

MEMORIAL CITY
REDEVELOPMENT AUTHORITY,
TIRZ No. 17,
City of Houston



Agenda and Agenda Materials
Meeting of the Board of Directors

January 23, 2017

JOINT MEETING OF THE BOARD OF DIRECTORS OF THE
TIRZ 17 REDEVELOPMENT AUTHORITY/MEMORIAL CITY REDEVELOPMENT AUTHORITY
and TAX REINVESTMENT ZONE NUMBER SEVENTEEN
HOUSTON, TEXAS

Notice is hereby given that the Board of Directors of the TIRZ 17 Redevelopment Authority (aka the Memorial City Redevelopment Authority) and the Tax Reinvestment Zone Number Seventeen, City of Houston, Texas, will hold a special joint meeting on **Monday, January 23, 2017, at 8:00 a.m.**, at Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024, open to the public, to discuss and adopt such orders, resolutions or motions, and take direct or indirect actions as may be necessary, convenient, or desirable with respect to the following matters:

AGENDA

1. Establish quorum and call meeting to order.
2. Receive public comments.
3. Approve Minutes of December 8, 2016, regular meeting.
4. Receive financial and bookkeeper's report, including payment of invoices, review of investments and project cash flow reports.
5. CIP Committee Report and CIP Updates.
 - a. Report from LAN on Town & Country, Memorial Drive, and Sub-Regional Detention Analysis.
 - b. Consider Pay Estimate No. 3 for Four Points by Sheraton project from Corner Rock Construction in the amount of \$72,289.06.
 - c. Report from Klotz Associates on Gessner, W-140, and Straws.
 - d. Report from Goodman Corporation on Gessner and Memorial Drive.
6. Advance Funding Agreement with TxDOT for Gessner Road.
7. Interlocal Agreement with the City of Houston for amenity funding at Gessner and Longpoint intersection.
8. Cost Sharing Agreement for Parking Garage Demolition relating to Town & Country Way.
9. Adjournment.



Executive Director for Authority

MEMORIAL CITY REDEVELOPMENT AUTHORITY TIRZ No. 17,
HOUSTON, TEXAS

AGENDA MEMORANDUM

TO: Memorial City Redevelopment Authority TIRZ No. 17 Board of Directors
FROM: Executive Director
SUBJECT: Agenda Item Materials

3. Approve minutes of the December 8, 2016 regular meeting.

**MINUTES OF THE JOINT MEETING OF THE
TIRZ 17 REDEVELOPMENT AUTHORITY/MEMORIAL CITY REDEVELOPMENT AUTHORITY and
TAX REINVESTMENT ZONE NUMBER SEVENTEEN
CITY OF HOUSTON, TEXAS
BOARD OF DIRECTORS**

December 8, 2016

ESTABLISH QUORUM AND CALL MEETING TO ORDER.

The Board of Directors of the TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority and Tax Reinvestment Zone Number Seventeen, City of Houston, Texas, held a regular joint meeting on Thursday, December 8, 2016, at 8:00 a.m., at the Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024, inside the boundaries of the TIRZ, open to the public, and the roll was called of the duly appointed members of the Board, to-wit:

Position 1 – Marshall B. Heins
Position 2 – John Rickel
Position 3 – David P. Durham
Position 4 – Ann T. Givens, *Chair*

Position 5 – Zachary R. Hodges
Position 6 – Brad Freels, *Vice-Chair*
Position 7 – Glenn E. Airola, *Secretary*

and all of the above were present, with the exception of Director Heins, thus constituting a quorum. Also present were Scott Bean, Linda Clayton and Elisa Rodriguez, all of Hawes Hill Calderon, LLC; Jessica Holoubek, Allen Boone Humphries Robinson, LLP; and Michelle Lofton, ETI Bookkeeping Services. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; Council Member Greg Travis, District G; Laurie Rosenbaum and Karen Glynn, both with City of Bunker Hill; Kristin Blomquist, First Southwest; Muhammad Ali, LAN; Edward Conger, Klotz Associates; James Vick, SWA; Kay Haslam, Jim Shroff, Hugh Rawl, John Jackson, Donna Freedman, Nicole Durio, David Tresch, Bruce Nichols, Lois Myers, Ed Browne and Auggie Campbell. Chair Givens called the meeting to order at 8:01 a.m.

RECEIVE PUBLIC COMMENTS.

Kay Haslam discussed the LAN engineering design plan, and W153 draining of surface water and passing through one culvert. Bruce Nichols stated contrary to public comments at the last meeting there is nothing secret or underhanded about the TIRZ's efforts to extend reconstruction of Memorial Drive eastward to Gessner. He stated Frostwood supports the project to improve drainage and reduce flooding. Lois Myers discussed the lack of detention ponds. She stated the detention pond east of Costco was put in for the benefit of the developer. She further discussed the straws to be installed and flaws. She stated the need to require developers to put in their own detention under buildings. Ed Browne discussed the article regarding Houston and flooding in the Tribune, referencing the problems with development causing long term economic damage. Donna Freedman discussed a town hall meeting that was held in April of 2015 at the Memorial Middle School regarding the TIRZ proposal to improve Memorial Drive including storm water drainage and flooding.

APPROVE MINUTES OF NOVEMBER 10, 2016, REGULAR MEETING.

Upon a motion duly made by Director Rickel, and being seconded by Director Durham, the Board voted unanimously to approve the Minutes of the November 10, 2016, Board meeting, as presented.

RECEIVE FINANCIAL AND BOOKKEEPER'S REPORT, INCLUDING PAYMENT OF INVOICES, REVIEW OF INVESTMENTS AND PROJECT CASH FLOW REPORTS.

Ms. Lofton presented the Bookkeeper's Report and went over invoices, included in the Board agenda materials. Upon a motion duly made by Director Hodges, and being seconded by Director Durham, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented.

REPORT ON BOND REFUNDING.

Ms. Blomquist distributed a handout regarding the Pricing Summary for the Tax Increment Contract Revenue Refunding Bonds, Series 2016, a copy is attached as Exhibit A. She stated there was a gross savings just under \$1.7 million with an annual savings of approximately \$167,000. No action from the Board was required.

UPDATE FROM CHAIR ON CIP COMMITTEE.

Chair Givens provided an update and requested Director Durham to take her spot on the CIP Committee. The Committee board members would include Director Brad Freels, Director John Rickel and Director David Durham. She stated she would the Committee to being meeting once-a-month and report back to the Board. Upon a motion duly made by Director Hodges, and being seconded by Chair Givens, the Board voted unanimously to appoint Director Durham to the CIP Committee.

CIP UPDATES:

a. Report from LAN on Town & Country, Memorial Drive, and Sub-Regional Detention Analysis.

Mr. Ali presented the Engineer's Report on current projects, included in the Board agenda materials. He reported they were currently working on a live water line conflict on the Four Points by Sheraton parking lot extension project. He stated a sub-regional detention analysis meeting with Flood Control was scheduled for December 20. He provided an update on the Memorial Drive Improvements and stated they are working on a proposed project schedule. He provided an update on the Town & Country Reconstruction project and stated once the right-of-way acquisition agreements were finalized they would be ready to advertise for bids. There was general discussion regarding TIP for call projects and timing for application. No action from the Board was required.

b. Consider Pay Estimate No. 1 for Four Points by Sheraton project from Corner Rock Construction in the amount of \$57,442.37.

Mr. Ali reviewed Pay Application No. 1 from Corner Rock Construction in the amount of \$57,442.37. He distributed a handout of Pay Application No. 2 from Corner Rock Construction in the amount of \$52,902.85, a copy is attached as Exhibit B. He reported LAN has reviewed both pay applications and the contractor has complied with all requirements and recommends approval for payment. Upon a motion

duly made by Director Rickel, and being seconded by Director Airola, the Board voted to (1) approve Pay Application No. 1 from Corner Rock Construction in the amount of \$57,442.37, as presented; and (2) approve Pay Application No. 2 from Corner Rock Construction in the amount of \$52,902.85, as presented. Director Freels abstained. The motion passed.

c. Report from Klotz Associates on W-140 and Straws.

Mr. Conger presented the Monthly Status Report for the Briar Branch W-140 Channel Improvements, Straws and Bunker Hill Bridge, included in the Board agenda materials, and answered questions. He stated they were working on the drainage impact plan to submit to Flood Control by end of the year. He stated the geotechnical work has been completed and anticipates receiving a report in the next two weeks. No action from the Board was required.

CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.071, TEXAS GOVERNMENT CODE, TO CONDUCT A PRIVATE CONSULTATION WITH ATTORNEY, WITH REGARD TO PENDING OR CONTEMPLATED LITIGATION; AND CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.072, TEXAS GOVERNMENT CODE, TO DELIBERATE THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY.

An executive session was called at 8:36 a.m.

RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTIONS REGARDING PRIVATE CONSULTATION WITH ATTORNEY; AND RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTIONS WITH REGARD TO PENDING OR CONTEMPLATED LITIGATION AND REGARDING THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY.

The Board reconvened in open session at 9:12 a.m. No action was taken.

ADJOURNMENT.

There was general discussion regarding the next meeting to be scheduled January 24, 2016, at 8:00 a.m., subject to room availability.

There being no further business to come before the Board, Chair Givens adjourned the meeting at 9:14 a.m.

Secretary

List of Exhibits:

- A. Tax Increment Contract Revenue Refunding Bonds, Series 2016 – Price Summary
- B. Pay Application No. 2 from Corner Rock Construction in the amount of \$52,902.85

MEMORIAL CITY REDEVELOPMENT AUTHORITY TIRZ NO. 17,
HOUSTON, TEXAS

AGENDA MEMORANDUM

TO: Memorial City Redevelopment Authority TIRZ No. 17 Board of Directors
FROM: Executive Director
SUBJECT: Agenda Item Materials

4. Receive the financial and bookkeeper's report, including payment of invoices, review of investments, and project cash flow reports.

Memorial City Redevelopment Authority

Cash Management Report

December 31, 2016

ETI BOOKKEEPING SERVICES

17111 ROLLING CREEK DRIVE SUITE 108

HOUSTON TX 77090

TELEPHONE 281 444 3384 FAX 281 440 8304

Fiscal Year End: June 30, 2017

Summary

<u>Current Activity</u>	<u>Memorial City Redevelopment Authority</u>			
	<u>General Fund</u>	<u>Capital Projects</u>	<u>Debt Service</u>	<u>Total</u>
Beginning Balance	20,365,378.84	0.00	729,276.99	21,094,655.83
Revenue	6,118.19	0.00	19,089.55	25,207.74
Expenditures	227,807.34	0.00	225,552.04	453,359.38
Ending Balance	20,143,689.69	0.00	522,814.50	20,666,504.19

NOTES:

Debt Service Payments due in Fiscal Year End 2017:

Date	Series	Principal	Interest	Total
9/1/2016	2008	470,000	161,090	631,090
9/1/2016	2011	575,000	141,036	716,036
9/1/2016	2011A	1,825,000	470,085	2,295,085
3/1/2017	2008	0	150,633	150,633
3/1/2017	2011	0	130,456	130,456
3/1/2017	2011A	0	434,954	434,954
			Total FYE 2017	4,358,253

December 31, 2016

General Operating Fund

BEGINNING BALANCE: **20,365,378.84**

REVENUE:

Checking Interest - Wells Fargo	1,183.11	
Texpool Interest	332.09	
Wells Fargo/TexSTAR (Surplus Funds) Interest	3,602.99	
Temporary Right of Entry Rental	1,000.00	
Voided Check(s)	0.00	
Total Revenue:		6,118.19

DISBURSEMENTS:

Checks Presented At Last Meeting	169,352.34	
Checks Written at/after Last Meeting	58,455.00	

Num	Name	Amount
2658	Comer Rock Construction, LLC	-52,902.85
2659	eSiteful, Inc.	-107.55
2660	Sal Esparza, Inc.	-5,444.60
Total		-58,455.00

Total Expenditures **227,807.34**

Ending Balance: **20,143,689.69**

Location of Assets:

Institution	Investment Number	Interest Rate	
Wells Fargo Checking	*5490	0.1500	10,227,833.64
TexPool	*0001	0.4570	855,802.85
Wells Fargo/TexSTAR	TexSTAR Surplus Funds	0.4815	8,813,332.53
Texas Exchange Bank CD	*3601	1.1600	246,720.67
Total			20,143,689.69

Certificate of Deposit	CD *3601	Term: 12 Months	Matures: 09/28/2017
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Memorial City Redevelopment Authority
Checks Presented
January 23, 2017

Num	Name	Description	Amount
2661	Allen Boone Humphries Robinson LLP	Legal Fee	-2,391.88
2662	Blank Rome LLP	Legal Services	-1,989.56
2663	Cobb Fendley & Associates, Inc.	Engineering Consultant	-1,250.00
2664	Corner Rock Construction, LLC	Pay Estimate No. 2	-72,289.06
2665	Equi-Tax, Inc	Tax Assessor Fee	-400.00
2666	ETI Bookkeeping Services	Bookkeeping Fee	-1,050.00
2667	Hawes Hill Calderon LLP	Professional Consultant	-7,500.00
2668	Klotz Associates Inc	Engineering Consultant	-121,792.57
2669	Lockwood, Andrews & Newman, Inc.	Engineering Fee	-77,321.49
2670	McGrath & Co., PLLC	Auditor	-500.00
2671	Sal Esparza, Inc.	Landscaping	-1,088.92
2672	SWA Group	Engineering Consultant	-3,013.10
2673	The Goodman Corporation Inc	Contract Services	-3,292.50
Total			-293,679.08

Debt Service Fund

BEGINNING BALANCE		729,276.99
REVENUE		
TexPool DSF Interest	2.28	
Wells Fargo/TexSTAR (2008 DSF) COH Increment	2,074.08	
Surplus Bond Proceeds	17,010.87	
Wells Fargo/TexSTAR (2008 Pled Rev) Interest	2.32	
Total Revenue		19,089.55
EXPENDITURES		
Series 2008 & 2011A Accrued Interest Payoff	218,552.04	
Trustee Fee	7,000.00	
Total Expenditures		225,552.04
ENDING BALANCE		522,814.50

Location of Assets:

Institution	Investment Number	Interest Rate	Current Balance
Wells Fargo *4601	TexSTAR 2008 DSF	0.4815	503,275.96
Wells Fargo *4600	TexSTAR 2008 Pledged Rev	Interest Rate	2,525.39
TexPool	*0004	0.4570	17,013.15
Total			522,814.50

Memorial City Redevelopment Authority
Profit & Loss Budget vs. Actual
December 2016

				December			Year To Date (6 Months)			Annual	
				Actual	Budget	Variance	Actual	Budget	Variance	Budget	
Ordinary Income/Expense											
Income											
1000 - Income											
				8223 - Interest Income	7,197	3,081	4,116	33,905	18,485	15,420	36,969
				8930 - Bond Proceeds	17,011	0	17,011	17,011	0	17,011	81,310,397
				Total 1000 - Income	24,208	3,081	21,127	50,916	18,485	32,431	81,347,366
				6-4320 - Increment Collections	0	0	0	0	0	0	15,073,959
				6-4350 - Grants	0	0	0	0	0	0	3,450,000
				Total Income	24,208	3,081	21,127	50,916	18,485	32,431	99,871,325
Expense											
				3335 - Management Consulting Services							
				6320 - Legal	1,294	6,250	-4,956	30,234	37,500	-7,266	75,000
				6322 - Eng Consultant/General Prof.Svc	4,191	2,500	1,691	11,356	15,000	-3,644	30,000
				6323 - Legal Litigation	2,400	8,333	-5,933	60,615	50,000	10,615	100,000
				6334 - Planning Consultings	0	4,167	-4,167	0	25,000	-25,000	50,000
				6337 - Construction Audit	0	0	0	7,000	7,000	0	10,000
				6343 - Other	0	0	0	215	0	215	0
				Total 3335 - Management Consulting Services	7,885	21,250	-13,365	109,420	134,500	-25,080	265,000
				5650 - Transfers							
				6420 - COH Administration Fee	0	0	0	0	0	0	753,698
				6430 - Municipal Services	0	0	0	490,000	490,000	0	2,256,619
				Total 5650 - Transfers	0	0	0	490,000	490,000	0	3,010,317
				5706 - Debt Service							
				5707 - Principal	0	0	0	2,870,000	2,870,000	0	4,561,417
				5708 - Interest	0	0	0	772,211	772,211	0	1,488,253
				5709 - Debt Issuance Costs	218,552	0	218,552	218,552	0	218,552	0
				5710c - Trustee Fee	7,000	0	7,000	7,000	0	7,000	9,500
				Total 5706 - Debt Service	225,552	0	225,552	3,867,763	3,642,211	225,552	6,059,170
				6300 - Administration & Overhead							
				6321 - Auditor	500	0	500	20,000	19,500	500	19,500
				6333 - Bookkeeping/Accounting	874	875	-1	5,505	5,250	255	10,500
				6340 - Administration Salaries/Benefit	7,500	8,333	-833	45,000	50,000	-5,000	100,000
				6344 - Bond Svcs/Trustee/FA	400	0	400	2,400	0	2,400	14,300
				6353 - Insurance / FDIC Assess.Fee	0	0	0	992	1,000	-8	3,500
				Total 6300 - Administration & Overhead	9,274	9,208	66	73,897	75,750	-1,853	147,800
				7000 - Capital Expenditure							
				1701 - Gessner Widening	0	0	0	235	0	235	0
				1709 - Lumpkin I-10 Westview	434	0	434	803,750	0	803,750	0
				1717 - Town & Country W. Drain/Mobil	93,525	291,667	-198,142	211,023	1,750,000	-1,538,977	3,500,000
				1722 - Town & Country Blv Signalizatn	0	0	0	1,175	0	1,175	0

Memorial City Redevelopment Authority
Profit & Loss Budget vs. Actual
December 2016

	December			Year To Date (6 Months)			Annual
	Actual	Budget	Variance	Actual	Budget	Variance	Budget
1725 · Parks & Green Space Improv.	0	10,417	-10,417	9,261	62,500	-53,239	125,000
1731A · Detention Basin & W-140 Bridge	655	0	655	3,710	0	3,710	0
1731B · Memorial Drainage & Mobility	0	0	0	118	0	118	0
1732A · N Gessner Drainage & Mobility	37,163	341,667	-304,504	84,053	2,050,000	-1,965,947	4,100,000
1732B · N.Gessner Drainage & Mobility	0	41,667	-41,667	0	250,000	-250,000	500,000
1734 · W140 Channel Improvements	87,879	466,667	-378,788	169,435	2,800,000	-2,630,565	5,600,000
1734B · Bunker Hill Bridge	0	70,833	-70,833	0	425,000	-425,000	850,000
1735A · Detention Basin A	29,443	83,333	-53,890	29,561	500,000	-470,439	1,000,000
1737 · MetroNational - Detention/Roads	0	1,119,241	-1,119,241	1,086,092	1,119,241	-33,149	1,119,241
1738 · T&C Way Partners, LLC	0	0	0	880,322	0	880,322	0
1738A · Memorial Dr Drainage & Mobility	26,445	83,333	-56,888	33,895	500,000	-466,105	1,000,000
1799 · Concrete Panel Replace Program	0	2,917	-2,917	0	17,500	-17,500	35,000
Total 7000 · Capital Expenditure	275,544	2,511,742	-2,236,198	3,312,630	9,474,241	-6,161,611	17,829,241
Total Expense	518,255	2,542,200	-2,023,945	7,853,710	13,816,702	-5,962,992	27,311,528
Net Income	-494,047	-2,539,119	2,045,072	-7,802,794	-13,798,217	5,995,423	72,559,797

Memorial City Redevelopment Authority
Investment Report
December 31, 2016

SCHEDULE OF INVESTMENTS

Investment Pools		Beginning Balance		Interest Earned		Deposits or (Withdrawals)		Ending Balance	
Fund	Location Of Assets	Market	N.A.V.	Book	Market	N.A.V.	Book	Market	N.A.V.
GOF	TexPool	855,581.97	1.00013	855,470.76	332.09	(0.00)	855,470.76	855,922.66	1.00014
DSF	TexPool	0.00	1.00013	0.00	2.28	17,010.87	0.00	17,015.53	1.00014
GOF	Wells Fargo/ TexStar	8,811,729.35	1.000227	8,809,729.54	3,602.99	0.00	8,809,729.54	8,815,227.40	1.000215
DSF	Wells Fargo/ TexStar DSF	719,917.30	1.000227	719,753.92	2,074.08	(218,552.04)	719,753.92	503,384.16	1.000215
DSF	Wells Fargo/ TexStar PI Rev	9,525.23	1.000227	9,523.07	2.32	(7,000.00)	9,523.07	2,525.93	1.000215

Certificates of Deposit

Fund	Location Of Assets	Interest Rate	Purchase Value	Term	Maturity Date	Beginning Balance	Deposits or (Withdrawals)	Ending Balance
GOF	TX Exch *3601	1.1600	245,000.00	12 Months	9/28/2017	246,720.67	0.00	246,720.67

Demand Accounts

Fund	Location Of Assets	Interest Rate	Purchase Date	Beginning Balance	Interest Earned	Deposits or (Withdrawals)	Ending Balance
GOF	Wells Fargo	0.15	6/8/2015	10,453,457.87	1,183.11	(226,807.34)	10,227,833.64

Collateral Pledged In Addition to FDIC

Depository Institution	Total Funds On Deposit	Custodial Institution	Securities Pledged	Collateral Description	Par Value	Market Value
Wells Fargo	10,227,833.64	BNYM	22,660,783	WU2246	15,992,948	16,051,963

Certification:

The District's investments are in compliance with the investment strategy as expressed in the District's Investment Policy and the Public Funds Investment Act.

Bookkeeper _____ Investment Officer _____

Investment Officer	Date Assumed Office	Training Completed
Kenneth Byrd	8/6/2015	10/29/2016

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Litigation Client/Matter: MEM001-21
 Statement Number: 85058
 Billing Attorney: Trey Lary

REMITTANCE PAGE

Fees for services posted through December 16, 2016 410.00
 Expenses and Other Items posted through December 16, 2016 0.00
Total Amount Due: \$410.00

Please return this page with your payment to the remittance address below:

Allen Boone Humphries Robinson LLP
 PO Box 4346
 Department 90
 Houston, TX 77210-4346

Checks should be made payable to Allen Boone Humphries Robinson LLP
 Please include the invoice number on your check
 Total amount payable in U.S. dollars

Code # 6323
 1/12/2017




MEMORIAL CITY REDEVELOPMENT AUTHORITY

Ms. Michelle Lofton Client/Matter: MEM001-01
 ETI Bookkeeping Services Statement Number: 85058
 17111 Rolling Creek Drive, Suite 106 Billing Attorney: Trey Lary
 Houston, TX 77090

General

Professional Fees

Fees for services posted through December 16, 2016, as follows:

Date	Professional	Hours
General		
11/17/16	Liz Kahts Review, sort, and add documents into district records in accordance with Records Management Act and District's Records Management Policy.	0.25
11/23/16	Liz Kahts Review, sort, and add documents into district records in accordance with Records Management Act and District's Records Management Policy.	0.25
12/02/16	Holly Huston Locate and forward invoices per request.	0.25
12/07/16	Beth King Review, sort, and add documents into district records in accordance with Records Management Act and District's Records Management Policy.	0.25
12/08/16	Jessica Holobek Travel to and attend Board of Directors meeting.	1.75
12/09/16	Jessica Holobek Telephone conference with Scott Bean.	0.25
12/16/16	Liz Kahts Review, sort, and add documents into district records in accordance with Records Management Act and District's Records Management Policy.	0.25
12/16/16	Kelsie Wade Review, sort, and add documents into district records in accordance with Records Management Act and District's Records Management Policy.	0.25
Total Task Hours:		3.50
Total Task Amount:		\$1,165.00

MEMORIAL CITY REDEVELOPMENT AUTHORITY

General Client/Matter: MEM001-01
 Statement Number: 85058
 Billing Attorney: Trey Lary

REMITTANCE PAGE

Fees for services posted through December 16, 2016 1,282.50
 Expenses and Other Items posted through December 16, 2016 11.88
Total Amount Due: \$1,294.38

Please return this page with your payment to the remittance address below:

Allen Boone Humphries Robinson LLP
 PO Box 4346
 Department 90
 Houston, TX 77210-4346

Checks should be made payable to Allen Boone Humphries Robinson LLP
 Please include the invoice number on your check
 Total amount payable in U.S. dollars

Code # 6320
 1/12/2017


Memorial City Redevelopment Authority Page: 2
 MEM001-01 Statement Number: 85058

Public Information Requests

11/07/16	Jessica Holobek	Discuss response to TPIA request with Linda Clayton.	0.25
Total Task Hours:			0.25
Total Task Amount:			\$117.50
Total Fees:			\$1,282.50

Expenses and Other Items

Expenses and Other Items posted through December 16, 2016, as follows:			
12/08/16	JBH	Mileage expense.	11.88
Total Expenses and Other Items:			11.88

TASK FEE BREAKDOWN

	Hours	Amount
General	3.50	1,165.00
Public Information Requests	0.25	117.50

Total Fees:	\$ 1,282.50
Total Expenses and Other Items:	\$ 11.88
Total Amount Due:	\$ 1,294.38

MEMORIAL CITY REDEVELOPMENT AUTHORITY

Client/Matter: MEM001-03
 Statement Number: 85057
 Billing Attorney: Trey Lary

REMITTANCE PAGE

Fees for services posted through December 16, 2016 687.50
 Expenses and Other Items posted through December 16, 2016 0.00
Total Amount Due: \$687.50

Please return this page with your payment to the remittance address below:

Allen Boone Humphries Robinson LLP
 PO Box 4348
 Department 80
 Houston, TX 77210-4348

Checks should be made payable to Allen Boone Humphries Robinson LLP
 Please include the invoice number on your check
 Total amount payable in U.S. dollars

*Code: Various
 See detail
 1/12/2017
 SR*



MEMORIAL CITY REDEVELOPMENT AUTHORITY

Client/Matter: MEM001-03
 Statement Number: 85057
 Billing Attorney: Trey Lary

Projects

Professional Fees
 Fees for services posted through December 16, 2016, as follows:

Date	Professional	Hours
Detention Basin 1735 Code 1735		
12/02/16	Jessica Holubek Telephone conference with Scott Bean regarding maintenance of basin.	0.25
		Total Task Hours: 0.25
		Total Task Amount: \$117.50
Town & Country W. Drain/Mobli - 1717 Code # 1717		
11/04/16	Kristen Hogan Research tracts for conveyance of right of way to City of Houston for Town & Country Way.	0.75
11/07/16	Jessica Holubek Work on matters regarding right-of-way conveyance.	0.25
11/11/16	Jessica Holubek Discuss right-of-way conveyance with CenterPoint.	0.25
11/18/16	Jessica Holubek Discuss right-of-way abandonment agreement with Chris Seckinger, Midway.	0.25
		Total Task Hours: 1.50
		Total Task Amount: \$570.00
		Total Fees: \$687.50

TASK FEE BREAKDOWN

Task	Hours	Amount
Detention Basin 1735	0.25	117.50 - 1735
Town & Country W. Drain/Mobli - 1717	1.50	570.00 - 1717

Allen Boone Humphries Robinson LLP

December 22, 2016

Memorial City Redevelopment Authority
 MEM001-03

Page: 2
 Statement Number: 85057

Total Fees: \$ 687.50
 Total Expenses and Other Items: \$ 0.00
Total Amount Due: \$ 687.50

BLANK ROME LLP

717 TEXAS AVENUE
 SUITE 1400
 HOUSTON, TEXAS 77002
 (713) 228-8801 FAX: (713) 228-8805
 FEDERAL TAX ID. NO. 23-1311874

MEMORIAL CITY REDEVELOPMENT AUTHORITY AND REINVESTMENT ZONE NUMBER 17, CITY OF HOUSTON, TEXAS
 SCOTT BEAN
 HAWES HILL CALDERON LLP
 P.O. BOX 22167
 HOUSTON, TX 77227

INVOICE DATE: DECEMBER 02, 2016
 MATTER NO. 148310-00601 02752
 INVOICE NO. 1625844

REGARDING: MEMORIAL CITY REDEVELOPMENT AUTHORITY AND REINVESTMENT ZONE NUMBER 17, CITY OF HOUSTON, TEXAS CIVIL ACTION NO. 4:16-CV-01458, RESIDENTS AGAINST FLOODING, ET AL VS. REINVESTMENT ZONE NUMBER SEVENTEEN, CITY OF HOUSTON, TEXAS, ET AL; IN THE UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF TEXAS, HOUSTON DIVISION

DATE	INVOICE	AMOUNT	CREDITS	BALANCE
11/02/16	1618117	\$,608.73	0.00	\$,608.73 ✓ pd 1/19/17
BALANCE FORWARD				\$ 6,688.73
FOR LEGAL SERVICES RENDERED THROUGH 11/30/16				\$ 1,467.50
FOR DISBURSEMENTS ADVANCED THROUGH 11/30/16				134.06
CURRENT INVOICE TOTAL				\$ 1,581.56
TOTAL AMOUNT DUE				\$ 16,190.29

*Code # 8923
 1/12/2017
 SR*

ACH / WIRE MAIL

BANK NAME: RBS Citicore Bank	Blank Rome LLP
ADDRESS: Philadelphia, PA	Attn: Finance Department
ACCOUNT TITLE: Blank Rome LLP	One Logan Square
ACCOUNT NUMBER: 6238669336	130 North 18th Street
ABA NUMBER: 036076150 (Domestic)	Philadelphia, PA 19103-6998
SWIFT CODE: CITZUS33 (International)	

Equi-Tax Inc.

Suite 200
17111 Rolling Creek Drive
Houston Texas 77090
281-444-4866

Invoice

DATE	INVOICE #
1/17/2017	50527

BILL TO
TRIZ No. 17 - Memorial City Redevelopment Authority c/o ETI Bookkeeping Services 17111 Rolling Creek Drive, Ste 108 Houston TX 77090

DESCRIPTION	AMOUNT
Fee per Contract, Monthly Consultant Services	400.00
Invoice emailed to Michelle Lofton at ETI Bookkeeping Services at mklp1@etiaccounting.com and to Scott Bean sbean@hhclp.com and Linda Clayton lclayton@hhclp.com at Hawes Hill	
Total	\$400.00

Total \$400.00

Code # 6393
1-17-2017

ETI Bookkeeping Services
PO BOX 73109
Houston, TX 77273

Invoice

Date	Invoice #
1/17/2017	7843

Bill To
TRIZ 17 Redevelopment Authority P.O. Box 73109 Houston, Texas 77273

Description	City	Rate	Amount
Bookkeeping		900.00	900.00
Additional Bookkeeping - 2016R Bond		150.00	150.00

Total	\$1,050.00
Payments/Credits	\$0.00
Balance Due	\$1,050.00

Code # 6393
1-17-2017

RPS klotz associates

1160 Daley Ashford, Suite 500, Houston, Texas 77029
T 281 589 7257 E ana@klotz.com W rpsgroup.com | Klotz.com

Mr. Scott Bean
Executive Director
Memorial City Redevelopment Authority
8955 Katy Freeway, Suite 215
Houston, TX 77024

January 10, 2017
Project No: 1111.002.000
Invoice No: 1216084

TRIZ 17 Memorial City Redevelopment Authority Brier Branch Channel Improvements & Sewers
TRIZ 17 CIP No. T-1734A & T-1734B
HCFCD Unit W140-01-00

For Professional Services rendered from December 3, 2016 to December 31, 2016:

Description	Contract Amount	Percent Complete	Billed to Date	Previously Invoiced	Current Invoice
Basic Services (LS)	919,543.75	80.73	742,347.66	717,795.84	24,551.82
Additional Services (TRM)	191,506.26	47.0099	90,026.99	68,446.97	21,580.02
Total Fee	1,111,050.01		832,374.65	786,242.81	46,131.84

Receipt	Current	Previous	To-Date
Total Billings	46,131.84	786,242.81	832,374.65
Contract Amount			1,111,050.00
Balance			278,130.35
Total Due This Invoice:			\$46,131.84

Code # 1734
1-17-2017

Additional Services Detail
Through 12/31/16
Invoice # 1216084

Sub-Consultant Charges this Month	Sub-Consultant	Sub-Consultant Invoice Amount	KA Markup (8%)	SubTotal	Cost This Month
1. Add'l Topo. Survey	Kuo & Associates	\$0.00	\$0.00	\$0.00	\$0.00
2. Tree Protection Plan	CH Kozel	\$0.00	\$0.00	\$0.00	\$0.00
3. Geotech (Strows)	Geotech Eng.	\$19,961.50	\$1,596.92	\$21,558.42	\$21,558.42

OK



GEOTECH ENGINEERING and TESTING

Geotechnical, Environmental, Construction Materials, and Forensic Engineering



OK 11/11/16 12-12-16
REVISION

PARTIAL INVOICE (9-15-16 through 11-30-16)

Please show invoice number on your remittance

William Long

By E-Mail and Regular Mail

TO: RPS Klotz Associates, Inc.
1160 N. Dairy Ashford Road, Suite 500
Houston, Texas 77079

INVOICE DATE: 11-30-16

PROJECT NO: 16-595E

ATTENTION: Ms. Natalie Weiershausen, P.E., ENV SP
Project Manager

INVOICE NO: 28576

PHONE #: (281) 589-7257

PROJECT: Desktop Geologic Fault Study
Geotechnical Exploration
Proposed Paving and Underground Utilities at
Briar Branch Straws
Houston, Texas

EMAIL:
natalie.weiershausen@klotz.com

PROJECT ENGINEER:
Al Tabatabaei, Ph.D., P.E.

AUTHORIZATION: This study was authorized by Mr. Ralph E. Cox, P.E., with RPS Klotz Associates, Inc., on September 15, 2016.

BILLING STATUS

Authorized Total Project Budget: \$ 34,834.50

GET Project No.	Invoice No.	Date	Authorized Project Budget	Amount for This Invoice	Percent of Authorized Project Budget to Date	Remaining Budget to Date
16-595E	28576	11/30/16	\$ 34,834.50	\$ 19,981.50	57.36 %	\$ 14,853.00

AMOUNT DUE FOR THIS INVOICE: \$ 19,981.50

REMIT TO: DAE & ASSOCIATES, LTD.
dba GEOTECH ENGINEERING AND TESTING
17407 US HIGHWAY 59
HOUSTON, TEXAS 77396
(713) 699-4000

Distribution: DAE (review), Accounting (hard copy), Job Binder

17407 US Highway 59 • Houston, Texas 77396 • Tel: 713-699-4000 • Fax: 713-699-9200
Texas • Louisiana • New Mexico • Oklahoma
Website: www.geotecheng.com

GEOTECH ENGINEERING AND TESTING ENGINEERING SUMMARY TIME SHEET

Employee Name: David Eastwood, P.E. From: 09-15-16 To: 11-30-16
 Employee Classification: Principal Engineer Project No.: 16-595E
 Project Title: Desktop Geologic Fault Study and Geotechnical Exploration Report for Proposed Paving and Underground Utilities at Briar Branch Straws, Houston, Texas

Date	Work Description (See Legend)	No. of Hours	Other
09-15-16			
through	3	1.0	
11-30-16			

- Legend:
- | | |
|-----------------------------|----------------------------|
| 1. Site Visit | 7. Traffic Control |
| 2. Field Logging | 8. Monitoring Grouting |
| 3. Engineering | 9. Attending Meeting |
| 4. Drafting | 10. Telephone Conversation |
| 5. Typing | 11. Boring Logging |
| 6. Water Level Measurements | 12. Coordinating |

Signature: *David Eastwood* Approved By: *Al Tabatabaei*

Mr. Scott Bean
 Executive Director
 Memorial City Redevelopment Authority
 8555 Katy Freeway, Suite 2115
 Houston, TX 77024

January 10, 2017
 Project No: 1111.004.000
 Invoice No: 1216043

TIRZ 17 North Gessner Drainage and Mobility Improvements North Gessner Road Reconstruction from IH-10 to north of Westview - Phase 2 Detailed Design
 TIRZ 12 CIP No. T-1732A

For Professional Services rendered from December 3, 2016 to December 31, 2016:

Description	Contract Amount	Percent Complete	Billed to Date	Previously Invoiced	Current Invoice
Ph I Final Design T-1732A & B (TxDOT)	460,700.00	0.00	0.00	0.00	0.00
Ph I Final Design T-1732B (COH)	127,435.00	13.05	16,630.27	0.00	16,630.27
Ph II Final Design T-1732A (COH)	474,170.00	98.45	466,820.37	466,820.37	0.00
Ph I PER Update	107,850.00	10.23	11,033.06	0.00	11,033.06
Additional Services	214,067.56	26.6291	61,291.23	61,291.23	0.00
Sub - Contracted Engineering Svc (N/A)	20,000.00	0.00	0.00	0.00	0.00
Reimbursable Expenses	21,860.00	0.00	0.00	0.00	0.00
Total Fee	1,437,042.96		555,775.25	528,111.92	27,663.33

Receipt:	Current	Previous	To-Date
Total Billings	27,663.33	528,111.92	555,775.25
Contract Amount			1,427,042.96
Balance			871,267.71
Total Due This Invoice:			\$27,663.33

Code # 1732A
 1-17-17



Professional Services Summary
 Through 12/31/16
 Invoice # 1216043

Task	Contract Budget Fees	Authorized Amounts	Percent Complete %	Budget Amount Earned	Previously Billed	Earned This Period
Basic Services						
I. Phase I - PER Update	\$107,850.00	\$107,850.00	10.23%	\$11,033.06	\$0.00	\$11,033.06
II. Phase II - Final Design						
1. T-1732A (COH)	\$474,170.00	\$466,820.37	98.23%	\$466,820.37	\$466,820.37	\$0.00
2. T-1732B (COH)	\$127,435.00	\$16,630.27	13.05%	\$16,630.27	\$0.00	\$16,630.27
3. T-1732A & B (TxDOT)	\$460,700.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
III. Phase III - CFB (Not Authorized)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Basic Services	\$1,170,145.00	\$1,170,145.00		\$484,483.70	\$466,820.37	\$27,663.33
Additional Engineering Services / Subcontracted Services / Reimbursable Expenses						
I. Additional Engineering Services	\$148,761.80					
1. TFCP - Traffic Control Plans		\$23,340.00	78.17%	\$17,488.34	\$17,488.34	\$0.00
2. Traffic Signals - 3 Locations (Gessner & IH10; Gessner & Westview)		\$68,010.00	49.80%	\$33,768.87	\$33,768.87	\$0.00
3. SW3P - Stormwater Pollution Prevention Plans		\$11,100.00	80.32%	\$10,028.00	\$10,028.00	\$0.00
4. Ph 2 E&A		\$47,371.80	0.04%	\$0.00	\$0.00	\$0.00
II. Subcontracted Services						
1. Updated Geotechnical Invest. (Autlas)		\$22,224.24	0.00%	\$0.00	\$0.00	\$0.00
2. Updated Survey (Kuo)		\$26,973.00	0.00%	\$0.00	\$0.00	\$0.00
3. Street Light Plans (Jeant)		\$8,178.52	0.00%	\$0.00	\$0.00	\$0.00
4. Tree Protection Plans (Keech)		\$5,950.30	0.00%	\$0.00	\$0.00	\$0.00
K. ADOT Sub-consultant Services		\$20,000.00	0.00%	\$0.00	\$0.00	\$0.00
III. Reimbursable Expenses		\$22,850.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Additional Services	\$156,897.36	\$226,467.96		\$17,291.30	\$17,291.30	\$0.00
Total Professional Services Fees	\$1,427,042.96	\$1,407,042.96		\$556,775.25	\$528,111.92	\$27,663.33
Total Fees Earned this Period						\$27,663.33

Monthly Progress Report

Project: Memorial City Redevelopment Authority / TIRZ 17
 N. Gessner Drainage and Mobility Improvements - #H10 (Katy Fwy) to Long Point
 CIP No: T-1732A & T-1732B
 Period: Through December 31, 2016
 Job No: 1111.004.000
 Prepared By: W. Edward Conger PE

Activities Completed this Period

1. Ph I PER Update - Authorization received dated 12-16-16.
 - a. Review of previous draft PERs for update begun.
 - b. Begin development of updated PER for CoH review and approval.
2. Ph II Final Design - Authorization received dated 11/14-14 & 12-16-16.
 - a. Basic and Additional Services
 - 1.) TIRZ Board requested to incorporate T-1732B (N. Gessner - Westview to Long Point) as part of the T-1732A construction and design plans.
 - i. Authorization request approved by TIRZ Board 10-25-16.
 - ii. NTP from City received this period.
 - 2.) Update of N. Gessner SWMM model to incorporate A&B as one construction project begun. Draft Drainage Impact report in process.
 - 3.) Continue development of design plans and profiles from the survey and previous PER plans one construction project.
 - 4.) SW3P and TCP plans in process.
 - 5.) Review of Traffic Signals for design continues.
 - 6.) Continue coordination with SWA for streetscape design.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Progress Mtgs. with TIRZ Executive Director as requested.
 - 3.) Attended and provided project update at TIRZ Board Meeting.
3. Ph II Sub-consultants - No activity this period.

Activities Planned for Next Period

1. Ph I PER Update - Authorization received dated 12-16-16.
 - a. Complete review of previous draft PERs for update.
 - b. Continue development of updated PER for CoH review and approval.
 - c. Begin coordination with CoH for PER and TRC approvals.
2. Ph II Final Design.

- a. Basic and Additional Services (upon receipt of authorization and NTP)
 - 1.) Schedule and begin tasks for ESA II.
 - 2.) SW3P and TCP plans continue.
 - 3.) Review of Traffic Signals for design continues.
 - 4.) Coordination with Mathewson Ln project continues.
 - 5.) Continue coordination with SWA for streetscape design.
- b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ as required.
 - 3.) Provide project update at next TIRZ Board Meeting.
3. Ph II Sub-consultants (upon receipt of NTP)
 - a. Begin Survey update.
 - b. Begin Geotechnical Study update.

Issues and information we are waiting to receive - None

Mr. Scott Bean
Executive Director
Memorial City Redevelopment Authority
8555 Katy Freeway, Suite 215
Houston, TX 77024

December 15, 2016
Project No: 1111.004.000
Invoice No: 1116089

TIRZ 17 North Gessner Drainage and Mobility Improvements North Gessner Road Reconstruction from IH-10 to south of Westview - Phase II Detailed Design
TIRZ 17 CIP No: T-1732A

For Professional Services rendered from October 12, 2016 to December 2, 2016:

Description	Contract Amount	Percent Complete	Billed to Date	Previously Invoiced	Current Invoice
Basic Services	474,176.00	98.43	466,820.37	466,820.37	0.00
Additional Services	102,390.00	59.8609	61,291.54	53,041.42	6,250.12
Sub - Contracted Engineering Services	20,000.00	0.00	0.00	0.00	0.00
Reimbursable Expenses	22,800.00	0.00	0.00	0.00	0.00
Total Fee	619,356.00		528,111.91	521,861.79	6,250.12
					6,250.12
					56,350.12

Receipt:	Current	Previous	To-Date
Total Billings	6,250.12	521,861.79	528,111.91
Contract Amount Balance			619,356.00
			91,248.09
		Total Due This Invoice:	66,250.12

Code # 1732 A
1/12/2017

North Gessner Drainage and Mobility Improvements
- IH10 (Dairy Frewy) to Westview
TIRZ 17 CIP No. T-1732 A
Master Agreement (07-30-13) Task Order No.4
RPS Klotz Assoc. Job No. 1111.004.000

1140 Dairy Ashford, Suite 500, Houston, Texas 77079
T 281 589 7257 E email@klotz.com W www.rpsgroup.com | www.klotz.com

Professional Services Summary
Through 12/02/16
Invoice # 1116089

Task	Contract Budget Fees	Authorized Amounts	Percent Complete %	Budget Amount Earned	Previously Billed	Earned This Period
Basic Services						
I. Phase I - PER Update (Not Authorized)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
II. Phase II - Final Design	\$474,176.00	\$474,176.00	98.43%	\$466,820.37	\$466,820.37	\$0.00
III. Phase III - CFS (Not Authorized)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Basic Services	\$474,176.00	\$474,176.00		\$466,820.37	\$466,820.37	\$0.00
Additional Engineering Services / Sub-Contracted Services / Reimbursable Expenses						
I. Additional Engineering Services	\$102,390.00					
1. TCPs - Traffic Control Plans		\$23,290.00	76.17%	\$17,496.58	\$17,496.58	\$0.00
2. Traffic Signals - 2 Locations (Gessner & IH10; Gessner & Westview)		\$68,010.00	48.65%	\$33,768.97	\$27,518.85	\$6,250.12
3. SW3P - Stormwater Pollution Prevention Plans		\$11,090.00	90.32%	\$10,025.00	\$10,025.00	\$0.00
II. Sub-Contracted Services	\$20,000.00					
1. Add'l Sub-Consultant Services		\$0.00	0.00%	\$0.00	\$0.00	\$0.00
III. Reimbursable Expenses	\$22,800.00					
1. Reimbursable Expenses		\$22,800.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Additional Services	\$145,180.00	\$125,180.00		\$61,291.54	\$55,041.42	\$6,250.12
Total Professional Services Fees	\$619,356.00	\$609,356.00		\$528,111.91	\$521,861.79	\$6,250.12
Total Fees Earned this Period						\$6,250.12

Monthly Progress Report

Project: Memorial City Redevelopment Authority / TIRZ 17
N. Gessner Drainage and Mobility Improvements - IH10 (Dairy Frewy) to Westview
Ph II - Design

CIP No: T-1732A

Period: Through December 2, 2016

Job No: 1111.004.000

Prepared By: W. Edward Conger PE

Activities Completed this Period

- Ph II Final Design - Authorization received dated 11/14/16.
 - Basic and Additional Services
 - Development of N. Gessner SWMM model complete. Draft Drainage Impact report in process.
 - Completed development of design plans and profiles from the survey and previous PER plans.
 - TIRZ Board requested to incorporate T-1732B (N. Gessner - Westview to Long Point) as part of the T-1732A construction and design plans.
 - Updated authorization request submitted 10-12-16.
 - Approved at Board Meeting on 10-25-16. NTP from City not received this period.
 - SW3P and TCP plans in process.
 - Review of Traffic Signals for design continues.
 - Continue coordination with SWA for streetscape design.
 - Meetings
 - Project Team Meetings as required.
 - Progress Mtgs. with TIRZ Executive Director as requested.
 - Attended and provided project update at TIRZ Board Meeting.
- Ph II Sub-consultants - None authorized.

Activities Planned for Next Period

- Ph II Final Design.
 - Basic and Additional Services (upon receipt of authorization and NTP)
 - Schedule and begin tasks for ESA II.
 - Begin tasks for updated PER and new TRC.
 - SW3P and TCP plans continue.

- Review of Traffic Signals for design continues.
- Coordination with Mathewson Ln project continues.
- Continue coordination with SWA for streetscape design.
- Meetings
 - Project Team Meetings as required.
 - Progress Mtgs. to be held to review project status with TIRZ Executive Director.
 - Additional meetings with TIRZ as required.
 - Provide project update at next TIRZ Board Meeting.
- Ph II Sub-consultants (upon receipt of NTP)
 - Begin Survey update.
 - Begin Geotechnical Study update.

Issues and Information we are waiting to receive -

NTP from City needed for the updated and expanded project scope outlined above and in the updated LOA request submitted 10-12-16. This was approved by the Board on 10-25-16.

Mr. Scott Bean December 15, 2016
 Executive Director Project No: 1111.002.000
 Memorial City Redevelopment Authority Invoice No: 1116086
 8955 Katy Freeway, Suite 215
 Houston, TX 77024

TIRZ 17 Memorial City Redevelopment Authority Briar Branch Channel Improvements & Straus
 TIRZ 17 CIP No. T-1734A & T-1734B
 HCPCD Util W140-01-00

For Professional Services rendered from October 25, 2016 to December 1, 2016:

Description	Contract Amount	Percent Complete	Billed to Date	Previously Invoiced	Current Invoice
Basic Services (LS)	919,543.74	78.06	717,795.84	576,048.56	41,747.28
Additional Services (T&M)	191,506.26	35.7414	68,446.97	68,446.97	0.00
Total Fee	1,111,050.01		786,242.81	644,495.53	41,747.28
					41,747.28
					\$41,747.28
					0.00
Recap:			Current	Previous	To-Date
Total Billings			41,747.28	744,493.54	786,242.82
Contract Amount				1,111,050.00	
Balance				325,262.18	
			Total Due This Invoice:		\$41,747.28

Code # 1734
 1/12/2017

Briar Branch (W140-01-00) Channel Improvements & Briar Branch 'Straus' and Bunker Hill Bridge
 TIRZ 17 CIP No. T-1734A & T-1734B
 Master Agreement (07-30-12)
 Klotz Assoc. Job No. 1111.002.000

1140 Dairy Ashford, Suite 500, Houston, Texas 77079
 T 281 589 7257 E email@klotz.com W www.rpsgroup.com | www.klotz.com

Professional Services Summary
 Through 12/01/17
 Invoice # 1116086

Task	Contract Budget Fees	Authorized Amounts	Percent Complete %	Budget Amount Earned	Previously Billed	Earned This Period
Basic Services						
I. Phase I - PER (Complete)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
II. Phase II - Final Design	\$919,543.74	\$919,543.74	78.06%	\$717,795.84	\$576,048.56	\$41,747.28
III. Phase III - CIP (Not Authorized)	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Basic Services	\$919,543.74	\$919,543.74		\$717,795.84	\$576,048.56	\$41,747.28
Additional Engineering Services / SubContracted Services / Reimbursable Expenses						
I. Additional Engineering Services	\$51,460.00					
1. TCEs - Traffic Control Plans		\$38,730.00	65.18%	\$25,372.18	\$21,372.18	\$4,000.00
2. SHEP - Stormwater Pollution Prevention Plans		\$17,020.00	72.63%	\$12,348.90	\$12,348.00	\$9.00
3. Signage & Striping Plans		\$20,018.00	0.00%	\$0.00	\$0.00	\$0.00
4. EBA 1 (Straus) - RPS Klotz		\$5,709.00	91.70%	\$5,228.89	\$5,228.89	\$0.00
II. SubContracted Services	\$77,824.16					
1. Add'l Topo. Survey		\$29,892.80	100.00%	\$29,892.80	\$29,892.80	\$0.00
2. Tree Protection Plan		\$10,900.00	0.00%	\$0.00	\$0.00	\$0.00
3. Geotech (Straus)		\$37,031.36	0.00%	\$0.00	\$0.00	\$0.00
III. Reimbursable Expenses	\$32,122.10					
1. Reimbursable Expenses		\$32,122.10	0.00%	\$0.00	\$0.00	\$0.00
SubTotal Additional Services	\$181,506.26	\$181,506.26		\$48,446.97	\$48,446.97	\$0.00
Total Professional Services Fees	\$1,111,050.00	\$1,111,050.00		\$766,242.81	\$624,495.53	\$41,747.28
Total Fees Earned this Period						\$41,747.28

Monthly Status Report

Project: Memorial City Redevelopment Authority / TIRZ 17
 Briar Branch (W140-01-00) Channel Improvements & Briar Branch 'Straus' and Bunker Hill Bridge
 CIP No: T-1734A & T-1734B
 Period: Through November 30, 2016
 RPS Klotz Assoc. Project No: 1111.002.000

Activities This Period

1. Ph II Final Design - Authorization received dated 03/07/14, 09/08/16
 - a. Basic and Additional Services
 - 1.) Received TIRZ 17 Board approval on 05-19-16 for incorporation of 'Straus' and Bunker Hill Bridge modifications (T-1734B) into Briar Branch project and drainage analysis. Authorization (NTP) received dated 09-08-16.
 - 2.) Geotechnical Investigation and ESA 1 for 'Straus' continue.
 - 3.) Continue development of 'Straus' plans and incorporating into Briar Branch plans and documents for one construction project.
 - 4.) Continue update of Drainage Impact Study for one construction package.
 - i. Additional Drainage Analysis complete.
 - ii. Update of Report Text and Exhibits complete.
 - iii. Final QA/QA begun.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ and SWA as required.
 - 3.) Attended and provided project updates at TIRZ Board Meeting as requested.

Activities Planned for Next Period

1. Ph II Final Design.
 - a. Basic and Additional Services
 - 1.) Continue development of 'Straus' plans and documents for one construction package
 - 2.) Submit updated draft Drainage Impact Study for HCPCD and TIRZ 17 review and comment.

- 3.) Updated Plans will be submitted to HCPCD upon approval of Drainage impact report by HCPCD. Plans will be submitted to CoH upon approval by HCPCD.
 - 4.) Complete draft reports for Geotechnical Investigation and ESA 1 Study for 'Straus'.
 - 5.) Respond to comments and questions from HCPCD and TIRZ.
- b. Meetings
- 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ and SWA as required.
 - 3.) Attend and provide project update at TIRZ Board Meeting.

Issues and Information we are waiting to receive - None



PLEASE NOTE NEW REMIT ADDRESS:
Please make checks payable to:
Lockwood, Andrews & Newnam, Inc.
PO Box 30063
Omaha, NE 68133-1165
T: 713-266-8900

ACH/Wire Payments can be sent to:
First National Bank
Account: 118398778
Routing: 104008866
Tax ID: 47-0561166

Scott Beas
Memorial City Redevelopment Authority, TRIZ 17
9610 Long Point Dr., Suite #150
Houston, TX 77063

January 18, 2017
Invoice No: 120-11973-002-1

Professional Services from December 1, 2016 through January 15, 2017

Account No.	Project Name	Original Contract Amount	Percent Complete	Billing Contract Amount	Total Invoiced To Date	Previously Invoiced	Current Payment Due
CP No. 1-1738A	Memorial City Redevelopment Authority, TRIZ 17 Phase 2 Clarified Change	\$1,161,700.00	2.16%	\$1,126,148.00	\$16,852.00	\$20,999.75	\$25,112.25
CURRENT PAYMENT DUE THIS INVOICE:							\$25,112.25

Billing to Date	Current	Prior	Total
	\$25,112.25	\$06,999.75	\$68,322.00

Authorized by: Date: 01/18/17

Code # 1738A
1-18-2017



PLEASE NOTE NEW REMIT ADDRESS:
Please make checks payable to:
Lockwood, Andrews & Newnam, Inc.
PO Box 30063
Omaha, NE 68133-1165
T: 713-266-8900

ACH/Wire Payments can be sent to:
First National Bank
Account: 118398778
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Tax ID: 47-0561166

Scott Beas
Memorial City Redevelopment Authority, TRIZ 17
9610 Long Point Dr., Suite #150
Houston, TX 77063

January 18, 2017
Invoice No: 120-11973-001-1

Professional Services through January 15, 2017

Project Name	Original Contract Amount	Total To Date	Previously Invoiced To Date	Current Payment Due
Authorization: MCRA General Services	\$ 15,000.00	\$ 2,587.51	\$ -	\$ 2,587.51
CURRENT PAYMENT DUE THIS INVOICE:				\$2,587.51

Billing to Date	Current	Prior	Total
	\$2,587.51	\$0.00	\$2,587.51

Authorized by: Date: 01/18/17

Code # 6322
1-18-2017



PLEASE NOTE NEW REMIT ADDRESS:
Please make checks payable to:
Lockwood, Andrews & Newnam, Inc.
PO Box 30063
Omaha, NE 68133-1165
T: 713-266-8900

ACH/Wire Payments can be sent to:
First National Bank
Account: 118398778
Routing: 104008866
Tax ID: 47-0561166

Scott Beas
Memorial City Redevelopment Authority, TRIZ 17
9610 Long Point Dr., Suite #150
Houston, TX 77063

January 18, 2017
Invoice No: 120-11973-002-2

Professional Services from November 15, 2016 through January 15, 2017

Project Name	Original Contract Amount	Total To Date	Previously Invoiced To Date	Current Payment Due
Authorization: Four Points by Sheraton Parking 1st Extension	\$50,430.00	\$ 39,867.31	\$ 19,610.83	\$ 20,256.48
CURRENT PAYMENT DUE THIS INVOICE:				\$20,256.48

Billing to Date	Current	Prior	Total
	\$20,256.48	\$16,610.83	\$39,867.31

Authorized by: Date: 01/18/17

Code # 1717
1-18-2017



PLEASE NOTE NEW REMIT ADDRESS:
Please make checks payable to:
Lockwood, Andrews & Newnam, Inc.
PO Box 30063
Omaha, NE 68133-1165
T: 713-266-8900

ACH/Wire Payments can be sent to:
First National Bank
Account: 118398778
Routing: 104008866
Tax ID: 47-0561166

Scott Beas
Memorial City Redevelopment Authority, TRIZ 17
9610 Long Point Dr., Suite #150
Houston, TX 77063

January 18, 2017
Invoice No: 120-11973-002-3

Professional Services from November 15, 2016 through January 15, 2017

Project Name	Original Contract Amount	Total To Date	Previously Invoiced To Date	Current Payment Due
Authorization: Regional Commission South of 84-10 - Initial Preliminary Engineering and Detailed Impact Analysis	\$ 99,652.00	\$ 67,552.53	\$ 38,227.00	\$ 29,325.53
CURRENT PAYMENT DUE THIS INVOICE:				\$29,325.53

Billing to Date	Current	Prior	Total
	\$29,325.53	\$38,227.00	\$67,552.53

Authorized by: Date: 01/18/17

Code # 1735
1-18-2017



SAL ESPARZA, INC.

PO BOX 9646
HOUSTON, TEXAS
77290

Date	Invoice #
12/30/16	25776

McGrath & Co., PLLC
Certified Public Accountants
P.O. Box 770148
Houston, Texas 77277

Mark W. McGrath CPA
mwm@mcgrath-co.com

Colin M. Oesch CPA
cmo@mcgrath-co.com

Bill To
Memorial City Redevelopment Authority, TI
Scott Bean, Executive Director
PO Box 22167
Houston, Texas 77227-2167

December 27, 2016

Memorial City District/TIRZ No. 17
Houston, Texas

Final billing regarding preparation of the District's financial statements and related audit schedules for the year ended June 30, 2016

\$506.00

Code # 6321
1-17-2017

B.O. No.	P.O. No.	Terms	Project

Quantity	Description	Rate	Amount
	GROUNDS MAINTENANCE SERVICES FOR DECEMBER 2016.		
1	BRAIR BRANCH Code # 1731A	655.40	655.40
1	LUMPKIN BASIN Code # 1709	433.52	433.52
Balance Due			\$1,084.92

Code - See above
1/12/2017

swa

To: Memorial City Redevelopment Authority/Houston TIRZ-17
Attn: Linda Clayton
c/o Hawes Hill Calderon LLP
PO Box 22167
Houston, TX 77227-2167

Date: December 27, 2016
Invoice No: 108443
For Period: November
Project No: RHTS501A
Project Manager: Clayton Bruner

Project: CIP 1717 Town & Country West Drainage and Mobility Improvements Additional Service

WORK PERFORMED:
Project Coordination.
Professional Services from November 1, 2016 to November 30, 2016
Professional Personnel

Principals	Hours	Rate	Amount
Vick, James	6.00	235.00	1,410.00
Total Fee Due This Invoice			1,410.00
Total this Invoice			\$1,410.00

Prior Billed 26,318.40
Current 1,410.00
Billed to Date 27,728.40
% Complete 96%

Code # 1717
1/12/2017

Remit to:
SWA Group
PO Box 5904
Seasalt, CA 94966
+1.415.332.5100

Please refer to our invoice number and Project number when making payment.
A discount of 1% on current charges allowed if paid in full in thirty days.
A service charge will be assessed on all past due accounts.

swa

To: Memorial City Redevelopment Authority/Houston TIRZ-17
Attn: Scott Bean
c/o Hawes Hill Calderon LLP
PO Box 22167
Houston, TX 77227-2167

Date: December 22, 2016
Invoice No: 108409
For Period: November
Project No: RHTS601
Project Manager: James Vick

Project: Memorial City Redevelopment Authority Professional Design Services - On Call

WORK PERFORMED:
Reviewed Bicycle Location Options; Visit Site / Meetings; Prepare Design Documents.

Professional Services from November 1, 2016 to November 30, 2016
Professional Personnel

Principals	Hours	Rate	Amount
Vick, James	5.00	235.00	1,175.00
Associates			
Bruner, Clayton	2.00	123.50	247.00
Staff			
Sharkey, Darren	2.00	60.55	121.10
Total Fee Due This Invoice			1,603.10
Total this Invoice			\$1,603.10

Prior Billed 1,175.00
Current 1,603.10
Billed to Date 2,778.10
% Complete 96%

Code # 6322
1/12/2017

Remit to:
SWA Group
PO Box 5904
Seasalt, CA 94966
+1.415.332.5100

Please refer to our invoice number and Project number when making payment.
A discount of 1% on current charges allowed if paid in full in thirty days.
A service charge will be assessed on all past due accounts.

The Goodman Corporation
3200 Travis Street, Ste. 200
Houston, TX 77006

HOUSTON:
3200 Travis Street
Suite 200
Houston, TX 77006
(713) 951-7951
THEGOODMANCORP.COM

AUSTIN:
1713 6th Street
Suite 112
Houston, TX 78702
(512) 234-8002

PROGRESS REPORT

To: Scott Bean, Executive Director
From: Stephanie Kirschner
Date: January 1, 2017
Re: Environmental Studies for Categorical Exclusion Memorial Drive (Beltway 8 to Tallowood Road) (MCT102) – December 2016

Invoice

Bill To Ms. Michelle Lofus ETI Bookkeeping Services P.O. Box 71109 Houston, TX 77273		Date 12/31/2016	Invoice # 12-2016-20		
		Terms	Project MCT102		
Item	Description	Rate	Prior %	Cur %	Amount
Contract Services	Task 1 - Purpose and Need	1,500.00	0%	0.00%	0.00
Contract Services	Task 2 - Alternative Analysis	3,500.00	10%	0.00%	0.00
Contract Services	Task 2.1 - Socioeconomic Analysis	2,000.00	10%	0.00%	0.00
Contract Services	Task 3.2 - Water Quality Conditions	1,000.00	0%	0.00%	0.00
Contract Services	Task 3.3 - Plant Communities and Wildlife Habitat	4,500.00	0%	5.00%	225.00
Contract Services	Task 2.4 - Waters and Wetlands Identification	1,000.00	10%	0.00%	0.00
Contract Services	Task 3.5 - Air Quality Assessment	1,000.00	0%	0.00%	0.00
Contract Services	Task 3.6 - Floodplain Assessment	1,000.00	0%	0.00%	0.00
Contract Services	Task 3.7 - Cultural Resource Assessment	1,000.00	0%	10.00%	100.00
Contract Services	Task 3.7a - Historical Resource Analysis	0.00	0%	0.00%	0.00
Contract Services	Task 3.8 - Hazardous Materials	1,350.00	0%	5.00%	67.50
Contract Services	Task 3.9 - Historical Identification	1,500.00	0%	0.00%	0.00
Contract Services	Task 3.9a - Indirect Impacts Assessment	2,000.00	0%	0.00%	0.00
Contract Services	Task 3.10 - Cumulative Impacts Assessment	2,000.00	0%	0.00%	0.00
Contract Services	Task 4 - Draft and Final EA	15,000.00	0%	0.00%	0.00
Total					\$392.50
Balance Due					\$392.50

Phone #	Fax #
713-951-7951	713-951-7957

Code # 1738A
1-17-2017

THE GOODMAN CORPORATION

Comment:

3.8 - Hazardous Materials 0% 5%
Comment: Requested corridor map for input for environmental database file review

3.9 - Historical Resource Identification 0% 0%
Comment:

3.10 - Cumulative Impacts Assessment 0% 0%
Comment:

4 - Draft and Final EA 0% 0%
Comment:

Next Steps: Continue collection and analysis of Census and environmental data for CE categories for report

The Goodman Corporation
3200 Travis Street, Ste. 200
Houston, TX 77006

Invoice

Bill To Ms. Michelle Lofus ETI Bookkeeping Services P.O. Box 71109 Houston, TX 77273		Date 12/31/2016	Invoice # 12-2016-22		
		Terms	Project MCT101		
Item	Description	Rate	Prior %	Cur %	Amount
Contract Services	Task 1 - Program Management, Oversight, and Intergovernmental Coordination for Memorial Drive Code # 1738A	30,000.00	30%	2.00%	600.00
Contract Services	Task 2 - Program Management, Oversight, and Intergovernmental Coordination for North Gleason Code # 1732A	100,000.00	25.5%	1.50%	1,500.00
Total					\$2,100.00
Balance Due					\$2,100.00

Phone #	Fax #
713-951-7951	713-951-7957

Code: Seedhead
1-17-2017



THE GOODMAN CORPORATION

HOUSTON:
3200 Travis Street
Suite 200
Houston, TX 77006
(713) 951-7951

AUSTIN:
1715 6th Street
Suite 112
Houston, TX 78702
(512) 234-8002

THEGOODMANCORP.COM

PROGRESS REPORT

The Goodman Corporation
3200 Travis Street, Ste. 200
Houston, TX 77006

To: Scott Bean, Executive Director
From: David Rodgers
Date: January 1, 2017
Re: TIP Project Assistance and Oversight (MCT101) – December 2016

Task	Previous % Complete	Current % Complete
1 – Program Management, Oversight, and Intergovernmental Coordination for Memorial Drive Comment: • Completion of H-GAC Quarterly Report for Q1 2017. • Provided information regarding the H-GAC/TxDOT grants to the MJLM auditor on 12/9/16. • Provided an updated project map for the Gessner AFA per TxDOT request. This was provided to TxDOT on 12/20/16.	26%	28%
2 – Program Management, Oversight, and Intergovernmental Coordination for North Gessner Comment: • Completion of H-GAC Quarterly Report for Q1 2017. • Provided information regarding the H-GAC/TxDOT grants to the MJLM auditor on 12/9/16.	25.5%	27%

Invoice

BIR To Ms. Michelle Lofton BTI Bookkeeping Services P.O. Box 73129 Houston, TX 77273		Date 11/30/2016	Invoice # 11-2016-24		
		Terms	Project MCT101		
Item	Description	Rate	Price %	Curr %	Amount
Contract Services	Task 1 - Program Management, Oversight, and Intergovernmental Coordination for Memorial Drive Code 1738 A	30,000.00	25%	1.00%	300.00
Contract Services	Task 2 - Program Management, Oversight, and Intergovernmental Coordination for North Gessner Code 1733 A	100,000.00	25%	0.50%	500.00
Total					\$800.00
Balance Due					\$800.00
Phone # 713-951-7951		Fax # 713-951-7957			

Code: See detail 1-17-2017



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HOUSTON:
3200 Travis Street
Suite 200
Houston, TX 77006
(713) 951-7951

AUSTIN:
1715 6th Street
Suite 112
Houston, TX 78702
(512) 234-8002

THEGOODMANCORP.COM

PROGRESS REPORT

To: Scott Bean, Executive Director
From: David Rodgers
Date: December 1, 2016
Re: TIP Project Assistance and Oversight (MCT101) – November 2016

Task	Previous % Complete	Current % Complete
1 – Program Management, Oversight, and Intergovernmental Coordination for Memorial Drive Comment: Coordination with TIRZ Administrator, TxDOT, and project engineer regarding design process in advance of AFA. Began work on H-GAC Quarterly Report.	26%	26%
2 – Program Management, Oversight, and Intergovernmental Coordination for North Gessner Comment: Coordination with TIRZ Administrator and TxDOT regarding AFA. Began work on H-GAC Quarterly Report.	25%	25.5%



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HOUSTON:
3200 Travis Street
Suite 200
Houston, TX 77006
(713) 951-7951

AUSTIN:
1715 6th Street
Suite 112
Houston, TX 78702
(512) 234-8002

THEGOODMANCORP.COM

PROGRESS REPORT

To: Scott Bean, Executive Director
From: Stephanie Kirschner
Date: December 1, 2016
Re: Environmental Studies for Categorical Exclusion Memorial Drive (Boltway 8 to Tattowood Road) (MCT102) – November 2016

Task	Previous % Complete	Current % Complete
1 – Purpose and Need Comment:	0%	0%
2 – Alternative Analysis Comment:	10%	10%
3.1 – Socioeconomic Analysis Comment: Began review of Census data and maps created for project area population characteristics on income, race, English proficiency, and poverty level.	10%	10%
3.2 – Water Quality Conditions Comment:	0%	0%
3.3 – Plant Communities and Wildlife Habitat Comment:	0%	0%
3.4 – Waters and Wetlands Identification Comment: Began review of FEMA wetlands maps to determine areas of potential impact.	10%	10%
3.5 – Air Quality Assessment Comment:	0%	0%
3.6 – Floodplains Assessment Comment: Began review of floodplain maps to determine areas of potential impact.	10%	10%

THE GOODMAN CORPORATION

3.7 – Cultural Resource Identification	0%	0%
Comment:		
3.7a – Historical Resource Analysis	0%	0%
Comment:		
3.8 – Hazardous Materials	0%	0%
Comment:		
Obtained existing Phase I ESA for review		
3.9 – Historical Resource Identification	0%	0%
Comment:		
3.10 – Cumulative Impacts Assessment	0%	0%
Comment:		
4 – Draft and Final EA	0%	0%
Comment:		

Next Steps: Review existing Phase I ESA, collect and analyze remaining needed Census and environmental data for CE categories for report.

Hawes Hill Calderon LLP
P.O. Box 22167
Houston TX 77227-2167

Invoice

Bill To:

TIRZ-Memorial City Redevelopment Authority/RZ 17
PO Box 22167
Houston, TX 77227-2167

Invoice #: 43015560
Date: 1/12/2017

Page: 1

DATE	DESCRIPTION	AMOUNT
	Professional consulting and administrative fee, January 2017	\$7,500.00
CODE # 6340 1/12/2017 		Sales Tax: \$0.00
		Total Amount: \$7,500.00
		Amount Applied: \$0.00
		Balance Due: \$7,500.00

Terms: C.O.D.

MEMORIAL CITY REDEVELOPMENT AUTHORITY TIRZ No. 17,
HOUSTON, TEXAS

AGENDA MEMORANDUM

TO: Memorial City Redevelopment Authority TIRZ No. 17 Board of Directors
FROM: Executive Director
SUBJECT: Agenda Item Materials

5. CIP Committee Report and CIP Updates.
 - a. Report from LAN on Town & Country, Memorial Drive, and Sub-Regional Detention Analysis
 - b. Consider Pay Estimate No.3 for Four Points by Sheraton project from Corner Rock Construction in the amount of \$72,289.06.
 - c. Report from Klotz Associates on Gessner, W140, and Straws.
 - d. Report from Goodman Corporation on Gessner and Memorial Drive.



Memorial City Redevelopment Authority - TIRZ 17
Monthly Consultant Report

January 2017

Project Number: 120-11972-003
Four Points by Sheraton Parking Lot Extension

Ongoing Activities:

Item	Description
1	Continue Construction Administration
2	Continue on-going coordination with Four Points Hotel personnel
3	Parking lot curb and gutter has been poured
4	Parking lot pavement to be poured week of 1/16/17
5	Project expected to be completed by 1/27/17

Project Number: 120-11972-002
Sub-regional Detention Analysis

Ongoing Activities:

Item	Description
1	Met with HCFCFCD in December to review initial results, HCFCFCD had minor comments that have already been addressed in the model
2	The bulk of the difficult effort is complete with the complex 2D modeling substantially complete
3	Impact Analysis Tech Memo to be submitted to HCFCFCD in mid-February
4	Currently exploring sub-surface detention options and cost
5	Confirming final detention amount
6	We are now revising the RDS model and converting it into the FEMA level model for Buffalo Bayou as required by City to determine if a property downstream can provide the necessary detention. We intend to have initial results ready before January TIRZ 17 Board meeting
7	We are on schedule and on budget

Project Number: 120-11972-001
Memorial Drive Improvements

Ongoing Activities:

Item	Description
1	Kicked off project internally
2	Executing sub-consultant contracts this week
3	Finalizing Project Schedule
4	Updating alignment per RDAI and TxDOT requirements
5	Reviewing Sanitary Sewer CCTV provided by City of Houston



Project Number: 130-10384-022
Town & Country Reconstruction

Ongoing Activities:

Item	Description
1	Project ready to advertise
2	Awaiting final JRC agreement for right-of-way acquisition

Memorial Drive Annexation

Ongoing Activities:

Item	Description
1	Awaiting direction from board
2	TIPP call for projects: 1 st quarter of 2017



**Lockwood, Andrews
& Newnam, Inc.**
A LEO A DALY COMPANY

January 18, 2017

Scott Bean
Memorial City Redevelopment Authority
c/o Hawes Hill Calderon, LLP
PO Box 22167
Houston, Texas 77227-2167

Reference: Four Points by Sheraton
LAN Project No.: 120-11792-003
WBS No. N-T17000-0017-3
Corner Rock Construction, LLC Pay Est. No. 3

Dear Mr. Bean:

Corner Rock Construction, LLC has submitted estimate No. 3 in the amount of \$72,289.06 for work performed during the month of December, 2016

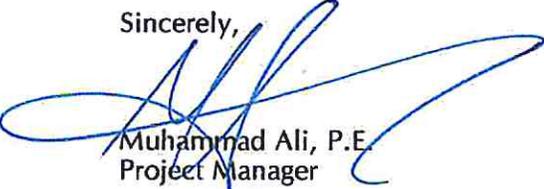
Based on our review, Corner Rock Construction, LLC has complied with all requirements stated in the estimate and we recommend payment of **\$72,289.06**.

The following billing information is to be used for payment:

Corner Rock Construction, LLC
2322 Eaglerock Dr.
Houston, TX 77080

If you have any questions or require additional information, please feel free to contact me at (713)266-6900.

Sincerely,


Muhammad Ali, P.E.
Project Manager

MA:rlb *mlb*

Enclosures: Pay Est. No. 3

Contractor:
Comer Rock Construction, LLC
2322 Eaglerock Dr.
Houston, TX 77080
01/13/17

Owner:
Memorial City Redevelopment Authority TIRZ-17
c/o LAN 2925 Briar Park Dr.
Houston, TX 77042
3 Rev.2

Four Points by Sheraton Parking Lot Extension
Project No: WBS No. N-T17000-0017-3
10655 Katy Freeway
Houston, TX 77024

PAY APPLICATION #:		DATE:		PERIOD THRU:									
Base Bid	Description of Work	Unit of Measure	Estimate Quantity	Unit Price	Contract Amount	Previous Quantities	Current Quantities	Quantities to Date	Current Amount	Amount to Date	% Completed	Remaining Units to Install	Dollar Amt Remaining
1	Mobilization	LS	1.00	\$20,775.00	\$20,775.00	0.50	0.00	0.50	\$0.00	\$10,387.50	50%	0.50	\$10,387.50
2	Traffic Control and Regulations	LS	1.00	\$1,000.00	\$1,000.00	1.00	0.00	1.00	\$0.00	\$1,000.00	100%	0.00	\$0.00
3	Tree Plant and Protection	LS	1.00	\$5,000.00	\$5,000.00	1.00	0.00	1.00	\$0.00	\$5,000.00	100%	0.00	\$0.00
4	Inlet Protection	EA	5.00	\$120.00	\$600.00	5.00	0.00	5.00	\$0.00	\$600.00	100%	0.00	\$0.00
5	Filter Fabric Fence	LF	190.00	\$7.90	\$1,501.00	180.00	0.00	190.00	\$0.00	\$1,501.00	100%	0.00	\$0.00
6	Cleaning and Grubbing	AC	0.21	\$53,357.14	\$11,205.00	0.21	0.00	0.21	\$0.00	\$11,205.00	100%	0.00	\$0.00
7	Demolition	LS	1.00	\$2,095.00	\$2,095.00	1.00	0.00	1.00	\$0.00	\$2,095.00	100%	0.00	\$0.00
8	Site Restoration including Landscaping	LS	1.00	\$14,920.00	\$14,920.00	0.00	0.14	0.14	\$2,088.80	\$2,088.80	14%	0.86	\$12,831.20
9	Type C Manhole Complete in Place	EA	1.00	\$24,900.00	\$24,900.00	1.00	0.00	1.00	\$0.00	\$24,900.00	100%	0.00	\$0.00
10	12 in HDPE Storm Sewer Pipe, Complete in Place	LF	168.00	\$84.82	\$14,249.76	153.00	0.00	168.00	\$1,272.30	\$14,249.76	100%	0.00	\$0.00
11	Type A Inlets, Complete in Place	EA	3.00	\$4,413.33	\$13,239.99	3.00	0.00	3.00	\$0.00	\$13,239.99	100%	0.00	\$0.00
12	8 in Lime Stabilized Subgrade	SY	1,065.00	\$35.19	\$37,477.35	0.00	1,065.00	1,065.00	\$37,477.35	\$37,477.35	100%	0.00	\$0.00
13	4 in Hot Mix Asphalt Base Course, Complete in Place	SY	833.00	\$20.46	\$17,039.18	0.00	0.00	0.00	\$0.00	\$0.00	0%	833.00	\$27,039.18
14	2 in Asphalt Concrete Pavement, Complete in Place	SY	833.00	\$20.85	\$17,368.05	0.00	0.00	0.00	\$0.00	\$0.00	0%	833.00	\$17,368.05
15	6 in Monolithic Concrete Curb and Gutter	LF	543.00	\$23.90	\$12,977.70	0.00	543.00	543.00	\$12,977.70	\$12,977.70	100%	0.00	\$0.00
16	Remove and Replace Existing Asphalt Concrete Pavement	SY	98.00	\$45.19	\$4,428.62	0.00	30.00	30.00	\$1,355.70	\$1,355.70	31%	68.00	\$3,072.92
17	Milling Asphalt Pavement	SY	15.00	\$62.80	\$1,242.00	0.00	0.00	0.00	\$0.00	\$0.00	0%	15.00	\$1,242.00
18	Thermoplastic Pavement Markings	LS	1.00	\$2,700.00	\$2,700.00	0.00	0.00	0.00	\$0.00	\$0.00	0%	1.00	\$2,700.00
19	Wrought Iron Fence	LF	185.00	\$39.04	\$7,222.40	0.00	0.00	0.00	\$0.00	\$0.00	0%	185.00	\$7,222.40
20	Wrought Iron Gate	EA	1.00	\$877.50	\$877.50	0.00	0.00	0.00	\$0.00	\$0.00	0%	1.00	\$877.50
21	Pole Mounted Site Light Fixture	EA	1.00	\$2,800.00	\$2,800.00	0.00	1.00	1.00	\$2,800.00	\$2,800.00	100%	0.00	\$0.00
22	Concrete Foundation for Site Lighting Fixture	EA	1.00	\$3,003.20	\$3,003.20	0.00	1.00	1.00	\$3,003.20	\$3,003.20	100%	0.00	\$0.00
23	50A MCB Panelboard	EA	1.00	\$1,125.00	\$1,125.00	0.00	1.00	1.00	\$1,125.00	\$1,125.00	100%	0.00	\$0.00
24	1" Sched 40 PVC UG Conduit in Trench	LF	175.00	\$10.00	\$1,750.00	0.00	175.00	175.00	\$1,750.00	\$1,750.00	100%	0.00	\$0.00
25	3/4" EMT Conduit	LF	50.00	\$4.50	\$225.00	0.00	50.00	50.00	\$225.00	\$225.00	100%	0.00	\$0.00
26	#10 AWG Copper Conductors	LF	615.00	\$1.32	\$811.80	0.00	615.00	615.00	\$811.80	\$811.80	100%	0.00	\$0.00
27	#12 AWG Copper Conductors	LF	120.00	\$1.69	\$202.80	0.00	120.00	120.00	\$202.80	\$202.80	100%	0.00	\$0.00
	Total Original Contract				\$260,736.35								
28	CO#1 Tree Removal and New Trees	EA	1.00	\$5,446.93	\$5,446.93	0.60	0.00	0.60	\$0.00	\$3,246.91	60%	0.40	\$2,200.02
29	Revise Storm Drain System	EA	1.00	\$5,433.22	\$5,433.22	0.00	1.00	1.00	\$5,433.22	\$5,433.22	100%	0.00	\$0.00
30	Sim MH Risers	EA	1.00	\$2,978.78	\$2,978.78	0.00	1.00	1.00	\$2,978.78	\$2,978.78	100%	0.00	\$0.00
31	12-inch Wtr Line Exploratory	EA	1.00	\$2,592.10	\$2,592.10	0.00	1.00	1.00	\$2,592.10	\$2,592.10	100%	0.00	\$0.00
32													
33	Total of Changes				\$16,451.03								
	CONTRACT TOTAL \$				\$277,187.38				\$76,093.75	\$192,246.61			\$84,940.77

Conditional Waiver and Release on Progress Payment
(Pursuant to Texas Property Code §53.284(b))

Project: Four Points by Sheraton Parking Lot Extension

WBS No: N-T17000-0017-3

On receipt by the signer of this document of a check from Memorial City Redevelopment Authority (person with whom signer contracted) in the sum of \$ 72,289.06 payable to Corner Rock Construction LLC (payee or payees of check) and when the check has been properly endorsed and has been paid by the bank on which it is drawn, this document becomes effective to release any mechanic's lien right, any right arising from a payment bond that complies with a state or federal statute, any common law payment bond right, any claim for payment, and any rights under any similar ordinance, rule, or statute related to claim or payment rights for persons in the signer's position that the signer has on the property of Four Points by Sheraton (owner) located at 10655 Katy Freeway Houston, TX 77024 (location) to the following extent: Parking lot Extension – including but not limited to Demolition, Clearing & Grubbing, Lime Stabilization, Asphalt base & pavement, Electrical, Fencing, Painting, and Landscaping (job description).

This release covers a progress payment for all labor, services, equipment, or materials furnished to the property or to Memorial City Redevelopment Authority person with whom signer contracted) as indicated in the attached statement(s) or progress payment request(s), except for unpaid retention, pending modifications and changes, or other items furnished.

Before any recipient of this document relies on this document, the recipient should verify evidence of payment to the signer.

The signer warrants that the signer has already paid or will use the funds received from this progress payment to promptly pay in full all of the signer's laborers, subcontractors, materialmen, and suppliers for all work, materials, equipment, or services provided for or to the above referenced project in regard to the attached statement(s) or progress payment request(s).

Date 1-18-2017

Corner Rock Construction LLC (Company Name)

By [Signature] (Signature)

President (Title)

STATE OF Texas §

COUNTY OF Harris §

This instrument was ACKNOWLEDGED before me by Rosalie O Brockman (signer's name), as President (title) of Corner Rock Construction LLC (company) known to me to be the person whose name is subscribed to the foregoing instrument, who after being duly sworn acknowledged to me that the same was the act of Corner Rock Construction LLC (company) and that he/she executed same as an act of such company for the purposes and consideration stated therein.

Given under my hand and seal of office, this the 18 day of JANUARY, 2017.

[Signature]
NOTARY PUBLIC, STATE OF TEXAS

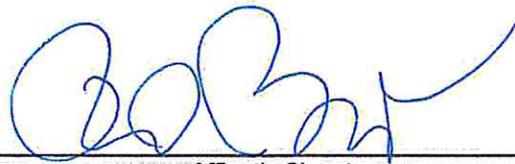


Document 00642

**CERTIFICATION OF PAYMENT
TO SUBCONTRACTORS AND SUPPLIERS**

The undersigned, Rosalie O Brockman, states that she is the President,
Affiant Title
of Corner Rock Construction LLC
Contractor

and that she is duly authorized to execute this Certification of Payment to Subcontractors and Suppliers; that Contractor has made payments to Subcontractors and Suppliers for all labor, materials, equipment, and services furnished to date for Work on Project No. N-T17000-0017-3 in the amounts for which Contractor has been paid; that the labor, materials, equipment, and services covered by this Certificate of Payment have been furnished in accordance with and all in compliance with the Contract Documents; that no sums have been withheld by Contractor for Subcontractors and Suppliers as a result of any allegations of deficiencies in the Work; and that such payments were made in accordance with the Contract Documents and with the laws of the State of Texas.



Affiant's Signature

SWORN AND SUBSCRIBED before me on 1-15-2017
Date



Tiffany Nicole Reyes
Notary Public in and for the State of TEXAS

Rosalie O Brockman Tiffany Nicole Reyes
Print or type name

My Commission Expires: July 25, 2018
Expiration Date

END OF DOCUMENT

Monthly Status Report

**Project Memorial City Redevelopment Authority / TIRZ 17
Briar Branch (W140-01-00) Channel Improvements &
Briar Branch 'Straws' and Bunker Hill Bridge**

CIP No: T-1734A & T-1734B

Period: Through January 20, 2017

RPS Klotz Assoc. Project No: 1111.002.000

Activities This Period

1. Ph II Final Design - Authorization received dated 03/07/14, 09/06/16
 - a. Basic and Additional Services
 - 1.) Geotechnical Investigation and ESA 1 for 'Straws' complete.
 - 2.) Continue development of 'Straws' plans and incorporating into Briar Branch plans and documents for one construction project.
 - 3.) Updated Drainage Impact Study draft report submitted to HCFCD for review and approval.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ and SWA as required.
 - 3.) Review Meeting to be scheduled with HCFCD.
 - 4.) Attended and provided project updates at TIRZ Board Meeting as requested.

Activities Planned for Next Period

1. Ph II Final Design.
 - a. Basic and Additional Services
 - 1.) Continue development of plans and documents for one construction package
 - 2.) Updated Plans will be submitted to HCFCD upon approval of Drainage Impact report by HCFCD. Plans will be submitted to CoH upon approval by HCFCD.
 - 3.) Respond to comments and questions from HCFCD and TIRZ.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ and SWA as required.
 - 3.) Coordination meetings with HCFCD and CoH as required
 - 4.) Attend and provide project update at TIRZ Board Meeting.

Issues and Information we are waiting to receive - None

Monthly Progress Report

**Project: Memorial City Redevelopment Authority / TIRZ 17
N. Gessner Drainage and Mobility Improvements
– IH10 (Katy Frwy) to Long Point**

CIP No: T-1732A & T-1732B

**Period: Through January 20, 2017
RPS Klotz Assoc. Project No: 1111.004.000**

Activities Completed this Period

1. Ph I PER Update – Authorization received dated 12-16-16.
 - a. Complete review of previous draft PERs for update begun.
 - b. Continue development of updated PER for CoH review and approval.
2. Ph II Final Design - Authorization received dated 11/14-14 & 12-16-16.
 - a. Basic and Additional Services
 - 1.) Update of N. Gessner SWMM model to incorporate A&B as one construction project begun. Draft Drainage Impact report in process.
 - 2.) Continue development of design plans as one construction project.
 - 3.) Begin updated Survey and Geotechnical Investigation.
 - 4.) Begin ESA II study and field work.
 - 5.) Continue coordination with SWA for streetscape design.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Progress Mtgs. with TIRZ Executive Director as requested.
 - 3.) Attended and provided project update at TIRZ Board Meeting.

Activities Planned for Next Period

1. Ph I PER Update – Authorization received dated 12-16-16.
 - a. Complete development of draft PER for CoH review and approval.
 - b. Continue coordination with CoH for PER and TRC approvals.
2. Ph II Final Design.
 - a. Basic and Additional Services (upon receipt of authorization and NTP)
 - 1.) Continue development of design plans as one construction project
 - 2.) Continue tasks for ESA II.
 - 3.) SW3P and TCP plans continue.
 - 4.) Complete Survey and Geotechnical field work.
 - 5.) Continue coordination with SWA for streetscape design.
 - b. Meetings
 - 1.) Project Team Meetings as required.
 - 2.) Additional meetings with TIRZ as required.
 - 3.) Provide project update at next TIRZ Board Meeting.

Issues and Information we are waiting to receive – None



HOUSTON:
3200 Travis Street
Suite 200
Houston, TX 77006
(713) 951-7951
THEGOODMANCORP.COM

AUSTIN:
1715 6th Street
Suite 112
Austin, TX 78702
(512) 236-8002

MEMO

To: Memorial City Redevelopment Authority CIP Committee
Cc: Scott Bean – MCRA Administrator
From: Jim Webb, David Rodgers – The Goodman Corporation
Date: January 12, 2017
Re: Gessner and Memorial Drive Updates

Gessner (I-10 to Longpoint)

Status Summary: The Gessner Advance Funding Agreement (AFA) was originally received from TxDOT in September 2016. TGC had several modifications to the AFA in order to correct statements regarding project limits, project scope, right-of-way acquisition, and overall project sponsorship. TGC also provided a revised project map to TxDOT at that time. On 1/12/17 TxDOT informed TGC that a revised contract template has been forwarded to TxDOT Austin for review. TxDOT anticipates receipt of the AFA in mid-January. If received in time for legal review, approval may be considered at the January 23, 2017 MCRA Board of Directors meeting.

Timeline: The current letting date for the project is scheduled for TxDOT Fiscal Year 2018. This will allow for the advertisement of a construction contract anytime between September 2017 and August 2018. The exact letting date will be contingent on RPS-Klotz design timeline.

Grant Funding: \$3,441,600

Memorial Drive (Beltway 8 to Tallowood)

Status Summary: TxDOT is waiting to complete the Gessner AFA before beginning work on the Memorial Drive document. TGC will work to expedite this process upon completion of the Gessner AFA.

Timeline: The current letting date for the project is TxDOT Fiscal Year 2019. This will allow for the advertisement of the construction contract anytime between September 2018 and August 2019. The exact letting date will be contingent on the LAN design timeline.

Grant Funding: \$10,462,000

MEMORIAL CITY REDEVELOPMENT AUTHORITY TIRZ No. 17,
HOUSTON, TEXAS

AGENDA MEMORANDUM

TO: Memorial City Redevelopment Authority TIRZ No. 17 Board of Directors
FROM: Executive Director
SUBJECT: Agenda Item Materials

6. Advance Funding Agreement with TxDot for Gessner Road.

MEMORIAL CITY REDEVELOPMENT AUTHORITY TIRZ No. 17,
HOUSTON, TEXAS

AGENDA MEMORANDUM

TO: Memorial City Redevelopment Authority TIRZ No. 17 Board of Directors
FROM: Executive Director
SUBJECT: Agenda Item Materials

7. Interlocal Agreement with the City of Huston for amenity funding at Gessner and Longpoint intersection.

INTERLOCAL GOVERNMENTAL AGREEMENT
FOR CONSTRUCTION OF ROADWAY IMPROVEMENTS BETWEEN
CITY OF HOUSTON, TEXAS AND
MEMORIAL CITY REDEVELOPMENT AUTHORITY

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

THIS INTERLOCAL GOVERNMENTAL AGREEMENT FOR CONSTRUCTION OF ROADWAY IMPROVEMENTS dated effective as of _____, 2017, (the "Effective Date") is made in Harris County, Texas, by and between THE CITY OF HOUSTON, TEXAS, a body politic and political subdivision of the State of Texas (the "City"), and MEMORIAL CITY REDEVELOPMENT AUTHORITY, a not for profit local government corporation organized and existing under the laws of the State of Texas (the "Authority") (individually referred to a "Party" and collectively as "Parties").

RECITALS

WHEREAS, Chapter 791, Texas Government Code, authorizes local governmental entities, including the City and the Authority, to contract with each other to increase the efficiency and effectiveness of local governments.

WHEREAS, the City has awarded a contract (the "Contract") for the reconstruction of Gessner Road within the service area of the Authority.

WHEREAS, it is to the mutual benefit of the City and the Authority to add to the Contract the installation of concrete 4 x 8 feet pavers at the intersection of Long Point Road and Gessner Road as more fully described in the attached Exhibit A, which is hereinafter called the "Improvements."

WHEREAS, the total estimated additional construction costs and associated fees of the Improvements (the "Project Costs") are approximately \$179,894.00.

WHEREAS, the Authority is agreement to paying the City for the Project Costs.

AGREEMENT

NOW, THEREFORE, for and in consideration of the mutual covenants, agreements and benefits to the parties herein named, it is agreed as follows:

ARTICLE I

THE IMPROVEMENTS

Section 1.1: Contract Administration. The Parties determined it would be economically advantageous to each Party to contract for the Work under a single contract administered by the City. The City therefore agrees to cause the work described in Exhibit A to be added to its existing street improvement project construction contract via work change directive.

Section 1.2: Costs of the Improvements. The Authority agrees to be responsible for payment of all costs of construction, testing, and inspection arising in connection with the installation of the Improvements (the "Project Costs"); provided, however, the Authority shall not be obligated to pay any Project Costs in excess of the amount shown on Exhibit A without further written approval of the Authority, which approval will not be unreasonably withheld or delayed. The Authority agrees to reimburse the City for the Project Costs within 35 days of receipt of a written invoice from the City.

Section 1.3: Inspection. The Authority, its agents, contractors and representatives, shall have the right to inspect the installation of the Improvements at any time, subject to reasonable identification, safety, notice, route, and date/time restrictions imposed by the City.

Section 1.4: Ownership and Maintenance. Upon completion of the Improvements and acceptance by the City of the Improvements, the Authority will cause the Improvements to be maintained by a third party and the City will have no further responsibility, financial or otherwise, for maintenance of the improvements.

ARTICLE II

MISCELLANEOUS PROVISIONS

Section 2.01. Term. This Agreement shall be in full force and effect from the date of execution hereof until the date on which the Authority has reimbursed the City for the cost of the Improvements as described herein.

Section 2.02. Amendments and Supplements. This Agreement may be amended, supplemented or extended by mutual written agreement of the parties hereto.

Section 2.03. Merger. This Agreement embodies the entire understanding between the parties hereto, and there are no prior effective representations, warranties, or agreements between the parties hereto.

Section 2.04. Severability. The provisions of this Agreement are severable, and if any provision or part of this Agreement or the application hereof to any person or circumstance shall ever be held by any court of competent jurisdiction to be invalid or unconstitutional for any reason, the remainder of this Agreement and the application of such provision or part of this Agreement to other persons or circumstances shall not be affected thereby.

[EXECUTION PAGES FOLLOW]

EXECUTED in multiple counterparts as of the date first written above.

CITY OF HOUSTON, TEXAS

By: _____
Mayor

ATTEST:

By: _____
City Secretary

President, Board of Directors
Memorial City Redevelopment Authority

ATTEST:

Secretary, Board of Directors
Memorial City Redevelopment Authority

EXHIBIT A



SER CONSTRUCTION PARTNERS, LLC
 3636 Pasadena Blvd.
 Pasadena, TX 77503

RFP 2 Long Point Intersec (Op

CHANGE ORDER PRICING

Description	Long Point Paving Revisions	Qty.	Unit	Unit Price	Total Price	Price Summary
New Bid Items						
RFP-2	1	4x8 Conc. Paver (Charcoal) incl. Sand and Woven Geotextile Fabric	3648	SF	\$10.00	\$36,480.00
RFP-2	2	4x8 Conc. Paver (Buff) incl. Sand and Woven Geotextile Fabric	2265	SF	\$10.00	\$22,650.00
RFP-2	3	4x8 Conc. Paver (Tan) incl. Sand and Woven Geotextile Fabric	2145	SF	\$10.00	\$21,450.00
RFP-2	4	8x8 Conc. Paver (Charcoal) incl. Sand and Woven Geotextile Fabric	355	SF	\$12.00	\$4,260.00
RFP-2	5	4 -1/8" Temporary Pavement (Black Base)	935	SY	\$42.00	\$39,270.00
RFP-2	6	Temporary Geofabric Membrane	935	SY	\$12.00	\$11,220.00
RFP-2	7	14 - 1/8" Reinforced Concrete Pavement	150	SY	\$175.00	\$26,250.00
RFP-2	8	Recess Concrete Pavement	935	SY	\$81.00	\$75,735.00
RFP-2	9	2" Dia. Weep Hole PVC w/Pea Gravel	20	LF	\$64.00	\$1,280.00
Sub-total New Items						\$238,595.00
Existing Bid Items						
RFP-2	46	Delete Quantity from Bid Item No. 46: Reinforced Concrete Pavement 10-inch thick	-935	LF	\$63.00	(\$58,905.00)
RFP-2	69	Add Quantity to Bid Item No. 69: 6" Concrete Curb Monolithic	68	LF	\$3.00	\$204.00
Sub-total Existing Items						-\$58,701.00
Net Change						\$179,894.00
Total Cost						\$238,799.00

MEMORIAL CITY REDEVELOPMENT AUTHORITY TIRZ NO. 17,
HOUSTON, TEXAS

AGENDA MEMORANDUM

TO: Memorial City Redevelopment Authority TIRZ No. 17 Board of Directors
FROM: Executive Director
SUBJECT: Agenda Item Materials

8. Cost Sharing Agreement for Parking Garage Demolition relating to Town & Country Way.

COST SHARING AGREEMENT FOR PARKING GARAGE DEMOLITION

This Agreement (the "Agreement"), effective as of the _____th day of _____, 2017, is entered into by Memorial City Redevelopment Authority (the "Authority") and CityCentre North Venture Partners, L.P. ("CityCentre") (each a "Party" and together, the "Parties").

RECITALS

WHEREAS, the Authority seeks to realign and improve Town & Country Boulevard between Town & Country Way and IH-10 (the "Project");

WHEREAS, the Project will require the City of Houston, Texas (the "City") to abandon certain property currently designated as right-of-way (the "Existing ROW");

WHEREAS, the City has agreed to abandon the Existing ROW in exchange for the dedication of new right-of-way (the "New ROW"), all as more fully illustrated on the attached **Exhibit A**;

WHEREAS, CityCentre is the underlying fee owner of the New ROW property;

WHEREAS, CityCentre is in agreement to dedicate the New ROW to the City;

WHEREAS, the New ROW property is encumbered with an existing structured parking garage (the "Improvements");

WHEREAS, the Project requires that CityCentre demolish the Improvements and backfill the property to at-grade levels (the "Work"); and

WHEREAS, the Authority is in agreement pay its proportionate share of the Work.

AGREEMENT

NOW THEREFORE, in consideration of the mutual promises, obligations, and benefits herein set forth, the Parties contract and agree as follows:

COST ALLOCATION

Section 1.1: Allocation of Costs. The Parties determined (i) it would be economically advantageous to each Party to contract for the Work under a single contract administered by CityCentre, and (ii) each Party's portion of the costs for the Work (the "Project Costs") should be based on the benefit received, based on the square footage needed for the Project in comparison to the total square footage of the

Improvements. The pro rata shares for the Project Costs determined by the Authority's engineer and agreed to by the Parties are below:

Party	Proportionate Share
The Authority	29.1%
CityCentre	70.9%
Total	100.00%

No Party's Proportionate Share will exceed the amount indicated above without prior consent of each Party, and each Party agrees that such consent shall not be unreasonably withheld.

Section 1.2: Project Costs. Project Costs shall include, without limitation, all costs of construction, testing, and inspection arising in connection with the Work; all payments arising under any contracts entered into as a part of the Work; all costs incurred in connection with obtaining governmental approvals, certificates or permits required as a part of the Work; and all out-of-pocket expenses incurred in connection therewith.

Section 1.3: Administration of Contract. The contracts for the Work will be awarded in the name of CityCentre. CityCentre will administer all contracts for the Work, including engineering, bid advertisement, and approving or denying any appropriate pay estimates and change orders determined to be reasonable or necessary. No changes to the plans and specifications or change orders to any contracts for the Work shall be made without written approval by the Authority, which approvals shall not be unreasonably withheld. Any changes to the plans and specifications that increase the Project Costs and that have not been approved by the Authority in writing will not be subject to reimbursement. CityCentre and the Authority agree that Section 431.110(1) of the Texas Transportation Code exempts CityCentre from competitive bidding requirements applicable to the City for the Work.

Section 1.4: Inspection. The Authority, its agents, contractors and representatives, shall have the right to inspect the Work at any time, subject to reasonable identification, safety, notice, route, and date/time restrictions imposed by CityCentre.

Section 1.5: Reimbursement. Upon completion of the Work and acceptance by the Authority, CityCentre must submit a request for reimbursement ("Request"). The following documentation shall be delivered with the Request:

1. a written request for reimbursement; and

2. a summary of all CityCentre payments, together with contractor pay application and proof of payment, for the Work.

The Authority will pay to CityCenter its Proportionate Share of the Project Costs in immediately available funds within 35 calendar days of receipt of the Request.

Section 1.5 Dedication of Right-of-Way. In consideration for the Authority's agreement to complete the Project, CityCentre agrees to cause the dedication of the New Right of Way to the City as the City has or will require in connection with the abandonment of the Existing ROW, which property is more fully shown on the attached **Exhibit A**. CityCentre agrees to cause the dedication of the New ROW prior to the Authority's advertising for bids for the Work.

MISCELLANEOUS

Section 2.1: Remedies; No Additional Waiver Implied. In the event of breach or default by any Party hereto of any term, covenant, condition or liability hereunder (and which breach or default continues for forty-five (45) days after receipt of written notice from the non-breaching or nondefaulting Party) the non-breaching or non-defaulting Party shall have the right to pursue all legal or equitable remedies, including, but not limited to, the right of specific performance by means of a writ of mandamus issued by a court of competent jurisdiction compelling and requiring the breaching or defaulting Party to observe and perform the terms, covenants, obligations, conditions or liabilities prescribed in this Agreement.

No waiver or waivers of any breach or default (or any breaches or defaults) by any Party hereto of any term, covenant, condition, or liability hereunder, or the performance by any Party of any duty of obligation hereunder, shall be deemed or construed to be a waiver of subsequent breaches or defaults of any kind, under any circumstances.

Section 2.2: Addresses and Notice. Unless otherwise provided in this Agreement, any notice, communication, request, reply or advice (herein severally and collectively, for convenience, called "Notice") herein provided or permitted to be given, made or accepted by any Party, must be in writing and shall be effective when received by the Party to be notified. For the purpose of notice, addresses of the Parties shall, until changed as hereinafter provided, be as follows:

If to the Authority:

Mr. Scott Bean
Hawes Hill Calderon, LLP
P. O. Box 22167
Houston, TX 77227-2167

with a copy to

Ms. Jessica Holoubek
Allen Boone Humphries Robinson LLP
3200 Southwest Freeway
Suite 2600
Houston, Texas 77027

If to CityCentre:

Mr. Chris Seckinger
800 Town & Country Blvd
Suite 200
Houston, Texas 77046

Any Party shall have the right from time to time and at any time to change its address and each shall have the right to specify any other address by at least fifteen (15) days' written notice to the other Parties.

Section 2.3: Complete Agreement. This Agreement, together with the Exhibits hereto, constitutes the entire agreement by and between the Parties hereto relative to the subject matter hereof and may not be altered or amended except by written amendment executed by all other Parties.

Section 2.4: Assignability. This Agreement shall not be assignable, in whole or in part, by any Party without first obtaining the written consent of the other Party hereto, which consent shall not be unreasonably withheld, conditioned, or delayed.

Section 2.5: Severability. The provisions of this Agreement are severable, and if any provision or part of this Agreement or the application thereof to any person or circumstances shall ever be held by any court of competent jurisdiction to be invalid or unconstitutional for any reason, the remainder of this Agreement and the application of such provision or part of this Agreement to other persons or circumstances shall not be affected thereby.

Section 2.6: Parties in Interest. This Agreement shall be for the sole and exclusive benefit of the Parties hereto, and their legal successors and assigns and shall not be construed to confer any rights upon any other person or entity. Nothing herein shall be construed to confer standing to sue upon any party who did not otherwise have such standing and it is expressly agreed that nothing herein shall be construed to create any duty or obligation on the part of one district to the customers of another.

Section 2.7: Modification. This Agreement shall be subject to change or modification only with the written mutual consent of each Party hereto.

[EXECUTION PAGES FOLLOW]

IN WITNESS WHEREOF, the Parties have executed this Agreement in multiple counterparts, each of which shall be deemed to be an original, as of the date and year first written above.

MEMORIAL CITY REDEVELOPMENT
AUTHORITY

Chair, Board of Directors

ATTEST:

Secretary, Board of Directors

(SEAL)

CITYCENTRE NORTH VENTURE
PARTNERS, L.P., a Texas limited partnership
