMERICA	Clean Up for Art in the Park April 20, 2024	-2,205.00
Bill Pmt -Che...	04/02/2024	10098	DJ MAV HOLDINGS	ART IN THE PARK APRIL 20, 2024	-3,275.00
Bill Pmt -Che...	04/02/2024	10099	Flock Group, Inc	Special Projects March 2024	-83,750.00
Bill Pmt -Che...	04/02/2024	10100	Houston Bike Share	Quarterly Service & Maintenance January & February 2024	-5,000.00
Check	04/03/2024	10101	GOERGE O GAMBLE	81 135 058 0000008 PROPERTY TAX OVERAGE PAYMENT: 1405 Isabell...	-286.33
Check	04/03/2024	10102	DTA Middle LLC	81 114 588 0000022 PROPERTY TAX OVERAGE PAYMENT: 2016 Main S...	-63.33
Check	04/03/2024	10103	Corelogic Tax Services LLC	GEOID: 81 128 9500001 0007	-8.56
Check	04/03/2024	10104	Pierre Herbert Jr	GEOID: 81 144 5540000001	-685.96
Bill Pmt -Che...	04/03/2024	10105	Houston Bike Share	Quarterly Service & Maintenance March, April, May 2024	-7,500.00
Bill Pmt -Che...	04/03/2024	10106	Equi-Tax, Inc.	Monthly Fee contract for Assessment Collection:--- April 2024	-2,955.03
Bill Pmt -Che...	04/03/2024	10107	Christopher Robinson	March Month Marketing Sign Wrap Design - Title (Midtown Houston Mural -Ja...	-1,200.00
Bill Pmt -Che...	04/09/2024	10108	Acme Party & Tent Rental	"2023 Art in the Park Market" TENTS/TABLES/UMBRELLAS RENTALS	-443.03
Bill Pmt -Che...	04/09/2024	10109	Jaime Giraldo	March 2024	-131.74
Bill Pmt -Che...	04/09/2024	10110	Janice Evans-Davis	Video Production April 2024	-2,250.00
Bill Pmt -Che...	04/09/2024	10111	Underground Plans Art Studi.	Planters Rental Payment FEB 24	-3,675.00
Bill Pmt -Che...	04/09/2024	10112	XTICKERS DESIGN	Survey Services March 2024	-95.00
Bill Pmt -Che...	04/16/2024	10119	Medley Incorporated	March 2024 Retainer: General Marketing, Social Media Services, Communic...	-10,497.47
Bill Pmt -Che...	04/16/2024	10120	Darla Lovett	Art in the Park April 2024	-300.00
Bill Pmt -Che...	04/16/2024	10121	Krafti Design	Art in the Park 04.20.2024	-125.00
Bill Pmt -Che...	04/16/2024	10122	Michelle Ashton	Communcation Consultant: Execute communication task 03.30 - 04.12.2024	-360.00
Bill Pmt -Che...	04/16/2024	10123	Mind Design Group, Inc.	Design: Art in the Park April 2024	-1,360.00
Bill Pmt -Che...	04/16/2024	10124	New Orleans Hustlers Brass ...	VOID: Art in the Park - Deposit 04.20.2024	0.00
Bill Pmt -Che...	04/16/2024	10125	One World Strategy Group LLC	Service & Improvement Plan - April 2024	-3,956.25
Bill Pmt -Che...	04/16/2024	10126	TEXAS for the Arts	TFA Annual Membership Renewal, Organization Benefactor Level	-2,500.00
Bill Pmt -Che...	04/16/2024	10127	CRAIG CARTER	2024 Arts in the Park {Virtual Chalk on the Block Event April 20, 2024} - Chal...	-300.00
Bill Pmt -Che...	04/16/2024	10128	First Response Medic Services	Art in the Park -7 Hours-1 Medic April 20, 2024	-322.00
Bill Pmt -Che...	04/16/2024	10129	Kenneth Pierson	Art in the Park April 2024	-300.00
Bill Pmt -Che...	04/16/2024	10130	Kynetta Moore	Event Management Invoice 3 of 3 April 20, 2024	-1,500.00
Bill Pmt -Che...	04/16/2024	10131	Morgan Newton	ART IN THE PARK - April 2024	-300.00
Bill Pmt -Che...	04/16/2024	10132	Sonya R. Hill	Art in the Park April 2024	-300.00
Bill Pmt -Che...	04/18/2024	10133	Infante Creations LLC	Art in the Park decorations Delivery, setup & Strike 4/20	-1,440.00
Bill Pmt -Che...	04/18/2024	10134	Kynetta Moore	Assist Art Market Vendors with tent setup Invoice 1 of 1 April 20, 2024	-500.00
Bill Pmt -Che...	04/18/2024	10135	Single Source Events, LLC	Art in Park 2024 Delivery, Pick up & Event 4/20/24	-3,485.50
Bill Pmt -Che...	04/18/2024	10136	New Orleans Hustlers Brass ...	Art in the Park - Full performance fee 04.20.2024	-1,000.00
Bill Pmt -Che...	04/23/2024	10138	Melaine Rodriguez	Staff Support for "Art in the Park" event held on April 20, 2024	-130.00
Bill Pmt -Che...	04/23/2024	10139	Always in Season Decorating ...	Public Safety Light Program---April 2024	-5,766.19
Bill Pmt -Che...	04/23/2024	10140	Bonnie L. Blue	Art in the Park {Art Car performance}, April 20, 2024	-300.00
Bill Pmt -Che...	04/23/2024	10141	Bryan J. Ross	Distribution of Art in the Park April 2024	-250.00
Bill Pmt -Che...	04/23/2024	10142	Judi Messina	Art Car - JAMobile Exhibit - April 20, 2024	-300.00
Bill Pmt -Che...	04/23/2024	10143	Kwik Kopy		-984.00
Bill Pmt -Che...	04/23/2024	10144	Kynetta Moore	Sound Permit Fee April 20, 2024	-39.48
Bill Pmt -Che...	04/23/2024	10145	Paul Marvin McRae	Ribbons Artcar April 20,2024	-300.00
Check	04/24/2024	10146	Jalisa Hurst	Expense Reimbursement: Art in the Park April 2024	-26.26
Total 106010 · Wells Fargo Checking Acct 3339					-328,436.08
Total 10000 · Operating Funds					-328,436.08
TOTAL					-328,436.08

**Midtown Management District
Lawsuit and Arbitration Status Summary as of 04/05/2024**

Jur 953

Summary

For Tax Years 2005-2024, for the period of June 2009 through April 05, 2024

Settled

9,412,976,981	Original value of Settled accounts as of 04/05/2024
1,620	Number of Settled accounts as of 04/05/2024
941,550,775	Reduction in value of Settled accounts
10.00%	Average % reduction in value of Settled accounts

Unsettled

1,746,936,980	Original value of Unsettled accounts as of 04/05/2024
142	Number of Unsettled accounts as of 04/05/2024

0.118% Tax rate per \$100 valuation

\$206,369	Estimated reduction in assessment on 142 Unsettled accounts, based on 10.00% average
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Midtown Management District
Lawsuit and Arbitration Status Detail as of 04/05/2024

Jur 953

Tax Year	CAD Account No.	Owner Name	ARB Hearing Value	Assessment Collected	Cause Number	Date Received from HCAD	Settled Value	Reduction in Assessment	% Reduction in Assessment	Date Designation Form Sent	Date Refund Notice Sent to Bkpr
Tax Year 2014											
Settled											
Tax Year 2014	1200170010008	Kozadinos Interest Ltd	2,152,163	\$2,541.70	2014-67626	10/4/2018	1,850,000	\$356.85	14.04%	10/16/2018	10/29/2018
			483,436,800				437,926,568				
			67								
Unsettled											
Tax Year 2014	1226500010001	MRI Midtown Ltd	17,877,930	\$21,113.84	2019-74139				0.00%		
Tax Year 2014	Total	Unsettled Accounts, original value	17,877,930								
Tax Year 2014	Total	Unsettled Accounts, number of accounts	1								

Tax Year 2015											
Settled											
Tax Year 2015	0130760120011	Cweren G & J	175,100	\$206.79	2019-70515	5/24/2021	140,000	\$41.45	20.04%	5/26/2021	6/28/2021
			457,058,556				403,664,341				
			71								
Unsettled											
Tax Year 2015	1226500010001	MRI Midtown Ltd	20,000,000	\$23,000.00	2019-74139				0.00%		
Tax Year 2015	Total	Unsettled Accounts, original value	20,000,000								
Tax Year 2015	Total	Unsettled Accounts, number of accounts	1								

Tax Year 2018											
Settled											
Tax Year 2018	1145880010001	2016 Main Owners Association Inc	610,680	\$721.21	2018-73360	11/30/2023	610,680	\$0.00	0.00%	NA	NA
			705,119,991				647,781,065				
			116								
Unsettled											
Tax Year 2018	1226500010001	MRI Midtown Ltd	20,473,159	\$24,178.80	2019-74139				0.00%		
Tax Year 2018	Total	Unsettled Accounts, original value	20,473,159								
Tax Year 2018	Total	Unsettled Accounts, number of accounts	1								

Tax Year 2019											
Settled											
Tax Year 2019	0021780000001	AJM Marketing Services LLC	2,056,371	\$2,428.57	2019-73610	7/7/2023	1,922,500	\$158.10	6.51%	7/20/2023	9/1/2023
Tax Year 2019	1226500010001	MRI Midtown Ltd	20,473,159	\$24,178.50	2019-66546	4/5/2024	18,400,000	\$2,448.40	10.13%	4/22/2024	
Tax Year 2019	1226500020001	Carolyn F Jackson Family Partnership	2,868,909	\$3,388.18	2019-66546	4/5/2024	2,600,000	\$317.58	9.37%	4/22/2024	
			655,082,865				598,878,407				
			89								
Unsettled											

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Tax Year 2019	1398700010001	4001 Main LP	3,115,440	\$3,679.33	2019-72499				0.00%		
Tax Year 2019	Total	Unsettled Accounts, original value	3,115,440								
Tax Year 2019	Total	Unsettled Accounts, number of accounts	1								

Tax Year 2020

Settled

Tax Year 2020	0330110000008	2416 Brazos LLC	1,175,385	\$1,388.13	2020-5571	3/23/2023	1,150,000	\$29.98	2.16%	11/15/2023	12/28/2023
Tax Year 2020	1393240010001	2416 Brazos LLC	3,525,000	\$4,163.02	2020-73571	11/15/2023	3,150,000	\$442.87	10.64%	11/15/2023	12/28/2023
Tax Year 2020	1200170010008	Kozadinos Interest Ltd	3,001,314	\$3,544.55	2020-57407	12/8/2023	2,855,000	\$172.79	4.87%	12/21/2023	1/31/2024
Tax Year 2020	1226500010001	MRI Midtown Ltd	24,500,000	\$28,934.50	2020-53212	4/5/2024	19,375,000	\$6,052.62	20.92%	4/22/2024	
Tax Year 2020	1226500020001	Carolyn F Jackson Family Partnership Ltd	2,767,272	\$3,268.15	2020-5512	4/5/2024	2,625,000	\$168.03	5.14%	4/22/2024	
			1,272,021,661				1,142,613,991				
			119								

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Tax Year	CAD Account No.	Owner Name	ARB Hearing Value	Assessment Collected	Cause Number	Date Received from HCAD	Settled Value	Reduction in Assessment	% Reduction in Assessment	Date Designation Form Sent	Date Refund Notice Sent to Bkpr
Unsettled											
Tax Year 2020	Total	Unsettled Accounts, original value	0								
Tax Year 2020	Total	Unsettled Accounts, number of accounts	0								

Tax Year 2021

Settled											
Tax Year 2021	022056000003	Smith Harry Leonard	1,540,000	\$1,454.99	2021-48293	12/8/2023	1,422,450	\$111.06	7.63%	12/21/2023	1/31/2024
Tax Year 2021	022056000013	Smith Harry Leonard	164,750	\$155.66	2021-48293	12/8/2023	164,750	\$0.00	0.00%	NA	NA
Tax Year 2021	0130770000011	WWBD LP	1,911,096	\$2,257.00	2021-68378	12/8/2023	1,750,000	\$190.25	8.43%	12/21/2023	1/31/2024
Tax Year 2021	0330080000009	Macey Louis & Trustee	1,298,370	\$1,533.37	2021-70960	12/8/2023	1,135,000	\$192.93	12.58%	12/21/2023	1/31/2024
Tax Year 2021	0190370000009	2300 Fannin Ltd	3,421,606	\$4,040.92	2021-51496	2/2/2024	3,383,000	\$45.60	1.13%	2/8/2024	3/1/2024
Tax Year 2021	0190400000001	2300 Fannin Ltd	1,428,836	\$1,687.46	2021-51496	2/2/2024	1,150,000	\$329.31	19.52%	2/8/2024	3/1/2024
Tax Year 2021	0190400000003	2300 Fannin Ltd	2,180,525	\$2,575.20	2021-51496	2/2/2024	1,150,000	\$1,217.05	47.26%	2/8/2024	3/1/2024
Tax Year 2021	1226500010001	MRI Midtown Ltd	22,775,068	\$26,897.36	2021-51800				0.00%		
Tax Year 2021	1226500020001	Carolyn F Jackson Family Partnership Ltd	3,072,163	\$3,600.00	2021-51800				0.00%		
			1,436,355,030				1,276,786,723				
			201								

Unsettled											
Tax Year 2021	Total	Unsettled Accounts, original value	0								
Tax Year 2021	Total	Unsettled Accounts, number of accounts	0								

Tax Year 2022

Settled											
Tax Year 2022	1282740010001	TAG TBD LLC	791,940	\$5,659.32	2022-42620				0.00%		
Tax Year 2022	0192240000001	Strings Prop LLC	4,000,000	\$6,085.40	2022-50936	11/3/2023	4,000,000	\$1,361.40	22.37%	11/15/2023	12/28/2023
Tax Year 2022	0250250000009	TV Prop LLC	300,000	\$374.82	2022-50936	11/3/2023	300,000	\$20.52	5.47%	11/15/2023	12/28/2023
Tax Year 2022	0250280000004	Ben Wah Prop LLC	825,000	\$1,030.14	2022-50936	11/3/2023	825,000	\$55.82	5.42%	11/15/2023	12/28/2023
Tax Year 2022	0152380000002	2100 Milam LLC	990,000	\$1,345.56	2022-51085	11/3/2023	990,000	\$176.37	13.11%	11/15/2023	12/28/2023
Tax Year 2022	0021350000001	2000 Crawford Property LLC	10,144,000	\$5,962.63	2022-67508	11/3/2023	10,144,000	\$783.70	13.14%	11/15/2023	12/28/2023
Tax Year 2022	0220560000003	Smith Harry Leonard	1,526,594	\$1,600.49	2021-48293	12/8/2023	1,526,594	\$158.16	9.88%	12/21/2023	1/31/2024
Tax Year 2022	0220560000013	Smith Harry Leonard	181,225	\$171.22	2021-48293	12/8/2023	181,225	\$0.00	0.00%	NA	NA
Tax Year 2022	1217650010001	Randalls Properties Inc	7,800,000	\$11,819.20	2022-52629	12/8/2023	7,800,000	\$2,607.40	22.06%	12/21/2023	12/28/2023
Tax Year 2022	0060610000001	Copesetic Holdings LTD	1,825,000	\$2,513.17	2022-66252	12/8/2023	1,825,000	\$357.85	14.24%	12/21/2023	1/31/2024
Tax Year 2022	0330080000009	Macey Louis & Trustee	1,135,000	\$1,552.37	2022-73045	12/8/2023	1,135,000	\$211.93	13.65%	12/21/2023	1/31/2024
Tax Year 2022	0191910000004	Leen Salam Inc	935,000	\$1,236.46	2022-73796	12/8/2023	935,000	\$132.22	10.69%	12/21/2023	1/31/2024
Tax Year 2022	0130770000011	WWBD LP	1,900,000	\$2,513.39	2022-80631	12/8/2023	1,900,000	\$269.49	10.72%	12/21/2023	1/31/2024
Tax Year 2022	0190370000009	2300 Fannin LTD	3,383,000	\$4,049.61	2022-50897	1/12/2024	3,383,000	\$54.29	1.34%	2/8/2024	3/1/2024
Tax Year 2022	0190400000001	2300 Fannin LTD	1,185,000	\$1,708.65	2022-50897	1/12/2024	1,185,000	\$309.17	18.09%	2/8/2024	3/1/2024
Tax Year 2022	0190400000003	2300 Fannin LTD	1,185,000	\$2,612.52	2022-50897	1/12/2024	1,185,000	\$1,213.04	46.43%	2/8/2024	3/1/2024
Tax Year 2022	1387230010001	Pearl Residences at Midtown Owner LLC	51,100,000	\$72,030.04	2022-51519	2/2/2024	51,100,000	\$11,680.94	16.22%	2/8/2024	3/1/2024
Tax Year 2022	1387230020001	Pearl Marketplace at Midtown Owner LLC	21,900,000	\$26,711.54	2022-51519	2/2/2024	21,900,000	\$847.64	3.17%	2/8/2024	3/1/2024
Tax Year 2022	1262200010001	Basile Houston LLC	6,675,000	\$8,064.75	2022-56578	2/2/2024	6,675,000	\$181.57	2.25%	Received	3/1/2024
Tax Year 2022	1258310010001	Midtown Scouts Square Property LP		\$5,250.29	2022-57493				0.00%		
Tax Year 2022	0191430000007	3100 Fannin Realty LTD	771,575	\$0.00	2022-60167	1/12/2024	771,575	\$0.00	0.00%	NA	NA

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Tax Year	CAD Account No.	Owner Name	ARB Hearing Value	Assessment Collected	Cause Number	Date Received from HCAD	Settled Value	Reduction in Assessment	% Reduction in Assessment	Date Designation Form Sent	Date Refund Notice Sent to Bkpr
Tax Year 2022	0191440000005	3100 Fannin Purchase Company LLC	1,179,845	\$1,393.40	2022-60167	1/12/2024	990,000	\$224.21	16.09%	Received	3/1/2024
Tax Year 2022	0191460000014	3100 Fannin Realty LTD	4,724,805	\$5,579.99	2022-60167	1/12/2024	3,850,000	\$1,033.14	18.52%	Received	3/1/2024
Tax Year 2022	0190350000001	2505 Fannin LTD	642,120	\$758.34	2022-64843	3/1/2024	530,000	\$132.41	17.46%	3/20/2024	4/24/2024
Tax Year 2022	0190350000005	2505 Fannin LTD	1,147,500	\$1,355.20	2022-64843	3/1/2024	880,000	\$315.92	23.31%	3/20/2024	4/24/2024
Tax Year 2022	0190350000006	2505 Fannin LTD	4,390,293	\$5,184.94	2022-64843	3/1/2024	3,800,000	\$697.14	13.45%	3/20/2024	4/24/2024
Tax Year 2022	0130720000001	San Jacinto Apartments LLC	2,027,547	\$2,394.53	2022-65419	1/1/2024	1,865,000	\$191.97	8.02%	3/20/2024	4/24/2024
Tax Year 2022	1226500010001	MRI Midtown LTD	23,360,816	\$27,589.12	2022-51509	4/5/2024	20,500,000	\$3,378.62	12.25%	4/22/2024	
Tax Year 2022	1226500020001	Carolyn F Jackson Family Partnership LTD	3,317,542	\$3,918.02	2022-51509	4/5/2024	2,950,000	\$434.07	11.08%	4/22/2024	
Tax Year 2022	0250100000001	Cloudbreak Houston LLC	4,421,246	\$5,221.49	2022-51509	4/5/2024	4,100,000	\$817.32	15.65%	4/22/2024	
			1,562,877.573				1,390,404,749				
			177								

Unsettled											
Tax Year 2022	0191900000006	Cohen Jay H	926,400		2022-20072					#DIV/0!	
Tax Year 2022	0022630020001	H Midtown LP	44,788,659	\$52,895.41	2022-6037				0.00%		
Tax Year 2022	0132700010001	2900 Milam Partners LTD	41,869,626	\$49,448.03	2022-51506				0.00%		
Tax Year 2022	0132700040001	Pearl Midtown LTD	30,060,182	\$35,501.07	2022-51520				0.00%		
Tax Year 2022	0021780000001	Aim Marketing Services LLC	2,681,804	\$3,211.21	2022-61482				0.00%		
Tax Year 2022	1331360010001	Travis Street Plaza LP	5,997,229	\$7,082.71	2022-60837				0.00%		
Tax Year 2022	1282740010001	TAG TBD LLC	4,791,973	\$5,593.21	2022-65874				0.00%		
Tax Year 2022	0190900000005	TND Investments LLC Inc	1,348,470	\$1,625.51	2022-68385				0.00%		
Tax Year 2022	0190330000004	Roesch Sonja	1,200,000	\$1,200.00	2022-70202				0.00%		
Tax Year 2022	0130760120011	Current Owner	36,000	\$30.00	2022-01543				0.00%		
Tax Year 2022	Total	Unsettled Accounts, original value	5,961,182								
Tax Year 2022	Total	Unsettled Accounts, number of accounts									

Tax Year 2023

Settled											
Tax Year 2023	0250330000001	Travis Street Corner LLC	1,606,360	\$0.00	101-23-001807	11/3/2023	1,600,000	Amount Due	0.00%	25.25(b)	N/A
Tax Year 2023	0250330000007	Travis Street Corner LLC	1,834	\$0.00	101-23-001807	11/3/2023	470,000	Amount Due	0.00%	25.25(b)	N/A
Tax Year 2023	0250330000013	Travis Street Corner LLC	36,206	\$0.00	101-23-001807	11/3/2023	495,000	Amount Due	0.00%	25.25(b)	N/A
Tax Year 2023	1380850010001	A & M Autohaus	2,577,021	\$0.00	101-23-002043	11/3/2023	2,425,000	Amount Due	0.00%	25.25(b)	N/A
Tax Year 2023	1398890010001	Waugh Sarah	643,527	\$0.00	101-23-002749	11/3/2023	625,000	Amount Due	0.00%	25.25(b)	N/A
Tax Year 2023	0081910000001	2303 MT LLC	3,764,298	\$0.00	101-23-002544	12/8/2023	3,500,000	Amount Due	0.00%	25.25(b)	N/A
Tax Year 2023	1385670010001	Smith Howard F III Howard Smith Company	4,158,233	\$4,910.87	101-23-003003	12/8/2023	3,600,000	\$659.27	13.42%	25.25(b)	1/31/2024
Tax Year 2023	0190280000007	Dennis Austin LLC	496,715	\$586.62	101-23-003190	12/8/2023	445,000	\$61.08	10.41%	25.25(b)	1/31/2024
Tax Year 2023	1215900010010	Dechant Stephen C	603,336	\$712.54	101-23-003381	12/8/2023	520,000	\$98.42	13.81%	25.25(b)	1/31/2024
Tax Year 2023	0190390000005	2415 Main LLC	1,581,649	\$0.00	101-23-003869	12/8/2023	1,490,000	Amount Due	0.00%	25.25(b)	1/31/2024
Tax Year 2023	0250230000009	401 Richmond LLC	1,842,505	\$0.00	101-23-004014	12/8/2023	1,575,000	Amount Due	0.00%	25.25(b)	N/A
Tax Year 2023	1217650010001	Randalls Properties Inc	10,825,950	\$0.00	2023-40731	12/8/2023	8,000,000	Amount Due	0.00%	Received	N/A
Tax Year 2023	0152380000001	Boyd Linda C	1,346,627	\$1,590.37	2023-53377	1/12/2024	1,100,100	\$291.15	18.31%	2/2/2024	3/1/2024
Tax Year 2023	1386370010001	Atma At McGowen LLC	1,624,935	\$0.00	101-23-002853	1/12/2024	1,540,000	Amount Due	0.00%	25.25(b)	N/A
Tax Year 2023	0190170000004	ND Interests LLC	406,250	\$479.78	101-23-004084	1/12/2024	375,000	\$36.90	7.69%	25.25(b)	3/1/2024
Tax Year 2023	0021420000003	We 66 Midtown LLC	1,653,505	\$0.00	101-23-004370	1/12/2024	1,575,000	Amount Due	0.00%	25.25(b)	N/A
Tax Year 2023	0190850000012	2808 Caroline LLC	4,885,456	\$5,769.72	101-23-004375	1/12/2024	4,550,000	\$396.17	6.87%	25.25(b)	3/1/2024
Tax Year 2023	0152370000001	Smith St Office LLC	3,283,161	\$3,424.90	101-23-004385	1/12/2024	2,900,000	\$0.00	0.00%	25.25(b)	N/A
Tax Year 2023	0250280000005	Alabama Center LLC	2,252,322	\$2,659.99	101-23-004730	1/12/2024	2,148,500	\$122.61	4.61%	25.25(b)	3/1/2024

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Tax Year 2023	025023000005	401 Richmond LLC	1,430,510	\$1,689.43	101-23-004890	1/12/2024	1,285,000	\$171.85	10.17%	25.25(b)	3/1/2024
Tax Year 2023	1387260030013	Nguyen Vincent	368,500	\$435.20	101-23-005975	1/12/2024	350,000	\$21.85	5.02%	25.25(b)	3/1/2024
Tax Year 2023	0190370000009	2300 Fannin Ltd	3,414,402	\$4,032.41	2023-53892	1/12/2024	3,383,000	\$37.09	0.92%	2/2/2024	3/1/2024
Tax Year 2023	0190400000001	2300 Fannin Ltd	1,458,241	\$1,722.18	2023-53892	1/12/2024	1,225,000	\$275.46	15.99%	2/2/2024	3/1/2024
Tax Year 2023	0190400000003	2300 Fannin Ltd	2,281,194	\$2,694.09	2023-53892	1/12/2024	1,225,000	\$1,247.37	46.30%	2/2/2024	3/1/2024
Tax Year 2023	0220560000003	Smith Harry Leonard	1,863,400		101-23-005107				#DIV/0!	25.25(b)	
Tax Year 2023	0021700000009	1701 Webster Ltd	2,200,528	\$2,598.82	101-23-005349	2/2/2024	1,900,000	\$354.92	13.66%	25.25(b)	3/1/2024
Tax Year 2023	0021520000014	1701 Webster Ltd	1,701,947	\$2,010.00	101-23-005349	2/2/2024	1,525,000	\$208.98	10.40%	25.25(b)	3/1/2024
Tax Year 2023	0021510000007	Webster-Chenevert Ltd	3,262,538	\$2,790.16	101-23-005366	2/2/2024	2,300,000	\$73.86	2.65%	25.25(b)	3/1/2024
Tax Year 2023	0250010210014	4411 Fannin LLC	370,685	\$437.78	101-23-005594	2/2/2024	348,880	\$25.75	5.88%	25.25(b)	3/1/2024
Tax Year 2023	1192590010003	Sherman Way Midtown Property LLC Et Al	47,978,196	\$56,662.25	101-23-42150	3/1/2024	43,200,000	\$5,643.05	9.96%	3/20/2024	4/24/2024
Tax Year 2023	1390260010001	4600 Main Street Housting LP	1,698,125	\$2,005.49	2023-49900	3/1/2024	1,450,000	\$293.04	14.61%	3/20/2024	4/24/2024
Tax Year 2023	1300540010001	Central Bank	5,963,965	\$7,043.44	2023-51278	3/1/2024	5,350,000	\$725.09	10.29%	3/20/2024	4/24/2024
Tax Year 2023	1357270010002	Wong Deran Yuwei & Tianbeng	586,109	\$553.76	2023-51138	3/1/2024	565,000	\$19.95	3.60%	3/20/2024	4/24/2024
Tax Year 2023	0190890000003	Bap 2800 LLC	2,048,741	\$2,419.56	2023-57459	3/1/2024	1,700,000	\$411.86	17.02%	3/20/2024	4/24/2024
Tax Year 2023	0130720000001	San Jacinto Apartments LLC	2,145,536	\$2,533.88	2023-60016	3/1/2024	1,950,000	\$230.93	9.11%	3/20/2024	4/24/2024
Tax Year 2023	0191450000009	Viengiac Corporation	985,251	\$1,158.58	2023-64433	3/1/2024	825,000	\$189.26	16.27%	3/20/2024	4/24/2024
Tax Year 2023	0130800000004	3902 Austin LLC	498,778	\$589.60	101-23-005360	3/1/2024	372,000	\$149.73	25.42%	25.25(b)	4/24/2024
Tax Year 2023	1378490010001	Graeter Properties LLC	1,384,038	\$1,634.55	101-23-006341	3/1/2024	1,250,000	\$158.30	9.68%	25.25(b)	4/24/2024
Tax Year 2023	1224910010001	Nova Terranova LLC	1,875,760	\$2,255.27	101-23-006565	3/1/2024	1,400,000	\$561.87	25.36%	25.25(b)	4/24/2024
Tax Year 2023	0250010210002	4400 San Jacinto LLC	1,530,000	\$1,838.21	101-23-006568	3/1/2024	1,472,155	\$62.59	3.47%	25.25(b)	4/24/2024
Tax Year 2023	1282740010001	Tag TBD LLC	396,789	\$5,662.11	2023-41982	4/5/2024	4,300,000	\$586.71	10.36%	4/22/2024	
Tax Year 2023	0190860000001	2515 Caroline LTD	1,575,000	\$1,860.00	2023-48584	4/5/2024	1,450,000	\$147.63	7.94%	4/22/2024	
Tax Year 2023	1226500010001	MRI Midtown LTD	2,294,650	\$2,753.99	2023-51843	4/5/2024	22,375,000	\$4,629.11	14.91%	4/22/2024	
Tax Year 2023	1226500020001	Carolyn F Jackson Family Partnership	2,276,735	\$4,165.27	2023-51843	4/5/2024	2,975,000	\$591.79	14.42%	4/22/2024	
Tax Year 2023	0021600000001	William Marsh Rice Univ	3,227,516	\$3,873.23	2023-56015				0.00%	Received	
Tax Year 2023	0021600000003	William Marsh Rice University	727,500	\$859.11	2023-56015				0.00%	Received	
Tax Year 2023	1315810010001	Niazi Family Investments Ltd	542,540	\$1,821.74	2023-59645	4/5/2024	1,500,000	\$50.24	2.76%	4/22/2024	
Tax Year 2023	1380960010001	Bassak Investments LLC	1,072,600	\$1,798.19	2023-59799	4/5/2024	1,425,000	\$115.27	6.41%	4/22/2024	
Tax Year 2023	0060610000001	Copesetic Holdings Ltd	2,038,010	\$2,631.28	2023-59802	4/5/2024	2,000,000	\$269.28	10.23%	4/22/2024	
Tax Year 2023	1246630010001	Davita Rent Dept	2,355,400	\$2,591.57	2023-60809	4/5/2024	1,950,000	\$288.62	11.14%	Received	4/24/2024
			1,167,634				162,559,987				
			59								

Unsettled											
Tax Year 2023	0250010210005	4411 Fannin LLC	714,000	\$843.23	101-23-005600				0.00%	25.25(b)	
Tax Year 2023	1204350010001	Car Spa Midtown I LP	4,684,016	\$5,531.82	101-23-007651				0.00%	25.25(b)	
Tax Year 2023	0250320000001	H & T Investments Corp	646,624	\$763.66	101-23-008073				0.00%	25.25(b)	
Tax Year 2023	0250320000006	HT Investment Corp	574,720	\$678.74	101-23-008073				0.00%	25.25(b)	
Tax Year 2023	0250320000010	H & T Investments Corp	302,103	\$356.78	101-23-008073				0.00%	25.25(b)	
Tax Year 2023	0191430000010	Cynthias Properties LP	380,333	\$449.17	101-23-008212				0.00%	25.25(b)	
Tax Year 2023	0191350000001	Attayi Family LP	1,848,068	\$2,182.57	101-23-008529				0.00%	25.25(b)	
Tax Year 2023	0021600000021	William Marsh Rice University	658,285	\$777.43	101-23-008591				0.00%	25.25(b)	
Tax Year 2023	1322990010001	Louisiana Hadley LLC	1,577,550	\$1,863.09	101-23-008799				0.00%	25.25(b)	
Tax Year 2023	0220750000010	Mazol Enterprises Inc	1,539,841	\$1,818.55	101-23-008803				0.00%	25.25(b)	
Tax Year 2023	1249490010008	Nis Investments Incorporated	298,766	\$352.84	101-23-008896				0.00%	25.25(b)	
Tax Year 2023	1202710010001	C Plazas at Midtown LLC	3,750,000	\$4,428.75	101-23-009158				0.00%	25.25(b)	
Tax Year 2023	0220670000013	Phan Dao C & Muoi	1,067,623	\$1,260.86	101-23-009879				0.00%	25.25(b)	

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Tax Year	CAD Account No.	Owner Name	ARB Hearing Value	Assessment Collected	Cause Number	Date Received from HCAD	Settled Value	Reduction in Assessment	% Reduction in Assessment	Date Designation Form Sent	Date Refund Notice Sent to Bkpr
Tax Year 2023	019077000003	Optimal Beverage Inc	450,100	\$531.57	101-23-009895				0.00%	25.25(b)	
Tax Year 2023	0190320000008	LLR Management Inc	818,878	\$967.09	101-23-010270				0.00%	25.25(b)	
Tax Year 2023	0021520000009	1701 Webster Ltd	2,368,567	\$2,797.28	101-23-010298				0.00%	25.25(b)	
Tax Year 2023	0132280000012	Bagby 3015 LLC	709,938	\$838.44	101-23-010332				0.00%	25.25(b)	
Tax Year 2023	1278870000146	Rise Condominium Development LP	448,359	\$529.51	101-23-010675				0.00%	25.25(b)	
Tax Year 2023	0132220000011	Dennis Austin LLC	654,000	\$772.37	101-23-010879				0.00%	25.25(b)	
Tax Year 2023	0190330000003	Bond Donald R	326,551	\$386.66	101-23-010897				0.00%	25.25(b)	
Tax Year 2023	0190900000005	TND Investments LLC Inc	1,434,990	\$1,758.10	2022-6872				0.00%		
Tax Year 2023	1386330010001	Caydon Houston Property LP	117,462,672	\$138,723.42	2023-4256				0.00%		
Tax Year 2023	1292500000006	FGCD Holdings Lp	245,928	\$290.44	2023-46803				0.00%		
Tax Year 2023	1266470010001	Brooklyn McGowen LLC	5,738,093	\$6,776.69	2023-48504				0.00%		
Tax Year 2023	1211120010001	Ventana at Midtown 2021 LLC	56,789,589	\$53,109.13	2023-50419				0.00%		
Tax Year 2023	0132380000001	Texas SFI Partnership 65 Ltd Etal	7,612,644	\$8,990.53	2023-50443				0.00%		
Tax Year 2023	0191470000003	First Interstate Bk TX N A	890,411	\$1,051.58	2023-50619				0.00%		
Tax Year 2023	1281320010001	Sky Land Lodge Tract LLC	4,825,229	\$5,698.60	2023-50619				0.00%		
Tax Year 2023	1287780010001	VTT Polaris Properties LLC	3,531,409	\$4,170.59	2023-50619				0.00%		
Tax Year 2023	0250210000001	4510 S Main LLC	5,759,248	\$6,822.67	2023-52281				0.00%		
Tax Year 2023	1362780010001	Pearl Rosemont LLC	75,554,397	\$89,229.71	2023-52389				0.00%		
Tax Year 2023	0132700040001	Pearl Midtown Ltd	32,239,636	\$38,775.01	2023-52649				0.00%		
Tax Year 2023	0132700010001	2900 Milam Partners Ltd	44,287,212	\$52,833.71	2023-52711				0.00%		
Tax Year 2023	0132700030001	McGowen Brazos Venture LTD	18,117,750	\$16,620.53	2023-53143				0.00%		
Tax Year 2023	0330340010001	McGowen Brazos Venture LTD	37,000,111	\$37,260.55	2023-53143				0.00%		
Tax Year 2023	1363360010001	McGowen Brazos Venture LTD	4,419,062	\$4,399.71	2023-53143				0.00%		
Tax Year 2023	0191440000005	3100 Fannin Purchase Company LLC	1,226,687	\$1,448.72	2023-53578				0.00%		
Tax Year 2023	0191460000014	3100 Fannin Realty Ltd	1,000,000	\$5,078.54	2023-53578				0.00%		
Tax Year 2023	1373900010001	3300 Main Project Owner LP	170,120,863	\$200,954.66	2023-53639				0.00%		
Tax Year 2023	1387230010001	Pearl Residences at Midtown Owners LLC	8,742,500	\$81,184.49	2023-53693				0.00%		
Tax Year 2023	1234150000001	VR Calais Holdings Limited Partners	1,005,174	\$93,541.31	2023-54044				0.00%		
Tax Year 2023	0021380000013	Shepherd W M	1,000,000	\$389.73	2023-54322				0.00%		
Tax Year 2023	0021390000001	Cars DB4 LP	1,005,705	\$1,364.89	2023-54322				0.00%		
Tax Year 2023	0021390000011	Cars DB4 LP	1,005,505	\$423.94	2023-54322				0.00%		
Tax Year 2023	0021560000001	Duke Street Partners Ltd	1,631,775	\$4,289.13	2023-54322				0.00%		
Tax Year 2023	0021560000007	Thomas Clayton O	1,336,000	\$1,577.82	2023-54322				0.00%		
Tax Year 2023	0021750000006	Cars DB4 LP	920,000	\$1,086.52	2023-54322				0.00%		
Tax Year 2023	0021750000008	Group 1 Realty Inc	330,000	\$389.73	2023-54322				0.00%		
Tax Year 2023	0021750000016	Group 1 Realty Inc	745,000	\$879.84	2023-54322				0.00%		
Tax Year 2023	0021750000017	Group 1 Realty Inc	230,500	\$272.22	2023-54322				0.00%		
Tax Year 2023	0021760000001	Golconda Venture	2,676,250	\$3,160.65	2023-54322				0.00%		
Tax Year 2023	1224190010001	Group 1 Realty Inc	4,062,500	\$4,797.81	2023-54322				0.00%		
Tax Year 2023	1297010010001	Cars DB4 LP	1,738,185	\$2,052.80	2023-54322				0.00%		
Tax Year 2023	1303900010001	Group 1 Realty Inc	3,996,850	\$4,720.28	2023-54322				0.00%		
Tax Year 2023	1303900020001	Group 1 Realty Inc	2,067,306	\$2,441.49	2023-54322				0.00%		
Tax Year 2023	1350820010001	Group 1 Realty Inc	3,136,562	\$3,704.28	2023-54322				0.00%		
Tax Year 2023	1356990010001	Ellis Carolyn Rosenstock	7,477,330	\$8,830.73	2023-54322				0.00%		
Tax Year 2023	0152380000002	2100 Milam LLC	1,129,661	\$1,334.13	2023-54392				0.00%		
Tax Year 2023	0192240000001	Strings Prop LLC	5,272,136	\$6,226.39	2023-54426				0.00%		
Tax Year 2023	0250250000009	TV Prop LLC	342,606	\$404.62	2023-54932				0.00%		

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Tax Year 2023	0250280000004	Ben Wah Prop LLC	919,140	\$1,085.50	2023-54932				0.00%		
Tax Year 2023	0060600000003	Hy Travis LLC	1,526,300	\$1,802.56	2023-55366				0.00%		
Tax Year 2023	0060610000008	Hy Travis LLC	4,169,058	\$4,923.66	2023-55366				0.00%		
Tax Year 2023	0190350000001	2505 Fannin Ltd	641,603	\$757.73	2023-55480				0.00%		
Tax Year 2023	0190350000005	2505 Fannin Ltd	1,147,500	\$1,355.20	2023-55480				0.00%		
Tax Year 2023	0190350000006	2505 Fannin Ltd	2,472,627	\$2,920.17	2023-55480				0.00%		
Tax Year 2023	1355840010001	Mid-Main Properties LP	66,958,802	\$2,320.72	2023-55523				0.00%		
Tax Year 2023	0132590000003	Levan Real Estate Lp	5,071,996	\$5,990.03	2023-55523				0.00%		
Tax Year 2023	0132650000001	Levan Group I LP	6,450,450	\$7,617.98	2023-55523				0.00%		
Tax Year 2023	0332560050015	Excelsior Land Co Inc	1,647,890	\$1,946.16	2023-55956				0.00%		
Tax Year 2023	1502790010001	William Marsh Rice University	80,213,406	\$94,732.03	2023-56011				0.00%		
Tax Year 2023	1274570010001	2009 CPT Community Owner LLC	37,879,043	\$44,735.15	2023-57913				0.00%		
Tax Year 2023	0132600010001	3201 Louisiana LLC	25,302,075	\$29,881.75	2023-57974				0.00%		
Tax Year 2023	1251930010001	E & I Investments Inc	1,965,047	\$2,320.72	2023-58058				0.00%		
Tax Year 2023	0191390000005	Boniuk Interests Ltd	1,666,282	\$1,967.88	2023-59188				0.00%		
Tax Year 2023	0212570000001	Camden Property Trust	62,721,892	\$74,074.55	2023-59396				0.00%		
Tax Year 2023	1349300000001	2800 Main LLC	80,205,546	\$94,732.03	2023-60423				0.00%		
Tax Year 2023	1306940010001	CPT Community Owner LLC	51,258,527	\$61,536.52	2023-60500				0.00%		
Tax Year 2023	0152330000002	Post Midtown Square Lp	85,133,359	\$102,425.01	2023-60237				0.00%		
Tax Year 2023	1310080010001	Post Midtown Square Lp	35,000,000	\$41,855.00	2023-60237				0.00%		
Tax Year 2023	0130770000011	WWBD LP	2,150,000	\$2,580.97	2023-60533				0.00%		
Tax Year 2023	1243870010001	Vivo Ltd & Keenan Ltd	94,634	\$7,430.96	2023-61561				0.00%		
Tax Year 2023	1262200010001	Basile Houston LLC	8,923,511	\$8,176.31	2023-61583				0.00%		
Tax Year 2023	0022630020001	H Midtown Lp	2,713,040	\$3,261.11	2023-61589				0.00%		
Tax Year 2023	0190220000019	PS LPT Properties Investors	1,099,006	\$1,030.23	2023-62136				0.00%		
Tax Year 2023	0330190000002	5C Plazas at Midtown LLC	6,000,478	\$7,885.75	2023-63236				0.00%		
Tax Year 2023	1258310010001	Midtown Scouts Square Property LP	5,129,500	\$6,159.39	2023-63178				#DIV/0!		
Tax Year 2023	0191870000003	Bagby 3208 Austin LLC	1,353,804	\$1,624.56	2023-63213				#DIV/0!		
Tax Year 2023	0190730000001	WWBD LP	4,076,278	\$5,829.74	2023-64328				0.00%		
Tax Year 2023	0250250000001	Boniuk Interests Ltd	3,008,677	\$4,250.04	2023-64924				0.00%		
Tax Year 2023	0190330000004	Roesch Sonja	1,005,073	\$1,215.32	2023-65054				0.00%		
Tax Year 2023	1200170010008	Kozadinos Interest Ltd	1,847,973	\$3,363.46	2023-65163				0.00%		
Tax Year 2023	0330110000008	2416 Brazos LLC	1,370,117	\$1,618.11	2023-65463				0.00%		
Tax Year 2023	1393240010001	2416 Brazos LLC	5,164,393	\$6,099.15	2023-65476				0.00%		
Tax Year 2023	1210050010004	408 Hadley LLC	519,021	\$612.96	2023-65518				0.00%		
Tax Year 2023	0190290000005	OS Austin LLC	1,097,457	\$1,296.10	2023-65997				0.00%		
Tax Year 2023	1206550010001	Wichita Enterprises Inc	2,234,951	\$2,639.48	2023-67445				0.00%		
Tax Year 2023	1387230020001	Pearl Marketplace at Midtown Owner LLC	23,858,040	\$28,176.35	2023-68120				0.00%		
Tax Year 2023	0021780000001	Aim Marketing Services LLC	2,710,854	\$3,201.52	2023-68784				0.00%		
Tax Year 2023	0190900000001	Bap 2800 LLC	939,500	\$1,109.55	2023-68907				0.00%		
Tax Year 2023	1372850010001	Caroline St Realty Inc	3,695,525	\$4,364.42	2023-69100				0.00%		
Tax Year 2023	137285010002	Caroline St Realty Inc	1,148,173	\$1,355.99	2023-69100				0.00%		
Tax Year 2023	0220560000013	Smith Harry Leonard	199,347	\$249.43	2023-69893				0.00%		
Tax Year 2023	0250100000001	Cloudbreak Houston LLC	4,077,919	\$4,816.02	2023-70600				0.00%		
Tax Year 2023	0250200000004	Cloudbreak Houston LLC	1,887,300	\$2,228.90	2023-70600				0.00%		
Tax Year 2023	1331360010001	Travis Street Plaza LP	6,560,231	\$7,747.63	2023-70600				0.00%		
Tax Year 2023	0330080000009	Macey Louis & Trustee	1,342,403	\$1,585.38	2023-70692				0.00%		

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Tax Year 2023	0191460000005	Niazi Family Investments Ltd	1,581,285	\$1,867.50	2023-71056				0.00%		
Tax Year 2023	1239430010001	Niazi Family Investments Ltd	1,452,433	\$1,715.32	2023-71059				0.00%		
Tax Year 2023	0250180000006	15 21 Japhet Realty Ltd	1,295,625	\$1,530.13	2023-71198				0.00%		
Tax Year 2023	1221910010001	Trea SP IV Houston TX LLC	11,891,355	\$14,043.69	2023-71688				0.00%		
Tax Year 2023	0130800000005	Lynx Lane Terraces	762,927	\$901.02	2023-72004				0.00%		
Tax Year 2023	0130800000010	Lynx Lane Caroline LLC	457,417	\$504.21	2023-72004				0.00%		
Tax Year 2023	0132640000004	Tehuacana Partners Ltd	3,782,550	\$4,467.19	2023-72264				0.00%		
Tax Year 2023	0330080000007	2314 Brazos LLC	1,149,529	\$1,357.59	2023-76000				0.00%		
Tax Year 2023	0190850000008	Caroline Street Realty Inc	766,937	\$905.75	2023-76230				0.00%		
Tax Year 2023	0220510000008	Bermac Arts LLC	2,765,046	\$3,265.52	2023-76163				0.00%		
Tax Year 2023	0260070000005	Mary Griffith Wallace Trust Etal	878,263	\$1,037.23	2023-76538				0.00%		
Tax Year 2023	0332470040002	Parish Lucille M	763,652	\$901.87	2023-76624				0.00%		
Tax Year 2023	0190900000003	2515 Caroline Ltd	986,885	\$1,165.51	2023-76746				0.00%		
Tax Year 2023	0132670000006	Dang Buu Q & Nguyen Dung T	776,900	\$917.52	2023-84233				0.00%		
Tax Year 2023	0132670000013	Dang Buu Q	537,598	\$634.90	2023-84233				0.00%		
Tax Year 2023	0191910000004	Leen Salam Inc	1,072,415	\$1,266.52	2023-84738				0.00%		
Tax Year 2023	0220530000005	Nanes Plaza LLC	817,120	\$975.02	2023-84764				0.00%		
Tax Year 2023	1246820010001	Opal Arrow LLC	4,954,496	\$5,851.25	2023-85007				0.00%		
Tax Year 2023	1246820010002	Opal Arrow LLC	750,652	\$86.52	2023-85807				0.00%		
Tax Year 2023	0190330000007	2323 Caroline LLC	769,000	\$905.75	2023-86028				#DIV/0!		
Tax Year 2023	0190330000008	2515 Caroline Ltd	1,072,415	\$1,266.52	2023-86028				0.00%		
Tax Year 2023	Total	Unsettled Accounts, original value	1,557,609,269								
Tax Year 2023	Total	Unsettled Accounts, number of accounts	128								

Cumulative

Settled		
Cumulative	Grand Total	Settled Accounts, original value
		9,411,776,981
Cumulative	Grand Total	Settled Accounts, number of accounts
		1,620

Unsettled		
Cumulative	Grand Total	Unsettled Accounts, original value
		1,557,609,980
Cumulative	Grand Total	Unsettled Accounts, number of accounts
		142

Color Legend

Light Gray	Settled previously
Yellow	Settled as of this report
White	Unsettled
Pink	Unsettled and new since previous report

Abbreviations

NA	Not applicable
x	Previous to implementation of Designation Form

**Midtown Management District
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	DELQ	Refund was not issued -- Reduction in assessment was applied to the account, and account still has a balance due.									
	PAID	Refund was not issued -- Reduction in assessment was applied to the account, and account is now paid in full.									
	NYB	Not yet billed									
	25.25b	Settled under Tax Code 25.25b; refund processed									

DRAFT

CREATIVE CONNECTIONS:

Strategic Framework for the Houston Cultural Districts

Cultural Districts are state-designated zones that harness the power of cultural resources to stimulate economic development and community vitality. Houston is home to seven of them - the most in Texas. They collectively represent a cross-section of the diverse neighborhoods and arts experiences that make Houston unique.

In 2023 the seven Cultural Districts, in service of their collective mandate to advance economic development and cultural tourism, came together to collaborate on a two-part project: to measure and articulate the impact of the districts, and to develop a shared vision and strategy to elevate arts and culture in Houston.

The Impact of the Cultural Districts

This project engaged residents, business owners, artists and visitors to gather their insights on the Cultural Districts of Houston. While every person had something slightly different to say, the big takeaway was clear: the Cultural Districts enhance the cultural and economic vibrancy of the city of Houston, while serving as places where friends, family and visitors come together and connect.

ECONOMIC DEVELOPMENT

The Houston Cultural Districts contribute to the **ECONOMIC DEVELOPMENT** of Houston by:

Generating new business opportunities and revenue streams for District nonprofits, businesses, artists, and cultural practitioners

Supporting the financial sustainability and growth of District nonprofits, businesses, artists, and cultural practitioners

Attracting neighborhood development

Some Key Stats:

- In 2022, the Districts generated \$8.6 million in local sales tax and \$6 million in state sales tax
- In 2022, Houston Cultural District nonprofits totaled \$503.8 million in annual expenditures
- Cultural District nonprofits sustain 4,100 full-time equivalent jobs
- Taxable revenue from Texas' arts and culture industry has increased by 30% over the last 10 years
- 60% of nonprofit survey respondents reported increased access to funding as a result of being located in a Cultural District

CULTURAL VIBRANCY

The Houston Cultural Districts contribute to the **CULTURAL VIBRANCY** of Houston by:

Cultivating a rich and diverse array of arts and cultural experiences

Attracting visitors and increasing access to arts and culture for the people who live, work, or play in Houston

Fostering creativity, well-being, and arts and cultural appreciation

Celebrating neighborhood creativity, preserving cultural legacy, and safeguarding local arts and cultural ecosystems.

Some Key Stats:

- 84 arts and culture nonprofits, 47 for-profit arts businesses, 28 parks, 17 heritage sites, and more than 400 artist studios across the seven districts.
- 11.2 million annual visitors
- Nearly 600 annual productions and exhibitions within the districts
- More than 230,000 K-12 students engaged annually by district member programming
- In conversation residents reinforced the value of the arts: "Being here makes me realize how art makes Houston a better place to live!"

COMMUNITY COHESION

The Houston Cultural Districts contribute to the **COMMUNITY COHESION** of Houston by:

Gathering friends and families

Fostering civic pride and engagement

Building connections within Houston's arts and culture sector

Catalyzing mutually beneficial cross-sector collaborations

Some Key Stats:

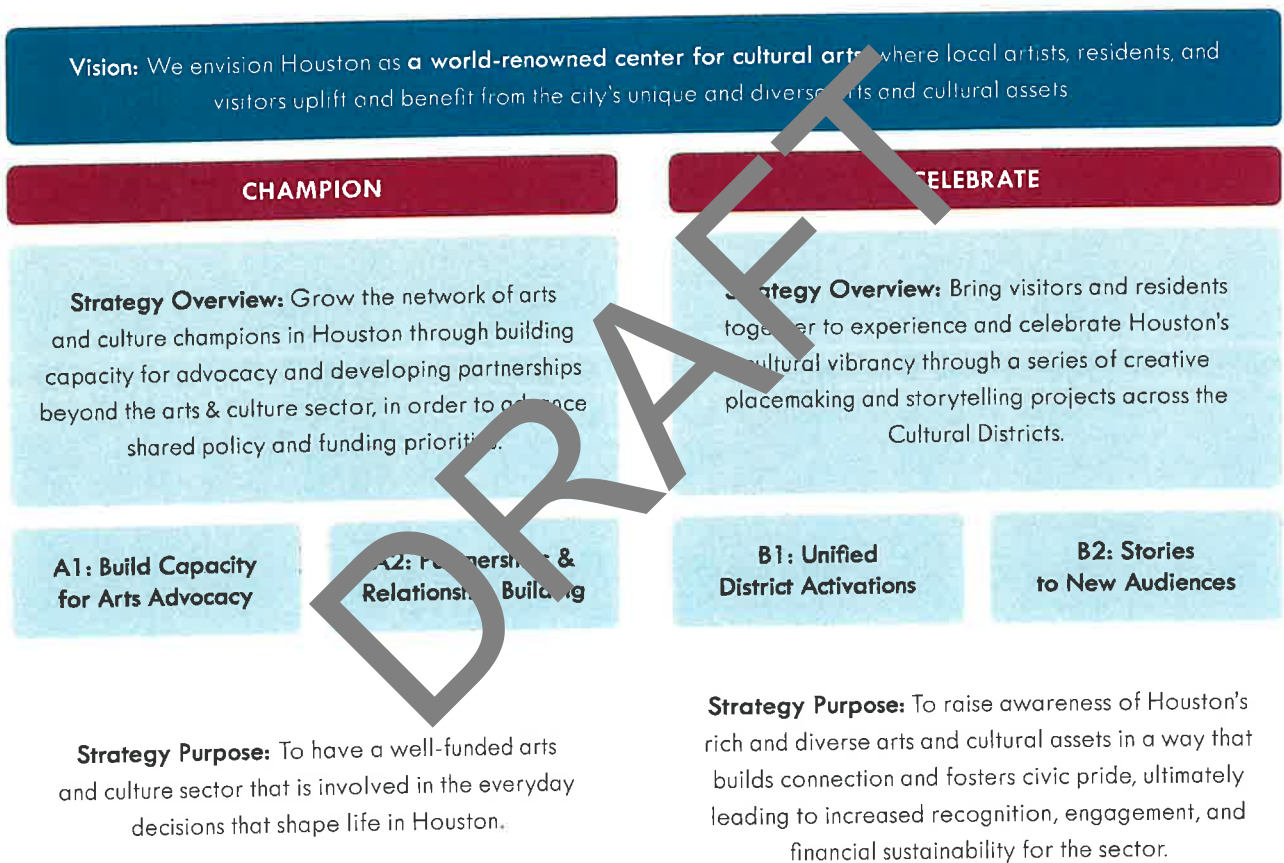
- 62,700 Houstonians live in a Cultural District
- 88% of surveyed District residents shared that they are more likely to invite friends and family to their neighborhood because they live in a Cultural District
- 14,000 Houstonians volunteer at District nonprofits annually
- 78% of surveyed visitors felt more invested in Houston's future as a result of Cultural District experiences
- 80% of surveyed nonprofits reported a stronger sense of community as a result of Cultural District participation

A Vision and Plan for the Future

This project culminated in the development of a shared vision and plan, highlighting how the Houston Cultural Districts can leverage their strengths and capabilities in order to increase the connection, visibility, and sustainability of arts and culture in Houston.

The result is a two part strategy - a purposeful effort to grow the network of arts and cultural ambassadors in Houston and a parallel strategy that brings visitors and residents together to experience and celebrate Houston's cultural vibrancy through a series of creative placemaking and storytelling projects.

The title for this multi-year effort is 'Creative Connections', reflecting its aspirations to deepen relationships across the arts ecosystem, enhance physical connectivity between the Cultural Districts, and provide new connective opportunities for visitors and residents seeking creative experiences.



This is a collaborative effort across five years, and it can only be successful with the support, buy-in, and input of practitioners, supporters, and advocates for arts and culture in Houston.

Learn more and connect with us by emailing hello@houstonculturaldistricts.com



MASTER SERVICES AGREEMENT

We are pleased that you have chosen to engage Carr, Riggs & Ingram, L.L.C. ("CRI", "we," "our" or "us") to provide certain accounting, advisory, assurance, consulting, tax, and/or related services.

This Master Services Agreement 1.0 ("MSA"), shall govern, throughout the entirety of our contractual relationship(s), including the provision of our services and deliverables as set forth in one or more Engagement Letters from CRI (the "services").

CLIENT

"Client" (collectively referred to as "Client", "you", or "your") for the purposes of this MSA, shall mean the party or parties specifically listed as the Client(s) on the applicable Engagement Letter. As examples, the Client might include (ONLY AS SPECIFICALLY IDENTIFIED OR LISTED IN THE ENGAGEMENT LETTER(S)):

- For Individual Client(s): you, your spouse (if filing jointly), your dependent children, other dependents, any grantor trusts for which you act as trustee, and any investment partnership or limited liability company if all of the ownership interests are owned by the foregoing persons; and
- For Business Client(s) (e.g. for-profit, not-for-profit, or governmental entities; fiduciary clients, etc.): the primary business and any subsidiaries or controlled affiliates.

With respect to each Engagement Letter, our Client(s) for a particular engagement will include only those individuals and entities specifically identified and listed under the Client Acknowledgement section of an Engagement Letter. Neither this MSA nor any Engagement Letter will create any client relationship nor any service-related obligation between us and any natural person or entity not specifically listed or identified in an Engagement Letter.

AUTHORITY TO BIND

BY EXECUTING AN ENGAGEMENT LETTER THAT REFERENCES AND INCORPORATES THIS MSA, CLIENT ACCEPTS AND AGREES TO THE TERMS OF THIS MSA. ANY INDIVIDUAL EXECUTING OR ACCEPTING THIS MSA ON BEHALF OF ANY INDIVIDUAL, COMPANY, OR OTHER LEGAL ENTITY, REPRESENTS THAT THEY HAVE THE AUTHORITY TO BIND SUCH INDIVIDUAL, ENTITY, AND ITS AFFILIATES TO THESE TERMS AND CONDITIONS, WILL PROVIDE UPON REQUEST ANY INFORMATION OR DOCUMENTATION VERIFYING, IN CRI'S SOLE DISCRETION, SUCH AUTHORITY, IN WHICH CASE THE TERM "CLIENT" SHALL REFER TO EACH REPRESENTED INDIVIDUAL, ENTITY, OR AFFILIATES. IF THE EXECUTING INDIVIDUAL DOES NOT HAVE SUCH AUTHORITY, OR DOES NOT AGREE WITH THESE TERMS AND CONDITIONS, THEY MUST NOT EXECUTE OR ACCEPT THIS MSA AND MAY NOT USE THE SERVICES.

ENGAGEMENT LETTERS

All services to be performed by us must be described in an Engagement Letter executed by CRI and the Client(s). Each Engagement Letter will provide details on the nature of the work and any expected deliverable. Our services will be limited to the services specifically described in that Engagement Letter. Our agreement to perform services under any particular Engagement Letter does not obligate us to perform any future services under any additional Engagement Letters.

Engagement Letters are subject to the terms and conditions outlined in this MSA. Upon execution of an Engagement Letter, this MSA is incorporated into each Engagement Letter executed by the parties.

OUR RESPONSIBILITIES

We will perform the services detailed in the Engagement Letter(s) in accordance with applicable professional standards. Our responsibility is limited to the period(s) covered by the service(s) detailed in the Engagement Letter(s) and does not extend to any later periods for which we are not engaged to provide applicable services, unless evidenced by a separate Engagement Letter.

We are available to provide you with business advice, but we are not obligated to do so unless you specifically engage us to do so via an Engagement Letter for this purpose. The parties agree that Client will only rely on written, not oral, statements or advice from CRI. We believe written advice is necessary to avoid confusion and to make clear the specific nature and limitations of our advice. You should not rely on any advice unless it has received a full supervisory review and is provided by us in writing directly to you.

Unless otherwise stipulated in the Engagement Letter:

1. we will not perform any procedures designed to:
 - a. discover defalcations or other irregularities,
 - b. audit or otherwise verify the information you give us,
 - c. detect immaterial misstatements or violations of laws or government regulations;
2. our engagement cannot be relied upon to identify or disclose any financial statement misstatements, including those caused by fraud or error, or to identify or disclose any wrongdoing within your entity or noncompliance with laws and regulations; and our services are not designed to provide assurance on internal control or to identify deficiencies in internal control.

We are not investment counselors or brokers. Our advice concerning a particular investment shall be limited to advising you with regard to any applicable tax ramifications of the investment. It shall not include advising you regarding the economic viability or consequences of the investment or whether or not you should make the investment. Our advice regarding any applicable tax ramifications of the investment shall be based on documents and information that you provide us regarding the investment. However, if you would like investment advice, we are happy to provide contact information for (a) qualified investment advisor(s).

We, in our sole professional judgment, reserve the right to refuse to perform any procedure or take any action that could be construed as assuming management responsibilities. Our services do not relieve you of your responsibilities.

CLIENT RESPONSIBILITIES

Our services will be conducted on the basis that you acknowledge and understand your responsibility for (as and if applicable):

- assuming all management responsibilities; overseeing any services we provide by designating an individual, preferably from senior management, who possesses suitable skill, knowledge, or experience;
- evaluating the adequacy and results of services (including non-attest services) performed by us; and accepting responsibility for the results of such services; designing, implementing, and maintaining internal controls relevant to the preparation and fair presentation of financial information that is free from material misstatement, whether due to fraud or error, including monitoring ongoing activities;
- the selection and application of accounting principles and framework;
- the preparation and fair presentation of the financial information in conformity with the applicable accounting framework;
- making drafts of financial information or financial statements, all financial records, and related information available to us and for the accuracy and completeness of that information (including information from outside of the general and subsidiary ledgers);
- timely providing us with:
 - 1) access to all information of which you are aware or have in your possession, custody, or control that is relevant to the services for which we are engaged, including but not limited to items such as records, documentation, identification of all related parties and all related-party relationships and transactions, and other matters;
 - 2) additional information that we may request;
- unrestricted access to persons within the entity from whom we determine it necessary to perform our services;
- the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting you or your entity involving:
 - 1) management;
 - 2) employees who have significant roles in internal control, and
 - 3) others where the fraud could have a material effect on the financial information or financial statements;
- informing us of your knowledge of any allegations of fraud or suspected fraud affecting you or your entity received in communications from employees, former employees, regulators, or others;
- identifying and ensuring compliance with applicable laws and regulations;
- the safeguarding of assets, the proper recording of transactions in the book(s) of accounts; and the substantial completeness and accuracy of the financial records, and the full and accurate disclosure of all relevant facts to us.

You represent that the information you are supplying to us is accurate and complete to the best of your knowledge and that you have disclosed to us all relevant facts affecting our services.

USE OF FOREIGN AFFILIATES AND THIRD-PARTY SERVICE PROVIDERS

In performing our services to you, and so long as this MSA remains in effect, you agree and consent that we may (i) use affiliate and/or third-party service providers located both within, and outside, the United

States, and (ii) disclose and share your confidential information with these service providers. We maintain internal policies, procedures, and safeguards to protect the confidentiality of your personal information. We also secure and require confidentiality agreements with these service providers to maintain the confidentiality of your information and take reasonable precautions to determine that they have appropriate procedures in place to prevent the unauthorized release of your confidential information to others. We remain responsible for the work provided by any such third-party service providers. By executing this MSA, and for so long as it remains in effect, you consent to the use of international service providers, including disclosure of your confidential financial information, if applicable, to our service providers located abroad.

RECORD RETENTION

We retain records in accordance with our record retention policy. We do not keep any of your original records, so we will return those to you upon the completion of the engagement. When records are returned to you, it is your responsibility to retain and protect the records for possible future use, including potential examination by governmental or regulatory agencies. You acknowledge and agree that upon the expiration of the applicable retention periods reflected within our record retention policy, available upon request, we are free to destroy our records related to the relevant or affected engagement(s).

REQUEST FOR DISCLOSURE

In the event that we are requested or required to disclose any confidential information by law, a subpoena or order issued by a court of competent jurisdiction, or other governmental or regulatory authority, or professional standards (each an "Order") or are requested or required to disclose any of the confidential information by a non-governmental third party ("Third-Party Demand"), we shall, where legally permissible and reasonably practical, give you reasonable notice of the Order or Third-Party Demand so that you may seek a protective order or other appropriate remedy at your sole expense, or waive our compliance with the applicable confidentiality provisions of this MSA. In the event you direct us not to make the disclosure, you agree to defend, reimburse, and hold us harmless from any costs or expenses incurred in defending the privilege, including, by way of illustration only, our attorney's fees, court costs, outside advisor's costs, out-of-pocket expenses of any kind, or penalties or fines imposed as a result of your asserting the privilege or your direction to us to assert the privilege; provided, however, we retain the sole discretion, after consultation with our legal counsel, to determine whether or not, and to what extent, to comply with or otherwise address any Order or Third-Party Demand.

DATA SECURITY

In the interest of facilitating our services to you, we may send data over the Internet, securely store electronic data via computer software applications hosted remotely on the Internet or allow access to data through third-party vendors' secured portals or clouds. Electronic data that is confidential to you may be transmitted or stored using these methods. We may use third-party service providers to store or transmit this data, such as, but not limited to, providers of tax return preparation software. In using these data communication and storage methods, we employ measures designed to maintain data security. We use reasonable efforts to keep such communications and data access secure in accordance with our obligations under applicable laws and professional standards. We also require our third-party vendors to do the same.

You recognize and accept that we have no control over, and shall not be responsible for, the unauthorized interception or breach of any communications or data once it has been sent or has been subject to unauthorized access, notwithstanding all reasonable security measures employed by us or our third-party vendors. You consent to our use of these electronic devices and applications and submission of confidential client information to third-party service providers during this relationship.

To enhance our services to you, we will use a combination of remote access, secure file transfer, virtual private network, other collaborative virtual workspaces, or other online tools or environments. Access through any combination of these tools allows for on-demand and/or real-time collaboration across geographic boundaries and time zones and allows the parties hereto to share data, engagement information, knowledge, and deliverables in a protected environment. In order to use certain of these tools and in addition to execution of this MSA or any related Engagement Letter(s), you may be required to execute a separate client acknowledgement or agreement and agree to be bound by the terms, conditions, and limitations of such agreement. You agree that we have no responsibility for the activities of third-party vendors supplying these tools and agree to indemnify and hold us harmless with respect to any and all claims arising from or related to the operation of these tools. While we may back up your files to facilitate our services, you are solely responsible for the backup of your files and records; therefore, we recommend that you also maintain your own backup files of these records. In the event you suffer a loss of any files or records due to accident, inadvertent mistake, or force majeure, copies of which you have provided to us pursuant to this MSA or any related Engagement Letter(s), we shall not be responsible or obligated to provide you a copy of any such file or record which we may retain in our possession.

DISPUTE RESOLUTION

In the event of a dispute between the parties which arises out of or relates to this MSA or any related Engagement Letter(s), the breach thereof of the services provided or to be provided hereunder or in the related Engagement Letter(s), if the dispute cannot be settled through negotiation, the parties agree that before initiating arbitration, litigation, or other dispute resolution procedure, they will first try, in good faith, to resolve the dispute through non-binding mediation. All parties agree that an alternative form of dispute resolution shall not be undertaken by either party until the expiration of fifteen (15) calendar days following notice being provided to the other party indicating that the dispute cannot be settled through mediation. The mediation will be administered by the American Arbitration Association under its *Dispute Resolution Rules for Professional Accounting and Related Services Disputes*. The costs of any mediation proceedings shall be shared equally by all parties.

LIMITATION OF LIABILITY

EXCEPT AS PROVIDED IN THIS MSA, WE SHALL NOT BE LIABLE FOR INCIDENTAL, CONSEQUENTIAL, EXEMPLARY, SPECIAL, PUNITIVE, OR ANCILLARY DAMAGES OF ANY KIND ALLEGED AS A RESULT OF ANY CAUSE OF ACTION ARISING FROM OR IN ANY WAY RELATED TO THIS MSA (WHICH INCLUDES, FOR CLARIFICATION, ALL RELEVANT AND AFFECTED ENGAGEMENT LETTER(S)), WHETHER FOR BREACH OF CONTRACT, TORT, OR OTHERWISE. UNLESS OTHERWISE STATED IN THIS AGREEMENT, THE PARTIES AGREE THAT OUR TOTAL CUMULATIVE LIABILITY (INCLUDING OUR EMPLOYEES, DIRECTORS, OFFICERS, OR AGENTS), SHALL NOT EXCEED THE AMOUNT OF FEES EARNED BY US RELATED TO THE RELEVANT SERVICE(S) (AS SPECIFIED IN THE AFFECTED ENGAGEMENT LETTER(S)) DURING THE TWELVE MONTHS PRECEDING THE EVENT GIVING RISE TO THE CLAIM, AS SUCH AMOUNT SHALL SERVE AS A REASONABLE PROSPECTIVE ESTIMATE OF ANY DAMAGES WHICH YOU MAY SUFFER THROUGH ANY BREACH BY US OF

THE TERMS OF THIS MSA, AS SUCH DAMAGES MAY BE SPECULATIVE OR IMPOSSIBLE TO CALCULATE. IF THERE ARE UNPAID FEES OWED TO US, THIS CUMULATIVE LIABILITY WILL BE REDUCED BY THE VALUE OF THE UNPAID FEES WITH NO ADDITIONAL INTEREST OR CHARGES, AS WE RETAIN THE RIGHT TO OFFSET ANY SUMS CLAIMED AS DUE AND OWED BY YOU, BY ANY SUMS TO WHICH WE ARE LEGALLY ENTITLED. THIS LIMITATION SHALL APPLY WHETHER OR NOT FURTHER DAMAGES ARE FORESEEABLE, OR WHETHER EITHER PARTY (OR ITS EMPLOYEES, AGENTS, OFFICERS, OR DIRECTORS) HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES. CLIENT(S) AGREE TO DEFEND, INDEMNIFY, AND HOLD CRI HARMLESS AGAINST ALL CLAIMS OF ANY KIND ARISING FROM IMPROPER THIRD-PARTY DISCLOSURE OF CRI REPORTS OR WORK PRODUCT.

GOVERNING LAW AND VENUE

This MSA and any underlying Engagement Letter(s), including but not limited to, any act or omission of CRI pursuant to the MSA and/or any work by CRI shall be governed by the laws of the State of Alabama, without reference to any conflict of laws rules or principles. Any claim, civil action, or legal proceeding arising out of or in any way relating to this MSA or any underlying Engagement Letter(s), any act or omission of CRI pursuant to the MSA, and/or any other agreement(s) with CRI, must be brought in a state court having jurisdiction in Coffee County, Alabama, Enterprise Division, and each party irrevocably submits to the jurisdiction and venue of any such court in any such action or proceeding and agrees to waive any defenses or objections to venue and jurisdiction within Coffee County, Alabama, including *forum non conveniens*.

STATUTE OF LIMITATIONS

The parties agree that there shall be a one-year statute of limitation (from the delivery of the service or termination of the MSA or Engagement Letter(s)) for the filing of any requests for arbitration, lawsuit, or proceeding related to this MSA. If such a claim is filed more than one year, or the minimum durational period having been determined as permissible by applicable statutory law or by a court of competent jurisdiction, subsequent to the delivery of the service or termination of the MSA or Engagement Letter(s), whichever occurs first in time, then it shall be precluded by this provision, regardless of whether or not the claim has accrued at that time.

TERMINATION

The MSA shall continue in full force and effect until terminated in accordance with this section. We have the right and sole discretion to terminate and withdraw from this MSA immediately upon written notice to you for any reason including, but not limited to, if you do not provide us with requested information in a timely manner, refuse to cooperate with our reasonable requests, or misrepresent any facts. Withdrawal or termination of this MSA constitutes withdrawal and termination from any and all related Engagement Letter(s).

We also have the right and sole discretion to withdraw for any reason from any specific engagement covered by an Engagement Letter immediately upon written notice to you. Our withdrawal will release us from any obligation to complete the services covered by that Engagement Letter and will constitute completion of that engagement. You agree to compensate us for our time and out-of-pocket expenses through the date of any termination and withdrawal of this MSA or any Engagement Letter(s).

DISCLOSURE TO AFFILIATES

You consent to us using your financial, tax, and personal information to send to you by any medium: firm newsletters, surveys, press releases, invitations to our seminars, information regarding related services from affiliated companies and/or portfolio companies, and any other communication sent to some or all of our clients. You also consent to us sharing your financial, tax, and personal or confidential information with our affiliated companies and/or portfolio companies. This consent is not conditioned upon our providing services to you.

CORPORATE TRANSPARENCY ACT/BENEFICIAL OWNERSHIP INFORMATION REPORTING

Assisting you with your compliance with the Corporate Transparency Act (“CTA”), including beneficial ownership information (“BOI”) reporting, is not within the scope of this MSA. You have sole responsibility for your compliance with the CTA, including its BOI reporting requirements and the collection of relevant ownership information. We shall have no liability resulting from your failure to comply with CTA. Information regarding the BOI reporting requirements can be found at <https://www.fincen.gov/boi>. Consider consulting with legal counsel if you have questions regarding the applicability of the CTA’s reporting requirements and issues surrounding the collection of relevant ownership information.

SEVERABILITY

If any provision of this MSA or any underlying Engagement Letter(s) is found by any court to be void or otherwise unenforceable, the remainder of this MSA and any underlying Engagement Letter(s) will remain valid and enforceable as though such void or unenforceable provision were absent upon the date of its execution.

COUNTERPARTS

This MSA may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument and shall become a binding agreement when one or more of the counterparts have been signed by each of the parties and delivered to the other party. Signatures provided by facsimile or electronically shall be valid and binding.

MODIFICATION

This MSA may be amended, modified, or supplemented only by written agreement executed by all parties. In the event of a conflict between the terms of this MSA and any Engagement Letter(s), the terms of this MSA shall supersede, unless the applicable Engagement Letter(s) specifically states otherwise and references this MSA.

LATE FEES AND INTEREST

Client agrees to pay all services, fees, and costs of any underlying engagement, and payment is due upon receipt of our invoice. We reserve the right, in our sole discretion, to impose late fees or interest on any balance that is past due. Failure to make timely payments may, upon notice, result in our termination of this MSA and any Engagement Letter(s).

ENTIRE AGREEMENT

This Agreement, including all Engagement Letter(s) and all attachments, schedules, and exhibits hereto or thereto, all of which are incorporated herein by reference, constitutes the full and complete agreement between the parties concerning the subject matter hereof and supersedes all prior and contemporaneous understandings and writings with respect thereto. No additional terms contained in any purchase order, order acknowledgement, confirmation, delivery acknowledgement, similar document, other correspondence, or written or oral communication between the parties will be valid and such additional or conflicting terms are deemed rejected by the parties.

CLIENT ACKNOWLEDGEMENT(S)

If you acknowledge and agree with the terms of our agreement as described in this MSA, please indicate by executing.

Very truly yours,

Carr, Riggs & Ingram, L.L.C.

CARR, RIGGS & INGRAM, L.L.C.

Signature
Matt Thibodeaux

<signature>

<sign date>

Signature
Darcy Lefsrud

<signature>

<sign date>

Authorized Signer(s)





To Management and Those Charged with Governance
of Midtown Management District

This Engagement Letter and its attachments, if any, are governed by the Master Services Agreement 1.0 ("MSA") between Carr, Riggs & Ingram, L.L.C. ("CRI", "we", "us", or "our") and the Client; the terms of which are hereby incorporated into this Engagement Letter by reference. By executing this Engagement Letter, the parties agree to and intend to be bound by the terms of the MSA.

This Engagement Letter confirms and specifies the terms of our engagement and clarifies the nature and extent of the services we will provide for Midtown Management District ("Client", "Entity", "you", or "your") as of and for the years ended December 31, 2023 and 2024 (the "Selected Period(s)").

SCOPE AND OBJECTIVES

We will audit the financial statements and the disclosures, which collectively comprise the basic financial statement(s) of the Entity for the Selected Period(s) and for the following: governmental activities and major fund and the related disclosures to the financial statements, otherwise known as the notes to the financial statements (collectively, the "Financial Statements").

The Financial Statements are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") (the "Selected Basis").

We will perform an audit engagement with respect to the Financial Statements of the Entity. As and if applicable and indicated in the following paragraphs, we will also perform the appropriate procedures related to either supplementary information ("Supplementary Information") and/or required supplementary information ("RSI").

The objectives of our audit are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and issue an auditor's report that includes our opinion about whether your Financial Statements are fairly presented, in all material respects, in conformity with the Selected Basis. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in the United States of America ("GAAS") will always detect a material misstatement when it exists. Misstatements, including omissions, can arise from fraud or error and are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment of a reasonable user made based on the Financial Statements.

The Selected Basis provides for certain RSI, such as management's discussion and analysis ("MD&A"), to supplement Entity's Financial Statements. Such information, although not a part of the Financial Statements, is required by the Governmental Accounting Standards Board ("GASB") who considers it to be an essential part of the financial reporting for placing the Financial Statements in an appropriate operational, economic, or historical context. As part of our engagement, we will apply certain limited procedures to the Entity's RSI in accordance with GAAS. These limited procedures will consist of inquires of management regarding methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the Financial Statements, and other knowledge we obtained during our audit of the Financial Statements. We will not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient appropriate evidence to express an opinion or provide any assurance. This RSI is required by the Selected Basis and will be subjected to certain limited procedures, but will not be audited: MD&A and Budgetary Comparison Schedules.

OUR RESPONSIBILITIES

We will conduct our audit in accordance with GAAS. We will include tests of your accounting records and other procedures we consider necessary to enable us to express such an opinion. As part of an audit in accordance with GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit.

We will evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management. We will also evaluate the overall presentation of the Financial Statements and determine whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation. We will plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the Entity or to acts by management or employees acting on behalf of the Entity.

Because of the inherent limitations of an audit, combined with the inherent limitations of internal control, and because we will not perform a detailed examination of all transactions, there is an unavoidable risk that some material misstatements or may not be detected by us, even though the audit is properly planned and performed in accordance with GAAS. In addition, an audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the Financial Statements. However, we will inform the appropriate level of management of any material errors, fraudulent financial reporting, or misappropriation of assets that comes to our attention. We will also inform the appropriate level of management of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential. Our responsibility as auditors is limited to the period covered by our audit and does not extend to any later periods for which we are not engaged as auditors.

We will obtain an understanding of the Entity and its environment, including the system of internal control, sufficient to identify and assess the risks of material misstatement of the Financial Statements, whether due to error or fraud, and to design and perform audit procedures responsive to those risks and obtain evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as

fraud may involve collusion, forgery, intentional omissions, misrepresentation, or the override of internal control.

An audit is not designed to provide assurance on internal control or to identify deficiencies internal control. Accordingly, we will express no such opinion. However, during the audit, we will communicate to you and those charged with governance internal control related matters that are required to be communicated under professional standards.

We have identified the following significant risks of material misstatement as part of our audit planning: management override of controls and improper revenue recognition due to fraud.

We will also conclude, based on the audit evidence obtained, whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Entity's ability to continue as a going concern for a reasonable period of time.

AUDIT PROCEDURES - COMPLIANCE

As part of obtaining reasonable assurance about whether the Financial Statements are free of material misstatement, we will perform tests of the Entity's compliance with the provisions of applicable laws, regulations, contracts, and agreements. However, the objective of our audit will not be to provide an opinion on overall compliance and we will not express such an opinion.

Our audit does not relieve you of your responsibilities.

OTHER SERVICES

We will perform the following non-attest services for the Entity, based upon information provided by you and in accordance with professional standards:

- Assist management in preparation of the Financial Statements

You agree to assume all management responsibilities for these non-attest services and any other non-attest services we provide; oversee the services by designating an individual with suitable skill, knowledge, or experience; evaluate the adequacy and results of the services; and accept responsibility for them.

The non-attest services, if any, are limited to those previously defined in this letter, or as identified in a separate Engagement Letter. We, in our sole professional judgment, reserve the right to refuse to perform any procedure or take any action that could be construed as assuming management responsibilities.

CLIENT RESPONSIBILITIES

In addition to your responsibilities identified in the MSA, our engagement will be conducted on the basis that you acknowledge and understand your responsibility for:

- designing, implementing, and maintaining internal controls relevant to the preparation and fair presentation of Financial Statements that are free from material misstatement, whether due to fraud or error, and monitoring ongoing activities

- the selection and application of accounting principles; for the preparation and fair presentation of the Financial Statements and all accompanying information in conformity with the Selected Basis
- the preparation and fair presentation of the Financial Statements in conformity with the Selected Basis
- making drafts of Financial Statements, all financial records, and related information available to us and for the accuracy and completeness of that information (including information from outside of the general and subsidiary ledgers)
- providing us with (1) access to all information of which you are aware that is relevant to the preparation and fair presentation of the Financial Statements, such as records, documentation, identification of all related parties and all related-party relationships and transactions, and other matters; (2) additional information that we may request for the purpose of the audit; and (3) unrestricted access to persons within the Entity from whom we determine it necessary to obtain audit evidence (4) if applicable, you will provide us with the final version of all documents comprising the annual report which includes other information, prior to the date of our auditor's report. If the final version of these documents are not available prior to the date of our auditor's report, they will be provided as soon as practical and the Entity will not issue the annual report prior to providing them to the auditor
- required written representations from you about the Financial Statements and related matters, at the conclusion of our audit
- adjusting the Financial Statements to correct material misstatements and confirming to us in the management representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the Financial Statements taken as a whole
- the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting the Entity involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud could have a material effect on the Financial Statements
- informing us of your knowledge of any allegations of fraud or suspected fraud affecting the government received in communications from employees, former employees, grantors, regulators, or others. In addition, you are responsible for identifying and ensuring that the government complies with applicable laws, regulations, contracts, agreements, and grants
- if publishing Financial Statements on your website, you understand that websites are a means of distributing information and, therefore, we are not required to read the information contained in those sites or to consider the consistency of other information on the website with the original document
- disclosing the date through which subsequent events have been evaluated and whether that date is the date the Financial Statements were issued or were available to be issued

- informing the engagement partner before entering into any substantive employment discussions with any of our personnel, to ensure our independence is not impaired under the AICPA Code of Professional Conduct

ENGAGEMENT ADMINISTRATION

Jessica Ortiz is the engagement partner and is responsible for supervising the engagement and signing the report or authorizing another individual to sign it.

We understand that your employees will prepare all confirmations and schedules we request and will locate any documents selected by us for testing. A request list of information we expect to need for our audit will be provided to you. Your prompt attention to and timely return of the requested items will significantly contribute to the efficiency of our audit process.

In accordance with certain regulations, we, as your auditors, are required to make the following commitments:

- The audit documentation for this engagement is the property of CRI and constitutes confidential information. However, we may be requested to make certain audit documentation available to regulators, federal or state agencies, governmental agencies, etc. ("regulators" or "agencies") pursuant to authority given to it by law or regulation. If requested, access to such audit documentation will be provided under the supervision of CRI personnel. Furthermore, upon request, we may provide copies of selected audit documentation to these regulators or agencies. These regulators or agencies may intend, or decide, to distribute the copies or information contained therein to other parties.
- We will file a copy of our most recent peer review report with any applicable regulators or agencies.
- As appropriate, we will meet with those charged with governance before the audit report(s) are filed with any required regulators or agencies.

The information that we obtain in auditing is confidential, as required by the AICPA Code of Professional Conduct. Therefore, your acceptance of this Engagement Letter will serve as your advance consent to our compliance with above commitments.

REPORTING

As part of our engagement, we will issue a written report upon completion of our audit of the Entity's Financial Statements. Our report will be addressed to management, those charged with governance, or both, as appropriate, of the Entity. Circumstances may arise in which our report may differ from its expected form and content based on the results of our audit. Depending on the nature of these circumstances, it may be necessary for us to modify our opinion, add a separate section, or add an emphasis-of-matter or other-matter paragraph to our auditor's report, or if necessary, withdraw from

this engagement. If our opinion is other than unmodified, we will discuss the reasons with you in advance.

TERMINATION

If for any reason, we are unable to complete the audit or are unable to form or have not formed an opinion, we may decline to express an opinion or withdraw from this engagement.

We reserve the right and sole discretion to withdraw for any reason from this engagement immediately upon written notice to you. Our withdrawal will release us from any obligation to complete the services covered by this Engagement Letter and will constitute completion of this engagement.

Our engagement with you will terminate upon the earlier of our delivery of your report or withdrawal. In either case, you agree to compensate us for our services, fees, and costs to the date of withdrawal.

CORPORATE TRANSPARENCY ACT/BENEFICIAL OWNERSHIP INFORMATION REPORTING

Assisting you with your compliance with the Corporate Transparency Act ("CTA"), including beneficial ownership information ("BOI") reporting, is not within the scope of this engagement. You have sole responsibility for your compliance with the CTA, including its BOI reporting requirements and the collection of relevant ownership information. We shall have no liability resulting from your failure to comply with CTA. Information regarding the BOI reporting requirements can be found at <https://www.fincen.gov/boi>. Consider consulting with legal counsel if you have questions regarding the applicability of the CTA's reporting requirements and issues surrounding the collection of relevant ownership information.

OUR FEES

Our fee for these services will be at our standard hourly rate except that we agree that our audit fee will not exceed \$16,500 for 2023 audit and \$17,300 for 2024 audit.

We will also charge you for applicable out-of-pocket expenses incurred in the course of our engagement, including, but not limited to, technology costs, travel expenses (meals, lodging, transportation, etc.), third party technical resources, administrative costs (courier services, report preparation, copying), and any other direct engagement expenses. We may also charge a fee for applications, subscriptions, hosting, or technology we utilize in providing services to you.

The fee estimate is based on anticipated cooperation from your personnel and the assumption that unexpected circumstances will not be encountered during the engagement. If significant additional time is necessary, we will keep you informed of any problems we encounter and our fees will be adjusted accordingly. Our invoices for these fees will be rendered each month as work progresses and are payable on presentation.

CLIENT ACKNOWLEDGEMENT(S)

If you acknowledge and agree with the terms of our agreement as described in this Engagement Letter, please indicate by executing.

Very truly yours,

Carr, Riggs & Ingram, L.L.C.

CARR, RIGGS & INGRAM, L.L.C.

Signature
Matt Thibodeaux

<signature>

<sign date>

Signature
Darcy Lefsrud

<signature>

<sign date>

Authorized Signer(s)

DRAFT